



**Corrections Corporation of America**



**CXW NYSE**

**Business Support / Supplies**

Market Capitalization USD:

**\$2,431.83 mm**

**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Damon T. Hininger**

**Age: 42**

**CEO Since: 2009**

	2009	2010	2011
<b>Base Salary</b>	\$749,858	\$600,000	\$540,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$791,551	\$960,000	\$1,080,000
<b>Benefits and Perquisites</b>	\$88,362	\$52,306	\$72,583
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,629,771</b>	<b>\$1,612,306</b>	<b>\$1,692,583</b>
<b>Increase in Post-Retirement Benefits</b>	\$19,866	\$4,074	\$42,210
<b>Stock Option Awards</b>	\$0	\$824,998	\$0
<b>Stock Awards</b>	\$0	\$825,009	\$0
<b>TOTAL COMPENSATION</b>	<b>\$1,649,637</b>	<b>\$3,266,387</b>	<b>\$1,734,793</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,093,913	\$1,567,402	\$1,787,612
<b>Value Realized on Exercise of Stock Option</b>	\$11,154,922	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$343,603	\$330,097	\$682,694
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$11,498,525</b>	<b>\$330,097</b>	<b>\$682,694</b>

**Proxy Date:** 30 Mar 2012

**Annual Meeting Date:** 10 May 2012

**Equity Reserves:** 16.52%

**Stock Option Run Rate:** 0.58%

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## Performance Comparison

■ S&P500 ■ Industry ■ CXW



## Peer Comparisons (TRBC) =Business Support / Supplies

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>CXW</b>	<b>Corrections Corporation of America</b>	<b>\$1,649,637</b>	<b>\$3,266,387</b>	<b>\$1,734,793</b>	<b>\$2,431,830,519</b>
MCO	Moody's Corporation	\$5,424,636	\$9,146,844	\$11,917,042	\$6,942,633,647
IRM	Iron Mountain Incorporated	\$1,676,456	\$1,420,217		\$6,350,440,960
IHS	IHS Inc.	\$8,032,534	\$4,412,383	\$4,691,526	\$4,850,602,597
TW	Towers Watson & Company		\$3,222,143		\$4,459,106,890
EFX	Equifax Inc.	\$8,809,878	\$9,642,127	\$11,013,238	\$3,762,889,148
CTAS	Cintas Corporation	\$1,376,335	\$1,731,179		\$3,650,412,423

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Boyd Gaming Corporation, Hyatt Hotels Corporation, Brookdale Senior Living Inc., Iron Mountain Incorporated, Cinemark Holdings Inc., Lifepoint Hospitals Inc., Community Health Systems, Inc., Penn National Gaming Inc., Gaylord Entertainment Company, Quanta Services Inc., The Geo Group, Inc., Tenet Healthcare Corporation, Health Management Associates, Inc., Universal Health Services, Inc., HealthSouth Corporation, Wyndham Worldwide Corporation.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Joseph V. Russell	Chairman	71	Male	13	Outside Related
John D. Correnti	Member	65	Male	12	Outside Related
John R. Horne	Member	74	Male	11	Outside Related
John R. Prann	Member	61	Male	12	Outside Related

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