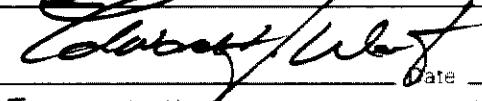


No. C 83474	Annual Report Form <i>Due No Later Than November 30</i>	1998 2. Registered Agent and Office NOT A P.O. BOX
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct DELTA AIR LINES, INC. CORPORATE TAXES DEPT. 352 P O BOX 45652 ATLANTA GA 30320-0352	C T CORPORATION SYSTEM 300 N. 5TH ST. BOISE ID 83701 3. Organized Under the Laws of DE C 83474

4. Corporations: Enter Names and Business Addresses of **President, Secretary and Directors**
 Limited Liability Companies: Enter Names and Addresses of **Managers** or **Members** (check one)

Office held Name Street or P.O. Address City State Zip

SEE ATTACHED SCHEDULE

5. Signature of New Registered Agent	6. ^{AMB} Signature  Date <u>7/22/98</u> Name ^{Typed or Printed} <u>Edward H. WEST</u> Title <u>Vice President</u>
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ISSUED: 07-03-1996

DO NOT TAPE OR STAPLE

1302

OFFICERS - DELTA AIR LINES, INC.
Hartsfield Atlanta International Airport, Atlanta, GA 30320

<u>NAME</u>	<u>TITLE</u>	<u>HOME ADDRESS</u>	<u>SOCIAL SECURITY NO.</u>	<u>BIRTH DATE</u>
Leo F. Mullin	President and Chief Executive Officer	548 Maple Street Winnetka, IL 60093	██████████	1-26-43
Harold C. Alger	Executive Vice President-Operations	1537 Withmore Way Dunwoody, GA 30338	██████████	9-18-38
Warren C. Jenson	Executive Vice President and Chief Financial Officer	284 Hawks Hill Road New Canaan, CT 06840	██████████	12-16-56
Maurice W. Worth	Chief Operating Officer	155 Ashland Way Fayetteville, GA 30214	██████████	9-09-40
Vicki B. Escarra	Executive Vice President- Customer Service	3632 Blakelord Club Dr. Marietta, GA 30062	██████████	9-01-52
Vincent F. Caminiti	Senior Vice President-Sales & International	357 Carriage Trace Roswell, GA 30076	██████████	6-08-43
Walter E. Doll, Jr.	Senior Vice President- Cargo	175 Habersham Place Fayetteville, GA 30214	██████████	1-23-43
Robert S. Harkey	Senior Vice President-General Counsel & Secretary	16 Cherokee Road, N.W. Atlanta, GA 30305	██████████	12-22-40
Paul G. Matsen	Senior Vice President-Corporate Planning	510 Abbeywood Dr. Roswell, GA 30075	██████████	9-29-59
Jenny R. Poole	Senior Vice President-In-Flight Service	190 Canterbury Lane Fayetteville, GA 30214	██████████	2-24-47

OFFICERS - DELTA AIR LINES, INC.

NAME TITLE

HOME ADDRESS

SOCIAL SECURITY NO.

**PAGE TWO
BIRTH DATE**

Thomas J. Stocum	Senior Vice President-Corporate Communications	2332 Goodwood Blvd Smyrna, GA 30080	[REDACTED]	9-23-48
Ray Valeika	Senior Vice President-Technical Operations	11 East Shaker Lane Woodlands, TX 77380	[REDACTED]	5-24-42
D. Scott Yohe	Senior Vice President-Government Affairs	5907 Wilson Lane Bethesda, MD 20817	[REDACTED]	10-12-52
William E. Barnette	Vice President-Delta Express	508 Lighthouse Lane Peachtree City, GA 30269	[REDACTED]	7-27-47
Harold L. Bevis, Jr.	Vice President-Public Affairs	125 Wing Mill Road Atlanta, GA 30350	[REDACTED]	9-14-42
John W. Boatright	Vice President-Airport & Corporate Affairs	1934 Tristan Dr. Smyrna, GA 30080	[REDACTED]	10-10-50
Gayle M. Bock	Vice President - Consumer Marketing	2100 3rd Ave., Unit 2506 Seattle, WA 98101	[REDACTED]	04-25-51
W. Martin Braham	Vice President-Delta Staffing Services Business Unit Development	3315 Stratfield Dr., N.E. Atlanta, GA 30319	[REDACTED]	5-13-45
Richard E. Colby	Vice President-Flight Operations	5 West Minister Close, N.W. Atlanta, GA 30327	[REDACTED]	4-10-42
Mark A. P. Drusch	Vice President-Marketing Development	4923 Palmetto St. Bellaire, TX 77401	[REDACTED]	8-05-60
Michael S. Ellenburg	Vice President-Aircraft Maintenance & Engineering	205 Shore Walk Peachtree City, GA 30269	[REDACTED]	2-20-56
Terry M. Erskine	Vice President-Personnel Relations	450 S. Peachtree Parkway Peachtree City, GA 30269	[REDACTED]	5-21-43

OFFICERS - DELTA AIR LINES, INC.

NAME TITLE

HOME ADDRESS

SOCIAL SECURITY NO.

