

AIR AMERICA, INC.

1725 K STREET, N. W.
WASHINGTON, D. C. 20006

July 23, 1975

TELEPHONE 202-223-6130

CABLE ADDRESS
AIRAMERICA

REF: WC-75-1629

File

Manufacturers Hanover Trust Company
40 Wall Street
New York, New York 10015

ATTN: Mr. L. Howard Savran,
Assistant Trust Officer

RE: Air America, Inc. and E-Systems, Inc.
Escrow Agreement dated as of 17 January 1975
And Escrow Account Number SE-8095

Gentlemen:

This will confirm our Telex notice to you, of July 23, 1975, reading as follows:

"Air America, Inc. and E-Systems, Inc. desire to amend and do hereby amend the subject Escrow Agreement, under which Manufacturers Hanover Trust Company is acting as Escrow Agent, to extend the termination date from July 31, 1975, to September 1, 1975. All other terms and conditions of the Escrow Agreement remain unchanged. This will acknowledge to Manufacturers Hanover Trust Company and to E-Systems that Air America has received a copy of E-Systems, Inc. Telex dated July 22, 1975, to Manufacturers Hanover Trust Company with regard to the above subject and containing the above text and, further, that this Telex message is the independent notice by Air America, Inc. referred to in the E-Systems message. Written confirmation follows."

This letter is the written confirmation referred to in the above quoted Telex.

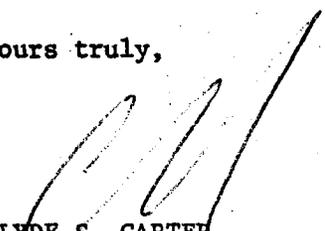
This will also confirm that the contents of this letter were discussed via telephone today between Mr. Savran and the writer and that Manufacturers Hanover Trust Company will reinvest the proceeds of the Escrow Account, Number SE-8095, maintained under and for a period terminal with

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reference Escrow Agreement, and will confirm the nature of such investment and the interest rate thereof with the writer, or with Mr. Paul E. Sinner, Assistant Treasurer, Air America, Inc. on Thursday, July 31, 1975.

Yours truly,



CLYDE S. CARTER
Senior Vice President

CSC:ham

cc: Mr. H. L. Thurmon
Vice President-Treasurer
E-Systems, Inc.

James M. Bolding, Esquire
Associate Counsel
E-Systems, Inc.

Mr. Paul E. Sinner, AAM