

# 2014

ANNUAL REPORT

**RYMAN**  
RYMAN HOSPITALITY PROPERTIES, INC.  
A REAL ESTATE INVESTMENT TRUST

## About Us

Based in Nashville, Tennessee, Ryman Hospitality Properties (NYSE: RHP) is a real estate investment trust (“REIT”) specializing in group-oriented, destination hotel assets in urban and resort markets. Our managed assets include a network of four upscale, meetings-focused resorts totaling 7,795 rooms that are managed by world-class lodging operator Marriott International under the Gaylord Hotels brand. Other Marriott-managed assets include Gaylord Springs Golf Links, the Wildhorse Saloon, the General Jackson Showboat, The Inn at Opryland, a 303-room overflow hotel adjacent to Gaylord Opryland, and, upon its opening, the AC Hotel Washington, DC at National Harbor, a 192-room hotel located near Gaylord National.

Ryman Hospitality Properties also operates a number of media and entertainment assets. These assets include the Grand Ole Opry, the legendary weekly showcase of country music’s finest performers for nearly 90 years; the Ryman Auditorium, the storied former home of the Grand Ole Opry located in downtown Nashville; and 650 AM WSM, the Opry’s radio home.

## Our Vision

Our vision is to leverage our expertise in yielding attractive returns on group-oriented resort assets to generate income and enhanced long-term value for our stockholders. Ryman Hospitality Properties is also committed to preserving and fostering the rich heritage of our entertainment brands through aggressive management and sustained growth.



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Dear Fellow Shareholders,

2014 was in many ways a superb year for our company as we, together with our operator Marriott, resolved the issues that plagued us through the REIT transition.

Why was last year so special? In 2014, we delivered a number of record-breaking performances across both our Hospitality and Entertainment (Opry and Attractions) segments, strengthened our balance sheet and enhanced the quality of our world-class assets. We are thrilled with the shareholder value we have created by increasing our dividend and through the appreciation of our stock price to a level we believe more fairly reflects the value intrinsic to our business and our assets.

We are also very pleased with how the relationship with Marriott has evolved — we are now seeing the type of synergies and operational performance that we projected when we structured the transaction back in 2012. As we come off a great year, we have high hopes for the future and remain focused on boosting growth and profitability across the board.

Here's a quick recap of the year:

#### **HOSPITALITY SEGMENT PERFORMANCE**

Our Hospitality business hit record levels of revenue and profitability in 2014. In particular, our fourth quarter 2014 was a record for the segment in terms of revenue, Adjusted EBITDA and Adjusted EBITDA margin. For the full year, we saw RevPAR increase 7.5 percent over 2013 and Total RevPAR increase 8.6 percent. This top and bottom line growth is the outcome of many individual improvements and efficiencies across the brand as a result of our operating partnership and continued collaboration with Marriott.

While there are successes worth noting at each of our properties, I want to take a moment to highlight Gaylord Opryland's outstanding performance in 2014. The property reported over \$310 million in revenue and over \$100 million in Adjusted EBITDA, a significant accomplishment for them and our company.

On the sales front, we had bookings of approximately 2.3 million gross room nights for all future periods, making this the best production year since 2007. From our perspective, the group sector is the healthiest it has been since the start of the recession, and as someone who has been in this business a long time, I am glad to be able to say that this is not only excellent news for our business, but also bodes very well for the industry as a whole.

Another exciting development was our acquisition of a 192-room property located at National Harbor that will serve as a natural overflow destination for Gaylord National. The company contracted with Marriott to operate the property and re-brand the hotel under the AC Hotels by Marriott brand as AC Hotel Washington, DC at National Harbor. The deal closed in December 2014, and the hotel will open for business in April 2015.

#### **ENTERTAINMENT SEGMENT PERFORMANCE**

I would also like to highlight the opportunity we see in our Nashville Entertainment business. This segment had a record-setting year in 2014 in terms of revenue and profitability. As I have repeatedly pointed out, the popularity of the Nashville music and tourism scene is exploding, and we are at the epicenter. Our numbers from 2014 indicate how this growing popularity translates into enhanced attractiveness and performance for our assets. To further capitalize on this opportunity, we began a major renovation of the non-historic part of the Ryman Auditorium in Nashville and look forward to unveiling it in mid-2015. As for future growth plans within this market and business, our team remains focused on finding the right opportunities and will share more details as they arise.

## **BALANCE SHEET AND CAPITAL ALLOCATION**

As you know, when we decided to make the transition to a REIT, we made three things clear: 1) we did not believe our stock was properly valued; 2) we were going to prudently manage our balance sheet — while still investing in our assets and maintaining flexibility should opportunities arise; and 3) we were going to make rewarding our stockholders a priority. I am pleased to say that we delivered on each of these areas in 2014.

We communicated some time ago that our intention was to create value through equity buybacks and settling the warrants related to our convertible notes in cash. We were able to take advantage of 2014's historically favorable capital markets to add a senior secured \$400 million Term Loan B to our existing credit facility, which we then used along with cash on hand to accelerate our planned convertible note settlement and warrant repurchases. I'm pleased to say we have recently completed our remaining warrant repurchases, eliminating any potential equity dilution associated with these warrants.

In terms of how we deployed capital in 2014, it's worth remembering that a guiding principle for our management team has always been that investing in our assets is key to enhancing the opportunities for organic growth. To that end, we made \$58.4 million in capital improvements at our properties, most notably the rooms renovation at the Gaylord Texan and the Ryman Auditorium renovation mentioned above.

By taking advantage of attractive conditions in the capital markets, we were able to make these investments while maintaining a low cost of capital and a healthy balance sheet. We are very comfortable with our leverage ratios, which we believe not only have us well positioned to weather any unforeseen economic downturns, but will also allow us to take advantage of future opportunities to invest in our business.

Finally, we paid out a total of \$2.20 per share of common stock in dividend payments for 2014, and our total shareholder return was approximately 32 percent (as measured by stock price appreciation plus a reinvestment of dividends). As you'll see from the figure that follows this letter, this 32 percent return outperformed both the S&P 500 Index and the FTSE NAREIT Equity REITs Index for 2014.

## **LOOKING AHEAD**

As we recently announced, Mark Fioravanti, who has served as our chief financial officer for the past six years, has been named president of the company. I personally could not be more pleased about this well-deserved development. Mark has demonstrated exceptional leadership, particularly during this period of transition for the company, and he holds the respect of investors, our board and our employees alike. With Mark in this new role, I plan to devote more of my time and focus to the opportunities for growth in our business, especially in our Entertainment segment.

We anticipate that 2015 will be yet another strong year for our company. As the year began, we had slightly more group room nights on the books than we had at the start of 2014. Our expectation is that this momentum will continue into the year and that we will see solid RevPAR growth and improving margins in 2015.

Back in February, we announced that we would pay a first quarter dividend of \$0.65 per share, representing an increase of nearly 20 percent. It is our intention (subject to future declaration by our board of directors) to distribute total 2015 annual dividends of approximately \$2.60 per share in cash. In the event that these quarterly dividend payments do not meet our annual distribution requirements, our plan is to pay a "catch up" dividend in January 2016. Needless to say, we are very happy to continue paying dividends that are among the highest in our sector.

As we look to the future, we are so excited about how well our company is positioned. We own exceptional hotel assets that are now benefiting from the recovery in the group sector, and unlike previous cycles, we are witnessing very little new competitive supply in the markets in which we do business. We have a very healthy forward book of business that gives us confidence as we look toward the years to come, and our Entertainment business sits slap in the middle of one of the fastest-growing markets in the country.

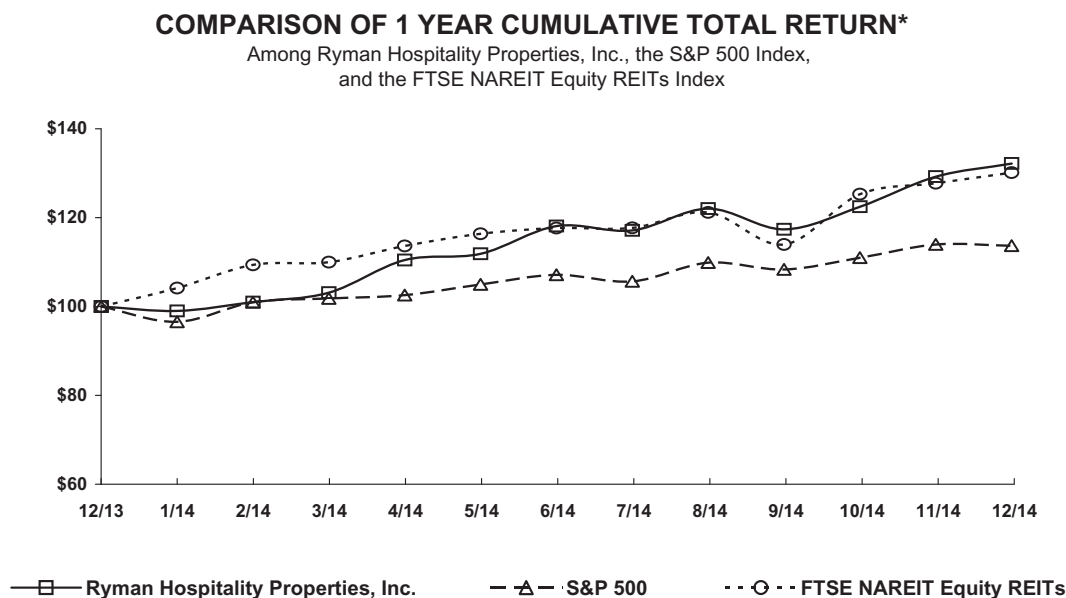
In closing, I would like to thank all of our employees, our executive team, our board of directors and our operator for their hard work and commitment to building an ever more successful company and delivering value to our shareholders. I look forward to continuing that positive trajectory in 2015 and beyond.

Warm regards,

A handwritten signature in black ink, consisting of a stylized, cursive 'C' followed by 'V. Reed'. The signature is written above a long, horizontal, slightly wavy line that serves as a baseline or underline.

Colin V. Reed

**Figure 1:** The following graph compares the cumulative one-year total return to shareholders on Ryman Hospitality Properties, Inc.'s common stock relative to the cumulative total returns of the S&P 500 Index and the FTSE NAREIT Equity REITs Index. An investment of \$100 (with reinvestment of all dividends) is assumed to have been made in our common stock and in each of the indices on December 31, 2013, and its relative performance is tracked through December 31, 2014.



\*\$100 invested on 12/31/13 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

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	12/13	1/14	2/14	3/14	4/14	5/14	6/14	7/14	8/14	9/14	10/14	11/14	12/14
Ryman Hospitality Properties, Inc.	100.00	98.99	100.98	103.11	110.46	111.86	118.11	117.13	122.04	117.38	122.46	129.24	132.19
S&P 500	100.00	96.54	100.96	101.81	102.56	104.97	107.14	105.66	109.89	108.34	110.99	113.98	113.69
FTSE NAREIT Equity REITs	100.00	104.14	109.36	109.98	113.62	116.36	117.66	117.70	121.17	113.96	125.29	127.75	130.14

*The stock price performance included in this graph is not necessarily indicative of future stock price performance. SEC rules require that registrants include in their annual report a five-year performance graph reflecting the change in the shareholder return of a registrant over a five-year period, assuming reinvestment of dividends, in comparison to the five-year stock performance of other stock indices and/or peer issuers. The chart set forth above is provided in addition to the five-year performance graph required by SEC rules. For the five-year performance graph included in this annual report as required by SEC rules, see page F-107 of this annual report.*

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

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**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**SELECTED FINANCIAL DATA**

The following selected historical financial information of the Company and its subsidiaries as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014 was derived from our audited consolidated financial statements included herein. The selected financial information as of December 31, 2012, 2011 and 2010 and for each of the two years in the period ended December 31, 2011 was derived from previously issued audited consolidated financial statements. The information in the following table includes the financial information of our predecessor, Gaylord, with respect to the financial information provided for periods prior to, and including, our conversion to a Real Estate Investment Trust (“REIT”) on October 1, 2012. The information in the following table should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014 included herein (in thousands, except per share amounts).

	Years Ended December 31,				
	2014	2013	2012	2011	2010
<b>Income Statement Data:</b>					
Revenues:					
Rooms	\$ 384,185	\$357,313	\$ 365,611	\$351,567	\$ 278,404
Food and beverage	412,061	382,340	401,252	381,699	323,195
Other hotel revenue	157,920	138,856	149,178	153,368	121,339
Opry and Attractions	86,825	76,053	70,553	65,510	47,023
Total revenues	<u>1,040,991</u>	<u>954,562</u>	<u>986,594</u>	<u>952,144</u>	<u>769,961</u>
Operating expenses:					
Rooms	116,103	106,849	96,900	95,897	76,998
Food and beverage	248,358	237,153	242,739	235,193	201,327
Other hotel expenses	307,597	295,152	314,643	315,085	261,791
Management fees	16,151	14,652	4,207	—	—
Total hotel operating expenses	<u>688,209</u>	<u>653,806</u>	<u>658,489</u>	<u>646,175</u>	<u>540,116</u>
Opry and Attractions	59,815	56,528	52,130	51,364	40,970
Corporate	27,573	26,292	46,876	48,152	51,692
REIT conversion costs (1)	—	22,190	101,964	—	—
Casualty loss (2)	—	54	858	1,225	42,321
Preopening costs (3)	11	—	340	408	55,287
Impairment and other charges (4)	—	2,976	—	—	—
Depreciation and amortization:					
Hospitality	103,422	103,147	107,343	109,521	91,117
Opry and Attractions	5,258	5,368	5,119	5,261	4,710
Corporate and Other	3,598	8,013	18,229	10,507	9,734
Total depreciation and amortization	<u>112,278</u>	<u>116,528</u>	<u>130,691</u>	<u>125,289</u>	<u>105,561</u>
Total operating expenses	<u>887,886</u>	<u>878,374</u>	<u>991,348</u>	<u>872,613</u>	<u>835,947</u>
Operating income (loss):					
Hospitality	162,535	121,556	150,210	130,939	91,705
Opry and Attractions	21,752	14,157	13,305	8,884	1,342
Corporate and Other	(31,171)	(34,305)	(65,107)	(58,659)	(61,425)
REIT conversion costs (1)	—	(22,190)	(101,964)	—	—
Casualty loss (2)	—	(54)	(858)	(1,225)	(42,321)
Preopening costs (3)	(11)	—	(340)	(408)	(55,287)
Impairment and other charges (4)	—	(2,976)	—	—	—
Total operating income (loss)	<u>153,105</u>	<u>76,188</u>	<u>(4,754)</u>	<u>79,531</u>	<u>(65,986)</u>
Interest expense, net of amounts capitalized	(61,447)	(60,916)	(58,582)	(74,673)	(81,426)
Interest income	12,075	12,267	12,307	12,460	13,124
Income from unconsolidated companies	—	10	109	1,086	608
Net gain (loss) on extinguishment of debt (5)	(2,148)	(4,181)	—	—	1,299
Other gains and (losses) (6)	23,415	2,447	22,251	(916)	(535)
Income (loss) from continuing operations before income taxes	<u>125,000</u>	<u>25,815</u>	<u>(28,669)</u>	<u>17,488</u>	<u>(132,916)</u>
(Provision) benefit for income taxes (7)	1,467	92,662	2,034	(7,420)	40,718
Income (loss) from continuing operations	<u>126,467</u>	<u>118,477</u>	<u>(26,635)</u>	<u>10,068</u>	<u>(92,198)</u>
Income (loss) from discontinued operations, net of taxes (8)	(15)	(125)	(9)	109	3,070
Net income (loss)	<u>126,452</u>	<u>118,352</u>	<u>(26,644)</u>	<u>10,177</u>	<u>(89,128)</u>
Loss on call spread modification related to convertible notes (9)	(5,417)	(4,869)	—	—	—
Net income (loss) available to common stockholders	<u>\$ 121,035</u>	<u>\$113,483</u>	<u>\$ (26,644)</u>	<u>\$ 10,177</u>	<u>\$ (89,128)</u>
<b>Income (Loss) Per Share:</b>					
Income (loss) from continuing operations	\$ 2.38	\$ 2.22	\$ (0.56)	\$ 0.21	\$ (1.95)
Income from discontinued operations, net of taxes	—	—	—	—	0.06
Net income (loss)	<u>\$ 2.38</u>	<u>\$ 2.22</u>	<u>\$ (0.56)</u>	<u>\$ 0.21</u>	<u>\$ (1.89)</u>
<b>Income (Loss) Per Share — Assuming Dilution:</b>					
Income (loss) from continuing operations	\$ 2.17	\$ 1.81	\$ (0.56)	\$ 0.20	\$ (1.95)
Income from discontinued operations, net of taxes	—	—	—	—	0.06
Net income (loss)	<u>\$ 2.17</u>	<u>\$ 1.81</u>	<u>\$ (0.56)</u>	<u>\$ 0.20</u>	<u>\$ (1.89)</u>
Dividends Declared per Common Share (10)	<u>\$ 2.20</u>	<u>\$ 2.00</u>	<u>\$ 6.84</u>	<u>\$ —</u>	<u>\$ —</u>

As of December 31,

	2014	2013	2012	2011	2010
<b>Balance Sheet Data:</b>					
Total assets	<b>\$2,413,146</b>	\$2,424,629	\$2,532,451	\$2,554,759	\$2,614,438
Total debt	<b>1,341,555</b>	1,154,420	1,031,863	1,073,825	1,159,215
Total stockholders' equity (11)	<b>401,407</b>	757,695	853,598	1,045,535	1,029,752

- (1) We have segregated all costs related to the transactions that facilitated our conversion to a REIT (as discussed more fully in "REIT Conversion and Marriott Sale Transaction" under "Management's Discussion and Analysis of Financial Condition and Results of Operations") from normal operations and reported these amounts as REIT conversion costs in the accompanying consolidated statements of operations. During 2013, we incurred \$22.2 million of REIT conversion costs, which includes \$14.4 million in employment, severance and retention costs, \$2.7 million in professional fees, and \$5.1 million in various other transition costs. During 2012, we incurred \$102.0 million of REIT conversion costs, which includes \$33.3 million of non-cash impairment charges, \$23.1 million in professional fees, \$24.4 million in employment, severance and retention costs, and \$21.2 million in various other transition costs.
- (2) Casualty loss for 2010 reflects \$92.3 million in expenses related to the May 2010 flooding in Nashville, partially offset by \$50.0 million in insurance proceeds.
- (3) Preopening costs for 2010 are related to the reopening of Gaylord Opryland and the Grand Ole Opry House, which were closed during portions of 2010 as a result of the flood in Nashville. In 2014, we began incurring preopening costs related to the AC Hotel.
- (4) Impairment charges in 2013 are primarily associated with disposed equipment at Gaylord National and the decision not to move forward with a proposed expansion at Gaylord Palms in the near-term.
- (5) During 2014, we settled the repurchase of and subsequently cancelled \$56.3 million of our 3.75% convertible notes in private transactions for aggregate consideration of \$120.2 million. In addition, prior to their maturity we early settled the conversion of \$15.3 million of convertible notes that were converted by holders. We recorded a loss on extinguishment of debt of \$2.1 million in 2014 as a result of these transactions. During 2013, we settled the repurchase of and subsequently cancelled \$54.7 million of our 3.75% convertible notes in private transactions for aggregate consideration of \$98.6 million. In addition, we settled \$1.2 million of convertible notes that were converted by a holder. We recorded a loss on extinguishment of debt of \$4.2 million in 2013 as a result of these transactions. During 2010, we repurchased \$28.5 million in aggregate principal amount of our outstanding 6.75% senior notes for \$27.0 million. After adjusting for deferred financing costs and other costs, we recorded a pre-tax gain of \$1.3 million as a result of these repurchases.
- (6) Other gains and (losses) for 2014 includes a \$26.1 million gain associated with 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 and a \$4.2 million loss on the repurchase of a portion of the common stock warrants associated with our convertible notes. Other gains and (losses) for 2014, 2013 and 2012 includes \$2.4 million, \$2.3 million and \$2.3 million in income, respectively, received from the marketing and maintenance fund associated with the Gaylord National bonds. Other gains and (losses) for 2012 includes \$20.0 million in income recognized on the sale of intellectual property to Marriott.
- (7) Benefit for income taxes during 2013 includes a benefit of \$64.8 million related to the REIT conversion and a benefit of \$19.2 million related to our current period operations.
- (8) We have presented the operating results of Corporate Magic and ResortQuest, as well as various smaller businesses, as discontinued operations for all periods presented.
- (9) In 2014 and 2013, in connection with the repurchase of portions of our 3.75% convertible notes, we entered into agreements with the note hedge counterparties to our convertible notes to proportionately reduce the number of related purchased options and warrants as described in Note 5 of our consolidated financial statements included herein. In addition, in 2014, we entered into agreements with the note hedge counterparties to cash settle the remaining outstanding warrants prior to their maturity. These agreements were considered modifications to the purchased options and the warrants, and based on the terms of the agreements, we recognized a charge of \$5.4 million and \$4.9 million in 2014 and 2013, respectively, which is recorded as an increase to accumulated deficit and either additional paid-in-capital or derivative liabilities, as applicable based on whether the modification was settled in shares of common stock or cash, in the consolidated balance sheets included herein. This charge also represents a deduction from net income in calculating net income available to common stockholders and earnings per share available to common stockholders in the consolidated statements of operations included herein.
- (10) Dividends declared for 2014 represent quarterly dividends of \$0.55 per share, or an aggregate of \$112.0 million in cash. Dividends declared for 2013 represent quarterly dividends of \$0.50 per share, or an aggregate of \$101.7 million in cash. Dividends declared for 2012 reflects the aggregate declared per share value of the special dividend paid on December 21, 2012. We distributed an aggregate amount of approximately \$309.8 million. Twenty percent, or \$62.0 million, of the special dividend was paid in cash, and the remainder was paid in shares of our common stock.
- (11) As a result of the modifications to the warrant agreements described above, the fair value of the warrants at the modification date was reclassified from additional paid-in-capital to derivative liabilities, resulting in a \$304.4 million reduction to stockholders' equity during 2014.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### *Overview*

We are a Delaware corporation, originally incorporated in 1956, that, following our REIT conversion, began operating as a self-advised and self-administered REIT for federal income tax purposes on January 1, 2013, 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 7,795 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") and the Inn at Opryland (renamed from the Radisson Hotel at Opryland), a 303-room overflow hotel adjacent to Gaylord Opryland. In addition, in December 2014, we completed the purchase of a hotel to be rebranded as the AC Hotel at National Harbor, Washington D.C. ("AC Hotel"), a 192-room overflow hotel adjacent to Gaylord National, which will be managed by Marriott upon its anticipated March 2015 opening. 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 nearly 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 meetings hotel assets located in urban and resort markets.

Our concentration in the hospitality industry, and in particular the large group meetings sector of the hospitality industry, exposes us to certain risks outside of our control. Past recessionary conditions in the national economy, including U.S. government sequestration, have resulted in economic pressures on the hospitality industry generally, and on our properties.

As discussed below, on October 1, 2012, Marriott assumed responsibility for managing the day-to-day operations of our Gaylord Hotels properties and other of our Nashville attractions and began managing the Inn at Opryland on December 1, 2012. Marriott will also manage the AC Hotel upon its anticipated March 2015 opening. As a result, we rely upon Marriott to generate occupancy and revenue levels at our hotel properties. However, there can be no assurance that Marriott will continue to increase occupancy and revenue levels at our hotel properties.

For much of 2013, we experienced difficulties in in-the-year, for-the-year sales booking levels, as overall weakness in the group sector and difficulties related to the management transition to Marriott impacted our 2013 results. Joint efforts with Marriott resulted in improvements in the latter half of 2013 and in 2014, including increased bookings over the prior year; however, we are continuing to work with Marriott in these areas to ensure further improvement going forward.

See "Forward-Looking Statements" and "Risk Factors" below for important information regarding forward-looking statements made in this report and risks and uncertainties we face.

## ***REIT Conversion and Marriott Sale Transaction***

After conducting a strategic review of our business, in 2012, our board of directors unanimously approved and we completed the restructuring of our business operations to facilitate our qualification as a REIT for federal income tax purposes (the “REIT conversion”). We have elected to be taxed as a REIT commencing with the year ended December 31, 2013. As a REIT, we generally are not subject to federal corporate income taxes on that portion of our capital gain or ordinary income from our REIT operations that is distributed to our stockholders. This treatment substantially eliminates the federal “double taxation” on earnings from our REIT operations, or taxation once at the corporate level and again at the stockholder level, that generally results from investment in a regular C corporation. Our non-REIT operations, which consist of the activities of taxable REIT subsidiaries (“TRSs”) that act as lessees of our hotels, as well as the businesses within our Opry and Attractions segment, continue to be subject, as applicable, to federal corporate income taxes. The steps we took during 2012 to effect the REIT conversion are summarized below.

*The Merger.* Under requirements of the Internal Revenue Code of 1986, as amended (the “Code”), REITs are subject to ownership restrictions such that no more than 50% of the value of the REIT’s outstanding common stock may be owned, directly or indirectly, by five or fewer individuals (as defined by the Code to include various kinds of entities) during the second half of any calendar year. To implement articles of incorporation that enabled us to satisfy the requirements under the Code and otherwise to address concerns related to stock ownership, our predecessor, Gaylord Entertainment Company, formerly a Delaware corporation (“Gaylord”), formed and merged with and into Ryman Hospitality Properties, Inc. (formerly known as Granite Hotel Properties, Inc.), a Delaware corporation (“Ryman”), effective October 1, 2012 (the “Merger”). The Merger was approved by the stockholders of Gaylord at a special meeting of stockholders held on September 25, 2012. As a result of the Merger, the outstanding shares of Gaylord’s common stock converted into the right to receive the same number of shares of Ryman’s common stock, and Ryman succeeded to and began conducting, directly or indirectly, all of the business conducted by Gaylord immediately prior to the Merger. The rights of our stockholders are now governed by our Amended and Restated Certificate of Incorporation (the “Charter”) and our Amended and Restated Bylaws. The Charter generally prohibits any stockholder from owning more than 9.8% of the outstanding shares of our common stock or any other class or series of our stock. These ownership limitations are subject to waiver or modification by our board of directors. The shares of our common stock are trading on the New York Stock Exchange under the ticker symbol “RHP”. Pursuant to Rule 12g-3(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), shares of common stock of Ryman, as successor to Gaylord, are deemed to be registered under Section 12(b) of the Exchange Act.

*Implementation of UPREIT and TRS Structure.* To facilitate our qualification as a REIT, we underwent a reorganization of our operations and corporate structure. We now operate as an umbrella partnership REIT (an “UPREIT”), which means that all of our assets are held by, and operations are conducted through, RHP Hotel Properties, LP, a subsidiary operating partnership (the “Operating Partnership”) that we formed in connection with the REIT conversion. In the future, we may amend the limited partnership agreement of the Operating Partnership to provide that its partnership units will be convertible on a one-for-one basis for shares of our common stock. Under certain circumstances, we may issue such partnership units as consideration to acquire hotel properties. By offering partnership units, the seller of such hotel property could defer federal income tax on any of the seller’s gains on sale, and this tax advantage may enable us to acquire hotel properties in the future which otherwise might not be available for sale.

As a REIT, at least 75% of our gross income for each taxable year must generally be derived from “rents from real property” or other income permitted by the Code. To meet this requirement, we implemented a structure under which our hotel properties are owned or leased by certain subsidiaries of the Operating Partnership, which are disregarded entities for federal income tax purposes, and these qualified REIT subsidiaries lease or sublease our hotels to TRSs pursuant to leases that contain economic terms which are similar to a lease between unrelated parties. The rent that we receive from our TRS lessees qualifies as “rents from real property” as long as the property is operated on behalf of our TRS lessees by a person who qualifies as an “independent contractor” (as

defined in the Code) and who is, or is related to a person who is, actively engaged in the trade or business of operating “qualified lodging facilities” (as defined in the Code) for any person unrelated to us and our TRS lessees (an “eligible independent contractor”). As described below, our TRS lessees have engaged Marriott to manage the day-to-day operations of our hotels as an eligible independent contractor.

In addition, we own our Opry and Attractions businesses in TRSs, and certain of those TRSs have engaged Marriott to manage their assets, as described below.

*Marriott Management.* On October 1, 2012, we completed the Marriott sale transaction pursuant to that certain Purchase Agreement, dated May 30, 2012, by and among Gaylord, Gaylord Hotels, Inc., Marriott Hotel Services, Inc., and Marriott, pursuant to which we sold the Gaylord Hotels brand and rights to manage our Gaylord Hotels properties for \$210 million in cash (the “Marriott sale transaction”). In connection with the Marriott sale transaction, each of our TRS lessees for our Gaylord Hotels properties is now a party to a management agreement (one for each of our Gaylord Hotels properties) and a pooling agreement with Marriott. Under the management agreements, on October 1, 2012, Marriott assumed responsibility for managing the day-to-day operations of our Gaylord Hotels properties. We do not have the authority to require Marriott to operate our Gaylord Hotels properties in a particular manner, although we do have consent and approval rights for certain matters under the hotel management agreements, subject to the limitations described therein. Each of the management agreements has a term expiring in 2047, with three automatic 10-year renewal periods (provided the applicable hotel has met certain performance thresholds). Each of the management agreements requires us to pay Marriott a base management fee of approximately 2% of gross revenues from the applicable property for each fiscal year or portion thereof. Additionally, the pooling agreement requires us to pay Marriott an incentive fee of: (i) 20% of pooled available cash flow (which is generally operating profit for the pooled hotels less an owner’s priority) in each of 2013 and 2014; (ii) 10% of the first \$10.0 million of pooled available cash flow, plus 20% of any additional pooled available cash flow over such threshold for 2015; and (iii) 10% of the first \$15.0 million of pooled available cash flow, plus 20% of any additional pooled available cash flow over such threshold in or after 2016. The owner’s priority is collectively \$240.0 million, plus certain additional amounts, including 10% of certain non-routine capital expenditures, conversion work, and non-routine replacements of furniture, fixtures and equipment and routine capital expenditures in excess of a reserve. If one or more of our Gaylord Hotels properties were not a “pooled hotel” (i.e., if we cease to own the hotel or we lease the hotel to a third party), the thresholds used to calculate the incentive fee in the pooling agreement will be adjusted, and the incentive fee for the non-pooled hotel will be based on such hotel’s performance. The management agreements and pooling agreement also contain certain restrictions on our incurring indebtedness that encumber our Gaylord Hotels properties on an individual or aggregate basis. The management agreements may be terminated earlier than the stated term if certain events occur, including the failure of Marriott to satisfy certain performance standards. The management agreements prohibit us from selling the Gaylord Hotels properties to certain persons, including any person who does not, in Marriott’s reasonable judgment, have sufficient financial resources and liquidity to fulfill our obligations under the management agreement, or any person who owns a controlling interest in a hotel brand (e.g. Hilton, Hyatt) totaling at least ten full-service hotels or twenty-five select-service hotels, or in a group of hotels totaling at least ten full-service hotels or twenty-five select-service hotels that are not affiliated with a brand but that are marketed and operated as a collective group, if such brand or group of hotels compete with Marriott. In addition, we may not sell a Gaylord Hotels property if we are then in breach of the applicable management agreement.

In addition to the Marriott sale transaction, our TRSs entered into additional management agreements with Marriott pursuant to which Marriott assumed responsibility for managing the day-to-day operations of the General Jackson Showboat, Gaylord Springs and the Wildhorse Saloon beginning October 1, 2012, and the Inn at Opryland beginning December 1, 2012. Marriott will also manage the AC Hotel upon its anticipated March 2015 opening.

*Internal Reorganization.* In connection with our REIT conversion, in order to comply with IRS requirements, we transferred to Marriott approximately 8,400 employees who worked at our various properties. In addition, we

implemented a reorganization within, and a reduction in the number of members of, our executive management team and the other employees within the Corporate and Other segment. In connection with the reorganization, our corporate overhead expenses within the Corporate and Other segment have been reduced.

*Costs Related to REIT Conversion.* We have segregated all costs related to the foregoing transactions from normal operations and reported these amounts as REIT conversion costs in the accompanying consolidated statements of operations. We incurred \$22.2 million and \$102.0 million of REIT conversion costs during 2013 and 2012, respectively. REIT conversion costs incurred during 2013 include employment and severance costs (\$14.4 million), professional fees (\$2.7 million), and various other transition costs (\$5.1 million). REIT conversion costs incurred during 2012 include noncash impairment charges (\$33.3 million), professional fees (\$23.1 million), employment and severance costs (\$24.4 million), and various other transition costs (\$21.2 million). We incurred no REIT conversion costs during 2014.

*Distribution of Accumulated Earnings and Profits.* A REIT is not permitted to retain earnings and profits accumulated during years when the company or its predecessor was taxed as a C corporation. To qualify for taxation as a REIT for the taxable year ended December 31, 2013, we were required to distribute to our stockholders on or before December 31, 2013, our undistributed accumulated earnings and profits attributable to taxable periods ended prior to January 1, 2013. To satisfy this requirement, on November 2, 2012, our board of directors declared a special dividend in the amount of \$6.84 per share of common stock, or an aggregate of approximately \$309.8 million to stockholders of record as of the close of business on November 13, 2012, payable on December 21, 2012. Stockholders had the option to elect to receive the special dividend in cash or shares of common stock, with the total amount of cash payable to stockholders limited to 20% of the total value of the special dividend, or approximately \$62.0 million. Cash elections exceeded the amount of cash available for distribution, and, therefore, the available cash was prorated among those stockholders that elected to receive cash, and the remainder of the special dividend was paid in shares of common stock. On December 21, 2012, we paid an aggregate of approximately \$62.0 million in cash and issued approximately 6.7 million shares of common stock with a fair value of \$247.8 million in connection with the special dividend. We believe that the total value of the special dividend was sufficient to fully distribute our accumulated earnings and profits, and that a portion of the special dividend exceeded our accumulated earnings and profits. We have received a ruling from the Internal Revenue Service that the special dividend was a taxable distribution to our stockholders for federal income tax purposes, without regard to the form of payment. Pursuant to customary anti-dilution provisions in the indentures governing our 3.75% convertible senior notes and in our call and warrant agreements, the dividend caused an adjustment to the conversion rate that was taxable to the holders of the convertible notes as of November 8, 2012, as well as an adjustment to the call and warrant exercise prices.

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

Pursuant to our current dividend policy, we plan to pay a quarterly cash dividend to stockholders 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. During 2014, the Company's board of directors declared quarterly dividends of \$0.55 per share of common stock (\$2.20 per share of common stock for the full year), or an aggregate of \$112.0 million in cash. During 2013, the Company's board of directors declared quarterly dividends of \$0.50 per share of common stock (\$2.00 per share of common stock for the full year), or an aggregate of \$101.7 million in cash. The declaration, timing and amount of dividends will be determined by future action of our board of directors. Our dividend policy may be altered at any time by our board of directors.

On December 17, 2012, we announced that our board of directors authorized a share repurchase program for up to \$100.0 million of our common stock using cash on hand and borrowings under our 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, with any market purchases to be made during open trading window periods or pursuant to any applicable SEC Rule 10b5-1 trading plans. In May 2013, we completed our

repurchases under the repurchase program by repurchasing approximately 2.3 million shares of our common stock for an aggregate purchase price of approximately \$100.0 million, which we funded using cash on hand and borrowings under the revolving credit line of our credit facility. The repurchased stock was cancelled and has been reflected as a reduction of retained earnings in the consolidated financial statements included herein.

### ***Debt Transactions***

As further described below in “Liquidity and Capital Resources — Principal Debt Agreements,” (i) in January 2013, we paid at maturity all of our outstanding 6.75% senior notes at par at a cost of \$152.2 million; (ii) in April 2013, certain of our subsidiaries completed the private placement of \$350.0 million in aggregate principal amount of 5.00% senior notes due 2021; (iii) in April 2013, we refinanced our \$925 million credit facility by entering into a \$1 billion senior secured credit facility; (iv) in July 2013, we repurchased and cancelled \$54.7 million of our 3.75% convertible notes in private transactions for aggregate consideration of \$98.6 million and reduced the number of associated purchased options and warrants pro rata; (v) in April 2014, we repurchased and cancelled \$56.3 million in aggregate principal amount of our 3.75% convertible notes in private transactions for aggregate consideration of \$120.2 million and reduced the number of associated purchased options and warrants pro rata; (vi) in June 2014, we settled the conversion of \$15.3 million of our 3.75% convertible notes that were converted by holders for \$15.3 million in cash and shares of our common stock, which were offset by shares received on exercise of our Purchased Options (as defined below); (vii) in June 2014, we cash settled 2.4 million warrants associated with our 3.75% convertible notes for total consideration of \$50.8 million; (viii) in June 2014, we entered into a \$400.0 million term loan facility; (ix) in August 2014, we cash settled an additional 2.4 million warrants associated with our 3.75% convertible notes for total consideration of \$57.6 million; (x) in October 2014, we settled the conversion or repaid at maturity the remaining \$232.2 million of our 3.75% convertible notes; (xi) in December 2014, we cash settled an additional 2.6 million warrants associated with our 3.75% convertible notes for total consideration of \$69.1 million; and (xii) in the first quarter of 2015, we intend to cash settle the remaining 4.7 million warrants.

### ***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 and the AC Hotel. Beginning October 1, 2012, Marriott assumed responsibility for the day-to-day management of our Gaylord Hotels properties. Effective December 1, 2012, under an additional management agreement, Marriott assumed responsibility for managing the day-to-day operations of the Inn at Opryland, and Marriott will assume the day-to-day management of the AC Hotel upon its anticipated March 2015 opening.
- Opry and Attractions, consisting of our Grand Ole Opry assets, WSM-AM and our Nashville attractions. As a result of the REIT conversion, we own our Opry and Attractions businesses in TRSs, which conduct their business consistent with past practice, except for the management agreements with Marriott for the General Jackson, Wildhorse Saloon and Gaylord Springs discussed above.
- Corporate and Other, consisting of our corporate expenses.

For the years ended December 31, 2014, 2013 and 2012, our total revenues were divided among these business segments as follows:

<u>Segment</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Hospitality	92%	92%	93%
Opry and Attractions	8%	8%	7%
Corporate and Other	0%	0%	0%

Our goal is to become the nation’s premier hospitality REIT for group-oriented meetings hotel assets located in urban and resort markets. We intend to leverage our existing hotel properties that continue the “All-in-One-Place” self-contained service offerings, as well as a longer-term growth strategy that includes acquisitions of 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.

