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 10:03 8pgs
Fees:43.00 Taxes:74862.21
20030102-0000100

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

SEND TAX BILL TO:
Same

MAP-PARCEL
Map 131-6-A
Parcel 22

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 Corrections Corporation of America, a Delaware 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. Gartinkle, 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 $20,233,030.00.

Affiant

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

Notary Public
My Commission Expires: _____

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

219015 / 4235-62

EXHIBIT A

Legal Description

Land in Davidson County, Tennessee, being Tract 22, on the Re-subdivision Plat of Tract 22 of Burton Hills, as shown on plat of record in Plat Book 9700, Page 158, 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 Delaware corporation, predecessor-in-interest to Corrections Corporation of America, a Maryland corporation, by Special Warranty Deed from Tennessee Real Estate Investments, L.P., a Tennessee limited partnership, of record in Book 9988, Page 180, said Register's Office, and to the said Corrections Corporation of America pursuant to Articles of Merger of record in Book 11280, Page 970, 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. 131-6-A-22.

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. Charter of Burton Hills Office Association, Inc., in Book 6468, page 203.

4. Charter of Burton Hills Office Association, Inc., in Book 6921, page 222.

5. Restrictions as contained in Book 6326, page 588.

6. Restrictions as contained in Book 6470, page 366 as assigned by Book 8967, page 715.

7. Easement(s) to Burton Hills Properties Phase 11, as set forth in instrument recorded in Book 7703, page 301.

8. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 10222, page 436.

9. ALL matters shown on Plat recorded in Book 6250, page 978.

10. ALL matters shown on Plat recorded in Book 6900, page 607.

11. ALL matters shown on Plat recorded in Book 9700, page 158.

12. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 543.

13. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 547.

14. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 551.

15. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 555.

16. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 559.

17. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 563.

18. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 567.

19. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 571.

20. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 575.

21. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 580.

22. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 585.

23. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 590.

24. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 595.

25. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 600.

26. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 605.

27. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 610.

28. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 615.

29. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7275, page 826.

30. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7306, page 127.

31. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7306, page 150.

32. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 880.

33. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 884.

34. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 888.

35. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 929.

36. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 934.

37. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 939.

38. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7593, page 508.

39. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7593, page 531.

40. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7593, page 535.

41. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7593, page 570.

42. UCC Financing Statement securing Lehman Commercial Paper, Inc., Agent recorded under UCC No. E0058973 as amended by No. E0062089, E0062525 and 20001101-0108208.

43. 20' Public Utility & Drainage Easement adjacent to Burton Hills Blvd. as set forth in Book 10222, Page 436.

44. Matters shown on Survey No. 18987.00 dated March 23, 1999 prepared by Gresham Smith & Partners.

45. Deed of Trust and Security Agreement executed by Prison Realty Corporation, a Maryland corporation to Len Hartley Skoney, Trustee(s), dated 01/01/99 and recorded 01/19/99 at 10:41 AM in Book 11301, page 245, Register's Office for Davidson County, Tennessee to secure NationsBank, N.A.

46. 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 622
Trustor:	Prison Realty Trust, Inc. (formerly known as Prison Realty Corporation), a Maryland corporation
Beneficiary:	Lehman Commercial Paper Inc., a New York corporation, in its capacity as the Successor Administrative Agent

47. 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. 20020506-0055606

Trustor: Corrections Corporation of America, a Maryland corporation, formerly Prison Realty Trust, Inc. (formerly known as Prison Realty Corporation), a Maryland corporation

Beneficiary: Lehman Commercial Paper Inc., a New York corporation, in its capacity as Administrative Agent