Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ABX AIR, INC. RETIREMENT INCOME PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 08/15/2003

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

ABX AIR, INC.

145 HUNTER DRIVE
WILMINGTON, OH 45177-9390

2b Employer Identification Number (EIN)
91-1091619

2c Sponsor's telephone number
937-382-5591

2d Business code (see instructions)
481000

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	JEFFREY WALLING
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	JEFFREY WALLING
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

ADVISORY COMMITTEE FOR THE PLAN OF ABX AIR, INC.

145 HUNTER DRIVE
WILMINGTON, OH 45177-9390

3b Administrator's EIN: 91-1091619

3c Administrator's telephone number: 937-382-5591

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	5974
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	615
b	Retired or separated participants receiving benefits	**6b**	1199
c	Other retired or separated participants entitled to future benefits	**6c**	3983
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	5797
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	67
f	Total. Add lines **6d** and **6e**.	**6f**	5864
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1D 1I 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☒	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒	**H** (Financial Information)
(2)	☐	**I** (Financial Information – Small Plan)
(3)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☒	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ABX AIR, INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ABX AIR, INC.

D Employer Identification Number (EIN)
91-1091619

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2013

2 Assets:

a Market value	**2a**	323702444
b Actuarial value	**2b**	323702444

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	1186	123387321
b For terminated vested participants	**3b**	4162	112653939
c For active participants:			
(1) Non-vested benefits	**3c(1)**		32423
(2) Vested benefits	**3c(2)**		50629008
(3) Total active	**3c(3)**	626	50661431
d Total	**3d**	5974	286702691

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.43 %
6 Target normal cost	**6**	511960

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

	10/10/2014
Signature of actuary	Date
STEPHANIE L. SENT	14-05853
Type or print name of actuary	Most recent enrollment number
MILLIMAN	206-624-7940
Firm name	Telephone number (including area code)
1301 FIFTH AVENUE, SUITE 3800 SEATTLE, WA 98101-2605	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	26290405	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	26290405	0
10	Interest on line 9 using prior year's actual return of 15.27 %	4014545	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		13113148
	b Interest on (a) using prior year's effective interest rate of 7.15 % except as otherwise provided (see instructions)		937590
	c Total available at beginning of current plan year to add to prefunding balance		14050738
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	30304950	0

Part III Funding Percentages

14	Funding target attainment percentage	14	102.33 %
15	Adjusted funding target attainment percentage	15	112.90 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	111.59 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/15/2014	3000000				
			Totals ► 18(b)	3000000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2697746

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	511960
b Excess assets, if applicable, but not greater than line 31a	**31b**	511960

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	2697746

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	2697746
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
ABX AIR, INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
ABX AIR, INC.

D Employer Identification Number (EIN)
91-1091619

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

RAINIER INVESTMENT MANAGEMENT INC.

91-1457076

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 34 50 51	NONE	244034	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL INSURANCE CO.

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 34 50 51	NONE	212603	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

BARROW HANLEY MEWHINNREY & STRAUSS

75-2403190

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 34 50 51	NONE	172687	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SILCHESTER

36-7045783

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 34 50 51	NONE	165652	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

GUGGENHEIM TRUST COMPANY

73-1632078

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 34 50 51	NONE	116614	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 21 24 25 28 34 50 51	NONE	111264	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLINGTON TRUST COMPANY

04-2767481

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 34 50 51	NONE	62271	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

JANUS CAPITAL MANAGEMENT

52-2391973

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 34 50 51	NONE	44601	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

MERCER HUMAN RESOURCES CONSULTING

13-0283414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	20144	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MOSS ADAMS LLP

91-0189318

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	13177	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
ABX AIR, INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ABX AIR, INC.

D Employer Identification Number (EIN)
91-1091619

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: DEFINED BENEFIT MASTER TRUST

b Name of sponsor of entity listed in (a): ABX AIR, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
91-1091619-008	M	343807682

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
ABX AIR, INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
ABX AIR, INC.