### ***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 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 Room Nights Booked — a volume indicator which represents the total number of definite bookings for future room nights at our hotels 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 the sale. Attrition fees, which 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, as well as cancellation fees, 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.

Effective October 1, 2012, Marriott assumed responsibility for managing these processes at our Gaylord Hotels properties and began managing the Inn at Opryland on December 1, 2012. Marriott will manage the AC Hotel upon its opening.



## Summary Financial Results

The following table summarizes our financial results for the years ended December 31, 2014, 2013 and 2012 (in thousands, except percentages and per share data):

	<u>2014</u>	<u>% Change</u>	<u>2013</u>	<u>% Change</u>	<u>2012</u>
Total revenues	<b>\$1,040,991</b>	9.1%	\$954,562	-3.2%	\$986,594
Total operating expenses	<b>887,886</b>	1.1%	878,374	-11.4%	991,348
Operating income (loss)	<b>153,105</b>	101.0%	76,188	1702.6%	(4,754)
Net income (loss)	<b>126,452</b>	6.8%	118,352	544.2%	(26,644)
Net income (loss) available to common shareholders	<b>121,035</b>	6.7%	113,483	525.9%	(26,644)
Net income (loss) per share available to common shareholders — fully diluted	<b>2.17</b>	19.9%	1.81	423.2%	(0.56)

### 2014 Results As Compared to 2013 Results

The increase in our total revenues during 2014, as compared to 2013, is attributable to increases in our Hospitality segment and Opry and Attractions segment revenues of \$75.7 million and \$10.8 million, respectively, as discussed more fully below. Total Hospitality revenues in 2014 include \$8.9 million in attrition and cancellation fee collections, a \$0.4 million increase from 2013.

The increase in total operating expenses during 2014, as compared to 2013, is primarily the result of an increase in hotel operating expenses of \$34.4 million, partially offset by a lack of REIT conversion costs during 2014, as compared to \$22.2 million in 2013, as discussed more fully below.

The above factors resulted in a \$76.9 million increase in operating income for 2014, as compared to 2013.

The \$8.1 million increase in our net income in 2014, as compared to 2013, was due to the change in our operating income described above, and the following factors, each as described more fully below:

- A decrease in the benefit for income taxes of \$91.2 million in 2014, as compared to 2013.
- A \$21.0 million increase in other gains and losses for 2014, as compared to 2013, primarily associated with a \$26.1 million gain on the 2014 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.

### 2013 Results As Compared to 2012 Results

The decrease in our total revenues during 2013, as compared to 2012, is attributable to a decrease in our Hospitality segment revenue of \$37.5 million, partially offset by an increase in our Opry and Attractions segment revenues of \$5.5 million, as discussed more fully below. The decrease in revenues in our Hospitality segment includes the effect of outsourcing retail operations at Gaylord Opryland, Gaylord Texan and Gaylord National commencing during the fourth quarter of 2012, as described more fully below. Total Hospitality revenues in 2013 include \$8.5 million in attrition and cancellation fee collections, a \$2.1 million increase from 2012.

The decrease in total operating expenses during 2013, as compared to 2012, is due primarily to a \$79.8 million decrease in REIT conversion costs during 2013, a decrease of \$20.6 million in our Corporate and Other segment operating expenses, and a decrease of \$14.2 million in depreciation, all as discussed more fully below.

The above factors resulted in operating income of \$76.2 million for 2013, as compared to an operating loss of \$4.8 million in 2012.

Our net income of \$118.4 million in 2013, as compared to a net loss of \$26.6 million in 2012, was due to the change in our operating income described above, and the following factors, each as described more fully below:

- A \$90.6 million increase in the benefit for income taxes during 2013, as compared to 2012.
- A \$19.8 million decrease in other gains and losses for 2013, as compared to 2012, primarily associated with a \$20.0 million gain on the sale of intellectual property to Marriott in connection with the Marriott sale transaction in 2012.
- A \$4.2 million loss on the extinguishment of debt primarily associated with the repurchase of a portion of our 3.75% convertible notes during 2013.
- A \$2.3 million increase in our interest expense, net of amounts capitalized, for 2013, as compared to 2012.

#### *Factors and Trends Contributing to Operating Performance in 2014 Compared to 2013*

The most important factors and trends contributing to our operating performance in 2014 as compared to 2013 were:

- Increased outside-the-room spending at each of our hotel properties (an increase of 9.4% during 2014, as compared to 2013), primarily due to increased levels of premium groups and the resulting increase in banquet revenues.
- Increased occupancy at Gaylord National and Gaylord Opryland (an increase of 5.1 percentage points of occupancy and 3.4 percentage points of occupancy, respectively, during 2014, as compared to 2013), primarily as a result of an increase in corporate and association group room nights.
- Increased ADR at Gaylord Opryland, Gaylord Texan and Gaylord Palms (an increase of 5.9%, 5.5% and 3.3%, respectively, for 2014, as compared to 2013), primarily as a result of room rate increases for both groups and transient.
- In-the-year, for-the-year cancellations for 2014 decreased 52.4% as compared to 2013.
- Increased net definite group room nights booked (an increase of 14.0% for 2014, as compared to 2013), as overall group performance metrics continue to improve and second quarter 2014 included a record number of bookings for second quarter.
- Increased revenue for our Opry and Attractions segment (an increase of 14.2% for 2014, as compared to 2013), primarily as a result of increased attendance at the Grand Ole Opry House and Ryman Auditorium.
- The incurrence of \$22.2 million in REIT conversion costs during 2013 that did not recur in 2014.

#### *Factors and Trends Contributing to Operating Performance in 2013 Compared to 2012*

The most important factors and trends contributing to our operating performance in 2013 as compared to 2012 were:

- Difficulties in in-the-year, for-the-year sales booking levels, as overall weakness in the group sector and difficulties related to the management transition to Marriott impacted our results. Our joint effort with Marriott resulted in improvement in the latter half of 2013, including increased bookings over the prior year.
- Cost synergies not being realized as quickly as anticipated and operating costs inefficiencies at our hotels from the transition to Marriott systems and procedures impacted our results.
- REIT conversion costs, specifically \$22.2 million and \$102.0 million in REIT conversion costs during 2013 and 2012, respectively.

- Decreased occupancy levels at Gaylord National (a decrease of 3.2 percentage points of occupancy during 2013, as compared to 2012), primarily due to decreased levels of group and governmental business. The decrease in governmental business is primarily attributable to the U.S. government sequestration and included cancellations by several large government-related groups during 2013. Further, for groups that did travel, the sequestration drove many of these groups to reduce attendance and banquet spending while they were on property, which negatively impacted both occupancy and total revenue.
- Decreased outside-the-room spending at each of our hotel properties (a decrease of 5.1% during 2013, as compared to 2012), primarily due to a decrease in banquets. This decrease in outside-the-room spending was driven by a shift in the mix of group business during 2013 from higher-rated corporate business to lower-rated groups, social, military, education, religious and fraternal groups and transient guests.
- Increased attrition levels for 2013, as compared to 2012, which decreased our operating income, RevPAR and Total RevPAR. Attrition for 2013 was 11.1% of bookings, compared to 8.3% for 2012.
- In-the-year, for-the-year cancellations for 2013 increased 5.4%, as compared to 2012, primarily associated with cancellations from governmental groups. However, in-the-year, for-the-year cancellations for the last six months of 2013 decreased 61.7%, as compared to the same 2012 period.
- A decrease of \$20.6 million in corporate expenses for 2013, as compared to 2012, primarily due to the transition of the Company to a REIT, which resulted in lower employment costs.

### *Operating Results — Detailed Segment Financial Information*

#### **Hospitality Segment**

*Total Segment Results.* The following presents the financial results of our Hospitality segment for the years ended December 31, 2014, 2013 and 2012 (in thousands, except percentages and performance metrics):

	<u>2014</u>	<u>% Change</u>	<u>2013</u>	<u>% Change</u>	<u>2012</u>
Revenues:					
Rooms	\$ 384,185	7.5%	\$ 357,313	-2.3%	\$ 365,611
Food and beverage	412,061	7.8%	382,340	-4.7%	401,252
Other hotel revenue	157,920	13.7%	138,856	-6.9%	149,178
Total hospitality revenue (1)	<u>954,166</u>	8.6%	<u>878,509</u>	-4.1%	<u>916,041</u>
Hospitality operating expenses:					
Rooms	116,103	8.7%	106,849	10.3%	96,900
Food and beverage	248,358	4.7%	237,153	-2.3%	242,739
Other hotel expenses	307,597	4.2%	295,152	-6.2%	314,643
Management fees	16,151	10.2%	14,652	248.3%	4,207
Depreciation and amortization	103,422	0.3%	103,147	-3.9%	107,343
Total Hospitality operating expenses	<u>791,631</u>	4.6%	<u>756,953</u>	-1.2%	<u>765,832</u>
Hospitality operating income (2)	<u>\$ 162,535</u>	33.7%	<u>\$ 121,556</u>	-19.1%	<u>\$ 150,209</u>
Hospitality performance metrics:					
Occupancy	73.3%	3.7%	70.7%	-0.1%	70.8%
ADR	\$ 177.27	3.7%	\$ 170.89	-1.9%	\$ 174.20
RevPAR (3)	\$ 129.98	7.5%	\$ 120.89	-2.0%	\$ 123.36
Total RevPAR (4)	\$ 322.81	8.6%	\$ 297.22	-3.8%	\$ 309.07
Net Definite Group Room Nights Booked	1,814,000	14.0%	1,591,000	7.6%	1,478,000

- (1) Hospitality results and performance metrics include the results of our Gaylord Hotels and the Inn at Opryland for all periods presented.
- (2) Hospitality operating income does not include REIT conversion costs of \$7.6 million and \$21.2 million in 2013 and 2012, respectively, impairment charges of \$2.8 million in 2013, or preopening costs of \$0.3 million during 2012. 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.

The increase in total Hospitality segment revenue in 2014, as compared to the same period in 2013, is primarily due to increases of \$30.3 million, \$18.4 million, \$15.7 million and \$10.0 million at Gaylord Opryland, Gaylord National, Gaylord Texan and Gaylord Palms, respectively, primarily a result of increased rooms revenue and outside-the-room spending during 2014 as a result of an increase in premium group business discussed below.

The decrease in total Hospitality segment revenue in 2013, as compared to the same period in 2012, is primarily due to decreases of \$13.5 million, \$9.9 million, \$7.9 million and \$7.6 million at Gaylord Texan, Gaylord National, Gaylord Palms and Gaylord Opryland, respectively, primarily a result of decreased outside-the-room spending during 2013 as a result of a decrease in group business and an increase in transient business discussed below, as well as the effect of outsourcing retail sales operations at Gaylord Opryland, Gaylord Texan and Gaylord National commencing during the fourth quarter of 2012. The properties now only receive rental lease payments rather than full retail revenue and associated expense. The net impact of this change in retail sales operations resulted in a decrease in other hotel revenue for 2013, as compared to 2012, of approximately \$7.9 million and also affected Total RevPAR. The retail operations of Gaylord Palms were already outsourced prior to Marriott's management.

The percentage of group versus transient business based on rooms sold for our hospitality segment for the years ended December 31 was approximately as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Group	<b>73%</b>	72%	75%
Transient	<b>27%</b>	28%	25%

The type of group based on rooms sold for our hospitality segment for the years ended December 31 was approximately as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Corporate Groups	<b>47%</b>	47%	44%
Associations	<b>36%</b>	34%	37%
Other Groups	<b>17%</b>	19%	19%

The proportional increase in transient business during 2013, as compared to 2012, was primarily the result of a decrease in group business, primarily at Gaylord Palms and Gaylord Opryland due to decreased group business, and Gaylord National, due to decreased governmental business, and an increase in transient business as a result of joining the Marriott brand, which has allowed the hotels to fill more rooms with transient guests when group business is down.

The increases in rooms operating expenses in 2014, as compared to 2013, and in 2013, as compared to 2012, are primarily attributable to increases at Gaylord National and Gaylord Opryland, as described below.

The increase in food and beverage operating expenses in 2014, as compared to 2013, is attributable to increases at each of our Gaylord Hotels properties, as described below. The decrease in food and beverage operating expenses in 2013, as compared to 2012, is attributable to decreases at Gaylord Texan, Gaylord Palms and Gaylord Opryland, partially offset by an increase at Gaylord National, as described below.

Other hotel expenses for the years ended December 31 consist of the following (in thousands):

	<u>2014</u>	<u>%</u> <u>Change</u>	<u>2013</u>	<u>%</u> <u>Change</u>	<u>2012</u>
Administrative employment costs	\$ 96,166	-1.3%	\$ 97,479	-7.2%	\$105,085
Utilities	29,049	10.7%	26,242	0.6%	26,088
Property taxes	30,576	2.5%	29,823	-1.1%	30,163
Other	151,806	7.2%	141,608	-7.6%	153,307
Total other hotel expenses	<u>\$307,597</u>	4.2%	<u>\$295,152</u>	-6.2%	<u>\$314,643</u>

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 decreased slightly during 2014, as compared to 2013. Utility costs increased during 2014, as compared to 2013, primarily due to an increase at Gaylord National as a result of increased rates. Property taxes increased slightly during 2014, as compared to 2013, primarily as a result of an increase at Gaylord Opryland due to an increased valuation. Other expenses, which include supplies, advertising, maintenance costs and consulting costs, increased during 2014, as compared to 2013, primarily as a result of increases at Gaylord Palms and Gaylord Opryland.

Administrative employment costs decreased during 2013, as compared to 2012, primarily due to a decrease at Gaylord Opryland. Utility costs and property taxes were stable during 2013, as compared to 2012. Other expenses, which include supplies, advertising, maintenance costs and consulting costs, decreased during 2013, as compared to 2012, primarily as a result of decreases at Gaylord National, Gaylord Palms and Gaylord Opryland.

As discussed above, beginning in the fourth quarter of 2012, 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 portion thereof. Additionally, an incentive fee is based on the profitability of our Gaylord Hotels properties calculated on a pooled basis. We accrued \$19.1 million, \$17.6 million and \$4.9 million in total base management fees to Marriott related to our Hospitality segment properties during 2014, 2013 and 2012, respectively, which are presented throughout this Annual Report net of the amortization of the deferred management rights proceeds discussed in Note 2 to the consolidated financial statements included herein. We did not accrue an incentive fee to Marriott related to our Hospitality segment properties during 2014, 2013 or 2012.

Hospitality depreciation and amortization expense remained stable in 2014, as compared to 2013. Hospitality depreciation and amortization expense decreased in 2013, as compared to 2012, primarily related to the initial furniture, fixtures and equipment placed in service at Gaylord Texan's opening in 2004 becoming fully depreciated during 2012 and a portion of the initial furniture, fixtures and equipment placed in service at Gaylord National's opening in 2008 becoming fully depreciated during 2013.

*Property-Level Results.* The following presents the property-level financial results for the years ended December 31, 2014, 2013 and 2012:

*Gaylord Opryland Results.* The results of Gaylord Opryland for the years ended December 31, 2014, 2013 and 2012 are as follows (in thousands, except percentages and performance metrics):

	<u>2014</u>	<u>% Change</u>	<u>2013</u>	<u>% Change</u>	<u>2012</u>
Revenues:					
Rooms	<b>\$134,225</b>	10.8%	\$121,150	0.9%	\$120,068
Food and beverage	<b>118,575</b>	9.0%	108,753	-1.3%	110,174
Other hotel revenue	<b>58,661</b>	14.5%	51,215	-12.4%	58,451
Total revenue	<b>311,461</b>	10.8%	281,118	-2.6%	288,693
Operating expenses:					
Rooms	<b>36,879</b>	9.5%	33,686	11.1%	30,329
Food and beverage	<b>69,414</b>	4.3%	66,555	-2.6%	68,337
Other hotel expenses	<b>99,701</b>	6.1%	94,012	-10.7%	105,241
Management fees	<b>5,287</b>	12.9%	4,683	240.8%	1,374
Depreciation and amortization	<b>31,318</b>	-4.2%	32,683	-5.3%	34,527
Total operating expenses	<b>242,599</b>	4.7%	231,619	-3.4%	239,808
Hospitality performance metrics:					
Occupancy	<b>76.2%</b>	4.7%	72.8%	3.3%	70.5%
ADR	<b>\$ 167.53</b>	5.9%	\$ 158.24	-1.9%	\$ 161.37
RevPAR	<b>\$ 127.60</b>	10.8%	\$ 115.17	1.2%	\$ 113.83
Total RevPAR	<b>\$ 296.09</b>	10.8%	\$ 267.24	-2.4%	\$ 273.69

Rooms revenue and RevPAR increased at Gaylord Opryland during 2014, as compared to 2013, primarily as a result of the increase in occupancy, which was due to an increase in group business, and the increase in ADR, which was due to a favorable mix shift to more premium corporate and association groups, as well as an increase in transient rate. Rooms expenses increased during 2014, as compared to 2013, primarily as a result of increased variable expenses associated with the increase in occupancy.

The increase in food and beverage revenue at Gaylord Opryland during 2014, as compared to 2013, was primarily due to increased revenue from banquets and restaurant outlets related to the increase in occupancy and the mix shift discussed above. Food and beverage expenses increased in 2014, as compared to 2013, primarily as a result of the increase in variable expenses related to the increase in revenue, partially offset by decreases in food and employment costs due to more efficient inventory and labor management.

Other revenue increased at Gaylord Opryland during 2014, as compared to 2013, primarily as a result of an increase in ancillary revenues, such as parking and resort fees related to the increase in occupancy, an increase in revenues associated with our annual Christmas programs, and an increase in attrition and cancellation fee collections. Other hotel expenses increased in 2014, as compared to 2013, primarily due to increased sales and marketing costs associated with the increase in premium group rooms and an increase in property taxes due to an increased valuation, as well as the incurrence of a \$0.6 million settlement with the Federal Communications Commission during 2014.

Depreciation and amortization decreased during 2014, as compared to 2013, primarily as a result of furniture, fixtures and equipment placed in service during a 2005 rooms renovation becoming fully depreciated during 2013.

Rooms revenue and RevPAR increased at Gaylord Opryland during 2013, as compared to 2012, primarily as a result of the increase in occupancy, which was due to an increase in both group and transient business. Rooms expenses increased during 2013, as compared to 2012, primarily as a result of increased variable expenses associated with the increase in occupancy, as well as increased labor costs.

The decrease in food and beverage revenue at Gaylord Opryland during 2013, as compared to 2012, was primarily due to a decrease in revenue from banquets and restaurant outlets. Food and beverage expenses decreased in 2013, as compared to 2012, as a result of the decrease in variable expenses related to the decrease in revenue.

As discussed above, under Marriott's management of Gaylord Opryland, the retail sales operations of the hotel were outsourced to a third-party retailer in the fourth quarter of 2012. The property now only receives rental lease payments rather than the full retail revenue and associated expense. The resulting decrease in retail revenue of approximately \$4.6 million and decreased collection of attrition and cancellation fees in 2013 are the primary factors in the decrease in other revenue during 2013, as compared to 2012. Other hotel expenses decreased in 2013, as compared to 2012, primarily due to decreased employment costs and decreased sales and marketing costs as a result of realizing synergies from the Marriott transition.

Depreciation and amortization decreased during 2013, as compared to 2012, primarily as a result of the 2012 period including expense related to the disposal of certain fixed assets associated with a corridor renovation.

*Gaylord Palms Results.* The results of Gaylord Palms for the years ended December 31, 2014, 2013 and 2012 are as follows (in thousands, except percentages and performance metrics):

	<u>2014</u>	<u>% Change</u>	<u>2013</u>	<u>% Change</u>	<u>2012</u>
Revenues:					
Rooms	\$ 65,835	3.7%	\$ 63,504	-2.5%	\$ 65,113
Food and beverage	82,517	4.9%	78,697	-7.4%	84,947
Other hotel revenue	28,466	15.8%	24,584	-0.1%	24,602
Total revenue	<u>176,818</u>	6.0%	<u>166,785</u>	-4.5%	<u>174,662</u>
Operating expenses:					
Rooms	17,346	-2.0%	17,703	2.9%	17,200
Food and beverage	47,696	4.9%	45,453	-5.3%	47,978
Other hotel expenses	65,337	5.7%	61,823	-2.7%	63,555
Management fees	3,021	6.8%	2,828	285.8%	733
Depreciation and amortization	18,156	1.2%	17,944	-0.2%	17,980
Total operating expenses	<u>151,556</u>	4.0%	<u>145,751</u>	-1.1%	<u>147,446</u>
Hospitality performance metrics:					
Occupancy	75.6%	0.4%	75.3%	0.5%	74.9%
ADR	\$ 169.80	3.3%	\$ 164.42	-2.7%	\$ 168.97
RevPAR	\$ 128.29	3.7%	\$ 123.74	-2.2%	\$ 126.53
Total RevPAR	\$ 344.55	6.0%	\$ 325.00	-4.2%	\$ 339.42

Rooms revenue and RevPAR increased at Gaylord Palms during 2014, as compared to 2013, as a result of an increase in occupancy and ADR that resulted from an increase in group rooms and an increase in rate for both group and transient business. Rooms expenses decreased slightly during 2014, as compared to 2013, as increased variable expenses associated with the increase in occupancy were offset by a decrease in supply expense.

The increase in food and beverage revenue at Gaylord Palms during 2014, as compared to 2013, was primarily due to the increase in group rooms discussed above and the resulting increase in banquet revenue. Food and beverage expenses increased in 2014, as compared to 2013, primarily as a result of the increase in variable expenses related to the increase in revenue, partially offset by decreases in food and employment costs due to more efficient inventory and labor management.

Other hotel revenue increased during 2014, as compared to 2013, primarily as a result of increased special events revenue in January 2014 as compared to the prior year period relating to the end of our annual Christmas program in January, as well as increased collection of attrition and cancellation fees. Other hotel expenses

increased in 2014, as compared to 2013, primarily due to increased sales and marketing costs, as 2013 included a \$3.1 million sales and marketing expense reimbursement from Osceola County related to the termination of a tax incentive agreement for a previously planned expansion of the property.

Depreciation and amortization increased slightly during 2014, as compared to 2013.

Rooms revenue and RevPAR decreased at Gaylord Palms during 2013, as compared to 2012, primarily as a result of a decrease in ADR resulting from a decrease in group rooms, partially offset by an increase in both transient occupancy and transient rate. Rooms expenses increased during 2013, as compared to 2012, primarily as a result of increased variable expenses associated with the increase in occupancy, as well as two large group cancellations during 2013, which lowered revenue, but did not lower rooms expenses in a similar manner.

The decrease in food and beverage revenue at Gaylord Palms during 2013, as compared to 2012, was primarily due to the decrease in group rooms discussed above and the resulting decrease in banquet revenue. This decrease was partially offset by revenue for the full 2013 year related to the addition of a sports bar and pool bar at the property. These additions were opened in the first quarter of 2012. Food and beverage expenses decreased in 2013, as compared to 2012, as the decrease in variable expenses related to the decrease in revenue was partially offset by increased employee benefit costs.

Other hotel revenue was stable during 2013, as compared to 2012. Other hotel expenses decreased in 2013, as compared to 2012, primarily due to decreased sales and marketing costs, partially offset by an increase in employment costs.

Depreciation and amortization was stable during 2013, as compared to 2012.

*Gaylord Texan Results.* The results of Gaylord Texan for the years ended December 31, 2014, 2013 and 2012 are as follows (in thousands, except percentages and performance metrics):

	<u>2014</u>	<u>% Change</u>	<u>2013</u>	<u>% Change</u>	<u>2012</u>
Revenues:					
Rooms	\$ 71,213	4.8%	\$ 67,937	-5.0%	\$ 71,549
Food and beverage	93,284	8.2%	86,220	-8.7%	94,385
Other hotel revenue	37,933	16.4%	32,590	-5.0%	34,301
Total revenue	<u>202,430</u>	8.4%	<u>186,747</u>	-6.7%	<u>200,235</u>
Operating expenses:					
Rooms	19,531	9.0%	17,924	6.6%	16,811
Food and beverage	53,123	4.1%	51,049	-8.7%	55,933
Other hotel expenses	62,672	-0.7%	63,107	-1.6%	64,127
Management fees	3,380	10.2%	3,068	192.2%	1,050
Depreciation and amortization	19,278	9.8%	17,561	-4.3%	18,348
Total operating expenses	<u>157,984</u>	3.5%	<u>152,709</u>	-2.3%	<u>156,269</u>
Hospitality performance metrics:					
Occupancy	70.9%	-0.6%	71.3%	-3.3%	73.7%
ADR	\$ 182.23	5.5%	\$ 172.74	-1.6%	\$ 175.53
RevPAR	\$ 129.12	4.8%	\$ 123.18	-4.8%	\$ 129.38
Total RevPAR	\$ 367.04	8.4%	\$ 338.61	-6.5%	\$ 362.07

Rooms revenue and RevPAR increased at Gaylord Texan during 2014, as compared to 2013, due primarily to increased ADR for both groups and transient business. These increases in rooms revenue and RevPAR were impacted by a rooms renovation project at Gaylord Texan, which resulted in approximately 36,000 room nights out of service in 2014, as compared to approximately 11,000 room nights out of service in 2013. The rooms



renovation project was completed in August 2014. Rooms expenses increased during 2014, as compared to 2013, primarily due to an increase in non-capitalized costs associated with the rooms renovation project, partially offset by a decrease in employment costs due to more efficient labor management.

The increase in food and beverage revenue at Gaylord Texan during 2014, as compared to 2013, was primarily due to an increase in banquet revenue. Food and beverage expenses increased in 2014, as compared to 2013, as a result of the increase in variable expenses related to the increase in revenue.

Other revenue at Gaylord Texan increased during 2014, as compared to 2013, primarily as a result of increased technology revenue associated with group business, an increase in revenues associated with our annual Christmas programs, and increased special events revenue in January 2014 as compared to the prior year period relating to the end of our annual Christmas programs in January, partially offset by a decrease in attrition and cancellation fee collections. Other hotel expenses decreased slightly in 2014, as compared to 2013, primarily as a result of decreased employment costs due to eliminated or open positions.

Depreciation and amortization increased during 2014, as compared to 2013, primarily as a result of capital expenditures associated with the rooms renovation.

Rooms revenue and RevPAR decreased at Gaylord Texan during 2013, as compared to 2012, primarily as a result of a decrease in occupancy and ADR, which was due to a decrease in group rooms and several large group cancellations during the third quarter of 2013. Rooms expenses increased during 2013, as compared to 2012, as the large group cancellations did not result in a significant decrease in variable costs typically associated with a decrease in occupancy. Further, severe winter weather and a rooms renovation project commencing in December that took rooms out of service also negatively impacted 2013 performance.

The decrease in food and beverage revenue at Gaylord Texan during 2013, as compared to 2012, was primarily due to the decrease in group business and the resulting decrease in banquets revenue. Food and beverage expenses decreased in 2013, as compared to 2012, as a result of the decrease in variable expenses related to the decrease in revenue.

As discussed above, under Marriott's management of Gaylord Texan, the retail sales operations of the hotel were outsourced to a third-party retailer in the fourth quarter of 2012. The property now only receives rental lease payments rather than the full retail revenue and associated expense. The resulting decrease in retail revenue of approximately \$1.9 million, partially offset by increased collection of attrition and cancellation fees in 2013, is the primary factor in the decrease in other revenue during 2013, as compared to 2012. Other hotel expenses decreased in 2013, as compared to 2012, primarily due to decreased employment costs and decreased sales and marketing costs as a result of realizing synergies from the Marriott transition.

Depreciation and amortization decreased during 2013, as compared to 2012, primarily as a result of the initial furniture, fixtures and equipment placed in service at the property's opening in 2004 becoming fully depreciated during 2012.

*Gaylord National Results.* The results of Gaylord National for the years ended December 31, 2014, 2013 and 2012 are as follows (in thousands, except percentages and performance metrics):

	<u>2014</u>	<u>% Change</u>	<u>2013</u>	<u>% Change</u>	<u>2012</u>
Revenues:					
Rooms	<b>\$103,979</b>	7.7%	\$ 96,521	-5.2%	\$101,785
Food and beverage	<b>114,304</b>	8.3%	105,592	-3.0%	108,880
Other hotel revenue	<b>32,665</b>	7.5%	30,395	-4.2%	31,714
Total revenue	<b>250,948</b>	7.9%	232,508	-4.1%	242,379
Operating expenses:					
Rooms	<b>39,736</b>	13.4%	35,047	14.3%	30,649
Food and beverage	<b>75,508</b>	5.4%	71,621	5.4%	67,978
Other hotel expenses	<b>77,195</b>	5.0%	73,529	-7.1%	79,180
Management fees	<b>4,212</b>	9.6%	3,843	270.6%	1,037
Depreciation and amortization	<b>33,298</b>	-0.8%	33,565	-4.6%	35,167
Total operating expenses	<b>229,949</b>	5.7%	217,605	1.7%	214,011
Hospitality performance metrics:					
Occupancy	<b>69.6%</b>	7.9%	64.5%	-4.7%	67.7%
ADR	<b>\$ 205.04</b>	-0.3%	\$ 205.56	-0.1%	\$ 205.84
RevPAR	<b>\$ 142.72</b>	7.7%	\$ 132.49	-4.9%	\$ 139.33
Total RevPAR	<b>\$ 344.45</b>	7.9%	\$ 319.14	-3.8%	\$ 331.78

Rooms revenue and RevPAR increased at Gaylord National during 2014, as compared to 2013, primarily as a result of an increase in occupancy for premium corporate rooms. The decrease in ADR for 2014, as compared to 2013, is primarily the result of January 2013 including rooms related to the presidential inauguration. Rooms expenses increased during 2014, as compared to 2013, primarily due to increased variable costs associated with the increase in occupancy and increased employee benefit costs associated with a new union contract.

The increase in food and beverage revenue at Gaylord National during 2014, as compared to 2013, was primarily due to the increase in premium corporate rooms and the resulting increase in banquets. Food and beverage expenses increased in 2014, as compared to 2013, primarily due to increased variable costs associated with the increase in revenue, partially offset by improved food costs.

Other revenue at Gaylord National increased during 2014, as compared to 2013, primarily due to an increase in ancillary revenues, such as parking and resort fees related to the increase in occupancy. Other hotel expenses increased in 2014, as compared to 2013, primarily as a result of increased utility and employment costs.

Depreciation and amortization decreased slightly during 2014, as compared to 2013, 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 2013.

Rooms revenue and RevPAR decreased at Gaylord National during 2013, as compared to 2012, primarily as a result of a decrease in occupancy for group and governmental rooms, primarily as a result of the sequestration-related cancellations discussed above. Rooms expenses increased during 2013, as compared to 2012, as the property experienced higher employee benefit costs during 2013 as a result of increased union benefits that were negotiated at the property's opening in 2008 that were to begin in 2013. This increase was partially offset by lower variable costs associated with the decrease in occupancy. In addition, severe winter weather and a closure due to a water main emergency also negatively impacted 2013 results.

The decrease in food and beverage revenue at Gaylord National during 2013, as compared to 2012, was primarily due to the decrease in group and governmental rooms and the resulting decrease in banquets. Food and beverage

expenses increased in 2013, as compared to 2012, as a result of the increased employee benefit costs during 2013 as a result of increased union benefits commencing in 2013 that were negotiated at the property's opening in 2008.

As discussed above, under Marriott's management of Gaylord National, the retail sales operations of the hotel were outsourced to a third-party retailer in the fourth quarter of 2012. The property now only receives rental lease payments rather than the full retail revenue and associated expense. The resulting decrease in retail revenue of approximately \$1.4 million, partially offset by increased collection of attrition and cancellation fees in 2013, is the primary factor in the decrease in other revenue during 2013, as compared to 2012. Other hotel expenses decreased in 2013, as compared to 2012, primarily due to decreased sales and marketing costs as a result of realizing synergies from the Marriott transition.

Depreciation and amortization decreased during 2013, as compared to 2012, 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 2013.

### **Opry and Attractions Segment**

The following presents the financial results of our Opry and Attractions segment for the years ended December 31, 2014, 2013 and 2012 (in thousands, except percentages):

	<u>2014</u>	<u>% Change</u>	<u>2013</u>	<u>% Change</u>	<u>2012</u>
Revenues	<b>\$86,825</b>	14.2%	\$76,053	7.8%	\$70,553
Operating expenses	<b>59,815</b>	5.8%	56,528	8.4%	52,130
Depreciation and amortization	<b>5,258</b>	-2.0%	5,368	4.9%	5,119
Operating income (1)	<b><u>\$21,752</u></b>	53.6%	<u>\$14,157</u>	6.4%	<u>\$13,304</u>

(1) Opry and Attractions segment operating income does not include \$0.2 million of REIT conversion costs during 2013 and 2012, impairment charges of \$0.2 million in 2013, or \$0.4 million of casualty loss during 2012. See the discussion of these items set forth below.

The increases in revenues in the Opry and Attractions segment during 2014, as compared to 2013, and in 2013, as compared to 2012, were primarily due to increases at the Grand Ole Opry and the Ryman Auditorium, driven by increased attendance.

Opry and Attractions operating expenses increased during 2014, as compared to 2013, and in 2013, as compared to 2012, primarily as a result of the increased variable costs associated with the increases in revenues.

Opry and Attractions depreciation and amortization expense remained stable during 2014, as compared to 2013, and in 2013, as compared to 2012.

## Corporate and Other Segment

The following presents the financial results of our Corporate and Other segment for the years ended December 31, 2014, 2013 and 2012 (in thousands, except percentages):

	<u>2014</u>	<u>% Change</u>	<u>2013</u>	<u>% Change</u>	<u>2012</u>
Operating expenses	\$ 27,573	4.9%	\$ 26,292	-43.9%	\$ 46,876
Depreciation and amortization	3,598	-55.1%	8,013	-56.0%	18,229
Operating loss (1)	<u>\$(31,171)</u>	9.1%	<u>\$(34,305)</u>	47.3%	<u>\$(65,105)</u>

(1) Corporate and Other segment operating loss does not include \$14.4 million and \$80.5 million of REIT conversion costs during 2013 and 2012, respectively. Corporate and Other segment operating loss also does not include \$0.1 million and \$0.4 million of casualty loss during 2013 and 2012, respectively. See the discussion of these items set forth below.

Corporate and Other operating expenses, which consist primarily of costs associated with senior management salaries and benefits, legal, human resources, accounting, pension and other administrative costs, increased during 2014, as compared to 2013, primarily as a result of an increase in employee benefit and consulting costs. Corporate and Other operating expenses decreased during 2013, as compared to 2012, due primarily to lower employment costs that resulted from the reduction in the number of corporate employees due to the REIT conversion.

Corporate and Other depreciation and amortization expense decreased during 2014, as compared to 2013, and in 2013, as compared to 2012, primarily due to the disposal in 2013 and 2012 of certain assets that were no longer required as a result of our conversion to a REIT.

### ***Operating Results — REIT Conversion Costs***

We have segregated all costs related to the REIT conversion from normal operations and reported these amounts as REIT conversion costs in the accompanying consolidated statements of operations. During 2013 and 2012, we incurred \$22.2 million and \$102.0 million, respectively, of various costs associated with these transactions. REIT conversion costs incurred during 2013 include employment and severance costs (\$14.4 million), professional fees (\$2.7 million), and various other transition costs (\$5.1 million). REIT conversion costs incurred during 2012 include noncash impairment charges (\$33.3 million), professional fees (\$23.1 million), employment, severance and retention costs (\$24.4 million), and various other transition costs (\$21.2 million). No REIT conversion costs were incurred during 2014.

### ***Operating Results — Casualty Loss***

During the years ended December 31, 2013 and 2012, we recognized \$0.1 million and \$0.9 million, respectively, of casualty loss expense related to the May 2010 flooding in Nashville, which primarily represents non-capitalized repairs within our Opry and Attractions segment.

### ***Operating Results — Preopening costs***

We expense the costs associated with start-up activities and organization costs as incurred. Our preopening costs for 2012 primarily relate to our new sports bar entertainment facility at Gaylord Palms that opened in the first quarter of 2012. In 2014, we began incurring preopening costs related to the AC Hotel.

### ***Operating Results — Impairment and Other Charges***

During 2013, we incurred \$3.0 million in impairment charges, primarily associated with disposed equipment at Gaylord National and the decision not to move forward with a proposed expansion at Gaylord Palms in the near-term.

## *Non-Operating Results Affecting Net Income (Loss)*

### *General*

The following table summarizes the other factors which affected our net income (loss) for the years ended December 31, 2014, 2013 and 2012 (in thousands, except percentages):

	<u>2014</u>	<u>% Change</u>	<u>2013</u>	<u>% Change</u>	<u>2012</u>
Interest expense, net of amounts capitalized	<b>\$(61,447)</b>	0.9%	\$(60,916)	4.0%	\$(58,582)
Interest income	<b>12,075</b>	-1.6%	12,267	-0.3%	12,307
Income from unconsolidated companies	—	-100.0%	10	-90.8%	109
Net loss on extinguishment of debt	<b>(2,148)</b>	-48.6%	(4,181)	-100.0%	—
Other gains and (losses)	<b>23,415</b>	856.9%	2,447	-89.0%	22,251
Benefit for income taxes	<b>1,467</b>	-98.4%	92,662	4455.7%	2,034
Loss from discontinued operations, net of taxes	<b>(15)</b>	88.0%	(125)	-1288.9%	(9)

### *Interest Expense, Net of Amounts Capitalized*

Interest expense, net of amounts capitalized, increased \$0.5 million to \$61.4 million in 2014 as compared to 2013, due primarily to interest associated with our \$400 million term loan B facility, which we entered into in June 2014 and an increase in interest expense associated with our 5% senior notes that were issued in April 2013, partially offset by a decrease in interest expense associated with our 3.75% convertible notes, which were partially repurchased at various points in 2013 and 2014 with the balance paid at maturity in October 2014. Our weighted average interest rate on our borrowings, excluding the write-off of deferred financing costs during the period, was 4.9% in 2014 as compared to 5.0% in 2013. Cash interest expense increased \$7.1 million to \$46.8 million in 2014 as compared to 2013, and noncash interest expense, which includes amortization of deferred financing costs and debt discounts, the write-off of deferred financing costs, and capitalized interest, decreased \$6.6 million to \$14.6 million in 2014 as compared to 2013.

