TRANSCOR AMERICA LLC
Form 424B3
May 19, 2009

Table of Contents

**This preliminary prospectus supplement relates to an effective registration statement but is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**Filed Pursuant to Rule 424(b)(3)**
**Registration No. 333-159329**

**Subject to completion, dated May 19, 2009**
**Preliminary Prospectus Supplement**
**(To Prospectus Dated May 19, 2009)**

***$300,000,000***
***% Senior Notes due 2017***
**Issue Price** *%*

*Interest payable and* .

The notes will mature on , 2017. Interest will accrue from , 2009, and the first interest payment date will be , 2009.

At any time on or after , 2013, we may redeem all or part of the notes at the redemption prices specified in this prospectus supplement under Description of notes Optional redemption, plus accrued and unpaid interest, if any, to the date of redemption. In addition, at any time before , 2012, we may redeem up to 35% of the notes with the proceeds we receive from certain equity offerings, as long as at least 65% of the aggregate principal amount of the notes remains outstanding after the redemption. The redemption prices are more fully described in the prospectus supplement under Description of Notes Optional Redemption. If we sell certain assets and do not invest the proceeds or repay indebtedness or if we experience specific kinds of changes of control, we must offer to repurchase the notes.

The notes will be our general senior unsecured obligations and will be equal in right of payment with all of our existing and future senior indebtedness, including our $375.0 million 61/4% Senior Notes due 2013, or the 2013 Notes, our $150.0 million 6.75% Senior Notes due 2014, or the 2014 Notes, and any and all of our $450.0 million 71/2% Senior Notes due 2011 that remain outstanding following the application of the net proceeds of this offering, which we refer to herein together with the 2013 Notes and the 2014 Notes as the Existing Senior Notes, and amounts outstanding under our revolving credit facility. The notes will be senior to our existing and future subordinated indebtedness. The notes will be effectively junior to all of our existing and future secured indebtedness, including amounts outstanding under our revolving credit facility to the extent of the collateral securing such indebtedness. The notes will be guaranteed on a senior unsecured basis by substantially all of our existing and future domestic subsidiaries that guarantee our revolving credit facility or other specified indebtedness. The guarantee of any subsidiary will be released when such subsidiary no longer guarantees such indebtedness, when such subsidiary is no longer a subsidiary of ours or when such subsidiary is designated an unrestricted subsidiary under the terms of the indenture. The guarantees will be equal in right of payment with the existing and future unsecured senior indebtedness of the guarantors, including the guarantees of the revolving credit facility and the guarantees of the Existing Senior Notes, and will rank senior to the future subordinated indebtedness of the guarantors. The guarantees will be effectively junior to all existing and future secured indebtedness of the guarantors, including guarantees of our revolving credit facility to the extent of the collateral securing such indebtedness. The notes will be structurally junior to the indebtedness and other liabilities of our non-guarantor subsidiaries.

**Investing in the notes involves risks. See Risk factors beginning on page S-11.**

| | Public offering price | Underwriting discounts and commissions | Proceeds to Corrections Corporation of America |
|---|---|---|---|
| Per note | % | % | % |
| Total | $ | $ | $ |

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

We expect that delivery of the notes to purchasers will be made on or about June , 2009 in book entry form through The Depository Trust Company for the account of its participants, including Clearstream Banking *société anonyme* and Euroclear Bank, S.A./N.V.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

*Joint Book-Running Managers*

**J.P. Morgan** **Bank of America Securities LLC** **Wachovia Securities**

*Joint Lead Managers*

**HSBC** **SunTrust Robinson Humphrey**

*Co-Managers*

**BB&T Capital Markets** **U.S. Bancorp Investments, Inc.** **Avondale Partners**
**First Analysis Securities Corporation** **Macquarie** **RBC Capital Markets**

May , 2009

**You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus. We have not authorized anyone to provide you with different information. We are not and the underwriters are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of this prospectus supplement.**

