

Supplemental Financial Information For the Quarter Ended September 30, 2010

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 September 30, 2010

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CONSOLIDATED BALANCE SHEETS

ASSETS	Ser	otember 30, 2010	June 30, 2010	N	Iarch 31, 2010	De	cember 31, 2009	Sep	tember 30, 2009
Cash and cash equivalents	\$	34,439	\$ 22,740	\$	47,166	\$	45,908	\$	53,626
Accounts receivable, net of allowance		348,013	265,499		249,586		241,208		278,476
Deferred tax assets		11,275	9,472		10,867		11,842		15,167
Prepaid expenses and other current assets		28,330	 26,396		15,566		26,297		26,667
Total current assets		422,057	324,107		323,185		325,255		373,936
Property and equipment, net		2,539,880	2,548,883		2,535,559		2,520,503		2,486,080
Restricted cash		6,754	6,750		6,749		6,747		6,745
Investment in direct financing lease		11,161	11,512		11,854		12,185		12,506
Goodwill		11,988	11,988		13,672		13,672		13,672
Other assets		26,424	 26,442		26,380		27,381		27,709
Total assets	\$	3,018,264	\$ 2,929,682	\$	2,917,399	\$	2,905,743	\$	2,920,648
LIABILITIES AND STOCKHOLDERS' EQUITY									
Accounts payable and accrued expenses	\$	201,937	\$ 181,262	\$	190,324	\$	194,102	\$	214,024
Income taxes payable		473	 471		6,387		481		482
Total current liabilities		202,410	181,733		196,711		194,583		214,506
Long-term debt		1,236,234	1,186,571		1,149,416		1,149,099		1,198,792
Deferred tax liabilities		108,497	95,268		90,945		88,260		81,949
Other liabilities		31,957	 32,175		32,438		31,255		32,050
Total liabilities		1,579,098	 1,495,747		1,469,510		1,463,197		1,527,297
Commitments and contingencies									
Common stock - \$0.01 par value		1,101	1,121		1,147		1,160		1,155
Additional paid-in capital		1,366,688	1,403,401		1,453,947		1,483,497		1,476,798
Retained earnings (deficit)		71,377	 29,413		(7,205)		(42,111)		(84,602)
Total stockholders' equity		1,439,166	 1,433,935		1,447,889		1,442,546		1,393,351
Total liabilities and stockholders' equity	\$	3,018,264	\$ 2,929,682	\$	2,917,399	\$	2,905,743	\$	2,920,648

CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,				
		2010		2009		2010		2009
REVENUE:								
Management:	¢	106 201	¢	1 < 5 1 7 2	¢	535.055	¢	105 570
Federal State	\$	186,291 210,686	\$	165,473 218,263	\$	535,955 617,874	\$	485,570 633,886
Local		15,010		15,225		43,450		42,457
Other		13,351		15,261		40,181		44,602
Total management revenue		425,338		414,222		1,237,460		1,206,515
Transportation		1,247		647		3,236		3,117
Rental		522		455		2,007		1,484
Other		43		115		128		291
		427,150		415,439		1,242,831		1,211,407
EXPENSES:								
Operating:								
Facility fixed		219,186		217,686		651,832		632,016
Facility variable Transportation		69,313 3,571		70,402 3,327		204,740 10,695		205,157 9,238
Other		5,571 90		5,527		793		9,238 1,990
Total operating expenses		292,160		291,475		868,060		848,401
General and administrative		23,606		21,704		62,087		65,015
Depreciation and amortization		26,195		25,313		76,715		74,497
		341,961		338,492		1,006,862		987,913
OPERATING INCOME		85,189		76,947		235,969		223,494
OTHER EXPENSE:								
Interest expense, net		17,925		18,339		52,499		54,935
Expenses associated with debt refinancing transactions		-		-		-		3,838
Other (income) expenses		(131)		49		(75)		(230)
		17,794		18,388		52,424		58,543
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES		67,395		58,559		183,545		164,951
Income tax expense		(25,284)		(15,084)		(69,653)		(55,539)
INCOME FROM CONTINUING OPERATIONS		42,111		43,475		113,892		109,412
Income (loss) from discontinued operations, net of taxes		(147)		1,777		(404)		3,051
NET INCOME	\$	41,964	\$	45,252	\$	113,488	\$	112,463
BASIC EARNINGS PER SHARE	\$	0.38	\$	0.39	\$	1.01	\$	0.97
DILUTED EARNINGS PER SHARE	\$	0.38	\$	0.39	\$	1.00	\$	0.96

CONSOLIDATED STATEMENTS OF OPERATIONS

	As Adjusted for Discontinued Operations							
			Months Ended					
	March 31, 2010	June 30, 2010	September 30, 2010					
REVENUE:			· · · · · · · · · · · · · · · · · · ·					
Management:								
Federal	\$ 172,176	\$ 177,488	\$ 186,291					
State	204,689	202,499	210,686					
Local	14,160	14,280	15,010					
Other	13,359	13,471	13,351					
Total management revenue	404,384	407,738	425,338					
Transportation	558	1,431	1,247					
Rental	793	692	522					
Other	47	38	43					
	405,782	409,899	427,150					
EXPENSES:								
Operating:								
Facility fixed	220,349	212,297	219,186					
Facility variable	65,958	69,469	69,313					
Transportation	3,254	3,870	3,571					
Other	112	591	90					
Total operating expenses	289,673	286,227	292,160					
General and administrative	18,614	19,867	23,606					
Depreciation and amortization	24,964 333,251	25,556 331,650	<u>26,195</u> 341,961					
	555,251	551,050	541,901					
OPERATING INCOME	72,531	78,249	85,189					
OTHER (INCOME) EXPENSE:								
Interest expense, net	17,271	17,303	17,925					
Other (income) expenses	72	(16)	(131)					
	17,343	17,287	17,794					
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	55,188	60,962	67,395					
Income tax expense	(21,016)	(23,353)	(25,284)					
	<u>, , , , ,</u>	<u> </u>						
INCOME FROM CONTINUING OPERATIONS	34,172	37,609	42,111					
Income (loss) from discontinued operations, net of taxes	734	(991)	(147)					
NET INCOME	\$ 34,906	\$ 36,618	\$ 41,964					
BASIC EARNINGS PER SHARE	\$ 0.30	\$ 0.32	\$ 0.38					
DILUTED EARNINGS PER SHARE	\$ 0.30	\$ 0.32	\$ 0.38					
TOTAL COMPENSATED MAN-DAYS	6 004 070	6 009 012	7 772 894					
	6,884,079	6,998,013	7,272,886					
TOTAL AVAILABLE BED-DAYS	7,606,800	7,770,108	8,022,497					
AVERAGE COMPENSATED OCCUPANCY	90.5%	90.1%	90.7%					

