CORRECTIONAL SERVICES CORPORATION, LLC
Form S-4
May 30, 2013
Table of Contents

As filed with the Securities and Exchange Commission on May 30, 2013

Registration Statement No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

The GEO Group, Inc.

***and the Subsidiary Guarantors listed on Schedule A hereto**

(Exact name of registrant as specified in its charter)

Florida	**1520**	**65-0043078**
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employee Identification Number)**

	John J. Bulfin, Esq.
One Park Place, Suite 700	**One Park Place, Suite 700**
621 Northwest 53rd Street	**621 Northwest 53rd Street**
Boca Raton, Florida 33487-8242	**Boca Raton, Florida 33487-8242**
(561) 893-0101	**(561) 893-0101**
(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)	**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

Copy to:

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Stephen K. Roddenberry, Esq.

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One S.E. Third Avenue, 25th Floor

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(305) 374-5600

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	x	Accelerated filer	¨
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ¨

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ¨

Table of Contents

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Note	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
5 1/8% Senior Notes due 2023	$300,000,000	100%	$300,000,000	$40,920
Guarantees of 5 1/8% Senior Notes due 2023(2)				None(2)

(1) Represents the maximum principal amount at maturity of the 5 1/8% Senior Notes due 2023 that may be issued pursuant to the exchange offer described in this registration statement. The registration fee was calculated pursuant to Rule 457(f) under the Securities Act of 1933.

(2) Pursuant to Rule 457(n) of the Securities Act of 1933, no registration fee is required for the Guarantees.

Each Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until each Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

Schedule A Table of Subsidiary Guarantors

Exact Name of Subsidiary Guarantor	State or Other Jurisdiction of Incorporation or Formation	I.R.S. Employer Identification Number
GEO RE Holdings LLC	Delaware	65-0682878
Correctional Services Corporation, LLC	Delaware	11-3182580
CPT Limited Partner, LLC	Delaware	*
CPT Operating Partnership L.P.	Delaware	65-0873924
Correctional Properties Prison Finance LLC	Delaware	*
Public Properties Development and Leasing LLC	Delaware	*
GEO Holdings I, Inc.	Delaware	56-2635779
GEO Acquisition II, Inc.	Delaware	01-0882442
GEO Transport, Inc.	Florida	56-2677868
Cornell Companies, LLC	Delaware	76-0433642
Cornell Corrections Management, LLC	Delaware	74-2650655
CCG I, LLC	Delaware	76-0544498
Cornell Corrections of Alaska, Inc.	Alaska	76-0578707
Cornell Corrections of California, Inc.	California	94-2411045
Cornell Corrections of Texas, Inc.	Delaware	74-2650651
Cornell Corrections of Rhode Island, Inc.	Delaware	74-2650654
Cornell Interventions, Inc.	Illinois	74-2918981
Correctional Systems, LLC	Delaware	33-0607766
Cornell Abraxas Group, Inc.	Delaware	76-0545741
WBP Leasing, LLC	Delaware	26-1849095
BII Holding Corporation	Delaware	26-3064495
BII Holding I Corporation	Delaware	26-3334669
Behavioral Holding Corp.	Delaware	20-4244005
Behavioral Acquisition Corp.	Delaware	22-3746193
B.I. Incorporated	Colorado	84-0769926
MCF GP, LLC	Delaware	*
GEO MCF LP, LLC	Delaware	*
Municipal Corrections Finance, LP	Delaware	72-1509519
GEO Operations, LLC	Florida	46-1288456
GEO Corrections Holdings, Inc.	Florida	46-1972528
GEO Corrections and Detention, LLC	Florida	46-1258100
GEO Re-entry Services, LLC	Florida	46-1260559
Cornell Abraxas Group OS, LLC	Florida	46-1270920
Cornell Companies of California OS, LLC	Delaware	46-1658344
Cornell Companies of Texas OS, LLC	Delaware	46-1664300
Cornell Interventions OS, LLC	Delaware	46-1679031

* Not applicable as these entities are disregarded for Federal Income Tax Purposes

Table of Contents

The information in this prospectus is not complete and may be changed. We may not complete the exchange offer until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell or exchange securities and it is not soliciting an offer to buy or exchange these securities in any state where the offer, sale or exchange is not permitted.

Subject to Completion dated May 30, 2013

Prospectus

$300,000,000

Offer to Exchange

Up to $300,000,000 aggregate principal amount

of our 5 $^{1}/_{8}$% Senior Notes due 2023

(which we refer to as the new notes)

and the guarantees thereof each of which have been registered

under the Securities Act of 1933, as amended,

for a like amount of our outstanding

5 $^{1}/_{8}$% Senior Notes due 2023

(which we refer to as the old notes)

and the guarantees thereof.

