

01-27-1999

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



100951242

To the Honorable Commissioner of Patents and Trademarks. Please record the attached on...

65-52-1  
MAD

<p>1. Name of Party(ies) conveying an interest:</p> <p>Prison Realty Corporation 10 Burton Hills Blvd. Nashville, TN 37215</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation <u>Maryland</u>  <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>NationsBank, N.A., As Agent</u></p> <p>Internal Address: <u>One Independence Center NC1-001-15-04</u></p> <p>Street Address: <u>101 North Tryon Street, 15th Floor</u></p> <p>City: <u>Charlotte</u> State: <u>North Carolina</u> Zip: <u>28255</u></p> <p><input type="checkbox"/> Individual(s) citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation  <input checked="" type="checkbox"/> Other <u>National Banking Association</u></p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                      <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other <u>Notice of Grant of Security Interest In Trademarks</u>  Execution Date: <u>December 31, 1998</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): <u>75/421,274 75/404,064</u>  <u>75/403,644</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): <u>N/A</u></p>

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u></p> <p>Internal Address: <u>Moore &amp; Van Allen, PLLC</u></p> <p>Street Address: <u>2200 West Main Street, Suite 800</u></p> <p>City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>3</u></p> <p>7. Total fee (37 CFR 3.4): ..... \$ <u>90.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account  (Any Deficiency)</p> <p>8. Deposit account number:  <u>13-4365</u>  (Attach duplicate copy of this form if paying by deposit account):</p>
---	--

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Mark H. Webbink, Esq.                      [Signature]                      1/19/99  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 4

<p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p>	<p>CERTIFICATE OF MAILING</p> <p>I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.</p> <p><u>Tim Kroft</u>  (Typed or printed name of person signing the certificate)</p> <p><u>[Signature]</u>  (Signature of the person signing the certificate)</p> <p><u>1/19/99</u>  (Date of Signature)</p>
---	---

01/27/1999 DMBUYEN 00000270 75421274  
01 FC:481 40.00 DP  
02 FC:482 50.00 DP

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 31, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
----------------------	---	-----------------------------

See attached Schedule A

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
---------------------------------------	--	--

See attached Schedule A

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

PRISON REALTY CORPORATION  
By: [Signature]  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

NATIONSBANK, N.A., as Administrative Agent

By: [Signature]  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SCHEDULE A**

**U.S. Trademarks**

Pending Applications.

<b>Mark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>
CCA CORRECTIONS CORPORATION OF AMERICA and Design	75/421,274	1/21/98
PRISON REALTY TRUST	75/404,064	12/11/97
PRISON REALTY TRUST and Design	75/403,644	12/11/97