



DOCKET FILE COPY ORIGINAL

2550 M Street, NW  
Washington, DC 20037-1350  
202 457 6000

Facsimile 202 457-6315  
www.pattonboggs.com

September 17, 2004

Paul C. Besozzi  
(202) 457-5292  
pbsozzi@pattonboggs.com

**VIA COURIER**

**RECEIVED**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12<sup>th</sup> Street S.W.  
Washington, D.C. 20554

SEP 17 2004

Federal Communications Commission  
Office of Secretary

**Re: Evercom Systems, Inc. - Amendment To Joint Application For Expedited Approval Of Indirect Transfer of Control of Domestic and International Section 214 Authority - ITC - T/C - 20040810-00335; WC Docket No. 04-314**

Dear Secretary Dortch:

Enclosed is an original and ten (10) copies of an amendment to the referenced application.

Please date stamp the "stamp-in" copy as received and return it to me via the courier.

Sincerely,

  
Paul C. Besozzi

cc: David Krech  
Russell Hanser  
Jon Pifer

Handwritten: *ct10*

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_  
In the Matter of )  
 )  
EVERCOM SYSTEMS, INC., )  
EVERCOM HOLDINGS, INC. )  
 )  
and )  
 )  
TZ HOLDINGS, INC.<sup>1</sup> )  
 )  
Application for Authority pursuant )  
to Section 214 of the Communications )  
Act of 1934, as amended, for Expedited )  
Approval of the Indirect Transfer of )  
Control of the Domestic and International )  
Section 214 Authority of Evercom )  
Systems, Inc. to TZ Holdings, Inc. )  
\_\_\_\_\_ )

**RECEIVED**

SEP 17 2004

Federal Communications Commission  
Office of Secretary

**ITC-T/C-20040810-00335**

**WC Docket No. 04-314**

**AMENDMENT TO JOINT APPLICATION FOR EXPEDITED APPROVAL OF  
INDIRECT TRANSFER OF CONTROL**

Comes now Evercom Systems, Inc. (“ESI”), Evercom Holdings, Inc. (“EHI”), and Securus Technologies, Inc. (“TZ”) (collectively the “Applicants”), acting through counsel, to amend the captioned application with respect to the information provided in response to Section 63.18(h) of Commission’s rules.

1. The following will hold a 10% or greater attributable interest in ESI<sup>2</sup>:

<sup>1</sup>On August 23, 2004, the Applicants informed the Commission that TZ Holdings, Inc. had changed its name to Securus Technologies, Inc.

<sup>2</sup>Attached is a chart which shows the described ownership structure.

<b>Name &amp; Address</b>	<b>% Equity</b>	<b>Citizenship</b>	<b>Principal Business</b>
Evercom, Inc. 8201 Tristar Drive, Irving, TX 75063	100%	Delaware corporation	Hold stock of subsidiaries

Evercom, Inc. will be wholly-owned by Evercom Holdings, Inc.:

<b>Name &amp; Address</b>	<b>% Equity</b>	<b>Citizenship</b>	<b>Principal Business</b>
Evercom Holdings, Inc. 8201 Tristar Drive, Irving, TX 75063	100%	Delaware corporation	Hold stock of Evercom, Inc.

Evercom Holdings, Inc. will be wholly-owned by Securus Technologies, Inc.:

<b>Name &amp; Address</b>	<b>% Equity</b>	<b>Citizenship</b>	<b>Principal Business</b>
Securus Technologies, Inc. 1001 Brickell Bay Drive, 27 <sup>th</sup> Floor Miami, Florida 33131	100%	Delaware corporation	Hold stock of subsidiaries

The following will hold a 10% or greater interest in Securus Technologies, Inc.:

<b>Name &amp; Address</b>	<b>% Equity</b>	<b>Citizenship</b>	<b>Principal Business</b>
H.I.G.-TNetix, Inc. 1001 Brickell Bay Drive, 27 <sup>th</sup> Floor Miami, Florida 33131	61%	Cayman Islands corporation	Holds stock of subsidiaries
A.I.F. Investment Company 1001 Brickell Bay Drive, 27 <sup>th</sup> Floor Miami, Florida 33131	27% <sup>3</sup>	Cayman Islands corporation	Holds stock of subsidiaries

The following owners of H.I.G.-TNetix, Inc. will hold a 10% or greater attributable interest in Securus Technologies, Inc.:

<sup>3</sup>A.I.F. Investment Company ("AIF") is a newly-organized, wholly-owned subsidiary of H.I.G.-TNetix, Inc., formed solely to hold this interest in Securus. As a result, H.I.G.-TNetix, Inc. will have a total attributable interest of 88% in Securus Technologies, Inc. Previously it was disclosed that H.I.G.-TNetix, Inc. would have a direct controlling interest of up to 65%, so there is no substantial change in the attributable indirect ownership interest. AIF holds no other ownership interests in any other entity.

