

Ryman Hospitality Properties, Inc.

Form 10-Q

November 03, 2016

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2016**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number 1-13079**

**RYMAN HOSPITALITY PROPERTIES, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**73-0664379**  
**(I.R.S. Employer**  
**Identification No.)**

**One Gaylord Drive**  
**Nashville, Tennessee 37214**  
**(Address of Principal Executive Offices)**

**(Zip Code)**

**(615) 316-6000**  
**(Registrant's Telephone Number, Including Area Code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| <b>Class</b>                  | <b>Outstanding as of October 31, 2016</b> |
|-------------------------------|---|
| Common Stock, par value \$.01 | 51,006,044 shares                         |



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**RYMAN HOSPITALITY PROPERTIES, INC.**

**FORM 10-Q**

**For the Quarter Ended September 30, 2016**

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**Table of Contents****Part I FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS.****RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****(Unaudited)****(In thousands)**

|   | <b>September 30,<br/>2016</b> | <b>December 31,<br/>2015</b> |
|---|-------------------------------|------------------------------|
| <b>ASSETS:</b>  |                               |                              |
| Property and equipment, net of accumulated depreciation   | \$ 1,991,690                  | \$ 1,982,816                 |
| Cash and cash equivalents - unrestricted  | 35,858                        | 56,291                       |
| Cash and cash equivalents - restricted  | 25,872                        | 22,355                       |
| Notes receivable  | 150,517                       | 152,560                      |
| Trade receivables, less allowance of \$659 and \$919, respectively  | 58,253                        | 55,033                       |
| Investment in Gaylord Rockies joint venture   | 50,385                        |                              |
| Prepaid expenses and other assets   | 62,537                        | 62,379                       |
| <b>Total assets</b>   | <b>\$ 2,375,112</b>           | <b>\$ 2,331,434</b>          |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY:</b>   |                               |                              |
| Debt and capital lease obligations  | \$ 1,486,843                  | \$ 1,431,710                 |
| Accounts payable and accrued liabilities  | 161,347                       | 153,383                      |
| Dividends payable   | 39,087                        | 36,868                       |
| Deferred management rights proceeds   | 180,846                       | 183,119                      |
| Deferred income tax liabilities, net  | 1,367                         | 1,163                        |
| Other liabilities   | 155,426                       | 145,629                      |
| Commitments and contingencies   |                               |                              |
| <b>Stockholders' equity:</b>  |                               |                              |
| Preferred stock, \$.01 par value, 100,000 shares authorized, no shares issued or outstanding                            |                               |                              |
| Common stock, \$.01 par value, 400,000 shares authorized, 51,006 and 51,291 shares issued and outstanding, respectively | 510                           | 513                          |
| Additional paid-in capital  | 890,946                       | 887,501                      |
| Treasury stock of 533 and 511 shares, at cost   | (11,142)                      | (10,001)                     |
| Accumulated deficit   | (501,505)                     | (473,404)                    |
| Accumulated other comprehensive loss  | (28,613)                      | (25,047)                     |
| <b>Total stockholders' equity</b>   | <b>350,196</b>                | <b>379,562</b>               |
| <b>Total liabilities and stockholders' equity</b>   | <b>\$ 2,375,112</b>           | <b>\$ 2,331,434</b>          |

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****AND COMPREHENSIVE INCOME****(Unaudited)****(In thousands, except per share data)**

|                                       | <b>Three Months Ended</b> |                  | <b>Nine Months Ended</b> |                  |
|---------------------------------------|---------------------------|------------------|--------------------------|------------------|
|                                       | <b>September 30,</b>      |                  | <b>September 30,</b>     |                  |
|                                       | <b>2016</b>               | <b>2015</b>      | <b>2016</b>              | <b>2015</b>      |
| <b>Revenues:</b>                      |                           |                  |                          |                  |
| Rooms                                 | \$ 101,085                | \$ 92,828        | \$ 309,385               | \$ 292,089       |
| Food and beverage                     | 113,100                   | 108,558          | 362,550                  | 345,931          |
| Other hotel revenue                   | 26,834                    | 23,456           | 75,604                   | 69,111           |
| Entertainment                         | 30,701                    | 27,978           | 81,893                   | 72,873           |
| <b>Total revenues</b>                 | <b>271,720</b>            | <b>252,820</b>   | <b>829,432</b>           | <b>780,004</b>   |
| <b>Operating expenses:</b>            |                           |                  |                          |                  |
| Rooms                                 | 28,371                    | 27,347           | 82,492                   | 80,216           |
| Food and beverage                     | 64,790                    | 63,797           | 201,045                  | 193,661          |
| Other hotel expenses                  | 73,331                    | 70,108           | 219,510                  | 210,513          |
| Management fees, net                  | 4,408                     | 3,213            | 15,246                   | 10,516           |
| <b>Total hotel operating expenses</b> | <b>170,900</b>            | <b>164,465</b>   | <b>518,293</b>           | <b>494,906</b>   |
| Entertainment                         | 19,100                    | 18,954           | 54,630                   | 48,775           |
| Corporate                             | 8,447                     | 8,017            | 22,315                   | 21,384           |
| Preopening costs                      |                           | 118              |                          | 909              |
| Impairment and other charges          |                           |                  |                          | 2,890            |
| Depreciation and amortization         | 26,706                    | 28,498           | 81,888                   | 85,467           |
| <b>Total operating expenses</b>       | <b>225,153</b>            | <b>220,052</b>   | <b>677,126</b>           | <b>654,331</b>   |
| <b>Operating income</b>               | <b>46,567</b>             | <b>32,768</b>    | <b>152,306</b>           | <b>125,673</b>   |
| Interest expense                      | (15,947)                  | (16,138)         | (48,002)                 | (47,765)         |
| Interest income                       | 2,965                     | 2,982            | 9,116                    | 9,383            |
| Loss from joint ventures              | (638)                     |                  | (2,086)                  |                  |
| Other gains and (losses), net         | 2,468                     | 2,467            | 2,288                    | (18,104)         |
| <b>Income before income taxes</b>     | <b>35,415</b>             | <b>22,079</b>    | <b>113,622</b>           | <b>69,187</b>    |
| (Provision) benefit for income taxes  | (1,822)                   | 4,612            | (2,352)                  | 3,425            |
| <b>Net income</b>                     | <b>\$ 33,593</b>          | <b>\$ 26,691</b> | <b>\$ 111,270</b>        | <b>\$ 72,612</b> |

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|                                     |           |           |            |           |
|-------------------------------------|-----------|-----------|------------|-----------|
| Basic income per share              | \$ 0.66   | \$ 0.52   | \$ 2.18    | \$ 1.42   |
| Fully diluted income per share      | \$ 0.66   | \$ 0.52   | \$ 2.17    | \$ 1.41   |
| Dividends declared per common share | \$ 0.75   | \$ 0.70   | \$ 2.25    | \$ 2.00   |
| Comprehensive income, net of taxes  | \$ 29,979 | \$ 26,364 | \$ 107,704 | \$ 72,381 |

The accompanying notes are an integral part of these condensed consolidated financial statements.



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**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

**For the Nine Months Ended September 30, 2016 and 2015**

**(Unaudited)**

**(In thousands)**

|  | <b>2016</b>      | <b>2015</b>     |
|--|------------------|-----------------|
| <b>Cash Flows from Operating Activities:</b>   |                  |                 |
| Net income   | \$ 111,270       | \$ 72,612       |
| <b>Amounts to reconcile net income to net cash flows provided by operating activities:</b> |                  |                 |
| Provision (benefit) for deferred income taxes  | 279              | (5,303)         |
| Depreciation and amortization  | 81,888           | 85,467          |
| Amortization of deferred financing costs   | 3,647            | 4,177           |
| Impairment and other charges   |                  | 2,890           |
| Loss on repurchase of warrants   |                  | 20,246          |
| Write-off of deferred financing costs  |                  | 1,926           |
| Stock-based compensation expense   | 4,594            | 4,582           |
| <b>Changes in:</b>   |                  |                 |
| Trade receivables  | (3,220)          | (18,619)        |
| Accounts payable and accrued liabilities   | 2,647            | (3,254)         |
| Other assets and liabilities   | (1,989)          | (10,109)        |
| <b>Net cash flows provided by operating activities</b>                                     | <b>199,116</b>   | <b>154,615</b>  |
| <b>Cash Flows from Investing Activities:</b>   |                  |                 |
| Purchases of property and equipment  | (84,557)         | (63,352)        |
| Proceeds from sale of Peterson LOI   | 6,785            | 10,000          |
| Investment in Gaylord Rockies joint venture  | (50,443)         |                 |
| Increase in restricted cash and cash equivalents   | (3,517)          | (4,444)         |
| Other investing activities   | 273              | 2,533           |
| <b>Net cash flows used in investing activities</b>   | <b>(131,459)</b> | <b>(55,263)</b> |
| <b>Cash Flows from Financing Activities:</b>   |                  |                 |
| Net borrowings (repayments) under credit facility  | 60,500           | (268,600)       |
| Repayments under term loan B   | (3,000)          | (3,000)         |
| Issuance of senior notes   |                  | 400,000         |
| Repayment of note payable related to purchase of AC Hotel                                  | (6,000)          |                 |
| Repurchase of common stock warrants  |                  | (154,681)       |
| Deferred financing costs paid  |                  | (11,145)        |
| Repurchase of Company stock for retirement   | (24,811)         |                 |
| Payment of dividend  | (112,900)        | (95,404)        |

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|   |           |           |
|---|-----------|-----------|
| Proceeds from exercise of stock options                       | 1,284     | 1,430     |
| Payment of tax withholdings for share-based compensation      | (3,150)   | (3,647)   |
| Other financing activities                                    | (13)      | (373)     |
| Net cash flows used in financing activities                   | (88,090)  | (135,420) |
| Net change in cash and cash equivalents                       | (20,433)  | (36,068)  |
| Cash and cash equivalents - unrestricted, beginning of period | 56,291    | 76,408    |
| Cash and cash equivalents - unrestricted, end of period       | \$ 35,858 | \$ 40,340 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**1. BASIS OF PRESENTATION:**

On January 1, 2013, Ryman Hospitality Properties, Inc. ( Ryman ) and its subsidiaries (collectively with Ryman, the Company ) began operating as a REIT for federal income tax purposes, specializing in group-oriented, destination hotel assets in urban and resort markets. The Company s owned assets include a network of upscale, meetings-focused resorts that are managed by Marriott International, Inc. ( Marriott ) under the Gaylord Hotels brand. These resorts, which the Company refers to as the Gaylord Hotels properties, consist of the Gaylord Opryland Resort & Convention Center in Nashville, Tennessee ( Gaylord Opryland ), the Gaylord Palms Resort & Convention Center near Orlando, Florida ( Gaylord Palms ), the Gaylord Texan Resort & Convention Center near Dallas, Texas ( Gaylord Texan ) and the Gaylord National Resort & Convention Center near Washington D.C. ( Gaylord National ). The Company s other owned assets managed by Marriott include Gaylord Springs Golf Links ( Gaylord Springs ), the Wildhorse Saloon, the General Jackson Showboat ( General Jackson ), the Inn at Opryland, an overflow hotel adjacent to Gaylord Opryland, and the AC Hotel at National Harbor, Washington D.C. ( AC Hotel ), an overflow hotel adjacent to Gaylord National that opened in April 2015. The Company also owns and operates a number of media and entertainment assets including the Grand Ole Opry, the legendary weekly showcase of country music s finest performers; the Ryman Auditorium, the storied live music venue and former home of the Grand Ole Opry located in downtown Nashville; and WSM-AM, the Opry s radio home.

The condensed consolidated financial statements include the accounts of Ryman and its subsidiaries and have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC ). Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2015. In the opinion of management, all adjustments necessary for a fair statement of the results of operations for the interim periods have been included. All adjustments are of a normal, recurring nature. The results of operations for such interim periods are not necessarily indicative of the results for the full year because of seasonal and short-term variations.

The Company conducts its business through an umbrella partnership real estate investment trust ( REIT ), in which substantially all of its assets are held by, and all of its operations are conducted through, RHP Hotel Properties, LP, a subsidiary operating partnership (the Operating Partnership ) that the Company formed in connection with its REIT conversion discussed in Note 2. Ryman is the sole limited partner of the Operating Partnership and currently owns, either directly or indirectly, all of the partnership units of the Operating Partnership. RHP Finance Corporation, a Delaware corporation ( Finco ), was formed as a wholly-owned subsidiary of the Operating Partnership for the sole purpose of being an issuer of debt securities with the Operating Partnership. Neither Ryman nor Finco has any material assets, other than Ryman s investment in the Operating Partnership and its 100%-owned subsidiaries. As 100%-owned subsidiaries of Ryman, neither the Operating Partnership nor Finco has any business, operations, financial results or other material information, other than the business, operations, financial results and other material information described in this Quarterly Report on Form 10-Q and Ryman s other reports filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended.

The Company principally operates, through its subsidiaries and its property managers, as applicable, in the following business segments: Hospitality, Entertainment, and Corporate and Other.

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**Table of Contents*****Acquisitions and Investments***

In December 2014, the Company purchased from an affiliate of The Peterson Companies (the developer of the National Harbor, Maryland development in which Gaylord National is located) the AC Hotel, a 192-room hotel previously operated as the Aloft Hotel at National Harbor for a purchase price of \$21.8 million. The transaction required that the property be transferred to the Company unencumbered by any existing hotel franchise or management agreements. The Company has rebranded the hotel and Marriott is now operating the property in conjunction with the Gaylord National pursuant to a separate management agreement. The hotel opened in April 2015. Simultaneously with the purchase of this hotel, the Company also acquired from an affiliate of The Peterson Companies a vacant one-half acre parcel of land located in close proximity to Gaylord National, suitable for development of a hotel or other permitted uses. In December 2014, the Company paid \$21.2 million of the combined purchase price, including transaction costs, in cash and issued a \$6.0 million note payable to an affiliate of The Peterson Companies, which was paid in January 2016 and bore interest at an Applicable Federal Rate as determined by the Internal Revenue Service and is shown in Note 7.

In March 2016, certain subsidiaries of the Company entered into a series of agreements with respect to an equity investment in the Gaylord Rockies Resort & Convention Center in Aurora, Colorado ( Gaylord Rockies ). See Note 11 for further discussion of this investment.

***Newly Issued Accounting Standards***

In May 2014, the Financial Accounting Standards Board (the FASB ) issued Accounting Standards Update ( ASU ) No. 2014-09, *Revenue from Contracts with Customers*, the core principle of which is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Under this guidance, companies will need to use more judgment and make more estimates than under today s guidance. These judgments may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The ASU is currently effective for the Company in the first quarter of 2018. The Company is currently evaluating the effects of this ASU on its financial statements, as well as which method of adoption the Company will implement, and such effects have not yet been determined.

In February 2015, the FASB issued ASU No. 2015-02, *Consolidation Amendments to the Consolidation Guidance*, which changes the way companies evaluate the consolidation of limited partnerships, variable interests and similar entities. The Company adopted this ASU in the first quarter of 2016, and this adoption did not have a material impact on the Company s condensed consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, that requires lessees to put most leases on their balance sheet, but recognize expenses on their income statements in a manner similar to previous accounting. The ASU also eliminates the required use of bright-line tests for determining lease classification. The ASU is effective for the Company in the first quarter of 2019. The Company is currently evaluating the effects of this ASU on its financial statements, and, other than the inclusion of operating leases on the Company s balance sheet, such effects have not yet been determined. See Note 11 in the Company s Annual Report on Form 10-K for the year ended December 31, 2015 for a further disclosure of the Company s outstanding leases.

In March 2016, the FASB issued ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting*, which simplifies several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the

statement of cash flows. The new guidance will require all income tax effects of awards to be recognized in the statement of operations when the awards vest or are settled. This guidance is effective for the Company in the first quarter of 2017, with early adoption permitted. The Company retrospectively adopted this ASU in the first quarter of 2016. As such, the statutory tax withholding requirements have been presented separately on the statement of cash flows for both the current and prior year. This adoption did not have a material impact on the Company's condensed consolidated financial statements.

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In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses – Measurement of Credit Losses on Financial Instruments*, which will change how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The ASU will replace the current incurred loss approach with an expected loss model for instruments measured at amortized cost. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a new forward-looking expected loss model that generally will result in the earlier recognition of allowances for losses. The ASU is effective for the Company in the first quarter of 2020. The Company is currently evaluating the effects of this ASU on its financial statements, and such effects have not yet been determined.

**2. DEFERRED MANAGEMENT RIGHTS PROCEEDS:**

The Company restructured its business operations to facilitate its qualification as a REIT for federal income tax purposes (the REIT conversion ) during 2012 and has elected to be taxed as a REIT commencing with the year ended December 31, 2013.

On October 1, 2012, the Company consummated its agreement to sell the Gaylord Hotels brand and rights to manage Gaylord Opryland, Gaylord Palms, Gaylord Texan and Gaylord National to Marriott for \$210.0 million in cash. Effective October 1, 2012, Marriott assumed responsibility for managing the day-to-day operations of the Gaylord Hotels properties pursuant to a management agreement for each Gaylord Hotel property.

On October 1, 2012, the Company received \$210.0 million in cash from Marriott in exchange for rights to manage the Gaylord Hotels properties (the Management Rights ) and certain intellectual property (the IP Rights ). The Company allocated \$190.0 million of the purchase price to the Management Rights and \$20.0 million to the IP Rights. The allocation was based on the Company's estimates of the fair values for the respective components. The Company estimated the fair value of each component by constructing distinct discounted cash flow models.

For financial accounting purposes, the amount related to the Management Rights was deferred and is amortized on a straight line basis over the 65-year term of the hotel management agreements, including extensions, as a reduction in management fee expense. The amount related to the IP Rights was recognized into income as other gains and losses during the fourth quarter of 2012.

In addition, pursuant to additional management agreements, Marriott manages the day-to-day operations of the Inn at Opryland, the AC Hotel, General Jackson Showboat, Gaylord Springs Golf Links and the Wildhorse Saloon. To comply with certain REIT qualification requirements, the Company will be required to engage third-party managers to operate and manage its future hotel properties, if any. Additionally, non-REIT operations, which consist of the activities of taxable REIT subsidiaries ( TRSs ) that act as lessees of the Company's hotels, as well as the businesses within the Company's Entertainment segment, continue to be subject, as applicable, to federal corporate and state income taxes following the REIT conversion.

**Table of Contents****3. INCOME PER SHARE:**

The weighted average number of common shares outstanding is calculated as follows (in thousands):

|   | Three Months Ended    |        | Nine Months Ended     |        |
|---|-----------------------|--------|-----------------------|--------|
|   | September 30,<br>2016 | 2015   | September 30,<br>2016 | 2015   |
| Weighted average shares outstanding - basic   | 51,004                | 51,283 | 51,009                | 51,226 |
| Effect of dilutive stock-based compensation   | 266                   | 347    | 270                   | 361    |
| Weighted average shares outstanding - diluted | 51,270                | 51,630 | 51,279                | 51,587 |

**4. ACCUMULATED OTHER COMPREHENSIVE LOSS:**

The Company's balance in accumulated other comprehensive loss is composed of amounts related to the Company's minimum pension liability. During the three months and nine months ended September 30, 2016, the Company recorded \$3.7 million in other comprehensive loss, and during the three months and nine months ended September 30, 2015, the Company recorded \$0.6 million in other comprehensive loss, which primarily represents the increases in the Company's pension plan liability as described in Note 9. During the three months and nine months ended September 30, 2016, the Company reclassified zero and \$0.1 million, respectively, and during the three months and nine months ended September 30, 2015, the Company reclassified zero and \$0.2 million, respectively, from accumulated other comprehensive loss into operating expenses in the Company's condensed consolidated statements of operations included herein.

