



**CORRECTIONS CORPORATION OF AMERICA**

**Supplemental Financial Information  
For the Quarter Ended June 30, 2013**

The Company's supplemental financial information and other data presented herein speaks only as of the date or period indicated (or as of the date posted, as the case may be), and the Company does not undertake any obligation, and disclaims any duty, to update any of this information. The Company's future financial performance is subject to various risks and uncertainties that could cause actual results to differ materially from expectations. The factors that could affect the Company's future financial results are discussed more fully in our reports filed with the SEC. Readers are advised to refer to these reports for additional information concerning the Company. Readers are also advised that the Company's historical performance may not be indicative of future results. In addition, the information contained herein does not constitute an offer to sell or a solicitation to buy any of the Company's securities.

# CORRECTIONS CORPORATION OF AMERICA

## Supplemental Financial Information For the Quarter Ended June 30, 2013

### TABLE OF CONTENTS

Financial Highlights .....	1
Consolidated Balance Sheets .....	2
Consolidated Statements of Operations .....	3
Reconciliation of Basic to Diluted Earnings Per Share .....	4
Calculation of Adjusted Diluted Earnings Per Share .....	5
Funds From Operations .....	6
Selected Financial Information .....	7
Segmented Data .....	9
Analysis of Outstanding Debt .....	10
Selected Operating Ratios .....	11
Top Ten Partners .....	12
Facility Portfolio .....	13
Research Coverage / Credit Ratings .....	18

---

Damon T. Hininger, President and Chief Executive Officer

Todd J Mullenger, Chief Financial Officer

10 Burton Hills Boulevard

Nashville, TN 37215

Tel.: (615) 263-3000 Fax: (615) 263-3010

**FINANCIAL HIGHLIGHTS**

(Unaudited and amounts in thousands, except per share amounts)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
<b>REVENUE:</b>				
Owned & controlled properties	\$ 348,889	\$ 358,489	\$ 690,663	\$ 710,803
Managed only properties and other	85,092	84,377	169,042	167,368
Total revenue	<u>433,981</u>	<u>442,866</u>	<u>859,705</u>	<u>878,171</u>
<b>NET OPERATING INCOME:</b>				
Owned & controlled properties	113,986	119,875	226,316	236,452
Managed only properties and other	5,718	6,407	11,582	9,601
Total net operating income	<u>\$ 119,704</u>	<u>\$ 126,282</u>	<u>\$ 237,898</u>	<u>\$ 246,053</u>
<b>ADJUSTED DILUTED EPS</b>	\$ 0.52	\$ 0.38	\$ 1.03	\$ 0.70
<b>NORMALIZED FFO PER SHARE - DILUTED</b>	\$ 0.71	\$ 0.57	\$ 1.40	\$ 1.09
<b>AFFO PER SHARE - DILUTED</b>	\$ 0.71	\$ 0.56	\$ 1.40	\$ 1.10
<b>DEBT LEVERAGE</b>	3.0	2.9	3.0	3.0
<b>FIXED CHARGE COVERAGE RATIO</b>	8.2	7.2	8.0	6.5

**CONSOLIDATED BALANCE SHEETS**  
(Unaudited and amounts in thousands, except per share amounts)

2 of 18

<b>ASSETS</b>	<b>June 30, 2013</b>	<b>March 31, 2013</b>	<b>December 31, 2012</b>	<b>September 30, 2012</b>	<b>June 30, 2012</b>
Cash and cash equivalents	\$ 37,875	\$ 60,330	\$ 62,897	\$ 59,242	\$ 63,130
Accounts receivable, net of allowance	233,470	232,863	252,764	239,233	250,445
Current deferred tax assets	5,416	5,360	8,022	7,947	7,976
Prepaid expenses and other current assets	28,969	20,048	27,059	23,819	26,460
Total current assets	<u>305,730</u>	<u>318,601</u>	<u>350,742</u>	<u>330,241</u>	<u>348,011</u>
Property and equipment, net	2,538,825	2,551,961	2,568,791	2,582,019	2,592,252
Restricted cash	5,673	5,023	5,022	5,020	5,018
Investment in direct financing lease	6,500	6,991	7,467	7,928	8,376
Goodwill	11,158	11,988	11,988	11,988	11,988
Non-current deferred tax assets	9,035	5,998	-	-	-
Other assets	<u>40,239</u>	<u>35,813</u>	<u>30,732</u>	<u>30,479</u>	<u>30,357</u>
Total assets	<u>\$ 2,917,160</u>	<u>\$ 2,936,375</u>	<u>\$ 2,974,742</u>	<u>\$ 2,967,675</u>	<u>\$ 2,996,002</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Accounts payable and accrued expenses	\$ 228,101	\$ 216,358	\$ 166,356	\$ 172,011	\$ 169,481
Income taxes payable	<u>652</u>	<u>2,352</u>	<u>102</u>	<u>98</u>	<u>94</u>
Total current liabilities	228,753	218,710	166,458	172,109	169,575
Long-term debt, net of current portion	1,150,000	1,016,948	1,111,545	1,131,152	1,190,764
Deferred tax liabilities	-	-	139,526	137,276	136,316
Other liabilities	<u>37,218</u>	<u>38,815</u>	<u>35,593</u>	<u>35,060</u>	<u>34,777</u>
Total liabilities	<u>1,415,971</u>	<u>1,274,473</u>	<u>1,453,122</u>	<u>1,475,597</u>	<u>1,531,432</u>
Commitments and contingencies					
Common stock - \$0.01 par value	1,154	1,011	1,001	1,000	1,000
Additional paid-in capital	1,711,821	1,159,512	1,146,488	1,142,271	1,137,024
Retained earnings	<u>(211,786)</u>	<u>501,379</u>	<u>374,131</u>	<u>348,807</u>	<u>326,546</u>
Total stockholders' equity	<u>1,501,189</u>	<u>1,661,902</u>	<u>1,521,620</u>	<u>1,492,078</u>	<u>1,464,570</u>
Total liabilities and stockholders' equity	<u>\$ 2,917,160</u>	<u>\$ 2,936,375</u>	<u>\$ 2,974,742</u>	<u>\$ 2,967,675</u>	<u>\$ 2,996,002</u>

