

ANNUAL FUNDING NOTICE
for
ABX AIR, INC. PILOTS MINIMUM MONTHLY RETIREMENT INCOME PLAN
(EIN 91-1091619, PN 003)

Introduction

This notice includes important funding information about your pension plan (“the Plan”). This notice also provides a summary of federal rules governing the termination of single-employer defined benefit pension plans and of benefit payments guaranteed by the Pension Benefit Guaranty Corporation (PBGC), a federal agency. This notice is for the plan year beginning January 1, 2009 and ending December 31, 2009 (“Plan Year”).

Funding Target Attainment Percentage

The funding target attainment percentage of a plan is a measure of how well the plan is funded on a particular date. This percentage for a plan year is obtained by dividing the Plan’s Net Plan Assets by Plan Liabilities on the Valuation Date. In general, the higher the percentage, the better funded the plan. The Plan’s funding target attainment percentage for the Plan Year and 2 preceding plan years is shown in the chart below, along with a statement of the value of the Plan’s assets and liabilities for the same period.

	<u>2009</u>	<u>2008</u>	<u>2007</u>
1. Valuation Date	January 1, 2009	January 1, 2008	not applicable
2. Plan Assets			
a. Total Plan Assets	\$203,533,399	\$239,610,275	not applicable
b. Funding Standard Carryover Balance	\$30,765,785	\$41,267,487	not applicable
c. Prefunding Balance	\$0	\$0	not applicable
d. Net Plan Assets (a) – (b) – (c) = (d)	\$172,767,614	\$198,342,788	not applicable
3. Plan Liabilities	\$215,899,335	\$247,928,484	not applicable
4. At-Risk Liabilities	N/A	N/A	not applicable
5. Funding Target Attainment Percentage (2d)/(3)	80.02%	80.00%	not applicable

Transition Data

For a brief transition period, the Plan is not required by law to report certain funding related information because such information may not exist for plan years before 2008. The plan has entered “not applicable” in the chart above to identify the information it does not have. In lieu of that information, however, the Plan is providing you with comparable information that reflects the funding status of the Plan under the law then in effect.

For 2007, the Plan’s “funded target attainment percentage” was 90.79%, the Plan’s assets were \$204,422,071, and Plan liabilities were \$225,154,482.

Credit Balances

Credit balances were subtracted from the Plan’s assets before calculating the funding target attainment percentage in the chart above. While pension plans are permitted to maintain credit balances (called “funding standard carryover balance” or “prefunding balance”) for funding purposes, such credits may not be taken into account when calculating a plan’s funding target attainment percentage. A plan might have

a credit balance, for example, if in a prior year an employer made contributions at a level in excess of the minimum level required by law. Generally, the excess payments are counted as “credits” and may be applied in future years toward the minimum level of contributions a plan sponsor is required by law to make to the plan in those years.

Fair Market Value of Assets

Asset values in the chart above are actuarial values, not market values. Market values tend to show a clearer picture of a plan’s funded status as of a given point in time. However, because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market, pension law allows plans to use actuarial values for funding purposes. While actuarial values fluctuate less than market values, they are estimates. As of December 31, 2009, the fair market value of the Plan’s assets was \$280,345,192. On this same date, the Plan’s estimated liabilities were \$323,499,000.

Participant Information

The total number of participants in the plan as of the Plan’s valuation date was 850. Of this number, 565 were active participants, 189 were retired or separated from service and receiving benefits, and 96 were retired or separated from service and entitled to future benefits.

Funding & Investment Policies

The law requires that every pension plan have a procedure for establishing a funding policy to carry out the plan objectives. A funding policy relates to the level of contributions needed to pay for promised benefits. The funding policy of the Plan is to make annual contributions sufficient to pay benefits when due, and to satisfy legal minimum (and maximum) contribution requirements.

Once money is contributed to the Plan, the money is invested by plan officials called fiduciaries. Specific investments are made in accordance with the Plan’s investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries who are responsible for plan investments with guidelines or general instructions concerning various types or categories of investment management decisions. The Plan’s investment policy is to:

- Maintain a diversified portfolio among various asset classes and investment managers.
- Invest in a prudent manner for the exclusive benefit of plan participants.
- Balance between acceptable level of risk and maximizing returns.
- Maintain adequate control over administrative costs.
- Maintain adequate liquidity to meet expected benefit payments.

The fiduciaries set the investment strategies for the pension trust. These include:

- Selecting investment managers.
- Setting long-term and short-term target asset allocations.
- Periodically reviewing the target allocations, and making necessary adjustments based on changing economic and market conditions.
- Monitoring actual asset allocations, and when necessary, rebalancing to the target allocations.