**5. PROPERTY AND EQUIPMENT:**

Property and equipment at September 30, 2016 and December 31, 2015 is recorded at cost and summarized as follows (in thousands):

|                                   | September 30,<br>2016 | December 31,<br>2015 |
|-----------------------------------|-----------------------|----------------------|
| Land and land improvements        | \$ 264,064            | \$ 255,179           |
| Buildings                         | 2,391,028             | 2,369,851            |
| Furniture, fixtures and equipment | 628,251               | 603,529              |
| Construction-in-progress          | 39,332                | 10,576               |
|                                   | 3,322,675             | 3,239,135            |
| Accumulated depreciation          | (1,330,985)           | (1,256,319)          |
| Property and equipment, net       | \$ 1,991,690          | \$ 1,982,816         |



**6. NOTES RECEIVABLE:**

As further discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, in connection with the development of Gaylord National, the Company is currently holding two issuances of governmental bonds and receives debt service thereon, payable from property tax increments, hotel taxes and special hotel rental taxes generated from Gaylord National through the maturity date. The Company is recording the amortization of discount on these notes receivable as interest income over the life of the notes.

During the three months ended September 30, 2016 and 2015, the Company recorded interest income of \$3.0 million on these bonds. During the nine months ended September 30, 2016 and 2015, the Company recorded interest income of \$9.0 million and \$9.3 million, respectively, on these bonds. The Company received payments of \$11.1 million and \$9.4 million during the nine months ended September 30, 2016 and 2015, respectively, relating to these notes receivable. See additional discussion regarding the fair value of these notes receivable in Note 13.

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The Company's debt and capital lease obligations at September 30, 2016 and December 31, 2015 consisted of (in thousands):

|  | September 30,<br>2016 | December 31,<br>2015 |
|--|-----------------------|----------------------|
| \$700 Million Revolving Credit Facility, interest at LIBOR plus 1.65%, maturing June 5, 2019, less unamortized deferred financing costs of \$5,784 and \$7,335 | \$ 361,116            | \$ 299,065           |
| \$400 Million Term Loan B, interest at LIBOR plus 2.75%, maturing January 15, 2021, less unamortized deferred financing costs of \$5,569 and \$6,457           | 385,431               | 387,543              |
| \$350 Million Senior Notes, interest at 5.0%, maturing April 15, 2021, less unamortized deferred financing costs of \$4,461 and \$5,107                        | 345,539               | 344,893              |
| \$400 Million Senior Notes, interest at 5.0%, maturing April 15, 2023, less unamortized deferred financing costs of \$5,906 and \$6,469                        | 394,094               | 393,531              |
| AC Hotel Note Payable  |                       | 6,000                |
| Capital lease obligations  | 663                   | 678                  |
| <b>Total debt</b>  | <b>1,486,843</b>      | <b>1,431,710</b>     |
| Less amounts due within one year   | (19)                  | (6,019)              |
| <b>Total long-term debt</b>  | <b>\$ 1,486,824</b>   | <b>\$ 1,425,691</b>  |

At September 30, 2016, the Company was in compliance with all of its covenants related to its outstanding debt.

**Warrants Related to Former 3.75% Convertible Senior Notes**

Separately and concurrently with the 2009 issuance of its previous convertible notes, the Company also entered into warrant transactions whereby it sold common stock purchase warrants to counterparties affiliated with the initial purchasers of the convertible notes. The warrants entitled the counterparties to purchase shares of the Company's common stock. Pursuant to December 2014 agreements with the remaining counterparties, the Company cash settled the remaining 4.7 million warrants in the first quarter of 2015. As the modification required the warrants to be cash settled, the fair value of the warrants was reclassified from stockholders' equity to a derivative liability on the modification date. In the first quarter of 2015, the Company settled this repurchase for total consideration of \$154.7 million and recorded a \$20.2 million loss on the change in the fair value of the derivative liability from December 31, 2014 through the settlement date, which is included in other gains and losses, net in the accompanying condensed consolidated statement of operations for the nine months ended September 30, 2015.

**8. STOCK PLANS:**

In addition to grants of stock options to its directors and employees, which the Company no longer actively grants, the Company's incentive plans permit the award of restricted stock and restricted stock units. The fair value of restricted stock and restricted stock units with time-based vesting is determined based on the market price of the Company's stock at the date of grant. The fair value of restricted stock and restricted stock units with performance conditions is determined using a Monte-Carlo simulation model. The Company generally records compensation expense equal to the fair value of each restricted stock award granted over the vesting period.

During the nine months ended September 30, 2016, the Company granted 0.1 million restricted stock units with a weighted-average grant date fair value of \$47.68 per award. There were 0.5 million restricted stock units outstanding at September 30, 2016 and December 31, 2015.

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The compensation expense that has been charged against pre-tax income for all of the Company's stock-based compensation plans was \$1.5 million for the three months ended September 30, 2016 and 2015, and \$4.6 million for the nine months ended September 30, 2016 and 2015.

**9. PENSION AND POSTRETIREMENT BENEFITS OTHER THAN PENSION PLANS:**

Net periodic pension expense reflected in the accompanying condensed consolidated statements of operations included the following components for the respective periods (in thousands):

|   | <b>Three Months<br/>Ended<br/>September 30,</b> |                 | <b>Nine Months Ended<br/>September 30,</b> |                 |
|---|---|-----------------|--|-----------------|
|   | <b>2016</b>                                     | <b>2015</b>     | <b>2016</b>                                | <b>2015</b>     |
| Interest cost                             | \$ 966  | \$ 1,005        | \$ 2,896                                   | \$ 2,977        |
| Expected return on plan assets            | (1,021)   | (1,142)         | (3,061)                                    | (3,518)         |
| Amortization of net actuarial loss        | 307   | 258             | 921  | 875             |
| Net settlement loss                       | 1,567   | 1,593           | 1,567                                      | 1,593           |
| <b>Total net periodic pension expense</b> | <b>\$ 1,819</b>                                 | <b>\$ 1,714</b> | <b>\$ 2,323</b>                            | <b>\$ 1,927</b> |

As a result of increased lump-sum distributions from the Company's qualified retirement plan during 2016 and 2015, net settlement losses of \$1.6 million were recognized in the three months and nine months ended September 30, 2016 and 2015. These net settlement losses have been classified as corporate operating expenses in the accompanying condensed consolidated statements of operations.

In addition, the increase in lump-sum distributions required the Company to re-measure its liability under its pension plan as of September 30, 2016. As a result of the lump-sum distributions, offset by a decrease in the pension plan's assumed discount rate from 3.9% at December 31, 2015 to 3.1% at September 30, 2016, the Company recorded a \$5.3 million increase in its liability under the pension plan, which was recorded as an increase in other liabilities and accumulated other comprehensive loss in the accompanying condensed consolidated balance sheet at September 30, 2016.

Net postretirement benefit income reflected in the accompanying condensed consolidated statements of operations included the following components for the respective periods (in thousands):

|  | <b>Three Months Ended<br/>September 30,</b> |                 | <b>Nine Months Ended<br/>September 30,</b> |                 |
|--|---|-----------------|--|-----------------|
|  | <b>2016</b>                                 | <b>2015</b>     | <b>2016</b>                                | <b>2015</b>     |
| Interest cost                                  | \$ 30                                       | \$ 53           | \$ 90                                      | \$ 159          |
| Amortization of net actuarial loss             | 60  | 118             | 181  | 354             |
| Amortization of prior service credit           | (328)                                       | (329)           | (985)                                      | (986)           |
| <b>Total net postretirement benefit income</b> | <b>\$ (238)</b>                             | <b>\$ (158)</b> | <b>\$ (714)</b>                            | <b>\$ (473)</b> |

**10. INCOME TAXES:**

The Company has elected to be taxed as a REIT effective January 1, 2013, pursuant to the U.S. Internal Revenue Code of 1986, as amended. As a REIT, generally the Company will not be subject to federal corporate income taxes on ordinary taxable income and capital gains income from real estate investments that it distributes to its stockholders. The Company will, however, be subject to corporate income taxes on built-in gains (the excess of fair market value over tax basis at January 1, 2013) that result from gains on the sale of certain assets occurring prior to January 1, 2018. In addition, the Company will continue to be required to pay federal and state corporate income taxes on earnings of its TRSs.

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The Company recorded an income tax (provision) benefit of \$(1.8) million and \$4.6 million for the three months ended September 30, 2016 and 2015, respectively, and \$(2.4) million and \$3.4 million for the nine months ended September 30, 2016 and 2015, respectively, related to the current period operations of the Company. These results differ from the statutory rate primarily due to the REIT dividends paid deduction and the change in valuation allowance required at the TRSs.

At September 30, 2016 and December 31, 2015, the Company had no unrecognized tax benefits.

## **11. COMMITMENTS AND CONTINGENCIES:**

### ***Gaylord Rockies Resort & Convention Center***

In March 2016, certain subsidiaries of the Company entered into a series of agreements with affiliates of RIDA Development Corporation ( RIDA ) and Ares Management, L.P. ( Ares ) with respect to an equity investment in Gaylord Rockies, which is currently being developed by RIDA and Ares. The hotel will be managed by an affiliate of Marriott pursuant to a long-term management contract and is expected to consist of a 1,500-room resort hotel with over 485,000 square feet of exhibition, meeting, pre-function and outdoor space. The hotel is expected to be completed in late 2018 and has a total estimated project cost of approximately \$800 million.

The Company acquired a 35% interest in a limited liability company which will own the real property comprising the hotel for a capital contribution expected to total approximately \$86.1 million. Simultaneously, the Company also acquired a 35% interest in a limited liability company which will lease the hotel from the property owner and assume the Marriott management agreement prior to the opening of the hotel. The Company has funded \$50.4 million of its capital contribution, and expects to fund the remainder of its capital contribution during the remainder of 2016 and the first half of 2017. The Company's capital contributions will be funded from available cash on hand and borrowings under its revolving credit facility.

The terms of the Company's investment provide that the Company will have the ability to approve certain major decisions affecting the hotel, including, but not limited to, operating budgets, major capital expenditures, material transactions involving the hotel, and approval of designated hotel senior management. The Company also has a right of first offer to acquire the remainder of the project and designated rights to participate in any sales process with respect to the project after exercise of its first offer rights. However, because the power to direct the activities that most significantly impact the economic performance of the hotel are either shared or are held by some combination of RIDA, Ares and Marriott, the Company is not the primary beneficiary of this variable interest entity, and thus, accounts for its investment in this joint venture under the equity method of accounting. As such, the Company does not consolidate any part of the assets or liabilities of this investment. The Company's share of equity method net income or loss will increase or decrease, as applicable, the carrying value of our equity method investment.

A subsidiary of the Company will provide designated asset management services on behalf of the hotel during the pre-construction period in exchange for a flat fee and after opening of the hotel in exchange for a fee based on the hotel's gross revenues on an annual basis.

In connection with the agreements, the Company agreed to provide guarantees of the hotel's construction loan, including a principal repayment guaranty of up to \$21 million of the total \$500 million principal amount of the construction loan previously obtained from a consortium of eight banks, with such amount reducing to \$14 million and further reducing to \$8.75 million upon the hotel's satisfaction of designated debt service coverage requirements following completion and opening of the hotel. The Company has also provided a completion guarantee under the

construction loan capped at its pro rata share of all costs necessary to complete the project

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within the time specified in the joint venture's loan documents. Further, the Company has agreed to a guaranty capped at its pro rata share of the joint venture's obligations under the construction loan prior to the hotel's opening related to interest accruing under the construction loan and the operating expenses of the property (estimated pro rata share of interest prior to the hotel opening is \$9.8 million). In addition to guaranties related to the construction loan, the Company agreed to provide a guaranty of the mezzanine debt related to the hotel including a payment guaranty capped at \$8.75 million for which the Company is only liable in the event there is a casualty or condemnation event at the hotel and the construction lenders elect to apply those proceeds to the construction loan balance and release the construction loan guaranties and liens. The guaranty related to the mezzanine debt also includes an uncapped completion guaranty and an uncapped guaranty of the joint venture's obligations under the mezzanine loan prior to the hotel's opening related to interest accruing under the mezzanine loan and the operating expenses of the property to the extent not already satisfied by the parties under the guaranties related to the construction loan. As of September 30, 2016, the Company had not recorded any liability in the condensed consolidated balance sheet associated with these guarantees.

### ***Other Commitments and Contingencies***

The Company is self-insured up to a stop loss for certain losses related to workers' compensation claims and general liability claims through September 30, 2012, and for certain losses related to employee medical benefits through December 31, 2012. The Company's insurance program subsequently transitioned to a low or no deductible program. The Company has purchased stop-loss coverage in order to limit its exposure to any significant levels of claims relating to workers' compensation, employee medical benefits and general liability for which it is self-insured.

The Company has entered into employment agreements with certain officers, which provide for severance payments upon certain events, including certain terminations in connection with a change of control.

The Company, in the ordinary course of business, is involved in certain legal actions and claims on a variety of matters. It is the opinion of management that such legal actions will not have a material effect on the results of operations, financial condition or liquidity of the Company.

## **12. STOCKHOLDERS' EQUITY:**

### ***Stock Repurchase Authorization***

On August 20, 2015, the Company announced that its board of directors authorized a share repurchase program for up to \$100 million of the Company's common stock using cash on hand and borrowings under its revolving credit line. The repurchases are intended to be implemented through open market transactions on U.S. exchanges or in privately negotiated transactions, in accordance with applicable securities laws, and any market purchases will be made during open trading window periods or pursuant to any applicable Rule 10b5-1 trading plans. The authorization extends until December 31, 2016. The timing, prices, and sizes of repurchases will depend upon prevailing market prices, general economic and market conditions and other considerations. The repurchase program does not obligate the Company to acquire any particular amount of stock.

During the three months ended March 31, 2016, the Company repurchased 0.5 million shares of its common stock for an aggregate purchase price of \$24.8 million, which the Company funded using cash on hand and borrowings under its revolving credit facility. The repurchased stock, which represents the entirety of shares that have been repurchased under the current authorization, was cancelled by the Company and has been reflected as a reduction of retained earnings at September 30, 2016 in the accompanying condensed consolidated financial statements.





**Table of Contents*****Dividends***

On February 26, 2016, the Company's board of directors declared the Company's first quarter 2016 cash dividend in the amount of \$0.75 per share of common stock, or an aggregate of approximately \$38.2 million in cash, which was paid on April 15, 2016 to stockholders of record as of the close of business on March 31, 2016.

On June 13, 2016, the Company's board of directors declared the Company's second quarter 2016 cash dividend in the amount of \$0.75 per share of common stock, or an aggregate of approximately \$38.3 million in cash, which was paid on July 15, 2016 to stockholders of record as of the close of business on June 30, 2016.

On September 14, 2016, the Company's board of directors declared the Company's third quarter 2016 cash dividend in the amount of \$0.75 per share of common stock, or an aggregate of approximately \$38.3 million in cash, which was paid on October 14, 2016 to stockholders of record as of the close of business on September 30, 2016.

**13. FAIR VALUE MEASUREMENTS:**

The Company uses a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

At September 30, 2016 and December 31, 2015, the Company held certain assets that are required to be measured at fair value on a recurring basis. These included investments held in conjunction with the Company's non-qualified contributory deferred compensation plan. These investments consist of mutual funds traded in an active market. The Company determined the fair value of these mutual funds based on the net asset value per unit of the funds or the portfolio, which is based upon quoted market prices in an active market. Therefore, the Company has categorized these investments as Level 1. The Company has consistently applied the above valuation techniques in all periods presented and believes it has obtained the most accurate information available for each type of instrument.

The Company had no liabilities required to be measured at fair value at September 30, 2016 and December 31, 2015. The Company's assets measured at fair value on a recurring basis at September 30, 2016 and December 31, 2015, were as follows (in thousands):

|  | <b>September 30,<br/>2016</b> | <b>Markets for<br/>Identical Assets<br/>(Level 1)</b> | <b>Observable<br/>Inputs<br/>(Level<br/>2)</b> | <b>Unobservable<br/>Inputs<br/>(Level 3)</b> |
|--|-------------------------------|---|--|--|
| Deferred compensation plan investments | \$ 21,028                     | \$ 21,028   | \$   | \$   |
| Total assets measured at fair value    | \$ 21,028                     | \$ 21,028   | \$   | \$   |

|  | <b>December<br/>31,<br/>2015</b> | <b>Markets for<br/>Identical<br/>Assets<br/>(Level 1)</b> | <b>Observable<br/>Inputs<br/>(Level<br/>2)</b> | <b>Unobservable<br/>Inputs<br/>(Level 3)</b> |
|--|----------------------------------|---|--|--|
| Deferred compensation plan investments | \$ 19,289                        | \$ 19,289   | \$   | \$   |
| Total assets measured at fair value    | \$ 19,289                        | \$ 19,289   | \$   | \$   |

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The remainder of the assets and liabilities held by the Company at September 30, 2016 are not required to be measured at fair value. The carrying value of certain of these assets and liabilities do not approximate fair value, as described below.

As further discussed in Note 6 and in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, in connection with the development of Gaylord National, the Company received two bonds ( Series A Bond and Series B Bond ) from Prince George's County, Maryland which had aggregate carrying values of \$81.1 million and \$69.4 million, respectively, at September 30, 2016. The maturity dates of the Series A Bond and the Series B Bond are July 1, 2034 and September 1, 2037, respectively. Based upon current market interest rates of notes receivable with comparable market ratings and current expectations about the timing of debt service payments under the notes, which the Company considers as Level 3, the fair value of the Series A Bond, which has the senior claim to the cash flows supporting these bonds, approximated carrying value at September 30, 2016 and the fair value of the Series B Bond was approximately \$62 million at September 30, 2016. While the fair value of the Series B Bond decreased to less than its carrying value during 2011 due to a change in the timing of the debt service payments, the Company has the intent and ability to hold this bond to maturity and expects to receive all debt service payments due under the note. Therefore, the Company does not consider the Series B Bond to be other than temporarily impaired at September 30, 2016.

The carrying amount of short-term financial instruments held by the Company (cash, short-term investments, trade receivables, accounts payable and accrued liabilities) approximates fair value due to the short maturity of those instruments. The concentration of credit risk on trade receivables is minimized by the large and diverse nature of the Company's customer base.

## **14. FINANCIAL REPORTING BY BUSINESS SEGMENTS:**

The Company's operations are organized into three principal business segments:

*Hospitality*, which includes Gaylord Opryland, Gaylord Palms, Gaylord Texan, Gaylord National, the Inn at Opryland, the AC Hotel, and the Company's investment in the Gaylord Rockies joint venture;

*Entertainment*, which includes the Grand Ole Opry, the Ryman Auditorium, WSM-AM, and the Company's Nashville-based attractions; and

*Corporate and Other*, which includes the Company's corporate expenses.