D Employer Identification Number (EIN)
91-1091619

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	12435387	3000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	311654571	343807682
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	324089958	346807682
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	324089958	346807682

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	3000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		32844936
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		35844936
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12081624	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		12081624
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	117216	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1045831	
(4) Other	2i(4)	446682	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1609729
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		13691353
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		22153583
l Transfers of assets:			
(1) To this plan	2l(1)		564141
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MOSS ADAMS LLP **(2)** EIN: 91-0189318

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
ABX AIR, INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
ABX AIR, INC.

D Employer Identification Number (EIN)
91-1091619

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 36-1561860

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 32

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 47 % Investment-Grade Debt: 48 % High-Yield Debt: 1 % Real Estate: 3 % Other: 1 %

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☒ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☒ Other (specify): OPTION ADJUSTED DURATION

Report of Independent Auditors
and Financial Statements for

ABX Air, Inc.
Retirement Income Plan

December 31, 2013 and 2012

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

REPORT OF INDEPENDENT AUDITORS

To the Retirement Committee
ABX Air, Inc. Retirement Income Plan

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the ABX Air, Inc. Retirement Income Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Seattle, Washington
October 10, 2014

ABX AIR, INC.
RETIREMENT INCOME PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2013	2012
ASSETS		
Plan interest in Master Trust	$ 343,807,682	$ 311,654,571
Employer contributions receivable	3,000,000	12,435,387
NET ASSETS AVAILABLE FOR BENEFITS	$ 346,807,682	$ 324,089,958

See accompanying notes.

ABX AIR, INC.
RETIREMENT INCOME PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2013
ADDITIONS	
Investment income	
Plan interest in Master Trust investment income	$ 32,844,936
Less investment expenses	(1,045,831)
	31,799,105
Employer contributions	3,000,000
Interplan transfers	564,141
Total additions	35,363,246
DEDUCTIONS	
Benefits paid to participants	12,081,624
Administrative expenses	563,898
Total deductions	12,645,522
NET CHANGE	22,717,724
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	324,089,958
End of year	$ 346,807,682

See accompanying notes.

Note 1 - Description of Plan

The following description of the ABX Air, Inc. Retirement Income Plan (the Plan) provides only general information. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General - The Plan was established August 15, 2003, by ABX Air, Inc. (the Company). The Plan is a trusteed, noncontributory defined benefit pension plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Plan benefits are coordinated with benefits available from the ABX Air, Inc. Profit Sharing Plan (PSP) to ensure a meaningful level of retirement income to participants.

During 2005, the Company amended the Plan to limit participation in the Plan to eligible employees hired prior to September 1, 2005, and to certain other designated employees.

During December 2009, the Board of Directors of the Company elected to freeze all accrued benefits and service accruals for remaining participants in the Plan effective January 11, 2010 (the Freeze Date). For participants who were employed on the Freeze Date, the calculation of retirement benefits will not include years of credited service or compensation received during employment after the Freeze Date. In addition, no employees are allowed to enter the Plan after the Freeze Date.

Eligibility - Prior to the Freeze Date, each employee of the Company who was not participating in any other retirement plan required by a collective bargaining agreement, was not a special project worker, was not a pilot or flight engineer, and was hired prior to September 1, 2005, was eligible to participate in the Plan subsequent to the completion of a consecutive 12 month period during which the employee has worked at least 1,000 hours.

Vesting - Participants' interests do not vest until the participant has five years of service, at which time they become 100% vested. During 2009, the Company determined the Plan met the criteria for a "partial plan termination" resulting from the reduction of a significant portion of the Company's work force. As a result, each participant who was affected by the partial plan termination became fully vested in their benefit.

Funding - Company contributions are funded in amounts actuarially determined to provide the defined benefits to participants. The contributions are subject to Internal Revenue Service (IRS) limitations. The Plan met the minimum funding requirements for the year ended December 31, 2013.

Interplan Transfers - Assets transferred to the Plan and reported on the financial statements as interplan transfers are attributable to employees who have changed employment status during the year and have transferred individual account balances from other plans sponsored by the Company.

