

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

NW £10

004651

395

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

[23]

FC 007312

Name of company

* FINNAIR OYJ (the "Company")

Date of creation of the charge

31 August 2000

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

A DEED OF PLEDGE (the "Pledge") dated 31 August 2000 between the Company and BNP Paribas as Security Agent and the Lenders (as such term is defined therein) relating to the financing of one (1) Airbus A319 Aircraft manufacturer's serial number 1309 and Finnish Registration Mark OH-LVC pursuant (see continuation sheet no.1...)

Amount secured by the mortgage or charge

The due and punctual payment of all amounts (be they principal, interest or other) payable by the Company to the Lenders under the Operative Documents (as such term is defined in a Deed of Application of Proceeds and Priorities Agreement dated 25 August 2000 between, inter alia, the Company and the Security Trustee) and all other documents executed by the parties thereto in connection therewith and for the Company's performance of and compliance with all of the terms of all such documents.

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 LLP
200 Aldersgate Street
London
EC1A 4JJ

DWCS/B1738/06355/AXJL

Time critical reference
London 1/581709

For official Use
Mortgage Section



A pledge by the Company to the Security Trustee for and on behalf of the Lenders of eighteen (18) first demand promissory notes each dated 24 August 2000 and each in the amount of US\$ 2,000,000, with interest, and any proceeds or yield accrued or to be accrued on such promissory notes.

The Pledge contains a covenant for further assurances.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

Clifford Chance, LLP

Date

4/9/00

On behalf of ~~Company~~ ~~mortgagee~~ ~~chargee~~†

**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

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
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)

to an ECA Loan Agreement and a Mismatch Loan Agreement both dated 25 August 2000 between inter alia the Company, the Security Trustee and the Lenders.

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 DEED OF PLEDGE PURSUANT TO AN ECA LOAN AGREEMENT AND A MISMATCH LOAN AGREEMENT BOTH DATED 25TH AUGUST 2000 DATED THE 31st AUGUST 2000 AND CREATED BY FINNAIR OY FOR SECURING THE DUE AND PUNCTUAL PAYMENT OF ALL AMOUNTS (BE THEY PRINCIPAL, INTEREST OR OTHER) PAYABLE BY THE COMPANY TO THE LENDERS UNDER THE OPERATIVE DOCUMENTS (AS SUCH TERM IS DEFINED IN THE DEED OF APPLICATION OF PROCEEDS AND PRIORITIES AGREEMENT DATED 25th AUGUST 2000 BETWEEN THE COMPANY AND THE SECURITY TRUSTEE) AND ALL OTHER DOCUMENTS EXECUTED BY THE PARTIES THERETO IN CONNECTION THEREWITH AND FOR THE COMPANY'S PERFORMANCE AND COMPLIANCE WITH ALL OF THE TERMS OF ALL SUCH DOCUMENTS WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th SEPTEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th SEPTEMBER 2000 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE