

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 13 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 813206 (0)
1. Corporation Name
NORTHWEST AIRLINES, INC.



Principal Place of Business 5101 NORTHWEST DR DEPT #A4450 ST PAUL MINNESOTA 55111	Mailing Address 5101 NORTHWEST DR DEPT #A4450 ST PAUL MINNESOTA 55111-3027
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3. Date Incorporated or Qualified 12/06/1958	3a. Date of Last Report 05/01/1996
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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4. FEI Number 41-0449230	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____
Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHECCHI, ALFRED A	1.2 NAME	
STREET ADDRESS	5101 NORTHWEST DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PAUL MN	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DASBURG, JOHN H	2.2 NAME	
STREET ADDRESS	5101 NORTHWEST DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PAUL MN	2.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANCHT, JOSEPH, JR	3.2 NAME	
STREET ADDRESS	5101 NORTHWEST DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PAUL MN	3.4 CITY-ST-ZIP	
TITLE	VPS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANDRESEN, ROLF S	4.2 NAME	
STREET ADDRESS	5101 NORTHWEST DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PAUL MN	4.4 CITY-ST-ZIP	
TITLE	SVS <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ABELS, MARK E	5.2 NAME	
STREET ADDRESS	5101 NORTHWEST DRIVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PAUL MN	5.4 CITY-ST-ZIP	
TITLE	VCFO <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FORET, MICKEY P.	6.2 NAME	James A. Lawrence
STREET ADDRESS	5101 NORTHWEST DRIVE	6.3 STREET ADDRESS	5101 Northwest Drive
CITY-ST-ZIP	ST. PAUL MN	6.4 CITY-ST-ZIP	St. Paul, MN 55111

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with my address

SIGNATURE: *[Handwritten Signature]* (612) 726-7230

CR2E034 (9/96)

**NORTHWEST AIRLINES CORPORATION,
NWA INC. & NORTHWEST AIRLINES, INC.
BOARD OF DIRECTORS**

February 1997

<u>Richard C. Blum</u> Secretary: Jeannie Craig Scheduler: Linda Toschi-Chambers	Richard C. Blum & Associates - NWA Partners, L.P. 909 Montgomery Street #400 San Francisco, CA 94133	(415) 434-1111 (415) 434-3130 FAX
	1133 Connecticut Avenue NW Suite 700 Washington, D.C. 20036	(202) 530-1400 (202) 496-0051 FAX
<u>Alfred A. Checchi</u> Secretary: Carolyn Grove	NWA Inc. 5101 Northwest Drive Department A1000 St. Paul, MN 55111-3034	(612) 726-3238 (612) 726-0622 FAX
<u>John H. Dasburg</u> Secretary: Karen Wilcox	NWA Inc. 5101 Northwest Drive Department A1020 St. Paul, MN 55111-3034	(612) 726-8500 (612) 726-0622 FAX
<u>Thomas Ducey</u>	7103 Johnsburg-Wilmont Road Spring Grove, IL 60081	(815) 675-2067 (815) 382-7820 Mobile
	<u>Winter Address</u> Moon Valley Mobile Home Court 1304 East Bell Road Space 65 Phoenix, AZ 85022	(602) 493-1395
<u>Marvin L. Griswold</u>	21721 Appaloosa Canyon Lake, CA 92587	(909) 244-6231 (909) 244-5361 FAX
<u>Thomas L. Kemper</u> Secretary: Ann Bernhard	Loeb Partners Corporation 61 Broadway, 24th Floor New York, NY 10006	(212) 483-7022 (212) 425-7090 FAX
<u>Frederic V. Malek</u> Secretary: Bettina Helsing	Thayer Capital Partners 1455 Pennsylvania Ave, N.W. Suite 350 Washington, D.C. 20004	(202) 371-0150 (202) 371-0391 FAX
<u>Walter F. Mondale</u> Secretary: Linda Pederson	Dorsey & Whitney Pillsbury Center South 220 So. Sixth Street Minneapolis, MN 55402	(612) 340-6306 (612) 340-7899 FAX

