

GEO GROUP INC
Form S-4/A
February 22, 2010

As filed with the Securities and Exchange Commission on February 22, 2010
Registration Statement No. 333-163912

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
to

Form S-4

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

The GEO Group, Inc.

(Exact name of registrant as specified in its charter)

Florida

*(State or other jurisdiction of
incorporation or organization)*

1520

*(Primary Standard Industrial
Classification Code Number)*

65-0043078

*(I.R.S. Employee Identification
Number)*

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

(Exact name of registrants as specified in their charters)

**One Park Place, Suite 700
621 Northwest 53rd Street
Boca Raton, Florida 33487-8242**
*(Address, including zip code, and
telephone number, including area code,
of registrant's principal executive offices)*

**John J. Bulfin, Esq.
621 Northwest 53rd Street
Boca Raton, Florida 33487-8242
(561) 893-0101**
*(Name, address, including zip code,
and telephone number, including area code,
of agent for service)*

Copy to:

**Jose Gordo, Esq.
Akerman Senterfitt
One S.E. Third Avenue, 25th Floor
Miami, Florida 33131
(305) 374-5600
Facsimile: (305) 374-5095**

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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.

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
Correctional Properties Prison Finance LLC	Delaware	*
Correctional Services Corporation	Delaware	11-3182580
CPT Limited Partner, LLC	Delaware	*
CPT Operating Partnership LP	Delaware	*
GEO Acquisition II, Inc.	Delaware	01-0882442
GEO Care, Inc.	Florida	65-0749307
GEO Holdings I, Inc.	Delaware	56-2635779
Public Properties Development & Leasing LLC	Delaware	*
GEO RE Holdings LLC	Delaware	*
GEO Transport, Inc.	Florida	56-2677868
Just Care, Inc.	Delaware	63-1166611

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

SIGNATURES

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

THE GEO GROUP, INC.

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Senior Vice President & Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
* George C. Zoley	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 22, 2010
/s/ Brian R. Evans Brian R. Evans	Senior Vice President & Chief Financial Officer (Principal Financial Officer)	February 22, 2010
* Ronald A. Brack	Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	February 22, 2010
* Wayne H. Calabrese	Vice Chairman of the Board, President and Chief Operating Officer	February 22, 2010
* Norman A. Carlson	Director	February 22, 2010
* Anne N. Foreman	Director	February 22, 2010
* Richard H. Glanton	Director	February 22, 2010
* 	Director	February 22, 2010

John M. Palms

*By: /s/ Brian R. Evans

Brian R. Evans
Attorney-in-fact

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

GEO CARE, INC.

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Treasurer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
* George C. Zoley	Chairman of the Board	February 22, 2010
/s/ Brian R. Evans Brian R. Evans	Treasurer (Principal Financial and Accounting Officer)	February 22, 2010
* Jorge A. Dominicis	President and Director (Principal Executive Officer)	February 22, 2010
* Wayne H. Calabrese	Director	February 22, 2010

*By: /s/ Brian R. Evans

Brian R. Evans
Attorney-in-fact

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

GEO RE HOLDINGS LLC

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Senior Vice President & Treasurer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
*	President (Principal Executive Officer)	February 22, 2010
George C. Zoley		
/s/ Brian R. Evans	Senior Vice President & Treasurer (Principal Financial and Accounting Officer)	February 22, 2010
Brian R. Evans		
By: The GEO Group, Inc. /s/ Brian R. Evans	Senior Vice President & Chief Financial Officer of The GEO Group, Inc., the Sole Manager of GEO RE Holdings LLC	February 22, 2010
Brian R. Evans		

*By: /s/ Brian R. Evans

Brian R. Evans
Attorney-in-fact

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

Correctional Services Corporation

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Vice President & Treasurer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
* George C. Zoley	President & Director (Principal Executive Officer)	February 22, 2010
/s/ Brian R. Evans Brian R. Evans	Vice President & Treasurer (Principal Financial Officer)	February 22, 2010
* Ronald A. Brack	Vice President Accounting (Principal Accounting Officer)	February 22, 2010
* John J. Bulfin	Vice President, Secretary and Director	February 22, 2010
* Wayne H. Calabrese	Vice President and Director	February 22, 2010

*By: /s/ Brian R. Evans

Brian R. Evans
Attorney-in-fact

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

GEO Transport, Inc.

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Vice President & Treasurer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
* George C. Zoley	President & Director (Principal Executive Officer)	February 22, 2010
* Brian R. Evans	Vice President & Treasurer (Principal Financial Officer)	February 22, 2010
* Ronald A. Brack	Vice President and Controller (Principal Accounting Officer)	February 22, 2010
* John J. Bulfin	Vice President, Secretary and Director	February 22, 2010
* Wayne H. Calabrese	Vice President and Director	February 22, 2010

*By: /s/ Brian R. Evans

Brian R. Evans
Attorney-in-fact

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

Public Properties Development & Leasing LLC

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Vice President Finance

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<p style="text-align: center;">*</p> <p>George C. Zoley</p>	<p>President & Director (Principal Executive Officer)</p>	<p>February 22, 2010</p>
<p>/s/ Brian R. Evans</p> <p>Brian R. Evans</p>	<p>Vice President Finance (Principal Financial and Accounting Officer)</p>	<p>February 22, 2010</p>
<p style="text-align: center;">*</p> <p>John J. Bulfin</p>	<p>Vice President, Secretary and Director</p>	<p>February 22, 2010</p>
<p style="text-align: center;">*</p> <p>Wayne H. Calabrese</p>	<p>Vice President and Director</p>	<p>February 22, 2010</p>
<p>By: CPT Operating Partnership L.P.</p>	<p>Vice President Finance of GEO Acquisition II, Inc.,</p>	<p>February 22, 2010</p>
<p>By: GEO Acquisition II, Inc., its General Partner</p> <p style="text-align: center;">/s/ Brian R. Evans</p>	<p>the General Partner of CPT Operating Partnership L.P., the Sole Member of Public Properties Development & Leasing LLC</p>	

