

Bruce R. Zirinsky (BZ 2990)  
Gregory M. Petrick (GP 2175)  
CADWALADER, WICKERSHAM & TAFT LLP  
Attorneys for Debtors and Debtors In Possession  
One World Financial Center  
New York, New York 10281  
Telephone: (212) 504-6000  
Facsimile: (212) 504-6666

- and-

Mark C. Ellenberg (ME 6927)  
CADWALADER, WICKERSHAM & TAFT LLP  
1201 F Street N.W., Suite 1100  
Washington, DC 20004  
Telephone: (202) 862-2200  
Facsimile: (202) 862-2400

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** :  
 : **Chapter 11 Case No.**  
**NORTHWEST AIRLINES CORPORATION, et al.,** :  
 :  
 : **Jointly Administered**  
**Debtors.** :  
 :  
-----X

**DEBTORS MOTION FOR AN ORDER PURSUANT TO SECTIONS 365  
AND 544 OF THE BANKRUPTCY CODE AUTHORIZING REJECTION OR  
ABANDONMENT OF CERTAIN AIRCRAFT**

Northwest Airlines Corporation (“NWA Corp.”) and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”),<sup>1</sup> respectfully represent:

\_\_\_\_\_  
<sup>1</sup> Specifically, in addition to NWA Corp., the Debtors consist of: NWA Fuel Services Corporation (“NFS”), Northwest Airlines Holdings Corporation (“Holdings”), NWA Inc. (“NWA Inc.”), Northwest Aerospace Training Corp. (“NATCO”), Northwest Airlines, Inc. (“Northwest Airlines”), MLT Inc.

## SUMMARY OF RELIEF REQUESTED

1. Debtors operate a diverse fleet of commercial aircraft<sup>2</sup>, many of which are subject either to secured debt or lease financing arrangements. The Debtors are analyzing their flight schedules and aircraft fleet, the projected demand for air travel, maintenance requirements, labor costs, operating costs and other business goals and objectives. Through this analysis the Debtors intend to (i) rationalize costs relating to aircraft lease and debt obligations and (ii) match the aircraft fleet to future operating needs. Although this analysis is continuing, the Debtors have already identified certain aircraft under existing lease or debt terms which are not of benefit to the estates. These aircraft include (i) certain aircraft which have been stored for an extended period of time (the “Parked Aircraft”) and (ii) certain aircraft that because of their age, ongoing expected costs and current expectations as to future operations are no longer providing value to the estates (the “Surplus Aircraft”). The Parked Aircraft and the Surplus Aircraft are collectively hereinafter referred to as the “Excess Aircraft”. Accordingly, the Debtors request entry of an order pursuant to sections 365 and 544 of the Bankruptcy Code, authorizing the Debtors (a) to reject, effective as of today, the leases for such of the Excess Aircraft as are leased and (b) to abandon, effective as of today, such of the Excess Aircraft as are owned, subject to secured debt obligations. The Excess Aircraft to be returned by the Debtors pursuant to this motion are identified in Exhibit A.<sup>3</sup>

---

(“MLT”), Northwest Airlines Cargo, Inc. (“Cargo”), NWA Retail Sales Inc. (“NWA Retail”), Montana Enterprises, Inc. (“Montana”), NW Red Baron LLC (“Red Baron”), Aircraft Foreign Sales, Inc. (“Foreign Sales”), and NWA Worldclub, Inc. (“WorldClub”).

<sup>2</sup> For purposes of this motion, the term aircraft includes both airframes and engines.

<sup>3</sup> It is possible that some of the leases that are the subject of this motion could be recharacterized as financing arrangements. However, because the Debtors are requesting relief under both Sections 365 and 544 of the Code, the motion does not require a determination of whether any particular lease is a true lease. Accordingly, the Debtors are not placing that issue before the Court, and nothing in this motion is intended to be an admission by the Debtors that any particular lease is a true lease.

2. The Debtors are also reviewing their fleet needs to identify aircraft that, under existing lease or debt terms, are not of benefit to the estates, but which, if the lease or debt terms were revised, could be of benefit to the estates (the “Potential Excess Aircraft”). The Debtors have already identified an initial group of Potential Excess Aircraft, which are identified in Exhibit B. As to these aircraft, some of which are leased and some of which are owned, the Debtors request authority to file a notice of rejection or abandonment not later than 45 days from the Petition Date. During this 45-day period, Debtors will attempt to renegotiate the terms of the relevant leases and debt financings.

### **JURISDICTION**

3. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **BACKGROUND**

4. On the date hereof (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11, title 11, United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”). Each Debtor is continuing to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. Simultaneously with the filing of this pleading, the Debtors have filed a motion with this Court pursuant to Rule 1015 of the Federal Rules of Bankruptcy Procedure seeking joint administration of the Debtors’ estates.

6. No creditors’ committee has yet been appointed in these cases. No trustee or examiner has been appointed.

## THE DEBTORS<sup>4</sup>

7. NWA Corp., Holdings and NWA Inc. NWA Corp. is the parent corporation of Holdings which, in turn, is the parent corporation of NWA Inc. NWA Inc. is the parent corporation of Northwest Airlines and the indirect parent corporation of the other Debtors (as well as certain non-Debtor entities).

8. Northwest. Northwest Airlines, together with the other Debtors, operates and manages a consolidated global business with employees, assets and creditors located all over the world (such business, “Northwest”). Northwest, which began operations in 1926, today operates the world’s fourth largest airline (as measured by revenue passenger miles). For the fiscal year ended December 31, 2004, Northwest had operating revenues of \$11,279,000,000. As of June 30, 2005, Northwest had approximately 39,000 employees, operated a fleet of 433 aircraft and directly served (together with its regional carriers) more than 232 destinations in 25 countries in North America, Asia and Europe. Together with its SkyTeam alliance and its other travel partners, Northwest provides a global network to over 900 cities in more than 160 countries on six continents.

9. Northwest has domestic hubs at Detroit, Minneapolis/St. Paul and Memphis, and international hubs in Tokyo and Amsterdam. Northwest is party to a transatlantic joint venture with KLM Royal Dutch Airlines (“KLM”), has domestic and international alliances with Continental Airlines, Inc. (“Continental”) and Delta Air Lines, Inc. (“Delta”), and is a

---

<sup>4</sup> The facts set forth herein are derived from the declaration of Neal S. Cohen, Executive Vice President & Chief Financial Officer, Pursuant to Local Bankruptcy Rule 1007-2 and in Support of the Debtors’ Chapter 11 Petitions and First Day Orders, filed concurrently herewith (the “First Day Declaration”), which is incorporated by reference as if fully set forth herein at length. The Debtors have also filed concurrently herewith the declaration of Douglas M. Steenland, the President and Chief Executive Officer of NWA Corp., Holdings, NWA Inc. and Northwest Airlines (the “Steenland Declaration”) setting forth the circumstances leading to the Debtors’ chapter 11 filings. The First Day Declaration and the Steenland Declaration are available on PACER, the Court’s electronic docket system. Any party unable to retrieve these documents from PACER may contact the Debtors’ counsel for a copy.

member of SkyTeam, a global airline alliance with KLM, Continental, Delta, Air France, Alitalia, Aeroméxico, CSA Czech Airlines and Korean Air (“SkyTeam”). Northwest has an extensive Pacific route system, including substantial cargo operations with dedicated freighter aircraft that represent the second highest share of the trans-Pacific cargo market.

10. NFS. NFS, a New York corporation with offices located at 1270 Avenue of the Americas, 6th floor, New York, New York, operates a jet fuel supply and trading business. In the course of its business, NFS purchases jet fuel directly from numerous fuel suppliers and supplies the fuel to Northwest and to other airlines. NFS supplies fuel directly to Northwest Airlines’ operations at airports by truck. In addition, NFS arranges for fuel to be shipped through common carrier pipelines across the United States to various third party storage facilities located in proximity to Northwest Airlines’ major terminal hubs. NFS primarily relies upon revenues obtained from Northwest Airlines to sustain its business operations.

11. MLT. MLT is among the largest vacation wholesale companies in the U.S. MLT develops and markets Worry-Free Vacations that include air transportation, hotel accommodations, car rentals, ground transportation and/or leisure activities. In addition to its Worry-Free Vacations charter program, MLT develops, markets and supports Northwest’s WorldVacations travel packages to destinations throughout the U.S., Canada, Mexico, the Caribbean, Europe and Asia, with air transportation provided primarily on Northwest and/or its codeshare partners. During the fiscal year ended December 31, 2004, MLT had revenues of \$469,000,000.

12. NATCO. NATCO provides training and aircraft simulation services primarily to pilots for Northwest. NATCO makes all unused time available for sale by a third party to other airlines, governments and corporations. The NATCO training facility includes 18

full-flight simulators and four fixed-base training devices. In 2004, NATCO had approximately \$3,565,000 in revenue from the sale of idle time.

### **RELIEF REQUESTED AND REASONS THEREFOR**

13. As of September 1, 2005, Northwest had a fleet of approximately 699 aircraft, consisting of 381 narrow-body, 84 wide-body aircraft (including 14 Boeing 747 freighter aircraft), and 234 regional aircraft. The Debtors' need to adjust the fleet size and mix in light of current market conditions for aircraft, projected demand for air travel, current and projected flight schedules, maintenance requirements, labor costs, and other business and economic factors.

14. The Debtors' fleet review process is not complete, is inherently dynamic and is expected to result in additional aircraft being returned to lessors and lenders in order to match fleet requirements with current market dynamics. The Debtors estimate that more than 100 aircraft in the aggregate will be designated for deletion from the fleet. As of today, the Debtors have determined that it is not in the best interest of the estates to retain the Excess Aircraft identified on Exhibit A. Some of these aircraft are in storage, and have been for some time (the Parked Aircraft). These aircraft are generating no value for the Debtors and play no role in the Debtors' future plans. The balance of the aircraft listed on Exhibit A (the Surplus Aircraft) have been recently taken out of service due to their age, maintenance condition, and ongoing expected costs and play no role in the Debtor's future plans.