Interest expense, net of amounts capitalized, increased \$2.3 million to \$60.9 million in 2013 as compared to 2012, due primarily to an increase in interest expense associated with our 5% senior notes that were issued in April 2013, partially offset by a decrease in interest expenses associated with our redeemed 6.75% senior notes, which were redeemed in January 2013. Our weighted average interest rate on our borrowings, excluding the write-off of deferred financing costs during the period, was 5.0% in 2013 as compared to 5.4% in 2012. Cash interest expense decreased \$0.6 million to \$39.7 million in 2013 as compared to 2012, and noncash interest expense, which includes amortization of deferred financing costs and debt discounts, the write-off of deferred financing costs, and capitalized interest, increased \$2.9 million to \$21.2 million in 2013 as compared to 2012.

### *Interest Income*

Interest income for 2014, 2013 and 2012 primarily includes amounts earned on the bonds that we received in April 2008 in connection with the development of Gaylord National, which we hold as notes receivable.

### *Income from Unconsolidated Companies*

We account for our previous minority investments under the equity method of accounting. Income from unconsolidated companies for the years ended December 31, 2013 and 2012 consisted of income from these investments.

### *Net Loss on Extinguishment of Debt*

During 2014, we settled the repurchase of and subsequently cancelled \$56.3 million of our 3.75% convertible notes in private transactions for aggregate consideration of \$120.2 million. In addition, we settled the conversion of \$15.3 million of convertible notes that were converted by holders. We recorded a loss on extinguishment of debt of \$2.1 million in 2014 as a result of these transactions. In 2013, we settled the repurchase of and subsequently cancelled \$54.7 million of our 3.75% convertible notes in private transactions for aggregate consideration of \$98.6 million. In addition, we settled \$1.2 million of convertible notes that were converted by a holder. As a result of these transactions, we recorded a loss on extinguishment of debt of \$4.2 million in 2013.

### *Other Gains and (Losses)*

Other gains and (losses) for 2014 includes a \$26.1 million gain associated with 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 and \$2.4 million received from a fund associated with the Gaylord National bonds to reimburse us for certain marketing and maintenance expenses, partially offset by a \$4.2 million loss on the repurchase of a portion of the common stock warrants associated with our convertible notes. Other gains and (losses) for 2013 primarily consists of \$2.3 million received from the fund associated with the Gaylord National bonds. Other gains and (losses) for 2012 consisted of a \$20.0 million gain on the sale of intellectual property to Marriott in connection with the Marriott sale transaction and \$2.3 million received from the fund associated with the Gaylord National bonds.

### *Benefit for Income Taxes*

During 2014 and 2013, we recorded an income tax benefit of \$1.5 million and \$92.7 million, respectively. As a result of our conversion to a REIT, certain net deferred tax liabilities related to our real estate were reversed, as the REIT will generally not pay federal corporate income tax related to those deferred tax liabilities. In addition, we assessed the need for a valuation allowance on the net deferred tax assets of the TRSs. As a result, we recorded a net benefit of \$64.8 million related to the conversion to a REIT during 2013. In addition, we recorded a benefit of \$7.5 million related to the reversal of liabilities associated with uncertain tax positions, a benefit of \$1.2 million related to the filing of our 2012 federal and state income tax returns and a benefit of \$19.2 million related to our current period operations. In 2012, which was prior to our REIT conversion, we recorded a benefit for income taxes of \$2.0 million.

The decrease in our benefit for income taxes for 2014, as compared to 2013, and the increase in our benefit for income taxes for 2013, as compared to 2012, resulted primarily from the benefit of our conversion to a REIT effective January 1, 2013.

### *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 2014, our net cash flows provided by our operating activities – continuing operations were \$247.2 million, reflecting primarily our income from continuing operations before depreciation expense, amortization expense, income tax benefit, gain on sale of long-lived assets, stock-based compensation expense, loss on extinguishment of debt, and other non-cash charges of approximately \$230.2 million and favorable changes in working capital of approximately \$17.0 million. The favorable changes in working capital primarily resulted from a decrease in accounts receivable due to the timing of collections and an increase in accrued expenses as a result of the timing of payments.

During 2013, our net cash flows provided by our operating activities – continuing operations were \$137.6 million, reflecting primarily our income from continuing operations before depreciation expense, amortization

expense, impairment and other charges, income tax benefit, stock-based compensation expense, loss on extinguishment of debt, and other non-cash charges of approximately \$185.7 million, partially offset by unfavorable changes in working capital of approximately \$48.1 million. The unfavorable changes in working capital primarily resulted from a decrease in accrued expenses primarily related to the payment of accrued REIT conversion costs and a decrease in accounts payable at our managed properties due to the timing of payments as new payment processes were developed, partially offset by an increase in accrued dividends. It should be noted that the reversal of deferred tax liabilities and the recognition of valuation allowances on the net deferred tax assets of our TRSs represent the majority of the reconciling item for provision (benefit) for deferred income taxes of \$89.5 million from net income to net cash flows provided by operating activities. These tax items, and their related impact on our cash provided by operating activities, are the result of our REIT conversion, and we paid out no cash in connection with such reversal and recognition.

During 2012, our net cash flows provided by our operating activities – continuing operations were \$176.4 million, reflecting primarily our income from continuing operations before depreciation expense, amortization expense, income tax benefit, stock-based compensation expense, and other non-cash charges of approximately \$129.0 million and favorable changes in working capital of approximately \$47.4 million. The favorable changes in working capital primarily resulted from an increase in accounts payable and accrued expenses, primarily due to an increase at our managed properties due to timing of payments as new payment processes are developed and an increase in our Corporate and Other segment due to timing of payments, and an increase in accrued severance, partially offset by an increase in accounts receivable at Gaylord National and Gaylord Opryland due primarily to an increase in group business at the end of 2012, as compared to the end of 2011, which business typically has longer payment terms.

*Cash Flows from Investing Activities.* During 2014 our primary uses of funds for investing activities were purchases of property and equipment, which totaled \$58.4 million, and payments made associated with the purchase of the AC Hotel of \$21.2 million, partially offset by the receipt of \$9.4 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 a rooms renovation project at Gaylord Texan, ongoing maintenance capital expenditures for our existing properties, and \$0.2 million of capitalized personnel costs.

During 2013, our primary uses of funds from investing activities were purchases of property and equipment of \$37.0 million, consisting primarily of ongoing maintenance capital expenditures for our existing properties, and included \$0.5 million of capitalized personnel costs, and an increase in restricted cash and cash equivalents associated with the FF&E reserve we are obligated to maintain for future planned and emergency-related capital expenditures at the properties that Marriott manages for us.

During 2012, our primary sources of funds from investing activities were the receipt of \$210.0 million from the Marriott sale transaction, partially offset by the purchase of property and equipment totaling \$95.2 million including \$1.9 million of capitalized personnel costs. Our capital expenditures during 2012 primarily included the completion of the renovation of the guestrooms, a new sports bar entertainment facility and new resort pools at Gaylord Palms, the completion of the enhancement to our flood protection system at Gaylord Opryland and the Grand Ole Opry, and ongoing maintenance capital expenditures for our existing properties.

*Cash Flows from Financing Activities.* Our cash flows from financing activities reflect primarily the incurrence of and the repayment of long-term debt, the repurchase of stock, and the payment of dividends. During 2014, our net cash flows used in financing activities were approximately \$172.7 million, primarily reflecting the payment of \$177.4 million to cash settle 7.3 million of the warrants associated with our 3.75% convertible notes, the payment of \$109.4 million in cash dividends, and the payment of \$8.4 million in deferred financing costs. In addition, we paid \$126.5 million in cash related to repurchases and the settlement of conversions of our 3.75% convertible notes prior to maturity and paid \$232.2 million to repay the remaining 3.75% convertible notes at maturity. These outflows were partially offset by \$398.0 million in net borrowings under our new term loan B and \$77.0 million in net borrowings under our \$1 billion credit facility.

During 2013, our net cash flows used in financing activities were approximately \$124.5 million, primarily reflecting the payment of \$152.2 million to redeem all of our outstanding 6.75% senior notes, \$100.0 million to repurchase 2.3 million shares of our common stock for retirement, \$98.6 million to repurchase and cancel \$54.7 million of our Convertible Notes in private transactions, the payment of \$76.4 million in cash dividends, net repayments of \$35.5 million under our \$1 billion credit facility, and the payment of \$15.7 million in deferred financing costs, partially offset by the issuance of \$350.0 million in 5% senior notes and \$5.2 million in proceeds from the exercise of stock options.

During 2012, our net cash flows used in financing activities – continuing operations were \$238.7 million, primarily reflecting the payment of \$185.4 million related to the repurchase and retirement of 5.0 million shares of our common stock from TRT Holdings, the payment of the cash portion of the special dividend paid to stockholders on December 21, 2012 of \$62.0 million, and \$55.0 million in net repayments under our \$925 million credit facility, partially offset by \$32.7 million in net proceeds from the issuance of approximately 0.9 million shares of our common stock in a public offering, and \$25.3 million in proceeds from the exercise of stock options and purchase plans.

### *Liquidity*

As of December 31, 2014, we had \$76.4 million in unrestricted cash and \$411.2 million available for borrowing under our \$1 billion credit facility, which we refinanced in April 2013 with an increased and extended facility that matures in April 2017. During 2014, we borrowed \$398.0 million under a new term loan B added to our credit agreement for our \$1 billion credit facility and borrowed \$77.0 million under our \$1 billion credit facility. We repurchased \$56.3 million and settled the conversion of \$15.3 million of our 3.75% convertible notes for aggregate net consideration of \$126.5 million, settled the conversion of the remaining \$232.2 million of 3.75% convertible notes in cash at maturity, cash settled 7.3 million of the warrants associated with our 3.75% convertible notes for \$177.4 million, paid cash dividends of \$109.4 million, incurred capital expenditures of \$58.4 million and made \$21.2 million in payments associated with the purchase of the AC Hotel. These net outflows, offset by our cash flow provided by operations discussed above, were the primary factors in the increase in our cash balance from 2013 to 2014.

We currently plan to declare dividends of \$2.60 per share in 2015, payable in equal quarterly amounts. Future dividends are subject to future determinations as to the timing and amount by our board of directors. However, pursuant to our current dividend policy, we plan to pay a quarterly cash dividend to stockholders 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.

We anticipate investing in our operations during 2015 by spending between \$80 million and \$90 million in capital expenditures, which primarily includes ongoing maintenance capital of our current facilities, a room renovation at Gaylord Opryland and an expansion of the Ryman Auditorium.

Pursuant to December 2014 agreements with two of the note hedge counterparties to our 3.75% convertible notes, in the first quarter of 2015, the Company intends to cash settle the remaining 4.7 million warrants in the same manner as the 2014 purchases as described below using a combination of cash on hand and borrowings under our \$1 billion credit facility. The total consideration to be paid by the Company will be determined when the repurchase transaction settles in the first quarter of 2015.

We believe that our cash on hand and cash from operations will be adequate to fund our other 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 commitments, we could draw on our \$1 billion 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 \$1 billion credit facility for operational and capital needs in the future.



Our outstanding principal debt agreements 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*

As of December 31, 2014, we were in compliance with all covenants related to our outstanding debt.

*\$1 Billion Credit Facility.* On April 18, 2013, we refinanced our previous \$925 million credit facility by entering into a \$1 billion senior secured credit facility by and among the Operating Partnership, the Company and certain subsidiaries of the Company party thereto, as guarantors, the lenders party thereto and Wells Fargo Bank, N.A., as administrative agent (the “\$1 billion credit facility”). The \$1 billion credit facility consists of a \$700.0 million senior secured revolving credit facility, which includes a \$75.0 million letter of credit sublimit and a \$50.0 million sublimit for swingline loans, and a \$300.0 million senior secured term loan facility. At the closing, we drew down \$154.0 million of the revolving credit facility and the term loan facility was fully funded. The \$1 billion credit facility also includes an accordion feature that allows us to increase the \$1 billion credit facility by a total of up to \$500.0 million, subject to securing additional commitments from existing lenders or new lending institutions. The \$1 billion credit facility matures on April 18, 2017, and borrowings bear interest at an annual rate of LIBOR plus an adjustable margin (the “Applicable Margin”) based on our consolidated funded indebtedness to total asset value ratio (as defined in the \$1 billion credit facility), or the base rate (as defined in the \$1 billion credit facility) plus the Applicable Margin. The interest rate is currently LIBOR plus 2.0%. Interest on our borrowings is payable quarterly, in arrears, for base rate-based loans and at the end of each interest rate period for LIBOR-based loans. Principal is payable in full at maturity. We are required to pay a commitment fee of 0.3% to 0.4% per year of the average unused portion of the \$700.0 million revolving credit facility.

As a result of the refinancing of our previous \$925 million credit facility, we wrote off \$1.3 million of deferred financing costs during 2013, which are included in interest expense in the accompanying consolidated statements of operations for 2013.

The \$1 billion credit facility is guaranteed by us, each of our four wholly-owned subsidiaries that own the Gaylord Hotels properties, and certain other of our subsidiaries. The \$1 billion credit facility 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) pledges of equity interests in the Operating Partnership, our subsidiaries that guarantee the \$1 billion credit facility, and certain other of our subsidiaries, and (iv) our personal property and the personal property of the Operating Partnership and our subsidiaries that guarantee the \$1 billion credit facility. 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 \$1 billion 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 \$1 billion 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 1.0.
- We must maintain a consolidated tangible net worth (as defined in the agreement) of not less than \$660.0 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 agreement, of not less than 1.75 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 \$1 billion credit facility, the commitments under the \$1 billion credit facility may be terminated and the principal amount outstanding under the \$1 billion credit facility, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

As of December 31, 2014, \$586.5 million of borrowings were outstanding under the \$1 billion credit facility, and the lending banks had issued \$2.3 million of letters of credit under the facility, which left \$411.2 million of availability under the credit facility (subject to the satisfaction of debt incurrence tests under the indentures governing our 5% senior notes due 2021).

*\$400 Million Term Loan Facility.* On June 18, 2014, we entered into an Amendment No. 1 and Joinder Agreement (the “Amendment”) among the Company, as a guarantor, the Operating Partnership, as borrower, certain other subsidiaries of the Company party thereto, as guarantors, certain subsidiaries of the Company party thereto, as pledgors, the lenders party thereto and Wells Fargo Bank National Association, as administrative agent, to the Company’s Fourth Amended and Restated Credit Agreement (the “Credit Agreement”) for the \$1 billion credit facility.

Pursuant to the Amendment, we added an additional senior secured term loan facility in the aggregate principal amount of up to \$400.0 million (the “Term Loan B”) to the Credit Agreement. Proceeds from the Term Loan B may be used, as we may determine, to repay revolving loans under the Credit Agreement and to repay our 3.75% convertible notes or to settle, in whole or in part, the warrant transactions described below. The Term Loan B has a maturity date of January 15, 2021 and borrowings bear interest at an annual rate of LIBOR plus an adjustable margin, subject to a LIBOR floor of 0.75%. At December 31, 2014, the interest rate on the Term Loan B was LIBOR plus 3.0%. 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, commencing on September 30, 2014, 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.

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 Agreement, 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 Agreement (other than the financial maintenance covenants). If an event of default shall occur and be continuing, the commitments under the Amendment may be terminated and the principal amount outstanding under the Amendment, together with all accrued and unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

*3.75% Convertible Senior Notes.* In 2009, we issued \$360.0 million of 3.75% Convertible Senior Notes (the “Convertible Notes”). Prior to their October 1, 2014 maturity, the Convertible Notes were convertible, at the

holder's option, into shares of our common stock, at an adjusted conversion rate of 47.9789 shares of common stock per \$1,000 principal amount of the Convertible Notes, which is equivalent to an adjusted conversion price of approximately \$20.84 per share.

In July 2013, we settled the repurchase of and subsequently cancelled \$54.7 million of our Convertible Notes in private transactions for aggregate consideration of \$98.6 million, which was funded by borrowings under our revolving credit facility. In connection with the repurchase, we entered into agreements with the note hedge counterparties to proportionately reduce the number of outstanding Purchased Options (as defined below) and warrants. In consideration for the agreements, the counterparties paid us approximately 0.2 million shares of our common stock, which we subsequently cancelled. In addition, in July 2013, we settled \$1.2 million of Convertible Notes that were converted by a holder. As a result of these transactions, we recorded a loss on extinguishment of debt of approximately \$4.2 million in 2013. In addition, as we account for the liability (debt) and the equity (conversion option) components of the Convertible Notes in a manner that reflects our nonconvertible debt borrowing rate (as more fully discussed in Note 5 to our consolidated financial statements included herein), we recorded a \$37.7 million reduction in stockholders' equity in 2013 as a result of these transactions.

In April 2014, we settled the repurchase of and subsequently cancelled \$56.3 million of our Convertible Notes in private transactions for aggregate consideration of \$120.2 million, which was funded by cash on hand and borrowings under our revolving credit facility. In connection with the repurchase, we entered into agreements with the note hedge counterparties to proportionately reduce the number of outstanding Purchased Options (as defined below) and warrants. In consideration for the reduction, the counterparties paid us approximately \$9.2 million. In addition, in June 2014, we settled the conversion of \$15.3 million of Convertible Notes that were converted by holders by paying cash for the underlying principal and shares of our common stock for the conversion spread. We received and cancelled an equal number of shares of our common stock upon exercise of the Purchased Options (as defined below). As a result of these transactions, we recorded a loss on extinguishment of debt of \$2.1 million during 2014. In addition, as we account for the liability (debt) and the equity (conversion option) components of the Convertible Notes as discussed above, we recorded a \$52.0 million reduction in stockholders' equity during 2014.

On October 1, 2014, we settled our obligations upon conversion of each \$1,000 principal amount of Convertible Notes with a specified dollar amount of \$1,000 and the remainder of the conversion settlement amount in shares of our common stock. We issued 6.3 million shares, which were offset by the exercise of the Purchased Options (as defined below) and our receipt and cancellation of the related shares.

Concurrently with the offering of the Convertible Notes, we entered into convertible note hedge transactions with respect to our common stock (the "Purchased Options") with counterparties affiliated with the initial purchasers of the Convertible Notes, for purposes of reducing the potential dilutive effect upon conversion of the Convertible Notes. The Purchased Options entitled us to purchase shares of our common stock. In connection with the conversion and maturity of the Convertible Notes on October 1, 2014, as discussed above, the Purchased Options were settled in shares delivered to us equal to the number of shares issued in the Convertible Note settlement. These shares we received were subsequently cancelled.

Separately and concurrently with entering into the Purchased Options, we also entered into warrant transactions whereby we sold common stock purchase warrants to each of the hedge counterparties. The warrants entitle the counterparties to purchase shares of our common stock. At separate times during 2014, we modified agreements with three of the note hedge counterparties to cash settle a total of 7.2 million warrants. As the modifications 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 dates, resulting in a \$159.0 million deduction to additional paid-in-capital during 2014. We settled these repurchases for total consideration of \$173.4 million and recorded an \$11.6 million loss during 2014 on the change in the fair value of the derivative liabilities between their modification and settlement dates, which is included in other gains and losses, net in the accompanying consolidated statement of operations.

Pursuant to December 2014 agreements with two of the note hedge counterparties, in the first quarter of 2015, we intend to cash settle the remaining 4.7 million warrants in the same manner as described above. Accordingly, the fair value of the warrants was reclassified from stockholders' equity to a derivative liability on the modification date, resulting in a \$145.4 million deduction to additional paid-in-capital during 2014. The change in the fair value of the derivative liability from the modification date through December 31, 2014 was a gain of \$7.1 million and is included in other gains and losses, net in the accompanying consolidated statement of operations. The total consideration we will pay will be determined when the repurchase transactions settle in the first quarter of 2015. Pursuant to these agreements, we settled 0.1 million warrants during December 2014 for total consideration of \$4.1 million.

*5% Senior Notes.* On April 3, 2013, the Operating Partnership and RHP Finance Corporation, a subsidiary of the Company, completed the private placement of \$350.0 million in aggregate principal amount of senior notes due 2021 (the "5% Senior Notes"), which are guaranteed by the Company and its subsidiaries that guarantee the \$1 billion credit facility. The 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 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, beginning October 15, 2013. The 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 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 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 5% Senior Notes. The issuing subsidiaries may redeem the 5% Senior Notes on or before April 15, 2016, 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 5% Senior Notes will be redeemable, in whole or in part, at any time on or after April 15, 2016 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 5% Senior Notes, we entered into a registration rights agreement under which we were required to use our commercially reasonable efforts to complete a registered offer to exchange the 5% Senior Notes for registered notes with substantially identical terms as the 5% Senior Notes. We completed the exchange offer in November 2013.

Our net proceeds from the issuance of the 5% Senior Notes totaled approximately \$342.0 million, after deducting the initial purchasers' discounts, commissions and offering expenses. We used substantially all of these proceeds to repay amounts outstanding under our revolving credit facility.

*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.

#### *Off-Balance Sheet Arrangements*

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 \$2.3 million of letters of credit as of December 31, 2014. Except as set forth in this paragraph, we do not have any off-balance sheet arrangements that have or are reasonable 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 as of December 31, 2014, including long-term debt and operating and capital lease commitments (amounts in thousands):

<u>Contractual obligations</u>	<u>Total amounts committed</u>	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>3-5 years</u>	<u>After 5 years</u>
Long-term debt (1)	\$1,340,500	\$ —	\$592,500	\$ —	\$ 748,000
Capital leases	1,055	377	38	42	598
Operating leases (2)	627,808	5,097	8,983	8,927	604,801
Construction commitments (3)	16,260	16,260	—	—	—
Other	346	346	—	—	—
Total contractual obligations	<u>\$1,985,969</u>	<u>\$22,080</u>	<u>\$601,521</u>	<u>\$8,969</u>	<u>\$1,353,399</u>

- (1) Long-term debt commitments do not include approximately \$235.1 million in interest payments projected to be due in future years (less than 1 year — \$48.9 million; 1-3 years — \$85.5 million; 3-5 years — \$63.5 million; more than 5 years — \$37.2 million) based on the stated interest rates on our fixed-rate debt and the rates in effect at December 31, 2014 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 consolidated financial statements included herewith for a discussion of the interest we paid during 2014, 2013 and 2012.
- (2) Total operating lease commitments of \$627.8 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 2015, the amount funded into the reserve accounts will be 5.0% of the respective properties’ total annual revenue. As of December 31, 2014, \$16.3 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.

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. During 2015, we expect to contribute \$0 and \$0.6 million, respectively, to our defined benefit pension plan and our defined benefit postretirement health care and life insurance plan. See Note 7 and Note 8 to our consolidated financial statements included herein for further discussion related to these obligations.

### **Critical Accounting Policies and Estimates**

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. Accounting estimates are an integral part of the preparation of the consolidated financial statements and the financial reporting process and are based upon current judgments. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. Certain accounting estimates are particularly sensitive because of their complexity and the possibility that future events affecting them may differ materially from our current judgments and estimates.

This listing of critical accounting policies is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by generally accepted accounting principles, with no need for management's judgment regarding accounting policy. We believe that of our significant accounting policies, which are discussed in Note 1 to the consolidated financial statements included herein, the following may involve a higher degree of judgment and complexity.

**Revenue recognition.** 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 the sale. Revenues from other services at our hotels, such as spa, parking, and transportation services are recognized at the time services are provided. Attrition fees, which 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, as well as cancellation fees, are recognized as revenue in the period they are collected. Revenues from the Opry and Attractions segment are recognized when services are provided or goods are shipped, as applicable.

**Impairment of long-lived and other assets.** In accounting for our long-lived and other assets (including our notes receivable associated with the development of Gaylord National), we assess our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of the assets or asset group may not be recoverable. Recoverability of long-lived assets that will continue to be used is measured by comparing the carrying amount of the asset or asset group to the related total future undiscounted net cash flows. If an asset or asset group's carrying value is not recoverable through those cash flows, the asset group is considered to be impaired. The impairment is measured by the difference between the assets' carrying amount and their fair value, which is estimated using discounted cash flow analyses that utilize comprehensive cash flow projections, as well as observable market data to the extent available.

**Stock-based compensation.** For stock option awards, we record compensation expense equal to the fair value of each stock option award granted on a straight line basis over the option's vesting period. The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton option pricing formula, which requires various judgmental assumptions including expected volatility, expected term, expected dividend yield, and expected risk-free rate of return. Expected volatilities are based on the historical volatility of our stock. We use historical data to estimate option exercise and employee termination within the valuation model. The expected term of options granted represents the period of time that options granted are expected to be

outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. If any of the assumptions used in the Black-Scholes-Merton option pricing formula change significantly, stock-based compensation expense may differ materially in the future from that recorded in the current period. The assumptions for expected volatility, expected term, and expected dividend yield are the assumptions that significantly affect the grant date fair value. The expected risk-free rate of return is not significant to the calculation of fair value.

For awards of restricted stock and restricted stock units, we measure compensation expense based on the fair value of the awards on the date of grant. The fair value of time-based awards is determined based on the closing trading price of our common shares on the measurement date, which is generally the date of grant. The fair value of performance-based awards based on a market condition is determined using a Monte Carlo simulation. A Monte Carlo simulation requires the use of a number of assumptions, including historical volatility and correlation of the price of our common shares and the price of the common shares of a peer group, a risk-free rate of return, and an expected term. For time-based awards, compensation expense is recognized on a straight-line basis over the life of the entire award. For performance-based awards, compensation expense is recognized over the requisite service period for each award. For both time-based awards and performance-based awards, once the total amount of compensation expense is determined on the date of the grant, no adjustments are made to the amount recognized each period, unless there is a change to the forfeiture assumption. No compensation expense is recognized for awards for which employees do not render the requisite service.

**Depreciation and amortization.** Depreciation expense is based on the estimated useful life of our fixed assets. Amortization expense for leasehold improvements is based on the shorter of the lease term or the estimated useful life of the related assets. The lives of the assets are based on a number of assumptions, including cost and timing of capital expenditures to maintain and refurbish the assets, as well as specific market and economic conditions. While management believes its estimates are reasonable, a change in the estimated lives could affect our depreciation expense in future periods.

**Income taxes.** As a REIT, generally we 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 certain assets. In addition, we will continue to be required to pay federal and state corporate income taxes on earnings of our TRSs.

Our deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

We must assess the likelihood that we will be able to recover our deferred tax assets. If recovery is not likely, the provision for taxes is increased by recording a reserve, in the form of a valuation allowance, against the estimated deferred tax assets that will not ultimately be recoverable.

In addition, we must deal with uncertainties in the application of complex tax regulations in the calculation of tax liabilities and are subject to routine income tax audits. We provide for uncertain tax positions and the related interest and penalties based upon management's assessment of whether a tax benefit is more likely than not to be sustained upon examination by tax authorities. We make this assessment based on only the technical merits of the tax position. The technical merits of a tax position derive from both statutory and judicial authority (legislation and statutes, legislative intent, regulations, rulings, and case law) and their applicability to the facts and circumstances of the tax position. If a tax position does not meet the more likely than not recognition threshold, the benefit of that position is not recognized in the financial statements and a liability for unrecognized tax benefits is established. A tax position that meets the more likely than not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements. The tax benefit recognized is measured

as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate resolution with a taxing authority. To the extent that we prevail in matters for which a liability for an unrecognized tax benefit is established or are required to pay amounts in excess of the liability established, our effective tax rate in a given financial statement period may be affected.

***Retirement and postretirement benefits other than pension plans.*** The costs and obligations of our retirement and postretirement benefits other than pension plans recognized in our consolidated financial statements are determined from actuarial valuations, which are dependent on significant assumptions, judgments, and estimates. These assumptions, judgments, and estimates, which include discount rates at which the liabilities could be settled at the measurement date, expected return on plan assets and mortality rates, are evaluated at each annual measurement date. In accordance with generally accepted accounting principles, actual results that differ from these assumptions, judgments, and estimates are accumulated and amortized over future periods and, therefore, affect expense recognized and obligations recorded in future periods.

The discount rate utilized for determining future benefit obligations is based on the market rate of a broad-based index of high-quality bonds receiving an AA- or better rating from a recognized rating agency on our annual measurement date that is matched to the future expected cash flows of the benefit plans by annual periods. The resulting discount rate decreased from 4.5% for the retirement plan and 3.9% for the postretirement benefits other than pension plans at December 31, 2013 to 3.7% and 3.3%, respectively, at December 31, 2014.

We determine the overall expected long-term return on plan assets based on our estimate of the return that plan assets will provide over the period that benefits are expected to be paid out. In preparing this estimate, we assess the rates of return on each allocation of plan assets, return premiums generated by portfolio management, and advice by our third-party actuary and investment consultants. The expected return on plan assets is a long-term assumption that is determined at the beginning of each year and generally does not significantly change annually. While historical returns are considered, the rate of return assumption is primarily based on projections of expected returns, using economic data and financial models to estimate the probability of returns. The probability distribution of annualized returns for the portfolio using current asset allocations is used to determine the expected range of returns for a ten-to-twenty year horizon. While management believes that the assumptions used are appropriate, differences in actual experience or changes in assumptions may affect our pension expense. The expected return on plan assets assumption used for determining net periodic pension expense for 2014 and 2013 was 7.5%. Actual return on plan assets for 2014 and 2013 was 5.3% and 18.2%, respectively. Our historical actual return averaged 6.8% for the ten-year period ended December 31, 2014. For the 2015 plan year, we have changed the expected return on plan assets assumption used for determining net periodic pension expense to 6.5%. In the future, we may make additional discretionary contributions to the plan or we could be required to make mandatory cash funding payments.

The mortality rate assumption used for determining future benefit obligations as of December 31, 2014 and 2013 was based on the RP 2014 Mortality Tables and the RP 2000 Mortality Tables, respectively. In estimating the health care cost trend rate, we consider our actual health care cost experience, industry trends, and advice from our third-party actuary.

While management believes that the assumptions used are appropriate, differences in actual experience or changes in assumptions may affect our pension and postretirement benefit obligations and expense. For example, holding all other assumptions constant, a 1% increase or decrease in the assumed discount rate related to the retirement plan would increase or decrease 2014 net periodic pension expense by approximately zero and \$0.1 million, respectively. Likewise, a 1% increase or decrease in the assumed rate of return on plan assets would decrease or increase, respectively, 2014 net periodic pension expense by approximately \$0.7 million.



**Legal Contingencies.** We are subject to various legal proceedings and claims, the outcomes of which are subject to significant uncertainty. We record an accrual for loss contingencies when a loss is probable and the amount of the loss can be reasonably estimated. We review these accruals each reporting period and make revisions based on changes in facts and circumstances.

### **Recently Issued Accounting Standards**

For a discussion of recently issued accounting standards, see Note 1 to our consolidated financial statements included herein.

### **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 equity prices and changes in asset values of investments that fund our pension plan.

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

Borrowings outstanding under our \$1 billion credit facility currently bear interest at an annual rate of LIBOR plus 2.0%, subject to adjustment as defined in the agreement. If LIBOR were to increase by 100 basis points, our annual interest cost on the \$586.5 million in borrowings outstanding under our \$1 billion credit facility as of December 31, 2014 would increase by approximately \$5.9 million.

Borrowings outstanding under our \$400 million term loan B associated with our credit facility currently bear interest at an annual rate of LIBOR plus 3.0%, subject to adjustment as defined in the agreement. If LIBOR were to increase by 100 basis points, our annual interest cost on the \$398.0 million in borrowings outstanding under our \$400 million credit facility as of December 31, 2014 would increase by approximately \$4.0 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 December 31, 2014. As a result, the interest rate market risk implicit in these investments at December 31, 2014, if any, is low.

#### **Risk Related to Changes in Equity Prices**

Concurrently with the issuance of the Convertible Notes, we entered into convertible note hedge transactions intended to reduce the potential dilution upon conversion of the Convertible Notes in the event that the market value per share of our common stock, as measured under the Convertible Notes, at the time of exercise is greater than the conversion price of the Convertible Notes. In connection with the convertible note hedge transactions, we sold warrants to the counterparties to the call options whereby they may purchase, as adjusted and reduced as described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” above, approximately 4.7 million shares of our common stock. Also as noted in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” above, we have entered into agreements with the remaining note hedge counterparties whereby we intend to cash settle the remaining 4.7 million warrants in the first quarter of 2015. For every \$1 increase in the share price of our common stock above the December 31, 2014 closing price of \$52.74, the cost to cash settle the warrants will increase by approximately \$4.7 million.

#### **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. As of December 31, 2014, the value of the investments in the pension fund was \$75.3 million, and an immediate ten percent decrease in the value of the investments in the fund would have reduced the value of the fund by approximately \$7.5 million.

## Summary

Based upon our overall market risk exposures at December 31, 2014, we believe that the effects of changes in interest rates, equity prices and asset values of investments that fund our pension plan could be material to our consolidated financial position, results of operations or cash flows.

## Forward-Looking Statements

This report 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,” “intends,” “plans,” “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 anticipated benefits of the REIT conversion and our sale of the Gaylord Hotels brand and rights to manage our Gaylord Hotels properties to Marriott International, Inc., including continued increases in revenue and anticipated stabilized future annualized cost synergies; (iii) the holding of our non-qualifying REIT assets in one or more taxable REIT subsidiaries; (iv) our announced dividend policy including the frequency and amount of any dividend we may pay; (v) potential growth opportunities, including future expansion of the geographic diversity of our existing asset portfolio through acquisitions; (vi) the anticipated pace of recovery in demand for products and services provided by the lodging industry relative to general economic conditions; (vii) Marriott’s ability to effectively manage our hotels and other properties; (viii) our anticipated capital expenditures; (ix) 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 (x) any other business or operational matters. We have based these forward-looking statements on our current expectations and projections about future events.

Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, beliefs and expectations, our actual results could differ materially from the results anticipated by the forward-looking statements as a result of many known and unknown factors including, but not limited to, those discussed in “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this report. Any forward-looking statement made in this Annual Report 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 report, except as may be required by law.

## RISK FACTORS

You should carefully consider the following specific risk factors as well as the other information contained or incorporated by reference in this Annual Report as these are important factors, among others, that could cause our actual results to differ from our expected or historical results. It is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete statement of all our potential risks or uncertainties. Some statements in this Annual Report are “forward-looking statements” and are qualified by the cautionary language regarding such statements. See “Forward-Looking Statements” above.

***If we fail to remain qualified as a REIT, we would be subject to tax at corporate income tax rates and would not be able to deduct distributions to stockholders when computing our taxable income.***

Pursuant to our 2012 restructuring, we took the steps necessary to elect to be treated as a REIT for tax purposes, effective for the taxable year ended December 31, 2013. As a REIT, we hold our non-qualifying REIT assets in one or more TRSs. These non-qualifying REIT assets consist principally of non-real estate assets related to our Hospitality segment and the assets related to our Opry and Attractions segment as historically structured and operated.

If, in any taxable year, we fail to qualify for taxation as a REIT, and are not entitled to relief under the Internal Revenue Code of 1986, as amended (the “Code”):

- we would not be allowed a deduction for distributions to stockholders in computing our taxable income; and
- we would be subject to federal and state income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates.

Any such corporate tax liability could be substantial and would reduce the amount of cash available for other purposes. This adverse impact could last for five or more years because, unless we are entitled to relief under certain statutory provisions, we would be taxable as a C corporation, beginning in the year in which the failure occurs, and we would not be allowed to re-elect to be taxed as a REIT for the following four years.

If we fail to qualify for taxation as a REIT, we may need to borrow additional funds or liquidate certain assets to pay any additional tax liability. Accordingly, funds available for investment or distribution to stockholders would be reduced.

REIT qualification involves the application of highly technical and complex provisions of the Code to our operations, as well as various factual determinations concerning matters and circumstances not entirely within our control. There are limited judicial or administrative interpretations of these provisions. Although we plan to operate in a manner consistent with the REIT qualification rules, we cannot assure you that we will so qualify or remain so qualified.

***As a REIT, failure to make required distributions to our stockholders would subject us to federal and state corporate income tax.***

Prior to 2012, we had not paid a cash distribution on our common stock since 1999. Beginning in 2013 we declared, and we intend to continue to declare, regular quarterly distributions, the amount of which will be determined, and will be subject to adjustment, by our board of directors. Our board of directors has approved a dividend policy pursuant to which we will pay a quarterly cash dividend 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 on an annual basis, whichever is greater. This dividend policy may be altered at any time by our board of directors, and certain provisions of our debt agreements may prohibit us from paying dividends in accordance with the policy. To be taxed as a REIT, we are generally required to

distribute at least 90% of our REIT taxable income (determined without regard to the dividends paid deduction and excluding net capital gain) each year to our stockholders. If our cash available for distribution falls short of our estimates, we may be unable to maintain the proposed quarterly distributions that approximate our taxable income and may fail to qualify for taxation as a REIT. In addition, our cash flows from operations may be insufficient to fund required distributions as a result of differences in timing between the actual receipt of income and the recognition of income for federal and state income tax purposes, or the effect of nondeductible expenditures.

To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our REIT taxable income, we will be subject to federal and state corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our stockholders for a calendar year is less than a minimum amount specified under the Code.

***Covenants in our current and future debt instruments may limit our ability to make required distributions to our stockholders in accordance with our announced intended dividend policy.***

Our \$1 billion credit facility and \$400 million term loan B impose, and future financing agreements are likely to impose, operating and financial restrictions on our activities, including restrictions on the payment of dividends. These restrictions may prevent us from making distributions to our stockholders in accordance with our announced intended dividend policy.

***We may be required to borrow funds, sell assets, or issue equity to satisfy our REIT distribution requirements or maintain the asset ownership tests.***

To meet the REIT distribution requirements and maintain our qualification and taxation as a REIT, we may need to borrow funds, sell assets or issue equity, even if the then-prevailing market conditions are not favorable for these borrowings, sales or offerings. Any insufficiency of our cash flows to cover our REIT distribution requirements could adversely impact our ability to raise short- and long-term debt, to sell assets, or to offer equity securities to fund distributions required to maintain our qualification and taxation as a REIT. Furthermore, the REIT distribution requirements may increase the financing we need to fund capital expenditures, future growth and expansion initiatives. This would increase our total leverage.

In addition, if we fail to comply with certain REIT asset ownership tests at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification. As a result, we may be required to liquidate otherwise attractive assets. These actions may reduce our income and amounts available for distribution to our stockholders.

