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amended, (the "Agreement") and (ii) CIT waives any and all rights they may have to accelerate any of the obligations and exercise any other remedies against the Registrant or the collateral as a result thereof.

In addition, CIT (i) rescinds and revokes its Notice of Default/Reservation of Rights letter dated September 2, 2004 effective as of February 1, 2005 and (ii) confirms that they will cease charging the default rate of interest of 2% over the bank rate of interest, as defined, on all obligations under the Agreement effective as of January 1, 2005.

Item 9.01. Exhibits.

(c)

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 10.42 | Waiver and Amendment letter to CIT Group/Business Credit Inc. Financing Agreement dated February 2, 2005. |
| 99.1 | Press Release dated February 4, 2005. |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Command Security Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 4, 2005

COMMAND SECURITY CORPORATION

By: \s\ Barry Regenstein

Name: Barry Regenstein
Title: Chief Financial Officer

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