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The following information is derived directly from the segments' internal financial reports used for corporate management purposes (amounts in thousands):

|                                       | <b>Three Months Ended</b> |                   | <b>Nine Months Ended</b> |                   |
|---------------------------------------|---------------------------|-------------------|--------------------------|-------------------|
|                                       | <b>September 30,</b>      |                   | <b>September 30,</b>     |                   |
|                                       | <b>2016</b>               | <b>2015</b>       | <b>2016</b>              | <b>2015</b>       |
| <b>Revenues:</b>                      |                           |                   |                          |                   |
| Hospitality                           | \$ 241,019                | \$ 224,842        | \$ 747,539               | \$ 707,131        |
| Entertainment                         | 30,701                    | 27,978            | 81,893                   | 72,873            |
| Corporate and Other                   |                           |                   |                          |                   |
| <b>Total</b>                          | <b>\$ 271,720</b>         | <b>\$ 252,820</b> | <b>\$ 829,432</b>        | <b>\$ 780,004</b> |
| <b>Depreciation and amortization:</b> |                           |                   |                          |                   |
| Hospitality                           | \$ 24,401                 | \$ 26,383         | \$ 75,051                | \$ 79,175         |
| Entertainment                         | 1,637                     | 1,434             | 4,845                    | 4,199             |
| Corporate and Other                   | 668                       | 681               | 1,992                    | 2,093             |
| <b>Total</b>                          | <b>\$ 26,706</b>          | <b>\$ 28,498</b>  | <b>\$ 81,888</b>         | <b>\$ 85,467</b>  |
| <b>Operating income:</b>              |                           |                   |                          |                   |
| Hospitality                           | \$ 45,718                 | \$ 33,994         | \$ 154,195               | \$ 133,050        |
| Entertainment                         | 9,964                     | 7,590             | 22,418                   | 19,899            |
| Corporate and Other                   | (9,115)                   | (8,698)           | (24,307)                 | (23,477)          |
| Preopening costs                      |                           | (118)             |                          | (909)             |
| Impairment and other charges          |                           |                   |                          | (2,890)           |
| <b>Total operating income</b>         | <b>46,567</b>             | <b>32,768</b>     | <b>152,306</b>           | <b>125,673</b>    |
| Interest expense                      | (15,947)                  | (16,138)          | (48,002)                 | (47,765)          |
| Interest income                       | 2,965                     | 2,982             | 9,116                    | 9,383             |
| Loss from joint ventures              | (638)                     |                   | (2,086)                  |                   |
| Other gains and (losses), net         | 2,468                     | 2,467             | 2,288                    | (18,104)          |
| <b>Income before income taxes</b>     | <b>\$ 35,415</b>          | <b>\$ 22,079</b>  | <b>\$ 113,622</b>        | <b>\$ 69,187</b>  |

**15. INFORMATION CONCERNING GUARANTOR AND NON-GUARANTOR SUBSIDIARIES:**

The \$350 Million 5% Senior Notes and the \$400 Million 5% Senior Notes were each issued by the Operating Partnership and Finco and are guaranteed on a senior unsecured basis by the Company, each of the Company's four wholly-owned subsidiaries that own the Gaylord Hotels properties, and certain other of the Company's subsidiaries, each of which guarantees the Operating Partnership's Credit Facility (such subsidiary guarantors, together with the Company, the Guarantors). The subsidiary Guarantors are 100% owned, and the guarantees are full and unconditional and joint and several. Not all of the Company's subsidiaries have guaranteed the Company's \$350 Million 5% Senior Notes and the \$400 Million 5% Senior Notes.

The following condensed consolidating financial information includes certain allocations of expenses based on management's best estimates, which are not necessarily indicative of financial position, results of operations and cash flows that these entities would have achieved on a stand-alone basis.

**Table of Contents****RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATING BALANCE SHEET****September 30, 2016**

| (in thousands)  | <b>Parent<br/>Guarantor</b> | <b>Issuer</b>       | <b>Guarantors</b>   | <b>Non-<br/>Guarantors</b> | <b>Eliminations</b>   | <b>Consolidated</b> |
|---|-----------------------------|---------------------|---------------------|----------------------------|-----------------------|---------------------|
| <b>ASSETS:</b>  |                             |                     |                     |                            |                       |                     |
| Property and equipment, net of accumulated depreciation | \$ 15,107                   | \$                  | \$ 1,605,047        | \$ 371,536                 | \$                    | \$ 1,991,690        |
| Cash and cash equivalents - unrestricted                | 59                          | 1,079               | 33                  | 34,687                     |                       | 35,858              |
| Cash and cash equivalents - restricted                  |                             |                     |                     | 25,872                     |                       | 25,872              |
| Notes receivable  |                             |                     |                     | 150,517                    |                       | 150,517             |
| Trade receivables, less allowance                       |                             |                     |                     | 58,253                     |                       | 58,253              |
| Investment in Gaylord Rockies joint venture             |                             |                     |                     | 50,385                     |                       | 50,385              |
| Prepaid expenses and other assets                       | 447                         | 67                  | 6,486               | 63,115                     | (7,578)               | 62,537              |
| Intercompany receivables, net                           |                             |                     | 1,577,611           |                            | (1,577,611)           |                     |
| Investments   | 955,365                     | 2,861,471           | 530,944             | 763,791                    | (5,111,571)           |                     |
| <b>Total assets</b>                                     | <b>\$ 970,978</b>           | <b>\$ 2,862,617</b> | <b>\$ 3,720,121</b> | <b>\$ 1,518,156</b>        | <b>\$ (6,696,760)</b> | <b>\$ 2,375,112</b> |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY:</b>             |                             |                     |                     |                            |                       |                     |
| Debt and capital lease obligations                      | \$                          | \$ 1,486,179        | \$                  | \$ 664                     | \$                    | \$ 1,486,843        |
| Accounts payable and accrued liabilities                | 1,047                       | 17,454              | 13,461              | 136,950                    | (7,565)               | 161,347             |
| Dividends payable                                       | 39,087                      |                     |                     |                            |                       | 39,087              |
| Deferred management rights proceeds                     |                             |                     |                     | 180,846                    |                       | 180,846             |
| Deferred income tax liabilities, net                    | 1,016                       |                     | 434                 | (83)                       |                       | 1,367               |
| Other liabilities                                       |                             |                     | 88,679              | 66,760                     | (13)                  | 155,426             |
| Intercompany payables, net                              | 579,632                     | 695,102             |                     | 302,877                    | (1,577,611)           |                     |
| Commitments and contingencies                           |                             |                     |                     |                            |                       |                     |
| Stockholders equity:                                    |                             |                     |                     |                            |                       |                     |
| Preferred stock   |                             |                     |                     |                            |                       |                     |
| Common stock  | 510                         | 1                   | 1                   | 2,387                      | (2,389)               | 510                 |

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|   |            |              |              |              |                |              |
|---|------------|--------------|--------------|--------------|----------------|--------------|
| Additional paid-in-capital                | 890,946    | 859,304      | 2,812,431    | 1,346,142    | (5,017,877)    | 890,946      |
| Treasury stock                            | (11,142)   |              |              |              |                | (11,142)     |
| Accumulated deficit                       | (501,505)  | (195,423)    | 805,115      | (489,774)    | (119,918)      | (501,505)    |
| Accumulated other comprehensive loss      | (28,613)   |              |              | (28,613)     | 28,613         | (28,613)     |
| Total stockholders equity                 | 350,196    | 663,882      | 3,617,547    | 830,142      | (5,111,571)    | 350,196      |
| Total liabilities and stockholders equity | \$ 970,978 | \$ 2,862,617 | \$ 3,720,121 | \$ 1,518,156 | \$ (6,696,760) | \$ 2,375,112 |



**Table of Contents****RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATING BALANCE SHEET****December 31, 2015**

| (in thousands)  | <b>Parent<br/>Guarantor</b> | <b>Issuer</b>       | <b>Guarantors</b>   | <b>Non-<br/>Guarantors</b> | <b>Eliminations</b>   | <b>Consolidated</b> |
|---|-----------------------------|---------------------|---------------------|----------------------------|-----------------------|---------------------|
| <b>ASSETS:</b>  |                             |                     |                     |                            |                       |                     |
| Property and equipment, net of accumulated depreciation | \$ 6,869                    | \$                  | \$ 1,622,674        | \$ 353,273                 | \$                    | \$ 1,982,816        |
| Cash and cash equivalents - unrestricted                | 23                          | 1,578               | 158                 | 54,532                     |                       | 56,291              |
| Cash and cash equivalents - restricted                  |                             |                     |                     | 22,355                     |                       | 22,355              |
| Notes receivable  |                             |                     |                     | 152,560                    |                       | 152,560             |
| Trade receivables, less allowance                       |                             |                     |                     | 55,033                     |                       | 55,033              |
| Prepaid expenses and other assets                       | 7,111                       |                     | 116,218             | 57,264                     | (118,214)             | 62,379              |
| Intercompany receivables, net                           |                             |                     | 1,284,587           |                            | (1,284,587)           |                     |
| Investments   | 976,809                     | 2,795,064           | 531,628             | 697,381                    | (5,000,882)           |                     |
| <b>Total assets</b>                                     | <b>\$ 990,812</b>           | <b>\$ 2,796,642</b> | <b>\$ 3,555,265</b> | <b>\$ 1,392,398</b>        | <b>\$ (6,403,683)</b> | <b>\$ 2,331,434</b> |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY:</b>             |                             |                     |                     |                            |                       |                     |
| Debt and capital lease obligations                      | \$                          | \$ 1,431,032        | \$                  | \$ 678                     | \$                    | \$ 1,431,710        |
| Accounts payable and accrued liabilities                | 103                         | 8,153               | 1,390               | 262,234                    | (118,497)             | 153,383             |
| Dividends payable                                       | 36,868                      |                     |                     |                            |                       | 36,868              |
| Deferred management rights proceeds                     |                             |                     |                     | 183,119                    |                       | 183,119             |
| Deferred income tax liabilities, net                    | 1,609                       |                     | 599                 | (1,045)                    |                       | 1,163               |
| Other liabilities                                       |                             |                     | 84,746              | 60,600                     | 283                   | 145,629             |
| Intercompany payables, net                              | 572,670                     | 506,341             |                     | 205,576                    | (1,284,587)           |                     |
| Commitments and contingencies                           |                             |                     |                     |                            |                       |                     |
| Stockholders' equity:                                   |                             |                     |                     |                            |                       |                     |
| Preferred stock   |                             |                     |                     |                            |                       |                     |
| Common stock  | 513                         | 1                   | 1                   | 2,387                      | (2,389)               | 513                 |
| Additional paid-in-capital                              | 887,501                     | 996,425             | 2,812,431           | 1,213,324                  | (5,022,180)           | 887,501             |
| Treasury stock  | (10,001)                    |                     |                     |                            |                       | (10,001)            |

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|   |            |              |              |              |                |              |
|---|------------|--------------|--------------|--------------|----------------|--------------|
| Accumulated deficit                       | (473,404)  | (145,310)    | 656,098      | (509,428)    | (1,360)        | (473,404)    |
| Accumulated other comprehensive loss      | (25,047)   |              |              | (25,047)     | 25,047         | (25,047)     |
| Total stockholders equity                 | 379,562    | 851,116      | 3,468,530    | 681,236      | (5,000,882)    | 379,562      |
| Total liabilities and stockholders equity | \$ 990,812 | \$ 2,796,642 | \$ 3,555,265 | \$ 1,392,398 | \$ (6,403,683) | \$ 2,331,434 |

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**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**AND COMPREHENSIVE INCOME**

**For the Three Months Ended September 30, 2016**

| (in thousands)                           | <b>Parent<br/>Guarantor</b> | <b>Issuer</b>      | <b>Guarantors</b> | <b>Non-<br/>Guarantors</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|-----------------------------|--------------------|-------------------|----------------------------|---------------------|---------------------|
| <b>Revenues:</b>                         |                             |                    |                   |                            |                     |                     |
| Rooms                                    | \$                          | \$                 | \$                | \$ 101,085                 | \$                  | \$ 101,085          |
| Food and beverage                        |                             |                    |                   | 113,100                    |                     | 113,100             |
| Other hotel revenue                      |                             |                    | 74,738            | 30,724                     | (78,628)            | 26,834              |
| Entertainment                            | 46                          |                    |                   | 30,701                     | (46)                | 30,701              |
| <b>Total revenues</b>                    | <b>46</b>                   |                    | <b>74,738</b>     | <b>275,610</b>             | <b>(78,674)</b>     | <b>271,720</b>      |
| <b>Operating expenses:</b>               |                             |                    |                   |                            |                     |                     |
| Rooms                                    |                             |                    |                   | 28,371                     |                     | 28,371              |
| Food and beverage                        |                             |                    |                   | 64,790                     |                     | 64,790              |
| Other hotel expenses                     |                             |                    | 10,860            | 137,101                    | (74,630)            | 73,331              |
| Management fees, net                     |                             |                    |                   | 4,408                      |                     | 4,408               |
| <b>Total hotel operating expenses</b>    |                             |                    | <b>10,860</b>     | <b>234,670</b>             | <b>(74,630)</b>     | <b>170,900</b>      |
| Entertainment                            |                             |                    |                   | 19,146                     | (46)                | 19,100              |
| Corporate                                | 98                          | 410                |                   | 7,939                      |                     | 8,447               |
| Corporate overhead allocation            | 2,278                       |                    | 1,720             |                            | (3,998)             |                     |
| Depreciation and amortization            | 55                          |                    | 14,765            | 11,886                     |                     | 26,706              |
| <b>Total operating expenses</b>          | <b>2,431</b>                | <b>410</b>         | <b>27,345</b>     | <b>273,641</b>             | <b>(78,674)</b>     | <b>225,153</b>      |
| <b>Operating income (loss)</b>           | <b>(2,385)</b>              | <b>(410)</b>       | <b>47,393</b>     | <b>1,969</b>               |                     | <b>46,567</b>       |
| Interest expense                         | 18                          | (16,444)           | 119               | 360                        |                     | (15,947)            |
| Interest income                          |                             |                    |                   | 2,965                      |                     | 2,965               |
| Loss from joint ventures                 |                             |                    |                   | (638)                      |                     | (638)               |
| Other gains and (losses), net            |                             |                    |                   | 2,468                      |                     | 2,468               |
| <b>Income (loss) before income taxes</b> | <b>(2,367)</b>              | <b>(16,854)</b>    | <b>47,512</b>     | <b>7,124</b>               |                     | <b>35,415</b>       |
| (Provision) benefit for income taxes     | (352)                       |                    | 36                | (1,506)                    |                     | (1,822)             |
| Equity in subsidiaries earnings, net     | 36,312                      |                    |                   |                            | (36,312)            |                     |
| <b>Net income (loss)</b>                 | <b>\$ 33,593</b>            | <b>\$ (16,854)</b> | <b>\$ 47,548</b>  | <b>\$ 5,618</b>            | <b>\$ (36,312)</b>  | <b>\$ 33,593</b>    |
| <b>Comprehensive income (loss)</b>       | <b>\$ 29,979</b>            | <b>\$ (16,854)</b> | <b>\$ 47,548</b>  | <b>\$ 2,004</b>            | <b>\$ (32,698)</b>  | <b>\$ 29,979</b>    |



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**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**AND COMPREHENSIVE INCOME**

**For the Three Months Ended September 30, 2015**

| (in thousands)                           | <b>Parent<br/>Guarantor</b> | <b>Issuer</b>      | <b>Guarantors</b> | <b>Non-<br/>Guarantors</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|-----------------------------|--------------------|-------------------|----------------------------|---------------------|---------------------|
| <b>Revenues:</b>                         |                             |                    |                   |                            |                     |                     |
| Rooms                                    | \$                          | \$                 | \$                | \$ 92,828                  | \$                  | \$ 92,828           |
| Food and beverage                        |                             |                    |                   | 108,558                    |                     | 108,558             |
| Other hotel revenue                      |                             |                    | 74,846            | 27,685                     | (79,075)            | 23,456              |
| Entertainment                            | 57                          |                    |                   | 27,966                     | (45)                | 27,978              |
| <b>Total revenues</b>                    | <b>57</b>                   |                    | <b>74,846</b>     | <b>257,037</b>             | <b>(79,120)</b>     | <b>252,820</b>      |
| <b>Operating expenses:</b>               |                             |                    |                   |                            |                     |                     |
| Rooms                                    |                             |                    |                   | 27,347                     |                     | 27,347              |
| Food and beverage                        |                             |                    |                   | 63,797                     |                     | 63,797              |
| Other hotel expenses                     |                             |                    | 10,935            | 133,909                    | (74,736)            | 70,108              |
| Management fees, net                     |                             |                    |                   | 3,213                      |                     | 3,213               |
| <b>Total hotel operating expenses</b>    |                             |                    | <b>10,935</b>     | <b>228,266</b>             | <b>(74,736)</b>     | <b>164,465</b>      |
| Entertainment                            |                             |                    |                   | 19,000                     | (46)                | 18,954              |
| Corporate                                | 78                          | 374                |                   | 7,565                      |                     | 8,017               |
| Corporate overhead allocation            | 2,482                       |                    | 1,856             |                            | (4,338)             |                     |
| Preopening costs                         |                             |                    |                   | 118                        |                     | 118                 |
| Depreciation and amortization            | 32                          |                    | 14,730            | 13,736                     |                     | 28,498              |
| <b>Total operating expenses</b>          | <b>2,592</b>                | <b>374</b>         | <b>27,521</b>     | <b>268,685</b>             | <b>(79,120)</b>     | <b>220,052</b>      |
| <b>Operating income (loss)</b>           | <b>(2,535)</b>              | <b>(374)</b>       | <b>47,325</b>     | <b>(11,648)</b>            |                     | <b>32,768</b>       |
| Interest expense                         |                             | (16,140)           | 10                | (8)                        |                     | (16,138)            |
| Interest income                          |                             |                    |                   | 2,982                      |                     | 2,982               |
| Other gains and (losses), net            |                             |                    |                   | 2,467                      |                     | 2,467               |
| <b>Income (loss) before income taxes</b> | <b>(2,535)</b>              | <b>(16,514)</b>    | <b>47,335</b>     | <b>(6,207)</b>             |                     | <b>22,079</b>       |
| (Provision) benefit for income taxes     | (135)                       | (22)               | (61)              | 4,830                      |                     | 4,612               |
| Equity in subsidiaries earnings, net     | 29,361                      |                    |                   |                            | (29,361)            |                     |
| <b>Net income (loss)</b>                 | <b>\$ 26,691</b>            | <b>\$ (16,536)</b> | <b>\$ 47,274</b>  | <b>\$ (1,377)</b>          | <b>\$ (29,361)</b>  | <b>\$ 26,691</b>    |
| <b>Comprehensive income (loss)</b>       | <b>\$ 26,364</b>            | <b>\$ (16,536)</b> | <b>\$ 47,274</b>  | <b>\$ (1,704)</b>          | <b>\$ (29,034)</b>  | <b>\$ 26,364</b>    |



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**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**AND COMPREHENSIVE INCOME**

**For the Nine Months Ended September 30, 2016**

| (in thousands)                           | <b>Parent<br/>Guarantor</b> | <b>Issuer</b>      | <b>Guarantors</b> | <b>Non-<br/>Guarantors</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|-----------------------------|--------------------|-------------------|----------------------------|---------------------|---------------------|
| <b>Revenues:</b>                         |                             |                    |                   |                            |                     |                     |
| Rooms                                    | \$                          | \$                 | \$                | \$ 309,385                 | \$                  | \$ 309,385          |
| Food and beverage                        |                             |                    |                   | 362,550                    |                     | 362,550             |
| Other hotel revenue                      |                             |                    | 231,074           | 87,183                     | (242,653)           | 75,604              |
| Entertainment                            | 194                         |                    |                   | 81,867                     | (168)               | 81,893              |
| <b>Total revenues</b>                    | <b>194</b>                  |                    | <b>231,074</b>    | <b>840,985</b>             | <b>(242,821)</b>    | <b>829,432</b>      |
| <b>Operating expenses:</b>               |                             |                    |                   |                            |                     |                     |
| Rooms                                    |                             |                    |                   | 82,492                     |                     | 82,492              |
| Food and beverage                        |                             |                    |                   | 201,045                    |                     | 201,045             |
| Other hotel expenses                     |                             |                    | 32,749            | 417,510                    | (230,749)           | 219,510             |
| Management fees, net                     |                             |                    |                   | 15,246                     |                     | 15,246              |
| <b>Total hotel operating expenses</b>    |                             |                    | <b>32,749</b>     | <b>716,293</b>             | <b>(230,749)</b>    | <b>518,293</b>      |
| Entertainment                            |                             |                    |                   | 54,798                     | (168)               | 54,630              |
| Corporate                                | 292                         | 1,217              | 2                 | 20,804                     |                     | 22,315              |
| Corporate overhead allocation            | 6,748                       |                    | 5,156             |                            | (11,904)            |                     |
| Depreciation and amortization            | 135                         |                    | 44,263            | 37,490                     |                     | 81,888              |
| <b>Total operating expenses</b>          | <b>7,175</b>                | <b>1,217</b>       | <b>82,170</b>     | <b>829,385</b>             | <b>(242,821)</b>    | <b>677,126</b>      |
| <b>Operating income (loss)</b>           | <b>(6,981)</b>              | <b>(1,217)</b>     | <b>148,904</b>    | <b>11,600</b>              |                     | <b>152,306</b>      |
| Interest expense                         | 18                          | (48,896)           | 254               | 622                        |                     | (48,002)            |
| Interest income                          | 28                          |                    |                   | 9,088                      |                     | 9,116               |
| Loss from joint ventures                 |                             |                    |                   | (2,086)                    |                     | (2,086)             |
| Other gains and (losses), net            |                             |                    | (87)              | 2,375                      |                     | 2,288               |
| <b>Income (loss) before income taxes</b> | <b>(6,935)</b>              | <b>(50,113)</b>    | <b>149,071</b>    | <b>21,599</b>              |                     | <b>113,622</b>      |
| Provision for income taxes               | (352)                       |                    | (54)              | (1,946)                    |                     | (2,352)             |
| Equity in subsidiaries earnings, net     | 118,557                     |                    |                   |                            | (118,557)           |                     |
| <b>Net income (loss)</b>                 | <b>\$ 111,270</b>           | <b>\$ (50,113)</b> | <b>\$ 149,017</b> | <b>\$ 19,653</b>           | <b>\$ (118,557)</b> | <b>\$ 111,270</b>   |
| <b>Comprehensive income (loss)</b>       | <b>\$ 107,704</b>           | <b>\$ (50,113)</b> | <b>\$ 149,017</b> | <b>\$ 16,087</b>           | <b>\$ (114,991)</b> | <b>\$ 107,704</b>   |





