

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

09 DEC -7 11:25

FACSIMILE

(202) 955-9792

www.kelleydrye.com

DIRECT LINE (202) 955-9884

E-MAIL: dvaughan@kelleydrye.com

117913

NEW YORK, NY

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

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December 5, 2000

Ms. Dorothy Beard
Chief-Dockets Section
Department of Transportation
400 7th Street, S.W., PL401
Washington, D.C. 20590

Via Facsimile and First Class Mail

Re: Application of Challenge Air Cargo, Inc.; Docket OST 96-1379 - 7

Dear Ms. Beard:

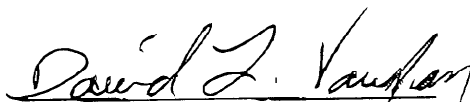
On April 14, 2000, Challenge Air Cargo, Inc. ("Challenge") applied for a renewal of its exemption to serve Venezuela, and to integrate its Venezuela services with other services provided for in Challenge's other exemption and Certificate of Authority.

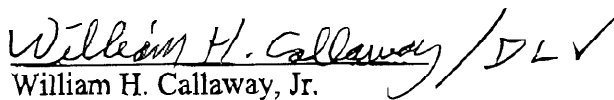
By Order 2000-6-7, the Department of Transportation approved the transfer of, among other authorities, Challenge's authority to serve Venezuela, to United Parcel Service Co. ("UPS").

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UPS hereby adopts Challenge's Venezuela exemption renewal Application as described above, as being UPS' own application for the same authority, and requests that, when the Department grants said Application, that it be granted to UPS.

Respectfully submitted,


David L. Vaughan
Attorney for United Parcel Service Co.


William H. Callaway, Jr.
Attorney for Challenge Air Cargo, Inc.

DLV:kib