The New Notes:

The terms of the new notes are identical to the old notes, except that some of the transfer restrictions, registration rights and additional interest provisions relating to the old notes will not apply to the new notes. We refer to the old notes and the new notes collectively as the notes.

Terms of the Exchange Offer:

We are offering to exchange up to $300,000,000 of our old notes for new notes with materially identical terms that have been registered under the Securities Act of 1933.

Subject to the satisfaction or waiver of specified conditions, we will exchange the new notes for all old notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

The exchange offer will expire at 5:00 p.m., New York City time, on [ ], 2013, unless extended.

Tenders of old notes may be withdrawn at any time before the expiration of the exchange offer.

We will not receive any proceeds from the exchange offer.

The exchange of outstanding original notes will not be a taxable exchange for U.S. federal income tax purposes.
The new notes will not be listed on any securities exchange.

Investing in the new notes involves risks. See Risk Factors, beginning on page 15.

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

The date of this prospectus is [ ], 2013.

TABLE OF CONTENTS

This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. This information is available without charge to security holders upon written or oral request to The GEO Group, Inc., 621 NW 53rd Street, Suite 700, Boca Raton, Florida 33487, Attention: Investor Relations, Telephone: (561) 893-0101.

In order to obtain timely delivery, you must request the information no later than [ ], 2013, which is five business days before the expiration of the exchange offer.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended, or the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by the broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of up to 180 days after the effective date of the registration statement of which this prospectus is a part, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

We have not authorized anyone to provide any information or to make any representation other than those contained or incorporated by reference in this prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you.

We are not making an offer to exchange the new notes for the old notes in any jurisdiction where it is not permitted.

You should not assume that the information appearing in this prospectus or the documents incorporated by reference herein is accurate as of any date other than the respective dates of such documents. Our business, financial condition, results of operations and prospects may have changed since that date.

Table of Contents

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein contain forward-looking statements. Forward-looking statements are any statements that are not based on historical information. Statements other than statements of historical facts included in this prospectus, including, without limitation, statements regarding our future financial position and results of operations, 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 o 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:

- if you fail to follow the exchange offer procedures, your original notes will not be accepted for exchange;
- if you fail to exchange your original notes for new notes, they will continue to be subject to the existing transfer restrictions and you may not be able to sell them;
- the old notes and the related guarantees by certain of our subsidiaries are, and the new notes will be, effectively subordinated to our and the subsidiary guarantors senior secured indebtedness and structurally subordinated to the indebtedness of our subsidiaries that do not guarantee the notes;
- there is no public market for the notes;
- 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 real estate investment trust, or REIT;
- our ability to fulfill our debt service obligations and their impact on our liquidity;
- the instability of foreign exchange rates, exposing us to currency risks in Australia, Canada, 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 occupancy rates at our facilities;
- an increase in unreimbursed labor rates;

our ability to expand, diversify and grow our correctional, detention, 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;

Table of Contents

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 in the United Kingdom and South Africa through joint ventures;

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, including changes to the REIT provisions, 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 requirements as a REIT, and expectations as to timing and amounts;

our ability to comply with government regulations and applicable contractual requirements;

our ability to acquire, protect or maintain our intellectual property;

the risk that future sales of shares of our common stock could adversely affect the market price of our common stock and may be dilutive; and

other factors contained in this prospectus and in our filings with the Securities and Exchange Commission, referred to in this prospectus as the Commission or the SEC, including, but not limited to, those detailed in our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K filed with the Commission.

Table of Contents

SUMMARY

The following summary highlights selected information contained or incorporated by reference in this prospectus and does not contain all of the information that may be important to you. You should carefully read this entire prospectus, including the financial statements and related notes and the documents incorporated by reference in this prospectus, before making a decision to participate in the exchange offer. As used in this prospectus, unless otherwise indicated or the context otherwise requires, the terms The GEO Group, Inc., GEO, GEO Group, the Company, we, our and us refer to The GEO Group, Inc. and all entities owned or controlled by The GEO Group, Inc., including our wholly-owned taxable subsidiaries.

Overview

We are a real estate investment trust, or 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, the United Kingdom and Canada. 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.

As of March 31, 2013, our worldwide operations included the ownership and/or management of approximately 72,000 beds at approximately 95 correctional, detention and re-entry facilities, including idle facilities and projects under development, and also included the provision of monitoring services, tracking 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.

