

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(Rule 13d-1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 8)

Corrections Corporation of America  
(formerly known as Prison Realty Trust, Inc.)

-----  
(Name of Issuer)

Common Stock, \$.01 par value

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

2205Y407

-----  
(CUSIP Number)

COPY TO:

Bernard Carton  
Sodexo Alliance S.A.  
3, avenue Newton  
78180 Montigny-le-Bretonneux FRANCE

Howard K. Fuguet, Esq.  
Ropes & Gray  
One International Place  
Boston, MA 02110

-----  
(617) 951-7292

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

February 16, 2001

-----  
(Date of Event Which Requires Filing of This Statement)

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

SCHEDULE 13D

CUSIP NO. 2205Y407

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sodexho Alliance, S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

7 SOLE VOTING POWER

NUMBER OF  
SHARES

1,629,970 shares (see Item 5(a))

8 BENEFICIALLY OWNED BY

9 SHARED VOTING POWER

N/A

EACH  
9 REPORTING  
PERSON

10 SOLE DISPOSITIVE POWER

1,629,970 shares (see Item 5(a))

WITH

11 SHARED DISPOSITIVE POWER

N/A

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,629,970 shares (see Item 5(a))

13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

14 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.5% (see Item 5(a))

15 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

Amendment No. 8

Reference is made to the Statement on Schedule 13D originally filed with the Securities and Exchange Commission on July 1, 1994, as amended by Amendment No. 1 filed on October 19, 1994, Amendment No. 2 filed on November 3, 1994, Amendment No. 3 filed on July 7, 1995, Amendment No. 4 filed on August 4, 1995, Amendment No. 5 filed on December 20, 1995, Amendment No. 6 filed on April 18, 1996, and Amendment No. 7 filed on October 16, 2000, which Statement is further amended and supplemented by this Amendment No. 8.

This Amendment No. 8 updates and/or restates information in Items 1, 2, 3, 4, 5, 6 and 7.

Item 1. Security and Issuer.  
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Item 1 is hereby restated in its entirety as follows:

This Statement relates to the common stock, par value \$.01 per share (the "Common Stock"), of Corrections Corporation of America, a Maryland corporation (formerly known as Prison Realty Trust, Inc.) (the "Issuer" or "CCA"), which has its principal executive offices at 10 Burton Hills Boulevard, Nashville, Tennessee 37215.

Item 2. Identity and Background.  
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Item 2 is hereby amended and restated in its entirety to read as follows:

This Statement is filed by Sodexho Alliance S.A., a French corporation ("Sodexho"). Bellon S.A., a privately held French corporation, is the beneficial owner of approximately 40.5% of Sodexho. Pierre Felix Etienne Bellon, a French citizen, is the beneficial owner, with members of his family, of approximately 54.9% of Bellon S.A.

The principal executive offices of Sodexho are located at 3 avenue Newton, 78180 Montigny-le-Bretonneux, France. Sodexho, directly and through its subsidiaries and affiliates, in 70 countries provides contract food and management services, remote site management services, leisure services and privatized correctional facilities management services, and also engages in the issuance of service vouchers. The principal business address of Bellon S.A. is 5 Place de la Joliette, 13002 Marseille, France.

Information relating to the directors and executive officers of Sodexho and Bellon S.A. is contained in Exhibit A attached hereto and incorporated herein by  
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reference.

During the last five years, none of Sodexho, any person controlling Sodexho, nor, to the best of Sodexho's knowledge or belief, any of the persons listed in Exhibit A has, during the past five years, (i) been convicted in a  
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criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial

or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or other Consideration.  
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Item 3 is hereby amended to add the following information:

On November 13, 2000, Sodexho received from the Issuer 88,314 shares of Series B Cumulative Preferred Stock (the "Preferred Stock"), nonvoting, by way of dividend.

On January 2, 2001, Sodexho received from the Issuer 12,786 shares of Preferred Stock, nonvoting, by way of a payment-in-kind dividend paid by the Issuer on such date.

On February 16, 2001, Sodexho received, by way of transfer from Jean-Pierre Cuny, a senior vice president of Sodexho and former director of the Issuer, options to purchase 4,000 shares of Common Stock. (This number reflects the reverse stock split of the Common Stock which occurred on May 18, 2001.) The options, which were granted to Mr. Cuny in connection with his services as a director of the Issuer, were transferred to Sodexho, without payment to Mr. Cuny, pursuant to a 1996 agreement between Mr. Cuny and Sodexho (further described in Items 5(a) and 6 below).

