



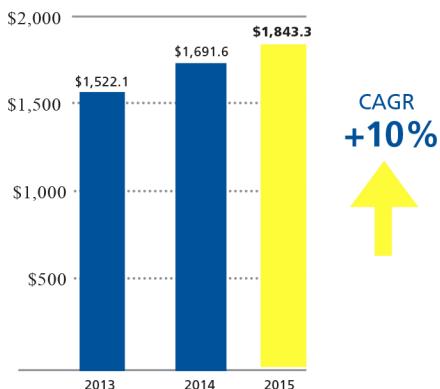
The GEO Group, Inc.

2015 ANNUAL REPORT

FINANCIAL HIGHLIGHTS

TOTAL REVENUES

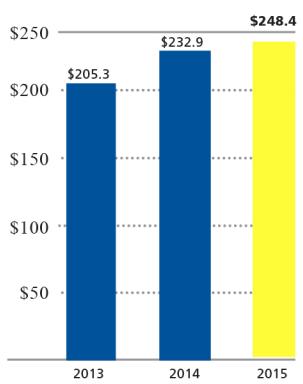
\$ In Millions



CAGR
+10%

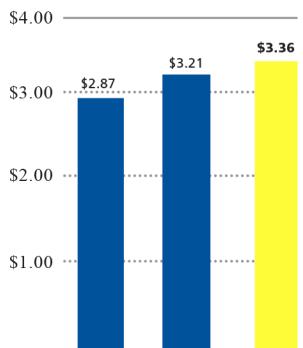
ADJUSTED FUNDS FROM OPERATIONS (AFFO)*

\$ In Millions



CAGR
+10%

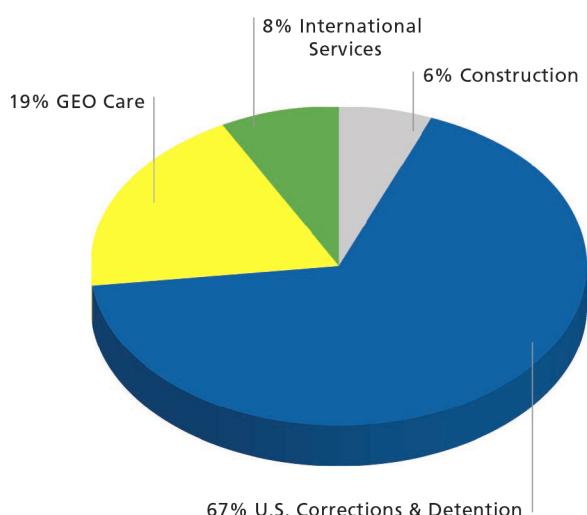
AFFO PER SHARE*



CAGR
+8%

BUSINESS UNIT

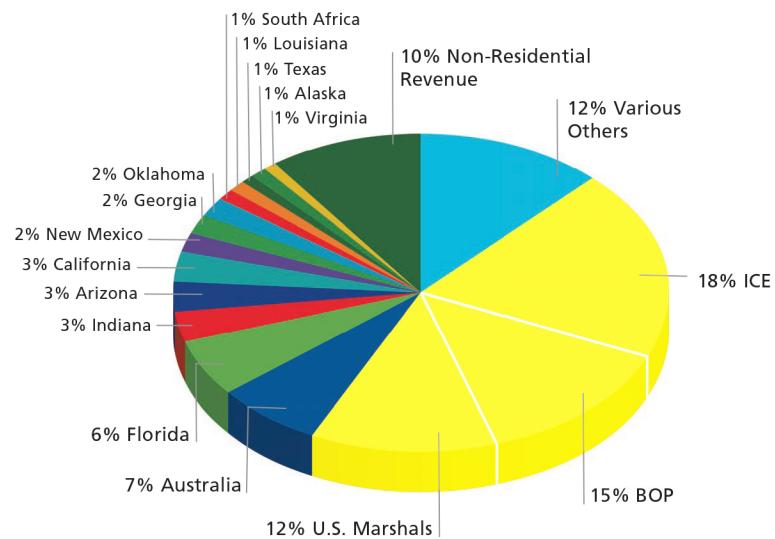
% of Revenues



CUSTOMER

% of Revenues

(Excluding Construction Revenue)



*This annual report contains certain Non-GAAP measures. Please refer to GEO's Fourth Quarter 2015 Earnings Announcement and Supplemental Disclosure issued on February 17, 2016 for a description of such Non-GAAP measures and a reconciliation of such Non-GAAP measures to their most comparable GAAP measure.

CAGR = compound annual growth rate

LETTER TO SHAREHOLDERS



George C. Zoley

*Chairman of the Board,
Chief Executive Officer
& Founder*

6
Facility Activations

8
Facilities Acquired

\$5 Million
Towards expanding 'GEO
Continuum of Care'

2
Expansions

Continued Company Performance

During 2015, our company achieved several financial and operational milestones. Our companywide performance reached new highs driven by strong results from our diversified business units of GEO Corrections & Detention and GEO Care and by the activation of several important projects.

These milestones have continued to position GEO as the world's largest provider of diversified correctional, detention, and community reentry and supervision services. GEO's worldwide operations include the ownership and/or management of 104 facilities with approximately 87,000 beds, a workforce of more than 20,500 professionals, and a growing portfolio of company-owned assets and industry-leading, evidence-based rehabilitation services aimed at reducing recidivism and helping the men and women in our care successfully reintegrate into the community.

Continued Organic and Acquisition Growth

We have continued to add to our leading portfolio of diversified correctional, detention, and community reentry facilities and services in the United States. During the past year, our GEO Corrections & Detention division activated six projects totaling approximately 8,750 beds including more than 5,300 owned beds across a number of states including California, Texas, Oklahoma, Michigan, and Arizona.

These important projects included the opening of three previously idle company-owned facilities: the 400-bed Mesa Verde Detention Facility in California and the 1,940-bed Great Plains Correctional Facility in Oklahoma, which were activated under new contracts with U.S. Immigration and Customs Enforcement and the Federal Bureau of Prisons respectively, and the 1,748-bed North Lake Correctional Facility in Michigan, which currently houses offenders from the Vermont Department of Corrections.

Additionally, we completed expansion projects of 640 beds at the Adelanto Detention Facility in California and 626 beds at the Karnes County Residential Center in Texas, both in partnership with U.S. Immigration and Customs Enforcement, and in December 2015, we assumed management of the 3,400-bed Arizona State Prison-Kingman under a managed-only agreement with the Arizona Department of Corrections.

Also during the last year, we completed the successful integration of approximately 6,500 owned beds at eight correctional and detention facilities acquired from LCS Corrections in February 2015 for approximately \$307 million, or approximately \$47,000 per bed. Furthermore, we entered into two new long-term contracts with U.S. Immigration and Customs Enforcement for

the continued management of the 700-bed Broward Transitional Center in Florida and the 1,575-bed Northwest Detention Center in Washington.

Our GEO Care division was awarded a new five-year contract to provide community-based case management services under a new pilot program by the Department of Homeland Security for families going through the immigration review process. This new contract award is representative of GEO Care's leadership in the provision of community based and case management programs. Additionally, our BI Electronic & Location Monitoring subsidiary expanded its electronic monitoring and community supervision services during the year.

Once completed, the project is expected to generate approximately \$75 million in annualized revenues for GEO under a 25-year management contract.

All of these milestones are indicative of the continued need for cost effective, quality correctional, detention, and community reentry services around the country and internationally and further validate our company's growth and investment strategy, which has positioned GEO to provide tailored real estate, management, and programmatic solutions to our diversified customer base across the entire spectrum of correctional and offender rehabilitation services.

increased to \$368.7 million and \$146.5 million respectively. The continued robust performance of our diversified business units allowed us to increase the quarterly dividend payment to shareholders from \$0.62 to \$0.65 per share during the fourth quarter of 2015.

Leadership in Offender Rehabilitation Services

As we continue to build on the milestones we have achieved over the last several years, we have furthered our commitment to be the world's leading provider of offender rehabilitation and community reentry programs. Beginning in 2015, we have committed to investing more than \$5 million annually to expand our 'GEO Continuum of Care' platform.

Our company is steadfastly committed to developing and implementing an industry-leading platform that can deliver evidence-based rehabilitation services across the entire correctional spectrum.

Internationally, we have continued to work on our announced project in Australia for the financing, development, and operation of a new 1,300-bed Prison in Ravenhall near Melbourne. This large-scale project involves an unprecedented level of in-prison rehabilitation and community reentry services aimed at reducing reoffending rates and helping offenders reintegrate into society under our 'GEO Continuum of Care.'

The Ravenhall Prison is slated for activation in late-2017 and is being financed and developed under a Public-Private Partnership structure with an equity investment from GEO of approximately \$88 million.

Financial Performance and Shareholder Value Creation

All the important milestones achieved during 2015 have continued to drive strong operational and financial performance for our company and have given us additional flexibility to return value to our shareholders.

Our 2015 total revenues increased to \$1.84 billion from \$1.69 billion a year ago. Our Normalized Funds From Operations increased to \$204.3 million, and our Adjusted Funds From Operations increased 7% to \$248.4 million. Our adjusted EBITDA and our adjusted net earnings

We have begun the implementation of 'GEO Continuum of Care' programs at more than a dozen correctional facilities around the country in partnership with our state and federal customers. These programs will integrate intensive in-prison rehabilitation with post-release services for inmates completing industry-leading evidence-based programming in GEO facilities and are aimed at reducing recidivism and helping the men and women in our care successfully reenter the community.

Our company is steadfastly committed to developing and implementing an industry-leading platform that can deliver evidence-based rehabilitation services across the entire correctional spectrum. We believe that these important efforts will continue to position GEO to develop innovative real estate and programmatic solutions in partnership with government agencies around the world, which we expect to drive new growth opportunities and enhance value for our shareholders.

BOARD OF DIRECTORS



BACK ROW: LEFT TO RIGHT:

Clarence E. Anthony

Executive Director
National League of Cities

Richard H. Glanton

Chairman and Chief Executive Officer
ElectedFace Inc.

Christopher C. Wheeler

Former Member and Partner
Proskauer Rose LLP

FRONT ROW: LEFT TO RIGHT:

Julie M. Wood

Chief Executive Officer
Guidepost Solutions

George C. Zoley

Chairman of the Board, Chief
Executive Officer and Founder
The GEO Group, Inc.

Anne N. Foreman

Former Under Secretary
United States Air Force



SENIOR OFFICERS



George C. Zoley

Chairman of the Board,
Chief Executive Officer
and Founder



Brian R. Evans

Senior Vice President and
Chief Financial Officer



J. David Donahue

Senior Vice President and
President, GEO Corrections
& Detention



Ann Schlarb

Senior Vice President and
President, GEO Care



John J. Bulfin

Senior Vice President,
General Counsel and Secretary



Thomas M. Wierdsma

Senior Vice President,
Project Development



David J. Venturella

Senior Vice President,
Business Development

GEO CORRECTIONS & DETENTION



**Eastern Regional Office,
Charlotte, NC**



**Central Regional Office,
San Antonio, TX**



**Western Regional Office,
Los Angeles, CA**



64

**U.S. Correctional & Detention
Facilities**

Established in 1984, *GEO Corrections & Detention* provides secure corrections and detention management services as well as secure offender transportation services to government customers in the United States and internationally. *GEO Corrections & Detention* oversees the operation and management of correctional and detention facilities in the United States, Australia, South Africa, and the United Kingdom.

U.S. Corrections & Detention

GEO's U.S. Corrections & Detention division oversees the operation and management of approximately 75,000 beds in 64 correctional and detention facilities, which represents the sixth largest correctional system in the United States. *GEO's U.S. Corrections & Detention* division provides services on behalf of the Federal Bureau of Prisons, U.S. Marshals Service, U.S. Immigration and Customs Enforcement as well as 10 state correctional customers and various county and city jurisdictions.

During 2015, *GEO's U.S. Corrections & Detention* division activated several important projects totaling approximately 8,750 beds. These project activations included the opening of three previously idle company-owned facilities: the 400-bed Mesa Verde Detention Facility in California, the 1,940-bed Great Plains Correctional Facility in Oklahoma, and the 1,748-bed North Lake Correctional Facility in Michigan; two company-owned expansion projects: 640 beds at the Adelanto Detention Facility in California and 626 beds at the Karnes County Residential Center in Texas; and the assumption of management functions at the 3,400-bed Arizona State Prison-Kingman.

The daily oversight of *GEO's U.S. Corrections & Detention* facilities is coordinated from three regional offices located in Charlotte, North Carolina; San Antonio, Texas; and Los Angeles, California. Each regional operating structure is headed by a Regional Vice

75,145

Beds

President who oversees approximately two dozen experts in security, medical, financial, contract compliance, human resources and other support services. This regional operating structure enables *GEO* to implement superior quality controls, develop personalized professional relationships, and ensure the delivery of a full complement of high quality services, including:

- **Secure custody services**
- **Correctional health & mental health care**
- **Food services**
- **Academic & vocational programming**
- **Rehabilitation treatment**
- **Facility maintenance**



Great Plains Correctional Facility,
Hinton, OK
1,940 Beds



Arizona State Prison-Kingman,
Kingman, AZ
3,400 Beds



Adelanto Detention Facility,
Adelanto, CA
1,940 Beds

GEO's U.S. Corrections & Detention division oversees the operation and management of approximately 75,000 beds in 64 correctional and detention facilities, which represents the sixth largest correctional system in the United States.

INTERNATIONAL SERVICES



The GEO Group Australia,
Sydney, Australia



South African Custodial Management,
Johannesburg, South Africa



GEOAmey Headquarters
Reading, United Kingdom



GEO's *International Services* division provides correctional and detention services for government customers in the United Kingdom, Australia, and South Africa managing seven correctional and detention facilities encompassing approximately 8,000 beds, including projects under development. Through wholly-owned subsidiary and joint-venture companies, GEO's *International Services* division provides correctional solutions that are fully customizable and tailored to each government customer's requirements and standards.

The GEO Group Australia, headquartered in Sydney, Australia, plays a key role in helping meet the need for correctional bed space in Australia. The GEO Group Australia provides management services at four correctional and remand centers with approximately 3,300 beds in the states of New South Wales, Queensland, and Victoria. During 2015, GEO Australia continued to work on the development of a new 1,300-bed prison in Ravenhall, a locality near Melbourne, in partnership with the Department of Justice in the State of Victoria. This large-scale project is expected to be completed

7

International Correctional & Detention Facilities

in late-2017 and will provide an unprecedented level of in-prison and post-release rehabilitation programs. The Ravenhall Facility will have a unified commitment to providing innovative approaches to reducing reoffending including:

- The establishment of the world's first fully integrated 'Good Lives Model' delivered through the "GEO Continuum of Care;"
- Approximately \$30 million per year allocated to in-prison and post-release support programs;
- More than 80 dedicated in-prison rehabilitation and programs staff;
- Collaborative partnerships with community based organizations, which will allow offenders released from custody to continue rehabilitation programs;
- Progressive accommodation units which will enable the delivery of group and individualized programs; and
- Intensive evidence-based programs, including the innovative use of in-cell IT-delivered programming; among other industry leading rehabilitation practices.

7,861

Beds

South African Custodial Management, headquartered in Johannesburg, South Africa, provides secure correctional management services for the Department of Correctional Services and has played an integral role in helping the South African government meet its correctional needs. South African Custodial Management operates the 3,024-bed Kutama Sinthumule Correctional Centre.

The GEO Group UK, headquartered in London, England, provides correctional and detention management, prisoner transportation, court custody and escort, community based, and youth justice services for government agencies in the United Kingdom. GEO UK manages the 249-bed Dungavel House Immigration Removal Centre in Scotland. Additionally, GEO's U.K. joint venture, GEOAmey PECS Ltd., contracts with the Ministry of Justice for the provision of prison escort and custody services in England and Wales with oversight for close to 500 secure transportation vehicles and approximately 2,600 daily offender movements.



GEO TRANSPORT, INC. (GTI)



320

**Secure USDOT
Compliant Vehicles**
GPS Satellite Tracking on all vehicles

1,150

**Detainees
Transported Daily**

GEO's in-house transportation division, GEO Transport, Inc. (GTI) provides armed, secure transportation to federal, state, and local government customers in the United States and internationally. With the flexibility and resources to provide both ground and air transfer services, GTI helps government agencies meet their increasing need for secure offender and detainee transportation. GTI employs approximately 400 licensed transportation officers and operates a fleet of approximately 320 customized and U.S. Department of Transportation-compliant, secure transport vehicles. GTI provides unmatched support services, including:

- Strategically located transportation centers nationwide
- Proprietary GPS satellite tracking software (GEOTrack)
- Two-way communications, in-vehicle recording, and continuous vehicle monitoring
- Constant communication link with all service vehicles
- Ground support to book and re-route vehicles



*Small Transporter, Van, Large Transporter,
MCI Bus and Airlift Services*



MCI Bus



Large Transporters



Facility Name Capacity

U.S. CORRECTIONS & DETENTION FEDERAL

1. Adelanto Detention Facility (CA)	1,940
2. Alexandria Transfer Center (LA)	400
3. Aurora Detention Facility (CO)	1,532
4. Big Spring Correctional Center (TX)	3,509
5. Brooks County Detention Center (TX)	652
6. Broward Transitional Center (FL)	700
7. Central Texas Detention Facility (TX)	688
8. Coastal Bend Detention Center (TX)	1,176
9. D. Ray James Correctional Facility (GA)	2,847
10. East Hidalgo Detention Center (TX)	1,300
11. Great Plains Correctional Facility (OK)	1,940
12. Joe Corley Detention Facility (TX)	1,517
13. Karnes Correctional Center (TX)	679
14. Karnes County Residential Center (TX)	1,158
15. LaSalle Detention Facility (LA)	1,160
16. Mesa Verde Detention Facility (CA)	400
17. Moshannon Valley Correctional Center (PA)	1,824
18. Northwest Detention Center (WA)	1,575
19. Pine Prairie Correctional Center (LA)	1,094
20. Queens Detention Facility (NY)	222
21. Reeves County Detention Complex I&II (TX)	2,407
22. Reeves County Detention Complex III (TX)	1,356
23. Rio Grande Detention Center (TX)	1,900
24. Rivers Correctional Institution (NC)	1,450
25. Robert A. Deyton Detention Facility (GA)	768
26. South Texas Detention Complex (TX)	1,904
27. Val Verde Correctional Facility (TX)	1,407
28. Western Region Detention Facility (CA)	770

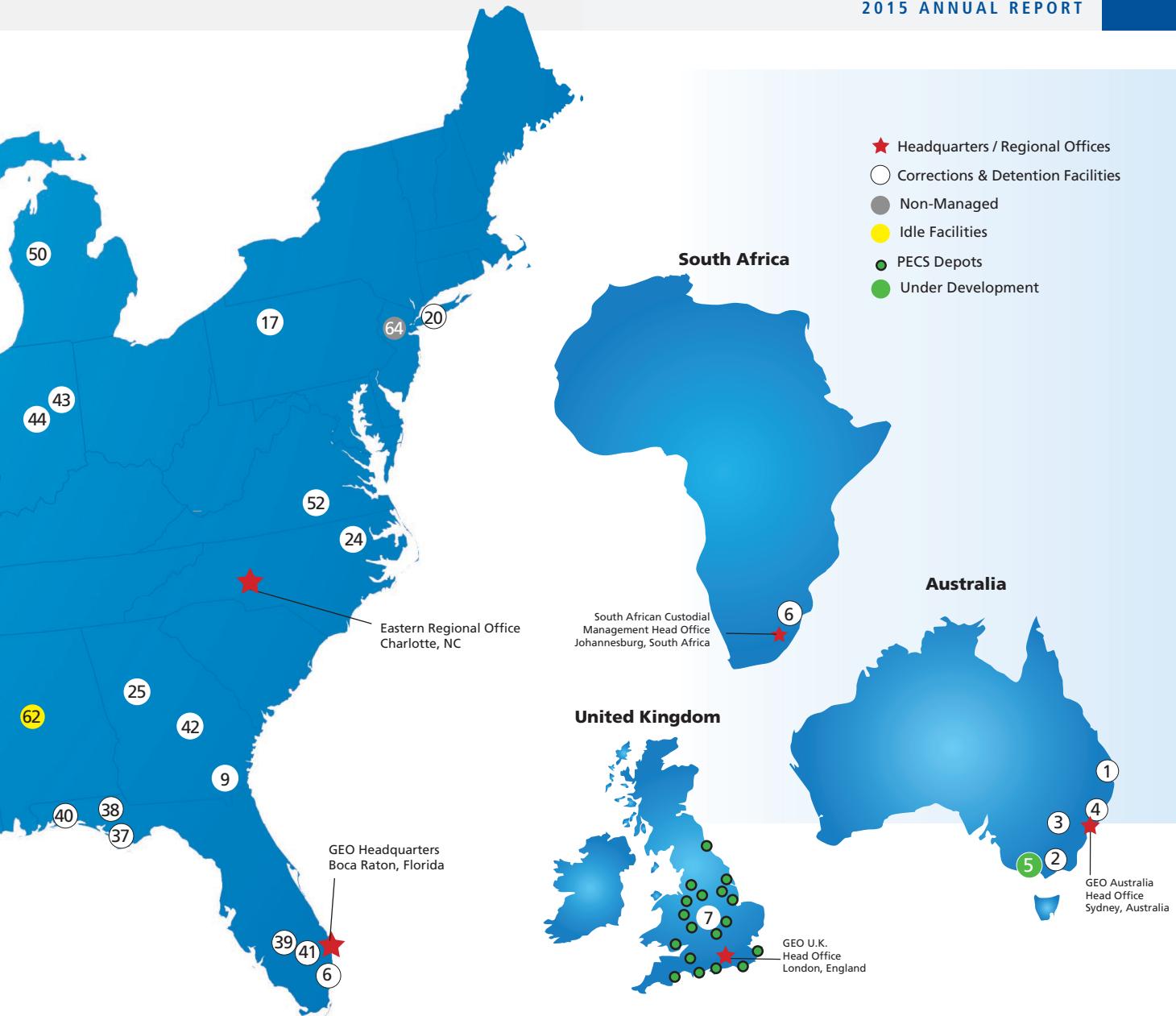
STATE

ARIZONA

29. Arizona State Prison-Florence West	750
30. Arizona State Prison-Phoenix West	500
31. Central Arizona Correctional Facility	1,280
32. Arizona State Prison-Kingman	3,400

CALIFORNIA

33. Central Valley Modified Community Correctional Facility	700
34. Desert View Modified Community Correctional Facility	700
35. Golden State Modified Community Correctional Facility	700
36. McFarland Female Community Reentry Facility	300



FLORIDA	
37. Bay Correctional Facility	985
38. Graceville Correctional Facility	1,884
39. Moore Haven Correctional Facility	985
40. Blackwater River Correctional Facility	2,000
41. South Bay Correctional Facility	1,948
GEORGIA	
42. Riverbend Correctional Facility	1,500
INDIANA	
43. New Castle Correctional Facility	3,196
44. Heritage Trail Correctional Facility	1,066
LOUISIANA	
45. Allen Correctional Center	1,576
46. Caldwell Parish Detention Center	232
NEW MEXICO	
47. Northeast New Mexico Detention Facility	625
48. Guadalupe County Correctional Facility	600
49. Lea County Correctional Facility	1,200
MICHIGAN	
50. North Lake Correctional Facility (MI)	1,748

OKLAHOMA

51 Lawton Correctional Facility 2 682

St. Lawton C
VIRGINIA

VIRGINIA	
52. Lawrenceville Correctional Center	1,536
CITY	
53. Alhambra, CA: Alhambra City Jail	67
54. Baldwin Park, CA: Baldwin Park City Jail	32
55. Downey, CA: Downey City Jail	30
56. Fontana, CA: Fontana City Jail	39
57. Garden Grove, CA: Garden Grove City Jail	16
58. Montebello, CA: Montebello City Jail	25
59. Ontario, CA: Ontario City Jail	40

IDLE FACILITIES

STATE FACILITIES	
60. J.B. Evans Correctional Center (LA)	388
61. Hudson Correctional Facility (CO)	1,250
62. Perry County Correctional Center (AL)	690
63. South Louisiana Correctional Center (LA)	1,000

ANSWER SHEET FOR EXERCISE 3

NON-MANAGED FACILITIES

INTERNATIONAL SERVICES AUSTRALIA

AUSTRALIA	
1. Arthur Gorrie Correctional Centre	890
2. Fulham Correctional Centre	785
3. Junee Correctional Centre	790
4. Parklea Correctional Centre	823

PERIODIC DISCHARGE REPORT

REPUBLIC OF SOUTH AFRICA	
6. Kutama-Sinthumule Correctional Centre	3,024
UNITED KINGDOM	
7. Dungavel House Immigration Removal Centre	249
GEOAmey PECS	N/A

GEO CARE



GEO Care®

33	4,356	64	137,000
Facilities	Beds	Day Reporting Centers	Monitored Individuals

Continued Company Growth

GEO Care oversees the operation of GEO's community reentry facilities, day reporting centers, and youth services facilities along with the provision of electronic and location monitoring services to governmental agencies across the United States. Through the delivery of high-quality, innovative, and effective programs, GEO Care has established itself as the premier provider of diversified community corrections and treatment services. GEO Care's diversified business divisions have leading market positions in the operation of community-based reentry programs; rehabilitation services for youthful offenders; and supervision services for offenders in the community through cutting-edge electronic monitoring technologies.

During 2015, GEO Care was awarded a five-year contract to provide community-based case management services under a new pilot program by the Department of Homeland Security for families going through the immigration review process. This contract

award is representative of GEO Care's leadership in the provision of community based and case management programs. GEO Care has long-standing relationships with local community providers throughout the United States and will solidify and expand this network in order to provide comprehensive services under this important new contract. Additionally, GEO's BI Electronic and Location Monitoring subsidiary continued to grow its market share of the electronic monitoring and community supervision market in the United States.

GEO Continuum of Care

GEO Care oversees the delivery of rehabilitation services at all GEO correctional facilities and the integration of in-prison rehabilitation programs with the provision of post-release and community reentry services through the 'GEO Continuum of Care,' which focuses on delivering industry-leading rehabilitation treatment to help break the cycles of criminal behavior through individual counseling and group classes, including:

- Substance Abuse Treatment & Education
- Anger Management
- Parenting Skills
- Life Skills
- Academic Programming
- Moral Reconation Therapy® (MRT) Cognitive Skills Rehabilitation
- Community Connections, where participants are linked to local resources as needed
- Employment Readiness & Job Search

GEO is committed to providing integrated and holistic treatment programs to offenders while in custody and after release into the community. By beginning treatment and rehabilitation programming in-custody and continuing services after release through the 'GEO Continuum of Care,' offenders are provided with case management and services critical to stabilization and breaking the cycle of recidivism.



Alexandria DRC Graduation
Photo Credit: *The Town Talk*



Abraxas Academy
Morgantown, PA



Grossman Center
Leavenworth, KS

30,000+

Daily participants in evidence based programming worldwide

10,000 GEDs

In the past 10 years, GEO has awarded more than 10,000 GEDs

100,000

Offenders have completed substance abuse and therapeutic programs in the last decade

GEO CARE



GEO Care®

BI // / / / / / /
a **GEO** Group Company ®

Abraxas
a **GEO** Group Company ®

Reentry Services

GEO Care's Reentry Services division provides offenders, nearing the end of their sentence, with the resources necessary to productively transition back into society. Through 21 residential reentry centers, GEO Care provides more than 3,000 federal and state parolees and probationers with temporary housing, employment assistance, rehabilitation and substance abuse counseling, and vocational and education programs.

GEO Care is also able to offer additional reentry and supervision services through full service evidence-based cognitive behavioral treatment programs at 64 day reporting centers nationwide which serve more than 4,000 parolees and probationers on behalf of state and local correctional agencies. Through these services, parolees and probationers are provided behavioral assessments, treatment, supervision, and education.

Location & Electronic Monitoring

Through its wholly-owned subsidiary, BI Incorporated (Founded in 1978), GEO Care is the leading provider of community supervision and electronic monitoring services to federal, state, and local government agencies in every state in the country. BI monitors approximately 95,000 offenders on location and electronic monitoring in addition to providing case management services to approximately 42,000 offenders. Through the Intensive Supervision and Appearance Program, a core component to the Department of Homeland Security's Alternatives to Detention program, BI is the sole provider of community supervision and monitoring services for U.S. Immigration and Customs Enforcement. BI offers government agencies a combination of leading proprietary electronic monitoring products and superior customer service:

- **Leading radio-frequency tracking technology**
- **Cutting-edge Global Positioning Satellite (GPS) tracking devices**

- Innovative alcohol monitoring devices
- Voice verification systems
- Customer Call Center in Anderson, IN
- Proprietary offender tracking software

Youth Services

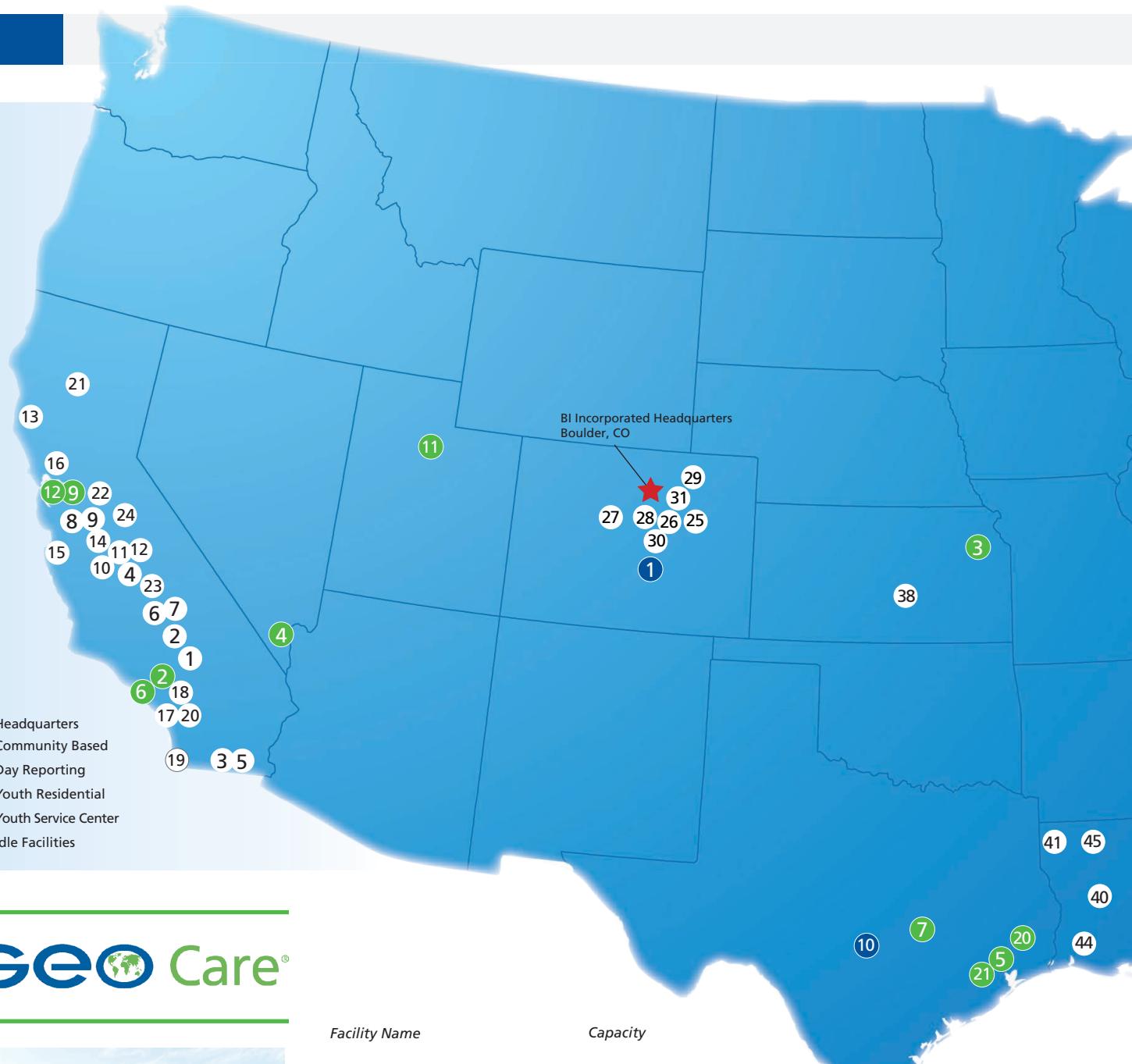
For more than four decades, GEO Care's Youth Services division has provided residential, shelter care, and alternative education programs specifically designed to address the needs of individuals within the juvenile justice system with programs tailored to youthful offenders in need of mental, behavioral health, and drug and alcohol treatment.

GEO Care oversees more than 1,200 youth services beds spanning a dozen residential facilities and additional non-residential programs, which serve a diverse base of state and local government agencies that rely on this network of facilities to treat the youthful offenders in their custody.



By beginning treatment and rehabilitation programming in-custody and continuing services after release through the 'GEO Continuum of Care,' offenders are provided with case management and services critical to stabilization and breaking the cycle of recidivism.





Facility Name

Capacity

REENTRY SERVICES

FEDERAL

1. Bronx Residential Reentry Center (NY)	168
2. El Monte Center (CA)	70
3. Grossman Center (KS)	150
4. Las Vegas Community Correctional Center (NV)	124
5. Leidel Comprehensive Sanction Center (TX)	190
6. Marvin Gardens Center (CA)	60
7. McCabe Center (TX)	113
8. Mid Valley House (TX)	128
9. Oakland Center (CA)	69
10. Reality House (TX)	94
11. Salt Lake City Center (UT)	115
12. Taylor Street Center (CA)	210

14. Midtown Center	32
15. Northstar Center	143
16. Parkview Center	112
17. Seaside Center	50
18. Tundra Center	85

NEW JERSEY

19. Newark Center	240
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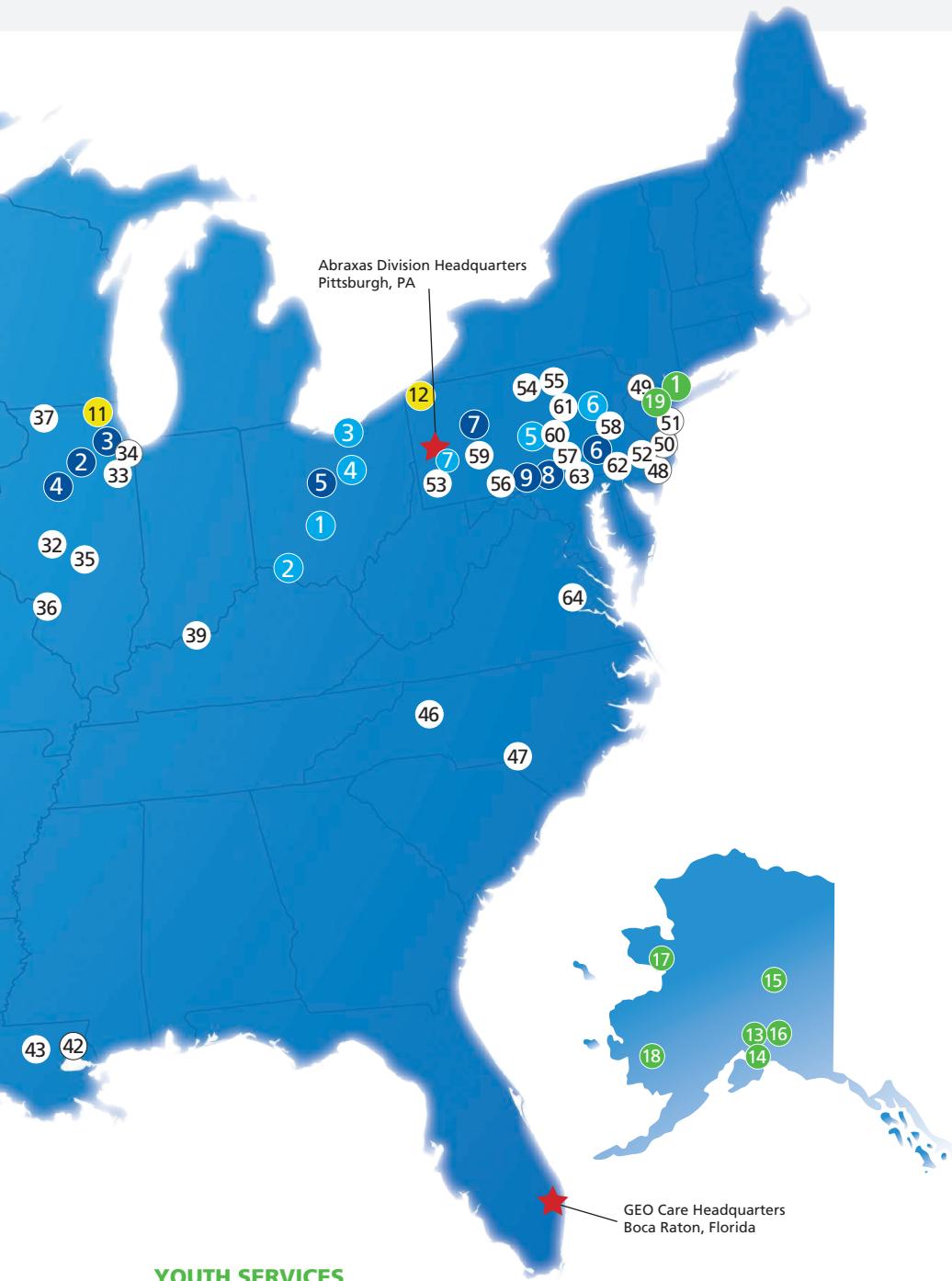
TEXAS

20. Beaumont Transitional Treatment Center	180
21. Southeast Texas Transitional Center	500

STATE

ALASKA

13. Cordova Center	262
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**YOUTH SERVICES****RESIDENTIAL**
COLORADO

1. Southern Peaks Regional Treatment Center 136

ILLINOIS

2. DuPage Interventions 36

3. Southwood Interventions 80

4. Woodridge Interventions 90

OHIO

5. Abraxas Ohio 100

PENNSYLVANIA

6. Abraxas Academy 214

7. Abraxas I 204

8. Abraxas Youth Center 72

9. Leadership Development Program 128

TEXAS

10. Hector Garza Center 139

IDLE FACILITIES

11. Contact Interventions (IL) 32

12. Erie Residential Programs (PA) 30

NON-RESIDENTIAL

1. Abraxas Counseling Center (OH) 175

2. Cincinnati Counseling Center (OH) 125

3. Cleveland Counseling Center (OH) 75

4. Mansfield Counseling Center (OH) 25

5. Harrisburg Community Programs (PA) 77

6. Lehigh Valley Community-Based Programs (PA) 30

7. Workbridge (PA) 690

DAY REPORTING CENTERS

1. Antelope County Los Angeles DRC (CA)	80
2. California Correctional Institute (CA)	Varies
3. El Centro DRC (CA)	50
4. Fresno County DRC (CA)	50
5. Imperial County DRC (CA)	50
6. Kern County DRC (CA)	275
7. Kern County CORE (CA)	Varies
8. Merced DRC: Los Banos (CA)	20
9. Merced Jail Reentry Program (CA)	50
10. Madera DRC (CA)	50
11. Madera Juvenile (CA)	EM
12. Madera Probation Adult (CA)	EM
13. Mendocino DRC (CA)	50
14. Merced DRC (CA)	65
15. Monterey DRC (CA)	80
16. Napa CCSC (CA)	110
17. Orange County DRC (CA)	100
18. Pomona DRC (CA)	100
19. San Diego DRC (CA)	83
20. Santa Ana DRC (CA)	100
21. Shasta County DRC (CA)	75
22. Stockton DRC (CA)	67
23. Tulare County EM (CA)	EM
24. Tuolumne County DRC (CA)	75
25. Aurora DRC (CO)	20
26. Denver DRC (CO)	45
27. Eagle EM (CO)	Multiple
28. Frisco DRC (CO)	4
29. Greeley DRC (CO)	15
30. Lakewood DRC (CO)	20
31. Northglenn DRC (CO)	30
32. Chatham RSC (IL)	85
33. Chicago Heights SRC (IL)	65
34. Chicago West Grand SRC (IL)	85
35. Decatur SRC (IL)	85
36. East St. Louis SRC (IL)	85
37. Rockford SRC (IL)	85
38. Sedgwick DRC (KS)	75
39. Louisville DRC (KY)	75
40. Alexandria DRC (LA)	35
41. Bossier City DRC (LA)	35
42. Covington DRC (LA)	35
43. East Baton Rouge DRC (LA)	35
44. Lake Charles DRC (LA)	35
45. Monroe DRC (LA)	35
46. Burke CRV (In-Custody) (NC)	242
47. Robeson CRV (In-Custody) (NC)	192
48. Atlantic City CRC (NJ)	40
49. Elizabeth CRC (NJ)	40
50. Neptune CRC (NJ)	40
51. Perth Amboy CRC (NJ)	40
52. Vineland DRC (NJ)	40
53. Alleghany County DRC (PA)	100
54. Cambria DRC (PA)	75
55. Dauphin County DRC (PA)	67
56. Franklin County DRC (PA)	100
57. Lancaster County DRC (PA)	67
58. Lehigh County DRC (PA)	67
59. Luzerne DRC (PA)	120
60. Luzerne EM (PA)	EM
61. Lycoming County (PA)	100
62. South Philadelphia County DRC (PA)	135
63. York County DRC (PA)	67
64. Richmond, VA DRC (VA)	150

THE GEO GROUP FOUNDATION



\$1.5 Million

The GEO Foundation made approximately \$1.5 million in charitable donations both at the Corporate and Facility level during 2015

42%

of total charitable donations allocated to college and university scholarships

\$25,000

donated to the American Heart Association

\$25,000

donated to Best Buddies International Inc.

The GEO Group is committed to making a difference in the communities in which it operates. Every year through its charitable foundation, The GEO Group Foundation, GEO supports charities, schools, community organizations, and higher education scholarships for students in communities across the country.

The GEO Group Foundation's mission is to support the community and charitable involvement of employees and facilities of The GEO Group. The GEO Foundation is committed to supporting, growing, and developing the communities where GEO, its subsidiaries, and affiliated companies operate.

The GEO Foundation pursues this goal by making charitable grants to local nonprofit organizations, schools, and public entities to help them meet their philanthropic goals and public purposes.

One of The GEO Foundation's main goals is to help deserving students within our communities to achieve their education and career goals through university and college scholarships.

2015 Highlights

- The GEO Foundation made approximately **\$1.5 million in charitable donations both at the Corporate and Facility level during 2015**
- Increased college and university scholarship donations to more than **\$627,000 representing 42 percent of total charitable donations**
- Donated more than **\$450,000 to a diverse group of charitable organizations focused on health, disabilities, at-risk children and youth, and several other worthy causes**





Aurora Detention Facility participants in the 2015 Special Olympics Polar Plunge Colorado



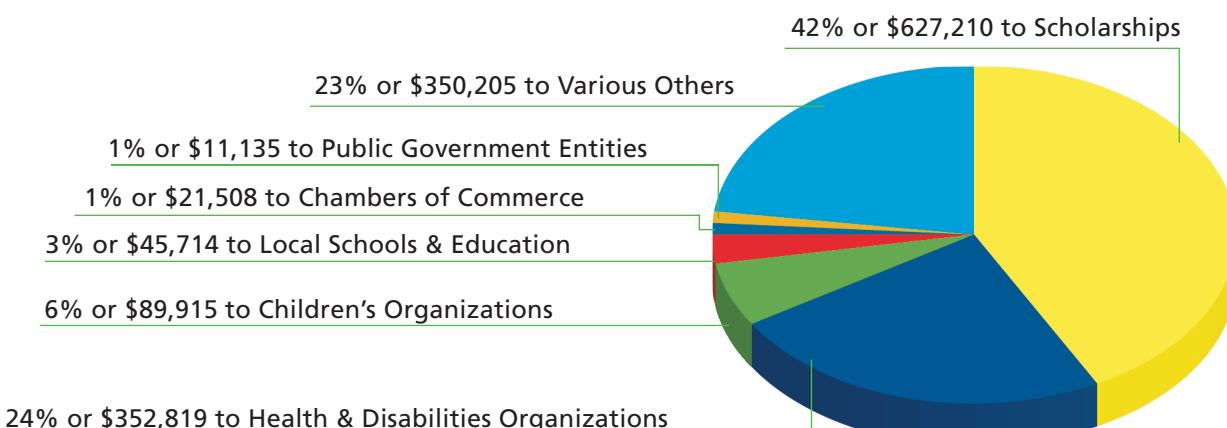
GEO Group Foundation Helps Resupply Monarch Middle School's Outdoor Education Club Colorado



The Arc of Palm Beach County unveils The GEO Group Eye Gaze and Speech Center Florida

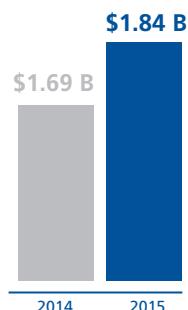
\$1,498,506

Total GEO Foundation Donations in 2015



FINANCIAL OVERVIEW

TOTAL REVENUES INCREASED



2015 ADJUSTED EBITDA OF \$368.7 Million

2015 NORMALIZED FUNDS FROM OPERATIONS

\$204.3 Million

or \$2.76 per diluted share.

2015 ADJUSTED FUNDS FROM OPERATIONS



Increased 7%

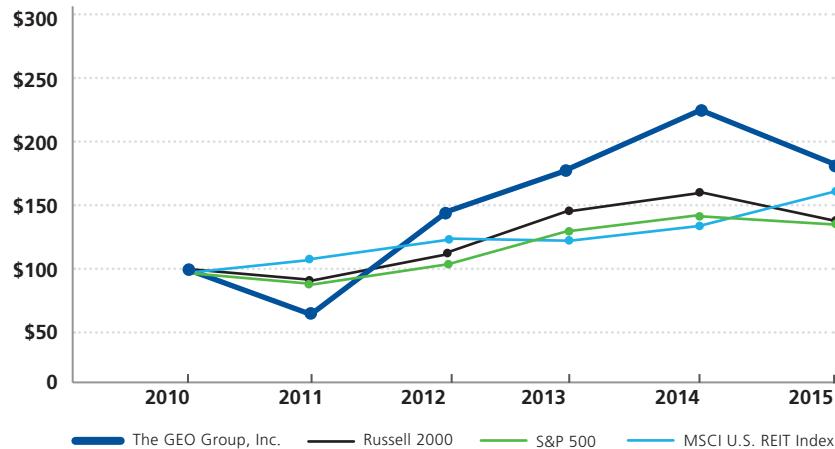
to \$248.4 million,
or \$3.36 per diluted share.

2015 INCOME ADJUSTED NET \$146.5 Million

or \$1.98 per diluted share

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN

Comparison of Five-Year Cumulative Total Return* The GEO Group, Inc., the Russell 2000, the S&P 500 Commercial Services and Supplies, and the MSCI U.S. REIT Indexes*. (Performance through December 31, 2015) *Total return assumes reinvestment of dividends.



Assumes \$100 invested on December 31, 2010, in The GEO Group, Inc. common stock and the Index companies.

(In thousands, except per share data)	2015	2014	2013
Total Revenues	\$1,843,307	\$1,691,620	\$1,522,074
Net Operating Income	\$511,948	\$471,679	\$421,592
Net Income Attributable to The GEO Group	\$139,438	\$143,930	\$115,135
Net Income Attributable To GEO per Diluted Share	\$1.88	\$1.98	\$1.61
Adjusted Funds From Operations per Diluted Share	\$3.36	\$3.21	\$2.87
Total Assets	\$3,503,342	\$3,002,208	\$2,889,364
Shareholders' Equity	\$1,006,837	\$1,045,993	\$1,023,976
Diluted Weighted Average Common Shares Outstanding	73,995	72,547	71,605

*This annual report contains certain Non-GAAP measures. Please refer to GEO's Fourth Quarter 2015 Earnings Announcement and Supplemental Disclosure issued on February 17, 2016 for a description of such Non-GAAP measures and a reconciliation of such Non-GAAP measures to their most comparable GAAP measure.

2015 FINANCIALS

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock trades on the New York Stock Exchange under the symbol "GEO." The following table shows the high and low prices for our common stock, as reported by the New York Stock Exchange, for each of the four quarters of fiscal years 2015 and 2014. The prices shown have been rounded to the nearest \$1/100. The approximate number of shareholders of record as of February 23, 2016 is 629.

Quarter	2015		2014	
	High	Low	High	Low
First.....	\$ 45.25	\$ 40.20	\$ 34.14	\$ 30.85
Second	44.85	33.90	35.82	31.53
Third	38.06	28.83	38.41	34.20
Fourth	34.05	26.00	41.66	36.01

Issuer Purchase of Equity Securities

The table below sets forth information with respect to shares of common stock repurchased by the Company during the fourth quarter of 2015.

Period	Total Number of Shares Purchased(1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2015 — October 31, 2015	1,183	\$ 29.43	—	\$ —
November 1, 2015 — November 30, 2015	—	\$ —	—	\$ —
December 1, 2015 — December 31, 2015	—	\$ —	—	\$ —
Total.....	1,183	\$ 29.43	—	\$ —

- (1) The Company withheld these shares through net share settlements to satisfy minimum statutory tax withholding requirements upon vesting of shares of restricted stock held by employees. These purchases were not made as part of a publicly announced plan or program.

Distributions

As a REIT, the Company is required to distribute annually at least 90% of its REIT taxable income (determined without regard to the dividends paid deduction and by excluding net capital gain). The amount, timing and frequency of future distributions will be at the sole discretion of the Company's Board of Directors and will be declared based upon various factors, many of which are beyond the Company's control, including, the Company's financial condition and operating cash flows, the amount required to maintain REIT status and reduce any income taxes that the Company otherwise would be required to pay, limitations on distributions in the Company's existing and future debt instruments, limitations on the Company's ability to fund distributions using cash generated through our taxable REIT subsidiaries and other factors that the Company's Board of Directors may deem relevant.

During the years ended December 31, 2015 and 2014 we declared and paid the following regular cash distributions to our shareholders which were treated as qualified and non-qualified ordinary income dividends and non dividend distributions for federal income tax purposes as stated below:

Declaration Date	Payment Date	Record Date	Distribution per share	Ordinary Dividends			Capital Gains			Aggregate Payment Amount (in millions)
				Total	Qualified(1)	Non-Qualified	Total	Unrecaptured Section 1250	Long Term	
February 18, 2014..	March 14, 2014	March 3, 2014	0.57	0.4602428	0.0448272	0.4154156	—	—	—	0.1097572 41.1
April 28, 2014.....	May 27, 2014	May 15, 2014	0.57	0.4602428	0.0448272	0.4154156	—	—	—	0.1097572 41.5
August 5, 2014.....	August 29, 2014	August 18, 2014	0.57	0.4602428	0.0448272	0.4154156	—	—	—	0.1097572 41.4
November 5, 2014 ..	November 26, 2014	November 1, 2014	0.62	0.5006150	0.0487594	0.4518556	—	—	—	0.1193850 46.0
Totals			\$ 2.33	\$1.8813434	\$0.1832410	\$1.6981024	\$—	\$—	\$—	\$ 0.4486565 \$ 170
Percentage.....			100.0%	80.7%	9.7%	90.3%	0.0%	0.0%	0.0%	19.3%
February 6, 2015....	February 27, 2015	February 17, 2015	0.62	0.4669470	0.0529749	0.4139721	—	—	—	0.1530530 46.0
April 29, 2015.....	May 21, 2015	May 11, 2015	0.62	0.4669470	0.0529749	0.4139721	—	—	—	0.1530530 46.3
July 31, 2015	August 24, 2015	August 14, 2015	0.62	0.4669470	0.0529749	0.4139721	—	—	—	0.1530530 46.3
November 3, 2015 ..	November 25, 2015	November 16, 2015	0.65	0.4895412	0.0555382	0.4340030	—	—	—	0.1604588 48.5
Totals.....			\$ 2.51	\$1.8903821	\$0.2144627	\$1.6759194	\$—	\$—	\$—	\$ 0.6196179 \$ 187.1
Percentage ...			100.0%	75.3%	11.3%	88.7%	0.0%	0.0%	0.0%	24.7%

- (1) Qualified Dividends represents the portion of the Total Ordinary Dividends which constitutes a “Qualified Dividend”, as defined by the Internal Revenue Service.
- (2) The amount constitutes a “Return of Capital”, as defined by the Internal Revenue Service.

