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AIRAM WSH

E-SYS DAL

RECD WAS APR 22 1975

TO: HENRY P BEVANS
VICE PRESIDENT - LAW
ICA, INC.

CC: K M SMITH

RE: (A) CONTRACT FOR SALE OF SHARES DATED AUGUST 21, 1974
(B) CLOSING AUDIT AS OF JANUARY 31, 1975

WE HAVE RECEIVED THE AUDIT REPORT SUBMITTED BY COOPERS AND LYBRAND TO THE BOARD OF DIRECTORS OF AIR AMERICA WHICH YOU TRANSMITTED TO ME BY YOUR LETTER DATED APRIL 14, 1975. E-SYSTEMS PERSONNEL HAVE REVIEWED THE AUDIT REPORT AND DISAGREE WITH ITS CONTENT. PRIMARILY, WE FIND THAT IT CONTAINS ADJUSTMENTS MADE BY AIR AMERICA PERSONNEL AND THEREFORE THE AUDIT REPORT DOES NOT REFLECT A STATEMENT PREPARED BY AIR ASIA, AS SPECIFIED IN THE REFERENCED CONTRACT.

E-SYSTEMS DESIRES TO DISCUSS, AMONG OTHER ITEMS, THE AUDIT REPORT WITH AIR AMERICA AND TO DETERMINE THE COLLECTABILITY OF ACCOUNTS RECEIVABLES LEFT WITH AIR ASIA. IN THIS CONNECTION, VARIOUS PERSONNEL OF E-SYSTEMS HAVE RECENTLY BEEN IN CONTACT WITH MR HUGH GRUNDY OF YOUR OFFICE, INQUIRING AS TO WHEN MR PAUL VELTE WOULD BE AVAILABLE FOR A MEETING. FROM THESE CONVERSATIONS, WE UNDERSTAND THAT MR VELTE IS OUT OF THE COUNTRY AND THAT THE TIME OF HIS RETURN IS UNCERTAIN AT THIS POINT. UPON HIS RETURN TO THE UNITED STATES, PLEASE HAVE HIM CONTACT K M SMITH AT OUR GREENVILLE DIVISION SO THAT A TIME FOR A MEETING BETWEEN MR SMITH AND MR VELTE CAN BE ARRANGED TO DISCUSS THE REPORT.

HOPEFULLY, MR VELTE WILL RETURN AND BE AVAILABLE FOR A MEETING ON OR BEFORE MAY 1, 1975. IF HE CANNOT BE AVAILABLE UNTIL A LATER TIME, PLEASE BE ADVISED THAT E-SYSTEMS WILL HAVE TO ADVISE THE ESCROW AGENT THAT WE ARE MAKING CLAIM AGAINST THE ESCROW ACCOUNT AND DIRECT THE ESCROW AGENT, IN ACCORDANCE WITH THE ESCROW AGREEMENT, TO HOLD THE ESCROWED FUNDS UNTIL IT IS NOTIFIED OTHERWISE. SHOULD YOU HAVE ANY QUESTIONS IN THE INTERIM, PLEASE CONTACT THE UNDERSIGNED OR MR BOLDING. WRITTEN NOTICE OF THIS TELEGRAPH MESSAGE FOLLOWS.

VERY TRULY YOURS,

JAMES W CROWLEY
VICE PRESIDENT AND
GENERAL COUNSEL

APRIL 23, 1975 11

APPROVED FOR
RELEASE DATE:
20-Oct-2009

AIRAM WSH

X

April 17, 1975

Ref.: WB-75-0778

E-Systems, Inc.
P.O. Box 6030
Dallas, Texas 75222

ATTN: James W. Crowley, Esq.
Vice President

Gentlemen:

Enclosed herewith are two fully executed copies of the April 15, 1975 addendum to the Maintenance and Support Agreement between our companies.

Yours truly,

Henry P. Bovans
Vice President - Law

bcc w/enclosure:

PRES-AAM
SVP-OCA
AVP-TSR TNN
MAAL HEG

~~PR-T~~
SAFE