15. The Excess Aircraft are either (a) the subject of leases with various lessors or (b) owned and subject to a mortgage or other debt financing arrangement with various lenders. Accordingly, by this Motion, the Debtors respectfully seek an order (a) authorizing the rejection, effective as of today, of the leases relating to the Excess Aircraft pursuant to Section 365 of the Bankruptcy Code and (b) authorizing the abandonment, effective as of today, of the owned

Excess Aircraft pursuant to Section 544 of the Bankruptcy Code. Immediately upon the entry of an order granting this motion, the Debtors will make the Excess Aircraft available for delivery to the related lessors and related lenders, as applicable, at the locations indicated on Exhibit A.

16. In addition to the Excess Aircraft, the Debtors have identified the Potential Excess Aircraft, which are listed on Exhibit B. Under existing lease or debt terms, the Potential Excess Aircraft are not of benefit to the estates. However, given the types and ages of these aircraft, the Debtors could benefit from these aircraft if the lease or debt terms, as applicable, were revised. By this Motion, the Debtors respectfully seek an order (a) authorizing the rejection of the leases relating to the Potential Excess Aircraft pursuant to Section 365 of the Bankruptcy Code and (b) authorizing the abandonment of the owned Potential Excess Aircraft pursuant to Section 544 of the Bankruptcy Code. Rather than being effective as of the petition date, however, the Debtor requests that the rejection or abandonment, as applicable, becomes effective as to each aircraft at the time that the Debtors file with the Court a rejection or abandonment notice. Such notices would be filed with the Court, upon the sole discretion of the Debtors, at any time, but not later than 45 days from the Petition Date. During this 45-day period, Debtors would attempt to renegotiate the terms of the relevant leases or debt financings.

17. To preserve the value of the Excess Aircraft during the transition from the Debtors to the affected lessors and lenders, the Debtors will maintain the current insurance coverage and continue the existing storage maintenance program pursuant to the Debtors FAA-approved maintenance program relating to the Excess Aircraft until the earlier of: (a) the thirtieth (30th) day after the Petition Date or (b) the date on which the lessor or mortgagee takes possession of such Excess Aircraft (the "Coverage Period"). The Debtors will do the same with respect to the Potential Excess Aircraft for which a notice of rejection or abandonment is filed, except that the Coverage Period shall be the earlier of (a) the thirtieth (30th) day after the date on

which the notice of rejection or abandonment is filed with the Court or (b) the date on which the lessor or mortgagee takes possession of such Potential Excess Aircraft. At the conclusion of the Coverage Period, the Debtors shall cease insuring and maintaining the aircraft.

18. To the extent that any of the Excess Aircraft or Potential Excess Aircraft is subleased out by the Debtors to its regional carriers, the Debtors are also moving to reject the subleases. The rejection of a prime lease automatically terminates the right to possession under the sublease. The rejected subleases, if applicable, are also set forth on Exhibit A.

**REJECTION UNDER SECTION 365 OF THE BANKRUPTCY CODE IS IN THE BEST INTERESTS OF THE ESTATE**

19. Section 365(a) of the Bankruptcy Code provides that a debtor in possession “subject to the court’s approval, may assume or reject any executory contract or unexpired lease of the debtor.” 11 U.S.C. § 365(a). The United States Court of Appeals for the Second Circuit has stated that “[t]he purpose behind allowing the assumption or rejection of executory contracts is to permit the trustee or debtor in possession to use valuable property of the estate and to ‘renounce title to and abandon burdensome property.’” Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.), 4 F.3d 1095, 1098 (2d Cir. 1993) (quoting 2 Collier on Bankruptcy ¶ 365.01[1] (15th ed. 1993)).

20. In considering a motion to assume or reject a contract or lease, the court “should examine a contract and the surrounding circumstances and apply its best ‘business judgment’ to determine if [the contract or lease] would be beneficial or burdensome to the estate.” Orion, 4 F.3d at 1099; see also Nostas Associates v. Costich (In re Klein Sleep Products, Inc.), 78 F.3d 18, 21 (2d Cir. 1996); In re Balco Equities Ltd, Inc., 323 B.R. 85, 99 (Bankr. S.D.N.Y. 2005) (“In determining whether the debtor has employed reasonable business discretion, the court for the most part must only determine that the rejection will likely benefit



the estate.”); In re Penn Traffic Co., 322 B.R. 63, 68 (Bankr. S.D.N.Y. 2005) (“It is well established that the decision whether to assume or reject an executory contract under section 365(a) is a matter of business judgment to be exercised in the best interests of the debtor in possession and its creditors.”); In re Riodizio, Inc., 204 B.R. 417, 424 (Bankr. S.D.N.Y. 1997) (“debtor must demonstrate whether assumption or rejection confers a net benefit on the estate”); *In re Gucci*, 193 B.R. 411, 415 (S.D.N.Y. 1996).

21. A debtor’s decision to assume an executory contract based on its business judgment will generally not be disturbed “absent a showing of bad faith or abuse of business discretion.” In re Chipwich, Inc., 54 B.R. 427, 430-31 (Bankr. S.D.N.Y. 1985); see also In re G Survivor Corp., 171 B.R. 755, 757 (Bankr. S.D.N.Y. 1994), aff’d John Forsyth Co., Inc. v. G Licensing, Ltd., 187 B.R. 111 (S.D.N.Y. 1995). Upon finding that the debtor has exercised its sound business judgment in determining that the assumption of an agreement is in the best interests of the debtor, its creditors and all parties in interest, the court should approve the assumption under section 365(a) of the Bankruptcy Code. See, e.g., Gucci, 193 B.R. at 417; *In re Child World, Inc.*, 142 B.R. 87, 89 (Bankr. S.D.N.Y. 1992).

22. To the extent that any of the Excess Aircraft or Potential Excess Aircraft is subleased by the Debtors to its regional carriers, the Debtors are also moving to reject the subleases of such Excess Aircraft. The rejection of a prime lease necessarily terminates the right to possession under the sublease. “This is so because the sublease depends upon the continuing viability of the prime lease, and the rejection of the prime lease also results in the rejection of the sublease.” In re Child World, Inc., 142 B.R. 87, 98 (Bankr. S.D.N.Y. 1992); see also Rockefeller Group, Inc. v. I.S.H. Liquidating Corp. (In re 48th Street Steakhouse, Inc.), 835 F.2d 427 (2d Cir. 1987), cert. denied, 485 U.S. 1035 (1988) (“when a prime lease falls, so does the sublease”);

In re J.T. Moran Financial Corp., 124 B.R. 924, 925 (Bankr. S.D.N.Y. 1991) (same); In re Shopper's Paradise, Inc., 8 B.R. 271, 275 (Bankr. S.D.N.Y. 1980) (same).]

23. As described above, the Debtors have determined that (i) the Excess Aircraft subject to leases no longer fit the business plan for the Debtors and (ii) the Potential Excess Aircraft subject to leases may no longer fit the business plan for the Debtors. The Debtors have also determined that the leases related to the leased Excess Aircraft are above the current market for similar aircraft and therefore have no value to the estates. Similarly, with respect to the leased Potential Excess Aircraft, the Debtors have determined that, under the existing lease terms, the leases are above the current market for similar aircraft and therefore have no value to the estates unless renegotiated. Therefore, each of the leases is a burden to the Debtors and is no longer beneficial. Accordingly, rejection of the leases would minimize the Debtors' post-petition obligations, would be in the best interests of the Debtors' estates, and represent a proper exercise of the Debtors' sound business judgment.

**ABANDONMENT UNDER SECTION 544 OF THE BANKRUPTCY CODE IS IN THE  
BEST INTERESTS OF THE ESTATE**

24. To the extent Excess Aircraft are owned subject to secured debt financings, the aircraft do not fit Debtors' business plan. Further, the liens against the owned Excess Aircraft exceed the market value of the aircraft, thereby leaving no equity for the estates. Consequently, such of the Excess Aircraft that is owned is burdensome and should be abandoned. Similarly, the Debtors have no equity in the owned Potential Excess Aircraft, under the existing debt terms. Consequently, the owned Potential Excess Aircraft are also burdensome to the estates. The abandonment will be "as is, where is," and the Debtors specifically make neither representation nor warranties regarding the abandoned owned Excess Aircraft and Potential Excess Aircraft.

25. Section 554 of the Bankruptcy Code provides:

After notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate.

Section 554 thus requires two showings. First, the property to be abandoned must be property of the estate. 11 U.S.C. §§ 541 and 554. Second, the property to be abandoned must be burdensome or of inconsequential value or benefit to the debtor's estate. In re Grossinger's Assocs., 184 B.R. 429, 432 (Bankr. S.D.N.Y. 1995). Moreover, the debtor-in-possession is afforded significant discretion in determining the value and benefits of particular property for the purposes of the decision to abandon it. In re Interpictures Inc., 168 B.R. 526, 535 (Bankr. E.D.N.Y. 1994) ("abandonment is in the discretion of the trustee, bounded only by that of the court"). "Courts defer to the trustee's judgment and place the burden on the party opposing the abandonment to prove a benefit to the estate and an abuse of the trustee's discretion." In re Slack, 290 B.R. 282, 284 (Bankr. N.J. 2003).

26. The appropriate test in this case is whether the owned Excess Aircraft and Potential Excess Aircraft are burdensome or of inconsequential value to the Debtors' estates. In this case, because the owned Excess Aircraft are not required under the Debtor's business plan and the Debtors do not have any equity in the owned Excess Aircraft, the owned Excess Aircraft are burdensome to the Debtors' estates. This assessment reflects a business judgment made in good faith by the Debtors. Abandonment of the owned Excess Aircraft is, therefore, in the best interests of the Debtors' estates and a proper exercise of the Debtors' sound business judgment. By the same token, the Debtors have made a business judgment that the owned Potential Excess Aircraft, under existing debt terms, are burdensome to the Debtors' estates. Abandonment is, thus, also in the best interests of the Debtors, unless the debt terms can be revised. Similar relief

has been granted in other airline cases under similar circumstances. See, e.g., U.S. Airways Group, Inc., Case No. 02-83984 (Bankr. E.D. Va. August 12, 2002).

