

ORIGINAL



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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

JEFF HATCH-MILLER, CHAIRMAN
WILLIAM A. MUNDELL
MARC SPITZER
MIKE GLEASON
KRISTIN K. MAYES

AZ CORP COMMISSION
DOCUMENT CONTROL

2005 JAN 28 P 4: 35

RECEIVED

IN THE MATTER OF THE APPLICATION OF
EVERCOM SYSTEMS, INC. IN CONNECTION
WITH AN INDIRECT TRANSFER OF CONTROL
AND THE PROVISION OF CERTAIN SECURED
AND UNSECURED GUARANTEES.

DOCKET NO. T-03479A-04-0549

NOTICE OF FILING
IN COMPLIANCE WITH DECISION NO. 67407

Evercom Systems, Inc., pursuant to Decision No. 67407, submits the attached relevant agency filings pertaining to the transaction at issue in this docket.

RESPECTFULLY SUBMITTED this 28th day of January, 2005.

EVERCOM SYSTEMS, INC.

By:

Michael W. Patten
Roshka Heyman & DeWulf, PLC
One Arizona Center
400 East Van Buren Street, Suite 800
Phoenix, Arizona 85004
(602) 256-6100 (Telephone)

Paul C. Besozzi
Patton Boggs LLP
2550 M Street, N.W.
Washington, D.C. 20037
(202) 457-5292 (Telephone)

Of Counsel

Arizona Corporation Commission
DOCKETED

JAN 28 2005

DOCKETED BY

ROSHKA HEYMAN & DEWULF, PLC
ONE ARIZONA CENTER
400 EAST VAN BUREN STREET - SUITE 800
PHOENIX, ARIZONA 85004
TELEPHONE NO 602-256-6100
FACSIMILE 602-256-6800

1 Original and 13 copies of the foregoing
2 filed this 28th day of January, 2005 with:

3 Docket Control
4 Arizona Corporation Commission
5 1200 West Washington Street
6 Phoenix, Arizona 85007

7 Copy of the foregoing hand-delivered
8 this 28th day of January, 2005 to:

9 Brian Bozzo
10 Compliance, Utilities Division
11 Arizona Corporation Commission
12 1200 West Washington Street
13 Phoenix, Arizona 85007

14 By Mary Appolito
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Bureau of Competition
Premerger Notification Office

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
Washington, D.C. 20580

April 21, 2004

William M Rubenstein, Esq.
Axinn, Veltrop & Harkrider, LLP
90 State House Square
Hartford, CT 06103-3702 USA

Re: EARLY TERMINATION GRANTED
Transaction Identification Number 20040651
H.I.G. Capital Partners III, L.P. / Evercom Holdings, Inc.

Dear Mr. Rubenstein :

The request for early termination of the waiting period is granted effective April 21, 2004 10:07 AM with respect to the proposed acquisition by H.I.G. Capital Partners III, L.P. of certain voting securities of Evercom Holdings, Inc. Early termination of the waiting period is provided by Section 7A(b)(2) of the Clayton Act and Sections 803.10(b) and 803.11(c) of the Premerger Notification Rules.

Notice of this termination will be published in the Federal Register in accordance with Section 7a(b)(2) of the Clayton Act and Section 803.11(c) of the Premerger Notification Rules and on the Federal Trade Commission's internet site [<http://www.ftc.gov/bc/earlyterm/index.html>].

If you have any questions concerning this matter, please contact me at 202-326-3589.

Sincerely,

A handwritten signature in cursive script that reads "Renee A. Hallman".

Renee A. Hallman
Case Management Assistant
Premerger Notification Office
Bureau of Competition



16 C.F.R. Part 803 - Appendix
NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS

Approved by OMB
 3084-0005
 Expires 05/31/04

THE INFORMATION REQUIRED TO BE SUPPLIED ON THESE ANSWER SHEETS IS SPECIFIED IN THE INSTRUCTIONS

Ⓢ Attach the Affidavit required by § 803.5 to this page.

