



**CORRECTIONS CORPORATION OF AMERICA**

**Supplemental Financial Information  
For the Quarter Ended December 31, 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 December 31, 2013

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**FINANCIAL HIGHLIGHTS**

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

	For the Three Months Ended December 31,		For the Twelve Months Ended December 31,	
	2013	2012	2013	2012
<b>REVENUE:</b>				
Owned & controlled properties	\$ 354,938	\$ 350,634	\$ 1,390,032	\$ 1,421,447
Managed only properties and other	76,165	77,043	304,265	302,210
Total revenue	<u>431,103</u>	<u>427,677</u>	<u>1,694,297</u>	<u>1,723,657</u>
<b>NET OPERATING INCOME:</b>				
Owned & controlled properties	109,784	123,706	447,535	484,764
Managed only properties and other	4,680	6,985	26,411	21,842
Total net operating income	<u>\$ 114,464</u>	<u>\$ 130,691</u>	<u>\$ 473,946</u>	<u>\$ 506,606</u>
<b>Adjusted Diluted EPS</b>	\$ 0.44	\$ 0.44	\$ 1.92	\$ 1.57
<b>Pro Forma Adjusted Diluted EPS <sup>(1)</sup></b>	\$ 0.44	\$ 0.38	\$ 1.83	\$ 1.38
<b>Normalized FFO Per Share</b>	\$ 0.62	\$ 0.64	\$ 2.65	\$ 2.36
<b>Pro Forma Normalized FFO Per Share <sup>(1)</sup></b>	\$ 0.62	\$ 0.56	\$ 2.53	\$ 2.07
<b>AFFO Per Share</b>	\$ 0.59	\$ 0.61	\$ 2.61	\$ 2.34
<b>Pro Forma AFFO Per Share <sup>(1)</sup></b>	\$ 0.59	\$ 0.54	\$ 2.49	\$ 2.05
<b>Debt Leverage</b>	3.3x	2.5x	3.2x	2.6x
<b>Fixed Charge Coverage Ratio</b>	8.9x	8.7x	8.6x	7.4x

(1) See Note 1 on page 5.

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

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<b>ASSETS</b>	<b>December 31, 2013</b>	<b>September 30, 2013</b>	<b>June 30, 2013</b>	<b>March 31, 2013</b>	<b>December 31, 2012</b>
Cash and cash equivalents	\$ 77,919	\$ 70,223	\$ 37,875	\$ 60,330	\$ 62,897
Accounts receivable, net of allowance	244,957	220,104	233,470	232,863	252,764
Current deferred tax assets	9,241	5,174	5,416	5,360	8,022
Prepaid expenses and other current assets	20,617	27,779	28,969	20,048	27,059
Total current assets	<u>352,734</u>	<u>323,280</u>	<u>305,730</u>	<u>318,601</u>	<u>350,742</u>
Property and equipment, net	2,546,613	2,546,904	2,538,825	2,551,961	2,568,791
Restricted cash	5,589	5,835	5,673	5,023	5,022
Investment in direct financing lease	5,473	5,994	6,500	6,991	7,467
Goodwill	16,110	17,229	11,158	11,988	11,988
Non-current deferred tax assets	3,078	2,959	9,035	5,998	-
Other assets	<u>77,828</u>	<u>65,981</u>	<u>40,239</u>	<u>35,813</u>	<u>30,732</u>
Total assets	<u>\$ 3,007,425</u>	<u>\$ 2,968,182</u>	<u>\$ 2,917,160</u>	<u>\$ 2,936,375</u>	<u>\$ 2,974,742</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Accounts payable and accrued expenses	\$ 253,163	\$ 229,362	\$ 228,101	\$ 216,358	\$ 166,356
Income taxes payable	1,243	964	652	2,352	102
Total current liabilities	<u>254,406</u>	<u>230,326</u>	<u>228,753</u>	<u>218,710</u>	<u>166,458</u>
Long-term debt, net of current portion	1,205,000	1,185,000	1,150,000	1,016,948	1,111,545
Deferred tax liabilities	-	-	-	-	139,526
Other liabilities	<u>45,512</u>	<u>45,908</u>	<u>37,218</u>	<u>38,815</u>	<u>35,593</u>
Total liabilities	<u>1,504,918</u>	<u>1,461,234</u>	<u>1,415,971</u>	<u>1,274,473</u>	<u>1,453,122</u>
Commitments and contingencies					
Common stock - \$0.01 par value	1,159	1,158	1,154	1,011	1,001
Additional paid-in capital	1,725,363	1,721,497	1,711,821	1,159,512	1,146,488
(Accumulated deficit) retained earnings	<u>(224,015)</u>	<u>(215,707)</u>	<u>(211,786)</u>	<u>501,379</u>	<u>374,131</u>
Total stockholders' equity	<u>1,502,507</u>	<u>1,506,948</u>	<u>1,501,189</u>	<u>1,661,902</u>	<u>1,521,620</u>
Total liabilities and stockholders' equity	<u>\$ 3,007,425</u>	<u>\$ 2,968,182</u>	<u>\$ 2,917,160</u>	<u>\$ 2,936,375</u>	<u>\$ 2,974,742</u>