CONSOLIDATED STATEMENTS OF OPERATIONS

	As Adjusted for Discontinued Operations								
	March	31,		or the Three		Ended ember 30,	Dec	ember 31,	
	2009	2009		2009	2009			2009	
REVENUE:									
Management: Federal	\$ 1	58,991	\$	161,106	\$	165,473	\$	170.660	
State		05,322	φ	210,301	φ	218,263	φ	215,436	
Local		13,353		13,879		15,225		15,467	
Other		14,356		14,985		15,261		14,197	
Total management revenue	3	92,022		400,271		414,222		415,760	
Transportation		1,147		1,323		647		853	
Rental		582		447		455		681	
Other		22		154		115		192	
	3	93,773		402,195	·	415,439		417,486	
EXPENSES:									
Operating: Facility fixed	2	06,733		207,597		217,686		214,369	
Facility variable		66,150		68,605		70,402		69,483	
Transportation		2,534		3,377		3,327		2,749	
Other		755		1,175		60		53	
Total operating expenses	2	76,172		280,754		291,475		286,654	
General and administrative		19,771		23,540		21,704		21,522	
Depreciation and amortization		24,438		24,746		25,313		25,442	
	3	20,381		329,040		338,492		333,618	
OPERATING INCOME		73,392		73,155		76,947		83,868	
OTHER (INCOME) EXPENSE:									
Interest expense, net		17,935		18,661		18,339		17,845	
Expenses associated with debt refinancing and recapitalization transactions		-		3,838		-		-	
Other (income) expenses		38		(317)		49		91	
		17,973		22,182		18,388		17,936	
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES		55,419		50,973		58,559		65,932	
Income tax expense	(21,003)		(19,452)		(15,084)		(24,002)	
INCOME FROM CONTINUING OPERATIONS		34,416		31,521		43,475		41,930	
Income from discontinued operations, net of taxes		181		1,093		1,777		561	
NET INCOME	\$	34,597	\$	32,614	\$	45,252	\$	42,491	
BASIC EARNINGS PER SHARE	\$	0.29	\$	0.28	\$	0.39	\$	0.37	
							<u> </u>		
DILUTED EARNINGS PER SHARE	\$	0.29	\$	0.28	\$	0.39	\$	0.36	
TOTAL COMPENSATED MAN-DAYS	6,6	78,516		6,836,790		7,068,839		7,123,206	
TOTAL AVAILABLE BED-DAYS	,	81,850		7,569,313		7,749,680		7,770,045	
AVERAGE COMPENSATED OCCUPANCY		89.3%		90.3%		91.2%		91.7%	

RECONCILIATION OF BASIC TO DILUTED EARNINGS PER SHARE

	For the Three Months Ended September 30,					For the Nine Months Ended September 30,				
		2010		2009		2010		2009		
Basic:										
Income from continuing operations	\$	42,111	\$	43,475	\$	113,892	\$	109,412		
Income (loss) from discontinued operations, net of taxes		(147)		1,777		(404)		3,051		
Net income	\$	41,964	\$	45,252	\$	113,488	\$	112,463		
Diluted:										
Income from continuing operations	\$	42,111	\$	43,475	\$	113,892	\$	109,412		
Income (loss) from discontinued operations, net of taxes		(147)		1,777		(404)		3,051		
Diluted net income	\$	41,964	\$	45,252	\$	113,488	\$	112,463		
Basic:										
Weighted average common shares outstanding		110,551		115,278		113,208		116,907		
Unvested restricted common stock		(391)		(507)		(394)		(516)		
Weighted average common shares outstanding-basic		110,160		114,771		112,814		116,391		
Diluted:										
Weighted average common shares outstanding-basic		110,160		114,771		112,814		116,391		
Effect of dilutive securities:										
Stock options		711		1,154		773		870		
Restricted stock-based compensation		192		244		157		191		
Weighted average shares and assumed conversions-diluted		111,063		116,169		113,744		117,452		
Basic earnings per share:										
Income from continuing operations	\$	0.38	\$	0.38	\$	1.01	\$	0.94		
Income (loss) from discontinued operations, net of taxes		-	\$	0.01		-		0.03		
Net income	\$	0.38	\$	0.39	\$	1.01	\$	0.97		
Diluted earnings per share:										
Income from continuing operations	\$	0.38	\$	0.38	\$	1.00	\$	0.93		
Income (loss) from discontinued operations, net of taxes		-		0.01		-		0.03		
Net income	\$	0.38	\$	0.39	\$	1.00	\$	0.96		

CALCULATION OF ADJUSTED DILUTED EARNINGS PER SHARE

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2010		2009		2010			2009
Net Income	\$	41,964	\$	45,252	\$	113,488	\$	112,463
Special items:								
Reversal of reserve for uncertain tax positions and other additional income tax credits		-		(6,974)		-		(6,974)
Goodwill impairment for discontinued operations		-		-		1,684		-
Expenses associated with debt refinancing transactions		-		-		-		3,838
Income tax benefit for special items		-		-		-		(1,465)
Diluted adjusted net income	\$	41,964	\$	38,278	\$	115,172	\$	107,862
Weighted average common shares outstanding - basic		110,160		114,771		112,814		116,391
Effect of dilutive securities: Stock options		711		1,154		773		870
Restricted stock-based compensation		192		244		157		191
Restricted stock bused compensation		172		244		157		171
Weighted average shares and assumed conversions - diluted		111,063		116,169		113,744		117,452
Adjusted Diluted Earnings Per Share	\$	0.38	\$	0.33	\$	1.01	\$	0.92

SELECTED FINANCIAL INFORMATION

	Septer	nber 30, 2010	Ju	ne 30, 2010	Mar	rch 31, 2010	Decer	mber 31, 2009	Septer	nber 30, 2009
BALANCE SHEET: Property and equipment Accumulated depreciation and amortization Property and equipment, net	\$\$	3,313,298 (773,418) 2,539,880	\$	3,299,962 (751,079) 2,548,883	\$	3,258,903 (723,344) 2,535,559	\$	3,218,290 (697,787) 2,520,503	\$	3,161,080 (675,000) 2,486,080
Total assets	\$	3,018,264	\$	2,929,682	\$	2,917,399	\$	2,905,743	\$	2,920,648
Maintenance & technology capital expenditures for the quarter ended	\$	9,835	\$	9,177	\$	5,401	\$	18,010	\$	12,667
Total debt	\$	1,236,234	\$	1,186,571	\$	1,149,416	\$	1,149,099	\$	1,198,792
Equity book value	\$	1,439,166	\$	1,433,935	\$	1,447,889	\$	1,442,546	\$	1,393,351
LIQUIDITY:										
Cash and cash equivalents	\$	34,439	\$	22,740	\$	47,166	\$	45,908	\$	53,626
Availability under revolving credit facility	\$	149,466	\$	199,332	\$	236,165	\$	236,165	\$	188,498
CAPITALIZATION:										
Common shares outstanding		110,121		112,123		114,663		115,962		115,482
Common share price at end of period	\$	24.68	\$	19.08	\$	19.86	\$	24.55	\$	22.65
Market value of common equity at end of period	\$	2,717,786	\$	2,139,307	\$	2,277,207	\$	2,846,867	\$	2,615,667
Total equity market capitalization	\$	2,717,786	\$	2,139,307	\$	2,277,207	\$	2,846,867	\$	2,615,667
Total market capitalization (market value of equity plus debt)	\$	3,954,020	\$	3,325,878	\$	3,426,623	\$	3,995,966	\$	3,814,459
EBITDA	\$	111,515	\$	103,821	\$	97,423	\$	109,219	\$	102,211
ADJUSTED EBITDA	\$	111,515	\$	103,821	\$	97,423	\$	109,219	\$	102,211
FUNDS FROM OPERATIONS	\$	79,792	\$	64,605	\$	84,599	\$	81,996	\$	80,784
FUNDS FROM OPERATIONS PER SHARE:										
Basic funds from operations per share	\$	0.72	\$	0.57	\$	0.73	\$	0.71	\$	0.70
Diluted funds from operations per share	\$	0.72	\$	0.57	\$	0.73	\$	0.70	\$	0.70
ADJUSTED FUNDS FROM OPERATIONS	\$	69,957	\$	55,428	\$	79,198	\$	63,986	\$	68,117
ADJUSTED FUNDS FROM OPERATIONS PER SHARE:										
Basic adjusted funds from operations per share	\$	0.64	\$	0.49	\$	0.69	\$	0.56	\$	0.59
Diluted adjusted funds from operations per share	\$	0.63	\$	0.49	\$	0.68	\$	0.55	\$	0.59