## CONSOLIDATED STATEMENTS OF OPERATIONS

3 of 18

(Unaudited and amounts in thousands, except per share amounts)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
<b>REVENUE:</b>				
Owned & controlled properties	\$ 348,889	\$ 358,489	\$ 690,663	\$ 710,803
Managed only and other	85,092	84,377	169,042	167,368
Total revenue	<u>433,981</u>	<u>442,866</u>	<u>859,705</u>	<u>878,171</u>
<b>EXPENSES:</b>				
Operating:				
Owned & controlled properties	234,903	238,614	464,347	474,351
Managed only and other	79,374	77,970	157,460	157,767
Total operating expenses	<u>314,277</u>	<u>316,584</u>	<u>621,807</u>	<u>632,118</u>
General and administrative	25,360	23,095	56,592	44,935
Depreciation and amortization	28,097	28,302	55,727	56,689
Asset impairments	2,637	-	2,637	-
	<u>370,371</u>	<u>367,981</u>	<u>736,763</u>	<u>733,742</u>
<b>OPERATING INCOME</b>	<u>63,610</u>	<u>74,885</u>	<u>122,942</u>	<u>144,429</u>
<b>OTHER (INCOME) EXPENSE:</b>				
Interest expense, net	11,912	14,729	24,478	31,619
Expenses associated with debt refinancing transactions	36,303	287	36,528	1,828
Other expense	(36)	41	65	53
	<u>48,179</u>	<u>15,057</u>	<u>61,071</u>	<u>33,500</u>
<b>INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>	15,431	59,828	61,871	110,929
Income tax (expense) benefit	4,998	(22,494)	139,650	(41,553)
<b>INCOME FROM CONTINUING OPERATIONS</b>	20,429	37,334	201,521	69,376
Loss from discontinued operations, net of taxes	-	-	-	(362)
<b>NET INCOME</b>	<u>\$ 20,429</u>	<u>\$ 37,334</u>	<u>\$ 201,521</u>	<u>\$ 69,014</u>
<b>BASIC EARNINGS PER SHARE</b>	<u>\$ 0.19</u>	<u>\$ 0.37</u>	<u>\$ 1.94</u>	<u>\$ 0.70</u>
<b>DILUTED EARNINGS PER SHARE</b>	<u>\$ 0.19</u>	<u>\$ 0.37</u>	<u>\$ 1.91</u>	<u>\$ 0.69</u>

## RECONCILIATION OF BASIC TO DILUTED EARNINGS PER SHARE

(Unaudited and amounts in thousands, except per share amounts)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Basic:</b>				
Income from continuing operations	\$ 20,429	\$ 37,334	\$ 201,521	\$ 69,376
Loss from discontinued operations, net of taxes	-	-	-	(362)
Net income	<u>\$ 20,429</u>	<u>\$ 37,334</u>	<u>\$ 201,521</u>	<u>\$ 69,014</u>
<b>Diluted:</b>				
Income from continuing operations	\$ 20,429	\$ 37,334	\$ 201,521	\$ 69,376
Loss from discontinued operations, net of taxes	-	-	-	(362)
Diluted net income	<u>\$ 20,429</u>	<u>\$ 37,334</u>	<u>\$ 201,521</u>	<u>\$ 69,014</u>
<b>Basic:</b>				
Weighted average common shares outstanding	107,812	99,968	104,156	99,805
Unvested restricted common stock	(412)	(398)	(401)	(374)
Weighted average common shares outstanding-basic	<u>107,400</u>	<u>99,570</u>	<u>103,755</u>	<u>99,431</u>
<b>Diluted:</b>				
Weighted average common shares outstanding-basic	107,400	99,570	103,755	99,431
Effect of dilutive securities:				
Stock options	1,284	767	1,420	699
Restricted stock-based compensation	307	128	258	146
Weighted average shares and assumed conversions-diluted	<u>108,991</u>	<u>100,465</u>	<u>105,433</u>	<u>100,276</u>
<b>Basic earnings per share:</b>				
Income from continuing operations	\$ 0.19	\$ 0.37	\$ 1.94	\$ 0.70
Loss from discontinued operations, net of taxes	-	-	-	-
Net income	<u>\$ 0.19</u>	<u>\$ 0.37</u>	<u>\$ 1.94</u>	<u>\$ 0.70</u>
<b>Diluted earnings per share:</b>				
Income from continuing operations	\$ 0.19	\$ 0.37	\$ 1.91	\$ 0.69
Loss from discontinued operations, net of taxes	-	-	-	-
Net income	<u>\$ 0.19</u>	<u>\$ 0.37</u>	<u>\$ 1.91</u>	<u>\$ 0.69</u>

## CALCULATION OF ADJUSTED DILUTED EARNINGS PER SHARE

5 of 18

(Unaudited and amounts in thousands, except per share amounts)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
Net Income	\$ 20,429	\$ 37,334	\$ 201,521	\$ 69,014
Special items:				
Expenses associated with debt refinancing transactions, net	33,092	179	33,299	1,144
Expenses associated with REIT conversion, net	1,641	343	9,118	376
Asset impairments, net	1,911	-	1,911	-
Income tax benefit for reversal of deferred taxes due to REIT conversion	-	-	(137,686)	-
Diluted adjusted net income	<u>\$ 57,073</u>	<u>\$ 37,856</u>	<u>\$ 108,163</u>	<u>\$ 70,534</u>
Weighted average common shares outstanding - basic	107,400	99,570	103,755	99,431
Effect of dilutive securities:				
Stock options	1,284	767	1,420	699
Restricted stock-based compensation	307	128	258	146
Weighted average shares and assumed conversions - diluted	<u>108,991</u>	<u>100,465</u>	<u>105,433</u>	<u>100,276</u>
<b>Adjusted Diluted Earnings Per Share</b>	<u>\$ 0.52</u>	<u>\$ 0.38</u>	<u>\$ 1.03</u>	<u>\$ 0.70</u>

**FUNDS FROM OPERATIONS**

(Unaudited and amounts in thousands, except per share amounts)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
<b>FUNDS FROM OPERATIONS:</b>				
Net income	\$ 20,429	\$ 37,334	\$ 201,521	\$ 69,014
Depreciation of real estate assets	20,114	19,646	39,861	38,989
Funds From Operations	\$ 40,543	\$ 56,980	\$ 241,382	\$ 108,003
Expenses associated with debt refinancing transactions, net	33,092	179	33,299	1,144
Expenses associated with REIT conversion, net	1,641	343	9,118	376
Asset impairments, net	1,911	-	1,911	-
Income tax benefit for reversal of deferred taxes due to REIT conversion	-	-	(137,686)	-
Normalized Funds From Operations	\$ 77,187	\$ 57,502	\$ 148,024	\$ 109,523
Maintenance capital expenditures on real estate assets	(4,396)	(5,489)	(8,530)	(7,601)
Stock-based compensation	3,193	3,259	6,398	5,888
Amortization of debt costs and other non-cash interest	919	1,071	1,966	2,224
Adjusted Funds From Operations	\$ 76,903	\$ 56,343	\$ 147,858	\$ 110,034
<b>NORMALIZED FUNDS FROM OPERATIONS PER SHARE:</b>				
Basic	\$ 0.72	\$ 0.58	\$ 1.43	\$ 1.10
Diluted	\$ 0.71	\$ 0.57	\$ 1.40	\$ 1.09
<b>ADJUSTED FUNDS FROM OPERATIONS PER SHARE:</b>				
Basic	\$ 0.72	\$ 0.57	\$ 1.43	\$ 1.11
Diluted	\$ 0.71	\$ 0.56	\$ 1.40	\$ 1.10