## CONSOLIDATED STATEMENTS OF OPERATIONS

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

	For the Three Months Ended December 31,		For the Twelve Months Ended December 31,	
	2013	2012	2013	2012
<b>REVENUE:</b>				
Owned & controlled properties	\$ 354,938	\$ 350,634	\$ 1,390,032	\$ 1,421,447
Managed only and other	76,165	77,043	304,265	302,210
Total revenue	<u>431,103</u>	<u>427,677</u>	<u>1,694,297</u>	<u>1,723,657</u>
<b>EXPENSES:</b>				
Operating:				
Owned & controlled properties	245,154	226,928	942,497	936,683
Managed only and other	71,485	70,058	277,854	280,368
Total operating expenses	<u>316,639</u>	<u>296,986</u>	<u>1,220,351</u>	<u>1,217,051</u>
General and administrative	23,428	21,985	103,590	88,935
Depreciation and amortization	29,489	28,407	112,692	113,063
Asset impairments	5,528	-	6,513	-
	<u>375,084</u>	<u>347,378</u>	<u>1,443,146</u>	<u>1,419,049</u>
<b>OPERATING INCOME</b>	<u>56,019</u>	<u>80,299</u>	<u>251,151</u>	<u>304,608</u>
<b>OTHER (INCOME) EXPENSE:</b>				
Interest expense, net	10,270	13,022	45,126	58,363
Expenses associated with debt refinancing transactions	-	103	36,528	2,099
Other income	20	37	(100)	(333)
	<u>10,290</u>	<u>13,162</u>	<u>81,554</u>	<u>60,129</u>
<b>INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>	45,729	67,137	169,597	244,479
Income tax (expense) benefit	1,742	(21,879)	134,995	(87,513)
<b>INCOME FROM CONTINUING OPERATIONS</b>	47,471	45,258	304,592	156,966
(Loss) income from discontinued operations, net of taxes	-	150	(3,757)	(205)
<b>NET INCOME</b>	<u>\$ 47,471</u>	<u>\$ 45,408</u>	<u>\$ 300,835</u>	<u>\$ 156,761</u>
<b>BASIC EARNINGS PER SHARE</b>	<u>\$ 0.41</u>	<u>\$ 0.46</u>	<u>\$ 2.74</u>	<u>\$ 1.58</u>
<b>DILUTED EARNINGS PER SHARE</b>	<u>\$ 0.41</u>	<u>\$ 0.45</u>	<u>\$ 2.70</u>	<u>\$ 1.56</u>

**RECONCILIATION OF BASIC TO DILUTED EARNINGS PER SHARE**

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

	<b>For the Three Months Ended December 31,</b>		<b>For the Twelve Months Ended December 31,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Basic:				
Income from continuing operations	\$ 47,471	\$ 45,258	\$ 304,592	\$ 156,966
(Loss) income from discontinued operations, net of taxes	-	150	(3,757)	(205)
Net income	<u>\$ 47,471</u>	<u>\$ 45,408</u>	<u>\$ 300,835</u>	<u>\$ 156,761</u>
Diluted:				
Income from continuing operations	\$ 47,471	\$ 45,258	\$ 304,592	\$ 156,966
(Loss) income from discontinued operations, net of taxes	-	150	(3,757)	(205)
Diluted net income	<u>\$ 47,471</u>	<u>\$ 45,408</u>	<u>\$ 300,835</u>	<u>\$ 156,761</u>
Basic:				
Weighted average common shares outstanding	115,879	100,062	110,024	99,925
Unvested restricted common stock	(395)	(383)	(407)	(380)
Weighted average common shares outstanding-basic	<u>115,484</u>	<u>99,679</u>	<u>109,617</u>	<u>99,545</u>
Diluted:				
Weighted average common shares outstanding-basic	115,484	99,679	109,617	99,545
Effect of dilutive securities:				
Stock options	1,111	1,086	1,279	864
Restricted stock-based compensation	441	334	354	214
Weighted average shares and assumed conversions-diluted	<u>117,036</u>	<u>101,099</u>	<u>111,250</u>	<u>100,623</u>
Basic earnings per share:				
Income from continuing operations	\$ 0.41	\$ 0.46	\$ 2.77	\$ 1.58
(Loss) income from discontinued operations, net of taxes	-	-	(0.03)	-
Net income	<u>\$ 0.41</u>	<u>\$ 0.46</u>	<u>\$ 2.74</u>	<u>\$ 1.58</u>
Diluted earnings per share:				
Income from continuing operations	\$ 0.41	\$ 0.45	\$ 2.73	\$ 1.56
(Loss) income from discontinued operations, net of taxes	-	-	(0.03)	-
Net income	<u>\$ 0.41</u>	<u>\$ 0.45</u>	<u>\$ 2.70</u>	<u>\$ 1.56</u>