We provide a diversified scope of services on behalf of our government clients:

- our correctional and detention management services involve the provision of security, administrative, rehabilitation, education and food services, primarily at adult male correctional and detention facilities;
- our community-based services involve supervision of adult parolees and probationers and the provision of temporary housing, programming, employment assistance and other services with the intention of the successful reintegration of residents into the community;
- our youth services include residential, detention and shelter care and community-based services along with rehabilitative and educational programs;
- we provide comprehensive electronic monitoring and supervision services;
- we develop new facilities, using our project development experience to design, construct and finance what we believe are state-of-the-art facilities that maximize security and efficiency; and
- we provide secure transportation services for offender and detainee populations as contracted.

We conduct our business through four reportable business segments: our U.S. Corrections & Detention segment; our International Services segment; our GEO Community Services segment; and our Facility Construction & Design segment. We have identified these four segments to reflect our current view that we operate four distinct business lines, each of which constitutes a material part of our overall business. Our U.S. Corrections & Detention segment primarily encompasses our U.S.-based privatized corrections and detention business. Our International Services segment primarily consists of our privatized corrections and detention operations in South Africa, Australia and the United Kingdom. Our GEO Community Services segment comprises our community-based services business, our youth services business and our electronic monitoring and supervision services, all of which are currently conducted in the U.S. Our Facility Construction & Design segment primarily contracts with various state, local and federal agencies for the design and construction of facilities for which we generally have been, or expect to be, awarded management contracts.

Table of Contents

Competitive Strengths

Leading Corrections Provider Uniquely Positioned to Offer a Continuum of Care

We are the second largest provider of privatized correctional and detention facilities worldwide, and the largest provider of community-based re-entry services, youth services and electronic monitoring services in the U.S. corrections industry. We believe these leading market positions and our diverse and complementary service offerings enable us to meet the growing demand from our clients for comprehensive services throughout the entire corrections lifecycle. Our continuum of care enables us to provide consistency and continuity in case management, which we believe results in a higher quality of care for offenders, reduces recidivism, lowers overall costs for our clients, improves public safety and facilitates successful reintegration of offenders back into society.

Attractive REIT Profile

Key characteristics of our business make us a highly attractive REIT. We believe that, fundamentally we are in a real estate-intensive industry. Since our inception, we have financed and developed dozens of facilities. We have a diversified set of investment-grade customers in the form of government agencies, which are required to pay us on time by law. For the fiscal year ended December 31, 2012, we generated 67% of our net operating income from facilities we owned or leased. As of December 31, 2012, we owned or leased 55% of the facilities at which we provided services. We have historically experienced customer retention in excess of 90%. Our strong and predictable occupancy rates generate a stable and sustainable stream of revenue. This stream of revenue combined with our low maintenance capital expenditure requirement translates into steady, predictable cash flow. The REIT structure also allows us to pursue high return on invested capital growth opportunities which may be capital intensive in nature.

Large Scale Operator with National Presence

We operate the sixth largest correctional system in the U.S. by number of beds, including the federal government and all 50 states. We currently have operations in 33 states and offer electronic monitoring services in every state. In addition, we have extensive experience in overall facility operations, including staff recruitment, administration, facility maintenance, food service, security, and in the supervision and education of inmates. We believe our size and breadth of service offerings enable us to generate economies of scale which maximize our efficiencies and allow us to pass along cost savings to our clients. Our national presence also positions us to bid on and develop new facilities across the U.S.

Long-Term Relationships with Diversified Set of High-Quality Government Customers

We have developed long-term relationships with our federal, state and other governmental customers, which we believe enhance our ability to win new contracts and retain existing business. We have provided correctional and detention management services to the U.S. federal government for 26 years, the State of California for 25 years, the State of Texas for approximately 25 years, various Australian state government entities for 21 years and the State of Florida for approximately 19 years. For the fiscal year ended December 31, 2012, no one customer accounted for more than 17% of total revenues and no state government customer accounted for more than 4% of total revenues.

Recurring Revenue with Strong Cash Flow

Our revenue base is derived from our long-term customer relationships, with contract renewal rates and facility occupancy rates both in excess of 90% over the past five years. We have been able to expand our revenue base by continuing to reinvest our strong operating cash flow into expansionary projects and through strategic

Table of Contents

acquisitions that provide scale and further enhance our service offerings. Our consolidated revenues have grown from $1,085 million in 2010 to $1.5 billion for the fiscal year ended December 31, 2012. We expect our operating cash flow to be well in excess of our anticipated annual maintenance capital expenditure needs, which would provide us significant flexibility for growth capital expenditures, future dividend payments, acquisitions and/or the repayment of indebtedness.

