

SCHEDULE 13D

(RULE 13d-101)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(a) and
Amendments Thereto Filed Pursuant to Rule 13d-2(a)

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Gaylord Entertainment Company

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

367905106

(CUSIP Number)

Michael B. Richman - Reed Smith LLP, 1301 K Street, N.W., Suite 1100-East Tower
Washington, D.C. 20005 - Telephone: (202) 414-9200

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

September 29, 2000

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

The Oklahoma Publishing Company Voting Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []
(b) [X]

3 SEC Use Only

4 Source of Funds (See Instructions) 00

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

[]

6 Citizenship or Place of Organization Organization under Delaware law

7 Sole Voting Power 12,539,974

8 Shared Voting Power 2,103,766

9 Sole Dispositive Power 0

10 Shared Dispositive Power 14,643,740

11 Aggregate Amount Beneficially Owned by Each Reporting Person 14,643,740

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[]

13 Percent of Class Represented by Amount in Row (11) 43.88%

14 Type of Reporting Person (See Instructions)

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1 Names of Reporting Persons/I.R.S. Identification Nos.
of Above Persons (Entities Only)

Edward L. Gaylord

2 Check the Appropriate Box if a Member of a Group
(See Instructions)

(a) []

(b) [X]

3 SEC Use Only

4 Source of Funds (See Instructions) 00

5 Check if Disclosure of Legal Proceedings is Required Pursuant
to Item 2(d) or 2(e)

[]

6 Citizenship or Place of Organization United States

7 Sole Voting Power 485,242

Number of

Shares

8 Shared Voting Power 8,219,187

Beneficially

9 Sole Dispositive Power 485,242

Owned by Each

Reporting

Person

10 Shared Dispositive Power 8,219,187

With

11 Aggregate Amount Beneficially Owned by Each Reporting Person 8,704,429

12 Check if the Aggregate Amount in Row (11) Excludes
Certain Shares (See Instructions)

[X]

13 Percent of Class Represented by Amount in Row (11) 25.94%

14 Type of Reporting Person (See Instructions)

IN

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1 Names of Reporting Persons/I.R.S. Identification Nos.
of Above Persons (Entities Only)

Edith Gaylord Harper

2 Check the Appropriate Box if a Member of a Group
(See Instructions)

(a) []

(b) [X]

3 SEC Use Only

4 Source of Funds (See Instructions) 00

5 Check if Disclosure of Legal Proceedings is Required Pursuant
to Item 2(d) or 2(e)

[]

6 Citizenship or Place of Organization United States

7 Sole Voting Power 0

Number of

Shares

Beneficially

Owned by Each

Reporting

Person

With

8 Shared Voting Power 2,133,371

9 Sole Dispositive Power 0

10 Shared Dispositive Power 2,133,371

11 Aggregate Amount Beneficially Owned by Each Reporting Person 2,133,371

12 Check if the Aggregate Amount in Row (11) Excludes
Certain Shares (See Instructions)

[X]

13 Percent of Class Represented by Amount in Row (11) 6.39%

14 Type of Reporting Person (See Instructions)

IN

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1 Names of Reporting Persons/I.R.S. Identification Nos.
of Above Persons (Entities Only)

Edward K. Gaylord II

2 Check the Appropriate Box if a Member of a Group
(See Instructions)

(a) []

(b) [X]

3 SEC Use Only

4 Source of Funds (See Instructions) 00

5 Check if Disclosure of Legal Proceedings is Required Pursuant
to Item 2(d) or 2(e)

[]

6 Citizenship or Place of Organization United States

7 Sole Voting Power 91,710

Number of

Shares

8 Shared Voting Power 2,634,891

Beneficially

9 Sole Dispositive Power 91,710

Owned by Each

Reporting

Person

10 Shared Dispositive Power 2,634,891

With

11 Aggregate Amount Beneficially Owned by Each Reporting Person 2,726,601

12 Check if the Aggregate Amount in Row (11) Excludes
Certain Shares (See Instructions)

[X]