SELECTED FINANCIAL INFORMATION

	For the	e Three Months 2010		eptember 30, 2009		e Nine Months 2010	Ended Se	ptember 30, 2009
Number of days per period		92		92		273		273
ALL FACILITIES:								
Average available beds		87,201		84,236		85,713		83,521
Average compensated occupancy		90.7%		91.2%		90.4%		90.3%
Total compensated man-days		7,272,886		7,068,839		21,154,978		20,584,145
Revenue per compensated man-day Operating expenses per compensated man-day:	\$	58.48	\$	58.60	\$	58.49	\$	58.61
Fixed expense		30.14		30.80		30.81		30.70
Variable expense		9.53		9.96		9.68		9.97
Total		39.67		40.76		40.49		40.67
Operating margin per compensated man-day	\$	18.81	\$	17.84	\$	18.00	\$	17.94
Operating margin rate		32.2%		30.4%		30.8%		30.6%
DEPRECIATION AND AMORTIZATION:								
Depreciation expense on real estate		17,860		17,085		52,100		49.891
Other depreciation expense		9,005		8,908		26,625		26,969
Amortization of negative contract values		(670)		(680)		(2,010)		(2,363)
Depreciation and amortization	\$	26,195	\$	25,313	\$	76,715	\$	74,497
FUNDS FROM OPERATIONS:								
Net income	\$	41,964	\$	45,252	\$	113,488	\$	112,463
Income tax expense		25,284		15,084		69,653		55,539
Expenses associated with debt refinancing transactions		-		-		-		3,838
Income tax benefit for debt refinancing transactions		-		-		-		(1,465)
Income taxes paid		(17,226)		(8,852)		(44,213)		(49,691)
Depreciation and amortization		26,195		25,313		76,715		74,497
Depreciation and amortization for discontinued operations		379		219		2,222		631
Goodwill impairment for discontinued operations		-		-		1,684		-
Income tax expense (benefit) for discontinued operations		(89)		617		(253)		1,402
Stock-based compensation reflected in G&A expenses		2,224		2,063		6,503		6,422
Amortization of debt costs and other non-cash interest	<u>_</u>	1,061		1,088	<u></u>	3,197		2,935
Funds from operations	\$	79,792	\$	80,784	\$	228,996	\$	206,571
Maintenance and technology capital expenditures		(9,835)		(12,667)		(24,413)		(30,856)
Adjusted funds from operations	\$	69,957	\$	68,117	\$	204,583	\$	175,715
FUNDS FROM OPERATIONS PER SHARE:								
Basic	\$	0.72	\$	0.70	\$	2.03	\$	1.77
Diluted	\$	0.72	\$	0.70	\$	2.03	\$	1.76
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ADJUSTED FUNDS FROM OPERATIONS PER SHARE: Basic	2	0.64	\$	0.59	\$	1.81	\$	1.51
Diluted	\$	0.63	\$	0.59	\$	1.80	\$	1.51
Diluca	\$	0.03	¢	0.39	Ф	1.60	Ф	1.30