FEE INFORMATION

AMOUNT PAID \$ N/A
 In cases where your filing fee would be higher if based on acquisition price or where the acquisition price is undetermined to the extent that it may straddle a filing fee threshold, attach an explanation of how you determined the appropriate fee (acquiring persons only).
 Attachment Number _____

TAXPAYER IDENTIFICATION NUMBER _____ N/A
 or SOCIAL SECURITY NUMBER of payer
 (acquiring person (and payer if different from acquiring person))
 CHECK ATTACHED MONEY ORDER ATTACHED
 WIRE TRANSFER CONFIRMATION NO. _____
 FROM: NAME OF INSTITUTION _____
 NAME OF PAYER (if different from PERSON FILING) _____

IS THIS A CORRECTIVE FILING? YES NO

IS THIS ACQUISITION SUBJECT TO FOREIGN FILING REQUIREMENTS? YES NO
 If YES, list jurisdictions: _____

IS THIS ACQUISITION A CASH TENDER OFFER? YES NO BANKRUPTCY? YES NO

DO YOU REQUEST EARLY TERMINATION OF THE WAITING PERIOD? (Grants of early termination are published in the Federal Register AND on the FTC web site www.ftc.gov)
 YES NO

ITEM 1 - PERSON FILING

1(a) NAME and HEADQUARTERS ADDRESS of PERSON FILING
 Evercom Holdings, Inc.
 8201 Tristar Drive
 Irving, TX 75063

1(b) PERSON FILING NOTIFICATION IS
 an acquiring person an acquired person both

1(c) PUT AN "X" IN THE APPROPRIATE BOX TO DESCRIBE PERSON FILING NOTIFICATION
 Corporation Partnership Other (Specify): _____

1(d) DATA FURNISHED BY
 calendar year fiscal year (specify period) _____ (month/year) to _____ (month/year)

THIS FORM IS REQUIRED BY LAW and must be filed separately by each person which, by reason of a merger, consolidation or acquisition, is subject to §7A of the Clayton Act, 15 U.S.C. §18a, as added by Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. No. 94-435, 90 Stat. 1390, and rules promulgated thereunder (hereinafter referred to as "the rules" or by section number). The statute and rules are set forth in the Federal Register at 43 FR 33450; the rules may also be found at 16 CFR Parts 801-03. Failure to file this Notification and Report Form, and to observe the required waiting period before consummating the acquisition in accordance with the applicable provisions of 15 U.S.C. §18a and the rules, subjects any "person," as defined in the rules, or any individuals responsible for noncompliance, to liability for a penalty of not more than \$11,000 for each day during which such person is in violation of 15 U.S.C. §18a.

confidential. It is exempt from disclosure under the Freedom of Information Act, and may be made public only in an administrative or judicial proceeding, or disclosed to Congress or to a duly authorized committee or subcommittee of Congress.

Filing - Complete and return two copies (with one original affidavit and certification and one set of documentary attachments) of this Notification and Report Form to: Premerger Notification Office, Bureau of Competition, Room 303, Federal Trade Commission, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580. Three copies (with one set of documentary attachments) should be sent to: Director of Operations and Merger Enforcement, Antitrust Division, Department of Justice, Patrick Henry Building, 601 D Street, N.W., Room #10013, Washington, D.C. 20530. (For FEDEX airbills to the Department of Justice, do not use the 20530 zip code; use zip code 20004.)

All information and documentary material filed in or with this Form is

DISCLOSURE NOTICE - Public reporting burden for this report is estimated to vary from 8 to 160 hours per response, with an average of 39 hours per response, including time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this report, including suggestions for reducing this burden to:

Premerger Notification Office, H-303, Federal Trade Commission, Washington, DC 20580
 Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503

Under the Paperwork Reduction Act, as amended, an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number. That number is 3084-0005, which also appears in the upper right-hand corner of the first page of this form.

