

**Exhibit D  
To  
Alliance Agreement  
Between  
Continental and Aeroflot**

**Block Space Price**

Aeroflot shall pay Continental the following amount for each seat on a Gateway Segment that Aeroflot is committed to purchase pursuant to Section 3(a)(i) of the Alliance Agreement (the "Price Per Seat"):

Business Class	REDACTED
Coach Class	REDACTED

In addition, Aeroflot shall pay Continental the following amount for each passenger that is carried in a seat that Aeroflot is committed to purchase pursuant to Section 3(a)(i) of the Alliance Agreement (the "Price Per Passenger"):

Business Class	REDACTED
Coach Class	REDACTED

The above amounts are one-way and include normal passenger related services (i.e., meals, inflight products, terminal passenger services, security, etc.).

**REDACTED**

The amounts set forth above are for planning purposes only. Said amounts shall be adjusted prior to commencement of operation of the Gateway Segments to reflect any changes in the estimated costs of operating the Gateway Segments. Continental shall notify Aeroflot of the actual per seat charge for Gateway Segments at least 60 days prior to the commencement of operation of the Gateway Segments.

Such amounts, once finally established, are subject to cost adjustment prior to the commencement of each IATA Traffic Season, beginning with the 1998 IATA Summer Traffic Season, that this Agreement is in effect, to be effective during such IATA Traffic Season. The amount of such cost adjustment will be the percentage increase of the cost increase experienced by Continental for its transatlantic operations as reported by Continental to the U.S. Department of Transportation (Form 41). The carriers will determine the cost adjustment applicable to each of the Price Per Seat and Price Per Passenger separately.

Adjustments for prices applicable to each IATA Winter Traffic Season will be made based on the difference of the average cost per available seat mile for the preceding second and third quarters and the average cost per available seat mile for the preceding fourth and first quarters, and adjustments for prices applicable to each IATA Summer Traffic Season will be made based on the difference of the average cost per available seat mile for the preceding fourth and first quarters and the average cost per available seat mile for the preceding second and third quarters. The carriers will negotiate immediately on notice from either carrier the effect of any material cost increase beyond the control of the carriers.