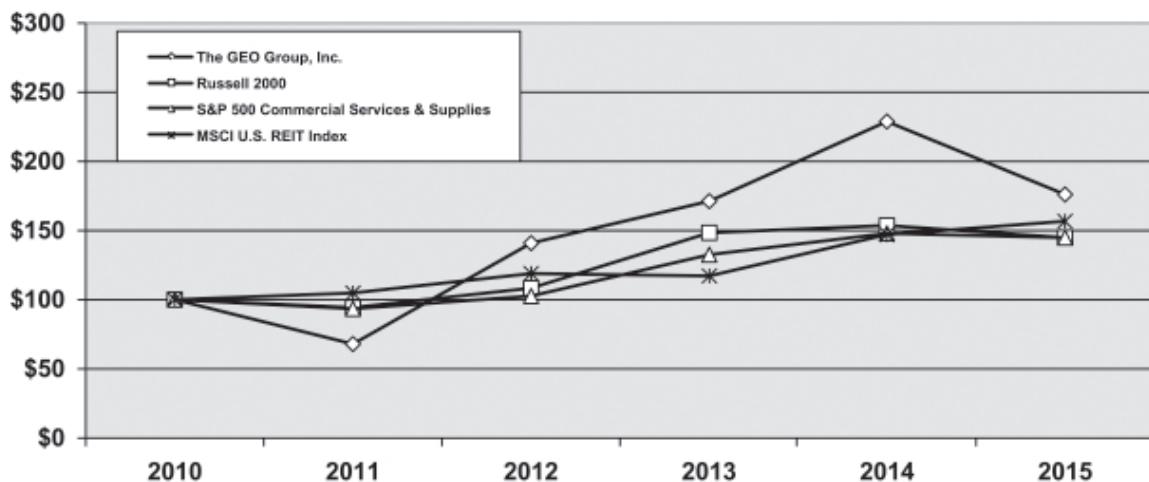
We intend to continue paying regular quarterly cash dividends consistent with our stated expectation to pay at least 75% of our adjusted funds from operations (“AFFO”) in dividends with a goal to increase our dividend payout ratio over time. The amount, timing and frequency of our future dividends will be at the sole discretion of the Board of Directors based upon the factors mentioned above.

In addition to these factors, the indentures governing our 6.625% Senior Notes, 5.125% Senior Notes, 5.875% Senior Notes due 2022, 5.875% Senior Notes due 2024 and our Senior Credit Facility also place material restrictions on our ability to pay dividends. See the Liquidity and Capital Resources section in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Note 15 — Debt in “Item 8 — Financial Statements and Supplementary Data”, for further description of these restrictions. We believe we have the ability to continue to fund our working capital, our debt service requirements, and our maintenance and growth capital expenditure requirements, while maintaining sufficient liquidity for other corporate purposes.

Performance Graph

The following performance graph compares the performance of our common stock to the Russell 2000, the S&P 500 Commercial Services and Supplies Index, and the MSCI U.S. REIT Index and is provided in accordance with Item 201(e) of Regulation S-K.

Comparison of Five-Year Cumulative Total Return*
**The GEO Group, Inc., Russell 2000,
S&P 500 Commercial Services and Supplies Index
and MSCI U.S. REIT Index**
(Performance through December 31, 2015)



Assumes \$100 invested on December 31, 2010 in our common stock and the Index companies.

* Total return assumes reinvestment of dividends.

Item 6. Selected Financial Data

The following table sets forth historical financial data as of and for each of the five years in the period ended December 31, 2015. The selected consolidated financial data should be read in conjunction with our “Management Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and the notes to the consolidated financial statements (in thousands, except per share and operational data).

Year Ended:	2015	2014	2013	2012	2011
Results of Continuing Operations:					
Revenues.....	\$ 1,843,307	\$ 1,691,620	\$ 1,522,074	\$ 1,479,062	\$ 1,407,172
Operating income from continuing operations.....	235,729	234,731	185,484	184,353	179,599
Income from continuing operations.....	<u>\$ 139,315</u>	<u>\$ 143,840</u>	<u>\$ 117,462</u>	<u>\$ 144,558</u>	<u>\$ 69,644</u>
Income from continuing operations per common share attributable to The GEO Group, Inc.:					
<i>Basic:</i>	<u>\$ 1.89</u>	<u>\$ 1.99</u>	<u>\$ 1.65</u>	<u>\$ 2.39</u>	<u>\$ 1.12</u>
<i>Diluted:</i>	<u>\$ 1.88</u>	<u>\$ 1.98</u>	<u>\$ 1.64</u>	<u>\$ 2.37</u>	<u>\$ 1.11</u>
Weighted Average Shares Outstanding:					
Basic	73,696	72,270	71,116	60,934	63,425
Diluted	73,995	72,547	71,605	61,265	63,740
Cash and Stock Dividends per Common Share:					
Quarterly Cash Dividends	\$ 2.51	\$ 2.33	\$ 2.05	0.4	—
Special Dividend-Cash and Stock(1).....	—	—	—	5.68	—
Financial Condition:					
Current assets.....	\$ 438,346	\$ 377,406	\$ 384,345	\$ 337,183	\$ 459,329
Current liabilities	278,624	254,075	223,125	259,871	288,818
Total assets	3,503,342	3,002,208	2,889,364	2,839,194	3,049,923
Long-term debt, including current portion (excluding non-recourse debt and capital leases)	1,878,870	1,465,921	1,488,721	1,351,697	1,338,384
Total Shareholders' equity	\$ 1,006,837	\$ 1,045,993	\$ 1,023,976	\$ 1,047,304	\$ 1,038,521
Operational Data:					
Facilities in operation(2).....	104	92	86	87	90
Operational capacity of contracts(2)	83,878	75,302	66,130	65,949	65,787
Compensated mandays(3)	23,841,256	22,390,904	20,867,016	20,530,885	19,884,802

(1) Special Dividend paid on December 31, 2012 in connection with the Company’s REIT conversion.

(2) Represents the number of beds primarily from correction and detention facilities and excludes idle facilities.

(3) Compensated mandays are calculated as follows: (a) for per diem rate facilities — the number of beds occupied by residents on a daily basis during the fiscal year; and (b) for fixed rate facilities — the capacity of the facility multiplied by the number of days the facility was in operation during the fiscal year.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Introduction

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of our consolidated results of operations and financial condition. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of numerous factors including, but not limited to, those described above under “Item 1A. Risk Factors,” and “Forward-Looking Statements — Safe Harbor” below. The discussion should be read in conjunction with the consolidated financial statements and notes thereto.

We are a real estate investment trust specializing in the ownership, leasing and management of correctional, detention and re-entry facilities and the provision of community-based services and youth services in the United States, Australia, South Africa, and the United Kingdom. We own, lease and operate a broad range of correctional and detention facilities including maximum, medium and minimum security prisons, immigration detention centers, minimum security detention centers, and community based re-entry facilities. We offer counseling, education and/or treatment to inmates with alcohol and drug abuse problems at most of the domestic facilities we manage. We are also a provider of innovative compliance technologies, industry-leading monitoring services, and evidence-based supervision and treatment programs for community-based parolees, probationers and pretrial defendants.

Additionally, we have an exclusive contract with ICE to provide supervision and reporting services designed to improve the participation of non-detained aliens in the immigration court system. We develop new facilities based on contract awards, using our project development expertise and experience to design, construct and finance what we believe are state-of-the-art facilities that maximize security and efficiency. We also provide secure transportation services for offender and detainee populations as contracted domestically and in the United Kingdom through our joint venture GEOAmey.

As of December 31, 2015, our worldwide operations included the management and/or ownership of approximately 87,000 beds at 104 correctional, detention and re-entry facilities, including idle facilities and projects under development and also included the provision of monitoring of more than 70,000 offenders in a community-based environment on behalf of approximately 900 federal, state and local correctional agencies located in all 50 states.

For the years ended December 31, 2015, 2014 and 2013, we had consolidated revenues of \$1.8 billion, \$1.7 billion and \$1.5 billion, respectively, and we maintained an average company wide facility occupancy rate of 91.5% including 83,878 active beds and excluding 3,484 idle beds for the year ended December 31, 2015, and 95.7% including 75,302 active beds and excluding 3,708 idle beds for the year ended December 31, 2014.

REIT Conversion

We have been a leading owner, lessor and operator of correctional, detention and re-entry facilities and provider of community-based services and youth services in the industry since 1984 and began operating as a REIT for federal income tax purposes effective January 1, 2013. As a result of the REIT conversion, we reorganized our operations and moved non-real estate components into taxable REIT subsidiaries ("TRS"). Through the TRS structure, the portion of our businesses which are non-real estate related, such as our managed-only contracts, international operations, electronic monitoring services, and other non-residential and community based facilities, are part of wholly-owned taxable subsidiaries of the REIT. Most of our business segments, which are real estate related and involve company-owned and company-leased facilities, are part of the REIT. The TRS structure allows us to maintain the strategic alignment of almost all of our diversified business segments under one entity. The TRS assets and operations will continue to be subject to federal and state corporate income taxes and to foreign taxes as applicable in the jurisdictions in which those assets and operations are located.

As a REIT, we are required to distribute annually at least 90% of our REIT taxable income (determined without regard to the dividends paid deduction and by excluding net capital gain) and we began paying regular distributions in 2013. We declared and paid the following regular REIT distributions to our shareholders which were treated for federal income taxes as follows:

Declaration Date	Payment Date	Record Date	Distribution Per Share	Ordinary Dividends			Aggregate Payment Amount (millions)
				Qualified(1)	Non-Qualified	Nondividend Distributions(2)	
January 17, 2013	March 1, 2013	February 15, 2013	\$ 0.50	\$ 0.1551057	\$ 0.3448943	—	\$ 35.7
May 7, 2013	June 3, 2013	May 20, 2013	\$ 0.50	\$ 0.1551057	\$ 0.3448943	—	\$ 35.8
July 30, 2013	August 29, 2013	August 19, 2013	\$ 0.50	\$ 0.1551057	\$ 0.3448943	—	\$ 36.1
November 1, 2013	November 26, 2013	November 14, 2013	\$ 0.55	\$ 0.1706163	\$ 0.3793837	—	\$ 39.6
February 18, 2014	March 14, 2014	March 3, 2014	\$ 0.57	\$ 0.0448272	\$ 0.4154156	\$ 0.1097572	\$ 41.1
April 28, 2014	May 27, 2014	May 15, 2014	\$ 0.57	\$ 0.0448272	\$ 0.4154156	\$ 0.1097572	\$ 41.5
August 5, 2014	August 29, 2014	August 18, 2014	\$ 0.57	\$ 0.0448272	\$ 0.4154156	\$ 0.1097572	\$ 41.4
November 5, 2014	November 26, 2014	November 17, 2014	\$ 0.62	\$ 0.0487594	\$ 0.4518556	\$ 0.1193850	\$ 46.0
February 6, 2015	February 27, 2015	February 17, 2015	\$ 0.62	\$ 0.0529749	\$ 0.4139721	\$ 0.1530530	\$ 46.0
April 29, 2015	May 21, 2015	May 11, 2015	\$ 0.62	\$ 0.0529749	\$ 0.4139721	\$ 0.1530530	\$ 46.3
July 31, 2015	August 24, 2015	August 14, 2015	\$ 0.62	\$ 0.0529749	\$ 0.4139721	\$ 0.1530530	\$ 46.3
November 3, 2015	November 25, 2015	November 16, 2015	\$ 0.65	\$ 0.0555382	\$ 0.4340030	\$ 0.1604588	\$ 48.5

(1) The amount constitutes a "Qualified Dividend", as defined by the Internal Revenue Service.

(2) The amount constitutes a "Return of Capital", as defined by the Internal Revenue Service.

Critical Accounting Policies

We believe that the accounting policies described below are critical to understanding our business, results of operations and financial condition because they involve the more significant judgments and estimates used in the preparation of our consolidated financial statements. We have discussed the development, selection and application of our critical accounting policies with the audit committee of our Board of Directors, and our audit committee has reviewed our disclosure relating to our critical accounting policies in this “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Our consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States. As such, we are required to make certain estimates, judgments and assumptions that we believe are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We routinely evaluate our estimates based on historical experience and on various other assumptions that our management believes are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. If actual results significantly differ from our estimates, our financial condition and results of operations could be materially impacted.

Other significant accounting policies, primarily those with lower levels of uncertainty than those discussed below, are also critical to understanding our consolidated financial statements. The notes to our consolidated financial statements contain additional information related to our accounting policies and should be read in conjunction with this discussion.

Revenue Recognition

Facility management revenues are recognized as services are provided under facility management contracts with approved government appropriations based on a net rate per day per inmate or on a fixed monthly rate, as applicable. A limited number of our contracts have provisions upon which a small portion of the revenue for the contract is based on the performance of certain targets. Revenue based on the performance of certain targets is less than 1% of our consolidated annual revenues. These performance targets are based on specific criteria to be met over specific periods of time. Such criteria includes our ability to achieve certain contractual benchmarks relative to the quality of service we provide, non-occurrence of certain disruptive events, effectiveness of our quality control programs and our responsiveness to customer requirements and concerns. For the limited number of contracts where revenue is based on the performance of certain targets, revenue is either (i) recorded pro rata when revenue is fixed and determinable or (ii) recorded when the specified time period lapses. In many instances, we are a party to more than one contract with a single entity. In these instances, each contract is accounted for separately.

Construction revenues are recognized from our contracts with certain customers to perform construction and design services (“project development services”) for various facilities. In these instances, we act as the primary developer and subcontract with bonded National and/or Regional Design Build Contractors. These construction revenues are recognized as earned on a percentage of completion basis measured by the percentage of costs incurred to date as compared to the estimated total cost for each contract. Provisions for estimated losses on uncompleted contracts and changes to cost estimates are made in the period in which we determine that such losses and changes are probable. Typically, we enter into fixed price contracts and do not perform additional work unless approved change orders are in place. Costs attributable to unapproved change orders are expensed in the period in which the costs are incurred if we believe that it is not probable that the costs will be recovered through a change in the contract price. If we believe that it is probable that the costs will be recovered through a change in the contract price, costs related to unapproved change orders are expensed in the period in which they are incurred, and contract revenue is recognized to the extent of the costs incurred. Revenue in excess of the costs attributable to unapproved change orders is not recognized until the change order is approved. Changes in job performance, job conditions, and estimated profitability, including those arising from contract penalty provisions, and final contract settlements, may result in revisions to estimated costs and income, and are recognized in the period in which the revisions are determined. For the years ended December 31, 2015, 2014 and 2013, there have been no changes in job performance, job conditions and estimated profitability that would require a revision to the estimated costs and income related to project development services. As the primary contractor, we are exposed to the various risks associated with construction, including the risk of cost overruns. Accordingly, we record our construction revenue on a gross basis and include the related cost of construction activities in Operating Expenses.

When evaluating multiple element arrangements for certain contracts where we provide project development services to our clients in addition to standard management services, we follow revenue recognition guidance for multiple element arrangements under ASC 605-25 “*Multiple Element Arrangements*”. This revenue recognition guidance related to multiple deliverables in an arrangement provides guidance on determining if separate contracts should be evaluated as a single arrangement and if an arrangement involves a single unit of accounting or separate units of accounting and if the arrangement is determined to have separate units, how to allocate amounts received in the arrangement for revenue recognition purposes.

In instances where we provide these project development services and subsequent management services, generally, the arrangement results in no delivered elements at the onset of the agreement. The elements are delivered, and revenue is recognized, over the contract period as the project development and management services are performed. Project development services are generally not provided separately to a customer without a management contract. We have determined that the significant deliverables in such an arrangement during the project development phase and services performed under the management contract qualify as separate units of accounting.

With respect to the deliverables during the management services period, we regularly negotiate such contracts and provide management services to our customers outside of any arrangement for construction. We establish per diem rates for all of our management contracts based on, amongst other factors, expected and guaranteed occupancy, costs of providing the services and desired margins. As such, the fair value of the consideration to each deliverable was determined using our estimated selling price for the project development deliverable and vendor specific objective evidence for the facility management services deliverable.

Reserves for Insurance Losses

The nature of our business exposes us to various types of third-party legal claims, including, but not limited to, civil rights claims relating to conditions of confinement and/or mistreatment, sexual misconduct claims brought by prisoners or detainees, product liability claims, intellectual property infringement claims, claims relating to employment matters (including, but not limited to, employment discrimination claims, union grievances and wage and hour claims), property loss claims, environmental claims, automobile liability claims, contractual claims and claims for personal injury or other damages resulting from contact with our facilities, programs, electronic monitoring products, personnel or prisoners, including damages arising from a prisoner's escape or from a disturbance or riot at a facility. In addition, our management contracts generally require us to indemnify the governmental agency against any damages to which the governmental agency may be subject in connection with such claims or litigation. We maintain a broad program of insurance coverage for these general types of claims, except for claims relating to employment matters, for which we carry no insurance. There can be no assurance that our insurance coverage will be adequate to cover all claims to which we may be exposed. It is our general practice to bring merged or acquired companies into our corporate master policies in order to take advantage of certain economies of scale.

We currently maintain a general liability policy and excess liability policies with total limits of \$77.0 million per occurrence and \$100 million in the aggregate covering the operations of U.S. Corrections & Detention, GEO Care's community based services, GEO Care's youth services and BI. We have a claims-made liability insurance program with a specific loss limit of \$35.0 million per occurrence and in the aggregate related to medical professional liability claims arising out of correctional healthcare services. We are uninsured for any claims in excess of these limits. We also maintain insurance to cover property and other casualty risks including, workers' compensation, environmental liability and automobile liability.

For most casualty insurance policies, we carry substantial deductibles or self-insured retentions of \$3.0 million per occurrence for general liability and medical professional liability, \$2.0 million per occurrence for workers' compensation and \$1.0 million per occurrence for automobile liability. In addition, certain of our facilities located in Florida and other high-risk hurricane areas carry substantial windstorm deductibles. Since hurricanes are considered unpredictable future events, no reserves have been established to pre-fund for potential windstorm damage. Limited commercial availability of certain types of insurance relating to windstorm exposure in coastal areas and earthquake exposure mainly in California and the Pacific Northwest may prevent the Company from insuring some of its facilities to full replacement value.

With respect to operations in South Africa, the United Kingdom and Australia, we utilize a combination of locally-procured insurance and global policies to meet contractual insurance requirements and protect us. In addition to these policies, our Australian subsidiary carries tail insurance on a general liability policy related to a discontinued contract.

Of the insurance policies discussed above, our most significant insurance reserves relate to workers' compensation, general liability and auto claims. These reserves are undiscounted and were \$52.8 million and \$49.5 million as of December 31, 2015 and 2014, respectively and are included in accrued expenses in the accompanying balance sheets. We use statistical and actuarial methods to estimate amounts for claims that have been reported but not paid and claims incurred but not reported. In applying these methods and assessing their results, we consider such factors as historical frequency and severity of claims at each of our facilities, claim development, payment patterns and changes in the nature of our business, among other factors. Such factors are analyzed for each of our business segments. Our estimates may be impacted by such factors as increases in the market price for medical services and unpredictability of the size of jury awards.

We also may experience variability between our estimates and the actual settlement due to limitations inherent in the estimation process, including our ability to estimate costs of processing and settling claims in a timely manner as well as our ability to accurately estimate our exposure at the onset of a claim. Because we have high deductible insurance policies, the amount of our insurance expense is dependent on our ability to control our claims experience. If actual losses related to insurance claims significantly differ from our estimates, our financial condition, results of operations and cash flows could be materially adversely impacted.

Income Taxes

The consolidated financial statements reflect provisions for federal, state, local and foreign income taxes. We recognize deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, as well as operating loss and tax credit carryforwards. We measure deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities as a result of a change in tax rates is recognized as income in the period that includes the enactment date. Refer to Note 18- Income Taxes in the notes to the consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K. Effective January 1, 2013, as a REIT that plans to distribute 100% of its taxable income to shareholders, we do not expect to pay federal income taxes at the REIT level (including our qualified REIT subsidiaries), as the resulting dividends paid deduction will generally offset our taxable income. Since we do not expect to pay taxes on our REIT taxable income, we do not expect to be able to recognize such deferred tax assets and liabilities.

Deferred income taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities given the provisions of enacted tax laws. Significant judgments are required to determine the consolidated provision for income taxes. Deferred income tax provisions and benefits are based on changes to the assets or liabilities from year to year. Realization of our deferred tax assets is dependent upon many factors such as tax regulations applicable to the jurisdictions in which we operate, estimates of future taxable income and the character of such taxable income.

Additionally, we must use significant judgment in addressing uncertainties in the application of complex tax laws and regulations. If actual circumstances differ from our assumptions, adjustments to the carrying value of deferred tax assets or liabilities may be required, which may result in an adverse impact on the results of our operations and our effective tax rate. Valuation allowances are recorded related to deferred tax assets based on the "more likely than not" criteria. We have not made any significant changes to the way we account for our deferred tax assets and liabilities in any year presented in the consolidated financial statements. Based on our estimate of future earnings and our favorable earnings history, we currently expect full realization of the deferred tax assets net of any recorded valuation allowances. Furthermore, tax positions taken by us may not be fully sustained upon examination by the taxing authorities. In determining the adequacy of our provision (benefit) for income taxes, potential settlement outcomes resulting from income tax examinations are regularly assessed. As such, the final outcome of tax examinations, including the total amount payable or the timing of any such payments upon resolution of these issues, cannot be estimated with certainty.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Buildings and improvements are depreciated over 2 to 50 years. Equipment and furniture and fixtures are depreciated over 3 to 10 years. Straight-line and accelerated methods of depreciation are generally used for income tax purposes. Leasehold improvements are amortized on a straight-line basis over the shorter of the useful life of the improvement or the term of the lease. We perform ongoing evaluations of the estimated useful lives of the property and equipment for depreciation purposes. The estimated useful lives are determined and continually evaluated based on the period over which services are expected to be rendered by the asset. If the assessment indicates that assets will be used for a longer or shorter period than previously anticipated, the useful lives of the assets are revised, resulting in a change in estimate.

We have not made any changes in estimates during the years ended December 31, 2015, 2014 and 2013. Maintenance and repairs are expensed as incurred. Interest is capitalized in connection with the construction of company-owned correctional and detention facilities. Cost for self-constructed correctional and detention facilities includes direct materials and labor, capitalized interest and certain other indirect costs associated with construction of the facility, such as property taxes, other indirect labor and related benefits and payroll taxes. The Company begins the capitalization of costs during the pre-construction phase, which is the period during which costs are incurred to evaluate the site, and continues until the facility is substantially complete and ready for occupancy. Labor costs capitalized for the years ended December 31, 2015, 2014 and 2013 were not significant. Capitalized interest is recorded as part of the asset to which it relates and is amortized over the asset's estimated useful life.

Asset Impairments

The Company had property and equipment of \$1.9 billion and \$1.8 billion as of December 31, 2015 and 2014, respectively, including approximately 3,328 vacant beds at four idle facilities with a carrying value of \$35.2 million which are being marketed to potential customers as of December 31, 2015, excluding equipment and other assets that can be easily transferred for use at other facilities.

We review long-lived assets to be held and used for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable. Events that would trigger an impairment assessment include deterioration of profits for a business segment that has long-lived assets, or when other changes occur that might impair recovery of long-lived assets such as the termination of a management contract or a significant decrease in inmate population. If impairment indicators are present, we perform a recoverability test to determine whether or not an impairment loss should be measured.

We test idle facilities for impairment upon notification that the facilities will no longer be utilized by the customer. If a long-lived asset is part of a group that includes other assets, the unit of accounting for the long-lived asset is its group. Generally, we group assets by facility for the purpose of considering whether any impairment exists. The estimates of recoverability are based on projected undiscounted cash flows associated with actual marketing efforts where available or, in other instances, projected undiscounted cash flows that are comparable to historical cash flows from management contracts at similar facilities and sensitivity analyses that consider reductions to such cash flows. Our sensitivity analyses include adjustments to projected cash flows compared to the historical cash flows due to current business conditions which impact per diem rates as well as labor and other operating costs, changes related to facility mission due to changes in prospective clients, and changes in projected capacity and occupancy rates. We also factor in prolonged periods of vacancies as well as the time and costs required to ramp up facility population once a contract is obtained. We perform the impairment analyses on an annual basis for each of the idle facilities and update each quarter for market developments for the potential utilization of each of the facilities in order to identify events that may cause us to reconsider the most recent assumptions. Such events could include negotiations with a prospective customer for the utilization of an idle facility at terms significantly less favorable than used in our most recent impairment analysis, or changes in legislation surrounding a particular facility that could impact our ability to house certain types of inmates at such facility. Further, a substantial increase in the number of available beds at other facilities that we own, or in the marketplace, could lead to deterioration in market conditions and projected cash flows. Although they are not frequently received, an unsolicited offer to purchase any of our idle facilities, at amounts that are less than their carrying value could also cause us to reconsider the assumptions used in the most recent impairment analysis. We have identified marketing prospects to utilize each of the remaining currently idled facilities and do not see any catalysts that would result in a current impairment. However, we can provide no assurance that we will be able to secure management contracts to utilize our idle facilities, or that we will not incur impairment charges in the future. In all cases, the projected undiscounted cash flows in our analysis as of December 31, 2015 substantially exceeded the carrying amounts of each facility.

Our evaluations also take into consideration historical experience in securing new management contracts to utilize facilities that had been previously idled for periods comparable to or in excess of the periods our currently idle facilities have been idle. Such previously idle facilities are currently being operated under contracts that generate cash flows resulting in the recoverability of the net book value of the previously idled facilities by substantial amounts. Due to a variety of factors, the lead time to negotiate contracts with federal and state agencies to utilize idle bed capacity is generally lengthy which has historically resulted in periods of idleness similar to the ones we are currently experiencing. As a result of our analyses, we determined each of these assets to have recoverable values substantially in excess of the corresponding carrying values.

By their nature, these estimates contain uncertainties with respect to the extent and timing of the respective cash flows due to potential delays or material changes to forecasted terms and conditions in contracts with prospective customers that could impact the estimate of projected cash flows. Notwithstanding the effects the current economy has had on our customers' demand for prison beds in the short term which has led to our decision to idle certain facilities, we believe the long-term trends favor an increase in the utilization of our idle correctional facilities. This belief is also based on our experience in working with governmental agencies faced with significant budgetary challenges which is a primary contributing factor to the lack of appropriated funding to build new bed capacity by federal and state agencies.

Recent Accounting Pronouncements

In January 2016, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2016-01, “*Financial Instruments — Overall*,” The main provisions of ASU No. 2016-01 applicable to public business entities are: (i) equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) are required to be measured at fair value with changes in fair value recognized in net income; (ii) simplification of the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; (iii) eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (iv) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (v) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; (vi) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet in the accompanying notes to the financial statements; and (vii) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity’s other deferred tax assets. The amendments resulting from ASU No. 2016-01 are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The implementation of this standard is not expected to have a material impact on our financial position, results of operations or cash flows.

In November 2015, FASB issued ASU No. 2015-17, “*Income Taxes*,” which simplifies the presentation of deferred income taxes by requiring that all deferred tax assets and liabilities be classified as noncurrent in a classified statement of financial position. Current Generally Accepted Accounting Principles requires entities to separate deferred income tax assets and liabilities into current and noncurrent amounts in a classified statement of financial position. The amendments resulting from ASU No. 2015-17 are effective for public business entities for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The implementation of this standard is not expected to have a material impact on our financial position, results of operations or cash flows.

In September 2015, FASB issued ASU No. 2015-16, “*Business Combinations*,” which eliminates the requirement to restate prior period financial statements for measurement period adjustments following a business combination. The new guidance requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. The prior period impact of the adjustment should be either presented separately on the face of the income statement or disclosed in the notes. The amendments resulting from ASU No. 2015-16 are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. The amendments in this update should be applied prospectively to adjustments to provisional amounts that occur after the effective date of this update with earlier application permitted for financial statements that have not been issued. The implementation of this standard is not expected to have a material impact on our financial position, results of operations or cash flows.

In August 2015, FASB issued ASU No. 2015-14 to delay the effective date of ASU No. 2014-09, “*Revenue from Contracts with Customers*,” for public companies from annual periods beginning after December 15, 2016 to annual periods beginning after December 15, 2017. ASU No. 2014-09 clarifies the principles for recognizing revenue and develops a common revenue standard for U.S. GAAP and International Financial Reporting Standards (“IFRS”). We intend to adopt ASU No. 2014-09 on its effective date and expect to complete our assessment of whether the adoption of this standard would have a material impact on our financial position, results of operations or cash flows by late 2016 or early 2017.

In April 2015, FASB issued ASU No. 2015-03 “*Interest-Imputation of Interest*,” which is intended to simplify the presentation of debt issuance costs. The amendments require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The amendments resulting from ASU No. 2015-03 are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015 with early adoption permitted for financial statements that have not previously been issued. The guidance does not address presentation or subsequent measurement of debt issuance costs related to line-of-credit arrangements. In August 2015, FASB issued ASU No. 2015-15 “*Interest-Imputation of Interest (Subtopic 835-30) Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting*,” which states that given the absence of authoritative guidance within ASU No. 2015-03 for debt issuance costs related to line-of-credit arrangements, the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The implementation of these standards are not expected to have a material impact on our financial position, results of operations or cash flows.

In February 2015, FASB issued ASU No. 2015-02 “Consolidation,” which modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities (“VIEs”) or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership, affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships and provides a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. The amendments resulting from ASU No. 2015-02 are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015 with early adoption permitted. The implementation of this standard is not expected to have a material impact on our financial position, results of operations or cash flows.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants and the SEC did not, or are not expected to, have a material effect on our results of operations or financial position.

Results of Operations

The following discussion should be read in conjunction with our consolidated financial statements and the notes to the consolidated financial statements accompanying this report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in the forward-looking statements as a result of certain factors, including, but not limited to, those described under “Item 1A. Risk Factors” and those included in other portions of this report.

The discussion of our results of operations below excludes the results of discontinued operations reported in 2013. Refer to Note 3 — Discontinued Operations included in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K for further information.

2015 versus 2014

Revenues

	2015	% of Revenue	2014	% of Revenue	\$ Change	% Change
			(Dollars in thousands)			
U.S. Corrections & Detention	\$ 1,240,440	67.3%	\$ 1,108,397	65.5%	\$ 132,043	11.9%
GEO Care	340,918	18.5%	329,253	19.5%	11,665	3.5%
International Services	154,902	8.4%	\$ 197,992	11.7%	\$ (43,090)	(21.8)%
Facility Construction & Design	107,047	5.8%	55,978	3.3%	51,069	91.2%
Total	\$ 1,843,307	100.0%	\$ 1,691,620	100.0%	\$ 151,687	9.0%

U.S. Corrections & Detention

Revenues increased in 2015 compared to 2014 primarily due to aggregate increases of \$103.7 million resulting from: (i) the activation of our Alexandria Staging facility in November 2014; (ii) the activation of our McFarland Female Community Reentry facility; (iii) the activation of our company-owned Mesa Verde facility; (iv) our assumption of the management of the 3,400-bed Arizona State Prison-Kingman in Kingman, Arizona on December 1, 2015; (v) the activation of our North Lake Correctional Facility in June 2015; and (vi) the acquisition of the LCS Facilities in February 2015. We also experienced aggregate increases in revenues of \$32.3 million at certain of our facilities primarily due to net increases in population, transportation services and/or rates. These increases were partially offset by an aggregate decrease of \$4.0 million primarily due to contract terminations.

The number of compensated mandays in U.S. Corrections & Detention facilities was 20.3 million in 2015 as compared to 18.7 million in 2014. We experienced an aggregate net increase of approximately 1.6 million mandays as a result of our new contracts discussed above and also as a result of population increases at certain facilities. These increases were partially offset by decreases resulting from contract terminations. We look at the average occupancy in our facilities to determine how we are managing our available beds. The average occupancy is calculated by taking compensated mandays as a percentage of capacity. The average occupancy in our U.S. Corrections & Detention facilities was 91.5% and 96.3% of capacity in 2015 and 2014, respectively, excluding idle facilities. Average occupancy declined to 91.5% from 96.3% and was driven primarily by our acquisition and integration of eight correctional and detention LCS Facilities totaling more than 6,500 beds in February 2015. As we have previously disclosed, the LCS Facilities have been historically underutilized. As we continue to integrate the LCS facilities, we expect our occupancy rate to increase.

GEO Care

The increase in revenues for GEO Care in 2015 compared to 2014 is primarily attributable to our acquisition of Soberlink, ISAP growth and new programs and program growth at our community based and reentry centers.

International Services

Revenues for International Services in 2015 compared to 2014 decreased by \$43.1 million. Contributing to the decrease was the result of (i) foreign exchange rate fluctuations of \$(29.8) million resulting from the strengthening of the U.S. dollar against certain international currencies; and (ii) a decrease of \$16.5 million in our United Kingdom subsidiary primarily due to the winding down of our Harmondsworth management contract. These decreases were partially offset by an aggregate increase of \$3.2 million primarily related to population increases at our Australian subsidiary.

Facility Construction & Design

The increase in revenues for our Facility Construction & Design services is due to a full year of design and construction activity for our new Ravenhall Prison Contract, which was executed in September 2014, with the Department of Justice in the State of Victoria, Australia. Refer to Note 8 — Contract Receivable of the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

Operating Expenses

	2015	% of Segment Revenues	2014	% of Segment Revenues	\$ Change	% Change
			(Dollars in thousands)			
U.S. Corrections & Detention	\$ 888,009	71.6%	\$ 781,680	70.5%	\$ 106,329	13.6%
GEO Care	224,530	65.9%	219,335	66.6%	5,195	2.4%
International Services	144,548	93.3%	189,147	95.5%	(44,599)	(23.6)%
Facility Construction & Design	106,695	99.7%	55,538	99.2%	51,157	92.1%
Total	\$ 1,363,782	74.0%	\$ 1,245,700	73.6%	\$ 118,082	9.5%

U.S. Corrections & Detention

The increase in operating expenses for U.S. Corrections & Detention reflects an increase of \$71.4 million due to (i) the activation of our Alexandria Staging facility in November 2014; (ii) the activation of our McFarland Female Community Reentry facility; (iii) the activation of our company-owned Mesa Verde facility; (iv) our assumption of the management of the 3,400-bed Arizona State Prison-Kingman in Kingman, Arizona on December 1, 2015; (v) the activation of our North Lake Correctional Facility in June 2015 and (vi) the acquisition of the LCS Facilities in February 2015. We also experienced increases of \$37.7 million at certain of our facilities primarily attributable to expenditures related to the expansion of the delivery of offender rehabilitation services under our GEO Continuum of Care platform, net population increases, increased transportation services and the variable costs associated with those increases. These increases were partially offset by an aggregate decrease of \$2.8 million primarily related to contract terminations.

GEO Care

Operating expenses for GEO Care increased by \$5.2 million during 2015 from 2014 primarily due to our acquisition of Soberlink, ISAP growth and new programs and program growth at our community based and reentry centers.

International Services

Operating expenses for International Services in 2015 compared to 2014 decreased by \$45.0 million. Contributing to the decrease was (i) the result of foreign exchange rate fluctuations of \$(27.5) million resulting from the strengthening of the U.S. dollar against certain international currencies; and (ii) a decrease of \$18.3 million in our United Kingdom subsidiary primarily due to the winding down of our Harmondsworth management contract. These decreases were partially offset by an aggregate increase of \$0.8 million primarily attributable to our South African subsidiary related to increases in labor costs.

Facility Construction & Design

The increase in operating expenses for our Facility Construction & Design services is due to a full year of design and construction activity for our new Ravenhall Prison Contract, which was executed in September 2014, with the Department of Justice in the State of Victoria, Australia. Refer to Note 8 — Contract Receivable of the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

Depreciation and Amortization

	2015	% of Segment Revenue	2014	% of Segment Revenue	\$ Change	% Change
				(Dollars in thousands)		
U.S. Corrections & Detention	\$ 70,486	5.7%	\$ 63,690	5.7%	\$ 6,796	10.7%
GEO Care	33,582	9.9%	29,766	9.0%	3,816	12.8%
International Services	2,688	1.7%	2,715	1.4%	(27)	(1.0)%
Total	<u>\$ 106,756</u>	5.8%	<u>\$ 96,171</u>	5.7%	<u>\$ 10,585</u>	11.0%

U.S. Corrections & Detention

U.S. Corrections & Detention depreciation and amortization expense increased by \$6.8 million in 2015 compared to 2014 primarily due to renovations made at several of our facilities and also our acquisition of the LCS Facilities in February 2015.

GEO Care

GEO Care depreciation and amortization increased in 2015 compared to 2014 primarily due to renovations made at several of our locations.

International Services

Depreciation and amortization expense was fairly consistent in 2015 compared to 2014 as there were no significant additions or renovations during 2015 or 2014 at our international subsidiaries.

Other Unallocated Operating Expenses

	2015	% of Revenue	2014	% of Revenue	\$ Change	% Change
				(Dollars in thousands)		
General and Administrative Expenses	\$ 137,040	7.4%	\$ 115,018	6.8%	\$ 22,022	19.1%

General and administrative expenses comprise substantially all of our other unallocated operating expenses which primarily includes corporate management salaries and benefits, professional fees and other administrative expenses. The increase in general and administrative expenses in 2015 compared to 2014 was primarily attributable to increases in (i) business development expenses of \$6.0 million related to new contract opportunities both domestically and internationally; (ii) expenditures related to the expansion of the delivery of offender rehabilitation services under our GEO Continuum of Care platform of \$1.9 million; (iii) non-cash stock based compensation included in general and administrative expenses of \$4.6 million; (iv) nonrecurring professional fees of \$3.0 million incurred in connection with our acquisitions of Soberlink and the LCS Facilities in 2015; and (v) exit charges of \$4.6 million related to non-core operating leases. We also experienced increases related to normal compensation adjustments and professional fees.

Non Operating Income and Expense**Interest Income and Interest Expense**

	2015	% of Revenue	2014	% of Revenue	\$ Change	% Change
				(Dollars in thousands)		
Interest Income	\$ 11,578	0.6%	\$ 4,747	0.3%	\$ 6,831	143.9%
Interest Expense	\$ 106,136	5.8%	\$ 87,368	5.2%	\$ 18,768	21.5%

Interest income increased in 2015 primarily due to additional interest earned on our long-term contract receivable of \$8.2 million in connection with the Ravenhall prison project. This increase was partially offset by lower cash balances at our international subsidiaries. Refer to Note 8-Contract Receivable of the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K for further information.

Interest expense increased in 2015 compared to 2014 primarily due to: (i) additional interest of \$10.6 million on our \$250 million 5.875% Senior Notes due 2024 which were issued in September 2014; (ii) additional Revolver interest incurred in connection with our acquisition of the LCS Facilities in February 2015 of \$6.8 million; (iii) additional interest incurred of \$1.2 million related to our acquisition of Soberlink in May 2015; and (iv) additional construction loan interest of \$6.3 million related to our prison project in Ravenhall, Australia. These increases were partially offset by: (i) a decrease of \$4.4 million as a portion of the proceeds from our \$250 million 5.875% Senior Notes due 2024 were used to pay down our Revolver; and (ii) a decrease of \$2.5 million as a result of the payoff of our non-recourse debt related to our Northwest Detention Center in October 2014. Refer to Note 15 - Debt of the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

Provision for Income Taxes

	2015	Effective Rate	2014	Effective Rate	\$ Change	% Change
	(Dollars in thousands)					
Provision for Income Taxes	\$ 7,389	5.2%	\$ 14,093	9.3%	\$ (6,704)	(47.6)%

The provision for income taxes during 2015 decreased by \$6.7 million compared to 2014 and the effective tax rate decreased from 9.3% to 5.2%. The decrease is primarily attributable to non-recurring items in 2015. As a REIT, we are required to distribute at least 90% of our taxable income to shareholders and in turn are allowed a deduction for the distribution at the REIT level. Our wholly-owned taxable REIT subsidiaries, or TRS, continue to be fully subject to federal, state and foreign income taxes, as applicable. For 2016, we estimate our annual effective tax rate to be in the range of approximately 8% to 9% exclusive of any non-recurring items. As a result of a decrease in the incremental business profitability in our taxable REIT subsidiaries, or TRS, our composition of taxable income changed resulting in a decrease in our estimated tax rate for this year.

Equity in Earnings of Affiliates

	2015	% of Revenue	2014	% of Revenue	\$ Change	% Change
	(Dollars in thousands)					
Equity in Earnings of Affiliates	\$ 5,533	0.3%	\$ 5,823	0.3%	\$ (290)	(5.0)%

Equity in earnings of affiliates, presented net of income taxes, represents the earnings of SACS and GEOAmev, respectively. Overall, we experienced a slight decrease in equity in earnings of affiliates during 2015 compared to 2014, which is primarily due to less favorable performance from the operations of SACS during 2015 compared to 2014 along with foreign currency exchange rate fluctuations.

2014 versus 2013

Revenues

	2014	% of Revenue	2013	% of Revenue	\$ Change	% Change
	(Dollars in thousands)					
U.S. Corrections & Detention	\$ 1,108,397	65.5%	\$ 1,011,818	66.5%	\$ 96,579	9.5%
GEO Care	329,253	19.5%	302,094	19.8%	27,159	9.0%
International Services	197,992	11.7%	208,162	13.7%	(10,170)	(4.9)%
Facility Construction & Design	55,978	3.3%	—	— %	55,978	— %
Total	\$ 1,691,620	100.0%	\$ 1,522,074	100.0%	\$ 169,546	11.1%

U.S. Corrections & Detention

Revenues increased in 2014 compared to 2013 primarily due to aggregate increases of \$82.3 million resulting from: (i) the activation of our Central Valley, Desert View and McFarland correctional facilities, as well as our 100-bed expansion of the Company-owned Golden State correctional facility, in the fourth quarter of 2013; (ii) our assumption of the management of the Moore Haven, Bay and Graceville correctional facilities in the first quarter of 2014; and (iii) our 400-bed expansion of the Rio Grande correctional facility in the first quarter of 2014 and 640-bed expansion of the Adelanto correctional facility in the second quarter of 2014. We also experienced aggregate increases in revenues of \$30.9 million at certain of our facilities primarily due to net increases in population, transportation services and/or rates, including the increased revenues due to our purchase of the previously managed-only 1,287-bed Joe Corley Detention Center in June 2013. These increases were partially offset by an aggregate decrease of \$16.7 million primarily due to contract terminations. The number of compensated mandays in U.S. Corrections & Detention facilities was 18.7 million in 2014 as compared to 17.1 million in 2013. We experienced an aggregate net increase of approximately 1.6 million mandays as a result of our new contracts discussed above and also as a result of population increases at certain facilities. These increases were partially offset by decreases resulting from contract terminations. We look at the average occupancy in our facilities to determine how we are managing our available beds. The average occupancy is calculated by taking compensated mandays as a percentage of capacity. The average occupancy in our U.S. Corrections & Detention facilities was 96.3% and 95.4% of capacity in 2014 and 2013, respectively, excluding idle facilities.

GEO Care

The increase in revenues for GEO Care in 2014 compared to 2013 is primarily attributable to net increases of \$26.8 million due to increased counts in our electronic monitoring contracts and ISAP program at BI and BI's acquisition of Protocol in the first quarter of 2014. Protocol accounted for \$10.1 million of the \$26.8 million increase. In addition, we experienced a net increase of \$7.0 million primarily due to new programs and program growth at our community based and re-entry centers. These increases were partially offset by decreases in revenues of \$6.6 million related to contract terminations and census declines at certain facilities.

International Services

The decrease in revenues for International Services in 2014 compared to 2013 is primarily due to the result of foreign exchange rate fluctuations of \$(12.0) million. Revenues also decreased by \$7.3 million in our United Kingdom subsidiary due to the discontinuation of our Harmondsworth management contract. These decreases were partially offset by an aggregate net increase of \$9.1 million primarily attributable to our Australian subsidiary related to population increases, contractual increases linked to the inflationary index and the provision of additional services under certain contracts.

Facility Construction & Design

The increase in revenues for our Facility Construction & Design services is due to the commencement of design and construction activity for our new Ravenhall Prison Contract executed in September 2014 with the Department of Justice in the State of Victoria, Australia. Refer to Note 8 — Contract Receivable of the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

Operating Expenses

	2014	% of Segment Revenues	2013 (Dollars in thousands)	% of Segment Revenues	\$ Change	% Change
U.S. Corrections & Detention	\$ 781,680	70.5%	\$ 731,788	72.3%	\$ 49,892	6.8%
GEO Care	219,335	66.6%	200,826	66.5%	18,509	9.2%
International Services	189,147	95.5%	192,251	92.4%	(3,104)	(1.6)%
Facility Construction & Design	55,538	— %	—	— %	55,538	— %
Total	\$ 1,245,700	73.6%	\$ 1,124,865	73.9%	\$ 120,835	10.7%

Operating expenses consist of those expenses incurred in the operation and management of our correctional, detention and GEO Care facilities and expenses incurred in our Facility Construction & Design segment, except that there were no significant expenses incurred in such segment for 2013.

U.S. Corrections & Detention

Operating expenses increased in 2014 compared to 2013 primarily due to aggregate increases of \$61.3 million resulting from: (i) the activation of our Central Valley, Desert View and McFarland correctional facilities, as well as our 100-bed expansion of the Company-owned Golden State correctional facility, in the fourth quarter of 2013; (ii) our assumption of the management of the Moore Haven, Bay and Graceville correctional facilities in the first quarter of 2014; and (iii) our 400-bed expansion of the Rio Grande correctional facility in the first quarter of 2014 and 640-bed expansion of the Adelanto correctional facility in the second quarter of 2014. We also experienced aggregate increases in expenses of \$12.0 million at certain of our facilities primarily due to net increases in population, transportation services and/or rates. These increases were partially offset by an aggregate decrease of \$17.3 million primarily due to contract terminations. Additionally, in 2013, in connection with our annual actuarial analysis we recorded an additional \$6.1 million to our insurance reserves which is why we experienced a decrease in our operating expenses as a percentage of revenues in 2014. In 2014, additional charges to our insurance reserves were not as significant based on the same annual actuarial analysis.

GEO Care

Operating expenses for GEO Care increased by approximately \$18.5 million during 2014 from 2013 primarily due to increases of approximately \$25.4 million due to the following: (i) variable costs associated with increases in counts in our electronic monitoring contracts and ISAP program at BI; (ii) new programs and program growth at our community based and re-entry centers; and (iii) BI's acquisition of Protocol in the first quarter of 2014. These increases were partially offset by decreases that resulted from contract terminations and census declines of approximately \$6.8 million.

International Services

Operating expenses for our International Services segment during 2014 decreased \$3.1 million over 2013 which was primarily attributable to the impact of foreign currency exchange rate fluctuations of \$(10.9) million. In addition, there was a net decrease of \$6.2 million related to the discontinuation of our Harmondsworth contract at our subsidiary in the United Kingdom in September 2014. These decreases were partially offset by an increase of \$2.2 million related to bid costs incurred at our subsidiary in the United Kingdom. Both the termination of our Harmondsworth contract and the bid costs incurred in the United Kingdom resulted in an increase in operating expenses as a percentage of revenues. These decreases were also partially offset by a net increase of \$11.8 million primarily attributable to our Australian subsidiary due to population increases, contractual increases in labor and additional services provided under new contracts at those facilities.

Facility Construction & Design

The increase in operating expenses for our Facility Construction & Design services is due to the commencement of design and construction activity for our new Ravenhall Prison Contract executed in September 2014 with the Department of Justice in the State of Victoria, Australia. Refer to Note 8 — Contract Receivable of the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

Depreciation and Amortization

	2014	% of Segment Revenue	2013	% of Segment Revenue	\$ Change	% Change
(Dollars in thousands)						
U.S. Corrections & Detention	\$ 63,690	5.7%	\$ 62,112	6.1%	\$ 1,578	2.5%
GEO Care	29,766	9.0%	29,989	9.9%	(223)	(0.7)%
International Services	2,715	1.4%	2,563	1.2%	152	5.9%
Total	\$ 96,171	5.7%	\$ 94,664	6.2%	\$ 1,507	1.6%

U.S. Corrections & Detention

U.S. Corrections & Detention depreciation and amortization expense increased by \$1.6 million in 2014 compared to 2013 primarily due to renovations made at several of our facilities and also our purchase of the 1,287-bed Joe Corley Detention Center in June 2013.

GEO Care

GEO Care depreciation and amortization decreased slightly in 2014 compared to 2013. The decrease is primarily due to certain assets becoming fully depreciated in 2014.

International Services

Depreciation and amortization expense increased slightly in 2014 compared to 2013 primarily due to increases in capital expenditures at our Australian subsidiary. This increase was partially offset by exchange rate fluctuations.

Other Unallocated Operating Expenses

	2014	% of Revenue	2013 (Dollars in thousands)	% of Revenue	\$ Change	% Change
General and Administrative Expenses	\$ 115,018	6.8%	\$ 117,061	7.7%	\$ (2,043)	(1.7)%

General and administrative expenses comprise substantially all of our other unallocated operating expenses primarily including corporate management salaries and benefits, professional fees and other administrative expenses. The decrease in general and administrative expenses in 2014 compared to 2013 was primarily attributable to nonrecurring professional fees incurred in 2013 associated with our conversion to a REIT. The decrease in general and administrative expenses as a percentage of revenue is primary due to new contracts added or expanded in 2014 which did not have a corresponding direct increase in overhead costs.

Non Operating Income and Expense*Interest Income and Interest Expense*

	2014	% of Revenue	2013 (Dollars in thousands)	% of Revenue	\$ Change	% Change
Interest Income	\$ 4,747	0.3%	\$ 3,324	0.2%	\$ 1,423	42.8%
Interest Expense.....	\$ 87,368	5.2%	\$ 83,004	5.5%	\$ 4,364	5.3%

The majority of our interest income generated in 2014 and 2013 is from the cash balances at our foreign subsidiaries. Interest income increased in 2014 primarily due to interest earned on our long-term contract receivable in connection with the Ravenhall prison project. Refer to Note 8-Contract Receivable of the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K for further information. Interest expense increased in 2014 compared to 2013 primarily due to \$5.6 million of additional bond interest as a result of our \$250 million offering of our 5.875% Senior Notes in September 2014. Interest expense also increased by \$1.4 million in connection with our non-recourse debt related to our Ravenhall prison project. These increases were partially offset by a decrease in term loan interest under our Senior Credit Facility as a portion of the proceeds from our \$300 million offering of our 5.125% Senior Notes in 2013 was used to pay outstanding term loans under the facility. Refer to Note 15 — Debt of the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

Loss on Extinguishment of Debt

	2014	% of Revenue	2013 (Dollars in thousands)	% of Revenue	\$ Change	% Change
Loss on Extinguishment of Debt	\$ —	— %	\$ 20,657	1.4%	\$ (20,657)	(100.0)%

The loss on extinguishment of debt in 2013 is the result of the following: (i) in the second quarter 2013, we refinanced our prior senior credit facility and entered into a new credit agreement, as a result of which we wrote off \$4.4 million of unamortized deferred financing costs and unamortized debt discount pertaining to the Prior Senior Credit Facility and expensed \$1.1 million in fees related to the new Credit Agreement; (ii) our defeasance of the non-recourse bonds related to South Texas Development Corporation on September 30, 2013, as a result of which we incurred a \$1.5 million loss on extinguishment of debt which represented the excess of the reacquisition price over the carrying value of the bonds and other defeasance related fees and expenses; and (iii) in the fourth quarter 2013, we completed a tender offer and redemption of our 7 3/4% Senior Notes which resulted in a loss of \$17.7 million related to the tender premium and deferred costs associated with the 7 3/4% Senior Notes. This loss was partially offset by proceeds of \$4.0 million received for the settlement of the interest rate swaps related to the 7 3/4% Senior Notes. Refer to Note 15 — Debt of the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

Provision (Benefit) for Income Taxes

	2014	Effective Rate	2013	Effective Rate
Provision (Benefit) for Income Taxes	\$ 14,093	(Dollars in thousands)	9.3%	\$ (26,050) (30.6)%

The provision for income taxes during 2014 increased by \$40.1 million compared to 2013 and the effective tax rate increased from (30.6)% to 9.3%. The increase is primarily attributable to certain one-time discrete items in 2013 which did not recur in 2014. As a REIT, we are required to distribute at least 90% of our taxable income to shareholders and in turn are allowed a deduction for the distribution at the REIT level. The Company's wholly-owned taxable REIT subsidiaries continue to be fully subject to federal, state and foreign income taxes, as applicable. We estimate our annual effective tax rate to be approximately 10% exclusive of any non-recurring items. As a result of incremental business profitability in our TRS, our composition of taxable income changed resulting in an increase in our estimated effective tax rate for the year.

Equity in Earnings of Affiliates

	2014	% of Revenue	2013	% of Revenue	\$ Change	% Change
Equity in Earnings of Affiliates	\$ 5,823	0.3%	\$ 6,265	0.4%	\$ (442)	(7.1)%

Equity in earnings of affiliates, presented net of income taxes, represents the earnings of SACS and GEOAmey, respectively. Overall, we experienced a slight decrease in equity in earnings of affiliates during 2014 compared to 2013, which is primarily due to less favorable performance from the operations of GEOAmey during 2014 compared to 2013 along with foreign currency exchange rate fluctuations.

Financial Condition

Capital Requirements

Our current cash requirements consist of amounts needed for working capital, distributions of our REIT taxable income in order to maintain our REIT qualification under the Code, debt service, supply purchases, investments in joint ventures, and capital expenditures related to either the development of new correctional, detention and re-entry facilities, or the maintenance of existing facilities. In addition, some of our management contracts require us to make substantial initial expenditures of cash in connection with opening or renovating a facility. Generally, these initial expenditures are subsequently fully or partially recoverable as pass-through costs or are billable as a component of the per diem rates or monthly fixed fees to the contracting agency over the original term of the contract. Additional capital needs may also arise in the future with respect to possible acquisitions, other corporate transactions or other corporate purposes.

In connection with GEOAmey, our joint venture in the United Kingdom, we and our joint venture partner have each provided a line of credit of £12 million, or \$17.7 million, based on exchange rates as of December 31, 2015, for GEOAmey's operations. As of December 31, 2015, we were developing a number of projects that we estimate will cost approximately \$153 million, of which \$53 million was spent through December 31, 2015. We estimate our remaining capital requirements to be approximately \$100 million. Domestic projects included in these amounts are expected to be completed in 2016. Included in these commitments is a contractual commitment to provide a capital contribution towards the design and construction of a prison project in Ravenhall, a locality near Melbourne, Australia, in the amount of AUD 115 million, or \$84.0 million, based on exchange rates at December 31, 2015. This capital contribution is expected to be made in January 2017.

Liquidity and Capital Resources

Credit Agreement

On August 27, 2014, we executed a second amended and restated credit agreement by and among us and GEO Corrections Holdings, Inc., our wholly-owned subsidiary, as borrowers, BNP Paribas, as Administrative Agent, and the lenders who are, or may from time to time become, a party thereto (the “Credit Agreement”).

The Credit Agreement evidences a credit facility (the “Credit Facility”) consisting of a \$296.3 million term loan (the “Term Loan”) bearing interest at LIBOR plus 2.50% (with a LIBOR floor of .75%), and a \$700 million revolving credit facility (the “Revolver”) initially bearing interest at LIBOR plus 2.25% (with no LIBOR floor) together with AUD 225 million available solely for the issuance of financial letters of credit and performance letters of credit, in each case denominated in Australian Dollars (the “Australian LC Facility”). The interest rate is subject to a pricing grid based upon our total leverage ratio. At December 31, 2015, we had approximately AUD 215 million in letters of credit outstanding under the Australian LC Facility in connection with certain performance guarantees related to the Ravenhall Prison Project. Refer to Note 15—Debt in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K for further discussion. Amounts to be borrowed by us under the Credit Agreement are subject to the satisfaction of customary conditions to borrowing. The Revolver component is scheduled to mature on August 27, 2019 and the Term Loan component is scheduled to mature on April 3, 2020.

The Credit Agreement contains certain customary representations and warranties, and certain customary covenants that restrict our ability to, among other things (i) create, incur or assume any indebtedness, (ii) create, incur, assume or permit liens, (iii) make loans and investments, (iv) engage in mergers, acquisitions and asset sales, (v) make certain restricted payments, (vi) issue, sell or otherwise dispose of capital stock, (vii) engage in transactions with affiliates, (viii) allow the total leverage ratio to exceed 5.75 to 1.00, allow the senior secured leverage ratio to exceed 3.50 to 1.00 or allow the interest coverage ratio to be less than 3.00 to 1.00, (ix) cancel, forgive, make any voluntary or optional payment or prepayment on, or redeem or acquire for value any senior notes, except as permitted, (x) alter the business we conduct, and (xi) materially impair our lenders’ security interests in the collateral for its loans. The restricted payments covenant remains consistent with our election to be treated as a real estate investment trust under the Internal Revenue Code of 1986, effective as of January 1, 2013.

Events of default under the Credit Agreement include, but are not limited to, (i) our failure to pay principal or interest when due, (ii) our material breach of any representation or warranty, (iii) covenant defaults, (iv) liquidation, reorganization or other relief relating to bankruptcy or insolvency, (v) cross default under certain other material indebtedness, (vi) unsatisfied final judgments over a specified threshold, (vii) certain material environmental liability claims which have been asserted against us, and (viii) a change in control. We were in compliance with all of the financial covenants of the Credit Agreement as of December 31, 2015.

As of December 31, 2015, we had \$292.5 million in aggregate borrowings outstanding, net of discount, under the Term Loan and \$485.0 million in borrowings under the Revolver, and approximately \$54.3 million in letters of credit which left \$160.7 million in additional borrowing capacity under the Revolver. In addition, we have the ability to increase the Senior Credit Facility by an additional \$350.0 million, subject to lender demand and prevailing market conditions and satisfying the relevant borrowing conditions thereunder. Refer to Note 15 — Debt in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

5.875% Senior Notes due 2024

On September 25, 2014, we completed an offering of \$250.0 million aggregate principal amount of senior unsecured notes. The notes will mature on October 15, 2024 and have a coupon rate and yield to maturity of 5.875%. Interest is payable semi-annually in cash in arrears on April 15 and October 15, which commenced on April 15, 2015. The 5.875% Senior Notes due 2024 are guaranteed on a senior unsecured basis by all our restricted subsidiaries that guarantee obligations. The 5.875% Senior Notes due 2024 rank equally in right of payment with any unsecured, unsubordinated indebtedness of the Company and the guarantors, including our 6.625% senior notes due 2021, the 5.875% Senior Notes due 2022, the 5.125% senior notes due 2023, and the guarantors’ guarantees thereof, senior in right of payment to any future indebtedness of ours and the guarantors that is expressly subordinated to the 5.875% Senior Notes due 2024 and the guarantees, effectively junior to any secured indebtedness of ours and the guarantors, including indebtedness under our senior credit facility, to the extent of the value of the assets securing such indebtedness, and structurally junior to all obligations of our subsidiaries that are not guarantors. The sale of the 5.875% Senior Notes due 2024 was registered under our automatic shelf registration statement on Form S-3 filed on September 12, 2014. Refer to Note 15 — Debt in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

5.875% Senior Notes due 2022

On October 3, 2013, we completed an offering of \$250.0 million aggregate principal amount of 5.875% Senior Notes due 2022. The 5.875% Senior Notes due 2022 will mature on January 15, 2022 and have a coupon rate and yield to maturity of 5.875%. Interest is payable semi-annually on January 15 and July 15 each year, which commenced on January 15, 2014. The proceeds received from the 5.875% Senior Notes due 2022 were used, together with cash on hand, to fund the repurchase, redemption or other discharge of our 7 3/4% Senior Notes and to pay related transaction fees and expenses. Refer to Note 15 — Debt in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

5.125% Senior Notes

On March 19, 2013, we completed an offering of \$300.0 million aggregate principal amount of 5.125% Senior Notes. The 5.125% Senior Notes will mature on April 1, 2023 and have a coupon rate and yield to maturity of 5.125%. Interest is payable semi-annually on April 1 and October 1 each year, which commenced on October 1, 2013. A portion of the proceeds received from the 5.125% Senior Notes were used on the date of the financing to repay the prior revolver credit draws outstanding under the prior senior credit facility. Refer to Note 15 — Debt in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

6.625% Senior Notes

In February 2011, we completed an offering of \$300.0 million in aggregate principal amount of our 6.625% Senior Notes. The 6.625% Senior Notes will mature on February 15, 2021 and have a coupon rate and yield to maturity of 6.625%. Interest is payable semi-annually in arrears on February 15 and August 15, which commenced on August 15, 2011. Refer to Note 15 — Debt in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

We are also considering opportunities for future business and/or asset acquisitions. If we are successful in our pursuit of these new projects, our cash on hand, cash flows from operations and borrowings under the existing Senior Credit Facility may not provide sufficient liquidity to meet our capital needs through 2016 and we could be forced to seek additional financing or refinance our existing indebtedness. There can be no assurance that any such financing or refinancing would be available to us on terms equal to or more favorable than our current financing terms, or at all. In the future, our access to capital and ability to compete for future capital-intensive projects will also be dependent upon, among other things, our ability to meet certain financial covenants in the indentures governing the 6.625% Senior Notes, the 5.125% Senior Notes, the 5.875% Senior Notes due 2022, the 5.875% Senior Notes due 2024 and our Senior Credit Facility. A substantial decline in our financial performance could limit our access to capital pursuant to these covenants and have a material adverse affect on our liquidity and capital resources and, as a result, on our financial condition and results of operations. In addition to these foregoing potential constraints on our capital, a number of state government agencies have been suffering from budget deficits and liquidity issues. While we expect to be in compliance with our debt covenants, if these constraints were to intensify, our liquidity could be materially adversely impacted as could our ability to remain in compliance with these debt covenants.

Prospectus Supplement

On May 8, 2013, we filed with the Securities and Exchange Commission a prospectus supplement related to the offer and sale from time to time of our common stock at an aggregate offering price of up to \$100 million through sales agents. Sales of shares of our common stock under the prospectus supplement and the equity distribution agreements entered into with the sales agents, if any, may be made in negotiated transactions or transactions that are deemed to be “at the market” offerings as defined in Rule 415 under the Securities Act of 1933. On July 18, 2014, we filed with the Securities and Exchange Commission a post-effective amendment to our shelf registration statement on Form S-3 (pursuant to which the prospectus supplement had been filed) as a result of our merger into GEO REIT effective June 27, 2014. During the year ended December 31, 2014, there were approximately 1.5 million shares of common stock sold under the prospectus supplement for net proceeds of \$54.7 million. There were no shares of our common stock sold under the prospectus supplement during the years ended December 31, 2015 or 2013.

In September 2014, we filed with the Securities and Exchange Commission a new shelf registration statement on Form S-3. On November 10, 2014, in connection with the new shelf registration, we filed with the Securities and Exchange Commission a new prospectus supplement related to the offer and sale from time to time of our common stock at an aggregate offering price of up to \$150 million through sales agents. Sales of shares of our common stock under the prospectus supplement and the equity distribution agreements entered into with the sales agents, if any, may be made in negotiated transactions or transactions that are deemed to be “at the market” offerings as defined in Rule 415 under the Securities Act of 1933. There were no shares of our common stock sold under this prospectus supplement during the years ended December 31, 2015 or 2014.

REIT Distributions

As a REIT, we are subject to a number of organizational and operational requirements, including a requirement that we annually distribute to our shareholders an amount equal to at least 90% of our REIT taxable income (determined before the deduction for dividends paid and by excluding any net capital gain). Generally, we expect to distribute all or substantially all of our REIT taxable income so as not to be subject to the income or excise tax on undistributed REIT taxable income. The amount, timing and frequency of distributions will be at the sole discretion of our Board of Directors and will be based upon various factors.

We plan to fund all of our capital needs, including distributions of our REIT taxable income in order to maintain our REIT qualification, and capital expenditures, from cash on hand, cash from operations, borrowings under our Senior Credit Facility and any other financings which our management and Board of Directors, in their discretion, may consummate. Currently, our primary source of liquidity to meet these requirements is cash flow from operations and borrowings under the \$700.0 million Revolver. Our management believes that cash on hand, cash flows from operations and availability under our Senior Credit Facility will be adequate to support our capital requirements for 2016 and 2017 as disclosed under "Capital Requirements" above.

Non-Recourse Debt

Northwest Detention Center

On June 30, 2003, Correctional Services Corporation ("CSC") arranged financing for the construction of a detention center in Tacoma, Washington, referred to as the Northwest Detention Center, which was completed and opened for operation in April 2004. We began to operate this facility following our acquisition of CSC in November 2005 (this facility was expanded by us in 2009 to 1,575 beds from the original 1,030 beds). In connection with the original financing, CSC of Tacoma, LLC, a wholly owned subsidiary of CSC, issued a \$57.0 million note payable to the Washington Economic Development Finance Authority ("WEDFA"), an instrumentality of the State of Washington, which issued revenue bonds ("2003 Revenue Bonds"). The bonds were non-recourse to us and matured and were fully paid in October 2014. Additionally, on December 9, 2011, WEDFA issued \$54.4 million of its Washington Economic Development Finance Authority Taxable Economic Development Revenue Bonds, series 2011 ("2011 Revenue Bonds"). The payment of principal and interest on the bonds is non-recourse to us. None of the bonds nor CSC's obligations under the loan are our obligations nor are they guaranteed by us.

As of December 31, 2015, the remaining balance of the debt service requirement related to the 2011 Revenue Bonds is \$43.1 million, of which \$6.5 million is classified as current in the accompanying balance sheet. As of December 31, 2015, included in restricted cash and investments is \$8.6 million (all current) of funds held in trust with respect to the Northwest Detention Center for debt service and other reserves which had not been released to us as of December 31, 2015. Refer to Note 15-Debt in the notes to our consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K for further information.

Australia — Fulham

Our wholly-owned Australian subsidiary financed the development of a facility and subsequent expansion in 2003 with long-term debt obligations. These obligations are non-recourse to us and total \$9.0 million (AUD 12.4 million) and \$16.4 million (AUD 22.5 million) at December 31, 2015 and December 31, 2014, respectively, based on exchange rates in effect as of December 31, 2015. The term of the non-recourse debt is through 2017 and it bears interest at a variable rate quoted by certain Australian banks plus 140 basis points. Any obligations or liabilities of the subsidiary are matched by a similar or corresponding commitment from the government of the State of Victoria. As a condition of the loan, we are required to maintain a restricted cash balance of AUD 5.0 million along with interest earned on the account, which, at December 31, 2015, was \$3.7 million (including interest) based on exchange rates in effect as of December 31, 2015. This amount is included in non-current restricted cash and the annual maturities of the future debt obligation are included in non-recourse debt.

Australia — Ravenhall

In connection with a new design and build prison project agreement with the State of Victoria, we entered into a Construction Facility with National Australia Bank Limited to provide debt financing for construction of the project. Refer to Note 8 — Contract Receivable in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K. The Construction Facility provides for non-recourse funding up to AUD 791.0 million, or \$577.4 million, based on exchange rates as of December 31, 2015. Construction draws will be funded throughout the project according to a fixed utilization schedule as defined in the syndicated facility agreement. The term of the Construction Facility is through October 2019 and bears interest at a variable rate quoted by certain Australian banks plus 200 basis points. After October 2019, the Construction Facility will be converted to a term loan with payments due quarterly beginning in 2019 through 2041. In accordance with the terms of the Construction Facility, upon completion and commercial acceptance of the prison, in accordance with prison contract, the State will make a lump sum payment of AUD 310 million, or \$226.3 million, based on exchange rates as of December 31, 2015, which will be used to pay a portion of the outstanding principal. The remaining outstanding principal balance will be repaid over the term of the operating agreement. As of December 31, 2015, \$195.5 million was outstanding under the Construction Facility. We also entered into interest rate swap and interest rate cap agreements related to our non-recourse debt in connection with the project. Refer to Note 10 — Derivative Financial Instruments in the notes to our consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

Guarantees

The Company has entered into certain guarantees in connection with the design, financing and construction of certain facilities as well as loan, working capital and other obligation guarantees for our subsidiaries in Australia, South Africa, Canada and our joint ventures. Refer to Note 15—Debt in the notes to our consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

Executive Retirement Agreements

We have a non-qualified deferred compensation agreement with our Chief Executive Officer, who we refer to as our CEO. The current agreement, as amended, provides for a lump sum payment upon retirement, no sooner than age 55. As of December 31, 2015, our CEO had reached age 55 and was eligible to receive the payment upon retirement. If our CEO had retired as of December 31, 2015, we would have had to pay him \$7.4 million. Based on our current capitalization, we do not believe that making this payment would materially adversely impact our liquidity.

Off-Balance Sheet Arrangements

Except as discussed above, and in the notes to our consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K, we do not have any off balance sheet arrangements. We are also exposed to various commitments and contingencies which may have a material adverse effect on our liquidity. See Note 19 — Commitments and Contingencies in the notes to our consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K.

Derivatives

One of our Australian subsidiaries is a party to an interest rate swap agreement to fix the interest rate on the variable rate non-recourse debt to 9.7%. We have determined the swap, which has a notional amount of \$50.9 million, payment and expiration dates, and call provisions that coincide with the terms of the non-recourse debt, to be an effective cash flow hedge. Accordingly, we record the change in the value of the interest rate swap in accumulated other comprehensive income, net of applicable income taxes, respectively, and is recorded as a component of other liabilities in the accompanying consolidated balance sheets. There was no material ineffectiveness of this interest rate swap for the periods presented. We do not expect to enter into any transactions during the next twelve months which would result in the reclassification into earnings or losses associated with this swap currently reported in accumulated other comprehensive income (loss). Refer to Note 10—Derivative Financial Instruments in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K for further information.

In September 2014, one of our Australian subsidiaries entered into interest rate swap agreements to fix the interest rate on its variable rate non-recourse debt related to a prison project in Ravenhall, a locality near Melbourne, Australia to 3.3% during the design and construction phase and 4.2% during the project's operating phase. Refer to Note 8-Contract Receivable and Note 10-Derivative Financial Instruments in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K for further information. The swaps' notional amounts coincide with construction draw fixed commitments throughout the project. At December 31, 2015, the swaps had a notional value of approximately AUD 267.8 million, or \$195.5 million, based on exchange rates at December 31, 2015, related to the outstanding draws for the design and construction phase and approximately AUD 466.3 million, or \$340.4 million, based on exchange rates at December 31, 2015, related to future construction draws. The total fair value of the swap liability as of December 31, 2015 was \$20.7 million and is recorded as a component of Other Non-Current liabilities within the accompanying consolidated balance sheet. We have determined that the swaps have payment, expiration dates and provisions that coincide with the terms of the non-recourse debt and the critical terms of the swap agreements and construction draw fixed commitments are the same and are therefore considered to be effective cash flow hedges. Accordingly, we will record the change in the fair value of the interest rate swaps in accumulated other comprehensive income, net of applicable income taxes.

Additionally, upon completion and commercial acceptance of the prison project, the Department of Justice in the State in accordance with the prison contract, will make a lump sum payment of AUD 310.0 million, or \$226.3 million, based on exchange rates at December 31, 2015, towards a portion of the outstanding balance which will be used to pay down the principal of the non-recourse debt. The Company's Australian subsidiary also entered into interest rate cap agreements in September 2014 giving the Company the option to cap the interest rate on its variable non-recourse debt related to the project in the event that the completion of the prison project is delayed which could delay the State's payment. These instruments do not meet the requirements for hedge accounting, and therefore, changes in fair value of the interest rate caps are recorded in earnings. Refer to Note 10-Derivative Financial Instruments in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K for further information.

Contractual Obligations

The following is a table of certain of our contractual obligations, as of December 31, 2015, which requires us to make payments over the periods presented.

Contractual Obligations	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
	<i>(In thousands)</i>				
Long-Term Debt	\$ 1,101,370	\$ 314	\$ 633	\$ 412	\$ 1,100,011
Term Loan	292,500	3,000	6,000	283,500	—
Revolver	485,000	—	—	485,000	—
Capital Lease Obligations (includes imputed interest).....	12,842	1,935	3,870	3,868	3,170
Operating Lease Obligations	154,480	38,517	60,215	28,800	26,948
Non-Recourse Debt (including future construction draws) ...	619,514	12,842	243,266	14,945	348,461
Estimated interest payments on debt(a).....	1,033,991	122,804	257,053	216,824	437,310
Estimated funding of pension and other post retirement benefits.....	25,935	7,968	1,285	1,553	15,129
Estimated construction commitments.....	100,000	16,000	84,000	—	—
Estimated tax payments for uncertain tax positions(b)	1,571	—	1,571	—	—
Total.....	\$ 3,827,203	\$ 203,380	\$ 657,893	\$ 1,034,902	\$ 1,931,029

(a) Due to the uncertainties of future LIBOR rates, the variable interest payments on our Senior Credit Facility were calculated using an average LIBOR rate of 1.54% based on projected interest rates through 2021.

(b) State income tax payments are reflected net of the federal income tax benefit.

Cash Flow

Cash and cash equivalents as of December 31, 2015 was \$59.6 million, compared to \$41.3 million as of December 31, 2014 and was impacted by the following:

Cash provided by operating activities of continuing operations in 2015, 2014 and 2013 was \$142.2 million, \$202.5 million, and \$192.2 million, respectively. Cash provided by operating activities of continuing operations in 2015 was positively impacted by non-cash expenses such as depreciation and amortization, amortization of debt issuance costs, stock-based compensation expense, exit charges related to non-core operating leases and dividends received from our unconsolidated joint venture. Equity in earnings of affiliates negatively impacted cash. Changes in accounts receivable, prepaid expenses and other assets increased in total by a net of \$29.3 million, representing a negative impact on cash. The increase was primarily driven by our acquisition of LCS in 2015 as well as new contract activations. The remaining change is due to the timing of billings and collections. Changes in accounts payable, accrued expenses and other liabilities increased by \$21.9 million which positively impacted cash. The increase was primarily due to our acquisition of LCS in 2015 as well as new contract activations. Additionally, cash provided by operating activities from continuing operations in 2015 was negatively impacted by an increase in contract receivable of \$114.1 million. This increase relates to costs incurred and estimated earnings in excess of billings related to the Ravenhall Project. Refer to Note 8 — Contract Receivable included in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K. The Contract Receivable is expected to grow as construction services are performed and will continue to have a negative impact on cash from operating activities until the balance is ultimately settled with the State. In accordance with the contract, the project will not be billed out until completion and commercial acceptance of the facility.

Cash provided by operating activities of continuing operations in 2014 was positively impacted by increases in net income attributable to GEO, non-cash expenses such as depreciation and amortization, amortization of debt issuance costs, stock-based compensation expense and dividends received from our unconsolidated joint venture. Increases in equity in earnings of affiliates negatively impacted cash. Changes in accounts receivable, prepaid expenses and other assets decreased in total by a net of \$23.8 million, representing a positive impact on cash. The decrease was primarily driven by approximately \$22.4 million of federal and state tax over payments that were included in other current assets at December 31, 2013 which were applied in 2014. The remaining change is due to the timing of billings and collections. Changes in accounts payable, accrued expenses and other liabilities increased by \$9.0 million which positively impacted cash. The increase was primarily due to a prepayment from the RTS divestiture of \$6.5 million in connection with the termination of the services and license agreement as well as the timing of payments. Additionally, cash provided by operating activities from continuing operations in 2014 was negatively impacted by an increase in contract receivable of \$73.3 million. This increase relates to costs incurred and estimated earnings in excess of billings related to the Ravenhall Project. Refer to Note 8 — Contract Receivable included in the notes to our audited consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K. The Contract Receivable is expected to grow as construction services are performed and will continue to have a negative impact on cash from operating activities until the balance is ultimately settled with the State. In accordance with the contract, the project will not be billed out until completion and commercial acceptance of the facility.

Cash provided by operating activities of continuing operations in 2013 was positively impacted by non-cash expenses such as depreciation and amortization, loss on extinguishment of debt, stock-based compensation expense and dividends received from our unconsolidated joint venture. These positive impacts were offset by changes in our working capital components which were primarily driven by increases in accounts receivable, prepaid expenses and other assets along with decreases in accounts payable, accrued expenses and other liabilities. Accounts receivable, prepaid expenses and other current assets increased by \$27.2 million, representing a negative impact on cash. The increase was primarily driven by federal and state income tax overpayments of \$22.4 million included in prepaid expenses and other current assets at December 31, 2013 and the timing of billings and collections. Increases in equity in earnings of affiliates, net of tax, the tax benefit related to equity compensation and a release of reserves for uncertain tax positions also negatively impacted cash. Accounts payable, accrued expenses and other liabilities decreased by \$10.0 million which negatively impacted cash. The decrease was primarily caused by general liability insurance settlements in 2013, a release of reserves for uncertain tax positions and the timing of payments on accounts payable and accrued payroll and related taxes.

Cash used in investing activities by continuing operations of \$452.9 million in 2015 was primarily the result of capital expenditures of \$117.6 million, offset by changes in restricted cash of \$4.8 million, and our acquisitions of LCS and Soberlink of \$307.4 and \$24.4, respectively. Cash used in investing activities by continuing operations of \$121.2 million in 2014 was primarily the result of capital expenditures of \$114.2 million, offset by changes in restricted cash of \$5.4 million. Cash used in investing activities by continuing operations of \$99.0 million in 2013 was primarily the result of capital expenditures of \$117.6 million, offset by changes in restricted cash of \$17.4 million.

Cash used in financing activities by continuing operations in 2015 reflects payments of \$323.9 million on long term debt and non-recourse debt offset by \$848.4 million of proceeds from long term debt and non-recourse debt, including \$631.0 million of borrowings under our Revolver. We also paid cash dividends of \$187.0 million and deferred debt costs of \$7.1 million.

Cash used in financing activities by continuing operations in 2014 reflects payments of \$696.7 million on long term debt and non-recourse debt offset by \$741.9 million of proceeds from long term debt and non-recourse debt, including \$674.0 million of borrowings under our Revolver. We also paid cash dividends of \$170.2 million, deferred debt issuance costs of \$26.4 million offset by an increase of \$54.7 million for issuance of common stock under our prospectus supplement.

Cash used in financing activities by continuing operations in 2013 reflects payments of \$1,134.5 million on indebtedness offset by \$1,238.0 million of proceeds from long term debt, including \$300.0 million from the 5.125% Senior Notes, \$250.0 million from the 5 7/8% Senior Notes as well as \$404.0 million of borrowings under our Revolver. We also paid cash dividends of \$147.2 million, deferred debt issuance costs of \$23.8 million and debt issuance fees of \$13.4 million.

Inflation

We believe that inflation, in general, did not have a material effect on our results of operations during 2015, 2014 and 2013. While some of our contracts include provisions for inflationary indexing, inflation could have a substantial adverse effect on our results of operations in the future to the extent that wages and salaries, which represent our largest expense, increase at a faster rate than the per diem or fixed rates received by us for our management services.

Funds from Operations

Funds from Operations ("FFO") is a widely accepted supplemental non-GAAP measure utilized to evaluate the operating performance of real estate companies. It is defined in accordance with the standards established by the National Association of Real Estate Investment Trusts, or NAREIT, which defines FFO as net income (loss) attributable to common shareholders (computed in accordance with Generally Accepted Accounting Principles), excluding real estate related depreciation and amortization, excluding gains and losses from the cumulative effects of accounting changes, extraordinary items and sales of properties, and including adjustments for unconsolidated partnerships and joint ventures.

We also present Normalized Funds From Operations, or Normalized FFO, and Adjusted Funds from Operations, or AFFO, supplemental non-GAAP financial measures of real estate companies' operating performances. Normalized FFO is defined as FFO adjusted for certain items which by their nature are not comparable from period to period or that tend to obscure the Company's actual operating performance, including for the periods presented M&A related expenses, net of tax and start-up expenses, net of tax. AFFO is defined as Normalized FFO adjusted by adding non-cash expenses such as non-real estate related depreciation and amortization, stock based compensation expense, the amortization of debt issuance costs, discount and/or premium and other non-cash interest, and by subtracting recurring consolidated maintenance capital expenditures. Because of the unique design, structure and use of our correctional facilities, we believe that assessing the performance of our correctional facilities without the impact of depreciation or amortization is useful and meaningful to investors. Although NAREIT has published its definition of FFO, companies often modify this definition as they seek to provide financial measures that meaningfully reflect their distinctive operations. We have modified FFO to derive Normalized FFO and AFFO that meaningfully reflect our operations. Our assessment of our operations is focused on long-term sustainability. The adjustments we make to derive the non-GAAP measures of Normalized FFO and AFFO exclude items which may cause short-term fluctuations in income from continuing operations but have no impact on our cash flows, or we do not consider them to be fundamental attributes or the primary drivers of our business plan and they do not affect our overall long-term operating performance.

We may make adjustments to FFO from time to time for certain other income and expenses that do not reflect a necessary component of our operational performance on the basis discussed above, even though such items may require cash settlement. Because FFO, Normalized FFO and AFFO exclude depreciation and amortization unique to real estate as well as non-operational items and certain other charges that are highly variable from year to year, they provide our investors with performance measures that reflect the impact to operations from trends in occupancy rates, per diem rates, operating costs and interest costs, providing a perspective not immediately apparent from income from continuing operations. We believe the presentation of FFO, Normalized FFO and AFFO provide useful information to investors as they provide an indication of our ability to fund capital expenditures and expand our business. FFO, Normalized FFO and AFFO provide disclosure on the same basis as that used by our management and provide consistency in our financial reporting, facilitate internal and external comparisons of our historical operating performance and our business units and provide continuity to investors for comparability purposes. Additionally, FFO, Normalized FFO and AFFO are widely recognized measures in our industry as a real estate investment trust.

Our reconciliation of net income to FFO, Normalized FFO and AFFO for the years ended December 31, 2015 and 2014, respectively, is as follows (in thousands):

	December 31, 2015	December 31, 2014
Funds From Operations		
Net income attributable to The GEO Group, Inc.....	\$ 139,438	\$ 143,930
Depreciation-real estate assets.....	<u>57,758</u>	<u>52,960</u>
NAREIT Defined FFO	<u>197,196</u>	<u>196,890</u>
Start-up expenses, net of tax	4,831	—
M&A related expenses, net of tax	<u>\$ 2,232</u>	<u>\$ 681</u>
Normalized Funds from Operations	<u>\$ 204,259</u>	<u>\$ 197,571</u>
Depreciation-non-real estate assets.....	48,998	43,211
Consolidated maintenance capital expenditures	<u>(23,551)</u>	<u>(23,277)</u>
Stock-based compensation expenses	11,709	8,909
Amortization of debt costs and other non-cash interest.....	<u>6,963</u>	<u>6,453</u>
Adjusted Funds from Operations	<u>\$ 248,378</u>	<u>\$ 232,867</u>

Outlook

The following discussion of our future performance contains statements that are not historical statements and, therefore, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Our forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those stated or implied in the forward-looking statement. Please refer to "Item 1A. Risk Factors" in this Annual Report on Form 10-K, the "Forward-Looking Statements — Safe Harbor," as well as the other disclosures contained in this Annual Report on Form 10-K, for further discussion on forward-looking statements and the risks and other factors that could prevent us from achieving our goals and cause the assumptions underlying the forward-looking statements and the actual results to differ materially from those expressed in or implied by those forward-looking statements.

Revenue

Domestically, we continue to pursue a number of opportunities for corrections and detention facilities. Continued need for corrections facilities in various states and the need for bed space at the federal level are two of the factors that have contributed to these opportunities.

During 2015, we activated three existing company-owned facilities. In March of 2015, we began the intake process at the company-owned, 400-bed Mesa Verde Detention Facility located in Bakersfield, California under an intergovernmental agreement between the City of McFarland, California and ICE. In early June of 2015, we started the intake process at the company-owned, 1,940-bed Great Plains Correctional Facility in Hinton, Oklahoma under a new 10-year contract with the Federal Bureau of Prisons, which we announced in late December 2014. In late June, we also began the intake of inmates from the State of Vermont at our company-owned, 1,748-bed North Lake Correctional Facility in Baldwin, Michigan under a five-year agreement with the Vermont Department of Corrections for the out-of-state housing of up to 675 inmates. Under the contract, we will provide comprehensive correctional management services, including the provision of industry-leading, evidence-based offender rehabilitation programs under the 'GEO Continuum of Care.' We have also entered into a five-year agreement with the Washington Department of Corrections for the out-of-state housing of up to 1,000 inmates at the North Lake Correctional Facility. In addition to the reactivation of these three existing company-owned facilities, on July 1, 2015, we activated two company-owned expansion projects. In California, we completed a 640-bed expansion at the Adelanto Detention Facility under the existing contractual structure with the City of Adelanto and ICE. Furthermore, we activated a 626-bed expansion to the company-owned, 532-bed Karnes County Residential Center in Texas under an amendment to our existing contract with Karnes County, Texas and the existing intergovernmental service agreement between Karnes County and ICE. Additionally, during 2015, we signed new contracts with ICE for the continued management of our company-owned, 700-bed Broward Transition Center in Pompano Beach, Florida and our company-owned, 1,575-bed Northwest Detention Center in Tacoma, Washington. Finally, during the fourth quarter 2015, we assumed management of the 3,400-bed Arizona State Prison in Kingman, Arizona under an assignment, from the previous operator, of the existing managed-only contract with the State of Arizona.

We continue to be encouraged by opportunities as discussed above; however any positive trends may, to some extent, be adversely impacted by government budgetary constraints in the future. While state finances overall are stable and revenue collections are meeting expectations in a majority of states, at least 12 states expected a budget shortfall in fiscal year 2015, according to a survey conducted in the fall of 2014 by the National Conference of State Legislatures. As a result of budgetary pressures, state correctional agencies may pursue a number of cost savings initiatives which may include reductions in per diem rates and/or the scope of services provided by private operators. These potential cost savings initiatives could have a material adverse impact on our current operations and/or our ability to pursue new business opportunities. Additionally, if state budgetary constraints, as discussed above, persist or intensify, our state customers' ability to pay us may be impaired and/or we may be forced to renegotiate our management contracts on less favorable terms and our financial condition, results of operations or cash flows could be materially adversely impacted. We plan to actively bid on any new projects that fit our target profile for profitability and operational risk. Although we are pleased with the overall industry outlook, positive trends in the industry may be offset by several factors, including budgetary constraints, unanticipated contract terminations, contract non-renewals, and/or contract re-bids. Although we have historically had a relatively high contract renewal rate, there can be no assurance that we will be able to renew our expiring management contracts on favorable terms, or at all. Also, while we are pleased with our track record in re-bid situations, we cannot assure that we will prevail in any such future situations.

Internationally, we are exploring a number of opportunities in our current markets and will continue to actively bid on any opportunities that fit our target profile for profitability and operational risk. In September 2014, we announced that a consortium led by us and comprised of The GEO Group Australia Pty. Ltd., John Holland Construction and Honeywell signed a contract with the Department of Justice in the State of Victoria for the development and operation of a 1,300-bed capacity prison in Ravenhall, Australia. The Ravenhall facility will be developed under a public-private partnership financing structure with a capital contribution from us of approximately AUD 115 million and we anticipate returns on investment consistent with our company-owned facilities.

With respect to our reentry services, electronic monitoring services, and youth services business conducted through our GEO Care business segment, we are currently pursuing a number of business development opportunities. Relative to opportunities for community-based reentry services, we are working with our existing federal, state, and local correctional clients to leverage new opportunities for both residential reentry facilities as well as non-residential day reporting centers. We continue to expend resources on informing state and local governments about the benefits of public-private partnerships, and we anticipate that there will be new opportunities in the future as those efforts begin to yield results. We believe we are well positioned to capitalize on any suitable opportunities that become available in this area.

Operating Expenses

Operating expenses consist of those expenses incurred in the operation and management of our contracts to provide services to our governmental clients. Labor and related cost represented 55.0% of our operating expenses in 2015. Additional significant operating expenses include food, utilities and inmate medical costs. In 2015, operating expenses totaled 74.0% of our consolidated revenues. Our operating expenses as a percentage of revenue in 2016 will be impacted by the opening of any new or existing facilities as a result of the cost of transitioning and/or start-up operations related to a facility opening. During 2016, we will incur carrying costs for facilities that are currently vacant in 2015. As of December 31, 2015, our worldwide operations include the management and/or ownership of approximately 87,000 beds at 104 correctional, detention and community services facilities, including idle facilities and projects under development, and also included the provision of monitoring of approximately 139,000 offenders in a community-based environment on behalf of approximately 900 federal, state and local correctional agencies located in all 50 states.

General and Administrative Expenses

General and administrative expenses consist primarily of corporate management salaries and benefits, professional fees and other administrative expenses. In 2015, general and administrative expenses totaled 7.4% of our consolidated revenues. We expect general and administrative expenses as a percentage of revenue in 2016 to remain consistent or decrease as a result of cost savings initiatives. We expect business development costs to remain consistent as we pursue additional business development opportunities in all of our business lines. We also plan to continue expending resources from time to time on the evaluation of potential acquisition targets.

Idle Facilities

We are currently marketing approximately 3,300 vacant beds at four of our idle facilities to potential customers. The annual carrying cost of idle facilities in 2016 is estimated to be \$12.7 million, including depreciation expense of \$1.5 million. As of December 31, 2015, these facilities had a net book value of \$35.2 million. We currently do not have any firm commitment or agreement in place to activate these facilities. Historically, some facilities have been idle for multiple years before they received a new contract award. These idle facilities are included in the U.S. Corrections & Detention segment. The per diem rates that we charge our clients often vary by contract across our portfolio.

However, if all of these idle facilities were to be activated using our U.S. Corrections & Detention average per diem rate in 2015, (calculated as the U.S. Corrections & Detention revenue divided by the number of U.S. Corrections & Detention mandays) and based on the average occupancy rate in our U.S. Corrections & Detention facilities for 2015, we would expect to receive incremental revenue of approximately \$70 million and an increase in earnings per share of approximately \$.20 to \$.25 per share based on our average U.S. Corrections and Detention operating margin.

Forward-Looking Statements — Safe Harbor

This Annual Report on Form 10-K and the documents incorporated by reference herein contain “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. “Forward-looking” statements are any statements that are not based on historical information. Statements other than statements of historical facts included in this report, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are “forward-looking” statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “estimate” or “continue” or the negative of such words or variations of such words and similar expressions. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements and we can give no assurance that such forward-looking statements will prove to be correct. Important factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements, or “cautionary statements,” include, but are not limited to:

- our ability to timely build and/or open facilities as planned, profitably manage such facilities and successfully integrate such facilities into our operations without substantial additional costs;
- our ability to remain qualified for taxation as a REIT;
- our ability to fulfill our debt service obligations and its impact on our liquidity;
- the instability of foreign exchange rates, exposing us to currency risks in Australia, the United Kingdom, and South Africa, or other countries in which we may choose to conduct our business;
- our ability to activate the inactive beds at our idle facilities;
- our ability to maintain or increase occupancy rates at our facilities;
- an increase in unreimbursed labor rates;
- our ability to expand, diversify and grow our correctional, detention, mental health, residential treatment, re-entry, community-based services, youth services, monitoring services, evidence-based supervision and treatment programs and secure transportation services businesses;
- our ability to win management contracts for which we have submitted proposals, retain existing management contracts and meet any performance standards required by such management contracts;
- our ability to control operating costs associated with contract start-ups;
- our ability to raise new project development capital given the often short-term nature of the customers’ commitment to use newly developed facilities;
- our ability to estimate the government’s level of dependency on privatized correctional services;
- our ability to accurately project the size and growth of the U.S. and international privatized corrections industry;
- our ability to successfully respond to delays encountered by states privatizing correctional services and cost savings initiatives implemented by a number of states;
- our ability to develop long-term earnings visibility;
- our ability to identify suitable acquisitions and to successfully complete and integrate such acquisitions on satisfactory terms, and estimate the synergies to be achieved as a result of such acquisitions;
- our exposure to the impairment of goodwill and other intangible assets as a result of our acquisitions;
- our ability to successfully conduct our operations through joint ventures and consortiums;
- our ability to obtain future financing on satisfactory terms or at all, including our ability to secure the funding we need to complete ongoing capital projects;

- our exposure to political and economic instability and other risks impacting our international operations;
- our exposure to risks impacting our information systems, including those that may cause an interruption, delay or failure in the provision of our services;
- our exposure to rising general insurance costs;
- our exposure to state and federal income tax law changes internationally and domestically and our exposure as a result of federal and international examinations of our tax returns or tax positions;
- our exposure to claims for which we are uninsured;
- our exposure to rising employee and inmate medical costs;
- our ability to manage costs and expenses relating to ongoing litigation arising from our operations;
- our ability to accurately estimate on an annual basis, loss reserves related to general liability, workers' compensation and automobile liability claims;
- the ability of our government customers to secure budgetary appropriations to fund their payment obligations to us and to continue to operate under our existing agreements and/or renew our existing agreements;
- our ability to pay quarterly dividends consistent with our expectations;
- our ability to comply with government regulations and applicable contractual requirements;
- our ability to acquire, protect or maintain our intellectual property; and
- other factors contained in our filings with the Securities and Exchange Commission, or the SEC, including, but not limited to, those detailed in this Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K filed with the SEC.

We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements included in this report.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We are exposed to market risks related to changes in interest rates with respect to our Senior Credit Facility. Payments under the Senior Credit Facility are indexed to a variable interest rate. Based on borrowings outstanding as of December 31, 2015 under the Senior Credit Facility of \$777.5 million, for every one percent increase in the interest rate applicable to the Senior Credit Facility, our total annual interest expense would increase by approximately \$8.0 million.

We have entered into certain interest rate swap arrangements for hedging purposes, fixing the interest rate on our Australian non-recourse debt. The difference between the floating rate and the swap rate on these instruments is recognized in interest expense within the respective entity. Because the interest rates with respect to these instruments are fixed, a hypothetical 100 basis point change in the current interest rate would not have a material impact on our financial condition or results of operations.

Additionally, we invest our cash in a variety of short-term financial instruments to provide a return. These instruments generally consist of highly liquid investments with original maturities at the date of purchase of three months or less. While these instruments are subject to interest rate risk, a hypothetical 100 basis point increase or decrease in market interest rates would not have a material impact on our financial condition or results of operations.

Foreign Currency Exchange Rate Risk

We are exposed to market risks related to fluctuations in foreign currency exchange rates between the U.S. Dollar, the Australian Dollar, the South African Rand and the British Pound currency exchange rates. Based upon our foreign currency exchange rate exposure as of December 31, 2015 with respect to our international operations, every 10 percent change in historical currency rates would have a \$2.0 million effect on our financial position and a \$1.1 million impact on our results of operations over the next fiscal year.

Item 8. Financial Statements and Supplementary Data

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

To the Shareholders of
The GEO Group, Inc.:

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States. They include amounts based on judgments and estimates.

Representation in the consolidated financial statements and the fairness and integrity of such statements are the responsibility of management. In order to meet management's responsibility, the Company maintains a system of internal controls and procedures and a program of internal audits designed to provide reasonable assurance that our assets are controlled and safeguarded, that transactions are executed in accordance with management's authorization and properly recorded, and that accounting records may be relied upon in the preparation of financial statements.

The consolidated financial statements have been audited by Grant Thornton LLP, independent registered public accountants, whose appointment by our Audit Committee was ratified by our shareholders. Their report, which is included in this Form 10-K expresses an opinion as to whether management's consolidated financial statements present fairly in all material respects, the Company's financial position, results of operations and cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. The effectiveness of our internal control over financial reporting as of December 31, 2015 has also been audited by Grant Thornton LLP, independent registered public accountants, as stated in their report which is included in this Form 10-K. Their audits were conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States).

The Audit Committee of the Board of Directors meets periodically with representatives of management, the independent registered public accountants and our internal auditors to review matters relating to financial reporting, internal accounting controls and auditing. Both the internal auditors and the independent registered certified public accountants have unrestricted access to the Audit Committee to discuss the results of their examinations.

George C. Zoley
Chairman and Chief Executive Officer

Brian R. Evans
Senior Vice President and Chief Financial Officer

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer that: (i) pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets; (ii) provides reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements for external reporting in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures are being made only in accordance with authorization of the Company's management and directors; and (iii) provides reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Management has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2015. In making its assessment of internal control over financial reporting, management used the criteria set forth in the Internal Control — Integrated Framework issued by the 2013 Committee of Sponsoring Organizations of the Treadway Commission ("COSO") (the "2013 Internal Control — Integrated Framework").

The Company evaluated, with the participation of its Chief Executive Officer and Chief Financial Officer, its internal control over financial reporting as of December 31, 2015, based on the 2013 Internal Control — Integrated Framework. Based on this evaluation, the Company's management concluded that as of December 31, 2015, its internal control over financial reporting is effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Grant Thornton LLP, the independent registered public accounting firm that audited the financial statements included in this Annual Report on Form 10-K, has issued an attestation report on our internal control over financial reporting as of December 31, 2015.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders of
The GEO Group, Inc.

We have audited the internal control over financial reporting of The GEO Group, Inc. (a Florida corporation) and subsidiaries (the "Company") as of December 31, 2015, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 31, 2015, and our report dated February 25, 2016 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP

Miami, Florida
February 25, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders of
The GEO Group, Inc.

We have audited the accompanying consolidated balance sheets of The GEO Group, Inc. (a Florida corporation) and subsidiaries (the "Company") as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2015. Our audits of the basic consolidated financial statements included the financial statement schedules listed in the index appearing under Item 15. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of The GEO Group, Inc. and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 25, 2016 expressed an unqualified opinion thereon.

/s/ GRANT THORNTON LLP

Miami, Florida
February 25, 2016

THE GEO GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
Years Ended December 31, 2015, 2014 and 2013

	2015	2014	2013
	(In thousands, except per share data)	(In thousands, except per share data)	(In thousands, except per share data)
Revenues	\$ 1,843,307	\$ 1,691,620	\$ 1,522,074
Operating Expenses (excluding depreciation and amortization)	1,363,782	1,245,700	1,124,865
Depreciation and Amortization	106,756	96,171	94,664
General and Administrative Expenses	137,040	115,018	117,061
Operating Income	235,729	234,731	185,484
Interest Income	11,578	4,747	3,324
Interest Expense	(106,136)	(87,368)	(83,004)
Loss on Extinguishment of Debt	—	—	(20,657)
Income Before Income Taxes, Equity in Earnings of Affiliates and Discontinued Operations	141,171	152,110	85,147
Provision (Benefit) for Income Taxes	7,389	14,093	(26,050)
Equity in Earnings of Affiliates, net of income tax provision of \$2,038, \$2,302 and \$2,389	5,533	5,823	6,265
Income from Continuing Operations	139,315	143,840	117,462
Loss from Discontinued Operations, net of income tax provision (benefit) of \$0	—	—	(2,265)
Net Income	139,315	143,840	115,197
(Income) loss Attributable to Noncontrolling Interests	123	90	(62)
Net Income Attributable to The GEO Group, Inc.	<u>\$ 139,438</u>	<u>\$ 143,930</u>	<u>\$ 115,135</u>
Weighted Average Common Shares Outstanding:			
Basic	<u>73,696</u>	<u>72,270</u>	<u>71,116</u>
Diluted	<u>73,995</u>	<u>72,547</u>	<u>71,605</u>
Income per Common Share Attributable to The GEO Group, Inc. (1):			
Basic:			
Income from continuing operations	\$ 1.89	\$ 1.99	\$ 1.65
Loss from discontinued operations	—	—	(0.03)
Net income per share — basic	<u>\$ 1.89</u>	<u>\$ 1.99</u>	<u>\$ 1.62</u>
Diluted:			
Income from continuing operations	\$ 1.88	\$ 1.98	\$ 1.64
Loss from discontinued operations	—	—	(0.03)
Net income per share — diluted	<u>\$ 1.88</u>	<u>\$ 1.98</u>	<u>\$ 1.61</u>

(1) Note that earnings per share tables may contain summation differences due to rounding.

The accompanying notes are an integral part of these consolidated financial statements.

THE GEO GROUP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
Years Ended December 31, 2015, 2014 and 2013

	2015	2014	2013
	(In thousands)		
Net Income	\$ 139,315	\$ 143,840	\$ 115,197
Foreign currency translation adjustments.....	(4,936)	(4,512)	(8,296)
Pension liability adjustment, net of income tax (provision) benefit of \$(867), \$1,621 and \$(576), respectively	1,276	(2,522)	914
Change in fair value of derivative instrument classified as cash flow hedge, net of income tax (provision) benefit of \$213, \$2,926 and \$(134), respectively	(1,375)	(16,048)	183
Total other comprehensive loss, net of tax	(5,035)	(23,082)	(7,199)
Total comprehensive income.....	134,280	120,758	107,998
Comprehensive loss attributable to noncontrolling interests.....	215	140	38
Comprehensive income attributable to The GEO Group, Inc.	\$ 134,495	\$ 120,898	\$ 108,036

THE GEO GROUP, INC.
CONSOLIDATED BALANCE SHEETS
December 31, 2015 and December 31, 2014

	2015	2014
	(In thousands, except share data)	
ASSETS		
<i>Current Assets</i>		
Cash and cash equivalents	\$ 59,638	\$ 41,337
Restricted cash and investments	8,489	4,341
Accounts receivable, less allowance for doubtful accounts of \$3,088 and \$3,315, respectively	314,097	269,038
Current deferred income tax assets	27,914	25,884
Prepaid expenses and other current assets	28,208	36,806
Total current assets	438,346	377,406
<i>Restricted Cash and Investments</i>	20,236	19,578
<i>Property and Equipment, Net</i>	1,916,386	1,772,166
<i>Contract Receivable</i>	174,141	66,229
<i>Direct Finance Lease Receivable</i>	1,826	9,256
<i>Non-Current Deferred Income Tax Assets</i>	7,399	5,873
<i>Goodwill</i>	615,438	493,890
<i>Intangible Assets, Net</i>	224,148	155,275
<i>Other Non-Current Assets</i>	105,422	102,535
Total Assets.....	<u>\$ 3,503,342</u>	<u>\$ 3,002,208</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
<i>Current Liabilities</i>		
Accounts payable	\$ 77,523	\$ 58,155
Accrued payroll and related taxes.....	48,477	38,556
Accrued expenses and other current liabilities	135,483	140,612
Current portion of capital lease obligations, long-term debt and non-recourse debt.....	17,141	16,752
Total current liabilities	278,624	254,075
<i>Non-Current Deferred Income Tax Liabilities</i>	11,471	10,068
<i>Other Non-Current Liabilities</i>	87,694	87,429
<i>Capital Lease Obligations</i>	8,693	9,856
<i>Long-Term Debt</i>	1,875,556	1,462,819
<i>Non-Recourse Debt</i>	234,467	131,968
<i>Commitments and Contingencies</i> (Note 19)		
<i>Shareholders' Equity</i>		
Preferred stock, \$0.01 par value, 30,000,000 shares authorized, none issued or outstanding.....	—	—
Common stock, \$0.01 par value, 125,000,000 shares authorized, 74,642,859 and 74,190,688 issued and outstanding, respectively	747	742
Additional paid-in capital	879,599	866,056
Earnings in excess of distributions	158,796	206,342
Accumulated other comprehensive loss.....	(32,404)	(27,461)
Total shareholders' equity attributable to The GEO Group, Inc.	1,006,738	1,045,679
Noncontrolling interests.....	99	314
Total shareholders' equity.....	1,006,837	1,045,993
Total Liabilities and Shareholders' Equity	<u>\$ 3,503,342</u>	<u>\$ 3,002,208</u>

The accompanying notes are an integral part of these consolidated financial statements.