On April 2, 2001, Sodexho received from the Issuer 12,007 shares of Preferred Stock, nonvoting, by way of a payment-in-kind dividend paid by the Issuer on such date.

Item 4. Purpose of Transaction.  
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Item 4 is hereby amended to add the following information:

Sodexho previously owned a larger percentage of the outstanding Common Stock of the Issuer and, in connection with its ownership of a certain percentage of the outstanding Common Stock, had rights to name a designee for nomination to the Board of Directors of the Issuer. However, as described below in Item 6, Sodexho has irrevocably waived such rights.

As described below in Item 5, Sodexho may receive from the Issuer, on terms to be negotiated, up to 736,063 additional shares of Common Stock (which shares are currently held by the Issuer in escrow on behalf of Sodexho) in resolution of a dispute between Sodexho and the Issuer concerning the proper U.S. income tax withholding on shares of Preferred Stock issued to Sodexho by way of dividends on September 22, 2000 and November 13, 2000. In addition, in connection with the resignation of Jean-Pierre Cuny from the Board of the Issuer (see Item 6 below), Sodexho may exercise all or a portion of the options that Mr. Cuny received while a director of the Issuer, which options have been transferred by Mr. Cuny to Sodexho pursuant to a 1996 agreement between Sodexho and Mr. Cuny.

Except with respect to the transactions described in the preceding paragraph (or future dividends payable in Preferred Stock), Sodexho does not intend to acquire any additional shares of Common Stock or other securities of the Issuer, but has made a decision, for reasons solely related to Sodexho's direct business activities, to divest its

stock holdings in the Issuer. Sodexho currently holds its shares of Common Stock and Preferred Stock solely for purposes of investment, and does not hold such shares (or any additional securities of the Issuer it may purchase or otherwise receive from the Issuer, as described in the preceding paragraph) with the purpose or effect of influencing the control of the Issuer.

Item 5. Interest in Securities of the Issuer.  
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Item 5 is hereby amended to add the following information:

Except as otherwise indicated, the numbers below do not reflect the reverse stock split of the Common Stock which occurred on May 18, 2001.

(a) On November 13, 2000, Sodexho received 88,314 shares of Preferred Stock, net of U.S. income tax withholding, by way of dividend. These shares, as well as an additional 299,175 shares of Preferred Stock previously received by way of dividend on September 22, 2000, were convertible during a window period beginning on December 7, 2000 and ending on December 20, 2000. The conversion price for the Preferred Stock issued in the November dividend (and for the outstanding Preferred Stock issued in the prior September dividend) became fixed at the end of a 10-day trading period at the close of business on December 6, 2000.

As of December 7, 2000, Sodexho was the beneficial owner of 25,771,554 shares of Common Stock (approximately 15.3% of the outstanding Common Stock of the Issuer, based on 159,068,246 shares of Common Stock outstanding as of November 13, 2000, as stated in the Issuer's most recent quarterly report on Form 10-Q). This includes 387,489 shares of Preferred Stock, which shares were convertible into approximately 9,553,038 shares of Common Stock (assuming conversion on December 7, 2000), and options to purchase 80,626 shares of Common Stock (which options were transferred from Jean-Pierre Cuny to Sodexho, as described below in this Item 5(a) and in Item 6). The ownership percentage reported herein assumes, pursuant to Rule 13d-3(d)(1) under the Securities Exchange Act of 1934, as amended, that only Sodexho converted its shares of Preferred Stock and that only Sodexho has exercised outstanding options or warrants to purchase Common Stock.

Sodexho did not convert any of its shares of Preferred Stock during the conversion period which closed at the end of business on December 20, 2000. Following the close of the conversion period, the shares of Preferred Stock were no longer convertible into shares of Common Stock.

On December 20, 2000, the final day of the conversion period for all outstanding shares of Preferred Stock, the Issuer converted all of the 292,258 shares of Preferred Stock withheld from Sodexho's dividends into 7,360,634 shares of Common Stock. These shares are currently held by the Issuer in escrow, pending payment of the required tax on the dividends to Sodexho and resolution of the dispute over the amount withheld in the dividends.