**Table of contents**

**Prospectus supplement**



**Prospectus**

Table of Contents

## Forward-looking statements

This prospectus supplement contains statements that are forward-looking statements as defined within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give our current expectations of forecasts of future events. All statements other than statements of current or historical fact contained in this prospectus supplement, including statements regarding our future financial position, business strategy, budgets, projected costs, and plans and objectives of management for future operations, are forward-looking statements. The words anticipate, believe, continue, estimate, expect, intend, may, plan, projects, will, and similar expressions, as they intended to identify forward-looking statements. These statements are based on our current plans and actual future activities, and our results of operations may be materially different from those set forth in the forward-looking statements. In particular these include, among other things, statements relating to:

general economic and market conditions, including the impact governmental budgets can have on our per diem rates and occupancy;

fluctuations in our operating results because of, among other things, changes in occupancy levels, competition, increases in costs of operations, fluctuations in interest rates and risks of operations;

changes in the privatization of the corrections and detention industry and the public acceptance of our services;

our ability to obtain and maintain correctional facility management contracts, including as the result of sufficient governmental appropriations, inmate disturbances, and the timing of the opening of new facilities and the commencement of new management contracts as well as our ability to utilize current available beds and new capacity as development and expansion projects are completed;

increases in costs to develop or expand correctional facilities that exceed original estimates, or the inability to complete such projects on schedule as a result of various factors, many of which are beyond our control, such as weather, labor conditions, and material shortages, resulting in increased construction costs;

changes in government policy and in legislation and regulation of the corrections and detention industry that adversely affect our business including, but not limited to, judicial challenges regarding the transfer of California inmates to out-of-state private correctional facilities; and

the availability of debt and equity financing on terms that are favorable to us.

All forward-looking statements in this prospectus supplement should be considered in the context of these risk factors, some of which are more fully described under Risk Factors. Except as required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this prospectus supplement may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. Accordingly, users of this prospectus supplement are cautioned not to place undue reliance on the forward-looking statements.

## Market and industry data

Certain market data contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus are based on independent industry publications and reports by market research firms. Although we believe these sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness. Some data are also based on our good faith estimates, which are derived from our review of internal surveys, as well as the independent sources referred to above.

## Where you can find more information

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act ). Accordingly, we file current, quarterly and annual reports, proxy statements and other information with the Securities and Exchange Commission (the SEC ). You may read and copy these reports, proxy statements and other information at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information on the operation of the SEC s Public Reference Room. Our SEC filings also are available to the public at the Internet website maintained by the SEC at www.sec.gov and from commercial document retrieval services.

We also make available free of charge through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, our definitive proxy statements and Section 16 reports on Forms 3, 4 and 5 as soon as reasonably practicable after we electronically file such reports or amendments with, or furnish them to, the SEC. Our Internet website address is www.correctionscorp.com. The information located on, or hyperlinked or otherwise connected to, our website is not, and shall not be deemed to be, a part of this prospectus or incorporated into any other filings that we make with the SEC.

Our common stock is listed on the New York Stock Exchange ( NYSE ) under the symbol CXW. You may inspect the information that we file with the NYSE, at the offices of the NYSE located at 20 Broad Street, New York, New York 10005.

## Incorporation of information by reference

The SEC allows us to incorporate by reference the information that we file with the SEC. This means that we can disclose important business and financial information to you by referring you to information and documents that we have filed with the SEC. Any information that we refer to in this manner is considered part of this prospectus supplement. Any information that we file with the SEC after this prospectus supplement will automatically update and supersede the corresponding information contained in this prospectus supplement or in documents filed earlier with the SEC.

We are incorporating by reference into this prospectus supplement the following documents that we have previously filed with the SEC:

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2008;

Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009;

**Table of Contents**

Our Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 7, 2009; and

Our Current Reports on Form 8-K, filed with the SEC on February 23, 2009 and May 14, 2009.

