



**CORRECTIONS CORPORATION OF AMERICA**

**Supplemental Financial Information  
For the Quarter Ended December 31, 2002**

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 December 31, 2002

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John D. Ferguson, President and CEO  
Irving E. Lingo, Jr., Chief Financial Officer  
10 Burton Hills Boulevard  
Nashville, TN 37215  
Tel.: (615) 263-3000 Fax: (615) 263-3150

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

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	December 31, 2002	September 30, 2002	June 30, 2002	March 31, 2002	December 31, 2001
<b>ASSETS</b>					
Cash and cash equivalents	\$ 65,406	\$ 101,832	\$ 65,785	\$ 52,257	\$ 46,307
Restricted cash	7,363	7,338	12,674	12,630	12,537
Accounts receivable, net of allowance	136,644	138,167	136,289	134,155	144,078
Income tax receivable	32,499	370	374	32,599	568
Prepaid expenses and other current assets	12,435	13,277	15,063	12,174	12,841
Total current assets	254,347	260,984	230,185	243,815	216,331
Property and equipment, net	1,552,265	1,559,367	1,568,289	1,584,409	1,573,152
Investment in direct financing lease	18,346	18,484	18,617	18,747	18,873
Assets held for sale	-	836	836	1,758	22,312
Goodwill	20,902	24,432	24,432	24,432	104,019
Other assets	28,211	25,920	26,356	30,079	36,593
Total assets	\$ 1,874,071	\$ 1,890,023	\$ 1,868,715	\$ 1,903,240	\$ 1,971,280
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Accounts payable and accrued expenses	\$ 152,977	\$ 150,836	\$ 138,956	\$ 136,795	\$ 145,157
Income tax payable	4,605	56,844	6,798	11,369	10,137
Distributions payable	5,330	5,294	5,205	5,132	15,853
Fair value of interest rate swap agreement	-	-	-	9,525	13,564
Current portion of long-term debt	23,054	22,261	21,508	789,838	792,009
Total current liabilities	185,966	235,235	172,467	952,659	976,720
Long-term debt, net of current portion	932,905	938,712	944,653	170,449	171,591
Deferred tax liabilities	-	4,767	55,106	55,301	56,511
Other liabilities	21,202	19,131	18,916	19,041	19,297
Total liabilities	1,140,073	1,197,845	1,191,142	1,197,450	1,224,119
Commitments and contingencies					
Preferred stock - \$0.01 par value:					
Series A - stated at liquidation preference of \$25.00 per share	107,500	107,500	107,500	107,500	107,500
Series B - stated at liquidation preference of \$24.46 per share	107,831	104,749	101,753	99,400	96,566
Common stock - \$0.01 par value	280	280	280	280	279
Additional paid-in capital	1,343,066	1,342,958	1,342,881	1,342,896	1,341,958
Deferred compensation	(1,604)	(1,824)	(2,176)	(2,596)	(3,153)
Retained deficit	(822,111)	(859,987)	(870,960)	(839,565)	(793,236)
Treasury stock, at cost	-	-	-	(242)	(242)
Accumulated other comprehensive loss	(964)	(1,498)	(1,705)	(1,883)	(2,511)
Total stockholders' equity	733,998	692,178	677,573	705,790	747,161
Total liabilities and stockholders' equity	\$ 1,874,071	\$ 1,890,023	\$ 1,868,715	\$ 1,903,240	\$ 1,971,280

**CONSOLIDATED STATEMENTS OF OPERATIONS**

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

	For the Three Months Ended		For the Year Ended December 31,	
	December 31,	2001	2002	2001
	<u>2002</u>	<u>2001</u>	<u>2002</u>	<u>2001</u>
<b>REVENUE:</b>				
Management:				
Federal	\$ 84,361	\$ 70,553	\$ 312,574	\$ 270,179
State	126,067	130,340	504,415	526,958
Local	23,417	19,866	87,595	76,557
Other	9,691	9,986	38,524	40,184
Total management revenue	<u>243,536</u>	<u>230,745</u>	<u>943,108</u>	<u>913,878</u>
Transportation	3,901	3,654	15,961	16,062
Rental	920	937	3,701	5,718
Other	-	49	68	695
	<u>248,357</u>	<u>235,385</u>	<u>962,838</u>	<u>936,353</u>
<b>EXPENSES:</b>				
Operating:				
Facility fixed	133,852	130,977	530,084	518,230
Facility variable	51,797	46,752	196,995	186,577
Transportation	3,918	3,934	16,187	15,541
Other	110	168	808	1,120
Total operating expenses	<u>189,677</u>	<u>181,831</u>	<u>744,074</u>	<u>721,468</u>
General and administrative	13,245	9,103	36,907	34,568
Depreciation and amortization	13,553	13,836	51,878	53,279
	<u>216,475</u>	<u>204,770</u>	<u>832,859</u>	<u>809,315</u>
<b>OPERATING INCOME</b>	<u>31,882</u>	<u>30,615</u>	<u>129,979</u>	<u>127,038</u>
<b>OTHER (INCOME) EXPENSE:</b>				
Equity in loss of joint venture	90	93	153	358
Interest expense, net	18,101	29,000	87,478	126,242
Change in fair value of derivative instruments	628	(26,499)	(2,206)	(14,554)
(Gain) loss on disposal of assets	54	(67)	111	74
Unrealized foreign currency transaction (gain) loss	(180)	90	(622)	219
	<u>18,693</u>	<u>2,617</u>	<u>84,914</u>	<u>112,339</u>
<b>INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES, EXTRAORDINARY CHARGE AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE</b>	13,189	27,998	45,065	14,699
Income tax (expense) benefit	<u>30,021</u>	<u>1,744</u>	<u>63,284</u>	<u>3,358</u>
<b>INCOME FROM CONTINUING OPERATIONS BEFORE EXTRAORDINARY CHARGE AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE</b>	43,210	29,742	108,349	18,057
Income from discontinued operations, net of taxes	51	1,309	681	7,637
Extraordinary charge	-	-	(36,670)	-
Cumulative effect of accounting change	-	-	(80,276)	-
<b>NET INCOME (LOSS)</b>	43,261	31,051	(7,916)	25,694
Distributions to preferred stockholders	<u>(5,385)</u>	<u>(5,109)</u>	<u>(20,959)</u>	<u>(20,024)</u>
<b>NET INCOME (LOSS) AVAILABLE TO COMMON STOCKHOLDERS</b>	<u>\$ 37,876</u>	<u>\$ 25,942</u>	<u>\$ (28,875)</u>	<u>\$ 5,670</u>
<b>BASIC EARNINGS (LOSS) PER SHARE</b>	<u>\$ 1.37</u>	<u>\$ 1.05</u>	<u>\$ (1.04)</u>	<u>\$ 0.23</u>
<b>DILUTED EARNINGS (LOSS) PER SHARE</b>	<u>\$ 1.14</u>	<u>\$ 0.80</u>	<u>\$ (0.52)</u>	<u>\$ 0.23</u>