#### **WAIVER OF MEMORANDUM OF LAW**

27. This Motion does not raise any novel issues of law and is otherwise supported by citations to authorities. Accordingly, the Debtors respectfully request that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District that a separate memorandum of law be submitted.

#### **NOTICE**

28. Notice of this Motion has been given to (i) the lessors and lenders having direct interests in the Excess Aircraft and Potential Excess Aircraft; (ii) the Debtors' twenty largest unsecured creditors; (iii) the Debtors' five largest pre-petition secured lenders or any agent therefor (iv) the United States Trustee for this District; and (v) the Securities and Exchange Commission. No trustee, examiner or creditors' committee has been appointed in these cases. In light of the nature of the relief requested, the Debtors submit that no further notice need be given.

#### **NO PRIOR REQUEST**

29. No previous motion for the relief sought herein has been made to this or to any other court.

WHEREFORE, the Debtors request entry of the attached Proposed Order granting the relief requested herein and such other and further relief as may be just and proper.

Dated: New York, New York  
September 14, 2005

CADWALADER, WICKERSHAM & TAFT LLP

/s/ Bruce R. Zirinsky

Bruce R. Zirinsky (BZ 2990)  
Gregory M. Petrick (GP 2175)  
One World Financial Center  
New York, New York 10281  
Telephone: (212) 504-6000  
Facsimile: (212) 504-6666

- and -

Mark C. Ellenberg (ME 6927)  
1201 F Street N.W., Suite 1100  
Washington, DC 20004  
Telephone: (202) 862-2200  
Facsimile: (202) 862-2400

Attorneys for Debtors and  
Debtors In Possession

**Exhibit A**

<b>Lessors' / Mortgagees' / Designees' Address</b>	<b>Lessee / Operator</b>	<b>Airframe Manufacturer and Model</b>	<b>Airframe Serial Number</b>	<b>U.S. Reg. No.</b>	<b>Engine Manufacturer and Model</b>	<b>Engine Serial Numbers</b>	<b>Location</b>
U.S. Bank National Association as owner trustee for First Chicago Leasing Corp. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B747-200	23547	N636US	Pratt and Whitney JT9D	ESN #1: 715180 ESN #2: 715182 ESN #3: 715183 ESN #4: 715184	Airframe: Marana, AZ (Evergreen) ESN #1: 715180 In transit to Marana, AZ (Evergreen) ESN #2: 715182 In transit to Marana, AZ (Evergreen) ESN #3: 715183 Not installed in Marana, AZ (Evergreen) ESN #4: 715184 Installed on N636US Pos. No. 3
Wilmington Trust Company as Owner Trustee for Penta Aviation, LLC and as Lessor  <i>Attn: Corporate Trust Admin, 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing DC10-30	46868	N211NW	General Electric CF6-50	ESN #1: 517317 ESN #2: 517171 ESN #3: 517111	Airframe: Marana, AZ (Evergreen) ESN #1: 517317 Not installed in Marana, AZ (Evergreen) ESN #2: 517171 In transit to Marana, AZ (Evergreen) ESN #3: 517111 In transit to Marana, AZ (Evergreen)
U.S. Bank National Association as owner trustee for Penta Aviation Resources Corporation and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23616	N522US	Pratt and Whitney PW2037	ESN #1: 716425 ESN #2: 716451	Airframe: Marana, AZ (Evergreen) ESN #1: 716425 MTU (Hanover, Germany) ESN #2: 716451 In transit to Marana, AZ (Evergreen)
U.S. Bank National Association as owner trustee for Cimmred Capital and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23618	N524US	Pratt and Whitney PW2037	ESN #1: 716452 ESN #2: 716455	Airframe: Marana, AZ (Evergreen) ESN #1: 716452 On-wing N525US Position No. 2 stored in Marana, AZ (Evergreen) ESN #2: 716455 Not installed in Marana, AZ (Evergreen)
U.S. Bank National Association as owner trustee for Bell Atlantic Tricon Leasing Corp. and as Lessor  <i>U.S. Bank, N.A. 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23619	N525US	Pratt and Whitney PW2037	ESN #1: 716459 ESN #2: 716460	Airframe: Marana, AZ (Evergreen) ESN #1: 716459 In transit to Marana, AZ (Evergreen) ESN #2: 716460 Installed on N522US Position No. 2 stored in Marana, AZ (Evergreen)
U.S. Bank National Association as owner trustee for Aircraft Services Corp. and as Lessor  <i>U.S. Bank, N.A. 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23842	N527US	Pratt and Whitney PW2037	ESN#1:716461 ESN#2:716472	Airframe: AAR Aircraft Services, Inc. (Indianapolis, IN) ESN #1: 716461 Not installed at AAR (Indianapolis, IN) ESN #2: 716472 Not installed at AAR (Indianapolis, IN)
U.S. Bank National Association as owner trustee for Key Corporate Capital and as Lessor  <i>U.S. Bank, N.A. 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23843	N528US	Pratt and Whitney PW2037	ESN#1:716476 ESN#2:716477	Airframe: AAR Aircraft Services, Inc. (Indianapolis, IN) ESN #1: 716476 Not installed at AAR (Indianapolis, IN) ESN #2: 716477 Not installed at AAR (Indianapolis, IN)
U.S. Bank National Association as owner trustee for Key Corporate Capital and as Lessor  <i>U.S. Bank, N.A. 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23844	N529US	Pratt and Whitney PW2037	ESN#1:716469 ESN#2:716470	Airframe: AAR Aircraft Services, Inc. (Indianapolis, IN) ESN #1: 716469 MTU (Hanover, Germany) ESN #2: 716470 Not installed at AAR (Indianapolis, IN)
Eaganbail, G.I.E as Lessor  <i>c/o Societe Generale Leasing Int'l 17 cours Valmy 92800 Puteaux, France</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	32	N302US	CFM International CFM56-5	ESN #1: 731216 ESN #2: 731217	Airframe: Marana, AZ (Evergreen) ESN #1: 731216 Not installed in Marana, AZ (Evergreen) ESN #2: 731217 Installed
Aviation Leasing Group (ALG) as Lessor,  <i>8080 Ward Parkway Suite 407 Kansas City, MO 64114-2020</i>	Northwest Airlines, Inc.	Boeing DC9-30	47473	N926RC	Pratt and Whitney JT8D	ESN #1: 654032 ESN #2: 666911	Airframe: Mobile, AL (ST Mobile Aerospace) ESN #1: 654032 Not installed in Marana, AZ (Evergreen) ESN #2: 666911 At AeroThrust Corp. (Miami, FL)

## Exhibit A

Lessors' / Mortgagees' / Designees' Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
Fifth Third Leasing Company as Owner Trustee /FBO/ Republic Financial Corporation, Attn. Commercial Leasing, 38 Fountain Square Plaza, Cincinnati, OH 45202	Northwest Airlines, Inc.	Boeing DC9-30	47282	N983US	Pratt and Whitney JT8D	ESN #1: 666961 ESN #2: 666950	Airframe: Marana, AZ (Evergreen) ESN #1: 666961 Not installed in Marana, AZ (Evergreen) ESN #2: 666950 Not installed in Marana, AZ (Evergreen)
Fifth Third Leasing Company as Owner Trustee /FBO/ Republic Financial Corporation, Attn. Commercial Leasing, 38 Fountain Square Plaza, Cincinnati, OH 45202	Northwest Airlines, Inc.	Boeing DC9-30	47479	N985US	Pratt and Whitney JT8D	ESN #1: 666904 ESN #2: 656868	Airframe: Marana, AZ (Evergreen) ESN #1: 666904 In transit to Marana, AZ (Evergreen) ESN #2: 656868 Not installed in Marana, AZ (Evergreen)
Aviation Leasing Group (ALG) as Lessor,  8080 Ward Parkway Suite 407 Kansas City, MO 64114-2020	Northwest Airlines, Inc.	Boeing DC9-30	47480	N986US	Pratt and Whitney JT8D	ESN #1: 667012 ESN #2: 657082	Airframe: Mobile, AL (ST Mobile Aerospace) ESN #1: 667012 Not installed in Marana, AZ (Evergreen) ESN #2: 657082 Not installed in Marana, AZ (Evergreen)

**Exhibit B**

<b>Lessor / Address</b>	<b>Lessee / Operator</b>	<b>Airframe Manufacturer and Model</b>	<b>Airframe Serial Number</b>	<b>U.S. Reg. No.</b>	<b>Engine Manufacturer and Model</b>	<b>Engine Serial Numbers</b>	<b>Location</b>
Wells Fargo Bank, Northwest, N.A. as owner trustee for BATCL-1991-II and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B747-400	23720	N662US	Pratt and Whitney PW4056	ESN#1:717513 ESN#2:717514 ESN#3:717515 ESN#4:717516	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank National Association as owner trustee for SLM-Grammercy Corporation and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B747-400	23818	N663US	Pratt and Whitney PW4056	ESN#1:717517 ESN#2:717518 ESN#3:717519 ESN#4:717520	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank National Association as owner trustee for Key Corporate Capital and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B747-400	23819	N664US	Pratt and Whitney PW4056	ESN#1:717566 ESN#2:717530 ESN#3:717562 ESN#4:717567	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	21704	N622US	Pratt and Whitney JT9D	ESN#1:702118 ESN#2:702178 ESN#3:702030 ESN#4:702028	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	21708	N626US	Pratt and Whitney JT9D	ESN#1:702177 ESN#2:702029 ESN#3:702057 ESN#4:702050	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	21709	N627US	Pratt and Whitney JT9D	ESN#1:702133 ESN#2:702134 ESN#3:702135 ESN#4:702102	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	21991	N633US	Pratt and Whitney JT9D	ESN#1:702165 ESN#2:702179 ESN#3:702167 ESN#4:702168	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	22234	N634US	Pratt and Whitney JT9D	ESN#1:702058 ESN#2:702452 ESN#3:702241 ESN#4:702027	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	21682	N635US	Pratt and Whitney JT9D	ESN#1:702037 ESN#2:702035 ESN#3:702448 ESN#4:702210	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank National Association as owner trustee for Bell Atlantic TriCon Leasing Corp. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B747-200	23549	N637US	Pratt and Whitney JT9D	ESN#1:715177 ESN#2:715178 ESN#3:715185 ESN#4:715186	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD



## Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
U.S. Bank National Association as owner trustee for DCI I, Inc. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B747-200	23549	N638US	Pratt and Whitney JT9D	ESN#1:715179 ESN#2:715188 ESN#3:715189 ESN#4:715190	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for LINC Capital, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing DC10-30	46579	N221NW	General Electric CF6-50	ESN#1:528364 ESN#2:455180 ESN#3:517360	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
C.I.T. Leasing Corporation as Lessor  <i>Attn:VP CIT Aerospace, 1100 Lee Wagener Blvd. Suite 312 Ft. Lauderdale, FL 33315</i>	Northwest Airlines, Inc.	Boeing DC10-30	46551	N229NW	General Electric CF6-50	ESN#1:455780 ESN#2:517490 ESN#3:455197	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
C.I.T. Leasing Corporation as Lessor  <i>Attn:VP CIT Aerospace, 1100 Lee Wagener Blvd. Suite 312 Ft. Lauderdale, FL 33315</i>	Northwest Airlines, Inc.	Boeing DC10-30	46552	N230NW	General Electric CF6-50	ESN#1:455177 ESN#2:455344 ESN#3:517175	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
Bank of America Leasing and Capital Group as Lessor  <i>555 California Street 4th Floor San Francisco, CA 94104</i>	Northwest Airlines, Inc.	Boeing DC10-30	46961	N232NW	General Electric CF6-50	ESN#1:455150 ESN#2:455441 ESN#3:517807	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
Bank of America Leasing and Capital Group as Lessor  <i>555 California Street 4th Floor San Francisco, CA 94104</i>	Northwest Airlines, Inc.	Boeing DC10-30	46640	N233NW	General Electric CF6-50	ESN#1:455764 ESN#2:517255 ESN#3:455322	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
Dresdner Kleinwort Benson North America Leasing, Inc., Lessor for Merrill Lynch Credit Products, LLC as Assignee  <i>Merrill Lynch Credit Products, LLC 4 World Financial Center 250 Vesey Street, 16th Floor</i>	Northwest Airlines, Inc.	Boeing DC10-30	48315	N243NW	General Electric CF6-50	ESN#1:455830 ESN#2:455732 ESN#3:455714	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
Dresdner Kleinwort Benson North America Leasing, Inc., Lessor for Goldman Sachs Credit Partners L.P. as Assignee  <i>Goldman Sachs Credit Partners L.P. c/o Goldman, Sachs &amp; Co. 85 Broad Street, 29th Floor New York, NY 10004</i>	Northwest Airlines, Inc.	Boeing DC10-30	48316	N244NW	General Electric CF6-50	ESN#1:528108 ESN#2:528118 ESN#3:530429	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
U.S. Bank National Association as owner trustee for National City Leasing and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23204	N516US	Pratt and Whitney PW2037	ESN#1:716410 ESN#2:716411	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B757-200	23192	N503US	Pratt and Whitney PW2037	ESN#1:716346 ESN#2:716345	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B757-200	23193	N504US	Pratt and Whitney PW2037	ESN#1:716357 ESN#2:716380	Airframe: TBD ESN #1: TBD ESN #2: TBD

## Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890	Northwest Airlines, Inc.	Boeing B757-200	23194	N505US	Pratt and Whitney PW2037	ESN#1:716355 ESN#2:716356	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890	Northwest Airlines, Inc.	Boeing B757-200	23195	N506US	Pratt and Whitney PW2037	ESN#1:716335 ESN#2:716360	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for The Provident Bank and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23205	N517US	Pratt and Whitney PW2037	ESN#1:716405 ESN#2:716414	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for PBG Capital Partners L.L.C. and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23206	N518US	Pratt and Whitney PW2037	ESN#1:716419 ESN#2:716427	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for WMGW Delaware Holdings LLC and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23207	N519US	Pratt and Whitney PW2037	ESN#1:716416 ESN#2:716420	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Public Service Resources Corporation and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23208	N520US	Pratt and Whitney PW2037	ESN#1:716423 ESN#2:716424	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Public Service Resources Corporation and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23617	N523US	Pratt and Whitney PW2037	ESN#1:716444 ESN#2:716445	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Bremer Bank and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23620	N526US	Pratt and Whitney PW2037	ESN#1:716457 ESN#2:716466	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for SBC Capital Services and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23845	N530US	Pratt and Whitney PW2037	ESN#1:716492 ESN#2:716497	Airframe: TBD ESN #1: TBD ESN #2: TBD

### Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
U.S. Bank National Association as owner trustee for BNY Capital Resources and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23846	N531US	Pratt and Whitney PW2037	ESN#1:716494 ESN#2:716495	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26482	N535US	Pratt and Whitney PW2037	ESN#1:727158 ESN#2:727159	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for BA Finance Lease, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26483	N536US	Pratt and Whitney PW2037	ESN#1:727160 ESN#2:727161	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26484	N537US	Pratt and Whitney PW2037	ESN#1:727164 ESN#2:717165	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for BNY Capital Resources and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26485	N538US	Pratt and Whitney PW2037	ESN#1:727166 ESN#2:727167	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Verizon Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26486	N539US	Pratt and Whitney PW2037	ESN#1:727168 ESN#2:727169	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Verizon Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26487	N540US	Pratt and Whitney PW2037	ESN#1:727170 ESN#2:727171	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Verizon Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26488	N541US	Pratt and Whitney PW2037	ESN#1:727172 ESN#2:727173	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Verizon Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26489	N542US	Pratt and Whitney PW2037	ESN#1:727174 ESN#2:727175	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Verizon Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26490	N543US	Pratt and Whitney PW2037	ESN#1:727177 ESN#2:727178	Airframe: TBD ESN #1: TBD ESN #2: TBD

## Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
Garybail, G.I.E., as Lessor <i>c/o Societe Generale Leasing Int'l 17 cours Valmy 92800 Puteaux, France</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	60	N306US	CFM International CFM56-5	ESN#1:731237 ESN#2:731238	Airframe: TBD ESN #1: TBD ESN #2: TBD
Northbail, G.I.E., as Lessor <i>c/o Societe Generale Leasing Int'l 17 cours Valmy 92800 Puteaux, France</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	106	N307US	CFM International CFM56-5	ESN#1:731276 ESN#2:731279	Airframe: TBD ESN #1: TBD ESN #2: TBD
Westbail, G.I.E. as Lessor <i>c/o Societe Generale Leasing Int'l 17 cours Valmy 92800 Puteaux, France</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	107	N308US	CFM International CFM56-5	ESN#1:731281 ESN#2:731908	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Pacific Harbor Capital, Inc. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	118	N309US	CFM International CFM56-5	ESN#1:731229 ESN#2:731206	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Pacific Harbor Capital, Inc. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	121	N310NW	CFM International CFM56-5	ESN#1:731204 ESN#2:731201	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	340	N335NW	CFM International CFM56-5	ESN#1:731677 ESN#2:731678	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	355	N336NW	CFM International CFM56-5	ESN#1:731702 ESN#2:731703	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	358	N337NW	CFM International CFM56-5	ESN#1:731704 ESN#2:731706	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Transamerica Aviation LLC and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	360	N338NW	CFM International CFM56-5	ESN#1:731709 ESN#2:731710	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	367	N339NW	CFM International CFM56-5	ESN#1:731714 ESN#2:731729	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	372	N340NW	CFM International CFM56-5	ESN#1:731718 ESN#2:731723	Airframe: TBD ESN #1: TBD ESN #2: TBD

## Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	380	N341NW	CFM International CFM56-5	ESN#1:731726 ESN#2:731728	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Mitsui & Co. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	381	N342NW	CFM International CFM56-5	ESN#1:731730 ESN#2:731731	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	387	N343NW	CFM International CFM56-5	ESN#1:731738 ESN#2:731739	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	388	N344NW	CFM International CFM56-5	ESN#1:731740 ESN#2:731741	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	399	N345NW	CFM International CFM56-5	ESN#1:731756 ESN#2:731757	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for debis Aircraft Leasing and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	400	N346NW	CFM International CFM56-5	ESN#1:731758 ESN#2:731759	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	408	N347NW	CFM International CFM56-5	ESN#1:731768 ESN#2:731769	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	410	N348NW	CFM International CFM56-5	ESN#1:731771 ESN#2:731773	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	417	N349NW	CFM International CFM56-5	ESN#1:731782 ESN#2:731783	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	418	N350NA	CFM International CFM56-5	ESN#1:731764 ESN#2:731776	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1126	N307NB	CFM International CFM56-5	ESN#1:733198 ESN#2:733192	Airframe: TBD ESN #1: TBD ESN #2: TBD

### Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1129	N308NB	CFM International CFM56-5	ESN#1:733194 ESN#2:733197	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1131	N309NB	CFM International CFM56-5	ESN#1:733195 ESN#2:733196	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1149	N310NB	CFM International CFM56-5	ESN#1:733203 ESN#2:733204	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1164	N311NB	CFM International CFM56-5	ESN#1:733200 ESN#2:733201	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1167	N312NB	CFM International CFM56-5	ESN#1:733202 ESN#2:733206	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2308	N501XJ	Honeywell LF507	ESN#1:LFO 7584 ESN#2:LFO 7588 ESN#3:LFO 7589 ESN#4:LFO 7590	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2307	N502XJ	Honeywell LF507	ESN#1:LFO 7597 ESN#2:LFO 7592 ESN#3:LFO 7593 ESN#4:LFO 7594	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2310	N503XJ	Honeywell LF507	ESN#1:LFO 7609 ESN#2:LFO 7610 ESN#3:LFO 7613 ESN#4:LFO 7614	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2311	N504XJ	Honeywell LF507	ESN#1:LFO 7608 ESN#2:LFO 7615 ESN#3:LFO 7616 ESN#4:LFO 7617	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2313	N505XJ	Honeywell LF507	ESN#1:LFO 7618 ESN#2:LFO 7619 ESN#3:LFO 7621 ESN#4:LFO 7624	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD

**Exhibit B**

<b>Lessor / Address</b>	<b>Lessee / Operator</b>	<b>Airframe Manufacturer and Model</b>	<b>Airframe Serial Number</b>	<b>U.S. Reg. No.</b>	<b>Engine Manufacturer and Model</b>	<b>Engine Serial Numbers</b>	<b>Location</b>
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2314	N506XJ	Honeywell LF507	ESN#1:LFO 7629 ESN#2:LFO 7630 ESN#3:LFO 7631 ESN#4:LFO 7632	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for A-F Leasing Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2316	N507XJ	Honeywell LF507	ESN#1:LFO 7640 ESN#2:LFO 7650 ESN#3:LFO 7642 ESN#4:LFO 7643	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for National City Leasing and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2318	N508XJ	Honeywell LF507	ESN#1:LFO 7651 ESN#2:PO 7652 ESN#3:PO 7653 ESN#4:PO 7654	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for A-F Leasing Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2321	N509XJ	Honeywell LF507	ESN#1:PO 7663 ESN#2:PO 7664 ESN#3:PO 7666 ESN#4:PO 7665	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for National City Leasing and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2323	N510XJ	Honeywell LF507	ESN#1:PO 7672 ESN#2:PO 7673 ESN#3:PO 7674 ESN#4:PO 7675	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for SMBC Capital Markets, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2325	N511XJ	Honeywell LF507	ESN#1:PO 7682 ESN#2:PO 7686 ESN#3:PO 7685 ESN#4:PO 7683	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for SMBC Capital Markets, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2326	N512XJ	Honeywell LF507	ESN#1:PO 7687 ESN#2:PO 7661 ESN#3:PO 7690 ESN#4:PO 7688	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for General Foods Credit Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2329	N513XJ	Honeywell LF507	ESN#1:PO 7697 ESN#2:PO 7700 ESN#3:PO 7702 ESN#4:PO 7703	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for General Foods Credit Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2330	N514XJ	Honeywell LF507	ESN#1:PO 7704 ESN#2:PO 7705 ESN#3:PO 7706 ESN#4:PO 7707	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for General Foods Credit Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace RJ85A	E2333	N515XJ	Honeywell LF507	ESN#1:PO 7716 ESN#2:PO 7717 ESN#3:PO 7718 ESN#4:PO 7719	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD

**Exhibit B**

<b>Lessor / Address</b>	<b>Lessee / Operator</b>	<b>Airframe Manufacturer and Model</b>	<b>Airframe Serial Number</b>	<b>U.S. Reg. No.</b>	<b>Engine Manufacturer and Model</b>	<b>Engine Serial Numbers</b>	<b>Location</b>
Wells Fargo Bank, Northwest, N.A. as owner trustee for General Foods Credit Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace RJ85A	E2334	N516XJ	Honeywell LF507	ESN#1:PO 7720 ESN#2:PO 7725 ESN#3:PO 7722 ESN#4:PO 7723	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for General Foods Credit Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2335	N517XJ	Honeywell LF507	ESN#1:PO 7724 ESN#2:PO 7732 ESN#3:PO 7730 ESN#4:PO 7731	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for ICX Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2337	N518XJ	Honeywell LF507	ESN#1:PO 7737 ESN#2:PO 7738 ESN#3:PO 7739 ESN#4:PO 7742	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for ICX Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2344	N519XJ	Honeywell LF507	ESN#1:PO 7768 ESN#2:PO 7769 ESN#3:PO 7770 ESN#4:PO 7771	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for ICX Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2345	N520XJ	Honeywell LF507	ESN#1:PO 7772 ESN#2:PO 7773 ESN#3:PO 7774 ESN#4:PO 7775	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for SMBC Capital Markets, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2346	N521XJ	Honeywell LF507	ESN#1:PO 7777 ESN#2:PO 7778 ESN#3:PO 7781 ESN#4:PO 7782	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for SMBC Capital Markets, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2347	N522XJ	Honeywell LF507	ESN#1:PO 7783 ESN#2:PO 7784 ESN#3:PO 7785 ESN#4:PO 7786	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Wells Fargo Bank, N.A. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2348	N523XJ	Honeywell LF507	ESN#1:PO 7787 ESN#2:PO 7788 ESN#3:PO 7789 ESN#4:PO 7790	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Wells Fargo Bank, N.A. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2349	N524XJ	Honeywell LF507	ESN#1:PO 7791 ESN#2:PO 7792 ESN#3:PO 7793 ESN#4:PO 7795	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Wells Fargo Bank, N.A. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2350	N525XJ	Honeywell LF507	ESN#1:PO 7794 ESN#2:PO 7796 ESN#3:PO 7797 ESN#4:PO 7798	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD



**Exhibit B**

<u>Lessor / Address</u>	<u>Lessee / Operator</u>	<u>Airframe Manufacturer and Model</u>	<u>Airframe Serial Number</u>	<u>U.S. Reg. No.</u>	<u>Engine Manufacturer and Model</u>	<u>Engine Serial Numbers</u>	<u>Location</u>
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2351	N526XJ	Honeywell LF507	ESN#1:PO 7799 ESN#2:PO 7800 ESN#3:PO 7801 ESN#4:PO 7802	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2352	N527XJ	Honeywell LF507	ESN#1:PO 7803 ESN#2:PO 7804 ESN#3:PO 7805 ESN#4:PO 7806	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2363	N529XJ	Honeywell LF507	ESN#1:PO 7854 ESN#2:PO 7855 ESN#3:PO 7856 ESN#4:PO 7857	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2364	N530XJ	Honeywell LF507	ESN#1:PO 7858 ESN#2:PO 7859 ESN#3:PO 7860 ESN#4:PO 7861	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2365	N531XJ	Honeywell LF507	ESN#1:PO 7864 ESN#2:PO 7865 ESN#3:PO 7866 ESN#4:PO 7867	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2366	N532XJ	Honeywell LF507	ESN#1:PO 7869 ESN#2:PO 7870 ESN#3:PO 7871 ESN#4:PO 7872	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2367	N533XJ	Honeywell LF507	ESN#1:PO 7873 ESN#2:PO 7875 ESN#3:PO 7876 ESN#4:PO 7878	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2370	N534XJ	Honeywell LF507	ESN#1:PO 7886 ESN#2:PO 7887 ESN#3:PO 7888 ESN#4:PO 7889	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD

## Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2371	N535XJ	Honeywell LF507	ESN#1:PO 7892 ESN#2:PO 7893 ESN#3:PO 7894 ESN#4:PO 7895	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2372	N536XJ	Honeywell LF507	ESN#1:PO 7896 ESN#2:PO 7883 ESN#3:PO 7898 ESN#4:PO 7899	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
**In re:** :  
 : **Chapter 11 Case No.**  
 :  
**NORTHWEST AIRLINES CORPORATION, et al.,** :  
 :  
 : **Jointly Administered**  
**Debtors.** :  
-----X

**ORDER (A) PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE  
AUTHORIZING REJECTION OF CERTAIN AIRCRAFT LEASES AND (B)  
PURSUANT TO SECTION 544 OF THE BANKRUPTCY CODE AUTHORIZING  
ABANDONMENT OF CERTAIN AIRCRAFT**

Upon consideration of the motion (the “Motion”)<sup>1</sup> of Northwest Airlines Corporation (“NWA Corp.”), and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”),<sup>2</sup> seeking entry of an order pursuant to sections 365 and 554 of title 11, United States Code, (the “Bankruptcy Code”) (a) authorizing the Debtors to reject the leases relating to certain excess aircraft (which, for purposes of this order, includes airframes and engines) and (b) authorizing the Debtors to abandon certain other excess aircraft and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Motion having been provided to (i) the lessors and lenders having direct interests in the aircraft to be returned

---

<sup>1</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

<sup>2</sup> Specifically, in addition to NWA Corp., the Debtors consist of: NWA Fuel Services Corporation (“NFS”), Northwest Airlines Holdings Corporation (“Holdings”), NWA Inc. (“NWA Inc.”), Northwest Aerospace Training Corp. (“NATCO”), Northwest Airlines, Inc. (“Northwest Airlines”), MLT Inc. (“MLT”), Northwest Airlines Cargo, Inc. (“Cargo”), NWA Retail Sales Inc. (“NWA Retail”), Montana Enterprises, Inc. (“Montana”), NW Red Baron LLC (“Red Baron”), Aircraft Foreign Sales, Inc. (“Foreign Sales”) and NWA Worldclub, Inc. (“WorldClub”).

pursuant to the Motion, (ii) the Debtors' twenty largest unsecured creditors, (iii) the Debtors' five largest pre-petition secured lenders or any agent therefor, (iv) the United States Trustee for this District, and (v) the Securities and Exchange Commission; and it appearing that no other or further notice of the Motion need be provided; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and all parties in interest; and upon the Motion, the declaration of Douglas M. Steenland, dated as of the Petition Date, and the declaration of Neal S. Cohen Pursuant to Local Bankruptcy Rule 1007-2 and in Support of the Debtors' Chapter 11 Petitions and First Day Orders, dated as of the Petition Date; and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted and approved in all respects; and it is further

ORDERED that, pursuant to section 365 of the Bankruptcy Code, (as and to the extent applicable), and subject to the terms of this Order, the leases for the aircraft identified on Exhibit 1 hereto are hereby rejected as of the Petition Date; and it is further