Note 1 - Description of Plan (Continued)

Benefit Payments - The normal retirement date is the participant's 65th birthday. The normal retirement benefit payable may be in the form of a single life annuity, qualified joint and survivor annuity, or any optional annuity form as described in the plan document. Participants may alternatively elect a lump sum distribution.

Participants are eligible to receive a retirement benefit based on the highest five years of annual compensation received in the past ten years of employment, known as average monthly compensation. Average monthly compensation is multiplied by 2.0%, and then multiplied by actual years of service up to a maximum of 25 years of service. Additionally, average monthly compensation is multiplied by 0.5% for each year of service beyond 25 years. These benefits are reduced by the participant's profit sharing plan annuity benefit and any other retirement income plan to which the Company contributes on behalf of the employee, exclusive of 401(k) plan benefits. Each participant's accrued benefit was determined and frozen as of the Freeze Date. No years of credited service or compensation earned after the Freeze Date is used in determining participant's accrued benefit.

A participant may continue in the employment of the Company beyond his or her normal retirement date. No payment of benefits is made until a participant actually retires, separates from service, or reaches the maximum age required by law.

A participant who has attained age 55 and completed at least ten years of service if hired after December 31, 1974, is eligible for early retirement. If the employee retires before his or her normal retirement date, the retirement benefit is reduced 6% for each year of early retirement.

The Plan also provides for various levels of death benefits to spouses of participants. If a participant becomes disabled, his or her benefit is the same as if he had been able to elect to retire at that time. The benefit is reduced actuarially for early commencement.

Plan Termination - Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. In the event the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in order of priority determined in accordance with ERISA, applicable regulations thereunder and the plan document.

Note 1 - Description of Plan (Continued)

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2014 that ceiling is $4,943 per month for those pensioners who elect to receive their benefits in the form of a single-life annuity and are 65 years old at the time of retirement or plan termination (whichever comes later). For older annuitants or for those who elect to receive their benefits in some form other than a single-life annuity, the corresponding ceilings are actuarially adjusted upward or downward, as applicable.

Whether all participants receive their benefits, should the Plan be terminated at some future time, will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation - Investments are stated at fair value. The Plan's trustee, Northern Trust Company (the Trustee), certifies the fair value of all investments as of December 31, 2013 and 2012. If available, quoted market prices are used to value investments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (the "exit price") in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Note 2 - Summary of Significant Accounting Policies (Continued)

Income Recognition - Purchases and sales of securities are recorded on a trade-date basis. Plan interest in Master Trust's investment income consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments.

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements.

Subsequent Events - The Plan has evaluated subsequent events through October 10, 2014, which is the date the financial statements were available to be issued.

Note 3 - Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries; (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries. The accumulated plan benefits for active employees are based on their average monthly compensation during the five highest years of annual compensation received in the last ten years of employment as of the Freeze Date. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent that they are deemed attributable to employee service rendered to the valuation date. Each participant's accrued benefit was determined and frozen as of the Freeze Date. No years of credited service or compensation earned after the Freeze Date is used in determining a participant's accrued benefit.

An independent actuary determines the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The unit credit cost method is used for funding purposes for the Plan.

Note 3 - Actuarial Present Value of Accumulated Plan Benefits (Continued)

The actuarial present value of accumulated plan benefits, as determined by the Plan's actuary, consists of the following as of December 31:

	2013	2012
Vested benefits		
Participants currently receiving benefits	$ 128,663,745	$ 117,667,067
Other participants	171,386,051	154,790,429
	300,049,796	272,457,496
Non-vested benefits	1,866,430	1,757,960
Actuarial present value of accumulated plan benefits	$ 301,916,226	$ 274,215,456

The changes in actuarial present value of accumulated plan benefits consist of the following for the year ended December 31, 2013:

Actuarial present value of accumulated plan benefits at the beginning of year	$ 274,215,456
Increase (decrease) during the year attributable to:	
Interest due to the decrease in the discount period	18,108,447
Change in actuarial assumptions	20,235,655
Actuarial loss	1,438,292
Benefits paid	(12,081,624)
Net change	27,700,770
Actuarial present value of accumulated plan benefits at the end of the year	$ 301,916,226