**CONSOLIDATED STATEMENTS OF OPERATIONS**

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

	<u>As Adjusted for Discontinued Operations</u>			
	For the Three Months Ended			
	March 31,	June 30,	September 30,	December 31,
	2002	2002	2002	2002
<b>REVENUE:</b>				
Management:				
Federal	\$ 70,685	\$ 77,783	\$ 79,745	\$ 84,361
State	125,523	124,777	128,048	126,067
Local	19,905	20,989	23,284	23,417
Other	9,614	9,593	9,626	9,691
Total management revenue	<u>225,727</u>	<u>233,142</u>	<u>240,703</u>	<u>243,536</u>
Transportation	3,838	4,040	4,182	3,901
Rental	947	950	884	920
Other	43	25	-	-
	<u>230,555</u>	<u>238,157</u>	<u>245,769</u>	<u>248,357</u>
<b>EXPENSES:</b>				
Operating:				
Facility fixed	131,337	131,537	133,358	133,852
Facility variable	45,068	48,622	51,508	51,797
Transportation	4,186	4,055	4,028	3,918
Other	350	185	163	110
Total operating expenses	<u>180,941</u>	<u>184,399</u>	<u>189,057</u>	<u>189,677</u>
General and administrative	7,191	8,344	8,127	13,245
Depreciation and amortization	12,288	12,623	13,414	13,553
	<u>200,420</u>	<u>205,366</u>	<u>210,598</u>	<u>216,475</u>
<b>OPERATING INCOME</b>	<u>30,135</u>	<u>32,791</u>	<u>35,171</u>	<u>31,882</u>
<b>OTHER (INCOME) EXPENSE:</b>				
Equity in (earnings) loss of joint venture	(117)	90	90	90
Interest expense, net	28,886	22,532	17,959	18,101
Change in fair value of derivative instruments	(3,411)	(51)	628	628
(Gain) loss on disposal of assets	(3)	54	6	54
Unrealized foreign currency transaction (gain) loss	95	(422)	(115)	(180)
	<u>25,450</u>	<u>22,203</u>	<u>18,568</u>	<u>18,693</u>
<b>INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES,</b>				
<b>EXTRAORDINARY CHARGE AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE</b>	4,685	10,588	16,603	13,189
Income tax benefit	<u>32,769</u>	<u>119</u>	<u>375</u>	<u>30,021</u>
<b>INCOME FROM CONTINUING OPERATIONS BEFORE EXTRAORDINARY</b>				
<b>CHARGE AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE</b>	37,454	10,707	16,978	43,210
Income (loss) from discontinued operations, net of taxes	1,570	(227)	(713)	51
Extraordinary charge	-	(36,670)	-	-
Cumulative effect of accounting change	<u>(80,276)</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>NET INCOME (LOSS)</b>	<u>(41,252)</u>	<u>(26,190)</u>	<u>16,265</u>	<u>43,261</u>
Distributions to preferred stockholders	<u>(5,077)</u>	<u>(5,205)</u>	<u>(5,292)</u>	<u>(5,385)</u>
<b>NET INCOME (LOSS) AVAILABLE TO COMMON STOCKHOLDERS</b>	<u>\$ (46,329)</u>	<u>\$ (31,395)</u>	<u>\$ 10,973</u>	<u>\$ 37,876</u>
<b>BASIC EARNINGS (LOSS) PER SHARE</b>	<u>\$ (1.68)</u>	<u>\$ (1.14)</u>	<u>\$ 0.40</u>	<u>\$ 1.37</u>
<b>DILUTED EARNINGS (LOSS) PER SHARE</b>	<u>\$ (1.23)</u>	<u>\$ (0.96)</u>	<u>\$ 0.36</u>	<u>\$ 1.14</u>