FFO and AFFO are widely accepted non-GAAP supplemental measures of REIT performance following the standards established by the National Association of Real Estate Investment Trusts (NAREIT). CCA believes that FFO and AFFO are important operating measures that supplement discussion and analysis of the Company's results of operations and are used to review and assess operating performance of the Company and its correctional facilities and their management teams. NAREIT defines FFO as net income computed in accordance with generally accepted accounting principles, excluding gains (or losses) from sales of property and extraordinary items, plus depreciation and amortization of real estate and impairment of depreciable real estate. Because the historical cost accounting convention used for real estate assets requires depreciation (except on land), this accounting presentation assumes that the value of real estate assets diminishes at a level rate over time. Because of the unique structure, design and use of the Company's correctional facilities, management believes that assessing performance of the Company's correctional facilities without the impact of depreciation or amortization is useful. CCA may make adjustments to FFO from time to time for certain other income and expenses that it considers non-recurring, infrequent or unusual, even though such items may require cash settlement, because such items do not reflect a necessary component of the ongoing operations of the Company. Normalized FFO excludes the effects of such items. CCA calculates AFFO by adding to Normalized FFO non-cash expenses such as the amortization of deferred financing costs and stock-based compensation, and by subtracting from Normalized FFO recurring real estate expenditures that are capitalized and then amortized, but which are necessary to maintain a REIT's properties and its revenue stream. Some of these capital expenditures contain a discretionary element with respect to when they are incurred, while others may be more urgent. Therefore, these capital expenditures may fluctuate from quarter to quarter, depending on the nature of the expenditures required, seasonal factors such as weather, and budgetary conditions. Other companies may calculate FFO, Normalized FFO, and AFFO differently than the Company does, or adjust for other items, and therefore comparability may be limited. FFO, Normalized FFO, and AFFO and their corresponding per share measures are not measures of performance under GAAP, and should not be considered as an alternative to cash flows from operating activities, a measure of liquidity or an alternative to net income as indicators of the Company's operating performance or any other measure of performance derived in accordance with GAAP. This data should be read in conjunction with the Company's consolidated financial statements and related notes included in its filings with the Securities and Exchange Commission.



**SELECTED FINANCIAL INFORMATION**  
(Unaudited and amounts in thousands, except per share amounts)

7 of 18

	<u>June 30, 2013</u>	<u>March 31, 2013</u>	<u>December 31, 2012</u>	<u>September 30, 2012</u>	<u>June 30, 2012</u>
<b>BALANCE SHEET:</b>					
Property and equipment	\$ 3,588,675	\$ 3,577,198	\$ 3,567,967	\$ 3,564,952	\$ 3,546,780
Accumulated depreciation and amortization	(1,049,850)	(1,025,237)	(999,176)	(982,933)	(954,528)
Property and equipment, net	<u>\$ 2,538,825</u>	<u>\$ 2,551,961</u>	<u>\$ 2,568,791</u>	<u>\$ 2,582,019</u>	<u>\$ 2,592,252</u>
Total assets	\$ 2,917,160	\$ 2,936,375	\$ 2,974,742	\$ 2,967,675	\$ 2,996,002
Maintenance & technology capital expenditures for the quarter ended	\$ 8,897	\$ 7,150	\$ 13,283	\$ 10,205	\$ 12,051
Total debt	\$ 1,150,000	\$ 1,016,948	\$ 1,111,545	\$ 1,131,152	\$ 1,190,764
Equity book value	\$ 1,501,189	\$ 1,661,902	\$ 1,521,620	\$ 1,492,078	\$ 1,464,570
<b>LIQUIDITY:</b>					
Cash and cash equivalents	\$ 37,875	\$ 60,330	\$ 62,897	\$ 59,242	\$ 63,130
Availability under revolving credit facility	\$ 399,833	\$ 314,333	\$ 103,998	\$ 123,998	\$ 111,724
<b>CAPITALIZATION:</b>					
Common shares outstanding	115,418	101,102	100,105	100,048	99,977
Common share price at end of period	\$ 33.87	\$ 39.07	\$ 35.47	\$ 33.45	\$ 29.45
Market value of common equity at end of period	<u>\$ 3,909,208</u>	<u>\$ 3,950,055</u>	<u>\$ 3,550,724</u>	<u>\$ 3,346,606</u>	<u>\$ 2,944,323</u>
Total equity market capitalization	<u>\$ 3,909,208</u>	<u>\$ 3,950,055</u>	<u>\$ 3,550,724</u>	<u>\$ 3,346,606</u>	<u>\$ 2,944,323</u>
Total market capitalization (market value of equity plus debt)	<u>\$ 5,059,208</u>	<u>\$ 4,967,003</u>	<u>\$ 4,662,269</u>	<u>\$ 4,477,758</u>	<u>\$ 4,135,087</u>
Regular Dividends	\$ 55,644	\$ 53,844	\$ 20,084	\$ 20,078	\$ 20,060
Dividends per common share	\$ 0.48	\$ 0.53	\$ 0.20	\$ 0.20	\$ 0.20
<b>EBITDA</b>	\$ 55,440	\$ 86,636	\$ 109,014	\$ 108,754	\$ 102,859
<b>ADJUSTED EBITDA</b>	\$ 96,143	\$ 94,922	\$ 111,443	\$ 110,232	\$ 103,696
<b>NORMALIZED FUNDS FROM OPERATIONS</b>	\$ 77,187	\$ 70,837	\$ 64,198	\$ 63,289	\$ 57,502
Basic normalized funds from operations per share	\$ 0.72	\$ 0.71	\$ 0.64	\$ 0.64	\$ 0.58
Diluted normalized funds from operations per share	<u>\$ 0.71</u>	<u>\$ 0.70</u>	<u>\$ 0.64</u>	<u>\$ 0.63</u>	<u>\$ 0.57</u>
<b>FFO PAYOUT RATIO</b>	67.6%	75.7%	31.3%	31.7%	35.1%
<b>ADJUSTED FUNDS FROM OPERATIONS</b>	\$ 76,903	\$ 70,955	\$ 62,008	\$ 62,937	\$ 56,343
Basic adjusted funds from operations per share	\$ 0.72	\$ 0.71	\$ 0.62	\$ 0.63	\$ 0.57
Diluted adjusted funds from operations per share	<u>\$ 0.71</u>	<u>\$ 0.70</u>	<u>\$ 0.61</u>	<u>\$ 0.62</u>	<u>\$ 0.56</u>
<b>AFFO PAYOUT RATIO</b>	67.6%	75.7%	32.8%	32.3%	35.7%