NAME OF PERSON FILING NOTIFICATION
Evercom Holdings, Inc.

DATE
March 19, 2004

1(e) PUT AN X IN THE APPROPRIATE BOX AND GIVE THE NAME AND ADDRESS OF ENTITY FILING NOTIFICATION (if other than ultimate parent entity)

- NA This report is being filed on behalf of a foreign person pursuant to § 803.4. This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a).

NAME OF ENTITY FILING NOTIFICATION

ADDRESS

N/A

1(f) NAME AND ADDRESS OF ENTITY MAKING ACQUISITION OR WHOSE ASSETS OR VOTING SECURITIES ARE BEING ACQUIRED IF DIFFERENT FROM THE ULTIMATE PARENT ENTITY IDENTIFIED IN ITEM 1(a)

N/A

PERCENT OF VOTING SECURITIES HELD BY EACH ENTITY IDENTIFIED IN ITEM 1(a)

N/A

1(g) IDENTIFICATION OF PERSON TO CONTACT REGARDING THIS REPORT

NAME OF CONTACT PERSON	William M. Rubenstein, Esq.
TITLE	Partner
FIRM NAME	Axinn, Veltrop & Harkrider LLP
BUSINESS ADDRESS	90 State House Square Hartford, CT 06103-3702
TELEPHONE NUMBER	860-275-8100
FAX NUMBER	860-275-8101
E-MAIL ADDRESS	wmr@avhlaw.com

(h) IDENTIFICATION OF AN INDIVIDUAL LOCATED IN THE UNITED STATES DESIGNATED FOR THE LIMITED PURPOSE OF RECEIVING NOTICE OF ISSUANCE OF A REQUEST FOR ADDITIONAL INFORMATION OR DOCUMENTS. (See § 803.20(b)(2)(iii))

NAME OF CONTACT PERSON	N/A
TITLE	
FIRM NAME	
BUSINESS ADDRESS	
TELEPHONE NUMBER	
FAX NUMBER	
E-MAIL ADDRESS	

ITEM 2

2(a) LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRING PERSONS

H.I.G. Capital Partners III, L.P.

LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRED PERSONS

Evercom Holdings, Inc.

2(b) THIS ACQUISITION IS (put an X in all the boxes that apply)

- | | |
|---|---|
| <input type="checkbox"/> an acquisition of assets | <input type="checkbox"/> a consolidation (see § 801.2) |
| <input type="checkbox"/> a merger (see § 801.2) | <input checked="" type="checkbox"/> an acquisition of voting securities |
| <input type="checkbox"/> an acquisition subject to § 801.2(e) | <input type="checkbox"/> a secondary acquisition |
| <input type="checkbox"/> a formation of a joint venture of other corporation (see § 801.40) | <input type="checkbox"/> an acquisition subject to § 801.31 |
| <input type="checkbox"/> an acquisition subject to § 801.30 (specify type) | |
| <input type="checkbox"/> other (specify) | |

2(c) INDICATE THE HIGHEST NOTIFICATION THRESHOLD IN § 801.1(h) FOR WHICH THIS FORM IS BEING FILED (acquiring person only)

- \$50 million \$100 million \$500 million 25% (see Instructions) 50%

2(d)(i) VALUE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION	(ii) PERCENTAGE OF VOTING SECURITIES	(iii) VALUE OF ASSETS TO BE HELD AS A RESULT OF THE ACQUISITION	(iv) AGGREGATE TOTAL VALUE
Approximately \$85,600,000	100 %	\$ N/A	Approx. \$85,600,000