## RECONCILIATION OF BASIC TO DILUTED EARNINGS PER SHARE

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

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	For the Three Months Ended December 31,		For the Year Ended December 31,	
	2002	2001	2002	2001
<b>Basic:</b>				
Income (loss) from continuing operations before extraordinary charge and cumulative effect of accounting change	\$ 37,825	\$ 24,633	\$ 87,390	\$ (1,967)
Income from discontinued operations, net of taxes	51	1,309	681	7,637
Extraordinary charge	-	-	(36,670)	-
Cumulative effect of accounting change	-	-	(80,276)	-
Net income (loss) available to common stockholders	<u>\$ 37,876</u>	<u>\$ 25,942</u>	<u>\$ (28,875)</u>	<u>\$ 5,670</u>
<b>Diluted:</b>				
Income (loss) from continuing operations before extraordinary charge and cumulative effect of accounting change	\$ 37,825	\$ 24,633	\$ 87,390	\$ (1,967)
Interest expense applicable to convertible notes *	2,641	2,533	10,251	-
Diluted income (loss) from continuing operations before extraordinary charge and cumulative effect of accounting change	40,466	27,166	97,641	(1,967)
Income from discontinued operations, net of taxes	51	1,309	681	7,637
Extraordinary charge	-	-	(36,670)	-
Cumulative effect of accounting change	-	-	(80,276)	-
Diluted net income (loss) available to common stockholders	<u>\$ 40,517</u>	<u>\$ 28,475</u>	<u>\$ (18,624)</u>	<u>\$ 5,670</u>
<b>Basic:</b>				
Weighted average common shares outstanding	27,979	25,162	27,952	24,740
Unvested restricted common stock	(283)	(360)	(283)	(360)
Weighted average common shares outstanding-basic	<u>27,696</u>	<u>24,802</u>	<u>27,669</u>	<u>24,380</u>
<b>Diluted:</b>				
Weighted average common shares outstanding-basic	27,696	24,802	27,669	24,380
Effect of dilutive securities: **				
Stock options and warrants	629	685	621	-
Stockholder litigation	310	3,068	310	-
Convertible notes	6,733	6,827	6,736	-
Restricted stock-based compensation	239	267	238	-
Weighted average shares and assumed conversions-diluted	<u>35,607</u>	<u>35,649</u>	<u>35,574</u>	<u>24,380</u>
<b>Basic earnings (loss) per share:</b>				
Income (loss) from continuing operations before extraordinary charge and cumulative effect of accounting change	\$ 1.37	\$ 1.00	\$ 3.17	\$ (0.08)
Income from discontinued operations, net of taxes	-	0.05	0.02	0.31
Extraordinary charge	-	-	(1.33)	-
Cumulative effect of accounting change	-	-	(2.90)	-
Net income (loss) available to common stockholders	<u>\$ 1.37</u>	<u>\$ 1.05</u>	<u>\$ (1.04)</u>	<u>\$ 0.23</u>
<b>Diluted earnings (loss) per share:</b>				
Income (loss) from continuing operations before extraordinary charge and cumulative effect of accounting change	\$ 1.14	\$ 0.76	\$ 2.75	\$ (0.08)
Income from discontinued operations, net of taxes	-	0.04	0.02	0.31
Extraordinary charge	-	-	(1.03)	-
Cumulative effect of accounting change	-	-	(2.26)	-
Diluted net income (loss) available to common stockholders	<u>\$ 1.14</u>	<u>\$ 0.80</u>	<u>\$ (0.52)</u>	<u>\$ 0.23</u>
* For the twelve month period in 2001, \$10,653 is not presented, as the effect is anti-dilutive.				
** Although amounts are not included for the periods presented, as the effects are anti-dilutive, additional shares would have been as follows, if dilutive:				
Stock options and warrants using the treasury stock method	-	-	-	371
Stockholder litigation	-	-	-	3,402
Convertible notes using the if-converted method	-	-	-	6,827
Restricted stock-based compensation using the treasury stock method	-	-	-	239
	<u>-</u>	<u>-</u>	<u>-</u>	<u>10,839</u>

## SELECTED FINANCIAL INFORMATION

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

	December 31, 2002	September 30, 2002	June 30, 2002	March 31, 2002	December 31, 2001
<b>BALANCE SHEET:</b>					
Property and equipment	\$ 1,738,650	\$ 1,733,139	\$ 1,728,842	\$ 1,732,853	\$ 1,707,028
Accumulated depreciation and amortization	(186,385)	(173,772)	(160,553)	(148,444)	(133,876)
Property and equipment, net	<u>\$ 1,552,265</u>	<u>\$ 1,559,367</u>	<u>\$ 1,568,289</u>	<u>\$ 1,584,409</u>	<u>\$ 1,573,152</u>
Assets held for sale	\$ -	\$ 836	\$ 836	\$ 1,758	\$ 22,312
Total assets	\$ 1,874,071	\$ 1,890,023	\$ 1,868,715	\$ 1,903,240	\$ 1,971,280
Maintenance capital expenditures for the quarter ended	\$ 3,428	\$ 2,132	\$ 2,792	\$ 3,902	\$ 3,284
Total debt	\$ 955,959	\$ 960,973	\$ 966,161	\$ 960,287	\$ 963,600
Equity book value	\$ 733,998	\$ 692,178	\$ 677,573	\$ 705,790	\$ 747,161
<b>LIQUIDITY:</b>					
Cash and cash equivalents	\$ 65,406	\$ 101,832	\$ 65,785	\$ 52,257	\$ 46,307
Availability under revolving credit facility	\$ 57,969	\$ 60,175	\$ 61,175	\$ 50,000	\$ 50,000
<b>CAPITALIZATION:</b>					
Common shares outstanding	27,986	27,989	27,990	27,978	27,920
Common share price at end of period	\$ 17.15	\$ 14.05	\$ 17.30	\$ 13.00	\$ 18.56
Market value of common equity at end of period	<u>\$ 479,960</u>	<u>\$ 393,245</u>	<u>\$ 484,227</u>	<u>\$ 363,714</u>	<u>\$ 518,195</u>
Preferred shares outstanding - Series A	4,300	4,300	4,300	4,300	4,300
Preferred share price at end of period - Series A	\$ 21.50	\$ 20.25	\$ 20.30	\$ 17.30	\$ 18.60
Market value of preferred equity at end of period - Series A	<u>\$ 92,450</u>	<u>\$ 87,075</u>	<u>\$ 87,290</u>	<u>\$ 74,390</u>	<u>\$ 79,980</u>
Preferred shares outstanding - Series B	4,408	4,282	4,160	4,064	3,948
Preferred share price at end of period - Series B	\$ 25.00	\$ 23.23	\$ 23.63	\$ 19.60	\$ 19.65
Market value of preferred equity at end of period - Series B	<u>\$ 110,200</u>	<u>\$ 99,471</u>	<u>\$ 98,301</u>	<u>\$ 79,654</u>	<u>\$ 77,578</u>
Total equity market capitalization	<u>\$ 682,610</u>	<u>\$ 579,791</u>	<u>\$ 669,818</u>	<u>\$ 517,758</u>	<u>\$ 675,753</u>
Total market capitalization (market value of equity plus debt)	<u><u>\$ 1,638,569</u></u>	<u><u>\$ 1,540,764</u></u>	<u><u>\$ 1,635,979</u></u>	<u><u>\$ 1,478,045</u></u>	<u><u>\$ 1,639,353</u></u>
<b>EBITDA</b>	\$ 45,266	\$ 48,136	\$ 46,617	\$ 45,073	\$ 47,260
<b>ADJUSTED FREE CASH FLOW</b>	\$ 23,082	\$ 27,251	\$ 18,463	\$ 16,442	\$ 18,328
<b>ADJUSTED FREE CASH FLOW PER SHARE:</b>					
Basic adjusted free cash flow per share	<u>\$ 0.83</u>	<u>\$ 0.98</u>	<u>\$ 0.67</u>	<u>\$ 0.59</u>	<u>\$ 0.74</u>
Diluted adjusted free cash flow per share	<u><u>\$ 0.72</u></u>	<u><u>\$ 0.84</u></u>	<u><u>\$ 0.59</u></u>	<u><u>\$ 0.53</u></u>	<u><u>\$ 0.59</u></u>

