

Form PTO-1595 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

REGISTRATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

PATENTS ONLY

Tab settings ⇨ ⇨ ⇨

To the Honorable Commissioner of Patents and Trademarks: Please Record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): T-Netix, Inc.</p> <p>Additional name of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>American Capital Financial Services, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>2200 Ross Ave.</u> <u>Suite 4500W</u></p> <p>City: <u>Dallas</u> State: <u>TX</u> Zip: <u>75201</u></p> <p>Additional Name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 3, 2004</u></p>	

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

If this document is being filed together with a new application, the execution date of the application is: _____

<p>A. Patent Application No.(s) <u>PCT/US 08/010954</u></p>	<p>B. Patent No.(s) 4,890,317</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning this document should be mailed:</p> <p>Name: <u>Darin Winn</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>2200 Ross Ave.</u> <u>Suite 4500W</u></p> <p>City: <u>Dallas</u> State: <u>TX</u> Zip: <u>75201</u></p>	<p>6. Total number of applications and patents involved: <u>45</u></p> <p>7. Total fee (37 CFR 3.41)\$ <u>1800.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <i>Previously paid</i></p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 50-2816 (deficiency only)</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Thomas A. Kulik  March 26, 2004

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 10

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

CONTINUATION OF ITEM 4

PatentsApplications

4,908,852	<i>PCT/US</i> 00/40286
4,920,558	09/131,348
4,920,562	09/144,313
4,933,965	09/435,013
4,933,966	09/596,298
4,935,956	09/607,668
5,048,079	09/659,366
5,093,858	10/327,248
5,113,433	10/421,990
5,131,027	10/606,011
5,319,701	Spam Management System (application number not yet designated)
5,319,702	Telecommunication Resource Allocation System and Method (application number not yet designated)
5,483,581	
5,485,507	
5,535,261	
5,539,812	
5,655,013	
5,796,811	
5,805,685	
5,926,533	
5,960,072	
6,064,963	
6,141,406	
6,381,321	
6,560,323	
6,560,325	
6,611,583	
6,647,096	
6,665,376	
6,665,380	
6,668,045	

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.

ASSIGNMENT FOR SECURITY PATENTS

WHEREAS, T-Netix, Inc., a Delaware corporation (the "Assignor"), holds all right, title and interest in the letter patents, design patents and utility patents listed on the annexed Schedule 1A, which patents are issued or applied for in the United States Patent and Trademark Office (the "Patents");

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 Patents 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. Cee

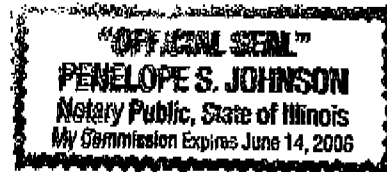
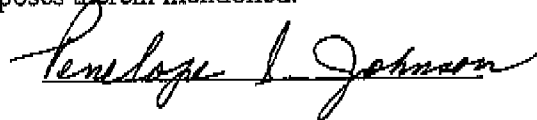
Chief Executive Officer

STATE OF ILLINOIS

ss.:

COUNTY OF COOK

On this 3rd day of March 2004, before me personally came Richard E. Cree 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.



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

T-Netix Patents (Registered Patents)					
Name/Title	Inventors	Status	Country	ID#	Date
Automatic Generation of Billing Records at a Telephone Paystation	John A. Hird, et al	ISSUED	Canada	2,007,838	12/14/99
Automatic validation of telephone account numbers	Intellicall, Inc.	ISSUED	US	4,890,317	12/26/89
Method and apparatus for altering the access format of telephone calls	Intellicall, Inc.	ISSUED	US	4,908,852	03/13/90
Method and Apparatus for Downloading Speech Files	John A. Hird, et al	ISSUED	US	4,920,558	04/24/90
Automatic Generation of Billing Records at a Telephone Paystation	John A. Hird, et al	ISSUED	US	4,920,562	04/24/90
Short Time Validity Storage of a Billing Account Number at a Local Telecommunications Station	John A. Hird, et al	ISSUED	US	4,933,965	06/12/90
Method and Apparatus for Performing an Automated Collect Call	John A. Hird, et al	ISSUED	US	4,933,966	06/12/90
Automated Public Phone Control for Charge and Collect Billings	George A. Hellwarth, et al	ISSUED	US	4,935,956	06/19/90
SMDR Translator	Harrington, et al	ISSUED	US	5,048,079	09/10/91
Method and Apparatus for Performing an Automated Collect Call	John A. Hird, et al	ISSUED	US	5,093,858	03/03/92
Method and Apparatus for Altering the Access Format of Telephone Calls	John A. Hird, et al	ISSUED	US	5,113,433	05/12/92
Short Time Validity Storage	John A. Hird, et al	ISSUED	US	5,131,027	07/14/92
Method and Apparatus for Performing an Automated Collect Call	John A. Hird, et al	ISSUED	US	5,319,701	06/07/94
Methods and Apparatus for Detecting and Responding to Hook Flash Events Occurring on a Remote Telephone	D.Kitchin, T. Johnson, A. Schott, S. Passe	ISSUED	US	5,319,702	06/07/94
Method and Apparatus for Performing an Automated Collect Call	John A. Hird, et al	ISSUED	US	5,483,581	01/09/96
Integrated Commissary Systems	Barry D. Brown, et al	ISSUED	US	5,485,507	01/16/96
Selectively Activated Integrated Real-Time Recording of Telephone Conversations	Barry D. Brown, et al	ISSUED	US	5,535,261	07/09/96
Method and Apparatus for Detecting an Attempted Three-Way Conference Call on a Remote Telephone	D.Kitchin, A. Schott, J.Johnson, C. Smith	ISSUED	US	5,539,812	07/23/96
Computer-Based M&A for Controlling, Monitoring, Recording and Reporting Telephone Access "GOTU" Original	Jay L. Gainsboro	ISSUED	US	5,655,013	08/05/97