**CALCULATION OF ADJUSTED DILUTED EARNINGS PER SHARE**

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

	<b>For the Three Months Ended December 31,</b>		<b>For the Twelve Months Ended December 31,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Net Income	\$ 47,471	\$ 45,408	\$ 300,835	\$ 156,761
Special items:				
Expenses associated with debt refinancing transactions, net	-	65	33,299	1,316
Expenses associated with REIT conversion, net	370	1,468	9,522	2,679
Expenses associated with mergers and acquisitions, net	95	-	713	-
Asset impairments, net	3,840	-	6,736	-
Income tax benefit for reversal of deferred taxes due to REIT conversion	-	(2,891)	(137,686)	(2,891)
Diluted adjusted net income	<u>\$ 51,776</u>	<u>\$ 44,050</u>	<u>\$ 213,419</u>	<u>\$ 157,865</u>
Weighted average common shares outstanding - basic	115,484	99,679	109,617	99,545
Effect of dilutive securities:				
Stock options	1,111	1,086	1,279	864
Restricted stock-based compensation	441	334	354	214
Weighted average shares and assumed conversions - diluted	<u>117,036</u>	<u>101,099</u>	<u>111,250</u>	<u>100,623</u>
Non-GAAP Adjustment <sup>1</sup> :				
Shares issued in Special Dividend	13,876	13,876	13,876	13,876
Weighted average impact	<u>(13,876)</u>	<u>-</u>	<u>(8,592)</u>	<u>-</u>
Pro forma weighted average shares and assumed conversions - diluted	<u>117,036</u>	<u>114,975</u>	<u>116,534</u>	<u>114,499</u>
<b>Adjusted Diluted Earnings Per Share</b>	<u>\$ 0.44</u>	<u>\$ 0.44</u>	<u>\$ 1.92</u>	<u>\$ 1.57</u>
<b>Pro forma Adjusted Diluted Earnings Per Share</b>	<u>\$ 0.44</u>	<u>\$ 0.38</u>	<u>\$ 1.83</u>	<u>\$ 1.38</u>

Note 1: On May 20, 2013, CCA paid a special dividend in connection with its conversion to a REIT. The shareholders were allowed to elect to receive their payment of the special dividend either in all cash, all shares of CCA common stock, or a combination of cash and CCA common stock, except that CCA placed a limit on the aggregate amount of cash payable to the shareholders. Under ASC 505, "Equity" and ASU 2010-01, "Accounting for Distributions to Shareholders with Components of Stock and Cash, a consensus of the FASB Emerging Issues Task Force", a distribution that allows shareholders to elect to receive cash or stock with a potential limitation on the total amount of cash that all shareholders can elect to receive in the aggregate is considered a share issuance that is reflected in per share results prospectively. As such, the stock portion of the special dividend is presented prospectively in basic and diluted per share results and was not presented retroactively for all periods presented as it would, for example, with a stock split or a stock dividend. As a result, CCA believes investors would benefit from seeing the operating performance for the comparable periods accounting for the effect of the special dividend in both periods. Therefore, for comparison purposes, CCA has presented per share results on a pro forma basis as if the shares issued in the special dividend were issued as of the beginning of the periods presented.

**FUNDS FROM OPERATIONS**

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

	For the Three Months Ended December 31,		For the Twelve Months Ended December 31,	
	2013	2012	2013	2012
<b>FUNDS FROM OPERATIONS:</b>				
Net income	\$ 47,471	\$ 45,408	\$ 300,835	\$ 156,761
Depreciation of real estate assets	20,974	20,032	80,990	78,719
Depreciation of real estate assets for discontinued operations	-	116	323	426
Funds From Operations	\$ 68,445	\$ 65,556	\$ 382,148	\$ 235,906
Expenses associated with debt refinancing transactions, net	-	65	33,299	1,316
Expenses associated with REIT conversion, net	370	1,468	9,522	2,679
Expenses associated with mergers and acquisitions, net	95	-	713	-
Asset impairments, net	3,840	-	6,736	-
Income tax benefit for reversal of deferred taxes due to REIT conversion	-	(2,891)	(137,686)	(2,891)
Normalized Funds From Operations	\$ 72,750	\$ 64,198	\$ 294,732	\$ 237,010
Maintenance capital expenditures on real estate assets	(7,890)	(6,428)	(21,005)	(18,643)
Stock-based compensation	3,263	3,202	12,938	12,296
Amortization of debt costs and other non-cash interest	769	1,036	3,509	4,316
Adjusted Funds From Operations	\$ 68,892	\$ 62,008	\$ 290,174	\$ 234,979
<b>NORMALIZED FUNDS FROM OPERATIONS PER SHARE:</b>				
Basic	\$ 0.63	\$ 0.64	\$ 2.69	\$ 2.38
Diluted	\$ 0.62	\$ 0.64	\$ 2.65	\$ 2.36
Pro forma Diluted <sup>(1)</sup>	\$ 0.62	\$ 0.56	\$ 2.53	\$ 2.07
<b>ADJUSTED FUNDS FROM OPERATIONS PER SHARE:</b>				
Basic	\$ 0.60	\$ 0.62	\$ 2.65	\$ 2.36
Diluted	\$ 0.59	\$ 0.61	\$ 2.61	\$ 2.34
Pro forma Diluted <sup>(1)</sup>	\$ 0.59	\$ 0.54	\$ 2.49	\$ 2.05

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.

(1) See Note 1 on page 5.