WILLIAM M. RUBENSTEIN

**AXINN,
VELTROP &
HARKRIDER LLP**

90 STATE HOUSE SQUARE
HARTFORD, CONNECTICUT 06103-3702

TEL: (860) 275-8100
FAX: (860) 275-8101

1370 AVENUE OF THE AMERICAS
NEW YORK, NY 10019
TEL: (212) 728-2200
FAX: (212) 728-2201

1801 K STREET, N.W., SUITE 411
WASHINGTON, D.C. 20006
TEL: (202) 912-4700
FAX: (202) 912-4701

March 19, 2004

VIA FEDERAL EXPRESS

Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Director of Operations and Merger
Enforcement
Antitrust Division
Department of Justice
Patrick Henry Building
601 D Street, N.W.
Room 10013
Washington, D.C. 20004

Re: Notification and Report Form for Certain Mergers and Acquisitions (the "Form") of Evercom Holdings, Inc. ("Filing Person") Filed Pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, 15 U.S.C. § 18a ("the Act")

Dear Sir or Madam:

Filings. Enclosed herewith for filing in accordance with the Rules and Regulations promulgated pursuant to the Act (the "Rules") are: two copies (with one set of documentary attachments) and affidavits required by the Rules of the Filing Person's Form for filing with the Premerger Notification Office, Bureau of Competition of the Federal Trade Commission ("Premerger Notification Office"), and three copies (with one set of documentary attachments) and affidavits required by the Rules of the Filing Person's Form for filing with the Director of Operations, Antitrust Division of the Department of Justice ("Director of Operations").

Early Termination. The Filing Person requests early termination of the waiting period under the Act.

Confidentiality Request. The confidentiality provisions of Section 7A(h) of the Act apply to the material being filed herewith (such material, comprising the Form, affidavits attached thereto and documentary attachments referred to therein, being collectively referred to as the "Filed Materials"). Accordingly, the Filing Person requests that the Filed Materials be kept confidential and not be disclosed to any person who is not an employee of the Federal Trade Commission or the Antitrust Division of the Department of Justice (each of the foregoing being hereinafter referred to as an "Agency"). We further request that should any person (including any other governmental employee or agency) who is not an employee of either Agency request an opportunity to inspect or copy any of the Filed Materials, the Filing Person be immediately notified of such request, be furnished with a copy of all written materials pertaining to such request (including the request itself and any Agency determination with respect thereto), and be given sufficient advance notice of any intended release of any of the Filed Materials by either Agency pursuant to said Section 7A(h) (or otherwise) so that the Filing Person or any other entity included within the Filing Person may, if deemed necessary or appropriate, pursue any remedies available to it. The foregoing request also applies to any memoranda, notes, transcripts or other writings of any kind which are made by or at the direction of an employee of either Agency (or any other governmental agency) and which incorporate, include or relate to any of the matters (1) contained in any of the Filed Materials or any other materials furnished by the Filing Person or any other entity included with the Filing Person, or any of the employees or agents of any of the foregoing, to either Agency (or any other government agency) in connection with the Filed Materials or (2) referred to in any conference, meeting or telephone conversation between (a) present or former employees, representatives or counsel of the Filing Person or any other entity included with the Filing Person and (b) employees of either Agency (or any other government agency).

If you have any questions or wish to discuss any of the Filed Materials, please telephone me at (860) 275-8100. In particular, before requesting further information pursuant to § 7A(e) of the Act, please communicate with me order to determine whether the desired information in fact exists and whether the information could also be supplied voluntarily, pursuant to Rule 803.1(b), or as clarification of previously submitted information under Rule 803.20(d)(2), by the Filing Person.

Kindly stamp the enclosed copy of this letter and return it in the enclosed stamped self-addressed envelope to indicate receipt of this letter and the Filed Materials.