Patent Title	Inventor	Status	Class	Value	Issue Date
Three Way Call Detection	John D. McFarlen	ISSUED	US	5,796,811	08/18/98
Three Way Call Detection By Counting Signal Characteristics	John D. McFarlen	ISSUED	US	5,805,685	09/08/98
Computer-Based M&A for Controlling, Monitoring, Recording and Reporting Telephone Access	Jay L. Gainsboro	ISSUED	US	5,926,533	07/20/99
Method and Apparatus for Altering the Access Format of Telephone Calls	John A. Hird, et al	ISSUED	US	5,960,072	09/28/99
Automatic Key Word or Phrase Speech Recognition for the Corrections Industry	Jay L. Gainsboro	ISSUED	US	6,064,963	05/16/00
Method and Apparatus for Detecting a Secondary Destination of a Telephone Call Based on Changes in the Telephone Signal Path ("Dolphin")	John C. Johnson	ISSUED	US	6,141,406	10/31/00
Telecommunication Resource Allocation System and Method	Barry D. Brown, John J Hogg	ISSUED	US	6,381,321	04/30/02
Computer-Based M&A for Controlling, Monitoring, Recording and Reporting Telephone Access	Jay L. Gainsboro	ISSUED	US	6,560,323	05/06/03
Telecommunication Resource Allocation System and Method	Barry D. Brown, John S. Hogg	ISSUED	US	6,560,325	05/06/03
Computer-Based M&A for Controlling, Monitoring, Recording and Reporting Telephone Access	Jay L. Gainsboro	ISSUED	US	6,611,583	08/26/03
System and Method for Remotely Controlling Automated Call Placement Call Monitoring Functions	D Milliom, J Mow, U Parekh	ISSUED	US	6,647,096	11/11/03
Improved Selectivity Activated Integrated Real-Time Recording of Telephone Conversations with Automated Documentation Consent to Call Recording	Barry D. Brown	ISSUED	US	6,665,376	12/16/03
Inmate Messaging System and Method	Richard E. Cree, John D. McFarlen	ISSUED	US	6,665,380	12/16/03
Message Screening, Delivery, and Billing System	John Mow	ISSUED	US	6,668,045	12/23/03

T-Netix Patents (Pending Patents)					
Patent Title	Inventor	Status	Country	Patent No.	Priority
Method and Apparatus for Detecting a Secondary Destination of a Telephone Call Based on Changes in Telephone Signal Path ("Dolphin")	John C. Johnson	(Pending)	Canada	2,291,678	n/a
Method and Apparatus for Detecting a Secondary Destination of a Telephone Call Based on Changes in Telephone Signal Path ("Dolphin")	John C. Johnson	(Pending)	PCT/US	98/010954	n/a
Off-Site Detention Monitoring System	M. Duke	(Pending)	PCT/US	00/40286	n/a
Computer-Based M&A for Controlling, Monitoring, Recording and Reporting Telephone Access	Charles Margosian; Gainsboro	(Pending)	US	09/131,348	n/a
Computer-Based M&A for Controlling, Monitoring, Recording and Reporting Telephone Access	Charles Margosian; Gainsboro	(Pending)	US	09/144,313	n/a
Advanced Three Way Call Detection System and Method Using Spread Spectrum Techniques	Russell Blink	(Pending)	US	09/435,013	n/a
System and Method for Ex Post Facto Preserving a Recorded Conversation	U Farekh, D Milliorn, J Mow	(Pending)	US	09/596,298	n/a
Off-Site Detention Monitoring System	M. Duke	(Pending)	US	09/607,668	n/a
Method and Apparatus for Detecting a Secondary Destination of a Telephone Call Based on Changes in Telephone Signal Path ("Dolphin")	John C. Johnson	(Pending)	US	09/659,366	n/a
Computer-Based M&A for Controlling, Monitoring, Recording and Reporting Telephone Access	Jay L. Gainsboro	(Pending)	US	10/327,248	n/a
Biometric Voice Identification	David Wise, Dag Boye	(Pending)	US	10/421,990	n/a
Computer Based M&A for Controlling, Monitoring, Recording and Reporting Telephone Access	Margosian, Gainsboro	(Pending)	US	10/606,011	n/a
Spam Management System	David Wise, Tom Larkin	(Pending)	US	not yet designated	n/a
Telecommunication Resource Allocation System and Method	Barry D. Brown, John S. Hogg	(Pending)	US	not yet designated	n/a

Exhibit of Patents and ApplicationsPatentsApplications

4,890,317

PCT/US 98/010954

4,908,852

PCT/US 00/40286

4,920,558

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10/606,011

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5,319,702

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(application number not yet designated)

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5,535,261

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6,668,045

PATENT**RECORDED: 04/30/2007****REEL: 019224 FRAME: 0580**