***Complying with REIT requirements may limit our flexibility or cause us to forego otherwise attractive opportunities.***

To qualify as a REIT for federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our common stock. Thus, compliance with these tests will require us to refrain from certain activities and may hinder our ability to make certain attractive investments, including the purchase of non-qualifying assets, the expansion of non-real estate activities, and investments in the businesses to be conducted by our TRSs, and to that extent limit our opportunities and our flexibility to change our business strategy. Furthermore, acquisition opportunities may be adversely affected if we need or require the target company to comply with some REIT requirements prior to closing. In addition, as a REIT, we may face investor pressures to forego growth opportunities that are not immediately accretive.

We conduct a significant portion of our business activities, including those currently operated within our Opry and Attractions segment, through TRSs. Under the Code, no more than 25% of the value of the assets of a REIT may be represented by securities of one or more TRSs and other non-qualifying assets. This limitation may affect

our ability to make additional investments in our Opry and Attractions segment as historically structured and operated or in other non-REIT qualifying operations or assets. To meet our annual distribution requirements, we may be required to distribute amounts that may otherwise be used for our operations, including amounts that may otherwise be invested in future acquisitions, capital expenditures or repayment of debt, and it is possible that we might be required to borrow funds, sell assets or issue equity to fund these distributions, even if the then-prevailing market conditions are not favorable for these borrowings, sales or offerings.

***Our planned use of TRSs may cause us to fail to qualify as a REIT.***

The net income of our TRSs is not required to be distributed to us, and income that is not distributed to us generally will not be subject to the REIT income distribution requirement. However, there may be limitations on our ability to accumulate earnings in our TRSs and the accumulation or reinvestment of significant earnings in our TRSs could result in adverse tax treatment. In particular, if the accumulation of cash in our TRSs causes the fair market value of our securities in our TRSs and certain other non-qualifying assets to exceed 25% of the fair market value of our assets, we would fail to qualify as a REIT.

***If our leases of our hotel properties to TRS lessees are not true leases for federal income tax purposes, we may fail to qualify as a REIT.***

In order for the lease payments by our TRS lessees to our property-owning subsidiaries to qualify for purposes of the gross income tests, the lease or sublease must be considered a true lease for federal income tax purposes and must not be treated as a service contract, joint venture, or some other type of arrangement. We believe we have structured our leases and subleases of our hotel properties to our TRS lessees so that the leases will be considered true leases for federal income tax purposes, but there can be no assurance that the IRS will agree with this characterization.

***If Marriott or any future third-party hotel manager fails to qualify as an “eligible independent contractor,” or if our hotels are not “qualified lodging facilities,” we will fail to qualify as a REIT.***

Rent paid by a lessee or sublessee that is a “related party tenant” of ours will not be qualifying income for purposes of the two gross income tests applicable to REITs. An exception is provided, however, for leases of “qualified lodging facilities” to a TRS so long as the hotels are managed by an “eligible independent contractor” and certain other requirements are satisfied. We lease or sublease our hotel properties to TRS lessees, and such TRS lessees have engaged Marriott as a third-party hotel manager. We believe Marriott and any other third-party hotel manager that our TRS lessees may engage in the future will qualify as “eligible independent contractors” for federal income tax purposes. Among other requirements, to qualify as an “eligible independent contractor,” the third-party hotel manager must not own, directly or through its stockholders, more than 35% of our outstanding shares, and no person or group of persons can own more than 35% of our outstanding shares and the shares (or ownership interest) of the third-party hotel manager, taking into account certain ownership attribution rules. The ownership attribution rules that apply for purposes of these 35% thresholds are complex, and monitoring actual and constructive ownership of our shares by the third-party hotel manager and their owners may not be practical. Accordingly, there can be no assurance that these ownership limits will not be exceeded.

In addition, for a third-party hotel manager to qualify as an “eligible independent contractor,” such company or a related person must be actively engaged in the trade or business of operating “qualified lodging facilities” (as defined below) for one or more persons not related to the REIT or its TRSs at each time that such company enters into a hotel management contract with a TRS lessee. We believe that Marriott operates “qualified lodging facilities” for certain persons who are not related to us or our TRSs, and Marriott has agreed in the hotel management agreements that it, or its affiliates, are eligible independent contractors and will maintain such status. However, no assurances can be provided that Marriott or any other hotel managers that we may engage in the future will in fact comply with this requirement. Failure to comply with this requirement would require us to find other third-party hotel managers for future contracts, and, if we hired a third-party hotel manager without knowledge of the failure, it could jeopardize our status as a REIT.

Finally, each property with respect to which our TRS lessees pay rent must be a “qualified lodging facility.” A “qualified lodging facility” is a hotel, motel or other establishment more than one-half of the dwelling units in which are used on a transient basis, including customary amenities and facilities, provided that no wagering activities are conducted at or in connection with such facility by any person who is engaged in the business of accepting wagers and who is legally authorized to engage in such business at or in connection with such facility. We believe that our current hotel properties are “qualified lodging facilities.” Although we intend to monitor future acquisitions and improvements of properties, REIT provisions of the Code provide only limited guidance for making determinations under the requirements for “qualified lodging facilities,” and there can be no assurance that these requirements will be satisfied.

***Our cash distributions are not guaranteed and may fluctuate.***

A REIT generally is required to distribute at least 90% of its REIT taxable income to its stockholders. Our board of directors, in its sole discretion, will determine on a quarterly basis the amount of cash to be distributed to our stockholders based on a number of factors including, but not limited to, our results of operations, cash flow and capital requirements, economic conditions, tax considerations, borrowing capacity and other factors, including debt covenant restrictions that may impose limitations on cash payments and plans for future acquisitions and divestitures. Our board of directors has approved a dividend policy pursuant to which we will pay a quarterly cash dividend based on an annualized amount of at least 50% of adjusted funds from operations (as defined by us) less maintenance capital expenditures or 100% of REIT taxable income on an annual basis, whichever is greater. The dividend policy may be altered at any time by our board of directors and certain provisions of our debt agreements may prohibit us from paying dividends in accordance with the policy. Consequently, our distribution levels may fluctuate.

***There are uncertainties relating to the estimate of our special dividend paid on December 21, 2012.***

To qualify for taxation as a REIT effective for the year ended December 31, 2013, we were required to distribute to our stockholders our undistributed accumulated earnings and profits attributable to taxable periods ended prior to January 1, 2013. To satisfy this requirement, on November 2, 2012, our board of directors declared a special dividend in the amount of \$6.84 per share of common stock, or an aggregate of approximately \$309.8 million to stockholders of record as of the close of business on November 13, 2012, payable on December 21, 2012 in a combination of cash and stock, as elected by stockholders. We believe that the total value of the special dividend was sufficient to fully distribute our accumulated earnings and profits and that a portion of the special dividend exceeded our accumulated earnings and profits. However, the amount of our undistributed accumulated earnings and profits is a complex factual and legal determination. We may have had less than complete information at the time we estimated our earnings and profits or may have interpreted the applicable law differently from the IRS. Substantial uncertainties exist relating to the computation of our undistributed accumulated earnings and profits, including the possibility that the IRS could, in auditing tax years through 2012, successfully assert that our taxable income should be increased, which could increase our pre-REIT accumulated earnings and profits. Thus, we may fail to satisfy the requirement to distribute all of our pre-REIT accumulated earnings and profits by the close of our first taxable year as a REIT.

***Even though we are conducting our business as a REIT, certain of our business activities will be subject to corporate level income tax, which will continue to reduce our cash flows, and we will have potential deferred and contingent tax liabilities.***

Even though we are conducting our business as a REIT, we may be subject to certain federal, state, and local taxes on our income and assets, including alternative minimum taxes, taxes on any undistributed income, and state or local income, franchise, property and transfer taxes. In addition, we could in certain circumstances be required to pay an excise or penalty tax, which could be significant in amount, to utilize one or more relief provisions under the Code to maintain qualification for taxation as a REIT.

Our business related to the non-real estate assets of our Hospitality segment and the assets of our Opry and Attractions segment is conducted through wholly-owned TRSs because these activities could generate non-qualifying REIT income as historically structured and operated. Those TRS assets and operations continue to be subject, as applicable, to federal and state corporate income taxes in the jurisdictions in which those assets and operations are located. Any of these taxes would decrease our earnings and our available cash. In addition, net operating losses in any of our TRSs generally will not provide any tax benefit, except for use against current or future taxable income in the TRSs.

We are also subject to a federal corporate level tax at the highest regular corporate rate (currently 35%) on all or a portion of the gain recognized from a sale of assets occurring within a specified period (generally, ten years) after the REIT conversion is completed, to the extent of the built-in gain based on the fair market value of those assets on the effective date of the REIT election in excess of our then tax basis. That tax on subsequently sold assets will be based on the fair market value and built-in gain of those assets as of January 1, 2013. Gain from a sale of an asset occurring after the specified period ends will not be subject to this corporate level tax. We currently do not expect to sell any asset if the sale would result in the imposition of a material tax liability. We cannot, however, assure you that we will not change our plans in this regard.

In addition, the IRS and any state or local tax authority may successfully assert liabilities against us for corporate income taxes for taxable years prior to the time we qualified as a REIT, in which case we will owe these taxes plus applicable interest and penalties, if any. Moreover, any increase in taxable income for these pre-REIT periods will likely result in an increase in pre-REIT accumulated earnings and profits, which could cause us to pay an additional taxable distribution to our stockholders after the relevant determination.

***Complying with REIT requirements may limit our ability to hedge effectively and increase the costs of our hedging, and may cause us to incur tax liabilities.***

The REIT provisions of the Code limit our ability to hedge liabilities. Generally, income from hedging transactions that we enter into to manage risk of interest rate changes with respect to borrowings made or to be made to acquire or carry real estate assets and income from certain currency hedging transactions related to any non-U.S. operations do not constitute “gross income” for purposes of the REIT gross income tests. To the extent that we enter into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of the REIT gross income tests. As a result of these rules, we may need to limit our use of advantageous hedging techniques or implement those hedges through a TRS. This could increase the cost of our hedging activities because our TRSs would be subject to tax on income or gains resulting from hedges entered into by them or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear.

***We have little experience operating as a REIT, which may adversely affect our financial condition, results of operations, the market price of our common stock and our ability to satisfy debt service obligations and make distributions to our stockholders.***

Our senior management team has little experience operating a REIT. We cannot assure you that our past experience will be sufficient to operate our company successfully as a REIT. Failure to maintain REIT status could adversely affect our financial condition, results of operations, the market price of our common stock and our ability to satisfy debt service obligations and make distributions to our stockholders.

***Legislative or other actions affecting REITs could have a negative effect on us or our stockholders.***

At any time, the federal income tax laws governing REITs or the administrative interpretations of those laws may be amended. Federal and state tax laws are constantly under review by persons involved in the legislative process, the IRS, the United States Department of the Treasury and state taxing authorities. Changes to the tax laws, regulations and administrative interpretations, which may have retroactive application, could adversely

affect us. We cannot predict with certainty whether, when, in what forms, or with what effective dates, the tax laws, regulations and administrative interpretations applicable to us may be changed. Accordingly, we cannot assure you that any such change will not significantly affect our ability to qualify for taxation as a REIT or the federal income tax consequences to us of such qualification.

***The ability of our board of directors to revoke our REIT qualification, without stockholder approval, may cause adverse consequences to our stockholders.***

Our Amended and Restated Articles of Incorporation (“Charter”) provides that the board of directors may revoke or otherwise terminate the REIT election, without the approval of our stockholders, if it determines that it is no longer in our best interest to continue to qualify as a REIT. If we cease to be a REIT, we will not be allowed a tax deduction with respect to distributions to our stockholders in computing our taxable income, and we will be subject to federal and state income tax at regular corporate rates and state and local taxes, which may have adverse consequences on our stock price, distributions, and total return to our stockholders.

***If our third-party hotel managers do not manage our hotel properties or other businesses successfully, our financial condition, results of operations and our ability to service debt and make distributions to our stockholders may be negatively impacted.***

Due to federal income tax laws that restrict REITs from operating and managing hotels, we do not operate or manage the day-to-day functions of any of our hotel properties as a REIT. We lease or sublease our hotel properties to TRSs, and such TRS lessees have engaged Marriott as a third-party hotel manager pursuant to hotel management agreements. Marriott assumed management of the day-to-day operations of our Gaylord Hotels properties effective October 1, 2012, the Inn at Opryland effective December 1, 2012, and will assume management of the AC Hotel upon its anticipated March 2015 opening. We will identify third-party hotel managers to operate and manage any hotels that we acquire in the future. Our third-party hotel managers will be responsible for the day-to-day management of our hotel properties, including, but not limited to, implementing significant operating decisions, setting rates for rooms and meeting space, controlling revenue and expenditures, collecting accounts receivable, and recruiting, employing and supervising employees at our hotel properties. We will not have the authority to require our third-party hotel managers to operate our hotel properties in a particular manner, although we will have consent and approval rights for certain matters under our hotel management agreements with Marriott, subject to the limitations described therein. As a result, our financial condition, results of operations and our ability to service debt and make distributions to our stockholders are largely dependent on the ability of our third-party hotel managers to operate our hotel properties successfully. Any failure by our third-party hotel managers to provide quality services and amenities or to maintain and protect a quality brand name and reputation could have a negative impact on their ability to operate and manage our hotel properties successfully and could negatively impact our financial condition, results of operations and our ability to service debt and make distributions to our stockholders.

We cannot assure you that our third-party hotel managers will operate and manage our hotel properties in a manner that is consistent with their obligations under the hotel management agreements, that our third-party hotel managers will not be negligent in their performance or engage in other criminal or fraudulent activity, or that they will not otherwise default on their management obligations to us.

Even if we believe our hotel properties are being operated inefficiently or in a manner that does not result in satisfactory operational metrics, we will have limited ability to require our third-party hotel managers to change their method of operation of our hotel properties. We generally will attempt to resolve issues with third-party hotel managers through discussions and negotiations. However, if we are unable to reach satisfactory results through discussions and negotiations, we may choose to litigate the dispute or submit the matter to third-party dispute resolution or arbitration. We would be able to seek redress only if a third-party hotel manager violates the terms of the applicable hotel management agreement, and then only to the extent of the remedies provided for under the terms of the hotel management agreement. Additionally, in the event we need to replace any of our



third-party hotel managers, we may experience significant business disruptions at the affected hotel properties, and may be liable, under certain circumstances, for significant damages and/or be required to make certain payments to our third-party managers.

***The operation and management of our current hotel properties, the operation of which generates substantially all our Hospitality segment revenue, is concentrated in Marriott.***

Our current hotel properties, the operation of which generates substantially all our Hospitality segment revenue, are operated and managed by Marriott. As a result, our operational risk is concentrated in one third-party hotel manager, which makes us more vulnerable economically to any weakness of Marriott than if we entered into hotel management agreements with several third-party hotel managers. We cannot assure you that Marriott will satisfy its obligations to us or successfully operate and manage our current hotel properties. Any adverse developments in Marriott's business and affairs, financial strength or ability to operate and manage our current hotel properties successfully could materially reduce our revenues and net income, which could in turn reduce the amount of distributions to our stockholders. Additionally, we rely on the resources of and financial information provided by Marriott to report the financial results of our hotel properties. A failure by Marriott to accurately report the financial results of our hotel properties could materially affect our understanding of the hotel properties' performance as well as our ability to accurately report on the hotel properties' performance. Further, Marriott now owns the Gaylord Hotels brand and trademarks, and a failure on their part to maintain quality standards could harm the brand and damage our business.

***Revenue enhancements and cost synergies as a result of transitioning the management of our hotels to Marriott may not be sustained.***

Revenue growth and cost synergies for our hotel operations are largely dependent on the efforts of Marriott. Marriott's efforts to leverage its rewards program, customer channels and brands, as well as its management of demand for rooms, meeting space and banquets, have resulted in revenue growth and Marriott's efforts to reduce hotel-level costs have yielded cost savings. There can be no assurance that improvements in revenue or cost savings can be sustained.

***Restrictive covenants and other provisions in our hotel management agreements with third-party hotel managers could limit our ability to sell or lease our hotel properties or refinance our existing debt.***

Our hotel management agreements with Marriott contain, and we anticipate that hotel management agreements with our future third-party hotel managers will contain, restrictive covenants that limit our flexibility to sell or lease our hotel properties. For example, we may not sell or lease our current hotel properties to a competitor of Marriott (as defined in our management agreements with Marriott), and any purchaser or lessee must have, in Marriott's judgment, sufficient financial resources and liquidity to fulfill our obligations under the hotel management agreements. Such restrictions on our ability to sell or lease our hotel properties could negatively affect the marketability of our hotel properties and restrict our ability to refinance our existing debt secured by our hotel properties.

***Marriott and any future third-party hotel manager may own or operate hotels that compete with our hotel properties.***

Our third-party hotel managers may own or operate hotels that compete with our current hotel properties and any hotel properties that we acquire, which may result in a conflict of interest. For example, Marriott and its affiliates own, have invested in, operate, and have provided credit support or operating guarantees to hotels that compete or will compete with our current hotel properties, including the Marriott Orlando World Center, which competes with Gaylord Palms, and the Washington Marriott Marquis, which competes with Gaylord National. As a result, our third-party hotel managers may make decisions regarding competing hotel properties that are not or would not be in our best interest. In addition, such third-party hotel managers' operation of other hotels may divert attention away from the operation and management of our hotel properties.

***Our concentration in the hospitality industry, and in particular the group-oriented meetings sector of the hospitality industry, exposes us to certain risks outside of our and Marriott's control.***

Our primary business is hotel-related, and our current hotel properties, the operation of which generates substantially all our Hospitality segment revenue, are concentrated in the group-oriented meetings sector of the hospitality industry. Therefore, a downturn in the lodging industry, in general, and the group-oriented meetings sector, in particular, would have a material adverse effect on our financial condition, results of operations, the market price of our common stock and our ability to service debt and make distributions to our stockholders.

The ability of Marriott to successfully operate and manage our current hotel properties and convention business is subject to factors beyond our and their control, which could reduce the revenue and operating income of these properties. These factors include:

- the desirability and perceived attractiveness of the Nashville, Tennessee; Orlando, Florida; Dallas, Texas; and Washington D.C. areas as tourist and convention destinations;
- adverse changes in the national economy and in the levels of tourism and convention business that affect our current hotel properties;
- the level of governmental group business, which has decreased at times in the past due to uncertainty surrounding the U.S. government budget;
- Marriott's ability to attract group convention business;
- Marriott's ability to contract for and collect attrition and cancellation fees from groups that do not fulfill minimum stay or spending requirements;
- the opening of other new hotels could impact the group convention business at our current hotel properties;
- the highly competitive nature of the hotel, tourism and convention business in which our hotel properties operate, including the fact that we compete for convention business with publicly-financed civic convention centers;
- the susceptibility of group convention business to reduced levels of demand during the year-end holiday periods, which Marriott may not be able to offset by attracting sufficient general tourism guests;
- the financial condition of the airline and other transportation-related industries and the resulting impact on travel; and
- organized labor activities, which could cause a diversion of business from our hotels involved in labor negotiations and loss of group business.

These factors could reduce the revenues and net operating profits of our TRS lessees, which in turn could adversely affect our financial condition, results of operations, the market price of our common stock and our ability to service debt and make distributions to our stockholders.

***Due to the geographic concentration of our current hotel properties, we are subject to a greater degree of risk to certain factors.***

Due to the geographic concentration of our current hotel properties, we are subject to a greater degree of risk to factors, including:

- local economic and competitive conditions;
- natural and other disasters;
- a decline in air passenger travel due to higher ticket costs or fears concerning air travel;

- a decline in the attractiveness of the areas in which our hotels are located as a convention and tourism destination; and
- a decrease in convention and meeting business at any of our properties.

Any of these could negatively affect our financial condition, results of operations and our ability to service debt and make distributions to our stockholders.

***We may be unable to successfully identify and complete future acquisitions, and our previously announced developments will not be pursued in the form we previously anticipated.***

Acquisitions of other hotels, particularly in the group-oriented meetings sector of the hospitality industry, either alone or through joint ventures or alliances with one or more third parties, are part of our long-term growth strategy. We may be unable to successfully identify or complete future acquisitions at acceptable prices and terms or, if we are able to find favorable acquisition targets, we may not be able to obtain financing on acceptable terms or secure beneficial joint ventures or alliances. We will evaluate potential acquisition opportunities in the ordinary course of business, including those that could be material in size and scope.

***The hotel business is capital-intensive, and our inability to obtain financing or successfully complete acquisitions or capital improvements could limit our growth.***

Acquisitions of hotels will require significant capital expenditures, and hotels that we acquire may need renovations and capital improvements at the time of acquisition. All of our hotel properties will require periodic capital expenditures and renovation to remain competitive. If any hotels that we acquire are subject to franchise agreements, the franchisors of these hotels may also require periodic capital improvements as a condition to our maintaining the franchise licenses. We may not be able to fund capital improvements or acquisitions solely from cash provided from our operating activities because we must distribute at least 90% of our REIT taxable income (determined before the deduction for dividends paid and net of capital gains) each year to maintain our qualification as a REIT for federal income tax purposes. As a result, our ability to fund acquisitions or capital expenditures through any retained earnings or operating cash flow will be limited. Consequently, we will rely upon the availability of debt or equity capital to fund hotel acquisitions and improvements. Our ability to grow through acquisitions will be limited if we cannot obtain satisfactory debt or equity financing, which will depend on market conditions. We cannot assure you that we will be able to obtain additional equity or debt financing or that we will be able to obtain such financing on favorable terms.

In addition, capital improvements may give rise to the following risks:

- possible environmental problems;
- construction cost overruns and delays;
- the possibility that revenues will be reduced while rooms, restaurants or other facilities are out of service due to capital improvement projects;
- a possible shortage of available cash to fund capital improvements and the related possibility that financing for these capital improvements may not be available to us on attractive terms; and
- uncertainties as to market demand or a loss of market demand after capital improvements have begun.

The costs of renovations and capital improvements could adversely affect our financial condition, results of operations, the market price of our common stock and our ability to service debt and make distributions to our stockholders.

***Our TRS lessee structure will subject us to the risk of increased hotel operating expenses and the inability of our TRS lessees to make lease payments to us.***

Our leases with our TRS lessees will require our TRS lessees to make lease payments to us based in part on gross revenues from our hotel properties. Our operating risks will include decreases in revenues at our hotel properties and increases in operating expenses of our hotel properties. Decreases in revenues or increases in operating expenses could adversely affect our TRS lessees' ability to make lease payments due under the leases, including, but not limited to, increases in wage and benefit costs, repair and maintenance expenses, property taxes, insurance costs, and other operating expenses. Increases in those operating expenses can have a significant adverse impact on our financial condition, results of operations, the market price of our common stock, and our ability to service debt and make distributions to our stockholders.

In addition, our TRS lessees' ability to make lease payments will be affected by factors beyond their control, such as changes in general economic conditions, the level of demand for hotels and the related services of our hotel properties, competition in the lodging and hospitality industry, the third-party managers' ability to maintain and increase gross revenue at our hotel properties and other factors relating to the operations of our hotel properties.

***Our substantial debt could reduce our cash flow and limit our business activities.***

We currently have a significant amount of debt. As of December 31, 2014, we had approximately \$1.3 billion of total debt. We may incur additional debt in connection with any additional hotel acquisitions, development, renovations, or capital improvement.

Our substantial amount of debt could have important consequences. For example, it could:

- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to make interest and principal payments on our debt, thereby limiting the availability of our cash flow to make distributions to our stockholders and to fund future capital expenditures, working capital and other general corporate requirements;
- limit our flexibility in planning for, or reacting to, changes in our business and the hospitality industry, which may place us at a competitive disadvantage compared with competitors that are less leveraged;
- limit our ability to borrow additional funds, even when necessary to maintain adequate liquidity; and
- limit our ability to obtain additional financing for various projects, including possible expansions of our existing properties and acquisitions of additional properties.

In addition, the terms of our \$1 billion credit facility allow, and instruments governing any new debt may allow, us to incur substantial amounts of additional debt subject to certain limitations. Any such additional debt could increase the risks associated with our substantial leverage. Although our earnings were sufficient to cover fixed charges in 2014 and 2013, our substantial leverage is evidenced by our earnings being insufficient to cover fixed charges by \$25.5 million in 2012. At the time any principal amount of our indebtedness is due, we may not have cash available to pay this amount, and we may not be able to refinance our indebtedness on favorable terms, or at all.

***We will be required to refinance our debt before it matures and there is no assurance that we will be able to refinance our debt on acceptable terms.***

Currently, the revolving loans, letters of credit and term loans under our \$1 billion credit facility mature on April 18, 2017, and we will be required to refinance this facility prior to such date. We also have outstanding \$398.0 million under our \$400 million term loan B and \$350.0 million in aggregate principal amount of our 5.00% senior unsecured notes, both of which mature in 2021.

Our ability to refinance our \$1 billion credit facility, our \$400 million term loan B, and our outstanding 5.00% senior unsecured notes on acceptable terms will be dependent upon a number of factors, including our degree of leverage, the value of our assets, borrowing restrictions which may be imposed by lenders and conditions in the credit markets at the time we refinance. If we are unable to refinance our debt on acceptable terms, we may be forced to choose from a number of unfavorable options, including agreeing to otherwise unfavorable financing terms, selling one or more hotel properties at unattractive prices or on disadvantageous terms, or defaulting on mortgages and allowing our lenders to foreclose. Any one of these options could have a material adverse effect on our business, financial condition, results of operations and our ability to make distributions to our stockholders.

***To service our debt and pay other obligations, we will require a significant amount of cash, which may not be available to us.***

Our ability to make payments on, or repay or refinance, our debt, including our obligations under our convertible senior notes and any future debt we may incur, and to fund planned capital expenditures will depend largely upon our future operating performance and our ability to generate cash from operations. Our future performance, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. In addition, our ability to borrow funds in the future to make payments on our debt and other obligations will depend on the satisfaction of the covenants and financial ratios in our senior credit facility and our other debt agreements, including other agreements we may enter into in the future. Our business may not generate sufficient cash flow from operations or we may not have future borrowings available to us under our credit facility or from other sources in an amount sufficient to enable us to pay our debt or to fund our other liquidity needs.

***The agreements governing our debt contain various covenants that may limit our ability to operate our business and impair our ability to make distributions to our stockholders.***

Our existing financial agreements, including our \$1 billion credit facility and \$400 million term loan B impose, and future financing agreements are likely to impose, operating and financial restrictions on our activities, including our ability to make distributions to any stockholder. Our \$1 billion credit facility currently requires us to comply with or maintain certain financial tests and ratios, including minimum consolidated tangible net worth, minimum fixed charge coverage ratio, minimum implied debt service coverage ratio and maximum funded debt to asset value ratio, and our \$1 billion credit facility, \$400 million term loan B and/or indenture governing the 5.00% senior unsecured notes limit or prohibit our ability to, among other things:

- incur additional debt, issue guarantees of debt and issue preferred stock;
- create liens;
- sell assets;
- sell equity interests in our restricted subsidiaries;
- redeem and/or prepay certain debt;
- pay dividends on our stock to our stockholders or repurchase our stock or other equity interests;
- make certain investments;
- enter new lines of business;
- engage in consolidations, mergers and acquisitions;
- enter into transactions with affiliates; or
- agree to restrictions on our subsidiaries' ability to pay dividends and make other distributions to us.

If we fail to comply with these covenants, we would be in default under our \$1 billion credit facility and the indenture governing the 5.00% senior unsecured notes, and the outstanding principal and accrued interest on such debt would become due and payable.

Various risks, uncertainties and events beyond our control could affect our ability to comply with these covenants and maintain these financial tests and ratios. Failure to comply with any of the covenants in our existing or future financing agreements could result in a default under those agreements and under other agreements containing cross-default provisions. A default would permit lenders to accelerate the maturity for the debt under these agreements and to foreclose upon any collateral securing the debt, including, in the case of our existing credit facility, our Gaylord Hotels properties. Under these circumstances, we might not have sufficient funds or other resources to satisfy all of our obligations. In addition, the limitations imposed by financing agreements on our ability to pay dividends, incur additional debt and to take other actions might significantly impair our ability to obtain other financing and to make distributions to our stockholders in accordance with our announced intended dividend policy.

***Our indebtedness is secured by a substantial portion of our assets.***

Subject to applicable laws and certain agreed-upon exceptions, our \$1 billion credit facility and \$400 million term loan B are secured by liens on the substantial majority of our assets, including mortgages on each of our Gaylord Hotels properties. In the event of a default under our \$1 billion credit facility, or if we experience insolvency, liquidation, dissolution or reorganization, the holders of our secured debt instruments would first be entitled to payment from their collateral security, and only then would holders of our unsecured debt be entitled to payment from our remaining assets.

***We are a holding company and depend upon our subsidiaries' cash flow to meet our debt service obligations.***

We are a holding company and we conduct our operations through our subsidiaries, including our TRSs. As a result, our ability to meet our debt service obligations substantially depends upon our subsidiaries' cash flows and payments of funds to us by our subsidiaries as dividends, loans, advances, leases or other payments. The payment of dividends and/or making of loans, advances, leases or other payments by our subsidiaries will be subject to the approval of those subsidiaries' boards. Our subsidiaries' ability to pay such dividends and/or make such loans, advances, leases or other payments may also be restricted by, among other things, applicable laws and regulations, current and future debt agreements and management agreements into which our subsidiaries may enter.

***We and our third-party hotel managers will rely on information technology in our operations, and any material failure, inadequacy, interruption, or security failure of that technology could harm our business.***

We and our third-party hotel managers will rely on information technology systems, including networks and the Internet, to process, transmit, and store electronic information, and to manage or support a variety of business processes, including financial transactions and records, personal identifying information, reservations, billing and operating data. Our businesses require collection of large volumes of internal and customer data, including credit card numbers and other personally identifiable information of our customers in various information systems and those of our service providers. The integrity and protection of customer, employee, and company data is critical to us. If that data is inaccurate or incomplete, we or the hotel managers could make faulty decisions. Customers and employees also have a high expectation that we and our service providers will adequately protect their personal information. The regulatory environment surrounding information, security and privacy is also increasingly demanding. Our existing systems may be unable to satisfy changing regulatory requirements and employee and customer expectations, or may require significant additional investments or time to do so. Despite implementation of various measures designed to protect our information systems and records, including those we maintain with our service providers, we or the hotel managers may be subject to security breaches, system failures, viruses, operator error or inadvertent releases of data. A significant theft, loss, or fraudulent use of

customer, employee, or company data maintained by us or by a service provider or failure to comply with the various U.S. and international laws and regulations applicable to the protection of such data or with Payment Card Industry data security standards, could adversely impact our reputation and could result in remedial and other expenses, fines, or litigation. A breach in the security of our information systems or those of our service providers could lead to an interruption in the operation of our systems, resulting in operational inefficiencies and a loss of profits.

***Our real estate investments are subject to numerous risks.***

Because we own hotels and attractions properties, we are subject to the risks that generally relate to investments in real property. Real estate values are expected to be depressed until general economic conditions improve. The investment returns available from equity investments in real estate depend in large part on the amount of income earned and capital appreciation generated by the related properties, as well as the expenses incurred. In addition, a variety of other factors affect income from properties and real estate values, including governmental regulations, insurance, zoning, tax and eminent domain laws, interest rate levels and the availability of financing. For example, new or existing real estate zoning or tax laws can make it more expensive and/or time-consuming to develop real property or expand, modify or renovate properties. When interest rates increase, the cost of acquiring, developing, expanding or renovating real property increases and real property values may decrease as the number of potential buyers decreases. Similarly, as financing becomes less available, it becomes more difficult both to acquire and to sell real property. Finally, governments can, under eminent domain laws, take real property. Sometimes this taking is for less compensation than the owner believes the property is worth. Any of these factors could have a material adverse impact on our results of operations or financial condition. In addition, equity real estate investments, such as the investments we hold and any additional properties that we may acquire, are relatively difficult to sell quickly. If our properties do not generate revenue sufficient to meet operating expenses, including debt service and capital expenditures, our income will be reduced.

***Our properties are subject to environmental regulations that could impose significant financial liability on us.***

Environmental laws, ordinances and regulations of various federal, state, local and foreign governments regulate certain of our properties and could make us liable for the costs of removing or cleaning up hazardous or toxic substances on, under or in the properties we currently own or operate or those we previously owned or operated. Those laws could impose liability without regard to whether we knew of, or were responsible for, the presence of hazardous or toxic substances. The presence of hazardous or toxic substances, or the failure to properly clean up such substances when present, could jeopardize our ability to develop, use, sell or rent the real property or to borrow using the real property as collateral. If we arrange for the disposal or treatment of hazardous or toxic wastes, we could be liable for the costs of removing or cleaning up wastes at the disposal or treatment facility, even if we never owned or operated that facility. Other laws, ordinances and regulations could require us to manage, abate or remove lead- or asbestos-containing materials. Similarly, the operation and closure of storage tanks are often regulated by federal, state, local and foreign laws. Finally, certain laws, ordinances and regulations, particularly those governing the management or preservation of wetlands, coastal zones and threatened or endangered species, could limit our ability to develop, use, sell or rent our real property. Existing governmental laws and regulations may be revised or new laws and regulations relating to climate change, air quality or other environmental and health concerns may be adopted or become applicable to us, which could affect the operations of our hotels and/or result in significant additional expense and operating restrictions. The costs to clean up a contaminated property, to defend a claim, or to comply with environmental laws could be material and could adversely affect our financial condition, results of operations, the market price of our common stock and our ability to make distributions to our stockholders. Additionally, because we rely on third-party managers to operate our hotel properties and certain attractions, we have limited control over ensuring compliance at those locations with applicable environmental laws or regulations or approving certain remediation action taken by the manager to resolve such issues.

***Compliance with the Americans with Disabilities Act could require us to incur substantial costs.***

Under the Americans with Disabilities Act of 1990, as amended (the “ADA”), all public accommodations must meet various federal requirements related to access and use by disabled persons. Compliance with the ADA’s requirements could require removal of access barriers, and non-compliance could result in the U.S. government imposing fines or in private litigants winning damages. Although we believe that our hotel properties substantially comply with present requirements of the ADA, we may be subject to audits or investigations of all of our hotels to determine our compliance, and one or more hotels may not be fully compliant with the ADA. Noncompliance with the ADA could result in the incurrence of additional costs to attain compliance. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our hotel properties and to make alterations as appropriate in this respect. If we are required to make substantial modifications to our hotel properties, whether to comply with the ADA or other changes in governmental rules and regulations, our financial condition, results of operations, the market price of our common stock and amount of cash available for debt service or distributions to our stockholders could be adversely affected. Additionally, because we rely on third-party managers to operate our hotel properties and certain attractions, we have limited control over ensuring compliance at those locations with applicable ADA requirements or approving certain remediation action taken by the manager to resolve such issues.

***We have invested in, and in the future may invest in, mortgage loans, mezzanine debt, joint ventures or certain minority equity interests over which we may not have significant control, to or for which we may owe significant funding or obligations and for which there is no readily available market, and these investments may not be profitable.***

We may invest with third parties through partnerships, joint ventures or other entities, by acquiring non-controlling interests in or sharing responsibility for managing the affairs of a property, partnership, joint venture or other entity. Further, we may invest in mortgage loans or mezzanine financing for a property. These types of investments may not be liquid and we may have little or no rights, or ability, to exercise the direction or control of the respective enterprises. In connection with these investments, we may have obligations under certain guarantees related to such investments. The ultimate value of any debt investments, joint ventures or minority investments will be dependent upon the efforts of others over an extended period of time. The nature of our interests and the absence of a readily available market for those interests restrict our ability to dispose of them. Our lack of control over the management of any business in which we are a creditor, joint owner or minority investor and the lack of a readily available market to sell our interest in these businesses may cause us to recognize a loss on our investment in these businesses or to incur costs or liabilities that we do not control, but for which we may be required to contribute capital or satisfy financial commitments. These arrangements are subject to uncertainties and risks, including those related to credit risk, conflicting joint venture partner interests and to our joint venture partners failing to meet their financial or other obligations.

***As an owner of hotel properties and operator of leisure businesses, we are subject to risks relating to acts of God, outbreaks of pandemic disease, terrorist activity and war.***

Our operating income and ability to make distributions to our stockholders may be reduced by acts of God, outbreaks of pandemic disease, or acts of terrorism in locations where we own and/or operate significant properties and areas of the world from which we draw a large number of customers. Gaylord Opryland, which is located adjacent to the Cumberland River and is protected by levees built to sustain a 100-year flood, suffered flood damage on May 3, 2010 as the river rose to levels that over-topped the levees. The per occurrence flood insurance limit for our Gaylord Opryland hotel is now \$500 million. We have also completed enhancements to the levees that protect the hotel to increase the height of the levees. While we believe these steps are reasonable given the likelihood of flood damage at Gaylord Opryland, there can be no assurances that flooding will not occur at Gaylord Opryland in the future. In addition, in January of 2007, the Army Corps of Engineers announced that the Wolf Creek Dam on Lake Cumberland in Kentucky was at risk for structural failure. Although the Corps is taking action, including lowering the water level at Lake Cumberland and making



structural repairs to the dam to reduce the chances of a dam breach, a significant portion of our Gaylord Opryland property in Nashville is in the Cumberland River flood plain and would be at risk if the dam should fail. Some types of losses, such as from flood, earthquake, terrorism and environmental hazards, may be either uninsurable, subject to sublimit, or too expensive to justify insuring against. Should an uninsured loss or a loss in excess of insured limits occur, we could lose all or a portion of the capital we have invested in a hotel, as well as the anticipated future revenue from the hotel. In that event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the property. Similarly, outbreaks of pandemic disease, wars (including the potential for war), terrorist activity (including threats of terrorist activity), political unrest and other forms of civil strife as well as geopolitical uncertainty, may cause our future results to differ materially from anticipated results.

***We are subject to risks associated with our hotel managers' employment of hotel personnel, particularly with hotels whose managers employ unionized labor, which could increase our hotels' operating costs, reduce the flexibility of our third-party hotel managers to adjust the size of the workforce at our hotel properties and impair our ability to make distributions to our stockholders.***

Our third-party hotel managers are responsible for hiring and maintaining the labor force at each of our hotel properties. Although we do not employ or manage employees at our hotel properties, we are subject to many of the costs and risks generally associated with the hotel labor force, including at those of our hotels with unionized labor. From time to time, hotel operations may be disrupted as a result of strikes, lockouts, public demonstrations or other negative actions and publicity. We also may incur increased legal costs and indirect labor costs as a result of contract disputes or other events. The resolution of labor disputes or re-negotiated labor contracts could lead to increased labor costs, either by increases in wages or benefits or by changes in work rules that raise hotel operating costs. Furthermore, labor agreements may limit the ability of our third-party hotel managers to reduce the size of hotel workforces during an economic downturn because collective bargaining agreements are negotiated between the third-party hotel managers and labor unions. We do not have the ability to control the outcome of these negotiations.