Sizeable International Business

Our international infrastructure, which leverages our operational excellence in the U.S., allows us to target foreign opportunities that our U.S.-based competitors without overseas operations may have difficulty pursuing. We currently have international operations in Australia, Canada, South Africa and the United Kingdom. Our International Services business generated $212 million of revenues, representing 14% of our consolidated revenues, for the fiscal year ended December 31, 2012. We believe we are well positioned to continue to benefit from foreign governments initiatives to outsource correctional services.

Experienced, Proven Senior Management Team

Our Chief Executive Officer and Founder, George C. Zoley, has led our company for 31 years and has established a track record of growth and profitability. Under his leadership, our annual consolidated revenues from continuing operations have grown from $40.0 million in 1991 to $1.5 billion for fiscal year ending December 31, 2012. Mr. Zoley is one of the pioneers of the industry, having developed and opened what we believe was one of the first privatized detention facilities in the U.S. in 1986. Our Chief Financial Officer, Brian R. Evans, has been with our company for over twelve years and has led the integration of our recent acquisitions and financing activities. Our top six senior executives have an average tenure with our company of over 14 years.

Business Strategies

Provide High Quality Comprehensive Operations and Cost Savings Throughout Corrections Lifecycle

Our objective is to provide federal, state and local governmental agencies with a comprehensive offering of high quality, essential services at a lower cost than they themselves could achieve. We believe government agencies facing budgetary constraints will increasingly seek to outsource a greater proportion of their correctional needs to reliable providers that can enhance quality of service at a reduced cost. We believe our expanded and diversified service offerings strategically position us to bundle our high quality services and provide a comprehensive continuum of care for our clients, which we believe will lead to lower cost outcomes for our clients and larger scale business opportunities for us.

Maintain Disciplined Operating Approach

We refrain from pursuing contracts that we do not believe will yield attractive profit margins in relation to the associated operational risks. In addition, although we engage in facility development from time to time without having a corresponding management contract award in place, we endeavor to do so only where we have determined that there is medium-to long-term client demand for a facility in that geographic area. We have also elected not to enter certain international markets with a history of economic and political instability. We believe that our strategy of emphasizing lower risk, higher profit opportunities helps us to consistently deliver strong operational performance, lower our costs and increase our overall profitability.

Pursue International Growth Opportunities

As a global operator of privatized correctional facilities, we are able to capitalize on opportunities to operate existing or new facilities on behalf of foreign governments. We have seen increased business development opportunities including opportunities to cross-sell our expanded service offerings in recent years in the international markets in which we operate and are currently bidding on several new projects. We will continue to actively bid on new international projects in our current markets and in new markets that fit our target profile for profitability and operational risk.

Selectively Pursue Acquisition Opportunities

We intend to continue to supplement our organic growth by selectively identifying, acquiring and integrating businesses that fit our strategic objectives and enhance our geographic platform and service offerings. Since 2005, we have successfully completed six acquisitions for total consideration, including debt assumed, in excess of $1.7 billion. Our management team utilizes a disciplined approach to analyze and evaluate acquisition opportunities, which we believe has contributed to our success in completing and integrating our acquisitions.

The Corrections and Detention Industry

We believe our network of facilities and diverse service offerings position us well to capitalize on government outsourcing of correctional management services. In addition, we believe that long-term trends related to prison inmate population growth, acceptance of privatization and lower cost of private corrections operations favor an increase in the outsourcing of correctional management services. Following are the key reasons for this outsourcing trend:

U.S. Correctional Population Growth

Currently, approximately one in every 107 U.S. adults is in jail or prison and one in every 34 U.S. adults is under some form of correctional supervision. The total population under correctional supervision in the United States, which includes sentenced adults in jails or prisons and those under community supervision on probation or parole, has increased to over 7.0 million.

Persistent Overcrowding of Correctional Facilities

Federal and state legislatures historically have had difficulty enacting expansion of prison capacity due to budgetary constraints and the disfavor that voters generally exhibit toward such expenditures. As a result, prison capacity in the U.S. often lags prison populations, leading to persistent prison overcrowding. According to the Bureau of Justice Statistics, as of year-end 2011, 24 states were operating at or above 100% of their highest capacity and the Federal prison system was operating at 138% of its highest rated capacity. Lower costs associated with the construction and operation of private facilities, as well as the availability of private capital, are leading federal and state jurisdictions throughout the United States to increasingly explore working with private service providers as a viable and cost-effective alternative to capital intensive projects such as new prison construction.