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**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**AND COMPREHENSIVE INCOME**

**For the Nine Months Ended September 30, 2015**

| (in thousands)                           | <b>Parent<br/>Guarantor</b> | <b>Issuer</b>      | <b>Guarantors</b> | <b>Non-<br/>Guarantors</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|-----------------------------|--------------------|-------------------|----------------------------|---------------------|---------------------|
| <b>Revenues:</b>                         |                             |                    |                   |                            |                     |                     |
| Rooms                                    | \$                          | \$                 | \$                | \$ 292,089                 | \$                  | \$ 292,089          |
| Food and beverage                        |                             |                    |                   | 345,931                    |                     | 345,931             |
| Other hotel revenue                      |                             |                    | 225,182           | 82,038                     | (238,109)           | 69,111              |
| Entertainment                            | 172                         |                    |                   | 72,863                     | (162)               | 72,873              |
| <b>Total revenues</b>                    | <b>172</b>                  |                    | <b>225,182</b>    | <b>792,921</b>             | <b>(238,271)</b>    | <b>780,004</b>      |
| <b>Operating expenses:</b>               |                             |                    |                   |                            |                     |                     |
| Rooms                                    |                             |                    |                   | 80,216                     |                     | 80,216              |
| Food and beverage                        |                             |                    |                   | 193,661                    |                     | 193,661             |
| Other hotel expenses                     |                             |                    | 32,803            | 402,566                    | (224,856)           | 210,513             |
| Management fees                          |                             |                    |                   | 10,516                     |                     | 10,516              |
| <b>Total hotel operating expenses</b>    |                             |                    | <b>32,803</b>     | <b>686,959</b>             | <b>(224,856)</b>    | <b>494,906</b>      |
| Entertainment                            |                             |                    |                   | 48,938                     | (163)               | 48,775              |
| Corporate                                | 251                         | 1,023              | 2                 | 20,108                     |                     | 21,384              |
| Corporate overhead allocation            | 7,481                       |                    | 5,771             |                            | (13,252)            |                     |
| Preopening costs                         |                             |                    |                   | 909                        |                     | 909                 |
| Impairment and other charges             |                             |                    |                   | 2,890                      |                     | 2,890               |
| Depreciation and amortization            | 95                          |                    | 44,245            | 41,127                     |                     | 85,467              |
| <b>Total operating expenses</b>          | <b>7,827</b>                | <b>1,023</b>       | <b>82,821</b>     | <b>800,931</b>             | <b>(238,271)</b>    | <b>654,331</b>      |
| <b>Operating income (loss)</b>           | <b>(7,655)</b>              | <b>(1,023)</b>     | <b>142,361</b>    | <b>(8,010)</b>             |                     | <b>125,673</b>      |
| Interest expense                         |                             | (47,903)           | 12                | 126                        |                     | (47,765)            |
| Interest income                          |                             |                    |                   | 9,383                      |                     | 9,383               |
| Other gains and (losses), net            | (20,246)                    |                    |                   | 2,142                      |                     | (18,104)            |
| <b>Income (loss) before income taxes</b> | <b>(27,901)</b>             | <b>(48,926)</b>    | <b>142,373</b>    | <b>3,641</b>               |                     | <b>69,187</b>       |
| (Provision) benefit for income taxes     | (135)                       |                    | (185)             | 3,745                      |                     | 3,425               |
| Equity in subsidiaries earnings, net     | 100,648                     |                    |                   |                            | (100,648)           |                     |
| <b>Net income (loss)</b>                 | <b>\$ 72,612</b>            | <b>\$ (48,926)</b> | <b>\$ 142,188</b> | <b>\$ 7,386</b>            | <b>\$ (100,648)</b> | <b>\$ 72,612</b>    |
| <b>Comprehensive income (loss)</b>       | <b>\$ 72,381</b>            | <b>\$ (48,926)</b> | <b>\$ 142,188</b> | <b>\$ 7,155</b>            | <b>\$ (100,417)</b> | <b>\$ 72,381</b>    |



**Table of Contents****RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****For the Nine Months Ended September 30, 2016**

| (in thousands)   | <b>Parent<br/>Guarantor</b> | <b>Issuer</b>   | <b>Guarantors</b> | <b>Non-<br/>Guarantor</b> | <b>Elimination</b> | <b>Consolidated</b> |
|--|-----------------------------|-----------------|-------------------|---------------------------|--------------------|---------------------|
| Net cash provided by (used in) operating activities        | \$ 141,202                  | \$ (51,999)     | \$ 23,151         | \$ 86,762                 | \$                 | \$ 199,116          |
| Purchases of property and equipment                        | (8,374)                     |                 | (23,304)          | (52,879)                  |                    | (84,557)            |
| Proceeds from sale of Peterson LOI                         | 6,785                       |                 |                   |                           |                    | 6,785               |
| Investment in Gaylord Rockies joint venture                |                             |                 |                   | (50,443)                  |                    | (50,443)            |
| Increase in restricted cash and cash equivalents           |                             |                 |                   | (3,517)                   |                    | (3,517)             |
| Other investing activities                                 |                             |                 | 28                | 245                       |                    | 273                 |
| <b>Net cash used in investing activities</b>               | <b>(1,589)</b>              |                 | <b>(23,276)</b>   | <b>(106,594)</b>          |                    | <b>(131,459)</b>    |
| Net borrowings under credit facility                       |                             | 60,500          |                   |                           |                    | 60,500              |
| Repayments under term loan B                               |                             | (3,000)         |                   |                           |                    | (3,000)             |
| Repayment of note payable related to purchase of AC Hotel  |                             | (6,000)         |                   |                           |                    | (6,000)             |
| Repurchase of Company stock for retirement                 | (24,811)                    |                 |                   |                           |                    | (24,811)            |
| Payment of dividend  | (112,900)                   |                 |                   |                           |                    | (112,900)           |
| Proceeds from exercise of stock options                    | 1,284                       |                 |                   |                           |                    | 1,284               |
| Payment of tax withholdings for share-based compensation   | (3,150)                     |                 |                   |                           |                    | (3,150)             |
| Other financing activities                                 |                             |                 |                   | (13)                      |                    | (13)                |
| <b>Net cash provided by (used in) financing activities</b> | <b>(139,577)</b>            | <b>51,500</b>   |                   | <b>(13)</b>               |                    | <b>(88,090)</b>     |
| <b>Net change in cash and cash equivalents</b>             | <b>36</b>                   | <b>(499)</b>    | <b>(125)</b>      | <b>(19,845)</b>           |                    | <b>(20,433)</b>     |
| Cash and cash equivalents at beginning of period           | 23                          | 1,578           | 158               | 54,532                    |                    | 56,291              |
| <b>Cash and cash equivalents at end of period</b>          | <b>\$ 59</b>                | <b>\$ 1,079</b> | <b>\$ 33</b>      | <b>\$ 34,687</b>          | <b>\$</b>          | <b>\$ 35,858</b>    |

**Table of Contents****RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****For the Nine Months Ended September 30, 2015**

| (in thousands)  | <b>Parent<br/>Guarantor</b> | <b>Issuer</b> | <b>Guarantors</b> | <b>Non-<br/>Guarantor</b> | <b>Elimination</b> | <b>Consolidated</b> |
|---|-----------------------------|---------------|-------------------|---------------------------|--------------------|---------------------|
| Net cash provided by (used in) operating activities       | \$ 242,190                  | \$ (117,399)  | \$ 2,754          | \$ 27,070                 | \$                 | \$ 154,615          |
| Purchases of property and equipment                       | (199)                       |               | (2,764)           | (60,389)                  |                    | (63,352)            |
| Proceeds from sale of Peterson LOI                        | 10,000                      |               |                   |                           |                    | 10,000              |
| Increase in restricted cash and cash equivalents          |                             |               |                   | (4,444)                   |                    | (4,444)             |
| Other investing activities                                |                             |               |                   | 2,533                     |                    | 2,533               |
| Net cash provide by (used in) investing activities        | 9,801                       |               | (2,764)           | (62,300)                  |                    | (55,263)            |
| Net repayments under credit facility                      |                             | (268,600)     |                   |                           |                    | (268,600)           |
| Repayments under term loan B                              |                             | (3,000)       |                   |                           |                    | (3,000)             |
| Issuance of senior notes                                  |                             | 400,000       |                   |                           |                    | 400,000             |
| Repurchase of common stock warrants                       | (154,681)                   |               |                   |                           |                    | (154,681)           |
| Deferred financing costs paid                             |                             | (11,145)      |                   |                           |                    | (11,145)            |
| Payment of dividend                                       | (95,404)                    |               |                   |                           |                    | (95,404)            |
| Proceeds from exercise of stock option and purchase plans | 1,430                       |               |                   |                           |                    | 1,430               |
| Payment of tax withholdings for share-based compensation  | (3,647)                     |               |                   |                           |                    | (3,647)             |
| Other financing activities                                |                             |               |                   | (373)                     |                    | (373)               |
| Net cash provided by (used in) financing activities       | (252,302)                   | 117,255       |                   | (373)                     |                    | (135,420)           |
| Net change in cash and cash equivalents                   | (311)                       | (144)         | (10)              | (35,603)                  |                    | (36,068)            |
| Cash and cash equivalents at beginning of period          | 392                         | 1,001         | 36                | 74,979                    |                    | 76,408              |
| Cash and cash equivalents at end of period                | \$ 81                       | \$ 857        | \$ 26             | \$ 39,376                 | \$                 | \$ 40,340           |

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**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

Ryman Hospitality Properties, Inc. (Ryman) is a Delaware corporation that conducts its operations so as to qualify as a real estate investment trust (REIT) for federal income tax purposes. The Company conducts its business through an umbrella partnership REIT, in which substantially all of its assets are held by, and operations are conducted through, RHP Hotel Properties, LP, a subsidiary operating partnership (the Operating Partnership). RHP Finance Corporation, a Delaware corporation (Finco) was formed as a wholly-owned subsidiary of the Operating Partnership for the sole purpose of being an issuer of debt securities with the Operating Partnership. Neither Ryman nor Finco has any material assets, other than Ryman's investment in the Operating Partnership and its 100%-owned subsidiaries. As 100%-owned subsidiaries of Ryman, neither the Operating Partnership nor Finco has any business, operations, financial results or other material information, other than the business, operations, financial results and other material information described in this Quarterly Report on Form 10-Q and Ryman's other reports filed with the Securities and Exchange Commission (the SEC) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act). In this report, we use the terms, the Company, we or our to refer to Ryman Hospitality Properties, Inc. and its subsidiaries unless the context indicates otherwise.

The following discussion and analysis should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this report and our audited consolidated financial statements and related notes for the year ended December 31, 2015, appearing in our Annual Report on Form 10-K that was filed with the SEC on February 26, 2016.

***Cautionary Note Regarding Forward-Looking Statements***

This Quarterly Report on Form 10-Q contains forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements concern our goals, beliefs, expectations, strategies, objectives, plans, future operating results and underlying assumptions, and other statements that are not necessarily based on historical facts. Without limitation, you can identify these statements by the fact that they do not relate strictly to historical or current facts, and these statements may contain words such as may, will, could, should, might, projects, expects, believes, anticipates, continue, estimate, or pursue, or the negative or other variations thereof or comparable terms. In particular, they include statements relating to, among other things, future actions, strategies, future performance, the outcome of contingencies such as legal proceedings and future financial results. These also include statements regarding (i) the effect of our election to be taxed as a REIT for federal income tax purposes; (ii) the holding of our non-qualifying REIT assets in one or more taxable REIT subsidiaries (TRSs); (iii) our announced dividend policy, including the frequency and amount of any dividend we may pay; (iv) potential growth opportunities, including future expansion of the geographic diversity of our existing asset portfolio through acquisitions and our investment in the Gaylord Rockies project; (v) Marriott's ability to effectively manage our hotels and other properties; (vi) our anticipated capital expenditures; (vii) the potential operating and financial restrictions imposed on our activities under existing and future financing agreements and other contractual arrangements with third parties, including management agreements with Marriott; and (viii) any other business or operational matters. We have based these forward-looking statements on our current expectations and projections about future events.

We caution the reader that forward-looking statements involve risks and uncertainties that cannot be predicted or quantified, and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, among other things, the risks and uncertainties associated with economic conditions affecting the hospitality business generally, the geographic concentration of our hotel properties, business

levels at our hotels, the effect of our election to be taxed as a REIT for federal income tax purposes commencing with the year ended December 31, 2013, our ability to remain qualified as a REIT, our ability to

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execute our strategic goals as a REIT, our ability to generate cash flows to support dividends, future board determinations regarding the timing and amount of dividends and changes to the dividend policy, our ability to borrow funds pursuant to our credit agreements and to refinance indebtedness, and those factors described in our Annual Report on Form 10-K for the year ended December 31, 2015 or described from time to time in our other reports filed with the SEC.

Any forward-looking statement made in this Quarterly Report on Form 10-Q speaks only as of the date on which the statement is made. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the forward-looking statements we make in this Quarterly Report on Form 10-Q, except as may be required by law.

### ***Overview***

On January 1, 2013, we began operating as a REIT for federal income tax purposes, specializing in group-oriented, destination hotel assets in urban and resort markets. Our owned assets include a network of four upscale, meetings-focused resorts totaling 7,809 rooms that are managed by Marriott International, Inc. ( *Marriott* ) under the Gaylord Hotels brand. These four resorts, which we refer to as our Gaylord Hotels properties, consist of the Gaylord Opryland Resort & Convention Center in Nashville, Tennessee ( *Gaylord Opryland* ), the Gaylord Palms Resort & Convention Center near Orlando, Florida ( *Gaylord Palms* ), the Gaylord Texan Resort & Convention Center near Dallas, Texas ( *Gaylord Texan* ) and the Gaylord National Resort & Convention Center near Washington D.C. ( *Gaylord National* ). Our other owned assets managed by Marriott include Gaylord Springs Golf Links ( *Gaylord Springs* ), the Wildhorse Saloon, the General Jackson Showboat ( *General Jackson* ), the Inn at Opryland, a 303-room overflow hotel adjacent to Gaylord Opryland, and the AC Hotel at National Harbor, Washington D.C. ( *AC Hotel* ), a 192-room overflow hotel adjacent to Gaylord National that opened in April 2015. We also own and operate media and entertainment assets including the Grand Ole Opry, the legendary weekly showcase of country music's finest performers for over 90 years; the Ryman Auditorium, the storied live music venue and former home of the Grand Ole Opry located in downtown Nashville; and WSM-AM, the Opry's radio home.

Each of our award-winning Gaylord Hotels properties incorporates not only high quality lodging, but also at least 400,000 square feet of meeting, convention and exhibition space, superb food and beverage options and retail and spa facilities within a single self-contained property. As a result, our Gaylord Hotels properties provide a convenient and entertaining environment for convention guests. Our Gaylord Hotels properties focus on the large group meetings market in the United States.

In 2012, we completed restructuring transactions to facilitate our qualification as a REIT for federal income tax purposes. Our goal is to become the nation's premier hospitality REIT for group-oriented, destination hotel assets located in urban and resort markets.

Marriott manages the day-to-day operations of our Gaylord Hotels properties, the Inn at Opryland, the AC Hotel, and certain of our Nashville attractions. As a result, we rely upon Marriott to generate occupancy and revenue levels at our hotel properties.

See *Cautionary Note Regarding Forward-Looking Statements* in this Item 2 and Item 1A, *Risk Factors*, in our Annual Report on Form 10-K for the year ended December 31, 2015 for important information regarding forward-looking statements made in this report and risks and uncertainties we face.

### ***Dividend Policy and Share Repurchase Program***

Pursuant to our current dividend policy, we plan to pay a quarterly cash dividend to shareholders in an amount equal to an annualized payment of at least 50% of adjusted funds from operations (as defined by us) less maintenance capital expenditures or 100% of REIT taxable income, whichever is greater. On February 26, 2016,



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our board of directors declared our first quarter 2016 cash dividend in the amount of \$0.75 per share of common stock, or an aggregate of approximately \$38.2 million in cash, which was paid on April 15, 2016 to stockholders of record as of the close of business on March 31, 2016. On June 13, 2016, our board of directors declared our second quarter 2016 cash dividend in the amount of \$0.75 per share of common stock, or an aggregate of approximately \$38.3 million in cash, which was paid on July 15, 2016 to stockholders of record as of the close of business on June 30, 2016. On September 14, 2016, our board of directors declared our third quarter 2016 cash dividend in the amount of \$0.75 per share of common stock, or an aggregate of approximately \$38.3 million in cash, which was paid on October 14, 2016 to stockholders of record as of the close of business on September 30, 2016. We currently plan to pay a quarterly cash dividend of \$0.75 per share of common stock in January 2017. The declaration, timing and amount of dividends will be determined by action of our board of directors. Our dividend policy may be altered at any time by our board of directors.

On August 20, 2015, we announced that our board of directors authorized a share repurchase program for up to \$100 million of our common stock using cash on hand and borrowings under our revolving credit line. The repurchases are intended to be implemented through open market transactions on U.S. exchanges or in privately negotiated transactions, in accordance with applicable securities laws, and any market purchases will be made during open trading window periods or pursuant to any applicable Rule 10b5-1 trading plans. The authorization extends until December 31, 2016. The timing, prices, and sizes of repurchases will depend upon prevailing market prices, general economic and market conditions and other considerations. The repurchase program does not obligate us to acquire any particular amount of stock.

During the three months ended March 31, 2016, we repurchased 0.5 million shares of our common stock for an aggregate purchase price of \$24.8 million, which we funded using cash on hand and borrowings under our revolving credit facility. The repurchased stock, which represents the entirety of shares that have been repurchased under the current authorization, was cancelled and has been reflected as a reduction of retained earnings at September 30, 2016 in the accompanying condensed consolidated financial statements.

### ***Gaylord Rockies Resort & Convention Center***

As further discussed in Note 11 to the condensed consolidated financial statements included herein, in March 2016, certain subsidiaries of the Company entered into a series of agreements with affiliates of RIDA Development Corporation ( RIDA ) and Ares Management, L.P. ( Ares ) with respect to an equity investment in the Gaylord Rockies Resort & Convention Center in Aurora, Colorado ( Gaylord Rockies ), which is currently being developed by RIDA and Ares. The hotel will be managed by an affiliate of Marriott pursuant to a long-term management contract and is expected to consist of a 1,500-room resort hotel with over 485,000 square feet of exhibition, meeting, pre-function and outdoor space. The hotel is expected to be completed in late 2018 and has a total estimated project cost of approximately \$800 million.