THE GEO GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Year Ended December 31, 2015, 2014 and 2013

	2015	2014	2013
	(In thousands)		
Cash Flow from Operating Activities:			
Net Income.....	\$ 139,315	\$ 143,840	\$ 115,197
Net (income) loss attributable to noncontrolling interests.....	123	90	(62)
Net income attributable to The GEO Group, Inc.	139,438	143,930	115,135
Adjustments to reconcile net income attributable to The GEO Group, Inc. to net cash provided by operating activities:			
Depreciation and amortization expense	106,756	96,171	94,664
Deferred tax provision (benefit).....	(2,374)	(10,355)	(5,948)
Amortization of debt issuance costs, discount and/or premium	6,963	5,332	5,916
Stock-based compensation.....	11,709	8,909	7,889
Loss on extinguishment of debt	—	—	20,657
Loss on derivative instrument.....	—	1,121	—
Provision for doubtful accounts.....	764	985	1,136
Exit charges related to non-core operating leases.....	4,550	—	—
Equity in earnings of affiliates, net of tax.....	(5,533)	(5,823)	(6,265)
Tax benefit related to equity compensation.....	(1,409)	(2,035)	(2,197)
Release of reserve for uncertain tax positions	—	—	(5,701)
Loss on sale/disposal of property and equipment and assets held for sale	(466)	490	959
Dividends received from unconsolidated joint venture	3,244	4,274	3,153
Changes in assets and liabilities, net of acquisition:			
Changes in accounts receivable, prepaid expenses and other assets	(29,311)	23,809	(27,239)
Changes in contract receivable	(114,086)	(73,289)	—
Changes in accounts payable, accrued expenses and other liabilities	21,912	9,022	(9,970)
Net cash provided by operating activities.....	142,157	202,541	192,189
Cash Flow from Investing Activities:			
Acquisition of LCS cash consideration.....	(307,404)	—	—
Acquisition of Protocol, cash consideration, net of cash acquired	—	(13,025)	—
Acquisition of SoberLink, cash consideration	(24,402)	—	—
Proceeds from sale of property and equipment.....	42	699	205
Insurance proceeds — damaged property	1,270	—	—
Proceeds from sale of assets held for sale	—	—	1,969
Net working capital adjustment from RTS divestiture	—	—	(996)
Change in restricted cash and investments	(4,805)	5,380	17,412
Capital expenditures.....	(117,581)	(114,224)	(117,566)
Net cash used in investing activities	(452,880)	(121,170)	(98,976)
Cash Flow from Financing Activities:			
Payments on long-term debt	(311,985)	(678,099)	(1,134,544)
Proceeds from long term debt	724,798	654,000	1,238,000
Payments on non-recourse debt	(11,908)	(18,627)	—
Proceeds from non-recourse debt	123,560	87,896	—
Taxes paid related to net share settlements of equity awards	(2,786)	(1,844)	—
Termination of interest rate swap agreements	—	—	3,974
Debt issuance costs — deferred	(7,069)	(26,420)	(23,834)
Debt issuance fees	—	—	(13,421)
Proceeds from stock options exercised	2,774	7,281	5,425
Tax benefit related to equity compensation	1,409	2,035	2,197
Proceeds from reissuance of treasury stock in connection with ESPP	441	387	319
Issuance of common stock under prospectus supplement	—	54,725	—
Cash dividends paid	(186,984)	(170,234)	(147,156)
Net cash provided by (used in) financing activities	332,250	(88,900)	(69,040)
Effect of Exchange Rate Changes on Cash and Cash Equivalents.			
Net Increase (Decrease) in Cash and Cash Equivalents.....	(3,226)	(3,259)	(3,803)
Cash and Cash Equivalents, beginning of period			
Cash and Cash Equivalents, beginning of period	41,337	52,125	31,755
Cash and Cash Equivalents, end of period	\$ 59,638	\$ 41,337	\$ 52,125
Supplemental Disclosures			
<i>Cash paid during the year for:</i>			
Income taxes	\$ 11,522	\$ 7,976	\$ 16,697
Interest.....	\$ 97,652	\$ 71,669	\$ 69,304
<i>Non-cash investing and financing activities:</i>			
Capital expenditures in accounts payable and accrued expenses	\$ 5,939	\$ 11,798	\$ 2,148

The accompanying notes are an integral part of these consolidated financial statements.

THE GEO GROUP, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
Years Ended December 31, 2015, 2014 and 2013

	GEO Group Inc. Shareholders								Total Shareholders' Equity	
	Common Stock		Additional Paid-In Capital	Earnings in Excess of Distributions	Accumulated Other Comprehensive Income (Loss) (In thousands)	Treasury Stock		Noncontrolling Interest		
	Number of Shares	Amount				Number of Shares	Amount			
Balance, January 1, 2013.....	71,417	\$ 860	\$ 832,230	\$ 264,667	\$ 2,670	14,590	\$ (53,615)	\$ 492	\$ 1,047,304	
Proceeds from stock options exercised.....	318	3	5,422	—	—	—	—	—	5,425	
Tax benefit related to equity compensation.....	—	—	2,197	—	—	—	—	—	2,197	
Stock based compensation expense.....	—	—	7,889	—	—	—	—	—	7,889	
Restricted stock granted.....	345	3	(3)	—	—	—	—	—	—	
Restricted stock canceled.....	(8)	—	—	—	—	—	—	—	—	
Amortization of restricted stock.....	—	—	—	—	—	—	—	—	—	
Dividends — Paid.....	—	—	—	(147,156)	—	—	—	—	(147,156)	
Re-issuance of treasury shares (ESPP).....	10	—	283	—	—	(10)	36	—	319	
Net income.....	—	—	—	115,135	—	—	—	62	115,197	
Other comprehensive income.....	—	—	—	—	(7,099)	—	—	(100)	(7,199)	
Balance, December 31, 2013	72,082	\$ 866	\$ 848,018	\$ 232,646	\$ (4,429)	14,580	\$ (53,579)	\$ 454	\$ 1,023,976	
Proceeds from stock options exercised.....	386	4	7,277	—	—	—	—	—	7,281	
Tax benefit related to equity compensation.....	—	—	2,035	—	—	—	—	—	2,035	
Stock based compensation expense.....	—	—	8,909	—	—	—	—	—	8,909	
Shares withheld for net settlements of share-based awards.....	(54)	—	(428)	—	—	43	(1,416)	—	(1,844)	
Restricted stock granted.....	306	3	(3)	—	—	—	—	—	—	
Purchase and retirement of common stock.....	—	(146)	(54,826)	—	—	(14,618)	54,972	—	—	
Restricted stock canceled.....	(23)	—	—	—	—	—	—	—	—	
Amortization of restricted stock.....	—	—	—	—	—	—	—	—	—	
Dividends Paid.....	—	—	—	(170,234)	—	—	—	—	(170,234)	
Dividends — Stock.....	1,483	15	54,710	—	—	—	—	—	54,725	
Purchase of treasury shares.....	—	—	—	—	—	—	—	—	—	
Re-issuance of treasury shares (ESPP).....	11	—	364	—	—	(5)	23	—	387	
Net income.....	—	—	—	143,930	—	—	—	(90)	143,840	
Other comprehensive income.....	—	—	—	—	(23,032)	—	—	(50)	(23,082)	
Balance, December 31, 2014.....	74,191	\$ 742	\$ 866,056	\$ 206,342	\$ (27,461)	—	\$ —	\$ 314	\$ 1,045,993	
Proceeds from stock options exercised.....	123	1	2,774	—	—	—	—	—	2,775	
Tax benefit related to equity compensation.....	—	—	1,409	—	—	—	—	—	1,409	
Stock based compensation expense.....	—	—	11,709	—	—	—	—	—	11,709	
Shares withheld for net settlements of share-based awards.....	(72)	—	(2,786)	—	—	—	—	—	(2,786)	
Restricted stock granted.....	423	4	(4)	—	—	—	—	—	—	

GEO Group Inc. Shareholders								
	Common Stock		Additional Paid-In Capital	Earnings in Excess of Distributions	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Total Shareholders' Equity
	Number of Shares	Amount			(In thousands)	Number of Shares	Amount	Noncontrolling Interest
Restricted stock canceled	(35)	—	—	—	—	—	—	—
Dividends Paid.....	—	—	—	(186,984)	—	—	—	(186,984)
Issuance of common stock (ESPP).....	13	—	441	—	—	—	—	441
Net income (loss).....	—	—	—	139,438	—	—	(123)	139,315
Other comprehensive loss.....	—	—	—	—	(4,943)	—	(92)	(5,035)
<i>Balance, December 31, 2015.....</i>	<i>74,643</i>	<i>\$ 747</i>	<i>\$ 879,599</i>	<i>\$ 158,796</i>	<i>\$ (32,404)</i>	<i>—</i>	<i>\$ —</i>	<i>\$ 99</i>
								<i>\$ 1,006,837</i>

The accompanying notes are an integral part of these consolidated financial statements.

THE GEO GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Years Ended December 31, 2015, 2014 and 2013

1. Summary of Business Organization, Operations and Significant Accounting Policies

The GEO Group, Inc., a Florida corporation, and subsidiaries (the “Company” or “GEO”) is a fully-integrated real estate investment trust (“REIT”) specializing in the ownership, leasing and management of correctional, detention and re-entry facilities and the provision of community-based services and youth services in the United States, Australia, South Africa and the United Kingdom. The Company owns, leases and operates a broad range of correctional and detention facilities including maximum, medium and minimum security prisons, immigration detention centers, minimum security detention centers, as well as community based re-entry facilities. The Company develops new facilities based on contract awards, using its project development expertise and experience to design, construct and finance what it believes are state-of-the-art facilities that maximize security and efficiency. The Company provides innovative compliance technologies, industry-leading monitoring services, and evidence-based supervision and treatment programs for community-based parolees, probationers and pretrial defendants. The Company also provides secure transportation services for offender and detainee populations as contracted domestically and in the United Kingdom through its joint venture GEO Amey PECS Ltd. (“GEOAmey”). As of December 31, 2015, GEO’s worldwide operations included the ownership and/or management of approximately 87,000 beds at 104 correctional, detention and community services facilities, including idle facilities and projects under development, and also include the provision of community supervision services for more than 139,000 offenders and pre-trial defendants, including approximately 89,000 individuals through an array of technology products including radio frequency, GPS, and alcohol monitoring devices.

GEO, which has been in operation since 1984, began operating as a REIT for federal income tax purposes effective January 1, 2013. As a result of the REIT conversion, GEO reorganized its operations and moved non-real estate components into taxable REIT subsidiaries (“TRSs”). Through the TRS structure, the portion of GEO’s businesses which are non-real estate related, such as its managed-only contracts, international operations, electronic monitoring services, and other non-residential and community based facilities, are part of wholly-owned taxable subsidiaries of the REIT. Most of GEO’s business segments, which are real estate related and involve company-owned and company-leased facilities, are part of the REIT. The TRS structure allows the Company to maintain the strategic alignment of all of its diversified business segments under one entity. The TRS assets and operations will continue to be subject to federal and state corporate income taxes and to foreign taxes as applicable in the jurisdictions in which those assets and operations are located.

As a part of the Company’s conversion to a REIT, the Company merged into The GEO Group REIT, Inc. (“GEO REIT”), a newly formed wholly-owned subsidiary of GEO. The merger became effective June 27, 2014 and was approved by the Company’s shareholders on May 2, 2014. The purpose of the merger was to ensure the effective adoption of charter provisions that implement standard REIT share ownership and transfer restrictions. In the merger, shares of GEO’s common stock were converted into the same number of GEO REIT shares of common stock. In addition, each share of the Company’s common stock held in treasury at June 27, 2014 was retired, and a corresponding adjustment was recorded to common stock and additional paid-in capital. Effective at the time of the merger, GEO REIT was renamed The GEO Group, Inc. Also, in connection with the merger, the Company’s authorized common stock was increased from 90 million shares to 125 million shares.

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States. The significant accounting policies of the Company are described below.

Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. The equity method of accounting is used for investments in non-controlled affiliates in which the Company's ownership ranges from 20 to 50 percent, or in instances in which the Company is able to exercise significant influence but not control. The Company reports South Africa Custodial Services ("SACS") and its 50% owned joint venture in the United Kingdom, GEOAmey, under the equity method of accounting. Noncontrolling interests in consolidated entities represent equity that other investors have contributed to South Africa Custodial Management ("SACM"). Non-controlling interests are adjusted for income and losses allocable to the other shareholders in these entities. All significant intercompany balances and transactions have been eliminated.

Discontinued Operations

In April 2014, FASB issued ASU 2014-08, "*Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*," which changed the requirements for reporting discontinued operations. Under the ASU, only those disposals of components of an entity that represent a strategic shift that has (or will have) a major effect on an entity's operations and financial results will be reported as discontinued operations in the financial statements. The Company adopted ASU 2014-08 in 2015.

Prior to the adoption of ASU 2014-08, the Company reported the results of operations of a component of an entity that either had been disposed of or was classified as held for sale or where the management contracts with that component had terminated either by expiration or otherwise in discontinued operations. The Company presented such events as discontinued operations so long as the financial results could be clearly identified, the future operations and cash flows were completely eliminated from ongoing operations, and so long as the Company did not have any significant continuing involvement in the operations of the component after the disposal or termination transaction.

When a component of an entity had been disposed of or classified as held for sale or a management contract is terminated, the Company looked at its overall relationship with the customer. If the operations or cash flows of the component had been (or will be) eliminated from the ongoing operations of the entity as a result of the transaction and the entity did not have significant continuing involvement in the operations of the component after the transaction, the results of operations of the component of an entity were reported in discontinued operations. If the Company continued to maintain a relationship generating significant cash flows and had continuing involvement with the customer, the disposal, the asset held for sale classification or the loss of the management contract(s) was not treated as discontinued operations. If the disposal, the asset held for sale classification or the loss of the management contract(s) resulted in a loss in the overall customer relationship as no future significant cash flows would be generated and the Company would have no continuing involvement with the customer, the results were classified in discontinued operations.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's significant estimates include reserves for self-insured retention related to general liability insurance, workers' compensation insurance, auto liability insurance, medical malpractice insurance, employer group health insurance, projected undiscounted cash flows used to evaluate asset impairment, estimated fair values of business acquisitions, pension assumptions, percentage of completion and estimated cost to complete for construction projects and recoverability of notes receivable, estimated useful lives of property and equipment and intangible assets, stock based compensation and allowance for doubtful accounts. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. While the Company believes that such estimates are reasonable when considered in conjunction with the consolidated financial statements taken as a whole, the actual amounts of such estimates, when known, will vary from these estimates. If actual results significantly differ from the Company's estimates, the Company's financial condition and results of operations could be materially impacted.

Dividends

As a REIT, the Company is required to distribute annually at least 90% of its REIT taxable income (determined without regard to the dividends paid deduction and by excluding net capital gain). The amount, timing and frequency of future distributions, however, will be at the sole discretion of the Company's Board of Directors and will be declared based upon various factors, many of which are beyond the Company's control, including, the Company's financial condition and operating cash flows, the amount required to maintain REIT status and reduce any income and excise taxes that the Company otherwise would be required to pay, limitations on distributions in the Company's existing and future debt instruments, limitations on the Company's ability to fund distributions using cash generated through our TRSs and other factors that the Company's Board of Directors may deem relevant. The Company began paying regular REIT distributions in 2013. Refer to Note 4- Shareholders' Equity.

A REIT is not permitted to retain earnings and profits accumulated during the years it was taxed as a C corporation or earnings and profits accumulated by its subsidiaries that have been converted to qualified REIT subsidiaries, and must make one or more distributions to shareholders that equal or exceed these accumulated amounts by the end of the first REIT year. On December 31, 2012, the Company paid a one-time Pre-REIT distribution to its shareholders. Earnings and profits, which determine the taxability of distributions to shareholders, will differ from net income reported for financial reporting purposes due to the differences in the treatment of gains and losses, revenue and expenses, and depreciation for financial reporting relative to federal income tax purposes.

Cash and Cash Equivalents

Cash and cash equivalents include all interest-bearing deposits or investments with original maturities of three months or less when purchased. The Company maintains cash and cash equivalents with various financial institutions. These financial institutions are located throughout the United States, Australia, South Africa and the United Kingdom. As of December 31, 2015 and December 31, 2014, the Company had \$22.6 million and \$22.1 million in cash and cash equivalents held by its international subsidiaries, respectively.

Concentration of Credit Risk

The Company maintains deposits of cash in excess of federally insured limits with certain financial institutions and accordingly the Company is subject to credit risk. Other than cash, financial instruments that potentially subject the Company to concentrations of credit risk consist principally of trade accounts receivable, contract receivable, a direct finance lease receivable, long-term debt and financial instruments used in hedging activities. The Company's cash management and investment policies restrict investments to low-risk, highly liquid securities, and the Company performs periodic evaluations of the credit standing of the financial institutions with which it deals.

Accounts Receivable

Accounts receivable consists primarily of trade accounts receivable due from federal, state, and local government agencies for operating and managing correctional facilities, providing youth and community based services, providing electronic monitoring and supervision services, providing construction and design services and providing inmate residential and prisoner transportation services. The Company generates receivables with its governmental clients and with other parties in the normal course of business as a result of billing and receiving payment. The Company regularly reviews outstanding receivables, and provides for estimated losses through an allowance for doubtful accounts. In evaluating the level of established loss reserves, the Company makes judgments regarding its customers' ability to make required payments, economic events and other factors. As the financial condition of these parties change, circumstances develop or additional information becomes available, adjustments to the allowance for doubtful accounts may be required. The Company also performs ongoing credit evaluations for some of its customers' financial conditions and generally does not require collateral. Generally, the Company receives payment for these services thirty to sixty days in arrears. However, certain of the Company's accounts receivable are paid by customers after the completion of their program year and therefore can be aged in excess of one year. The Company maintains reserves for potential credit losses, and such losses traditionally have been within its expectations. Actual write-offs are charged against the allowance when collection efforts have been unsuccessful. As of December 31, 2015 and 2014, \$1.6 million and \$0.5 million, respectively, of the Company's trade receivables were considered to be long-term and are classified as Other Non-Current Assets in the accompanying Consolidated Balance Sheets.

Notes Receivable

The Company has notes receivable from its former joint venture partner in the United Kingdom related to a subordinated loan extended to the joint venture partner while an active member of the partnership. The notes bear interest at a rate of 13%, and have semi-annual payments due June 15 and December 15 through June 2018. The Company recognizes interest income on its Notes Receivable as it is earned. The balance outstanding as of December 31, 2015 and December 31, 2014 was \$0.8 million and \$1.3 million, respectively. These notes receivable are included in Other Non-Current Assets in the accompanying Consolidated Balance Sheets.

Note Receivable from Joint Venture

In May 2011, the GEO Group UK Limited, the Company's subsidiary in the United Kingdom ("GEO UK"), extended a non-revolving line of credit facility to GEOAmey for the purpose of funding mobilization costs and on-going start up and operations in the principal amount of £12 million or \$17.8 million, based on the applicable exchange rate at December 31, 2015. Amounts under the line of credit were drawn down in multiple advances up to the principal amount and accrued interest at LIBOR plus 3%. The Company recognized interest income on its notes receivable as it was earned.

On October 3, 2013, the Company and its joint venture partner entered into a modified line of credit agreement with GEOAmey. Under the modified agreement, the terms of the line of credit were amended such that (i) the balance of accrued interest at September 30, 2013, in the amount of £0.9 million or \$1.5 million, based on the applicable exchange rate at September 30, 2013, was forgiven; (ii) the principal amount was revised to be due on demand rather than in accordance with the previous repayment schedule; interest payments began accruing on January 1, 2014 and are being paid monthly; and (iii) the interest rate was reset to the base rate of the Bank of England plus 0.5%. In December 2014, GEOAmey made a principal payment to the Company in the amount of £1.5 million, or \$2.3 million, based on exchange rates at December 31, 2014. In 2015, GEOAmey made additional principal payments to the Company totaling £2.0 million, or \$3.0 million, based on exchange rates at December 31, 2015.

As of December 31, 2015, the Company was owed £8.5 million, or \$12.6 million, based on exchange rates as of December 31, 2015, under the line of credit. As of December 31, 2014, the Company was owed £10.5 million, or \$16.3 million. These balances are included within Other Non-Current Assets in the accompanying Consolidated Balance Sheets. Refer to Note 17 — Business Segments and Geographic Information regarding the Company's investment in GEOAmey.

Contract Receivable

The Company's Australian subsidiary has recorded a contract receivable in connection with the construction of a 1,000-bed detention facility in Ravenhall, Australia for the State of Victoria. The contract receivable represents costs incurred and estimated earnings in excess of billings and is recorded at net present value based on the timing of expected future settlement.

Restricted Cash and Investments

The Company's restricted cash and investments at December 31, 2015 are attributable to certain cash restriction requirements at the Company's wholly owned Australian subsidiary related to the non-recourse debt, other guarantees and restricted investments related to The GEO Group Inc. Non-qualified Deferred Compensation Plan as well as dividends held for unvested restricted stock awards. The current portion of restricted cash and investments primarily represents the amount expected to be paid within the next twelve months for debt service related to the Company's non-recourse debt.

Prepaid expenses and Other Current Assets

Prepaid expenses and other current assets include assets that are expected to be realized within the next fiscal year. Included in the balance at December 31, 2014 is \$7.9 million of federal and state overpayments that were applied against tax payments due in 2015. There were no significant federal or state overpayments included in the balance at December 31, 2015.

Direct Finance Leases

The Company accounts for the portion of its contracts with certain governmental agencies that represent capitalized lease payments on buildings and equipment as investments in direct finance leases. Accordingly, the minimum lease payments to be received over the term of the leases less unearned income are capitalized as the Company's investments in the leases. Unearned income is recognized as income over the term of the leases using the effective interest method.

Property and Equipment

Property and equipment are stated at cost, less accumulated amortization and depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Buildings and improvements are depreciated over 2 to 50 years. Equipment and furniture and fixtures are depreciated over 3 to 10 years. Straight-line and accelerated methods of depreciation are generally used for income tax purposes. Leasehold improvements are amortized on a straight-line basis over the shorter of the useful life of the improvement or the term of the lease. The Company performs ongoing evaluations of the estimated useful lives of the property and equipment for depreciation purposes. The estimated useful lives are determined and continually evaluated based on the period over which services are expected to be rendered by the asset. If the assessment indicates that assets will be used for a longer or shorter period than previously anticipated, the useful lives of the assets are revised, resulting in a change in estimate. The Company has not made any such changes in estimates during the years ended December 31, 2015, 2014 and 2013, respectively. Maintenance and repairs are expensed as incurred. Interest is capitalized in connection with the construction of company-owned correctional and detention facilities. Cost for self-constructed correctional and detention facilities includes direct materials and labor, capitalized interest and certain other indirect costs associated with construction of the facility, such as property taxes, other indirect labor and related benefits and payroll taxes. The Company begins the capitalization of costs during the pre-construction phase, which is the period during which costs are incurred to evaluate the site, and continues until the facility is substantially complete and ready for occupancy. Labor costs capitalized for the years ended December 31, 2015, 2014 and 2013 were not significant. Capitalized interest is recorded as part of the asset to which it relates and is amortized over the asset's estimated useful life. Refer to Note 7 — Property and Equipment.

Asset Impairments

The Company had property and equipment of \$1.9 billion and \$1.8 billion as of December 31, 2015 and 2014, respectively, including approximately 3,328 vacant beds at four idle facilities with a carrying value of \$35.2 million which are being marketed to potential customers as of December 31, 2015, excluding equipment and other assets that can be easily transferred for use at other facilities.

The Company reviews long-lived assets to be held and used for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable. Events that would trigger an impairment assessment include deterioration of profits for a business segment that has long-lived assets, or when other changes occur that might impair recovery of long-lived assets such as the termination of a management contract or a prolonged decrease in inmate population. If impairment indicators are present, the Company performs a recoverability test to determine whether or not an impairment loss should be measured.

The Company tests idle facilities for impairment upon notification that the facilities will no longer be utilized by the customer. If a long-lived asset is part of a group that includes other assets, the unit of accounting for the long-lived asset is its group. Generally, the Company groups assets by facility for the purpose of considering whether any impairment exists. The estimates of recoverability are based on projected undiscounted cash flows associated with actual marketing efforts where available or, in other instances, projected undiscounted cash flows that are comparable to historical cash flows from management contracts at similar facilities and sensitivity analyses that consider reductions to such cash flows. The Company's sensitivity analyses include adjustments to projected cash flows compared to the historical cash flows due to current business conditions which impact per diem rates as well as labor and other operating costs, changes related to facility mission due to changes in prospective clients, and changes in projected capacity and occupancy rates. The Company also factors in prolonged periods of vacancies as well as the time and costs required to ramp up facility population once a contract is obtained. The Company performs the impairment analyses on an annual basis for each of the idle facilities and takes into consideration updates each quarter for market developments affecting the potential utilization of each of the facilities in order to identify events that may cause the Company to reconsider the most recent assumptions. Such events could include negotiations with a prospective customer for the utilization of an idle facility at terms significantly less favorable than the terms used in the Company's most recent impairment analysis, or changes in legislation surrounding a particular facility that could impact the Company's ability to house certain types of inmates at such facility. Further, a substantial increase in the number of available beds at other facilities the Company owns, or in the marketplace, could lead to deterioration in market conditions and projected cash flows. Although they are not frequently received, an unsolicited offer to purchase any of the Company's idle facilities, at amounts that are less than their carrying value could also cause the Company to reconsider the assumptions used in the most recent impairment analysis. The Company has identified marketing prospects to utilize each of the remaining currently idled facilities and does not see any catalysts that would result in a current impairment. However, the Company can provide no assurance that it will be able to secure management contracts to utilize its idle facilities, or that it will not incur impairment charges in the future. In all cases, the projected undiscounted cash flows in our analysis as of December 31, 2015 substantially exceeded the carrying amounts of each facility.

The Company's evaluations also take into consideration historical experience in securing new facility management contracts to utilize facilities that had been previously idled for periods comparable to or in excess of the periods the Company's currently idle facilities have been idle. Such previously idle facilities are currently being operated under contracts that generate cash flows resulting in the recoverability of the net book value of the previously idled facilities by substantial amounts. Due to a variety of factors, the lead time to negotiate contracts with federal and state agencies to utilize idle bed capacity is generally lengthy which has historically resulted in periods of idleness similar to the ones the Company is currently experiencing. As a result of its analyses, the Company determined each of these assets to have recoverable values substantially in excess of the corresponding carrying values.

By their nature, these estimates contain uncertainties with respect to the extent and timing of the respective cash flows due to potential delays or material changes to forecasted terms and conditions in contracts with prospective customers that could impact the estimate of projected cash flows. Notwithstanding the effects the current economy has had on the Company's customers' demand for prison beds in the short term which has led to its decision to idle certain facilities, the Company believes the long-term trends favor an increase in the utilization of its idle correctional facilities. This belief is also based on the Company's experience in working with governmental agencies faced with significant budgetary challenges which is a primary contributing factor to the lack of appropriated funding to build new bed capacity by federal and state agencies.

Assets Held under Capital Leases

Assets held under capital leases are recorded at the lower of the net present value of the minimum lease payments or the fair value of the leased asset at the inception of the lease. Amortization expense is recognized using the straight-line method over the shorter of the estimated useful life of the asset or the term of the related lease and is included in depreciation expense.

Goodwill and Other Intangible Assets

Goodwill

The Company has recorded goodwill as a result of its business combinations. Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the net tangible assets and other intangible assets acquired. The Company's goodwill is not amortized and is tested for impairment annually on the first day of the fourth fiscal quarter, and whenever events or circumstances arise that indicate impairment may have occurred. Impairment testing is performed for all reporting units that contain goodwill. The reporting units are the same as the reporting segment for U.S. Corrections & Detention and are at the operating segment level for GEO Care. On the measurement date of October 1, 2015, the Company's management elected to qualitatively assess the Company's goodwill for impairment for certain of its reporting units, pursuant to the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2011-08. For one of its other reporting units, the Company elected to quantitatively assess the Company's goodwill for impairment as discussed further below. Under provisions of the qualitative analysis, when testing goodwill for impairment, the Company first assesses qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, the Company determines it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the Company performs the first step of the two-step impairment test by calculating the fair value of the reporting unit, using a discounted cash flow method, and comparing the fair value with the carrying amount of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, the Company performs the second step of the goodwill impairment test to measure the amount of the impairment loss, if any. The qualitative factors used by the Company's management to determine the likelihood that the fair value of the reporting unit is less than the carrying amount include, among other things, a review of overall economic conditions and their current and future impact on the Company's existing business, the Company's financial performance, industry outlook and market competition.

For the reporting unit that the Company elected to quantitatively assess the goodwill for impairment, the Company used a third party valuation firm to determine the estimated fair value of the reporting unit using a discounted cash flow and other valuation models. Growth rates for sales and profits are determined using inputs from the Company's long term planning process. The Company also makes estimates for discount rates and other factors based on market conditions, historical experience and other economic factors. Changes in these factors could significantly impact the fair value of the reporting unit. During the year, the Company's management monitors the actual performance of the business relative to the fair value assumptions used during the prior year annual impairment test and updates its annual impairment test, if needed, to determine the likelihood that the goodwill has been impaired. With respect to the reporting units that were assessed qualitatively, management determined that it was more likely than not that the fair values of the reporting units exceeded their carrying values. With respect to the reporting unit that was assessed quantitatively, management concluded that the estimated fair value exceeded its carrying value.

Other Intangible Assets

The Company has also recorded other finite and indefinite lived intangible assets as a result of previously completed business combinations. Other acquired finite and indefinite lived intangible assets are recognized separately if the benefit of the intangible asset is obtained through contractual or other legal rights, or if the intangible asset can be sold, transferred, licensed, rented or exchanged, regardless of the Company's intent to do so. The Company's intangible assets include facility management contracts, trade names and technology. The facility management contracts represent customer relationships in the form of management contracts acquired at the time of each business combination; the value of BI's and Protocol's trade names represent, among other intangible benefits, name recognition to its customers and intellectual property rights; and the acquired technology represents BI's innovation with respect to its GPS tracking monitoring, radio frequency monitoring, voice verification monitoring and alcohol compliance systems, Protocol's innovation with respect to its customer relationship management software and Soberlink's innovation with respect to its alcohol monitoring devices. When establishing useful lives, the Company considers the period and the pattern in which the economic benefits of the intangible asset are consumed or otherwise used up; or, if that pattern cannot be reliably determined, using a straight-line amortization method over a period that may be shorter than the ultimate life of such intangible asset. The Company currently amortizes its acquired facility management contracts over periods ranging from three to twenty years and its acquired technology over seven to eight years. There is no residual value associated with the Company's finite-lived intangible assets. The Company reviews its finite lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable. The Company does not amortize its indefinite lived intangible assets. The Company reviews its indefinite lived intangible assets annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. These reviews resulted in no impairment to the carrying value of the indefinite lived intangible assets for all periods presented. The Company records the costs associated with renewal and extension of facility management contracts as expenses in the period they are incurred.

Debt Issuance Costs

Debt issuance costs, net of accumulated amortization of \$28.8 million and \$21.5 million, totaling \$50.5 million and \$53.9 million at December 31, 2015 and 2014, respectively, are included in Other Non-Current Assets in the accompanying Consolidated Balance Sheets and are amortized to interest expense using the effective interest method over the term of the related debt. When evaluating the accounting for debt transactions and the related costs, in instances when there is a significant decrease in a creditor's individual principal balance, the Company expenses the associated unamortized debt issuance costs.

Variable Interest Entities

The Company evaluates its joint ventures and other entities in which it has a variable interest (a "VIE"), generally in the form of investments, loans, guarantees, or equity in order to determine if it has a controlling financial interest and is required to consolidate the entity as a result. The reporting entity with a variable interest that provides the entity with a controlling financial interest in the VIE will have both of the following characteristics: (i) the power to direct the activities of a VIE that most significantly impact the VIE's economic performance and (ii) the obligation to absorb the losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE.

The Company does not consolidate its 50% owned South African joint venture interest in South African Custodial Services Pty. Limited ("SACS"), a VIE. SACS joint venture investors are GEO and Kensani Corrections, Pty. Ltd (an independent third party); each partner owns a 50% share. The Company has determined it is not the primary beneficiary of SACS since it does not have the power to direct the activities of SACS that most significantly impact its performance. As such, the Company's investment in this entity is accounted for under the equity method of accounting. SACS was established and subsequently, in 2001, was awarded a 25-year contract to design, finance and build the Kutama Sinthumule Correctional Centre in Louis Trichardt, South Africa. To fund the construction of the prison, SACS obtained long-term financing from its equity partners and lenders, the repayment of which is fully guaranteed by the South African government, except in the event of default, in which case the government guarantee is reduced to 80%. The Company's maximum exposure for loss under this contract is limited to its investment in the joint venture of \$9.0 million at December 31, 2015 and its guarantees related to SACS are discussed in Note 15 — Debt.

The Company does not consolidate its 50% owned joint venture in the United Kingdom. In February 2011, The GEO Group Limited, the Company's wholly-owned subsidiary in the United Kingdom ("GEO UK"), executed a Shareholders Agreement (the "Shareholders Agreement") with Amey Community Limited ("Amey") and Amey UK PLC ("Amey Guarantor") to form GEO Amey PECS Limited ("GEOAmey"), a private company limited by shares incorporated in England and Wales. GEOAmey was formed by GEO UK and Amey (an independent third party) for the purpose of performing prisoner escort and related custody services in England and Wales. In order to form this private company, GEOAmey issued share capital of £100 divided into 100 shares of £1 each and allocated the shares 50/50 to GEO UK and Amey. GEO UK and Amey each have three directors appointed to the Board of Directors and neither party has the power to direct the activities that most significantly impact the performance of GEOAmey.

As such, the Company's investment in this entity is accounted for under the equity method of accounting. Both parties provide lines of credit of £12.0 million, or \$17.8 million, based on exchange rates in effect as of December 31, 2015, to ensure that GEOAmey can comply with future contractual commitments related to the performance of its operations. As of December 31, 2015, \$12.6 million was owed to the Company by GEOAmey under the line of credit. GEOAmey commenced operations on August 29, 2011.

The Company determined that it was not the primary beneficiary of certain entities related to its acquisition of Soberlink. Refer to Note 2 — Business Combinations for further discussion.

Fair Value Measurements

The Company defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date ("exit price"). The Company carries certain of its assets and liabilities at fair value, measured on a recurring basis, in the accompanying Consolidated Balance Sheets. The Company also has certain assets and liabilities which are not carried at fair value in its accompanying Consolidated Balance Sheets and discloses the fair value measurements compared to the carrying values as of each balance sheet date. The Company's fair value measurements are disclosed in Note 12 — Financial Instruments and Note 13 — Fair Value of Assets and Liabilities. The Company establishes fair value of its assets and liabilities using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels which distinguish between assumptions based on market data (observable inputs) and the Company's assumptions (unobservable inputs). The level in the fair value hierarchy within which the respective fair value measurement falls is determined based on the lowest level input that is significant to the measurement in its entirety. Level 1 inputs are quoted market prices in active markets for identical assets or liabilities, Level 2 inputs are other than quotable market prices included in Level 1 that are observable for the asset or liability either directly or indirectly through corroboration with observable market data. Level 3 inputs are unobservable inputs for the assets or liabilities that reflect management's own assumptions about the assumptions market participants would use in pricing the asset or liability. The Company recognizes transfers between Levels 1, 2 and 3 as of the actual date of the event or change in circumstances that cause the transfer.

Revenue Recognition

Facility management revenues are recognized as services are provided under facility management contracts with approved government appropriations based on a net rate per day per inmate or on a fixed monthly rate, as applicable. A limited number of the Company's contracts have provisions upon which a small portion of the revenue for the contract is based on the performance of certain targets. Revenue based on the performance of certain targets is less than 1% of the Company's consolidated annual revenues. These performance targets are based on specific criteria to be met over specific periods of time. Such criteria includes the Company's ability to achieve certain contractual benchmarks relative to the quality of service it provides, non-occurrence of certain disruptive events, effectiveness of its quality control programs and its responsiveness to customer requirements and concerns. For the limited number of contracts where revenue is based on the performance of certain targets, revenue is either (i) recorded pro rata when revenue is fixed and determinable or (ii) recorded when the specified time period lapses. In many instances, the Company is a party to more than one contract with a single entity. In these instances, each contract is accounted for separately.

Construction revenues are recognized from the Company's contracts with certain customers to perform construction and design services ("project development services") for various facilities. In these instances, the Company acts as the primary developer and subcontracts with bonded National and/or Regional Design Build Contractors. These construction revenues are recognized as earned on a percentage of completion basis measured by the percentage of costs incurred to date as compared to the estimated total cost for each contract. Provisions for estimated losses on uncompleted contracts and changes to cost estimates are made in the period in which the Company determines that such losses and changes are probable. Typically, the Company enters into fixed price contracts and does not perform additional work unless approved change orders are in place. Costs attributable to unapproved change orders are expensed in the period in which the costs are incurred if the Company believes that it is not probable that the costs will be recovered through a change in the contract price. If the Company believes that it is probable that the costs will be recovered through a change in the contract price, costs related to unapproved change orders are expensed in the period in which they are incurred, and contract revenue is recognized to the extent of the costs incurred. Revenue in excess of the costs attributable to unapproved change orders is not recognized until the change order is approved. Changes in job performance, job conditions, and estimated profitability, including those arising from contract penalty provisions, and final contract settlements, may result in revisions to estimated costs and income, and are recognized in the period in which the revisions are determined. For the years ended December 31, 2015, 2014 and 2013, there have been no changes in job performance, job conditions and estimated profitability that would require a revision to the estimated costs and income related to project development services. As the primary contractor, the Company is exposed to the various risks associated with construction, including the risk of cost overruns. Accordingly, the Company records its construction revenue on a gross basis and includes the related cost of construction activities in Operating Expenses.

When evaluating multiple element arrangements for certain contracts where the Company provides project development services to its clients in addition to standard management services, the Company follows revenue recognition guidance for multiple element arrangements under ASC 605-25 “*Multiple Element Arrangements*”. This revenue recognition guidance related to multiple deliverables in an arrangement provides guidance on determining if separate contracts should be evaluated as a single arrangement and if an arrangement involves a single unit of accounting or separate units of accounting and if the arrangement is determined to have separate units, how to allocate amounts received in the arrangement for revenue recognition purposes. In instances where the Company provides these project development services and subsequent management services, generally, the arrangement results in no delivered elements at the onset of the agreement. The elements are delivered, and revenue is recognized, over the contract period as the project development and management services are performed. Project development services are generally not provided separately to a customer without a management contract. The Company has determined that the significant deliverables in such an arrangement during the project development phase and services performed under the management contract qualify as separate units of accounting. With respect to the deliverables during the management services period, the Company regularly negotiates such contracts and provides management services to its customers outside of any arrangement for construction. The Company establishes per diem rates for all of its management contracts based on, amongst other factors, expected and guaranteed occupancy, costs of providing the services and desired margins. As such, the fair value of the consideration to each deliverable was determined using the Company’s estimated selling price for the project development deliverable and vendor specific objective evidence for the facility management services deliverable.

Lease Revenue

The Company leases three of its owned facilities to an unrelated party. One lease has a term of ten years and expires in January 2018 with an option to extend for up to three additional five-year terms. The second facility lease was effective January 2014 with a one-year term and options to extend for up to three additional one-year terms. The third facility lease became effective April 2015 with month-to-month terms. The carrying value of these facilities as of December 31, 2015 and 2014 was \$33.7 million and \$33.6 million, respectively, net of accumulated depreciation of \$8.1 million and \$7.1 million, respectively. Rental income, included in Revenues, received on these leases was \$4.7 million, \$4.6 million and \$4.5 million, for the years ended December 31, 2015, 2014 and 2013, respectively. As of December 31, 2013, future minimum rentals to be received on these leases are as follows:

Fiscal Year	Annual Rental (In thousands)
2016	\$ 5,177
2017	5,206
2018	351
	<hr/> <hr/> <hr/> \$ 10,734

Income Taxes

The consolidated financial statements reflect provisions for federal, state, local and foreign income taxes. The Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, as well as operating loss and tax credit carryforwards. The Company measures deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities as a result of a change in tax rates is recognized as income in the period that includes the enactment date. Refer to Note 18-Income Taxes. Effective January 1, 2013, as a REIT that plans to distribute 100% of its taxable income to shareholders, the Company does not expect to pay federal income taxes at the REIT level (including its qualified REIT subsidiaries), as the resulting dividends paid deduction will generally offset its taxable income. Since the Company does not expect to pay taxes on its REIT taxable income, it does not expect to be able to recognize such deferred tax assets and liabilities.

Deferred income taxes related to the TRS structure are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities given the provisions of enacted tax laws. Significant judgments are required to determine the consolidated provision for income taxes. Deferred income tax provisions and benefits are based on changes to the assets or liabilities from year to year. Realization of the Company's deferred tax assets is dependent upon many factors such as tax regulations applicable to the jurisdictions in which the Company operates, estimates of future taxable income and the character of such taxable income.

Additionally, the Company must use significant judgment in addressing uncertainties in the application of complex tax laws and regulations. If actual circumstances differ from the Company's assumptions, adjustments to the carrying value of deferred tax assets or liabilities may be required, which may result in an adverse impact on the results of its operations and its effective tax rate. Valuation allowances are recorded related to deferred tax assets based on the "more likely than not" criteria. The Company has not made any significant changes to the way it accounts for its deferred tax assets and liabilities in any year presented in the consolidated financial statements. Based on its estimate of future earnings and its favorable earnings history, the Company currently expects full realization of the deferred tax assets net of any recorded valuation allowances. Furthermore, tax positions taken by the Company may not be fully sustained upon examination by the taxing authorities. In determining the adequacy of our provision (benefit) for income taxes, potential settlement outcomes resulting from income tax examinations are regularly assessed. As such, the final outcome of tax examinations, including the total amount payable or the timing of any such payments upon resolution of these issues, cannot be estimated with certainty.

Reserves for Insurance Losses

The nature of the Company's business exposes it to various types of third-party legal claims, including, but not limited to, civil rights claims relating to conditions of confinement and/or mistreatment, sexual misconduct claims brought by prisoners or detainees, medical malpractice claims, product liability claims, intellectual property infringement claims, claims relating to employment matters (including, but not limited to, employment discrimination claims, union grievances and wage and hour claims), property loss claims, environmental claims, automobile liability claims, contractual claims and claims for personal injury or other damages resulting from contact with our facilities, programs, electronic monitoring products, personnel or prisoners, including damages arising from a prisoner's escape or from a disturbance or riot at a facility. In addition, the Company's management contracts generally require it to indemnify the governmental agency against any damages to which the governmental agency may be subject in connection with such claims or litigation. The Company maintains a broad program of insurance coverage for these general types of claims, except for claims relating to employment matters, for which the Company carries no insurance. There can be no assurance that the Company's insurance coverage will be adequate to cover all claims to which it may be exposed. It is the Company's general practice to bring merged or acquired companies into its corporate master policies in order to take advantage of certain economies of scale.

The Company currently maintains a general liability policy and excess liability policies with total limits of \$77.0 million per occurrence and \$100 million in the aggregate covering the operations of U.S. Corrections & Detention, GEO Care's community based services, GEO Care's youth services and BI. The Company has a claims-made liability insurance program with a specific loss limit of \$35.0 million per occurrence and in the aggregate related to medical professional liability claims arising out of correctional healthcare services. The Company is uninsured for any claims in excess of these limits. We also maintain insurance to cover property and other casualty risks including, workers' compensation, environmental liability and automobile liability.

For most casualty insurance policies, the Company carries substantial deductibles or self-insured retentions of \$3.0 million per occurrence for general liability and medical professional liability, \$2.0 million per occurrence for workers' compensation and \$1.0 million per occurrence for automobile liability. In addition, certain of the Company's facilities located in Florida and other high-risk hurricane areas carry substantial windstorm deductibles. Since hurricanes are considered unpredictable future events, no reserves have been established to pre-fund for potential windstorm damage. Limited commercial availability of certain types of insurance relating to windstorm exposure in coastal areas and earthquake exposure mainly in California and the Pacific Northwest may prevent the Company from insuring some of its facilities to full replacement value.

With respect to operations in South Africa, the United Kingdom and Australia, the Company utilizes a combination of locally-procured insurance and global policies to meet contractual insurance requirements and protect the Company. In addition to these policies, the Company's Australian subsidiary carries tail insurance on a general liability policy related to a discontinued contract.

Of the insurance policies discussed above, the Company's most significant insurance reserves relate to workers' compensation, general liability and auto claims. These reserves are undiscounted and were \$52.8 million and \$49.5 million as of December 31, 2015 and 2014, respectively, and are included in Accrued Expenses in the accompanying Consolidated Balance Sheets. The Company uses statistical and actuarial methods to estimate amounts for claims that have been reported but not paid and claims incurred but not reported. In applying these methods and assessing their results, the Company considers such factors as historical frequency and severity of claims at each of its facilities, claim development, payment patterns and changes in the nature of its business, among other factors. Such factors are analyzed for each of the Company's business segments. The Company estimates may be impacted by such factors as increases in the market price for medical services and unpredictability of the size of jury awards. The Company also may experience variability between its estimates and the actual settlement due to limitations inherent in the estimation process, including its ability to estimate costs of processing and settling claims in a timely manner as well as its ability to accurately estimate the Company's exposure at the onset of a claim. Because the Company has high deductible insurance policies, the amount of its insurance expense is dependent on its ability to control its claims experience. If actual losses related to insurance claims significantly differ from the Company's estimates, its financial condition, results of operations and cash flows could be materially adversely impacted.

Comprehensive Income (Loss)

Comprehensive income (loss) represents the change in shareholders' equity from transactions and other events and circumstances arising from non-shareholder sources. The Company's total comprehensive income is comprised of net income attributable to GEO, net income attributable to noncontrolling interests, foreign currency translation adjustments that arise from consolidating foreign operations that do not impact cash flows, net unrealized gains and/ or losses on derivative instruments, and pension liability adjustments in the consolidated statements of shareholders' equity.

The components of accumulated other comprehensive loss attributable to GEO included in the consolidated statement of shareholders' equity are as follows (in thousands):

	Foreign currency translation adjustments, net of tax attributable to The GEO Group, Inc. [1]	Unrealized loss on derivatives, net of tax	Pension adjustments, net of tax	Total
Balance, December 31, 2014	\$ (6,903)	\$ (16,322)	\$ (4,236)	\$ (27,461)
Current-period other comprehensive loss	<u>(4,844)</u>	<u>(1,375)</u>	<u>1,276</u>	<u>(4,943)</u>
Balance, December 31, 2015	<u>\$ (11,747)</u>	<u>\$ (17,697)</u>	<u>\$ (2,960)</u>	<u>\$ (32,404)</u>

[1] The foreign currency translation adjustment, net of tax, related to noncontrolling interests was not significant for the year ended December 31, 2015 or December 31, 2014.

There were no reclassifications out of other comprehensive income (loss) during the year.

Foreign Currency Translation

The Company's foreign operations use their local currencies as their functional currencies. Assets and liabilities of the operations are translated at the exchange rates in effect on the balance sheet date and shareholders' equity is translated at historical rates. Income statement items are translated at the average exchange rates for the year. Any adjustment resulting from translating the financial statements of the foreign subsidiary is reflected as other comprehensive income, net of related tax. Gains and losses on foreign currency transactions are included in the statement of operations.

Derivatives

The Company's primary objective in holding derivatives is to reduce the volatility of earnings and cash flows associated with changes in interest rates. The Company measures its derivative financial instruments at fair value and records derivatives as either assets or liabilities on the balance sheet. For derivatives that are designed as and qualify as effective cash flow hedges, the portion of gain or loss on the derivative instrument effective at offsetting changes in the hedged item is reported as a component of accumulated other comprehensive income and reclassified into earnings when the hedged transaction affects earnings. For derivative instruments that are designated as and qualify as effective fair value hedges, the gain or loss on the derivative instruments as well as the offsetting gain or loss on the hedged items attributable to the hedged risk is recognized in current earnings as interest income (expense) during the period of the change in fair values. For derivative instruments that do not meet the requirements for hedge accounting, changes in fair value are recorded in earnings.

The Company formally documents all relationships between hedging instruments and hedge items, as well as its risk-management objective and strategy for undertaking various hedge transactions. This process includes attributing all derivatives that are designated as cash flow hedges to floating rate liabilities and attributing all derivatives that are designated as fair value hedges to fixed rate liabilities. The Company also assesses whether each derivative is highly effective in offsetting changes in the cash flows of the hedged item. Fluctuations in the value of the derivative instruments are generally offset by changes in the hedged item; however, if it is determined that a derivative is not highly effective as a hedge or if a derivative ceases to be a highly effective hedge, the Company will discontinue hedge accounting prospectively for the affected derivative.

Stock-Based Compensation Expense

The Company recognizes the cost of stock-based compensation awards based upon the grant date fair value of those awards. The Company uses a Black-Scholes option valuation model to estimate the fair value of options awarded. The impact of forfeitures that may occur prior to vesting is also estimated and considered in the amount recognized. Stock-based compensation expense is recognized ratably over the requisite service period, which is typically the vesting period.

The fair value of stock-based option awards was estimated using the Black-Scholes option-pricing model with the following weighted average assumptions for options awarded during years 2015 and 2014 (there were no options awarded during 2013):

	2015	2014
Risk free interest rates	1.00%	0.62%
Expected term	4-5 years	4-5 years
Expected volatility	24%	27%
Expected dividend rate	5.75%	7.00%

The Company uses historical data to estimate award exercises and employee terminations within the valuation model. The expected term of the awards represents the period of time that awards granted are expected to be outstanding and is based on historical data and expected holding periods. For restricted stock share-based awards that contain a performance condition, the achievement of the targets must be probable before any share-based compensation is recorded. If subsequent to initial measurement there is a change in the estimate of the probability of meeting the performance condition, the effect of the change in the estimated quantity of awards expected to vest is recognized by cumulatively adjusting compensation expense. If ultimately the performance targets are not met, for any awards where vesting was previously deemed probable, previously recognized compensation expense will be reversed in the period in which vesting is no longer deemed probable.

For restricted stock share-based awards that contain a market condition, the probability of satisfying the market condition is considered in the estimate of grant-date fair value and previously recorded compensation expense is not reversed if the market condition is never met. The fair value of restricted stock awards granted in 2015, 2014 and 2013 with market-based performance conditions was determined based on a Monte Carlo simulation, which calculates a range of possible outcomes and the probabilities that they will occur, using the following average key assumptions:

	2015	2014	2013
Expected volatility	21.4%	25.6%	26.6%
Beta	0.78	0.74	0.68
Risk free interest rate	0.93%	0.62%	0.42%

Treasury Stock

The Company accounted for repurchases of common stock using the cost method with common stock held in treasury classified as a reduction of shareholders' equity in its Consolidated Balance Sheets. Shares re-issued out of treasury were recorded based on a last-in first-out method. In 2014, the Company retired each share of common stock held in treasury in connection with its merger into GEO REIT.

Earnings Per Share

Basic earnings per share is computed by dividing the income from continuing operations attributable to GEO, and income (loss) from discontinued operations and net income attributable to GEO, by the weighted average number of outstanding shares of common stock. The calculation of diluted earnings per share is similar to that of basic earnings per share, except that the denominator includes the dilutive effect, if any, of common stock equivalents such as stock options and shares of restricted stock.

Recent Accounting Pronouncements

In January 2016, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2016-01, “*Financial Instruments — Overall*,” The main provisions of ASU No. 2016-01 applicable to public business entities are: (i) equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) are required to be measured at fair value with changes in fair value recognized in net income; (ii) simplification of the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; (iii) eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (iv) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (v) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; (vi) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet in the accompanying notes to the financial statements; and (vii) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity’s other deferred tax assets. The amendments resulting from ASU No. 2016-01 are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The implementation of this standard is not expected to have a material impact on the Company’s financial position, results of operations or cash flows.

In November 2015, FASB issued ASU No. 2015-17, “*Income Taxes*,” which simplifies the presentation of deferred income taxes by requiring that all deferred tax assets and liabilities be classified as noncurrent in a classified statement of financial position. Current Generally Accepted Accounting Principles requires entities to separate deferred income tax assets and liabilities into current and noncurrent amounts in a classified statement of financial position. The amendments resulting from ASU No. 2015-17 are effective for public business entities for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The implementation of this standard is not expected to have a material impact on the Company’s financial position, results of operations or cash flows.

In September 2015, FASB issued ASU No. 2015-16, “*Business Combinations*,” which eliminates the requirement to restate prior period financial statements for measurement period adjustments following a business combination. The new guidance requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. The prior period impact of the adjustment should be either presented separately on the face of the income statement or disclosed in the notes. The amendments resulting from ASU No. 2015-16 are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. The amendments in this update should be applied prospectively to adjustments to provisional amounts that occur after the effective date of this update with earlier application permitted for financial statements that have not been issued. The implementation of this standard is not expected to have a material impact on the Company’s financial position, results of operations or cash flows.

In August 2015, FASB issued ASU No. 2015-14 to delay the effective date of ASU No. 2014-09, “*Revenue from Contracts with Customers*,” for public companies from annual periods beginning after December 15, 2016 to annual periods beginning after December 15, 2017. ASU No. 2014-09 clarifies the principles for recognizing revenue and develops a common revenue standard for U.S. GAAP and International Financial Reporting Standards (“IFRS”). The Company intends to adopt ASU No. 2014-09 on its effective date and expects to complete its assessment of whether the adoption of this standard would have a material impact on the Company’s financial position, results of operations or cash flows by late 2016 or early 2017.

