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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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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	3. Date Incorporated or Qualified 12/06/1958 3a. Date of Last Report 05/01/1996 4. FEI Number 41-0449230 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 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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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
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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 NAME STREET ADDRESS CITY-ST-ZIP CD CHECCHI, ALFRED A 5101 NORTHWEST DRIVE ST. PAUL MN <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP PD DASBURG, JOHN H 5101 NORTHWEST DRIVE ST. PAUL MN <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP VT FRANCHT, JOSEPH, JR 5101 NORTHWEST DRIVE ST. PAUL MN <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP VPS ANDRESEN, ROLF S 5101 NORTHWEST DRIVE ST. PAUL MN <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP SVS ABELS, MARK E 5101 NORTHWEST DRIVE ST. PAUL MN <input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP VCFO FORET, MICKEY P. 5101 NORTHWEST DRIVE ST. PAUL MN <input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP VCFO James A. Lawrence 5101 Northwest Drive St. Paul, MN 55111 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

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:  (612) 726-7230

CR2E034 (9/96)

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

**February 1997**

**Richard C. Blum**  
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

**Alfred A. Checchi**  
Secretary: Carolyn Grove

NWA Inc.  
5101 Northwest Drive  
Department A1000  
St. Paul, MN 55111-3034

(612) 726-3238  
(612) 726-0622 FAX

**John H. Dasburg**  
Secretary: Karen Wilcox

NWA Inc.  
5101 Northwest Drive  
Department A1020  
St. Paul, MN 55111-3034

(612) 726-8500  
(612) 726-0622 FAX

**Thomas Ducey**

7103 Johnsburg-Wilmont Road  
Spring Grove, IL 60081

(815) 675-2067  
(815) 382-7820 Mobile

**Winter Address**  
Moon Valley Mobile Home Court  
1304 East Bell Road  
Space 65  
Phoenix, AZ 85022

(602) 493-1395

**Marvin L. Griswold**

21721 Appaloosa  
Canyon Lake, CA 92587

(909) 244-6231  
(909) 244-5361 FAX

**Thomas L. Kemper**  
Secretary: Ann Bernhard

Loeb Partners Corporation  
61 Broadway, 24th Floor  
New York, NY 10006

(212) 483-7022  
(212) 425-7090 FAX

**Frederic V. Malek**  
Secretary: Bettina Helsing

Thayer Capital Partners  
1455 Pennsylvania Ave, N.W.  
Suite 350  
Washington, D.C. 20004

(202) 371-0150  
(202) 371-0391 FAX

**Walter F. Mondale**  
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. Volta**  
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
 <b><u>EXECUTIVE VICE PRESIDENTS</u></b>	
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
 <b><u>SENIOR VICE PRESIDENTS</u></b>	
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
 <b><u>VICE PRESIDENTS</u></b>	
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