Significant actuarial assumptions underlying the present value of accumulated plan benefits are as follows as of December 31:

	2013	2012
Assumed rate of return on investments	6.75%	6.75%
Normal retirement age	65	65
Mortality table	RP2000 Annuitant and Non-Annuitant, projected 7 and 15 years from the valuation date, respectively, sex distinct	

Note 3 - Actuarial Present Value of Accumulated Plan Benefits (Continued)

Participants who leave service under the Plan's early retirement provisions are eligible to receive a reduced pension (6% per year). Assumed rates of retirement are as follows as of December 31, 2013 and 2012:

Age	Rate
55-59	5%
60	5%
61	10%
62	30%
63-64	20%
65	100%

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Note 4 - Tax Status

The IRS determined and informed the Company by a letter dated September 16, 2011, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes, the plan administrator has evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Note 5 - ABX Air, Inc. Defined Benefit Master Trust

The ABX Air, Inc. Defined Benefit Master Trust (the Master Trust) holds the assets of the Plan, the ABX Air, Inc. Pilots Minimum Monthly Retirement Income Plan (PMMRIP) and the PSP. The assets of the Master Trust are held by the Trustee.

Note 5 - ABX Air, Inc. Defined Benefit Master Trust (Continued)

The accompanying statements of net assets available for benefits reflect the Plan's apportioned share of the underlying plan assets and liabilities of the Master Trust. Allocations of net income from the Master Trust are based on the Plan's net assets at the beginning of the year with adjustments for contributions and benefit payments made during the year.

The framework for measuring fair value provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for the Master Trust's assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual Funds - Shares of mutual funds are valued at the net asset value (NAV) of shares held by the Master Trust and are valued at the closing price reported on the active market on which the individual securities are traded.

Collective Trusts - The Master Trust has investments in various collective trust funds that invest mainly in equity and fixed income securities with investment objectives as summarized in the table below. There are no restrictions on the Plan's ability to sell these investments as of the measurement date.

Note 5 - ABX Air, Inc. Defined Benefit Master Trust (Continued)

Units held in collective trusts are valued using the NAV of the fund. The NAV of a collective investment fund is calculated based on a compilation of primarily observable market information. The number of units of the fund that are outstanding on the calculation date is derived from observable purchase and redemption activity in the fund.

Common Stocks - Common stocks are valued at the closing price reported on the active markets on which the individual securities are traded.

Corporate and Government Obligations - Investments in U.S. Treasury obligations are valued at closing prices as quoted on active markets. Quoted market prices are generally not available for corporate, municipal, government agency, and mortgage-backed securities and fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, discounted cash flows and other observable inputs.

Fund of Hedge Funds - The K2 Overseas Long Short Fund, Ltd. (K2 Fund) invests primarily in interests of limited and general partnerships, unit trusts or other investment entities issued by non-traditional firms or hedge funds which engage in a variety of investment strategies. There are no restrictions on the Master Trust's ability to sell this investment as of the measurement date.

Shares held in the K2 Fund are valued using the NAV of the fund as reported by the fund administrator at estimated fair value. The values of the fund's underlying assets are estimated using available quoted market values, formal appraisals, liquidation values, and comparisons with the performance of other holdings with similar investment strategies. The number of units of the fund that are outstanding on the calculation date is derived from observable purchase and redemption activity in the fund. Shares in the K2 Fund may generally be redeemed as of the last business day of each quarter with at least 91 days prior notice. The Plan has adopted authoritative guidance which allows reporting entities to classify investments valued using NAV and meeting certain criteria to be classified as level 2 investments in the fair value hierarchy. The K2 Fund meets these criteria and, accordingly, the investment has been classified within level 2 of the valuation hierarchy.

Real Estate Trust - The Guggenheim Real Estate Plus Trust (Guggenheim) invests in both publicly-owned real estate securities and privately-owned real estate investments.