Local, State and Federal Budgetary Constraints

As the total population of United States prisoners has grown, overall correctional costs have risen at an unsustainable rate. According to the National Association of State Budget Officers, between 1988 and 2011 national state spending on corrections (i.e. jails, prisons, community supervision) rose more than 400%, increasing as a percentage of total state general fund spending to over 7.5%. For all levels of government (i.e. local, state, and federal), total corrections spending has increased to approximately $52.0 billion annually, which represents an increase of 193% since 1988. We believe these growing expenditures are causing concern among law and policy makers, who are facing increasing budgetary concerns related to a slower economy and lower tax

Table of Contents

receipts, which in turn presents opportunities for the privatized correctional facility industry because it offers governments a cost-effective solution to reduce their correctional service costs and avoid making large capital investments in new prisons. However, it is possible state and federal budget constraints could have adverse effects on our industry resulting in governments unexpectedly terminating contracts, seeking price reductions in connection with contract renewals or amending criminal laws and regulations to reduce prisoner headcount by reducing or eliminating mandatory minimum sentencing guidelines, especially those relating to non-violent drug possession or technical parole violations.

Government Agencies Moving Toward Privatized Correctional Facilities

According to the Bureau of Justice Statistics, the number of inmates housed in private facilities has grown from 90,815 at year-end 2000 to 130,941 at year-end 2011, representing a compound annual growth rate of 3.4%. Notably, the federal government increased its use of privately operated facilities at a compound annual growth rate of 8.6%. The Bureau of Justice Statistics estimates that as of year-end 2011, approximately 8.2% of the total incarcerated population in the United States was housed in private facilities, potentially providing significant growth opportunities for privatized providers through increased market penetration.

Increased Federal Government Focus on Homeland Security and Illegal Immigration

On the federal level, the Department of Homeland Security s increased focus on the implementation of new federal detention standards has led to the consolidation of detention beds into modern facilities. As such, private operators have partnered with the U.S. Immigration and Customs Enforcement (ICE) to build new, modern facilities that meet or exceed the Department of Homeland Security s detention standards and significantly improve the conditions and services for the detainee population. The federal government has focused primarily on the detention and deportation of detainees with criminal backgrounds. The average daily population of ICE beds has grown from less than 20,000 in fiscal year 2005 to approximately 33,000 in fiscal year 2011. In fiscal year 2011, ICE had 396,906 removal cases, including 216,698 convicted criminals.

Old and Antiquated Public Prisons

According to the Bureau of Prisons (BOP), as of 2010, one-third of BOP s 115 institutions are over 50 years old. Older beds are typically inefficient and more expensive to operate. Private prisons tend to have more modern facilities that can provide the same services as public facilities at a much lower cost.

Growth in U.S. Correctional Population Driving Need for Alternative Solutions

The number of offenders under community correctional supervision, including those on parole or probation, has grown almost four-fold since 1980 to approximately 7 million offenders. According to the Pew Center on the States, electronic monitoring technology offers policy makers a spectrum of options to more intensely monitor offenders under community supervision at significant cost savings. The number of individuals being monitored by electronic technologies, including radio frequency, which we refer to as RF, and global positioning system, which we refer to as GPS, devices, has increased significantly over the last five years, and we estimate that currently approximately 150,000 offenders under community correctional supervision are tracked through electronic monitoring technologies. We believe the growth in electronic monitoring is being driven by technological advances and numerous legislative mandates supporting implementation of this technology. We believe that there will be increasing use of electronic monitoring for low security, low-risk offenders and for parolees as government agencies look to reduce recidivism and lower their overall lifecycle cost of an offender.

Corporate Information

Our principal executive offices are located at One Park Place, Suite 700, 621 Northwest 53rd Street, Boca Raton, Florida 33487 and our telephone number is (866) 301-4GEO (4436). We also maintain a website at www.geogroup.com. The information on our website is not part of this prospectus.

Table of Contents

Summary Description of the New Notes

The following summary is provided solely for your convenience. This summary is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus, including a more detailed summary of the terms of the notes under Description of Notes.

