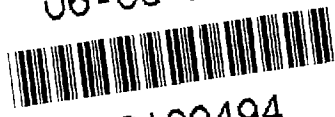


06-03-2002

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

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

1. Name of conveying party(ies): IWL Communications, Incorporated 5-30-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Rocky Mountain Mezzanine Fund II, L.P.
Internal Address:
Street Address: 1125 17th Street Suite 2260
City: Denver State: CO Zip: 80202
Individual(s) citizenship
Association
General Partnership
Limited Partnership Colorado
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 05/20/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,316,043
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: D. Brit Nelson
Internal Address: ATTN: IP DOCKET CLERK
Street Address: 3400 JPMorganChase Tower
600 Travis
City: Houston State: TX Zip: 77002-3095

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number: 12-1322 / 019831-00002

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9. Signature.
D. Brit Nelson
Name of Person Signing
Signature
Date 5/23/02
Total number of pages including cover sheet, attachments, and document: 3

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Washington, D.C. 20231

TRADEMARK
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Continuation of Box 2, name and address of additional receiving party:

Name: Petra Mezzanine Fund, L.P.

Internal Address:

Street Address: 172 Second Ave. North Suite 112

City: Nashville

State: TN

Zip: 37201

Limited partnership Delaware

Notice of Security Interest

Notice is hereby given that IWL Communications, Incorporated, with its principal place of business located at 12000 Aerospace Ave., Suite 200, Houston, Texas 77034 ("Borrower") has granted a security interest in and to the trademark listed below and the applications and registrations associated therewith to the following entities: (i) Rocky Mountain Mezzanine Fund II, L.P., a Colorado limited partnership, with its principal place of business located at 1125 17th Street, Suite 2260, Denver, Colorado 80202 ("RMMF"); and (ii) Petra Mezzanine Fund, L.P., a Delaware limited partnership, with its principal place of business located at 172 Second Ave. North, Suite 112, Nashville, Tennessee 37201 ("Petra"), pursuant to the Note Purchase Agreement, dated as of March 19, 2002, by and among IWL Acquisition Company (which merged into Borrower and is now known as IWL Communications, Incorporated), RMMF and Petra.

Trademark:

Stylized "C"; Reg. No. 2,316,043; registered February 8, 2000.

Dated: 5/20/02.....

Signed: Charles A. Durrett.....

Name: CHARLES A. DURRETT
for IWL Communications, Incorporated
Trademark Owner
("BORROWER")