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August 15, 2003

WRITER'S DIRECT DIAL
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VIA FACSIMILE

WRITER'S E-MAIL ADDRESS
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CONFIDENTIAL TREATMENT REQUESTED

Patricia Thomas, Chief
Air Carrier Fitness Division
Office of Aviation Analysis
U.S. Department of Transportation
400 Seventh Street, SW
Washington, DC 20590

Re: ABX Air, Inc.

Dear Ms. Thomas:

This is to advise the Air Carrier Fitness Division that on August 14, 2003 at approximately 10:20 PDT (1:20 EDT), Airborne, Inc. ("Airborne") announced that its shareholders had approved the separation of ABX Air, Inc., pursuant to which ABX will become an independent company, wholly and directly owned by Airborne's stockholders at the time of the separation. In addition, the shareholders approved the acquisition of Airborne (minus ABX) by Atlantis Acquisition Corporation, a wholly owned indirect subsidiary of DHL Worldwide Express B.V. ("DHL"). As communicated to your office yesterday, of the 30.9 million votes cast, 88.4% were in favor of the transaction and related proposals. The transaction is described more fully in the materials delivered to the Department on July 14th in connection with the Section 204.5 Notice of Substantial Change for ABX.

Consistent with the provisions of their contract, the parties have met in New York to close this transaction today, August 15, 2003. Therefore, as of today, ABX, a U.S.-certified air carrier, will be publicly owned by the shareholders of Airborne at the time of the separation. ABX will continue to cooperate fully with the Department.

If you have any questions concerning this transaction, please do not hesitate to contact the undersigned. A copy of this letter will be filed in Docket OST-2003-15863, ABX Air, Inc.

With kindest regards,

Sincerely,

A handwritten signature in black ink that reads "Donald T. Bliss". The signature is written in a cursive style with a large, looping initial "D".

Donald T. Bliss
Patrick R. Rizzi
Counsel for ABX Air, Inc.
(202) 383-5331
(202) 383-5384

cc: Joseph Payne,
Corporate Secretary
ABX Air, Inc.