

12-27-2002

U.S. DEPARTMENT OF COMMERCE
RECORDATION FORM COVER SHEET Pat
TRADEMARKS ONLY



102323690

original document or copy thereof

To the Honorable Commissioner of Patents

1. Name of Party(ies) conveying an interest:

T-NETIX, INC.
2155 Chenault Drive, Suite 410
Carrollton, Texas 75006

12-5-02

2. Name and Address of Party(ies) receiving an interest:

JPMORGAN CHASE BANK
2200 Ross Avenue, 5th Floor
Dallas, Texas 75201

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
DEC 12 5 12 PM '02

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other
- Association
- Limited Partnership

- Individual
- General Partnership
- Corporation New York Banking Corporation
- Other
- Citizenship
- Association
- Limited Partnership

Additional Parties Attached - - Yes No

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other -
- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Effective Date: November 14, 2002

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s) 74/490,873

B. Trademark Registration No.(s) 1,537,607; 1,783,893; 1,810,510; 2,194,830; 2,251,603; 2,268,058

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: B. K. Drinkwater
Baker Botts L.L.P.
Street Address: 2001 Ross Avenue, Suite 600
City: Dallas
State: Texas Zip: 75201-2980

6. Number of applications and registrations involved: 7

7. Total Fee \$190.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):
50-2147

DO NOT USE THIS SPACE

12/26/2002 DBYRME 00000205 74490873

01 FC:8521 40.00 OP
02 FC:8522 150.00 OP

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.

B. K. Drinkwater
Name of Person Signing

Signature

12-8-02

Total number of pages including cover sheet

4

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS

United States Trademark Office:

Please be advised that the undersigned has granted a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below to JPMORGAN CHASE BANK, as Collateral Agent (together with its successors and assigns in such capacity, the "Secured Party"), pursuant to a Guarantee and Collateral Agreement, dated as of November 14, 2002 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), made by T-NETIX, Inc., a Delaware corporation and certain of its subsidiaries in favor of the Secured Party.

Trademarks

| <u>Trademark Registration Number</u> | <u>Description of Trademark</u> | <u>Date of Registration</u> |
|--|-------------------------------------|---------------------------------|
|--|-------------------------------------|---------------------------------|

See attached Schedule A

Trademark Applications

| <u>Trademark Application Serial Number</u> | <u>Description of Trademark</u> | <u>Date of Filing</u> |
|--|-------------------------------------|-----------------------|
|--|-------------------------------------|-----------------------|

See attached Schedule B

The Secured Party's security interest in the described trademarks and trademark applications can be terminated only in accordance with the terms of the Collateral Agreement.

Very truly yours,

T-NETIX, INC.

By: 

Name: Thomas E. Larkin

Title: President

Schedule A**Trademarks**

| Federal Filings: Mark | Owner | Reg. No. or Appln. No. | Issue Date or File Date |
|----------------------------------|---------------|-----------------------------------|------------------------------------|
| COGENT & Design | T-NETIX, Inc. | 1,783,893 | 07/27/93 |
| COGENT | T-NETIX, Inc. | 1,537,607 | 05/02/89 |
| COGENT | T-NETIX, Inc. | 1,810,510 | 12/14/93 |
| Digital Combridge | T-NETIX, Inc. | n/a | n/a |
| PIN-LOCK | T-NETIX, Inc. | 2,194,830 | 10/13/98 |
| STRIKE-THREE! | T-NETIX, Inc. | 74/490873 | 02/17/94 |
| TEL-BASE | T-NETIX, Inc. | 2,268,058 | 08/10/99 |
| T-NETIX | T-NETIX, Inc. | 2,251,603 | 06/08/99 |
| VOICENTRY | T-NETIX, Inc. | n/a | n/a |

Schedule B

Trademark Applications

None.