**SELECTED FINANCIAL INFORMATION**  
(Unaudited and amounts in thousands, except per share amounts)

	<b>For the Three Months Ended June 30,</b>		<b>For the Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Number of days per period	91	91	181	182
<b>ALL FACILITIES:</b>				
Average available beds	92,497	92,043	92,497	91,574
Average compensated occupancy	86.5%	89.0%	86.2%	88.8%
Total compensated man-days	7,283,380	7,454,068	14,430,958	14,805,112
Revenue per compensated man-day	\$ 59.44	\$ 59.22	\$ 59.43	\$ 59.14
Operating expenses per compensated man-day:				
Fixed expense	32.61	31.61	32.52	31.90
Variable expense	9.92	10.26	9.96	10.16
Total	42.53	41.87	42.48	42.06
Operating income per compensated man-day	\$ 16.91	\$ 17.35	\$ 16.95	\$ 17.08
Operating margin	28.4%	29.3%	28.5%	28.9%
<b>DEPRECIATION AND AMORTIZATION:</b>				
Depreciation expense on real estate	20,114	19,646	39,861	38,989
Other depreciation expense	8,017	8,690	15,934	17,768
Amortization of negative contract values	(34)	(34)	(68)	(68)
Depreciation and amortization	\$ 28,097	\$ 28,302	\$ 55,727	\$ 56,689
<b>NET OPERATING INCOME:</b>				
Revenue				
Owned & controlled properties	\$ 348,889	\$ 358,489	\$ 690,663	\$ 710,803
Managed only and other	85,092	84,377	169,042	167,368
Total revenues	433,981	442,866	859,705	878,171
Operating Expenses				
Owned & controlled properties	234,903	238,614	464,347	474,351
Managed only and other	79,374	77,970	157,460	157,767
Total operating expenses	314,277	316,584	621,807	632,118
Facility Net Operating Income				
Owned & controlled properties	113,986	119,875	226,316	236,452
Managed only and other	5,718	6,407	11,582	9,601
Total net operating income	\$ 119,704	\$ 126,282	\$ 237,898	\$ 246,053

## SEGMENTED DATA

(Unaudited and amounts in thousands, except per share amounts)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
<b>OWNED AND MANAGED FACILITIES:</b>				
Corrections revenue	\$ 348,608	\$ 357,938	\$ 690,101	\$ 709,701
Operating expenses:				
Fixed expense	182,602	181,125	358,956	362,260
Variable expense	52,046	57,103	104,947	111,606
Total	<u>234,648</u>	<u>238,228</u>	<u>463,903</u>	<u>473,866</u>
Facility net operating income	<u>\$ 113,960</u>	<u>\$ 119,710</u>	<u>\$ 226,198</u>	<u>\$ 235,835</u>
Average available beds	<u>67,975</u>	<u>67,521</u>	<u>67,975</u>	<u>67,052</u>
Average compensated occupancy	<u>82.9%</u>	<u>86.2%</u>	<u>82.4%</u>	<u>86.0%</u>
Total compensated man-days	<u>5,130,281</u>	<u>5,295,211</u>	<u>10,141,056</u>	<u>10,495,630</u>
Revenue per compensated man-day	\$ 67.95	\$ 67.60	\$ 68.05	\$ 67.62
Operating expenses per compensated man-day:				
Fixed	35.59	34.21	35.40	34.52
Variable	10.14	10.78	10.35	10.63
Total	<u>45.73</u>	<u>44.99</u>	<u>45.75</u>	<u>45.15</u>
Operating income per compensated man-day	<u>\$ 22.22</u>	<u>\$ 22.61</u>	<u>\$ 22.30</u>	<u>\$ 22.47</u>
Operating margin	<u>32.7%</u>	<u>33.4%</u>	<u>32.8%</u>	<u>33.2%</u>
<b>MANAGED ONLY FACILITIES:</b>				
Corrections revenue	\$ 84,286	\$ 83,476	\$ 167,599	\$ 165,884
Operating expenses:				
Fixed expense	54,886	54,497	110,312	110,091
Variable expense	20,202	19,351	38,826	38,814
Total	<u>75,088</u>	<u>73,848</u>	<u>149,138</u>	<u>148,905</u>
Facility net operating income	<u>\$ 9,198</u>	<u>\$ 9,628</u>	<u>\$ 18,461</u>	<u>\$ 16,979</u>
Average available beds	<u>24,522</u>	<u>24,522</u>	<u>24,522</u>	<u>24,522</u>
Average compensated occupancy	<u>96.5%</u>	<u>96.7%</u>	<u>96.7%</u>	<u>96.6%</u>
Total compensated man-days	<u>2,153,099</u>	<u>2,158,857</u>	<u>4,289,902</u>	<u>4,309,482</u>
Revenue per compensated man-day	\$ 39.15	\$ 38.67	\$ 39.07	\$ 38.49
Operating expenses per compensated man-day:				
Fixed expense	25.49	25.24	25.71	25.55
Variable expense	9.38	8.96	9.05	9.01
Total	<u>34.87</u>	<u>34.20</u>	<u>34.76</u>	<u>34.56</u>
Operating income per compensated man-day	<u>\$ 4.28</u>	<u>\$ 4.47</u>	<u>\$ 4.31</u>	<u>\$ 3.93</u>
Operating margin	<u>10.9%</u>	<u>11.6%</u>	<u>11.0%</u>	<u>10.2%</u>

## ANALYSIS OF OUTSTANDING DEBT

10 of 18

(Unaudited and amounts in thousands)