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

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	<u>December 31, 2013</u>	<u>September 30, 2013</u>	<u>June 30, 2013</u>	<u>March 31, 2013</u>	<u>December 31, 2012</u>
<b>BALANCE SHEET:</b>					
Property and equipment	\$ 3,626,846	\$ 3,622,734	\$ 3,588,675	\$ 3,577,198	\$ 3,567,967
Accumulated depreciation and amortization	(1,080,233)	(1,075,830)	(1,049,850)	(1,025,237)	(999,176)
Property and equipment, net	<u>\$ 2,546,613</u>	<u>\$ 2,546,904</u>	<u>\$ 2,538,825</u>	<u>\$ 2,551,961</u>	<u>\$ 2,568,791</u>
Total assets	\$ 3,007,425	\$ 2,968,182	\$ 2,917,160	\$ 2,936,375	\$ 2,974,742
Maintenance & technology capital expenditures for the quarter ended	\$ 21,336	\$ 10,924	\$ 8,897	\$ 7,150	\$ 13,283
Total debt	\$ 1,205,000	\$ 1,185,000	\$ 1,150,000	\$ 1,016,948	\$ 1,111,545
Equity book value	\$ 1,502,507	\$ 1,506,948	\$ 1,501,189	\$ 1,661,902	\$ 1,521,620
<b>LIQUIDITY:</b>					
Cash and cash equivalents	\$ 77,919	\$ 70,223	\$ 37,875	\$ 60,330	\$ 62,897
Availability under revolving credit facility	\$ 344,957	\$ 364,833	\$ 399,833	\$ 314,333	\$ 103,998
<b>CAPITALIZATION:</b>					
Common shares outstanding	115,923	115,831	115,418	101,102	100,105
Common share price at end of period	\$ 32.07	\$ 34.55	\$ 33.87	\$ 39.07	\$ 35.47
Market value of common equity at end of period	<u>\$ 3,717,651</u>	<u>\$ 4,001,961</u>	<u>\$ 3,909,208</u>	<u>\$ 3,950,055</u>	<u>\$ 3,550,724</u>
Total equity market capitalization	<u>\$ 3,717,651</u>	<u>\$ 4,001,961</u>	<u>\$ 3,909,208</u>	<u>\$ 3,950,055</u>	<u>\$ 3,550,724</u>
Total market capitalization (market value of equity plus debt)	<u>\$ 4,922,651</u>	<u>\$ 5,186,961</u>	<u>\$ 5,059,208</u>	<u>\$ 4,967,003</u>	<u>\$ 4,662,269</u>
Regular Dividends	\$ 55,887	\$ 55,821	\$ 55,644	\$ 53,844	\$ 20,084
Dividends per common share	\$ 0.48	\$ 0.48	\$ 0.48	\$ 0.53	\$ 0.20
Annualized dividend yield	6.0%	5.6%	5.7%	5.4%	2.3%
<b>EBITDA</b>	\$ 85,488	\$ 95,606	\$ 59,378	\$ 86,943	\$ 108,566
<b>ADJUSTED EBITDA</b>	\$ 91,526	\$ 97,295	\$ 97,444	\$ 95,229	\$ 110,995
<b>NORMALIZED FUNDS FROM OPERATIONS</b>	\$ 72,750	\$ 73,958	\$ 77,187	\$ 70,837	\$ 64,198
Basic normalized funds from operations per share	\$ 0.63	\$ 0.64	\$ 0.72	\$ 0.71	\$ 0.64
Diluted normalized funds from operations per share	<u>\$ 0.62</u>	<u>\$ 0.63</u>	<u>\$ 0.71</u>	<u>\$ 0.70</u>	<u>\$ 0.64</u>
<b>FFO PAYOUT RATIO</b>	77.4%	76.2%	67.6%	75.7%	31.3%
<b>ADJUSTED FUNDS FROM OPERATIONS</b>	\$ 68,892	\$ 73,424	\$ 76,903	\$ 70,955	\$ 62,008
Basic adjusted funds from operations per share	\$ 0.60	\$ 0.64	\$ 0.72	\$ 0.71	\$ 0.62
Diluted adjusted funds from operations per share	<u>\$ 0.59</u>	<u>\$ 0.63</u>	<u>\$ 0.71</u>	<u>\$ 0.70</u>	<u>\$ 0.61</u>
<b>AFFO PAYOUT RATIO</b>	81.4%	76.2%	67.6%	75.7%	32.8%

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

	<b>For the Three Months Ended December 31,</b>		<b>For the Twelve Months Ended December 31,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Number of days per period	92	92	365	366
<b>ALL FACILITIES:</b>				
Average available beds	<u>87,380</u>	<u>89,036</u>	<u>88,894</u>	<u>88,646</u>
Average compensated occupancy	<u>84.9%</u>	<u>86.6%</u>	<u>85.2%</u>	<u>87.9%</u>
Total compensated man-days	<u>6,823,061</u>	<u>7,090,267</u>	<u>27,629,699</u>	<u>28,533,648</u>
Revenue per compensated man-day (1)	\$ 60.60	\$ 60.18	\$ 60.57	\$ 60.22
Operating expenses per compensated man-day: (1)				
Fixed expense	31.65	31.26	32.48	31.91
Variable expense	<u>10.78</u>	<u>10.12</u>	<u>10.26</u>	<u>10.13</u>
Total	<u>42.43</u>	<u>41.38</u>	<u>42.74</u>	<u>42.04</u>
Operating income per compensated man-day	\$ 18.17	\$ 18.80	\$ 17.83	\$ 18.18
Operating margin	<u>30.0%</u>	<u>31.2%</u>	<u>29.4%</u>	<u>30.2%</u>
<b>DEPRECIATION AND AMORTIZATION:</b>				
Depreciation expense on real estate	20,974	20,032	80,990	78,719
Other depreciation expense	8,526	8,409	31,799	34,480
Amortization of intangibles	(11)	(34)	(97)	(136)
Depreciation and amortization	<u>\$ 29,489</u>	<u>\$ 28,407</u>	<u>\$ 112,692</u>	<u>\$ 113,063</u>
<b>NET OPERATING INCOME:</b>				
Revenue				
Owned & controlled properties	\$ 354,938	\$ 350,634	\$ 1,390,032	\$ 1,421,447
Managed only and other	<u>76,165</u>	<u>77,043</u>	<u>304,265</u>	<u>302,210</u>
Total revenues	<u>431,103</u>	<u>427,677</u>	<u>1,694,297</u>	<u>1,723,657</u>
Operating Expenses				
Owned & controlled properties	245,154	226,928	942,497	936,683
Managed only and other	<u>71,485</u>	<u>70,058</u>	<u>277,854</u>	<u>280,368</u>
Total operating expenses	<u>316,639</u>	<u>296,986</u>	<u>1,220,351</u>	<u>1,217,051</u>
Facility Net Operating Income				
Owned & controlled properties	109,784	123,706	447,535	484,764
Managed only and other	<u>4,680</u>	<u>6,985</u>	<u>26,411</u>	<u>21,842</u>
Total net operating income	<u>\$ 114,464</u>	<u>\$ 130,691</u>	<u>\$ 473,946</u>	<u>\$ 506,606</u>

