

3/22/04

03-24-2004

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office



102702705

To the Honorable Commissioner of Patents and Trademarks: Please record

original documents or copy thereof.

1. Name of conveying party(ies):

T-Netix, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No

3. Nature of conveyance:

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: March 3, 2004

2. Name and address of receiving party(ies)

Name: American Capital Financial Services, Inc.

Internal

Address: _____

Street Address: 2200 Ross Ave., Suite 4500W

City: Dallas State: TX Zip: 75201

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State _____
☐ Other _____

If assignee is not domiciled in the United States, a domestic
representative designation is attached: ☐ Yes ☐ No
 (Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 78/293,406

B. Trademark Registration No.(s) 1,537,607

Additional number(s) attached ☒ Yes ☐ No

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

Name: Darin Winn

Internal Address: _____

Street Address: 2200 Ross Ave., Suite 4500W

City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$ 290.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

50-2816 (deficiency only)

DO NOT USE THIS SPACE

9. Signature.

Thomas A. Kulik

Name of Person Signing

Signature

March 16, 2004

Date

Total number of pages including cover sheet, attachments, and document: 9

03/23/2004 LMEILLER 00000058 78293406

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

01 FC:8521
 02 FC:8522

40.00 DP
 250.00 DP

TRADEMARK
 REEL: 002934 FRAME: 0531

CONTINUATION OF ITEM 4

Applications

Registrations

Digital ComBridge (not yet filed)	2,176,736
Lock&Track (not yet filed)	2,194,830
Lock&Track Online (not yet filed)	2,268,058
75/523,059	2,251,603
VoiceEntry (not yet filed)	

ASSIGNMENT FOR SECURITY

TRADEMARKS

THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS EVIDENCED HEREBY, TOGETHER WITH ALL LIENS GRANTED HEREUNDER, ARE SUBORDINATE IN THE MANNER AND TO THE EXTENT SET FORTH IN THAT CERTAIN SUBORDINATION AND INTERCREDITOR AGREEMENT (AS AMENDED FROM TIME TO TIME, THE "SUBORDINATION AGREEMENT") DATED AS OF MARCH 3, 2004 AMONG TZ HOLDINGS, INC., TZ ACQUISITION, INC., THE OTHER "LOAN PARTIES" SIGNATORIES THERETO, AMERICAN CAPITAL FINANCIAL SERVICES, INC., AS SUBORDINATED DEBT AGENT, THE "SUBORDINATED CREDITORS" IDENTIFIED THEREIN, AND DYMAS FUNDING COMPANY, LLC ("AGENT"), TO THE INDEBTEDNESS (INCLUDING INTEREST) OWED BY THE LOAN PARTIES TO THE AGENT AND THE SENIOR LENDERS (AS DEFINED IN THE SUBORDINATION AGREEMENT) PURSUANT TO THE SENIOR DEBT DOCUMENTS (AS DEFINED IN THE SUBORDINATION AGREEMENT) AND ANY PERMITTED REFINANCING (AS DEFINED IN THE SUBORDINATION AGREEMENT) THEREOF, TOGETHER WITH ALL SENIOR LIENS (AS DEFINED IN THE SUBORDINATION AGREEMENT); AND EACH SUBORDINATED CREDITOR PARTY TO THIS AGREEMENT (AND EACH SUCCESSOR OR ASSIGNEE THEREOF), BY ITS ACCEPTANCE HEREOF, IRREVOCABLY AGREES TO BE BOUND BY THE PROVISIONS OF THE SUBORDINATION AGREEMENT.

WHEREAS, T-Netix, Inc., a Delaware corporation (the "Assignor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated March 3, 2004 (the "Security Agreement"), in favor of American Capital Financial Services, Inc., in its capacity as administrative agent for certain purchasers (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the purchasers a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the purchasers observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

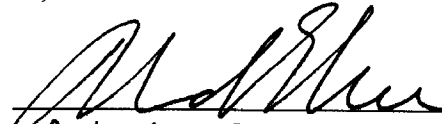
IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of March 3, 2004.

T-NETIX, INC.

By:

Name:

Title:



Richard E. Cree

Chief Executive Officer

TRADEMARK

REEL: 002934 FRAME: 0535

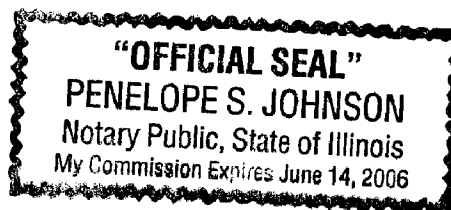
STATE OF Illinois

SS.:

COUNTY OF Cook

On this 3rd day of March 2004, before me personally came Richard E. Lee, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the CEO of T-Netix, Inc., a Delaware corporation, and that he executed the foregoing instrument in the firm name of T-Netix, Inc. and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Penelope S. Johnson



SCHEDULE 1A TO
ASSIGNMENT FOR SECURITY TRADEMARKS

T-Netix Trade/Service Marks (Issued)					
<u>Name/Title</u>	<u>Inventors</u>	<u>Status</u>	<u>Cty</u>	<u>ID #</u>	<u>Date Iss.</u>
COGENT (Class 36)	N/A	Issued	US	1,537,607	05/02/89
CONTAIN	N/A	Issued	US	2,176,736	7/28/1998
PIN-LOCK	N/A	Issued	US	2,194,830	10/13/98
TEL-BASE	N/A	Issued	US	2,268,058	08/10/99
T-NETIX	N/A	Issued	US	2,251,603	06/08/99

T-Netix Trade/Service Marks (Pending)					
<u>Name/Title</u>	<u>Inventors</u>	<u>Status</u>	<u>Cty</u>	<u>ID #</u>	<u>Date Iss.</u>
Digital ComBridge	N/A	Pending	US		
Lock&Track	N/A	Pending	US		
Lock&Track Online	N/A	Pending	US		
SECUREVOICE	N/A	Pending	US	78/293,406	
VERI-NET	N/A	Pending	US	75/523,059	
VoicEntry	N/A	Pending	US		

Exhibit of Registration and Applications

Applications

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