	<b>Outstanding Balance 12/31/2012</b>	<b>Outstanding Balance 6/30/2013</b>	<b>Stated Interest Rate</b>	<b>Effective Interest Rate</b> <sup>1)</sup>	<b>Maturity Date</b>	<b>Callable/ Redeemable</b>
<b>Fixed Rate:</b>						
\$465.0 Million Senior Notes	\$ 456,545	\$ -	7.75%	8.65%	June 2017	On or prior to June 1, 2012, 35% redeemable at 107.75% with proceeds from equity offerings; on or after June 1, 2013, 100% redeemable at various premium prices until June 1, 2015 at par.
\$350.0 Million Senior Notes	-	350,000	4.625%	4.81%	May 2023	Prior to February 1, 2023, redeemable at a "make-whole" redemption price, plus accrued and unpaid interest; thereafter the notes are redeemable at 100% of the aggregate principal amount plus accrued and unpaid interest.
\$325 Million Senior Notes	-	325,000	4.125%	4.39%	April 2020	Prior to January 1, 2020, redeemable at a "make-whole" redemption price, plus accrued and unpaid interest; thereafter the notes are redeemable at 100% of the aggregate principal amount plus accrued and unpaid interest.
Total Fixed Rate Debt	<u>456,545</u>	<u>675,000</u>				
<b>Floating Rate:</b>						
Revolving Credit Facility	<u>655,000</u>	<u>475,000</u>	2.01%	2.32%	December 2017	
Grand Total Debt	<u>\$ 1,111,545</u>	<u>\$ 1,150,000</u>	3.33%	3.59%	6.8	

<sup>1)</sup> Includes amortization of debt issuance costs, net of debt discounts and premiums.

<sup>2)</sup> During March 2013, the Company amended and extended the revolving credit facility to an aggregate capacity of \$900.0 million with a maturity of December 2017. The Company also has \$25.2 million of letters of credit outstanding under a sub-facility reducing the available capacity under the revolving credit facility to \$399.8 million as of June 30, 2013. The Revolving Credit facility currently bears interest at LIBOR plus a margin of 1.50%.

<sup>3)</sup> Represents the weighted average debt maturity in years.

### *Debt Maturity Schedule at June 30, 2013:*

<b>Year</b>	<b>Total Debt Maturing</b>	<b>% of Debt Maturing</b>	<b>% of Debt Maturing</b>
<b>2013</b>	-	0.00%	0.00%
<b>2014</b>	-	0.00%	0.00%
<b>2015</b>	-	0.00%	0.00%
<b>2016</b>	-	0.00%	0.00%
<b>2017</b>	475,000	41.30%	41.30%
<b>Thereafter</b>	675,000	58.70%	100.00%
	<u>\$ 1,150,000</u>	<u>100.00%</u>	

**SELECTED OPERATING RATIOS**  
(Unaudited and amounts in thousands, except per share amounts)

11 of 18

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
<b><u>COVERAGE RATIOS:</u></b>				
Interest coverage ratio (Adjusted EBITDA/Interest incurred) (x)	8.2	7.2	8.0	6.5
Fixed charge coverage ratio (Adjusted EBITDA/(Interest incurred + Scheduled prin pmts)) (x)	8.2	7.2	8.0	6.5
Senior debt coverage ratio (Senior debt/Annualized Adjusted EBITDA) (x)	3.0	2.9	3.0	3.0
Total debt coverage ratio (Total debt/Annualized Adjusted EBITDA) (x)	3.0	2.9	3.0	3.0
Accounts receivable turnover (Annualized revenues/Accounts receivable) (x)	7.4	7.1	7.4	7.0
<b><u>DEBT/EQUITY RATIOS:</u></b>				
Total debt/Total market capitalization	22.7%	28.8%	22.7%	28.8%
Total debt/Equity market capitalization	29.4%	40.4%	29.4%	40.4%
Total debt/Book equity capitalization	76.6%	81.3%	76.6%	81.3%
Total debt/Gross book value of real estate assets	32.0%	33.5%	32.0%	33.5%
<b><u>RETURN ON INVESTMENT RATIOS:</u></b>				
Annualized return on operating real estate investments (Annualized Adjusted EBITDA/Average operating real estate investments (undepreciated book value)*)	10.7%	11.7%	10.7%	11.4%
Annualized return on total assets (Annualized Adjusted EBITDA/Average total assets (undepreciated book value)*)	9.7%	10.6%	9.6%	10.2%
<b><u>OVERHEAD RATIOS:</u></b>				
Annualized general & administrative expenses (excl. REIT conversion costs)/Average total assets (undepreciated book value)*	2.4%	2.3%	2.4%	2.3%
General & administrative expenses (excluding REIT conversion costs)/Total revenues	5.4%	5.1%	5.4%	5.0%
<b><u>INTEREST EXPENSE, NET:</u></b>				
Interest income from continuing operations	\$ (642)	\$ (643)	\$ (992)	\$ (1,103)
Interest incurred	11,795	14,439	23,805	31,133
Amortization of debt costs and other non-cash interest	919	1,071	1,966	2,224
Capitalized interest	(160)	(138)	(301)	(635)
Interest expense, net	<u>\$ 11,912</u>	<u>\$ 14,729</u>	<u>\$ 24,478</u>	<u>\$ 31,619</u>
<b><u>EBITDA CALCULATION:</u></b>				
Net income	\$ 20,429	\$ 37,334	\$ 201,521	\$ 69,014
Interest expense, net	11,912	14,729	24,478	31,619
Depreciation and amortization	28,097	28,302	55,727	56,689
Income tax expense (benefit)	(4,998)	22,494	(139,650)	41,553
(Income) loss from discontinued operations, net of taxes	-	-	-	362
EBITDA	<u>55,440</u>	<u>102,859</u>	<u>142,076</u>	<u>199,237</u>
Expenses associated with debt refinancing transactions	36,303	287	36,528	1,828
Expenses associated with REIT conversion	1,763	550	9,824	600
Asset impairments	2,637	-	2,637	-
ADJUSTED EBITDA	<u>\$ 96,143</u>	<u>\$ 103,696</u>	<u>\$ 191,065</u>	<u>\$ 201,665</u>

\*Calculated as a simple average (beginning of period plus end of period divided by 2)

**TOP 10 PARTNERS**  
(Unaudited and amounts in thousands)

<u>Customer</u>	<u>Revenue For the Six Months Ended June 30, 2013</u>	<u>Percent of Revenue For the Six Months Ended June 30, 2013</u>
1 United States Marshals	\$ 156,060	18.15%
2 United States Immigration and Customs Enforcement	107,109	12.46%
3 Bureau of Prisons	102,656	11.94%
4 California	100,357	11.67%
5 Georgia	52,645	6.12%
6 Tennessee	42,894	4.99%
7 Texas	41,832	4.87%
8 Florida	38,258	4.45%
9 Colorado	31,126	3.62%
10 Oklahoma	22,879	2.66%
	<u>\$ 695,816</u>	<u>80.94%</u>
Total Revenue	<u>\$ 859,705</u>	<u>100.00%</u>