In April 2015, FASB issued ASU No. 2015-03 “Interest-Imputation of Interest,” which is intended to simplify the presentation of debt issuance costs. The amendments require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The amendments resulting from ASU No. 2015-03 are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015 with early adoption permitted for financial statements that have not previously been issued. The guidance does not address presentation or subsequent measurement of debt issuance costs related to line-of-credit arrangements. In August 2015, FASB issued ASU No. 2015-15 “Interest-Imputation of Interest (Subtopic 835-30) Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting,” which states that given the absence of authoritative guidance within ASU No. 2015-03 for debt issuance costs related to line-of-credit arrangements, the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The implementation of these standards are not expected to have a material impact on the Company’s financial position, results of operations or cash flows.

In February 2015, FASB issued ASU No. 2015-02 “Consolidation,” which modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities (“VIEs”) or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership, affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships and provides a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. The amendments resulting from ASU No. 2015-02 are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015 with early adoption permitted. The implementation of this standard is not expected to have a material impact on the Company’s financial position, results of operations or cash flows. Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants and the SEC did not, or are not expected to, have a material effect on the Company’s results of operations or financial position.

2. Business Combinations

Soberlink, Inc.

On May 18, 2015, the Company’s wholly-owned subsidiary, B.I. Incorporated (“BI”) acquired 100% of the outstanding common stock of Soberlink, Inc. (“Soberlink”) for cash consideration of \$24.4 million. Soberlink is a leading developer and distributor of mobile alcohol monitoring devices and services. The Company financed the acquisition of Soberlink with borrowings under its revolving credit facility. The allocation of the purchase price for this transaction has not yet been finalized. The primary areas of the preliminary purchase price allocations that are not yet finalized primarily relate to certain deferred tax assets and liabilities. The Company expects to continue to obtain information to assist it in determining the fair value of the net assets acquired at the acquisition date during the measurement period. During the measurement period, the Company has made \$0.7 million in aggregate retrospective adjustments to provisional amounts recognized at the acquisition date, that if known, would have affected the measurement of the amounts recognized at that date. These adjustments primarily relate to deferred tax asset adjustments resulting from the final pre-acquisition tax return filings of the acquired entity. Transaction costs incurred in connection with the acquisition were not significant and have been recorded in general and administrative expenses. As shown below, the Company recorded \$14.2 million of goodwill which is not deductible for tax purposes. The Company believes the acquisition of Soberlink provides strategic benefits and synergies with BI’s existing electronic monitoring services. These factors contributed to the goodwill that was recorded upon consummation of the transaction. The goodwill and net assets are included in the GEO Care business segment. Revenues and earnings from Soberlink have been included in the consolidated results of the company from the date of acquisition through December 31, 2015 and were not significant. Intangible assets consist of technology with an estimated useful life of 8 years and a customer relationship with an estimated useful life of 20 years. The acquired contract in the acquisition of Soberlink is up for renewal on an annual basis.

The purchase price of approximately \$24.4 million has been preliminarily allocated to the estimated fair values of the assets acquired and liabilities assumed as of May 18, 2015 as follows (in '000's):

Accounts receivable and other current assets	\$ 295
Inventory	385
Intangible assets — management contracts.....	5,500
Intangible assets — technology.....	9,700
Total assets acquired.....	15,880
Accounts payable	18
Deferred tax and other tax liabilities	5,670
Total identifiable net assets.....	10,192
Goodwill	14,210
Total consideration paid	\$ 24,402

Additionally, the Company has provided a loan in the amount of \$2.2 million to an entity (“Soberlink Healthcare, LLC”) owned by the former shareholders of Soberlink which is included in Other Non-Current Assets in the accompanying Consolidated Balance Sheet. The loan matures on May 19, 2019 and bears interest at 10.00%. Proceeds from the loan were used by the seller to fund certain research and development activities of another entity owned by the former shareholders (“DevCo, LLC”). The Company has also entered into a license and development agreement with DevCo, LLC whereby the Company will pay an annual fee of \$1.3 million in exchange for a lifetime, royalty free right to use any improvements to the existing technology resident in the product that Soberlink sells. The Company has determined that it has an implicit variable interest in DevCo, LLC and that DevCo, LLC is a variable interest entity. However, the Company has determined that it is not the primary beneficiary of DevCo, LLC since it does not have the power to direct the activities of DevCo, LLC that most significantly impact DevCo, LLC’s economic performance. Nor does the Company have the obligation to absorb the losses of DevCo, LLC. Therefore, the Company does not consolidate this entity. The Company also has determined that Soberlink Healthcare, LLC. is a variable interest entity but the Company is not the primary beneficiary as it does not have the power to direct the activities of Soberlink Healthcare, LLC that most significantly impact its performance. Nor does the Company have the obligation to absorb the losses of Soberlink Healthcare, LLC. Therefore, the Company also does not consolidate this entity.

LCS Corrections Services, Inc.

On February 17, 2015, the Company acquired eight correctional and detention facilities (the “LCS Facilities”) totaling more than 6,500 beds from LCS Corrections Services, Inc., a privately-held owner and operator of correctional and detention facilities in the United States, and its affiliates (collectively, “LCS”). Pursuant to the terms of the definitive asset purchase agreement signed on January 26, 2015, the Company acquired the LCS Facilities for approximately \$307.4 million at closing in an all cash transaction, excluding transaction related expenses of approximately \$2.5 million that were recorded as general and administrative expense during the year ended December 31, 2015. The Company also acquired certain tangible and intangible assets and assumed certain accounts payable and accrued expenses pursuant to the asset purchase agreement. Additionally, LCS has the opportunity to receive an additional payment if the LCS Facilities exceed certain performance targets over an 18-month period ending August 31, 2016 (the “Earnout Payment”). The aggregate amount of the purchase price paid at closing and the Earnout Payment, if achieved, will not exceed \$350 million. This contingent payment had zero fair value ascribed at the date of acquisition since management believes that it is a remote possibility that any such payment will be made. Approximately \$298 million of outstanding debt related to the facilities was repaid at closing using the cash consideration paid by the Company. The Company did not assume any debt as a result of the transaction. The Company financed the acquisition of the LCS Facilities with borrowings under its revolving credit facility.

The purchase price of \$307.4 million has been allocated to the estimated fair values of the assets acquired and liabilities assumed as of February 17, 2015 as follows (in '000's):

Accounts receivable	\$ 9,338
Prepaid expenses and other current assets	183
Property and equipment	119,726
Intangible assets — management contracts	73,200
Total assets acquired	202,447
Accounts payable and accrued expenses	2,442
Total identifiable net assets.....	200,005
Goodwill	107,398
Total consideration paid.....	\$ 307,403

As shown above, the Company recorded \$107.4 million of goodwill which is fully deductible for tax purposes. The Company believes its acquisition of the LCS Facilities provides synergies and strategic benefits which further position the Company to meet the demand for correctional and detention bed space in the United States. These factors contributed to the goodwill that was recorded upon consummation of the transaction. The goodwill and net assets acquired are included in the U.S. Corrections & Detention business segment. Revenues and earnings for LCS have been included in the consolidated results of the Company from the date of acquisition through December 31, 2015 and were \$55.5 million and \$8.5 million, respectively.

Identifiable intangible assets purchased consist of facility management contracts and have an estimated useful life of 20 years. The acquired contracts in the acquisition of the LCS Facilities do not have contract expiration dates and are perpetual in nature.

The following unaudited supplemental pro forma financial information includes the results of operations of the LCS Facilities in 2015 and 2014 and is presented as if the LCS Facilities had been consolidated as of the beginning of the year immediately preceding the date of acquisition. The unaudited supplemental proforma financial information has been provided for illustrative purposes only. The unaudited pro forma financial information does not purport to be indicative of the actual results that would have been achieved by the combined companies for the periods presented, or of the results that may be achieved by the combined companies in the future. Future results may vary significantly from the results reflected in the following unaudited pro forma financial information because of future events and transactions, as well as other factors, many of which are beyond the Company's control.

The unaudited pro forma combined financial information presented below has been prepared by adjusting the historical results of the Company to include the historical results of the acquisition described above. The unaudited pro forma combined historical results were then adjusted (i) to remove one-time acquisition costs of \$1.8 million, net of tax; (ii) to increase amortization expense resulting from the incremental intangible assets acquired in the acquisition by \$3.4 million, net of tax (iii) to increase interest expense as a result of the cash consideration paid by \$7.6 million, net of tax; and (iv) to increase depreciation expense as a result of the property and equipment acquired by \$4.5 million. These adjustments related primarily to the 2014 adjustments to the table below. Amounts included for 2015 in the adjustments above are not significant to be presented separately. The unaudited pro forma financial information does not include any adjustments to reflect the impact of cost savings or other synergies that may result from this acquisition. As noted above, the unaudited pro forma financial information does not purport to be indicative of the actual results that would have been achieved by the combined companies for the periods presented or that may be achieved by the combined companies in the future.

	Year Ended December 31,	
	2015	2014
(unaudited, in thousands)		
Pro forma financial information:		
Revenue	\$ 1,848,351	\$ 1,765,391
Net income	\$ 140,468	\$ 146,091

Protocol Criminal Justice, Inc.

On February 25, 2014, Protocol Criminal Justice, Inc. ("Protocol"), a recently created subsidiary of the Company's B.I. Incorporated ("BI") subsidiary, entered into an Asset Purchase Agreement (the "Agreement") with an unrelated entity, APAC Customer Services, Inc., to acquire certain tangible and intangible assets for cash consideration of \$13.0 million. The final purchase price allocation, which was completed during the second quarter of 2014, resulted in the recognition of intangible assets of \$7.0 million related to acquired management contracts, acquired technology and trade name, and goodwill of \$3.9 million. In addition, the Company acquired accounts receivable, equipment and assumed certain liabilities, none of which were significant. Protocol's activities are included in the GEO Care operating segment.

3. Discontinued Operations

U.S. Corrections & Detention

On April 19, 2012, the Company announced its discontinuation of its managed-only contract with the State of Mississippi Department of Corrections ("MDOC") for the 1,500-bed East Mississippi Correctional Facility ("East Mississippi") effective July 19, 2012. In connection with the discontinuation of East Mississippi, the Company has also discontinued all other management contracts with the MDOC, including its managed-only contracts for the 1,000-bed Marshall County Correctional Facility effective August 13, 2012, and the 1,450-bed Walnut Grove Youth Correctional Facility effective July 1, 2012.

The loss of all management contracts with MDOC resulted in a loss in the overall customer relationship with MDOC as no future significant cash flows will be generated and the Company will have no continuing involvement with MDOC. As such, the results are classified in discontinued operations in accordance with our critical accounting policy on discontinued operations.

Loss from discontinued operations during the year ended December 31, 2013 represents a charge of \$2.3 million of insurance liability claims which are directly related to MDOC. There were no revenues related to the discontinued operations of MDOC for the years ended 2015, 2014 or 2013.

All losses from the above noted discontinued operations included in the Consolidated Statements of Operations is attributable to GEO.

4. Shareholders' Equity

Common Stock

Each holder of the Company's common stock is entitled to one vote per share on all matters to be voted upon by the Company's shareholders. Upon any liquidation, dissolution or winding up of the Company, the holders of common stock are entitled to share equally in all assets available for distribution after payment of all liabilities, subject to the liquidation preference of shares of preferred stock, if any, then outstanding.

Distributions

As a REIT, GEO is required to distribute annually at least 90% of its REIT taxable income (determined without regard to the dividends paid deduction and by excluding net capital gain) and began paying regular quarterly REIT dividends in 2013. The amount, timing and frequency of future dividends, however, will be at the sole discretion of GEO's Board of Directors (the "Board") and will be declared based upon various factors, many of which are beyond GEO's control, including, GEO's financial condition and operating cash flows, the amount required to maintain REIT status and reduce any income taxes that GEO otherwise would be required to pay, limitations on distributions in GEO's existing and future debt instruments, limitations on GEO's ability to fund distributions using cash generated through GEO's TRSs and other factors that GEO's Board may deem relevant.

During the years ended December 31, 2015, 2014 and 2013, GEO declared and paid the following regular cash distributions to its stockholders which were treated for federal income taxes as follows:

Declaration Date	Payment Date	Record Date	Distribution Per Share	Ordinary Dividends		Nondividend Distributions⁽²⁾	Aggregate Payment Amount (millions)
				Qualified⁽¹⁾	Non-Qualified		
January 17, 2013	March 1, 2013	February 15, 2013	\$ 0.50	\$ 0.1551057	\$ 0.3448943	—	\$ 35.7
May 7, 2013	June 3, 2013	May 20, 2013	\$ 0.50	\$ 0.1551057	\$ 0.3448943	—	\$ 35.8
July 30, 2013	August 29, 2013	August 19, 2013	\$ 0.50	\$ 0.1551057	\$ 0.3448943	—	\$ 36.1
November 1, 2013	November 26, 2013	November 14, 2013	\$ 0.55	\$ 0.1706163	\$ 0.3793837	—	\$ 39.6
February 18, 2014	March 14, 2014	March 3, 2014	\$ 0.57	\$ 0.0448272	\$ 0.4154156	\$ 0.1097572	\$ 41.1
April 28, 2014	May 27, 2014	May 15, 2014	\$ 0.57	\$ 0.0448272	\$ 0.4154156	\$ 0.1097572	\$ 41.5
August 5, 2014	August 29, 2014	August 18, 2014	\$ 0.57	\$ 0.0448272	\$ 0.4154156	\$ 0.1097572	\$ 41.4
November 5, 2014	November 26, 2014	November 17, 2014	\$ 0.62	\$ 0.0487594	\$ 0.4518556	\$ 0.1193850	\$ 46.0
February 6, 2015	February 27, 2015	February 17, 2015	\$ 0.62	\$ 0.0529749	\$ 0.4139721	\$ 0.1530530	\$ 46.0
April 29, 2015	May 21, 2015	May 11, 2015	\$ 0.62	\$ 0.0529749	\$ 0.4139721	\$ 0.1530530	\$ 46.3
July 31, 2015	August 24, 2015	August 14, 2015	\$ 0.62	\$ 0.0529749	\$ 0.4139721	\$ 0.1530530	\$ 46.3
November 3, 2015	November 25, 2015	November 16, 2015	\$ 0.65	\$ 0.0555382	\$ 0.4340030	\$ 0.1604588	\$ 48.5

(1) Qualified Dividends represents the portion of the Total Ordinary Dividends which constitutes a "Qualified Dividend", as defined by the Internal Revenue Service.

(2) The amount constitutes a "Return of Capital", as defined by the Internal Revenue Service.

Prospectus Supplement

On May 8, 2013, the Company filed with the Securities and Exchange Commission a prospectus supplement related to the offer and sale from time to time of the Company's common stock at an aggregate offering price of up to \$100 million through sales agents. Sales of shares of the Company's common stock under the prospectus supplement and the equity distribution agreements entered into with the sales agents, if any, may be made in negotiated transactions or transactions that are deemed to be "at the market" ("ATM") offerings as defined in Rule 415 under the Securities Act of 1933. On July 18, 2014, the Company filed with the Securities and Exchange Commission a post-effective amendment to its shelf registration statement on Form S-3 (pursuant to which the prospectus supplement had been filed) as a result of the merger of the Company into GEO REIT effective June 27, 2014. During the year ended December 31, 2014, there were approximately 1.5 million shares of common stock sold under the prospectus supplement for net proceeds of \$54.7 million. There were no shares of the Company's stock sold under the prospectus supplement during the years ended 2015 or 2013.

In September 2014, the Company filed with the Securities and Exchange Commission a new shelf registration statement on Form S-3. On November 10, 2014, in connection with the new shelf registration, the Company filed with the Securities and Exchange Commission a new prospectus supplement related to the offer and sale from time to time of the Company's common stock at an aggregate offering price of up to \$150 million through sales agents. Sales of shares of the Company's common stock under the prospectus supplement and the equity distribution agreements entered into with the sales agents, if any, may be made in negotiated transactions or transactions that are deemed to be "at the market" offerings as defined in Rule 415 under the Securities Act of 1933. There were no shares of the Company's stock issued under this prospectus supplement during the years ended December 31, 2015 or 2014.

Preferred Stock

In April 1994, the Company's Board authorized 30 million shares of "blank check" preferred stock. The Board is authorized to determine the rights and privileges of any future issuance of preferred stock such as voting and dividend rights, liquidation privileges, redemption rights and conversion privileges. As of December 31, 2015, there were no shares of preferred stock outstanding.

Noncontrolling Interests

The Company includes the results of operations and financial position of South African Custodial Management Pty. Limited ("SACM" or the "joint venture"), its majority-owned subsidiary, in its consolidated financial statements. SACM was established in 2001 to operate correctional centers in South Africa. The joint venture currently provides security and other management services for the Kutama Sinthumule Correctional Centre in the Republic of South Africa under a 25-year management contract which commenced in February 2002. The Company's and the second joint venture partner's shares in the profits of the joint venture are 88.75% and 11.25%, respectively. There were no changes in the Company's ownership percentage of the consolidated subsidiary during the years ended December 31, 2015, 2014 and 2013.

5. Equity Incentive Plans

In 2014, the Board of Directors adopted The GEO Group, Inc. 2014 Stock Incentive Plan (the "2014 Plan"), which was approved by the Company's shareholders on May 2, 2014. The 2014 Plan replaced the former GEO Group, Inc. 2006 Stock Incentive Plan (the "2006 Plan"). The 2014 Plan provides for a reserve of 3,083,353 shares, which consists of 2,000,000 new shares of common stock available for issuance and 1,083,353 shares of common stock that were available for issuance under the 2006 Plan prior to the 2014 Plan replacing it. At December 31, 2015, there were 2,680,705 shares of common stock reserved for issuance in connection with awards under the 2014 Plan and outstanding options exercisable for 748,916 shares of common stock under the 2014 Plan. Under the terms of the 2014 Plan, the vesting period and, in the case of stock options, the exercise price per share, are determined by the terms of each plan. All stock options that have been granted under the Company plans are exercisable at the fair market value of the common stock at the date of the grant. Generally, the stock options vest and become exercisable ratably over a four-year period, beginning immediately on the date of the grant. However, the Board of Directors has exercised its discretion to grant stock options that vest 100% immediately for the Chief Executive Officer. All stock options awarded under the 2014 Plan expire no later than ten years after the date of the grant. When options are exercised, the Company issues shares related to exercised options out of common stock.

The Company recognized compensation expense related to the Company plans for the years ended December 31, 2015, 2014 and 2013 as follows (in thousands):

	2015	2014	2013
Stock option plan expense	\$ 727	\$ 1,161	\$ 1,307
Restricted stock expense	\$ 10,982	\$ 7,748	\$ 6,582

Stock Options

A summary of the activity of the Company's stock options plans is presented below:

	Shares (In thousands)	Wtd. Avg. Exercise Price	Wtd. Avg. Remaining Contractual Term (years)	Aggregate Intrinsic Value (In thousands)
Options outstanding at December 31, 2014	664	\$ 23.89	6.77	\$ 10,935
Granted	256	43.15		
Exercised	(123)	22.43		
Forfeited/Canceled	(48)	36.83		
Options outstanding at December 31, 2015	<u>749</u>	<u>\$ 29.98</u>	6.85	\$ 3,057
Options vested and expected to vest at December 31, 2015	716	\$ 29.55	6.76	\$ 3,051
Options exercisable at December 31, 2015	<u>435</u>	<u>\$ 24.04</u>	5.52	\$ 2,951

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (i.e., the difference between the Company's closing stock price on the last trading day of fiscal year 2015 and the exercise price, times the number of shares that are "in the money") that would have been received by the option holders had all option holders exercised their options on December 31, 2015. This amount changes based on the fair value of the Company's stock.

The following table summarizes information relative to stock option activity during the years ended December 31, 2015, 2014 and 2013 (in thousands):

	2015	2014	2013
Intrinsic value of options exercised	\$ 2,000	\$ 5,736	\$ 5,564
Fair value of shares vested	\$ 1,314	\$ 1,095	\$ 1,679

The following table summarizes information about the exercise prices and related information of stock options outstanding under the Company plans at December 31, 2015:

Exercise Prices	Options Outstanding			Options Exercisable		
	Number Outstanding (In thousands)	Wtd. Avg. Remaining Contractual Life	Wtd. Avg. Exercise Price	Number Exercisable	Wtd. Avg. Remaining Contractual Life	Wtd. Avg. Exercise Price
13.72 - 18.23	91	3.62	\$ 17.29	91	3.62	\$ 17.29
18.65 - 22.26	200	4.75	\$ 21.14	200	4.76	\$ 21.14
22.30 - 32.41	227	7.66	\$ 29.38	96	7.24	\$ 27.05
32.41 - 43.15	<u>231</u>	9.13	\$ 43.15	<u>48</u>	8.95	\$ 43.15
Total	<u>749</u>	<u>6.85</u>	<u>\$ 29.98</u>	<u>435</u>	5.52	\$ 24.04

The weighted average grant date fair value of options granted during the year ended December 31, 2015 and 2014 was \$4.26 and \$2.92 per share, respectively. There were 0.3 million options granted during the year ended December 31, 2015. There were 0.2 million options granted during the year ended December 31, 2014. There were no options granted during the year ended December 31, 2013.

The following table summarizes the status of non-vested stock options as of December 31, 2015 and 2014, and changes during the year ending December 31, 2015:

	Number of Shares (In thousands)	Wtd. Avg. Grant Date Fair Value
Options non-vested at December 31, 2014.....	301	\$ 7.30
Granted	256	4.26
Vested	(195)	6.75
Forfeited	(48)	4.08
Options non-vested at December 31, 2015.....	<u>314</u>	<u>\$ 5.66</u>

As of December 31, 2015, the Company had \$0.9 million of unrecognized compensation costs related to non-vested stock option awards that are expected to be recognized over a weighted average period of 1.4 years.

Restricted Stock

During the year ended December 31, 2015, the Company granted approximately 423,000 shares of restricted stock to certain employees and executive officers. Of these awards, 148,500 are market and performance-based awards which will be forfeited if the Company does not achieve certain annual metrics over a three year period from January 1, 2015 to December 31, 2017.

The fair value of restricted stock awards, which do not contain a market-based performance condition, is determined using the closing price of the Company's common stock on the date of the grant and compensation expense is recognized over the vesting period. Generally, the restricted stock awards vest in equal increments over either a three or four year period.

The vesting of these performance-based restricted stock grants are subject to the achievement by GEO of two annual performance metrics as follows: (i) up to 75% of the shares of restricted stock ("TSR Target Award") can vest at the end of a three-year performance period if GEO meets certain total shareholder return ("TSR") performance targets, as compared to the total shareholder return of a peer group of companies, over a three year period from January 1, 2015 to December 31, 2017 and (ii) up to 25% of the shares of restricted stock ("ROCE Target Award") can vest at the end of a three-year period if GEO meets certain return on capital employed ("ROCE") performance targets over a three year period from January 1, 2015 to December 31, 2017. These market and performance awards can vest at between 0% and 200% of the target awards for both metrics. The number of shares shown for the performance-based awards is based on the target awards for both metrics. During the year ended December 31, 2014, the Company granted 306,150 shares of restricted stock to certain employees and executive officers. Of these awards, 90,000 are performance-based awards which will be forfeited if the Company does not achieve certain annual metrics over a three year period from January 1, 2014 to December 31, 2016.

The vesting of the performance-based restricted stock grants awarded in 2014 are subject to the achievement by GEO of two annual performance metrics as follows: (i) up to 75% of the shares of restricted stock ("TSR Target Award") can vest at the end of a three-year performance period if GEO meets certain total shareholder return ("TSR") performance targets, as compared to the total shareholder return of a peer group of companies, over a three year period from January 1, 2014 to December 31, 2016; and (ii) up to 25% of the shares of restricted stock ("ROCE Target Award") can vest at the end of a three-year performance period if GEO meets certain return on capital employed ("ROCE") performance targets over a three year period from January 1, 2014 to December 31, 2016. These performance awards can vest at between 0% and 200% of the target awards for both metrics. The number of shares shown for the performance-based awards is based on the target awards for both metrics.

During the year ended December 31, 2013, the Company granted 345,060 shares of restricted stock to its executive officers and to certain senior employees. Of these awards, 92,810 are performance-based awards which will be forfeited if the Company does not achieve certain annual metrics over a three year period from January 1, 2013 to December 31, 2015. The vesting of the performance-based restricted stock grants awarded in 2013 are subject to the achievement by GEO of two annual performance metrics as follows: (i) up to 75% of the TSR Target Award can vest at the end of a three-year performance period if GEO meets certain TSR performance targets, as compared to the total shareholder return of a peer group of companies, over a three year period from January 1, 2013 to December 31, 2015; and (ii) up to 25% of the ROCE Target Award can vest at the end of a three-year period if GEO meets certain ROCE performance targets over a three year period from January 1, 2013 to December 31, 2015. These performance awards can vest at the end of the three year performance period at between 0% and 200% of the target awards for both metrics. The number of shares shown for the performance-based awards is based on the target awards for both metrics. Based on the combined results of the TSR and ROCE metrics for the three year period from January 1, 2013 to December 31, 2015, approximately 67% of the total 2013 performance awards are eligible for vesting on March 14, 2016.

The metric related to TSR is considered to be a market condition. For share-based awards that contain a market condition, the probability of satisfying the market condition must be considered in the estimate of grant-date fair value. Compensation expense is recognized over the vesting period and previously recorded compensation expense is not reversed if the market condition is never met. Refer to Note 1 — Summary of Business Organization, Operations and Significant Accounting Policies, ***Stock-Based Compensation Expense***, for the assumptions and method used to value these awards.

The metric related to ROCE is considered to be a performance condition. For share-based awards that contain a performance condition, the achievement of the targets must be probable before any share-based compensation expense is recorded. The Company reviews the likelihood of which target in the range will be achieved and if deemed probable, compensation expense is recorded at that time. If subsequent to initial measurement there is a change in the estimate of the probability of meeting the performance condition, the effect of the change in the estimated quantity of awards expected to vest is recognized by cumulatively adjusting compensation expense. If ultimately the performance targets are not met, for any awards where vesting was previously deemed probable, previously recognized compensation expense will be reversed in the period in which vesting is no longer deemed probable. During 2015, 2014 and 2013, the Company deemed the achievement of the target award to be probable and there were no changes in the estimated quantity of awards expected to vest. The fair value of these awards was determined based on the closing price of the Company's common stock on the date of grant.

The following table summarizes the status of restricted stock awards as of December 31, 2015 and 2014, and changes during the year ended December 31, 2015:

	Shares (In thousands)	Wtd. Avg. Grant date Fair value
Restricted stock outstanding at December 31, 2014	724	\$ 30.97
Granted	423	45.83
Vested.....	<u>(249)</u>	<u>24.70</u>
Forfeited/Canceled	<u>(35)</u>	<u>38.25</u>
Restricted stock outstanding at December 31, 2015	863	\$ 39.74

As of December 31, 2015, the Company had \$22.0 million of unrecognized compensation cost that is expected to be recognized over a weighted average period of 1.2 years.

Employee Stock Purchase Plan

The Company previously adopted The GEO Group Inc. 2011 Employee Stock Purchase Plan (the "Plan"), which was approved by the Company's shareholders. The purpose of the Plan, which is qualified under Section 423 of the Internal Revenue Service Code of 1986, as amended, is to encourage stock ownership through payroll deductions by the employees of GEO and designated subsidiaries of GEO in order to increase their identification with the Company's goals and secure a proprietary interest in the Company's success. These deductions are used to purchase shares of the Company's Common Stock at a 5% discount from the then current market price. The Company has made available up to 500,000 shares of its common stock, which were registered with the Securities and Exchange Commission on May 4, 2012, as amended on July 18, 2014, for sale to eligible employees.

The Plan is considered to be non-compensatory. As such, there is no compensation expense required to be recognized. Share purchases under the Plan are made on the last day of each month. During the years ended December 31, 2015, 2014 and 2013, 13,205, 11,196 and 9,794 shares of common stock, respectively, were issued in connection with the Plan.

6. Earnings Per Share

Basic and diluted earnings per share ("EPS") from continuing operations were calculated for the years ended December 31, 2015, 2014, and 2013 respectively, as follows:

Fiscal Year	2015	2014	2013
	(In thousands, except per share data)		
Net Income from continuing operations	\$ 139,315	\$ 143,840	\$ 117,462
Loss (income) attributable to noncontrolling interests	123	90	(62)
Net income attributable to The GEO Group, Inc.	\$ 139,438	\$ 143,930	\$ 117,400
Basic earnings per share attributable to The GEO Group, Inc.:			
Weighted average shares outstanding.....	73,696	72,270	71,116
Per share amount.....	\$ 1.89	\$ 1.99	\$ 1.65
Diluted earnings per share attributable to The GEO Group, Inc.:			
Weighted average shares outstanding.....	73,696	72,270	71,116
Dilutive effect of equity incentive plans.....	299	277	489
Weighted average shares assuming dilution.....	73,995	72,547	71,605
Per share amount.....	\$ 1.88	\$ 1.98	\$ 1.64

For the fiscal year ended December 31, 2015, 240,462 weighted average shares of common stock underlying options were excluded from the computation of diluted EPS because the effect would be anti-dilutive. 210,074 common stock equivalents from restricted shares were anti-dilutive and excluded from the computation of diluted EPS.

For the fiscal year ended December 31, 2014, 65,168 weighted average shares of common stock underlying options were excluded from the computation of diluted EPS because the effect would be anti-dilutive. No common stock equivalents from restricted shares were anti-dilutive.

For the fiscal year ended December 31, 2013, 60,011 weighted average shares of common stock underlying options were excluded from the computation of diluted EPS because the effect would be anti-dilutive. No common stock equivalents from restricted shares were anti-dilutive.

7. Property and Equipment

Property and equipment consist of the following at fiscal year end:

	Useful Life (Years)	2015		2014
		(In thousands)		
Land.....	—	\$ 105,203	\$ 102,349	
Buildings and improvements.....	2 to 50	1,830,736	1,603,081	
Leasehold improvements	1 to 29	268,781	262,224	
Equipment	3 to 10	175,908	153,965	
Furniture, fixtures and computer software	1 to 7	47,417	40,108	
Facility construction in progress		9,337	59,218	
Total.....		\$ 2,437,382	\$ 2,220,945	
Less accumulated depreciation and amortization		(520,996)	(448,779)	
Property and equipment, net		\$ 1,916,386	\$ 1,772,166	

The Company depreciates its leasehold improvements over the shorter of their estimated useful lives or the terms of the leases including renewal periods that are reasonably assured. The Company's construction in progress primarily consists of expansions to facilities that are owned by the Company. Interest capitalized in property and equipment for the years ended December 31, 2015 and December 31, 2014 was not significant. Depreciation expense was \$87.5 million, \$79.8 million and \$78.8 million, respectively, for the years ended December 31, 2015, 2014 and 2013, respectively. At December 31, 2015 and 2014, the Company had \$17.1 million and \$17.1 million, respectively, of assets recorded under capital leases related to land, buildings and improvements. Capital leases are recorded net of accumulated amortization of \$10.1 million and \$9.1 million, at December 31, 2015 and 2014, respectively. Depreciation expense related to assets recorded under capital leases for the years ended December 31, 2015, 2014 and 2013 was \$1.0 million, \$1.3 million and \$1.0 million, respectively, and is included in Depreciation and Amortization in the accompanying consolidated statements of operations.

8. Contract Receivable

On September 16, 2014, GEO's newly formed wholly-owned subsidiary, GEO Ravenhall Pty. Ltd., in its capacity as trustee of another newly formed wholly-owned subsidiary, GEO Ravenhall Trust ("Project Co"), signed the Ravenhall Prison Project Agreement ("Ravenhall Contract") with the State of Victoria (the "State") for the development and operation of a new 1,000-bed facility in Ravenhall, a locality near Melbourne, Australia under a Public-Private Partnership financing structure. The facility will also have the capacity to house 1,300 inmates should the State have the need for additional beds in the future. The design and construction phase ("D&C Phase") of the agreement began in September 2014 with completion expected towards the end of 2017. Project Co is the primary developer during the D&C Phase and has subcontracted with a bonded international design and build contractor to design and construct the facility. Once constructed and commercially accepted, GEO's wholly-owned subsidiary, the GEO Group Australasia Pty. Ltd. ("GEO Australia") will operate the facility under a 25-year management contract ("Operating Phase"). During the D&C Phase, GEO Australia will also provide construction management and consultant services to the State.

The cost of the project during the D&C Phase will be funded by debt financing along with a capital contribution by GEO in the amount of AUD 115 million, or \$84.0 million, based on exchange rates at December 31, 2015, which is expected to be contributed in January 2017. Another wholly-owned subsidiary of GEO, Ravenhall Finance Co Pty. Limited ("Finance Co"), has entered into a syndicated facility agreement with National Australia Bank Limited to provide the debt financing for the project. Refer to Note 15 — Debt. In order to fix the interest rate on this variable non-recourse debt, Finance Co has entered into interest rate swap agreements. Refer to Note 10 — Derivative Financial Instruments. Upon completion and commercial acceptance of the facility, in accordance with the Ravenhall Contract, the State will make a lump sum payment of AUD 310 million, or \$226.3 million, based on exchange rates as of December 31, 2015, towards a portion of the outstanding balance.

During the D&C Phase, the Company recognizes revenue as earned on a percentage of completion basis measured by the percentage of costs incurred to date as compared to the estimated total costs for the design and construction of the facility. Costs incurred and estimated earnings in excess of billings is classified as Contract Receivable in the accompanying consolidated balance sheets. The balance of the Contract Receivable at December 31, 2015 is \$174.1 million which is recorded at net present value based on the timing of expected future settlement. Interest income is recorded as earned using an effective interest rate of 8.97%. As the primary contractor, Project Co is exposed to the various risks associated with the D&C Phase. Accordingly, the Company will record construction revenue on a gross basis and include the related costs of construction activities in operating expenses within the Facility Construction & Design segment. Reimbursable pass through costs are excluded from revenues and expenses.

9. Investment in Direct Finance Leases

The Company's investment in direct finance leases relates to the financing and management of one Australian facility. The Company's wholly-owned Australian subsidiary financed the facility's development with long-term debt obligations, which are non-recourse to the Company.

The future minimum rentals to be received are as follows:

Fiscal Year	Annual Repayment (In thousands)
2016.....	\$ 7,093
2017.....	1,921
Total minimum obligation.....	\$ 9,014
Less unearned interest income	(727)
Less current portion of direct finance lease (included in Prepaid expenses and other current assets)	(6,461)
Long term portion of investment in direct finance lease.....	\$ 1,826

10. Derivative Financial Instruments

The Company's primary objective in holding derivatives is to reduce the volatility of earnings and cash flows associated with changes in interest rates. The Company measures its derivative financial instruments at fair value.

Australia — Fullham

The Company's Australian subsidiary is a party to an interest rate swap agreement to fix the interest rate on the variable rate non-recourse debt to 9.7%. The Company has determined the swap, which has a notional amount of \$50.9 million, payment and expiration dates, and call provisions that coincide with the terms of the non-recourse debt, to be an effective cash flow hedge. Accordingly, the Company records the change in the value of the interest rate swap in accumulated other comprehensive income, net of applicable income taxes. Total net unrealized gain (loss) recognized in the periods and recorded in accumulated other comprehensive income (loss), net of tax, related to this cash flow hedge was not significant for the years ended December 31, 2015 and 2014, respectively. The net unrealized gain (loss) for the years ended December 31, 2015 and 2014 was also not significant. The total value of the swap liability as of December 31, 2015 and 2014 was \$0.1 million and \$0.2 million, respectively, and is recorded as a component of other liabilities in the accompanying consolidated balance sheets. There was no material ineffectiveness of this interest rate swap for the periods presented. The Company does not expect to enter into any transactions during the next twelve months which would result in the reclassification into earnings or losses associated with this swap currently reported in accumulated other comprehensive income (loss).

Australia — Ravenhall

In September 2014, the Company's Australian subsidiary entered into interest rate swap agreements to fix the interest rate on its variable rate non-recourse debt related to a prison project in Ravenhall, a locality near Melbourne, Australia to 3.3% during the design and construction phase and 4.2% during the project's operating phase. Refer to Note 8 — Contract Receivable. The swaps' notional amounts coincide with construction draw fixed commitments throughout the project. At December 31, 2015, the swaps had a notional value of approximately AUD 267.8 million, or \$195.5 million, based on exchange rates at December 31, 2015, related to the outstanding draws for the design and construction phase and approximately AUD 466.3 million, or \$340.4 million, based on exchange rates at December 31, 2015, related to future construction draws. The Company has determined that the swaps have payment, expiration dates and provisions that coincide with the terms of the non-recourse debt and the critical terms of the swap agreements and construction draw fixed commitments are the same and are therefore considered to be effective cash flow hedges. Accordingly, the Company records the change in the fair value of the interest rate swaps in accumulated other comprehensive income, net of applicable income taxes. Total unrealized losses recorded in other comprehensive income, net of tax, related to this cash flow hedge were approximately \$1.5 million during the year ended December 31, 2015. The total fair value of the swap liability as of December 31, 2015 was \$20.7 million and is recorded as a component of Other Non-Current Liabilities within the accompanying consolidated balance sheet. There was no material ineffectiveness for the periods presented. The Company does not expect to enter into any transactions during the next twelve months which would result in the reclassification into earnings or losses associated with these swaps currently reported in accumulated other comprehensive income (loss).

Additionally, upon completion and commercial acceptance of the prison project, the State, in accordance with the prison contract, will make a lump sum payment of AUD 310 million, or \$226.3 million, based on exchange rates at December 31, 2015, towards a portion of the outstanding balance which will be used to pay down the principal of the non-recourse debt. The Company's Australian subsidiary also entered into interest rate cap agreements in September 2014 giving the Company the option to cap the interest rate on its variable non-recourse debt related to the project in the event that the completion of the prison project is delayed which could delay the State's payment. The Company paid \$1.7 million for the interest rate cap agreements. These instruments do not meet the requirements for hedge accounting, and therefore, changes in fair value of the interest rate caps are recorded in earnings. During the year ended December 31, 2015 the Company recorded a loss of \$0.4 million related to a decline in the fair value of the interest rate cap assets. As of December 31, 2015, the interest rate cap assets had a fair value of \$0.1 million which is included in Other Non-Current Assets in the accompanying consolidated balance sheet.

11. Goodwill and Other Intangible Assets, Net

Changes in the Company's goodwill balances recognized during the years ended December 31, 2015 and 2014 were as follows (in thousands):

	December 31, 2014	Acquisitions	Foreign currency translation	December 31, 2015
U.S. Corrections & Detention.....	\$ 170,376	\$ 107,398	\$ —	\$ 277,774
GEO Care.....	323,047	14,210	—	337,257
International Services	467	—	(60)	407
Total Goodwill.....	<u>\$ 493,890</u>	<u>\$ 121,608</u>	<u>\$ (60)</u>	<u>\$ 615,438</u>

	December 31, 2013	Acquisition	Foreign currency translation	December 31, 2014
U.S. Corrections & Detention	\$ 170,376	—	\$ —	\$ 170,376
GEO Care	319,159	3,888	—	323,047
International Services	661	—	(194)	467
Total Goodwill	<u>\$ 490,196</u>	<u>\$ 3,888</u>	<u>\$ (194)</u>	<u>\$ 493,890</u>

Intangible assets consisted of the following as of December 31, 2015 and December 31, 2014 (in thousands):

	December 31, 2015			December 31, 2014			
	Weighted Average Useful Life (years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Facility management contracts.....	15.6	\$ 233,041	\$ (71,538)	\$ 161,503	\$ 154,591	\$ (56,396)	\$ 98,195
Technology	7.3	33,700	(16,255)	17,445	24,000	(12,120)	11,880
Trade names.....	Indefinite	<u>45,200</u>	—	<u>45,200</u>	<u>45,200</u>	—	<u>45,200</u>
Total acquired intangible assets.....		<u>\$ 311,941</u>	<u>\$ (87,793)</u>	<u>\$ 224,148</u>	<u>\$ 223,791</u>	<u>\$ (68,516)</u>	<u>\$ 155,275</u>

The accounting for recognized intangible assets is based on the useful lives to the reporting entity. Intangible assets with finite useful lives are amortized over their useful lives and intangible assets with indefinite useful lives are not amortized. The Company estimates the useful lives of its intangible assets taking into consideration (i) the expected use of the asset by the Company, (ii) the expected useful lives of other related assets or groups of assets, (iii) legal or contractual limitations, (iv) the Company's historical experience in renewing or extending similar arrangements, (v) the effects of obsolescence, demand, competition and other economic factors and (vi) the level of maintenance expenditures required to obtain the expected cash flows from the asset.

Amortization expense was \$19.3 million, \$15.2 million and \$14.6 million for the years ended December 31, 2015, 2014 and 2013, respectively, and primarily related to the U.S. Corrections & Detention and GEO Care segments' amortization of intangible assets for acquired management contracts. The Company relies on its historical experience in determining the useful life of facility management contracts. The Company makes assumptions related to acquired facility management contracts based on the competitive environment for individual contracts, our historical success rates in retaining contracts, the supply of available beds in the market, changes in legislation, the projected profitability of the facilities and other market conditions. As of December 31, 2015, the weighted average period before the next contract renewal or extension for the facility management contracts was approximately 1.8 years. Although the facility management contracts acquired have renewal and extension terms in the near term, the Company has historically maintained these relationships beyond the contractual periods.

Estimated amortization expense related to the Company's finite-lived intangible assets for 2016 through 2020 and thereafter is as follows (in thousands):

Fiscal Year	Total Amortization Expense
2016	\$ 20,352
2017	20,320
2018	17,460
2019	17,132
2020	17,133
Thereafter.....	86,551
	\$ 178,948

12. Financial Instruments

The following table provides a summary of the Company's significant financial assets and liabilities carried at fair value and measured on a recurring basis (in thousands):

	Carrying Value at December 31, 2015	Fair Value Measurements at December 31, 2015			
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:					
Restricted investments:					
Rabbi Trust	\$ 13,071	\$ —	\$ 13,071	\$ —	
Fixed income securities	\$ 1,717	\$ —	\$ 1,717	\$ —	
Interest rate cap derivatives	\$ 93	\$ —	\$ 93	\$ —	
Liabilities:					
Interest rate swap derivatives	\$ 20,835	\$ —	\$ 20,835	\$ —	

	Carrying Value at December 31, 2014	Fair Value Measurements at December 31, 2014			
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:					
Restricted investments:					
Rabbi Trust	\$ 11,281	\$ —	\$ 11,281	\$ —	
Fixed income securities	\$ 1,966	\$ —	\$ 1,966	\$ —	
Interest rate cap derivatives	570		570		
Liabilities:					
Interest rate swap derivatives	\$ 19,248	\$ —	\$ 19,248	\$ —	

The Company's level 2 financial instruments included in the tables above as of December 31, 2015 and 2014 consist of the Company's rabbi trust established for GEO employee and employer contributions to The GEO Group, Inc. Non-qualified Deferred Compensation Plan, interest rate swaps and interest rate caps held by our Australian subsidiaries and an investment in Canadian dollar denominated fixed income securities. The Company's restricted investment in the Rabbi Trust is invested in Company owned life insurance policies which are recorded at their cash surrender values. These investments are valued based on the underlying investments held in the policies' separate account. The Australian subsidiaries' interest rate swaps and interest rate caps are valued using a discounted cash flow model based on projected Australian borrowing rates. The Canadian dollar denominated securities, not actively traded, are valued using quoted rates for these and similar securities.

13. Fair Value of Assets and Liabilities

The Company's Consolidated Balance Sheets reflect certain financial instruments at carrying value. The following table presents the carrying values of those instruments and the corresponding estimated fair values (in thousands):

Estimated Fair Value Measurements at December 31, 2015						
	Carrying Value as of December 31, 2015	Total Fair Value	Level 1	Level 2	Level 3	
Assets:						
Cash and cash equivalents	\$ 59,638	\$ 59,638	\$ 59,638	\$ —	\$ —	
Restricted cash and investments	15,654	15,654	11,536	4,118	—	
Liabilities:						
Borrowings under Senior Credit Facility	\$ 777,500	\$ 777,500	\$ —	\$ 777,500	\$ —	
5.875% Senior Notes due 2024.....	250,000	245,783	—	245,783	—	
5.125% Senior Notes	300,000	285,189	—	285,189	—	
5.875% Senior Notes due 2022.....	250,000	248,125	—	248,125	—	
6.625% Senior Notes	300,000	308,625	—	308,625	—	
Non-recourse debt, Australian subsidiary	204,539	204,531	—	204,531	—	
Other non-recourse debt, including current portion	42,592	43,353	—	43,353	—	

Estimated Fair Value Measurements at December 31, 2014						
	Carrying Value as of December 31, 2014	Total Fair Value	Level 1	Level 2	Level 3	
Assets:						
Cash and cash equivalents	\$ 41,337	\$ 41,337	\$ 41,337	\$ —	\$ —	
Restricted cash.....	12,638	12,638	3,889	8,749	—	
Liabilities:						
Borrowings under Senior Credit Facility	\$ 365,500	\$ 364,411	\$ —	\$ 364,411	\$ —	
5.875% Senior Notes due 2024.....	250,000	256,720	—	256,720	—	
5.125% Senior Notes	300,000	315,750	—	315,750	—	
5.875% Senior Notes due 2022.....	300,000	296,814	—	296,814	—	
6.625% Senior Notes	250,000	256,720	—	256,720	—	
Non-recourse debt, Australian subsidiary	95,714	95,871	—	95,871	—	
Other non-recourse debt, including current portion	48,836	52,016	—	52,016	—	

The fair values of the Company's cash and cash equivalents, and restricted cash approximates the carrying values of these assets at December 31, 2015 and 2014. Restricted cash consists of money market funds, commercial paper and time deposits used for payments on the Company's non-recourse debt and asset replacement funds contractually required to be maintained at the Company's Australian subsidiary. The fair value of the money market funds is based on quoted market prices (level 1) and the fair value of commercial paper and time deposits is based on market prices for similar instruments (level 2). The fair values of the Company's 6.625% senior unsecured notes due 2021 (the "6.625% Senior Notes"), 5.125% Senior Notes due 2023 (the "5.125% Senior Notes"), 5.875% Senior Notes due 2022 (the "5.875% Senior Notes due 2022") and the 5.875% Senior Notes due 2024 (the "5.875% Senior Notes"), although not actively traded, are based on published financial data for these instruments. The fair value of the Company's non-recourse debt related to Washington Economic Development Finance Authority ("WEDFA") is based on market prices for similar instruments. The fair value of the non-recourse debt related to the Company's Australian subsidiary is estimated using a discounted cash flow model based on current Australian borrowing rates for similar instruments. The fair value of borrowings under the Senior Credit Facility is based on an estimate of trading value considering the Company's borrowing rate, the undrawn spread and similar instruments.

14. Accrued Expenses and other current liabilities

Accrued expenses and other current liabilities consisted of the following (in thousands):

	2015	2014
Accrued interest.....	\$ 25,030	\$ 26,373
Accrued bonus.....	10,444	12,049
Accrued insurance.....	53,745	50,470
Accrued property and other taxes.....	16,656	15,980
Construction retainage.....	1,463	3,412
Other.....	28,145	32,328
Total.....	\$ 135,483	\$ 140,612

15. Debt

Debt consisted of the following (in thousands):

	2015	2014
Senior Credit Facility:		
Term loan	\$ 292,500	\$ 295,500
Revolver	485,000	70,000
Total Senior Credit Facility.....	\$ 777,500	\$ 365,500
5.875% Senior Notes		
Notes Due in 2024.....	\$ 250,000	250,000
5.125% Senior Notes:		
Notes Due in 2023.....	\$ 300,000	\$ 300,000
5.875% Senior Notes		
Notes Due in 2022.....	\$ 250,000	\$ 250,000
6.625% Senior Notes:		
Notes Due in 2021.....	\$ 300,000	\$ 300,000
Non-Recourse Debt :		
Non-Recourse Debt.....	\$ 247,679	\$ 145,262
Discount on Non-Recourse Debt.....	(548)	(712)
Total Non-Recourse Debt.....	\$ 247,131	\$ 144,550
Capital Lease Obligations	9,856	10,924
Other debt.....	1,370	421
Total debt.....	\$ 2,135,857	\$ 1,621,395
Current portion of capital lease obligations, long-term debt and non-recourse debt	(17,141)	(16,752)
Capital Lease Obligations, long-term portion	(8,693)	(9,856)
Non-Recourse Debt, long-term portion.....	(234,467)	(131,968)
Long-Term Debt.....	\$ 1,875,556	\$ 1,462,819

Credit Agreement

On August 27, 2014, the Company executed a second amended and restated credit agreement by and among the Company and GEO Corrections Holdings, Inc., our wholly-owned subsidiary, as Borrowers, BNP Paribas, as Administrative Agent, and the lenders who are, or may from time to time become, a party thereto (the "Credit Agreement").

The Credit Agreement evidences a credit facility (the "Credit Facility") consisting of a \$296.3 million term loan (the "Term Loan") bearing interest at LIBOR plus 2.50% (with a LIBOR floor of .75%), and a \$700.0 million revolving credit facility (the "Revolver") initially bearing interest at LIBOR plus 2.25% (with no LIBOR floor) together with AUD 225.0 million available solely for the issuance of financial letters of credit and performance letters of credit, in each case denominated in Australian Dollars (the "Australian LC Facility").

The interest rate is subject to a pricing grid based upon the Company's total leverage ratio. Amounts to be borrowed by the Company under the Credit Agreement are subject to the satisfaction of customary conditions to borrowing. The Revolver component is scheduled to mature on August 27, 2019 and the Term Loan component is scheduled to mature on April 3, 2020. In connection with the amendment, the Company wrote off approximately \$0.4 million of deferred financing costs pertaining to the former credit facility in 2014, which is included in interest expense. The Company capitalized \$4.6 million of deferred finance costs in connection with the new Credit Facility.

The Credit Agreement contains certain customary representations and warranties, and certain customary covenants that restrict the Company's ability to, among other things (i) create, incur or assume any indebtedness, (ii) create, incur, assume or permit liens, (iii) make loans and investments, (iv) engage in mergers, acquisitions and asset sales, (v) make certain restricted payments, (vi) issue, sell or otherwise dispose of capital stock, (vii) engage in transactions with affiliates, (viii) allow the total leverage ratio to exceed 5.75 to 1.00, allow the senior secured leverage ratio to exceed 3.50 to 1.00 or allow the interest coverage ratio to be less than 3.00 to 1.00, (ix) cancel, forgive, make any voluntary or optional payment or prepayment on, or redeem or acquire for value any senior notes, except as permitted, (x) alter the business the Company conducts, and (xi) materially impair the Company's lenders' security interests in the collateral for its loans.

Events of default under the Credit Agreement include, but are not limited to, (i) the Company's failure to pay principal or interest when due, (ii) the Company's material breach of any representation or warranty, (iii) covenant defaults, (iv) liquidation, reorganization or other relief relating to bankruptcy or insolvency, (v) cross default under certain other material indebtedness, (vi) unsatisfied final judgments over a specified threshold, (vii) certain material environmental liability claims which have been asserted against the Company, and (viii) a change in control. The Company was in compliance with all of the financial covenants of the Credit Agreement as of December 31, 2015.

All of the obligations under the Credit Agreement are unconditionally guaranteed by certain domestic subsidiaries of the Company and the Credit Agreement and the related guarantors are secured by a perfected first-priority pledge of substantially all of the Company's present and future tangible and intangible domestic assets and all present and future tangible and intangible domestic assets of each guarantor, including but not limited to a first-priority pledge of all of the outstanding capital stock owned by the Company and each guarantor in their domestic subsidiaries.

As of December 31, 2015, the Company had \$292.5 million in aggregate borrowings outstanding under the Term Loan, \$485.0 million in borrowings under the Revolver, and approximately \$54.3 million in letters of credit which left \$160.7 million in additional borrowing capacity under the Revolver. In addition, the Company has the ability to increase the Senior Credit Facility by an additional \$350.0 million, subject to lender demand and prevailing market conditions and satisfying the relevant borrowing conditions thereunder. The weighted average interest rate on outstanding borrowings under the Credit Agreement as of December 31, 2015 was 3.1%. At December 31, 2015, the Company had approximately AUD 215.0 million in letters of credit outstanding under the Australian LC Facility in connection with certain performance and financing guarantees related to the Ravenhall Prison Project.