13 Percent of Class Represented by Amount in Row (11) 8.15%

14 Type of Reporting Person (See Instructions)

IN

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

The Oklahoma Publishing Company

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []
(b) [X]

3 SEC Use Only

4 Source of Funds (See Instructions)

WC

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

[]

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power 240,400

Number of

Shares

8 Shared Voting Power 1,833,366

Beneficially

Owned by Each

9 Sole Dispositive Power 240,400

Reporting

Person

10 Shared Dispositive Power 1,833,366

With

11 Aggregate Amount Beneficially Owned by Each Reporting Person 2,103,766

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[]

13 Percent of Class Represented by Amount in Row (11)

6.30%

14 Type of Reporting Person (See Instructions)

CO

CUSIP NO. 367905106

13D

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1 Names of Reporting Persons/I.R.S. Identification Nos.
of Above Persons (Entities Only)

GFI Company

2 Check the Appropriate Box if a Member of a Group
(See Instructions)

(a) []

(b) [X]

3 SEC Use Only

4 Source of Funds (See Instructions)

WC

5 Check if Disclosure of Legal Proceedings is Required Pursuant
to Item 2(d) or 2(e)

[]

6 Citizenship or Place of Organization

Nevada

Number of	7	Sole Voting Power	1,833,366
Shares	-----		
Beneficially	8	Shared Voting Power	0
Owned by Each	-----		
Reporting	9	Sole Dispositive Power	1,833,366
Person	-----		
With	10	Shared Dispositive Power	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person 1,833,366

12 Check if the Aggregate Amount in Row (11) Excludes
Certain Shares (See Instructions)

[]

13 Percent of Class Represented by Amount in Row (11)

5.49%

14 Type of Reporting Person (See Instructions)

CO

This Amendment No. 5, amending the Schedule 13D dated October 10, 1997, respecting the common stock, \$.01 par value ("Common Stock"), of Gaylord Entertainment Company (the "Issuer"), is being filed jointly by The Oklahoma Publishing Company Voting Trust (the "Voting Trust"), The Oklahoma Publishing Company ("OPUBCO"), GFI Company ("GFI"), Edward L. Gaylord, Edith Gaylord Harper and Edward K. Gaylord II (hereinafter collectively referred to as the "Reporting Persons" and, excluding the Voting Trust, OPUBCO and GFI, as the "Individual Reporting Persons"). This Schedule 13D was previously amended by Amendment No. 1 filed on August 24, 1998, Amendment No. 2 filed on October 2, 1998, Amendment No. 3 filed on July 1, 1999, and Amendment No. 4 filed on August 16, 1999. This Amendment No. 5 adds GFI Company ("GFI") as an additional Reporting Person.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 is hereby amended and supplemented as follows:

The term of the Voting Trust was extended to October 2, 2010 by an agreement among the Voting Trustees and the holders of voting trust certificates dated as of October 2, 2000. The agreement also amended the Voting Trust Agreement to provide for the release to holders of the Common Stock held by the Voting Trust, as described below in Item 5.

The name, state of organization, principal business, principal business address, principal office address and other information regarding GFI, the additional Reporting Person added by this Amendment No. 5, are as follows:

GFI Company is a corporation organized under the laws of the State of Nevada. GFI is a wholly-owned subsidiary of OPUBCO. Its principal business is financing and investments. The address of its principal business and principal office is 3753 Howard Hughes Parkway, Suite 200, Las Vegas, Nevada 89109.

The executive officers and directors of GFI are the following:

Edward K. Gaylord II - President, Director
 Edward L. Gaylord - Director
 David C. Story - Treasurer & Secretary, Director

For each person, the principal occupation or employment is as an officer of OPUBCO, with the business address being the same as OPUBCO, as described in Amendment No. 4.