**FACILITY PORTFOLIO**

<b>Facility Name</b>	<b>Year Constructed (A)</b>	<b>Primary Customer</b>	<b>Design Capacity (B)</b>	<b>Security Level</b>	<b>Facility Type (C)</b>	<b>Term</b>	<b>Remaining Renewal Options (D)</b>	<b>Compensated Occupancy % for the Quarter ended 6/30/13</b>
<b>Owned and Managed Facilities:</b>								
Central Arizona Detention Center Florence, Arizona	1994, 1998	USMS	2,304	Multi	Detention	Sep-13	(3) 5 year	123.91%
Eloy Detention Center Eloy, Arizona	1995, 1996	ICE	1,500	Medium	Detention	Indefinite	-	98.99%
Florence Correctional Center Florence, Arizona	1999, 2004	USMS	1,824	Multi	Detention	Sep-13	(3) 5 year	124.64%
La Palma Correctional Center Eloy, Arizona	2008	State of California	3,060	Medium	Correctional	Jun-16	Indefinite	95.26%
Red Rock Correctional Center (E) Eloy, Arizona	2006	State of California	1,596	Medium	Correctional	Jun-16	Indefinite	88.41%
Saguaro Correctional Facility Eloy, Arizona	2007	State of Hawaii	1,896	Medium	Correctional	Jun-14	(2) 1 year	74.92%
California City Correctional Center California City, California	1999	Office of the Federal Detention Trustee	2,304	Medium	Detention	Sep-25	-	53.83%
San Diego Correctional Facility (F) San Diego, California	1999, 2000	ICE	1,154	Minimum/ Medium	Detention	Jun-14	(3) 3 year	87.65%
Bent County Correctional Facility Las Animas, Colorado	1992, 1997, 2008	State of Colorado	1,420	Medium	Correctional	Jun-13	(3) 1 year	96.91%
Crowley County Correctional Facility Olney Springs, Colorado	1998, 2004	State of Colorado	1,794	Medium	Correctional	Jun-13	(3) 1 year	66.11%
Huerfano County Correctional Center (G) Walsenburg, Colorado	1997	-	752	Medium	Correctional	-	-	0.00%
Kit Carson Correctional Center Burlington, Colorado	1998, 2008	State of Colorado	1,488	Medium	Correctional	Jun-13	(3) 1 year	65.70%
Coffee Correctional Facility (H) Nicholls, Georgia	1998, 1999, 2010	State of Georgia	2,312	Medium	Correctional	Jun-14	(20) 1 year	112.97%
Jenkins Correctional Center (H) Millen, Georgia	2012	State of Georgia	1,124	Medium	Correctional	Jun-14	(21) 1 year	100.99%
McRae Correctional Facility McRae, Georgia	2000, 2002, 2012	BOP	1,978	Medium	Correctional	Nov-16	(3) 2 year	113.10%
North Georgia Detention Center Hall County, Georgia	1980, 1989, 1999 2009	ICE	502	Medium	Detention	Mar-14	Indefinite	54.90%
Stewart Detention Center Lumpkin, Georgia	2004	ICE	1,752	Medium	Detention	Indefinite	-	101.35%

**FACILITY PORTFOLIO**

<b>Facility Name</b>	<b>Year Constructed (A)</b>	<b>Primary Customer</b>	<b>Design Capacity (B)</b>	<b>Security Level</b>	<b>Facility Type (C)</b>	<b>Term</b>	<b>Remaining Renewal Options (D)</b>	<b>Compensated Occupancy % for the Quarter ended 6/30/13</b>
Wheeler Correctional Facility (H) Alamo, Georgia	1998, 1999, 2010	State of Georgia	2,312	Medium	Correctional	Jun-14	(20) 1 year	115.81%
Leavenworth Detention Center Leavenworth, Kansas	1992, 2000, 2004, 2008	USMS	1,033	Maximum	Detention	Dec-16	(2) 5 year	89.47%
Lee Adjustment Center Beattyville, Kentucky	1990	State of Vermont	816	Minimum/ Medium	Correctional	Jun-15	-	54.25%
Marion Adjustment Center (I) St. Mary, Kentucky	1955, 1988	Commonwealth of Kentucky	826	Minimum/ Medium	Correctional	Sep-13	-	97.40%
Otter Creek Correctional Center (J) Wheelwright, Kentucky	1993	-	656	Minimum/ Medium	Correctional	-	-	0.00%
Prairie Correctional Facility (K) Appleton, Minnesota	1991	-	1,600	Medium	Correctional	-	-	0.00%
Adams County Correctional Center Adams County, Mississippi	2008	BOP	2,232	Medium	Correctional	Jul-13	(3) 2 year	113.41%
Tallahatchie County Correctional Facility (L) Tutwiler, Mississippi	2000, 2007, 2008	State of California	2,672	Medium	Correctional	Jun-16	Indefinite	97.93%
Crossroads Correctional Center (M) Shelby, Montana	1999	State of Montana	664	Multi	Correctional	Jun-13	(3) 2 year	94.93%
Nevada Southern Detention Center Pahrump, Nevada	2010	Office of the Federal Detention Trustee	1,072	Medium	Detention	Sep-15	(3) 5 year	78.86%
Elizabeth Detention Center Elizabeth, New Jersey	1963	ICE	300	Minimum	Detention	Sep-13	(8) 1 year	95.00%
Cibola County Corrections Center Milan, New Mexico	1994, 1999	BOP	1,129	Medium	Correctional	Sep-14	(3) 2 year	103.52%
New Mexico Women's Correctional Facility Grants, New Mexico	1989, 2000	State of New Mexico	596	Multi	Correctional	Jun-13	-	99.86%
Torrance County Detention Facility Estancia, New Mexico	1990, 1997	USMS	910	Multi	Detention	Indefinite	-	97.49%
Lake Erie Correctional Institution (N) Conneaut, Ohio	1999	State of Ohio	1,798	Medium	Correctional	Jun-32	Indefinite	97.54%
Northeast Ohio Correctional Center Youngstown, Ohio	1997	BOP	2,016	Medium	Correctional	May-15	-	101.34%
Queensgate Correctional Facility (O) Cincinnati, Ohio	1906	-	850	Medium	-	-	-	0.00%
Cimarron Correctional Facility (P) Cushing, Oklahoma	1997, 2008	State of Oklahoma	1,692	Medium	Correctional	Jun-14	-	77.62%