Shares held in Guggenheim are valued using the NAV of the trust as reported by the fund's trustee at estimated fair value. The values of the fund's underlying assets are estimated using the last reported sales price on the last day of the period, quotations from principal-to-principal markets or recognized pricing services, or good faith estimates made by the fund administrator. The number of units of the fund that are outstanding on the calculation date is derived from observable purchase and redemption activity in the fund. The Plan has adopted authoritative guidance which allows reporting entities to classify investments valued using NAV and meeting certain criteria to be classified as level 2 investments in the fair value hierarchy.

Note 5 - ABX Air, Inc. Defined Benefit Master Trust (Continued)

Private Equity Limited Partnership - The NB Crossroads Fund XVIII - Plan Asset Allocation LP (Crossroads LP) is a limited partnership formed July 21, 2006 for the purpose of acquiring, holding, selling, and exchanging interests in limited partnerships or other pooled investment vehicles that make investments in buyouts, special situations, and venture capital investment funds, as well as securities. The Crossroads LP will terminate March 30, 2017, unless earlier dissolved or extended pursuant to the limited partnership agreement.

The interest in the Crossroads LP is valued using the Master Trust's proportionate share of the fair value of Crossroads LP's underlying investments and other assets. The fair value of Crossroads LP's investments are reported at fair value by the general partner based on quoted market values when available, cost of securities, prices of recent third party transactions, subsequent developments concerning the companies to which the securities relate, and financial data and projections provided to the general partner. The partnership interest for the Crossroads Fund is classified within level 3 of the valuation hierarchy and is allocated only to the PMMRIP and the Plan.

The Master Trust has committed to make contributions to the Crossroads LP totaling $11,211,665 with contributions made as requested by the general partner. As of December 31, 2013, the Master Trust has a remaining commitment of $2,018,100. Except in certain limited circumstances, the Master Trust is not permitted to withdraw from the Crossroads LP or withdraw any portion of its capital account. Transfers of the Master Trust's partnership interest in the Crossroads LP may be made with written approval of the investment advisor.

Summarized financial information for the Master Trust, as provided by the Trustee, is as follows as of December 31:

	2013	2012
Net assets held by Master Trust		
Investments, at fair value		
Corporate bonds	$ 341,308,445	$ 317,868,491
Collective trusts	211,724,890	180,667,336
Mutual funds	121,804,084	109,080,224
Common stocks	67,541,729	68,463,017
Real estate trust	23,102,322	20,292,164
Fund of hedge funds	20,970,093	17,907,140
Government bonds and agencies	15,447,835	14,366,343
Private equity limited partnership	8,374,681	8,730,142
Net assets held by Master Trust	$ 810,274,079	$ 737,374,857
Plan interest in Master Trust 42.4% and 42.3%, respectively	$ 343,807,682	$ 311,654,571

Note 5 - ABX Air, Inc. Defined Benefit Master Trust (Continued)

The following tables disclose the investment hierarchy of the Master Trust's assets at fair value:

	Fair Value Measurements as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Collective trusts				
Domestic stock funds	$ -	$ 124,376,956	$ -	$ 124,376,956
International fund	-	56,997,313	-	56,997,313
Fixed income funds	-	18,747,634	-	18,747,634
Short-term investment fund	-	11,602,987	-	11,602,987
Mutual funds				
International funds	45,367,304	-	-	45,367,304
Domestic stock fund	76,436,780	-	-	76,436,780
Common stocks				
Financial services	14,637,961	-	-	14,637,961
Producer durables	11,117,319	-	-	11,117,319
Consumer discretionary	13,809,957	-	-	13,809,957
Technology	8,781,303	-	-	8,781,303
Health care	7,137,507	-	-	7,137,507
Energy	4,404,380	-	-	4,404,380
Materials and processing	3,940,139	-	-	3,940,139
Consumer staples	2,690,141	-	-	2,690,141
Utilities	1,088,850	-	-	1,088,850
Debt securities				
Municipal bonds	-	10,642,726	-	10,642,726
U.S. Treasury obligations	4,739,281	-	-	4,739,281
Corporate bonds				
Industrials	-	198,595,852	-	198,595,852
Financials	-	91,782,542	-	91,782,542
Utilities	-	50,930,051	-	50,930,051
Fund of hedge funds	-	20,970,093	-	20,970,093
Real estate trust	-	23,102,322	-	23,102,322
Private equity limited partnership	-	-	8,374,681	8,374,681
	$ 194,150,922	$ 607,748,476	$ 8,374,681	$ 810,274,079