We acquired a 35% interest in the project for a capital contribution expected to total approximately \$86.1 million. We have funded \$50.4 million of our capital contribution and expect to fund the remainder of our capital contribution during the remainder of 2016 and the first half of 2017. Our capital contributions will be funded from available cash on hand and borrowings under our revolving credit facility.

The terms of our investment provide that we will have the ability to approve certain major decisions affecting the hotel, including, but not limited to, operating budgets, major capital expenditures, material transactions involving the hotel, and approval of designated hotel senior management. We also have a right of first offer to acquire the remainder of the project and designated rights to participate in any sales process with respect to the project after exercise of our first offer rights.

A subsidiary of the Company will provide designated asset management services on behalf of the hotel during the pre-construction period in exchange for a flat fee, and after opening of the hotel, in exchange for a fee based on the hotel's gross revenues on an annual basis.

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In connection with the agreements, we agreed to provide certain guarantees of the hotel's construction loan and mezzanine debt. See Note 11 to the condensed consolidated financial statements included herein for additional discussion of these guarantees.

### ***Our Strategic Plan***

Our goal is to become the nation's premier hospitality REIT for group-oriented meeting hotel assets in urban and resort markets.

*Existing Hotel Property Design.* Our hotel properties focus on the large group meetings market in the United States and incorporate meeting and exhibition space, signature guest rooms, food and beverage offerings, fitness and spa facilities and other attractions within a large hotel property so attendees' needs are met in one location. This strategy creates a better experience for both meeting planners and guests, and has led to our current hotel properties claiming a place among the leading convention hotels in the country.

*Expansion of Hotel Asset Portfolio.* While our short-term capital allocation strategy has focused on returning capital to stockholders, part of our long-term growth strategy includes acquisitions of other hotels, particularly in the group meetings sector of the hospitality industry, either alone or through joint ventures or alliances with one or more third parties. We intend to pursue attractive investment opportunities which meet our acquisition parameters, specifically, group-oriented large hotels and overflow hotels with existing or potential leisure appeal. We are interested in highly accessible upper-upscale assets with over 400 hotel rooms in urban and resort group destination markets. We also consider assets that possess or are located near convention centers that present a repositioning opportunity and/or would significantly benefit from capital investment in additional rooms or meeting space. We plan to expand the geographic diversity of our existing asset portfolio through acquisitions. As a REIT, we no longer view independent, large-scale development of resort and convention hotels as part of our long-term growth strategy.

*Leverage Brand Name Awareness.* We believe the Grand Ole Opry is one of the most recognized entertainment brands in the United States. We promote the Grand Ole Opry name through various media, including our WSM-AM radio station, the Internet and television, and through performances by the Grand Ole Opry's members, many of whom are renowned country music artists. As such, we have alliances in place with multiple distribution partners in an effort to foster brand extension. We are continuously exploring additional products, such as television specials and retail products, through which we can capitalize on our brand affinity and awareness. We believe that licensing our brand for products may provide an opportunity to increase revenues and cash flow with relatively little capital investment.

### ***Our Current Operations***

Our ongoing operations are organized into three principal business segments:

Hospitality, consisting of Gaylord Opryland, Gaylord Palms, Gaylord Texan, Gaylord National, the Inn at Opryland, the AC Hotel, and our investment in the Gaylord Rockies joint venture.

Entertainment, consisting of the Grand Ole Opry, the Ryman Auditorium, WSM-AM and our Nashville attractions, which are owned in TRSs.

Corporate and Other, consisting of our corporate expenses.

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For the three months and nine months ended September 30, 2016 and 2015, our total revenues were divided among these business segments as follows:

| Segment             | Three Months Ended    |                       | Nine Months Ended     |                       |
|---------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                     | September 30,<br>2016 | September 30,<br>2015 | September 30,<br>2016 | September 30,<br>2015 |
| Hospitality         | 89%                   | 89%                   | 90%                   | 91%                   |
| Entertainment       | 11%                   | 11%                   | 10%                   | 9%                    |
| Corporate and Other | 0%                    | 0%                    | 0%                    | 0%                    |

**Key Performance Indicators**

The operating results of our Hospitality segment are highly dependent on the volume of customers at our hotels and the quality of the customer mix at our hotels, which are managed by Marriott. These factors impact the price that Marriott can charge for our hotel rooms and other amenities, such as food and beverage and meeting space. The following key performance indicators are commonly used in the hospitality REIT industry:

hotel occupancy a volume indicator;

average daily rate ( ADR ) a price indicator calculated by dividing room revenue by the number of rooms sold;

Revenue per Available Room ( RevPAR ) a summary measure of hotel results calculated by dividing room revenue by room nights available to guests for the period;

Total Revenue per Available Room ( Total RevPAR ) a summary measure of hotel results calculated by dividing the sum of room, food and beverage and other ancillary service revenue by room nights available to guests for the period; and

Net Definite Group Room Nights Booked a volume indicator which represents, on an aggregate basis, the total number of definite group bookings for future room nights at our hotel properties confirmed during the applicable period, net of cancellations.

Hospitality segment revenue from our occupied hotel rooms is recognized as earned on the close of business each day and from concessions and food and beverage sales at the time of sale. Cancellation fees, as well as attrition fees that are charged to groups when they do not fulfill the minimum number of room nights or minimum food and beverage spending requirements originally contracted for, are recognized as revenue in the period they are collected. Almost all of our Hospitality segment revenues are either cash-based or, for meeting and convention groups meeting credit criteria, billed and collected on a short-term receivables basis. The hospitality industry is capital intensive, and we rely on the ability of our hotels to generate operating cash flow to repay debt financing and fund maintenance capital expenditures.

The results of operations of our Hospitality segment are affected by the number and type of group meetings and conventions scheduled to attend our hotels in a given period. A variety of factors can affect the results of any interim period, including the nature and quality of the group meetings and conventions attending our hotels during such period, which meetings and conventions have often been contracted for several years in advance, the level of attrition our hotels experience, and the level of transient business at our hotels during such period. We rely on Marriott, as the manager of our hotels, to manage these factors and to offset any identified shortfalls in occupancy.

**Table of Contents****Selected Financial Information**

The following table contains our unaudited selected summary financial data for the three months and nine months ended September 30, 2016 and 2015. The table also shows the percentage relationships to total revenues and, in the case of segment operating income, its relationship to segment revenues (in thousands, except percentages).

|  | Unaudited                             |               |                |               | Unaudited                            |               |                |               |
|--|---------------------------------------|---------------|----------------|---------------|--------------------------------------|---------------|----------------|---------------|
|  | Three Months Ended September 30, 2016 |               | 2015           |               | Nine Months Ended September 30, 2016 |               | 2015           |               |
|  |                                       | %             |                | %             |                                      | %             |                | %             |
| <b>Income Statement Data:</b>              |                                       |               |                |               |                                      |               |                |               |
| <b>REVENUES:</b>                           |                                       |               |                |               |                                      |               |                |               |
| Rooms                                      | \$ 101,085                            | 37.2%         | \$ 92,828      | 36.7%         | \$ 309,385                           | 37.3%         | \$ 292,089     | 37.4%         |
| Food and beverage                          | 113,100                               | 41.6%         | 108,558        | 42.9%         | 362,550                              | 43.7%         | 345,931        | 44.3%         |
| Other hotel revenue                        | 26,834                                | 9.9%          | 23,456         | 9.3%          | 75,604                               | 9.1%          | 69,111         | 8.9%          |
| Entertainment                              | 30,701                                | 11.3%         | 27,978         | 11.1%         | 81,893                               | 9.9%          | 72,873         | 9.3%          |
| <b>Total revenues</b>                      | <b>271,720</b>                        | <b>100.0%</b> | <b>252,820</b> | <b>100.0%</b> | <b>829,432</b>                       | <b>100.0%</b> | <b>780,004</b> | <b>100.0%</b> |
| <b>OPERATING EXPENSES:</b>                 |                                       |               |                |               |                                      |               |                |               |
| Rooms                                      | 28,371                                | 10.4%         | 27,347         | 10.8%         | 82,492                               | 9.9%          | 80,216         | 10.3%         |
| Food and beverage                          | 64,790                                | 23.8%         | 63,797         | 25.2%         | 201,045                              | 24.2%         | 193,661        | 24.8%         |
| Other hotel expenses                       | 73,331                                | 27.0%         | 70,108         | 27.7%         | 219,510                              | 26.5%         | 210,513        | 27.0%         |
| Hotel management fees, net                 | 4,408                                 | 1.6%          | 3,213          | 1.3%          | 15,246                               | 1.8%          | 10,516         | 1.3%          |
| Entertainment                              | 19,100                                | 7.0%          | 18,954         | 7.5%          | 54,630                               | 6.6%          | 48,775         | 6.3%          |
| Corporate                                  | 8,447                                 | 3.1%          | 8,017          | 3.2%          | 22,315                               | 2.7%          | 21,384         | 2.7%          |
| Preopening costs                           |                                       | 0.0%          | 118            | 0.0%          |                                      | 0.0%          | 909            | 0.1%          |
| Impairment and other charges               |                                       | 0.0%          |                | 0.0%          |                                      | 0.0%          | 2,890          | 0.4%          |
| <b>Depreciation and amortization:</b>      |                                       |               |                |               |                                      |               |                |               |
| Hospitality                                | 24,401                                | 9.0%          | 26,383         | 10.4%         | 75,051                               | 9.0%          | 79,175         | 10.2%         |
| Entertainment                              | 1,637                                 | 0.6%          | 1,434          | 0.6%          | 4,845                                | 0.6%          | 4,199          | 0.5%          |
| Corporate and Other                        | 668                                   | 0.2%          | 681            | 0.3%          | 1,992                                | 0.2%          | 2,093          | 0.3%          |
| <b>Total depreciation and amortization</b> | <b>26,706</b>                         | <b>9.8%</b>   | <b>28,498</b>  | <b>11.3%</b>  | <b>81,888</b>                        | <b>9.9%</b>   | <b>85,467</b>  | <b>11.0%</b>  |
| <b>Total operating expenses</b>            | <b>225,153</b>                        | <b>82.9%</b>  | <b>220,052</b> | <b>87.0%</b>  | <b>677,126</b>                       | <b>81.6%</b>  | <b>654,331</b> | <b>83.9%</b>  |
| <b>OPERATING INCOME:</b>                   |                                       |               |                |               |                                      |               |                |               |
| Hospitality                                | 45,718                                | 19.0%         | 33,994         | 15.1%         | 154,195                              | 20.6%         | 133,050        | 18.8%         |

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|                                      |                  |              |                  |              |                   |              |                  |              |
|--------------------------------------|------------------|--------------|------------------|--------------|-------------------|--------------|------------------|--------------|
| Entertainment                        | 9,964            | 32.5%        | 7,590            | 27.1%        | 22,418            | 27.4%        | 19,899           | 27.3%        |
| Corporate and Other                  | (9,115)          | (A)          | (8,698)          | (A)          | (24,307)          | (A)          | (23,477)         | (A)          |
| Preopening costs                     |                  | (A)          | (118)            | (A)          |                   | (A)          | (909)            | (A)          |
| Impairment and other charges         |                  | (A)          |                  | (A)          |                   | (A)          | (2,890)          | (A)          |
| <b>Total operating income</b>        | <b>46,567</b>    | <b>17.1%</b> | <b>32,768</b>    | <b>13.0%</b> | <b>152,306</b>    | <b>18.4%</b> | <b>125,673</b>   | <b>16.1%</b> |
| Interest expense                     | (15,947)         | (A)          | (16,138)         | (A)          | (48,002)          | (A)          | (47,765)         | (A)          |
| Interest income                      | 2,965            | (A)          | 2,982            | (A)          | 9,116             | (A)          | 9,383            | (A)          |
| Loss from joint ventures             | (638)            | (A)          |                  | (A)          | (2,086)           | (A)          |                  | (A)          |
| Other gains and (losses), net        | 2,468            | (A)          | 2,467            | (A)          | 2,288             | (A)          | (18,104)         | (A)          |
| (Provision) benefit for income taxes | (1,822)          | (A)          | 4,612            | (A)          | (2,352)           | (A)          | 3,425            | (A)          |
| <b>Net income</b>                    | <b>\$ 33,593</b> | <b>(A)</b>   | <b>\$ 26,691</b> | <b>(A)</b>   | <b>\$ 111,270</b> | <b>(A)</b>   | <b>\$ 72,612</b> | <b>(A)</b>   |

(A) These amounts have not been shown as a percentage of revenue because they have no relationship to revenue.



**Table of Contents*****Summary Financial Results******Results***

The following table summarizes our financial results for the three months and nine months ended September 30, 2016 and 2015 (in thousands, except percentages and per share data):

|                                      | Three Months Ended<br>September 30, |            |             | Nine Months Ended<br>September 30, |            |             |
|--------------------------------------|-------------------------------------|------------|-------------|------------------------------------|------------|-------------|
|                                      | 2016                                | 2015       | %<br>Change | 2016                               | 2015       | %<br>Change |
| Total revenues                       | \$ 271,720                          | \$ 252,820 | 7.5%        | \$ 829,432                         | \$ 780,004 | 6.3%        |
| Total operating expenses             | 225,153                             | 220,052    | 2.3%        | 677,126                            | 654,331    | 3.5%        |
| Operating income                     | 46,567                              | 32,768     | 42.1%       | 152,306                            | 125,673    | 21.2%       |
| Net income                           | 33,593                              | 26,691     | 25.9%       | 111,270                            | 72,612     | 53.2%       |
| Net income per share - fully diluted | 0.66                                | 0.52       | 26.9%       | 2.17                               | 1.41       | 53.9%       |

***Total Revenues***

The increase in our total revenues for the three months ended September 30, 2016, as compared to the same period in 2015, is attributable to increases in our Hospitality segment and Entertainment segment revenues for the 2016 period of \$16.2 million and \$2.7 million, respectively, as discussed more fully below. The increase in our total revenues for the nine months ended September 30, 2016, as compared to the same period in 2015, is attributable to increases in our Hospitality segment and Entertainment segment revenues for the 2016 period of \$40.4 million and \$9.0 million, respectively, as discussed more fully below. Total Hospitality revenues in the three months and nine months ended September 30, 2016 include \$3.6 million and \$8.8 million, respectively, in attrition and cancellation fee collections, an increase of \$2.4 million and \$3.9 million, respectively, from the 2015 periods.

***Total Operating Expenses***

The increase in our total operating expenses for the three months ended September 30, 2016, as compared to the same period in 2015, is primarily the result of an increase in our Hospitality segment expenses of \$6.4 million. The increase in our total operating expenses for the nine months ended September 30, 2016, as compared to the same period in 2015, is primarily the result of increases in our Hospitality segment and Entertainment segment expenses of \$23.4 million and \$5.9 million, respectively, partially offset by \$2.9 million in impairment and other charges during 2015 that did not recur during 2016, as discussed more fully below.

***Net Income***

Our net income of \$33.6 million for the three months ended September 30, 2016, as compared to net income of \$26.7 million for the same period in 2015, was due to the change in our revenues and operating expenses reflected above and the following factors, each as described more fully below:

A provision for income taxes of \$1.8 million during the 2016 period, as compared to a \$4.6 million benefit for income taxes in the 2015 period.

A \$0.6 million loss from joint ventures during the 2016 period not incurred in the 2015 period.

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Our net income of \$111.3 million for the nine months ended September 30, 2016, as compared to net income of \$72.6 million for the same period in 2015, was due to the change in our revenues and operating expenses reflected above and the following factors, each as described more fully below:

A \$20.4 million difference in other gains and (losses), net between the 2016 and 2015 periods, due primarily to the 2015 period including losses for the change in fair value of derivative liabilities associated with portions of the warrants related to our previous 3.75% convertible notes. There was no such event in the 2016 period.

A provision for income taxes of \$2.4 million during the 2016 period, as compared to a \$3.4 million benefit for income taxes in the 2015 period.

A \$2.1 million loss from joint ventures during the 2016 period not incurred in the 2015 period.

### *Factors and Trends Contributing to Performance*

The most important factors and trends contributing to our performance during the three months and nine months ended September 30, 2016 described herein were:

Increased occupancy, ADR and outside-the-room spending at Gaylord Palms during the three-month and nine-month 2016 periods, as compared to the 2015 periods. The increase in occupancy (an increase of 8.7 points of occupancy and 4.8 points of occupancy, respectively) is primarily the result of an increase in groups during the three-month 2016 period and increases of both groups and transient during the nine-month 2016 period. The increase in ADR (an increase of 6.1% and 1.5%, respectively) is primarily the result of increases in both group and transient rate. The increase in outside-the-room spending (an increase of 39.5% and 16.0%, respectively) is primarily the result of an increase in banquets, as well as an increase attributable to new and refurbished dining outlets.

Increased ADR at Gaylord Opryland (an increase of 9.2% and 5.4%, respectively, during the three-month and nine-month 2016 periods, as compared to the 2015 periods), primarily as a result of an increase in both group and transient rate.

Increased occupancy and outside-the-room spending at Gaylord Texan (an increase of 2.7 points of occupancy and 4.3%, respectively) during the nine-month 2016 period, as compared to the 2015 period, primarily as a result of an increase in group business and the resulting increase in catering revenue.

Increased same-store net definite group room nights booked (an increase of 27.1% and 18.2%, respectively, for the 2016 periods as compared to the 2015 periods).

Increased revenue for our Entertainment segment (an increase of 9.7% and 12.4%, respectively, for the 2016 periods, as compared to the 2015 periods), primarily due to increased attendance at the Grand Ole Opry, as well as increased ancillary business such as tours and retail at the Ryman Auditorium.

The nine-month 2015 period included losses of \$20.2 million in other gains and losses, net, associated with losses on the change in the fair value of derivative liabilities associated with portions of the warrants related to our previous 3.75% convertible notes.