Issuer	The GEO Group, Inc.
Notes Offered	\$300,000,000 aggregate principal amount of 5 $^{1}/_{8}$% Senior Notes due 2023.
Maturity Date	April 1, 2023.
Interest Payment Dates	April 1 and October 1, commencing October 1, 2013.
Subsidiary Guarantees	The old notes are, and the new notes will be, guaranteed by each of our restricted subsidiaries that guarantees our Amended and Restated Senior Credit Facility. The notes may be guaranteed by additional subsidiaries in the future under certain circumstances. See Description of Notes Certain Covenants *Additional Note Guarantees*. GEO and the initial guarantors generated approximately 84.8% and 84.4% of our consolidated revenues for the three months ended March 31, 2013 and the fiscal year ended December 31, 2012, respectively, and held approximately 90.3% and 90.1% of our consolidated assets as of March 31, 2013 and December 31, 2012, respectively.
Ranking	The notes and the guarantees are unsecured, unsubordinated obligations of GEO and the guarantors and rank: pari passu with any unsecured, unsubordinated indebtedness of GEO and the guarantors, including the 7 $^{3}/_{4}$% Senior Notes and the 6.625% Senior Notes and the guarantors guarantees thereof; senior to any future indebtedness of GEO and the guarantors that is expressly subordinated to the notes and the guarantees; effectively junior to any secured indebtedness of GEO and the guarantors, including indebtedness under our Amended and Restated 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.
Optional Redemption	On or after April 1, 2018, we may redeem some or all of the notes at any time at the redemption prices specified under Description of Notes Optional Redemption, plus

accrued and unpaid interest, if any, to the date of redemption.

Before April 1, 2018, we may redeem some or all of the notes at a redemption price equal to 100% of the principal amount of each note to be redeemed plus a make-whole premium described under Description of Notes Optional Redemption, plus accrued and unpaid interest, if any, to the date of redemption.

Table of Contents

	In addition, at any time on or prior to April 1, 2016, we may redeem up to 35% of the notes with the net cash proceeds from specified equity offerings at a redemption price equal to 105.125% of the principal amount of each note to be redeemed, plus accrued and unpaid interest, if any, to the date of redemption.
Change of Control	Upon a change of control (as defined in Description of Notes Certain Definitions), we must offer to repurchase the notes at 101% of the principal amount, plus accrued and unpaid interest, if any, to the purchase date.
Certain Covenants	The indenture governing the notes contains certain covenants, including limitations and restrictions on our and our restricted subsidiaries ability to: incur additional indebtedness or issue preferred stock; make dividend payments or other restricted payments; create liens; sell assets; engage in sale and leaseback transactions; create or permit restrictions on the ability of our restricted subsidiaries to pay dividends or make other distributions to us; enter into transactions with affiliates; and enter into mergers, consolidations, or sales of all or substantially all of our assets. As of the date of the indenture governing the notes, all of our subsidiaries (other than CSC of Tacoma, LLC, GEO International Holdings, Inc., certain dormant domestic subsidiaries and all of our foreign subsidiaries that were in existence on the date of the indenture) are restricted subsidiaries. Our unrestricted subsidiaries will not be subject to any of the restrictive covenants in the indenture. The restrictive covenants set forth in the indenture are subject to important exceptions and qualifications. In addition, most of the covenants will be suspended during any period in which the notes are rated investment grade by Moody s Investors Service, Inc. or Standard & Poor s Rating Services. See Description of Notes Certain Covenants Changes in Covenants When Notes Rated Investment Grade.
Risk Factors	

Potential investors in the notes should carefully consider the matters set forth under the caption Risk Factors prior to making an investment decision with respect to the notes.

Table of Contents

The Exchange Offer

On March 19, 2013, we completed a private offering of the old notes, which we refer to as the original notes or the old notes. We entered into a registration rights agreement with the initial purchasers in the private offering in which we agreed to deliver to you this prospectus and to use commercially reasonable efforts to cause the registration statement, of which this prospectus forms a part, to become effective within 180 days of the issue date of the original notes and consummate the exchange offer within 30 days after the registration statement has become effective.