On January 2, 2001, Sodexho received from the Issuer 12,786 shares of Preferred Stock, nonvoting, by way of a payment-in-kind dividend paid by the Issuer on such date. These shares are nonconvertible.

On February 16, 2001, Sodexho received, by way of transfer from Jean-Pierre Cuny, a senior vice president of Sodexho and former director of the Issuer, options to purchase

40,000 shares of Common Stock. The options, which were granted to Mr. Cuny in connection with his services as a director of the Issuer, were immediately transferred to Sodexho pursuant to a 1996 agreement between Mr. Cuny and Sodexho (further described below in this Item 5(a) and in Item 6). These options are immediately exercisable, at an exercise price of \$1.12 per share.

In March 2001, in light of changes in the outstanding shares of Common Stock resulting from CCA's issuances of Preferred Stock by way of dividends (and the conversion by many stockholders of such Preferred Stock into Common Stock), CCA adjusted the number of shares issuable upon the exercise of, and the exercise price of, all outstanding options granted by CCA prior to January 1, 2001. As a result of this adjustment, Sodexho now holds options to acquire 242,436 shares (rather than 120,626 shares) of Common Stock.

On April 2, 2001, Sodexho received from the Issuer 12,007 shares of Preferred Stock, nonvoting, by way of a payment-in-kind dividend paid by the Issuer on such date. These shares are nonconvertible.

On May 18, 2001, the Issuer effected a 1-for-10 reverse stock split of its Common Stock.

As of the date of the filing of this Statement (and giving effect to the reverse stock split), Sodexho is the beneficial owner of 1,629,970 shares of Common Stock (approximately 6.5% of the outstanding Common Stock of the Issuer, based on 25,165,427 shares of Common Stock outstanding as of April 30, 2001). This includes 24,243 shares of Common Stock issuable upon the exercise of options. (The Common Stock ownership figure does not include additional shares of Common Stock to which Sodexho may be entitled as a result of incorrect withholding on certain dividends, as discussed in the following paragraph.) In addition, Sodexho is the beneficial owner of 412,282 shares of nonvoting Preferred Stock (approximately 11.7% of the outstanding Preferred Stock of the Issuer, based on 3,514,676 shares of Preferred Stock outstanding as of May 10, 2001, as Sodexho has been advised by the Issuer). (The Preferred Stock ownership figure includes the shares of Preferred Stock issued in the payment-in-kind dividends in January and April 2001, referred to above.)

Sodexho believes that as a result of incorrect withholding on the dividends received on September 22, 2000 and November 13, 2000, it is entitled to receive approximately 222,470 of the shares of Common Stock currently held by the Issuer in escrow (the number of shares of Common Stock resulting from the conversion of shares of Preferred Stock that Sodexho believes were improperly withheld). If Sodexho were to receive such shares of Common Stock, Sodexho would be the beneficial owner of 1,852,440 shares of Common Stock (approximately 7.4% of the outstanding Common Stock of the Issuer). In resolution of the dispute over such withheld shares, Sodexho may receive from the Issuer, on terms to be negotiated, all of the 736,063 shares of Common Stock held in escrow by the Company (the shares resulting from the conversion of all the withheld shares of Preferred Stock). If Sodexho were to receive all of such shares in resolution of such dispute, Sodexho would be the beneficial owner of 2,366,033 shares of Common Stock (approximately 9.4% of the outstanding Common Stock of the Issuer). (The numbers in this paragraph reflect the May 18, 2001 reverse stock split.)

Jean-Pierre Cuny, a senior vice president of Sodexho and former director of the Issuer, beneficially owns (in the form of options, received in 1994, to purchase shares of Common Stock) 6,590 shares (adjusted in March 2001 from 2,625 shares, as discussed above) of Common Stock (less than 1% of the outstanding Common Stock of the Issuer). Mr. Cuny also holds on behalf of Sodexho options to purchase 24,243 shares of Common Stock. As described in Item 6 below, these latter options, which were received by Mr. Cuny in his capacity as a director of CCA (the "Director Options"), have been assigned to Sodexho pursuant to a 1996 agreement between Mr. Cuny and Sodexho. (The numbers in this paragraph reflect the May 18, 2001 reverse stock split.)