(1) Revenue and expenses per man-day exclude revenues (and compensated man-days) earned and expenses incurred during the fourth quarter of 2013 for the Red Rock and Diamondback facilities because of the distorted impact they have on the statistics due to the transition to a new contract at Red Rock and activation in anticipation of a new contract at Diamondback during the quarter.

**SEGMENTED DATA**

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

	<b>For the Three Months Ended December 31,</b>		<b>For the Twelve Months Ended December 31,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
<b>OWNED AND MANAGED FACILITIES:</b>				
Corrections revenue	\$ 337,808	\$ 350,352	\$ 1,372,059	\$ 1,418,783
Operating expenses:				
Fixed expense	172,147	173,408	709,454	716,277
Variable expense	55,944	53,341	215,318	219,403
Total	228,091	226,749	924,772	935,680
Facility net operating income	\$ 109,717	\$ 123,603	\$ 447,287	\$ 483,103
Average available beds	66,074	67,730	67,588	67,340
Average compensated occupancy	81.2%	83.2%	81.6%	85.1%
Total compensated man-days	4,938,053	5,185,950	20,120,004	20,985,383
Revenue per compensated man-day (1)	\$ 68.41	\$ 67.56	\$ 68.19	\$ 67.61
Operating expenses per compensated man-day: (1)				
Fixed	33.87	33.44	35.02	34.13
Variable	11.16	10.29	10.66	10.46
Total	45.03	43.73	45.68	44.59
Operating income per compensated man-day	\$ 23.38	\$ 23.83	\$ 22.51	\$ 23.02
Operating margin	34.2%	35.3%	33.0%	34.0%
<b>MANAGED ONLY FACILITIES:</b>				
Corrections revenue	\$ 75,700	\$ 76,341	\$ 301,454	\$ 299,599
Operating expenses:				
Fixed expense	48,752	48,252	192,817	194,162
Variable expense	18,421	18,420	69,086	69,516
Total	67,173	66,672	261,903	263,678
Facility net operating income	\$ 8,527	\$ 9,669	\$ 39,551	\$ 35,921
Average available beds	21,306	21,306	21,306	21,306
Average compensated occupancy	96.2%	97.2%	96.6%	96.8%
Total compensated man-days	1,885,008	1,904,317	7,509,695	7,548,265
Revenue per compensated man-day	\$ 40.16	\$ 40.09	\$ 40.14	\$ 39.69
Operating expenses per compensated man-day:				
Fixed expense	25.86	25.34	25.68	25.72
Variable expense	9.77	9.67	9.20	9.21
Total	35.63	35.01	34.88	34.93
Operating income per compensated man-day	\$ 4.53	\$ 5.08	\$ 5.26	\$ 4.76
Operating margin	11.3%	12.7%	13.1%	12.0%

(1) Revenue and expenses per man-day exclude revenues (and compensated man-days) earned and expenses incurred during the fourth quarter of 2013 for the Red Rock and Diamondback facilities because of the distorted impact they have on the statistics due to the transition to a new contract at Red Rock and activation in anticipation of a new contract at Diamondback during the quarter.

**ANALYSIS OF OUTSTANDING DEBT**

(Unaudited and amounts in thousands)

	<u>Outstanding Balance 12/31/2012</u>	<u>Outstanding Balance 12/31/2013</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>						
\$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%	4.80%	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%	4.38%	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>530,000</u>	1.96%	2.25%	December 2017	
Grand Total Debt	<u>\$ 1,111,545</u>	<u>\$ 1,205,000</u>	3.33%	3.58%	6.16	<sup>3)</sup>

<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 \$25.0 million of letters of credit outstanding under a sub-facility reducing the available capacity under the revolving credit facility to \$345.0 million as of December 31, 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 December 31, 2013:**

<u>Year</u>	<u>Total Debt Maturing</u>	<u>% of Debt Maturing</u>	<u>% of Debt Maturing</u>
<b>2014</b>	-	0.00%	0.00%
<b>2015</b>	-	0.00%	0.00%
<b>2016</b>	-	0.00%	0.00%
<b>2017</b>	530,000	43.98%	43.98%
<b>2018</b>	-	0.00%	43.98%
<b>Thereafter</b>	<u>675,000</u>	<u>56.02%</u>	100.00%
	<u>\$ 1,205,000</u>	<u>100.00%</u>	