The Exchange Offer	We are offering to exchange new notes for old notes.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on [ ], 2013 unless extended.
Conditions to the Exchange Offer	The registration rights agreement does not require us to accept old notes for exchange if the exchange offer or the making of any exchange by a holder of the old notes would violate any applicable law or interpretation of the staff of the Securities and Exchange Commission. A minimum aggregate principal amount of old notes being tendered is not a condition to the exchange offer.
Procedures for Tendering Old Notes	To participate in the exchange offer, you must complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal, and transmit it together with all other documents required in the letter of transmittal, including the old notes that you wish to exchange, to Wells Fargo Bank, National Association, as exchange agent, at the address indicated on the cover page of the letter of transmittal. In the alternative, you can tender your old notes by following the procedures for book-entry transfer described in this prospectus.
	If your old notes are held through The Depository Trust Company and you wish to participate in the exchange offer, you may do so through the automated tender offer program of The Depository Trust Company. If you tender under this program, you will agree to be bound by the letter of transmittal that we are providing with this prospectus as though you had signed the letter of transmittal.
	If a broker, dealer, commercial bank, trust company or other nominee is the registered holder of your old notes, we urge you to contact that person promptly to tender your old notes in the exchange offer.
	For more information on tendering your old notes, please refer to the sections in this prospectus entitled Exchange Offer Terms of the Exchange Offer, Exchange Offer Procedures for Tendering and Exchange Offer Book-Entry Transfer.
Guaranteed Delivery Procedures	If you wish to tender your old notes and you cannot get your required documents to the exchange agent on time, you may tender your old notes according to the guaranteed delivery procedures described in Exchange Offer Guaranteed Delivery Procedures.

8

Table of Contents

Withdrawal of Tenders	You may withdraw your tender of old notes under the exchange offer at any time prior to the expiration date. To withdraw, you must have delivered a written notice of withdrawal to the exchange agent at its address or facsimile indicated on the cover page of the letter of transmittal before 5:00 p.m. New York City time, on the expiration date of the exchange offer.
Acceptance of Old Notes and Delivery of New Notes	If you fulfill all conditions required for proper acceptance of old notes, we will accept for exchange any and all old notes that you properly tender in the exchange offer on or before 5:00 p.m. New York City time on the expiration date. We will return any old notes that we do not accept for exchange to you without expense promptly after the expiration date. We will deliver the new notes promptly after the expiration date and acceptance of the old notes for exchange. Please refer to the section in this prospectus entitled Exchange Offer Terms of the Exchange Offer.
Fees and Expenses	We will bear all expenses related to the exchange offer. Please refer to the section in this prospectus entitled Exchange Offer Fees and Expenses.
Use of Proceeds	We will not receive any proceeds from the issuance of the new notes. We are making this exchange offer solely to satisfy our obligations under our registration rights agreement.
Appraisal Rights	Holders of old notes will not have dissenters rights or appraisal rights in connection with the exchange offer.
Resale of New Notes	Based on an interpretation by the Commission set forth in no-action letters issued to third parties, we believe that you may resell or otherwise transfer new notes issued in the exchange offer in exchange for old notes without restrictions under the federal securities laws if: you are not our affiliate ; you acquire the new notes in the ordinary course of your business; and you are not engaged in, do not intend to engage in and have no arrangement or understanding with any person to participate in a distribution of the new notes. If you tender in the exchange offer with the intention of participating in any manner in a distribution of the new notes, you cannot rely on such interpretations by the staff of the Commission; and must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a secondary resale transaction.

Table of Contents

	Each broker-dealer that receives new notes for its own account in exchange for old notes in the exchange offer, where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of the new notes. Broker-dealers that purchased their old notes directly from us may not participate in the exchange offer.
Consequences of Failure to Exchange Old Notes	If you do not exchange your old notes in the exchange offer, you will no longer be able to require us to register the old notes under the Securities Act, except in the limited circumstances provided under our registration rights agreement. In addition, you will not be able to resell, offer to resell or otherwise transfer the old notes unless we have registered the old notes under the Securities Act, or unless you resell, offer to resell or otherwise transfer them under an exemption from the registration requirements of, or in a transaction not subject to, the Securities Act.
U.S. Federal Income Tax Considerations	The exchange of the new notes for the old notes in the exchange offer should not be a taxable event for U.S. federal income tax purposes. Please read Certain U.S. Federal Income Tax Considerations.
Exchange Agent	We have appointed Wells Fargo Bank, National Association, as exchange agent for the exchange offer. You should direct questions and requests for assistance, requests for additional copies of this prospectus or the letter of transmittal and requests for the notice of guaranteed delivery to the exchange agent as follows: by telephone at (800) 344-5128, Option 0. Eligible institutions may make requests to the exchange agent by facsimile at (612) 667-6282, Attn: Bondholder Communications.

