



August 24, 2004

Re: Changes to the ABX Air, Inc. Capital Accumulation Plan

Dear ABX Air, Inc. Capital Accumulation Plan Participant:

ABX Air reviews the investment options available through the ABX Air, Inc. Capital Accumulation Plan periodically to make sure they continue to help you meet your financial goals and investment objectives. As a result, the following changes are being made to the ABX Air, Inc. Capital Accumulation Plan's investment lineup.

Beginning on Sept. 1, 2004, six new investment options will be added to the investment lineup. In addition, effective **after 4:00 p.m. Eastern time on August 31, 2004**, Franklin Small-Mid Cap Growth Fund Class A will no longer be an available investment option in the ABX Air, Inc. Capital Accumulation Plan.

Your new investment options are listed below. Please see the investment option descriptions on the enclosed summary sheet, *About Your New Investment Options*, for more information on these options.

- Lord Abbett Small Cap Value Fund - Class Y
- Morgan Stanley Institutional Fund - Small Company Growth Portfolio - Class A
- Fidelity Freedom 2005 FundSM
- Fidelity Freedom 2015 FundSM
- Fidelity Freedom 2025 FundSM
- Fidelity Freedom 2035 FundSM

Effective as of **4:00 p.m. Eastern time on August 31, 2004**, Franklin Small-Mid Cap Growth Fund Class A will be frozen to new investments (new contributions or exchanges in) under the ABX Air, Inc. Capital Accumulation Plan. All future contributions in this investment option will be automatically transferred to Morgan Stanley Institutional Fund - Small Company Growth Portfolio - Class A.

Effective as of **4:00 p.m. Eastern time on Sept. 30, 2004**, all remaining balances in Franklin Small-Mid Cap Growth Fund Class A* will be automatically transferred to Morgan Stanley Institutional Fund - Small Company Growth Portfolio - Class A. Please note the reallocation of assets depends on the timely liquidation of those assets. A delay in liquidation may result in a change to the above noted dates.

**There is a short-term trading fee of 2.00% for shares held less than 7 days in Franklin Small-Mid Cap Growth Fund Class A.*

If you do not want your future contributions to transfer as shown above, you must contact Fidelity Investments prior to **4:00 p.m. Eastern time on August 31, 2004**, and request a change.

If you do not want your remaining balances to transfer as shown above, you must contact Fidelity Investments prior to **4:00 p.m. Eastern time on Sept. 30, 2004**, and request an exchange.

Investment Option Share Class Change

In addition to the investment option changes described above, effective as of the close of business on Sept. 30, 2004, the share class of the Managed Income Portfolio investment option offered through the plan will change from the Managed Income Portfolio (fund code 00632) to the Managed Income Portfolio II—Class 1 (fund code 00633), which has a lower management fee. Please note that other than having different fund codes and management fees, these investment options are identical and share the same fund description.

Action to Consider

To request changes to your account, obtain additional information or to receive answers to your questions, log on to Fidelity NetBenefits[®] at www.401k.com or call Fidelity Investments toll-free at 800-835-5095, Monday through Friday (excluding New York Stock Exchange holidays) between 8:30 a.m. and 8:00 p.m. in your time zone to speak with a Service Center Representative.

Sincerely,

Fidelity Investments

About Your New Investment Options

Following are brief descriptions of your new investment options.

Lord Abbett Small Cap Value Fund - Class Y

Fund Code: 46314

What It Is: A small cap value mutual fund.

Goal: Seeks to provide long-term capital appreciation.

What it invests in: The fund invests primarily in common stocks of smaller, lesser-known companies with market capitalizations of less than \$2 billion that are believed to be undervalued. The fund employs a value driven strategy that aims to obtain better returns with less price volatility than small-cap growth stock investments. Investments in smaller companies may involve greater risk than those in larger, better-known companies. Small-cap companies tend to be more volatile and can be less liquid than large-cap company stocks. These factors can affect fund performance. Share price and return will vary.

Who may want to invest:

- Someone who is willing to withstand the risk of short-term price fluctuations in exchange for attractive potential long-term returns.

Class Y shares are available through the plan. Managed by Lord, Abbett & Co. LLC, which provided the description for this fund.

Morgan Stanley Institutional Fund - Small Company Growth Portfolio - Class A

Fund Code: 45667

What It Is: A growth-oriented mutual fund.

Goal: To increase the value of your investment over the long term through price appreciation of small-sized companies.

What it invests in: Primarily in common stocks of small-sized domestic (U.S.) corporations and, to a limited extent, foreign (non-U.S.) corporations. Management invests in companies that it believes are underfollowed by market analysts and that exhibit some or all of the following characteristics: i) superior growth prospects, (ii) accelerating returns on invested capital, (iii) sustainable competitive advantages, and (iv) experienced and incentivized management teams. Investments in smaller companies may involve greater risks and a higher degree of price volatility. Investments in smaller companies may involve greater risk than those in larger, better-known companies. Share price and return will vary and investors' shares, when redeemed, may be worth more or less than their original cost.

Who may want to invest:

- Someone who wants to diversify his or her portfolio with an investment in small sized companies.
- Someone who is investing for the long term and who is comfortable with the ups and downs of the overall stock market and the additional risks associated with investing in smaller-sized companies.

Class A shares are available through the plan. Managed by Morgan Stanley Investment Management Inc., which provided the description for this fund.