**FACILITY PORTFOLIO**

<u>Facility Name</u>	<u>Year Constructed (A)</u>	<u>Primary Customer</u>	<u>Design Capacity (B)</u>	<u>Security Level</u>	<u>Facility Type (C)</u>	<u>Term</u>	<u>Remaining Renewal Options (D)</u>	<u>Compensated Occupancy % for the Quarter ended 6/30/13</u>
Davis Correctional Facility (P) Holdenville, Oklahoma	1996, 2008	State of Oklahoma	1,670	Medium	Correctional	Jun-14	-	100.00%
Diamondback Correctional Facility (G) Watonga, Oklahoma	1998, 2000	-	2,160	Medium	Correctional	-	-	0.00%
North Fork Correctional Facility Sayre, Oklahoma	1998, 2007	State of California	2,400	Medium	Correctional	Jun-16	Indefinite	66.96%
West Tennessee Detention Facility Mason, Tennessee	1990, 1996	USMS	600	Multi	Detention	Sep-13	(8) 2 year	50.44%
Shelby Training Center Memphis, Tennessee	1986, 1995	-	200	Secure	-	-	-	0.00%
Whiteville Correctional Facility (Q) Whiteville, Tennessee	1998	State of Tennessee	1,536	Medium	Correctional	Jun-16	-	97.53%
Bridgeport Pre-Parole Transfer Facility Bridgeport, Texas	1989	State of Texas	200	Medium	Correctional	Aug-15	(1) 2 year	96.34%
Eden Detention Center Eden, Texas	1990	BOP	1,422	Medium	Correctional	Apr-15	(1) 2 year	109.15%
Houston Processing Center Houston, Texas	1984, 2005	ICE	1,000	Medium	Detention	Mar-14	-	93.83%
Laredo Processing Center Laredo, Texas	1985, 1990	ICE	258	Minimum/ Medium	Detention	Jun-18	-	129.81%
Webb County Detention Center Laredo, Texas	1998	USMS	480	Medium	Detention	Nov-17	-	90.36%
Mineral Wells Pre-Parole Transfer Facility (R) Mineral Wells, Texas	1995	State of Texas	2,103	Minimum	Correctional	Aug-13	(2) 2 year	46.49%
T. Don Hutto Residential Center Taylor, Texas	1997	ICE	512	Non-secure	Detention	Jan-15	Indefinite	98.91%
D.C. Correctional Treatment Facility (S) Washington D.C.	1992	District of Columbia	1,500	Medium	Detention	Jan-17	-	43.86%
Total design capacity for Owned and Managed Facilities (49 Owned and Managed Facilities)			<u>67,975</u>					<u>82.9%</u>
<b>Managed Only Facilities:</b>								
Bay Correctional Facility Panama City, Florida	1995, 2007	State of Florida	985	Medium	Correctional	Jan-14	(2) 2 year	98.94%
Citrus County Detention Facility Lecanto, Florida	1992, 2007	Citrus County, FL	760	Multi	Detention	Sep-15	Indefinite	73.87%

## FACILITY PORTFOLIO

Facility Name	Year Constructed (A)	Primary Customer	Design Capacity (B)	Security Level	Facility Type (C)	Term	Remaining Renewal Options (D)	Compensated Occupancy % for the Quarter ended 6/30/13
Graceville Correctional Facility Graceville, Florida	2007	State of Florida	1,884	Minimum/ Medium	Correctional	Jan-14	(2) 2 year	99.21%
Lake City Correctional Facility Lake City, Florida	1997, 2005	State of Florida	893	Secure	Correctional	Jun-14	Indefinite	98.77%
Moore Haven Correctional Facility Moore Haven, Florida	1995	State of Florida	985	Minimum/ Medium	Correctional	Jan-14	(2) 2 year	99.34%
Idaho Correctional Center Boise, Idaho	1999, 2006, 2009	State of Idaho	2,016	Multi	Correctional	Jun-14	-	103.14%
Marion County Jail Indianapolis, Indiana	1997, 2005	Marion County, IN	1,030	Multi	Detention	Dec-17	(1) 10 year	102.42%
Winn Correctional Center Winnfield, Louisiana	1990, 1992, 1996	State of Louisiana	1,538	Medium/ Maximum	Correctional	Jun-20	-	96.77%
Wilkinson County Correctional Facility (T) Woodville, Mississippi	1997	State of Mississippi	1,000	Medium	Correctional	Jun-13	-	89.24%
Silverdale Facilities Chattanooga, Tennessee	1985, 1997, 1998, 2005, 2008	Hamilton County, TN	1,046	Multi	Detention	Apr-16	-	82.92%
South Central Correctional Center Clifton, Tennessee	1992, 1994, 1995, 2005	State of Tennessee	1,676	Medium	Correctional	Jun-16	(1) 2 year	97.58%
Metro-Davidson County Detention Facility Nashville, Tennessee	1992, 1995, 2011	Davidson County, TN	1,348	Multi	Detention	Jul-14	-	88.29%
Hardeman County Correctional Facility Whiteville, Tennessee	1997	State of Tennessee	2,016	Medium	Correctional	May-17	-	97.50%
Bartlett State Jail Bartlett, Texas	1995	State of Texas	1,049	Minimum/ Medium	Correctional	Aug-15	(1) 2 year	98.60%
Bradshaw State Jail Henderson, Texas	1995	State of Texas	1,980	Minimum/ Medium	Correctional	Aug-15	(1) 2 year	99.22%
Dawson State Jail (R) Dallas, Texas	1997	State of Texas	2,216	Minimum/ Medium	Correctional	Aug-13	-	98.78%
Lindsey State Jail Jacksboro, Texas	1995	State of Texas	1,031	Minimum/ Medium	Correctional	Aug-15	(1) 2 year	93.59%
Willacy State Jail Raymondville, Texas	1995	State of Texas	1,069	Minimum/ Medium	Correctional	Aug-15	(1) 2 year	99.93%
Total design capacity for Managed Only Facilities (18 Managed Only Facilities)			<u>24,522</u>					<u>96.5%</u>
Total design capacity for All Facilities as of June 30, 2013			<u>92,497</u>					<u>86.5%</u>

## FACILITY PORTFOLIO

17 of 18

Facility Name	Year Constructed (A)	Primary Customer	Design Capacity (B)	Security Level	Facility Type (C)	Term	Remaining Renewal Options (D)	Compensated Occupancy % for the Quarter ended 6/30/13
<b>Leased Facilities:</b>								
Leo Chesney Correctional Center Live Oak, California	1989	GEO Group	-	Minimum	Owned/Leased	Sep-15	-	N/A
Houston Educational Facility (U) Houston, Texas	N/A	-	-	Non-secure	Owned/Leased	-	-	N/A

(A) The year constructed represents the initial completion of the facility's construction, as well as significant additions to the facility that occurred at a later date.

