

Penkins

May 8, 1975

Ref.: WC-75-0996

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 May 8, 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 May 12, 1975 to June 11, 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 May 7, 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.

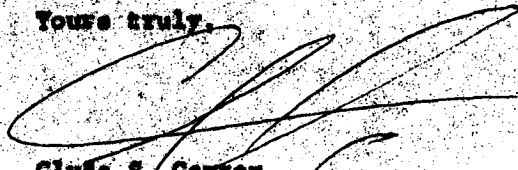
This will also confirm that the contents of this letter were discussed via telephone today between Mr. Savran and the writer and that Manufacturers Hanover Trust Company will invest the proceeds of the Escrow Account, Number SE-8095,

APPROVED FOR
RELEASE DATE:
20-Oct-2009

May 8, 1975

maintained under reference Escrow Agreement, but will confirm the astors
of such investment and the interest rate thereof with the writer, or with
Mr. Paul E. Sinner, Assistant Treasurer, Air America, Inc., on Monday
May 12, 1975 prior to such reinvestment.

Yours truly,



Clyde S. Carter
Senior Vice President

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

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

Mr. Paul E. Sinner