

M

CHFP025

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

[[[24]]]

FC 007312

Name of company

* FINNAIR OYJ (the "Company")

Date of creation of the charge

31 October 2000

Description of the instrument (if any) creating or evidencing the charge (note 2)

A COMPLEMENTARY MORTGAGE (the "Mortgage") dated 31 October 2000 between
the Company and BNP PARIBAS as Security Trustee (for and on behalf of a
group of Lenders pursuant to an ECA Loan Agreement and a Mismatch Loan
Agreement

(see continuation sheet no.1....)

Amount secured by the mortgage or charge

Any and all monies, liabilities and obligations (whether actual or
contingent, whether existing on 31 October 2000 or thereafter, whether
or not for the payment of money and including, without limitation, any
obligation or liability to pay damages) from time to time owing to the
Security Trustee pursuant to the Operative Documents (as defined in a
Deed of Application of Proceeds and Priorities Agreement dated 31
October 2000 between inter alia the Company and the Security Trustee).

Names and addresses of the mortgagees or persons entitled to the charge

BNP Paribas as Security Trustee, Les Collines de L'Arche, Quartier de la
Grande Arche, La Defense, 75450 Paris, France

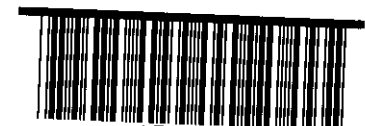
Postcode Cedex 09

Presentor's name address and
reference (if any):

Clifford Chance Limited Liabilit
200 Aldersgate Street
London
EC1A 4JJ

For official Use
Mortgage Section

Post room



LD6
COMPANIES HOUSE

0388
08/11/00

Time critical reference
TEW/B1738/6446/TRB

The Company with full legal and beneficial title has mortgaged to the Mortgagees all its interest, present and future, in and to (i) the Aircraft and (ii) all records, logbooks, manuals, technical data and other materials and documents relating to such Aircraft by way of first priority mortgage.

The Mortgage contains a negative pledge.

The Mortgage contains a covenant for further assurances.

AS

Particulars as to commission allowance or discount (note 3)

Signed Clifford Chance

Date 7.11.00

On behalf of [company] [mortgagee/chargee] †

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not
write in this
binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No _____
to Form No 395 and 410 (Scot)

CHFP025

Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

FC 007312

Name of Company

FINNAIR OYJ (the "Company")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

both dated 31 October 2000 between inter alia the Company, the Security
Trustee and the Lenders (as such term is defined therein)) relating to
one (1) Airbus A319 Aircraft manufacturer's serial number 1352 and
Finnish Registration Mark OH-LVD (the "Aircraft").

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. FC007312

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A COMPLEMENTARY MORTGAGE DATED THE 31st OCTOBER 2000 AND CREATED BY FINNAIR OY FOR SECURING ANY AND ALL MONIES, LIABILITIES AND OBLIGATIONS DUE OR TO BECOME DUE FROM THE COMPANY TO BNP PARIBAS AS SECURITY TRUSTEE PURSUANT TO THE OPERATIVE DOCUMENTS (AS DEFINED IN A DEED OF APPLICATION OF PROCEEDS AND PRIORITIES AGREEMENT DATED 31 OCTOBER 2000) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th NOVEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th NOVEMBER 2000.

*LC
fam*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E