**Table of Contents****Operating Results Detailed Segment Financial Information****Hospitality Segment**

*Total Segment Results.* The following presents the financial results of our Hospitality segment for the three months and nine months ended September 30, 2016 and 2015 (in thousands, except percentages and performance metrics):

|  | Three Months Ended<br>September 30, |                  |              | Nine Months Ended<br>September 30, |                   |              |
|--|-------------------------------------|------------------|--------------|------------------------------------|-------------------|--------------|
|  | 2016                                | 2015             | % Change     | 2016                               | 2015              | % Change     |
| <b>Revenues (1):</b>                                   |                                     |                  |              |                                    |                   |              |
| Rooms  | \$ 101,085                          | \$ 92,828        | 8.9%         | \$ 309,385                         | \$ 292,089        | 5.9%         |
| Food and beverage                                      | 113,100                             | 108,558          | 4.2%         | 362,550                            | 345,931           | 4.8%         |
| Other hotel revenue                                    | 26,834                              | 23,456           | 14.4%        | 75,604                             | 69,111            | 9.4%         |
| <b>Total hospitality revenue</b>                       | <b>241,019</b>                      | <b>224,842</b>   | <b>7.2%</b>  | <b>747,539</b>                     | <b>707,131</b>    | <b>5.7%</b>  |
| <b>Hospitality operating expenses:</b>                 |                                     |                  |              |                                    |                   |              |
| Rooms  | 28,371                              | 27,347           | 3.7%         | 82,492                             | 80,216            | 2.8%         |
| Food and beverage                                      | 64,790                              | 63,797           | 1.6%         | 201,045                            | 193,661           | 3.8%         |
| Other hotel expenses                                   | 73,331                              | 70,108           | 4.6%         | 219,510                            | 210,513           | 4.3%         |
| Management fees, net                                   | 4,408                               | 3,213            | 37.2%        | 15,246                             | 10,516            | 45.0%        |
| Depreciation and amortization                          | 24,401                              | 26,383           | -7.5%        | 75,051                             | 79,175            | -5.2%        |
| <b>Total Hospitality operating expenses</b>            | <b>195,301</b>                      | <b>190,848</b>   | <b>2.3%</b>  | <b>593,344</b>                     | <b>574,081</b>    | <b>3.4%</b>  |
| <b>Hospitality operating income (2)</b>                | <b>\$ 45,718</b>                    | <b>\$ 33,994</b> | <b>34.5%</b> | <b>\$ 154,195</b>                  | <b>\$ 133,050</b> | <b>15.9%</b> |
| <b>Hospitality performance metrics:</b>                |                                     |                  |              |                                    |                   |              |
| Occupancy  | 75.5%                               | 71.9%            | 5.0%         | 74.6%                              | 72.7%             | 2.6%         |
| ADR  | \$ 175.22                           | \$ 169.24        | 3.5%         | \$ 182.46                          | \$ 178.88         | 2.0%         |
| RevPAR (3)   | \$ 132.32                           | \$ 121.71        | 8.7%         | \$ 136.08                          | \$ 130.07         | 4.6%         |
| Total RevPAR (4)                                       | \$ 315.50                           | \$ 249.81        | 26.3%        | \$ 328.79                          | \$ 314.88         | 4.4%         |
| <b>Net Definite Group Room Nights</b>                  |                                     |                  |              |                                    |                   |              |
| Booked   | 502,564                             | 396,810          | 26.7%        | 1,251,086                          | 1,062,298         | 17.8%        |
| <b>Same-store Hospitality performance metrics (5):</b> |                                     |                  |              |                                    |                   |              |
| Occupancy  | 75.6%                               | 72.1%            | 4.9%         | 74.8%                              | 72.9%             | 2.6%         |
| ADR  | \$ 175.24                           | \$ 168.83        | 3.8%         | \$ 182.47                          | \$ 178.61         | 2.2%         |
| RevPAR (3)   | \$ 132.50                           | \$ 121.72        | 8.9%         | \$ 136.43                          | \$ 130.22         | 4.8%         |
| Total RevPAR (4)                                       | \$ 319.48                           | \$ 298.43        | 7.1%         | \$ 333.23                          | \$ 317.68         | 4.9%         |
| <b>Net Definite Group Room Nights</b>                  |                                     |                  |              |                                    |                   |              |
| Booked   | 497,185                             | 391,138          | 27.1%        | 1,239,251                          | 1,047,997         | 18.2%        |

(1)

- Hospitality segment results and performance metrics include the results of our Gaylord Hotels and the Inn at Opryland for all periods presented. Results of the AC Hotel are included as of its opening in April 2015.
- (2) Hospitality segment operating income does not include \$2.9 million of impairment charges during the nine months ended September 30, 2015 and does not include \$0.1 million and \$0.9 million of preopening costs incurred during the three months and nine months ended September 30, 2015, respectively. See the discussion of these items set forth below.
  - (3) We calculate Hospitality RevPAR by dividing room revenue by room nights available to guests for the period. Hospitality RevPAR is not comparable to similarly titled measures such as revenues.
  - (4) We calculate Hospitality Total RevPAR by dividing the sum of room, food and beverage, and other ancillary services revenue (which equals Hospitality segment revenue) by room nights available to guests for the period. Hospitality Total RevPAR is not comparable to similarly titled measures such as revenues.
  - (5) Same-store Hospitality performance metrics do not include the AC Hotel, which opened in April 2015.

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The increase in total Hospitality segment revenue in the three months ended September 30, 2016, as compared to the same period in 2015, is primarily due to increases of \$10.5 million, \$2.4 million and \$2.2 million at Gaylord Palms, Gaylord Opryland and Gaylord Texan, respectively. The increase in total Hospitality segment revenue in the nine months ended September 30, 2016, as compared to the same period in 2015, is primarily due to increases of \$17.7 million, \$11.7 million and \$7.0 million at Gaylord Palms, Gaylord Opryland and Gaylord Texan, respectively.

The percentage of group versus transient business based on rooms sold for our Hospitality segment for the periods presented was approximately as follows:

|           | Three Months Ended<br>September 30, |      | Nine Months Ended<br>September 30, |      |
|-----------|-------------------------------------|------|------------------------------------|------|
|           | 2016                                | 2015 | 2016                               | 2015 |
| Group     | 73%                                 | 73%  | 75%                                | 77%  |
| Transient | 27%                                 | 27%  | 25%                                | 23%  |

Rooms operating expenses increased in the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, due primarily to an increase at Gaylord Opryland, as described below.

The increase in food and beverage operating expenses in the three months ended September 30, 2016, as compared to the same period in 2015, is primarily attributable to an increase at Gaylord Palms, partially offset by a decrease at Gaylord Opryland, as described below. The increase in food and beverage operating expenses in the nine months ended September 30, 2016, as compared to the same period in 2015, is primarily attributable to increases at Gaylord Palms, Gaylord Texan and Gaylord Opryland, as described below.

Other hotel expenses for the three months and nine months ended September 30, 2016 and 2015 consist of the following (in thousands):

|                                   | Three Months Ended<br>September 30, |                  |             | Nine Months Ended<br>September 30, |                   |             |
|-----------------------------------|-------------------------------------|------------------|-------------|------------------------------------|-------------------|-------------|
|                                   | 2016                                | 2015             | % Change    | 2016                               | 2015              | % Change    |
| Administrative employment costs   | \$ 25,941                           | \$ 25,312        | 2.5%        | \$ 78,641                          | \$ 78,218         | 0.5%        |
| Utilities                         | 7,548                               | 7,602            | -0.7%       | 20,682                             | 21,219            | -2.5%       |
| Property taxes                    | 8,396                               | 7,906            | 6.2%        | 24,050                             | 23,937            | 0.5%        |
| Other                             | 31,446                              | 29,288           | 7.4%        | 96,137                             | 87,139            | 10.3%       |
| <b>Total other hotel expenses</b> | <b>\$ 73,331</b>                    | <b>\$ 70,108</b> | <b>4.6%</b> | <b>\$ 219,510</b>                  | <b>\$ 210,513</b> | <b>4.3%</b> |

Administrative employment costs include salaries and benefits for hotel administrative functions, including, among others, senior management, accounting, human resources, sales, conference services, engineering and security. Administrative employment costs increased slightly during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015. Utility costs decreased slightly during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015. Property taxes increased slightly during the three months and were stable during the nine months ended September 30, 2016, as compared to the same periods in 2015. Other expenses, which include supplies, advertising, maintenance costs and consulting costs, increased during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015,

primarily as a result of various increases at each of our Gaylord Hotels properties.

As discussed above, each of our management agreements with Marriott requires us to pay Marriott a base management fee of approximately 2% of gross revenues from the applicable property for each fiscal year or



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portion thereof. Additionally, an incentive management fee is based on the profitability of our Gaylord Hotels properties calculated on a pooled basis. In the three months ended September 30, 2016 and 2015, we incurred \$4.8 million and \$3.9 million, respectively, and in the nine months ended September 30, 2016 and 2015, we incurred \$15.0 million and \$12.1 million, respectively, related to base management fees for our Hospitality segment. In the three months ended September 30, 2016 and 2015, we also incurred \$0.3 million and \$0.1 million, respectively, and in the nine months ended September 30, 2016 and 2015, we incurred \$2.5 million and \$0.6 million, respectively, related to incentive management fees for our Hospitality segment. Management fees are presented throughout this Quarterly Report on Form 10-Q net of the amortization of the deferred management rights proceeds discussed in Note 2 to the accompanying condensed consolidated financial statements included herein.

Total Hospitality segment depreciation and amortization expense decreased in the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily as a result of a decrease at Gaylord National, as described below.

*Property-Level Results.* The following presents the property-level financial results of our Hospitality segment for the three months and nine months ended September 30, 2016 and 2015.

*Gaylord Opryland Results.* The results of Gaylord Opryland for the three months and nine months ended September 30, 2016 and 2015 are as follows (in thousands, except percentages and performance metrics):

|                                 | Three Months Ended<br>September 30, |                  |              | Nine Months Ended<br>September 30, |                  |             |
|---------------------------------|-------------------------------------|------------------|--------------|------------------------------------|------------------|-------------|
|                                 | 2016                                | 2015             | % Change     | 2016                               | 2015             | % Change    |
| <b>Revenues:</b>                |                                     |                  |              |                                    |                  |             |
| Rooms                           | \$ 34,414                           | \$ 30,828        | 11.6%        | \$ 102,121                         | \$ 94,058        | 8.6%        |
| Food and beverage               | 32,817                              | 34,943           | -6.1%        | 103,237                            | 100,131          | 3.1%        |
| Other hotel revenue             | 11,609                              | 10,625           | 9.3%         | 28,704                             | 28,136           | 2.0%        |
| <b>Total revenue</b>            | <b>78,840</b>                       | <b>76,396</b>    | <b>3.2%</b>  | <b>234,062</b>                     | <b>222,325</b>   | <b>5.3%</b> |
| <b>Operating expenses:</b>      |                                     |                  |              |                                    |                  |             |
| Rooms                           | 8,801                               | 8,544            | 3.0%         | 25,414                             | 23,723           | 7.1%        |
| Food and beverage               | 17,513                              | 19,179           | -8.7%        | 55,606                             | 54,367           | 2.3%        |
| Other hotel expenses            | 21,949                              | 22,576           | -2.8%        | 66,003                             | 64,496           | 2.3%        |
| Management fees, net            | 1,460                               | 1,288            | 13.4%        | 5,125                              | 3,462            | 48.0%       |
| Depreciation and amortization   | 7,460                               | 7,689            | -3.0%        | 22,349                             | 22,967           | -2.7%       |
| <b>Total operating expenses</b> | <b>57,183</b>                       | <b>59,276</b>    | <b>-3.5%</b> | <b>174,497</b>                     | <b>169,015</b>   | <b>3.2%</b> |
| <b>Performance metrics:</b>     |                                     |                  |              |                                    |                  |             |
| Occupancy                       | 75.0%                               | 73.4%            | 2.2%         | 74.5%                              | 72.7%            | 2.5%        |
| ADR                             | \$ 172.90                           | \$ 158.38        | 9.2%         | \$ 173.41                          | \$ 164.46        | 5.4%        |
| RevPAR                          | \$ 129.63                           | \$ 116.27        | 11.5%        | \$ 129.27                          | \$ 119.55        | 8.1%        |
| <b>Total RevPAR</b>             | <b>\$ 296.98</b>                    | <b>\$ 288.13</b> | <b>3.1%</b>  | <b>\$ 296.28</b>                   | <b>\$ 282.57</b> | <b>4.9%</b> |

Rooms revenue and RevPAR increased at Gaylord Opryland during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015. The increase for both periods is the result of an increase in occupancy and ADR for both groups and transient rates. Rooms revenue and RevPAR were negatively impacted during the 2016 periods by a rooms renovation project at Gaylord Opryland, which resulted in

approximately 19,700 and 28,300 room nights out of service during the three-month and nine-month 2016 periods, respectively. The rooms renovation project is expected to be completed in November 2016. The 2015 periods were also impacted by a separate rooms renovation that was completed in September 2015, which resulted in approximately 18,000 room nights out of service during the periods. The increase for the nine-month 2016 period is partially attributable to a norovirus outbreak that occurred in January and February 2015 at the property, as well as a winter storm that occurred during February 2015. Rooms expenses increased during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily as a result of increased group commissions.

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The decrease in food and beverage revenue at Gaylord Opryland during the three months ended September 30, 2016, as compared to the same period in 2015, was primarily due to decreased banquet revenue. The increase in food and beverage revenue during the nine months ended September 30, 2016, as compared to the same period in 2015, was primarily due to increased banquet revenues from corporate groups, as well as increased food and beverage outlet revenue. Food and beverage expenses decreased in three months ended September 30, 2016, as compared to the same period in 2015, primarily due to lower variable costs associated with the decrease in revenue, as well as lower employment costs and lower food costs. Food and beverage expenses increased in the nine months ended September 30, 2016, as compared to the same period in 2015, primarily as a result of an increase in variable costs associated with the increase in revenue.

Other revenue increased at Gaylord Opryland during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily due to increased attrition and cancellation fee collections, partially offset by the prior year period including \$2.4 million and \$3.6 million, respectively, in insurance proceeds related to the norovirus outbreak. Other hotel expenses decreased marginally in the three-month 2016 period and increased in the nine-month period ended September 30, 2016, as compared to the same periods in 2015. The nine-month 2016 increase is primarily the result of increases in sales and marketing expenses.

Depreciation and amortization decreased slightly at Gaylord Opryland during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015.

*Gaylord Palms Results.* The results of Gaylord Palms for the three months and nine months ended September 30, 2016 and 2015 are as follows (in thousands, except percentages and performance metrics):

|                                 | Three Months Ended<br>September 30, |                  |              | Nine Months Ended<br>September 30, |                  |              |
|---------------------------------|-------------------------------------|------------------|--------------|------------------------------------|------------------|--------------|
|                                 | 2016                                | 2015             | % Change     | 2016                               | 2015             | % Change     |
| <b>Revenues:</b>                |                                     |                  |              |                                    |                  |              |
| Rooms                           | \$ 14,445                           | \$ 11,911        | 21.3%        | \$ 51,724                          | \$ 47,435        | 9.0%         |
| Food and beverage               | 22,677                              | 16,394           | 38.3%        | 76,557                             | 65,969           | 16.0%        |
| Other hotel revenue             | 5,085                               | 3,367            | 51.0%        | 15,368                             | 12,584           | 22.1%        |
| <b>Total revenue</b>            | <b>42,207</b>                       | <b>31,672</b>    | <b>33.3%</b> | <b>143,649</b>                     | <b>125,988</b>   | <b>14.0%</b> |
| <b>Operating expenses:</b>      |                                     |                  |              |                                    |                  |              |
| Rooms                           | 3,973                               | 3,630            | 9.4%         | 11,787                             | 11,450           | 2.9%         |
| Food and beverage               | 12,741                              | 10,203           | 24.9%        | 39,862                             | 35,763           | 11.5%        |
| Other hotel expenses            | 15,202                              | 13,669           | 11.2%        | 47,129                             | 44,638           | 5.6%         |
| Management fees, net            | 802                                 | 325              | 146.8%       | 2,971                              | 1,768            | 68.0%        |
| Depreciation and amortization   | 4,773                               | 4,589            | 4.0%         | 14,243                             | 13,947           | 2.1%         |
| <b>Total operating expenses</b> | <b>37,491</b>                       | <b>32,416</b>    | <b>15.7%</b> | <b>115,992</b>                     | <b>107,566</b>   | <b>7.8%</b>  |
| <b>Performance metrics:</b>     |                                     |                  |              |                                    |                  |              |
| Occupancy                       | 73.4%                               | 64.7%            | 13.4%        | 77.8%                              | 73.0%            | 6.6%         |
| ADR                             | \$ 151.02                           | \$ 142.29        | 6.1%         | \$ 171.70                          | \$ 169.18        | 1.5%         |
| RevPAR                          | \$ 110.88                           | \$ 92.08         | 20.4%        | \$ 133.63                          | \$ 123.58        | 8.1%         |
| <b>Total RevPAR</b>             | <b>\$ 323.99</b>                    | <b>\$ 244.86</b> | <b>32.3%</b> | <b>\$ 371.11</b>                   | <b>\$ 328.23</b> | <b>13.1%</b> |

Rooms revenue and RevPAR increased at Gaylord Palms during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, due to an increase in occupancy and ADR for both periods. The three-month 2016 occupancy increase was due to an increase in group business, and the three-month 2016 ADR increase was due to both group and transient business. The nine-month 2016 increases in occupancy

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and ADR were due to both group and transient business. Rooms expenses increased during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily due to increased variable costs associated with the increase in occupancy, partially offset by improved labor margins.

Food and beverage revenue increased at Gaylord Palms during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, due primarily to an increase in banquets. In addition, new and refurbished dining outlets were opened in the second quarter of 2016, which led to increased food and beverage outlet revenue. Food and beverage expenses increased in the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily as a result of an increase in variable costs associated with the increase in revenue, partially offset by improved labor margins.

Other revenue at Gaylord Palms increased during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015. The increase for the both periods was primarily due to increased ancillary revenues, such as parking and resort fees related to the increase in occupancy, as well as the collection of a group contract settlement during third quarter 2016. Other hotel expenses increased in the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, due primarily to an increase in sales and marketing expenses.

Depreciation and amortization increased slightly at Gaylord Palms during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015.

*Gaylord Texan Results.* The results of Gaylord Texan for the three months and nine months ended September 30, 2016 and 2015 are as follows (in thousands, except percentages and performance metrics):

|                                 | Three Months Ended<br>September 30, |                  |             | Nine Months Ended<br>September 30, |                  |             |
|---------------------------------|-------------------------------------|------------------|-------------|------------------------------------|------------------|-------------|
|                                 | 2016                                | 2015             | % Change    | 2016                               | 2015             | % Change    |
| <b>Revenues:</b>                |                                     |                  |             |                                    |                  |             |
| Rooms                           | \$ 21,266                           | \$ 19,945        | 6.6%        | \$ 61,621                          | \$ 59,162        | 4.2%        |
| Food and beverage               | 26,055                              | 25,633           | 1.6%        | 85,038                             | 81,337           | 4.6%        |
| Other hotel revenue             | 5,161                               | 4,668            | 10.6%       | 15,844                             | 15,012           | 5.5%        |
| <b>Total revenue</b>            | <b>52,482</b>                       | <b>50,246</b>    | <b>4.5%</b> | <b>162,503</b>                     | <b>155,511</b>   | <b>4.5%</b> |
| <b>Operating expenses:</b>      |                                     |                  |             |                                    |                  |             |
| Rooms                           | 4,482                               | 4,493            | -0.2%       | 12,691                             | 12,925           | -1.8%       |
| Food and beverage               | 14,601                              | 13,948           | 4.7%        | 44,398                             | 42,169           | 5.3%        |
| Other hotel expenses            | 15,682                              | 14,623           | 7.2%        | 45,293                             | 43,676           | 3.7%        |
| Management fees, net            | 870                                 | 673              | 29.3%       | 3,288                              | 2,247            | 46.3%       |
| Depreciation and amortization   | 5,060                               | 4,960            | 2.0%        | 15,090                             | 15,043           | 0.3%        |
| <b>Total operating expenses</b> | <b>40,695</b>                       | <b>38,697</b>    | <b>5.2%</b> | <b>120,760</b>                     | <b>116,060</b>   | <b>4.0%</b> |
| <b>Performance metrics:</b>     |                                     |                  |             |                                    |                  |             |
| Occupancy                       | 82.0%                               | 77.1%            | 6.4%        | 78.3%                              | 75.6%            | 3.6%        |
| ADR                             | \$ 186.55                           | \$ 186.01        | 0.3%        | \$ 190.09                          | \$ 189.64        | 0.2%        |
| RevPAR                          | \$ 152.98                           | \$ 143.48        | 6.6%        | \$ 148.84                          | \$ 143.42        | 3.8%        |
| <b>Total RevPAR</b>             | <b>\$ 377.54</b>                    | <b>\$ 361.46</b> | <b>4.4%</b> | <b>\$ 392.51</b>                   | <b>\$ 376.99</b> | <b>4.1%</b> |

Rooms revenue and RevPAR increased at Gaylord Texan during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, due primarily to increased occupancy due to an increase in group and transient rooms. Rooms expenses decreased slightly during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, as the increased variable expenses associated with the increase in occupancy were offset by improved productivity.

Food and beverage revenue increased at Gaylord Texan during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015. The three-month 2016 increase was primarily due

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to an increase in food and beverage outlet revenue, while the nine-month 2016 increase was due primarily to an increase in both banquets and food and beverage outlet revenue. Food and beverage expenses increased in the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily as a result of an increase in variable costs associated with the increase in revenue.

Other revenue at Gaylord Texan increased during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily as a result of increases in transportation and spa services. Other hotel expenses increased in the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, due primarily to increased sales and marketing expenses.

Depreciation and amortization increased slightly at Gaylord Texan during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015.