We are also incorporating by reference any future filings that we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after this prospectus supplement and prior to the completion or termination of any offering pursuant to this prospectus supplement. Notwithstanding the foregoing, information that we furnish under Items 2.02 and 7.01 of any current report on Form 8-K, including the related exhibits under Item 9.01, is not incorporated by reference in this prospectus supplement.

Each document referred to above is available over the Internet on the SEC s website at www.sec.gov and on our website at www.correctionscorp.com. We will also furnish without charge to you, upon written or oral request, a copy of any or all of the documents described above, except for exhibits to those documents, unless the exhibits are specifically incorporated by reference into those documents. Requests should be directed to:

Corrections Corporation of America
10 Burton Hills Boulevard
Nashville, Tennessee 37215
(615) 263-3000
Attention: Investor Relations

In this prospectus supplement and the accompanying prospectus, we, us, our and the Company refer to Corrections Corporation of America and its consolidated subsidiaries, unless otherwise expressly stated or the context otherwise requires. The symbol $ refers to U.S. dollars, unless otherwise indicated.

We expect delivery of the notes will be made against payment therefor on or about , 2009, which is the business day following the date of pricing of the notes (such settlement being referred to as T+ ). Under Rule 15(c)6-1 of the Exchange Act, trades in the secondary market generally are required to settle in three business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing of the notes and the next succeeding business days will be required, by virtue of the fact that the notes initially will settle in T+ , to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement and should consult their own advisors.

## Summary

*The following summary highlights certain significant aspects of our business and this offering, but you should carefully read the entire prospectus supplement and the accompanying prospectus, including the documents incorporated by reference, which are described under Incorporation of information by reference, before making an investment decision. Because this is a summary, it does not contain all the information that is important to you. Our actual results could differ materially from those anticipated in certain forward-looking statements contained in this prospectus supplement as a result of certain factors, including those set forth under Forward-looking statements and Risk factors.*

***Our company***

We are the nation s largest owner and operator of privatized correctional and detention facilities and one of the largest prison operators in the United States behind only the federal government and three states. We specialize in owning, operating, and managing prisons and other correctional facilities and providing inmate residential and prisoner transportation services for governmental agencies. In addition to providing the fundamental residential services relating to inmates, our facilities offer a variety of rehabilitation and educational programs, including basic education, religious services, life skills and employment training and substance abuse treatment. These services are intended to help reduce recidivism and to prepare inmates for their successful reentry into society upon their release. We also provide health care (including medical, dental, and psychiatric services), food services, and work and recreational programs.

We currently operate 64 correctional and detention facilities, including 44 facilities that we own, with a total design capacity of approximately 85,000 beds in 19 states and the District of Columbia. We also own two additional correctional facilities that we lease to third-party operators. For the year ended December 31, 2008 and the three months ended March 31, 2009, we had revenues of $1,584.2 million and $404.2 million, respectively, and operating income of $300.6 million and $74.9 million, respectively.

Under our management services contracts, government agencies pay us at an inmate per diem rate based upon actual or minimum guaranteed occupancy levels. Our management services contracts typically have terms of three to five years, and contain multiple renewal options exercisable at the option of the contracting government agency. Most of our facility contracts also contain clauses that allow the government agency to terminate the contract at any time without cause, and our contracts are generally subject to annual or bi-annual legislative appropriations of funds.

***Competitive strengths***

We believe that we benefit from the following competitive strengths:

*The Largest and Most Recognized Private Prison Operator*. Our recognition as the industry s leading private prison operator provides us with significant credibility with our current and prospective clients. We believe we manage nearly 50% of all privately managed prison beds in the United States. We pioneered modern-day private prisons with a list of notable accomplishments, such as being the first company to design, build, and operate a private prison and the first company to manage a private maximum-security facility under a direct contract with the federal government. In addition to providing us with extensive experience and institutional

**Table of Contents**

knowledge, our size also helps us deliver value to our customers by providing purchasing power and allowing us to achieve certain economies of scale.