SELECTED FINANCIAL INFORMATION

		For the	e Three Months 2010	Ended S	eptember 30, 2009	For t	he Nine Months 2010	Ended S	eptember 30, 2009	
Operating expenses: 51.18 52.240 162.268 149.37; 170.11 Contribution \$17.554 17.191 \$25.543 50.783 Total \$17.083 \$9.221 \$28.2610 \$28.355 Average available beds 241.126 23.182 23.626 22.480 Average compensated occupancy 96.1% 95.7% 95.7% 97.44 Total compensated man-days 2.132,130 2.041.832 6.170.293 5.975.994 Revenue per compensated man-day \$3.980 \$38.57 \$39.50 \$38.27 Operating expenses 26.32 2.6.63 26.30 25.01 Variable expense 26.32 2.6.63 26.30 25.01 Variable expense 28.38 8.42 8.52 8.55 Total 34.601 34.05 34.82 33.50 Operating margin per compensated man-day \$5.200 \$4.52 \$4.68 \$4.77 Operating margin rate \$3.40,473 \$3.54,70 \$9.93,739 \$97.797 Operating expenses <th>MANAGED ONLY FACILITIES:</th> <th></th> <th></th> <th></th> <th></th> <th></th> <th></th> <th></th> <th></th>	MANAGED ONLY FACILITIES:									
	Management revenue	\$	84,865	\$	78,752	\$	243,721	\$	228,718	
Variable sepanse $17,654$ $17,191$ $52,543$ $50,783$ Total $73,772$ $69,531$ $214,811$ $200,164$ Contribution $$11,093$ $$9,221$ $$$28,910$ $$$28,552$ Average available beds $24,126$ $23,182$ $23,626$ $22,483$ Average compensated occupancy $96,1\%$ $95,7\%$ $95,7\%$ $97,493$ Total compensated man-days $2,132,130$ $2,041,832$ $6,170,293$ $5975,997$ Revenue per compensated man-day $$$39,80$ $$38,57$ $$$39,50$ $$$38,27$ Operating expenses per compensated man-day: $$$26,32$ $$26,53$ $$26,33$	Operating expenses:									
Total $73,722$ $00,531$ $214,811$ $200,65$ Contribution \$ 11,093 \$ 9,221 \$ 28,910 \$ 28,555 Average available beds $24,126$ $23,182$ $23,026$ $22,484$ Average compensated occupancy $96,1\%$ $95,7\%$ $95,7\%$ $97,4\%$ Total compensated man-days $2,152,130$ $2,041,832$ $6,170,293$ $5,975,90$ Revenue per compensated man-day \$ 39,80 \$ 38,57 \$ 39,50 \$ 38,27 Operating expense per compensated man-day \$ 26,32 $25,63$ $26,30$ 2500 Variable expense $8,28$ $8,42$ $8,52$ $8,52$ Total $34,660$ $34,05$ $34,482$ $33,5470$ \$ 993,739 \$ 977,797 Operating margin rate \$ 340,473 \$ 335,470 \$ 993,739 \$ 977,797 \$ 11,8\% $12,597$ Obstrait expense \$ 340,473 \$ 335,470 \$ 993,739 \$ 977,797 Operating expenses: \$ 163,068 165,346 489,564 482,641 <t< td=""><td>1</td><td></td><td>56,118</td><td></td><td>52,340</td><td></td><td>162,268</td><td></td><td>149,375</td></t<>	1		56,118		52,340		162,268		149,375	
Contribution \$ 11,093 \$ 9,221 \$ 28,910 \$ 28,555 Average available beds 24,126 23,182 23,626 22,481 Average compensated occupancy 96,1% 95,7% 95,7% 97,49 Total compensated man-days 2,132,130 2,041,832 6,170,293 5,975,99 Revenue per compensated man-day \$ 39,80 \$ 38,57 \$ 39,50 \$ 38,27 Operating expenses per compensated man-day: \$ 39,80 \$ 38,57 \$ 39,50 \$ 38,27 Total 8,22 25,63 26,30 25,00 \$ 33,5470 \$ 8,22 8,52 \$ 8,57 Operating margin per compensated man-day \$ 5,20 \$ 4,52 \$ 4,68 \$ 4,77 \$ 11,8% 212,517 \$ 11,7% 11,3% 212,517 \$ 12,57 \$ 8,52 \$ 8,57 \$ 8,57 \$ 99,7,39 \$ 97,797 \$ 99,7,39 \$ 97,797 \$ 99,7,39 \$ 97,797 \$ 99,7,39 \$ 97,797 \$ 99,7,39 \$ 97,797 \$ 99,7,39 \$ 97,797 \$ 99,7,39 \$ 97,797 \$ 99,7,39 \$ 97,797 \$ 99,7,39 <td></td> <td></td> <td></td> <td></td> <td>,</td> <td></td> <td></td> <td></td> <td>50,789</td>					,				50,789	
Average available beds 24,126 23,182 23,626 22,481 Average compensated occupancy 96,1% 95,7% 95,7% 97,44 Total compensated man-days 2,132,130 2,041,832 6,170,293 5,975,999 Revenue per compensated man-day \$ 39,80 \$ 38,57 \$ 39,50 \$ 38,27 Operating expenses per compensated man-day: 26,52 25,63 26,630 25,00 \$ 38,57 \$ 39,50 \$ 38,57 \$ 39,50 \$ 38,27 Operating expenses per compensated man-day: 26,52 25,63 26,630 25,00 \$ 35,57 \$ 48,62 8,52 8,842 \$ 35,57 \$ 35,57 \$ 48,68 \$ 4,77 \$ 335,470 \$ 993,739 \$ 977,977 \$ 35,470 \$ 993,739 \$ 977,977 \$ \$ 340,473 \$ 335,470 \$ 993,739 \$ 977,977 \$,						200,164	
Average compensated occupancy 96.1% 95.7% 95.7% 95.7% 97.44 Total compensated man-days 2,132,130 2,041,832 6,170,293 5,975,990 Revenue per compensated man-day \$ 39.80 \$ 38.57 \$ 39.50 \$ 38.27 Operating expenses per compensated man-day: 26.32 25.63 26.30 25.00 Variable expense 28.28 8.42 8.52 8.52 Total 34.60 34.05 34.82 33.55 Operating margin per compensated man-day \$ 5.20 \$ 4.52 \$ 4.68 \$ 4.77 Operating margin rate 13.1% 11.7% 11.8% \$ 12.77 Operating margin rate 13.1% 11.7% 11.8% \$ 2.77.97 Operating margin rate 11.17% 11.8% \$ 2.77.97 Operating expense: 163.068 165.346 489.564 482.641 Variable expense 163.068 165.346 489.564 482.641 Variable expense 163.075 61.054 62.087 61.044 <tr< td=""><td>Contribution</td><td>\$</td><td>11,093</td><td>\$</td><td>9,221</td><td>\$</td><td>28,910</td><td>\$</td><td>28,554</td></tr<>	Contribution	\$	11,093	\$	9,221	\$	28,910	\$	28,554	
Total compensated man-days 2,132,130 2,041,832 6,170,293 5,975,994 Revenue per compensated man-day: \$ 39,80 \$ 38,57 \$ 39,50 \$ 38,27 Fixed expense 26,52 25,63 26,30 25,00 Variable expense 8,28 8,42 8,52 8,57 Total 34,60 34,05 34,82 33,50 Operating margin per compensated man-day: \$ 5,20 \$ 4,52 \$ 4,68 \$ 4,77 Operating margin rate \$ 30,073 \$ 335,470 \$ 993,739 \$ 977,997 Operating expenses: \$ 340,473 \$ 335,470 \$ 993,739 \$ 977,997 Operating expenses: \$ 340,473 \$ 335,470 \$ 993,739 \$ 977,997 Operating expenses: \$ 163,068 165,346 489,564 482,641 Variable expense \$ 5,1659 53,211 152,197 154,365 Total \$ 125,746 \$ 116,913 \$ 351,978 \$ 340,788 Average available beds \$ 63,075 \$ 61,054 \$ 62,087 \$ 61,044 </td <td>Average available beds</td> <td></td> <td>24,126</td> <td></td> <td>23,182</td> <td></td> <td>23,626</td> <td></td> <td>22,481</td>	Average available beds		24,126		23,182		23,626		22,481	
Revenue per compensated man-day Operating expenses per compensated man-day: Fixed expense \$ 39.80 \$ 38.57 \$ 39.50 \$ 38.27 Variable expense 26.32 25.63 26.30 25.00 Variable expense 8.28 8.42 8.52 8.52 Total 34.60 34.05 34.82 33.50 Operating margin per compensated man-day 5 5.20 5 4.52 5 4.68 5 4.77 Operating margin rate 13.1% 11.7% 11.8% 22.50 5 4.52 5 4.68 5 4.77 Operating margin rate 5 5.20 5 4.52 5 4.68 5 4.77 Operating expenses: 5 340.473 5 335.470 8 997.737 977.797 Operating expenses 51.659 53.211 152.197 154.364 489.564 482.641 Variable expense $51.25.746$ 116.913 53.219 53.21	Average compensated occupancy		96.1%		95.7%		95.7%		97.4%	
Operating expenses per compensated man-day: Fixed expense 26.32 25.63 26.30 25.63 26.30 25.63 26.30 25.63 26.30 25.63 26.30 25.63 26.30 25.63 26.30 25.63 26.30 25.63 26.30 25.00 Variable expense 34.60 35.70 7 7 7 7 7 7 7 7 7 7 <th col<="" td=""><td>Total compensated man-days</td><td></td><td>2,132,130</td><td></td><td>2,041,832</td><td></td><td>6,170,293</td><td></td><td>5,975,990</td></th>	<td>Total compensated man-days</td> <td></td> <td>2,132,130</td> <td></td> <td>2,041,832</td> <td></td> <td>6,170,293</td> <td></td> <td>5,975,990</td>	Total compensated man-days		2,132,130		2,041,832		6,170,293		5,975,990
Operating expenses per compensated man-day: Fixed expense 26.32 25.63 26.30 25.03 26.30 25.03 26.30 25.03 26.30 25.03 26.30 25.03 26.30 25.03 26.30 25.03 26.30 25.03 34.52 34.52 34.52 34.52 34.52 34.52 34.52 34.52 34.52 34.52 34.60 34.52 34.60 34.52 5 34.60 34.52 5 34.60 34.77 0 OWNED AND MANAGED FACILITIES: Management revenue 5 34.0473 \$ 997.797 5 997.797 5 997.797 5 94.654 442.641 Variable expense 163	Revenue per compensated man-day	\$	39.80	\$	38.57	\$	39.50	\$	38.27	
Fixed expense 26.32 25.63 26.30 8.26 8.26 8.26 8.26 8.26 8.26 8.26 8.52 8.52 8.50 8	Operating expenses per compensated man-day:									
