This Instrument prepared by:
Stokes Bartholomew Evans & Petree, P.A. (CBR)
424 Church Street Suite 2800
Nashville, Tennessee 37219

Davidson County DEEDWARR
Recvd: 01/02/03 09:58 5pgs
Fees:28.00 Taxes:9431.43
20030102-0000096

ADDRESS NEW OWNER:
CCA Properties of Tennessee, LLC
10 Burton Hills Boulevard
Nashville, Tennessee 37215

SEND TAX BILL TO:
Same

MAP-PARCEL
Map 118-4 Parcel 357
Split

# GENERAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **CORRECTIONS CORPORATION OF AMERICA**, a Maryland corporation, successor in interest to TransCor America, Inc., a Tennessee corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **CCA PROPERTIES OF TENNESSEE, LLC**, a Tennessee limited liability company (the "Grantee"), and Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

See EXHIBIT A attached hereto and incorporated herein by this reference.

The conveyance of the property herein, and all covenants and warranties of Grantor contained herein, are made expressly subject to those matters set forth on EXHIBIT B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to Grantee, and Grantee's successors and assigns forever.

Grantor covenants that it is lawfully seized and possessed of the property in fee simple, has the right to convey the same, and that the title thereto is free from all encumbrances, except

as otherwise set forth herein. Grantor further covenants and binds itself, and its successors and assigns, to warrant and forever defend the title to said property to Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

**IN WITNESS WHEREOF**, the Grantor has caused this General Warranty Deed to be executed as of the 27TH day of December, 2002.

**CORRECTIONS CORPORATION OF AMERICA,**
a Maryland corporation

By: _____

Its: Vice President, Finance

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared David M. Garfinkle, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself~~/herself~~ to be Vice President, Finance of CORRECTIONS CORPORATION OF AMERICA, the within named bargainor, a Maryland corporation, and that he, as such Vice President, Finance, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself~~/herself~~ as Vice President, Finance.

WITNESS my hand, at office, this 27TH day of December, 2002.

STELLA M. McDANIEL NOTARY PUBLIC AT LARGE DAVIDSON CO. TENN.

_____
Notary Public
My Commission Expires: _____

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

The actual consideration or value, whichever is greater, for this transfer is $2,549,036.00.

Affiant

Subscribed and sworn to before me this
27th day of December, 2002.

Notary Public
My Commission Expires: _____

SHEILA M. McDANIEL
NOTARY PUBLIC AT LARGE
DAVIDSON CO. TENN.

219043 / 4235-62

**EXHIBIT A**

Legal Description

Land in Davidson County, Tennessee, being Lot No. 2 on the Final Plat of Four-Forty Center, Section 3, as shown on plat of record in Plat Book 9700, Page 527, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being the same property conveyed to Corrections Corporation of America, a Maryland corporation, formerly Prison Realty Trust, Inc. (formerly known as Prison Realty Corporation, a Maryland corporation, successor in interest by merger to TransCor America, Inc., a Tennessee corporation), by Warranty Deed from RRC Associates, LLC, a Tennessee limited liability company, of record in Book 10752, Page 97, said Register's Office, and by merger document of record in Book 11437, Page 848, said Register's Office.

**EXHIBIT B**

Permitted Encumbrances

1. Taxes for the year 2002, a lien now due and payable, but not yet delinquent. Tax Parcel No. 118-4-357.

2. If improvements are completed after January 1 of any year, the Law requires supplemental assessment for the year in which improvements are completed as defined by Statute. The Company assumes no liability for taxes assessed by correction pursuant to the provisions of TCA *67-5-603,* et seq.

3. All matters shown on Plat recorded in Book 9700, page 527.

4. All matters shown on survey by Dale & Associates, Surveyor, dated March 29, 1999.

5. UCC Financing Statement securing Lehman Commercial Paper, Inc., Agent recorded under UCC No. E0059198 as amended by No. E0062524 and 20001101-0108209.

6. Deed of Trust and Security Agreement executed by TransCor America, Inc., a Tennessee corporation to Lesa Hartley Skoney, Trustee(s), dated 01/01/99, and recorded 01/19/99 at 10:44 a.m. in Book 11301, page 263, Register's Office for Davidson County, Tennessee to secure to NationsBank, N.A. the payment of a note in the amount of $650,000.00.

7. The above-referenced Deed of Trust was amended as follows:

Amended and Restated Deed of Trust and Security Agreement given to secure the original amount and any other amount payable under the terms thereof:

| | |
|---|---|
| Dated: | August 4, 1999 |
| Recorded: | August 19, 1999, in Book 11625 at page 654 |
| Trustor: | Prison Realty Trust, Inc. (formerly known as Prison Realty Corporation, successor in interest by merger to TransCor America, Inc., a Tennessee corporation), a Maryland corporation |
| Trustee: | Lesa Hartley Skoney |
| Beneficiary: | Lehman Commercial Paper Inc., a New York corporation, in its capacity as the successor Administrative Agent |

8. The above-referenced Deed of Trust was further amended as follows:

Second Amended and Restated Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing given to secure the original amount and any other amount payable under the terms thereof:

| | |
|---|---|
| Dated: | May 3, 2002 |
| Recorded: | May 6, 2002, as Instrument No. 200205060055607 |
| Trustor: | Corrections Corporation of America, Inc., a Maryland corporation, formerly Prison Realty Trust, Inc. (formerly known as Prison Realty Corporation, successor in interest by merger to TransCor America, Inc., a Tennessee corporation), a Maryland corporation |
| Trustee: | Lesa Hartley Skoney |
| Beneficiary: | Lehman Commercial Paper Inc., a New York corporation, in its capacity as the successor Administrative Agent |