As the beneficial owner of approximately 40.5% of Sodexho, Bellon S.A. may be deemed to have beneficial ownership of the shares of CCA beneficially owned by Sodexho, and as the beneficial owner (along with members of his family) of approximately 54.9% of Bellon S.A., Pierre Felix Etienne Bellon may also be deemed to have beneficial ownership of such shares of CCA. Except to the extent of their pecuniary interest in such shares, Bellon S.A. and Mr. Bellon disclaim beneficial ownership of such shares of CCA.

Except as set forth in this Item 5(a), none of Sodexho, any person controlling Sodexho, nor, to the best knowledge or belief of Sodexho, any of the persons named in Exhibit A attached hereto owns beneficially any shares of  
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Common Stock.

(b) Sodexho has sole power to vote and sole power to dispose of all the shares of Common Stock (and shares of Preferred Stock) to which this Statement relates.

Mr. Cuny has sole power to vote and sole power to dispose of all the shares of Common Stock held in his name, with the exception, as described above, of shares of Common Stock issuable upon the exercise of Director Options.

(c) As described above in Item 3 and Item 5(a), on February 16, 2001, Sodexho received, by way of transfer from Jean-Pierre Cuny (and without payment to Mr. Cuny), options to purchase 4,000 shares of Common Stock. In addition, as described above in Item 3 and Item 5(a), on November 13, 2000, Sodexho received 88,314 shares of Preferred Stock by way of dividend, which shares were convertible into shares of Common Stock during a conversion period that opened on December 7, 2000 and closed on December 20, 2000. Sodexho did not convert any of its shares of Preferred Stock (including shares of Preferred Stock received in a prior dividend) during this conversion period, and the shares of Preferred Stock are no longer convertible into shares of Common Stock.

Except as described in this Item 5(c) and in Items 3 and 5(a) above, since the filing of Amendment No. 7, neither Sodexho nor any controlling person of Sodexho has engaged in any transactions in the Common Stock of the Issuer and, to the best of Sodexho's knowledge or belief, none of the persons named in Exhibit A has engaged in any transactions in the Common Stock.  
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(d) No person other than Sodexho has the right to receive or the power to direct the receipt of any dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by Sodexho.

No person other than Mr. Cuny has the right to receive or the power to direct the receipt of any dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by Mr. Cuny, with the exception, as described above, of Common Stock issuable upon the exercise of Director Options.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to  
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the Securities of the Fund.  
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Item 6 is hereby amended to add the following information:

Pursuant to an agreement, dated November 1, 1996, between Sodexho and Jean-Pierre Cuny (which agreement was confirmed by the parties in a letter agreement dated January 1, 1999, attached hereto as Exhibit B), Mr. Cuny, a senior vice

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president of Sodexho and former director of the Issuer, has assigned to Sodexho all options to purchase Common Stock received by Mr. Cuny in his capacity as a director of CCA in 1995 and thereafter. Mr. Cuny resigned from his position on the Board of CCA on May 21, 2001.

Effective May 21, 2001, Sodexho irrevocably waived all rights to have a representative serve on the Board of Directors of CCA.

The foregoing description of the agreement between Sodexho and Mr. Cuny is a summary only and is qualified in its entirety by reference to Exhibit B filed

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with this Amendment.

Item 7. Material to be Filed as Exhibits.  
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The following additional exhibits are being filed with this Amendment:

Exhibit A -- Information Concerning the Directors and Executive  
(Filed as Exhibit 99.1) Officers of Sodexho.

Exhibit B -- Letter, dated January 1, 1999, between Jean-Pierre  
(Filed as Exhibit 99.2) Cuny and Sodexho.

Exhibit C -- Power of Attorney.  
(Filed as Exhibit 99.3)



Signature

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: May 22, 2001

SODEXHO ALLIANCE S.A.

By: /s/ Denis Robin

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Name: Denis Robin

Title: Director of Acquisitions and Developments

EXHIBIT INDEX

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Exhibit Number	Description	Page Number In Sequentially Numbered Copy
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99.1	Information Concerning the Directors and Executive Officers of Sodexho.	
99.2	Letter, dated January 1, 1999, between Jean-Pierre Cuny and Sodexho.	
99.3	Power of Attorney.	

## DIRECTORS AND EXECUTIVE OFFICERS OF SODEXHO ALLIANCE S.A.

The name, business address, title, present principal occupation or employment of each of the directors and executive officers of Sodexho Alliance S.A. ("Sodexho") are set forth below. All of the persons listed below are citizens of the Republic of France, except Paul Jeanbart who is a citizen of Canada.