***Any failure to protect the trademarks and intellectual property used in our business could reduce the value of our brand names and harm our business.***

Third-party infringement of the Gaylord Hotels marks now owned by Marriott or the marks we own and use in our attractions business, or the failure to enforce rights to the marks, could be damaging to our business.

The reputation and perception of the brands we use is critical to our success. If trademarks or intellectual property are copied or used without authorization, the value of those brands, their reputation, our competitive advantages and our goodwill could be harmed. We regularly apply to register our trademarks in the United States. However, we cannot assure you that those trademark registrations will be granted or that the steps we take to protect our trademarks or intellectual property in the United States will be adequate to prevent others, including third parties or former employees, from copying or using our trademarks or intellectual property without authorization. Our intellectual property is also vulnerable to unauthorized use in some countries outside the United States, where local law may not adequately protect it. Marriott owns and maintains the marks used in the Gaylord Hotels operations.

Monitoring the unauthorized use of our intellectual property is difficult. As we have in the past, we may need to resort to litigation to enforce our intellectual property rights. Litigation of this type could be costly, force us to divert our resources, lead to counterclaims or other claims against us or otherwise harm our business. Any failure to maintain and protect trademarks and other intellectual property used in our business could reduce the value of our brands and harm our business.

***Hospitality companies have been the target of class actions and other lawsuits alleging violations of federal and state law and other claims, and we may be subject to legal claims.***

Our operating income and profits may be reduced by legal or governmental proceedings brought by or on behalf of our employees, customers or other third parties. In recent years, a number of hospitality companies have been subject to lawsuits, including class action lawsuits, alleging violations of federal and state law regarding workplace and employment matters, discrimination and other alleged violations of law. A number of these lawsuits have resulted in the payment of substantial damages by the defendants. Similar lawsuits have been instituted against us from time to time, and we cannot assure you that we will not incur substantial damages and expenses resulting from lawsuits of this type or other claims, which could have a material adverse effect on our business, financial condition and results of operations. Additionally, because we rely on third-party managers to operate our hotel properties and certain attractions, we have limited control over defending lawsuits of this type or other claims.

***Even as a REIT, changes in federal, state, or local tax law, interpretations of existing tax law or agreements with tax authorities could affect our profitability and financial condition by increasing our tax costs.***

We are subject to taxation at the federal, state and local levels in the United States. Our future tax rates could be affected by changes in the composition of earnings in jurisdictions with differing tax rates, changes in the valuation of our deferred tax assets and liabilities, or changes in determinations regarding the jurisdictions in which we are subject to tax. From time to time, the U.S. federal, state and local governments make substantive changes to tax rules and the application thereof, which could result in materially higher corporate taxes than would be incurred under existing tax law or interpretations and could adversely impact profitability. State and local tax authorities have increased their efforts to increase revenues through changes in tax law and audits. Such changes and proposals, if enacted, could increase our future effective income tax rates, as well as other taxes, including property taxes.

***Healthcare reform legislation could adversely affect our results of operations.***

In March 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the “Health Reform Law”), was enacted. The Health Reform Law serves as the primary vehicle for comprehensive healthcare reform in the United States, including the reduction of the number of individuals in the United States without health insurance and other significant changes to the ways in which healthcare is organized, delivered and reimbursed. Although most provisions of the Health Reform Law are currently in effect, the Health Reform Law is complex and is subject to legislative efforts to repeal and modify the law, court challenges and ongoing regulatory interpretations. Among other things, the Health Reform Law contains provisions that affect employer-sponsored health plans and impose excise and other taxes and fees with respect to certain plans. Pursuant to our management agreements, our third-party managers may pass certain health care costs for employees working at our properties through to us. As such, the provisions of the Health Reform Law may significantly raise our and our third-party managers’ employee health benefits costs and/or alter the benefits we or our third-party managers are required to provide to our respective employees. We continue to review and comply with provisions of the Health Reform Law and their impact on employer-sponsored plans. Costs associated with compliance with the Health Reform Law are consistently being reviewed and analyzed. We anticipate increased expenses relating to our and our third-party managers’ company-sponsored plans over the course of the next several years. If we or our third-party hotel managers are not able to limit or offset future cost increases, those costs could have an adverse effect on our results of operations.

***Our operating results and ability to service debt and make distributions to our stockholders may be adversely affected by various operating risks common to the lodging industry.***

Our hotel properties have different economic characteristics than many other real estate assets, and a hotel REIT is structured differently than many other types of REITs. A typical office property owner, for example, has long-

term leases with third-party tenants, which provide a relatively stable long-term stream of revenue. Our TRS lessees, on the other hand, do not enter into a lease with a third-party hotel manager. Instead, our TRS lessees engage our third-party managers pursuant to hotel management agreements and pay the third-party hotel managers fees for managing our hotel properties. The TRS lessees receive all the operating profit or losses at our hotel properties, net of fees and reimbursements. Moreover, virtually all hotel guests stay at a hotel for only a few nights at a time, so the rate and occupancy at each of our hotel properties may change every day. As a result, we may have highly volatile earnings.

In addition, our hotel properties are subject to various operating risks common to the lodging industry, many of which are beyond our or a manager's control, including the following:

- competition from other hotel properties and publicly-financed civic convention centers in our markets;
- over-building of hotels in our markets, which could adversely affect occupancy and revenues at our hotel properties;
- dependence on business and commercial travelers and tourism;
- increases in energy costs and other expenses affecting travel, which may affect travel patterns and reduce the number of business and commercial travelers and tourists;
- increases in operating costs due to inflation and other factors that may not be offset by increased room rates;
- changes in interest rates and in the availability, cost and terms of debt financing;
- changes in governmental laws and regulations, fiscal policies and zoning ordinances and the related costs of compliance with laws and regulations, fiscal policies and ordinances;
- adverse effects of international, national, regional and local economic and market conditions;
- the impact of the use of Internet travel intermediaries by consumers;
- unforeseen events beyond our control, such as terrorist attacks, travel-related health concerns including pandemics and epidemics, political instability, regional hostilities, imposition of taxes or surcharges by regulatory authorities, travel-related accidents and unusual weather patterns, including natural disasters, such as hurricanes and earthquakes;
- adverse effects of a downturn in the lodging industry; and
- risks generally associated with the ownership of hotels and real estate, as discussed in more detail below.

These factors could reduce the net operating profits of our TRS lessees, which in turn could adversely affect the amount of frequency of distributions we make to our stockholders and our ability to service our debt.

***Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our hotel properties and harm our financial condition.***

Because real estate investments are relatively illiquid, our ability to promptly sell one or more of our hotel properties in response to changing economic, financial and investment conditions may be limited. The real estate market is affected by many factors that are beyond our control, including:

- adverse changes in international, national, regional and local economic and market conditions;
- changes in interest rates and in the availability, cost and terms of debt financing;
- changes in governmental laws and regulations, fiscal policies and zoning ordinances and the related costs of compliance with laws and regulations, fiscal policies and ordinances;
- the ongoing need for capital improvements, particularly in older structures;

- changes in operating expenses; and
- civil unrest, acts of God, including earthquakes, floods and other natural disasters, which may result in uninsured losses, and acts of war or terrorism, including the consequences of the terrorist acts, such as those that occurred on September 11, 2001.

We may decide in the future to sell one or more of our hotel properties. We cannot predict whether we will be able to sell any hotel property for the price or on the terms set by us, or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a hotel property. Further, as a REIT, we are subject to a 100% excise tax on net income derived from prohibited transactions, including the sale of property (other than foreclosure property) held primarily for sale to customers in the ordinary course. There can be no assurances that the IRS will not contend that the sale of a hotel is subject to this 100% excise tax.

We may be required to expend funds to correct defects or to make improvements before a hotel property can be sold. We cannot assure you that we will have funds available to correct those defects or to make those improvements. In acquiring a hotel, we may agree to lock-out provisions that materially restrict us from selling that hotel for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed or repaid on that hotel. These factors and any others that would impede our ability to respond to adverse changes in the performance of our hotel properties could have a material adverse effect on our operating results and financial condition, as well as the amount of cash available for distributions to our stockholders.

***Our organizational documents and Delaware law could make it difficult for a third party to acquire control of us.***

Our Charter and our Amended and Restated Bylaws contain provisions that could delay, deter or prevent a change in control of our company or our management. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors and take other corporate actions. These provisions:

- impose restrictions on transfer and ownership of our common stock that are designed to assist us in maintaining our status as a REIT;
- authorize us to issue “blank check” preferred stock, which is preferred stock that can be created and issued by our board of directors, without stockholder approval, with rights senior to those of common stock;
- establish advance notice requirements for submitting nominations for election to our board of directors and for proposing matters that can be acted upon by stockholders at meetings;
- provide that special meetings of stockholders may be called only by our chairman or by a majority of the members of our board of directors;
- prohibit stockholder actions taken on written consent; and
- impose restrictions on ownership of common stock by certain persons (including non-United States persons) due to our ownership of a radio station.

We are subject to anti-takeover provisions under Delaware law, which could also delay or prevent a change of control. Together, our Charter, Amended and Restated Bylaws, and Delaware law may discourage transactions that otherwise could provide for the payment of a premium over prevailing market prices for our common stock, and also could limit the price that investors are willing to pay in the future for shares of our common stock.

***Our issuance of preferred stock could adversely affect holders of our common stock and discourage a takeover.***

Our Charter permits our board of directors to issue up to 100 million shares of preferred stock without any action on the part of our stockholders. As of the date hereof, we have no shares of preferred stock outstanding. Our

board of directors also has the power, without stockholder approval, to set the terms of any new series of preferred stock that may be issued, including voting rights, dividend rights, preferences over our common stock with respect to dividends or in the event of a dissolution, liquidation or winding up and other terms. In the event that we issue shares of preferred stock in the future that have preference over our common stock with respect to payment of dividends or upon our liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of the holders of our common stock or the market price of our common stock could be adversely affected. In addition, the ability of our board of directors to issue shares of preferred stock without any action on the part of our stockholders may impede a takeover of us and prevent a transaction favorable to our stockholders.

***The ownership limitations in our Charter may restrict or prevent stockholders from engaging in certain transfers of our common stock.***

To qualify and remain qualified as a REIT, no more than 50% in value of our outstanding shares may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include various kinds of entities) during the last half of any taxable year. To assist us in qualifying as a REIT, our Charter contains a share ownership limit. Generally, any of our shares owned by affiliated owners will be added together for purposes of the share ownership limit. This share ownership limit provides that (subject to certain exceptions) no person may beneficially own, or be deemed to own by virtue of the attribution provisions of the Code, more than 9.8%, in value or in number of shares, whichever is more restrictive, of the outstanding shares of our capital stock, or any class or series of our capital stock. If anyone transfers shares in a manner that would violate the share ownership limit or prevent us from qualifying as a REIT, those shares instead will be transferred to a trust for the benefit of a charitable beneficiary and will be either redeemed by us or sold to a person whose ownership of the shares will not violate the share ownership limit or we will consider the transfer to be null and void from the outset, and the intended transferee of those shares will be deemed never to have owned the shares.

Our Charter also prohibits the ownership of shares by any person or entity if such ownership would violate or otherwise be inconsistent with federal communications laws or regulations pertaining to the ownership of television or radio stations, cable television or other radio authorizations by (i) foreign persons or entities, (ii) persons or entities having interests in television or radio broadcast stations, newspapers or cable television systems, and (iii) entities seeking direct or indirect control of us without prior federal regulatory approval. In the event of a transfer that would result in a violation or inconsistency with federal communications laws or regulations we may refuse to permit the transfer, suspend the rights of share ownership as necessary to prohibit the violation or inconsistency, or redeem the shares. Anyone who acquires shares in violation of the share ownership limit or the other restrictions on transfer in the our Charter bears the risk of suffering a financial loss when the shares are redeemed or sold if the market price of our shares falls between the date of purchase and the date of redemption or sale. In addition, these ownership limitations may prevent an acquisition of control of us by a third party without the approval of our board of directors, even if our stockholders believe the change of control is in their interest.

***The ability of our board of directors to change our major policies without the consent of stockholders may not be in our stockholders' interest.***

Our board of directors determines our major policies, including any policies and guidelines we may maintain from time to time relating to our acquisitions, leverage, financing, growth, qualification as a REIT and distributions to our stockholders. Our board of directors may amend or revise these and other policies and guidelines from time to time without the vote or consent of our stockholders. Accordingly, our stockholders will have limited control over changes in our policies and those changes could adversely affect our financial condition, results of operations, the market price of our common stock and our ability to make distributions to our stockholders.

***We may not have sufficient funds to make cash distributions to stockholders at intended payment levels, and we may be unable to generate sufficient cash flows from our operations to make distributions to our stockholders at any time in the future.***

As a REIT, we will generally be required to distribute to our stockholders at least 90% of our REIT taxable income (subject to certain adjustments and excluding any net capital gains) each year for us to maintain our qualification as a REIT under the Code, which requirement we currently intend to satisfy, and we must distribute 100% of our REIT taxable income, including capital gains, to eliminate federal corporate income tax liability. To the extent we satisfy the 90% distribution requirement but distribute less than 100% of our REIT taxable income, we will be subject to federal corporate income tax on our undistributed taxable income.

Subject to maintaining our REIT qualification, we intend to make regular quarterly distributions to our stockholders, but no assurances can be made as to the amount of distributions in the future. We have also announced our intention to make distributions at specified minimum levels. Our board of directors may alter our dividend policy at any time and will have the sole discretion to determine the timing, form and amount of any distributions to our stockholders. Among the factors that could impair our ability to make distributions to our stockholders are:

- our inability to invest our available cash;
- our inability to realize attractive risk-adjusted returns on our investments;
- unanticipated expenses that reduce our cash flow or non-cash earnings;
- defaults in our investment portfolio or decreases in the value of the underlying assets; and
- the fact that anticipated operating expense levels may not prove accurate, as actual results may vary from estimates.

As a result, no assurance can be given that the level of any distributions we make to our stockholders in the future will achieve a market yield or increase or even be maintained over time, any of which could materially and adversely affect the market price of our common stock.

In addition, distributions that we make to our stockholders will generally be taxable to our stockholders as ordinary income and will generally not be eligible for reduced rates applicable to “qualified” dividend income. However, a portion of our distributions may be designated by us as long-term capital gains to the extent that they are attributable to capital gains income recognized by us or may constitute a return of capital to the extent that they exceed our earnings and profits as determined for tax purposes. A return of capital is not taxable, but has the effect of reducing the basis of a stockholder’s investment in our common stock.

***The market price of our common stock may vary substantially.***

The trading prices of equity securities issued by REITs have historically been affected by changes in market interest rates and other factors. One of the factors that may influence the market price of our common stock is the annual yield from distributions on our common stock as compared to yields on other financial instruments. An increase in market interest rates, or a decrease in our distributions to stockholders, may lead prospective purchasers of our shares to demand a higher annual yield and choose other investments, which could reduce the market price of our common stock.

Other factors that could affect the market price of our common stock include the following:

- actual or anticipated variations in our quarterly results of operations;
- changes in market valuations of companies in the hotel or real estate industries;
- changes in expectations of future financial performance or changes in estimates of securities analysts;

- fluctuations in stock market prices and volumes;
- issuances of common stock or other securities in the future;
- disputes with our hotel managers;
- the addition or departure of key personnel;
- announcements by us or our competitors of acquisitions, investments or strategic alliances; and
- unforeseen events beyond our control, such as terrorist attacks, travel related health concerns including pandemics and epidemics, political instability, regional hostilities, increases in fuel prices, imposition of taxes or surcharges by regulatory authorities, travel related accidents and unusual weather patterns, including natural disasters, such as hurricanes, tsunamis or earthquakes.

## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2014. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) in Internal Control - Integrated Framework.

Based on management's assessment and those criteria, management believes that, as of December 31, 2014, the Company's internal control over financial reporting was effective.

The Company's independent registered public accounting firm, Ernst & Young LLP, has issued an attestation report on the Company's internal control over financial reporting, which is included herein.



**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**For the Years Ended December 31, 2014, 2013 and 2012**  
**(Amounts in thousands, except per share data)**

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Revenues:			
Rooms	\$ 384,185	\$357,313	\$365,611
Food and beverage	412,061	382,340	401,252
Other hotel revenue	157,920	138,856	149,178
Opry and Attractions	86,825	76,053	70,553
Total revenues	<u>1,040,991</u>	<u>954,562</u>	<u>986,594</u>
Operating expenses:			
Rooms	116,103	106,849	96,900
Food and beverage	248,358	237,153	242,739
Other hotel expenses	307,597	295,152	314,643
Management fees	16,151	14,652	4,207
Total hotel operating expenses	<u>688,209</u>	<u>653,806</u>	<u>658,489</u>
Opry and Attractions	59,815	56,528	52,130
Corporate	27,573	26,292	46,876
REIT conversion costs	—	22,190	101,964
Casualty loss	—	54	858
Preopening costs	11	—	340
Impairment and other charges	—	2,976	—
Depreciation and amortization	112,278	116,528	130,691
Total operating expenses	<u>887,886</u>	<u>878,374</u>	<u>991,348</u>
Operating income (loss)	153,105	76,188	(4,754)
Interest expense, net of amounts capitalized	(61,447)	(60,916)	(58,582)
Interest income	12,075	12,267	12,307
Income from unconsolidated companies	—	10	109
Loss on extinguishment of debt	(2,148)	(4,181)	—
Other gains and (losses), net	23,415	2,447	22,251
Income (loss) before income taxes and discontinued operations	<u>125,000</u>	<u>25,815</u>	<u>(28,669)</u>
Benefit for income taxes	1,467	92,662	2,034
Income (loss) from continuing operations	<u>126,467</u>	<u>118,477</u>	<u>(26,635)</u>
Loss from discontinued operations, net of income taxes	(15)	(125)	(9)
Net income (loss)	<u>126,452</u>	<u>118,352</u>	<u>(26,644)</u>
Loss on call spread and warrant modifications related to convertible notes	(5,417)	(4,869)	—
Net income (loss) available to common stockholders	<u>\$ 121,035</u>	<u>\$ 113,483</u>	<u>\$ (26,644)</u>
<u>Basic income (loss) per share available to common stockholders:</u>			
Income (loss) from continuing operations	\$ 2.38	\$ 2.22	\$ (0.56)
Loss from discontinued operations, net of income taxes	—	—	—
Net income (loss)	<u>\$ 2.38</u>	<u>\$ 2.22</u>	<u>\$ (0.56)</u>
<u>Fully diluted income (loss) per share available to common stockholders:</u>			
Income (loss) from continuing operations	\$ 2.17	\$ 1.81	\$ (0.56)
Loss from discontinued operations, net of income taxes	—	—	—
Net income (loss)	<u>\$ 2.17</u>	<u>\$ 1.81</u>	<u>\$ (0.56)</u>
Dividends declared per common share	<u>\$ 2.20</u>	<u>\$ 2.00</u>	<u>\$ 6.84</u>

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

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**For the Years Ended December 31, 2014, 2013 and 2012**  
**(Amounts in thousands)**

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Net income (loss)	<b>\$126,452</b>	\$118,352	\$(26,644)
Other comprehensive income, before tax:			
Gain (loss) on minimum pension liability:			
Unrealized gains (losses) arising during the period	<b>(20,231)</b>	23,172	14,451
Amount reclassified from accumulated OCI into income (expense)	<b>(235)</b>	204	3,601
	<b>(20,466)</b>	23,376	18,052
Income tax (expense) benefit related to items of comprehensive income	<b>3,254</b>	(7,892)	(6,624)
Other comprehensive income (loss), net of tax	<b>(17,212)</b>	15,484	11,428
Comprehensive income (loss)	<b><u>\$109,240</u></b>	<u>\$133,836</u>	<u>\$(15,216)</u>

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

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**December 31, 2014 and 2013**  
(Amounts in thousands, except per share data)

	December 31, 2014	December 31, 2013
<b>ASSETS</b>		
Property and equipment, net of accumulated depreciation	<b>\$2,036,261</b>	\$2,067,997
Cash and cash equivalents — unrestricted	<b>76,408</b>	61,579
Cash and cash equivalents — restricted	<b>17,410</b>	20,169
Notes receivable	<b>149,612</b>	148,350
Trade receivables, less allowance of \$704 and \$717, respectively	<b>45,188</b>	51,782
Deferred financing costs	<b>21,646</b>	19,306
Prepaid expenses and other assets	<b>66,621</b>	55,446
Total assets	<b><u>\$2,413,146</u></b>	<b><u>\$2,424,629</u></b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Debt and capital lease obligations	<b>\$1,341,555</b>	\$1,154,420
Accounts payable and accrued liabilities	<b>166,848</b>	157,339
Deferred income tax liabilities, net	<b>14,284</b>	23,117
Deferred management rights proceeds	<b>183,423</b>	186,346
Dividends payable	<b>29,133</b>	25,780
Derivative liabilities	<b>134,477</b>	—
Other liabilities	<b>142,019</b>	119,932
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$.01 par value, 100,000 shares authorized, no shares issued or outstanding	—	—
Common stock, \$.01 par value, 400,000 shares authorized, 51,044 and 50,528 shares issued and outstanding, respectively	<b>510</b>	505
Additional paid-in capital	<b>882,193</b>	1,228,845
Treasury stock of 477 and 472 shares, respectively, at cost	<b>(8,002)</b>	(7,766)
Accumulated deficit	<b>(446,963)</b>	(454,770)
Accumulated other comprehensive loss	<b>(26,331)</b>	(9,119)
Total stockholders' equity	<b><u>401,407</u></b>	<b><u>757,695</u></b>
Total liabilities and stockholders' equity	<b><u>\$2,413,146</u></b>	<b><u>\$2,424,629</u></b>

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

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Years Ended December 31, 2014, 2013 and 2012**  
**(Amounts in thousands)**

	<b>2014</b>	<b>2013</b>	<b>2012</b>
Cash Flows from Operating Activities:			
Net income (loss)	<b>\$ 126,452</b>	\$ 118,352	\$ (26,644)
Amounts to reconcile net income (loss) to net cash flows provided by operating activities:			
Income from unconsolidated companies	—	(10)	(109)
Impairment and other charges	—	3,527	33,291
Gain on sales of long-lived assets	<b>(25,274)</b>	(82)	(20,009)
Benefit for deferred income taxes	<b>(5,877)</b>	(89,530)	(9,105)
Depreciation and amortization	<b>112,278</b>	116,528	130,691
Amortization of deferred financing costs	<b>5,959</b>	5,500	4,908
Amortization of discount on convertible notes	<b>8,735</b>	13,817	13,793
Write-off of deferred financing costs	—	1,845	—
Loss on extinguishment of debt	<b>2,148</b>	4,181	—
Stock-based compensation expense	<b>5,773</b>	11,560	8,964
Excess tax benefit from stock-based compensation	—	(7)	(6,736)
Changes in:			
Trade receivables	<b>6,594</b>	3,561	(13,404)
Interest receivable	<b>(3,142)</b>	(690)	(1,179)
Income tax receivable	<b>1,755</b>	(1,755)	—
Accounts payable and accrued liabilities	<b>6,038</b>	(59,395)	55,190
Other assets and liabilities	<b>5,712</b>	10,203	6,743
Net cash flows provided by operating activities — continuing operations	<b>247,151</b>	137,605	176,394
Net cash flows provided by (used in) operating activities — discontinued operations	<b>(147)</b>	94	76
Net cash flows provided by operating activities	<b>247,004</b>	137,699	176,470
Cash Flows from Investing Activities:			
Purchases of property and equipment	<b>(58,377)</b>	(36,959)	(95,233)
Purchase of AC Hotel	<b>(21,206)</b>	—	—
Proceeds from sale of Peterson LOI	<b>9,350</b>	—	—
Sale of management rights and intellectual property	—	—	210,000
(Increase) decrease in restricted cash and cash equivalents	<b>2,759</b>	(13,959)	(5,060)
Other investing activities	<b>8,012</b>	2,177	5,349
Net cash flows provided by (used in) investing activities — continuing operations	<b>(59,462)</b>	(48,741)	115,056
Net cash flows used in investing activities — discontinued operations	—	—	—
Net cash flows provided by (used in) investing activities	<b>(59,462)</b>	(48,741)	115,056
Cash Flows from Financing Activities:			
Net borrowings (repayments) under credit facility	<b>77,000</b>	(35,500)	(55,000)
Net borrowings under term loan B	<b>398,000</b>	—	—
Issuance of senior notes	—	350,000	—
Early redemption of senior notes	—	(152,180)	—
Repurchase and conversion of convertible notes	<b>(358,710)</b>	(99,222)	—
Repurchase of common stock warrants	<b>(177,423)</b>	—	—
Deferred financing costs paid	<b>(8,428)</b>	(15,738)	(376)
Proceeds from the issuance of common stock, net of issuance costs of \$1,131	—	—	32,722
Repurchase of Company stock for retirement	—	(100,028)	(185,400)
Payment of dividend	<b>(109,414)</b>	(76,424)	(62,007)
Proceeds from exercise of stock option and purchase plans	<b>6,862</b>	5,223	25,336
Excess tax benefit from stock-based compensation	—	7	6,736
Other financing activities, net	<b>(600)</b>	(687)	(755)
Net cash flows used in financing activities — continuing operations	<b>(172,713)</b>	(124,549)	(238,744)
Net cash flows used in financing activities — discontinued operations	—	—	—
Net cash flows used in financing activities	<b>(172,713)</b>	(124,549)	(238,744)
Net change in cash and cash equivalents	<b>14,829</b>	(35,591)	52,782
Cash and cash equivalents — unrestricted, beginning of period	<b>61,579</b>	97,170	44,388
Cash and cash equivalents — unrestricted, end of period	<b>\$ 76,408</b>	\$ 61,579	\$ 97,170

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

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**For the Years Ended December 31, 2014, 2013 and 2012**  
**(Amounts in thousands)**

	Common Stock	Additional Paid-in Capital	Treasury Stock	Retained Earnings	Other Comprehensive (Loss) Income	Total Stockholders' Equity
BALANCE, December 31, 2011	\$484	\$ 929,904	\$(4,599)	\$ 155,777	\$(36,031)	1,045,535
Net loss	—	—	—	(26,644)	—	(26,644)
Other comprehensive income, net of deferred income taxes	—	—	—	—	11,428	11,428
Issuance of common stock	8	32,714	—	—	—	32,722
Repurchase of Company stock for retirement	(50)	—	—	(185,350)	—	(185,400)
Payment of dividend	67	250,410	(2,635)	(309,849)	—	(62,007)
Exercise of stock options	13	25,067	—	—	—	25,080
Net tax benefit related to stock based compensation	—	8,991	—	—	—	8,991
Employee stock plan purchases	—	252	—	—	—	252
Restricted stock units surrendered	4	(5,318)	—	—	—	(5,314)
Restricted stock shares surrendered	—	(9)	—	—	—	(9)
Stock-based compensation expense	—	8,964	—	—	—	8,964
BALANCE, December 31, 2012	\$526	\$1,250,975	\$(7,234)	\$(366,066)	\$(24,603)	\$ 853,598
Net income	—	—	—	118,352	—	118,352
Other comprehensive income, net of deferred income taxes	—	—	—	—	15,484	15,484
Repurchase of Company stock for retirement	(23)	(30)	—	(99,975)	—	(100,028)
Repurchase and conversion of convertible notes	(2)	(37,710)	—	(4,869)	—	(42,581)
Payment of dividend	—	538	(532)	(102,212)	—	(102,206)
Exercise of stock options	3	5,220	—	—	—	5,223
Net tax benefit related to stock based compensation	—	(206)	—	—	—	(206)
Restricted stock units surrendered	1	(1,502)	—	—	—	(1,501)
Stock-based compensation expense	—	11,560	—	—	—	11,560
BALANCE, December 31, 2013	\$505	\$1,228,845	\$(7,766)	\$(454,770)	\$ (9,119)	\$ 757,695
<b>Net income</b>	—	—	—	<b>126,452</b>	—	<b>126,452</b>
<b>Other comprehensive loss, net of deferred income taxes</b>	—	—	—	—	<b>(17,212)</b>	<b>(17,212)</b>
<b>Repurchase and conversion of convertible notes</b>	—	<b>(51,996)</b>	—	<b>(2,326)</b>	—	<b>(54,322)</b>
<b>Repurchase of common stock warrants</b>	—	<b>(304,400)</b>	—	<b>(3,091)</b>	—	<b>(307,491)</b>
<b>Payment of dividend</b>	—	<b>692</b>	<b>(236)</b>	<b>(113,228)</b>	—	<b>(112,772)</b>
<b>Exercise of stock options</b>	<b>3</b>	<b>6,859</b>	—	—	—	<b>6,862</b>
<b>Net tax benefit related to stock based compensation</b>	—	<b>(302)</b>	—	—	—	<b>(302)</b>
<b>Restricted stock units and stock options surrendered</b>	<b>2</b>	<b>(3,278)</b>	—	—	—	<b>(3,276)</b>
<b>Stock-based compensation expense</b>	—	<b>5,773</b>	—	—	—	<b>5,773</b>
<b>BALANCE, December 31, 2014</b>	<b>\$510</b>	<b>\$ 882,193</b>	<b>\$(8,002)</b>	<b>\$(446,963)</b>	<b>\$(26,331)</b>	<b>\$ 401,407</b>

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

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Description of the Business and Summary of Significant Accounting Policies**

For financial statement presentation and reporting purposes, the Company is the successor to Gaylord Entertainment Company, formerly a Delaware corporation (“Gaylord”). As more fully described in Note 2, as part of the plan to restructure the business operations of Gaylord to facilitate its qualification as a real estate investment trust (“REIT”) for federal income tax purposes, Gaylord merged with and into its wholly-owned subsidiary, Ryman Hospitality Properties, Inc., a Delaware corporation (“Ryman”), on October 1, 2012, with Ryman as the surviving corporation (the “Merger”). At 12:01 a.m. on October 1, 2012, the effective time of the Merger, Ryman succeeded to and began conducting, directly or indirectly, all of the business conducted by Gaylord immediately prior to the Merger. The “Company” refers to Ryman and to Gaylord.

The Company conducts its business through an umbrella partnership REIT, in which its assets are held by, and 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. 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 Annual Report and Ryman’s other reports filed with the Securities and Exchange Commission 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; Opry and Attractions; and Corporate and Other. The Company’s fiscal year ends on December 31 for all periods presented.

**Business Segments**

*Hospitality*

The Hospitality segment includes the Gaylord Hotels branded hotels, the Inn at Opryland and the AC Hotel at National Harbor, Washington D.C. (“AC Hotel”). At December 31, 2014, the Company owns the Gaylord Opryland Resort and Convention Center (“Gaylord Opryland”), the Gaylord Palms Resort and Convention Center (“Gaylord Palms”), the Gaylord Texan Resort and Convention Center (“Gaylord Texan”), the Gaylord National Resort & Convention Center (“Gaylord National”), which the Company refers to collectively as the “Gaylord Hotels properties,” the Inn at Opryland, and the AC Hotel, which the Company completed the purchase of in December 2014 and is expected to open in March 2015. Gaylord Opryland and the Inn at Opryland are both located in Nashville, Tennessee. The Gaylord Palms is located in Kissimmee, Florida. The Gaylord Texan is located in Grapevine, Texas. The Gaylord National and the AC Hotel are both located in National Harbor, Maryland. On October 1, 2012, Marriott International, Inc. (“Marriott”) assumed the day-to-day management of the Gaylord Hotels pursuant to a management agreement for each Gaylord Hotel. On December 1, 2012, Marriott assumed the day-to-day management of the Inn at Opryland pursuant to an additional management agreement. Marriott will assume the day-to-day management of the AC Hotel upon its opening pursuant to a separate management agreement.

*Opry and Attractions*

The Opry and Attractions segment includes all of the Company’s Nashville-based tourist attractions. At December 31, 2014, these include the Grand Ole Opry, the General Jackson Showboat, the Wildhorse Saloon, the

Ryman Auditorium and the Gaylord Springs Golf Links (“Gaylord Springs”), among others. The Opry and Attractions segment also includes WSM-AM. Beginning October 1, 2012, Marriott assumed the management of the day-to-day operations of the General Jackson Showboat, Gaylord Springs and the Wildhorse Saloon pursuant to management agreements.

#### *Corporate and Other*

The Corporate and Other segment includes operating and general and administrative expenses related to the overall management of the Company which are not allocated to the other reportable segments, including certain costs for the Company’s retirement plans, equity-based compensation plans, information technology, human resources, accounting, and other administrative expenses.

#### **Principles of Consolidation**

The accompanying consolidated financial statements include the accounts of the Company and all of its majority-owned subsidiaries. The Company’s investments in non-controlled entities in which it has the ability to exercise significant influence over operating and financial policies are accounted for by the equity method. The Company’s investments in other entities are accounted for using the cost method. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Company analyzes its variable interests, including loans, guarantees, management agreements, leasing arrangements and equity investments, to determine if an entity in which it has a variable interest is a variable interest entity (“VIE”). This analysis primarily includes a qualitative review, which is based on a review of the design of the entity, its organizational structure, including decision-making ability, and relevant financial agreements. This analysis is also used to determine if the Company must consolidate the VIE as the primary beneficiary.

The Company has determined that its hotel subsidiaries are VIEs because each of the hotel’s incentive fees are significant relative to the total amount of each hotel’s economic performance, these fees are expected to absorb a significant amount of the variability associated with each hotel’s anticipated economic performance, and the Company shares with the manager the power to direct certain activities that significantly impact the hotel’s operating performance, such as approving budgets. The Company has determined that it is the primary beneficiary of each of these VIEs because it has the unilateral authority to direct other activities that most significantly impact the hotels’ economic performance, such as obtaining short- and long-term financing for the hotels and making any decision in regards to selling the hotels subject to certain limitations within the management agreements. In addition, the Company is obligated to receive the residual benefits or to absorb the residual losses from each of the hotels, which could potentially be significant to the hotels. The Company has, therefore, consolidated each of these VIEs.

#### **Acquisition**

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 is re-branding the hotel and Marriott will operate the property in conjunction with the Gaylord National pursuant to a separate management agreement. 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. The Company expects the hotel to open in March 2015. The Company paid \$21.2 million of the combined purchase price, including transaction costs, in December 2014, with the remainder being secured by a \$6.0 million note payable to an affiliate of The Peterson Companies, which is due in January 2016, bears interest at an Applicable Federal Rate as determined by the Internal Revenue Service (“IRS”) and is shown in Note 5.

## Property and Equipment

Property and equipment are stated at cost. Improvements and significant renovations that extend the lives of existing assets are capitalized. Interest on funds borrowed to finance the construction of major capital additions is included in the cost of the applicable capital addition. Maintenance and repairs are charged to expense as incurred. Property and equipment are generally depreciated using the straight-line method over the following estimated useful lives:

Buildings	40 years
Land improvements	20 years
Furniture, fixtures and equipment	3-8 years
Leasehold improvements	The shorter of the lease term or useful life

## Cash and Cash Equivalents — Unrestricted

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

## Cash and Cash Equivalents — Restricted

Restricted cash and cash equivalents primarily represent funds held by our property managers for furniture, fixtures and equipment reserves. In addition, the Company holds certificates of deposit with an original maturity of greater than three months. The Company is required to maintain these certificates of deposit in order to secure its Tennessee workers' compensation self-insurance obligations.

For purposes of the statements of cash flows, changes in restricted cash and cash equivalents related to funds for furniture, fixtures and equipment replacement reserves are shown as investing activities.

## Supplemental Cash Flow Information

Cash paid for interest for the years ended December 31 was comprised of (amounts in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Debt interest paid	<u>\$49,208</u>	\$36,651	\$40,935
Capitalized interest	<u>(52)</u>	—	(515)
Cash paid for interest, net of capitalized interest	<u>\$49,156</u>	<u>\$36,651</u>	<u>\$40,420</u>

Net cash payments (refunds) of income taxes in 2014, 2013 and 2012 were \$(0.1) million, \$4.8 million and \$1.4 million, respectively.

A portion of the Company's acquisition of the AC Hotel and a portion of the Company's sale of all of its rights in a letter of intent to which it is a party with The Peterson Companies are considered noncash transactions as they are evidenced by a note payable and a note receivable, respectively. The AC Hotel transaction is more fully discussed in the "Acquisition" section of Note 1, and the sale of the Company's rights in the letter of intent is more fully discussed in the "Prepaid Expenses and Other Assets" section of Note 1.

## Impairment of Long-Lived and Other Assets

In accounting for the Company's long-lived and other assets (including its notes receivable associated with the development of Gaylord National), the Company assesses its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of the assets or asset group may not be recoverable.



Recoverability of long-lived assets that will continue to be used is measured by comparing the carrying amount of the asset or asset group to the related total future undiscounted net cash flows. If an asset or asset group's carrying value is not recoverable through those cash flows, the asset group is considered to be impaired. The impairment is measured by the difference between the assets' carrying amount and their fair value, which is estimated using discounted cash flow analyses that utilize comprehensive cash flow projections, as well as observable market data to the extent available.

### Accounts Receivable

The Company's accounts receivable are primarily generated by meetings and convention attendees' room nights. Receivables arising from these sales are not collateralized. Credit risk associated with the accounts receivable is minimized due to the large and diverse nature of the customer base.

### Allowance for Doubtful Accounts

The Company provides allowances for doubtful accounts based upon a percentage of revenue and periodic evaluations of the aging of accounts receivable.

### Deferred Financing Costs

Deferred financing costs consist of prepaid interest, loan fees and other costs of financing that are amortized over the term of the related financing agreements, using the effective interest method. During 2014, 2013 and 2012, deferred financing costs of \$6.0 million, \$5.5 million and \$4.9 million, respectively, were amortized and recorded as interest expense in the accompanying consolidated statements of operations.

As a result of the refinancing of the Company's credit facility discussed in Note 5, the Company wrote off \$1.3 million of deferred financing costs during 2013. In addition, as a result of the Company's repurchase of the remainder of its 6.75% senior notes outstanding, the Company wrote off \$0.5 million of deferred financing costs during 2013. Each of these write-offs is included in interest expense in the accompanying consolidated statements of operations.