Note 5 - ABX Air, Inc. Defined Benefit Master Trust (Continued)

	Fair Value Measurements as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Collective trusts				
Domestic stock funds	$ -	$ 106,894,229	$ -	$ 106,894,229
International fund	-	46,802,186	-	46,802,186
Fixed income funds	-	18,427,931	-	18,427,931
Short-term investment fund	-	8,542,991	-	8,542,991
Mutual funds				
International funds	67,960,773	-	-	67,960,773
Domestic stock fund	41,119,451	-	-	41,119,451
Common stocks				
Financial services	14,172,564	-	-	14,172,564
Producer durables	12,346,215	-	-	12,346,215
Consumer discretionary	11,368,979	-	-	11,368,979
Technology	9,922,902	-	-	9,922,902
Health care	8,715,162	-	-	8,715,162
Energy	3,875,905	-	-	3,875,905
Materials and processing	3,201,918	-	-	3,201,918
Consumer staples	3,104,268	-	-	3,104,268
Utilities	1,755,103	-	-	1,755,103
Debt securities				
U.S. Treasury obligations	6,716,025	-	-	6,716,025
Municipal bonds	-	7,650,318	-	7,650,318
Corporate bonds				
Industrials	-	185,468,603	-	185,468,603
Financials	-	82,392,277	-	82,392,277
Utilities	-	50,007,611	-	50,007,611
Fund of hedge funds	-	17,907,140	-	17,907,140
Real estate trust	-	20,292,164	-	20,292,164
Private equity limited partnership	-	-	8,730,142	8,730,142
	$ 184,259,265	$ 544,385,450	$ 8,730,142	$ 737,374,857

The following table discloses the summary of changes in the fair value of the Master Trust's level 3 investment assets for the year ended December 31, 2013:

	Private Equity Limited Partnership
Balance, beginning of year	$ 8,730,142
Purchases	413,637
Unrealized gains	1,111,931
Sales	(1,881,029)
Balance, end of year	$ 8,374,681

Note 5 - ABX Air, Inc. Defined Benefit Master Trust (Continued)

Summarized financial information as provided for the Master Trust is as follows for the year ended December 31, 2013:

Master Trust investment income	
Net change in fair value of investments	
Collective trusts	$ 45,717,324
Mutual funds	24,189,012
Common stocks	19,679,885
Fund of hedge funds	3,062,953
Real estate trust	2,104,663
Private equity limited partnership	1,111,931
Debt securities	(37,327,416)
Net change in fair value of investments	58,538,352
Dividends and interest	21,122,211
Net Master Trust investment income	$ 79,660,563
Plan interest in Master Trust investment income 41.2%	$ 32,844,936

Note 6 - Risks and Uncertainties

Plan contributions and the actuarial present value of accumulated plan benefits are prepared based on assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Investment securities are exposed to various risks, such as interest rate, market and credit risk. It is reasonably possible, given the level of risk associated with investment securities, that changes in the near term could materially affect the amounts reported in the financial statements.

Note 7 - Information Certified by the Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The plan administrator has obtained a certification from the Trustee that the following information is complete and accurate:

1. Plan interest in Master Trust in the statements of net assets available for benefits at December 31, 2013 and 2012.

2. Plan interest in Master Trust investment income included in the statement of changes in net assets available for benefits for the year ended December 31, 2013.

Note 8 - Subsequent Event

During August 2014, the Retirement Committee approved an amendment to the Plan that allows eligible participants the option to take benefit payments in the form of a lump-sum distribution from the Plan from September 12, 2014 through November 21, 2014.

