



UNITED STATES OF AMERICA
DEPARTMENT OF TRANSPORTATION
OFFICE OF THE SECRETARY
WASHINGTON, D.C.

Served: August 6, 2003

In the matter of the notice of substantial change in
ownership filed under 14 CFR 204.5 by

ABX AIR, INC.

Docket OST 2003-15863

NOTICE REQUESTING COMMENTS ON PROCEDURES

On July 15, 2003, ABX Air, Inc. ("ABX") filed a notice with the Department under section 204.5 of our rules (14 CFR 204.5) reporting a substantial change in its ownership and operations. According to the notice, the ground operations of Airborne, Inc. ("Airborne"), ABX's parent, would be sold to DHL Worldwide Express B.V., and merged into a subsidiary of that company, Atlantis Licensing Corporation d/b/a DHL Express ("DHL Express"). ABX would be separated from Airborne, becoming an independent public company wholly owned by Airborne's stockholders at the time of the separation. ABX also reported that it would enter into various commercial agreements with the new DHL Express, including an Aircraft, Crew, Maintenance, and Insurance (ACMI) services agreement, a hub and line-haul services agreement, a transition services agreement, and a sublease for space at the Wilmington Air Park. In addition, DHL Holdings (USA), Inc., will make a loan to ABX and will provide performance guarantees for DHL Express' obligations under the ACMI and hub and line-haul services agreements.

On July 30, the Department published in the Federal Register an Advance Notice of Proposed Rulemaking ("ANPRM") (see FR 44675, July 30, 2003) seeking comments, inter alia, on whether the Department's procedures for handling informal continuing fitness reviews should include providing public notice of reported substantial changes in ownership when the change involves citizenship issues that may be "complex, contentious, and controversial." Comments on the ANPRM are due by September 29, 2003.¹

Therefore, we have decided to request public comments on what procedures should be employed by the Department in reviewing the impact of the proposed substantial change in ownership and operations on the citizenship of ABX. So that the public may have the benefit of specific information on the details of the proceeding, we are directing ABX to file in this docket within 7 calendar days, a copy of the public material that it submitted to the Department on July 15 with its notice of substantial change. Public comments on the

¹ The ANPRM was issued in response to recommendations contained in a March 4, 2003, letter from the Department's Inspector General to the Chairman of the House Transportation and Infrastructure Committee.

procedures will be due within 21 days thereafter. Comments should address only the issue of how the Department should proceed with its review, not the merits of the case.

We will serve a copy of this order on ABX Air, Inc.

We will publish a summary of this order in the Federal Register.

Issued in Washington, DC, on August 6, 2003:

MICHAEL W. REYNOLDS
Acting Assistant Secretary for
Aviation and International Affairs

*An electronic version of this document is available on the World Wide Web at:
<http://dms.dot.gov>.*