**Board of Directors
February 1997
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**V. A. Ravindran
Secretary: Mary Ellen Etter**

**Paracor Finance Inc.
660 Madison Avenue
18th Floor
New York, NY 10022**

**(212) 909-9911
(212) 909-9990 FAX**

**George J. Voita
Secretary: Philippa McMahon**

**Bankers Trust Company
1 BT Plaza
130 Liberty Street
New York, NY 10006**

**(212) 250-8725 or 26
(212) 250-8784 FAX**

**Gary L. Wilson
Secretary: Rose Henneberger**

**NWA Inc.
5101 Northwest Drive
Department A1040
St. Paul, MN 55111-3034**

**(612) 726-2334
(612) 726-0622 FAX**

**Duane E. Woerth
Secretary: Ursula Reichstein**

**Air Line Pilots Association
1625 Massachusetts Avenue, N.W.
Washington, DC 20036**

**(202) 797-4023
(202) 797-4052 FAX**

DIRECTOR EMERITUS:

**Melvin B. Laird
Secretary: Laurie Hawley**

**Senior Counsellor
National & Int'l Affairs
The Reader's Digest Association, Inc.
1730 Rhode Island Avenue
Suite 212
Washington, D.C. 20036**

**(202) 223-1642
(202) 785-5332 FAX**

NORTHWEST AIRLINES, INC.

5101 Northwest Drive
St. Paul, Minnesota 55111-3034

Officers

as of February 11, 1997

<u>NAME</u>	<u>TITLE</u>
Alfred A. Checchi	Co-chairman of the Board
Gary L. Wilson	Co-chairman of the Board
John H. Dasburg	President and Chief Executive Officer
<u>EXECUTIVE VICE PRESIDENTS</u>	
James A. Lawrence	Executive Vice President-Chief Financial Officer
Michael E. Levine	Executive Vice President-Marketing and International
William D. Slattery	Executive Vice President-President-Cargo
Donald A. Washburn	Executive Vice President-Customer Service and Operations
<u>SENIOR VICE PRESIDENTS</u>	
Richard H. Anderson	Sr. Vice President-Technical Operations and State Affairs
Christopher E. Clouser	Sr. Vice President-Administration
Joseph E. Francht, Jr.	Sr. Vice President-Finance and Treasurer
J. Timothy Griffin	Sr. Vice President-Market Planning and Systems
Philip C. Haan	Sr. Vice President-International
Richard B. Hirst	Sr. Vice President-Corporate Affairs
Ruthie M. McKee	Sr. Vice President-Customer Service and Line Maintenance
Douglas M. Steenland	Sr. Vice President-General Counsel and Secretary
<u>VICE PRESIDENTS</u>	
Hector E. Adler	Vice President-Inflight Services
Rolf S. Andresen	Vice President and Controller
Fay P. Beauchine	Vice President-Reservations Sales and Services
Douglas C. Birdsall	Vice President-Marketing Affiliates and Strategic Planning
Robert W. Borlik	Vice President-Information Services
Robert A. Brodin	Vice President-Labor Relations
Neal S. Cohen	Vice President-Financial Planning and Analysis
Frederick W. Dow, Jr.	Vice President-Marketing Programs and Worldwide Advertising
David A. Fielding	Vice President-Aircraft Projects and Programs
Gary L. Fishman	Vice President-Finance, Technical Operations
Donald J. Foley	Vice President-Worldwide Corporate Communications
H. Clayton Foushee, Jr.	Vice President-Flight Operations
Stephen E. Gorman	Vice President-Engine Maintenance Organization
James M. Greenwald	Vice President-Facilities and Airport Affairs
Laurence N. Grimard	Vice President-Aircraft Maintenance Operations
Deanna J. Hess	Vice President-Human Resources