*Available Beds within Our Existing Facilities.* As of May 1, 2009, as a result of recently completed bed expansions and new facility development projects we had eight facilities which had vacancies and provided us with approximately 7,500 available beds. Further, there were approximately 2,400 additional available beds at eight of our other facilities as of May 1, 2009.

*Development and Expansion Opportunities.* As a result of persistent demand from both our federal and state customers, the utilization of a significant portion of our available beds, and the expectation of an environment that continues to be constrained by a lack of available supply of prison beds, we intensified our efforts to deliver new bed capacity through development of new prison facilities and the expansion of certain of our existing facilities.

*Diverse, High Quality Customer Base.* We provide services under management contracts with federal, state, and local agencies that generally have credit ratings of single-A or better. In addition, a majority of our contracts have terms between one and five years which contribute to our relatively predictable and stable revenue base.

*Proven Senior Management Team.* Our senior management team has applied their prior experience and diverse industry expertise to significantly improve our operations, related financial results, and capital structure. Under our senior management team s leadership, we have created new business opportunities with customers that have not previously utilized the private corrections sector, expanded relationships with existing customers, including all three federal correctional and detention agencies, and successfully completed numerous recapitalization and refinancing transactions, resulting in increases in revenues, operating income, facility operating margins, and profitability.

*Financial Flexibility.* As of March 31, 2009, we had cash on hand of $44.0 million and $119.0 million available under our $450.0 million revolving credit facility and no debt maturities until May 2011. Further, we intend to use the net proceeds of this offering along with cash on hand to repurchase, redeem or otherwise acquire certain of our 71/2% Senior Notes due 2011 and to pay accrued interest and associated fees and expenses. During the year ended December 31, 2008 and the three months ended March 31, 2009, we generated $273.6 million and $82.1 million, respectively, in cash through operating activities, and as of March 31, 2009, we had net working capital of $150.6 million. As of March 31, 2009, the interest rates on all our outstanding indebtedness were fixed, with the exception of the interest rate applicable to $289.5 million outstanding under our revolving credit facility, with a total weighted average effective interest rate of 6.0%, while our total weighted average debt maturity was 3.3 years.

***Business strategy***

Our primary business strategy is to provide quality corrections services, offer a compelling value, and increase occupancy and revenue, while maintaining our position as the leading owner, operator, and manager of privatized correctional and detention facilities. We will also consider opportunities for growth, including potential acquisitions of businesses within our line of business and those that provide complementary services, provided we believe such opportunities will broaden our market and/or increase the services we can provide to our customers.

*Own and Operate High Quality Correctional and Detention Facilities.* We believe that our customers choose an outsourced correctional service provider based primarily on availability of beds, price, and the quality services provided. Approximately 92% of the facilities we operated as of December 31, 2008 are accredited by the American Correctional Association (the ACA ), an independent organization of corrections industry professionals that establishes standards by which a correctional facility may gain accreditation. We believe that this percentage compares favorably to the percentage of government-operated adult prisons that are accredited by the ACA. We have experienced wardens managing our facilities, with an average of over 24 years of corrections experience and an average tenure of approximately 12 years with us.

*Offer Compelling Value.* We believe that our customers also seek a compelling value and service offering when selecting an outsourced correctional services provider. We believe that we offer a cost-effective alternative to our customers by reducing their correctional services costs and allowing them to avoid making large capital investments in new prison beds. We attempt to improve operating performance and efficiency through the following key operating initiatives: (1) standardizing supply and service purchasing practices and usage; (2) implementing a standard approach to staffing and business practices in an effort to reduce our fixed expenses; (3) improving inmate management, resource consumption, and reporting procedures through the utilization of numerous technological initiatives; and (4) improving productivity and reducing employee turnover. We also intend to continue to implement a wide variety of specialized services that address the unique needs of various segments of the inmate population. Because the facilities we operate differ with respect to security levels, ages, genders, and cultures of inmates, we focus on the particular needs of an inmate population and tailor our services based on local conditions and our ability to provide services on a cost-effective basis.