Neither GFI nor, to the best knowledge of the Reporting Persons, any of the executive officers and directors listed above has been convicted during the last five years in any criminal proceeding (excluding traffic violations or similar misdemeanors),

nor has any one of them been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction leading to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended and supplemented as follows:

GFI acquired shares of Common Stock on August 30, 1999 by way of a sale from its parent, OPUBCO. The amounts used to purchase the shares were generated from operations of GFI that were held for the account of GFI at OPUBCO. The shares were valued at the closing price on the acquisition date of the Common Stock on the New York Stock Exchange, which was \$30.50 per share.

As of October 10, 2000, the total amount of funds used for purchase by OPUBCO of Common Stock since the filing of Amendment No. 4 to this Schedule 13D (including commissions) was \$12,365,081.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended and supplemented as follows:

The shares of Common Stock held by OPUBCO as of August 30, 1999 were purchased by its subsidiary, GFI. Voting authority over the shares of Common Stock held by GFI is shared by Edward L. Gaylord and Edward K. Gaylord II, who are both Individual Reporting Persons, in their capacities as a director and director/executive officer, respectively, of GFI. These same individuals had voting authority over the shares when they were formerly held by GFI's parent, OPUBCO.

GFI acquired the shares of Common Stock to hold as an investment and to continue the exercise by the Reporting Persons of control over the Issuer. GFI may purchase or sell shares of Common Stock on the open market or otherwise depending on an evaluation of market price or other considerations.

Because of the relationships among the Reporting Persons, including the fact that two of the Individual Reporting Persons serve as two of the five Voting Trustees of the Voting Trust and also have voting authority over the shares held by OPUBCO and GFI, it can be expected that they may vote all of the shares of Common Stock over which they have voting control in a consistent manner, which enables the Reporting Persons to exercise control over the Issuer. There is, however, no formal contractual obligation or understanding among the Reporting Persons to do so.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and supplemented as follows:

Since the filing of Amendment No. 4 to this Schedule 13D on August 16, 1999, OPUBCO has acquired additional shares of Common Stock in open market transactions on the New York Stock Exchange, including the following purchases during the past 60 days:

Purchase date -----	Number of shares -----	Purchase Price per share -----
09/28/2000	35,000	22.2500
09/28/2000	15,100	21.7500
09/28/2000	13,000	21.2500
09/28/2000	17,000	21.0000
09/28/2000	20,000	21.1250
09/28/2000	10,000	21.6250
09/28/2000	5,000	22.0000
09/29/2000	3,200	22.8750
09/29/2000	3,000	23.1250
09/29/2000	2,000	23.6875
09/29/2000	1,200	23.3750
09/29/2000	600	22.6875

The following information is as of the close of business on October 11, 2000, based on the number of shares of Common Stock of the Issuer outstanding on July 31, 2000, according to the Issuer's Form 10-Q for the period ended June 30, 2000:

The Voting Trust beneficially owns 14,643,740 shares of Common Stock, constituting 43.88% of the Issuer's total shares outstanding. Under the terms of the Voting Trust Agreement, the Voting Trust has sole power to vote or direct the vote of, and shared power to dispose or direct the disposition of, the 12,539,974 shares of Common Stock deposited in the Voting Trust. The shared power over the disposition of these shares exists by virtue of the Voting Trustees' authority over the withdrawal of such shares (described above in Item 2). This figure also includes 270,400 shares that are beneficially owned by OPUBCO, a corporation that is controlled by the Voting Trust, and 1,833,366 shares that are beneficially owned by GFI, a corporation wholly owned by OPUBCO, over both of which the Voting Trust may be deemed to share power over the voting and disposition by reason of its control. The Voting Trust disclaims beneficial ownership of the shares held by OPUBCO and GFI.

Effective as of October 2, 2000, the Voting Trust has been amended to provide that within 30 days of such effective date, the Voting Trustees shall implement such action as deemed necessary to release all shares of Common Stock to the holders of trust certificates representing such shares. The release of the shares

of Common Stock is conditioned upon approval of such transfers of Common Stock by the Federal Communications Commission. The Voting Trust would, assuming the consummation of such releases, cease to have any power to vote or direct the vote of, or to dispose or direct the disposition of, the 12,539,974 shares of Common Stock currently deposited in the Voting Trust.