As a result of the Company's repurchases of a portion of its convertible senior notes outstanding discussed in Note 5, the Company wrote off \$0.3 million of deferred financing costs during each of 2014 and 2013, which is included as an increase in the net loss on extinguishment of debt in the accompanying consolidated statements of operations.

### Prepaid Expenses and Other Assets

Prepaid expenses and other assets at December 31 consist of (amounts in thousands):

	<u>2014</u>	<u>2013</u>
Peterson note receivable	<b>\$16,785</b>	\$ —
Other receivables	<b>904</b>	3,615
Prepaid expenses	<b>14,691</b>	16,530
Inventories	<b>7,446</b>	6,653
Deferred software costs	<b>4,890</b>	6,110
Supplemental deferred compensation plan assets	<b>19,712</b>	18,883
Other	<b>2,193</b>	3,655
Total prepaid expenses and other assets	<b><u>\$66,621</u></b>	<b><u>\$55,446</u></b>

In December 2014, the Company sold to an affiliate of The Peterson Companies (the developer of the National Harbor, Maryland development in which the Gaylord National hotel is located) all of its rights in a letter of intent to which it is a party with The Peterson Companies, which entitled the Company to a portion of such party's

economic interest in the income from the land underlying the new MGM casino project at National Harbor. The Company will receive \$26.1 million over three years in exchange for its contractual rights, which is included in other gains and losses, net in the accompanying consolidated statement of operations for 2014. The Company received the first payment in the amount of \$9.4 million at closing, and holds the remainder of \$16.8 million as a note receivable in the accompanying consolidated balance sheet at December 31, 2014. The note receivable is due in separate payments in January 2015 and January 2016, bearing interest at an Applicable Federal Rate as determined by the Internal Revenue Service (“IRS”).

Other receivables result primarily from non-operating income that is due within one year. Prepaid expenses consist of prepayments for property taxes at one of the Company’s hotel properties, insurance and other contracts that will be expensed during the subsequent year. Inventories consist primarily of food and beverage inventory for resale and retail inventory sold in the Opry and Attractions segment. Inventory is carried at the lower of cost or market. Cost is computed on an average cost basis.

The Company capitalizes the costs of computer software developed for internal use. Accordingly, the Company has capitalized the external costs and certain internal payroll costs to develop computer software. Deferred software costs are amortized on a straight-line basis over their estimated useful lives of 3 to 5 years. Amortization expense of deferred software costs during 2014, 2013 and 2012 was \$2.3 million, \$5.9 million, and \$10.0 million, respectively.

### Investments

From time to time, the Company has owned minority interest investments in certain businesses. Generally, non-marketable investments (excluding limited partnerships and limited liability company interests) in which the Company owns less than 20 percent are accounted for using the cost method of accounting and investments in which the Company owns between 20 percent and 50 percent and limited partnerships are accounted for using the equity method of accounting.

### Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities at December 31 consist of (amounts in thousands):

	<u>2014</u>	<u>2013</u>
Trade accounts payable	\$ 31,942	\$ 26,932
Property and other taxes payable	35,598	31,553
Deferred revenues	38,581	39,822
Accrued salaries and benefits	18,477	21,655
Accrued self-insurance reserves	2,176	4,134
Accrued interest payable	5,560	7,954
Other accrued liabilities	34,514	25,289
Total accounts payable and accrued liabilities	<u>\$166,848</u>	<u>\$157,339</u>

Deferred revenues consist primarily of deposits on advance bookings of hotel rooms and advance ticket sales at the Company’s tourism properties, as well as uncollected attrition and cancellation fees. The Company is self-insured up to a stop loss for certain losses relating 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 has subsequently transitioned to a low or no deductible program. For workers’ compensation and general liability claims incurred prior to October 1, 2012, and for employee medical benefits claimed prior to January 1, 2013, the Company recognizes self-insured losses based upon estimates of the aggregate liability for uninsured claims incurred using certain actuarial assumptions followed in the insurance industry or the Company’s historical experience. Other accrued liabilities include accruals for, among others, purchasing, meeting planner commissions and utilities.

## Income Taxes

The Company establishes deferred tax assets and liabilities based on the difference between the financial statement and income tax carrying amounts of assets and liabilities using existing tax laws and tax rates. The Company reports a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in income tax expense. See Note 10 for more detail on the Company's income taxes.

## Deferred Management Rights Proceeds

The Company has deferred and amortizes the proceeds received from Marriott that were allocated to the sale of the management rights, as discussed further in Note 2, on a straight line basis over the 65-year term of the hotel management agreements, including extensions, as a reduction in management fee expense in the accompanying consolidated statements of operations.

## Other Liabilities

Other liabilities at December 31 consist of (amounts in thousands):

	<u>2014</u>	<u>2013</u>
Pension and postretirement benefits liability	\$ 41,783	\$ 25,760
Straight-line lease liability	79,352	73,871
Deferred compensation liability	19,712	18,883
Other	1,172	1,418
Total other liabilities	<u>\$142,019</u>	<u>\$119,932</u>

## Leases

The Company is a lessee of a 65.3 acre site in Osceola County, Florida on which the Gaylord Palms is located, a 10.0 acre site in Grapevine, Texas on which a portion of the Gaylord Texan is located, and office space, office equipment, and other equipment. The Company's leases are discussed further in Note 11.

## Revenue Recognition

Revenues from occupied hotel rooms are recognized as earned on the close of business each day and from concessions and food and beverage sales at the time of the sale. Revenues from other services at the Company's hotels, such as spa, parking, and transportation services, are recognized at the time services are provided. Attrition fees, which 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, as well as cancellation fees, are recognized as revenue in the period they are collected. The Company recognizes revenues from the Opry and Attractions segment when services are provided or goods are shipped, as applicable. The Company is required to collect certain taxes from customers on behalf of government agencies and remit these to the applicable governmental entity on a periodic basis. These taxes are collected from customers at the time of purchase, but are not included in revenue. The Company records a liability upon collection from the customer and relieves the liability when payments are remitted to the applicable governmental agency.

## Management Fees

The Company pays Marriott a base management fee of approximately 2% of revenues for the properties that Marriott manages, as well as an incentive fee that is based on profitability. The Company accrued \$19.6 million, \$18.1 million and \$5.1 million in base management fees to Marriott during 2014, 2013 and 2012, respectively.

The Company accrued \$0.4 million, \$0.1 million and \$0 in incentive fees to Marriott during 2014, 2013 and 2012, respectively. Management fees are presented in the consolidated statements of operations net of the amortization of the deferred management rights proceeds discussed further in Note 2.

### Preopening Costs

The Company expenses the costs associated with start-up activities and organization costs associated with its development or reopening of hotels and significant attractions as incurred. The Company's preopening costs during 2012 primarily relate to a new sports bar entertainment facility at Gaylord Palms that opened in February 2012.

### Advertising Costs

Advertising costs are expensed as incurred and were \$33.3 million, \$28.8 million, and \$21.8 million for 2014, 2013 and 2012, respectively.

### Stock-Based Compensation

The Company has stock-based employee compensation plans, which are described more fully in Note 6. The Company accounts for its stock-based compensation plan under the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 718, "*Compensation – Stock Compensation.*"

### Income (Loss) Per Share

Earnings per share is measured as basic earnings per share and diluted earnings per share. Basic earnings per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the year. Diluted earnings per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding after considering the effect of conversion of dilutive instruments, calculated using the treasury stock method. Net income (loss) per share amounts are calculated as follows for the years ended December 31 (income and share amounts in thousands):

	<u>2014</u>		
	<u>Income</u>	<u>Shares</u>	<u>Per Share</u>
Net income available to common stockholders	<b>\$121,035</b>	<b>50,861</b>	<b>\$2.38</b>
Effect of dilutive stock-based compensation	—	487	—
Effect of convertible notes	—	4,532	—
Net income — assuming dilution	<u><b>\$121,035</b></u>	<u><b>55,880</b></u>	<u><b>\$2.17</b></u>
	<u>2013</u>		
	<u>Income</u>	<u>Shares</u>	<u>Per Share</u>
Net income available to common stockholders	\$113,483	51,174	\$2.22
Effect of dilutive stock-based compensation	—	591	—
Effect of convertible notes	—	6,304	—
Effect of common stock warrants	—	4,741	—
Net income — assuming dilution	<u>\$113,483</u>	<u>62,810</u>	<u>\$1.81</u>
	<u>2012</u>		
	<u>Loss</u>	<u>Shares</u>	<u>Per Share</u>
Net loss available to common stockholders	\$(26,644)	47,602	\$(0.56)
Effect of dilutive stock-based compensation	—	—	—
Net loss — assuming dilution	<u>\$(26,644)</u>	<u>47,602</u>	<u>\$(0.56)</u>

For 2012, the effect of dilutive common stock equivalents was the equivalent of approximately 0.9 million shares of common stock outstanding. Because the Company had a loss from continuing operations during 2012, these incremental shares were excluded from the computation of dilutive earnings per share for 2012 as the effect of their inclusion would have been anti-dilutive.

Additionally, the Company had approximately zero, 0.1 million and 0.6 million stock-based compensation awards outstanding as of December 31, 2014, 2013, and 2012, respectively, that could potentially dilute earnings per share in the future but were excluded from the computation of diluted earnings per share for 2014, 2013 and 2012, respectively, as the effect of their inclusion would have been anti-dilutive.

As discussed in Note 5, in 2009, the Company issued 3.75% Convertible Senior Notes due 2014 (the "Convertible Notes"). The Company settled the outstanding face value of the Convertible Notes in cash at maturity on October 1, 2014. The conversion spread associated with the conversion of the Convertible Notes was settled in shares of the Company's common stock. Pursuant to a note hedge, as discussed more fully in Note 5, the Company also received and cancelled an equal number of shares of its common stock at maturity. The effect of potentially issuable shares under the conversion spread for the year ended December 31, 2012 was the equivalent of approximately 3.8 million shares of common stock outstanding. Because the Company had a loss from continuing operations during 2012, these incremental shares were excluded from the computation of dilutive earnings per share for that period as the effect of their inclusion would have been anti-dilutive.

In connection with the issuance of the Convertible Notes, the Company sold common stock purchase warrants to counterparties affiliated with the initial purchasers of the Convertible Notes whereby the warrant holders may purchase shares of the Company's common stock. The effect of potentially issuable shares under these warrants for 2012 was the equivalent of approximately 1.3 million shares of common stock outstanding. Because the Company had a loss from continuing operations during 2012, these incremental shares were excluded from the computation of diluted earnings per share for that period as the effect of their inclusion would have been anti-dilutive.

At separate times during 2014, the Company modified the agreements with each of the note hedge counterparties to cash settle a portion of the warrants as described in Note 5. In 2014 and 2013, in connection with the repurchase of portions of the Convertible Notes, the Company entered into agreements with the note hedge counterparties to proportionately reduce the number of Purchased Options (as defined below) and the warrants as described above and in Note 5. Each of these agreements were considered modifications to the Purchased Options and warrants (as applicable), and based on the terms of the agreements, the Company recognized a charge of \$5.4 million and \$4.9 million in 2014 and 2013, respectively. The charge for 2014 was recorded as an increase to accumulated deficit and derivative liabilities, as the liabilities were settled in cash, and the 2013 charge was recorded as an increase to accumulated deficit and additional paid-in-capital, as the obligation was settled in shares, in the accompanying consolidated balance sheets. These charges also represent a deduction from net income in calculating net income available to common stockholders and earnings per share available to common stockholders in the accompanying consolidated statements of operations. As a result of the warrant modifications, the Company believes it is probable that the warrants will be settled in cash, and as such, have been excluded from the calculation of diluted earnings per share for 2014.

### **Derivatives and Hedging Activities**

The Company sometimes utilizes derivative financial instruments to reduce interest rate risks related to its variable rate debt and to manage risk exposure to changes in the value of portions of its fixed rate debt. The Company records derivatives in the statement of financial position and measures derivatives at fair value. Changes in the fair value of those instruments are reported in earnings or other comprehensive income depending on the use of the derivative and whether it qualifies for hedge accounting.

Financial exposures are managed as a part of the Company's risk management program, which seeks to reduce the potentially adverse effect that the volatility of the interest rate markets may have on operating results. The Company does not engage in speculative transactions, nor does it hold or issue financial instruments for trading

purposes. The Company formally documents hedging instruments and hedging items, as well as its risk management objective and strategy for undertaking hedged items. This process includes linking all derivatives that are designated as fair value and cash flow hedges to specific assets, liabilities or firm commitments on the consolidated balance sheet or to forecasted transactions. The Company also formally assesses, both at inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair value or cash flows of hedged items. When it is determined that a derivative is not highly effective, the derivative expires or is sold or terminated, or the derivative is discontinued because it is unlikely that a forecasted transaction will occur, the Company discontinues hedge accounting prospectively for that specific hedge instrument.

As discussed more fully in Note 5, the derivative liabilities in the Company's consolidated balance sheet at December 31, 2014 represent outstanding common stock warrants associated with the Convertible Notes.

### **Accounting Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

### **Newly Issued Accounting Standards**

In May 2014, the FASB issued 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 effective for the Company in the first quarter of 2017. The Company is currently evaluating the effects of this ASU on its financial statements, and such effects have not yet been determined.

## **2. REIT Conversion**

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. In connection with the REIT conversion, at a special meeting of stockholders held on September 25, 2012, Gaylord's stockholders approved the Merger and the issuance of up to 34 million shares of the Company's common stock as part of a one-time earnings and profits distribution to distribute all of the Company's C corporation earnings and profits attributable to taxable periods ending prior to January 1, 2013 as a special dividend to stockholders. On November 2, 2012, the Company's board of directors declared the special dividend which was paid on December 21, 2012 to stockholders of record as of November 13, 2012.

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 (the "Marriott sale transaction"). 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 the Management Rights, a discounted cash flow model utilized estimates of the base and incentive fees that the Company would pay to Marriott over the term of the hotel management agreements, assuming a high likelihood that automatic renewals would be triggered. The after-tax management fee estimates were based on comprehensive projections of revenues and profits for the Gaylord Hotels properties for the near-term, with growth rates gradually scaling down to an inflation-level assumption for the years thereafter. In selecting the discount rate, the Company relied on market-based estimates of capital costs and discount rate premiums that reflect management's assessment of a market participant's view of risks associated with the projected cash flows.

For the IP Rights, the discounted cash flow model reflected the application of a common variation referred to as the relief from royalty approach. Under this approach, fair value is estimated as the present value of future savings that would likely result due to the ownership of an asset as opposed to paying rent or royalties for its use. Key input assumptions to this model included projecting revenues for a hypothetical portfolio of new Gaylord-branded hotels that might be developed in future years and deriving a market-based royalty rate to apply for the hypothetical future use of the brand on these new properties. For the revenue forecast, the Company relied upon its development plans prior to the REIT conversion and its historical track record of large resort development, as tempered by current market conditions in the hospitality sector. Regarding the selected royalty rate, the model relied upon the Company's review of typical arm's length franchise and brand licensing agreement structures, third party databases, published studies and other qualitative factors. The selected royalty rate was applied to the estimated revenues from future Gaylord-branded facilities to derive projected royalty expenses avoided. These annual cash flow savings amounts were tax-affected then discounted at a rate derived from market-based estimates of capital costs and discount rates adjusted for management's assessment of a market participant's view of risks associated with the projected cash flows.

For financial reporting 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 in the accompanying consolidated statements of operations. The amount related to the IP Rights was recognized into income as other gains and losses during 2012.

In addition, pursuant to additional management agreements entered into on October 1, 2012, Marriott assumed the management of the day-to-day operations of the General Jackson Showboat, Gaylord Springs and the Wildhorse Saloon on October 1, 2012. Further, on December 1, 2012, the Company entered into a management agreement pursuant to which Marriott began managing the day-to-day operations of the Inn at Opryland effective December 1, 2012.

The Company has segregated all costs related to the REIT conversion from normal operations and reported these amounts as REIT conversion costs in the accompanying consolidated statements of operations. During 2013 and 2012, the Company incurred \$22.2 million and \$102.0 million, respectively, of various costs associated with these transactions. REIT conversion costs incurred during 2013 include employment and severance costs (\$14.4 million), professional fees (\$2.7 million), and various other transition costs (\$5.1 million). REIT conversion costs incurred during 2012 include impairment charges (\$33.3 million), professional fees (\$23.1 million), employment, severance and retention costs (\$24.4 million), and various other transition costs (\$21.2 million). No REIT conversion costs were incurred during 2014.

As a REIT, the Company no longer views independent, large-scale development of resort and convention hotels as a means of its growth. As a result of its decision to convert to a REIT, the Company evaluated its plans and previously capitalized costs associated with potential new developments and expansions of its existing properties. In connection with the preparation of the financial statements for the third quarter of 2012, the Company recorded an impairment charge of \$14.0 million to write off previously capitalized costs associated with a potential future expansion of Gaylord Opryland and the Company's previous development project in Mesa, Arizona as a result of

the Company's decision to abandon these projects. The Company also abandoned certain other projects associated with its existing assets and recorded an additional impairment charge of \$7.3 million during the third quarter of 2012 to write off previously capitalized costs primarily associated with information technology projects.

In connection with the preparation of the financial statements for the fourth quarter of 2012, the Company recorded an impairment charge of \$6.9 million to write off capitalized costs associated with the previous development project in Aurora, Colorado. While the Company continues to view Aurora as a viable market, it has concluded that if and when its participation in the project moves forward, it should proceed under the direction and leadership of an unrelated third-party who will most likely use its own resources to complete the project. As such, the Company does not believe that it will be able to realize its previous investment in the project. The Company also abandoned certain other projects associated with its existing assets and recorded an additional impairment charge of \$5.1 million during the fourth quarter of 2012 to write off previously capitalized costs primarily associated with information technology projects.

The Merger, Marriott sale transaction, special dividend, and other restructuring transactions are designed to enable the Company to hold its assets and business operations in a manner that enables it to elect to be treated as a REIT for federal income tax purposes. As a REIT, the Company generally will not be subject to federal corporate income taxes on that portion of its capital gain or ordinary income from the Company's REIT operations that is distributed to its stockholders. This treatment substantially eliminates the federal "double taxation" on earnings from REIT operations, or taxation once at the corporate level and again at the stockholder level, that generally results from investment in a regular C corporation. As further described above, to comply with certain REIT qualification requirements, the Company engaged Marriott to operate and manage its Gaylord Hotels properties, the Inn at Opryland, and the AC Hotel and 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 Opry and Attractions segment, continue to be subject, as applicable, to federal corporate and state income taxes following the REIT conversion.

### 3. Property and Equipment

Property and equipment at December 31 is recorded at cost and summarized as follows (amounts in thousands):

	<u>2014</u>	<u>2013</u>
Land and land improvements	\$ 254,013	\$ 242,418
Buildings	2,340,555	2,300,499
Furniture, fixtures and equipment	576,453	576,209
Construction in progress	<u>26,046</u>	<u>25,844</u>
	<b>3,197,067</b>	3,144,970
Accumulated depreciation	<u>(1,160,806)</u>	<u>(1,076,973)</u>
Property and equipment, net	<u><b>\$ 2,036,261</b></u>	<u><b>\$ 2,067,997</b></u>

Depreciation expense, including amortization of assets under capital lease obligations, during 2014, 2013 and 2012 was \$110.0 million, \$110.6 million, and \$120.7 million, respectively.

### 4. Notes Receivable

In connection with the development of Gaylord National, Prince George's County, Maryland ("the County") issued three series of bonds. The first bond issuance, with a face value of \$65 million, was issued by the County in April 2005 to support the cost of infrastructure being constructed by the project developer, such as roads, water and sewer lines. The second bond issuance, with a face value of \$95 million ("Series A Bond"), was issued by the County in April 2005 and placed into escrow until substantial completion of the convention center and 1,500 rooms within the hotel. The Series A Bond and the third bond issuance, with a face value of \$50 million ("Series B



Bond”), were delivered to the Company upon substantial completion and opening of the Gaylord National on April 2, 2008. The interest rate on the Series A Bond and Series B Bond is 8.0% and 10.0%, respectively. The maturity date of the Series A Bond and the Series B Bond is July 1, 2034 and September 1, 2037, respectively.

The Company is currently holding the Series A Bond and Series B Bond, which have aggregate carrying values of \$87.0 million and \$62.6 million, respectively, as of December 31, 2014, and receiving the debt service and principal payments thereon, which is payable from tax increments, hotel taxes and special hotel rental taxes generated from the development through the maturity date. During the second quarter of 2008, the Company calculated the present value of the future debt service payments from the Series A Bond and Series B Bond based on their effective interest rates of 8.04% and 11.42%, respectively, at the time the bonds were delivered to the Company and recorded a note receivable and offset to property and equipment in the amounts of \$93.8 million and \$38.3 million, respectively, in the accompanying consolidated balance sheet. The Company also calculated the present value of the interest that had accrued on the Series A Bond between its date of issuance and delivery to the Company based on its effective interest rate of 8.04% at the time the bond was delivered to the Company and recorded a note receivable and offset to property and equipment in the amount of \$18.3 million in the accompanying consolidated balance sheet. The Company is recording the amortization of discount on these notes receivable as interest income over the life of the notes.

During 2014, 2013 and 2012, the Company recorded interest income of \$12.1 million, \$12.3 million and \$12.2 million, respectively, on these bonds. The Company received payments of \$10.8 million, \$13.3 million and \$15.5 million during 2014, 2013 and 2012, respectively, relating to these notes receivable, which includes principal and interest payments.

## 5. Debt

The Company’s debt and capital lease obligations at December 31 consisted of (amounts in thousands):

	<u>2014</u>	<u>2013</u>
\$1 Billion Credit Facility	\$ 586,500	\$ 509,500
\$400 Million Term Loan Facility	398,000	—
3.75% Convertible Senior Notes, net of unamortized discount of \$0 and \$10,096	—	293,962
5% Senior Notes	350,000	350,000
AC Hotel note payable, terms as set forth in Note 1	6,000	—
Capital lease obligations	1,055	958
Total debt	<u>1,341,555</u>	1,154,420
Less amounts due within one year	<u>(377)</u>	(599)
Total long-term debt	<u>\$1,341,178</u>	<u>\$1,153,821</u>

At December 31, 2014, the Company was in compliance with all covenants related to its outstanding debt.

Annual maturities of long-term debt, excluding capital lease obligations, are as follows (amounts in thousands):

	<u>\$1 Billion Credit Facility</u>	<u>\$400 Million Term Loan Facility</u>	<u>5% Senior Notes</u>	<u>AC Hotel Note Payable</u>	<u>Total</u>
2015	\$ —	\$ —	\$ —	\$ —	\$ —
2016	—	—	—	6,000	6,000
2017	586,500	—	—	—	586,500
2018	—	—	—	—	—
2019	—	—	—	—	—
Years thereafter	—	398,000	350,000	—	748,000
Total	<u>\$586,500</u>	<u>\$398,000</u>	<u>\$350,000</u>	<u>\$6,000</u>	<u>\$1,340,500</u>

### *\$1 Billion Credit Facility*

On April 18, 2013, the Company refinanced its previous \$925 million credit facility by entering into a \$1 billion senior secured credit facility by and among the Operating Partnership, the Company, and certain subsidiaries of the Company party thereto, as guarantors, the lenders party thereto, and Wells Fargo Bank, N.A., as administrative agent (the “\$1 billion credit facility”). The \$1 billion credit facility consists of a \$700.0 million senior secured revolving credit facility and a \$300.0 million senior secured term loan facility, which is fully funded. The \$1 billion credit facility also includes an accordion feature that will allow the Company to increase the facility by a total of up to \$500.0 million, subject to securing additional commitments from existing lenders or new lending institutions. The \$1 billion credit facility matures on April 18, 2017 and borrowings bear interest at an annual rate of LIBOR plus an adjustable margin (the “Applicable Margin”) based on the Company’s consolidated funded indebtedness to total asset value ratio (as defined in the \$1 billion credit facility) or the bank’s base rate (as defined in the \$1 billion credit facility) plus the Applicable Margin. At December 31, 2014, the interest rate on the \$1 billion credit facility was LIBOR plus 2.0%. Interest is payable quarterly, in arrears, for base rate-based loans and at the end of each interest rate period for LIBOR-based loans. Principal is payable in full at maturity. The Company is required to pay a fee of 0.3% to 0.4% per year of the average unused portion of the \$700.0 million revolving credit facility. The purpose of the \$1 billion credit facility is for working capital, capital expenditures, and other corporate purposes.

The \$1 billion credit facility is guaranteed by the Company, each of the four wholly-owned subsidiaries that own the Gaylord Hotels properties, and certain other of the Company’s subsidiaries. The \$1 billion credit facility is secured by (i) a first mortgage lien on the real property of each of the Gaylord Hotels properties, (ii) pledges of equity interests in the Company’s subsidiaries that own the Gaylord Hotels properties, (iii) pledges of equity interests in the Operating Partnership, the subsidiaries that guarantee the \$1 billion credit facility, and certain other of the Company’s subsidiaries, and (iv) the Company’s personal property and the personal property of the Operating Partnership and the subsidiaries that guarantee the \$1 billion credit facility.

The \$1 billion 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.

If an event of default shall occur and be continuing under the \$1 billion credit facility, the commitments under the \$1 billion credit facility may be terminated and the principal amount outstanding under the \$1 billion credit facility, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

As a result of the refinancing of the previous \$925 million credit facility, the Company wrote off \$1.3 million of deferred financing costs during 2013, which are included in interest expense in the accompanying consolidated statements of operations.

### *\$400 Million Term Loan Facility*

On June 18, 2014, the Company entered into an Amendment No. 1 and Joinder Agreement (the “Amendment”) among the Company, as a guarantor, the Operating Partnership, as borrower, certain other subsidiaries of the Company party thereto, as guarantors, certain subsidiaries of the Company party thereto, as pledgors, the lenders party thereto and Wells Fargo Bank National Association, as administrative agent, to the Company’s Fourth Amended and Restated Credit Agreement (the “Credit Agreement”) for the \$1 billion credit facility.

Pursuant to the Amendment, the Company added an additional senior secured term loan facility in the aggregate principal amount of up to \$400.0 million (the “Term Loan B”) to the Credit Agreement. Proceeds from the Term Loan B may be used, as the Company may determine, to repay revolving loans under the Credit Agreement and to repay the Convertible Notes or to settle, in whole or in part, the warrant transactions described above. The

Term Loan B has a maturity date of January 15, 2021 and borrowings bear interest at an annual rate of LIBOR plus an adjustable margin, subject to a LIBOR floor of 0.75%. At December 31, 2014, the interest rate on the Term Loan B was LIBOR plus 3.0%. 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, commencing on September 30, 2014, with the balance due at maturity. Amounts borrowed under the Term Loan B that are repaid or prepaid may not be reborrowed. At closing, the Company drew down on the Term Loan B in full.

The Term Loan B is guaranteed by the Company, each of its four wholly-owned subsidiaries that own the Gaylord Hotels-branded properties, and certain other subsidiaries of the Company. The Term Loan B is secured by (i) a first mortgage lien on the real property of each of the Company's Gaylord Hotels properties, (ii) pledges of equity interests in the subsidiaries of the Company 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 the Company's 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 Agreement, 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 Agreement (other than the financial maintenance covenants). If an event of default shall occur and be continuing, the commitments under the Amendment may be terminated and the principal amount outstanding under the Amendment, together with all accrued and unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

#### *3.75% Convertible Senior Notes*

In 2009, the Company issued \$360 million of the Convertible Notes. Prior to their October 1, 2014 maturity, the Convertible Notes were convertible, at the holder's option, into shares of the Company's common stock, at an adjusted conversion rate of 47.9789 shares of common stock per \$1,000 principal amount of Convertible Notes, which is equivalent to a conversion price of approximately \$20.84 per share.

The Company accounts for the liability (debt) and the equity (conversion option) components of the Convertible Notes in a manner that reflects the Company's nonconvertible debt borrowing rate. Accordingly, the Company recorded a debt discount and corresponding increase to additional paid-in capital of \$68.0 million as of the date of issuance. The Company amortized the debt discount utilizing the effective interest method over the life of the Convertible Notes, which increased the effective interest rate of the Convertible Notes from its coupon rate of 3.75% to 8.43%. During 2014, 2013 and 2012, the Company incurred cash interest expense of \$7.3 million, \$12.4 million and \$13.5 million, respectively, relating to the interest coupon on the Convertible Notes and non-cash interest expense of \$8.7 million, \$13.8 million and \$13.8 million, respectively, related to the amortization of the debt discount on the Convertible Notes.

In July 2013, the Company settled the repurchase of and subsequently cancelled \$54.7 million of its Convertible Notes in private transactions for aggregate consideration of \$98.6 million, which was funded by borrowings under the Company's revolving credit facility. In connection with the repurchase, the Company entered into agreements with the note hedge counterparties to proportionately reduce the number of outstanding Purchased Options (as defined below) and warrants. In consideration for the agreements, the counterparties paid the Company approximately 0.2 million shares of the Company's common stock, which were subsequently cancelled by the Company. In addition, in July 2013, the Company settled \$1.2 million of Convertible Notes that were converted by a holder. As a result of these transactions, the Company recorded a loss on extinguishment of debt of approximately \$4.2 million during 2013. In addition, as the Company accounts for the liability (debt) and the equity (conversion option) components of the Convertible Notes as discussed above, the Company recorded a \$37.7 million reduction in stockholders' equity during 2013.

In April 2014, the Company settled the repurchase of and subsequently cancelled \$56.3 million of its Convertible Notes in private transactions for aggregate consideration of \$120.2 million, which was funded by cash on hand and borrowings under the Company's revolving credit facility. In connection with the repurchase, the Company entered into agreements with the note hedge counterparties to proportionately reduce the number of outstanding Purchased Options (as defined below) and warrants. In consideration for the reduction, the counterparties paid the Company approximately \$9.2 million. In addition, in June 2014, the Company settled the conversion of \$15.3 million of Convertible Notes that were converted by holders by paying cash for the underlying principal and shares of the Company's common stock for the conversion spread. The Company received and cancelled an equal number of shares of its common stock upon exercise of the Purchased Options (as defined below). As a result of these transactions, the Company recorded a loss on extinguishment of debt of \$2.1 million during 2014. In addition, as the Company accounts for the liability (debt) and the equity (conversion option) components of the Convertible Notes as discussed above, the Company recorded a \$52.0 million reduction in stockholders' equity during 2014.

On October 1, 2014, the Company settled its obligations upon conversion of each \$1,000 principal amount of Convertible Notes with a specified dollar amount of \$1,000 and the remainder of the conversion settlement amount in shares of its common stock. The Company issued 6.3 million shares, which were offset by the exercise of the Purchased Options (as defined below) and the Company's receipt and cancellation of the related shares.

Concurrently with the offering of the Convertible Notes, the Company entered into convertible note hedge transactions with respect to its common stock (the "Purchased Options") with counterparties affiliated with the initial purchasers of the Convertible Notes, for purposes of reducing the potential dilutive effect upon conversion of the Convertible Notes. The Purchased Options entitled the Company to purchase shares of the Company's common stock. In connection with the conversion and maturity of the Convertible Notes on October 1, 2014, as discussed above, the Purchased Options were settled in shares delivered to the Company equal to the number of shares issued in the Convertible Note settlement. These shares received by the Company were subsequently cancelled.

Separately and concurrently with entering into the Purchased Options, the Company also entered into warrant transactions whereby it sold common stock purchase warrants to each of the hedge counterparties. The warrants entitle the counterparties to purchase shares of the Company's common stock. At separate times during 2014, the Company modified agreements with three of the note hedge counterparties to cash settle a total of 7.2 million warrants. As the modifications 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 dates, resulting in a \$159.0 million deduction to additional paid-in-capital during 2014. The Company settled these repurchases for total consideration of \$173.4 million and recorded an \$11.6 million loss during 2014 on the change in the fair value of the derivative liabilities between their modification and settlement dates, which is included in other gains and losses, net in the accompanying consolidated statement of operations.

Pursuant to December 2014 agreements with two of the note hedge counterparties, in the first quarter of 2015, the Company intends to cash settle the remaining 4.7 million warrants in the same manner as described above. Accordingly, the fair value of the warrants was reclassified from stockholders' equity to a derivative liability on the modification date, resulting in a \$145.4 million deduction to additional paid-in-capital during 2014. The change in the fair value of the derivative liability from the modification date through December 31, 2014 was a gain of \$7.1 million and is included in other gains and losses, net in the accompanying consolidated statement of operations. The total consideration to be paid by the Company will be determined when the repurchase transaction settles in the first quarter of 2015. Pursuant to these agreements, the Company settled 0.1 million warrants during December 2014 for total consideration of \$4.1 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 (the "5% Senior Notes"), which are guaranteed by the Company and its subsidiaries that guarantee the \$1 billion credit facility. The 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 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 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 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 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 5% Senior Notes. The issuing subsidiaries may redeem the 5% Senior Notes on or before April 16, 2016, 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 5% Senior Notes will be redeemable, in whole or in part, at any time on or after April 15, 2016 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, 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 5% Senior Notes, the Company completed a registered offer to exchange the 5% Senior Notes for registered notes with substantially identical terms as the 5% Senior Notes in November 2013.

## 6. Stock Plans

The Company's Amended and Restated 2006 Omnibus Incentive Plan (the "Plan") permits the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards and other share-based awards to its directors, employees and consultants. At December 31, 2014, approximately 4.4 million shares of common stock remained available for issuance pursuant to future grants of awards under the 2006 Plan (with a limit of approximately 0.9 million shares available for awards other than stock options or stock appreciation rights).

Stock option awards are generally granted with an exercise price equal to the market price of the Company's stock at the date of grant and generally expire ten years after the date of grant. Generally, stock options granted to non-employee directors are exercisable after one year from the date of grant, while options granted to employees are exercisable one to four years from the date of grant. The Company records compensation expense equal to the fair value of each stock option award granted on a straight line basis over the option's vesting period. The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton option pricing formula that uses the assumptions noted in the following table. Expected volatilities are based on the historical volatility of the Company's stock. The Company uses historical data to estimate expected option exercise and employee termination patterns within the valuation model. The expected term of options granted is derived from the output of the option valuation model and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The Company granted no options during 2014 or 2013. The weighted average for key assumptions used in determining the fair value of options granted in 2012 are as follows:

Expected volatility	70.6%
Weighted-average expected volatility	70.6%
Expected dividends	—
Expected term (in years)	5.2
Risk-free rate	0.9%

A summary of stock option activity under the Company's equity incentive plans as of December 31, 2014 and changes during the year ended December 31, 2014 is presented below:

<u>Stock Options</u>	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>
Outstanding at January 1, 2014	872,049	\$25.99
Granted	—	—
Exercised	(572,337)	23.56
Canceled	(17,410)	45.25
Outstanding at December 31, 2014	<u>282,302</u>	<u>30.88</u>
Exercisable at December 31, 2014	<u>153,289</u>	<u>35.58</u>

The weighted average remaining contractual term of options outstanding and exercisable as of December 31, 2014 was 3.9 and 1.5 years, respectively. The aggregate intrinsic value of options outstanding and exercisable as of December 31, 2014 was \$6.4 million and \$2.8 million, respectively. The weighted-average grant-date fair value of options granted during 2012 was \$14.34. The total intrinsic value of options exercised during 2014, 2013, and 2012 was \$13.0 million, \$4.3 million, and \$21.5 million, respectively.

The Plan also provides for the award of restricted stock and restricted stock units ("Restricted Stock Awards"). Restricted Stock Awards granted to employees vest one to four years from the date of grant, and Restricted Stock Awards granted to non-employee directors vest after one year from the date of grant, unless the recipient chooses to defer the vesting for a period of time. The fair value of Restricted Stock Awards is determined based on the market price of the Company's stock at the date of grant. The Company generally records compensation expense equal to the fair value of each Restricted Stock Award granted over the vesting period. The weighted-average grant-date fair value of Restricted Stock Awards granted during 2014, 2013, and 2012 was \$41.61, \$43.56, and \$33.57, respectively.

A summary of the status of the Company's Restricted Stock Awards as of December 31, 2014 and changes during the year ended December 31, 2014, is presented below:

<u>Restricted Stock Awards</u>	<u>Shares</u>	<u>Weighted Average Grant-Date Fair Value</u>
Nonvested shares at January 1, 2014	610,227	\$34.20
Granted	155,478	41.61
Vested	(166,435)	31.54
Canceled	(9,407)	41.47
Nonvested shares at December 31, 2014	<u>589,863</u>	<u>36.61</u>

The fair value of all Restricted Stock Awards that vested during 2014, 2013 and 2012 was \$7.0 million, \$3.2 million and \$15.6 million, respectively.

As of December 31, 2014, there was \$7.9 million of total unrecognized compensation cost related to stock options and restricted stock units granted under the Company's equity incentive plans. That cost is expected to be recognized over a weighted-average period of 2.2 years.

In 2012, in connection with the termination of certain employee positions as a result of the REIT conversion discussed in Note 2, the Company cancelled approximately 167,500 stock options with a weighted average exercise price of \$22.02 and approximately 401,000 restricted stock units with a weighted average grant date fair

value of \$29.76 per award. As a result of these cancellations, the Company reversed approximately \$2.1 million in compensation costs during 2012, which are included in REIT conversion costs in the accompanying consolidated statements of operations.

The compensation cost that has been charged against pre-tax income for all of the Company's stock-based compensation plans, including the reversal of compensation costs discussed above, was \$5.8 million, \$11.6 million, and \$9.0 million for 2014, 2013, and 2012, respectively. The total income tax benefit recognized in the accompanying consolidated statements of operations for all of the Company's stock-based employee compensation plans was \$1.9 million, \$3.0 million, and \$3.2 million for 2014, 2013, and 2012, respectively.

Cash received from option exercises under all stock-based employee compensation arrangements for 2014, 2013, and 2012 was \$6.9 million, \$5.2 million, and \$25.1 million, respectively. The actual tax benefit realized from exercise, vesting or cancellation of the stock-based employee compensation arrangements during 2014, 2013, and 2012 totaled \$3.2 million, \$1.0 million, and \$5.2 million, respectively, and is reflected as an adjustment to either additional paid-in capital in the accompanying consolidated statements of stockholders' equity or as a reduction to deferred tax liabilities in the accompanying consolidated balance sheets.