Variable expense 8.28 8.42 8.52 8.52 Total 34.60 34.05 34.82 33.50 Operating margin per compensated man-day Operating margin rate \$ 5.20 \$ 4.52 \$ 4.68 \$ 4.77 OWED AND MANAGED FACILITIES: Management revenue \$ 340,473 \$ 335,470 \$ 993,739 \$ 977,797 Operating expenses: Fixed expense 163,068 165,346 489,564 482,641 Variable expense 51,659 532,11 152,197 154,362 641,761 637,005 Contribution \$ 125,746 \$ 116,913 \$ 351,978 \$ 340,788 Average compensated occupancy 88.6% 89.5% 88.4% 87.79 Total compensated man-day \$ 66.23 \$ 66.73 \$ 66.32 \$ 66.94 Average compensated man-day \$ 66.23 \$ 66.73 \$ 66.32 \$ 66.94 Operating expenses per compensated man-day: 31.72 32.89 32.67 33.00 Fixed 31.72 32.89 32.67 33.00 33.00 33.00			26.32		25.63		26.30		25.00	
S 5.20 \$ 4.52 \$ 4.68 \$ 4.77 Operating margin rate 3.1% 11.7% 11.8% 31.25 11.8% 31.25 OWNED AND MANAGED FACILITIES: Management revenue \$ 340.473 \$ $335,470$ \$ $993,739$ \$ $977,797$ Operating expenses: Fixed expense 163.068 $165,346$ $489,564$ $482,641$ Variable expense 51.659 53.211 $152,197$ 154.436 Total 214.727 $218,557$ $641,761$ $633,005$ Average available beds 63.075 61.054 62.087 61.044 Average compensated occupancy 88.6% 89.5% 88.4% 87.79 Total compensated man-day \$ 66.23 \$ 66.73 \$ 66.32 \$ 66.43 \$ 66.43 93.67 33.04 Operating expenses per compensated man-day \$ 66.23 \$ 66.73 \$ 66.32			8.28		8.42		8.52		8.50	
Operating margin rate 13.1% 11.7% 11.8% 12.5% OWNED AND MANAGED FACILITIES: Management revenue \$ 340.473 \$ 335.470 \$ $993,739$ \$ $977,797$ Operating expenses: Fixed expense 163.068 165.346 489.564 4482.641 Variable expense 15.659 53.211 152.197 154.365 Total 214.727 218.557 641.761 637.005 Average available beds 63.075 61.054 62.087 61.040 Average compensated occupancy 88.6% 89.5% 88.4% 87.77 Total compensated man-day $$ 66.23$ $$ 66.73$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 33.00$ Variable 10.05 10.59 10.16 10.57 10.59 10.16	Total		34.60		34.05		34.82		33.50	
Operating margin rate 13.1% 11.7% 11.8% 12.5% OWNED AND MANAGED FACILITIES: Management revenue \$ 340.473 \$ 335.470 \$ $993,739$ \$ $977,797$ Operating expenses: Fixed expense 163.068 165.346 489.564 4482.641 Variable expense 15.659 53.211 152.197 154.365 Total 214.727 218.557 641.761 637.005 Average available beds 63.075 61.054 62.087 61.040 Average compensated occupancy 88.6% 89.5% 88.4% 87.77 Total compensated man-day $$ 66.23$ $$ 66.73$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 66.32$ $$ 33.00$ Variable 10.05 10.59 10.16 10.57 10.59 10.16	Operating margin per compensated man-day	\$	5.20	\$	4.52	\$	4.68	\$	4.77	
Management revenue\$ $340,473$ \$ $335,470$ \$ $993,739$ \$ $977,979$ Operating expenses:Fixed expense163,068165,346489,564482,641Variable expense51,65953,211152,197154,366Total $214,727$ $218,557$ $641,761$ $637,005$ Contribution\$125,746\$116,913\$ $351,978$ \$Average available beds $63,075$ $61,054$ $62,087$ $61,044$ Average compensated occupancy 88.6% 89.5% 88.4% 87.79 Total compensated man-days $5,140,756$ $5,027,007$ $14,984,685$ $14,608,155$ Revenue per compensated man-day:\$ 66.23 \$ 66.73 \$ 66.32 \$Fixed 31.72 32.89 32.67 33.04 Variable 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day\$ 24.46 \$ 23.25 \$ 23.49 \$ 23.33	Operating margin rate		13.1%		11.7%		11.8%		12.5%	
Operating expenses: Interview of the term of term of the term of term o	OWNED AND MANAGED FACILITIES:									
Fixed expense $163,068$ $165,346$ $489,564$ $482,641$ Variable expense $51,659$ $53,211$ $152,197$ $154,368$ Total $214,727$ $218,557$ $641,761$ $6637,005$ Contribution\$ 125,746\$ 116,913\$ 351,978\$ 340,788Average available beds $63,075$ $61,054$ $62,087$ $61,044$ Average compensated occupancy 88.6% 89.5% 88.4% 87.79 Total compensated man-days $5,140,756$ $5,027,007$ $14,984,685$ $14,608,155$ Revenue per compensated man-day:\$ 66.23\$ 66.73\$ 66.32\$ 66.94Variable 31.72 32.89 32.67 33.04 Variable 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day\$ 24.46\$ 23.25\$ 23.49\$ 23.33	6	\$	340,473	\$	335,470	\$	993,739	\$	977,797	
Variable expense 51.659 53.211 152.197 154.368 Total 214.727 218.557 641.761 637.005 Contribution\$ 125.746\$ 116.913\$ 351.978\$ 340.788Average available beds 63.075 61.054 62.087 61.044 Average compensated occupancy 88.6% 89.5% 88.4% 87.79 Total compensated man-days $5,140.756$ $5,027,007$ $14,984.685$ $14.608.155$ Revenue per compensated man-day:\$ 66.23\$ 66.73\$ 66.32\$ 66.94Fixed 31.72 32.89 32.67 33.04 Variable 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.66 Operating margin per compensated man-day\$ 24.46\$ 23.25\$ 23.49\$ 23.33										
Total $214,727$ $218,557$ $641,761$ $637,095$ Contribution\$ 125,746\$ 116,913\$ 351,978\$ 340,788Average available beds $63,075$ $61,054$ $62,087$ $61,040$ Average compensated occupancy 88.6% 89.5% 88.4% 87.79 Total compensated man-days $5,140,756$ $5,027,007$ $14,984,685$ $14,608,155$ Revenue per compensated man-day\$ 66.23 \$ 66.73 \$ 66.32 \$ 66.94 Operating expenses per compensated man-day: Fixed 31.72 32.89 32.67 33.04 Variable 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day\$ 24.46 23.25 \$ 23.49 \$ 23.35			,		165,346		489,564		482,641	
Contribution \$ 125,746 \$ 116,913 \$ 351,978 \$ 340,788 Average available beds 63,075 61,054 62,087 61,040 Average compensated occupancy 88.6% 89.5% 88.4% 87.79 Total compensated man-days 5,140,756 5,027,007 14,984,685 14,608,155 Revenue per compensated man-day \$ 66.23 66.73 66.32 66.32 66.94 Operating expenses per compensated man-day: 31.72 32.89 32.67 33.04 Variable 10.05 10.59 10.16 10.57 Total \$ 24.46 23.25 \$ 23.49 23.33	*				,		,		154,368	
Average available beds 63,075 61,054 62,087 61,040 Average compensated occupancy 88.6% 89.5% 88.4% 87.79 Total compensated man-days 5,140,756 5,027,007 14,984,685 14,608,155 Revenue per compensated man-day \$ 66.23 \$ 66.73 \$ 66.32 \$ 66.94 Operating expenses per compensated man-day: 31.72 32.89 32.67 33.04 Variable 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day \$ 24.46 \$ 23.25 \$ 23.49 \$ 23.33									637,009	
Average compensated occupancy 88.6% 89.5% 88.4% 87.79 Total compensated man-days 5,140,756 5,027,007 14,984,685 14,608,155 Revenue per compensated man-day \$ 66.23 \$ 66.73 \$ 66.32 \$ 66.94 Operating expenses per compensated man-day: 31.72 32.89 32.67 33.04 Variable 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day \$ 24.46 23.25 \$ 23.49 \$ 23.33	Contribution	\$	125,746	\$	116,913	\$	351,978	\$	340,788	
Total compensated man-days 5,140,756 5,027,007 14,984,685 14,608,155 Revenue per compensated man-day \$ 66.23 \$ 66.73 \$ 66.32 \$ 66.94 Operating expenses per compensated man-day: 31.72 32.89 32.67 33.04 Variable 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day \$ 24.46 23.25 \$ 23.49 \$ 23.33	Average available beds		63,075		61,054		62,087		61,040	
Revenue per compensated man-day Operating expenses per compensated man-day: \$ 66.23 \$ 66.73 \$ 66.32 \$ 66.94 Fixed 31.72 32.89 32.67 33.04 Variable 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day \$ 24.46 \$ 23.25 \$ 23.49 \$ 23.33	Average compensated occupancy		88.6%		89.5%		88.4%		87.7%	
Operating expenses per compensated man-day: 31.72 32.89 32.67 33.04 Fixed 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day \$ 24.46 \$ 23.25 \$ 23.49 \$ 23.33	Total compensated man-days		5,140,756		5,027,007		14,984,685		14,608,155	
Fixed 31.72 32.89 32.67 33.04 Variable 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day \$ 24.46 \$ 23.25 \$ 23.49 \$ 23.33	Revenue per compensated man-day	\$	66.23	\$	66.73	\$	66.32	\$	66.94	
Variable 10.05 10.59 10.16 10.57 Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day \$ 24.46 \$ 23.25 \$ 23.49 \$ 23.33	Operating expenses per compensated man-day:									
Total 41.77 43.48 42.83 43.61 Operating margin per compensated man-day \$ 24.46 \$ 23.25 \$ 23.49 \$ 23.33	Fixed		31.72		32.89		32.67		33.04	
Operating margin per compensated man-day \$ 24.46 \$ 23.25 \$ 23.49 \$ 23.33	Variable		10.05		10.59		10.16		10.57	
	Total		41.77		43.48		42.83		43.61	
Operating margin rate 36.9% 34.8% 35.4% 34.8%		\$		\$	23.25	\$	23.49	\$	23.33	
	Operating margin rate		36.9%		34.8%		35.4%		34.8%	