Name	Business Address	Present Principal Occupation
<b>Directors</b>		
Pierre Felix Etienne Bellon	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Chairman and Chief Executive Officer, Sodexho
Remi Baudin	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Vice Chairman, Sodexho
Astrid Bellon	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Director, Sodexho
Bernard Bellon	14, Rue Saint Jean, CH-1260 Nyon, Switzerland	Chairman, Finadvance S.A., Le Derby 570, Avenue du Club Hippique, 13090 Aix-en-Provence, France
Francois-Xavier Bellon	c/o Sodexho Mexico, Anatole France #319 - Colonia Polanco, CP 11550 Mexico DF	Chief Operating Officer, Sodexho Mexico
Sophie Clamens	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Corporate Finance Director, Sodexho
Patrice Douce	c/o Sodexho International, PO Box 17132, Dubai UAE	President and Chief Operating Officer, Sodexho
Paul Jeanbart	c/o Rolaco Holdings SA, 28, Bd du Pond d'Arve, CH 1205 Geneva, Switzerland	Chief Executive Officer, Rolaco, 28, Bd du Pond d'Arve, CH 1205 Geneva, Switzerland
Francois Perigot	4, Rue Quentin Bouchart, 75008 Paris, France	Chairman, MEDEF International, 31, Avenue Pierre 1(degrees) de Serbie, 75116 Paris, France
Edouard de Royere	c/o L'Air Liquide, 75, Quai d'Orsay, 75007 Paris, France	President Emeritus and Director, L'Air Liquide, 75, Quai d'Orsay, 75007 Paris, France
Nathalie Szabo	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Chief Operating Officer, Sodexho Prestige, France

Name

Business Address

Present Principal Occupation

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Executive Officers  
(Who Are Not Directors)

Bernard Carton	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Senior Vice President and Chief Financial Officer, Sodexho
Raphael Dubrule	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Corporate Secretary and General Counsel, Sodexho
Albert George	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Chief Operating Officer, Sodexho

DIRECTORS AND EXECUTIVES OF BELLON S.A.

The name, business address, title, present principal occupation or employment of each of the directors and executive officers of Bellon S.A. are set forth below. All of the persons listed below are citizens of the republic of France.

Name	Business Address	Present Principal Occupation
<b>Supervisory Board</b>		
Remi Baudin (Chairman)	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Vice Chairman, Sodexho
Danielle Bellon	c/o Bellon S.A., 5 Place de la Joliette, 13002 Marseille, France	Member, Bellon S.A. Supervisory Board
Bernard Bellon	14, Rue Saint Jean, CH-1260 Nyon, Switzerland	Chairman, Finadvance S.A., Le Derby 570, Avenue du Club Hippique, 13090 Aix-en- Provence, France
Bernard Carton	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Senior Vice President and Chief Financial Officer, Sodexho
<b>Management Board</b>		
Pierre Felix Etienne Bellon (President)	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Chairman and Chief Executive Officer, Sodexho
Astrid Bellon	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Director, Sodexho
Francois-Xavier Bellon	c/o Sodexho Mexico, Anatole France #319 - Colonia Polanco, CP 11550 Mexico DF	Chief Operating Officer, Sodexho Mexico
Sophie Clamens	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Corporate Finance Director, Sodexho
Nathalie Szabo	c/o Sodexho Alliance S.A., 3 avenue Newton, 78180 Montigny-le-Bretonneux, France	Chief Operating Officer, Sodexho Prestige France

[Sodexo Alliance S.A. letterhead]

Jean-Pierre Cuny  
Sodexo  
Port de la Bourdonnais  
75007 Paris  
FRANCE

Paris, January 1, 1999

Dear Jean-Pierre,

This is to confirm that the Agreement between us dated and effective as of November 1, 1996, relating to the acquisition of beneficial ownership by Sodexo of options acquired by you in Corrections Corporation of America and certain other payments to directors, shall apply to additional options acquired by you in Prison Realty Corporation (all of which shall be beneficially owned by Sodexo) and shall apply to the other payments and benefits from Prison Realty Corporation in the same manner as it applied to other rights and benefits from Corrections Corporation of America.

Please confirm your agreement by signing and returning the enclosed copy to the undersigned.