## **7. Retirement Plans**

Prior to January 1, 2001, the Company maintained a noncontributory defined benefit pension plan in which substantially all of its employees were eligible to participate upon meeting the pension plan's participation requirements. The benefits were based on years of service and compensation levels. On January 1, 2001 the Company amended its defined benefit pension plan to determine future benefits using a cash balance formula. On December 31, 2000, benefits credited under the plan's previous formula were frozen. Under the cash formula, each participant had an account which was credited monthly with 3% of qualified earnings and the interest earned on their previous month-end cash balance. In addition, the Company included a "grandfather" clause which assures that those participating at January 1, 2001 will receive the greater of the benefit calculated under the cash balance plan and the benefit that would have been payable if the defined benefit plan had remained in existence. The benefit payable to a terminated vested participant upon retirement at age 65, or as early as age 55 if the participant had 15 years of service at the time the plan was frozen, is equal to the participant's account balance, which increases with interest credits over time. At retirement, the employee generally receives the balance in the account as a lump sum. The funding policy of the Company is to contribute annually an amount which equals or exceeds the minimum required by applicable law. On December 31, 2001, the plan was frozen such that no new participants were allowed to enter the plan and existing participants were no longer eligible to earn service credits.

As a result of increased lump-sum distributions during 2013 and 2012, partially due to the transfer of a large number of the retirement plan participants to Marriott in connection with the REIT conversion, which resulted in an increase in the number of participants eligible for distributions, a net settlement loss of \$1.9 million and \$2.0 million was recognized in 2013 and 2012, respectively. Approximately \$0.7 million of the net settlement loss during 2013 related to lump-sum distributions to former employees affected by the REIT conversion and has been classified as REIT conversion costs. Approximately \$1.2 million of the net settlement loss during 2013 related to lump-sum distributions to former employees not affected by the REIT conversion and has been classified as corporate operating expenses. All of the net settlement loss during 2012 related to lump-sum distributions to former employees affected by the REIT conversion and has been classified as REIT conversion costs.

The following table sets forth the funded status at December 31 (amounts in thousands):

	<u>2014</u>	<u>2013</u>
<b>CHANGE IN BENEFIT OBLIGATION:</b>		
Benefit obligation at beginning of year	\$ <b>80,901</b>	\$ 96,384
Interest cost	<b>3,577</b>	3,376
Actuarial (gain) loss	<b>14,458</b>	(11,560)
Benefits paid	<b>(4,823)</b>	(7,299)
Benefit obligation at end of year	<u><b>94,113</b></u>	<u>80,901</u>
<b>CHANGE IN PLAN ASSETS:</b>		
Fair value of plan assets at beginning of year	<b>74,976</b>	69,611
Actual return on plan assets	<b>3,238</b>	11,044
Employer contributions	<b>1,869</b>	1,620
Benefits paid	<b>(4,823)</b>	(7,299)
Fair value of plan assets at end of year	<u><b>75,260</b></u>	<u>74,976</u>
Funded status and accrued pension cost	<u><b>\$(18,853)</b></u>	<u>\$ (5,925)</u>

Net periodic pension (income) expense reflected in the accompanying consolidated statements of operations included the following components for the years ended December 31 (amounts in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Interest cost	\$ <b>3,577</b>	\$ 3,376	\$ 3,655
Expected return on plan assets	<b>(5,597)</b>	(5,197)	(4,808)
Recognized net actuarial loss	<b>470</b>	839	3,611
Net settlement loss	<b>—</b>	1,878	1,960
Total net periodic pension (income) expense	<u><b>\$(1,550)</b></u>	<u>\$ 896</u>	<u>\$ 4,418</u>

#### *Assumptions*

The weighted-average assumptions used to determine the benefit obligation at December 31 are as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Discount rate	<b>3.66%</b>	4.49%	3.60%
Rate of compensation increase	<b>N/A</b>	N/A	N/A
Measurement date	<b>12/31/2014</b>	12/31/2013	12/31/2012

The weighted-average assumptions used to determine the net periodic pension expense for years ended December 31 are as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Discount rate	<b>4.49%</b>	3.85%	3.98%
Rate of compensation increase	<b>N/A</b>	N/A	N/A
Expected long-term rate of return on plan assets	<b>7.50%</b>	7.50%	7.50%
Measurement date	<b>12/31/2014</b>	12/31/2013	12/31/2012

The rate of increase in future compensation levels was not applicable for any reported years due to the Company amending the plan to freeze the cash balance benefit as described above.



The Company determines the overall expected long-term rate of return on plan assets based on its estimate of the return that plan assets will provide over the period that benefits are expected to be paid out. In preparing this estimate, the Company assesses the rates of return on each targeted allocation of plan assets, return premiums generated by portfolio management, and advice from its third-party actuary and investment consultants. The expected return on plan assets is a long-term assumption and generally does not significantly change annually. While historical returns are considered, the rate of return assumption is primarily based on projections of expected returns based on fair value, using economic data and financial models to estimate the probability of returns. The probability distribution of annualized returns for the portfolio using current asset allocations is used to determine the expected range of returns for a ten-to-twenty year horizon. While management believes that the assumptions used are appropriate, differences in actual experience or changes in assumptions may affect the Company's pension obligations and expense.

#### *Plan Assets*

The plan's overall strategy is to achieve a rate of return necessary to fund benefit payments by utilizing a variety of asset types, investment strategies and investment managers. The plan seeks to achieve a real long-term rate of return over inflation resulting from income, capital gains, or both, which assists the plan in meeting its long-term objectives.

The long-term target allocations for the plan's assets are managed dynamically according to a sliding scale correlating with the funded status of the plan. As the plan's funded status increases, allocations are moved away from equity securities toward fixed income securities. Equity securities primarily include large cap and mid cap companies. Fixed income securities primarily include corporate bonds of companies in diversified industries, mortgage-backed securities and U.S. Treasuries. Investments in hedge funds and private equity funds are not held by the plan.

The allocation of the defined benefit pension plan's assets as of the respective measurement date for each year, by asset class, are as follows (amounts in thousands):

<u>Asset Class</u>	<u>2014</u>	<u>2013</u>
Cash	<b>\$19,009</b>	\$ 698
Equity securities		
U.S. Large Cap (a)	<b>15,328</b>	26,815
U.S. Mid Cap (a)	<b>5,495</b>	10,144
International (b)	<b>4,929</b>	8,545
Core fixed income (c)	<b>22,834</b>	21,317
High-yield fixed income (d)	<b>7,665</b>	7,457
Total	<b><u>\$75,260</u></b>	<b><u>\$74,976</u></b>

- (a) Consists of actively-managed domestic equity mutual funds. Underlying holdings are diversified by sector and industry.
- (b) Consists of an actively-managed international equity mutual fund. Underlying holdings are diversified by country, sector and industry. The fund may invest a portion of its assets in emerging markets, which entails additional risk.
- (c) Consists of an actively-managed fixed income mutual fund. The fund predominantly invests in investment-grade bonds of U.S. issuers from diverse sectors and industries. The fund also invests in government-backed debt. The fund can invest a portion of its assets in below-investment grade debt and non-U.S. debt, which entails additional risk.
- (d) Consists of actively-managed high-yield fixed income mutual funds. The funds invest in investment grade and below-investment grade bonds, with a focus on below-investment grade bonds of U.S. issuers. Underlying holdings are diversified by sector and industry. The funds can invest a portion of its assets in the debt of non-U.S. issuers, which entails additional risk.

All of the assets held by the plan 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.

Periodically, and based on market conditions, the entire account is rebalanced to maintain the desired allocation and the investment policy is reviewed. Within each asset class, plan assets are allocated to various investment styles. Professional managers manage all assets of the plan and professional advisors assist the plan in the attainment of its objectives.

*Expected Contributions and Benefit Payments*

The Company does not expect to be required to contribute to its defined benefit pension plan in 2015. Based on the Company's assumptions discussed above, the Company expects to make the following estimated future benefit payments under the plan during the years ending December 31 (amounts in thousands):

2015	<b>\$ 4,291</b>
2016	<b>3,967</b>
2017	<b>4,239</b>
2018	<b>4,948</b>
2019	<b>5,634</b>
2020 - 2024	<b>27,831</b>

*Other Information*

The Company also maintains non-qualified retirement plans (the "Non-Qualified Plans") to provide benefits to certain key employees. The Non-Qualified Plans are not funded and the beneficiaries' rights to receive distributions under these plans constitute unsecured claims to be paid from the Company's general assets. At December 31, 2014, the Non-Qualified Plans' projected benefit obligations and accumulated benefit obligations were \$16.2 million.

The Company's accrued cost related to its qualified and non-qualified retirement plans of \$35.1 million and \$19.9 million at December 31, 2014 and 2013, respectively, is included in other liabilities in the accompanying consolidated balance sheets. The (increase) decrease in the deferred net loss related to the Company's retirement plans during 2014, 2013 and 2012 resulted in a (decrease) increase in equity of \$(16.1) million, \$14.7 million and \$1.9 million, respectively, net of taxes of \$2.6 million, \$7.1 million and \$1.1 million, respectively. Each of these adjustments to equity due to the change in the minimum liability are included in other comprehensive loss in the accompanying consolidated statements of stockholders' equity.

The net gain (loss) recognized in other comprehensive income for the years ended December 31, 2014 and 2013 was \$(18.7) million and \$21.8 million, respectively. Included in accumulated other comprehensive loss at December 31, 2014 and 2013 are unrecognized actuarial losses of \$44.4 million and \$25.8 million (\$31.8 million and \$15.8 million net of tax), respectively, that have not yet been recognized in net periodic pension expense. Net losses are amortized into net periodic pension expense based on a corridor approach based on the life expectancy of plan participants expected to receive benefits. The estimated actuarial loss for the retirement plans included in accumulated other comprehensive loss that will be amortized from accumulated other comprehensive loss into net periodic pension expense over the next fiscal year is \$1.2 million.

The Company also has contributory retirement savings plans in which substantially all employees are eligible to participate. The Company contribution is 100% of the amount of the employee's contribution, up to 4% of the employee's salary. In addition, the Company may contribute up to 2% of the employee's salary, based upon the Company's financial performance. Company contributions under the retirement savings plans were \$0.3 million, \$0.5 million, and \$4.7 million for 2014, 2013 and 2012, respectively.

In addition, the Company maintains a non-qualified contributory deferred compensation plan that allows for certain highly compensated employees to defer a portion of their eligible compensation until a later date. The plan is considered an unfunded and unsecured plan for IRS and Employee Retirement Income Security Act (“ERISA”) purposes, but the Company has set up a separate trust in which the plan’s assets are held. The trust maintains individual accounts for each participant, but the plan’s assets held in the trust are considered general assets of the Company and are available to satisfy the claims of general creditors in the event of a bankruptcy. The plan allows for the Company to make matching contributions up to 4% of the employee’s salary, reduced by the amount of matching contributions made to the retirement savings plan described above. Company contributions under the deferred compensation plan were \$0.1 million, \$0.2 million, and \$0.7 million for 2014, 2013 and 2012, respectively.

## 8. Postretirement Benefits Other than Pensions

The Company sponsors unfunded defined benefit postretirement health care and life insurance plans for certain employees. The Company contributes toward the cost of health insurance benefits and contributes the full cost of providing life insurance benefits. In order to be eligible for these postretirement benefits, an employee must retire after attainment of age 55 and completion of 15 years of service, or attainment of age 65 and completion of 10 years of service. The Company’s Benefits Trust Committee determines retiree premiums.

In connection with the Company’s transition to a REIT, the Company changed the benefits that will be available to retirees as of January 1, 2013. As a result of this amendment, the Company’s benefit obligation decreased \$2.8 million during 2013.

The following table reconciles the change in benefit obligation of the postretirement plans to the accrued postretirement liability as reflected in other liabilities in the accompanying consolidated balance sheets at December 31 (amounts in thousands):

	<u>2014</u>	<u>2013</u>
Benefit obligation at beginning of year	<b>\$5,848</b>	\$ 8,747
Interest cost	<b>221</b>	194
Actuarial loss	<b>939</b>	319
Amendments	<b>—</b>	(2,828)
Benefits paid	<b>(316)</b>	(584)
Benefit obligation at end of year	<b><u>\$6,692</u></b>	<u>\$ 5,848</u>

Net postretirement benefit (income) expense reflected in the accompanying consolidated statements of operations included the following components for the years ended December 31 (amounts in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Service cost	\$ —	\$ —	\$ 42
Interest cost	<b>221</b>	194	790
Amortization of net actuarial loss	<b>445</b>	477	491
Amortization of prior service credit	<b>(1,314)</b>	(1,331)	(682)
Curtailement gain	<b>—</b>	—	(310)
Net postretirement benefit (income) expense	<b><u>\$ (648)</u></b>	<u>\$ (660)</u>	<u>\$ 331</u>

The weighted-average assumptions used to determine the benefit obligation at December 31 are as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Discount rate	<b>3.32%</b>	3.94%	3.08%
Measurement date	<b>12/31/2014</b>	12/31/2013	12/31/2012

The weighted-average assumptions used to determine the net postretirement benefit expense for years ended December 31 are as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Discount rate	3.94%	3.08%	3.92%
Measurement date	12/31/2014	12/31/2013	12/31/2012

The Company expects to contribute \$0.6 million to the plan in 2015. Based on the Company's assumptions discussed above, the Company expects to make the following estimated future benefit payments under the plan during the years ending December 31 (amounts in thousands):

2015	\$ 620
2016	594
2017	569
2018	531
2019	507
2020-2024	2,098

The net loss, amortization of net loss, and amortization of prior service credit recognized in other comprehensive income for 2014 was \$0.9 million, \$0.4 million, and \$1.3 million, respectively. Included in accumulated other comprehensive loss at December 31, 2014 are the following amounts that have not yet been recognized in net postretirement benefit expense: unrecognized actuarial losses of \$6.8 million (\$4.1 million net of tax) and unrecognized prior service credits of \$16.4 million (\$9.9 million net of tax). The net loss, amortization of net loss, and amortization of prior service credit recognized in other comprehensive income for 2013 was \$0.3 million, \$0.5 million, and \$1.3 million, respectively. Included in accumulated other comprehensive loss at December 31, 2013 are the following amounts that have not yet been recognized in net postretirement benefit expense: unrecognized actuarial losses of \$6.3 million (\$3.9 million net of tax) and unrecognized prior service credits of \$17.7 million (\$10.8 million net of tax). The net loss and prior service credit for the postretirement plans included in accumulated other comprehensive loss that will be amortized from accumulated other comprehensive loss into net postretirement benefit expense over the next fiscal year is \$0.5 million and \$1.3 million, respectively.

The Company amended the plans effective December 31, 2001 such that only retirees currently receiving benefits under the plans and active employees whose age plus years of service total at least 60 and who have at least 10 years of service as of December 31, 2001 remain eligible.

## 9. Stockholders' Equity

### *Dividends*

During 2014, the Company's board of directors declared quarterly dividends of \$0.55 per share of common stock (\$2.20 per share of common stock for the full year), or an aggregate of \$112.0 million in cash.

During 2013, the Company's board of directors declared quarterly dividends of \$0.50 per share of common stock (\$2.00 per share of common stock for the full year), or an aggregate of \$101.7 million in cash.

In connection with the special dividend described in Note 2, on December 21, 2012 the Company paid stockholders an aggregate of \$62.0 million in cash and issued 6.7 million shares of the Company's common stock.

To maintain its qualification as a REIT for federal income tax purposes, the Company must distribute at least 90% of its REIT taxable income each year. The Company's board of directors has approved the Company's current dividend policy pursuant to which the Company plans to pay a quarterly cash dividend to stockholders in

an amount equal to an annualized payment of at least 50% of adjusted funds from operations (as defined by the Company) less maintenance capital expenditures or 100% of REIT taxable income on an annual basis, whichever is greater. The declaration, timing and amount of dividends will be determined by future action of the Company's board of directors. The dividend policy may be altered at any time by the Company's board of directors.

#### *Treasury Stock*

On December 18, 2008, following approval by the Human Resources Committee and the Board of Directors, the Company and the Company's Chairman of the Board of Directors, Chief Executive Officer and President ("Executive") entered into an amendment to Executive's employment agreement. The amendment provided Executive with the option of making an irrevocable election to invest his existing Supplemental Employee Retirement Plan ("SERP") benefit in Company common stock, which election Executive subsequently made. The investment was made by a rabbi trust in which, during January 2009, the independent trustee of the rabbi trust purchased shares of Company common stock in the open market in compliance with applicable law. Executive is only entitled to a distribution of the Company common stock held by the rabbi trust in satisfaction of his SERP benefit. As such, the Company believes that the ownership of shares of common stock by the rabbi trust and the distribution of those shares to Executive in satisfaction of his SERP benefit meets the requirements necessary so that the Company will not recognize any increase or decrease in expense as a result of subsequent changes in the value of the Company common stock and the purchased shares are treated as treasury stock and the SERP benefit is included in additional paid-in capital in the Company's accompanying consolidated financial statements. The increase in treasury stock for a particular year represents dividends received on shares of Company common stock held by the rabbi trust.

#### *Stock Repurchases*

On August 6, 2012, the Company entered into a repurchase agreement with its largest stockholder, TRT Holdings, pursuant to which the Company repurchased 5.0 million shares of the Company's common stock from TRT Holdings in a privately negotiated transaction for an aggregate purchase price of \$185.4 million, which the Company funded with borrowings under the revolving credit line of its credit facility. The repurchased stock was cancelled by the Company and has been reflected as a reduction of retained earnings in the accompanying consolidated financial statements.

In 2012, the Company's 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, implemented through open market transactions on U.S. exchanges or in privately negotiated transactions, in accordance with applicable securities laws, with any market purchases to be made during open trading window periods or pursuant to any applicable Rule 10b5-1 trading plans.

In May 2013, the Company completed its repurchases under the repurchase program by repurchasing approximately 2.3 million shares of its common stock for an aggregate purchase price of approximately \$100.0 million, which the Company funded using cash on hand and borrowings under the revolving credit line of the Company's credit facility. The repurchased stock was cancelled by the Company and has been reflected as a reduction of retained earnings in the accompanying consolidated financial statements.

#### *Common Stock Issuance*

On August 23, 2012, the Company sold 0.8 million shares (the "Option Shares") of the Company's common stock upon the exercise of the underwriter's option granted pursuant to an underwriting agreement among the Company, TRT Holdings, and Deutsche Bank Securities, Inc. (the "Underwriter") in connection with the secondary public offering of the remaining shares of the Company's common stock held by TRT Holdings. The Option Shares were sold at a price to the public of \$40.00 per share. The Company's total net proceeds from the sale of the Option Shares, after offering expenses, were approximately \$32.7 million.

### Shareholder Rights Plan

The Company's previous shareholder rights plan expired on August 12, 2012. The Company has amended its Corporate Governance Guidelines to include a policy with respect to shareholder rights plans that provides that the Board may not adopt a rights plan unless either (i) stockholder approval has been obtained, or (ii) specified circumstances exist and stockholder approval is obtained within specified periods after adoption.

### 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. Changes in accumulated other comprehensive loss consisted of the following (amounts in thousands):

Balance, December 31, 2011	\$(36,031)
Unrealized gains arising during period	14,451
Amounts reclassified from accumulated other comprehensive loss	3,601
Income tax expense	<u>(6,624)</u>
Net other comprehensive income	11,428
Balance, December 31, 2012	<u>\$(24,603)</u>
Unrealized gains arising during period	23,172
Amounts reclassified from accumulated other comprehensive loss	204
Income tax expense	<u>(7,892)</u>
Net other comprehensive income	15,484
Balance, December 31, 2013	<u>\$ (9,119)</u>
Unrealized losses arising during period	(20,231)
Amounts reclassified from accumulated other comprehensive income	(235)
Income tax expense	<u>3,254</u>
Net other comprehensive loss	<u>(17,212)</u>
Balance, December 31, 2014	<u><u>\$(26,331)</u></u>

Amounts reclassified from accumulated comprehensive (income) loss related to the Company's minimum pension liability are presented in the accompanying consolidated statements of operations as follows (amounts in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Other hotel expenses	<u>\$(309)</u>	\$(119)	\$1,642
Opry and Attractions operating expenses	<u>(24)</u>	21	413
Corporate operating expenses	<u>98</u>	302	1,546
	<u><u>\$(235)</u></u>	<u>\$ 204</u>	<u>\$3,601</u>

## 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 certain assets. In addition, the Company will continue to be required to pay federal and state corporate income taxes on earnings of its TRSs.

The benefit for income taxes for continuing operations consists of the following (amounts in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>CURRENT:</b>			
Federal	\$(2,071)	\$ 4,528	\$(5,622)
State	<u>(2,339)</u>	<u>(1,396)</u>	<u>(1,449)</u>
Total current (provision) benefit	<u>(4,410)</u>	<u>3,132</u>	<u>(7,071)</u>
<b>DEFERRED:</b>			
Federal	2,588	84,918	7,415
State	<u>3,289</u>	<u>4,612</u>	<u>1,690</u>
Total deferred benefit	<u>5,877</u>	<u>89,530</u>	<u>9,105</u>
Total benefit for income taxes	<u>\$ 1,467</u>	<u>\$92,662</u>	<u>\$ 2,034</u>

The Company is required to distribute at least 90% of its annual taxable income, excluding net capital gains, to its stockholders in order to maintain its qualification as a REIT. The taxability of distributions to stockholders is determined by the Company's earnings and profits, which differs from net income reported for financial reporting purposes. The estimated taxability of cash distributions to common shareholders is as follows (per common share):

	<u>2014</u>	<u>2013</u>
Ordinary income	\$2.30	\$1.39
Capital gains	0.17	0.02
Return of capital	—	0.09
	<u>\$2.47</u>	<u>\$1.50</u>

The differences between the income tax (provision) benefit calculated at the statutory U.S. federal income tax rate of 35% and the actual income tax benefit recorded for continuing operations are as follows (amounts in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Statutory federal income tax (provision) benefit	\$(43,750)	\$(9,035)	\$10,034
Adjustment for nontaxable income of the REIT	44,701	32,642	—
State taxes (net of federal tax benefit and change in valuation allowance)	950	3,216	(523)
Permanent items	(160)	1,092	(384)
Nondeductible compensation	—	—	(2,319)
Nondeductible transaction costs	—	—	(6,632)
Federal tax credits	112	—	542
Federal valuation allowance	(853)	(3,509)	884
Unrecognized tax benefits	—	6,261	432
REIT conversion	—	62,063	—
Other	467	(68)	—
	<u>\$ 1,467</u>	<u>\$92,662</u>	<u>\$ 2,034</u>

As a result of the Company's conversion to a REIT, certain net deferred tax liabilities related to the real estate of the Company were reversed, as the REIT will generally not pay federal corporate income tax related to those deferred tax liabilities. In addition, the Company assessed the need for a valuation allowance on the net deferred tax assets of the TRSs. As a result, the Company recorded a net benefit of \$64.8 million related to the conversion to a REIT during 2013.

Significant components of the Company's deferred tax assets and liabilities at December 31 are as follows (amounts in thousands):

	<u>2014</u>	<u>2013</u>
<b>DEFERRED TAX ASSETS:</b>		
Accounting reserves and accruals	\$ 22,023	\$ 20,371
Defined benefit plan	7,285	2,305
Deferred management rights proceeds	70,887	72,125
Rent escalation	147	137
Federal and State net operating loss carryforwards	47,156	43,069
Tax credits and other carryforwards	1,016	2,073
Other assets	7,806	10,290
Total deferred tax assets	<u>156,320</u>	<u>150,370</u>
Valuation allowance	<u>(98,445)</u>	<u>(97,641)</u>
Total deferred tax assets, net of valuation allowance	<u>57,875</u>	<u>52,729</u>
<b>DEFERRED TAX LIABILITIES:</b>		
Property and equipment, net	68,047	71,700
Goodwill and other intangibles	1,727	2,650
Other liabilities	2,385	1,496
Total deferred tax liabilities	<u>72,159</u>	<u>75,846</u>
Net deferred tax liabilities	<u>\$ 14,284</u>	<u>\$ 23,117</u>

Federal net operating loss carryforwards at December 31, 2014 totaled \$64.3 million, resulting in a deferred tax benefit of \$22.5 million, which will begin to expire in 2032. Federal credit carryforwards at December 31, 2014 totaled \$0.3 million, and will not expire. Charitable contribution carryforwards at December 31, 2014 totaled \$2.5 million, resulting in a deferred tax benefit of \$0.4 million, which will begin to expire in 2015. The use of certain federal net operating losses, credits and other deferred tax assets are limited to the Company's future taxable earnings. As a result, a valuation allowance has been provided for certain federal deferred tax assets. The valuation allowance related to federal deferred tax assets increased (decreased) \$4.3 million, \$60.3 million and \$(0.5) million in 2014, 2013 and 2012, respectively. The 2013 increase in the valuation allowance includes the revaluation of the deferred tax assets of the TRSs due to the REIT conversion. State net operating loss carryforwards at December 31, 2014 totaled \$479.3 million, resulting in a deferred tax benefit of \$24.6 million, which will expire between 2015 and 2034. The use of certain state net operating losses, credits and other state deferred tax assets are limited to the future taxable earnings of separate legal entities. As a result, a valuation allowance has been provided for certain state deferred tax assets, including loss carryforwards. The valuation allowance related to state deferred tax assets increased (decreased) \$(3.5) million, \$19.0 million and \$(0.3) million in 2014, 2013 and 2012, respectively. Management believes that it is more likely than not that the results of operations will generate sufficient taxable income to realize the deferred tax assets after giving consideration to the valuation allowance.

The Company has concluded IRS examinations through the 2010 tax year. For federal income tax purposes and substantially all the states with which the Company has nexus, the statute of limitations has expired through 2010. However, the Company has net operating loss carryforwards from closed years, which could be adjusted upon audit. The Company has not been notified of any federal or state income tax examinations.

As a result of the completion of the IRS federal income tax audits through 2010, issues related to 2010 and earlier years have been effectively settled. Due to the favorable resolution of the federal examination, the Company's reserve for unrecognized tax benefits decreased by \$12.3 million during 2013, of which \$5.5 million was recorded as an income tax benefit. Due to the expiration of statutes of limitations, the reserve for



unrecognized tax benefits decreased an additional \$0.8 million during 2013, of which \$0.5 million was recorded as an income tax benefit. In addition, the Company recorded a reduction to the related accrued interest of \$1.5 million as an income tax benefit in 2013.

As of December 31, 2014, the Company had no unrecognized tax benefits. A reconciliation of the beginning and ending gross amount of unrecognized tax benefits (exclusive of interest and penalties) is as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Unrecognized tax benefits at beginning of year	\$—	\$ 13,162	\$14,141
Additions based on tax positions related to the current year	—	—	7
Reductions for tax positions of prior years	—	—	(222)
Reductions due to settlements with taxing authorities	—	(12,327)	—
Reductions due to expiration of certain statute of limitations	—	(835)	(764)
Unrecognized tax benefits at end of year	<u>\$—</u>	<u>\$ —</u>	<u>\$13,162</u>

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. The Company recognized \$(2.2) million and \$0.2 million of interest and no penalties related to uncertain tax positions in the accompanying consolidated statements of operations for 2013 and 2012, respectively. As of December 31, 2014 and 2013, the Company has accrued no interest or penalties related to uncertain tax positions.

## 11. Commitments and Contingencies

### *Capital Leases*

In the accompanying consolidated balance sheets, the following amounts of assets under capitalized lease agreements are included as shown and the related obligations are included in debt (amounts in thousands):

	<u>2014</u>	<u>2013</u>
Property and equipment	\$ <b>4,367</b>	\$ 3,736
Prepaid expenses and other assets	<b>130</b>	130
Accumulated depreciation	<u>(2,584)</u>	<u>(2,377)</u>
Net assets under capital leases	<u>\$ <b>1,913</b></u>	<u>\$ 1,489</u>

### *Operating Leases*

Rental expense for operating leases was \$14.7 million, \$14.1 million, and \$16.2 million for 2014, 2013 and 2012, respectively. Non-cash lease expense for 2014, 2013, and 2012 was \$5.5 million, \$5.6 million and \$5.7 million, respectively, as discussed below.

Future minimum cash lease commitments under all non-cancelable leases in effect at December 31, 2014 are as follows (amounts in thousands):

	<u>Capital Leases</u>	<u>Operating Leases</u>
2015	\$ 409	\$ 5,097
2016	46	4,704
2017	46	4,279
2018	46	4,348
2019	46	4,579
Years thereafter	842	604,801
Total minimum lease payments	<u>1,435</u>	<u>\$627,808</u>
Less amount representing interest	<u>(380)</u>	
Total present value of minimum payments	1,055	
Less current portion of obligations	<u>(377)</u>	
Long-term obligations	<u>\$ 678</u>	

The Company entered into a 75-year operating lease agreement during 1999 for 65.3 acres of land located in Osceola County, Florida for the development of Gaylord Palms. The lease requires the Company to make annual base lease payments, which were approximately \$3.8 million in 2014. The lease agreement provides for an annual 3% escalation of base rent. The terms of this lease require that the Company recognize lease expense on a straight-line basis, which resulted in an annual base lease expense of approximately \$9.4 million for 2014, 2013, and 2012. This rent included approximately \$5.5 million, \$5.6 million, and \$5.7 million of non-cash expenses during 2014, 2013, and 2012, respectively. At the end of the 75-year lease term, the Company may extend the operating lease to January 31, 2101, at which point the buildings and fixtures will be transferred to the lessor. The Company also records contingent rental expense based upon net revenues associated with the Gaylord Palms operations. The Company recorded \$2.0 million, \$1.9 million, and \$2.0 million of contingent rental expense related to the Gaylord Palms in 2014, 2013, and 2012, respectively.

#### *Other Commitments and Contingencies*

As discussed in Note 7, the Company's qualified retirement plan incurred increased lump-sum distributions during 2013, partially due to the transfer of a large number of the retirement plan participants at Gaylord Opryland to Marriott in connection with the REIT conversion, which resulted in an increase in the number of participants eligible for distributions. In 2013, the Pension Benefit Guaranty Corporation ("PBGC") notified the Company that due to a purported cessation of management operations at the Company as a result of the management transition to Marriott, the Company may be required, pursuant to §4062(e) of ERISA, to take certain actions regarding the plan, including possibly accelerating funding or providing security for future plan liabilities. The Company responded to the PBGC, stating the reasons that it does not believe that the Company's REIT conversion represents a cessation of management operations, and contesting any liability vigorously. The PBGC, which had indicated that it did not agree with the Company's position, had previously announced a moratorium on this type of enforcement action through December 31, 2014.

On December 16, 2014, the 2015 Federal Consolidated and Further Continuing Omnibus Appropriations Act (the "Appropriations Act") became law. The Appropriations Act included provisions amending the applicability of ERISA §4062(e) to certain business transactions and modifying the enforcement mechanisms available to the PBGC in the event that ERISA §4062(e) did apply. Based on the advice of its professional advisors, the Company believes that the provisions of the Appropriations Act eliminates any basis for any PBGC enforcement action under ERISA §4062(e) as a result of the purported cessation of management operations at Gaylord Opryland in connection with the REIT conversion.

The Company is self-insured up to a stop loss for certain losses relating 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 has 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 provides for severance payments upon certain events, including after a change of control.

The Company, in the ordinary course of business, is involved in certain legal actions and claims on a variety of other 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. 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 December 31, 2014 and 2013, the Company held certain assets, and at December 31, 2014, the Company held certain liabilities, that are required to be measured at fair value on a recurring basis. These included investments held in connection with the Company's non-qualified contributory deferred compensation plan and liabilities associated with the outstanding common stock warrants associated with the Convertible Notes discussed in Note 5.

The investments held by the Company in connection with its deferred compensation plan consist of mutual funds traded in an active market. See Note 7 for further information on the Company's deferred compensation plan. 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.

As discussed in Note 5, in the first quarter of 2015, the Company intends to cash settle 4.7 million common stock warrants associated with its Convertible Notes, which have been classified as a derivative liability in the accompanying consolidated balance sheet as of December 31, 2014. The Company determined the fair value of these warrants based on the Company's closing stock price at December 31, 2014 and a pricing grid provided by the counterparties to the warrants that was based on observable inputs. Therefore, the Company has categorized this liability as Level 2.

The Company has consistently applied these valuation techniques in all periods presented and believes it has obtained the most accurate information available for the types of investments it holds.

The Company had no liabilities required to be measured at fair value at December 31, 2013. The Company's assets and liabilities measured at fair value on a recurring basis at December 31, were as follows (in thousands):

	<u>December 31, 2014</u>	<u>Markets for Identical Assets (Level 1)</u>	<u>Observable Inputs (Level 2)</u>	<u>Unobservable Inputs (Level 3)</u>
Deferred compensation plan investments	\$ 19,712	\$19,712	\$ —	\$—
Total assets measured at fair value	<u>\$ 19,712</u>	<u>\$19,712</u>	<u>\$ —</u>	<u>\$—</u>
Warrant liability	\$134,477	\$ —	\$134,477	\$—
Total liabilities measured at fair value	<u>\$134,477</u>	<u>\$ —</u>	<u>\$134,477</u>	<u>\$—</u>

	<u>December 31, 2013</u>	<u>Markets for Identical Assets (Level 1)</u>	<u>Observable Inputs (Level 2)</u>	<u>Unobservable Inputs (Level 3)</u>
Deferred compensation plan investments	\$ 18,883	\$18,883	\$ —	\$—
Total assets measured at fair value	<u>\$ 18,883</u>	<u>\$18,883</u>	<u>\$ —</u>	<u>\$—</u>

The remainder of the assets and liabilities held by the Company at December 31, 2014 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 4, in connection with the development of Gaylord National, the Company received a series A Bond and a Series B Bond from Prince George's County, Maryland which had aggregate carrying values of \$87.0 million and \$62.6 million, respectively, as of December 31, 2014. The fair value of the Series A Bond, which has the senior claim to the cash flows supporting these bonds, approximates carrying value as of December 31, 2014. The fair value of the Series B Bond, 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 note, which the Company considers as Level 3, was approximately \$44 million as of December 31, 2014. 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 as of December 31, 2014.

The carrying amount of short-term financial instruments (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.

### 13. Financial Reporting By Business Segments

The Company's continuing operations are organized into the following principal business segments:

- *Hospitality*, which includes Gaylord Opryland, Gaylord Palms, Gaylord Texan, Gaylord National, the Inn at Opryland and the AC Hotel;
- *Opry and Attractions*, which includes the Grand Ole Opry, WSM-AM, and the Company's Nashville-based attractions; and
- *Corporate and Other*, which includes the Company's corporate expenses.

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

	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>REVENUES:</b>			
Hospitality	\$ 954,166	\$878,509	\$ 916,041
Opry and Attractions	86,825	76,053	70,553
Corporate and Other	—	—	—
Total revenues	<u>\$1,040,991</u>	<u>\$954,562</u>	<u>\$ 986,594</u>
<b>DEPRECIATION AND AMORTIZATION:</b>			
Hospitality	\$ 103,422	\$103,147	\$ 107,343
Opry and Attractions	5,258	5,368	5,119
Corporate and Other	3,598	8,013	18,229
Total depreciation and amortization	<u>\$ 112,278</u>	<u>\$116,528</u>	<u>\$ 130,691</u>
<b>OPERATING INCOME (LOSS):</b>			
Hospitality	\$ 162,535	\$121,556	\$ 150,210
Opry and Attractions	21,752	14,157	13,305
Corporate and Other	(31,171)	(34,305)	(65,107)
REIT conversion costs	—	(22,190)	(101,964)
Casualty loss	—	(54)	(858)
Preopening costs	(11)	—	(340)
Impairment and other charges	—	(2,976)	—
Total operating income (loss)	<u>153,105</u>	<u>76,188</u>	<u>(4,754)</u>
Interest expense, net of amounts capitalized	(61,447)	(60,916)	(58,582)
Interest income	12,075	12,267	12,307
Income from unconsolidated companies	—	10	109
Loss on extinguishment of debt	(2,148)	(4,181)	—
Other gains and (losses)	23,415	2,447	22,251
Income (loss) before income taxes and discontinued operations	<u>\$ 125,000</u>	<u>\$ 25,815</u>	<u>\$ (28,669)</u>
		<u>December 31,</u>	<u>December 31,</u>
		<u>2014</u>	<u>2013</u>
<b>IDENTIFIABLE ASSETS:</b>			
Hospitality	\$2,207,043	\$2,237,888	
Opry and Attractions	80,127	79,770	
Corporate and Other	125,827	106,689	
Discontinued operations	149	282	
Total identifiable assets	<u>\$2,413,146</u>	<u>\$2,424,629</u>	

The following table represents the capital expenditures by segment for the years ended December 31 (amounts in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>CAPITAL EXPENDITURES:</b>			
Hospitality	\$46,440	\$32,266	\$73,170
Opry and Attractions	4,760	2,688	7,347
Corporate and other	7,177	2,005	14,716
Total capital expenditures	<u>\$58,377</u>	<u>\$36,959</u>	<u>\$95,233</u>

#### 14. Quarterly Financial Information (Unaudited)

The following is selected unaudited quarterly financial data for the fiscal years ended December 31, 2014 and 2013 (amounts in thousands, except per share data).

The sum of the quarterly per share amounts may not equal the annual totals due to rounding.

	2014			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	\$246,451	\$257,913	\$245,015	\$291,612
Depreciation and amortization	28,003	28,232	28,033	28,010
Operating income	32,797	47,486	29,083	43,739
Income before income taxes and discontinued operations	20,158	28,555	14,654	61,633
(Provision) benefit for income taxes	484	(576)	463	1,096
Income from continuing operations	20,642	27,979	15,117	62,729
Income (loss) from discontinued operations, net of taxes	11	12	13	(51)
Net income	20,653	27,991	15,130	62,678
Net income available to common stockholders	20,653	23,039	15,130	62,213
Net income per share	0.41	0.45	0.30	1.22
Net income per share — assuming dilution	0.32	0.38	0.25	1.21

	2013			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	\$222,113	\$245,183	\$221,196	\$266,070
Depreciation and amortization	32,009	29,054	27,916	27,549
Operating income (loss)	(2,244)	28,903	19,803	29,726
Income (loss) before income taxes and discontinued operations	(12,522)	14,584	5,783	17,970
Benefit for income taxes	66,292	1,784	12,450	12,136
Income from continuing operations	53,770	16,368	18,233	30,106
Income (loss) from discontinued operations, net of taxes	10	11	(202)	56
Net income	53,780	16,379	18,031	30,162
Net income available to common stockholders	53,780	11,510	18,031	30,162
Net income per share	1.03	0.22	0.36	0.60
Net income per share — assuming dilution	0.81	0.18	0.30	0.48

During the second quarter of 2014, the Company recorded a loss on extinguishment of debt of approximately \$2.1 million related to the repurchase and conversion of a portion of its outstanding Convertible Notes.