The target investment allocation percentages (by asset class) are as follows:

<u>Asset Class</u>		<u>Target Range</u>
1.	Equity Securities	50%
2.	Debt Securities	45%
3.	Real Estate	5%
4.	Cash Equivalents	0%

In accordance with the Plan's investment policy, the Plan's assets were allocated among the following categories of investments, as of the end of the Plan Year. These allocations are percentages of total assets:

<u>Asset Allocations</u>		<u>Percentage</u>
1.	Equity Securities	44.3%
2.	Debt Securities	39.9%
3.	Real Estate	2.1%
4.	Cash Equivalents	<u>13.7%</u>
	Total	100%

Events with Material Effect on Assets or Liabilities

Federal law requires the plan administrator to provide in this notice a written explanation of events, taking effect in the current plan year, which are expected to have a material effect on plan liabilities or assets. For the plan year beginning on January 1, 2010 and ending on December 31, 2010, the following events are expected to have such an effect:

Benefit accruals were frozen as of April 6, 2010.

The effect of this event results in a projected liability as of December 31, 2010 of \$333,183,000.

Right to Request a Copy of the Annual Report

A pension plan is required to file with the US Department of Labor an annual report (i.e., Form 5500) containing financial and other information about the plan. Copies of the annual report are available from the US Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 202.693.8673. You may also obtain a copy of the Plan's annual report by making a written request to the plan administrator or by downloading it from the plan sponsor's intranet website at www.myabx.com/benefits.

Summary of Rules Governing Termination of Single-Employer Plans

Employers can end a pension plan through a process called "plan termination." There are two ways an employer can terminate its pension plan. The employer can end the plan in a "standard termination" but only after showing the PBGC that the plan has enough money to pay all benefits owed to participants. The plan must either purchase an annuity from an insurance company (which will provide you with lifetime benefits when you retire) or, if your plan allows, issue one lump-sum payment that covers your entire benefit. Before purchasing your annuity, your plan administrator must give you advance notice that identifies the insurance company (or companies) that your employer may select to provide the annuity. The PBGC's guarantee ends when your employer purchases your annuity or gives you the lump-sum payment.

If the plan is not fully-funded, the employer may apply for a distress termination if the employer is in financial distress. To do so, however, the employer must prove to a bankruptcy court or to the PBGC that the employer cannot remain in business unless the plan is terminated. If the application is granted, the PBGC will take over the plan as trustee and pay plan benefits, up to the legal limits, using plan assets and PBGC guarantee funds.

Under certain circumstances, the PBGC may take action on its own to end a pension plan. Most terminations initiated by the PBGC occur when the PBGC determines that plan termination is needed to protect the interests of plan participants or of the PBGC insurance program. The PBGC can do so if, for example, a plan does not have enough money to pay benefits currently due.

Benefit Payments Guaranteed by the PBGC

If a single-employer pension plan terminates without enough money to pay all benefits, the PBGC will take over the plan and pay pension benefits through its insurance program. Most participants and beneficiaries receive all of the pension benefits they would have received under their plan, but some people may lose certain benefits that are not guaranteed.

The PBGC pays pension benefits up to certain maximum limits. The maximum guaranteed benefit is \$2,925 per month, or \$35,100 per year, payable in the form of a straight life annuity, for a 60-year-old person in a plan that terminates in 2010. The maximum benefit may be increased for an individual who is older than age 60 and may be reduced for an individual who is younger than age 60. The maximum benefit will also be reduced when a benefit is provided to a survivor of a plan participant.

The PBGC guarantees “basic benefits” earned before a plan is terminated, which includes:

- pension benefits at normal retirement age;
- most early retirement benefits;
- annuity benefits for survivors of plan participants; and
- disability benefits for a disability that occurred before the date the plan terminated.

The PBGC does not guarantee certain types of benefits:

- The PBGC does not guarantee benefits for which you do not have a vested right when a plan terminates, usually because you have not worked enough years for the company.
- The PBGC does not guarantee benefits for which you have not met all age, service, or other requirements at the time the plan terminates.
- Benefit increases and new benefits that have been in place for less than one year are not guaranteed. Those that have been in place for less than five years are only partly guaranteed.
- The PBGC generally does not pay lump sums exceeding \$5,000.

Even if certain benefits are not guaranteed, participants and beneficiaries still may receive some of those benefits from the PBGC depending on how much money the terminated plan has and how much the PBGC collects from the employer.

Corporate Information on File with PBGC

The law requires a plan sponsor to provide the PBGC with financial information about the sponsor and the plan under certain circumstances, such as when the funding target attainment percentage of the plan (or any other pension plan sponsored by a member of the sponsor’s controlled group) falls below 80 percent (other triggers may also apply). The sponsor of the Plan, ABX Air, Inc., and each member of its controlled group, if any, was subject to this requirement to provide corporate financial information and plan actuarial information to the PBGC. The PBGC uses this information for oversight and monitoring purposes.

Where to Get More Information

For more information about this notice, you may contact Jeff Walling at 937.382.5591, ABX Air, Inc., 145 Hunter Drive, Wilmington, OH 45177, abx.benefits@abxair.com. For identification purposes, the official plan number is 003 and the plan sponsor’s employer identification number or “EIN” is 91-1091619. For more information about the PBGC and benefit guarantees, go to PBGC’s website, www.pbgc.gov, or call PBGC toll-free at 1.800.400.7242 (TTY/TDD users may call the Federal relay service toll free at 1.800.877.8339 and ask to be connected to 1.800.400.7242).