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

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	<b>For the Three Months Ended</b>		<b>For the twelve Months Ended</b>	
	<b>December 31,</b>		<b>December 31,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
<b><u>COVERAGE RATIOS:</u></b>				
Interest coverage ratio (Adjusted EBITDA/Interest incurred) (x)	8.9x	8.7x	8.6x	7.4x
Fixed charge coverage ratio (Adjusted EBITDA/(Interest incurred + Scheduled prin pmts)) (x)	8.9x	8.7x	8.6x	7.4x
Senior debt coverage ratio (Senior debt/Annualized Adjusted EBITDA) (x)	3.3x	2.5x	3.2x	2.6x
Total debt coverage ratio (Total debt/Annualized Adjusted EBITDA) (x)	3.3x	2.5x	3.2x	2.6x
Accounts receivable turnover (Annualized revenues/Accounts receivable) (x)	7.0x	6.8x	6.9x	6.8x
<b><u>DEBT/EQUITY RATIOS:</u></b>				
Total debt/Total market capitalization	24.5%	23.8%	24.5%	23.8%
Total debt/Equity market capitalization	32.4%	31.3%	32.4%	31.3%
Total debt/Book equity capitalization	80.2%	73.1%	80.2%	73.1%
Total debt/Gross book value of real estate assets	33.2%	31.1%	33.2%	31.1%
<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)*)	10.1%	12.4%	10.6%	11.9%
Annualized return on total assets (Annualized Adjusted EBITDA/Average total assets (undepreciated book value)*)	9.0%	11.2%	9.5%	10.7%
<b><u>OVERHEAD RATIOS:</u></b>				
Annualized general & administrative expenses (excl. non-recurring costs)/Average total assets (undepreciated book value)*	2.3%	2.0%	2.3%	2.1%
General & administrative expenses (excluding non-recurring costs)/Total revenues	5.3%	4.6%	5.5%	4.9%
<b><u>INTEREST EXPENSE, NET:</u></b>				
Interest income from continuing operations	\$ (482)	\$ (524)	\$ (1,979)	\$ (2,134)
Interest incurred	10,315	12,730	44,432	57,238
Amortization of debt costs and other non-cash interest	769	1,036	3,509	4,316
Capitalized interest	(332)	(220)	(836)	(1,057)
Interest expense, net	<u>\$ 10,270</u>	<u>\$ 13,022</u>	<u>\$ 45,126</u>	<u>\$ 58,363</u>
<b><u>EBITDA CALCULATION:</u></b>				
Net income	\$ 47,471	\$ 45,408	\$ 300,835	\$ 156,761
Interest expense, net	10,270	13,022	45,126	58,363
Depreciation and amortization	29,489	28,407	112,692	113,063
Income tax expense (benefit)	(1,742)	21,879	(134,995)	87,513
(Income) loss from discontinued operations, net of taxes	-	(150)	3,757	205
EBITDA	<u>85,488</u>	<u>108,566</u>	<u>327,415</u>	<u>415,905</u>
Expenses associated with debt refinancing transactions	-	103	36,528	2,099
Expenses associated with REIT conversion	406	2,326	10,267	4,236
Expenses associated with mergers and acquisitions	104	-	771	-
Asset impairments	5,528	-	6,513	-
ADJUSTED EBITDA	<u>\$ 91,526</u>	<u>\$ 110,995</u>	<u>\$ 381,494</u>	<u>\$ 422,240</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 Twelve Months Ended December 31, 2013</u>	<u>Percent of Revenue For the Twelve Months Ended December 31, 2013</u>
1 United States Marshals	\$ 317,895	18.76%
2 Bureau of Prisons	211,884	12.51%
3 United States Immigration and Customs Enforcement	210,201	12.41%
4 California	204,927	12.10%
5 Georgia	106,280	6.27%
6 Tennessee	87,551	5.17%
7 Florida	77,171	4.55%
8 Colorado	61,823	3.65%
9 Texas	54,884	3.24%
10 Oklahoma	50,593	2.99%
	<u>\$ 1,383,209</u>	<u>81.64%</u>
Total Revenue	<u>\$ 1,694,297</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 12/31/13</b>
<b>Owned and Managed Facilities:</b>								
Central Arizona Detention Center Florence, Arizona	1994, 1998	USMS	2,304	Multi	Detention	Sep-18	(2) 5 year	142.77%
Eloy Detention Center Eloy, Arizona	1995, 1996	ICE	1,500	Medium	Detention	Indefinite	-	99.88%
Florence Correctional Center Florence, Arizona	1999, 2004	USMS	1,824	Multi	Detention	Sep-18	(2) 5 year	124.00%
La Palma Correctional Center Eloy, Arizona	2008	State of California	3,060	Medium	Correctional	Jun-16	Indefinite	100.88%
Red Rock Correctional Center (E) Eloy, Arizona	2006	State of Arizona	1,596	Medium	Correctional	Jan-23	(2) 5 year	3.54%
Saguaro Correctional Facility Eloy, Arizona	2007	State of Hawaii	1,896	Medium	Correctional	Jun-14	(2) 1 year	83.70%
CAI Boston Avenue San Diego, California	1980, 2011	BOP	120	Non-secure	Community Corrections	May-14	(2) 1 year	105.94%
CAI Ocean View San Diego, California	1930, 2011	County of San Diego	483	Non-secure	Community Corrections	Jun-14	(3) 1 year	72.04%
San Diego Correctional Facility (F) San Diego, California	1999, 2000	ICE	1,154	Minimum/ Medium	Detention	Jun-14	(3) 3 year	85.74%
Bent County Correctional Facility Las Animas, Colorado	1992, 1997, 2008	State of Colorado	1,420	Medium	Correctional	Jun-14	(2) 1 year	97.98%
Crowley County Correctional Facility Olney Springs, Colorado	1998, 2004	State of Colorado	1,794	Medium	Correctional	Jun-14	(2) 1 year	74.84%
Huerfano County Correctional Center Walsenburg, Colorado	1997	-	752	Medium	Correctional	-	-	0.00%
Kit Carson Correctional Center Burlington, Colorado	1998, 2008	State of Colorado	1,488	Medium	Correctional	Jun-14	(2) 1 year	45.20%
Coffee Correctional Facility (G) Nicholls, Georgia	1998, 1999, 2010	State of Georgia	2,312	Medium	Correctional	Jun-14	(20) 1 year	112.81%
Jenkins Correctional Center (G) Millen, Georgia	2012	State of Georgia	1,124	Medium	Correctional	Jun-14	(21) 1 year	101.44%
McRae Correctional Facility McRae, Georgia	2000, 2002, 2012	BOP	1,978	Medium	Correctional	Nov-16	(3) 2 year	113.30%
North Georgia Detention Center (H) Hall County, Georgia	1980, 1989, 1999 2009	ICE	502	Medium	Detention	Feb-14	-	28.61%