Edward L. Gaylord has the power to vote or direct the vote of, or to dispose or direct the disposition of, 8,704,429 shares of Common Stock, constituting 25.94% of total shares outstanding. This figure does not include shares owned by Mr. Gaylord's children Christine Gaylord Everest, Edward K. Gaylord II, and Louise Gaylord Bennett, and his sister Edith Gaylord Harper, as to which Mr. Gaylord disclaims beneficial ownership. It also does not include the shares deposited in the Voting Trust, of which Mr. Gaylord is one of five Voting Trustees, by persons other than Mr. Gaylord, as to which Mr. Gaylord also disclaims beneficial ownership. It does include 4,666,558 shares beneficially owned by Mr. Gaylord as Trustee for the Edward L. Gaylord Revocable Trust (4,635,998 of which are deposited in the Voting Trust); 352,586 shares beneficially owned by Mr. Gaylord as Trustee for the Thelma F. Gaylord Irrevocable Trust (345,236 of which are deposited in the Voting Trust); 828,646 shares beneficially owned by Mr. Gaylord as Trustee for the Mary I. Gaylord Revocable Living Trust (all of which are deposited in the Voting Trust); 128,625 shares beneficially owned by The Oklahoman Foundation, a charitable trust of which Mr. Gaylord is a co-Trustee with Christine Gaylord Everest and Edward K. Gaylord II; 262,395 shares beneficially owned by Gayno, Inc., a corporation controlled by Mr. Gaylord; 143,583 shares beneficially owned by the E.L. and Thelma Gaylord Foundation, a charitable trust of which Mr. Gaylord is a Trustee; 33,333 shares beneficially owned by The Mary Gaylord Foundation, a charitable foundation of which Mr. Gaylord is a co-Trustee with his daughter Mary I. Gaylord; and 184,937 shares subject to unexercised stock options. It also includes 270,400 shares beneficially owned by OPUBCO, a corporation of which Mr. Gaylord is Chairman with the shared power to vote and dispose of the shares as portfolio securities, and 1,833,366 shares beneficially owned by GFI, a corporation of which Mr. Gaylord is a director with the shared power to vote and dispose of the shares as portfolio securities, as to which Mr. Gaylord disclaims beneficial ownership. Of the aggregate number of shares reported above, Mr. Gaylord has sole power to vote or direct the vote of, and sole power to dispose or direct the disposition of, 485,242 shares, and shared power to vote or direct the vote of, and shared power to dispose or direct the disposition of, 8,219,187 shares.

Edith Gaylord Harper has the power to vote or direct the vote of, or to dispose or direct the disposition of, 2,133,371 shares of Common Stock, constituting 6.39% of total shares outstanding. This figure does not include shares owned by Mrs. Harper's brother Edward L. Gaylord, as to which Mrs. Harper disclaims beneficial ownership. It also does not include the shares deposited in the Voting Trust, of which Mrs. Harper is one of five Voting Trustees,

by persons other than Mrs. Harper, and the shares beneficially owned by corporations controlled by the Voting Trust, as to which Mrs. Harper also disclaims beneficial ownership. It does include 2,133,371 shares held by the Edith Gaylord Harper 1995 Revocable Trust, of which 1,736,437 shares are deposited in the Voting Trust. Mrs. Harper is a co-Trustee of that trust with William J. Ross and David O. Hogan, and is responsible for the voting of the shares of Common Stock held by the trust. Mrs. Harper has shared power to vote or direct the vote of, and shared power to dispose or direct the disposition of, all the shares reported above.