*Gaylord National Results.* The results of Gaylord National for the three months and nine months ended September 30, 2016 and 2015 are as follows (in thousands, except percentages and performance metrics):

|                                 | Three Months Ended<br>September 30, |                  |              | Nine Months Ended<br>Ended September 30, |                  |              |
|---------------------------------|-------------------------------------|------------------|--------------|--|------------------|--------------|
|                                 | 2016                                | 2015             | % Change     | 2016                                     | 2015             | % Change     |
| <b>Revenues:</b>                |                                     |                  |              |  |                  |              |
| Rooms                           | \$ 25,851                           | \$ 25,347        | 2.0%         | \$ 79,253                                | \$ 79,787        | -0.7%        |
| Food and beverage               | 30,298                              | 30,221           | 0.3%         | 94,097                                   | 95,383           | -1.3%        |
| Other hotel revenue             | 4,851                               | 4,744            | 2.3%         | 15,355                                   | 13,214           | 16.2%        |
| <b>Total revenue</b>            | <b>61,000</b>                       | <b>60,312</b>    | <b>1.1%</b>  | <b>188,705</b>                           | <b>188,384</b>   | <b>0.2%</b>  |
| <b>Operating expenses:</b>      |                                     |                  |              |  |                  |              |
| Rooms                           | 9,752                               | 9,486            | 2.8%         | 28,837                                   | 29,213           | -1.3%        |
| Food and beverage               | 19,036                              | 19,553           | -2.6%        | 58,563                                   | 59,089           | -0.9%        |
| Other hotel expenses            | 18,503                              | 17,298           | 7.0%         | 55,301                                   | 53,154           | 4.0%         |
| Management fees, net            | 999                                 | 718              | 39.1%        | 3,114                                    | 2,576            | 20.9%        |
| Depreciation and amortization   | 6,462                               | 8,499            | -24.0%       | 21,423                                   | 25,463           | -15.9%       |
| <b>Total operating expenses</b> | <b>54,752</b>                       | <b>55,554</b>    | <b>-1.4%</b> | <b>167,238</b>                           | <b>169,495</b>   | <b>-1.3%</b> |
| <b>Performance metrics:</b>     |                                     |                  |              |  |                  |              |
| Occupancy                       | 72.4%                               | 70.6%            | 2.5%         | 69.8%                                    | 71.0%            | -1.7%        |
| ADR                             | \$ 194.37                           | \$ 195.38        | -0.5%        | \$ 207.48                                | \$ 206.32        | 0.6%         |
| RevPAR                          | \$ 140.78                           | \$ 138.03        | 2.0%         | \$ 144.91                                | \$ 146.42        | -1.0%        |
| <b>Total RevPAR</b>             | <b>\$ 332.19</b>                    | <b>\$ 328.44</b> | <b>1.1%</b>  | <b>\$ 345.04</b>                         | <b>\$ 345.72</b> | <b>-0.2%</b> |

Rooms revenue and RevPAR increased at Gaylord National during the three months ended September 30, 2016, as compared to the same period in 2015, as a result of an increase in occupancy for both group and transient business that was partially offset by a decrease in ADR for transient. Rooms revenue and RevPAR decreased at Gaylord National during the nine months ended September 30, 2016, as compared to the same period in 2015, primarily as a result of a decrease in occupancy for groups, partially offset by an increase in ADR for groups. The decrease in group occupancy was partially attributed to a large winter storm during the first quarter of 2016. Rooms expenses at Gaylord National increased during the three months ended September 30, 2016, as compared to the same period in 2015, primarily due to the increase in variable costs associated with the increase in occupancy, and decreased during the nine months

ended September 30, 2016, as compared to the same period in 2015, primarily due to decreased variable costs associated with the decrease in occupancy.

Food and beverage revenue remained stable at Gaylord National during the three months ended September 30, 2016, as compared to the same period in 2015. Food and beverage revenue decreased during the nine months ended September 30, 2016, as compared to the same period in 2015, primarily as a result of a decrease in banquets. Food and beverage expenses decreased in the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily due to decreased food and labor costs.



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Other revenue increased during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily due to an increase in attrition and cancellation fee collections. Other hotel expenses increased in the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily as a result of an increase in sales and marketing expenses.

Depreciation and amortization at Gaylord National decreased during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily as a result of a portion of the initial furniture, fixtures and equipment placed in service at the property's opening in 2008 becoming fully depreciated during 2016.

**Entertainment Segment**

*Total Segment Results.* The following presents the financial results of our Entertainment segment for the three months and nine months ended September 30, 2016 and 2015 (in thousands, except percentages):

|                               | Three Months Ended<br>September 30, |           |          | Nine Months Ended<br>Ended September 30, |           |          |
|-------------------------------|-------------------------------------|-----------|----------|--|-----------|----------|
|                               | 2016                                | 2015      | % Change | 2016                                     | 2015      | % Change |
| Revenues                      | \$ 30,701                           | \$ 27,978 | 9.7%     | \$ 81,893                                | \$ 72,873 | 12.4%    |
| Operating expenses            | 19,100                              | 18,954    | 0.8%     | 54,630                                   | 48,775    | 12.0%    |
| Depreciation and amortization | 1,637                               | 1,434     | 14.2%    | 4,845                                    | 4,199     | 15.4%    |
| Operating income              | \$ 9,964                            | \$ 7,590  | 31.3%    | \$ 22,418                                | \$ 19,899 | 12.7%    |

Entertainment segment revenue increased during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily due to increased attendance and additional shows at the Grand Ole Opry, as well as increased ancillary business such as tours and retail at the Ryman Auditorium.

Entertainment operating expenses increased during the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily as a result of increased variable expenses related to the increase in shows and ancillary revenues, as well as increased compensation and consulting costs.

Entertainment depreciation expense increased in the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily as a result of our 2015 expansion of the Ryman Auditorium.

**Table of Contents****Corporate and Other Segment**

*Total Segment Results.* The following presents the financial results of our Corporate and Other segment for the three months and nine months ended September 30, 2016 and 2015 (in thousands, except percentages):

|                               | Three Months Ended<br>September 30, |            |          | Nine Months Ended<br>September 30, |             |          |
|-------------------------------|-------------------------------------|------------|----------|------------------------------------|-------------|----------|
|                               | 2016                                | 2015       | % Change | 2016                               | 2015        | % Change |
| Operating expenses            | \$ 8,447                            | \$ 8,017   | 5.4%     | \$ 22,315                          | \$ 21,384   | 4.4%     |
| Depreciation and amortization | 668                                 | 681        | -1.9%    | 1,992                              | 2,093       | -4.8%    |
| Operating loss                | \$ (9,115)                          | \$ (8,698) | 4.8%     | \$ (24,307)                        | \$ (23,477) | 3.5%     |

Corporate and Other operating expenses, which consist primarily of costs associated with senior management salaries and benefits, legal, human resources, accounting, pension, information technology and other administrative costs, increased in the three months and nine months ended September 30, 2016, as compared to the same periods in 2015, primarily as a result of increased consulting costs.

Corporate and Other depreciation and amortization expense decreased modestly in the three months and nine months ended September 30, 2016, as compared with the same periods in 2015.

**Operating Results Preopening Costs**

During the three months and nine months ended September 30, 2015, we incurred \$0.1 million and \$0.9 million, respectively, in preopening costs related to the AC Hotel, which is part of the Company's Hospitality segment. The hotel opened in April 2015.

**Operating Results Impairment and Other Charges**

During the nine months ended September 30, 2015, we incurred \$2.9 million in impairment charges related to assets previously used in special events programming that was discontinued. A portion of this charge was incurred at each of our Gaylord Hotels properties, which are included in the Company's Hospitality segment.

**Non-Operating Results Affecting Net Income***General*

The following table summarizes the other factors which affected our net income for the three months and nine months ended September 30, 2016 and 2015 (in thousands, except percentages):

|                  | Three Months Ended<br>September 30, |             |          | Nine Months Ended<br>September 30, |             |          |
|------------------|-------------------------------------|-------------|----------|------------------------------------|-------------|----------|
|                  | 2016                                | 2015        | % Change | 2016                               | 2015        | % Change |
| Interest expense | \$ (15,947)                         | \$ (16,138) | -1.2%    | \$ (48,002)                        | \$ (47,765) | 0.5%     |

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|                                      |         |       |         |         |          |         |
|--------------------------------------|---------|-------|---------|---------|----------|---------|
| Interest income                      | 2,965   | 2,982 | -0.6%   | 9,116   | 9,383    | -2.8%   |
| Loss from joint ventures             | (638)   |       | -100.0% | (2,086) |          | -100.0% |
| Other gains and (losses), net        | 2,468   | 2,467 | 0.0%    | 2,288   | (18,104) | 112.6%  |
| (Provision) benefit for income taxes | (1,822) | 4,612 | -139.5% | (2,352) | 3,425    | -168.7% |

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### *Interest Expense*

Interest expense decreased \$0.2 million during the three months ended September 30, 2016, as compared to the same period in 2015, due primarily to increased capitalized interest in the current year, partially offset by increased interest expense associated with our credit facility due to increased borrowings.

Interest expense increased \$0.2 million during the nine months ended September 30, 2016, as compared to the same period in 2015, due primarily to increased interest expense associated with our \$400 million 5% senior notes, which we issued in April 2015. This increase was partially offset by decreased interest expense associated with our credit facility due to lower interest rates associated with a refinancing of the facility, as well as the prior year period including \$1.9 million in interest expense related to the write-off of deferred financing costs associated with the refinancing.

Cash interest expense increased \$0.4 million to \$15.2 million in the three months and increased \$3.4 million to \$45.2 million in the nine months ended September 30, 2016, respectively, as compared to the same periods in 2015. Non-cash interest expense, which includes amortization of deferred financing costs and debt discounts, the write-off of deferred financing costs, and capitalized interest, decreased \$0.6 million to \$0.7 million in the three months and decreased \$3.2 million to \$2.8 million in the nine months ended September 30, 2016, respectively, as compared to the same periods in 2015.

Our weighted average interest rate on our borrowings, excluding the write-off of deferred financing costs during the periods, was 4.2% and 4.3% for the three months and 4.3% and 4.1% for the nine months ended September 30, 2016 and 2015, respectively.

### *Interest Income*

Interest income for the three months and nine months ended September 30, 2016 and 2015 primarily includes amounts earned on the bonds that were received in connection with the development of Gaylord National, which we hold as notes receivable.

### *Loss from Joint Ventures*

The loss from joint ventures for the three months and nine months ended September 30, 2016 primarily represents amounts related to joint ventures that we entered into related to a restaurant concept in Times Square in New York City and the investment in Gaylord Rockies. The restaurant is anticipated to open in April 2017, and Gaylord Rockies is anticipated to open in late 2018.

### *Other Gains and (Losses), net*

Other gains and (losses), net for the nine months ended September 30, 2015 primarily consists of \$20.2 million in losses on the change in the fair value of derivative liabilities associated with portions of the warrants associated with our previous 3.75% convertible notes. Other gains and (losses), net for the three months and nine months ended September 30, 2016 and 2015 also includes gains of \$2.5 million from a fund associated with the Gaylord National bonds to reimburse us for certain marketing and maintenance expenses.

### *(Provision) Benefit for Income Taxes*

As a REIT, we generally will not be subject to federal corporate income taxes on ordinary taxable income and capital gains income from real estate investments that we distribute to our stockholders. We will, however, be subject to corporate income taxes on built-in gains (the excess of fair market value over tax basis at January 1, 2013) that result from gains on the sale of certain assets occurring prior to January 1, 2018. In addition, we will continue to be required to pay federal and state corporate income taxes on earnings of our TRSs.

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For the three months ended September 30, 2016 and 2015, we recorded an income tax (provision) benefit of \$(1.8) million and \$4.6 million, respectively. For the nine months ended September 30, 2016 and 2015, we recorded an income tax (provision) benefit of \$(2.4) million and \$3.4 million, respectively. These results differ from the statutory rate primarily due to the REIT dividends paid deduction and the change in valuation allowance required at the TRSs.

***Liquidity and Capital Resources***

*Cash Flows From Operating Activities.* Cash flow from operating activities is the principal source of cash used to fund our operating expenses, interest payments on debt, maintenance capital expenditures, and dividends to stockholders. During the nine months ended September 30, 2016, our net cash flows provided by operating activities were \$199.1 million, primarily reflecting cash provided by our income before depreciation expense, amortization expense and other non-cash charges of approximately \$201.7 million, partially offset by unfavorable changes in working capital of approximately \$2.6 million.

During the nine months ended September 30, 2015, our net cash flows provided by operating activities were \$154.6 million, primarily reflecting cash provided by our income before depreciation expense, amortization expense, impairment and other charges, loss on repurchase of warrants and other non-cash charges of approximately \$186.6 million, partially offset by unfavorable changes in working capital of approximately \$32.0 million. The unfavorable changes in working capital primarily resulted from an increase in trade receivables due to a seasonal change in the timing of payments received from corporate group customers at our Gaylord Hotels properties and a decrease in accrued expenses primarily related to the payment of accrued compensation and accrued expenses associated with our hotel holiday programs.

*Cash Flows From Investing Activities.* During the nine months ended September 30, 2016, our primary uses of funds for investing activities were purchases of property and equipment, which totaled \$84.6 million, our investment of \$50.4 million in the Gaylord Rockies joint venture, and an increase in restricted cash and cash equivalents associated with the furniture, fixtures and equipment ( FF&E ) reserve we are obligated to maintain for future planned and emergency-related capital expenditures at the properties that Marriott manages for us. These uses of cash were partially offset by the receipt of \$6.8 million in proceeds related to the sale of our rights in a letter of intent which entitled us to a portion of an economic interest in the income from the land underlying the new MGM casino project in National Harbor, Maryland. Purchases of property, plant and equipment consisted primarily of the renovation of a portion of the guest rooms at Gaylord Opryland, a freestanding event ballroom and expanded event space at Gaylord National, the expansion of the guest rooms and convention space at Gaylord Texan, a renovation of the Wildhorse Saloon, and ongoing maintenance capital expenditures for our existing properties.

During the nine months ended September 30, 2015, our primary uses of funds for investing activities were purchases of property and equipment, which totaled \$63.4 million, and an increase in restricted cash and cash equivalents associated with the FF&E reserve discussed above, partially offset by the receipt of \$10.0 million in proceeds related to the sale of our rights in the letter of intent discussed above. Purchases of property, plant and equipment consisted primarily of an expansion of the Ryman Auditorium, the renovation of a portion of the guest rooms and Gaylord Opryland, and ongoing maintenance capital expenditures for our existing properties.

*Cash Flows From Financing Activities.* Our cash flows from financing activities primarily reflect the incurrence of debt and the repayment of long-term debt. During the nine months ended September 30, 2016, our net cash flows used in financing activities were approximately \$88.1 million, primarily reflecting the payment of \$112.9 million in cash dividends and the payment of \$24.8 million to repurchase and retire 0.5 million shares of our common stock, partially offset by \$57.5 million in net borrowings under our credit facility.



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During the nine months ended September 30, 2015, our net cash flows used in financing activities were approximately \$135.4 million, primarily reflecting \$271.6 million in repayments under our credit facility, \$154.7 million to cash settle the remaining 4.7 million warrants associated with our 3.75% convertible notes, the payment of \$95.4 million in cash dividends and the payment of \$11.1 million in deferred financing costs, partially offset by the issuance of \$400.0 million in senior notes.

*Liquidity*

At September 30, 2016, we had \$35.9 million in unrestricted cash and \$331.0 million available for borrowing under our credit facility. During the nine months ended September 30, 2016, we net borrowed \$57.5 million under our credit facility, paid cash dividends of \$112.9 million, incurred capital expenditures of \$84.6 million, invested \$50.4 million in the Gaylord Rockies joint venture, and paid \$24.8 million to repurchase 0.5 million shares of our common stock. These net outflows were partially offset by cash flows from operating activities discussed above, resulting in the decrease in our cash balance from December 31, 2015 to September 30, 2016.

We currently plan to pay a quarterly cash dividend of \$0.75 per share in January 2017, subject to determinations as to the timing and amount by our board of directors. We anticipate investing in our operations during the remainder of 2016 by spending between \$38 million and \$48 million in capital expenditures, which primarily includes ongoing maintenance capital of our current facilities, the expansion of the guest rooms and convention space at Gaylord Texan, and the freestanding event ballroom and expanded event space at Gaylord National. We also expect to invest approximately \$15.0 million in the Gaylord Rockies joint venture during the remainder of 2016.

We believe that our cash on hand and cash from operations will be adequate to fund our general short-term commitments, as well as: (i) normal operating expenses, (ii) interest expense on long-term debt obligations, (iii) capital lease and operating lease obligations, and (iv) declared dividends. If our existing cash and cash from operations were inadequate to fund such items, we could draw on our credit facility, subject to the satisfaction of covenants in the credit facility. We believe that drawing on this credit facility will not be necessary for general working capital purposes. We may, however, draw on our credit facility for operational and capital needs, as well as our investment in Gaylord Rockies, in the future.

Our outstanding principal debt agreements, none of which mature prior to 2019, are described below. Based on current projections for compliance under our financial covenants contained in these agreements, we do not foresee a maturity issue prior to their scheduled maturity date.

*Principal Debt Agreements*

At September 30, 2016, we were in compliance with all covenants related to our outstanding debt.

*Credit Facility.* On June 5, 2015, we entered into Amendment No. 2 (the *Amendment*) among the Company, as a guarantor, the Operating Partnership, as borrower, certain other subsidiaries of the Company party thereto, as guarantors, the lenders party thereto and Wells Fargo Bank, N.A., as administrative agent, to the Company's Fourth Amended and Restated Credit Agreement (the *Credit Facility*). Prior to the Amendment, the Credit Facility consisted of a \$700.0 million senior secured revolving credit facility (the *revolving credit facility*), a \$300 million senior secured term loan (the *term loan A*), and a \$400 million senior secured term loan B (the *term loan B*). Following the Amendment, the Credit Facility consists of the revolving credit facility and the term loan B, which matures on January 15, 2021. We paid off the previously outstanding term loan A during the second quarter of 2015 with a substantial portion of the proceeds from the Operating Partnership's and Finco's private placement of \$400.0 million in aggregate principal amount of 5.00% senior notes due 2023 (the *\$400 Million 5% Senior Notes*), and the term loan A



was eliminated.

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Pursuant to the Amendment, we extended the maturity date of the revolving credit facility under the Credit Facility to June 5, 2019 and provided for two additional six-month extension options, at our election. In addition, the Amendment lowered the adjustable margin for determining the interest rate on revolving loans based on our consolidated funded indebtedness to total asset value ratio (as defined in the Credit Facility). Interest on our borrowings under the revolving credit facility is payable quarterly, in arrears, for base rate-based loans and at the end of each interest rate period for LIBOR-based loans. The effective interest rate at September 30, 2016 was LIBOR plus 1.65%. Principal is payable in full at maturity. Further, the unused commitment fee was reduced to 0.2% to 0.3% per year of the average unused portion of the revolving credit facility.

The Credit Facility continues to be guaranteed by us, each of our four wholly-owned subsidiaries that own the Gaylord Hotels properties, and certain other of our subsidiaries. The Credit Facility continues to be secured by (i) a first mortgage lien on the real property of each of our Gaylord Hotels properties, (ii) pledges of equity interests in our subsidiaries that own the Gaylord Hotels properties, (iii) our personal property and the personal property of the Operating Partnership and our subsidiaries that guarantee the Credit Facility and (iv) all proceeds and products from our Gaylord Hotels properties. Advances are subject to a 55% borrowing base, based on the appraisal value of the Gaylord Hotels properties (reduced to 50% in the event a hotel property is sold).

In addition, the Credit Facility contains certain covenants which, among other things, limit the incurrence of additional indebtedness, investments, dividends, transactions with affiliates, asset sales, acquisitions, mergers and consolidations, liens and encumbrances and other matters customarily restricted in such agreements. The material financial covenants, ratios or tests contained in the Credit Facility are as follows:

We must maintain a consolidated funded indebtedness to total asset value ratio as of the end of each calendar quarter of not more than .65 to 1.00.