**PAGE THREE
BIRTH DATE**

Malcolm Armstrong	Vice President-Corporate Safety and Compliance	1108 Jefferson Ct Alapretta, GA 30005	[REDACTED]	11-03-41
Lee A. Macenczak	Vice President-Reservation Sales & Distribution Planning	1488 Bristolwood Court Lilburn, GA 30247	[REDACTED]	11-28-61
Leon A. Piper	Vice President-Personnel Benefits	6193 Redan Rd. Redan, GA 30074	[REDACTED]	11-7-46
Fred Buttrell	Vice President-Operational Planning, Control & Reliability	202 Palisades Peachtree City, GA GA 30269	[REDACTED]	6-14-62
Anthony Charaf	Vice President-Power Plant Maintenance	403 Loyd Road Peachtree City, GA 30269	[REDACTED]	4-08-47
Udo Reider	Vice President-Purchasing & Procurement	504 Peachtree Club Drive Peachtree City, GA 30269	[REDACTED]	4-14-59
Edward H. West	Vice President-Financial Planning and Analysis	3999 Parion Ridge Rd., N.W. Atlanta, GA 30327	[REDACTED]	7-23-66
Michael M. Young	Vice President-Community Affairs	542 Covered Bridge Trail Fairburn, GA 30213	[REDACTED]	6-28-45
Hiram A. Cox	Controller	248 Montrose Drive McDonough, GA 30253	[REDACTED]	9-3-56
Dean C. Arvidson	Assistant Secretary	1112 Dan Johnson Rd., N.E. Atlanta, GA 30307	[REDACTED]	8-25-56
Susan T. Hudson	Assistant Secretary	155 Lady Helen Court Fayetteville, GA 30214	[REDACTED]	6-09-51
Leslie P. Klempner	Assistant Secretary	1909 Durand Mill Drive, N.E. Atlanta, GA 30307	[REDACTED]	8-09-54

OFFICERS - DELTA AIR LINES, INC.

NAME	TITLE	HOME ADDRESS	SOCIAL SECURITY NO.	BIRTH DATE
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Brenda A. Barnes	Vice President-Pricing and Revenue Management	XXX XXX	XXX	XXX
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Source: Corporate Taxes
Filename: g:\transfer\dlloffice.doc
Last update: July 6, 1998

BOARD OF DIRECTORS - DELTA AIR LINES, INC.

Hartsfield Atlanta International Airport, Atlanta, Georgia 30320

<u>NAME & HOME ADDRESS</u>	<u>OFFICE ADDRESS</u>	<u>DATE EFFECTIVE</u>	<u>TERM OF OFFICE</u>	<u>SOCIAL SECURITY NO.</u>	<u>BIRTH DATE</u>
Leo F. Mullin 548 Maple Street Winnetka, Illinois	Delta Air Lines, Inc. Hartsfield Atlanta Int'l. Airport Atlanta, GA 30320	08-14-97	*	██████████	01-26-43
Edwin L. Arvi 900 Adams Crossing Apartment #11100 Cincinnati, OH 45243	The Procter & Gamble Company 1 Procter & Gamble Plaza Cincinnati, OH 45202	6-01-91	*	██████████	4-15-30
Henry A. Biedenharn, III 499 Highway 3033 West Monroe, LA 71292	SAME	11-01-86	*	██████████	10-19-42
James L. Broadhead 982 Lake House Drive, South North Palm Beach, FL 33408	FPL Group, Inc. 700 Universe Blvd. Juno Beach, FL 33408	1-24-91	*	██████████	11-28-35
Edward H. Budd 270 Chestnut Hill Rd. Glastonbury, CT 06033	The Travelers Group One Tower Square Hartford, CT 06183-1100	5-01-85	*	██████████	4-30-33
George D. Busbee One Old Hulgens Trail Duluth, GA 30136	SAME	2-01-83	*	██████████	8-07-27
R. Eugene Carledge 27 Seawatch Drive Savannah, GA 31411	6 Skidaway Village Walk Suite 203B Savannah, GA 31411	4-26-90	*	██████████	6-12-29

NAME & HOME ADDRESS	OFFICE ADDRESS	DATE EFFECTIVE	TERM OF OFFICE	SOCIAL SECURITY NO.	BIRTH DATE
Mary Johnston Evans 920 Fifth Ave., Apt. 14-B New York, NY 10021	SAME	12-28-82	*	██████████	2-28-30
Gerald Grinstein 3630 Evergreen Point Road Medina, WA 98039	1000 Second Avenue Suite 3700 Seattle, WA 98104	2-01-87	*	██████████	6-26-32
Jesse Hill, Jr. 1325 Angel Falls Lane, S.W. Atlanta, GA 30311	SAME	10-23-75	*	██████████	5-30-26
Andrew J. Young 1088 Veltre Circle, S.W. Atlanta, GA 30311	GoodWorks International, Inc. One Peachtree Center, Ste. 4800 303 Peachtree Street, N.E. Atlanta, GA 30303	4-27-94	*	██████████	3-12-32

The Corporation is to have perpetual existence. Annual meeting date. Stockholders: 4th Thursday in October.
 * Elected for one (1) year at each annual meeting.

07/09/98