Edward K. Gaylord II has the power to vote or direct the vote of, or to dispose or direct the disposition of, 2,726,601 shares of Common Stock, constituting 8.15% of total shares outstanding. This figure does not include shares owned by Mr. Gaylord's father, Edward L. Gaylord, or his siblings Christine Gaylord Everest and Louise Gaylord Bennett, as to which Mr. Gaylord disclaims beneficial ownership. It also does not include the shares deposited in the Voting Trust, of which Mr. Gaylord is one of five Voting Trustees, by persons other than Mr. Gaylord, as to which Mr. Gaylord also disclaims beneficial ownership. It does include 402,500 shares beneficially owned by Mr. Gaylord, which are deposited in the Voting Trust; 128,625 shares beneficially owned by The Oklahoman Foundation, a charitable trust of which Mr. Gaylord is a co-Trustee with Christine Gaylord Everest and Edward L. Gaylord; 84,210 shares subject to unexercised stock options; and 7,500 shares of restricted stock. It also includes 270,400 shares beneficially owned by OPUBCO, a corporation of which Mr. Gaylord is President with the shared power to vote and dispose of the shares as portfolio securities, and 1,833,366 shares beneficially owned by GFI, a corporation of which Mr. Gaylord is President with the shared power to vote and dispose of the shares as portfolio securities, as to which Mr. Gaylord disclaims beneficial ownership. Of the aggregate number of shares reported above, Mr. Gaylord has sole power to vote or direct the vote of, and sole power to dispose or direct the disposition of, 91,710 shares, and shared power to vote or direct the vote of, and shared power to dispose or direct the disposition of, 2,634,891 shares.

OPUBCO has the power to vote or direct the vote of, or to dispose or direct the disposition of, 2,103,766 shares of Common Stock, constituting 6.30% of total shares outstanding. This includes 1,833,366 shares beneficially owned by GFI, a corporation wholly owned by OPUBCO, as to which OPUBCO disclaims beneficial ownership. OPUBCO has the sole power to vote or direct the vote of, and sole power to dispose or direct the disposition of, 270,400 shares, and shared power to vote or direct the vote of, and shared power to dispose or direct the disposition of, 1,833,366 shares.

GFI has the sole power to vote or direct the vote of, or to dispose or direct the disposition of, 1,833,366 shares of Common Stock, constituting 5.49% of total shares outstanding.

The following information is provided with respect to the additional persons named in Item 2 as executive officers and directors of Reporting Persons that are corporations, to the best knowledge of the Reporting Persons:

Christine Gaylord Everest has the power to vote or direct the vote of, or to dispose or direct the disposition of, 1,103,364 shares of Common Stock, constituting 3.29% of total shares outstanding. This figure does not include shares owned by Ms. Everest's husband James H. Everest, her father Edward L. Gaylord, or her siblings Edward K. Gaylord II and Louise Gaylord Bennett, as to which Ms. Everest disclaims beneficial ownership. It also does not include the shares deposited in the Voting Trust, of which Ms. Everest is one of five Voting Trustees, by persons other than Ms. Everest, and the shares beneficially owned by corporations controlled by the Voting Trust, as to which Ms. Everest also disclaims beneficial ownership. It does include 849,163 shares beneficially owned by Ms. Everest, which are deposited in the Voting Trust; 128,625 shares beneficially owned by The Oklahoman Foundation, a charitable trust of which Ms. Everest is a co-Trustee with Edward L. Gaylord and Edward K. Gaylord II; and 125,576 shares subject to unexercised stock options. Of the aggregate number of shares reported above, Ms. Everest has sole power to vote or direct the vote of, and sole power to dispose or direct the disposition of, 125,576 shares, and shared power to vote or direct the vote of, and shared power to dispose or direct the disposition of, 977,788 shares.