**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 12/31/13</b>
Stewart Detention Center Lumpkin, Georgia	2004	ICE	1,752	Medium	Detention	Indefinite	-	87.30%
Wheeler Correctional Facility (G) Alamo, Georgia	1998, 1999, 2010	State of Georgia	2,312	Medium	Correctional	Jun-14	(20) 1 year	115.94%
Leavenworth Detention Center Leavenworth, Kansas	1992, 2000, 2004, 2008	USMS	1,033	Maximum	Detention	Dec-16	(2) 5 year	88.45%
Lee Adjustment Center Beattyville, Kentucky	1990	State of Vermont	816	Minimum/ Medium	Correctional	Jun-15	-	56.60%
Marion Adjustment Center St. Mary, Kentucky	1955, 1988	-	826	Minimum/ Medium	Correctional	-	-	0.00%
Otter Creek Correctional Center (I) Wheelwright, Kentucky	1993	-	656	Minimum/ Medium	Correctional	-	-	0.00%
Prairie Correctional Facility Appleton, Minnesota	1991	-	1,600	Medium	Correctional	-	-	0.00%
Adams County Correctional Center Adams County, Mississippi	2008	BOP	2,232	Medium	Correctional	Jul-15	(2) 2 year	112.32%
Tallahatchie County Correctional Facility (J) Tutwiler, Mississippi	2000, 2007, 2008	State of California	2,672	Medium	Correctional	Jun-16	Indefinite	99.08%
Crossroads Correctional Center (K) Shelby, Montana	1999	State of Montana	664	Multi	Correctional	Jun-15	(2) 2 year	95.45%
Nevada Southern Detention Center Pahrump, Nevada	2010	Office of the Federal Detention Trustee	1,072	Medium	Detention	Sep-15	(3) 5 year	70.31%
Elizabeth Detention Center Elizabeth, New Jersey	1963	ICE	300	Minimum	Detention	Sep-14	(7) 1 year	95.00%
Cibola County Corrections Center Milan, New Mexico	1994, 1999	BOP	1,129	Medium	Correctional	Sep-14	(3) 2 year	105.03%
New Mexico Women's Correctional Facility Grants, New Mexico	1989, 2000	State of New Mexico	596	Multi	Correctional	Jun-15	(1) 1 year	109.69%
Torrance County Detention Facility Estancia, New Mexico	1990, 1997	USMS	910	Multi	Detention	Indefinite	-	100.77%
Lake Erie Correctional Institution (L) Conneaut, Ohio	1999	State of Ohio	1,798	Medium	Correctional	Jun-32	Indefinite	98.51%
Northeast Ohio Correctional Center Youngstown, Ohio	1997	BOP	2,016	Medium	Correctional	May-15	-	102.29%
Queensgate Correctional Facility Cincinnati, Ohio	1906	-	850	Medium	-	-	-	0.00%



**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 12/31/13</b>
Cimarron Correctional Facility (M) Cushing, Oklahoma	1997, 2008	State of Oklahoma	1,692	Medium	Correctional	Jun-14	-	97.04%
Davis Correctional Facility (M) Holdenville, Oklahoma	1996, 2008	State of Oklahoma	1,670	Medium	Correctional	Jun-14	-	99.88%
Diamondback Correctional Facility 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	97.18%
West Tennessee Detention Facility Mason, Tennessee	1990, 1996	USMS	600	Multi	Detention	Sep-15	(7) 2 year	47.88%
Shelby Training Center Memphis, Tennessee	1986, 1995	-	200	Secure	-	-	-	0.00%
Whiteville Correctional Facility (N) Whiteville, Tennessee	1998	State of Tennessee	1,536	Medium	Correctional	Jun-16	-	97.54%
Eden Detention Center Eden, Texas	1990	BOP	1,422	Medium	Correctional	Apr-15	(1) 2 year	109.22%
Houston Processing Center Houston, Texas	1984, 2005	ICE	1,000	Medium	Detention	Mar-14	-	92.59%
Laredo Processing Center Laredo, Texas	1985, 1990	ICE	258	Minimum/ Medium	Detention	Jun-18	-	127.76%
Webb County Detention Center Laredo, Texas	1998	USMS	480	Medium	Detention	Nov-17	-	75.91%
Mineral Wells Pre-Parole Transfer Facility Mineral Wells, Texas	1995	-	2,103	Minimum	Correctional	-	-	0.00%
T. Don Hutto Residential Center Taylor, Texas	1997	ICE	512	Non-secure	Detention	Jan-15	Indefinite	98.83%
D.C. Correctional Treatment Facility (O) Washington D.C.	1992	District of Columbia	1,500	Medium	Detention	Jan-17	-	52.07%
Total design capacity for Owned and Managed Facilities (49 Owned and Managed Facilities)			<u>66,074</u>					<u>81.2%</u>
<b>Managed Only Facilities:</b>								
Bay Correctional Facility (P) Panama City, Florida	1995, 2007	State of Florida	985	Medium	Correctional	Jan-14	-	99.25%
Citrus County Detention Facility Lecanto, Florida	1992, 2007	Citrus County, FL	760	Multi	Detention	Sep-15	Indefinite	63.63%
Graceville Correctional Facility (P) Graceville, Florida	2007	State of Florida	1,884	Minimum/ Medium	Correctional	Jan-14	-	99.21%