Very truly yours,


William M. Rubenstein

WMR/pas

WILLIAM M. RUBENSTEIN
(860) 275-8180
WMR@AVHLAW.COM

AXINN,
VELTROP &
HARKRIDER LLP

90 STATE HOUSE SQUARE
HARTFORD, CONNECTICUT 06103-3702

TEL: (860) 275-8100
FAX: (860) 275-8101

1370 AVENUE OF THE AMERICAS
NEW YORK, NY 10019
TEL: (212) 728-2200
FAX: (212) 728-2201

1801 K STREET, NW, SUITE 411
WASHINGTON, D.C. 20006
TEL: (202) 912-4700
FAX: (202) 912-4701

March 22, 2004

VIA FEDERAL EXPRESS

Jennifer Pinckley Gaines, Esq.
Vice President, General Counsel
& Secretary
Evercom Holdings, Inc.
8201 Tristar Drive
Irving, TX 75063

Re: Evercom Holdings, Inc. - Hart-Scott-Rodino Filing

Dear Jennifer:

Enclosed is a copy of Evercom Holdings, Inc.'s Hart-Scott-Rodino Notification which was filed on March 22, 2004.

Please call me if you have any questions.

Very truly yours,


William M. Rubenstein

WMR/pas
Enclosures

ANTITRUST IMPROVEMENTS ACT NOTIFICATION AND
REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS

Section 803.5(b) Affidavit

STATE OF TEXAS)
) ss.:
COUNTY OF DALLAS)

KEITH KELSON, being first duly sworn, deposes and says:

1. I am Chief Financial Officer of Evercom Holdings Inc. ("Evercom"), the acquired person herein. I submit this Affidavit pursuant to Section 803.5(b) of the Premerger Notification Rules (the "Rules") promulgated pursuant to Section 7A(d) of the Clayton Act, 15 U.S.C. § 18a(d).
2. A letter of intent relating to Evercom's proposed acquisition by H.I.G. Capital, LLC has been executed.
3. Evercom has a good faith intention to consummate the transaction described herein.
4. Section 801.30 of the Rules does not apply to the contemplated transaction.

I declare under penalty of perjury that the foregoing is true and correct.

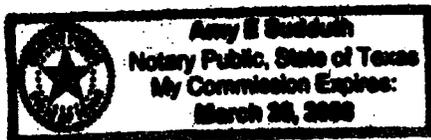


Keith Kelson

Sworn to before me this
17th day of March, 2004



Notary Public



NAME OF PERSON FILING NOTIFICATION
Evercom Holdings, Inc.

DATE
March 19, 2004

2(e) If aggregate total value in 2(d)(iv) is based in whole or in part on a fair market valuation pursuant to § 801.10(c)(3), identify the person or persons responsible for making the valuation (*acquiring persons only*).

N/A

ITEM 3

3(a) DESCRIPTION OF ACQUISITION

Acquiring Person:

H.I.G. Capital Partners III, L.P.
c/o H.I.G. Capital Management, Inc.
1001 Brickell Bay Drive, Suite 2708
Miami, FL 33131

Acquired Person:

Evercom Holdings, Inc.
8201 Tristar Drive
Irving, TX 75063

Pursuant to a Letter of Intent (the "LOI") dated March 16, 2004 among H.I.G. Capital, LLC ("HIG") and Evercom Holdings, Inc. ("Evercom"), HIG will cause an entity controlled by H.I.G. Capital Partners III, L.P. ("HIG III") to acquire 100% of the issued and outstanding voting stock of Evercom for cash consideration of approximately \$85.6 million.

A copy of the LOI is submitted with this Notification and Report Form as attachment 3(d)(1).

The completion of the transaction is subject to satisfaction or waiver of the conditions set forth in the LOI, including receipt by HIG III of necessary financing, execution of definitive agreements and expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements of 1976, as amended.

NAME OF PERSON FILING NOTIFICATION
Evercom Holdings, Inc.