Martin C. Dickinson has the power to vote or direct the vote of, or to dispose or direct the disposition of, 1,362,646 shares of Common Stock, constituting 4.07% of total shares outstanding. This figure does not include the shares deposited in the Voting Trust, of which Mr. Dickinson is one of five Voting Trustees, by persons other than Mr. Dickinson, and the shares beneficially owned by corporations controlled by the Voting Trust, as to which Mr. Dickinson disclaims beneficial ownership. This figure includes 600,000 shares beneficially owned as co-trustee of the Elizabeth M. Dickinson Trust, 598,871 of which are deposited in the Voting Trust; 600,000 shares beneficially owned as president and director of the Donald C. Dickinson and Elizabeth M. Dickinson Foundation, all of which are deposited with the Voting Trust; 77,382 shares beneficially owned as trustee for the Martin C. Dickinson Revocable Trust, 66,332 of which are deposited with the Voting Trust; and 85,264 shares subject to unexercised stock options. Of the aggregate number of shares reported above, Mr. Dickinson has sole power to vote or direct the vote of, and sole power to dispose or direct the disposition of, 97,443 shares, and shared power to vote or direct the vote of, and shared power to dispose or direct the disposition of, 1,265,203 shares.

Edmund O. Martin is the beneficial owner of 7,699 shares of Common Stock.

David Story is the beneficial owner of 1,715 shares of Common Stock.

Except as set forth above, none of the Reporting Persons or, to the best of their knowledge, the additional persons listed in Item 2 has engaged in any transactions in the Common Stock of the Issuer during the past sixty days.

Except as set forth above, there are no other persons with the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities described herein.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The Voting Trust Agreement filed as an exhibit to the original Schedule 13D filing has been amended by Extension and Amendment No. 2 to Voting Trust Agreement, dated as of October 2, 2000. Such amendment is attached hereto as Exhibit 2-A, and the terms and provisions thereof are incorporated herein by reference.

The Joint Filing Agreement entered into by the parties in connection with this Schedule 13D filing has been revised to add GFI as a joint filer. Such revised agreement is attached hereto as Exhibit 1-B.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

The following is filed as an additional exhibit:

Exhibit 1-B: Joint Filing Agreement dated October 11, 2000

Exhibit 2-A: Extension and Amendment No. 2 to Voting Trust Agreement, dated as of October 2, 2000

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 19, 2000

THE OKLAHOMA PUBLISHING COMPANY
VOTING TRUST
Edward L. Gaylord,
Voting Trustee
EDWARD L. GAYLORD
EDITH GAYLORD HARPER

By: /s/ Frederic T. Spindel

Frederic T. Spindel,
Authorized Representative
of The Oklahoma Publishing
Company Voting Trust,
Edward L. Gaylord, and
Edith Gaylord Harper

EDWARD K. GAYLORD II

By: /s/ Edward K. Gaylord II

Edward K. Gaylord II

THE OKLAHOMA PUBLISHING COMPANY

By: /s/ Edward K. Gaylord II

Edward K. Gaylord II
President

GFI COMPANY

By: /s/ Edward K. Gaylord II

Edward K. Gaylord II
President

EXHIBIT 1-B

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including amendments thereto) with respect to the common stock of Gaylord Entertainment Company, and further agree that this Joint Filing Agreement be included as an exhibit to such Statement.

In evidence thereof, the undersigned, being duly authorized, hereby executes this Agreement this 19th day of October, 2000.

THE OKLAHOMA PUBLISHING COMPANY
VOTING TRUST
Edward L. Gaylord,
Voting Trustee
EDWARD L. GAYLORD
EDITH GAYLORD HARPER

By: /s/ Frederic T. Spindel

Frederic T. Spindel,
Authorized Representative
of The Oklahoma Publishing
Company Voting Trust,
Edward L. Gaylord, and
Edith Gaylord Harper