*Increase Occupancy and Revenue.* Our industry benefits from significant economies of scale, resulting in lower operating costs per inmate as occupancy rates increase. We believe we have been successful in increasing occupancy and continue to pursue a number of initiatives intended to further increase our revenue. We are focused on renewing and enhancing the terms of our existing contracts, and have intensified our efforts to create new bed capacity and take advantage of additional expansion opportunities that we believe have favorable investment returns and increase value to our stockholders.

***The Corrections and Detention Industry***

We believe we are well-positioned to capitalize on government outsourcing of correctional management services because of our competitive strengths, business strategy, and financial flexibility. Notwithstanding the effects the current economy could have on our customers demand for prison beds in the short term, we believe the long-term trends favor an increase in the outsourcing of correctional management services. The key reasons for this outsourcing trend include (unless otherwise noted, statistical references were obtained from the Bureau of Justice Statistics Bulletin issued by the U.S. Department of Justice in December 2008):

*Growing United States Prison Population.* The annual growth rate of the federal and state prison population was 1.8% for the year ended December 31, 2007, which was slightly less than the average annual growth rate of 2.0% from 2000 to 2006. During 2007, the total number of prisoners under federal jurisdiction increased 3.4%, while state prison populations increased 1.5%. Federal agencies are collectively our largest customer and accounted for 40%

of our total revenues (when aggregating all of our federal contracts) for the year ended December 31, 2008. During 2007, total prison populations increased more rapidly than the U.S. resident population. The imprisonment rate the number of sentenced prisoners per 100,000 residents increased from 501 prisoners per 100,000 U.S. residents in 2006 to 506 prisoners per 100,000 U.S. residents in 2007. From 2000 through 2007, the imprisonment rate increased from 475 per 100,000 U.S. residents to 506 per 100,000 U.S. residents. During these seven years, the number of sentenced prisoners increased by 15% while the general population increased by 6.4%.

*Prison Overcrowding.* The significant growth of the prison population in the United States has led to overcrowding in the state and federal prison systems. In 2007, at least 19 states and the federal prison system reported operating at or above their highest capacity measure. The federal prison system was operating at 36% above capacity at December 31, 2007. According to the Public Safety, Public Spending report issued by Pew Charitable Trusts on February 14, 2007, prison populations are expected to grow by more than 153,000 inmates by the end of 2011. The Public Safety, Public Spending report also forecasts that inmate populations of the 20 states with which we currently do business will grow by nearly 80,000 by 2011, or about two-thirds of the projected total state inmate population growth. Based on this report, other publicly available data, and our own proprietary research, we do not currently believe that our customers will be able to develop the capacity needed to accommodate their demand for prison beds.

*Acceptance of Privatization.* The prisoner population housed in privately managed facilities in the United States as of December 31, 2007 was approximately 126,000. At December 31, 2007, 15.7% of federal inmates and 6.8% of state inmates were held in private facilities. Since December 31, 2000, the number of federal inmates held in private facilities has increased approximately 102%, while the number of state inmates held in private facilities has increased approximately 32%. Twenty-one states had at least 5% of their prison population held in private facilities at December 31, 2007. Six states, all of which are our customers, housed at least 25% of their prison population in private facilities as of December 31, 2007 New Mexico (42%), Montana (38%), Hawaii (36%), Wyoming (30%), Alaska (30%), and Idaho (27%).

*Governmental Budgeting Constraints.* We believe the outsourcing of prison management services to private operators allows governments to manage increasing inmate populations while simultaneously controlling correctional costs and improving correctional services. The use of facilities owned and managed by private operators allows governments to expand prison capacity without incurring large capital commitments required to increase correctional capacity. In addition, contracting with a private operator allows governmental agencies to add beds without making significant capital investment or incurring new debt. We believe these advantages translate into significant cost savings for government agencies.

