

Proof of Ownership



AerFin Ltd.
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Registered in England & Wales No. 7371844
VAT Registration No: 104 6122 63

Bill Of Sale

For valuable consideration, the receipt and sufficiency of which is hereby acknowledged, GOAL Verwaltungsgesellschaft mbH & Co. Projekt Nr. 67 KG (**Seller**), owner of the aircraft, engines, equipment and documents described below (hereinafter referred to as the **Aircraft**):

- Airbus A340-313 aircraft bearing manufacturer's serial number 263;
- all equipment, accessories and parts belonging to, installed in or appurtenant to such aircraft (excluding engines but including the auxiliary power unit and those parts referenced in the Agreement), to the extent that title thereto has been vested in Seller; and
- the Aircraft Documents,

hereby on 16 June 2016 at 2:50 ~~pm~~/p.m. while the Aircraft was located at the premises of Tarmac Aerosave in Tarbes, France, by way of delivery sells, grants, transfers and delivers all its right, title and interest in and to the Aircraft, subject to Permitted Liens, to **AERFIN LIMITED (Purchaser)** under an aircraft sale and purchase agreement dated 06 May 2016 between Seller and Purchaser (the **Agreement**), to have and to hold the Aircraft forever. Seller hereby warrants to Purchaser, and its successors and assigns, that there is hereby conveyed to Purchaser full legal and equitable title to the Aircraft, free and clear of any Security Interests other than Permitted Liens.

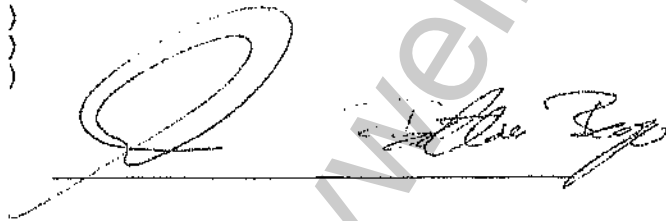
The terms **Security Interests**, **Permitted Liens** and **Aircraft Documents** are defined in the Agreement.

Except as otherwise provided herein or in the Agreement, the Aircraft is sold **AS IS** and **WHERE IS**.

This Bill of Sale is and all rights and obligations (contractual or otherwise) arising in connection with it, are in all respects governed by the laws of England. Seller gives no warranty as to the effect or impact of any other law, including the lex situs at time of transfer. Any disputes arising out of or in connection with this Bill of Sale shall be resolved in accordance with the dispute resolution provisions of the Agreement.

IN WITNESS whereof, Seller has caused this Bill of Sale to be duly executed as of this 16
day of June 2016.

Executed as a Deed by)
GOAL Verwaltungsgesellschaft mbH)
& Co. Projekt Nr. 67 KG)
acting by a director in the presence of:

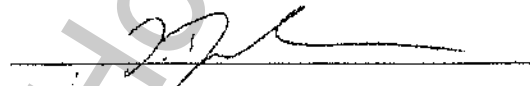


Jochen Baites
Managing Director

Bettina Berger
Attorney-in-Fact

In the presence of:

Witness



Jörg Bruckner
Manager Acquisition
& Marketing

Tobler Nr. 15, 82031 Gruenwil

Honeywell

Redelivery Certificate

GOAL Verwaltungsgesellschaft mbH & Co. Projekt Nr. 67 KG (the Lessor) and Swiss International Air Lines Ltd. (the Lessee), do hereby agree as follows:

- 1 The Lessor and the Lessee entered into a lease agreement originally dated 18 December 2006 and novated pursuant to a lease novation and amendment agreement dated 19 December 2013 (and as amended and supplemented from time to time, the Lease). Capitalised terms used herein and not otherwise defined will have the same respective meanings as in the Lease.

The Lessee has this 16 day of June, 2016 (Time: 14:50) while the aircraft was located at the premises of Tarmac Aerosave, Tarbes, France redelivered to the Lessor:

- 2 One (1) Airbus A340-313 aircraft bearing manufacturer's serial number 263 together with two (2) CFM International CFM56-5C4 engines bearing manufacturer's serial numbers 741585 and 741818 and all Parts attached thereto, together with all Aircraft Documents.
- 3 Additionally, the Lessee has redelivered:
- (a) all components/accessories of Engine ESN 741584 which had been identified as "not installed" when the Engine was redelivered on 12 August 2015; and
 - (b) all components/accessories of Engine ESN 741821 which had been identified as "not installed" when the Engine was redelivered on 17 December 2015.

- 4 The Airframe, Engines, APU and Landing Gear have the following hours/cycles on the date hereof:

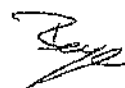
Airframe:

Total Flight Hours: 83,138

Total Cycles: 9,021

Engines:

<u>Position</u>	<u>Serial No.</u>	<u>Part No.</u>	<u>Total Hours</u>	<u>Total Cycles</u>
#3	741818	CFM56-5C4	77,176	8,386
#4	741585	CFM56-5C4	67,572	7,725



APU: MSN: R-133C Model/Part No.: GTCP331-350C

Total APU Hours: 22,690 Total APU Cycles: 19,283

Landing Gear:

<u>Position</u>	<u>Serial No.</u>	<u>Part No.</u>	<u>Total Flight Hours / Total Cycles</u>
Nose	B252	D23581100-16	87,194 / 9,722
Center	DCL225/01	37100-1001	72,867 / 8,647
Right Main	M-DG-0162	201490002	67,134 / 14,531
Left Main	M-DG-0158	201490001	67,134 / 14,531

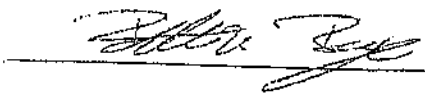
- 5 The Lessor hereby confirms that the Aircraft is in compliance with the Redelivery Conditions.
- 6 The Lessor hereby confirms that it has received all financial compensation, which the Lessee is required to pay to the Lessor, including, for the avoidance of doubt, under (i) clause 19 and any other terms of the Lease and (ii) the Second Supplemental Agreement.

IN WITNESS WHEREOF, the Lessor has executed this Redelivery Certificate on 16 June 2016

GOAL Verwaltungsgesellschaft mbH & Co. Projekt Nr. 67 KG



Jochen Baltes
Managing Director



Bettina Berger
Attorney-in-Fact