EDWARD K. GAYLORD II

By: /s/ Edward K. Gaylord II

Edward K. Gaylord II

THE OKLAHOMA PUBLISHING COMPANY

By: /s/ Edward K. Gaylord II

Edward K. Gaylord II
President

GFI COMPANY

By: /s/ Edward K. Gaylord II

Edward K. Gaylord II
President

EXTENSION AND AMENDMENT NO. 2
TO
VOTING TRUST AGREEMENT

THIS EXTENSION AND AMENDMENT NO. 2 TO VOTING TRUST AGREEMENT ("Extension Agreement"), made and entered into as of the 2nd day of October, 2000, by and among Edward L. Gaylord, Edith Gaylord Harper, Christine Gaylord Everest, E. K. Gaylord II and Martin C. Dickinson (collectively "Voting Trustees") and certain voting trust certificate holders whose names are subscribed hereto (collectively "Certificate Holders") of a Voting Trust created under that certain Agreement dated October 3, 1990, as amended by Amendment No. 1 dated October 23, 1991 (the "Voting Trust Agreement").

WHEREAS, pursuant to Section 218 of the Delaware General Corporation Law, the Certificate Holders and the Voting Trustees entered into the Voting Trust Agreement to authorize the Voting Trustees to act thereunder with respect to the voting of, and other matters respecting the shares of common stock of The Oklahoma Publishing Company ("OPUBCO") and thereafter of Gaylord Entertainment Company ("GET"); and

WHEREAS, in order to perpetuate the continuity and stability of policies and management of OPUBCO, the parties hereto deem it necessary and, in their best interests and in the best interests of OPUBCO, that the Voting Trust be extended for an additional period; and

WHEREAS, an extension of the term of the Voting Trust Agreement requires the consent of the Voting Trustees pursuant to Section 20 of the Voting Trust Agreement; and

WHEREAS, the parties desire that the shares of GET common stock be released to Certificate Holders; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, and other good and valuable consideration, the several parties hereto mutually covenant and agree as follows:

1. Extension of Term. Pursuant to Section 20 of the Voting Trust Agreement, the term of the Voting Trust Agreement is hereby extended for an additional period of ten (10) years to and including October 2, 2010.

2. Consent of Voting Trustees. The Voting Trustees consent to the extension of the Voting Trust and agree to act as Voting Trustees during the term of extension of the Voting Trust Agreement.

3. Release of GET Common Stock. Notwithstanding any provision in the Voting Trust Agreement to the contrary, the Voting Trust Agreement is hereby amended to add the following Section 35 thereto:

"Notwithstanding anything herein to the contrary, within 30 days following the extension of this Agreement, the Voting Trustees shall implement such action as deemed necessary to release all shares of common stock of Gaylord Entertainment Company to the holders of trust certificates representing such shares."

4. Post-Effective Execution. Subject in each case to the consent of at least 60% of the Voting Trustees, any Certificate Holder who does not enter into this Extension Agreement by the date and year first above written, or any other shareholder of OPUBCO who desires to deposit his shares and become a trust certificate holder of the Voting Trust, may do so by subscribing to an addendum to this Extension Agreement and thereby agree to be hereby bound as if such Certificate Holder or shareholder had executed this Extension Agreement on the date and year first written above.

5. All Other Provisions to Remain in Effect. Other than as set forth in this Extension Agreement with respect to the extension of the term of the Voting Trust Agreement as set forth in Section 1 hereof, and with respect to the release of shares of GET common stock as set forth in Section 3 hereof, all provisions of the Voting Trust Agreement shall remain in full force and effect and be binding upon, enforceable against, and inure to the benefit of the persons subscribing hereto, and their respective heirs, executors, administrators, devisees, trustees and assigns.

6. Governing Law. This Extension Agreement shall be governed, construed and enforced in accordance with the laws of the State of Delaware.

7. Counterparts. This Extension Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

IN WITNESS HEREOF, the undersigned Certificate Holders and the Voting Trustees have executed this Extension Agreement as of the day and year first written above.

