

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

GAYLORD ENTERTAINMENT COMPANY

-----  
(Name of Issuer)

Common Stock, Par Value \$0.01

-----  
(Title of Class of Securities)

367905-10-6

-----  
(CUSIP Number)

Murray A. Indick  
Richard C. Blum & Associates, L.P.  
909 Montgomery Street, Suite 400  
San Francisco, CA 94133  
(415) 434-1111

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

November 26, 1997

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

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

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

Page 1 of 11

CUSIP NO. 367905-10-6

SCHEDULE 13D

Page 2 of 11

-----  
1. NAME OF REPORTING PERSON RICHARD C. BLUM & ASSOCIATES, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3205364

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. SOURCE OF FUNDS\* See Item 3 below

-----  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

-----  
6. CITIZENSHIP OR PLACE OF ORGANIZATION California

-----  
7. SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH	-----	8. SHARED VOTING POWER	1,732,300**
	-----	9. SOLE DISPOSITIVE POWER	-0-
	-----	10. SHARED DISPOSITIVE POWER	1,732,300**
-----			
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			1,732,300**
-----			
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			[ ]
-----			
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			5.3%**
-----			
14. TYPE OF REPORTING PERSON			PN, IA
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\*\* See Item 5 below

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 367905-10-6                      SCHEDULE 13D                      Page 3 of 11

1. NAME OF REPORTING PERSON		RICHARD C. BLUM & ASSOCIATES, INC.	
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		94-2967812	
-----			
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) <input checked="" type="checkbox"/> [x] (b) <input type="checkbox"/> [ ]	
-----			
3. SEC USE ONLY			
-----			
4. SOURCE OF FUNDS*		See Item 3 below	
-----			
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[ ]	
-----			
6. CITIZENSHIP OR PLACE OF ORGANIZATION		California	
-----			
		7. SOLE VOTING POWER	
		-0-	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH	-----	8. SHARED VOTING POWER	1,732,300**
	-----	9. SOLE DISPOSITIVE POWER	-0-
	-----	10. SHARED DISPOSITIVE POWER	1,732,300**
-----			
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			1,732,300**
-----			
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			[ ]
-----			
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			5.3%**
-----			
14. TYPE OF REPORTING PERSON			CO

-----  
\*\* See Item 5 below

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 367905-10-6

SCHEDULE 13D

Page 4 of 11

-----  
1. NAME OF REPORTING PERSON RICHARD C. BLUM

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

-----  
3. SEC USE ONLY

-----  
4. SOURCE OF FUNDS\* See Item 3 below

-----  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

-----  
6. CITIZENSHIP OR PLACE OF ORGANIZATION California

-----  
7. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
PERSON WITH

-----  
8. SHARED VOTING POWER 1,732,300\*\*

-----  
9. SOLE DISPOSITIVE POWER -0-

-----  
10. SHARED DISPOSITIVE POWER 1,732,300\*\*

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,732,300\*\*

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%\*\*

-----  
14. TYPE OF REPORTING PERSON IN

-----  
\*\* See Item 5 below

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 367905-10-6

SCHEDULE 13D

Page 5 of 11

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Item 1. Security and Issuer

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This Schedule 13D relates to shares of Common Stock, par value \$0.01 (the "Common Stock") of Gaylord Entertainment Company, a Delaware corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is One Gaylord Drive, Nashville, TN 37214.

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Item 2. Identity and Background

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This Schedule 13D is being filed by Richard C. Blum & Associates, L.P., a

California limited partnership ("RCBA L.P."); Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc."); and Richard C. Blum, the Chairman and a substantial shareholder of RCBA Inc. (collectively, the "Reporting Persons").

RCBA L.P. is a California limited partnership whose principal business is acting as general partner for investment partnerships and providing investment advisory and financial consulting services. RCBA L.P. is a registered investment adviser with the Securities and Exchange Commission. The sole general partner of RCBA L.P. is RCBA Inc. The shares of Common Stock were acquired on behalf of RCBA L.P.'s limited partnerships and investment advisory clients.

The principal business office address of RCBA L.P. and RCBA Inc. is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the executive officers and directors of RCBA Inc., their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizen-ship	Principal Occupation or Employment
Richard C. Blum President, Chairman and Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman RCBA L.P.
Nils Colin Lind Managing Director and Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	Norway	Managing Director RCBA L.P.
Jeffrey W. Ubben Managing Director of Investments	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Director of Investments, RCBA L.P.
William C. Johnston Managing Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Director RCBA L.P.

CUSIP NO. 367905-10-6

SCHEDULE 13D

Page 6 of 11

Name and Office Held	Business Address	Citizen-ship	Principal Occupation or Employment
John C. Walker Managing Director of Investments	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Director of Investments, RCBA L.P.
Murray A. Indick Managing Director, General Counsel and Secretary	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Director and General Counsel, RCBA L.P.
George F. Hamel, Jr. Managing Director of Marketing	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Director of Marketing, RCBA L.P.
Marc T. Scholvinck Managing Director and Chief Financial Officer	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Director and Chief Financial Officer, RCBA, L.P.
Thomas L. Kempner Director	40 Wall Street New York, NY 10005	USA	Chairman, Loeb Partners Corporation, Investment Banking Business

To the best knowledge of the Reporting Persons, none of the entities or persons identified in this Item 2 has, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining

future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration  
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On October 1, 1997, Issuer's former parent ("Old Gaylord") consummated a merger with a wholly-owned subsidiary of Westinghouse Electric Corporation. Prior to the merger, Old Gaylord was restructured so that certain assets and liabilities of Old Gaylord were transferred to or retained by Issuer. Following the restructuring and on the day prior to the effective time of the merger, Old Gaylord distributed pro rata to its stockholders (which included the Reporting Persons) all of the outstanding capital stock of Issuer. As a result, Reporting Persons received one share of Common Stock for every three shares of Old Gaylord Class A Common Stock owned by them at record date of September 30, 1997; this amounted to 1,101,963 shares of Common Stock.