Name & Address	% Equity	Citizenship	Principal Business
H.I.G. Capital Partners III, L.P.	Owns 86.7% of H.I.G.-TNetix, Inc.	Delaware limited partnership	private equity investment fund

H.I.G. Capital Partners III, L.P. is a private investment fund organized as a limited partnership organized under the laws of the State of Delaware (“HIG CP III”) that makes investments identified by its affiliates, including H.I.G. Capital, LLC. HIG CP III has \$392.3 million of committed capital. The committed capital of HIG CP III represents commitments of limited partners of HIG CP III; in accordance with Delaware law, limited partners do not participate in the control of the business. Other than the foregoing, no other person or entities will directly or indirectly own ten percent (10%) or more of the equity of the Applicants. Applicants have no interlocking foreign directorates with a foreign carrier.

2. With respect to H.I.G.-TNetix, Inc. and A.I.F. Investment Company, all of their respective officers and directors are U.S. citizens with their principal residences in the United States. The companies’ principal offices are located in the United States, in Miami, Florida. Their ownership of Securus is purely for investment purposes and neither H.I.G.-TNetix, Inc. or A.I.F. Investment Company, nor their respective officers and directors, will be involved in the day-to-day management of the actual provider of telecommunications services (i.e., Evercom Systems, Inc.), which will continue to be operated as a separate entity by its current management.<sup>4</sup> The principal business of Evercom Systems, Inc. is the provision of inmate calling services at confinement facilities in the U.S., largely in county and local facilities. A critical requirement of the provision of those services, dictated and controlled by the administrators of the

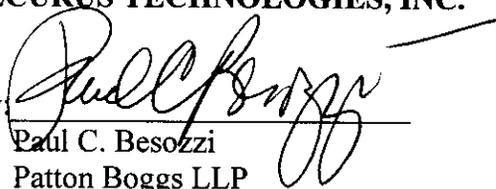
---

<sup>4</sup>As noted above, the majority owner of H.I.G.-TNetix, Inc. is a State of Delaware Limited Partnership.

confinement facilities themselves, is the ability to monitor, block, record or otherwise control the use of the telecommunications services by the inmates.