ORDERED that, pursuant to section 544 of the Bankruptcy Code, (as and to the extent applicable), and subject to the terms of this Order, the Debtors are hereby authorized to abandon, effective as of the Petition Date, the aircraft identified on Exhibit 1 that is owned; and it is further

ORDERED that the Debtors are authorized to maintain the current insurance coverage on the aircraft identified on Exhibit 1 and maintain the storage maintenance program under which any such aircraft is being maintained for the shorter of the following periods (such period, the "Excess Aircraft Coverage Period"): (a) the thirtieth (30th) day after the Petition Date, and (b) the date in which the lessor or lender, as the case may be, takes possession of such

aircraft and equipment. At the conclusion of the Excess Aircraft Coverage Period, the Debtors shall cease insuring and maintaining such Excess Aircraft; and it is further

ORDERED that, pursuant to section 365 of the Bankruptcy Code, (as and to the extent applicable), and subject to the terms of this Order, the leases for the aircraft identified on Exhibit 2 hereto are hereby rejected as of the date the Debtors file a notice of rejection with the Court, which notice will be filed not later than 45 days from the petition date; and it is further

ORDERED that, pursuant to section 544 of the Bankruptcy Code, (as and to the extent applicable), and subject to the terms of this Order, the Debtors are hereby authorized to abandon, effective as of the date the Debtors file a notice of abandonment with the Court, which notice will be filed not later than 45 days from the petition date, the aircraft identified on Exhibit 2 that is owned; and it is further

ORDERED that the Debtors are authorized to maintain the current insurance coverage on the aircraft identified on Exhibit 2 and maintain the storage maintenance program under which any such aircraft is being maintained for the shorter of the following periods (such period, the "Potential Excess Aircraft Coverage Period"): (a) the thirtieth (30th) day after the notice to reject or the notice to abandon, as applicable, is filed with the Court, and (b) the date in which the lessor or lender, as the case may be, takes possession of such aircraft and equipment. At the conclusion of the Potential Excess Aircraft Coverage Period, the Debtors shall cease insuring and maintaining such Potential Excess Aircraft; and it is further

ORDERED that the Debtors are authorized to reject any subleases related to any leases rejected pursuant to this Order; and it is further

ORDERED that notwithstanding the possible applicability of Bankruptcy Rules 6007, 7062, 9014, any other provision of the Bankruptcy Rules, Bankruptcy Code or otherwise, this Order shall take effect immediately upon signature by this Court; and it is further

ORDERED that this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order; and it is further

ORDERED that service of the Motion as provided therein shall be deemed good and sufficient notice of such Motion; and it is further

ORDERED that the requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York for the filing of a memorandum of law is waived.

Dated: New York, New York  
\_\_\_\_\_, 2005

---

UNITED STATES BANKRUPTCY JUDGE

## Exhibit A

Lessors' / Mortgagees' / Designees' Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
U.S. Bank National Association as owner trustee for First Chicago Leasing Corp. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B747-200	23547	N636US	Pratt and Whitney JT9D	ESN #1: 715180 ESN #2: 715182 ESN #3: 715183 ESN #4: 715184	Airframe: Marana, AZ (Evergreen) ESN #1: 715180 In transit to Marana, AZ (Evergreen) ESN #2: 715182 In transit to Marana, AZ (Evergreen) ESN #3: 715183 Not installed in Marana, AZ (Evergreen) ESN #4: 715184 Installed on N636US Pos. No. 3
Wilmington Trust Company as Owner Trustee for Penta Aviation, LLC and as Lessor  <i>Attn: Corporate Trust Admin, 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing DC10-30	46868	N211NW	General Electric CF6-50	ESN #1: 517317 ESN #2: 517171 ESN #3: 517111	Airframe: Marana, AZ (Evergreen) ESN #1: 517317 Not installed in Marana, AZ (Evergreen) ESN #2: 517171 In transit to Marana, AZ (Evergreen) ESN #3: 517111 In transit to Marana, AZ (Evergreen)
U.S. Bank National Association as owner trustee for Penta Aviation, Resources Corporation and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23616	N522US	Pratt and Whitney PW2037	ESN #1: 716425 ESN #2: 716451	Airframe: Marana, AZ (Evergreen) ESN #1: 716425 MTU (Hanover, Germany) ESN #2: 716451 In transit to Marana, AZ (Evergreen)
U.S. Bank National Association as owner trustee for Cimmred Capital and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23618	N524US	Pratt and Whitney PW2037	ESN #1: 716452 ESN #2: 716455	Airframe: Marana, AZ (Evergreen) ESN #1: 716452 On-wing N525US Position No. 2 stored in Marana, AZ (Evergreen) ESN #2: 716455 Not installed in Marana, AZ (Evergreen)
U.S. Bank National Association as owner trustee for Bell Atlantic Tricon Leasing Corp. and as Lessor  <i>U.S. Bank, N.A. 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23619	N525US	Pratt and Whitney PW2037	ESN #1: 716459 ESN #2: 716460	Airframe: Marana, AZ (Evergreen) ESN #1: 716459 In transit to Marana, AZ (Evergreen) ESN #2: 716460 Installed on N522US Position No. 2 stored in Marana, AZ (Evergreen)
U.S. Bank National Association as owner trustee for Aircraft Services Corp. and as Lessor  <i>U.S. Bank, N.A. 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23842	N527US	Pratt and Whitney PW2037	ESN#1:716461 ESN#2:716472	Airframe: AAR Aircraft Services, Inc. (Indianapolis, IN) ESN #1: 716461 Not installed at AAR (Indianapolis, IN) ESN #2: 716472 Not installed at AAR (Indianapolis, IN)
U.S. Bank National Association as owner trustee for Key Corporate Capital and as Lessor  <i>U.S. Bank, N.A. 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23843	N528US	Pratt and Whitney PW2037	ESN#1:716476 ESN#2:716477	Airframe: AAR Aircraft Services, Inc. (Indianapolis, IN) ESN #1: 716476 Not installed at AAR (Indianapolis, IN) ESN #2: 716477 Not installed at AAR (Indianapolis, IN)
U.S. Bank National Association as owner trustee for Key Corporate Capital and as Lessor  <i>U.S. Bank, N.A. 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23844	N529US	Pratt and Whitney PW2037	ESN#1:716469 ESN#2:716470	Airframe: AAR Aircraft Services, Inc. (Indianapolis, IN) ESN #1: 716469 MTU (Hanover, Germany) ESN #2: 716470 Not installed at AAR (Indianapolis, IN)
Eaganbail, G.I.E as Lessor  <i>c/o Societe Generale Leasing Int'l 17 cours Valmy 92800 Puteaux, France</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	32	N302US	CFM International CFM56-5	ESN #1: 731216 ESN #2: 731217	Airframe: Marana, AZ (Evergreen) ESN #1: 731216 Not installed in Marana, AZ (Evergreen) ESN #2: 731217 Installed
Aviation Leasing Group (ALG) as Lessor,  <i>8080 Ward Parkway Suite 407 Kansas City, MO 64114-2020</i>	Northwest Airlines, Inc.	Boeing DC9-30	47473	N926RC	Pratt and Whitney JT8D	ESN #1: 654032 ESN #2: 666911	Airframe: Mobile, AL (ST Mobile Aerospace) ESN #1: 654032 Not installed in Marana, AZ (Evergreen) ESN #2: 666911 At AeroThrust Corp. (Miami, FL)

### Exhibit A

Lessors' / Mortgagees' / Designees' Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
Fifth Third Leasing Company as Owner Trustee /FBO/ Republic Financial Corporation, Attn. Commercial Leasing, 38 Fountain Square Plaza, Cincinnati, OH 45202	Northwest Airlines, Inc.	Boeing DC9-30	47282	N983US	Pratt and Whitney JT8D	ESN #1: 666961 ESN #2: 666950	Airframe: Marana, AZ (Evergreen) ESN #1: 666961 Not installed in Marana, AZ (Evergreen) ESN #2: 666950 Not installed in Marana, AZ (Evergreen)
Fifth Third Leasing Company as Owner Trustee /FBO/ Republic Financial Corporation, Attn. Commercial Leasing, 38 Fountain Square Plaza, Cincinnati, OH 45202	Northwest Airlines, Inc.	Boeing DC9-30	47479	N985US	Pratt and Whitney JT8D	ESN #1: 666904 ESN #2: 656868	Airframe: Marana, AZ (Evergreen) ESN #1: 666904 In transit to Marana, AZ (Evergreen) ESN #2: 656868 Not installed in Marana, AZ (Evergreen)
Aviation Leasing Group (ALG) as Lessor,  8080 Ward Parkway Suite 407 Kansas City, MO 64114-2020	Northwest Airlines, Inc.	Boeing DC9-30	47480	N986US	Pratt and Whitney JT8D	ESN #1: 667012 ESN #2: 657082	Airframe: Mobile, AL (ST Mobile Aerospace) ESN #1: 667012 Not installed in Marana, AZ (Evergreen) ESN #2: 657082 Not installed in Marana, AZ (Evergreen)