5.875% Senior Notes due 2024

On September 25, 2014, the Company completed an offering of \$250.0 million aggregate principal amount of senior unsecured notes (the "5.875% Senior Notes due 2024"). The notes will mature on October 15, 2024 and have a coupon rate and yield to maturity of 5.875%. Interest is payable semi-annually in cash in arrears on April 15 and October 15, beginning April 15, 2015. The 5.875% Senior Notes due 2024 are guaranteed on a senior unsecured basis by all the Company's restricted subsidiaries that guarantee obligations. The 5.875% Senior Notes due 2024 rank equally in right of payment with any unsecured, unsubordinated indebtedness of the Company and the guarantors, including the Company's 6.625% senior notes due 2021, the 5.875% senior notes due 2022, the 5.125% senior notes due 2023, and the guarantors' guarantees thereof, senior in right of payment to any future indebtedness of the Company and the guarantors that is expressly subordinated to the 5.875% Senior Notes due 2024 and the guarantees, effectively junior to any secured indebtedness of the Company and the guarantors, including indebtedness under the Company's senior credit facility, to the extent of the value of the assets securing such indebtedness, and structurally junior to all obligations of the Company's subsidiaries that are not guarantors. The sale of the 5.875% Senior Notes due 2024 was registered under the Company's automatic shelf registration statement on Form S-3 filed on September 12, 2014, as supplemented by the Preliminary Prospectus Supplement filed on September 22, 2014 and the Prospectus Supplement filed on September 24, 2014. The Company capitalized \$4.6 million of deferred financing costs in connection with the offering.

At any time on or prior to October 15, 2017, the Company may on any one or more occasions redeem up to 35% of the aggregate principal amount of outstanding 5.875% Senior Notes due 2024 issued under the indenture governing the 5.875% Senior Notes due 2024 (including any additional notes) at a redemption price of 105.875% of their principal amount, plus accrued and unpaid interest, if any, to the redemption date. In addition, the Company may, at its option, redeem the 5.875% Senior Notes due 2024 in whole or in part before October 15, 2019 at a redemption price equal to 100% of the principal amount of the 5.875% Senior Notes due 2024 being redeemed plus a “make-whole” premium, together with accrued and unpaid interest, if any, to the redemption date. Lastly, the Company may, at its option, redeem the 5.875% Senior Notes due 2024 in whole or in part on or after October 15, 2019 through 2024 and thereafter as indicated below:

Year	Percentage
2019	102.938%
2020	101.958%
2021	100.979%
2022 and thereafter	100.000%

The indenture contains covenants which, among other things, limit the ability of the Company and its restricted subsidiaries to incur additional indebtedness or issue preferred stock, make dividend payments or other restricted payments (other than the payment of dividends or other distributions, or any other actions necessary to maintain the Company’s status as a real estate investment trust), create liens, sell assets, engage in sale and lease back transactions, create or permit restrictions on the ability of the restricted subsidiaries to pay dividends or make other distributions to the Company, enter into transactions with affiliates, and enter into mergers, consolidations or sales of all or substantially all of their assets. These covenants are subject to a number of limitations and exceptions as set forth in the indenture.

The indenture also contains events of default with respect to, among other things, the following: failure by the Company to pay interest on the 5.875% Senior Notes due 2024 when due, which failure continues for 30 days; failure by the Company to pay the principal of, or premium, if any, on, the 5.875% Senior Notes due 2024 when due; failure by the Company or any of its restricted subsidiaries to comply with their obligations to offer to repurchase the 5.875% Senior Notes due 2024 at the option of the holders of the 5.875% Senior Notes due 2024 upon a change of control, to offer to redeem the 5.875% Senior Notes due 2024 under certain circumstances in connection with asset sales with excess proceeds in excess of \$25.0 million or to observe certain restrictions on mergers, consolidations and sales of substantially all of their assets; the failure by the Company or any guarantor to comply with any of the other agreements in the indenture, which failure continues for 60 days after notice; and certain events of bankruptcy or insolvency of GEO or a restricted subsidiary that is a significant subsidiary or any group of restricted subsidiaries that together would constitute a significant subsidiary. The Company was in compliance with all of the financial covenants of the indenture governing the 5.875% Senior Notes due 2024 as of December 31, 2015.

5.125% Senior Notes

On March 19, 2013, the Company completed an offering of \$300.0 million aggregate principal amount of senior unsecured notes in a private offering under the Indenture dated as of March 19, 2013 among GEO, certain of its domestic subsidiaries, as guarantors, and Wells Fargo Bank, National Association, as trustee. The 5.125% Senior Notes were offered and sold to “qualified institutional buyers” in accordance with Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons in accordance with Regulation S under the Securities Act. The notes will mature on April 1, 2023 and have a coupon rate and yield to maturity of 5.125%. Interest is payable semi-annually on April 1 and October 1 each year, beginning October 1, 2013. The 5.125% Senior Notes are guaranteed on a senior unsecured basis by all of the Company’s restricted subsidiaries that guarantee obligations under the Senior Credit Facility, the Company’s 6.625% Senior Notes, the Company’s 5.875% Senior Notes due 2022 and the 5.875% Senior Notes due 2024. The 5.125% Senior Notes and the guarantees are the Company’s general unsecured senior obligations and rank equally in right of payment with all of the Company’s and the guarantors’ existing and future unsecured senior debt, including the Company’s 6.625% Senior Notes, the 5.875% Senior Notes due 2022 and the 5.875% Senior Notes due 2024. The 5.125% Senior Notes and the guarantees are effectively subordinated to any of the Company’s and the guarantors’ existing and future secured debt to the extent of the value of the assets securing such debt, including all anticipated borrowings under the Senior Credit Facility. The 5.125% Senior Notes are structurally subordinated to all existing and future liabilities (including trade payables) of the Company’s subsidiaries that do not guarantee the 5.125% Senior Notes.

At any time on or prior to April 1, 2016, the Company may on any one or more occasions redeem up to 35% of the aggregate principal amount of outstanding 5.125% Senior Notes issued under the indenture governing the 5.125% Senior Notes (including any additional notes) at a redemption price of 105.125% of their principal amount plus accrued and unpaid interest and Liquidated Damages (as defined in the indenture), if any, to the redemption date, with the net cash proceeds of one or more equity offerings (as defined in the indenture); provided, that: (1) at least 65% of the aggregate principal amount of notes issued under the indenture (including any additional notes) remains outstanding immediately after the occurrence of such redemption (excluding notes held by us and our Subsidiaries); and (2) the redemption occurs within 90 days of the date of the closing of such equity offering.

At any time prior to April 1, 2018, the Company may, at its option, redeem all or a part of the 5.125% Senior Notes upon not less than 30 days nor more than 60 days prior notice at a redemption price equal to the sum of (i) 100% of the principal amount thereof, plus (ii) the Applicable Premium (as defined in the indenture) as of the date of redemption, plus (iii) accrued and unpaid interest and Liquidated Damages, if any, to the date of redemption. On or after April 1, 2018, the Company may, at its option, redeem all or a part of the 5.125% Senior Notes upon not less than 30 days nor more than 60 days notice at the redemption prices (expressed as percentages of principal amount) set forth below, plus accrued and unpaid interest and Liquidated Damages, if any, on the 5.125% Senior Notes redeemed, to the applicable redemption date, if redeemed during the 12 months period beginning on April 1 of the years indicated below:

Year	Percentage
2018	102.563%
2019	101.708%
2020	100.854%
2021 and thereafter	100.000%

On April 3, 2013, the Company's Prior Senior Credit Facility was refinanced and a portion of the proceeds of the 5.125% Senior Notes were used to pay the outstanding Prior Term Loans under the Senior Credit Facility. Loan costs of \$6.8 million were incurred and capitalized in connection with the issuance of the 5.125% Senior Notes. The Company incurred a \$4.4 million loss on extinguishment of debt related to unamortized deferred financing costs and unamortized debt discount pertaining to the Prior Senior Credit Facility and \$1.1 million in fees related to the new Credit Agreement.

If there is a "change of control" (as defined in the Indenture), holders of the 5.125% Senior Notes will have the right to cause GEO to repurchase their 5.125% Senior Notes at a price equal to 101% of the principal amount of the 5.125% Senior Notes repurchased plus accrued and unpaid interest and Liquidated Damages, if any, to the purchase date.

The indenture governing the 5.125% Senior Notes contains certain covenants, including limitations and restrictions on the Company and its restricted subsidiaries' ability to: incur additional indebtedness or issue preferred stock; make dividend payments or other restricted payments; create liens; sell assets; enter into transactions with affiliates; and enter into mergers, consolidations or sales of all or substantially all of the Company's assets. As of the date of the indenture, all of the Company's subsidiaries, other than certain dormant domestic and other subsidiaries and all foreign subsidiaries in existence on the date of the indenture, were restricted subsidiaries. The Company's failure to comply with certain of the covenants under the indenture governing the 5.125% Senior Notes could cause an event of default of any indebtedness and result in an acceleration of such indebtedness. In addition, there is a cross-default provision which becomes enforceable upon failure of payment of indebtedness at final maturity. The Company's unrestricted subsidiaries will not be subject to any of the restrictive covenants in the indenture. The Company was in compliance with all of the financial covenants of the indenture governing the 5.125% Senior Notes as of December 31, 2015.

The indenture also contains events of default with respect to, among other things, the following: failure by the Company to pay interest and Liquidated Damages, if any, on the 5.125% Senior Notes when due, which failure continues for 30 days; failure by the Company to pay the principal of, or premium, if any, on, the 5.125% Senior Notes when due; failure by the Company or any of its restricted subsidiaries to comply with their obligations to offer to repurchase the 5.125% Senior Notes at the option of the holders of the 5.125% Senior Notes upon a change of control, to offer to redeem notes under certain circumstances in connection with asset sales with "excess proceeds" (as defined in the indenture) in excess of \$25.0 million or to observe certain restrictions on mergers, consolidations and sales of substantially all of their assets; the failure by the Company or any guarantor to comply with any of the other agreements in the indenture, which failure continues for 60 days after notice; and certain events of bankruptcy or insolvency of the Company or a restricted subsidiary that is a significant subsidiary or any group of restricted subsidiaries that together would constitute a significant subsidiary.

Under the terms of a registration rights agreement dated as of March 19, 2013, among GEO, the guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as the representative of the initial purchasers of the 5.125% Senior Notes, GEO agreed to register under the Securities Act notes having terms identical in all material respects to the 5.125% Senior Notes (the "5.125% Exchange Notes") and to make an offer to exchange the 5.125% Exchange Notes for the 5.125% Senior Notes. GEO filed the registration statement on May 30, 2013 which was declared effective on September 12, 2013. GEO launched the exchange offer on September 13, 2013 and the exchange offer expired on October 11, 2013.

5.875% Senior Notes due 2022

On October 3, 2013, the Company completed an offering of \$250.0 million aggregate principal amount of senior notes due 2022 (the “5.875% Senior Notes due 2022”) in a private offering under the Indenture dated as of October 3, 2013 among GEO, certain of its domestic subsidiaries, as guarantors, and Wells Fargo Bank, National Association, as trustee. The 5.875% Senior Notes due 2022 were offered and sold to “qualified institutional buyers” in accordance with Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in accordance with Regulations S under the Securities Act. The 5.875% Senior Notes due 2022 were issued at a coupon rate and yield to maturity of 5.875%. Interest on the 5.875% Senior Notes due 2022 is payable semi-annually in cash in arrears on January 15 and July 15, commencing on January 15, 2014. The 5.875% Senior Notes due 2022 mature on January 15, 2022. The 5.875% Senior Notes due 2022 and the guarantees are the Company’s general unsecured senior obligations and rank equally in right of payment with all of the Company’s and the guarantors’ existing and future unsecured senior debt, including the Company’s 6.625% Senior Notes, the 5.125% Senior Notes and the 5.875% Senior Notes due 2024. The 5.875% Senior Notes due 2022 and the guarantees are effectively subordinated to any of the Company’s and the guarantors’ existing and future secured debt to the extent of the value of the assets securing such debt, including all anticipated borrowings under the Senior Credit Facility. The 5.875% Senior Notes due 2022 are structurally subordinated to all existing and future liabilities (including trade payables) of the Company’s subsidiaries that do not guarantee the 5.875% Senior Notes due 2022.

GEO may, at its option, redeem the 5.875% Senior Notes due 2022 in whole or in part before January 15, 2017 at a redemption price equal to 100% of the principal amount of the 5.875% Senior Notes due 2022 being redeemed plus a “make-whole” premium, together with accrued and unpaid interest and Liquidated Damages, if any, to the redemption date. On or after January 15, 2017, GEO may, at its option, redeem all or part of the 5.875% Senior Notes 2022 upon not less than 30 days nor more than 60 days’ notice, at the redemption prices (expressed as percentages of principal amount) set forth below, plus accrued and unpaid interest and including Liquidated Damages, if any, on the 5.875% Senior Notes due 2022 redeemed, to the applicable redemption date, if redeemed during the 12-month period beginning on January 15 of the years indicated below:

Year	Percentage
2017.....	104.406%
2018.....	102.938%
2019.....	101.469%
2020 and thereafter.....	100.000%

If there is a “change of control” (as defined in the Indenture), holders of the 5.875% Senior Notes due 2022 will have the right to cause GEO to repurchase their Senior Notes due 2022 at a price equal to 101% of the principal amount of the 5.875% Senior Notes due 2022 repurchased plus accrued and unpaid interest and Liquidated Damages, if any, to the purchase date.

The indenture governing the notes contains certain covenants, including limitations and restrictions on the Company and its restricted subsidiaries’ ability to: incur additional indebtedness or issue preferred stock; make dividend payments or other restricted payments; create liens; sell assets; enter into transactions with affiliates; and enter into mergers, consolidations or sales of all or substantially all of the Company’s assets. As of the date of the indenture, all of the Company’s subsidiaries, other than certain dormant domestic and other subsidiaries and all foreign subsidiaries in existence on the date of the indenture, were restricted subsidiaries. The Company’s failure to comply with certain of the covenants under the indenture governing the 5.875% Senior Notes due 2022 could cause an event of default of any indebtedness and result in an acceleration of such indebtedness. In addition, there is a cross-default provision which becomes enforceable upon failure of payment of indebtedness at final maturity. The Company’s unrestricted subsidiaries will not be subject to any of the restrictive covenants in the indenture. The Company was in compliance with all of the financial covenants of the indenture governing the 5.875% Senior Notes due 2022 as of December 31, 2015.

The Indenture also contains events of default with respect to, among other things, the following: failure by GEO to pay interest and Liquidated Damages, if any, on the 5.875% Senior Notes due 2022 when due, which failure continues for 30 days; failure by GEO to pay the principal of, or premium, if any, on, the 5.875% Senior Notes due 2022 when due; failure by GEO or any of its restricted subsidiaries to comply with their obligations to offer to repurchase the 5.875% Senior Notes due 2022 at the option of the holders of the 5.875% Senior Notes due 2022 upon a change of control, to offer to redeem notes under certain circumstances in connection with asset sales with “excess proceeds” (as defined in the Indenture) in excess of \$25.0 million or to observe certain restrictions on mergers, consolidations and sales of substantially all of their assets; the failure by GEO or any Guarantor to comply with any of the other agreements in the Indenture, which failure continues for 60 days after notice; and certain events of bankruptcy or insolvency of GEO or a restricted subsidiary that is a significant subsidiary or any group of restricted subsidiaries that together would constitute a significant subsidiary.

GEO used the net proceeds from the offering, together with cash on hand, to fund the repurchase, redemption or other discharge of its 7³/₄% Senior Notes and to pay related transaction fees and expenses. Loan costs of \$5.9 million were incurred and capitalized in connection with the offering and the Company incurred a loss on extinguishment of debt of \$17.7 million related to the tender premium and deferred costs associated with the 7³/₄% Senior Notes. This loss was partially offset by proceeds of \$4.0 million received for the settlement of the interest rate swaps related to the 7³/₄% Senior Notes.

Under the terms of the Registration Rights Agreement, dated as of October 3, 2013, among GEO, the Guarantors and Wells Fargo Securities, LLC, as the representative of the initial purchasers of the 5.875% Senior Notes due 2022 (the “Registration Rights Agreement”), GEO agreed to register under the Securities Act notes having terms identical in all material respects to the 5.875% Senior Notes due 2022 (the “5.875% Exchange Notes”) and to make an offer to exchange the 5.875% Exchange Notes for the 5.875% Senior Notes due 2022. GEO filed the registration statement on October 2, 2013 which was declared effective on January 6, 2014. GEO launched the exchange offer on January 6, 2014 and the exchange offer expired on February 4, 2014.

6.625% Senior Notes

On February 10, 2011, the Company completed an offering of \$300.0 million aggregate principal amount of 6.625% Senior Notes in a private offering under the indenture dated as of February 10, 2011 among the Company, certain of its domestic subsidiaries, as guarantors, and Wells Fargo Bank, National Association, as trustee. The 6.625% Senior Notes were offered and sold to “qualified institutional buyers” in accordance with Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in accordance with Regulation S under the Securities Act. The 6.625% Senior Notes were issued at a coupon rate and yield to maturity of 6.625%. Interest on the 6.625% Senior Notes is payable semi-annually in cash in arrears on February 15 and August 15 each year. The 6.625% Senior Notes mature on February 15, 2021. The 6.625% Senior Notes and the guarantees are the Company’s general unsecured senior obligations and rank equally in right of payment with all of the Company’s and the guarantors’ existing and future unsecured senior debt, including the Company’s 5.125% Senior Notes, the 5.875% Senior Notes due 2022 and the 5.875% Senior Notes due 2024. The 6.625% Senior Notes and the guarantees are effectively subordinated to any of the Company’s and the guarantors’ existing and future secured debt to the extent of the value of the assets securing such debt, including all anticipated borrowings under the Senior Credit Facility. The 6.625% Senior Notes are structurally subordinated to all existing and future liabilities (including trade payables) of the Company’s subsidiaries that do not guarantee the 6.625% Senior Notes.

On or after February 15, 2016, the Company may, at its option, redeem all or part of the 6.625% Senior Notes upon not less than 30 nor more than 60 days’ notice, at the redemption prices (expressed as percentages of principal amount) set forth below, plus accrued and unpaid interest and liquidated damages, if any, on the 6.625% Senior Notes redeemed, to the applicable redemption date, if redeemed during the 12-month period beginning on February 15 of the years indicated below:

Year	Percentage
2016	103.3125%
2017	102.2083%
2018	101.1042%
2019 and thereafter	100.0000%

If there is a “change of control” (as defined in the indenture), holders of the 6.625% Senior Notes will have the right to cause the Company to repurchase their 6.625% Senior Notes at a price equal to 101% of the principal amount of the 6.625% Senior Notes repurchased plus accrued and unpaid interest and Liquidated Damages, if any, to the purchase date.

The indenture governing the notes contains certain covenants, including limitations and restrictions on the Company and its restricted subsidiaries’ ability to: incur additional indebtedness or issue preferred stock; make dividend payments or other restricted payments; create liens; sell assets; enter into transactions with affiliates; and enter into mergers, consolidations or sales of all or substantially all of the Company’s assets. As of the date of the indenture, all of the Company’s subsidiaries, other than certain dormant domestic and other subsidiaries and all foreign subsidiaries in existence on the date of the indenture, were restricted subsidiaries. The Company’s failure to comply with certain of the covenants under the indenture governing the 6.625% Senior Notes could cause an event of default of any indebtedness and result in an acceleration of such indebtedness. In addition, there is a cross-default provision which becomes enforceable upon failure of payment of indebtedness at final maturity. The Company’s unrestricted subsidiaries will not be subject to any of the restrictive covenants in the indenture. The Company was in compliance with all of the financial covenants of the indenture governing the 6.625% Senior Notes as of December 31, 2015.

The indenture also contains events of default with respect to, among other things, the following: failure by the Company to pay interest and Liquidated Damages, if any, on the 6.625% Senior Notes when due, which failure continues for 30 days; failure by the Company to pay the principal of, or premium, if any, on, the 6.625% Senior Notes when due; failure by the Company or any of its restricted subsidiaries to comply with their obligations to offer to repurchase the 6.625% Senior Notes at the option of the holders of the 6.625% Senior Notes upon a change of control, to offer to redeem notes under certain circumstances in connection with asset sales with “excess proceeds” (as defined in the indenture) in excess of \$25.0 million or to observe certain restrictions on mergers, consolidations and sales of substantially all of their assets; the failure by the Company or any guarantor to comply with any of the other agreements in the indenture, which failure continues for 60 days after notice; and certain events of bankruptcy or insolvency of the Company or a restricted subsidiary that is a significant subsidiary or any group of restricted subsidiaries that together would constitute a significant subsidiary.

Under the terms of the registration rights agreement, dated as of February 10, 2011, among the Company, the guarantors and the initial purchasers of the 6.625% Senior Notes, the Company agreed to register under the Securities Act notes having terms identical in all material respects to the 6.625% Senior Notes (the “6.625% Exchange Notes”) and to make an offer to exchange the 6.625% Exchange Notes for the 6.625% Senior Notes. The Company filed the registration statement on April 12, 2011 which was declared effective on July 22, 2011. The Company launched the exchange offer on July 25, 2011 and the exchange offer expired on August 22, 2011.

Non-Recourse Debt

South Texas Detention Complex

The Company had a debt service requirement related to the development of the South Texas Detention Complex, a detention complex in Frio County, Texas. These bonds were to mature in February 2016. On September 30, 2013, the Company completed a legal defeasance of the million taxable revenue bonds. In connection with the defeasance, the Company incurred a \$1.5 million loss on extinguishment of debt which represented the excess of the reacquisition price of the defeasance over the net carrying value of the bonds and other defeasance related fees and expenses.

Northwest Detention Center

On June 30, 2003, CSC arranged financing for the construction of a detention center in Tacoma, Washington, referred to as the Northwest Detention Center, which was completed and opened for operation in April 2004. The Company began to operate this facility following its acquisition of CSC in November 2005 (this facility was expanded by GEO in 2009 to 1,575 beds from the original 1,030 beds).

In connection with the original financing, CSC of Tacoma, LLC, a wholly owned subsidiary of CSC, issued a \$57.0 million note payable to the Washington Economic Development Finance Authority (“WEDFA”), an instrumentality of the State of Washington, which issued revenue bonds (“2003 Revenue Bonds”) and subsequently loaned the proceeds of the bond issuance back to CSC for the purposes of constructing the Northwest Detention Center. The proceeds of the loan were disbursed into escrow accounts held in trust to be used to pay the issuance costs for the revenue bonds, to construct the Northwest Detention Center and to establish debt service and other reserves. The bonds are non-recourse to the Company and the loan from WEDFA to CSC is non-recourse to the Company. These bonds matured and were fully paid in October 2014.

Additionally, on December 9, 2011, WEDFA issued \$54.4 million of its Washington Economic Development Finance Authority Taxable Economic Development Revenue Bonds, series 2011 (“2011 Revenue Bonds”). The bonds were rated AA- by Standard & Poor’s Ratings Services and the scheduled payment of principal and interest is guaranteed by municipal bond insurance issued by Assured Guaranty Municipal Corp. The 2011 Revenue Bonds have an average all-in cost of approximately 6.4%, including debt issuance costs and the bond discount, and maturity dates ranging through October 1, 2021. The 2011 Revenue Bonds were issued to provide funds to make a loan to CSC of Tacoma, LLC for purposes of reimbursing GEO for costs incurred by GEO for the 2009 expansion of the Northwest Detention Facility and paying the costs of issuing the 2011 Revenue Bonds. The payment of principal and interest on the bonds is non-recourse to GEO. None of the bonds nor CSC’s obligations under the loan are obligations of GEO nor are they guaranteed by GEO.

As of December 31, 2015, the remaining balance of the debt service requirement related to the 2011 Revenue Bonds is \$43.1 million, of which \$6.5 million is classified as current in the accompanying balance sheet. As of December 31, 2015, included in restricted cash and investments is \$8.6 million (all current) of funds held in trust with respect to the Northwest Detention Center for debt service and other reserves which had not been released to the Company as of December 31, 2015.

Australia — Fulham

The Company's wholly-owned Australian subsidiary financed the development of a facility and subsequent expansion in 2003 with long-term debt obligations. These obligations are non-recourse to the Company and total \$9.0 million (AUD 12.4 million) and \$16.4 million (AUD 22.5 million) at December 31, 2015 and 2014, respectively, based on exchange rates in effect as of December 31, 2015. The term of the non-recourse debt is through 2017 and it bears interest at a variable rate quoted by certain Australian banks plus 140 basis points. Any obligations or liabilities of the subsidiary are matched by a similar or corresponding commitment from the government of the State of Victoria. As a condition of the loan, the Company is required to maintain a restricted cash balance of AUD 5.0 million (along with interest earned on the account) which, at December 31, 2015, was \$3.7 million (including interest) based on exchange rates in effect as of December 31, 2015. This amount is included in non-current restricted cash and the annual maturities of the future debt obligation are included in Non-Recourse Debt.

Australia — Ravenhall

In connection with a new design and build prison project agreement with the State, the Company entered into a syndicated facility agreement (the "Construction Facility") with National Australia Bank Limited to provide debt financing for construction of the project. Refer to Note 8 — Contract Receivable. The Construction Facility provides for non-recourse funding up to AUD 791 million, or \$577.4 million, based on exchange rates as of December 31, 2015. Construction draws will be funded throughout the project according to a fixed utilization schedule as defined in the syndicated facility agreement. The term of the Construction Facility is through October 2019 and bears interest at a variable rate quoted by certain Australian banks plus 200 basis points. After October 2019, the Construction Facility will be converted to a term loan with payments due quarterly beginning in 2019 through 2041. In accordance with the terms of the Construction Facility, upon completion and commercial acceptance of the prison, in accordance with the prison contract, the State will make a lump sum payment of AUD 310 million, or \$226.3 million, based on exchange rates as of December 31, 2015, which will be used to pay down a portion of the outstanding principal balance. The remaining outstanding principal balance will be repaid over the term of the operating agreement. As of December 31, 2015, \$195.5 million was outstanding under the Construction Facility and the Company capitalized \$19.5 million of deferred financing costs in connection with the transaction. The Company also entered into interest rate swap and interest rate cap agreements related to its non-recourse debt in connection with the project. Refer to Note 10 — Derivative Financial Instruments.

Debt Repayment

Debt repayment schedules under Capital Lease Obligations, Long-Term Debt, Non-Recourse Debt and the Senior Credit Facility are as follows:

Fiscal Year	Capital Leases	Long-Term Debt	Non-Recourse Debt	Revolver	Term Loans	Total Annual Repayment
(In thousands)						
2016.....	\$ 1,935	\$ 314	\$ 12,842	\$ —	\$ 3,000	\$ 18,091
2017.....	1,934	312	9,366	—	3,000	14,612
2018.....	1,936	321	6,970	—	3,000	12,227
2019.....	1,934	317	7,280	485,000	3,000	497,531
2020.....	1,934	95	7,665	—	280,500	290,194
2021.....	1,936	300,011	8,065	—	—	310,012
Thereafter	1,233	800,000	195,491	—	—	996,724
	12,842	1,101,370	247,679	485,000	292,500	2,139,391
Interest imputed on Capital Leases.....	(2,986)	—	—	—	—	(2,986)
Original issuer's discount	—	—	(548)	—	—	(548)
Current portion	(1,163)	(314)	(12,664)	—	(3,000)	(17,141)
Non-current portion	<u>\$ 8,693</u>	<u>\$ 1,101,056</u>	<u>\$ 234,467</u>	<u>\$ 485,000</u>	<u>\$ 289,500</u>	<u>\$ 2,118,716</u>

Guarantees

The Company has entered into certain guarantees in connection with the financing and construction performance of a facility in Australia (Refer to Note 8-Contract Receivable). The obligations amounted to approximately AUD 215 million, or \$157.0 million, based on exchange rates as of December 31, 2015. These guarantees are secured by outstanding letters of credit under the Company's Revolver as of December 31, 2015.

At December 31, 2015, the Company also had eleven letters of guarantee outstanding under separate international facilities relating to performance guarantees of its Australian subsidiary totaling \$15.5 million.

In addition to the above, in connection with the creation of SACS, the Company entered into certain guarantees related to the financing, construction and operation of the prison. The Company guaranteed certain obligations of SACS under its debt agreements to SACS' senior lenders through the issuance of letters of credit for 15.0 million South African Rand, or \$1.0 million based on exchange rates as of December 31, 2015. Additionally, SACS was required to fund a Rectification Account for the repayment of certain costs in the event of contract termination. As such, the Company had guaranteed the payment of 60% of amounts which may have been payable by SACS into the Rectification Account by providing a standby letter of credit of 8.4 million South African Rand as security for this guarantee. During the fiscal year ended December 31, 2014, SACS met its obligation for the funding of the Rectification Account and the letter of credit for 8.4 million South African Rand relative to this guarantee was not renewed. In the event SACS is unable to maintain the required funding in the Rectification Account, the guarantee for the shortfall will need to be reinstated. No amounts have been drawn against these letters of credit. The remaining guarantee of 15.0 million South African Rand is included as part of the value of the Company's outstanding letters of credit under its Revolver as of December 31, 2015.

The Company has also agreed to provide a loan, of up to 20.0 million South African Rand, or \$1.3 million based on exchange rates as of December 31, 2015, referred to as the Shareholder's Loan, to SACS for the purpose of financing SACS' obligations under its contract with the South African government. No amounts have been funded under the Shareholder's Loan, and the Company does not currently anticipate that such funding will be required by SACS in the future. The Company's obligations under the Shareholder's Loan expire upon the earlier of full funding or SACS's release from its obligations under its debt agreements. The lenders' ability to draw on the Shareholder's Loan is limited to certain circumstances, including termination of the contract.

The Company has also guaranteed certain obligations of SACS to the security trustee for SACS' lenders. The Company secured its guarantee to the security trustee by ceding its rights to claims against SACS in respect of any loans or other finance agreements, and by pledging the Company's shares in SACS. The Company's liability under the guarantee is limited to the cession and pledge of shares. The guarantee expires upon expiration of the cession and pledge agreements.

In connection with a design, build, finance and maintenance contract for a facility in Canada, the Company guaranteed certain potential tax obligations of a trust. The potential estimated exposure of these obligations is Canadian Dollar \$1.5 million, or \$1.1 million based on exchange rates as of December 31, 2015, commencing in 2017. The Company has a liability of \$1.0 million and \$2.0 million related to this exposure included in Other Non-Current Liabilities as of December 31, 2015 and 2014, respectively. To secure this guarantee, the Company purchased Canadian dollar denominated securities with maturities matched to the estimated tax obligations in 2017 to 2021. The Company has recorded an asset equal to the current fair value of those securities included in Other Non-Current Assets as of December 31, 2015 and 2014, respectively, on its consolidated balance sheets. The Company does not currently operate or manage this facility.

In connection with the creation of GEOAmey, the Company and its joint venture partner guarantee the availability of working capital in equal proportion to ensure that GEOAmey can comply with current and future contractual commitments related to the performance of its operations. The Company and the 50% joint venture partner have each extended a £12 million line of credit of which £8.5 million, or \$12.6 million based on exchange rates as of December 31, 2015, was outstanding as of December 31, 2015. The Company's maximum exposure relative to the joint venture is its note receivable of \$12.6 million and future financial support necessary to guarantee performance under the contract.

Except as discussed above, the Company does not have any off balance sheet arrangements.

16. Benefit Plans

The Company's employees participate in an Employee Retirement Savings Plan (the "Retirement Plan") under Section 401(k) of the Internal Revenue Code that covers substantially all U.S. based salaried employees. Employees may contribute a percentage of eligible compensation to the plan, subject to certain limits under the Internal Revenue Code. For the years ended December 31, 2015, 2014 and 2013, the Company provided matching contributions of \$3.8 million, \$3.2 million and \$3.4 million, respectively.

The Company has two non-contributory defined benefit pension plans covering certain of the Company's executives. Retirement benefits are based on years of service, employees' average compensation for the last five years prior to retirement and social security benefits. Currently, the plans are not funded. The Company purchased and is the beneficiary of life insurance policies for certain participants enrolled in the plans. There were no significant transactions between the employer or related parties and the plans during 2015, 2014 or 2013.

As of December 31, 2015, the Company had a non-qualified deferred compensation agreement with its Chief Executive Officer (“CEO”). In August 2012, the CEO’s agreement was amended to eliminate the tax gross-up provision which was previously applicable to his lump sum retirement payment and in exchange for the elimination of the tax gross-up provision, the amount of the lump sum retirement payment which Mr. Zoley is entitled to receive has been proportionately increased so that he would receive substantially the same net benefit as he would have otherwise received had the tax gross-up remained in the plan. The current agreement provides for a lump sum payment upon retirement, no sooner than age 55. As of December 31, 2015, the CEO had reached age 55 and was eligible to receive the payment upon retirement. If the Company’s CEO had retired as of December 31, 2015, the Company would have had to pay him \$7.4 million. The long-term portion of the pension liability related to the defined benefit plans and the deferred compensation agreement with the CEO as of December 31, 2015 and 2014 was \$25.1 million and \$24.9 million, respectively, and is included in Other Non-Current liabilities in the accompanying consolidated balance sheets.

The following table summarizes key information related to the Company’s pension plans and retirement agreements. The table illustrates the reconciliation of the beginning and ending balances of the benefit obligation showing the effects during the periods presented attributable to service cost, interest cost, plan amendments, termination benefits, actuarial gains and losses. The assumptions used in the Company’s calculation of accrued pension costs are based on market information and the Company’s historical rates for employment compensation and discount rates.

	2015	2014
Accumulated Benefit Obligation, End of Year	\$ 20,323	\$ 19,280
Change in Projected Benefit Obligation		
Projected Benefit Obligation, Beginning of Year	\$ 25,826	\$ 20,032
Service Cost	1,173	821
Interest Cost	1,082	935
Actuarial (Gain) Loss	(1,818)	4,324
Benefits Paid	(328)	(286)
Projected Benefit Obligation, End of Year.....	<u>\$ 25,935</u>	<u>\$ 25,826</u>
Change in Plan Assets		
Plan Assets at Fair Value, Beginning of Year	\$ —	\$ —
Company Contributions	328	286
Benefits Paid	(328)	(286)
Plan Assets at Fair Value, End of Year	<u>\$ —</u>	<u>\$ —</u>
Unfunded Status of the Plan	<u>\$ (25,935)</u>	<u>\$ (25,826)</u>
Amounts Recognized in Accumulated Other Comprehensive Income		
Net Loss	4,743	6,988
Total Pension Cost.....	<u><u>\$ 4,743</u></u>	<u><u>\$ 6,988</u></u>
	2015	2014
Components of Net Periodic Benefit Cost		
Service Cost.....	\$ 1,173	\$ 821
Interest Cost.....	1,082	935
Amortization of:		
Net Loss	427	127
Net Periodic Pension Cost.....	<u><u>\$ 2,682</u></u>	<u><u>\$ 1,883</u></u>
Weighted Average Assumptions for Expense		
Discount Rate	4.75%	4.35%
Expected Return on Plan Assets.....	N/A	N/A
Rate of Compensation Increase	4.40%	4.34%

The amount included in accumulated other comprehensive income as of December 31, 2015 that has not yet been recognized as a component of net periodic benefit cost in fiscal year 2015 is \$3 million. The amount included in other accumulated comprehensive income as of December 31, 2015 that is expected to be recognized as a component of net periodic benefit cost in fiscal year 2016 is \$0.2 million.

The benefit payments reflected in the table below represent the Company's obligations to employees that are eligible for retirement or have already retired and are receiving deferred compensation benefits:

Fiscal Year	Pension Benefits (In thousands)
2016	\$ 7,968
2017	645
2018	640
2019	768
2020	785
Thereafter.....	15,129
	<hr/>
	\$ 25,935

The Company also maintains The GEO Group Inc. Deferred Compensation Plan ("Deferred Compensation Plan"), a non-qualified deferred compensation plan for employees who are ineligible to participate in its qualified 401(k) plan. Eligible employees may defer a fixed percentage of their salary and the Company matches employee contributions up to a certain amount based on the employee's years of service. Payments will be made at retirement age of 65, at termination of employment or earlier depending on the employees' elections. The Company established a rabbi trust; the purpose of which is to segregate the assets of the Deferred Compensation Plan from the Company's cash balances. The funds in the rabbi trust are included in Restricted Cash and Investments in the accompanying Consolidated Balance Sheets. These funds are not available to the Company for any purpose other than to fund the Deferred Compensation Plan; however, these funds may be available to the Company's creditors in the event the Company becomes insolvent. All employee and employer contributions relative to the Deferred Compensation Plan are made directly to the rabbi trust. The Company recognized expense related to its contributions of \$0.1 million, \$0.3 million and \$0.2 million for the years ended December 31, 2015, 2014 and 2013 respectively. The total liability for this plan at December 31, 2015 and 2014 was \$13.8 million and \$11.0 million, respectively and is included in Other Non-Current Liabilities in the accompanying Consolidated Balance Sheets. The current portion of the liability was \$1.2 million and \$0.9 million as of December 31, 2015 and 2014, respectively.

17. Business Segments and Geographic Information

Operating and Reporting Segments

The Company conducts its business through four reportable business segments: the U.S. Corrections & Detention segment; the International Services segment; the GEO Care segment; and Facility Construction & Design segment. The Company has identified these four reportable segments to reflect the current view that the Company operates four distinct business lines, each of which constitutes a material part of its overall business. The U.S. Corrections & Detention segment primarily encompasses U.S.-based privatized corrections and detention business. The International Services segment primarily consists of privatized corrections and detention operations in South Africa, Australia and the United Kingdom. The Company's community-based services, youth services and BI are operating segments aggregated under the GEO Care reporting segment. The GEO Care segment, which conducts its services in the United States, represents services provided to adult offenders and juveniles for non-residential treatment, educational and community based programs, pre-release and half-way house programs, compliance technologies, monitoring services and evidence-based supervision and treatment programs for community-based parolees, probationers, and pretrial defendants. The Facility Construction & Design segment primarily contracts with various state, local and federal agencies for the design and construction of facilities for which the Company has management contracts. Generally, the assets and revenues from the Facility Construction & Design segment are offset by a similar amount of liabilities and expenses. There was no activity in the Facility Construction & Design segment during 2013. Segment disclosures below (in thousands) reflect the results of continuing operations. All transactions between segments are eliminated.

Fiscal Year	2015	2014	2013
Revenues:			
U.S. Corrections & Detention	\$ 1,240,440	\$ 1,108,397	\$ 1,011,818
GEO Care	340,918	329,253	302,094
International Services	154,902	197,992	208,162
Facility Construction and Design[1]	107,047	55,978	—
Total revenues	<u>\$ 1,843,307</u>	<u>\$ 1,691,620</u>	<u>\$ 1,522,074</u>
Capital Expenditures:			
U.S. Corrections & Detention	\$ 76,070	\$ 74,044	\$ 76,418
GEO Care	39,523	36,747	39,645
International Services	1,988	3,433	1,503
Total capital expenditures	<u>\$ 117,581</u>	<u>\$ 114,224</u>	<u>\$ 117,566</u>
Depreciation and amortization:			
U.S. Corrections & Detention	\$ 70,486	\$ 63,690	\$ 62,112
GEO Care	33,582	29,766	29,989
International Services	2,688	2,715	2,563
Total depreciation and amortization	<u>\$ 106,756</u>	<u>\$ 96,171</u>	<u>\$ 94,664</u>
Operating Income:			
U.S. Corrections & Detention	\$ 281,945	\$ 263,027	\$ 217,918
GEO Care	82,806	80,152	71,279
International Services[2]	7,666	6,130	13,348
Facility Construction & Design[1]	352	440	—
Operating income from segments	<u>\$ 372,769</u>	<u>\$ 349,749</u>	<u>\$ 302,545</u>
General and Administrative Expenses	(137,040)	(115,018)	(117,061)
Total operating income	<u>\$ 235,729</u>	<u>\$ 234,731</u>	<u>\$ 185,484</u>

- [1] The Company began the design and construction of a new prison located in Ravenhall, a locality near Melbourne, Australia in 2014. There were no capital expenditures or depreciation or amortization associated with this segment in 2015 or 2014. Refer to Note 8-Contract Receivable.
- [2] Operating income in the International Services segment decreased primarily due to bid costs incurred in the third quarter of 2014 at GEO's subsidiary in the United Kingdom as well as the termination of the Harmondsworth facility contract in early 2014 at GEO's subsidiary in the United Kingdom.

Pre-Tax Income Reconciliation of Segments

The following is a reconciliation of the Company's total operating income from its reportable segments to the Company's income before income taxes, equity in earnings of affiliates and discontinued operations, in each case, during the years ended December 31, 2015, 2014 and 2013, respectively.

Fiscal Year Ended	2015	2014	2013
	(In thousands)		
Operating income from segments.....	\$ 372,769	\$ 349,749	\$ 302,545
Unallocated amounts:			
General and administrative expense	(137,040)	(115,018)	(117,061)
Net interest expense	(94,558)	(82,621)	(79,680)
Loss on early extinguishment of debt	—	—	(20,657)
Income before income taxes, equity in earnings of affiliates and discontinued operations.....	<u>\$ 141,171</u>	<u>\$ 152,110</u>	<u>\$ 85,147</u>

	2015	2014
	(In thousands)	
Segment assets:		
U.S. Corrections & Detention	\$ 2,417,651	\$ 2,075,216
GEO Care	722,248	675,166
International Services	43,589	71,788
Facility Construction & Design.....	196,178	83,024
Total segment assets.....	<u>\$ 3,379,666</u>	<u>\$ 2,905,194</u>

Asset Reconciliation

The following is a reconciliation of the Company's reportable segment assets to the Company's total assets as of December 31, 2015 and 2014, respectively.

	2015	2014
	(In thousands)	
Reportable segment assets		
Cash	\$ 3,379,666	\$ 2,905,194
Deferred income tax assets	59,638	41,337
Restricted cash and investments, current and non-current	35,313	31,758
Total assets	<u>\$ 3,503,342</u>	<u>\$ 3,002,208</u>

Geographic Information

During each of the years ended December 31, 2015, 2014 and 2013, the Company's international operations were conducted through (i) the Company's wholly owned Australian subsidiary, The GEO Group Australia Pty. Ltd., through which the Company has management contracts for four correctional facilities, (ii) the Company's wholly owned subsidiaries, GEO Ravenhall Finance Holdings Pty. Ltd. and GEO Ravenhall Holdings Pty. Ltd. which, together, have a design and construction contract for a new prison in Ravenhall, Australia, (iii) the Company's consolidated joint venture in South Africa, SACM, through which the Company manages one correctional facility, and (iv) the Company's wholly-owned subsidiary in the United Kingdom, The GEO Group UK Ltd., through which the Company manages the Dungavel House Immigration Removal Centre.

Fiscal Year	2015	2014	2013
	(In thousands)		
Revenues:			
U.S. operations.....	\$ 1,581,811	\$ 1,438,144	\$ 1,314,425
Australia operations	237,731	210,577	158,028
South African operations	14,964	16,831	17,992
United Kingdom operations.....	8,801	26,068	31,629
Total revenues	<u>\$ 1,843,307</u>	<u>\$ 1,691,620</u>	<u>\$ 1,522,074</u>
Property and Equipment, net:			
U.S. operations.....	\$ 1,910,378	\$ 1,765,391	\$ 1,721,761
Australia operations	5,871	5,923	4,828
South African operations	90	127	158
United Kingdom operations.....	47	725	1,051
Total Property and Equipment, net.....	<u>\$ 1,916,386</u>	<u>\$ 1,772,166</u>	<u>\$ 1,727,798</u>

Sources of Revenue

The Company derives most of its revenue from the management of privatized correction and detention facilities. The Company also derives revenue from the provision of community based and youth services, monitoring and evidence-based supervision and treatment programs in the United States, and expansion of new and existing correction, detention facilities. All of the Company's revenue is generated from external customers.

Fiscal Year	2015	2014	2013
	(In thousands)		
Revenues:			
Corrections & Detention.....	\$ 1,395,342	\$ 1,306,389	\$ 1,219,980
GEO Care.....	340,918	329,253	302,094
Facility Construction and Design	107,047	55,978	—
Total revenues	\$ 1,843,307	\$ 1,691,620	\$ 1,522,074

Equity in Earnings of Affiliates

Equity in earnings of affiliates for 2015, 2014 and 2013 includes the operating results of the Company's joint ventures in SACS and GEOAmey. These joint ventures are accounted for under the equity method and the Company's investments in SACS and GEOAmey are presented as a component of other non-current assets in the accompanying Consolidated Balance Sheets.

The Company has recorded \$4.7 million, \$5.1 million and \$5.1 million in earnings, net of tax impact, for SACS operations during the years ended December 31, 2015, 2014 and 2013, respectively, which are included in equity in earnings of affiliates, net of income tax provision in the accompanying Consolidated Statements of Operations. As of December 31, 2015 and 2014, the Company's investment in SACS was \$9.0 million and \$8.0 million, respectively. The investment is included in other non-current assets in the accompanying Consolidated Balance Sheets. The Company received dividend distributions of \$3.2 million and \$4.3 million, in 2015 and 2014, respectively from this unconsolidated joint venture.

The Company has recorded \$0.8 million, \$0.7 million and \$1.1 million in earnings, net of tax impact, for GEOAmey's operations during the years ended December 31, 2015, 2014 and 2013, respectively, which are included in equity in earnings of affiliates, net of income tax provision, in the accompanying Consolidated Statements of Operations. As of December 31, 2015 and 2014, the Company's investment in GEOAmey was \$(1.2) million and \$(2.2) million, respectively, and represents its share of cumulative reported losses. Losses in excess of the Company's investment have been recognized as the Company has provided certain loans and guarantees to provide financial support to GEOAmey (Refer to Note 15-Debt and Note 1 — Summary of Business Organization, Operations and Significant Account Policies — *Note Receivable from Joint Venture*).

Business Concentration

Except for the major customer noted in the following table, no other single customer made up greater than 10% of the Company's consolidated revenues for the following fiscal years:

Customer	2015	2014	2013
Various agencies of the U.S Federal Government:	45%	42%	45%

The concentrations above relate entirely to the Company's U.S. Corrections & Detention segment.

Credit risk related to accounts receivable is reflective of the related revenues.

18. Income Taxes

The United States and foreign components of income before income taxes, equity in earnings in affiliates, and discontinued operations are as follows:

	2015	2014	2013
	(In thousands)		
Income before income taxes, equity in earnings in affiliates, and discontinued operations			
United States	\$ 130,752	\$ 145,656	\$ 71,667
Foreign	10,419	6,454	13,480
	<u>141,171</u>	<u>152,110</u>	<u>85,147</u>
Discontinued operations:			
Loss from operation of discontinued business.....	—	—	(2,265)
Income before income taxes, equity in earnings in affiliates and discontinued operations	<u>\$ 141,171</u>	<u>\$ 152,110</u>	<u>\$ 82,882</u>

The provision (benefit) for income taxes consists of the following components:

	2015	2014	2013			
	(In thousands)					
Continuing Operations:						
Federal income taxes:						
Current.....	\$ 3,437	\$ 12,393	\$ (26,841)			
Deferred.....	(1,924)	(5,393)	(4,449)			
	<u>1,513</u>	<u>7,000</u>	<u>(31,290)</u>			
State income taxes:						
Current.....	683	4,302	2,294			
Deferred.....	684	(1,422)	(1,221)			
	<u>1,367</u>	<u>2,880</u>	<u>1,073</u>			
Foreign income taxes:						
Current.....	5,643	7,753	4,445			
Deferred.....	(1,134)	(3,540)	(278)			
	<u>4,509</u>	<u>4,213</u>	<u>4,167</u>			
Total U.S. and foreign provision (benefit) for income taxes.....	<u>\$ 7,389</u>	<u>\$ 14,093</u>	<u>\$ (26,050)</u>			

A reconciliation of the statutory U.S. federal tax rate of 35.00% and the effective income tax rate is as follows:

	2015	2014	2013			
	(In thousands)					
Continuing operations:						
Provisions using statutory federal income tax rate						
	\$ 49,410	\$ 53,239	\$ 29,801			
State income taxes (benefit), net of federal tax benefit	(322)	2,510	1,104			
REIT Benefit.....	(42,536)	(44,538)	(34,454)			
Impact of REIT election.....	—	—	(14,946)			
Change in contingent tax liabilities.....	(395)	(576)	(5,701)			
Change in valuation allowance	3,702	664	(802)			
Other, net.....	(2,470)	2,794	(1,052)			
Total provision (benefit) for income taxes.....	<u>\$ 7,389</u>	<u>\$ 14,093</u>	<u>\$ (26,050)</u>			

The Company's effective tax rate, beginning in 2013, differs from the U.S. statutory rate of 35.0% primarily due to a zero tax rate on earnings generated by the Company's REIT operations. In 2013, the Company had a tax benefit related to the REIT conversion of \$14.9 million which was primarily related to the revaluation of certain deferred tax assets and liabilities upon conversion to the effective tax rate of the REIT at a zero tax rate. In addition, the Company had a tax benefit in 2013 of \$5.7 million primarily related to settlements of uncertain tax positions with the IRS for the tax years 2010 and 2011. State income taxes (benefit), net of federal tax benefits of \$(0.3) million, \$2.5 million and \$1.0 million for 2015, 2014 and 2013, respectively, is presented exclusive of the related change in valuation allowance of state income tax deferred items. Net of the related change in valuation allowances the state income taxes, net of federal tax benefits is \$0.9 million, \$2.5 million and \$1.1 million for 2015, 2014 and 2013, respectively.

The following table presents the breakdown between current and non-current net deferred tax assets as of December 31, 2015 and 2014:

	2015 (In thousands)	2014 (In thousands)
Deferred tax assets — current	\$ 27,914	\$ 25,884
Deferred tax liabilities — current(1)	(47)	(12)
Deferred tax assets — non current	7,399	5,873
Deferred tax liabilities — non current.....	(11,471)	(10,068)
Total net deferred tax assets	\$ 23,795	\$ 21,677

(1) Deferred tax liabilities — current is included in Accrued Expenses and Other Current Liabilities in the accompanying consolidated balance sheet.

The significant components of the Company's deferred tax assets and liabilities consisted of the following as of December 31, 2015 and 2014:

	2015 (In thousands)	2014 (In thousands)
Deferred tax assets:		
Net operating losses	\$ 24,992	\$ 22,402
Accrued liabilities	26,524	23,720
Deferred compensation.....	12,362	11,531
Accrued compensation.....	5,920	5,554
Deferred revenue.....	5,692	5,861
Deferred rent	3,921	4,313
Tax credits.....	4,670	3,414
Equity awards	5,031	3,559
Valuation allowance	(17,069)	(13,368)
Total deferred tax assets	\$ 72,043	\$ 66,986
Deferred tax liabilities:		
Intangible assets	\$ (44,067)	\$ (41,242)
Depreciation.....	(2,511)	(3,389)
Other	(1,670)	(678)
Total deferred tax liabilities	\$ (48,248)	\$ (45,309)
Total net deferred tax assets	\$ 23,795	\$ 21,677

Deferred income taxes should be reduced by a valuation allowance if it is not more likely than not that some portion or all of the deferred tax assets will be realized. On a periodic basis, management evaluates and determines the amount of the valuation allowance required and adjusts such valuation allowance accordingly. At year end 2015 and 2014, the Company has a valuation allowance of \$17.1 million and \$13.4 million, respectively related to deferred tax assets for foreign net operating losses, state net operating losses and state tax credits. The valuation allowance increased by \$3.7 million during the fiscal year ended December 31, 2015.

The Company provides income taxes on the undistributed earnings of non-U.S. subsidiaries except to the extent that such earnings are indefinitely invested outside the United States. At December 31, 2015, \$9.0 million of accumulated undistributed earnings of non-U.S. subsidiaries were indefinitely invested. At the existing U.S. federal income and applicable foreign withholding tax rates, additional taxes (net of foreign tax credits) of \$0.5 million, consisting solely of withholding taxes, would have to be provided if such earnings were remitted currently.

As of the fiscal year ended December 31, 2015, the Company had \$8.0 million of Federal net operating loss carryforwards which begin to expire in 2023 and \$145.9 million of combined net operating loss carryforwards in various states which began to expire in 2016. The Company has recorded a partial valuation allowance against the deferred tax assets related to the state operating losses.