DATE
March 19, 2004

3(b)(i) ASSETS TO BE ACQUIRED (to be completed only for asset acquisitions)

N/A

3(b)(ii) ASSETS HELD BY ACQUIRING PERSON

N/A

3(c) VOTING SECURITIES TO BE ACQUIRED

3(c)(i) LIST AND DESCRIPTION OF VOTING SECURITIES AND LIST OF NON-VOTING SECURITIES:

As a result of the contemplated transaction, the Acquiring Person will own 100% of the voting securities of the Acquired Person. The total value of the transaction is approximately \$86,000,000

3(c)(ii) TOTAL NUMBER OF SHARES OF EACH CLASS OF SECURITY:

See response to question 3(c)(i).

3(c)(iii) TOTAL NUMBER OF SHARES OF EACH CLASS OF SECURITY BEING ACQUIRED:

See response to question 3(c)(i).

NAME OF PERSON FILING NOTIFICATION
Evercom Holdings, Inc.

DATE
March 19, 2004

3(c)(iv) IDENTITY OF PERSONS ACQUIRING SECURITIES:

See response to question 3(c)(i).

3(c)(v) DOLLAR VALUE OF SECURITIES IN EACH CLASS BEING ACQUIRED:

See response to question 3(c)(i).

3(c)(vi) TOTAL NUMBER OF EACH CLASS OF SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION:

See response to question 3(c)(i).

3(d) SUBMIT A COPY OF THE MOST RECENT VERSION OF CONTRACT OR AGREEMENT (or letter of intent to merge or acquire)

DO NOT ATTACH THIS DOCUMENT TO THIS PAGE

ATTACHMENT OR REFERENCE NUMBER OF CONTRACT OR AGREEMENT 3(d)(1)

NAME OF PERSON FILING NOTIFICATION
Evercom Holdings, Inc.

DATE
March 19, 2004

ITEM 4 PERSONS FILING NOTIFICATION MAY PROVIDE BELOW AN OPTIONAL INDEX OF DOCUMENTS REQUIRED TO BE SUBMITTED BY ITEM 4 (See Item by Item instructions). THESE DOCUMENTS SHOULD NOT BE ATTACHED TO THIS PAGE.

4(a) DOCUMENTS FILED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION ATTACHMENT OR REFERENCE NUMBER

Form 10-K of Evercom, Inc. for the year ending December 31, 2000	4(a)(1)
Form 10-Q of Evercom, Inc. for the quarterly period ending March 31, 2001	4(a)(2)
Form 10-Q of Evercom, Inc. for the quarterly period ending June 30, 2001	4(a)(3)
Form 10-Q of Evercom, Inc. for the quarterly period ending September 30, 2001	4(a)(4)
Form 8-K of Evercom, Inc. filed July 31, 2002	4(a)(5)
Form 8-K of Evercom, Inc. filed February 24, 2003	4(a)(6)

There are no other SEC forms that have been filed because Forms 12b-25 were filed in lieu of certain required filings.

4(b) ANNUAL REPORTS, ANNUAL AUDIT REPORTS, AND REGULARLY PREPARED BALANCE SHEETS ATTACHMENT OR REFERENCE NUMBER

Consolidated financial statements for years ended December 31, 2002 and 2001 and Independent Auditor's Report dated March 28, 2003 (Audit Report)	4(b)(1)
2003 Preliminary Pending Audit (Balance Sheet)	4(b)(2)