## SELECTED FINANCIAL INFORMATION

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

	For the Three Months Ended December 31,		For the Year Ended December 31,	
	2002	2001	2002	2001
Number of days per period	92	92	365	365
<b>ALL FACILITIES:</b>				
Average available beds	58,206	58,708	58,487	58,855
Average compensated occupancy	91.2%	87.6%	89.6%	88.4%
Total compensated man-days	4,885,806	4,732,474	19,121,088	18,995,016
Revenue per compensated man-day	\$ 49.85	\$ 48.76	\$ 49.32	\$ 48.11
Operating expenses per compensated man-day:				
Fixed expense	27.40	27.68	27.72	27.28
Variable expense	10.60	9.88	10.30	9.82
Total	38.00	37.56	38.02	37.10
Operating margin per compensated man-day	\$ 11.85	\$ 11.20	\$ 11.30	\$ 11.01
Operating margin rate	23.8%	23.0%	22.9%	22.9%
<b>DEPRECIATION AND AMORTIZATION:</b>				
Depreciation expense	13,612	13,011	53,508	51,787
Amortization of goodwill	-	1,887	-	7,551
Amortization of other intangible assets	81	490	446	2,478
Amortization of negative contract values	(140)	(1,552)	(2,076)	(8,537)
Depreciation and amortization	\$ 13,553	\$ 13,836	\$ 51,878	\$ 53,279
<b>ADJUSTED FREE CASH FLOW:</b>				
Pre-tax income (loss) available to common stockholders	\$ 7,855	\$ 24,198	\$ (92,159)	\$ 2,312
Extraordinary charge	-	-	36,670	-
Cumulative effect of accounting change	-	-	80,276	-
Income taxes paid	(141)	(482)	(4,251)	(3,014)
Depreciation and amortization	13,553	13,836	51,878	53,279
Depreciation and amortization for discontinued operations	-	211	2,509	856
Income tax expense for discontinued operations	-	1,401	600	4,494
Amortization of debt costs and other non-cash interest	1,380	5,988	11,816	23,114
Change in fair value of derivative instruments	628	(26,499)	(2,206)	(14,554)
Series B preferred stock dividends satisfied with series B preferred stock*	3,235	2,959	12,359	11,424
Maintenance capital expenditures	(3,428)	(3,284)	(12,254)	(6,435)
Adjusted free cash flow*	\$ 23,082	\$ 18,328	\$ 85,238	\$ 71,476
*Pro forma for cash dividend on series B preferred stock	\$ 19,847	\$ 15,369	\$ 72,879	\$ 60,052
<b>ADJUSTED FREE CASH FLOW PER SHARE:</b>				
Basic	\$ 0.83	\$ 0.74	\$ 3.08	\$ 2.93
Diluted	\$ 0.72	\$ 0.59	\$ 2.68	\$ 2.33
Basic--pro forma for cash dividend on series B preferred stock	\$ 0.72	\$ 0.62	\$ 2.63	\$ 2.46
Diluted--pro forma for cash dividend on series B preferred stock	\$ 0.63	\$ 0.50	\$ 2.34	\$ 1.97



## SELECTED FINANCIAL INFORMATION

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

	For the Three Months Ended December 31,		For the Year Ended December 31,	
	2002	2001	2002	2001
<b>MANAGED ONLY FACILITIES:</b>				
Management revenue	\$ 76,613	\$ 74,713	\$ 304,003	\$ 294,226
Operating expenses:				
Fixed expense	45,273	45,402	183,413	181,377
Variable expense	16,952	15,076	64,330	59,038
Total	<u>62,225</u>	<u>60,478</u>	<u>247,743</u>	<u>240,415</u>
Contribution	<u>\$ 14,388</u>	<u>\$ 14,235</u>	<u>\$ 56,260</u>	<u>\$ 53,811</u>
Average available beds	<u>19,372</u>	<u>20,388</u>	<u>20,038</u>	<u>20,518</u>
Average compensated occupancy	<u>102.3%</u>	<u>99.4%</u>	<u>101.4%</u>	<u>99.4%</u>
Total compensated man-days	<u>1,824,041</u>	<u>1,864,732</u>	<u>7,418,564</u>	<u>7,441,732</u>
Revenue per compensated man-day	\$ 42.00	\$ 40.07	\$ 40.98	\$ 39.54
Operating expenses per compensated man-day:				
Fixed expense	24.82	24.35	24.72	24.37
Variable expense	9.29	8.08	8.67	7.93
Total	<u>34.11</u>	<u>32.43</u>	<u>33.40</u>	<u>32.31</u>
Operating margin per compensated man-day	<u>\$ 7.89</u>	<u>\$ 7.63</u>	<u>\$ 7.58</u>	<u>\$ 7.23</u>
Operating margin rate	<u>18.8%</u>	<u>19.1%</u>	<u>18.5%</u>	<u>18.3%</u>
 <b>OWNED AND MANAGED FACILITIES:</b>				
Management revenue	\$ 166,923	\$ 156,032	\$ 639,105	\$ 619,652
Operating expenses:				
Fixed expense	88,579	85,575	346,671	336,853
Variable expense	34,845	31,676	132,665	127,539
Total	<u>123,424</u>	<u>117,251</u>	<u>479,336</u>	<u>464,392</u>
Contribution	<u>\$ 43,499</u>	<u>\$ 38,781</u>	<u>\$ 159,769</u>	<u>\$ 155,260</u>
Average available beds	<u>38,834</u>	<u>38,320</u>	<u>38,449</u>	<u>38,337</u>
Average compensated occupancy	<u>85.7%</u>	<u>81.3%</u>	<u>83.4%</u>	<u>82.6%</u>
Total compensated man-days	<u>3,061,765</u>	<u>2,867,742</u>	<u>11,702,524</u>	<u>11,553,284</u>
Revenue per compensated man-day	\$ 54.52	\$ 54.41	\$ 54.61	\$ 53.63
Operating expenses per compensated man-day:				
Fixed	28.93	29.84	29.62	29.16
Variable	11.38	11.05	11.34	11.04
Total	<u>40.31</u>	<u>40.89</u>	<u>40.96</u>	<u>40.20</u>
Operating margin per compensated man-day	<u>\$ 14.21</u>	<u>\$ 13.52</u>	<u>\$ 13.65</u>	<u>\$ 13.44</u>
Operating margin rate	<u>26.1%</u>	<u>24.9%</u>	<u>25.0%</u>	<u>25.1%</u>