Fidelity Freedom Funds® General Introduction

Fidelity Freedom Income Fund®

Fidelity Freedom 2000 Fund®

Fidelity Freedom 2005 FundSM

Fidelity Freedom 2010 Fund®

Fidelity Freedom 2015 FundSM

Fidelity Freedom 2020 Fund®

Fidelity Freedom 2025 FundSM

Fidelity Freedom 2030 Fund®

Fidelity Freedom 2035 FundSM

Fidelity Freedom 2040 Fund®

What they are: The Fidelity Freedom Funds are investment options that allow the investor to select the fund that best matches his or her expected retirement year. The Fidelity Freedom Funds invest in a diversified portfolio of other Fidelity mutual funds to provide moderate asset allocation. They are designed for investors who want a simple yet diversified approach to investing for their retirement. The allocation strategy for the underlying stock, bond, and money market mutual funds is based on the number of years until the Freedom funds reach their target retirement dates. Each Freedom fund with a target retirement date will gradually adopt a more conservative asset allocation as it approaches its target retirement date. Therefore, each fund's target asset allocation percentages will change over time to become more conservative, by gradually reducing allocations to stock funds and increasing allocations to

bond and money market funds. The Fidelity Freedom Income Fund,[®] designed for those already in retirement, emphasizes bond and money market mutual funds and seeks to maintain a stable asset allocation from year to year. **Goal:** The Fidelity Freedom Funds with target retirement dates seek to provide high total returns. The Freedom Income Fund seeks high current income and, secondarily, capital appreciation.

What they invest in: Each Freedom fund invests in a diversified portfolio of well-established Fidelity stock, bond, and money market mutual funds. Fidelity Freedom 2040, with the longest time horizon, invests primarily in stock mutual funds to take advantage of potentially greater growth opportunities. The asset mix of each Freedom Fund with a target retirement date (Freedom 2000, 2005, 2010, 2015, 2020, 2025, 2030, 2035, and 2040) will gradually become more conservative over time so investors can stay with the same fund before and during retirement. After reaching the target retirement date, these Freedom Funds continue to be managed more conservatively for five to ten more years until their asset mix is approximately the same as Freedom Income Fund. Ultimately, after notifying the funds' investors, the funds will merge into the Freedom Income Fund. The Freedom Income Fund, designed for those already retired, is invested more conservatively, with a larger percentage in bond and money market funds and has a smaller percentage of equity mutual funds. The funds' manager must invest in the group of underlying funds named in the prospectus, and will aim for the projected target asset allocation percentages announced to investors in the funds' annual and semiannual reports. Freedom funds with target retirement dates may invest in domestic and foreign stock funds, high yield and investment grade bond funds, and a money market fund. The Freedom Income Fund invests in domestic stock funds, investment grade bond funds, and a money market fund. These funds are subject to the volatility of the financial markets in the U.S. and abroad and may be subject to the additional risk associated with investing in high yield, small cap, and foreign securities. Share price and return of each Freedom fund will vary.

Fidelity Freedom 2005 FundSM

Fund Code: 01312

What It Is: An asset allocation mutual fund.

Goal: Seeks to provide high total returns for those planning to retire around 2005.

What it invests in: Approximately 45% in Fidelity stock mutual funds, 45% in Fidelity bond mutual funds, and 10% in Fidelity money market mutual funds. The mix of underlying funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wishes to take advantage of a diversified portfolio of well-established, actively managed Fidelity funds.
- Someone who feels comfortable with the risk of equity mutual funds when further from retirement and a greater concentration of bond and money market mutual funds when closer to or in retirement.

*Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds.[®]
The percentages represent anticipated target asset allocation at September 30, 2004.*

Fidelity Freedom 2015 FundSM

Fund Code: 01313

What It Is: An asset allocation mutual fund.

Goal: Seeks to provide high total returns for those planning to retire around 2015.

What it invests in: Approximately 58% in Fidelity stock mutual funds, 37% in Fidelity bond mutual funds, and 5% in Fidelity money market mutual funds. The mix of underlying funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of well-established, actively managed Fidelity funds.
- Someone who feels comfortable with the risk of equity mutual funds when further from retirement and a greater concentration of bond and money market mutual funds when closer to or in retirement.

*Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds.[®]
The percentages represent anticipated target asset allocation at September 30, 2004.*

Fidelity Freedom 2025 FundSM

Fund Code: 01314

What It Is: An asset allocation mutual fund.

Goal: Seeks to provide high total returns for those planning to retire around 2025.

What it invests in: Approximately 76% in Fidelity stock mutual funds, and 24% in Fidelity bond mutual funds. The mix of underlying funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of well-established, actively managed Fidelity funds.
- Someone who feels comfortable with the risk of equity mutual funds when further from retirement and a greater concentration of bond and money market mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds.[®]

The percentages represent anticipated target asset allocation at September 30, 2004.

Fidelity Freedom 2035 FundSM

Fund Code: 01315

What It Is: An asset allocation mutual fund.

Goal: Seeks to provide high total returns for those planning to retire around 2035.

What it invests in: Approximately 85% in Fidelity stock mutual funds, and 15% in Fidelity bond mutual funds. The mix of underlying funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of well-established, actively managed Fidelity funds.
- Someone who feels comfortable with the risk of equity mutual funds when further from retirement and a greater concentration of bond and money market mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds.[®]

The percentages represent anticipated target asset allocation at September 30, 2004.

Before investing in any mutual fund, please carefully consider the investment objectives, risks, charges and expenses. For this and other information, call or write Fidelity for a free prospectus. Read it carefully before you invest.

Unless otherwise noted, transaction requests confirmed after the close of the market, normally 4 p.m. Eastern time, or on weekends or holidays, will receive the next available closing prices.

The Plan is intended to be a participant-directed plan as described in Section 404(c) of ERISA, which means that fiduciaries of the Plan are ordinarily relieved of liability for any losses that are the direct and necessary result of investment instructions given by a participant or beneficiary.

The investment options available through the plan reserve the right to modify or withdraw the exchange privilege.

Fidelity Investments Institutional Services Company, Inc., 82 Devonshire St., Boston, MA 02109