

DELTA AIR LINES, INC.
DIRECTOR INDEPENDENCE STANDARDS

Pursuant to New York Stock Exchange listing standards, the Board of Directors adopted in October 2003 director independence standards to aid in its determination of director independence. To be considered “independent” for purposes of these standards, a director must be determined, by resolution of the Board as a whole, after due deliberation, to have no material relationship with Delta other than as a director. The Board of Directors amended these standards in January 2005 to be consistent with amendments to the New York Stock Exchange listing standards adopted in November 2004. In each case, the Board will broadly consider all relevant facts and circumstances and shall apply the following standards.

1. A director will not be considered “independent” if:
 - (a) the director is, or has been within the last three years, employed by Delta or any of its direct or indirect subsidiaries in the consolidated group with Delta (“Subsidiaries”);
 - (b) an immediate family member of the director is, or has been within the last three years, an executive officer of Delta;
 - (c) the director, or an immediate family member of the director, is a current partner of a firm that is Delta’s internal or external auditor;
 - (d) the director is currently employed by Delta’s internal or external auditor;
 - (e) an immediate family member of a director is a current employee of Delta’s internal or external auditor and participates in the audit, assurance or tax compliance (but not tax planning) practice of Delta’s internal or external auditor;
 - (f) the director, or an immediate family member of the director, was within the last three years (but is no longer), a partner or employee of Delta’s internal or external auditor and personally worked on Delta’s audit within that time;
 - (g) the director, or an immediate family member of the director, is, or has been within the last three years, employed as an executive officer of another company where any of Delta’s present executive officers at the same time serves or served on that company’s compensation committee;
 - (h) the director is a current employee, or an immediate family member of the director is a current executive officer, of a company that has made payments to, or received payments from, Delta and its Subsidiaries for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company’s consolidated gross revenues¹;
 - (i) the director, or an immediate family member of the director, is an executive officer of a company which is indebted to Delta or one of its Subsidiaries, or to which Delta or one of its Subsidiaries is indebted, in

¹ In applying the test, both the payments and the consolidated gross revenues to be measured are those reported in the last completed fiscal year. The look back provision for this test applies solely to the financial relationship between Delta and its Subsidiaries and the director’s or his or her immediate family member’s current employer, not former employer. Contributions to tax exempt organizations will not be considered “payments” for purposes of this paragraph.

any of the last three fiscal years, and the total amount of either company's indebtedness to the other is at least 2% of the total consolidated assets of such company.

2. A director will not be "independent" if the director or an immediate family member of the director receives more than \$100,000 during any twelve-month period in direct compensation from Delta and its Subsidiaries, other than director and committee fees, pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) until three years after he or she ceases to receive more than \$100,000 per year in such compensation.

3. Annually, the Board will review all commercial and charitable relationships of directors. The Board's determination of directors' independence will be made public annually prior to their standing for re-election to the Board. Delta will disclose in its annual proxy statement any charitable contributions made by Delta or its Subsidiaries to any charitable organization in which a director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year exceeded the greater of \$1 million or 2% of such charitable organization's consolidated gross revenues.

4. As used in these director independence standards, "immediate family member" has the definition set forth in the New York Stock Exchange listing standard related to director independence, as amended from time to time (the "Listing Standard"). These standards are meant to be read together with the Listing Standard.

5. For relationships not covered by these independence standards, or for relationships that are covered, but as to which the Board believes a director may be nevertheless independent, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, will be made by the Board, including the approval of a majority of the directors whom the Board has determined satisfy the independence standards.