ABX Air, Inc. Retirement Income Plan
EIN/PN: 91-1091619/004
Attachment to 2013 Form 5500
Schedule SB, Line 19 - Discounted Employer Contributions

Line 19a. - Contribution Allocated Toward Unpaid Minimum Required Contribution from Prior Plan Years

None

Line 19b. - Contributions Made To Avoid Benefit Restrictions

Date	Plan Year to Apply Contribution	Effective Interest Rate	Contribution Amount	Discounted Value as of 1/1/2013
None				
Total			0	0

Line 19c. - Contributions Allocated Toward Minimum Required Contribution for Current Year

Date	Plan Year to Apply Contribution	Effective Interest Rate	Late Quarterly Interest Rate	Contribution Amount	Discounted Value as of 1/1/2013
9/15/2014	2013	6.43%		3,000,000	2,697,746
Total				3,000,000	2,697,746

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Weighted Average Retirement Age

The weighted average retirement age for participants is 60. This equals the sum, over all retirement ages, of the retirement age multiplied by the probability of retiring at that age, as shown below.

(a)	(b)	(c)	(d) (b) x (c) =	(e) (a) x (d) =
Possible Retirement Age "r"	Assumed Rate of Retirement at Age "r"	Probability of Person Age 55 Still Working at "r"	Probability of Person Age 55 Retiring at "r"	Component of Weighted Average Retirement Age
55	0.0500	1.0000	0.0500	2.7500
56	0.0500	0.9500	0.0475	2.6600
57	0.0500	0.9025	0.0451	2.5707
58	0.0500	0.8574	0.0429	2.4882
59	0.0500	0.8145	0.0407	2.4013
60	0.0500	0.7738	0.0387	2.3220
61	0.1000	0.7351	0.0735	4.4835
62	0.3000	0.6616	0.1985	12.3070
63	0.2000	0.4631	0.0926	5.8338
64	0.2000	0.3705	0.0741	4.7424
65	1.0000	0.2964	0.2964	19.2660
			Weighted Average Retirement Age:	61.8249
			Rounded Age:	62.0000

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Statement of Actuarial Assumptions / Methods

The ultimate cost of a pension plan is the excess of actual benefits and administrative expenses paid over actual net investment return on plan assets during the plan's existence until the last payment has been made to the last participant. The plan's "actuarial cost method" determines the expected incidence of actuarial costs by allocating portions of the ultimate cost to each plan year. The cost method is thus a budgeting tool to help ensure that the plan will be adequately and systematically funded and accounted for. Annual contributions and accounting expense are also affected by the "asset valuation method" (as well as the plan provisions, actuarial assumptions, and actual plan demographic and investment experience each year).

Actuarial Cost Method

The actuarial cost method used for determining the Plan's ERISA funding requirements and the FASB ASC Topic 960 values is the unit credit method. Under this method, an accrued benefit is determined at each active participant's assumed retirement age based on compensation and service at both the beginning and the end of the current year. The Plan's normal cost is the sum of the present value of the excess of each active participant's accrued benefit at the end of the current year over that at the beginning of the current year. The Plan's accrued liability is the sum of (a) the present value of each active participant's accrued benefit at the beginning of the current year plus (b) the present value of each inactive participant's future benefits.

The actuarial cost method used for determining the Plan Sponsor's FASB ASC Topic 715 accounting requirements is the projected unit credit method. Under this method, a projected benefit is determined at each active participant's assumed retirement age assuming future compensation increases. The Plan's normal cost is the sum of the present value of the portion of each active participant's projected benefit attributable to the current year of service. The plan's accrued liability is the sum of (a) the present value of the portion of each active participant's projected benefit attributable to all prior years of service plus (b) the present value of each inactive participant's accrued benefits.

Asset Valuation Method

The asset valuation method determines the asset value used to calculate the funding requirements of the Plan. The resulting asset value is referred to as **plan assets**.

Plan assets are equal to the **market value** of assets as of the valuation date, plus the discounted value of employer contributions made after the valuation date. These contributions are discounted to the valuation date using the effective interest rate for the prior plan year.