4(c) STUDIES, SURVEYS, ANALYSES, AND REPORTS ATTACHMENT OR REFERENCE NUMBER

Name of Preparer	Date Prepared	Description	Attachment No
Robert Mudd, Evercom VP and General Manager - Correctional Billing Services	Undated	Bad debt and revenue initiatives	4(c)(1)
ALPHA Investment Advisory Group Ltd. and Jared Bluestein, Member of Evercom Board of Directors	Undated	Analysis of transaction	4(c)(2)
J. Eric Hanson, Chairman of Evercom Board of Directors	Undated	Handwritten notes regarding analysis of transaction	4(c)(3)
Alpine Associates, L.P.	Undated	Evercom LBO Analysis	4(c)(4)
J. Eric Hanson, Chairman of Evercom Board of Directors	Undated	Handwritten notes regarding success by T-Netix in retaining customers	4(c)(5)
ALPHA Investment Advisory Group Ltd. and J. Eric Hanson, Chairman of Evercom Board of Directors	2/11/04	Analysis of transaction	4(c)(6)
Evercom	2/26/04	Evercom H-II Presentation	4(c)(7)
H.I.G. Capital Management	3/1/04	Prospective financial analysis of parties to transaction	4(c)(8)
Richard Falcone, Evercom CEO	3/12/04	E-mail regarding Evercom Solutions business	4(c)(9)
Richard Falcone, Evercom CEO	3/12/04	E-mail regarding Evercom Solutions business	4(c)(10)
Randy Hoffman, Evercom VP and General Manager - Solutions	3/17/04	E-mail regarding Evercom Solutions business	4(c)(11)

Statement of Reasons for Noncompliance with Item 4(c) Pursuant to 16 C.F.R. § 803.3:
On the basis of the attorney-client privilege, Evercom Holdings, Inc. is withholding an e-mail sent by Richard Falcone (Evercom CEO) to Jennifer Pinckley Gaines (Evercom VP, General Counsel and Secretary) and Keith Kelson (Evercom VP, Treasurer and CFO) on February 28, 2004, responding to a request for information relating to the provision of legal advice regarding antitrust issues. A copy of such document is in the possession of Axinn, Veltrop & Harkrider LLP.

ITEM 5 (See "References" listed in the General Instructions to the Form. Refer to the *North American Industry Classification System-United States, 1997 (1997 NAICS Manual)* for the 6-digit (NAICS) industry codes. Refer to the *1997 Numerical List of Manufactured and Mineral Products (EC97M31R-NL)* for the 7-digit product class codes and the 10-digit product codes. Report revenues for the 7-digit product class codes and 10-digit product codes using the codes in the columns labeled "Product code." For further information on NAICS-based codes visit the www.census.gov web site.)

5(a) DOLLAR REVENUES BY INDUSTRY

6-DIGIT INDUSTRY CODE	DESCRIPTION	1997 TOTAL DOLLAR REVENUES (thousands of dollars)
513330	Telecommunications Resellers	91,773

ITEM 5(b)(i) DOLLAR REVENUES BY MANUFACTURED PRODUCTS

10-DIGIT PRODUCT CODE	DESCRIPTION	1997 TOTAL DOLLAR REVENUES
N/A		

ITEM 5(b)(ii) PRODUCTS ADDED OR DELETED

DESCRIPTION (10-DIGIT PRODUCT CODE)	ADD	DELETE	YEAR OF CHANGE	TOTAL DOLLAR REVENUES
N/A				

ITEM 5(b)(iii) DOLLAR REVENUES BY MANUFACTURED PRODUCT CLASS

7-DIGIT PRODUCT CLASS	DESCRIPTION	YEAR TOTAL DOLLAR REVENUES
N/A		

(Item 5(b)(iii) continued on page 10)

ITEM 5(b)(iii) DOLLAR REVENUES BY MANUFACTURED PRODUCT CLASS -- CONTINUED

7-DIGIT PRODUCT CLASS	DESCRIPTION	YEAR
		TOTAL DOLLAR REVENUES
N/A		

ITEM 5(c) DOLLAR REVENUES BY NON-MANUFACTURING INDUSTRY

6-DIGIT INDUSTRY CODE	DESCRIPTION	YEAR
		TOTAL DOLLAR REVENUES (thousands of dollars)
513330	Telecommunications Resellers	209,000
541519	Other Computer Related Services	3,100
541219	Other Accounting Services	20,000

NAME OF PERSON FILING NOTIFICATION
Evercom Holdings, Inc.