We must maintain a consolidated tangible net worth (as defined in the Credit Facility) of not less than \$175 million plus 75% of the proceeds received by us or any of our subsidiaries in connection with any equity issuance.

We must maintain a consolidated fixed charge coverage ratio (as defined in the Credit Facility), of not less than 1.50 to 1.00.

We must maintain an implied debt service coverage ratio (the ratio of adjusted net operating income to monthly principal and interest that would be required if the outstanding balance were amortized over 25 years at an assumed fixed rate) of not less than 1.60 to 1.00.

If an event of default shall occur and be continuing under the Credit Facility, the commitments under the Credit Facility may be terminated and the principal amount outstanding under the Credit Facility, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

At September 30, 2016, \$366.9 million of borrowings were outstanding under the Credit Facility, and the lending banks had issued \$2.1 million of letters of credit under the facility, which left \$331.0 million of availability under the Credit Facility (subject to the satisfaction of debt incurrence tests under the indentures governing our \$350 million in aggregate principal amount of senior notes due 2021 (the \$350 Million 5% Senior Notes ) and \$400 Million 5% Senior

Notes).

*\$400 Million Term Loan Facility.* On June 18, 2014, we amended the Credit Facility such that we added an additional senior secured term loan facility in the aggregate principal amount of up to \$400.0 million to the Credit Facility. Proceeds from the term loan B were used to repay revolving loans under the Credit Facility, to repay our previous 3.75% convertible notes and to settle a portion of the warrants associated with the convertible notes. The term loan B has a maturity date of January 15, 2021 and borrowings bear interest at an annual rate of LIBOR plus

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an adjustable margin, subject to a LIBOR floor of 0.75%. At September 30, 2016, the interest rate on the term loan B was LIBOR plus 2.75% and \$391.0 million remained outstanding. The term loan B amortizes in equal quarterly installments in aggregate annual amounts equal to 1.0% of the original principal amount of \$400.0 million, with the balance due at maturity. Amounts borrowed under the term loan B that are repaid or prepaid may not be reborrowed. At closing, we drew down on the term loan B in full.

Consistent with our other loan under our Credit Facility, the term loan B is guaranteed by the Company, each of our four wholly-owned subsidiaries that own the Gaylord Hotels-branded properties, and certain other of our subsidiaries. The term loan B is secured by (i) a first mortgage lien on the real property of each of our Gaylord Hotels properties, (ii) pledges of equity interests in our subsidiaries that own the Gaylord Hotels properties, (iii) the personal property of the Company, the Operating Partnership and the guarantors and (iv) all proceeds and products from our Gaylord Hotels properties. Amounts drawn on the term loan B are subject to a 55% borrowing base, based on the appraisal value of the Gaylord Hotels properties (reduced to 50% in the event a hotel property is sold).

The term loan B is subject to certain covenants contained in the Credit Facility, which, among other things, limit the incurrence of additional indebtedness, investments, dividends, transactions with affiliates, asset sales, acquisitions, mergers and consolidations, liens and encumbrances and other matters customarily restricted in such agreements. The term loan B is subject to substantially all of the events of default provided for the Credit Facility (other than the financial maintenance covenants). If an event of default shall occur and be continuing, the commitments under the term loan B may be terminated and the principal amount outstanding under the term loan B, together with all accrued and unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

*\$350 Million 5% Senior Notes.* On April 3, 2013, the Operating Partnership and Finco completed the private placement of \$350.0 million in aggregate principal amount of senior notes due 2021, which are guaranteed by the Company and its subsidiaries that guarantee the Credit Facility. The \$350 Million 5% Senior Notes and guarantees were issued pursuant to an indenture by and among the issuing subsidiaries and the guarantors and U.S. Bank National Association as trustee. The \$350 Million 5% Senior Notes have a maturity date of April 15, 2021 and bear interest at 5% per annum, payable semi-annually in cash in arrears on April 15 and October 15 of each year. The \$350 Million 5% Senior Notes are general unsecured and unsubordinated obligations of the issuing subsidiaries and rank equal in right of payment with such subsidiaries' existing and future senior unsecured indebtedness and senior in right of payment to future subordinated indebtedness, if any. The \$350 Million 5% Senior Notes are effectively subordinated to the issuing subsidiaries' secured indebtedness to the extent of the value of the assets securing such indebtedness. The guarantees rank equally in right of payment with the applicable guarantors' existing and future senior unsecured indebtedness and senior in right of payment to any future subordinated indebtedness of such guarantor. The \$350 Million 5% Senior Notes will be effectively subordinated to any secured indebtedness of any guarantor to the extent of the value of the assets securing such indebtedness and structurally subordinated to all indebtedness and other obligations of the Operating Partnership's subsidiaries that do not guarantee the \$350 Million 5% Senior Notes.

The \$350 Million 5% Senior Notes are redeemable, in whole or in part, at a redemption price expressed as a percentage of the principal amount thereof, which percentage is 103.75%, 102.50%, 101.25%, and 100.00% beginning on April 15 of 2016, 2017, 2018, and 2019, respectively, plus accrued and unpaid interest thereon to, but not including, the redemption date.

In connection with the issuance of the \$350 Million 5% Senior Notes, we completed a registered offer to exchange the \$350 Million 5% Senior Notes for registered notes with substantially identical terms as the \$350 Million 5% Senior Notes in November 2013.

*\$400 Million 5% Senior Notes.* On April 14, 2015, the Operating Partnership and Finco completed the private placement of \$400.0 million in aggregate principal amount of senior notes due 2023. The \$400 Million 5% Senior

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Notes are general unsecured senior obligations of the Company's issuing subsidiaries and are guaranteed by the Company and its subsidiaries that guarantee the Credit Facility. The \$400 Million 5% Senior Notes and guarantees were issued pursuant to an indenture by and among the issuing subsidiaries and the guarantors and U.S. Bank National Association as trustee. The \$400 Million 5% Senior Notes have a maturity date of April 15, 2023 and bear interest at 5% per annum, payable semi-annually in cash in arrears on April 15 and October 15 of each year. The \$400 Million 5% Senior Notes are general unsecured and unsubordinated obligations of the issuing subsidiaries and rank equal in right of payment with such subsidiaries' existing and future senior unsecured indebtedness, including the \$350 Million 5% Senior Notes, and senior in right of payment to future subordinated indebtedness, if any. The \$400 Million 5% Senior Notes are effectively subordinated to the issuing subsidiaries' secured indebtedness to the extent of the value of the assets securing such indebtedness. The guarantees rank equally in right of payment with the applicable guarantor's existing and future senior unsecured indebtedness and senior in right of payment to any future subordinated indebtedness of such guarantor. The \$400 Million 5% Senior Notes are effectively subordinated to any secured indebtedness of any guarantor to the extent of the value of the assets securing such indebtedness and structurally subordinated to all indebtedness and other obligations of the Operating Partnership's subsidiaries that do not guarantee the \$400 Million 5% Senior Notes.

The issuing subsidiaries may redeem the \$400 Million 5% Senior Notes before April 15, 2018, in whole or in part, at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest, if any, up to, but excluding, the applicable redemption date plus a make-whole redemption premium. The \$400 Million 5% Senior Notes will be redeemable, in whole or in part, at any time on or after April 15, 2018 at a redemption price expressed as a percentage of the principal amount thereof, which percentage is 103.75%, 102.50%, 101.25%, and 100.00% beginning on April 15 of 2018, 2019, 2020, and 2021, respectively, plus accrued and unpaid interest thereon to, but not including, the redemption date.

In connection with the issuance of the \$400 Million 5% Senior Notes, we completed a registered offer to exchange the \$400 Million 5% Senior Notes for registered notes with substantially identical terms as the \$400 Million 5% Senior Notes in September 2015.

*Additional Debt Limitations.* Pursuant to the terms of the management agreements and pooling agreement with Marriott, we are subject to certain debt limitations described below.

The management agreements provide for the following limitations on indebtedness encumbering a hotel:

The aggregate principal balance of all mortgage and mezzanine debt encumbering the hotel shall be no greater than 75% of the fair market value of the hotel; and

The ratio of (a) aggregate Operating Profit (as defined in the management agreement) in the 12 months prior to the closing on the mortgage or mezzanine debt to (b) annual debt service for the hotel shall equal or exceed 1.2:1; but is subject to the pooling agreement described below.

The pooled limitations on Secured Debt (as defined in the pooling agreement) are as follows:

The aggregate principal balance of all mortgage and mezzanine debt on Pooled Hotels (as defined in the pooling agreement), shall be no more than 75% of the fair market value of Pooled Hotels.

The ratio of (a) aggregate Operating Profit (as defined in the pooling agreement) of Pooled Hotels in the 12 months prior to closing on any mortgage or mezzanine debt to (b) annual debt service for the Pooled Hotels, shall equal or exceed 1.2:1.

**Table of Contents***Off-Balance Sheet Arrangements*

As described in Note 11 to our condensed consolidated financial statements included herein, we have invested in a joint venture that will build and subsequently own Gaylord Rockies and expect to fund an additional amount of approximately \$35.7 million in 2016 and 2017. In connection with this investment, we agreed to provide guarantees of the hotel's construction loan, including a principal repayment guaranty of up to \$21 million of the total \$500 million principal amount of the construction loan previously obtained from a consortium of eight banks, with such amount reducing to \$14 million and further reducing to \$8.75 million upon the hotel's satisfaction of designated debt service coverage requirements following completion and opening of the hotel. We have also provided a completion guarantee under the construction loan capped at our pro rata share of all costs necessary to complete the project within the time specified in the senior loan documents. Further, we have agreed to a guaranty capped at our pro rata share of the joint venture's obligations under the construction loan prior to the hotel's opening related to interest accruing under the construction loan and the operating expenses of the property (estimated pro rata share of interest prior to the hotel opening is \$9.8 million). In addition to guaranties related to the construction loan, we agreed to provide a guaranty of the mezzanine debt related to the hotel including a payment guaranty capped at \$8.75 million for which we are only liable in the event there is a casualty or condemnation event at the hotel and the construction lenders elect to apply those proceeds to the construction loan balance and release the construction loan guaranties and liens. The guaranty related to the mezzanine debt also includes an uncapped completion guaranty and an uncapped guaranty of the joint venture's obligations under the mezzanine loan prior to the hotel's opening related to interest accruing under the mezzanine loan and the operating expenses of the property to the extent not already satisfied by the parties under the guaranties related to the construction loan. As of September 30, 2016, we have not recorded any liability in the condensed consolidated balance sheet associated with these guaranties.

In addition, we enter into commitments under letters of credit, primarily for the purpose of securing our deductible obligations with our insurers, and lending banks under our Credit Facility had issued \$2.1 million of letters of credit at September 30, 2016. Except as set forth in these paragraphs, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

*Commitments and Contractual Obligations*

The following table summarizes our significant contractual obligations at September 30, 2016, including long-term debt and operating and capital lease commitments (amounts in thousands):

|                               | Total amounts<br>committed | Less<br>than<br>1 year | Payment due by Period |            |                         |
|-------------------------------|----------------------------|------------------------|-----------------------|------------|-------------------------|
|                               |                            |                        | 1-3 years             | 3-5 years  | More<br>than<br>5 years |
| Contractual obligations       |                            |                        |                       |            |                         |
| Long-term debt (1)            | \$ 1,507,900               | \$                     | \$ 366,900            | \$ 741,000 | \$ 400,000              |
| Capital leases                | 663                        | 19                     | 41                    | 45         | 558                     |
| Operating leases (2)          | 619,118                    | 4,335                  | 8,762                 | 9,296      | 596,725                 |
| Construction commitments (3)  | 24,722                     | 24,722                 |                       |            |                         |
| Other commitments (4)         | 35,657                     | 35,657                 |                       |            |                         |
| Total contractual obligations | \$ 2,188,060               | \$ 64,733              | \$ 375,703            | \$ 750,341 | \$ 997,283              |



- (1) Long-term debt commitments do not include approximately \$290.7 million in interest payments projected to be due in future years (less than 1 year \$59.5 million; 1-3 years \$115.9 million; 3-5 years \$84.5 million; more than 5 years \$30.8 million) based on the stated interest rates on our fixed-rate debt and the rates in effect at September 30, 2016 for our variable-rate debt. Variable rates, as well as outstanding principal balances, could change in future periods. See Principal Debt Agreements above for a discussion of our outstanding long-term debt. See Supplemental Cash Flow Information in Note 1 to our Annual Report on Form 10-K for the year ended December 31, 2015 for a discussion of the interest we paid during 2015, 2014 and 2013.

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- (2) Total operating lease commitments of \$619.1 million includes the 75-year operating lease agreement we entered into during 1999 for 65.3 acres of land located in Osceola County, Florida where Gaylord Palms is located.
- (3) With respect to our properties that are operated under management agreements with Marriott, we are obligated to maintain an FF&E reserve account for future planned and emergency-related capital expenditures at these properties. The amount funded into each of these reserve accounts is determined pursuant to the management agreements. For fiscal year 2016, the amount funded into the reserve accounts will be 5.0% of the respective property's total annual revenue. At September 30, 2016, \$24.7 million was held in FF&E reserve accounts for future capital expenditures at our properties. According to the terms of each management agreement with Marriott, the reserve funds are to be held by Marriott in a restricted cash account. Although it is not required that such funds be expended in a given year, each management agreement provides any excess funds will carry over for use in future years.
- (4) Other commitments represents our expected capital contribution in the Gaylord Rockies project. Our total capital contribution is expected to be approximately \$86.1 million, of which \$50.4 million was paid in the nine months ended September 30, 2016. We expect to fund the remainder of our capital contribution during the remainder of 2016 and the first half of 2017. Our capital contributions will be funded from available cash on hand and borrowings under our revolving credit facility.

Due to the uncertainty with respect to the timing of future cash payments associated with our defined benefit pension plan, our non-qualified retirement plan, our non-qualified contributory deferred compensation plan and our defined benefit postretirement health care and life insurance plan, we cannot make reasonably certain estimates of the period of cash settlement. Therefore, these obligations have been excluded from the contractual obligations table above. See Note 7 and Note 8 to our Annual Report on Form 10-K for the year ended December 31, 2015 for further discussion related to these obligations.

***Critical Accounting Policies and Estimates***

We prepare our condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States. Certain of our accounting policies, including those related to revenue recognition, impairment of long-lived assets, stock-based compensation, depreciation and amortization, income taxes, pension and postretirement benefits other than pension plans, and legal contingencies, require that we apply significant judgment in defining the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. Our judgments are based on our historical experience, our observance of trends in the industry, information provided by our customers and information available from other outside sources, as appropriate. There can be no assurance that actual results will not differ from our estimates. For a discussion of our critical accounting policies and estimates, please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations and Notes to Consolidated Financial Statements presented in our Annual Report on Form 10-K for the year ended December 31, 2015. There were no newly identified critical accounting policies in the first nine months of 2016 nor were there any material changes to the critical accounting policies and estimates discussed in our Annual Report on Form 10-K for the year ended December 31, 2015.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. Our primary exposures to market risk are from changes in interest rates and changes in asset values of investments that fund our pension plan.

***Risk Related to Changes in Interest Rates***

Borrowings outstanding under the revolving credit portion of our Credit Facility bear interest at an annual rate of LIBOR plus 1.65%, subject to adjustment as defined in the agreement. If LIBOR were to increase by 100 basis points, our annual interest cost on the \$366.9 million in borrowings outstanding under the revolving credit portion of our Credit Facility at September 30, 2016 would increase by approximately \$3.7 million.

Borrowings outstanding under our \$400 million term loan B currently bear interest at an annual rate of LIBOR plus 2.75%, subject to adjustment as defined in the agreement. If LIBOR were to increase by 100 basis points, our annual interest cost on the \$391.0 million in borrowings outstanding under our \$400 million term loan B at September 30, 2016 would increase by approximately \$3.9 million.

Certain of our outstanding cash balances are occasionally invested overnight with high credit quality financial institutions. We do not have significant exposure to changing interest rates on invested cash at September 30, 2016. As a result, the interest rate market risk implicit in these investments at September 30, 2016, if any, is low.

***Risk Related to Changes in Asset Values that Fund our Pension Plans***

The expected rates of return on the assets that fund our defined benefit pension plan are based on the asset allocation of the plan and the long-term projected return on those assets, which represent a diversified mix of equity securities, fixed income securities and cash. At September 30, 2016, the value of the investments in the pension fund was \$66.4 million, and an immediate 10% decrease in the value of the investments in the fund would have reduced the value of the fund by approximately \$6.6 million.

**ITEM 4. CONTROLS AND PROCEDURES.**

The Company maintains disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Exchange Act, that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Company carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

There has been no change in our internal control over financial reporting that occurred during the period covered by this report that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



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**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

The Company is a party to certain litigation in the ordinary course, as described in Note 11, Commitments and Contingencies, to our condensed consolidated financial statements included herein and which our management deems immaterial and will not have a material effect on our results of operations, financial condition or liquidity.

**ITEM 1A. RISK FACTORS.**

There have been no material changes in our Risk Factors as previously set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

On August 20, 2015, the Company announced that its board of directors authorized a share repurchase program for up to \$100 million of the Company's common stock using cash on hand and borrowings under its revolving credit line to be implemented through open market transactions on U.S. exchanges or in privately negotiated transactions, in accordance with applicable securities laws, and any market purchases will be made during open trading window periods or pursuant to any applicable Rule 10b5-1 trading plans. The authorization extends until December 31, 2016. The timing, prices, and sizes of repurchases will depend upon prevailing market prices, general economic and market conditions and other considerations. The repurchase program does not obligate the Company to acquire any particular amount of stock.

No shares were repurchased during the three months ended September 30, 2016. The Company has \$75.2 million remaining under its current authorization.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

Inapplicable.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Inapplicable.

**ITEM 5. OTHER INFORMATION.**

Inapplicable.

**ITEM 6. EXHIBITS.**

See Index to Exhibits following the Signatures page.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**RYMAN HOSPITALITY PROPERTIES, INC.**

Date: November 3, 2016

By: /s/ Colin V. Reed  
Colin V. Reed  
Chairman of the Board of Directors and  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Mark Fioravanti  
Mark Fioravanti  
President and Chief Financial Officer  
(Principal Financial Officer)

By: /s/ Jennifer Hutcheson  
Jennifer Hutcheson  
Senior Vice President and  
Corporate Controller  
(Principal Accounting Officer)

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**INDEX TO EXHIBITS**

| <b>EXHIBIT<br/>NUMBER</b> | <b>DESCRIPTION</b>  |
|---------------------------|---|
| 3.1                       | Amended and Restated Certificate of Incorporation of Ryman Hospitality Properties, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed October 1, 2012).   |
| 3.2                       | Amended and Restated Bylaws of Ryman Hospitality Properties, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed October 1, 2012).   |
| 10.1*#                    | Third Amendment to Employment Agreement dated as of July 1, 2016 by and between the Company and Bennett Westbrook.  |
| 31.1*                     | Certification of Colin V. Reed pursuant to Section 302 of Sarbanes-Oxley Act of 2002.   |
| 31.2*                     | Certification of Mark Fioravanti pursuant to Section 302 of Sarbanes-Oxley Act of 2002.   |
| 32.1**                    | Certification of Colin V. Reed and Mark Fioravanti pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.  |
| 101*                      | The following materials from Ryman Hospitality Properties, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets (unaudited) at September 30, 2016 and December 31, 2015, (ii) Condensed Consolidated Statements of Operations and Comprehensive Income (unaudited) for the three months and nine months ended September 30, 2016 and 2015, (iii) Condensed Consolidated Statements of Cash Flows (unaudited) for the nine months ended September 30, 2016 and 2015, and (iv) Notes to Condensed Consolidated Financial Statements (unaudited). |

\* Filed herewith.

\*\* Furnished herewith.

# Management contract or compensatory plan or arrangement.