## SELECTED FINANCIAL INFORMATION

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

### As Adjusted for Discontinued Operations

	For the Three Months Ended			
	March 31, 2002	June 30, 2002	September 30, 2002	December 31, 2002
Number of days per period	90	91	92	92
<b>ALL FACILITIES:</b>				
Average available beds	58,708	58,520	58,520	58,206
Average compensated occupancy	87.4%	89.0%	90.6%	91.2%
Total compensated man-days	4,616,481	4,739,267	4,879,534	4,885,806
Revenue per compensated man-day	\$ 48.90	\$ 49.19	\$ 49.33	\$ 49.85
Operating expenses per compensated man-day:				
Fixed expense	28.45	27.75	27.33	27.40
Variable expense	9.76	10.26	10.56	10.60
Total	38.21	38.01	37.89	38.00
Operating margin per compensated man-day	\$ 10.69	\$ 11.18	\$ 11.44	\$ 11.85
Operating margin rate	21.9%	22.7%	23.2%	23.8%
<b>MANAGED ONLY FACILITIES:</b>				
Management revenue	\$ 73,442	\$ 75,133	\$ 78,815	\$ 76,613
Operating expenses:				
Fixed expense	46,337	45,727	46,076	45,273
Variable expense	14,555	15,985	16,838	16,952
Total	60,892	61,712	62,914	62,225
Contribution	\$ 12,550	\$ 13,421	\$ 15,901	\$ 14,388
Average available beds	20,388	20,200	20,200	19,372
Average compensated occupancy	99.8%	101.3%	102.2%	102.3%
Total compensated man-days	1,831,838	1,862,805	1,899,880	1,824,041
Revenue per compensated man-day	\$ 40.09	\$ 40.33	\$ 41.48	\$ 42.00
Operating expenses per compensated man-day:				
Fixed expense	25.30	24.55	24.25	24.82
Variable expense	7.95	8.58	8.86	9.29
Total	33.24	33.13	33.11	34.11
Operating margin per compensated man-day	\$ 6.85	\$ 7.20	\$ 8.37	\$ 7.89
Operating margin rate	17.1%	17.9%	20.2%	18.8%

## SELECTED FINANCIAL INFORMATION

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

### As Adjusted for Discontinued Operations

	For the Three Months Ended			
	March 31, 2002	June 30, 2002	September 30, 2002	December 31, 2002
<b>OWNED AND MANAGED FACILITIES:</b>				
Management revenue	\$ 152,285	\$ 158,009	\$ 161,888	\$ 166,923
Operating expenses:				
Fixed expense	85,000	85,810	87,282	88,579
Variable expense	30,513	32,637	34,670	34,845
Total	115,513	118,447	121,952	123,424
Contribution	\$ 36,772	\$ 39,562	\$ 39,936	\$ 43,499
Average available beds	38,320	38,320	38,320	38,834
Average compensated occupancy	80.7%	82.5%	84.5%	85.7%
Total compensated man-days	2,784,643	2,876,462	2,979,654	3,061,765
Revenue per compensated man-day	\$ 54.69	\$ 54.93	\$ 54.33	\$ 54.52
Operating expenses per compensated man-day:				
Fixed	30.52	29.83	29.29	28.93
Variable	10.96	11.35	11.64	11.38
Total	41.48	41.18	40.93	40.31
Operating margin per compensated man-day	\$ 13.21	\$ 13.75	\$ 13.40	\$ 14.21
Operating margin rate	24.1%	25.0%	24.7%	26.1%

**ANALYSIS OF OUTSTANDING DEBT AND PREFERRED STOCK**

(Unaudited and amounts in thousands)

	<u>Outstanding Balance 12/31/2001</u>	<u>Outstanding Balance 12/31/2002</u>	<u>Stated Interest Rate</u>	<u>Effective Interest Rate</u> <sup>1)</sup>	<u>Maturity Date</u>	<u>Callable/ Redeemable</u>
<b>Fixed Rate:</b>						
\$100.0 Million Senior Notes	\$ 100,000	\$ 10,795	12.00%	12.79%	June 2006	
\$250.0 Million Senior Notes	-	250,000	9.875%	10.43%	May 2009	Prior to May 1, 2005, 35% redeemable at 109.875% with proceeds from equity offerings; on or after May 1, 2006, 100% redeemable at various premium prices until May 1, 2008 at par
\$40.0 Million Convertible Notes	40,000	40,000	10.00%	10.13%	December 2008	Redeemable on or after January 1, 2005 at 100% of par
\$1.1 Million Convertible PIK Note	1,114	-				
\$30.0 Million Convertible Notes	30,000	30,000	8.00%	8.17%	February 2005	Beginning March 1, 2004, may force conversion if the common stock price is greater than \$16.02
Other Debt	580	651	Various	Various	Various	
Total Fixed Rate Debt	<u>171,694</u>	<u>331,446</u>				
<b>Floating Rate:</b>						
Lehman Credit Facility:						
Term, net	791,906	-				
Term A	-	63,750			March 31, 2006	
Term B	-	560,763			March 31, 2008	
	<u>791,906</u>	<u>624,513</u>	5.13%	5.37%		
\$75.0 Million Revolver	-	-	None	None	March 31, 2006	
Total Floating Rate Debt	<u>791,906</u>	<u>624,513</u>				
Grand Total Debt	<u>\$ 963,600</u>	<u>\$ 955,959</u>	6.88%	7.20%	5.34 Years	<sup>5)</sup>

<sup>1)</sup> Includes amortization of debt issuance costs.

<sup>2)</sup> Does not include contingent interest sufficient to permit the bond holders to receive a 15.5% rate of return from inception. As of December 31, 2002, accrued contingent interest totaled \$12.6 million.

<sup>3)</sup> Upon the completion of a comprehensive refinancing on May 3, 2002, the balance floats at LIBOR + 3.50%. In connection with the comprehensive refinancing, the Company entered into an interest rate cap that caps LIBOR at 5.0% on outstanding balances of \$200.0 million through May 20, 2004.