SODEXHO ALLIANCE, S.A.

By: /s/ Bernard Carton  
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ACCEPTED AND AGREED TO:

/s/ Jean-Pierre Cuny  
-----  
Jean-Pierre Cuny

AGREEMENT

Agreement dated November 1, 1996, between Sodexho SA, a French corporation with headquarters at 3, avenue Newton, 78180 Montigny-le-Bretonneux, France (the "Company") and Jean-Pierre Cuny, an officer and employee of the Company, and a French citizen and resident, residing at 31 rue Cardinet, 75017 Paris (the "Employee").

WHEREAS, the Employee is serving as a director of Corrections Corporation of America, a Delaware corporation, headquartered at 102 Woodmont Boulevard, Nashville, TN 37205 ("CCA").

WHEREAS, on June 4, 1993, CCA adopted the Corrections Corporation of America Non-Employee Directors' Stock Option Plan (the "Directors' Plan"); and

WHEREAS, on November 1, 1996, CCA adopted the First Amendment to the Corrections Corporation of America Non-Employee Directors' Stock option Plan to (i) increase the number of shares of CCA common stock issued under the Directors' Plan and (ii) provide for the limited transferability of the options granted pursuant to the Directors' Plan.

NOW, THEREFORE, in consideration of these premises and the mutual promises set forth below, and for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereby agree as follows:

1. Any fees paid or to be paid by CCA to the Employee in his capacity as a director ("Director Fees") have always been and are for the separate and personal account of the Employee.
2. Any other remuneration and benefits (other than Director Fees as covered above and the 1994 stock option as covered below) are beneficially owned by the Company and all ownership rights and all income tax liabilities of any jurisdiction with respect thereto shall be those of the Company.
3. All stock options granted by CCA to the Employee in his capacity as a director of CCA, including the stock option for 7,500 shares granted to the Employee pursuant to the Directors' Plan in November 1995, the stock option for 30,000 shares granted to the Employee pursuant to the Directors' Plan in November 1996 and any additional stock options granted hereafter pursuant to the Directors' Plan or any other CCA stock option plan shall (excepting only the stock option for 7,500 shares granted to the Employee under the Directors' Plan in November, 1994 which has been the subject of a special arrangement) be beneficially owned by the Company and all ownership rights and all income tax liabilities of any jurisdiction with respect thereto shall be those of the Company.

4. The stock option for 7,500 shares granted to the Employee pursuant to the Directors' Plan in 1994 (the "1994 Option") has always been for the separate and personal account of the Employee and the Company confirms its prior disclaimer of any beneficial ownership in the 1994 Option.
5. The Employee shall make such transfers of stock options and execute such other documents and make such filings as directed by the Company from time to time to carry out the foregoing. The Company shall indemnify the Employee against all tax liability with respect to the stock options, remuneration and benefits received by the Employee for the account of the Company in accordance with the foregoing.
6. The company shall exercise its right to ensure that, when for any reason whatsoever the Employee shall cease to be a Director of CCA, the Employee shall be treated as having "retired" from the Board within the meaning of Section 4(d) of the November 15, 1994 Non-Qualified Stock Option Agreement.
7. This Agreement shall not be modified except by an Agreement in writing signed by both parties. This Agreement shall not be assigned by the Employee without the prior written consent of the Company. This Agreement shall be binding upon and inure to the benefit of both parties and its or his respective heirs, successors and assigns.

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be duly executed and delivered by their respective parties as of the date first above written.

SODEXHO SA

/s/ Bernard Carton  
-----  
Bernard Carton  
Vice Chairman, Finance

/s/ Jean-Pierre Cuny  
-----  
Jean-Pierre Cuny



SODEXHO ALLIANCE S.A.

POWER OF ATTORNEY

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I, Denis Robin, an officer of Sodexho Alliance S.A., hereby constitute and appoint Howard K. Fuguet, Jane D. Goldstein and Tanya Cluff, and each of them singly, my true and lawful attorneys, with full power to them and each of them, to sign for me, and in my name and in my capacity as an officer of Sodexho Alliance S.A, any and all filings or reports required to be filled under Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys, and each of them, acting alone, full power and authority to do and perform in the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys or any of them may lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8/th/ day of May, 2001.

/s/ Denis Robin

-----  
Name: Denis Robin  
Title: Director of Acquisitions  
and Developments