(B) Design capacity measures the number of beds, and accordingly, the number of inmates each facility is designed to accommodate. Facilities housing detainees on a short term basis may exceed the original intended design capacity for sentenced inmates due to the lower level of services required by detainees in custody for a brief period. From time to time, we may evaluate the design capacity of our facilities based on the customers using the facilities, and the ability to reconfigure space with minimal capital outlays. We believe design capacity is an appropriate measure for evaluating prison operations, because the revenue generated by each facility is based on a per diem or monthly rate per inmate housed at the facility paid by the corresponding contracting governmental entity.

(C) We manage numerous facilities that have more than a single function (i.e., housing both long-term sentenced adult prisoners and pre-trial detainees). The primary functional categories into which facility types are identified was determined by the relative size of prisoner populations in a particular facility on June 30, 2013. If, for example, a 1,000-bed facility housed 900 adult prisoners with sentences in excess of one year and 100 pre-trial detainees, the primary functional category to which it would be assigned would be that of correction facilities and not detention facilities. It should be understood that the primary functional category to which multi-user facilities are assigned may change from time to time.

(D) Remaining renewal options represents the number of renewal options, if applicable, and the remaining term of each option renewal.

(E) Pursuant to the terms of a new contract awarded by the state of Arizona in September 2012, the state of Arizona has an option to purchase the Red Rock facility at any time during the term of the contract, including extension options, based on an amortization schedule starting with the fair market value and decreasing evenly to zero over the twenty year term.

(F) The facility is subject to a ground lease with the County of San Diego. Upon expiration of the lease in December 2015, ownership of the facility automatically reverts to the County of San Diego.

(G) During the first quarter of 2010, we were notified by the state of Arizona of their decision not to renew the management contracts at the Huerfano County Correctional Center upon its expiration on March 8, 2010 and the Diamondback Correctional Facility upon its expiration on May 1, 2010.

(H) The facility is subject to a purchase option held by the Georgia Department of Corrections, or GDOC, which grants the GDOC the right to purchase the facility for the lesser of the facility's depreciated book value, as defined, or fair market value at any time during the term of the contract between us and the GDOC.

(I) In June 2013, the Kentucky Department of Corrections provided us notice that it was not going to renew its contract at our Marion Adjustment Center after expiration on June 30, 2013. Although they have signed a short-term extension, we expect to idle the Marion Adjustment Center following the transfer of the population, while we market the facility to other customers.

(J) In late January 2012, the governor of Kentucky submitted his proposed budget which included the transfer of the inmates held at our Otter Creek Correctional Center to a facility owned by the Commonwealth of Kentucky by the end of July 2012. The facility is subject to a deed of conveyance with the city of Wheelwright, KY which includes provisions that would allow assumption of ownership by the city of Wheelwright under the following occurrences: (1) we cease to operate the facility for more than two years, (2) our failure to maintain at least one employee for a period of sixty consecutive days, or (3) a conversion to a maximum security facility based upon classification by the Kentucky Corrections Cabinet.

(K) During December 2009, we announced our decision to cease operations at our Prairie Correctional Facility on or about February 1, 2010 due to low inmate populations at the facility. During 2009, the Prairie facility housed offenders from the states of Minnesota and Washington. However, due to excess capacity in the states' systems, both states removed the populations held at Prairie.

(L) The facility is subject to a purchase option held by the Tallahatchie County Correctional Authority which grants Tallahatchie County Correctional Authority the right to purchase the facility at any time during the contract at a price generally equal to the cost of the premises less an allowance for amortization originally over a 20 year period. The amortization period was extended through 2050 in connection with an expansion completed during the fourth quarter of 2007.

(M) The State of Montana has an option to purchase the facility generally at any time during the term of the contract with us at fair market value less the sum of a pre-determined portion of per-diem payments made to us by the state of Montana.

(N) The state of Ohio has the irrevocable right to repurchase the facility before we may resell the facility to a third party, or if we become insolvent or are unable to meet our obligations under the management contract with the state of Ohio, at a price generally equal to the fair market value, as defined in the Real Estate Purchase Agreement.

(O) During December 2008, we were notified by Hamilton County, Ohio of its intent to terminate the lease for the 850-bed Queensgate Correctional Facility. The lease was terminated effective January 1, 2009.

(P) The facility is subject to a purchase option held by the Oklahoma Department of Corrections, or ODC, which grants the ODC the right to purchase the facility at its fair market value at any time.

(Q) The state of Tennessee has the option to purchase the facility in the event of our bankruptcy, or upon an operational or financial breach, as defined, at a price equal to the book value, as defined.

(R) During June 2013, we announced that the Texas Department of Criminal Justice ("TDCJ") elected not to renew our contracts for our owned and operated 2,103-bed Mineral Wells Pre-Parole Transfer Facility and the 2,216-bed managed-only Dawson State Jail due to a legislative budget reduction. As a result, upon expiration of the contracts in August 2013, CCA will cease operations of the state-owned Dawson State Jail and idle the Mineral Wells facility.

(S) The District of Columbia has the right to purchase the facility at any time during the term of the contract at a price generally equal to the present value of the remaining lease payments for the premises. Upon expiration of the lease in 2017, ownership of the facility automatically reverts to the District of Columbia.

(T) During the second quarter of 2013, we received notification that we were not selected for the continued management of the Wilkinson County Correctional Facility at the end of the contract on June 30, 2013. As a result, we ceased operating the facility on July 1, 2013.

(U) The tenant of this alternative educational facility vacated the premises in 2011 and defaulted on the lease in June 2012.

## RESEARCH / ANALYST COVERAGE

### Equity Research Coverage:

---

Avondale Partners	Kevin Campbell	(615) 467-3521
Barclays Capital	Manav Patnaik	(212) 526-2983
Macquarie Research	Kevin McVeigh	(212) 231-6191
SunTrust Robinson Humphrey	Tobey Sommer	(404) 926-9009

### Debt Research Coverage:

---

SG Cowen Securities Corporation	Brad E. Eilert	(212) 278-5290
---------------------------------	----------------	----------------

### Rating Agency Coverage:

---

Moody's Investors Service	Christopher Wimmer	(212) 553-2947
Standard & Poor's	Brian Milligan	(312) 233-7050

### Credit Ratings:

---

	<u>Fitch</u>	<u>Standard &amp; Poor's</u>	<u>Moody's</u>
Corporate Credit Rating	BB +	BB+	Not rated
Senior Unsecured Debt	BB +	BB+	Ba1
Senior Bank Credit Facility	BBB -	BBB	Not Rated

Any opinions, estimates and/or forecasts regarding the Company's performance made by the analysts and/or rating agencies listed above are theirs alone and do not necessarily represent the opinions, forecasts or predictions of the Company or its management. The Company does not by its reference above imply its endorsement of or concurrence with such information, conclusions or recommendations and the Company has not undertaken to verify any of the information provided by such analysts or agencies.