

GAYLORD ENTERTAINMENT COMPANY

PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES

Under applicable rules of the Securities and Exchange Commission ("SEC"), the Audit Committee of the Company's Board of Directors is required to pre-approve all audit and non-audit services performed by the Company's independent auditor in order to assure that the provision of such services does not impair the auditor's independence. The Audit Committee has adopted this policy to require that an independent relationship with the Company's independent auditors be maintained in both fact and appearance.

The Audit Committee will specifically pre-approve the terms and fees of the annual engagement of the independent auditor for audit services related to the consolidated audit. The Audit Committee will also pre-approve all other audit and non-audit services performed by the Company's independent auditor including services encompassed by Section 404 of the Sarbanes-Oxley Act of 2002. The Committee has approved all of the services listed on Appendix A, and shall be informed of each service at its next scheduled meeting. All other services not listed on Appendix A must be separately pre-approved by the Audit Committee. The Audit Committee will revise the list of pre-approved services from time to time.

The Audit Committee has delegated authority to pre-approve all audit and non-audit services (with fees below \$100,000) to the Chair of the Committee. The Chair shall report any pre-approval decisions promptly to the Committee, no later than at its next scheduled meeting. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

In general, the Company discourages the retention of its independent auditors for non-audit services, as such arrangements require special sensitivity and reporting. Moreover, the Company will not retain its independent auditors for non-audit services (other than those listed on Appendix A) unless (i) in the opinion of senior management, the independent auditors possess unique knowledge or technical expertise that is superior to that of other potential providers, (ii) the approvals of the Chair of the Audit Committee and the Chief Financial Officer are obtained prior to the retention and (iii) the retention will not affect the status of the auditors as "independent accountants."

The Committee shall require the independent auditors to confirm to the Company in writing upon request, but at least annually, that they are independent accountants within the meaning of the Securities Acts administered by the SEC, the Independence Standards Board, and any exchange on which the securities of the Company are listed. Engagement letters relating to the provision of non-audit services should also include a statement by the auditors that in their view the provision of such services is consistent with the SEC's rules on auditor independence.

Approved by the Audit Committee February 9, 2005

APPENDIX A

A. AUDIT SERVICES

1. Statutory audits or financial audits (including quarterly financial reviews) for the Company and its subsidiaries or affiliates;
2. Services associated with the Company's SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings (e.g., comfort letters, consents), and assistance in responding to SEC comment letters; and
3. Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB or other regulatory or standard setting bodies.

B. AUDIT-RELATED SERVICES

1. Agreed-upon or expanded audit procedures related to the Company's accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters;
2. Reviews of the Company's internal controls and assistance with internal control reporting requirements, including procedures required under Section 404 of the Sarbanes-Oxley Act; and
3. Due diligence and transaction support services in connection with proposed business combinations.

C. TAX SERVICES

1. Review of the Company's federal tax returns prior to filing;
2. Consultations by the Company's management as to the tax treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the IRS, SEC, FASB or other regulatory or standard setting bodies as it relates to tax matters; and
3. Tax due diligence services in connection with proposed business combinations.