ANALYSIS OF OUTSTANDING DEBT

(Unaudited and amounts in thousands)

	Outstanding Balance 12/31/2009	Outstanding Balance 9/30/2010	Stated Interest Rate	Effective Interest Rate	Maturity Date	Callable/ Redeemable
Fixed Rate:						
\$375.0 Million Senior Notes	\$ 375,000	\$ 375,000	6.25%	6.50%	March 2013	On or prior to March 15, 2008, 35% redeemable at 106.25% with proceeds from equity offerings; on or after March 15, 2009, 100% redeemable at various premium prices until March 15, 2011 at par
\$150.0 Million Senior Notes	150,000	150,000	6.75%	6.99%	January 2014	On or prior to January 31, 2009, 35% redeemable at 106.75% with proceeds from equity offerings; on or after January 31, 2010, 100% redeemable at various premium prices until January 31, 2012 at par
\$465.0 Million Senior Notes	452,300	453,268	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
Total Fixed Rate Debt	977,300	978,268				
Floating Rate:						
Revolving Credit Facility	171,799	257,966	1.30%	1.54% 2)	December 2012	
Grand Total Debt	\$ 1,149,099	\$ 1,236,234	5.90%	6.24%	4.1 3)	

¹⁾ Includes amortization of debt issuance costs, net of debt discounts and premiums.

²⁾ The Company also has \$30.3 million of letters of credit outstanding under a sub-facility. Further, Lehman's current unfunded \$12.3 million commitment is no longer being funded by Lehman. Lehman's commitment has not been assumed by another party, which effectively reduces the Company's borrowing capacity under the Revolving Credit Facility to \$149.5 million. The Revolving Credit facility currently bears interest at LIBOR plus a margin of 0.75%.

³⁾ Represents the weighted average debt maturity in years.

Debt Maturity Schedule:

<u>Year</u>	Total Debt Maturing	% of Debt Maturing	% of Debt Maturing
2010	-	0.00%	0.00%
2011	-	0.00%	0.00%
2012	257,966	20.67%	20.67%
2013	375,000	30.05%	50.72%
2014	150,000	12.02%	62.74%
Thereafter	465,000	37.26%	100.00%
	\$ 1,247,966	100.00%	
Debt Discount - \$465.0 Million Senior Notes	(11,732)		
	\$ 1,236,234		