**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 12/31/13</b>
Lake City Correctional Facility Lake City, Florida	1997, 2005	State of Florida	893	Secure	Correctional	Jun-14	Indefinite	99.39%
Moore Haven Correctional Facility (P) Moore Haven, Florida	1995	State of Florida	985	Minimum/ Medium	Correctional	Jan-14	-	99.36%
Idaho Correctional Center (Q) Boise, Idaho	1999, 2006, 2009	State of Idaho	2,016	Multi	Correctional	Jun-14	-	103.56%
Marion County Jail Indianapolis, Indiana	1997, 2005	Marion County, IN	1,030	Multi	Detention	Dec-17	(1) 10 year	99.56%
Winn Correctional Center Winnfield, Louisiana	1990, 1992, 1996	State of Louisiana	1,538	Medium/ Maximum	Correctional	Jun-20	-	102.30%
Silverdale Facilities Chattanooga, Tennessee	1985, 1997, 1998, 2005, 2008	Hamilton County, TN	1,046	Multi	Detention	Apr-16	-	82.47%
South Central Correctional Center Clifton, Tennessee	1992, 1994, 1995, 2005	State of Tennessee	1,676	Medium	Correctional	Jun-16	(1) 2 year	97.69%
Metro-Davidson County Detention Facility Nashville, Tennessee	1992, 1995, 2011	Davidson County, TN	1,348	Multi	Detention	Jul-14	-	80.99%
Hardeman County Correctional Facility Whiteville, Tennessee	1997	State of Tennessee	2,016	Medium	Correctional	May-17	-	97.46%
Bartlett State Jail Bartlett, Texas	1995	State of Texas	1,049	Minimum/ Medium	Correctional	Aug-15	(1) 2 year	98.26%
Bradshaw State Jail Henderson, Texas	1995	State of Texas	1,980	Minimum/ Medium	Correctional	Aug-15	(1) 2 year	99.28%
Lindsey State Jail Jacksboro, Texas	1995	State of Texas	1,031	Minimum/ Medium	Correctional	Aug-15	(1) 2 year	95.51%
Willacy State Jail Raymondville, Texas	1995	State of Texas	1,069	Minimum/ Medium	Correctional	Aug-15	(1) 2 year	99.95%
Total design capacity for Managed Only Facilities (16 Managed Only Facilities)			<u>21,306</u>					<u>96.2%</u>
Total design capacity for All Facilities as of December 31, 2013			<u>87,380</u>					<u>84.9%</u>
<b>Leased Facilities:</b>								
California City Correctional Center (R) California City, California	1999	CDCR	2,304	Medium	Owned/Leased	Dec-16	Indefinite	11.77%
Leo Chesney Correctional Center Live Oak, California	1989	GEO Group	-	Minimum	Owned/Leased	Sep-15	-	N/A
Bridgeport Pre-Parole Transfer Facility (S) Bridgeport, Texas	1989	MTC	200	Medium	Owned/Leased	Aug-15	(1) 2 year	N/A
Houston Educational Facility Houston, Texas	N/A	-	-	Non-secure	Owned/Leased	-	-	N/A

## FACILITY PORTFOLIO

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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 12/31/13
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(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 December 31, 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) 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.

(H) In December 2013, we elected to terminate the lease with the City of Gainesville, Georgia, and the management agreement with ICE at the North Georgia Detention Center. All detainees have been transferred out of the facility and control of the facility is expected to be returned to the City of Gainesville near the end of the first quarter of 2014.

(I) 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. In December 2013, we entered into an agreement with the city of Wheelwright that extends the reversion by up to two years in exchange for \$20,000 per month or until we resume operations, as defined in the agreement.

(J) 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.

(K) 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.

(L) 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.

(M) 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.

(N) 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.

(O) 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.

(P) During the fourth quarter of 2013, the Florida Department of Management Services ("DMS") awarded a contract to another operator to manage this facility owned by the state of Florida that we managed under a contract that expired January 31, 2014. Accordingly, we transferred operations of this facility to the new operator upon expiration of the contract.

(Q) During the second quarter of 2013, the state of Idaho reported that they expected to solicit bids for the management of this facility upon expiration of the contract in June 2014. During the third quarter of 2013, we decided not to submit a bid and, therefore, expect to transition management to another operator upon expiration of the contract.

(R) Effective December 1, 2013, we entered into a lease for our California City Correctional Center with the state of California Department of Corrections and Rehabilitation, or CDCR. The lease agreement includes a three-year base term with unlimited two-year renewal options upon mutual agreement.

(S) During September 2013, we entered into a lease agreement with Management and Training Corporation to assume the operation of this facility which we will continue to own.

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


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Credit Ratings:


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	Fitch	Standard & Poor's	Moody's
Corporate Credit Rating	BB +	BB+	Not rated
Senior Unsecured Debt	BB +	BB+	Ba1
Senior Bank Credit Facility	BBB -	BBB	Not Rated

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