Table of Contents

Summary Historical Financial and Other Data

The following table sets forth the summary historical financial and other data of us and our consolidated subsidiaries at the dates and for the periods indicated. The summary consolidated balance sheet data as of December 31, 2012 and January 1, 2012 and the summary consolidated statements of comprehensive income data and other financial data for each of the years in the three-year period ended December 31, 2012 have been derived from our audited consolidated financial statements incorporated by reference into this prospectus. The summary consolidated balance sheet data as of March 31, 2013 and April 1, 2012 and the summary consolidated statements of comprehensive income data and other financial data for the three months ended on each date have been derived from our unaudited consolidated financial statements incorporated by reference into this prospectus. The summary balance sheet data as of January 2, 2011 has been derived from our audited consolidated financial statements, which are not included or incorporated by reference into this prospectus. In connection with our conversion to a REIT, we determined to change our fiscal year end from the close of business on the Sunday closest to December 31 of each year to December 31 of each year. This change is effective for the 2012 fiscal year and as a result the 2012 fiscal year ended on December 31, 2012 instead of December 30, 2012.

The information presented below should be read in conjunction with the historical consolidated financial statements of GEO, including the related notes, and with GEO s Management s Discussion and Analysis of Financial Condition and Results of Operations, incorporated by reference into this prospectus. All amounts are presented in thousands except operational data.

	Fiscal Year Ended			Three Months Ended	
	January 2, 2011	**January 1, 2012**	**December 31, 2012**	**April 1, 2012**	**March 31, 2013**
Consolidated Statements of Comprehensive Income:					
Revenues	$ 1,084,592	$ 1,407,172	$ 1,479,062	$ 360,042	$ 377,031
Operating costs and expenses					
Operating expenses	811,767	1,036,010	1,089,232	270,720	280,797
Depreciation and amortization	44,365	81,548	91,685	22,239	22,935
General and administrative expenses	101,558	110,015	113,792	26,586	32,040
Total operating costs and expenses	957,690	1,227,573	1,294,709	319,545	335,772
Operating income	126,902	179,599	184,353	40,497	41,259
Interest income	6,242	7,032	6,716	1,807	1,184
Interest expense(1)	(40,694)	(75,378)	(82,189)	(20,806)	(19,341)
Loss on extinguishment of debt	(7,933)		(8,462)		
Income before income taxes, equity in earnings of affiliates, and discontinued operations	84,517	111,253	100,418	21,498	23,102
Provision (benefit) for income taxes	34,364	43,172	(40,562)	8,490	881
Equity in earnings of affiliates, net of income tax	4,218	1,563	3,578	748	1,217
Income from continuing operations	54,371	69,644	144,558	13,756	23,438
Income (loss) from discontinued operations, net of income tax	8,419	7,819	(10,660)	1,303	
Net income	62,790	77,463	133,898	15,059	23,438
Less: (Income) loss attributable to noncontrolling interests	678	1,162	852	(34)	(18)
Net income attributable to The GEO Group, Inc.	$ 63,468	$ 78,625	$ 134,750	$ 15,025	$ 23,420
Other comprehensive income (loss), net of tax:					
Net income	62,790	77,463	133,898	15,059	23,438
Total other comprehensive income (loss), net of tax	4,645	(8,253)	624	1,987	(1,180)
Total comprehensive income	67,435	69,210	134,522	17,046	22,258
Comprehensive (income) loss attributable to noncontrolling interests	608	1,274	968	(62)	23

Comprehensive income attributable to The GEO Group, Inc.	$ 68,043	$ 70,484	$ 135,490	$ 16,984	$ 22,281

Table of Contents

	Fiscal Year Ended			Three Months Ended	
	January 2, 2011	January 1, 2012	December 31, 2012	April 1, 2012	March 31, 2013
Weighted Average Common Shares Outstanding:					
Basic	55,379	63,425	60,934	60,768	70,850
Diluted	55,989	63,740	61,265	60,929	71,412
Income per Common Share Attributable to The GEO Group, Inc.					
Basic:					
Income from continuing operations	$ 0.99	$ 1.12	$ 2.39	$ 0.23	$ 0.33
Income (loss) from discontinued operations	0.15	0.12	(0.17)	0.02	
Net income per share basic	1.15	1.24	2.21	0.25	0.33
Diluted:					
Income from continuing operations	$ 0.98	$ 1.11	$ 2.37	$ 0.23	$ 0.33
Income (loss) from discontinued operations	0.15	0.12	(0.17)	0.02	
Net income per share basic	1.13	1.23	2.20	0.25	0.33
Cash and Stock Dividends Per Common Share:					
Quarterly Cash Dividends			0.40		0.50
Special Dividend Cash and Stock			5.68		
Business Segment Data:					
Revenues:					
U.S. Corrections & Detention	$ 805,857	$ 925,695	$ 975,445	$ 235,035	$ 248,896
GEO Community Services	76,913	280,080	291,891	72,258	73,941