

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the recording from assignment to security interest previously recorded on Reel 002934 Frame 531. Assignor(s) hereby confirms the recording of a security interest.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
T-NETIX, INC.		03/03/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AMERICAN CAPITAL FINANCIAL SERVICES, INC.,
Street Address:	2200 Ross Avenue
Internal Address:	Suite 4500W
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	78293406	SECUREVOICE
Serial Number:	75523059	VERINET
Registration Number:	2176736	CONTAIN
Registration Number:	2268058	TEL-BASE
Registration Number:	2194830	PIN-LOCK
Registration Number:	2251603	TNETIX
Registration Number:	1537607	COGENT

CORRESPONDENCE DATA

Fax Number: (202)942-5999
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-942-5737

Email: trademarkdocketing@aporter.com

CH \$190.00 78293406

Correspondent Name: James Walsh
Address Line 1: 555 Twelfth Street, N.W.
Address Line 2: IP Docketing
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	James Walsh
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Signature:	/james walsh/
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Date:	01/26/2005
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Total Attachments: 6
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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.

TRADEMARK

REEL: 003015 FRAME: 0778

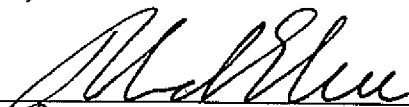
The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

TRADEMARK

REEL: 003015 FRAME: 0779

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: Richard E. Cree
Title: Chief Executive Officer

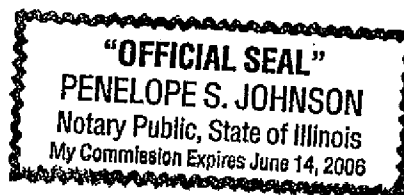
STATE OF Illinois

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



TRADEMARK

REEL: 003015 FRAME: 0781

TRADEMARK
REEL: 003015 FRAME: 0782

**SCHEDULE 1A TO
ASSIGNMENT FOR SECURITY TRADEMARKS**

T-Netix Trade/Service Marks (Issued)					
<u>Name/Title</u>	<u>Inventors</u>	<u>Status</u>	<u>Ct</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>Ct</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	
VoiceEntry	N/A	Pending	US		