

**NORTHWEST AIRLINES CORPORATION
FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

This Finance Committee Charter was adopted by the Board of Directors (the “Board”) of Northwest Airlines Corporation (the “Company”) on April 28, 2000.

I. Organization

The Finance Committee of the Company shall be comprised of two (2) or more directors of the Company who shall be appointed by the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and such other members of management of the Company as the Chief Executive Officer shall appoint. The Chief Executive Officer shall serve as Chairperson of the Committee, unless otherwise determined by the Board of Directors. The Chief Financial Officer of the Company or another person designated by the Chief Financial Officer shall serve as the Secretary of the Committee and shall maintain appropriate records of the proceedings of the Committee.

II. Responsibilities of the Committee

The Finance Committee shall have the following duties and responsibilities:

1. To review all capital expenditures on behalf of the Company in excess of \$1 million. The Committee shall have the authority to approve all transactions involving capital expenditures on behalf of the Company that are in excess of \$1 million but less than \$10 million. The Committee shall make recommendations to the Board of Directors regarding any transaction involving capital expenditures in excess of \$10 million.
2. To review and make recommendations to the Board of Directors regarding the following:
 - (a) the Company’s annual operating and capital budget;
 - (b) all forms of major financing, including the issuance of securities, corporate borrowings and investments; and
 - (c) the Company’s dividend policy and stock repurchase program.

3. To review and consult with management regarding the following:
 - (a) the Company's financial planning activities, capital structure, financial condition and liquidity requirements;
 - (b) the Company's financial risk management policies including guidelines for hedging activities with respect to currency, interest rate and commodity pricing exposures; and
 - (c) the Company's investment policies other than investment policies and funding requirements with respect to the Company's employee benefit plans.