<sup>4)</sup> As of December 31, 2002, the Company had outstanding letters of credit totaling \$17.0 million, reducing the available borrowing capacity to \$58.0 million.

<sup>5)</sup> Represents the weighted average debt maturity in years.

**Debt Maturity Schedule:**

<u>Year</u>	<u>Total Debt Maturing</u>	<u>% of Debt Maturing</u>	<u>% of Debt Maturing</u>
2003	\$ 23,054	2.41%	2.41%
2004	26,068	2.73%	5.14%
2005	56,834	5.95%	11.08%
2006	21,841	2.28%	13.37%
2007	377,138	39.45%	52.82%
Thereafter	451,024	47.18%	100.00%
	<u>\$ 955,959</u>	<u>100.00%</u>	

	<u>Dividend Rate</u>	<u>Yield at 12/31/2002</u>	
<b>Preferred Stock:</b>			
Series A Preferred Stock	8.0% cash	9.30%	Redeemable at any time on or after January 30, 2003 at \$25 per share plus dividends accrued and unpaid at the redemption date
Series B Preferred Stock	12.0% PIK through Q3 2003 and cash	11.74%	Redeemable at \$24.46 at any time after six months following the later of (i) three years after the date of issuance in 2000 or (ii) the 91st day following the redemption of the 12% Senior Notes

**SELECTED OPERATING RATIOS**

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

	For the Three Months Ended December 31,		For the Year Ended December 31,	
	2002	2001	2002	2001
<b><u>COVERAGE RATIOS:</u></b>				
Interest coverage ratio (EBITDA/Interest incurred) (x)	2.5	2.0	2.3	1.7
Debt service coverage ratio (EBITDA/(Interest incurred + Scheduled principal pmts)) (x)	2.0	1.8	1.9	1.6
Fixed charge coverage ratio (EBITDA/(Interest incurred + Scheduled prin pmts + Pfd dist.)) (x)	1.6	1.5	1.6	1.4
Senior debt coverage ratio (Senior debt/Annualized EBITDA) (x)	4.9	4.7	4.8	4.6
Total debt coverage ratio (Total debt/Annualized EBITDA) (x)	5.3	5.1	5.2	5.0
Accounts receivable turnover (Annualized revenues/Accounts receivable) (x)	7.3	6.5	7.0	6.5
<b><u>DEBT/EQUITY RATIOS:</u></b>				
Total debt/Total market capitalization	58.3%	58.8%	58.3%	58.8%
Total debt/Equity market capitalization	140.0%	142.6%	140.0%	142.6%
Total debt/Book equity capitalization	130.2%	129.0%	130.2%	129.0%
Total debt/Gross book value of real estate assets	54.4%	55.1%	54.4%	55.1%
<b><u>RETURN ON INVESTMENT RATIOS:</u></b>				
Annualized return on operating real estate investments (Annualized EBITDA/Average operating real estate investments (undepreciated book value)*)	10.3%	10.7%	10.6%	10.6%
Annualized return on total assets (Annualized EBITDA/Average total assets (undepreciated book value)*)	8.8%	8.9%	8.9%	8.8%
<b><u>OVERHEAD RATIOS:</u></b>				
Annualized general & administrative expenses/Average total assets (undepreciated book value)*	2.6%	1.7%	1.8%	1.6%
General & administrative expenses/Total revenues	5.3%	3.9%	3.8%	3.7%
<b><u>INTEREST EXPENSE, NET</u></b>				
Interest income from continuing operations	\$ (1,038)	\$ (1,174)	\$ (4,431)	\$ (7,474)
Interest incurred	17,759	24,186	80,093	110,602
Amortization of debt costs and other non-cash interest	1,380	5,988	11,816	23,114
Capitalized interest	-	-	-	-
Interest expense, net	<u>\$ 18,101</u>	<u>\$ 29,000</u>	<u>\$ 87,478</u>	<u>\$ 126,242</u>
<b><u>EBITDA CALCULATION:</u></b>				
Operating income	\$ 31,882	\$ 30,615	\$ 129,979	\$ 127,038
Depreciation and amortization	13,553	13,836	51,878	53,279
Discontinued operations, net of taxes	51	1,309	681	7,637
Depreciation and amortization for discontinued operations	-	211	2,509	856
Income tax expense for discontinued operations	-	1,401	600	4,494
Interest income for discontinued operations	(220)	(112)	(575)	(602)
Loss on disposal of assets for discontinued operations	-	-	20	-
EBITDA	<u>\$ 45,266</u>	<u>\$ 47,260</u>	<u>\$ 185,092</u>	<u>\$ 192,702</u>

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

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 12/31/02</u>
<b>Owned and Managed Facilities:</b>								
Central Arizona Detention Center Florence, Arizona	1994, 1998	USMS	2,304	Multi	Detention	May-03	-	129.45%
Eloy Detention Center Eloy, Arizona	1995, 1996	BOP, INS	1,500	Medium	Detention	Feb-03	(6) 1 year	92.81%
Florence Correctional Center Florence, Arizona	1999	State of Alaska	1,600	Medium	Correctional	Jun-03	-	75.78%
California Correctional Center California City, California	1999	BOP	2,304	Medium	Correctional	Sep-03	(7) 1 year	113.05%
San Diego Correctional Facility (E) San Diego, California	1999, 2000	INS	1,232	Minimum/ Medium	Detention	Dec-03	(1) 1 year	83.23%
Bent County Correctional Facility Las Animas, Colorado	1992, 1997	State of Colorado	700	Medium	Correctional	Jun-03	(1) 1 year	88.08%
Huerfano County Correctional Center (F) Walsenburg, Colorado	1997	State of Colorado	752	Medium	Correctional	Jun-03	(1) 1 year	84.62%
Kit Carson Correctional Center Burlington, Colorado	1998	State of Colorado	768	Medium	Correctional	Jun-03	(1) 1 year	83.97%
Coffee Correctional Facility (G) Nicholls, Georgia	1998, 1999	State of Georgia	1,524	Medium	Correctional	Jun-03	(16) 1 year	97.84%
McRae Correctional Facility McRae, Georgia	2002	BOP	1,524	Medium	Correctional	Dec-05	(7) 1 year	95.00%
Wheeler Correctional Facility (G) Alamo, Georgia	1998, 1999	State of Georgia	1,524	Medium	Correctional	Jun-03	(16) 1 year	97.96%
Leavenworth Detention Center Leavenworth, Kansas	1992, 2000	USMS	483	Maximum	Detention	Dec-03	-	113.44%
Lee Adjustment Center Beattyville, Kentucky	1990	State of Kentucky	748	Minimum/ Medium	Correctional	May-03	(3) 2 year	69.34%