**Exhibit B**

<b>Lessor / Address</b>	<b>Lessee / Operator</b>	<b>Airframe Manufacturer and Model</b>	<b>Airframe Serial Number</b>	<b>U.S. Reg. No.</b>	<b>Engine Manufacturer and Model</b>	<b>Engine Serial Numbers</b>	<b>Location</b>
Wells Fargo Bank, Northwest, N.A. as owner trustee for BATCL-1991-II and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B747-400	23720	N662US	Pratt and Whitney PW4056	ESN#1:717513 ESN#2:717514 ESN#3:717515 ESN#4:717516	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank National Association as owner trustee for SLM-Grammercy Corporation and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B747-400	23818	N663US	Pratt and Whitney PW4056	ESN#1:717517 ESN#2:717518 ESN#3:717519 ESN#4:717520	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank National Association as owner trustee for Key Corporate Capital and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B747-400	23819	N664US	Pratt and Whitney PW4056	ESN#1:717566 ESN#2:717530 ESN#3:717562 ESN#4:717567	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	21704	N622US	Pratt and Whitney JT9D	ESN#1:702118 ESN#2:702178 ESN#3:702030 ESN#4:702028	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	21708	N626US	Pratt and Whitney JT9D	ESN#1:702177 ESN#2:702029 ESN#3:702057 ESN#4:702050	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	21709	N627US	Pratt and Whitney JT9D	ESN#1:702133 ESN#2:702134 ESN#3:702135 ESN#4:702102	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	21991	N633US	Pratt and Whitney JT9D	ESN#1:702165 ESN#2:702179 ESN#3:702167 ESN#4:702168	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	22234	N634US	Pratt and Whitney JT9D	ESN#1:702058 ESN#2:702452 ESN#3:702241 ESN#4:702027	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B747-200	21682	N635US	Pratt and Whitney JT9D	ESN#1:702037 ESN#2:702035 ESN#3:702448 ESN#4:702210	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank National Association as owner trustee for Bell Atlantic TriCon Leasing Corp. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B747-200	23549	N637US	Pratt and Whitney JT9D	ESN#1:715177 ESN#2:715178 ESN#3:715185 ESN#4:715186	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD

## Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
U.S. Bank National Association as owner trustee for DCI I, Inc. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B747-200	23549	N638US	Pratt and Whitney JT9D	ESN#1:715179 ESN#2:715188 ESN#3:715189 ESN#4:715190	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for LINC Capital, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing DC10-30	46579	N221NW	General Electric CF6-50	ESN#1:528364 ESN#2:455180 ESN#3:517360	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
C.I.T. Leasing Corporation as Lessor  <i>Attn:VP CIT Aerospace, 1100 Lee Wagener Blvd. Suite 312 Ft. Lauderdale, FL 33315</i>	Northwest Airlines, Inc.	Boeing DC10-30	46551	N229NW	General Electric CF6-50	ESN#1:455780 ESN#2:517490 ESN#3:455197	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
C.I.T. Leasing Corporation as Lessor  <i>Attn:VP CIT Aerospace, 1100 Lee Wagener Blvd. Suite 312 Ft. Lauderdale, FL 33315</i>	Northwest Airlines, Inc.	Boeing DC10-30	46552	N230NW	General Electric CF6-50	ESN#1:455177 ESN#2:455344 ESN#3:517175	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
Bank of America Leasing and Capital Group as Lessor  <i>555 California Street 4th Floor San Francisco, CA 94104</i>	Northwest Airlines, Inc.	Boeing DC10-30	46961	N232NW	General Electric CF6-50	ESN#1:455150 ESN#2:455441 ESN#3:517807	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
Bank of America Leasing and Capital Group as Lessor  <i>555 California Street 4th Floor San Francisco, CA 94104</i>	Northwest Airlines, Inc.	Boeing DC10-30	46640	N233NW	General Electric CF6-50	ESN#1:455764 ESN#2:517255 ESN#3:455322	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
Dresdner Kleinwort Benson North America Leasing, Inc., Lessor for Merrill Lynch Credit Products, LLC as Assignee  <i>Merrill Lynch Credit Products, LLC 4 World Financial Center 250 Vesey Street, 16th Floor</i>	Northwest Airlines, Inc.	Boeing DC10-30	48315	N243NW	General Electric CF6-50	ESN#1:455830 ESN#2:455732 ESN#3:455714	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
Dresdner Kleinwort Benson North America Leasing, Inc., Lessor for Goldman Sachs Credit Partners L.P. as Assignee  <i>Goldman Sachs Credit Partners L.P. c/o Goldman, Sachs &amp; Co. 85 Broad Street, 29th Floor New York, NY 10004</i>	Northwest Airlines, Inc.	Boeing DC10-30	48316	N244NW	General Electric CF6-50	ESN#1:528108 ESN#2:528118 ESN#3:530429	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD
U.S. Bank National Association as owner trustee for National City Leasing and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23204	N516US	Pratt and Whitney PW2037	ESN#1:716410 ESN#2:716411	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B757-200	23192	N503US	Pratt and Whitney PW2037	ESN#1:716346 ESN#2:716345	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Boeing B757-200	23193	N504US	Pratt and Whitney PW2037	ESN#1:716357 ESN#2:716380	Airframe: TBD ESN #1: TBD ESN #2: TBD

## Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890	Northwest Airlines, Inc.	Boeing B757-200	23194	N505US	Pratt and Whitney PW2037	ESN#1:716355 ESN#2:716356	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for NWA Aircraft Finance, Inc. and as Lessor  Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890	Northwest Airlines, Inc.	Boeing B757-200	23195	N506US	Pratt and Whitney PW2037	ESN#1:716335 ESN#2:716360	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for The Provident Bank and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23205	N517US	Pratt and Whitney PW2037	ESN#1:716405 ESN#2:716414	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for PBG Capital Partners L.L.C. and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23206	N518US	Pratt and Whitney PW2037	ESN#1:716419 ESN#2:716427	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for WMGW Delaware Holdings LLC and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23207	N519US	Pratt and Whitney PW2037	ESN#1:716416 ESN#2:716420	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Public Service Resources Corporation and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23208	N520US	Pratt and Whitney PW2037	ESN#1:716423 ESN#2:716424	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Public Service Resources Corporation and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23617	N523US	Pratt and Whitney PW2037	ESN#1:716444 ESN#2:716445	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Bremer Bank and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23620	N526US	Pratt and Whitney PW2037	ESN#1:716457 ESN#2:716466	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for SBC Capital Services and as Lessor  <i>U.S. Bank, N.A.</i> Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110	Northwest Airlines, Inc.	Boeing B757-200	23845	N530US	Pratt and Whitney PW2037	ESN#1:716492 ESN#2:716497	Airframe: TBD ESN #1: TBD ESN #2: TBD

### Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
U.S. Bank National Association as owner trustee for BNY Capital Resources and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Boeing B757-200	23846	N531US	Pratt and Whitney PW2037	ESN#1:716494 ESN#2:716495	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26482	N535US	Pratt and Whitney PW2037	ESN#1:727158 ESN#2:727159	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for BA Finance Lease, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26483	N536US	Pratt and Whitney PW2037	ESN#1:727160 ESN#2:727161	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26484	N537US	Pratt and Whitney PW2037	ESN#1:727164 ESN#2:717165	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for BNY Capital Resources and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26485	N538US	Pratt and Whitney PW2037	ESN#1:727166 ESN#2:727167	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Verizon Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26486	N539US	Pratt and Whitney PW2037	ESN#1:727168 ESN#2:727169	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Verizon Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26487	N540US	Pratt and Whitney PW2037	ESN#1:727170 ESN#2:727171	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Verizon Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26488	N541US	Pratt and Whitney PW2037	ESN#1:727172 ESN#2:727173	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Verizon Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26489	N542US	Pratt and Whitney PW2037	ESN#1:727174 ESN#2:727175	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Verizon Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Boeing B757-200	26490	N543US	Pratt and Whitney PW2037	ESN#1:727177 ESN#2:727178	Airframe: TBD ESN #1: TBD ESN #2: TBD

## Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
Garybail, G.I.E., as Lessor <i>c/o Societe Generale Leasing Int'l 17 cours Valmy 92800 Puteaux, France</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	60	N306US	CFM International CFM56-5	ESN#1:731237 ESN#2:731238	Airframe: TBD ESN #1: TBD ESN #2: TBD
Northbail, G.I.E., as Lessor <i>c/o Societe Generale Leasing Int'l 17 cours Valmy 92800 Puteaux, France</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	106	N307US	CFM International CFM56-5	ESN#1:731276 ESN#2:731279	Airframe: TBD ESN #1: TBD ESN #2: TBD
Westbail, G.I.E. as Lessor <i>c/o Societe Generale Leasing Int'l 17 cours Valmy 92800 Puteaux, France</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	107	N308US	CFM International CFM56-5	ESN#1:731281 ESN#2:731908	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Pacific Harbor Capital, Inc. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	118	N309US	CFM International CFM56-5	ESN#1:731229 ESN#2:731206	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Pacific Harbor Capital, Inc. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	121	N310NW	CFM International CFM56-5	ESN#1:731204 ESN#2:731201	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	340	N335NW	CFM International CFM56-5	ESN#1:731677 ESN#2:731678	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	355	N336NW	CFM International CFM56-5	ESN#1:731702 ESN#2:731703	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	358	N337NW	CFM International CFM56-5	ESN#1:731704 ESN#2:731706	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Transamerica Aviation LLC and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	360	N338NW	CFM International CFM56-5	ESN#1:731709 ESN#2:731710	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	367	N339NW	CFM International CFM56-5	ESN#1:731714 ESN#2:731729	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	372	N340NW	CFM International CFM56-5	ESN#1:731718 ESN#2:731723	Airframe: TBD ESN #1: TBD ESN #2: TBD

## Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	380	N341NW	CFM International CFM56-5	ESN#1:731726 ESN#2:731728	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for Mitsui & Co. and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	381	N342NW	CFM International CFM56-5	ESN#1:731730 ESN#2:731731	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	387	N343NW	CFM International CFM56-5	ESN#1:731738 ESN#2:731739	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	388	N344NW	CFM International CFM56-5	ESN#1:731740 ESN#2:731741	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	399	N345NW	CFM International CFM56-5	ESN#1:731756 ESN#2:731757	Airframe: TBD ESN #1: TBD ESN #2: TBD
U.S. Bank National Association as owner trustee for debis Aircraft Leasing and as Lessor  <i>U.S. Bank, N.A. Attn: Corporate Trust Department 1 Federal Street Boston, MA 02110</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	400	N346NW	CFM International CFM56-5	ESN#1:731758 ESN#2:731759	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	408	N347NW	CFM International CFM56-5	ESN#1:731768 ESN#2:731769	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	410	N348NW	CFM International CFM56-5	ESN#1:731771 ESN#2:731773	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	417	N349NW	CFM International CFM56-5	ESN#1:731782 ESN#2:731783	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wilmington Trust Company as owner trustee for Win-Win L.P. and as Lessor  <i>Attn: Corporate Trust Admin 1100 North Market Street Wilmington, DE 19890</i>	Northwest Airlines, Inc.	Airbus Industries A320-200	418	N350NA	CFM International CFM56-5	ESN#1:731764 ESN#2:731776	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1126	N307NB	CFM International CFM56-5	ESN#1:733198 ESN#2:733192	Airframe: TBD ESN #1: TBD ESN #2: TBD

### Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1129	N308NB	CFM International CFM56-5	ESN#1:733194 ESN#2:733197	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1131	N309NB	CFM International CFM56-5	ESN#1:733195 ESN#2:733196	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1149	N310NB	CFM International CFM56-5	ESN#1:733203 ESN#2:733204	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1164	N311NB	CFM International CFM56-5	ESN#1:733200 ESN#2:733201	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Grant Holdings, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc.	Airbus Industries A319-100	1167	N312NB	CFM International CFM56-5	ESN#1:733202 ESN#2:733206	Airframe: TBD ESN #1: TBD ESN #2: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2308	N501XJ	Honeywell LF507	ESN#1:LFO 7584 ESN#2:LFO 7588 ESN#3:LFO 7589 ESN#4:LFO 7590	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2307	N502XJ	Honeywell LF507	ESN#1:LFO 7597 ESN#2:LFO 7592 ESN#3:LFO 7593 ESN#4:LFO 7594	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2310	N503XJ	Honeywell LF507	ESN#1:LFO 7609 ESN#2:LFO 7610 ESN#3:LFO 7613 ESN#4:LFO 7614	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2311	N504XJ	Honeywell LF507	ESN#1:LFO 7608 ESN#2:LFO 7615 ESN#3:LFO 7616 ESN#4:LFO 7617	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2313	N505XJ	Honeywell LF507	ESN#1:LFO 7618 ESN#2:LFO 7619 ESN#3:LFO 7621 ESN#4:LFO 7624	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD

**Exhibit B**

<b>Lessor / Address</b>	<b>Lessee / Operator</b>	<b>Airframe Manufacturer and Model</b>	<b>Airframe Serial Number</b>	<b>U.S. Reg. No.</b>	<b>Engine Manufacturer and Model</b>	<b>Engine Serial Numbers</b>	<b>Location</b>
Wells Fargo Bank, Northwest, N.A. as owner trustee for Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2314	N506XJ	Honeywell LF507	ESN#1:LFO 7629 ESN#2:LFO 7630 ESN#3:LFO 7631 ESN#4:LFO 7632	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for A-F Leasing Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2316	N507XJ	Honeywell LF507	ESN#1:LFO 7640 ESN#2:LFO 7650 ESN#3:LFO 7642 ESN#4:LFO 7643	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for National City Leasing and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2318	N508XJ	Honeywell LF507	ESN#1:LFO 7651 ESN#2:PO 7652 ESN#3:PO 7653 ESN#4:PO 7654	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for A-F Leasing Finova Capital Corp. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2321	N509XJ	Honeywell LF507	ESN#1:PO 7663 ESN#2:PO 7664 ESN#3:PO 7666 ESN#4:PO 7665	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for National City Leasing and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2323	N510XJ	Honeywell LF507	ESN#1:PO 7672 ESN#2:PO 7673 ESN#3:PO 7674 ESN#4:PO 7675	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for SMBC Capital Markets, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2325	N511XJ	Honeywell LF507	ESN#1:PO 7682 ESN#2:PO 7686 ESN#3:PO 7685 ESN#4:PO 7683	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for SMBC Capital Markets, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2326	N512XJ	Honeywell LF507	ESN#1:PO 7687 ESN#2:PO 7661 ESN#3:PO 7690 ESN#4:PO 7688	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for General Foods Credit Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2329	N513XJ	Honeywell LF507	ESN#1:PO 7697 ESN#2:PO 7700 ESN#3:PO 7702 ESN#4:PO 7703	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for General Foods Credit Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2330	N514XJ	Honeywell LF507	ESN#1:PO 7704 ESN#2:PO 7705 ESN#3:PO 7706 ESN#4:PO 7707	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for General Foods Credit Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace RJ85A	E2333	N515XJ	Honeywell LF507	ESN#1:PO 7716 ESN#2:PO 7717 ESN#3:PO 7718 ESN#4:PO 7719	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD



**Exhibit B**

<b>Lessor / Address</b>	<b>Lessee / Operator</b>	<b>Airframe Manufacturer and Model</b>	<b>Airframe Serial Number</b>	<b>U.S. Reg. No.</b>	<b>Engine Manufacturer and Model</b>	<b>Engine Serial Numbers</b>	<b>Location</b>
Wells Fargo Bank, Northwest, N.A. as owner trustee for General Foods Credit Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace RJ85A	E2334	N516XJ	Honeywell LF507	ESN#1:PO 7720 ESN#2:PO 7725 ESN#3:PO 7722 ESN#4:PO 7723	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for General Foods Credit Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2335	N517XJ	Honeywell LF507	ESN#1:PO 7724 ESN#2:PO 7732 ESN#3:PO 7730 ESN#4:PO 7731	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for ICX Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2337	N518XJ	Honeywell LF507	ESN#1:PO 7737 ESN#2:PO 7738 ESN#3:PO 7739 ESN#4:PO 7742	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for ICX Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2344	N519XJ	Honeywell LF507	ESN#1:PO 7768 ESN#2:PO 7769 ESN#3:PO 7770 ESN#4:PO 7771	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for ICX Corporation and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2345	N520XJ	Honeywell LF507	ESN#1:PO 7772 ESN#2:PO 7773 ESN#3:PO 7774 ESN#4:PO 7775	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for SMBC Capital Markets, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2346	N521XJ	Honeywell LF507	ESN#1:PO 7777 ESN#2:PO 7778 ESN#3:PO 7781 ESN#4:PO 7782	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for SMBC Capital Markets, Inc. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2347	N522XJ	Honeywell LF507	ESN#1:PO 7783 ESN#2:PO 7784 ESN#3:PO 7785 ESN#4:PO 7786	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Wells Fargo Bank, N.A. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2348	N523XJ	Honeywell LF507	ESN#1:PO 7787 ESN#2:PO 7788 ESN#3:PO 7789 ESN#4:PO 7790	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Wells Fargo Bank, N.A. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2349	N524XJ	Honeywell LF507	ESN#1:PO 7791 ESN#2:PO 7792 ESN#3:PO 7793 ESN#4:PO 7795	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
Wells Fargo Bank, Northwest, N.A. as owner trustee for Wells Fargo Bank, N.A. and as Lessor  <i>Wells Fargo Bank Northwest, N.A. Attn: Corporate Trust Department 229 South Main Street 12th Floor Salt Lake City, UT 84111</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2350	N525XJ	Honeywell LF507	ESN#1:PO 7794 ESN#2:PO 7796 ESN#3:PO 7797 ESN#4:PO 7798	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD

**Exhibit B**

<b>Lessor / Address</b>	<b>Lessee / Operator</b>	<b>Airframe Manufacturer and Model</b>	<b>Airframe Serial Number</b>	<b>U.S. Reg. No.</b>	<b>Engine Manufacturer and Model</b>	<b>Engine Serial Numbers</b>	<b>Location</b>
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2351	N526XJ	Honeywell LF507	ESN#1:PO 7799 ESN#2:PO 7800 ESN#3:PO 7801 ESN#4:PO 7802	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2352	N527XJ	Honeywell LF507	ESN#1:PO 7803 ESN#2:PO 7804 ESN#3:PO 7805 ESN#4:PO 7806	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2363	N529XJ	Honeywell LF507	ESN#1:PO 7854 ESN#2:PO 7855 ESN#3:PO 7856 ESN#4:PO 7857	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2364	N530XJ	Honeywell LF507	ESN#1:PO 7858 ESN#2:PO 7859 ESN#3:PO 7860 ESN#4:PO 7861	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2365	N531XJ	Honeywell LF507	ESN#1:PO 7864 ESN#2:PO 7865 ESN#3:PO 7866 ESN#4:PO 7867	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2366	N532XJ	Honeywell LF507	ESN#1:PO 7869 ESN#2:PO 7870 ESN#3:PO 7871 ESN#4:PO 7872	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2367	N533XJ	Honeywell LF507	ESN#1:PO 7873 ESN#2:PO 7875 ESN#3:PO 7876 ESN#4:PO 7878	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A. Attn: Corporate Trust Department 225 Asylum Street, 23rd Floor Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2370	N534XJ	Honeywell LF507	ESN#1:PO 7886 ESN#2:PO 7887 ESN#3:PO 7888 ESN#4:PO 7889	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD

### Exhibit B

Lessor / Address	Lessee / Operator	Airframe Manufacturer and Model	Airframe Serial Number	U.S. Reg. No.	Engine Manufacturer and Model	Engine Serial Numbers	Location
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A.                      Attn: Corporate Trust Department                      225 Asylum Street, 23rd Floor                      Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2371	N535XJ	Honeywell LF507	ESN#1:PO 7892 ESN#2:PO 7893 ESN#3:PO 7894 ESN#4:PO 7895	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD
U.S. Bank Trust National Association as indenture and successor trustee for the secured certificate holders  <i>U.S. Bank Trust, N.A.                      Attn: Corporate Trust Department                      225 Asylum Street, 23rd Floor                      Hartford, CT 06103</i>	Northwest Airlines, Inc. / Mesaba	British Aerospace Avro 146-RJ85A	E2372	N536XJ	Honeywell LF507	ESN#1:PO 7896 ESN#2:PO 7883 ESN#3:PO 7898 ESN#4:PO 7899	Airframe: TBD ESN #1: TBD ESN #2: TBD ESN #3: TBD ESN #4: TBD