SELECTED OPERATING RATIOS

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

		For the Three Months Ended September 30,			For the Nine Mon September			
		2010		2009		2010		2009
COVERAGE RATIOS:								
Interest coverage ratio (Adjusted EBITDA/Interest incurred) (x)		6.1		5.6		5.7		5.4
Fixed charge coverage ratio (Adjusted EBITDA/(Interest incurred + Scheduled prin pmts)) (x)		6.1		5.6		5.7		5.4
Senior debt coverage ratio (Senior debt/Annualized Adjusted EBITDA) (x)		2.8		2.9		3.0		3.0
Total debt coverage ratio (Total debt/Annualized Adjusted EBITDA) (x)		2.8		2.9		3.0		3.0
Accounts receivable turnover (Annualized revenues/Accounts receivable) (x)		4.9		6.0		4.8		5.8
DEBT/EQUITY RATIOS:								
Total debt/Total market capitalization		31.3%		31.4%		31.3%		31.4%
Total debt/Equity market capitalization		45.5%		45.8%		45.5%		45.8%
Total debt/Book equity capitalization		85.9%		86.0%		85.9%		86.0%
Total debt/Gross book value of real estate assets		37.2%		37.8%		37.2%		37.8%
RETURN ON INVESTMENT RATIOS:								
Annualized return on operating real estate investments								
(Annualized Adjusted EBITDA/Average operating real estate investments (undepreciated book value)*)		13.4%		13.0%		12.7%		12.7%
Annualized return on total assets								
(Annualized Adjusted EBITDA/Average total assets (undepreciated book value)*)		11.9%		11.4%		11.3%		11.3%
OVERHEAD RATIOS:								
Annualized general & administrative expenses/Average total assets (undepreciated book value)*		2.5%		2.5%		2.2%		2.5%
General & administrative expenses/Total revenues		5.5%		5.2%		5.0%		5.4%
INTEREST EXPENSE, NET:								
Interest income from continuing operations	\$	(555)	\$	(843)	\$	(1,702)	\$	(2,094)
Interest incurred		18,371		18,357		54,748		54,884
Amortization of debt costs and other non-cash interest		1,061		1,088		3,197		2,935
Capitalized interest	_	(952)	¢	(263)	¢	(3,744)	¢	(790)
Interest expense, net	\$	17,925	\$	18,339	\$	52,499	\$	54,935
EBITDA CALCULATION:								
Net income	\$	41,964	\$	45,252	\$	113,488	\$	112,463
Interest expense, net		17,925		18,339		52,499		54,935
Depreciation and amortization		26,195		25,313		76,715		74,497
Income tax expense		25,284		15,084		69,653		55,539
(Income) loss from discontinued operations, net of taxes		147		(1,777)		404		(3,051)
EBITDA		111,515		102,211		312,759		294,383
Expenses associated with debt refinancing transactions				-				3,838
ADJUSTED EBITDA	\$	111,515	\$	102,211	\$	312,759	\$	298,221

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

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 9/30/10
Owned and Managed Facilities:								
Central Arizona Detention Center Florence, Arizona	1994, 1998	USMS	2,304	Multi	Detention	Sep-13	(3) 5 year	149.13%
Eloy Detention Center Eloy, Arizona	1995, 1996	ICE	1,500	Medium	Detention	Indefinite	-	100.48%
Florence Correctional Center Florence, Arizona	1999, 2004	State of California	1,824	Multi	Correctional	Jun-11	Indefinite	122.29%
La Palma Correctional Center Eloy, Arizona	2008	State of California	3,060	Medium	Correctional	Jun-11	Indefinite	94.46%
Red Rock Correctional Center Eloy, Arizona	2006	State of California	1,596	Medium	Correctional	Jun-11	Indefinite	83.23%
Saguaro Correctional Facility Eloy, Arizona	2007	State of Hawaii	1,896	Medium	Correctional	Jun-11	-	99.49%
California City Correctional Center California City, California	1999	Office of the Federal Detention Trustee	2,304	Medium	Correctional	Sep-25	-	95.01%
San Diego Correctional Facility (E) San Diego, California	1999, 2000	ICE	1,154	Minimum/ Medium	Detention	Jun-11	(4) 3 year	91.74%
Bent County Correctional Facility Las Animas, Colorado	1992, 1997, 2008	State of Colorado	1,420	Medium	Correctional	Jun-11	-	96.84%
Crowley County Correctional Facility Olney Springs, Colorado	1998, 2004	State of Colorado	1,794	Medium	Correctional	Jun-11	-	91.25%
Huerfano County Correctional Center (F) Walsenburg, Colorado	1997	-	752	Medium	Correctional	-	-	0.00%
Kit Carson Correctional Center Burlington, Colorado	1998, 2008	State of Colorado	1,488	Medium	Correctional	Jun-11	-	61.55%
Coffee Correctional Facility (G) Nicholls, Georgia	1998, 1999, 2010	State of Georgia	2,312	Medium	Correctional	Jun-11	(23) 1 year	109.42%
McRae Correctional Facility McRae, Georgia	2000, 2002	ВОР	1,524	Medium	Correctional	Nov-10	(2) 1 year	113.94%
Stewart Detention Center Lumpkin, Georgia	2004	ICE	1,752	Medium	Detention	Indefinite	-	102.51%
Wheeler Correctional Facility (G) Alamo, Georgia	1998, 1999, 2010	State of Georgia	2,312	Medium	Correctional	Jun-11	(23) 1 year	106.12%

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 9/30/10
Leavenworth Detention Center Leavenworth, Kansas	1992, 2000, 2004, 2008	USMS	1,033	Maximum	Detention	Dec-11	(3) 5 year	87.76%
Lee Adjustment Center Beattyville, Kentucky	1990	State of Vermont	816	Minimum/ Medium	Correctional	Jun-11	-	66.39%
Marion Adjustment Center St. Mary, Kentucky	1955, 1988	Commonwealth of Kentucky	826	Minimum	Correctional	Jun-11	(1) 2 year	98.63%
Otter Creek Correctional Center (H) Wheelwright, Kentucky	1993	Commonwealth of Kentucky	656	Minimum/ Medium	Correctional	Jun-12	(1) 1 year (1) 2 year	97.53%
Prairie Correctional Facility (I) Appleton, Minnesota	1991	-	1,600	Medium	Correctional	-	-	0.00%
Adams County Correctional Center Adams County, Mississippi	2008	ВОР	2,232	Medium	Correctional	Jul-13	(3) 2 year	114.07%
Tallahatchie County Correctional Facility (J) Tutwiler, Mississippi	2000, 2007, 2008	State of California	2,672	Medium	Correctional	Jun-11	Indefinite	97.36%
Crossroads Correctional Center (K) Shelby, Montana	1999	State of Montana	664	Multi	Correctional	Aug-11	(4) 2 year	98.61%
Nevada Southern Detention Center Pahrump, Nevada	2010	Office of the Federal Detention Trustee	1,072	Medium	Detention	Sep-15	(3) 5 year	0.00%
Cibola County Corrections Center Milan, New Mexico	1994, 1999	ВОР	1,129	Medium	Correctional	Sep-14	(3) 2 year	101.84%
New Mexico Women's Correctional Facility Grants, New Mexico	1989, 2000	State of New Mexico	596	Multi	Correctional	Jun-13	-	99.76%
Torrance County Detention Facility Estancia, New Mexico	1990, 1997	USMS	910	Multi	Detention	Indefinite	-	103.62%
Northeast Ohio Correctional Center Youngstown, Ohio	1997	BOP	2,016	Medium	Correctional	May-11	(2) 2 year	99.72%
Queensgate Correctional Facility (L) Cincinnati, Ohio	1906	-	850	Medium	-	-	-	0.00%
Cimarron Correctional Facility (M) Cushing, Oklahoma	1997, 2008	State of Oklahoma	1,692	Medium	Correctional	Jun-11	(3) 1 year	38.59%
Davis Correctional Facility (M) Holdenville, Oklahoma	1996, 2008	State of Oklahoma	1,670	Medium	Correctional	Jun-11	(3) 1 year	95.32%
Diamondback Correctional Facility (F) Watonga, Oklahoma	1998, 2000	-	2,160	Medium	Correctional	-	-	0.00%