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 12/31/02</u>
Marion Adjustment Center St. Mary, Kentucky	1955, 1988	State of Kentucky	790	Minimum	Correctional	Dec-03	-	72.46%
Otter Creek Correctional Center Wheelwright, Kentucky	1993	State of Indiana	656	Minimum/ Medium	Correctional	Jan-03	-	99.89%
Prairie Correctional Facility Appleton, Minnesota	1991	State of Wisconsin	1,338	Medium	Correctional	Dec-05	(2) 1 year	97.99%
Tallahatchie County Correctional Facility (H) Tutweiler, Mississippi	2000	Tallahatchie County, MS	1,104	Medium	Correctional	May-03	3 year indefinite	3.31%
Crossroads Correctional Center (I) Shelby, Montana	1999	State of Montana	512	Multi	Correctional	Aug-03	(8) 2 year	70.24%
Cibola County Corrections Center Milan, New Mexico	1994, 1999	BOP	1,072	Medium	Correctional	Sep-03	(7) 1 year	102.46%
New Mexico Women's Correctional Facility Grants, New Mexico	1989, 2000	State of New Mexico	596	Multi	Correctional	Jun-03	(2) 1 year	88.94%
Torrance County Detention Facility Estancia, New Mexico	1990, 1997	USMS	910	Multi	Detention	Indefinite	-	91.21%
Northeast Ohio Correctional Center (J) Youngstown, Ohio	1997	-	2,016	Medium	Correctional	-	-	0.00%
Cimarron Correctional Facility (K) Cushing, Oklahoma	1997	State of Oklahoma	960	Medium	Correctional	Jun-03	-	96.77%
Davis Correctional Facility (K) Holdenville, Oklahoma	1996	State of Oklahoma	960	Medium	Correctional	Jun-03	-	96.12%
Diamondback Correctional Facility Watonga, Oklahoma	1998, 2000	State of Oklahoma	2,160	Medium	Correctional	Jun-03	-	67.08%
North Fork Correctional Facility Sayre, Oklahoma	1998	State of Wisconsin	1,440	Medium	Correctional	Dec-05	(2) 1 year	100.30%

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 12/31/02</u>
West Tennessee Detention Facility Mason, Tennessee	1990, 1996	USMS	600	Multi	Detention	Feb-04	(3) 1 year	56.93%
Shelby Training Center (L) Memphis, Tennessee	1986, 1995	Shelby County, TN	200	Secure	Juvenile	Apr-15	-	98.26%
Whiteville Correctional Facility (M) Whiteville, Tennessee	1998	State of Wisconsin	1,536	Medium	Correctional	Dec-05	(2) 1 year	63.08%
Bridgeport Pre-Parole Transfer Facility Bridgeport, Texas	1989	State of Texas	200	Medium	Correctional	Aug-03	-	99.42%
Eden Detention Center Eden, Texas	1990	BOP	1,225	Medium	Correctional	Apr-04	-	102.63%
Houston Processing Center Houston, Texas	1984	INS	411	Medium	Detention	Sep-03	-	123.72%
Laredo Processing Center Laredo, Texas	1985, 1990	INS	258	Minimum/ Medium	Detention	Mar-03	-	149.98%
Webb County Detention Center Laredo, Texas	1998	USMS	480	Medium	Detention	Aug-03	-	114.64%
Mineral Wells Pre-Parole Transfer Facility Mineral Wells, Texas	1995	State of Texas	2,103	Minimum	Correctional	Aug-03	-	97.86%
T. Don Hutto Correctional Center Taylor, Texas	1997	State of Texas	480	Medium	Correctional	Feb-03	(1) 2 year	44.62%
D.C. Correctional Treatment Facility (N) Washington D.C.	1992	District of Columbia	866	Medium	Detention	Mar-17	-	92.57%
Total design capacity for Owned and Managed Facilities (37 Owned and Managed Facilities)			<u>39,836</u>					
<b>Managed Only Facilities:</b>								
Bay Correctional Facility Panama City, Florida	N/A	State of Florida	750	Medium	Correctional	Jun-03	(1) 2 year	99.36%
Bay County Jail and Annex Panama City, Florida	N/A	Bay County, FL	677	Multi	Detention	Sep-06	-	149.69%
Citrus County Detention Facility Lecanto, Florida	N/A	Citrus County, FL	400	Multi	Detention	Sep-05	(1) 5 year	97.51%



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 12/31/02</u>
Gadsden Correctional Institution Quincy, Florida	N/A	State of Florida	896	Minimum/ Medium	Correctional	Jun-03	-	99.47%
Hernando County Jail Brooksville, Florida	N/A	Hernando County, FL	302	Multi	Detention	Oct-10	-	118.36%
Lake City Correctional Facility Lake City, Florida	N/A	State of Florida	350	Secure	Correctional	Jun-03	(1) 2 year	99.52%
Okeechobee Juvenile Offender (O) Correctional Center Okeechobee, Florida	N/A	State of Florida	96	Secure	Juvenile	Dec-02	-	100.00%
Idaho Correctional Center Boise, Idaho	N/A	State of Idaho	1,270	Minimum/ Medium	Correctional	Jun-05	-	100.32%
Marion County Jail Indianapolis, Indiana	N/A	Marion County, IN	670	Multi	Detention	Nov-04	-	121.79%
Winn Correctional Center Winnfield, Louisiana	N/A	State of Louisiana	1,538	Medium/ Maximum	Correctional	Mar-03	(1) 2 year	95.02%
Wilkinson County Correctional Facility Woodville, Mississippi	N/A	State of Mississippi	1,000	Medium	Correctional	Jan-04	(1) 2 year	98.86%
Southern Nevada Women's Correctional Center Las Vegas, Nevada	N/A	State of Nevada	500	Multi	Correctional	Oct-04	3 year indefinite	86.54%
Elizabeth Detention Center Elizabeth, New Jersey	N/A	INS	300	Minimum	Detention	Jan-04	(1) 1 year	80.08%