DATE
March 19, 2004

5(d) COMPLETE ONLY IF ACQUISITION IS IN THE FORMATION OF A JOINT VENTURE OR OTHER CORPORATION

5(d)(i) NAME AND ADDRESS OF THE JOINT VENTURE OR OTHER CORPORATION

N/A

5(d)(ii)

(A) CONTRIBUTIONS THAT EACH PERSON FORMING THE JOINT VENTURE OR OTHER CORPORATION HAS AGREED TO MAKE

N/A

(B) DESCRIPTION OF ANY CONTRACTS OR AGREEMENTS

N/A

(C) DESCRIPTION OF ANY CREDIT GUARANTEES OR OBLIGATIONS

N/A

(D) DESCRIPTION OF CONSIDERATION WHICH EACH PERSON FORMING THE JOINT VENTURE OR OTHER CORPORATION WILL RECEIVE

N/A

5(d)(iii) DESCRIPTION OF THE BUSINESS IN WHICH THE JOINT VENTURE OR OTHER CORPORATION WILL ENGAGE

N/A

5(d)(iv) SOURCE OF DOLLAR REVENUES BY 6-DIGIT INDUSTRY CODE (non-manufacturing) AND BY 7-DIGIT PRODUCT CLASS (manufacturing)

N/A

NAME OF PERSON FILING NOTIFICATION
Evercom Holdings, Inc.

DATE
March 19, 2004

ITEM 6

6(a) ENTITIES WITHIN PERSON FILING NOTIFICATION

Evercom, Inc.
8201 Tristar Drive
Irving, TX 75063

Evercom Systems, Inc.
8201 Tristar Drive
Irving, TX 75063

6(b) SHAREHOLDERS OF PERSON FILING NOTIFICATION

Each of the entities below holds securities issued by Evercom Holdings, Inc. The securities are all of the same class (common).

Alexander Enterprise Holdings Corp., E 110 59th Street, 33rd Floor, New York, NY 10022
1,937,667.2931 shares (32.8%)

Alpine Associates, 100 Union Avenue, Cresskill, NJ 07626
1,073,053.7504 shares (18.2%)

Bennett Restructuring Fund LP, 281 Tresser Blvd., Suite 1501, Stamford, CT 06901
828,968,000 shares (14.0%)

Ares Management, 1999 Avenue of the Stars, Suite 1900, Los Angeles, CA 90067
664,429.8687 shares (11.3%)

Cargill, Inc., 12700 Whitewater Drive, Minnetonka, MN 55343
663,242.7151 shares (11.2%)

NAME OF PERSON FILING NOTIFICATION
Evercom Holdings, Inc.

DATE
March 19, 2004

6(c) HOLDINGS OF PERSON FILING NOTIFICATION

N/A

ITEM 7 DOLLAR REVENUES

7(a) 6-DIGIT NAICS CODE AND DESCRIPTION

513330 Telecommunications Resellers

7(b) NAME OF EACH PERSON WHICH ALSO DERIVED DOLLAR REVENUES

H.I.G. Capital Partners III, L.P.

NAME OF PERSON FILING NOTIFICATION
Evercom Holdings, Inc.

DATE
March 19, 2004

7(c) GEOGRAPHIC MARKET INFORMATION

National

ITEM 8 PRIOR ACQUISITIONS (to be completed by acquiring person only)

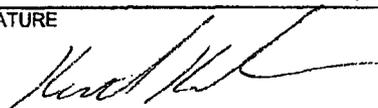
N/A

NAME OF PERSON FILING NOTIFICATION
Evercom Holdings, Inc.

DATE
March 19, 2004

CERTIFICATION

This NOTIFICATION AND REPORT FORM, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Federal Trade Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

NAME (Please print or type) <u>Keith Kelson</u>	TITLE <u>CEO</u>
SIGNATURE 	DATE <u>3/19/04</u>

Subscribed and sworn to before me at the
City of Irving, State of Texas
this 19th day of March, the year 2004
Signature Amy E Sudduth
My Commission expires March 20, 2008

[SEAL]