Brian R. Evans

*By: /s/ Brian R. Evans

Brian R. Evans
Attorney-in-fact

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

Correctional Properties Prison Finance LLC

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Vice President Finance

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
* George C. Zoley	President & Director (Principal Executive Officer)	February 22, 2010
/s/ Brian R. Evans Brian R. Evans	Vice President Finance (Principal Financial and Accounting Officer)	February 22, 2010
* John J. Bulfin	Vice President, Secretary and Director	February 22, 2010
* Wayne H. Calabrese	Vice President and Director	February 22, 2010

*By: /s/ Brian R. Evans

Brian R. Evans
Attorney-in-fact

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

CPT Operating Partnership L.P.

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Vice President Finance

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<p style="text-align: center;">*</p> <p>George C. Zoley</p>	<p>President (Principal Executive Officer)</p>	<p>February 22, 2010</p>
<p>/s/ Brian R. Evans</p> <p>Brian R. Evans</p>	<p>Vice President Finance (Principal Financial and Accounting Officer)</p>	<p>February 22, 2010</p>
<p>By: GEO Acquisition II, Inc.</p> <p>/s/ Brian R. Evans</p> <p>Brian R. Evans</p>	<p>Vice President Finance of GEO Acquisition II, Inc., the sole General Partner of CPT Operating Partnership L.P.</p>	<p>February 22, 2010</p>
<p>*By: /s/ Brian R. Evans</p> <p>Brian R. Evans Attorney-in-fact</p>		

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

CPT Limited Partner, LLC

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Vice President Finance

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
*		
George C. Zoley	President (Principal Executive Officer)	February 22, 2010
/s/ Brian R. Evans		
Brian R. Evans	Vice President Finance (Principal Financial and Accounting Officer)	February 22, 2010
By: GEO Acquisition II, Inc.		
/s/ Brian R. Evans		
Brian R. Evans	Vice President Finance of GEO Acquisition II, Inc., the sole Member of CPT Limited Partner, LLC	February 22, 2010
*By: /s/ Brian R. Evans		
Brian R. Evans		
Attorney-in-fact		

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

GEO Holdings I, Inc.

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Vice President Finance

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<p style="text-align: center;">*</p> <p>George C. Zoley</p>	<p>President & Director (Principal Executive Officer)</p>	<p>February 22, 2010</p>
<p>/s/ Brian R. Evans</p> <p>Brian R. Evans</p>	<p>Vice President Finance (Principal Financial and Accounting Officer)</p>	<p>February 22, 2010</p>
<p style="text-align: center;">*</p> <p>John J. Bulfin</p>	<p>Vice President, Secretary & Director</p>	<p>February 22, 2010</p>
<p style="text-align: center;">*</p> <p>Wayne H. Calabrese</p>	<p>Vice President & Director</p>	<p>February 22, 2010</p>

*By: /s/ Brian R. Evans

Brian R. Evans
Attorney-in-fact

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

GEO Acquisition II, Inc.

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Vice President Finance

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
*	President & Director (Principal Executive Officer)	February 22, 2010
George C. Zoley		
/s/ Brian R. Evans	Vice President Finance (Principal Financial and Accounting Officer)	February 22, 2010
Brian R. Evans		
*	Vice President, Secretary & Director	February 22, 2010
John J. Bulfin		
*	Vice President & Director	February 22, 2010
Wayne H. Calabrese		

*By: /s/ Brian R. Evans

Brian R. Evans
Attorney-in-fact

Pursuant to the requirements of the Securities Act, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on February 22, 2010.

Just Care, Inc.

By: /s/ Brian R. Evans

Name: Brian R. Evans

Title: Vice President & Treasurer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

32 Certification
Pursuant to s. 906 of
the Sarbanes-Oxley
Act of 2002.

(b) Reports of
Form 8-K
Item 12
Form 8-K
dated and
filed April
15, 2003
reporting
the results
of
operations
and
financial
condition
for the
period
ended
March
31, 2003.

SIGNATURES

Pursuant to the requirements 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.

Great Lakes REIT
(Registrant)

Date: August 12, 2003

By: /s/James Hicks

James Hicks

Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)

EXHIBIT 31

PRINCIPAL EXECUTIVE OFFICER S CERTIFICATIONS PURSUANT TO SECTION
302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard A. May, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Great Lakes REIT;
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(s) 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)) 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. 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
 - c. 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(s) 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: August 12, 2003

/s/Richard A. May

Richard A. May

Chairman and Chief Executive Officer

PRINCIPAL EXECUTIVE OFFICER S CERTIFICATIONS PURSUANT TO SECTION
302 OF THE SARBANES-OXLEY ACT OF 2002

I, James Hicks, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Great Lakes REIT;
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(s) 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)) 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. 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

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- c. 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(s) 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: August 12, 2003

/s/James Hicks

James Hicks

Chief Financial Officer

Exhibit 32

Great Lakes REIT
823 Commerce Drive, Suite 300
Oak Brook, Illinois 60523

August 12, 2003

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Ladies and Gentlemen:

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of Great Lakes REIT (the "Company") for the quarter ended June 30, 2003, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, that, to such officer's knowledge:

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

/s/Richard A. May

Name: Richard A. May

Title: Chairman and Chief Executive Officer

/s/James Hicks

Name: James Hicks

Title: Chief Financial Officer