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 12/31/02</u>
David L. Moss Criminal Justice Center Tulsa, Oklahoma	N/A	Tulsa County, OK	1,440	Multi	Detention	Jun-05	(2) 1 year	88.56%
Silverdale Facilities Chattanooga, Tennessee	N/A	Hamilton County, TN	576	Multi	Detention	Sep-04	(3) 4 year	114.84%
South Central Correctional Center Clifton, Tennessee	N/A	State of Tennessee	1,506	Medium	Correctional	Jun-05	(1) 2 year	109.59%
Tall Trees Memphis, Tennessee	N/A	State of Tennessee	63	Non-secure	Juvenile	Jun-03	-	84.82%
Metro-Davidson County Detention Facility Nashville, Tennessee	N/A	Davidson County, TN	1,092	Multi	Detention	Jun-03	-	112.80%
Hardeman County Correctional Facility Whiteville, Tennessee	N/A	State of Tennessee	2,016	Medium	Correctional	Jul-05	(1) 2 year	98.47%
Bartlett State Jail Bartlett, Texas	N/A	State of Texas	962	Minimum/ Medium	Correctional	Aug-03	-	101.93%
Liberty County Jail/Juvenile Center Liberty, Texas	N/A	USMS	380	Multi	Detention	Jan-05	(2) 1 year	92.08%

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 12/31/02</u>
Sanders Estes Unit Venus, Texas	N/A	State of Texas	1,000	Minimum/ Medium	Correctional	Aug-03	-	99.67%
Lawrenceville Correctional Center Lawrenceville, Virginia	N/A	Commonwealth of Virginia	1,500	Medium	Correctional	Mar-03	-	105.01%
Total design capacity for Managed Only Facilities (23 Managed Only Facilities)			<u>19,284</u>					
<b>Total design capacity for All Facilities</b>			<u>59,120</u>					
<b>Leased Facilities:</b>								
Leo Chesney Correctional Center Live Oak, California	1989	Cornell Corrections	240	Minimum	Owned/Leased	Jun-03	(3) 1 year	N/A
Queensgate Correctional Facility Cincinnati, Ohio	1906	Hamilton County, OH	850	Medium	Owned/Leased	Feb-04	(3) 1 year	N/A
Community Education Partners (P) Houston, Texas	N/A	Community Education Partners	-	Non-secure	Owned/Leased	Jun-08	(3) 5 year	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. 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 December 31, 2002. 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 renewals options, if applicable, and the remaining term of each option renewal.

(E) The facility is subject to a ground lease with the County of San Diego whereby the initial lease term is 18 years from the commencement of the contract, as defined. The County has the right to buy out all, or designated portions of, the premises at various times prior to the expiration of the term at a price generally equal to the cost of the premises, or the designated portion of the premises, less an allowance for the amortization over a 20-year period. Upon expiration of the lease, ownership of the facility automatically reverts to the County of San Diego.

(F) The facility is subject to a purchase option held by Huerfano County which grants Huerfano County the right to purchase the facility upon an early termination of the contract at a price generally equal to the cost of the facility plus 80% of the percentage increase in the Consumer Price Index, cumulated annually.

(G) 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 or fair market value at any time during the term of the contract between us and the GDOC.

(H) 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 over a 20-year period. This facility is substantially vacant.

(I) The State of Montana has an option to purchase the facility at fair market value generally at any time during the term of the contract with us.

(J) All inmates were transferred out of this facility during 2001 due to a new law that mandated that the BOP assume jurisdiction of all D.C. offenders under the custody of the BOP by the end of 2001.

(K) 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.

(L) Upon conclusion of the thirty-year lease with Shelby County, Tennessee, the facility will become the property of Shelby County. Prior to such time, if the County terminates the lease without cause, or breaches the lease or the State fails to fund the contract, we may purchase the property for \$150,000. If we terminate the lease without cause, or breach the contract, we will be required to purchase the property for its fair market value as agreed to by the County and us.

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

(N) 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, ownership of the facility automatically reverts to the District of Columbia.

(O) The State of Florida has agreed to a short-term extension of up to six months to the contract to manage this facility. However, upon expiration of the short-term extension, we will cease management of this facility.

(P) The alternative educational facility is currently configured to accommodate 900 at-risk juveniles and may be expanded to accommodate a total of 1,400 at-risk juveniles.

## DIVERSIFICATION OF REVENUE

(Unaudited and amounts in thousands)

<u>Customer</u>	<u>Management Revenue For the Year Ended December 31, 2002</u>	<u>Percent of Management Revenue For the Year Ended December 31, 2002</u>
Bureau of Prisons	\$ 132,641	13.77%
United States Marshals	109,589	11.38%
Immigration and Naturalization Services	66,708	6.93%
Wisconsin	54,037	5.61%
Georgia	50,621	5.26%
Texas	46,184	4.79%
Tennessee	45,980	4.77%
Florida	45,660	4.74%
Oklahoma	41,744	4.33%
Colorado	23,032	2.39%
	<u>\$ 616,196</u>	<u>63.97%</u>
Total Management Revenue, including discontinued operations	<u>\$ 963,286</u>	<u>100.00%</u>

**RESEARCH / ANALYST COVERAGE**Equity Research Coverage:


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BB&T Capital Markets	Barry Stouffer	(615) 340-8283
First Analysis Corporation	James Macdonald	(312) 258-1400
Jefferies & Company, Inc.	Arthur I. Henderson	(615) 963-8341
Lehman Brothers	Jeffery T. Kessler	(212) 526-5162
Morgan Joseph & Co. Inc.	Richard Nelson	(212) 218-3702

Debt Research Coverage:


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Lehman Brothers	Susan Jansen	(212) 526-6470
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Rating Agency Coverage:


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Moody's Investors Service	Philip Kibel	(215) 967-6233
Standard & Poor's	Jean Stout	(212) 438-7865

Credit Ratings:


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	Standard & Poor's	Moody's
Corporate Credit Rating	B+	Not rated
Senior Secured Bank Credit	B+	B1
Senior Unsecured Debt	B-	B2
Preferred Stock	Not rated	Caa1

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