***Corporate information***

Our principal executive offices are located at 10 Burton Hills Boulevard, Nashville, Tennessee 37215 and our telephone number is (615) 263-3000. We also maintain a website at www.correctionscorp.com. The information on our website is not part of this prospectus supplement unless such information is specifically incorporated herein.

Table of Contents

## The offering

The following summary contains basic information about the notes and is not intended to be complete. For a more complete understanding of the notes, please refer to Description of notes.

| | |
|---|---|
| **Issuer** | Corrections Corporation of America |
| **Securities** | $300,000,000 aggregate principal amount of % Senior Notes due 2017. |
| **Maturity** | The notes will mature on , 2017. |
| **Interest Payment Dates** | and of each year, commencing , 2009. |
| **Optional Redemption** | At any time prior to , 2012, we may redeem up to 35% of the notes with the net cash proceeds of certain equity offerings at the redemption price set forth under Description of notes Optional redemption.<br><br>On and after , 2013, we may redeem the notes, in whole or in part, at the redemption prices set forth under Description of notes Optional redemption. |
| **Ranking** | The notes will be our general unsecured senior obligations. Accordingly, they will be:<br><br>effectively subordinated to all of our existing and future secured indebtedness, including indebtedness under our revolving credit facility;<br><br>structurally subordinated to all future indebtedness and other liabilities of our non-guarantor subsidiaries (other than indebtedness and liabilities owed to us);<br><br>equal in right of payment to all of our existing and future senior unsecured indebtedness, including our Existing Senior Notes and our revolving credit facility; and<br><br>senior in right of payment to all of our existing and future subordinated indebtedness.<br><br>As of March 31, 2009, after giving effect to this offering and the use of proceeds therefrom we would have had total consolidated indebtedness of approximately $1,264.7 million, including approximately $289.5 million of secured indebtednesses under our revolving credit facility, and an additional approximately $32.2 million of outstanding letters of credit. |
| **Guarantees** | The notes initially will be jointly and severally guaranteed on a senior unsecured basis by substantially all of our subsidiaries. In the future, |

Table of Contents

the guarantees may be released or terminated under certain circumstances. Each subsidiary guarantee will be:

effectively subordinated to all existing and future secured indebtedness of such guarantor subsidiary, including its guarantee of indebtedness under our revolving credit facility, to the extent of the collateral securing such indebtedness;

equal in right of payment to all existing and future senior unsecured indebtedness of such guarantor subsidiary, including its guarantee of our Existing Senior Notes and our revolving credit facility; and

senior in right of payment to all existing and future subordinated indebtedness of such guarantor subsidiary.

As of March 31, 2009, our guarantor subsidiaries had no indebtedness outstanding that would have been structurally senior to the notes offered hereby and the related guarantees. Not all our subsidiaries will guarantee the notes. For the three months ended March 31, 2009, the entities that will guarantee the notes generated all of our revenues.

**Covenants**

We will issue the notes under a base indenture as supplemented by a second supplemental indenture containing covenants for your benefit. These covenants restrict our ability and the ability of our restricted subsidiaries, with exceptions, to among other things:

pay dividends or make other restricted payments;

incur additional debt or issue preferred stock;

create or permit to exist certain liens;

incur restrictions on the ability of certain of our subsidiaries to pay dividends or other payments;

consolidate, merge or transfer all or substantially all of our assets;

enter into transactions with affiliates; and

sell or dispose of our assets.

These covenants are subject to a number of important exceptions and qualifications. In addition, most of the covenants will no longer be applicable if the notes are rated investment grade by Moody s Investor Services, Inc. or Standard & Poor s Rating Services. See Description of notes Certain covenants Changes in covenants when notes rated investment grade.

**Mandatory Offer to Repurchase**

If a Change of Control occurs, we must offer to repurchase the notes at a redemption price equal to 101% of the principal amount thereof plus any accrued and unpaid interest.