During the second quarter of 2014, the Company entered into agreements with its note hedge counterparties to proportionately reduce the number of Purchased Options and the warrants as described in Note 5. In addition, the Company modified the agreements with two of the note hedge counterparties to cash settle a portion of the warrants as described in Note 5. Each of these agreements were considered modifications to Purchased Options and warrants (as applicable), and based on the agreements, the Company recognized a charge of \$5.0 million, which is recorded as an increase to accumulated deficit and derivative liabilities, net in the accompanying consolidated financial statements. This charge also represents a deduction from net income in calculating net income available to common stockholders and earnings per share available to common stockholders.

During the fourth quarter of 2014, the Company sold to an affiliate of the Peterson Companies all of its rights in a letter of intent to which it is a party with the Peterson Companies, which entitled the Company to a portion of such party's economic interest in the income from the land underlying the new MGM casino project at National Harbor. The Company will receive \$26.1 million over three years in exchange for its contractual rights, which is included in other gains and losses, net in the accompanying consolidated statement of operations.

During the first quarter of 2013, the Company recorded a net income tax benefit of \$61.3 million related to the reversal of certain net deferred tax liabilities that are no longer applicable as a result of the Company's REIT conversion, partially offset by a valuation allowance on the net deferred tax assets of the Company's TRSs.

During the first quarter of 2013, in conjunction with its reorganization as a REIT, the Company recognized \$15.0 million in REIT conversion costs.

During the second quarter of 2013, in conjunction with its reorganization as a REIT, the Company recognized \$5.4 million in REIT conversion costs.

During the second quarter of 2013, the Company entered into agreements with its note hedge counterparties to proportionately reduce the number of Purchased Options and the warrants as described in Note 5. These agreements were considered modifications to the Purchased Options and the warrants, and based on the terms of the agreements, the Company recognized a charge of \$4.9 million, which is recorded as an increase to accumulated deficit and additional paid-in-capital in the accompanying consolidated balance sheets. This charge also represents a deduction from net income in calculating net income available to common stockholders and earnings per share available to common stockholders.

During the third quarter of 2013, the Company recorded a loss on extinguishment of debt of approximately \$4.2 million related to the repurchase and conversion of a portion of its outstanding Convertible Notes.

## **15. Information Concerning Guarantor and Non-Guarantor Subsidiaries**

The 5% Senior Notes were 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 \$1 billion credit facility and the \$400 million term loan 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 5% Senior Notes.

The following condensed consolidating financial information includes certain allocations of revenues and 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. As further described in Note 2, on October 1, 2012, the Company and its subsidiaries completed a restructuring of assets and operations in connection with the Company's transition to a REIT. For purposes of presenting the condensed consolidating financial information, the results of the subsidiaries that own the hotel properties are reflected in the guarantor results for periods commencing October 1, 2012. The Operating Partnership was formed in 2012 and had no results prior to October 1, 2012. Certain prior year amounts have been reclassified to conform to the current year presentation.

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING BALANCE SHEET**  
**As of December 31, 2014**

(in thousands)	<u>Parent Guarantor</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>ASSETS:</b>						
Property and equipment, net of accumulated depreciation	\$ 6,574	\$ —	\$1,691,996	\$ 337,691	\$ —	\$2,036,261
Cash and cash equivalents — unrestricted	392	1,001	36	74,979	—	76,408
Cash and cash equivalents — restricted	—	—	—	17,410	—	17,410
Notes receivable	—	—	—	149,612	—	149,612
Trade receivables, less allowance	—	—	—	45,188	—	45,188
Deferred financing costs	—	21,646	—	—	—	21,646
Prepaid expenses and other assets	16,908	33	75,335	50,713	(76,368)	66,621
Intercompany receivables, net	—	219,772	1,073,805	—	(1,293,577)	—
Investments	1,587,425	2,767,163	526,645	695,896	(5,577,129)	—
Total assets	<u>\$1,611,299</u>	<u>\$3,009,615</u>	<u>\$3,367,817</u>	<u>\$1,371,489</u>	<u>\$(6,947,074)</u>	<u>\$2,413,146</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY:</b>						
Debt and capital lease obligations	\$ —	\$1,340,500	\$ —	\$ 1,055	\$ —	\$1,341,555
Accounts payable and accrued liabilities	36	7,248	216	235,999	(76,651)	166,848
Deferred income tax liabilities, net	7,258	—	616	6,410	—	14,284
Deferred management rights proceeds	—	—	—	183,423	—	183,423
Dividends payable	29,133	—	—	—	—	29,133
Derivative liabilities	134,477	—	—	—	—	134,477
Other liabilities	—	—	79,382	62,354	283	142,019
Intercompany payables, net	1,038,988	—	—	254,589	(1,293,577)	—
Commitments and contingencies						
Stockholders' equity:						
Preferred stock	—	—	—	—	—	—
Common stock	510	1	1	2,387	(2,389)	510
Additional paid-in-capital	882,193	1,741,705	2,803,719	1,183,941	(5,729,365)	882,193
Treasury stock	(8,002)	—	—	—	—	(8,002)
Accumulated deficit	(446,963)	(79,839)	483,883	(532,338)	128,294	(446,963)
Accumulated other comprehensive loss	(26,331)	—	—	(26,331)	26,331	(26,331)
Total stockholders' equity	<u>401,407</u>	<u>1,661,867</u>	<u>3,287,603</u>	<u>627,659</u>	<u>(5,577,129)</u>	<u>401,407</u>
Total liabilities and stockholders' equity	<u>\$1,611,299</u>	<u>\$3,009,615</u>	<u>\$3,367,817</u>	<u>\$1,371,489</u>	<u>\$(6,947,074)</u>	<u>\$2,413,146</u>



**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING BALANCE SHEET**  
**As of December 31, 2013**

(in thousands)	<u>Parent</u>		<u>Issuer</u>	<u>Guarantors</u>	<u>Non-</u>		<u>Eliminations</u>	<u>Consolidated</u>
	<u>Guarantor</u>				<u>Guarantors</u>			
<b>ASSETS:</b>								
Property and equipment, net of accumulated depreciation	\$ —	\$ —	\$1,751,479	\$ 316,518	\$ —	\$2,067,997		
Cash and cash equivalents — unrestricted	—	714	—	60,865	—	61,579		
Cash and cash equivalents — restricted	—	—	—	20,169	—	20,169		
Notes receivable	—	—	—	148,350	—	148,350		
Trade receivables, less allowance	—	—	—	51,796	(14)	51,782		
Deferred financing costs	—	19,306	—	—	—	19,306		
Prepaid expenses and other assets	—	3	227,608	58,267	(230,432)	55,446		
Intercompany receivables, net	90,184	—	697,908	172,064	(960,156)	—		
Investments	1,727,143	2,767,163	526,644	436,828	(5,457,778)	—		
Total assets	<u>\$1,817,327</u>	<u>\$2,787,186</u>	<u>\$3,203,639</u>	<u>\$1,264,857</u>	<u>\$(6,648,380)</u>	<u>\$2,424,629</u>		
<b>LIABILITIES AND STOCKHOLDERS' EQUITY:</b>								
Debt and capital lease obligations	\$ 293,962	\$ 859,500	\$ —	\$ 958	\$ —	\$1,154,420		
Accounts payable and accrued liabilities	(14)	8,164	1,470	378,448	(230,729)	157,339		
Deferred income tax liabilities, net	6,528	(15)	654	15,950	—	23,117		
Deferred management rights proceeds	—	—	—	186,346	—	186,346		
Dividends payable	25,780	—	—	—	—	25,780		
Other liabilities	—	—	73,673	45,976	283	119,932		
Intercompany payables, net	733,376	211,925	14,855	—	(960,156)	—		
Commitments and contingencies								
Stockholders' equity:								
Preferred stock	—	—	—	—	—	—		
Common stock	505	1	1	2,387	(2,389)	505		
Additional paid-in-capital	1,228,845	1,741,704	2,803,623	1,184,038	(5,729,365)	1,228,845		
Treasury stock	(7,766)	—	—	—	—	(7,766)		
Accumulated deficit	(454,770)	(34,093)	309,363	(540,127)	264,857	(454,770)		
Accumulated other comprehensive loss	(9,119)	—	—	(9,119)	9,119	(9,119)		
Total stockholders' equity	<u>757,695</u>	<u>1,707,612</u>	<u>3,112,987</u>	<u>637,179</u>	<u>(5,457,778)</u>	<u>757,695</u>		
Total liabilities and stockholders' equity	<u>\$1,817,327</u>	<u>\$2,787,186</u>	<u>\$3,203,639</u>	<u>\$1,264,857</u>	<u>\$(6,648,380)</u>	<u>\$2,424,629</u>		

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**AND COMPREHENSIVE INCOME**  
**For the Year Ended December 31, 2014**

(in thousands)	<u>Parent Guarantor</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>Revenues:</b>						
Rooms	\$ —	\$ —	\$ —	\$ 384,185	\$ —	\$ 384,185
Food and beverage	—	—	—	412,061	—	412,061
Other hotel revenue	—	—	286,816	176,617	(305,513)	157,920
Opry and Attractions	331	—	—	87,433	(939)	86,825
Total revenues	<u>331</u>	<u>—</u>	<u>286,816</u>	<u>1,060,296</u>	<u>(306,452)</u>	<u>1,040,991</u>
<b>Operating expenses:</b>						
Rooms	—	—	—	116,103	—	116,103
Food and beverage	—	—	—	248,358	—	248,358
Other hotel expenses	—	—	44,160	550,892	(287,455)	307,597
Management fees	—	—	—	16,151	—	16,151
Total hotel operating expenses	<u>—</u>	<u>—</u>	<u>44,160</u>	<u>931,504</u>	<u>(287,455)</u>	<u>688,209</u>
Opry and Attractions	—	—	—	59,747	68	59,815
Corporate	97	1,189	2	26,285	—	27,573
Corporate overhead allocation	10,561	—	8,504	—	(19,065)	—
Preopening costs	—	—	—	11	—	11
Depreciation and amortization	84	—	59,420	52,774	—	112,278
Total operating expenses	<u>10,742</u>	<u>1,189</u>	<u>112,086</u>	<u>1,070,321</u>	<u>(306,452)</u>	<u>887,886</u>
Operating income (loss)	<u>(10,411)</u>	<u>(1,189)</u>	<u>174,730</u>	<u>(10,025)</u>	<u>—</u>	<u>153,105</u>
Interest expense, net of amounts capitalized	(16,918)	(44,555)	—	26	—	(61,447)
Interest income	—	—	—	12,075	—	12,075
Loss on extinguishment of debt	(2,148)	—	—	—	—	(2,148)
Other gains and (losses), net	21,892	—	—	1,523	—	23,415
Income (loss) before income taxes and discontinued operations	(7,585)	(45,744)	174,730	3,599	—	125,000
(Provision) benefit for income taxes	(2,526)	(2)	(210)	4,205	—	1,467
Equity in subsidiaries' earnings, net	136,563	—	—	—	(136,563)	—
Income (loss) from continuing operations	<u>126,452</u>	<u>(45,746)</u>	<u>174,520</u>	<u>7,804</u>	<u>(136,563)</u>	<u>126,467</u>
Loss from discontinued operations, net of taxes	—	—	—	(15)	—	(15)
Net income (loss)	<u>\$126,452</u>	<u>\$(45,746)</u>	<u>\$174,520</u>	<u>\$ 7,789</u>	<u>\$(136,563)</u>	<u>\$ 126,452</u>
Comprehensive income (loss)	<u>\$109,240</u>	<u>\$(45,746)</u>	<u>\$174,520</u>	<u>\$ (9,423)</u>	<u>\$(119,351)</u>	<u>\$ 109,240</u>

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**AND COMPREHENSIVE INCOME**  
**For the Year Ended December 31, 2013**

(in thousands)	<u>Parent Guarantor</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>Revenues:</b>						
Rooms	\$ —	\$ —	\$ —	\$ 357,313	\$ —	\$357,313
Food and beverage	—	—	—	382,340	—	382,340
Other hotel revenue	—	—	266,971	152,802	(280,917)	138,856
Opry and Attractions	—	—	—	76,805	(752)	76,053
Total revenues	—	—	266,971	969,260	(281,669)	954,562
<b>Operating expenses:</b>						
Rooms	—	—	—	106,849	—	106,849
Food and beverage	—	—	—	237,153	—	237,153
Other hotel expenses	—	—	44,589	517,933	(267,370)	295,152
Management fees	—	—	—	14,652	—	14,652
Total hotel operating expenses	—	—	44,589	876,587	(267,370)	653,806
Opry and Attractions	—	—	—	56,662	(134)	56,528
Corporate	12	1,751	—	24,529	—	26,292
Corporate overhead allocation	8,766	—	5,399	—	(14,165)	—
REIT conversion costs	—	—	—	22,190	—	22,190
Casualty loss	—	—	—	54	—	54
Impairment and other charges (non- REIT conversion costs)	—	—	2,537	439	—	2,976
Depreciation and amortization	—	—	59,539	56,989	—	116,528
Total operating expenses	8,778	1,751	112,064	1,037,450	(281,669)	878,374
Operating income (loss)	(8,778)	(1,751)	154,907	(68,190)	—	76,188
Interest expense, net of amounts capitalized	(28,775)	(32,092)	—	(49)	—	(60,916)
Interest income	—	—	—	12,267	—	12,267
Income from unconsolidated companies	—	—	—	10	—	10
Loss on extinguishment of debt	(4,181)	—	—	—	—	(4,181)
Other gains and (losses), net	—	—	—	2,447	—	2,447
Income (loss) before income taxes and discontinued operations	(41,734)	(33,843)	154,907	(53,515)	—	25,815
(Provision) benefit for income taxes	1,902	2,695	132,521	(44,456)	—	92,662
Equity in subsidiaries' earnings, net	158,184	—	—	—	(158,184)	—
Income (loss) from continuing operations	118,352	(31,148)	287,428	(97,971)	(158,184)	118,477
Loss from discontinued operations, net of taxes	—	—	—	(125)	—	(125)
Net income (loss)	<u>\$118,352</u>	<u>\$(31,148)</u>	<u>\$287,428</u>	<u>\$ (98,096)</u>	<u>\$(158,184)</u>	<u>\$118,352</u>
Comprehensive income (loss)	<u>\$133,836</u>	<u>\$(31,148)</u>	<u>\$287,428</u>	<u>\$ (82,612)</u>	<u>\$(173,668)</u>	<u>\$133,836</u>

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**AND COMPREHENSIVE INCOME**  
**For the Year Ended December 31, 2012**

(in thousands)	<u>Parent Guarantor</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>Revenues:</b>						
Rooms	\$ —	\$ —	\$ —	\$ 365,611	\$ —	\$365,611
Food and beverage	—	—	—	401,252	—	401,252
Other hotel revenue	6,281	—	66,211	149,393	(72,707)	149,178
Opry and Attractions	—	—	—	71,279	(726)	70,553
Total revenues	<u>6,281</u>	<u>—</u>	<u>66,211</u>	<u>987,535</u>	<u>(73,433)</u>	<u>986,594</u>
<b>Operating expenses:</b>						
Rooms	—	—	—	96,900	—	96,900
Food and beverage	—	—	—	242,739	—	242,739
Other hotel expenses	—	—	11,504	370,241	(67,102)	314,643
Management fees	—	—	—	4,207	—	4,207
Total hotel operating expenses	<u>—</u>	<u>—</u>	<u>11,504</u>	<u>714,087</u>	<u>(67,102)</u>	<u>658,489</u>
Opry and Attractions	—	—	—	52,208	(78)	52,130
Corporate	19,790	—	—	27,086	—	46,876
Corporate overhead allocation	—	—	—	6,253	(6,253)	—
REIT conversion costs	42,303	—	—	59,661	—	101,964
Casualty loss	429	—	—	429	—	858
Preopening costs	22	—	—	318	—	340
Depreciation and amortization	2,377	—	9,960	118,354	—	130,691
Total operating expenses	<u>64,921</u>	<u>—</u>	<u>21,464</u>	<u>978,396</u>	<u>(73,433)</u>	<u>991,348</u>
Operating income (loss)	<u>(58,640)</u>	<u>—</u>	<u>44,747</u>	<u>9,139</u>	<u>—</u>	<u>(4,754)</u>
Interest expense, net of amounts capitalized	(54,896)	(4,584)	(10,841)	(110,821)	122,560	(58,582)
Interest income	100,455	—	2,609	31,803	(122,560)	12,307
Income from unconsolidated companies	—	—	—	109	—	109
Other gains and (losses), net	20,000	—	—	2,251	—	22,251
Income (loss) before income taxes and discontinued operations	6,919	(4,584)	36,515	(67,519)	—	(28,669)
(Provision) benefit for income taxes	(12,311)	1,638	(14,580)	27,287	—	2,034
Equity in subsidiaries' losses, net	(21,252)	—	—	—	21,252	—
Income (loss) from continuing operations	<u>(26,644)</u>	<u>(2,946)</u>	<u>21,935</u>	<u>(40,232)</u>	<u>21,252</u>	<u>(26,635)</u>
Loss from discontinued operations, net of taxes	<u>—</u>	<u>—</u>	<u>—</u>	<u>(9)</u>	<u>—</u>	<u>(9)</u>
Net income (loss)	<u>\$ (26,644)</u>	<u>\$ (2,946)</u>	<u>\$ 21,935</u>	<u>\$ (40,241)</u>	<u>\$ 21,252</u>	<u>\$ (26,644)</u>
Comprehensive income (loss)	<u>\$ (15,216)</u>	<u>\$ (2,946)</u>	<u>\$ 21,935</u>	<u>\$ (40,241)</u>	<u>\$ 21,252</u>	<u>\$ (15,216)</u>

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Year Ended December 31, 2014**

(in thousands)	<u>Parent Guarantor</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net cash provided by (used in) continuing operating activities	\$ 636,386	\$(466,285)	\$ (24)	\$ 77,074	\$—	\$ 247,151
Net cash used in discontinued operating activities	—	—	—	(147)	—	(147)
Net cash provided by (used in) operating activities	<u>636,386</u>	<u>(466,285)</u>	<u>(24)</u>	<u>76,927</u>	<u>—</u>	<u>247,004</u>
Purchases of property and equipment	(6,659)	—	60	(51,778)	—	(58,377)
Purchase of AC Hotel	—	—	—	(21,206)	—	(21,206)
Proceeds from sale of Peterson LOI	9,350	—	—	—	—	9,350
Decrease in restricted cash and cash equivalents	—	—	—	2,759	—	2,759
Other investing activities	—	—	—	8,012	—	8,012
Net cash provided by (used in) investing activities — continuing operations	2,691	—	60	(62,213)	—	(59,462)
Net cash used in investing activities — discontinued operations	—	—	—	—	—	—
Net cash provided by (used in) investing activities	<u>2,691</u>	<u>—</u>	<u>60</u>	<u>(62,213)</u>	<u>—</u>	<u>(59,462)</u>
Net borrowings under credit facility	—	77,000	—	—	—	77,000
Net borrowing under term loan B	—	398,000	—	—	—	398,000
Repurchase and conversion of convertible notes	(358,710)	—	—	—	—	(358,710)
Repurchase of common stock warrants	(177,423)	—	—	—	—	(177,423)
Deferred financing costs paid	—	(8,428)	—	—	—	(8,428)
Payment of dividend	(109,414)	—	—	—	—	(109,414)
Proceeds from exercise of stock option and purchase plans	6,862	—	—	—	—	6,862
Other financing activities, net	—	—	—	(600)	—	(600)
Net cash provided by (used in) financing activities — continuing operations	(638,685)	466,572	—	(600)	—	(172,713)
Net cash used in financing activities — discontinued operations	—	—	—	—	—	—
Net cash provided by (used in) financing activities	<u>(638,685)</u>	<u>466,572</u>	<u>—</u>	<u>(600)</u>	<u>—</u>	<u>(172,713)</u>
Net change in cash and cash equivalents	392	287	36	14,114	—	14,829
Cash and cash equivalents at beginning of period	—	714	—	60,865	—	61,579
Cash and cash equivalents at end of period	<u>\$ 392</u>	<u>\$ 1,001</u>	<u>\$ 36</u>	<u>\$ 74,979</u>	<u>\$—</u>	<u>\$ 76,408</u>

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Year Ended December 31, 2013**

(in thousands)	<u>Parent Guarantor</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net cash provided by (used in) continuing operating activities	\$ 422,624	\$(298,048)	\$(2,164)	\$ 15,193	\$—	\$ 137,605
Net cash provided by discontinued operating activities	—	—	—	94	—	94
Net cash provided by (used in) operating activities	<u>422,624</u>	<u>(298,048)</u>	<u>(2,164)</u>	<u>15,287</u>	<u>—</u>	<u>137,699</u>
Purchases of property and equipment	—	—	2,759	(39,718)	—	(36,959)
Collection of notes receivable	—	—	—	1,740	—	1,740
Increase in restricted cash and cash equivalents	—	—	—	(13,959)	—	(13,959)
Other investing activities	—	—	—	437	—	437
Net cash provided by (used in) investing activities — continuing operations	—	—	2,759	(51,500)	—	(48,741)
Net cash used in investing activities — discontinued operations	—	—	—	—	—	—
Net cash provided by (used in) investing activities	<u>—</u>	<u>—</u>	<u>2,759</u>	<u>(51,500)</u>	<u>—</u>	<u>(48,741)</u>
Net repayments under credit facility	—	(35,500)	—	—	—	(35,500)
Issuance of senior notes	—	350,000	—	—	—	350,000
Early redemption of senior notes	(152,180)	—	—	—	—	(152,180)
Repurchase and conversion of convertible notes	(99,222)	—	—	—	—	(99,222)
Deferred financing costs paid	—	(15,738)	—	—	—	(15,738)
Repurchase of Company stock for retirement	(100,028)	—	—	—	—	(100,028)
Payment of dividend	(76,424)	—	—	—	—	(76,424)
Proceeds from exercise of stock option and purchase plans	5,223	—	—	—	—	5,223
Excess tax benefit from stock-based compensation	7	—	—	—	—	7
Other financing activities, net	—	—	—	(687)	—	(687)
Net cash provided by (used in) financing activities — continuing operations	<u>(422,624)</u>	<u>298,762</u>	<u>—</u>	<u>(687)</u>	<u>—</u>	<u>(124,549)</u>
Net cash used in financing activities — discontinued operations	—	—	—	—	—	—
Net cash provided by (used in) financing activities	<u>(422,624)</u>	<u>298,762</u>	<u>—</u>	<u>(687)</u>	<u>—</u>	<u>(124,549)</u>
Net change in cash and cash equivalents	—	714	595	(36,900)	—	(35,591)
Cash and cash equivalents at beginning of period	—	—	(595)	97,765	—	97,170
Cash and cash equivalents at end of period	<u>\$ —</u>	<u>\$ 714</u>	<u>\$ —</u>	<u>\$ 60,865</u>	<u>\$—</u>	<u>\$ 61,579</u>

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Year Ended December 31, 2012**

(in thousands)	<u>Parent Guarantor</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net cash provided by (used in) continuing operating activities	\$ 67,789	\$ 120,000	\$(490)	\$(10,905)	\$—	\$ 176,394
Net cash provided by discontinued operating activities	—	—	—	76	—	76
Net cash provided by (used in) operating activities	<u>67,789</u>	<u>120,000</u>	<u>(490)</u>	<u>(10,829)</u>	<u>—</u>	<u>176,470</u>
Purchases of property and equipment	(7,362)	—	(105)	(87,766)	—	(95,233)
Sale of management rights and intellectual property	20,000	—	—	190,000	—	210,000
Collection of notes receivable	—	—	—	4,480	—	4,480
Increase in restricted cash and cash equivalents	—	—	—	(5,060)	—	(5,060)
Other investing activities	—	—	—	869	—	869
Net cash provided by (used in) investing activities — continuing operations	12,638	—	(105)	102,523	—	115,056
Net cash used in investing activities — discontinued operations	—	—	—	—	—	—
Net cash provided by (used in) investing activities	<u>12,638</u>	<u>—</u>	<u>(105)</u>	<u>102,523</u>	<u>—</u>	<u>115,056</u>
Net borrowings (repayments) under credit facility	65,000	(120,000)	—	—	—	(55,000)
Deferred financing costs paid	(376)	—	—	—	—	(376)
Proceeds from the issuance of common stock	32,722	—	—	—	—	32,722
Repurchase of Company stock for retirement	(185,400)	—	—	—	—	(185,400)
Payment of dividend	(62,007)	—	—	—	—	(62,007)
Proceeds from exercise of stock option and purchase plans	25,336	—	—	—	—	25,336
Excess tax benefit from stock-based compensation	6,736	—	—	—	—	6,736
Other financing activities, net	—	—	—	(755)	—	(755)
Net cash used in financing activities — continuing operations	(117,989)	(120,000)	—	(755)	—	(238,744)
Net cash used in financing activities — discontinued operations	—	—	—	—	—	—
Net cash used in financing activities	<u>(117,989)</u>	<u>(120,000)</u>	<u>—</u>	<u>(755)</u>	<u>—</u>	<u>(238,744)</u>
Net change in cash and cash equivalents	(37,562)	—	(595)	90,939	—	52,782
Cash and cash equivalents at beginning of period	37,562	—	—	6,826	—	44,388
Cash and cash equivalents at end of period	<u>\$ —</u>	<u>\$ —</u>	<u>\$(595)</u>	<u>\$ 97,765</u>	<u>\$—</u>	<u>\$ 97,170</u>

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES**  
**SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION**  
**December 31, 2014**  
**(Amounts in thousands)**

	Initial Cost to Company			Costs Capitalized Subs to Acq	Gross Amount at End of Year			Acc Depr	Date Acq/ Constr	Depr Life (yrs)
	Encmbr	Land	Bldgs & Impr		Land	Bldgs & Impr	Total (2)			
Gaylord Opryland	(1)	\$ 9,818	\$ 77,125	\$533,223	\$ 47,488	\$ 572,678	\$ 620,166	\$285,549	1983	20-40
Gaylord Palms	(1)	21,564	314,661	39,569	29,900	345,894	375,794	121,856	2002	20-40
Gaylord Texan	(1)	21,234	388,030	75,091	44,065	440,290	484,355	119,861	2004	20-40
Gaylord National	(1)	43,211	840,261	12,798	46,176	850,094	896,270	143,268	2008	20-40
Inn at Opryland	—	2,676	7,248	12,513	2,875	19,562	22,437	6,674	1998	20-40
AC Hotel	—	9,079	17,340	—	9,079	17,340	26,419	36	2014	20-40
Miscellaneous	—	21,290	16,250	25,380	40,059	22,861	62,920	14,447	N/A	20-40
	—	<u>\$128,872</u>	<u>\$1,660,915</u>	<u>\$698,574</u>	<u>\$219,642</u>	<u>\$2,268,719</u>	<u>\$2,488,361</u>	<u>\$691,691</u>		

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Investment in real estate:			
Balance at beginning of year	\$2,436,266	\$2,429,282	\$2,388,860
Acquisitions	33,077	—	—
Improvements	19,150	11,806	45,920
Disposals	(132)	(3,406)	(5,498)
Impairments	—	(1,416)	—
Balance at end of year	<u>\$2,488,361</u>	<u>\$2,436,266</u>	<u>\$2,429,282</u>
Accumulated depreciation:			
Balance at beginning of year	\$ 629,292	\$ 568,681	\$ 507,516
Depreciation	62,492	64,095	64,605
Disposals	(93)	(3,484)	(3,440)
Balance at end of year	<u>\$ 691,691</u>	<u>\$ 629,292</u>	<u>\$ 568,681</u>

- (1) Pledged as collateral under the Company's credit facility. At December 31, 2014, \$588.8 million in borrowings and letters of credit were outstanding under such facility.
- (2) The aggregate cost of properties for federal income tax purposes is approximately \$2.4 billion at December 31, 2014.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

### To the Board of Directors and Stockholders of Ryman Hospitality Properties, Inc.

We have audited the accompanying consolidated balance sheets of Ryman Hospitality Properties, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, cash flows and stockholders' equity for each of the three years in the period ended December 31, 2014. Our audits also included the financial statement schedule listed in the index at Item 15(a)(2). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Ryman Hospitality Properties, Inc. and subsidiaries at December 31, 2014 and 2013, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Ryman Hospitality Properties, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 26, 2015 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Nashville, Tennessee  
February 26, 2015

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

### To the Board of Directors and Stockholders of Ryman Hospitality Properties, Inc.

We have audited Ryman Hospitality Properties, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Ryman Hospitality Properties, Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Ryman Hospitality Properties, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014 based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2014 consolidated financial statements and schedule of Ryman Hospitality Properties, Inc. and subsidiaries and our report dated February 26, 2015 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

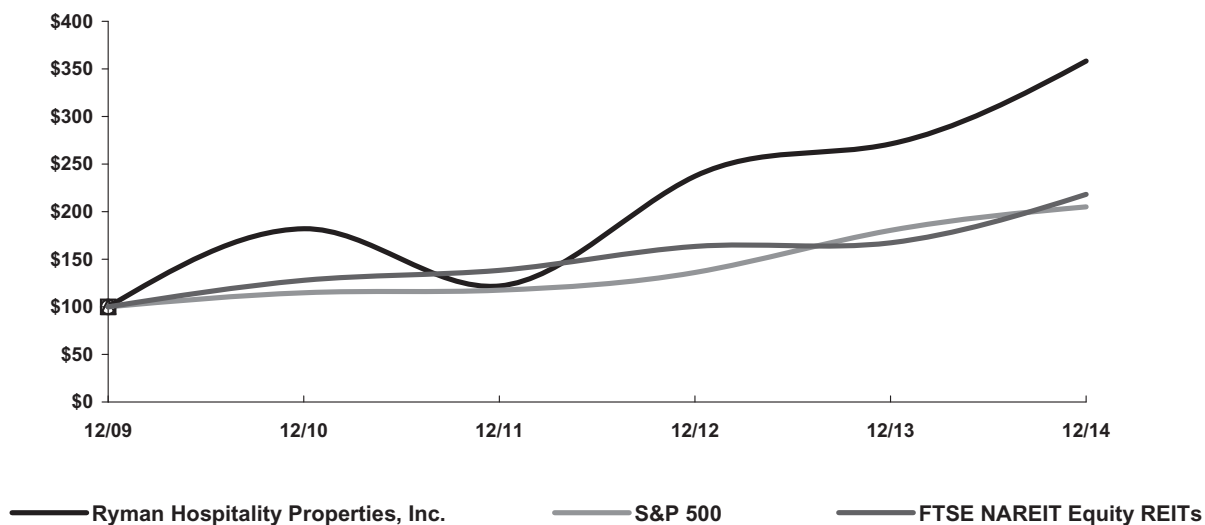
Nashville, Tennessee  
February 26, 2015

## PERFORMANCE OF THE COMPANY'S COMMON STOCK

The following chart shows how a \$100 investment in our common stock on December 31, 2009 would have grown to \$358.58 on December 31, 2014, with dividends reinvested quarterly. The chart also compares the total return to shareholders of our common stock to the same investment in the S&P 500 Index and the FTSE NAREIT Equity REITs Index over the same period, with dividends reinvested quarterly.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Ryman Hospitality Properties, Inc., the S&P 500 Index,  
and the FTSE NAREIT Equity REITs Index



\*\$100 invested on 12/31/09 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

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	<u>12/09</u>	<u>12/10</u>	<u>12/11</u>	<u>12/12</u>	<u>12/13</u>	<u>12/14</u>
Ryman Hospitality Properties, Inc.	\$100.00	\$181.97	\$122.23	\$237.26	\$271.25	\$358.58
S&P 500	\$100.00	\$115.06	\$117.49	\$136.30	\$180.44	\$205.14
FTSE NAREIT Equity REITs	\$100.00	\$127.96	\$138.57	\$163.60	\$167.63	\$218.16

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*







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## Board of Directors

Colin V. Reed  
Chairman and CEO  
Ryman Hospitality Properties, Inc.

Michael D. Rose  
Former Chairman of the Board,  
First Horizon National Corporation

E. K. Gaylord II  
President, Eleven Sands Exploration  
and Chairman, E.K. Capital

D. Ralph Horn  
Chairman of the Board (retired),  
First Horizon National Corp. and  
First Tennessee Bank,  
National Association

Michael I. Roth  
Chairman and CEO,  
The Interpublic Group of Companies, Inc.

Michael J. Bender  
Chief Operating Officer - Global  
eCommerce, Wal-Mart Stores, Inc.

Ellen R. Levine  
Editorial Director,  
Hearst Magazines

Robert S. Prather, Jr.  
President and CEO,  
Heartland Media, LLC.

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## Management Team

Colin V. Reed  
Chairman and CEO

Mark Fioravanti  
President and Chief Financial Officer

Patrick Chaffin  
Senior Vice President, Asset  
Management

Scott Lynn  
Senior Vice President,  
General Counsel and Secretary

Stephen G. Buchanan  
Executive Vice President,  
Opry Entertainment Group

Bennett D. Westbrook  
Senior Vice President, Investments and  
Design and Construction

Jennifer Hutcheson  
Senior Vice President  
and Corporate Controller

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## Form 10-K and Certifications

A complete copy of the company's annual report to the Securities and Exchange Commission on Form 10-K may be obtained without charge by writing to the company's offices, Attn: Mark Fioravanti, President and Chief Financial Officer. Our 10-K is also available on our website at [rymanhp.com](http://rymanhp.com). The most recent certifications by our Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 are filed as exhibits to our Form 10-K. We have also filed with the New York Stock Exchange the most recent Annual CEO Certification as required by Section 303A.12(a) of the New York Stock Exchange Listed Company Manual.

## Annual Meeting

The annual meeting of stockholders will be on May 7, 2015, at 10 a.m. CDT at the Gaylord Opryland Resort & Convention Center, 2800 Opryland Drive, Nashville, TN.

## Market Information

The common stock of Ryman Hospitality Properties, Inc., is listed on the New York Stock Exchange under the symbol RHP. The approximate number of record holders of the company's common stock on March 18, 2015 was 1,881.

## Dividend Information

On February 26, 2015, we announced that our board of directors approved our current dividend policy pursuant to which we plan to pay a quarterly cash dividend to stockholders 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 on an annual basis, whichever is greater. The declaration, timing and amount of dividends will be determined by future action of our board of directors. Our dividend policy may be altered at any time by our board of directors.

## Stock Price Information

The table below sets forth the high and low sale prices and dividends declared with respect to the company's common stock for 2013 and 2014.

	High	Low	Dividends Declared
1Q14	\$44.60	\$39.63	\$0.55
2Q14	\$49.38	\$42.16	\$0.55
3Q14	\$50.24	\$46.17	\$0.55
4Q14	\$55.16	\$42.73	\$0.55
1Q13	\$48.35	\$38.75	\$0.50
2Q13	\$46.38	\$33.40	\$0.50
3Q13	\$39.30	\$32.97	\$0.50
4Q13	\$42.65	\$34.28	\$0.50

## Independent Registered Public Accounting Firm

Ernst & Young LLP  
Nashville, TN

## Securities Counsel

Bass, Berry & Sims PLC  
Nashville, TN

## Transfer Agent

Computershare  
730 Peachtree Street NE, Suite 840  
Atlanta, GA 30308  
312.601.6670

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### **Gaylord Opryland Resort & Convention Center**

Nashville, Tennessee

- 172-acre resort
- 2,882 rooms
- 640,000 sq. ft. of meeting and exhibit space
- 9 acres of atriums filled with gardens and Southern Delta attractions
- 17 food & beverage outlets; 14 retail outlets
- 27,000 sq. ft. luxury spa and fitness center
- Largest non-gaming hotel in the continental U.S.
- Gaylord Springs Golf Links, 18-hole championship golf course nearby

### **Gaylord Palms Resort & Convention Center**

Kissimmee, Florida

- 65-acre resort
- 1,406 rooms
- 400,000 sq. ft. of meeting and exhibit space
- 4.5 acres of atriums filled with rich, Florida-themed attractions
- 8 food & beverage outlets; 7 retail outlets
- 20,000 sq. ft. luxury spa & fitness center
- Centrally located 5 minutes from Walt Disney World's front gate
- Set in the style and grandeur of a turn-of-the-century Florida mansion
- 18-hole championship golf course nearby

#### **Gaylord Opryland**

2800 Opryland Drive  
Nashville, TN 37214  
615.889.1000  
[www.gaylordopryland.com](http://www.gaylordopryland.com)

#### **Gaylord Palms**

6000 West Osceola Parkway  
Kissimmee, FL 34746  
407.586.0000  
[www.gaylordpalms.com](http://www.gaylordpalms.com)

#### **Gaylord Texan**

1501 Gaylord Trail  
Grapevine, TX 76051  
817.778.1000  
[www.gaylordtexas.com](http://www.gaylordtexas.com)

#### **Gaylord National**

201 Waterfront Street  
National Harbor, MD 20745  
301.965.2000  
[www.gaylordnational.com](http://www.gaylordnational.com)

### **Gaylord Texan Resort & Convention Center**

Grapevine, Texas

- 100-acre resort
- 1,511 rooms
- 400,000 sq. ft. of meeting and exhibit space
- 4.5 acres of atriums filled with rich, Lone Star State - themed attractions
- 11 food & beverage outlets; 6 retail outlets
- 25,000 sq. ft. luxury spa and fitness center
- 39,000 sq. ft. Glass Cactus entertainment complex overlooking Lake Grapevine
- Stunning lakeside resort
- 18-hole championship golf course nearby

### **Gaylord National Resort & Convention Center**

National Harbor, Maryland

- 42-acre waterfront resort
- 1,996 rooms
- 470,000 sq. ft. of meeting and exhibit space
- 18-story, 1.65 acre glass atrium with spectacular views of the Potomac River and Washington, D.C. monuments
- 8 food & beverage outlets; 5 retail outlets
- 20,000 sq. ft. luxury spa and fitness center
- High-energy nightclub atop the hotel tower
- Part of the 300-acre National Harbor development
- Private marina nearby

### **Grand Ole Opry**

2804 Opryland Drive, Nashville, TN 37214  
615.871.OPRY  
[www.grandoleopry.com](http://www.grandoleopry.com)