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 9/30/10
North Fork Correctional Facility Sayre, Oklahoma	1998, 2007	State of California	2,400	Medium	Correctional	Jun-11	Indefinite	95.90%
West Tennessee Detention Facility Mason, Tennessee	1990, 1996	USMS	600	Multi	Detention	Sep-11	(9) 2 year	87.49%
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	Sep-10	(1) 1 year	97.23%
Bridgeport Pre-Parole Transfer Facility Bridgeport, Texas	1989	State of Texas	200	Medium	Correctional	Feb-11		99.76%
Eden Detention Center Eden, Texas	1990	ВОР	1,422	Medium	Correctional	Apr-11	(3) 2 year	106.86%
Houston Processing Center Houston, Texas	1984, 2005	ICE	1,000	Medium	Detention	Mar-11	(3) 1 year	87.36%
Laredo Processing Center Laredo, Texas	1985, 1990	ICE	258	Minimum/ Medium	Detention	Jun-11	-	93.60%
Webb County Detention Center Laredo, Texas	1998	USMS	480	Medium	Detention	Nov-12	(1) 5 year	97.96%
Mineral Wells Pre-Parole Transfer Facility Mineral Wells, Texas	1995	State of Texas	2,103	Minimum	Correctional	Feb-11	-	99.36%
T. Don Hutto Residential Center Taylor, Texas	1997	ICE	512	Non-secure	Detention	Jan-15	Indefinite	97.90%
D.C. Correctional Treatment Facility (O) Washington D.C.	1992	District of Columbia	1,500	Medium	Detention	Mar-17	-	69.67%
Total design capacity for Owned and Managed	Facilities (45 Owned and Man	naged Facilities)	63,797					
Managed Only Facilities:								
Bay Correctional Facility Panama City, Florida	N/A	State of Florida	985	Medium	Correctional	Jul-13	(2) 2 year	99.46%
Citrus County Detention Facility Lecanto, Florida	N/A	Citrus County, FL	760	Multi	Detention	Sep-15	Indefinite	78.18%
Graceville Correctional Facility Graceville, Florida	N/A	State of Florida	1,884	Minimum/ Medium	Correctional	Sep-13	(2) 2 year	99.39%

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 9/30/10
Lake City Correctional Facility Lake City, Florida	N/A	State of Florida	893	Secure	Correctional	Jun-12	Indefinite	99.39%
Moore Haven Correctional Facility Moore Haven, Florida	N/A	State of Florida	985	Minimum/ Medium	Correctional	Jul-13	(2) 2 year	99.23%
North Georgia Detention Center Hall County, Georgia	N/A	ICE	502	Medium	Detention	May-14	Indefinite	60.63%
Idaho Correctional Center Boise, Idaho	N/A	State of Idaho	2,016	Minimum/ Medium	Correctional	Jun-14	(2) 2 year	101.49%
Marion County Jail Indianapolis, Indiana	N/A	Marion County, IN	1,030	Multi	Detention	Dec-17	(1) 10 year	101.43%
Winn Correctional Center Winnfield, Louisiana	N/A	State of Louisiana	1,538	Medium/ Maximum	Correctional	Jun-20	-	95.03%
Delta Correctional Facility Greenwood, Mississippi	N/A	State of Mississippi	1,172	Minimum/ Medium	Correctional	Jul-11	-	86.02%
Wilkinson County Correctional Facility Woodville, Mississippi	N/A	State of Mississippi	1,000	Medium	Correctional	Jun-11	(4) 1 year	95.02%
Elizabeth Detention Center Elizabeth, New Jersey	N/A	ICE	300	Minimum	Detention	Sep-11	(4) 3 year	100.00%
Silverdale Facilities Chattanooga, Tennessee	N/A	Hamilton County, TN	1,046	Multi	Detention	Dec-10	-	87.72%
South Central Correctional Center Clifton, Tennessee	N/A	State of Tennessee	1,676	Medium	Correctional	Jun-12	-	97.36%
Metro-Davidson County Detention Facility Nashville, Tennessee	N/A	Davidson County, TN	1,092	Multi	Detention	Jul-14	-	94.03%
Hardeman County Correctional Facility Whiteville, Tennessee	N/A	State of Tennessee	2,016	Medium	Correctional	May-12	(2) 3 year	97.56%
Bartlett State Jail Bartlett, Texas	N/A	State of Texas	1,049	Minimum/ Medium	Correctional	Jan-11	-	99.70%
Bradshaw State Jail Henderson, Texas	N/A	State of Texas	1,980	Minimum/ Medium	Correctional	Jan-11	-	99.33%
Dawson State Jail Dallas, Texas	N/A	State of Texas	2,216	Minimum/ Medium	Correctional	Jan-11	-	99.16%

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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 9/30/10
Lindsey State Jail Jacksboro, Texas	N/A	State of Texas	1,031	Minimum/ Medium	Correctional	Jan-11	-	99.70%
Willacy State Jail Raymondville, Texas	N/A	State of Texas	1,069	Minimum/ Medium	Correctional	Jan-11	-	99.89%
Total design capacity for Managed Only Facilitie	es (21 Managed Only Faciliti	es)	26,240					
Total design capacity for All Facilities as of Septe	ember 30, 2010		90,037					
Expansion and Development Projects and Fac	ility Activations:							
Facility Name	Estimated Completion	Potential Customer(s)	Design Capacity (B)	Project Description				
Jenkins Correctional Center (G) Millen, Georgia	First quarter 2012	State of Georgia	1,124	New owned facilit	y			
Projected Design Capacity For All Facilities			91,161					
Leased Facilities:								
Leo Chesney Correctional Center Live Oak, California	1989	Cornell Corrections	240	Minimum	Owned/Leased	Sep-15	-	N/A
Community Education Partners (P) Houston, Texas	N/A	Community Education Partners	-	Non-secure	Owned/Leased	Jun-14	-	N/A

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

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

(C) We manage numerous facilities that have more than a single function (i.e., housing both long-term sentenced adult prisoners and pre-trial detainees). The primary functional categories into which facility types are identified was determined by the relative size of prisoner populations in a particular facility on September 30, 2010. 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) 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. Upon expiration of the lease in December 2015, ownership of the facility automatically reverts to the County of San Diego.

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

(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) 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.

								Compensated
							Remaining	Occupancy % for
	Year Constructed		Design	Security	Facility Type		Renewal Options	the Quarter ended
Facility Name	(A)	Primary Customer	Capacity (B)	Level	(C)	Term	(D)	9/30/10

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

(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) During December 2008, we were notified by Hamilton County, Ohio of its intent to terminate the lease for the 850-bed Queensgate Correctional Facility. We believe the County elected to terminate the lease effective January 1, 2009, due to funding issues experienced by the County.

(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 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) 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)

Customer	the Nine	ent Revenue For Months Ended nber 30, 2010	Percent of Management Revenue For the Nine Months Ended September 30, 2010		
Bureau of Prisons	\$	198,598	16.05%		
United States Marshals		191,443	15.47%		
California		154,172	12.46%		
United States Immigration and Customs Enforcement		145,914	11.79%		
Texas		69,685	5.63%		
Tennessee		60,349	4.88%		
Colorado		57,525	4.65%		
Georgia		50,041	4.04%		
Hawaii		32,776	2.65%		
Florida		31,377	2.54%		
	\$	991,880	80.15%		
Total Management Revenue	\$	1,237,460	100.00%		

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Standard & Poor's	Gerald Phelan	(312) 233-7031
Credit Ratings:		
	Standard & Poor's	Moody's
Corporate Credit Rating	BB	Not rated
Senior Unsecured Debt	BB	Ba2

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