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REC'D WAS JUN 06 1975

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TLX 89401 AIRAM WSH  
AIR AMERICA, INC  
BT

TO: MANUFACTURERS HANOVER TRUST COMPANY  
CORPORATE TRUST DEPARTMENT  
40 WALL STREET  
NEW YORK, NEW YORK 10015

ATTN: L. HOWARD SAVRAN  
ASSISTANT TRUST OFFICER

CC: CLYDE S. CARTER, ESQ.  
SENIOR VICE PRESIDENT  
AIR AMERICA, INC.

SUBJ: AIR AMERICA, INC. AND E-SYSTEMS, INC.  
ESCROW AGREEMENT DATED AS OF JANUARY 17, 1975

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 JUNE 11, 1975 TO JULY 31, 1975. ALL OTHER TERMS AND CONDITIONS OF THE ESCROW AGREEMENT REMAIN UNCHANGED. PLEASE BE ADVISED THAT NOTICE OF THIS AMENDMENT WILL BE GIVEN INDEPENDENTLY BY AIR AMERICA, INC. WRITTEN CONFIRMATION FOLLOWS.

VERY TRULY YOURS,

E-SYSTEMS, INC.  
H. L. THURMON  
VICE PRESIDENT-TREASURER

JUNE 6, 1975

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E-SYS DAL

TO: AIR AMERICA, INC.  
WASHINGTON, D. C.

ATTN: CLYDE S. CARTER, ESQ.  
SENIOR VICE PRESIDENT

RE: AIR AMERICA, INC. AND E-SYSTEMS, INC. ESCROW AGREEMENT  
DATED AS OF JANUARY 17, 1975 AND THE LETTER AGREEMENT  
BETWEEN THE COMPANIES OF THE SAME DATE

THIS TELEX IS TO CONFIRM THE ORAL UNDERSTANDING OF JUNE 6, 1975 BETWEEN OUR COMPANIES THAT THE EXPIRATION DATE OF THE ESCROW AGREEMENT IS EXTENDED FROM JUNE 11, 1975 TO JULY 31, 1975 AND THAT ALL OTHER TERMS AND CONDITIONS OF THE ESCROW AGREEMENT REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

IN ADDITION, THE FOURTH SENTENCE FROM THE TOP OF THE FIRST PARAGRAPH OF THE LETTER AGREEMENT DATED JANUARY 17, 1975 IS AMENDED TO READ AS FOLLOWS:

"IT IS AGREED THAT UPON CONFIRMATION BY BUYER AND SELLER JOINTLY OF COMPLIANCE WITH THE TERMS OF SAID AGREEMENT, THE ESCROWED FUNDS SHALL BE RELEASED TO AIR AMERICA ON OR BEFORE JULY 31, 1975, AND IN THE EVENT THAT NO NOTICE OF CLAIM UNDER THE AGREEMENT HAS BEEN GIVEN TO THE ESCROW AGENT BY JULY 31, 1975, THE ESCROWED FUNDS SHALL BE RELEASED TO AIR AMERICA ON THAT DATE."

ALL OTHER TERMS AND CONDITIONS OF THE LETTER AGREEMENT REMAIN IN FULL FORCE AND EFFECT.

VERY TRULY YOURS,

E-SYSTEMS, INC.  
H. L. THURMON  
VICE PRESIDENT-TREASURER

JUNE 6, 1975

NOTE: THIS IS A CORRECTED TELEX OF ONE SENT PREVIOUSLY.

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AIRAM WSH B

E-SYS DAL