**Table of Contents**

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|---|---|
| **No Public Market** | The notes are a series of securities for which there is currently no established trading market. The underwriters have advised us that they presently intend to make a market in the notes. However, you should be aware that they are not obligated to make a market and may discontinue their market-making activities at any time without notice. As a result, a liquid market for the notes may not be available if you try to sell your notes. We do not intend to apply for a listing of the notes on any securities exchange or any automated dealer quotation system. |
| **Use of Proceeds** | We intend to use the net proceeds from this offering along with cash on hand to purchase, redeem or otherwise acquire certain of our $450.0 million aggregate principal amount outstanding 71/2% Senior Notes due 2011 and to pay accrued interest and associated fees and expenses. See Use of proceeds. |
| **Form** | The notes will be represented by registered global securities registered in the name of Cede & Co., the nominee of the depositary, The Depository Trust Company, or DTC. Beneficial interests in the notes will be shown on, and transfers will be effected through, records maintained by DTC and its participants. |
| **Risk Factors** | See Risk factors beginning on page S-11 of this prospectus supplement for important information regarding us and an investment in the notes. |

Table of Contents

## Summary historical financial and operating data

The following table sets forth certain of our historical consolidated financial and operating data as of and for the periods indicated. Our summary historical financial data is derived from our audited consolidated financial statements as of December 31, 2006, 2007 and 2008 and for the years then ended and from our unaudited consolidated financial statements as of March 31, 2008 and 2009 and for the three months then ended. The following data should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the historical consolidated financial statements and the related notes all contained in our Current Report on Form 8-K filed with the SEC on May 14, 2009 and our Quarterly Report on Form 10-Q filed with the SEC on May 7, 2009, each of which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

| | Years ended December 31, | | | Three months ended March 31, | |
|---|---|---|---|---|---|
| **(dollars in thousands)** | **2006** | **2007** | **2008** | **2008** | **2009** |
| **Statements of Operations:** | | | | | |
| Revenue: | | | | | |
| Management and other | $ 1,287,297 | $ 1,439,826 | $ 1,581,593 | $ 378,773 | $ 403,572 |
| Rental | 2,218 | 2,399 | 2,576 | 638 | 582 |
| Total revenue | 1,289,515 | 1,442,225 | 1,584,169 | 379,411 | 404,154 |
| Expenses: | | | | | |
| Operating | 937,491 | 1,025,040 | 1,112,679 | 268,892 | 284,797 |
| General and administrative | 63,593 | 74,399 | 80,308 | 19,553 | 19,771 |
| Depreciation and amortization | 67,150 | 78,396 | 90,555 | 21,316 | 24,644 |
| Goodwill impairment | | 554 | | | |
| Total expenses | 1,068,234 | 1,178,389 | 1,283,542 | 309,761 | 329,212 |
| Operating income | 221,281 | 263,836 | 300,627 | 69,650 | 74,942 |
| Other (income) expense: | | | | | |
| Interest expense, net | 58,783 | 53,776 | 59,404 | 13,650 | 17,935 |
| Expenses associated with debt refinancing and recapitalization transactions | 982 | | | | |
| Other (income) expense | (260) | (308) | 292 | 94 | 26 |
| Income from continuing operations before income taxes | 161,776 | 210,368 | 240,931 | 55,906 | 56,981 |
| Income tax expense | (59,455) | (79,367) | (90,933) | (21,430) | (21,595) |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Income from continuing operations | | 102,321 | | 131,001 | | 149,998 | | 34,476 | | 35,386 |
| Income (loss) from discontinued operations, net of taxes | | 2,918 | | 2,372 | | 943 | | 522 | | (789) |
| Net income | $ | 105,239 | $ | 133,373 | $ | 150,941 | $ | 34,998 | $ | 34,597 |

**Table of Contents**

| **(dollars in thousands)** | **As of March 31, 2009** |
|---|---|
| Balance Sheet Data: | |
| Cash and cash equivalents | $ 44,048 |
| Total | |