Also as of the fiscal year ended December 31, 2015, the Company had \$48 million of foreign operating losses which carry forward indefinitely and \$2.9 million of state tax credits which begin to expire in 2019. The Company has recorded a partial valuation allowance against the deferred tax assets related to the foreign operating losses and state tax credits.

The Company recognizes the cost of employee services received in exchange for awards of equity instruments based upon the grant date fair value of those awards. The exercise of non-qualified stock options and vesting of restricted stock awards which have been granted under the Company's equity award plans give rise to compensation income which is includable in the taxable income of the applicable employees and deducted by the Company for federal and state income tax purposes. In the case of non-qualified stock options, the compensation income results from increases in the fair market value of the Company's common stock subsequent to the date of grant. At fiscal year end 2015, the deferred tax asset net of a valuation allowance related to unexercised stock options and restricted stock grants for which the Company has recorded a book expense was \$4.9 million.

The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2015	2014	2013
	(In thousands)		
Balance at Beginning of Period	\$ 2,076	\$ 2,766	\$ 18,499
Additions for tax positions of prior years	—	—	1,543
Reductions as a result of a lapse of applicable statutes of limitations ...	(505)	(690)	(1,298)
Settlements	—	—	(15,978)
Balance at End of Period	\$ 1,571	\$ 2,076	\$ 2,766

All amounts in the reconciliation are reported on a gross basis and do not reflect a federal tax benefit on state income taxes. The Company has accrued \$1.6 million of accrued uncertain tax benefits as of December 31, 2015 which is inclusive of the federal tax benefit on state income taxes. The Company believes that it is reasonable possible that a decrease may be necessary in the unrecognized tax benefits within twelve months of the reporting date of approximately \$1.5 million, related to state tax exposures, due to lapse of statute of limitation. Settlements reported in the reconciliation for 2013 include amounts related to federal audit adjustments for the years 2010 and 2011 under the IRS CAP Program. The accrued uncertain tax balance at December 31, 2015 includes \$1.7 million of unrecognized tax benefits which, if ultimately recognized, will reduce the Company's annual effective tax rate.

The Company is subject to income taxes in the U.S. federal jurisdiction, and various states and foreign jurisdictions. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require significant judgment to apply. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for the years before 2011. The Company participated in the voluntary IRS real-time tax audit Compliance Assurance Process ("CAP") for the 2011 and 2012 tax year. The 2009 and 2010 years were under audit as transition years as provided under the IRS CAP program. The federal income tax audits for 2009 through 2012 were concluded in 2013. During the fourth quarter of 2015, the Company was notified by the IRS that its 2013 tax year will be under audit commencing in 2016.

The calculation of the Company's provision (benefit) for income taxes requires the use of significant judgment and involves dealing with uncertainties in the application of complex tax laws and regulations. In determining the adequacy of the Company's provision (benefit) for income taxes, potential settlement outcomes resulting from income tax examinations are regularly assessed. As such, the final outcome of tax examinations, including the total amount payable or the timing of any such payments upon resolution of these issues, cannot be estimated with certainty.

During the years ended December 31, 2014 and 2013, the Company recognized \$0.4 million and \$0.7 million in interest and penalties, respectively. There were no interest and penalties recognized during the year ended December 31, 2015. The Company had accrued \$0.1 million and \$0.6 million for the payment of interest and penalties at December 31, 2015 and 2014, respectively. The Company classifies interest and penalties as interest expense and other expense, respectively.

19. Commitments and Contingencies

Operating Leases

The Company leases facilities, office space, computers and transportation equipment under non-cancelable operating leases expiring between 2016 and 2096. The future minimum commitments under these leases are as follows:

Fiscal Year	Annual Rental (In thousands)
2016	\$ 38,517
2017	34,258
2018	25,957
2019	21,461
2020	7,339
Thereafter.....	26,948
	<hr/> <hr/> <hr/> <hr/> <hr/>
	\$ 154,480

The Company leases its corporate offices, which are located in Boca Raton, Florida, under a lease agreement which was amended in November 2015. The current lease expires in March 2019 and has two 5-year renewal options, which if exercised will result in a maximum term ending in March 2029. In addition, the Company leases office space for its regional offices in Charlotte, North Carolina; San Antonio, Texas; and Los Angeles, California. The Company is also currently leasing office space in Pittsburgh, Pennsylvania, Philadelphia, Pennsylvania, Boulder, Colorado and Aurora, Colorado. The Company also leases office space in Sydney, Australia and in Sandton, South Africa through its overseas affiliates to support its Australian and South African operations, respectively. These rental commitments are included in the table above. Certain of these leases contain leasehold improvement incentives, rent holidays, and scheduled rent increases which are included in the Company's rent expense recognized on a straight-line basis. During the year ended December 31, 2015, the Company recorded exit charges related to non-core operating leases of approximately \$4.6 million.

Minimum rent expense associated with the Company's leases having initial or remaining non-cancelable lease terms in excess of one year was \$36.9 million, \$34.8 million and \$35.9 million for fiscal years 2015, 2014 and 2013, respectively.

Collective Bargaining Agreements

The Company had approximately 31% of its workforce covered by collective bargaining agreements at December 31, 2015. Collective bargaining agreements with 4% of employees are set to expire in less than one year.

Employment Agreements

On June 1, 2015, GEO and Mr. George C. Zoley, the Company's Chief Executive Officer, entered into a Third Amendment to the Third Amended and Restated Executive Employment Agreement, effective as of June 1, 2015 (the "Amendment"). The Amendment modifies Mr. Zoley's employment agreement by decreasing his annual base salary from \$1.215 million to \$1.0 million and increasing the maximum target annual performance award he may receive from 100% of his annual base salary to 150% of his annual base salary. Additionally, effective June 1, 2015, a grant of 25,000 shares of performance-based restricted stock was made to Mr. Zoley with the same performance metrics and vesting schedule as the shares of performance-based restricted stock granted to him on February 5, 2015.

On February 1, 2016, GEO entered into a Senior Officer Employment Agreement with Mr. J. David Donahue to serve as Senior Vice President, The GEO Group, Inc., President, GEO Corrections and Detention. The term of the agreement will be for an initial period of two years, and terminating two years thereafter. The term will be automatically extended by one day every day such that it has a continuous "rolling" two-year term until the age of 67 years, unless otherwise terminated pursuant to the agreement. The agreement calls for an annual base salary of \$0.5 million.

Contract Awards and Terminations

On January 28, 2015, we announced that the Company signed a contract for the reactivation of its company-owned, 400-bed Mesa Verde Detention Facility in California. The facility will house immigration detainees under an intergovernmental service agreement between the City of McFarland and U.S. Immigration Customs and Enforcement (“ICE”).

On February 18, 2015, the Company announced the closing of its previously announced acquisition of the LCS Facilities totaling more than 6,500 beds from LCS. Refer to Note 2 — Business Combinations.

On April 27, 2015, the Company announced that its wholly-owned subsidiary, The GEO Group Australia Pty. Ltd (“GEO Australia”) signed a contract with the Department of Justice & Regulation in the State of Victoria, Australia for the continued management and operation of the Fulham Correctional Centre and the Fulham Nalu Challenge Community Unit (the “Centre”). The Centre has a contract capacity of 947 beds with a further increase in planned capacity under construction.

On April 28, 2015, the Company announced that it had begun to mobilize its company-owned, 1,748-bed North Lake Correctional Facility located in Baldwin, Michigan. The decision to mobilize North Lake Correctional Facility was made as a result of the current demand for out-of-state correctional bed space.

On May 20, 2015, the Company announced that it signed a contract with the Vermont Department of Corrections for the out-of-state housing of up to 675 inmates at its company-owned North Lake Correctional Facility in Baldwin, Michigan.

On May 21, 2015, the Company announced that it signed a contract with the Washington Department of Corrections for the out-of-state housing of up to 1,000 inmates at its company-owned North Lake Correctional Facility in Baldwin, Michigan.

On July 6, 2015, GEO announced the activation of three company-owned facilities totaling 4,320 beds in Oklahoma, Michigan, and California.

On October 1, 2015, GEO announced the signing of a new contract with ICE for the continued management of the company-owned, 1,575-bed Northwest Detention Center (the “Center”) in Tacoma, Washington. The contract for the continued management of the Center will have a term of nine years and six months inclusive of renewal options.

In September 2015, the GEO Care division was awarded a five-year contract for the provision of community-based case management services under a new pilot program by the Department of Homeland Security for families going through the immigration review process.

On October 28, 2015, GEO announced that it will assume management of the 3,400-bed Arizona State Prison-Kingman in Kingman, Arizona on December 1, 2015 under a managed-only contract with the Arizona Department of Corrections effective through February 2023. The facility currently houses approximately 1,700 inmates and is expected to ramp up through end of the first quarter of 2016.

Commitments

The Company is currently developing a number of projects using existing Company financing facilities. The Company’s management estimates that these existing capital projects will cost approximately \$153.0 million, of which \$53.0 million was spent through the end of 2015. The Company estimates the remaining capital requirements related to these capital projects to be approximately \$100.0 million. Domestic projects included in these amounts are expected to be completed in 2016. Included in these commitments is a contractual commitment to provide a capital contribution towards the design and construction of a prison project in Ravenhall, a locality near Melbourne, Australia, in the amount of AUD 115 million, or \$84.0 million, based on exchange rates at December 31, 2015. Refer to Note 8-Contract Receivable. This capital contribution is expected to be made in January 2017. Additionally, in connection with the prison project in Ravenhall, Australia, the Company has a contractual commitment for construction of the facility and has entered into a syndicated facility agreement with National Australia Bank Limited to provide funding for the project up to AUD 791 million, or \$577.4 million, based on exchange rates at December 31, 2015.

In addition to these current estimated capital requirements, the Company is currently in the process of bidding on, or evaluating potential bids for the design, construction and management of a number of new projects. In the event that the Company wins bids for these projects and decides to self-finance their construction, its capital requirements could materially increase.

Litigation, Claims and Assessments

The nature of the Company's business exposes it to various types of third-party legal claims or litigation against the Company, including, but not limited to, civil rights claims relating to conditions of confinement and/or mistreatment, sexual misconduct claims brought by prisoners or detainees, medical malpractice claims, product liability claims, intellectual property infringement claims, claims relating to employment matters (including, but not limited to, employment discrimination claims, union grievances and wage and hour claims), property loss claims, environmental claims, automobile liability claims, indemnification claims by its customers and other third parties, contractual claims and claims for personal injury or other damages resulting from contact with the Company's facilities, programs, electronic monitoring products, personnel or prisoners, including damages arising from a prisoner's escape or from a disturbance or riot at a facility. The Company accrues for legal costs associated with loss contingencies when those costs are probable and reasonably estimable. The Company does not expect the outcome of any pending claims or legal proceedings to have a material adverse effect on its financial condition, results of operations or cash flows.

20. Selected Quarterly Financial Data (Unaudited)

The Company's selected quarterly financial data is as follows (in thousands, except per share data attributable to GEO):

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2015				
Revenues.....	\$ 427,369	\$ 445,945	\$ 469,866	\$ 500,127
Operating income*	52,672	53,281	63,031	66,745
Net Income*	28,756	28,253	38,291	44,015
Net Income Attributable to The GEO Group, Inc. *	28,777	28,291	38,312	44,058
Basic earnings per share				
Net income per share*	\$ 0.39	\$ 0.38	\$ 0.52	\$ 0.60
Diluted earnings per share				
Net income per share*	\$ 0.39	\$ 0.38	\$ 0.52	\$ 0.59
2014				
Revenues.....	\$ 393,137	\$ 412,843	\$ 457,900	\$ 427,740
Operating income *	48,570	60,889	63,318	61,954
Income from operations *	27,996	38,898	38,965	37,981
Net Income *	27,996	38,898	38,965	37,981
Net Income Attributable to The GEO Group, Inc. *	27,990	38,898	38,991	38,051
Basic earnings per share				
Net income per share *	\$ 0.39	\$ 0.54	\$ 0.54	\$ 0.52
Diluted earnings per share				
Net income per share *	\$ 0.39	\$ 0.54	\$ 0.54	\$ 0.52

- First quarter operating income, net income and related income per share amounts are typically lower than the remaining quarters in the year due to the resetting of certain payroll tax limits which occurs in January of each year and results in higher payroll tax costs in the first quarter.

21. Condensed Consolidating Financial Information

The following condensed consolidating financial information, which has been prepared in accordance with the requirements for presentation of Rule 3-10(d) of Regulation S-X promulgated under the Securities Act, presents the condensed consolidating financial information separately for:

- (i) The GEO Group, Inc., as the issuer of the Notes;
- (ii) The Subsidiary Guarantors, on a combined basis, which are 100% owned by The Geo Group, Inc., and which are guarantors of the Notes;
- (iii) The Company's other subsidiaries, on a combined basis, which are not guarantors of the Notes (the "Subsidiary Non-Guarantors");
- (iv) Consolidating entries and eliminations representing adjustments to: (a) eliminate intercompany transactions between or among the Company, the Subsidiary Guarantors and the Subsidiary Non-Guarantors and (b) eliminate the investments in the Company's subsidiaries; and
- (v) The Company and its subsidiaries on a consolidated basis.

Refer to Note 15 — Debt for a description of the notes that are fully and unconditionally guaranteed on a joint and several senior unsecured basis by the Company and certain of its wholly-owned domestic subsidiaries.

CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME

	For the Year Ended December 31, 2015				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues.....	\$ 664,741	\$ 1,462,540	\$ 272,204	\$ (556,178)	\$ 1,843,307
Operating expenses.....	546,100	1,143,679	230,181	(556,178)	1,363,782
Depreciation and amortization	24,711	77,582	4,463	—	106,756
General and administrative expenses	47,553	70,015	19,472	—	137,040
Operating income	46,377	171,264	18,088	—	235,729
Interest income	23,771	3,059	11,329	(26,581)	11,578
Interest expense	(61,293)	(57,431)	(13,993)	26,581	(106,136)
Income before income taxes and equity in earnings of affiliates	8,855	116,892	15,424	—	141,171
Provision for income taxes	1,083	1,797	4,509	—	7,389
Equity in earnings of affiliates, net of income tax provision	—	—	5,533	—	5,533
Income from operations before equity in income of consolidated subsidiaries	7,772	115,095	16,448	—	139,315
Income from consolidated subsidiaries, net of income tax provision.....	131,543	—	—	(131,543)	—
Net income.....	139,315	115,095	16,448	(131,543)	139,315
Loss attributable to noncontrolling interests	—	—	123	\$ —	123
Net income attributable to The GEO Group, Inc.	\$ 139,315	\$ 115,095	\$ 16,571	\$ (131,543)	\$ 139,438
Net income.....	\$ 139,315	\$ 115,095	\$ 16,448	\$ (131,543)	\$ 139,315
Other comprehensive income (loss), net of tax	—	1,276	(6,311)	—	(5,035)
Total comprehensive income.....	\$ 139,315	\$ 116,371	\$ 10,137	\$ (131,543)	\$ 134,280
Comprehensive loss attributable to noncontrolling interests	—	—	215	—	215
Comprehensive income attributable to The GEO Group, Inc.	\$ 139,315	\$ 116,371	\$ 10,352	\$ (131,543)	\$ 134,495

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

	For the Year Ended December 31, 2014				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues.....	\$ 558,764	\$ 1,315,024	\$ 264,216	\$ (446,384)	\$ 1,691,620
Operating expenses.....	449,805	1,014,713	227,566	(446,384)	1,245,700
Depreciation and amortization	25,605	66,077	4,489	—	96,171
General and administrative expenses	36,437	61,351	17,230	—	115,018
Operating income	46,917	172,883	14,931	—	234,731
Interest income	22,327	3,103	4,416	(25,099)	4,747
Interest expense	(47,622)	(56,195)	(8,650)	25,099	(87,368)
Income before income taxes, equity in earnings of affiliates and discontinued operations	21,622	119,791	10,697	—	152,110
Provision for income taxes	729	9,152	4,212	—	14,093
Equity in earnings of affiliates, net of income tax provision	—	—	5,823	—	5,823
Income from continuing operations before equity in income of consolidated subsidiaries	20,893	110,639	12,308	—	143,840
Income from consolidated subsidiaries, net of income tax provision.....	122,947	—	—	(122,947)	—
Net income.....	143,840	110,639	12,308	(122,947)	143,840
Loss attributable to noncontrolling interests	\$ —	\$ —	\$ 90	\$ —	\$ 90
Net income attributable to The GEO Group, Inc.	<u>\$ 143,840</u>	<u>\$ 110,639</u>	<u>\$ 12,398</u>	<u>\$ (122,947)</u>	<u>\$ 143,930</u>
Net income.....	\$ 143,840	\$ 110,639	\$ 12,308	\$ (122,947)	\$ 143,840
Other comprehensive loss, net of tax	—	(2,522)	(20,560)	—	(23,082)
Total comprehensive income (loss).....	\$ 143,840	\$ 108,117	\$ (8,252)	\$ (122,947)	\$ 120,758
Comprehensive income attributable to noncontrolling interests	—	—	140	—	140
Comprehensive income (loss) attributable to The GEO Group, Inc.	<u>\$ 143,840</u>	<u>\$ 108,117</u>	<u>\$ (8,112)</u>	<u>\$ (122,947)</u>	<u>\$ 120,898</u>

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

	For the Year ended December 31, 2013				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues.....	\$ 494,631	\$ 1,218,835	\$ 219,871	\$ (411,263)	\$ 1,522,074
Operating expenses.....	410,270	950,605	175,253	(411,263)	1,124,865
Depreciation and amortization	24,355	65,524	4,785	—	94,664
General and administrative expenses	36,336	64,573	16,152	—	117,061
Operating income	23,670	138,133	23,681	—	185,484
Interest income	25,275	1,960	2,566	(26,477)	3,324
Interest expense	(41,121)	(59,518)	(8,842)	26,477	(83,004)
Loss on early extinguishment of debt.....	(2,601)	(18,056)	—	—	(20,657)
Income before income taxes, equity in earnings of affiliates and discontinued operations	5,223	62,519	17,405	—	85,147
Provision (benefit) for income taxes	(34,835)	4,454	4,331	—	(26,050)
Equity in earnings of affiliates, net of income tax provision	—	—	6,265	—	6,265
Income from continuing operations before equity in income of consolidated subsidiaries	40,058	58,065	19,339	—	117,462
Income from consolidated subsidiaries, net of income tax provision.....	77,404	—	—	(77,404)	—
Income from continuing operations.....	117,462	58,065	19,339	(77,404)	117,462
Net loss from discontinued operations	(2,265)	—	—	—	(2,265)
Net income.....	115,197	58,065	19,339	(77,404)	115,197
Income attributable to noncontrolling interests.....	\$ —	\$ —	\$ (62)	\$ —	\$ (62)
Net income attributable to The GEO Group, Inc.	\$ 115,197	\$ 58,065	\$ 19,277	\$ (77,404)	\$ 115,135
Net income.....	\$ 115,197	\$ 58,065	\$ 19,339	\$ (77,404)	\$ 115,197
Other comprehensive income (loss), net of tax	—	914	(8,113)	—	(7,199)
Total comprehensive income.....	\$ 115,197	\$ 58,979	\$ 11,226	\$ (77,404)	\$ 107,998
Comprehensive loss attributable to noncontrolling interests	—	—	38	—	38
Comprehensive income attributable to The GEO Group, Inc.	\$ 115,197	\$ 58,979	\$ 11,264	\$ (77,404)	\$ 108,036

CONDENSED CONSOLIDATING BALANCE SHEET

	As of December 31, 2015				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(Dollars in thousands)				
ASSETS					
Cash and cash equivalents.....	\$ 37,077	\$ —	\$ 22,561	\$ —	\$ 59,638
Restricted cash and investments.....	—	—	8,489	—	8,489
Accounts receivable, less allowance for doubtful accounts	131,747	162,538	19,812	—	314,097
Current deferred income tax assets, net.....	—	23,120	4,794	—	27,914
Prepaid expenses and other current assets.....	1,190	17,917	10,310	(1,209)	28,208
Total current assets	<u>170,014</u>	<u>203,575</u>	<u>65,966</u>	<u>(1,209)</u>	<u>438,346</u>
Restricted Cash and Investments.....	138	16,386	3,712	—	20,236
Property and Equipment, Net	746,478	1,088,417	81,491	—	1,916,386
Direct Finance Lease Receivable	—	—	1,826	—	1,826
Contract Receivable.....	—	—	174,141	—	174,141
Intercompany Receivable	971,291	86,519	—	(1,057,810)	—
Non-Current Deferred Income Tax Assets.....	710	(102)	6,791	—	7,399
Goodwill	79	614,941	418	—	615,438
Intangible Assets, Net.....	—	223,426	722	—	224,148
Investment in Subsidiaries.....	1,106,546	453,636	—	(1,560,182)	—
Other Non-Current Assets	22,133	116,561	46,855	(80,127)	105,422
Total Assets	<u>\$ 3,017,389</u>	<u>\$ 2,803,359</u>	<u>\$ 381,922</u>	<u>\$ (2,699,328)</u>	<u>\$ 3,503,342</u>
LIABILITIES AND SHAREHOLDERS' EQUITY					
Accounts payable.....	\$ 9,731	\$ 54,675	\$ 13,117	\$ —	\$ 77,523
Accrued payroll and related taxes	—	35,516	12,961	—	48,477
Accrued expenses and other current liabilities.....	43,043	78,510	15,139	(1,209)	135,483
Current portion of capital lease obligations, long-term debt and non-recourse debt.....	3,000	1,477	12,664	—	17,141
Total current liabilities.....	<u>55,774</u>	<u>170,178</u>	<u>53,881</u>	<u>(1,209)</u>	<u>278,624</u>
Non-Current Deferred Income Tax Liabilities	—	11,120	351	—	11,471
Intercompany Payable	76,427	967,048	14,335	(1,057,810)	—
Other Non-Current Liabilities	2,894	143,887	21,040	(80,127)	87,694
Capital Lease Obligations.....	—	8,693	—	—	8,693
Long-Term Debt	1,875,556	—	—	—	1,875,556
Non-Recourse Debt	—	—	234,467	—	234,467
Commitments & Contingencies					
Shareholders' Equity:					
Total shareholders' equity attributable to The GEO Group, Inc.	1,006,738	1,502,433	57,749	(1,560,182)	1,006,738
Noncontrolling Interests	—	—	99	—	99
Total Shareholders' Equity	<u>1,006,738</u>	<u>1,502,433</u>	<u>57,848</u>	<u>(1,560,182)</u>	<u>1,006,837</u>
Total Liabilities and Shareholders' Equity	<u>\$ 3,017,389</u>	<u>\$ 2,803,359</u>	<u>\$ 381,922</u>	<u>\$ (2,699,328)</u>	<u>\$ 3,503,342</u>

CONDENSED CONSOLIDATING BALANCE SHEET

	As of December 31, 2014				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(Dollars in thousands)				
ASSETS					
Cash and cash equivalents	\$ 18,492	\$ 782	\$ 22,063	\$ —	\$ 41,337
Restricted cash and investments	—	—	4,341	—	4,341
Accounts receivable, less allowance for doubtful accounts	92,456	159,505	17,077	—	269,038
Current deferred income tax assets, net	—	21,657	4,227	—	25,884
Prepaid expenses and other current assets	7,022	19,593	11,345	(1,154)	36,806
Total current assets	117,970	201,537	59,053	(1,154)	377,406
Restricted Cash and Investments	228	13,729	5,621	—	19,578
Property and Equipment, Net	726,238	961,896	84,032	—	1,772,166
Contract Receivable	—	—	66,229	—	66,229
Direct Finance Lease Receivable	—	—	9,256	—	9,256
Intercompany Receivable	962,314	119,414	—	(1,081,728)	—
Non-Current Deferred Income Tax Assets	—	—	5,873	—	5,873
Goodwill	34	493,389	467	—	493,890
Intangible Assets, Net	—	154,237	1,038	—	155,275
Investment in Subsidiaries	855,870	438,243	—	(1,294,113)	—
Other Non-Current Assets	25,635	110,105	46,838	(80,043)	102,535
Total Assets	\$ 2,688,289	\$ 2,492,550	\$ 278,407	\$ (2,457,038)	\$ 3,002,208
LIABILITIES AND SHAREHOLDERS' EQUITY					
Accounts payable	\$ 7,549	\$ 47,130	\$ 3,476	\$ —	\$ 58,155
Accrued payroll and related taxes	—	24,184	14,372	—	38,556
Accrued expenses and other current liabilities	47,637	75,574	18,555	(1,154)	140,612
Current portion of capital lease obligations, long-term debt and non-recourse debt	3,001	1,170	12,581	—	16,752
Total current liabilities	58,187	148,058	48,984	(1,154)	254,075
Non-Current Deferred Income Tax Liabilities	(4,095)	14,170	(7)	—	10,068
Intercompany Payable	121,327	942,071	18,330	(1,081,728)	—
Other Non-Current Liabilities	4,372	143,584	19,507	(80,034)	87,429
Capital Lease Obligations	—	9,856	—	—	9,856
Long-Term Debt	1,462,819	—	—	—	1,462,819
Non-Recourse Debt	—	—	131,968	—	131,968
Commitments & Contingencies					
Shareholders' Equity:					
Total shareholders' equity attributable to The GEO Group, Inc.	1,045,679	1,234,811	59,311	(1,294,122)	1,045,679
Noncontrolling Interests	—	—	314	—	314
Total Shareholders' Equity	\$ 1,045,679	\$ 1,234,811	\$ 59,625	\$ (1,294,122)	\$ 1,045,993
Total Liabilities and Shareholders' Equity	\$ 2,688,289	\$ 2,492,550	\$ 278,407	\$ (2,457,038)	\$ 3,002,208

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	For the Year Ended December 31, 2015			
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Consolidated
Cash Flow from Operating Activities:				
Net cash provided by (used in) operating activities	<u>\$ 153,861</u>	<u>\$ 84,795</u>	<u>\$ (96,499)</u>	<u>\$ 142,157</u>
Cash Flow from Investing Activities:				
Acquisition of LCS, cash consideration.....	(307,404)	—	—	(307,404)
Acquisition of Soberlink, cash consideration	—	(24,402)	—	(24,402)
Proceeds from sale of property and equipment.....	—	42	—	42
Insurance proceeds — damaged property	—	1,270	—	1,270
Change in restricted cash and investments	90	(2,658)	(2,237)	(4,805)
Capital expenditures.....	(55,629)	(59,829)	(2,123)	(117,581)
Net cash used in investing activities.....	<u>(362,943)</u>	<u>(85,577)</u>	<u>(4,360)</u>	<u>(452,880)</u>
Cash Flow from Financing Activities:				
Payments on long-term debt	(311,985)	—	—	(311,985)
Proceeds from long-term debt.....	724,798	—	—	724,798
Payments on non-recourse debt	—	—	(11,908)	(11,908)
Proceeds from non-recourse debt.....	—	—	123,560	123,560
Taxes paid related to net share settlements of equity awards	(2,786)	—	—	(2,786)
Tax benefit related to equity compensation	1,409	—	—	1,409
Debt issuance costs	—	—	(7,069)	(7,069)
Proceeds from stock options exercised	2,774	—	—	2,774
Cash dividends paid	(186,984)	—	—	(186,984)
Proceeds from reissuance of treasury stock in connection with ESPP.....	441	—	—	441
Net cash provided by financing activities.....	<u>227,667</u>	<u>—</u>	<u>104,583</u>	<u>332,250</u>
Effect of Exchange Rate Changes on Cash and Cash Equivalents	<u>—</u>	<u>—</u>	<u>(3,226)</u>	<u>(3,226)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	<u>18,585</u>	<u>(782)</u>	<u>498</u>	<u>18,301</u>
Cash and Cash Equivalents, beginning of period.....	<u>18,492</u>	<u>782</u>	<u>22,063</u>	<u>41,337</u>
Cash and Cash Equivalents, end of period	<u>\$ 37,077</u>	<u>\$ —</u>	<u>\$ 22,561</u>	<u>\$ 59,638</u>

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	For the Year Ended December 31, 2014			
	The GEO Group Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Consolidated
	(Dollars in thousands)			
Cash Flow from Operating Activities:				
Net cash provided by (used in) operating activities	\$ 185,721	\$ 63,154	\$ (46,334)	\$ 202,541
Cash Flow from Investing Activities:				
Acquisition of Protocol, cash consideration	—	(13,025)	—	(13,025)
Proceeds from sale of property and equipment.....	—	746	(47)	699
Change in restricted cash and investments	61	2,571	2,748	5,380
Capital expenditures.....	<u>(58,188)</u>	<u>(52,550)</u>	<u>(3,486)</u>	<u>(114,224)</u>
Net cash used in investing activities	<u>(58,127)</u>	<u>(62,258)</u>	<u>(785)</u>	<u>(121,170)</u>
Cash Flow from Financing Activities:				
Proceeds from long-term debt.....	654,000	—	—	654,000
Payments on long-term debt	<u>(677,000)</u>	<u>(1,099)</u>	<u>—</u>	<u>(678,099)</u>
Payments on non-recourse debt	—	—	(18,627)	(18,627)
Proceeds from non-recourse debt.....	—	—	87,896	87,896
Income tax benefit of equity compensation	2,035	—	—	2,035
Taxes paid related to net share settlements of equity awards	<u>(1,844)</u>	<u>—</u>	<u>—</u>	<u>(1,844)</u>
Debt issuance costs	<u>(9,182)</u>	<u>—</u>	<u>(17,238)</u>	<u>(26,420)</u>
Proceeds from stock options exercised	7,281	—	—	7,281
Cash dividends paid	<u>(170,234)</u>	<u>—</u>	<u>—</u>	<u>(170,234)</u>
Issuance of common stock under prospectus supplement	54,725	—	—	54,725
Proceeds from reissuance of treasury stock in connection with ESPP	387	—	—	387
Net cash used in financing activities.....	<u>(139,832)</u>	<u>(1,099)</u>	<u>52,031</u>	<u>(88,900)</u>
Effect of Exchange Rate Changes on Cash and Cash Equivalents	—	—	(3,259)	(3,259)
Net Increase (Decrease) in Cash and Cash Equivalents	<u>(12,238)</u>	<u>(203)</u>	<u>1,653</u>	<u>(10,788)</u>
Cash and Cash Equivalents, beginning of period	30,730	985	20,410	52,125
Cash and Cash Equivalents, end of period	<u>\$ 18,492</u>	<u>\$ 782</u>	<u>\$ 22,063</u>	<u>\$ 41,337</u>

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	For the Fiscal Year Ended December 31, 2013			
	The GEO Group Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Consolidated
	(Dollars in thousands)			
Cash Flow from Operating Activities:				
Net cash provided by operating activities.....	142,923	34,067	15,199	192,189
Cash Flow from Investing Activities:				
Net working capital adjustment from RTS divestiture	(996)	—	—	(996)
Proceeds from sale of property and equipment.....	—	205	—	205
Proceeds from sale of assets held for sale.....	—	1,969	—	1,969
Change in restricted cash and investments	(167)	(3,205)	20,784	17,412
Capital expenditures.....	(79,150)	(36,815)	(1,601)	(117,566)
Net cash (used in) provided by investing activities	<u>(80,313)</u>	<u>(37,846)</u>	<u>19,183</u>	<u>(98,976)</u>
Cash Flow from Financing Activities:				
Proceeds from long-term debt.....	1,238,000	—	—	1,238,000
Tax benefit related to equity compensation	2,197	—	—	2,197
Debt issuance fees.....	(13,421)	—	—	(13,421)
Debt issuance costs — deferred.....	(23,834)	—	—	(23,834)
Payments on long-term debt	(1,098,174)	(1,127)	(35,243)	(1,134,544)
Proceeds from stock options exercised	5,425	—	—	5,425
Dividends paid	(147,156)	—	—	(147,156)
Proceeds from reissuance of treasury stock in connection with ESPP	319	—	—	319
Termination of interest rate swap agreement.....	—	3,974	—	3,974
Net cash provided by (used in) financing activities.....	<u>(36,644)</u>	<u>2,847</u>	<u>(35,243)</u>	<u>(69,040)</u>
Effect of Exchange Rate Changes on Cash and Cash Equivalents ...				
Net Increase (Decrease) in Cash and Cash Equivalents	25,966	(932)	(4,664)	20,370
Cash and Cash Equivalents, beginning of period.....	4,764	1,917	25,074	31,755
Cash and Cash Equivalents, end of period	<u>\$ 30,730</u>	<u>\$ 985</u>	<u>\$ 20,410</u>	<u>\$ 52,125</u>

22. Subsequent Events

Options and Restricted Stock Awards

On February 11, 2016, the Compensation Committee of the Board of Directors resolved to grant approximately 290,500 options and 376,500 shares of restricted stock to certain employees of the Company effective March 10, 2016. Of the total shares of restricted stock granted, approximately 115,000 are performance-based awards which vest subject to the achievement of certain total shareholder return and return on capital employed metrics over a three year period.

Dividend

On February 3, 2016, the Board of Directors declared a quarterly cash dividend of \$0.65 per share of common stock, which is to be paid on February 26, 2016 to shareholders of record as of the close of business on February 16, 2016.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, referred to as the Exchange Act), as of the end of the period covered by this report. On the basis of this review, our management, including our Chief Executive Officer and our Chief Financial Officer, has concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective to give reasonable assurance that the information required to be disclosed in our reports filed with the Securities and Exchange Commission, or the SEC, under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and to ensure that the information required to be disclosed in the reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, in a manner that allows timely decisions regarding required disclosure.

It should be noted that the effectiveness of our system of disclosure controls and procedures is subject to certain limitations inherent in any system of disclosure controls and procedures, including the exercise of judgment in designing, implementing and evaluating the controls and procedures, the assumptions used in identifying the likelihood of future events, and the inability to eliminate misconduct completely. Accordingly, there can be no assurance that our disclosure controls and procedures will detect all errors or fraud. As a result, by its nature, our system of disclosure controls and procedures can provide only reasonable assurance regarding management's control objectives.

Internal Control Over Financial Reporting

(a) Management's Annual Report on Internal Control Over Financial Reporting

See "Item 8. — Financial Statements and Supplementary Data — Management's Annual Report on Internal Control over Financial Reporting" for management's report on the effectiveness of our internal control over financial reporting as of December 31, 2015.

(b) Attestation Report of the Registered Public Accounting Firm

See "Item 8. — Financial Statements and Supplementary Data — Report of Independent Registered Public Accounting Firm" for the report of our independent registered public accounting firm on the effectiveness of our internal control over financial reporting as of December 31, 2015.

(c) Changes in Internal Control over Financial Reporting

Our management is responsible for reporting any changes in our internal control over financial reporting (as such terms are defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the period to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Management believes that there have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the period to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Not applicable.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

We have adopted a code of business conduct and ethics applicable to all of our directors, officers, employees, agents and representatives, including our consultants. The code strives to deter wrongdoing and promote honest and ethical conduct, the avoidance of conflicts of interest, full, fair, accurate, timely and transparent disclosure, compliance with the applicable government and self-regulatory organization laws, rules and regulations, prompt internal reporting of violations of the code, and accountability for compliance with the code. In addition, we have adopted a code of ethics for the CEO, our senior financial officers and all other employees. The codes can be found on our website at <http://www.geogroup.com> by clicking on the link "About Us" on our homepage and then clicking on the link "Corporate Governance." In addition, the codes are available in print to any shareholder who request them by contacting our Vice President of Corporate Relations at 561-999-7306. In the event that we amend or waive any of the provisions of the code of business conduct and ethics and the code of ethics for the CEO, our senior financial officers and employees that relate to any element of the code of ethics definition enumerated in Item 406(b) of Regulation S-K, we intend to disclose the same on our Investor Relations website. The other information required by this item will be contained in, and is incorporated by reference from, the proxy statement for our 2016 annual meeting of shareholders, which will be filed with the SEC pursuant to Regulation 14A within 120 days after the end of the year covered by this report.

ITEM 11. Executive Compensation

The information required by this item will be contained in, and is incorporated by reference from, the proxy statement for our 2016 annual meeting of shareholders, which will be filed with the SEC pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this report.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth information about our common stock that may be issued upon the exercise of options, warrants and rights under all of our equity compensation plans as of December 31, 2015 under our 2014 Stock Incentive Plan. Our shareholders have approved all of these plans.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders	748,916	\$ 29.98	2,564,654
Equity compensation plans not approved by security holders	—	—	—
Total.....	748,916	\$ 29.98	2,564,654

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item will be contained in, and is incorporated by reference from, the proxy statement for our 2016 annual meeting of shareholders, which will be filed with the SEC pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this report.

ITEM 14. Principal Accounting Fees and Services

The information required by this item will be contained in, and is incorporated by reference from, the proxy statement for our 2016 annual meeting of shareholders, which will be filed with the SEC pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this report.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)(1) *Financial Statements.*

The consolidated financial statements of GEO are filed under Item 8 of Part II of this report.

(2) *Financial Statement Schedules.*

Schedule II — Valuation and Qualifying Accounts — Page 166

Schedule III — Real Estate and Accumulated Depreciation — Page 167

All other schedules specified in the accounting regulations of the Securities and Exchange Commission have been omitted because they are either inapplicable or not required.

(3) *Exhibits Required by Item 601 of Regulation S-K. The following exhibits are filed as part of this Annual Report:*

Exhibit Number	Description
1.1	Form of Equity Distribution Agreement, dated May 8, 2013, by and among The GEO Group, Inc. and each of SunTrust Robinson Humphrey, Inc., Wells Fargo Securities, LLC, J.P. Morgan Securities LLC and Avondale Partners, LLC. (incorporated by reference to Exhibit 1.1 to the Company's report on Form 8-K, filed on May 8, 2013).
1.2	Form of Equity Distribution Agreement, dated November 10, 2014, by and among The GEO Group, Inc. and each of SunTrust Robinson Humphrey, Inc., Wells Fargo Securities, LLC, J.P. Morgan Securities LLC, Avondale Partners, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc. and MLV & Co. LLC. (incorporated by reference to Exhibit 1.1 to the Company's report on Form 8-K, filed on November 10, 2014).
2.1	Asset Purchase Agreement, dated as of January 25, 2015, entered into among The GEO Group, Inc. (“GEO”), Correctional Properties, LLC, a Delaware limited liability company and subsidiary of GEO (“Correctional Properties,” and collectively with GEO, the “Purchaser”), LCS Corrections Services, Inc. (“LCS Corrections Services”), LCS-Hidalgo, LLC (“LCS-Hidalgo”), LCS-Caldwell, LLC (“LCS-Caldwell”), LCS-Basile, LLC (“LCS-Basile”), LCS-Pine Prairie, LLC (“LCS-Pine”), LCS-Brooks, LLC (“LCS-Brooks”), LCS-Nueces, LLC (“LCS-Nueces”), LCS-Tensas, LLC (“LCS-Tensas”), Perry Detention Services, LLC (“Perry” and collectively with LCS Corrections Services, LCS-Hidalgo, LCS- Caldwell, LCS-Basile, LCS Pine, LCS-Brooks, LCS-Nueces and LCS-Tensas, the “Companies”), and the equity holders of the Companies named in the Agreement (the “Company Equityholders,” and collectively with the “Companies,” the “Sellers”) (incorporated by reference to Exhibit 2.1 to the Company's report on Form 10-Q, filed on May 7, 2015).**, ***
3.1	Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's report on Form 8-K, filed on June 30, 2014).
3.2	Articles of Merger, effective as of June 27, 2014 (incorporated by reference to Exhibit 3.2 to the Company's report on Form 8-K, filed on June 30, 2014).
3.3	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.3 to the Company's report on Form 8-K, filed on June 30, 2014).
3.4	Amendment to the Amended and Restated Bylaws of The GEO Group, Inc., effective July 2, 2014 (incorporated by reference to Exhibit 3.1 to the Company's report on Form 8-K, filed on July 9, 2014).
4.1	Indenture, dated as of February 10, 2011, by and among the Company, the Guarantors party thereto, and Wells Fargo Bank, National Association as Trustee relating to the 6 ^{5/8} % Senior Notes due 2021 (incorporated by reference to Exhibit 4.1 to the Company's report on Form 8-K, filed on February 16, 2011).
4.2	Form of 6 ^{5/8} % Senior Note due 2021 (included in Exhibit 4.1).
4.3	Indenture, dated as of March 19, 2013, by and among the Company, the Guarantors party thereto, and Wells Fargo Bank, National Association as Trustee relating to the 5.125% Senior Notes due 2023 (incorporated by reference to Exhibit 4.1 to the Company's report on Form 8-K, filed on March 25, 2013).

- 4.4 Form of 5.125% Senior Note due 2023 (included in Exhibit 4.3).
- 4.5 Indenture, dated as of October 3, 2013, by and among the Company, the Guarantors party thereto, and Wells Fargo Bank, National Association as Trustee relating to the 5 $\frac{7}{8}$ % Senior Notes due 2022 (incorporated by reference to Exhibit 4.1 to the Company's report on Form 8-K, filed on October 9, 2013).
- 4.6 Form of 5 $\frac{7}{8}$ % Senior Note due 2022 (included in Exhibit 4.5).
- 4.7 Supplemental Indenture dated as of June 27, 2014, to Indenture dated as of February 10, 2011, with respect to the Predecessor Registrant's 6.625% Senior Notes, between the Company and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to the Company's report on Form 8-K, filed on June 30, 2014).
- 4.8 Supplemental Indenture dated as of June 27, 2014, to Indenture dated as of March 19, 2013, with respect to the Predecessor Registrant's 5.125% Senior Notes, between the Company and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.4 to the Company's report on Form 8-K, filed on June 30, 2014).
- 4.9 Supplemental Indenture dated as of June 27, 2014, to Indenture dated as of October 3, 2013, with respect to the Predecessor Registrant's 5 7/8% Senior Notes, between the Company and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.5 to the Company's report on Form 8-K, filed on June 30, 2014).
- 4.10 Indenture, dated as of September 25, 2014, by and between GEO and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's report on Form 8-K, filed on October 1, 2014).
- 4.11 First Supplemental Indenture, dated as of September 25, 2014, by and among GEO, certain subsidiary guarantors and Wells Fargo Bank, National Association, as Trustee relating to the 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 4.2 to the Company's report on Form 8-K, filed on October 1, 2014).
- 4.12 Form of 5.875% Senior Note due 2024 (included in Exhibit 4.11).
- 10.1 1994 Stock Option Plan (incorporated herein by reference to Exhibit 10.2 to the Company's registration statement on Form S-1, filed on May 24, 1994)†
- 10.2 Form of Indemnification Agreement between the Company and its Officers and Directors (incorporated herein by reference to Exhibit 10.3 to the Company's registration statement on Form S-1, filed on May 24, 1994)†
- 10.3 1999 Stock Option Plan (incorporated herein by reference to Exhibit 10.12 to the Company's report on Form 10-K, filed on March 30, 2000)†
- 10.4 Senior Officer Employment Agreement, dated March 23, 2005, by and between the Company and John M. Hurley (incorporated herein by reference to Exhibit 10.24 to the Company's report on Form 10-K, filed on March 23, 2005)†
- 10.5 Office Lease, dated September 12, 2002, by and between the Company and Canpro Investments Ltd. (incorporated herein by reference to Exhibit 10.22 to the Company's report on Form 10-K, filed on March 20, 2003)
- 10.6 The GEO Group, Inc. Senior Management Performance Award Plan, as Amended and Restated on April 29, 2015, (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K, filed on May 4, 2015).†
- 10.7 Amended and Restated Senior Officer Employment Agreement, effective December 31, 2008, by and between The GEO Group, Inc. and John J. Bulfin (incorporated by reference to Exhibit 10.4 to the Company's report on Form 8-K January 7, 2009)†
- 10.8 Amended and Restated The GEO Group, Inc. Senior Officer Retirement Plan, effective December 31, 2008 (incorporated by reference to Exhibit 10.8 to the Company's report on Form 8-K January 7, 2009)†
- 10.9 Senior Officer Employment Agreement, dated August 3, 2009, by and between the Company and Brian Evans (incorporated by reference to Exhibit 10.1 to the Company's report on Form 10-Q, filed on August 3, 2009)†
- 10.10 Amended and Restated The GEO Group, Inc. 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.45 to the Company's Registration Statement on Form S-8, filed on September 3, 2010(File No. 333-169198))†
- 10.11 Amendment No. 1 to the Amended and Restated The GEO Group, Inc. 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.23 to the Company's report on Form 10-K, filed on March 2, 2011)†
- 10.12 Cornell Companies, Inc. Amended and Restated 2006 Incentive Plan (incorporated by reference to Exhibit 10.46 to the Company's Registration Statement on Form S-8 (File No. 333-169199), filed on September 3, 2010)†

- 10.13 First Amendment to Senior Officer Employment Agreement, effective March 1, 2011, by and between the Company and Brian R. Evans (incorporated by reference to Exhibit 10.28 to the Company's report on Form 10-K, filed on March 2, 2011)†
- 10.14 First Amendment to Senior Officer Employment Agreement, effective March 1, 2011, by and between the Company and John M. Hurley (incorporated by reference to Exhibit 10.29 to the Company's report on Form 10-K, filed on March 2, 2011)†
- 10.15 First Amendment to Amended and Restated Senior Officer Employment Agreement, effective March 1, 2011, by and between the Company and John J. Bulfin (incorporated by reference to Exhibit 10.30 to the Company's report on Form 10-K, filed on March 2, 2011)†
- 10.16 Amended and Restated The GEO Group, Inc. Executive Retirement Plan (effective January 1, 2008) (incorporated by reference to Exhibit 10.36 to the Company's report on Form 10-K, filed on March 1, 2012)†
- 10.17 Amendment to The GEO Group, Inc. Executive Retirement Plan (incorporated by reference to Exhibit 10.37 to the Company's report on Form 10-K, filed on March 1, 2012)†
- 10.18 The GEO Group, Inc. Deferred Compensation Plan (as amended and restated effective January 1, 2008)(incorporated by reference to Exhibit 10.38 to the Company's report on Form 10-K, filed on March 1, 2012)†
- 10.19 Amendment to The GEO Group, Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.39 to the Company's report on Form 10-K, filed on March 1, 2012)†
- 10.20 Amendment to The GEO Group, Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.40 to the Company's report on Form 10-K, filed on March 1, 2012)†
- 10.21 The GEO Group, Inc. 2011 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.41 to the Company's Registration Statement on Form S-8, filed on May 4, 2012 (File No. 333-181175))†
- 10.22 Third Amended and Restated Executive Employment Agreement, dated August 22, 2012, by and between The GEO Group, Inc. and George C. Zoley (incorporated by reference to Exhibit 10.42 to the Company's report on Form 8-K, filed on August 28, 2012)†
- 10.23 Amended and Restated Executive Retirement Agreement, dated August 22, 2012, by and between The GEO Group, Inc. and George C. Zoley (incorporated by reference to Exhibit 10.43 to the Company's report on Form 8-K, filed on August 28, 2012)†
- 10.24 Amended and Restated Credit Agreement, dated as of April 3, 2013, by and among The GEO Group, Inc. and GEO Corrections Holdings, Inc., as Borrowers, BNP Paribas, as Administrative Agent, and the lenders who are, or may from time to time become, a party thereto (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K, filed on April 9, 2013. Portions of this exhibit were omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.)
- 10.25 First Amendment to Third Amended and Restated Executive Employment Agreement, dated April 29, 2013, by and between The GEO Group, Inc. and George C. Zoley (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K, filed on April 30, 2013)†.
- 10.26 Second Amendment to Third Amended and Restated Executive Employment Agreement, dated May 29, 2013, by and between The GEO Group, Inc. and George C. Zoley (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K, filed on June 4, 2013)†.
- 10.27 The GEO Group, Inc. 2014 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K, filed on May 5, 2014).†
- 10.28 Confirmation and Reaffirmation Agreement, dated as of June 27, 2014, among the Company, the Predecessor Registrant, GEO Corrections Holdings, Inc., certain of the Predecessor Registrant's domestic subsidiaries, as guarantors, and BNP Paribas, relating to the Amended and Restated Credit Agreement, dated as of April 3, 2013, as amended, among The GEO Group, Inc. and GEO Corrections Holdings, Inc., as Borrowers, BNP Paribas, as Administrative Agent, and the lenders who are, or may from time to time become, a party thereto (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K, filed on June 30, 2014).

10.29	Second Amended and Restated Credit Agreement, dated as of August 27, 2014, by and among The GEO Group, Inc. and GEO Corrections Holdings, Inc., as Borrowers, BNP Paribas, as Administrative Agent, and the lenders who are, or may from time to time become, a party thereto (incorporated by reference to Exhibit 10.1 to the Company's report on Form 8-K, filed on September 3, 2014).***
10.30	Third Amendment to the Third Amended and Restated Executive Employment Agreement, entered into and effective as of June 1, 2015, by and between The GEO Group, Inc. and George C. Zoley, (incorporated by reference to Exhibit 10.1 to the Company's report on Form 10-Q, filed on August 7, 2015)†
21.1	Subsidiaries of the Company*
23.1	Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm*
31.1	Rule 13a-14(a) Certification in accordance with Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Rule 13a-14(a) Certification in accordance with Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith.

** Certain exhibits and schedules to the agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. We agree to furnish supplementally to the SEC, upon request, a copy of the omitted exhibits and schedules.

*** Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

† Management contract or compensatory plan, contract or agreement as defined in Item 402 (a)(3) of Regulation S-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE GEO GROUP, INC.

/s/ BRIAN R. EVANS

Brian R. Evans

Senior Vice President & Chief Financial Officer

Date: February 25, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ George C. Zoley</u> George C. Zoley	Chairman of the Board & Chief Executive Officer (principal executive officer)	February 25, 2016
<u>/s/ Brian R. Evans</u> Brian R. Evans	Senior Vice President & Chief Financial Officer (principal financial officer)	February 25, 2016
<u>/s/ Ronald A. Brack</u> Ronald A. Brack	Vice President, Chief Accounting Officer and Controller (principal accounting officer)	February 25, 2016
<u>/s/ Clarence E. Anthony</u> Clarence E. Anthony	Director	February 25, 2016
<u>/s/ Julie M. Wood</u> Julie M. Wood	Director	February 25, 2016
<u>/s/ Ann N. Foreman</u> Ann N. Foreman	Director	February 25, 2016
<u>/s/ Richard H. Glanton</u> Richard H. Glanton	Director	February 25, 2016
<u>/s/ Christopher C. Wheeler</u> Christopher C. Wheeler	Director	February 25, 2016

THE GEO GROUP, INC.

SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS
For the Years Ended December 31, 2015, 2014 and 2013

Description	Balance at Beginning of Period	Charged to Cost and Expenses	Charged to Other Accounts	Deductions, Actual Charge-Offs	Balance at End of Period
(In thousands)					
YEAR ENDED DECEMBER 31, 2015:					
Allowance for doubtful accounts	\$ 3,315	\$ 764	\$ —	\$ (991)	\$ 3,088
YEAR ENDED DECEMBER 31, 2014:					
Allowance for doubtful accounts	\$ 2,549	\$ 985	\$ —	\$ (219)	\$ 3,315
YEAR ENDED DECEMBER 31, 2013:					
Allowance for doubtful accounts	\$ 2,546	\$ 1,136	\$ —	\$ (1,133)	\$ 2,549

THE GEO GROUP, INC.
SCHEDULE III- REAL ESTATE AND ACCUMULATED DEPRECIATION
December 31, 2015
(dollars in thousands)

Property Name (1)	Type	Location	Original						Development and Construction in Progress	Accumulated Depreciation	Year(s) Built/Renovated	Book Value of Built/Mortgaged Properties				
			Costs Capitalized		Land and Improvements	Building and Improvements	Land Held for Development									
			Subsequent to Acquisition (2)	Building and Improvements												
Corrections and Detention - Owned and Leased																
Broward Transition Center	Detention Facility	Deerfield Beach, FL	\$ 4,085	\$ 15,441	\$ 18,043	\$ 4,094	\$ 33,475	—	—	\$ 37,569	\$ 5,658	1998, 2004, 2010/2011, 2013/2014 \$ 31,911				
D. Ray James Correctional Facility	Correctional Facility	Folkston, GA	\$ 1,229	\$ 55,961	\$ 13,336	\$ 1,674	\$ 68,609	243	—	\$ 70,526	\$ 8,506	1998/1999, 2008/2009, 2011/2012 \$ 62,020				
D. Ray James Detention Facility	Detention Facility	Folkston, GA	\$ 291	\$ 30,399	\$ 4,098	\$ 291	\$ 34,497	—	—	\$ 34,788	\$ 3,599	2005, 2008, 2013 \$ 31,189				
LaSalle Detention Facility	Detention Facility	Jena, LA	\$ 856	\$ 51,623	\$ 4,272	\$ 706	\$ 55,109	514	422	\$ 56,751	\$ 10,792	1998, 2008, 2010/2011 \$ 45,959				
Alexandria Transfer Center (3)	Detention Facility	Alexandria, LA	\$ —	\$ 17,283	\$ 22	\$ —	\$ 17,305	—	—	\$ 17,305	\$ 449	2014 \$ —				
Moshannon Valley Correctional Center	Correctional Facility	Philipsburg, PA	\$ 1,107	\$ 65,160	\$ 7,810	\$ 1,575	\$ 72,405	87	10	\$ 74,077	\$ 8,698	2005/2006, 2013 \$ 65,379				
North Lake Correctional Facility	Correctional Facility	Baldwin, MI	\$ 66	\$ 36,727	\$ 50,859	\$ 66	\$ 87,583	—	3	\$ 87,652	\$ 8,131	1998/1999, 2002, 2011 \$ 79,521				
Queens Detention Facility	Detention Facility	Jamaica, NY	\$ 2,237	\$ 19,847	\$ 455	\$ 2,237	\$ 20,302	—	—	\$ 22,539	\$ 7,802	1971, 1996/1997, 2004 \$ —				
Riverbend Correctional Facility (3)	Correctional Facility	Milledgeville, GA	\$ —	\$ 72,932	\$ 190	\$ 25	\$ 73,097	—	—	\$ 73,122	\$ 8,066	2011 \$ 65,056				
Rivers Correctional Institution	Correctional Facility	Winton, NC	\$ 875	\$ 60,328	\$ 2,494	\$ 1,229	\$ 62,170	149	149	\$ 63,697	\$ 18,613	2000/2001 \$ 45,084				
Robert A. Dayton Detention Facility	Detention Facility	Lovejoy, GA	\$ —	\$ 8,163	\$ 10,123	\$ 15	\$ 18,267	—	4	\$ 18,286	\$ 6,913	1984-1986, 2008/2009 \$ —				
Big Spring Correctional Center (3)	Correctional Facility	Big Spring, TX	\$ 530	\$ 83,160	\$ 12,904	\$ 2,209	\$ 94,319	—	66	\$ 96,594	\$ 17,189	1940, 1960, 1982, 1991, 1994, 1996, 2001, 2009, 2010, 2011, 2012 \$ —				
Great Plains Correctional Facility	Correctional Facility	Hinton, OK	\$ 463	\$ 76,580	\$ 12,021	\$ 1,112	\$ 87,952	—	—	\$ 89,064	\$ 10,161	1990-1992, 1995, 2008, 2011, 2013, 2015 \$ 78,903				
Joe Corley Detention Facility	Detention Facility	Conroe, TX	\$ 470	\$ 64,813	\$ 892	\$ 598	\$ 65,558	—	19	\$ 66,175	\$ 4,435	2008 \$ 61,740				
Karnes Correctional Center	Correctional Facility	Karnes City, TX	\$ 937	\$ 24,825	\$ 1,631	\$ 912	\$ 26,305	176	—	\$ 27,393	\$ 5,986	1995 \$ 21,407				
Karnes County Residential Center	Detention Facility	Karnes City, TX	\$ —	\$ 29,052	\$ 29,164	\$ 47	\$ 58,169	—	—	\$ 58,216	\$ 2,728	2011/2012, 2014, 2015 \$ 55,488				
Lawton Correctional Facility	Correctional Facility	Lawton, OK	\$ 1,012	\$ 96,637	\$ 10,010	\$ 1,041	\$ 106,618	—	—	\$ 107,659	\$ 19,457	1998/1999, 2005/2006, 2015 \$ 88,202				
Rio Grande Detention Center	Detention Facility	Laredo, TX	\$ 8,365	\$ 81,178	\$ 1,087	\$ 6,266	\$ 82,265	2,099	—	\$ 90,630	\$ 12,419	2007, 2008 \$ 78,211				
South Texas Detention Complex	Detention Facility	Pearsall, TX	\$ 437	\$ 31,405	\$ 4,790	\$ 437	\$ 36,195	—	—	\$ 36,632	\$ 8,159	2004/2005, 2012 \$ —				
Val Verde Correctional Facility	Correctional Facility	Del Rio, TX	\$ 21	\$ 56,009	\$ 713	\$ 16	\$ 56,722	5	—	\$ 56,743	\$ 13,031	2000/2001, 2005, 2007 \$ 43,712				
Adelanto Detention Facility	Detention Facility	Adelanto, CA	\$ 8,005	\$ 113,255	\$ 41,460	\$ 8,753	\$ 153,967	—	—	\$ 162,720	\$ 9,988	1990/1991, 2011, 2012, 2015 \$ 152,732				

Aurora/ICE Processing Center	Detention Facility	Aurora, CO	\$ 4,590	\$ 15,200	\$ 71,964	\$ 4,271	\$ 86,173	1,310	—	\$ 91,754	\$ 12,006	1987,1993, 1998,2009, 2010,2011	\$ 79,748
Central Valley MCCF	Correctional Facility	Mc Farland, CA	\$ 1,055	\$ 28,133	\$ 2,675	\$ 905	\$ 30,747	211	—	\$ 31,863	\$ 6,608	1997, 2009/2010	\$ 25,255
Desert View MCCF	Correctional Facility	Adelanto, CA	\$ 1,245	\$ 27,943	\$ 4,348	\$ 1,245	\$ 32,281	—	10	\$ 33,536	\$ 7,239	1997, 2010,2013	\$ 26,297
Golden State MCCF	Correctional Facility	Mc Farland, CA	\$ 1,264	\$ 27,924	\$ 2,342	\$ 1,072	\$ 30,205	253	—	\$ 31,530	\$ 6,466	1997,2010	\$ 25,064
Guadalupe County Correctional Facility	Correctional Facility	Santa Rosa, NM	\$ 181	\$ 29,732	\$ 721	\$ 27	\$ 30,453	154	—	\$ 30,634	\$ 10,025	1998/1999, 2008	\$ 20,609
Hudson Correctional Facility	Correctional Facility	Hudson, CO	\$ 11,140	\$ —	\$ 4,595	\$ 7,372	\$ 4,443	3,920	—	\$ 15,735	\$ 3,346	2009,2011	\$ —
Lea County Correctional Facility (3)	Correctional Facility	Hobbs, NM	\$ 347	\$ 67,933	\$ 1,224	\$ —	\$ 69,157	347	—	\$ 69,504	\$ 14,717	1997/1998	\$ 54,787
McFarland CCF	Correctional Facility	Mc Farland, CA	\$ 914	\$ 9,019	\$ 9,063	\$ 2,036	\$ 16,661	183	116	\$ 18,996	\$ 3,197	1988, 2011,2014	\$ —
Mesa Verde CCF	Correctional Facility	Bakersfield, CA	\$ 2,237	\$ 13,714	\$ 11,981	\$ 2,237	\$ 25,695	—	—	\$ 27,932	\$ 2,928	1989, 2011,2015	\$ —
Northwest Detention Center	Detention Facility	Tacoma, WA	\$ 3,916	\$ 39,000	\$ 49,289	\$ 4,394	\$ 85,741	2,004	66	\$ 92,205	\$ 15,418	2003/2004, 2009, 2010,2012	\$ —
Western Region Detention Facility	Detention Facility	San Diego, CA	\$ —	\$ 28,071	\$ 995	\$ —	\$ 29,066	—	—	\$ 29,066	\$ 28,953	1959-1961, 2000 2000	\$ —
Delaney Hall	Detention Facility	Newark, NJ	\$ 3,759	\$ 22,502	\$ 12,970	\$ 3,759	\$ 35,472	—	—	\$ 39,231	\$ 7,610	1999/2000, 2008	\$ 31,621
Brooks County Detention Center	Detention Facility	Falfurrias, TX	\$ 410	\$ 18,940	\$ 409	\$ 410	\$ 19,349	—	—	\$ 19,759	\$ 395	2001,2011	\$ —
Caldwell Parish Detention Center	Detention Facility	Grayson, LA	\$ 38	\$ 1,090	\$ —	\$ 38	\$ 1,090	—	—	\$ 1,128	\$ 69	1995	\$ —
East Hidalgo Detention Center	Detention Facility	LaVilla, TX	\$ 460	\$ 28,010	\$ 418	\$ 460	\$ 28,012	—	416	\$ 28,888	\$ 537	2001,2002, 2004,2005, 2007,2011	\$ —
Perry County Correctional Center	Correctional Facility	Uniontown, AL	\$ 400	\$ 12,880	\$ —	\$ 400	\$ 12,880	—	—	\$ 13,280	\$ 279	2006	\$ —
Pine Prairie Correctional Center	Correctional Facility	Pine Prairie, LA	\$ 260	\$ 11,910	\$ 1,271	\$ 344	\$ 12,051	—	1,046	\$ 13,441	\$ 263	1999,2008	\$ —
South Louisiana Correctional Center	Correctional Facility	Basile, LA	\$ 290	\$ 13,040	\$ 65	\$ 290	\$ 13,105	—	—	\$ 13,395	\$ 338	1993,1994, 1996, 1998-1999, 2000-2001, 2010-2011	\$ —
J. B. Evans Correctional Center	Correctional Facility	Newellton, LA	\$ 30	\$ 720	\$ —	\$ 30	\$ 720	—	—	\$ 750	\$ 44	1994,1996	\$ —
Coastal Bend Detention Center	Detention Facility	Robstown, TX	\$ 1,330	\$ 26,820	\$ 482	\$ 1,349	\$ 26,844	—	439	\$ 28,632	\$ 579	2008,2009	\$ —
Corrections & Detention - Managed													
Allen Correctional Center	Correctional Facility	Kinder, LA	\$ —	\$ 28	\$ 451	\$ 2	\$ 477	—	—	\$ 479	\$ 234	1989-1991, 1994/1995, 1998-1999	\$ —
Central Texas Detention Facility	Detention Facility	San Antonio, TX	\$ —	\$ —	\$ 3,918	\$ —	\$ 3,918	—	—	\$ 3,918	\$ 2,475	1962, 1989/1990, 2006,2010	\$ —
Lawrenceville Correctional Center	Correctional Facility	Lawrenceville, VA	\$ —	\$ —	\$ 775	\$ —	\$ 775	—	—	\$ 775	\$ 755	1996-1998, 2011	\$ —
Arizona State Prison- Florence West	Correctional Facility	Florence, AZ	\$ 320	\$ 9,317	\$ 1,026	\$ 320	\$ 10,343	—	—	\$ 10,663	\$ 6,425	1997	\$ —
Arizona State Prison - Phoenix West	Correctional Facility	Phoenix, AZ	\$ —	\$ 7,919	\$ 466	\$ —	\$ 8,385	—	—	\$ 8,385	\$ 4,849	1979-1984, 1995/1996, 2002	\$ —
Central Arizona Correctional Facility	Correctional Facility	Florence, AZ	\$ —	\$ 396	\$ 1,409	\$ —	\$ 1,727	—	78	\$ 1,805	\$ 1,397	2006	\$ —
Arizona State Prison - Kingman	Correctional Facility	Kingman, AZ	\$ —	\$ —	\$ 173	\$ —	\$ —	—	173	\$ 173	\$ —	2004,2010	\$ —
New Castle Correctional Facility	Correctional Facility	New Castle, IN	\$ —	\$ —	\$ 22,336	\$ —	\$ 22,336	—	—	\$ 22,336	\$ 6,048	2001,2012	\$ —

Plainfield Indiana STOP Facility	Correctional Facility	Plainfield, IN	\$ — \$	— \$	5 \$	— \$	5	—	— \$	5 \$	5	1890, 1900, 1921, 1961	\$ —
South Bay Correctional Facility	Correctional Facility	South Bay, FL	\$ — \$	— \$	2,799 \$	— \$	2,799	—	— \$	2,799 \$	2,742	1996/1997, 2001, 2004/2005, 2007, 2012	\$ —
Reeves County Detention Complex R1/R2	Detention Facility	Pecos, TX	\$ — \$	— \$	1,188 \$	— \$	1,188	—	— \$	1,188 \$	901	1986, 1998, 2001, 2004, 2009/2010	\$ —
Reeves County Detention Complex R3	Detention Facility	Pecos, TX	\$ — \$	— \$	4,225 \$	— \$	4,225	—	— \$	4,225 \$	3,708	2003, 2006, 2010	\$ —
Northeast New Mexico Detention Facility	Detention Facility	Clayton, NM	\$ — \$	— \$	255 \$	— \$	255	—	— \$	255 \$	180	2008	\$ —
Blackwater River Correctional Facility	Correctional Facility	Milton, FL	\$ — \$	— \$	36 \$	— \$	36	—	— \$	36 \$	34	2010	\$ —
Bay Correctional Facility	Correctional Facility	Panama City, FL	\$ — \$	— \$	6 \$	— \$	6	—	— \$	6 \$	4	1995	\$ —
Moore Haven Correctional Facility	Correctional Facility	Moore Haven, FL	\$ — \$	— \$	18 \$	— \$	18	—	— \$	18 \$	11	1995, 1999, 2007	\$ —
Graceville Correctional Facility	Correctional Facility	Jackson, FL	\$ — \$	— \$	474 \$	— \$	461	—	13 \$	474 \$	33	2007, 2009, 2015	\$ —

Community Based Services - Owned/Leased

Beaumont Transitional Treatment Center	Community Corrections	Beaumont, TX	\$ 105 \$	560 \$	377 \$	108 \$	922	—	12 \$	1,042 \$	256	1940-1950, 1967, 1975, 1986, 1997	\$ —
Bronx Community Re-entry Center	Community Corrections	Bronx, NY	\$ — \$	154 \$	3,145 \$	— \$	3,299	—	— \$	3,299 \$	855	1966, 1998/2009, 2012, 2015	\$ —
Cordova Center	Community Corrections	Anchorage, AK	\$ 235 \$	3,225 \$	3,562 \$	235 \$	6,745	—	42 \$	7,022 \$	1,138	1974-1979, 2001, 2013	\$ —
El Monte Center	Community Corrections	El Monte, CA	\$ — \$	47 \$	292 \$	— \$	339	—	— \$	339 \$	309	1960, 2004, 2012	\$ —
Grossman Center	Community Corrections	Leavenworth, KS	\$ — \$	24 \$	34 \$	— \$	58	—	— \$	58 \$	42	2002/2003, 2010	\$ —
Las Vegas Community Correctional Center	Community Corrections	Las Vegas, NV	\$ 520 \$	1,580 \$	261 \$	520 \$	1,841	—	— \$	2,361 \$	287	1978, 2004	\$ —
Leidel Comprehensive Sanction Center	Community Corrections	Houston, TX	\$ 3,210 \$	710 \$	493 \$	3,210 \$	1,197	—	6 \$	4,413 \$	253	1930, 1960, 2005/2006, 2012	\$ —
Marvin Gardens Center	Community Corrections	Los Angeles, CA	\$ — \$	50 \$	423 \$	— \$	232	241	— \$	473 \$	167	1962/1965, 1990	\$ —
McCabe Center	Community Corrections	Austin, TX	\$ 350 \$	510 \$	529 \$	350 \$	1,039	—	— \$	1,389 \$	385	1962, 2012	\$ —
Mid Valley House	Community Corrections	Edinburg, TX	\$ 694 \$	3,608 \$	166 \$	700 \$	3,767	—	1 \$	4,468 \$	135	1985, 2001, 2014	\$ —
Midtown Center	Community Corrections	Anchorage, AK	\$ 130 \$	220 \$	153 \$	130 \$	370	—	3 \$	503 \$	85	Early 1950s, 1972, 1998	\$ —
Newark Residential Re-entry Center	Community Corrections	Newark, NJ	\$ — \$	799 \$	352 \$	— \$	1,018	—	133 \$	1,151 \$	236	1925, 1992, 2014	\$ —
Northstar Center	Community Corrections	Fairbanks, AK	\$ — \$	12 \$	196 \$	— \$	208	—	— \$	208 \$	139	1970/1975, 1995	\$ —
Oakland Center	Community Corrections	Oakland, CA	\$ 970 \$	250 \$	70 \$	970 \$	320	—	— \$	1,290 \$	91	1904-1911, 2000s	\$ —
Parkview Center	Community Corrections	Anchorage, AK	\$ 160 \$	1,480 \$	231 \$	160 \$	1,696	—	15 \$	1,871 \$	483	1971, 1976	\$ —
Reality House	Community Corrections	Brownsville, TX	\$ 487 \$	2,771 \$	32 \$	493 \$	2,797	—	— \$	3,290 \$	283	1983, 2011	\$ —
Southeast Texas Transitional Center	Community Corrections	Houston, TX	\$ 910 \$	3,210 \$	1,900 \$	939 \$	5,081	—	— \$	6,020 \$	1,153	1960, 1967, 1970, 1984, 1997/1998, 2008, 2012	\$ —
Salt Lake City Center	Community Corrections	Salt Lake City, UT	\$ — \$	4 \$	103 \$	— \$	107	—	— \$	107 \$	101	1970, 1977, 2004	\$ —

Seaside Center	Community Corrections	Nome, AK	\$ — \$	— \$	60	\$ — \$	60	—	— \$	60	\$ — \$	60	1958, 2005 \$	—
NEW Seaside Center	Community Corrections	Nome, AK	\$ 67 \$	732 \$	2,413	\$ 67 \$	732	—	2,413	\$ 3,212 \$	—	1999, 2015/2016-CIP	2015/2016-CIP	—
Taylor Street Center	Community Corrections	San Francisco, CA	\$ 3,230 \$	900 \$	3,030	\$ 3,230 \$	3,825	—	105	\$ 7,160 \$	721	1907, 2010/2011 \$	—	—
Tundra Center	Community Corrections	Bethel, AK	\$ 20 \$	1,190 \$	1,252	\$ 79 \$	2,319	—	64	\$ 2,462 \$	737	1960/1970 \$	—	—

Youth Services - Owned/Leased

Abraxas Academy	Youth Facility	Morgantown, PA	\$ 4,220 \$	14,120 \$	893	\$ 4,224 \$	14,967	—	42	\$ 19,233 \$	2,071	1999/2000 \$	—
Abraxas I	Youth Facility	Marienville, PA	\$ 990 \$	7,600 \$	841	\$ 1,026 \$	8,335	—	70	\$ 9,431 \$	1,512	1930s, 1960, 1982, 1985-1987, 1989-1999, 2003 \$	—
Abraxas Ohio	Youth Facility	Shelby, OH	\$ 1,160 \$	2,900 \$	744	\$ 1,197 \$	3,587	—	20	\$ 4,804 \$	679	1900, 1935, 1965, 1992 \$	—
Abraxas Youth Center	Youth Facility	South Mountain, PA	\$ — \$	36 \$	290	\$ — \$	291	—	35	\$ 326 \$	234	1938, 1948, 2001 \$	—
DuPage Interventions	Youth Facility	Hinsdale, IL	\$ 2,110 \$	1,190 \$	280	\$ 2,110 \$	1,470	—	—	\$ 3,580 \$	297	1988 \$	—
Hector Garza Center	Youth Facility	San Antonio, TX	\$ 1,590 \$	3,540 \$	379	\$ 1,590 \$	3,919	—	—	\$ 5,509 \$	632	1986/1987, 2006 \$	—
Leadership Development Program	Youth Facility	South Mountain, PA	\$ — \$	25 \$	454	\$ — \$	417	—	62	\$ 479 \$	332	1920, 1938, 2000, 2005 \$	—
Southern Peaks Regional Treatment Center	Youth Facility	Canon City, CO	\$ 2,850 \$	11,350 \$	222	\$ 2,961 \$	11,461	—	—	\$ 14,422 \$	1,835	2003-2004 \$	—
Southwood Interventions	Youth Facility	Chicago, IL	\$ 870 \$	6,310 \$	806	\$ 898 \$	7,088	—	—	\$ 7,986 \$	1,442	1925, 1950, 1975, 2008 \$	—
Woodridge Interventions	Youth Facility	Woodridge, IL	\$ 5,160 \$	4,330 \$	688	\$ 5,304 \$	4,872	—	2	\$ 10,178 \$	940	1982/1986 \$	—
Contact Interventions	Youth Facility	Wauconda, IL	\$ 719 \$	1,110 \$	(638)	\$ 699 \$	492	—	—	\$ 1,191 \$	108	1950s/1960, 2006 \$	—

Electronic & Location Monitoring Centers - Managed

Orange DRC	Day Reporting Center	Santa Ana, CA	\$ 72	—	\$ 72	—	\$ 72 \$	72	2012 \$	—
South Philadelphia PADOC DRC	Day Reporting Center	Philadelphia, PA	\$ 124	—	\$ 124	—	\$ 124 \$	77	2014 \$	—
Lycoming County DRC	Day Reporting Center	Williamsport, PA	\$ 56 \$	94	\$ 150	—	\$ 150 \$	11	2014, 2015 \$	—
Lehigh County PADOC DRC	Day Reporting Center	Allentown, PA	\$ 139	—	\$ 139	—	\$ 139 \$	89	2014 \$	—
Lancaster County PADOC DRC	Day Reporting Center	Lancaster, PA	\$ 73	—	\$ 73	—	\$ 73 \$	27	2014 \$	—
York County PADOC DRC	Day Reporting Center	York, PA	\$ 7	—	\$ 7	—	\$ 7 \$	4	2014 \$	—
North Pittsburgh PADOC DRC	Day Reporting Center	Pittsburgh, PA	\$ 81	—	\$ 81	—	\$ 81 \$	45	2014 \$	—
Vineland NJ DRC	Day Reporting Center	Vineland, NJ	\$ 163	—	\$ 163	—	\$ 163 \$	6	2015 \$	—
Elizabeth NJ	Day Reporting Center	Elizabeth, NJ	\$ 26 \$	6	\$ 32	—	\$ 32 \$	26	2011, 2003, 2006, 2007, 2009, 2015 \$	—

													2004, 2005, 2001	2006, 2007, 2008,	2010, 2015	\$	—	
Atlantic City CRC	Day Reporting Center	Atlantic City, NJ		\$	10		\$	10		—	\$	10	\$	6	2004, 2005, 2001	\$	—	
Perth Amboy CRC	Day Reporting Center	Perth Amboy, NJ		\$	19	\$	4	\$	23		\$	23	\$	19	2006, 2007, 2008,	2010, 2015	\$	—
Neptune CRC	Day Reporting Center	Neptune, NJ		\$	16	\$	5	\$	21		\$	21	\$	16	2008, 2009, 2011,	2012, 2015	\$	—
Guilford Co. TECS	Day Reporting Center	Greensboro, NC		\$	21			\$	21		\$	21	\$	21	2012	2012	\$	—
Mecklenburg Co. TECS	Day Reporting Center	Charlotte, NC		\$	26			\$	26		\$	26	\$	26	2012	2012	\$	—
Randolph Co. TECS	Day Reporting Center	Asheboro, NC		\$	6			\$	6		\$	6	\$	6	2013	2013	\$	—
Northglenn DRC	Day Reporting Center	Northglenn, CO		\$	21			\$	21		\$	21	\$	21	2011, 2013	2013	\$	—
Aurora DRC	Day Reporting Center	Aurora, CO		\$	21	\$	23	\$	44		\$	44	\$	26	2003, 2008, 2010,	2013, 2015	\$	—
Denver DRC	Day Reporting Center	Denver, CO		\$	43	\$	284	\$	327		\$	327	\$	58	2005, 2009, 2010, 2011, 2012, 2013, 2014	\$	—	
Santa Ana CDCR	Day Reporting Center	Santa Ana, CA		\$	113			\$	113		\$	113	\$	113	2013	2013	\$	—
Los Angeles CDCR	Day Reporting Center	Pomona, CA		\$	44			\$	44		\$	44	\$	18	2013	2013	\$	—
Tulare Co DRC	Day Reporting Center	Visalia, CA		\$	9			\$	9		\$	9	\$	9	2006, 2010	2010	\$	—
Merced DRC	Day Reporting Center	Merced, CA		\$	18			\$	18		\$	18	\$	18	2007, 2008, 2011	2008, 2011	\$	—
Kern County DRC	Day Reporting Center	Bakersfield, CA		\$	23	\$	7	\$	30		\$	30	\$	24	2010, 2012, 2015	2012, 2015	\$	—
San Diego DRC	Day Reporting Center	San Diego, CA		\$	30			\$	30		\$	30	\$	30	2007, 2010	2010	\$	—
Kern County Core SB678	Day Reporting Center	Bakersfield, CA		\$	5			\$	5		\$	5	\$	3	2014	2014	\$	—
Luzerne EM	Day Reporting Center	Wilkes Barre, PA		\$	20			\$	20		\$	20	\$	20	2007, 2013	2013	\$	—
Luzerne DRC	Day Reporting Center	Wilkes Barre, PA		\$	110	\$	7	\$	117		\$	117	\$	112	2010, 2014	2014	\$	—
Sedgwick DRC	Day Reporting Center	Wichita, KS		\$	23			\$	23		\$	23	\$	23	2006, 2007	2007	\$	—
Chicago Heights SRC	Day Reporting Center	Chicago Heights, IL		\$	3	\$	18	\$	21		\$	21	\$	5	2011, 2012, 2015	2012, 2015	\$	—
Chicago West Grand SRC	Day Reporting Center	Chicago, IL		\$	22			\$	22		\$	22	\$	22	2005, 2006, 2008,	2010, 2011	\$	—
Rockford SRC	Day Reporting Center	Rockford, IL		\$	2	\$	12	\$	14		\$	14	\$	2	2006, 2015	2006, 2015	\$	—
Decatur SRC	Day Reporting Center	Decatur, IL		\$	28	\$	34	\$	62		\$	62	\$	34	2004, 2005, 2006, 2009, 2010, 2011, 2015	2005, 2006, 2009, 2010, 2011, 2015	\$	—
East St. Louis SRC	Day Reporting Center	East St. Louis, IL		\$	—	\$	13	\$	13		\$	13	\$	3	2005, 2015	2005, 2015	\$	—
Chatham IL	Day Reporting Center	Chatham, IL		\$	54			\$	54		\$	54	\$	8	2015	2015	\$	—
Philadelphia ISAP	Intensive Supervision Appearance Program	Philadelphia, PA		\$	378	\$	(117)	\$	261		\$	261	\$	54	2010, 2014, 2015	2014, 2015	\$	—

Miami ISAP	Intensive Supervision Appearance Program	Miami, FL	\$ 82	\$ 9	\$ 91	—	\$ 91	\$ 84	2007, 2008, 2010, 2014	\$ —						
Orlando ISAP	Intensive Supervision Appearance Program	Orlando, FL	\$ 18		\$ 18	—	\$ 18	\$ 18	2007, 2010	\$ —						
Atlanta ISAP	Intensive Supervision Appearance Program	Atlanta, GA	\$ 268		\$ 268	—	\$ 268	\$ 85	2009, 2015	\$ —						
Charlotte ISAP	Intensive Supervision Appearance Program	Charlotte, NC	\$ 9		\$ 9	—	\$ 9	\$ 9	2009	\$ —						
New Orleans ISAP	Intensive Supervision Appearance Program	New Orleans, LA	\$ 54		\$ 54	—	\$ 54	\$ 14	2009, 2015	\$ —						
Washington DC ISAP	Intensive Supervision Appearance Program	Fairfax, VA	\$ 20	\$ 1	\$ 21	—	\$ 21	\$ 5	2014, 2015	\$ —						
Charleston, SC	Intensive Supervision Appearance Program	Charleston, SC	\$ 39		\$ 39		\$ 39	—	2015	\$ —						
Chicago ISAP	Intensive Supervision Appearance Program	Chicago, IL	\$ 25		\$ 25	—	\$ 25	\$ 25	2009, 2013	\$ —						
Detroit ISAP	Intensive Supervision Appearance Program	Detroit, MI	\$ 18		\$ 18	—	\$ 18	\$ 18	2009	\$ —						
St Paul ISAP	Intensive Supervision Appearance Program	Bloomington, MN	\$ 6		\$ 6	—	\$ 6	\$ 6	2004, 2006, 2011	\$ —						
Kansas City ISAP	Intensive Supervision Appearance Program	Riverside, MO	\$ 8		\$ 8	—	\$ 8	\$ 3	2006, 2014	\$ —						
Denver ISAP	Intensive Supervision Appearance Program	Centennial, CO	\$ 167		\$ 167	—	\$ 167	\$ 28	2015	\$ —						
Omaha NE	Intensive Supervision Appearance Program	Omaha, NE	\$ 8		\$ 8		\$ 8	\$ 1	2015	\$ —						
St Louis MO	Intensive Supervision Appearance Program	St. Louis, MO	\$ 50		\$ 50		\$ 50	\$ 4	2015	\$ —						
Portland ISAP	Intensive Supervision Appearance Program	Portland, OR	\$ 5		\$ 5	—	\$ 5	\$ 2	2014	\$ —						
San Francisco ISAP	Intensive Supervision Appearance Program	San Francisco, CA	\$ 180		\$ 180	—	\$ 180	\$ 28	2004, 2009, 2015	\$ —						
Salt Lake City ISAP	Intensive Supervision Appearance Program	Murray, UT	\$ 7	\$ 17	\$ 24	—	\$ 24	\$ 11	2009, 2015	\$ —						
Seattle ISAP	Intensive Supervision Appearance Program	Tukwila, WA	\$ 40	\$ 15	\$ 55	—	\$ 55	\$ 44	2009, 2014	\$ —						
Sacramento, CA	Intensive Supervision Appearance Program	Sacramento, CA	\$ 28		\$ 28		\$ 28	\$ 2	2015	\$ —						
Bronx ISAP	Intensive Supervision Appearance Program	Bronx, NY	\$ 31	\$ 41	\$ 72	—	\$ 72	\$ 22	2010, 2015	\$ —						
Manhattan ISAP	Intensive Supervision Appearance Program	New York, NY	\$ 10	\$ 10	\$ 20	—	\$ 20	\$ 11	2010	\$ —						

Queens ISAP	Intensive Supervision Appearance Program	Jamaica, NY	\$ 21	\$ —	\$ 21	\$ —	\$ 21	\$ 3	2014, 2015	\$ —
Boston ISAP	Intensive Supervision Appearance Program	Burlington, MA	\$ 80	\$ 5	\$ 85	\$ —	\$ 85	\$ 18	2014, 2015	\$ —
Hartford ISAP	Intensive Supervision Appearance Program	Hartford, CT	\$ 23	\$ 6	\$ 29	\$ —	\$ 29	\$ 8	2009, 2014, 2015	\$ —
Buffalo ISAP	Intensive Supervision Appearance Program	Buffalo, NY	\$ 34	\$ —	\$ 34	\$ —	\$ 34	\$ 34	2009	\$ —
Newark ISAP	Intensive Supervision Appearance Program	Newark, NJ	\$ 29	\$ 2	\$ 31	\$ —	\$ 31	\$ 31	2009, 2014	\$ —
Marlton ISAP	Intensive Supervision Appearance Program	Marlton, NJ	\$ 2	\$ 10	\$ 12	\$ —	\$ 12	\$ 4	2013, 2015	\$ —
Richmond, VA	Intensive Supervision Appearance Program	Richmond, VA	\$ 52	\$ —	\$ 52	\$ —	\$ 52	\$ 1	2015	\$ —
Los Angeles ISAP	Intensive Supervision Appearance Program	Los Angeles, CA	\$ 35	\$ 45	\$ 80	\$ —	\$ 80	\$ 41	2007, 2008, 2014, 2015	\$ —
San Bernadino ISAP	Intensive Supervision Appearance Program	San Bernadino, CA	\$ 42	\$ —	\$ 42	\$ —	\$ 42	\$ 42	2008, 2012, 2013	\$ —
Santa Ana ISAP	Intensive Supervision Appearance Program	Santa Ana, CA	\$ 2	\$ —	\$ 2	\$ —	\$ 2	\$ 2	2008	\$ —
Dallas ISAP	Intensive Supervision Appearance Program	Dallas, TX	\$ 17	\$ —	\$ 17	\$ —	\$ 17	\$ 17	2009	\$ —
El Paso ISAP	Intensive Supervision Appearance Program	El Paso, TX	\$ 2	\$ 27	\$ 29	\$ —	\$ 29	\$ 7	2009, 2015	\$ —
Houston ISAP	Intensive Supervision Appearance Program	Houston, TX	\$ 21	\$ —	\$ 21	\$ —	\$ 21	\$ 21	2009	\$ —
Phoenix ISAP	Intensive Supervision Appearance Program	Phoenix, AZ	\$ 68	\$ —	\$ 68	\$ —	\$ 68	\$ 10	2015	\$ —
San Antonio ISAP	Intensive Supervision Appearance Program	San Antonio, TX	\$ 7	\$ 50	\$ 57	\$ —	\$ 57	\$ 18	2009, 2014, 2015	\$ —
San Diego ISAP	Intensive Supervision Appearance Program	San Diego, CA	\$ 13	\$ 10	\$ 23	\$ —	\$ 23	\$ 2	2015	\$ —
Bakersfield ISAP	Intensive Supervision Appearance Program	Bakersfield, CA	\$ 16	\$ —	\$ 16	\$ —	\$ 16	\$ 16	2012	\$ —
Fresno, CA	Intensive Supervision Appearance Program	Fresno, CA	\$ 120	\$ —	\$ 120	\$ —	\$ 120	\$ 3	2015	\$ —
International Corrections & Detention - Managed										
Arthur Gorrie Correctional Centre	Correctional Facility	Brisbane, Queensland AUS	\$ —	\$ —	\$ 170	\$ —	\$ 170	\$ 126	1992	\$ —
Fulham Correctional Centre & Fulham Nalu Challenge Community Unit	Correctional Facility	West Sale, Victoria AUS	\$ —	\$ —	\$ 3,248	\$ —	\$ 3,248	\$ 922	1997, 2002	\$ —

Junee Correctional Centre	Correctional Facility	Junee, New South Wales, AUS	\$ — \$	— \$	1,070	\$ — \$	1,070	—	— \$	1,070	\$ 614	1993 \$ —	
Parklea Correctional Centre	Correctional Facility	Parklea, New South Wales, AUS	\$ — \$	— \$	978	\$ — \$	978	—	— \$	978	\$ 905	1987 \$ —	
Dungavel House Immigration Removal Centre	Detention Facility	South Lanarkshire, UK	\$ — \$	— \$	96	\$ — \$	96	—	— \$	96	\$ 50	2013 \$ —	
Kutama-Sinthumule Correctional Centre	Correctional Facility	Louis Trichardt, South Africa	\$ — \$	— \$	130	\$ — \$	130	—	— \$	130	\$ 96	2003-2008 \$ —	
Offices - Leased													
Corporate Headquarters	Office	Boca Raton, FL	\$ — \$	1,072	\$ 6,200	\$ — \$	7,170	—	102 \$	7,272	\$ 4,210	1985, 2003, 2005, 2011-2013 \$ —	
Central Regional Office	Office	San Antonio, TX	\$ — \$	— \$	37	\$ — \$	37	—	— \$	37	\$ 18	1985, 2003/2004, 2010 \$ —	
Eastern Regional Office	Office	Charlotte, NC	\$ — \$	— \$	11	\$ — \$	11	—	— \$	11	\$ 7	1998, 2013 \$ —	
Western Regional Office	Office	Los Angeles, CA	\$ — \$	22	\$ 134	\$ — \$	156	—	— \$	156	\$ 39	2002, 2010, 2014 \$ —	
New Anderson, IN Call Center	Office	Anderson, IN	\$ 114	\$ — \$	1,063	\$ 114	—	—	1,063 \$	1,177	\$ —	2015/2016-CIP \$ —	
Anderson, IN Call Center	Office	Anderson, IN	\$ 138	\$ 5	5	\$ 144	—	—	\$ 144	\$ 126	\$ —	1997-2013, 2015 \$ —	
Boulder, CO Office	Office	Boulder CO	\$ 3,289			\$ 3,289	—	—	\$ 3,289	\$ 99	\$ 2015	\$ —	
Protocol	Office	Aurora, IL	\$ 4	\$ 196		\$ 200	—	—	\$ 200	\$ 4	2014, 2015	\$ —	
Sydney Office	Office	Sydney, AUS	\$ — \$	— \$	602	\$ — \$	602	—	— \$	602	\$ 73	1980 \$ —	
Miscellaneous Investments													
Miscellaneous Investments	Various	Various	\$ 16,635	\$ 4,533	\$ 3,934	\$ 893	\$ 4,895	17,993	\$ 1,321	\$ 25,102	\$ 2,926	Various \$ —	
			Total	\$ 112,678	\$ 1,618,087	\$ 483,291	\$ 96,471	\$ 2,079,156	\$ 29,889	\$ 8,541	\$ 2,214,057	\$ 371,563	\$ 1,269,895

Depreciation related to the real estate investments reflected in the consolidated statements of comprehensive income is calculated over the estimated useful lives of the assets as follows:

Land improvements	The shorter of 7 years or the term of the lease/contract
Buildings	Generally 50 years or a shorter period if management determines that the building has a shorter useful life
Building improvements	7 or 15 years
Leasehold improvements	The shorter of 15 years or the term of the lease/contract

The aggregate remaining net basis of the real estate investments for federal income tax purposes was approximately \$1.6 billion at December 31, 2015. Depreciation and amortization are provided on the alternative depreciation system and straight-line methods over the estimated useful lives of the assets. This amount excludes international real estate investments.

- (1) This schedule presents the real estate property of the Company and does not include facilities with no real estate assets.
- (2) The negative balance for costs capitalized subsequent to acquisition include losses recorded subsequent to the initial costs.
- (3) Land on which the facility is situated is subject to one or more ground leases.

THE GEO GROUP, INC.
REAL ESTATE AND ACCUMULATED DEPRECIATION
For the Fiscal Years Ended December 31, 2015, December 31, 2014, and December 31, 2013
(dollars in thousands)

A summary of activity for real estate and accumulated depreciation is as follows:

	2015	2014	2013
Real Estate:			
Balance at the beginning of the year	\$ 2,026,872	\$ 1,935,556	\$ 1,840,306
Additions to/improvements of real estate	191,846	94,521	97,302
Assets sold/written-off.....	(4,661)	(3,205)	(2,052)
Balance at the end of the year.....	<u>\$ 2,214,057</u>	<u>\$ 2,026,872</u>	<u>\$ 1,935,556</u>
Accumulated Depreciation			
Balance at the beginning of the year	\$ 317,584	\$ 266,848	\$ 217,428
Depreciation expense.....	57,746	53,182	50,616
Assets sold/written-off.....	(3,767)	(2,446)	(1,196)
Balance at the end of the year	<u>\$ 371,563</u>	<u>\$ 317,584</u>	<u>\$ 266,848</u>

Exhibit 21.1

The GEO Group, Inc. Subsidiaries

Australasian Correctional Investment Pty, Ltd. (AUS)
 Australasian Correctional Services Pty. Ltd. (AUS)
 B.I. Incorporated (CO)
 Behavioral Holding Corp. (DE)
 Behavioral Acquisition Corp. (DE)
 BI Mobile Breath, Inc. (DE)
 BII Holding Corporation (DE)
 BII Holding I Corporation (DE)
 B.I. Puerto Rico, Inc. (PR)
 Canadian Correctional Management, Inc. (CAN)
 Correctional Properties, LLC (DE)
 Correctional Properties Prison Finance LLC (DE)
 Correctional Services Corporation, LLC (DE)
 CPT Limited Partner, LLC (DE)
 CPT Operating Partnership L.P. (DE)
 CSC of Tacoma LLC (DE)
 GEO Acquisition II, Inc. (DE)
 GEO Amey PECS, Ltd. (UK)
 GEO Australasia Pty, Ltd. (AUS)
 GEO Australia Management Services Pty, Ltd. (AUS)
 GEO Care LLC (DE)
 GEO CC1, Inc. (DE)
 GEO CC2, Inc. (DE)
 GEO CC3, Inc. (DE)
 GEO Corrections and Detention, LLC (FL)
 GEO Corrections Holdings, Inc. (FL)
 GEO Custodial Ltd. (Mauritius)
 GEO Design Services, Inc. (FL)
 GEO/FL/01, Inc. (FL)
 GEO/FL/02, Inc. (FL)
 GEO/FL/03, Inc. (FL)
 GEO Holdings I, Inc. (DE)
 GEO International Holdings, LLC (DE)
 GEO International Services, Inc. (DE)
 GEO MCF LP, LLC (DE)
 GEO Operations, LLC (FL)
 GEO /DEL/R/02, Inc. (DE)
 GEO/DEL/T/02, Inc. (DE)
 GEO RE Holdings LLC (DE)
 GEO Reentry Services, LLC (FL)
 GEO Reentry Services of Alaska, Inc. (AK)
 GEO Reentry, Inc. (DE)
 GEO Transport, Inc. (FL)

Highpoint Investments, LLC (DE)
 MCF GP, LLC (DE)
 Miramichi Youth Center Management, Inc. (CAN)
 Municipal Corrections Finance, L.P. (DE)
 Pacific Rim Employment Pty, Ltd. (AUS)
 Protocol Criminal Justice, Inc. (FL)
 Public Properties Development and Leasing LLC (DE)
 South African Custodial Holdings Pty Ltd. (SA)
 South African Custodial Management Pty, Ltd. (SA)
 South African Custodial Services (Louis Trichardt) Pty, Ltd. (SA)
 The GEO Group Australasia Pty, Ltd. (AUS)
 The GEO Group Australia Pty, Ltd. (AUS)
 The GEO Group Ltd. (UK)
 The GEO Group UK Ltd. (UK)
 Wackenhut Corrections Corporation N.V. (Netherlands Antilles)
 WCC Development, Inc. (FL)
 WCC Financial, Inc. (DE)
 Cornell Abraxas Group, Inc. (DE)
 Cornell Abraxas Group OS, LLC (FL)
 CCG I, LLC (DE)
 Cornell Companies Inc. (DE)
 Cornell Companies of California OS, LLC (DE)
 Cornell Companies of Texas OS, LLC (DE)
 Cornell Corrections Management, LLC (DE)
 Cornell Corrections of Alaska, Inc. (AK)
 Cornell Corrections of California, Inc. (CA)
 Cornell Corrections of Rhode Island, Inc. (DE)
 Cornell Corrections of Texas, Inc. (DE)
 Cornell Interventions, Inc. (IL)
 Cornell Interventions OS, LLC (DE)
 Correctional Systems, LLC (DE)
 Sentencing Concepts, Inc. (CA)
 WBP Leasing, LLC (DE)
 GEO Ravenhall Holdings Pty Ltd (AUS)
 GEO Ravenhall Trust (AUS)
 GEO Ravenhall Pty Ltd (AUS)
 GEO Ravenhall Finance Holding Trust (AUS)
 GEO Ravenhall Finance Holdings Pty Ltd (AUS)
 GEO Ravenhall Finance Trust (AUS)
 GEO Ravenhall Finance Pty Ltd (AUS)
 Ravenhall Finance Co Pty Limited (AUS)

Exhibit 23.1***Consent of Independent Registered Public Accounting Firm***

We have issued our reports dated February 25, 2016, with respect to the consolidated financial statements, schedules, and internal control over financial reporting included in the Annual Report of The GEO Group, Inc. on Form 10-K for the year ended December 31, 2015. We consent to the incorporation by reference of said reports in the Registration Statements of The GEO Group, Inc. on Form S-3 (File No. 333-198729) and on Forms S-8 (File No. 333-196504, File No. 333-181175, File No. 333-169199, File No. 333-169198, File No. 333-142589, File No. 333-79817, File No. 333-17265, File No. 333-09977, and File No. 333-09981).

/s/ GRANT THORNTON LLP

Miami, Florida
February 25, 2016

EXHIBIT 31.1**THE GEO GROUP, INC.**
CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, George C. Zoley, certify that:

1. I have reviewed this annual report on Form 10-K of The GEO Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2016

/s/ George C. Zoley

George C. Zoley

Chief Executive Officer

EXHIBIT 31.2**THE GEO GROUP, INC.**
CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Brian R. Evans, certify that:

1. I have reviewed this annual report on Form 10-K of The GEO Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2016

/s/ Brian R. Evans

Brian R. Evans
Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of The GEO Group, Inc. (the "Company") for the period ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, George C. Zoley, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ George C. Zoley

George C. Zoley
Chief Executive Officer

Date: February 25, 2016

Exhibit 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of The GEO Group, Inc. (the “Company”) for the period ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Brian R. Evans, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Brian R. Evans

Brian R. Evans
Chief Financial Officer

Date: February 25, 2016

SHAREHOLDER INFORMATION

REGIONAL OFFICES

Eastern Region, USA

Blake R. Davis, Vice President

Central Region, USA

Reed E. Smith, Vice President

Western Region, USA

James H. Black, Vice President

INTERNATIONAL OFFICES

The GEO Group UK Ltd

Joanne Henney, Managing Director

The GEO Group Australia Pty Ltd.

Pieter Bezuidenhout, Managing Director

South African Custodial Services

Lazarus Ncongwane, Managing Director

EXECUTIVE VICE PRESIDENTS

Matthew J. DenAdel

Executive Vice President, Pricing

Jennifer L. Houston

Executive Vice President, Proposal Development

Amber D. Martin

Executive Vice President, Contract Administration

Patricia M. Persante

Executive Vice President, Contract Compliance

Ada I. Rivera, M.D.

Executive Vice President, Health Services & Chief Medical Officer

GEO CARE DIVISIONAL VICE PRESIDENTS

Blake R. Barras

Divisional Vice President, Pricing & Finance

Loren A. Grayer

Divisional Vice President, Reentry Services

David O. Meehan

Divisional Vice President, Business Development

Jon Swatsburg

Divisional Vice President, Abraxas

John D. Thurston

Divisional Vice President, Continuum of Care

Jock A. Waldo

Divisional Vice President, BI

VICE PRESIDENTS

Ronald A. Brack

Vice President, Chief Accounting Officer and Controller

Randall Britt

Vice President, Proposal Development

Louis V. Carrillo

Vice President, Corporate Counsel and Assistant Secretary

Juan D. Castillo

Vice President, Health Services

Henry Conforti

Vice President, Protocol Operations

Philip Dugger

Vice President, Risk Management

Fred M. Hamdun

Vice President, ISAP Services, BI Incorporated

Janet S. Hardwick

Vice President, Contract Compliance, Audits

Gregor H. Heinrich

Vice President, Construction Services

Monica L. Hook

Vice President, Strategic Marketing, GEO Care

Alex Londono

Vice President, Corporate Counsel Labor & Employment

Marcel Maier

Vice President, Tax

Shayn P. March

Vice President, Finance and Treasurer

Philip D. Mosciski

Vice President, Design Services

Pablo E. Paez

Vice President, Corporate Relations

Jose A. Rosario

Vice President and Chief Information Officer

Christopher D. Ryan

Vice President, Human Resources

Kyle P. Schiller

Vice President, Administration, U.S. and Intl Services

Ruth E. Skerjanec

Vice President, Financial Planning, BI Incorporated

Ernest A. Stepp

Vice President, Security Operations, U.S. and Intl Services

Ed A. Stubbs

Vice President, Transportation

Gary W. Templeton

Vice President, Programs

Jennifer White

Vice President, Monitoring Operations, BI Incorporated

Joseph K. Woodring

Vice President, Office of Professional Responsibility

Andrea J. Young

Vice President, Development & Systems, BI Incorporated

CORPORATE & SHAREHOLDER INFORMATION

Corporate and shareholder information, as well as a copy of the Company's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, may be obtained free of charge by contacting Pablo E. Paez, Vice President, Corporate Relations at The GEO Group, Inc., One Park Place, 621 N.W. 53rd Street, Suite 700, Boca Raton, Florida 33487 or by visiting the Company's website at www.geogroup.com.

Annual Report Copy

Pablo E. Paez, Vice President, Corporate Relations

Annual Report Design

Esther D. Patton, Graphic Designer, Corporate Relations

Auditors

Grant Thornton, LLP
81 Brickell Avenue, Suite 2450, Miami, FL 33131

Corporate Counsel

Akerman Miami Office
Three Brickell City Centre,
98 Southeast Seventh Street, Miami, FL 33131

Transfer Agent and Registrar

Computershare
P.O. Box 43006, Providence, RI 02940-3006
Phone: 866-210-7619 www.computershare/investor.com

Notice of Annual Meeting: The Annual Shareholder Meeting for The GEO Group, Inc. will be held at The Boca Raton Resort & Club, 501 East Camino Real, Boca Raton, Florida 33432 at 9:00 a.m. on April 27, 2016.

Officer Certification: The certifications of The GEO Group, Inc.'s Chief Executive Officer and Chief Financial Officer, required under section 302 of the Sarbanes-Oxley Act of 2002, have been filed as exhibits to The GEO Group, Inc.'s Annual Report on Form 10-K. In 2015, The GEO Group, Inc.'s Chief Executive Officer submitted the annual certification to the New York Stock Exchange regarding The GEO Group, Inc.'s compliance with the New York Stock Exchange corporate governance listing standards.

Forward-Looking Statements — Safe Harbor

This Annual Report on Form 10-K and the documents incorporated by reference herein contain "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. "Forward-looking" statements are any statements that are not based on historical information. Statements other than statements of historical facts included

in this report, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are "forward-looking" statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "anticipate," "intend," "plan," "believe," "seek," "estimate" or "continue" or the negative of such words or variations of such words and similar expressions. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements and we can give no assurance that such forward-looking statements will prove to be correct. Important factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements, or "cautionary statements," include, but are not limited to: our ability to timely build and/or open facilities as planned, profitably manage such facilities and successfully integrate such facilities into our operations without substantial additional costs; our ability to remain qualified for taxation as a REIT; our ability to fulfill our debt service obligations and its impact on our liquidity; the instability of foreign exchange rates, exposing us to currency risks in Australia, the United Kingdom, and South Africa, or other countries in which we may choose to conduct our business; our ability to activate the inactive beds at our idle facilities; our ability to maintain or increase occupancy rates at our facilities; an increase in unreimbursed labor rates; our ability to expand, diversify and grow our correctional, detention, mental health, residential treatment, re-entry, community-based services, youth services, monitoring services, evidence-based supervision and treatment programs and secure transportation services businesses; our ability to win management contracts for which we have submitted proposals, retain existing management contracts and meet any performance standards required by such management contracts; our ability to control operating costs associated with contract start-ups; our ability to raise new project development capital given the often short-term nature of the customers' commitment to use newly developed facilities; our ability to estimate the government's level of dependency on privatized correctional services; our ability to accurately project the size and growth of the U.S. and international privatized corrections industry; our ability to successfully respond to delays encountered by states privatizing correctional services and cost savings initiatives implemented by a number of states; our ability to develop long-term earnings visibility; our ability to identify suitable acquisitions and to successfully complete and integrate such acquisitions on satisfactory terms, and estimate the synergies to be achieved as a result of such acquisitions; our exposure to the impairment of goodwill and other intangible assets as a result of our acquisitions; our ability to successfully conduct our operations through joint ventures and consortiums; our ability to obtain future financing on satisfactory terms or at all, including our ability to secure the funding we need to complete ongoing capital projects; our exposure to political and economic instability and other risks impacting our international operations; our exposure to risks impacting our information systems, including those that may cause an interruption, delay or failure in the provision of our services; our exposure to rising general insurance costs; our exposure to state and federal income tax law changes internationally and domestically and our exposure as a result of federal and international examinations of our tax returns or tax positions; our exposure to claims for which we are uninsured; our exposure to rising employee and inmate medical costs; our ability to manage costs and expenses relating to ongoing litigation arising from our operations; our ability to accurately estimate on an annual basis, loss reserves related to general liability, workers' compensation and automobile liability claims; the ability of our government customers to secure budgetary appropriations to fund their payment obligations to us and to continue to operate under our existing agreements and/or renew our existing agreements; our ability to pay quarterly dividends consistent with our expectations; our ability to comply with government regulations and applicable contractual requirements; our ability to acquire, protect or maintain our intellectual property; and other factors contained in our filings with the Securities and Exchange Commission, or the SEC, including, but not limited to, those detailed in this Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K filed with the SEC. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements included in this report.

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WORLD HEADQUARTERS

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