CUSIP NO. 367905-10-6

SCHEDULE 13D

Page 7 of 11

The source of funds for the balance of the Reporting Persons' shares of Common Stock., 630,337 shares, was the working capital of RCBA L.P.'s limited partnerships and investment advisory clients.

Item 4. Purpose of Transaction  
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The purpose of the acquisition of the Common Stock is for investment, and the acquisitions of the Common Stock were made in the ordinary course of business and were not made for the purpose of acquiring control of the Issuer.

Although no Reporting Person has any specific plan or proposal to acquire or dispose of the Common Stock, consistent with its investment purpose, each reporting Person at any time and from time to time may acquire additional Common Stock or dispose of any or all of its Common Stock depending upon an ongoing evaluation of the investment in the Common Stock, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Persons and/or other investment considerations.

Also, consistent with the investment purpose, the Reporting Persons may engage in communications with one or more shareholders of the Issuer, one or more officers of the Issuer and/or one or more members of the board of directors of the Issuer and/or one or more representatives of the Issuer regarding the Issuer, including but not limited to its operations. The Reporting Persons may discuss ideas that, if effected may result in any of the following: the acquisition by persons of additional Common Stock of the Issuer, an extraordinary corporate transaction involving the Issuer, and/or changes in the board of directors or management of the Issuer.

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer  
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(a), (b) According to the Issuer's most recent Form 10-Q, there were 32,490,037 shares of Common Stock issued and outstanding as of October 31, 1997. Based on such information, after taking into account the transactions described in Item 5(c) below, the Reporting Persons report direct holdings of 1,462,000 shares of the Common Stock on behalf of its clients, which represents 4.5% of the outstanding shares of the Common Stock.

In addition, because RCBA L.P. has voting and investment power with respect to 270,300 shares that are legally owned by The Common Fund for the account of its Equity Fund ("The Common Fund"), those shares are reported as beneficially owned by RCBA L.P. The Common Fund is principally engaged in the business of

managing investments for educational institutions. The principal administrative office of The Common Fund is located at 450 Post Road East, Westport, Connecticut 06881-0909. The Common Fund disclaims membership in a group with any of the Reporting Persons, and disclaims beneficial ownership of any shares held by the Reporting Persons.

Voting and investment power concerning the above shares are held solely by RCBA L.P. The Reporting Persons therefore may be deemed to be members in a group, in which case each Reporting Person would be deemed to have beneficial ownership of an aggregate of 1,732,300 shares of the Common Stock, which is 5.3% of the outstanding Common Stock. As the sole general partner of RCBA L.P., RCBA Inc. is deemed the beneficial owner of the securities over which RCBA L.P. has voting and investment power. As Chairman, director and a substantial shareholder of RCBA Inc., Richard C. Blum might be deemed to be the beneficial owner of the securities beneficially owned by RCBA Inc. Although Mr. Blum is joining in this Schedule as a Reporting Person, the filing of this Schedule shall not be construed as an admission that he, or any of the other shareholders, directors or executive officers of RCBA Inc. is, for any purpose, the beneficial owner of any of the securities that are beneficially owned by RCBA Inc.

(c) During the last 60 days, the Reporting Persons had the following transactions in the shares of Common Stock:

Trade Date	Shares	Price/Share	Type of Transaction
10-09-97	1,101,963	(*)	(*)
10-22-97	151,437	30.19	Open market purchase
10-28-97	3,000	28.44	Open market purchase
10-29-97	50,000	29.38	Open market purchase
10-30-97	80,000	28.88	Open market purchase
10-31-97	110,000	29.00	Open market purchase
11-07-97	10,500	30.00	Open market purchase
11-26-97	225,400	30.50	Open market purchase

(\*) shares acquired in distribution described in Item 3.

(d) and (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None of the Reporting Persons or, to the best knowledge of the Reporting Persons, the other persons named in Item 2, is a party to any contract, arrangement, understanding or relationship with respect to any securities of the Issuer, including but not limited to the transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or

loss, or the giving or withholding of proxies, except (i) as previously disclosed, or (ii) as noted above, RCBA L.P. has voting and investment power of the shares held by it for the benefit of the Common Fund.

Item 7. Material to be Filed as Exhibits

Exhibit A Joint Filing Undertaking.

#### SIGNATURES

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

Dated: December 2, 1997

RICHARD C. BLUM & ASSOCIATES, L.P.

RICHARD C. BLUM & ASSOCIATES, INC.

By /s/ Murray A. Indick

By /s/ Murray A. Indick

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Murray A. Indick  
Managing Director  
and General Counsel

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Murray A. Indick  
Managing Director, General Counsel  
and Secretary

/s/ Murray A. Indick

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RICHARD C. BLUM

By Murray A. Indick, Attorney-in-Fact

CUSIP NO. 367905-10-6

SCHEDULE 13D

Page 11 of 11

Exhibit A  
JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: December 2, 1997

RICHARD C. BLUM & ASSOCIATES, L.P.

RICHARD C. BLUM & ASSOCIATES, INC.

By /s/ Murray A. Indick

By /s/ Murray A. Indick

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Murray A. Indick  
Managing Director  
and General Counsel

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Murray A. Indick  
Managing Director, General Counsel  
and Secretary

/s/ Murray A. Indick

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RICHARD C. BLUM

By Murray A. Indick, Attorney-in-Fact