VOTING TRUSTEES

TRUSTEE

/s/ Edward L. Gaylord

Edward L. Gaylord

/s/ Edith Gaylord Harper

Edith Gaylord Harper

/s/ Christine Gaylord Everest

Christine Gaylord Everest

/s/ Edward K. Gaylord II

Edward K. Gaylord II

/s/ Martin C. Dickinson

Martin C. Dickinson

CERTIFICATE HOLDERS
OF THE COMPANIES

Certificate Holder

Louise Gaylord Bennett

/s/ Martin C. Dickinson

Martin C. Dickinson, Trustee
 Martin C. Dickinson
 Revocable Trust

/s/ Carol D. Dickinson

Carol D. Dickinson, Trustee
 Carol D. Dickinson Revocable
 Trust

/s/ Martin C. Dickinson

Donald C. Dickinson & Elizabeth
 M. Dickinson Foundation

/s/ Martin C. Dickinson

Martin C. Dickinson & Elizabeth
D. Smoyer, Trustees,
Elizabeth M. Dickinson Trust

Rebecca E. Dickinson

/s/ Kristopher A. Dickinson

Kristopher A. Dickinson

Kristopher Dickinson Generation
Skipping Trust U/Elizabeth
M. Dickinson Trust DTD 1-
31-79 Martin C. Dickinson &
Elizabeth D. Smoyer, Co-
Trustees

Christine Gaylord Everest

The Jean I Everest Foundation

Mary Christine Everest

Tricia Louise Everest

James H. Everest

Leon J. Fairbanks

/s/ Edward L. Gaylord

Edward L. Gaylord, Trustee
Edward L. Gaylord Revocable
Trust Dated 12/27/89

/s/ Edward L. Gaylord

Thelma F. Gaylord Irrevocable
Trust Dated 12/28/89, Edward
L. Gaylord, Trustee

/s/ Edward L. Gaylord

Edward L. Gaylord, Trustee Mary
I. Gaylord Revocable Living
Trust of 1985

/s/ Edward King Gaylord II

Edward King Gaylord II

/s/ Edith Gaylord Harper

Edith Gaylord Harper, William J.
Ross & David O. Hogan,
Trustees of the Edith Gaylord
Harper 1995 Revocable Trust

Linden Root Dickinson
Foundation, John R. Henkel,
Trustee

Janet L. Rollins, Trustee Janet L.
Rollins 1986 Trust U/T/D
8/13/86

Sanders Charitable Remainder
Unitrust, John R. Henkel,
Trustee

Joan L. Sanders

Derek Alan Sanders

Derek A. Sanders & Valerie
Sanders, trustees, Revocable
Trust dated May 24, 1990, as
amended as Valerie W.
Sanders separate property

Derek A. & Valerie Sanders,
trustees, Revocable Trust
Dated May 24, 1990, as
amended as Derek A. Sanders
separate property

Kevin Reed Sanders

Derek A. Sanders, custodian for
Allison N. Sanders under
California UGMA

Derek A. Sanders, custodian for
Matthew C. Sanders under
California UGMA

Robert W. Sanders

Walter J. Smoyer & Elizabeth D.
Smoyer, Trustees of The
Walter & Elizabeth Smoyer
Family Trust DTD 10/3/96

Donald J. Smoyer

Donald James Smoyer Generation
Skipping Trust U/Elizabeth
M. Dickinson Trust DTD 1-
31-79, Martin C. Dickinson &
Elizabeth D. Smoyer, Co-Trustees

Richard E. Smoyer

Richard Eugene Smoyer
Generation Skipping Trust
U/Elizabeth M. Dickinson
Trust DTD 1-31-79, Martin C.
Dickinson & Elizabeth D.
Smoyer, Co-Trustees

Walter Paul Smoyer

Walter Paul Smoyer Generation
Skipping Trust U/Elizabeth
M. Dickinson Trust DTD 1-
31-79, Martin C. Dickinson &
Elizabeth D. Smoyer, Co-Trustees

/s/ Martin C. Dickinson

Rebecca Dickinson Welch
Generation Skipping Trust
U/Elizabeth M. Dickinson
Trust DTD 1-31-79, Martin C.
Dickinson & Elizabeth D.
Smoyer, Co-Trustees