Respectfully submitted,

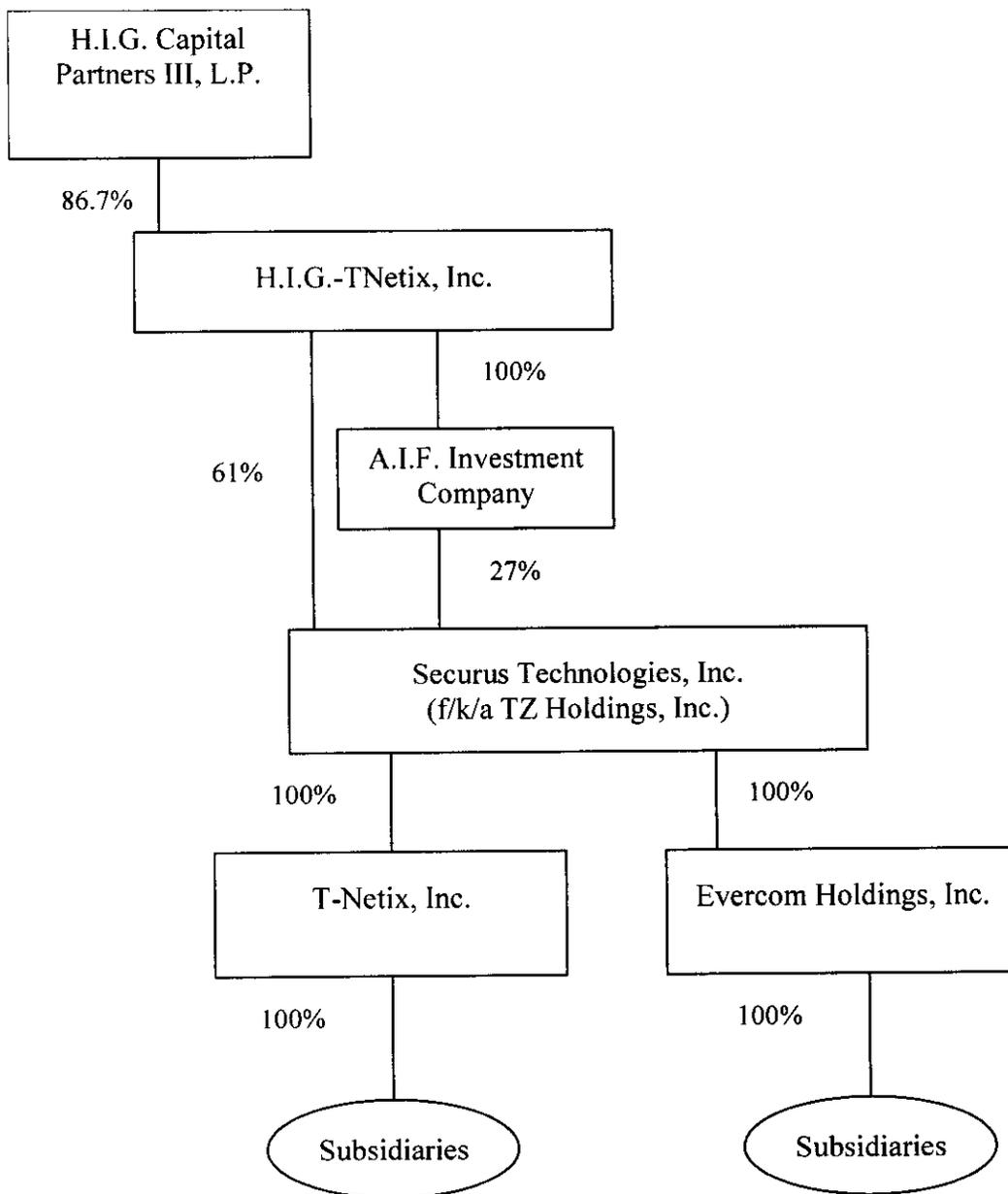
**EVERCOM SYSTEMS, INC.,  
EVERCOM HOLDINGS, INC. and  
SECURUS TECHNOLOGIES, INC.**

By: 

Paul C. Besozzi  
Patton Boggs LLP  
2550 M Street, N.W.  
Washington, DC 20037  
(202) 457-5292  
pbsozzi@pattonboggs.com

Dated: September 17, 2004

**TEN PERCENT (10%) OR GREATER INTERESTS**



VERIFICATION

I, Jennifer P. Barnes, am the Secretary of Evercom Holdings Inc.  
The foregoing Amendment To Application has been prepared pursuant to my direction and control and I have reviewed its contents. The factual statements and representations made therein by and concerning Evercom Systems, Inc. and Evercom Holdings, Inc. and the transactions described therein are true and correct to the best of my knowledge and belief.

J.P. Barnes  
Name: Jennifer Pindsey Barnes  
Title: Secretary

County of Dallas )  
State of Texas )

Subscribed and sworn to before me by Jennifer P. Barnes this 11th day of September, 2004.

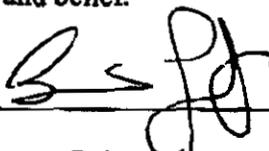
Cindy A. Perry  
Notary Public

My Commission Expires: 9-7-2005



**VERIFICATION**

I, Brian Schwartz, am the Vice President of Securus Technologies, Inc. The factual statements and representations made in the foregoing Amendment to Application by and concerning Securus Technologies, Inc. and its owners and the transactions described therein are true and correct to the best of my knowledge and belief.

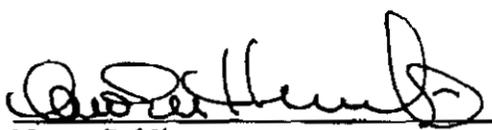


Name: Brian Schwartz

Title: Vice President

County of Miami-Dade )  
State of Florida )

Subscribed and sworn to before me by Brian Schwartz this 17th day of September, 2004.



Notary Public

My Commission Expires: 9/10/08