The Market-Related Value of Plan Assets used for determining the plan sponsor's FASB ASC Topic 715 accounting requirements is equal to the Fair Value of Plan Assets (without inclusion of any contributions receivable).

Changes in Actuarial Methods Since Prior Valuation

None.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Statement of Actuarial Assumptions / Methods

Interest Rates

Funding: 24-month average segment rates, using a four-month lookback period, adjusted to reflect the applicable MAP-21 segment rates stabilization corridor (adopted January 1, 2010 and updated annually). The current rates are:

	Minimum Funding	Maximum Deductible
Segment 1 (0-5 years)	4.94%	1.75%
Segment 2 (5-20 years)	6.15%	4.62%
Segment 3 (20+ years)	6.76%	5.72%
Effective Interest Rate	6.43%	5.15%

The MAP-21 segment rate stabilization corridor applies for minimum funding purposes, but does not apply for maximum deductible, PBGC variable premium, and ERISA Section 4010 reporting purposes.

FASB ASC Topic 715: 4.25% per year (adopted December 31, 2012).

FASB ASC Topic 960: 6.75% per year (adopted December 31, 2010).

PBGC Variable Premiums: Same as used for maximum deductible purposes (see above). The PBGC Alternative Rule was adopted for the 2009 plan year.

Asset Returns

Funding: 6.75% per year (adopted January 1, 2011).

FASB ASC Topic 715: 6.75% per year (adopted December 31, 2010).

Compensation Increases

Not applicable.

Maximum Benefit and Annual Compensation Limitation Increases

Not applicable.

Mortality

Statutory static tables for 2013 based on RP-2000 Non-Annuitant and Annuitant Mortality Tables, projected 15 and seven years from the valuation date, respectively, sex distinct.

Turnover

Vesting service accrual under the Plan is contingent upon continued employment. Participants who terminate their employment before becoming eligible to retire are entitled to receive the future pension benefits accrued and vested up to their termination.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Statement of Actuarial Assumptions / Methods

We have included a discount for expected termination of employment which is applied to non-vested future benefits in accordance with the following table:

Service	Rates
0 - 2	17.0%
3	14.0%
4	10.0%
5	8.0%
6 - 7	7.0%
8 - 9	6.5%
10+	4.0%

Retirement

The Plan specifies a normal retirement age of sixty-five (65) and it is assumed that all participants will retire by this age. Anyone currently above age 65 is assumed to retire immediately.

Participants who leave service under the Plan's early retirement provisions are eligible to receive a reduced pension (6% per year). The following table represents our assumed rates of retirement:

Age	Rate
55 -59	5%
60	5%
61	10%
62	30%
63 - 64	20%
65	100%

Terminated vested participants are assumed to commence benefits at age 65.

Disability

The Plan does not provide ancillary or subsidized disability benefits. If a participant became disabled, his benefit would be the same as if he had been able to elect to retire at that time. The benefit is reduced actuarially for early commencement. Accordingly, no additional assumption has been made as to the probability of disablement beyond the normal rates of turnover.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Statement of Actuarial Assumptions / Methods

Form of Payment

Life annuity.

Marital Characteristics

For participants not in pay status: 80% of participants are assumed to be married, with males three years older than females.

For participants in pay status: Actual birth dates of spouses are included in the census data, where relevant.

Expenses

Expected administrative expenses payable from the trust are explicitly loaded to the normal cost. For the current valuation, the loading for administrative expenses (assumed to be payable at the beginning of the year) is $511,960.

Benefits Not Valued

All benefits are valued.

Special Data Adjustments

None.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Summary of Plan Provisions

This summary of plan provisions is intended to only describe the essential features of the plan. All eligibility requirements and benefit amounts shall be determined in strict accordance with the plan document itself.

Effective Date

The effective date of this Plan is August 15, 2003. The Plan was created from a spin-off from the Airborne Express Retirement Income Plan. The Plan was amended December 30, 2005 to limit the employees who are eligible to participate in the Plan to employees who were hired prior to September 1, 2005; or who were rehired prior to January 1, 2006; or who were previously employed by DHL at the DHL Cincinnati (CVG) hub that closed in September 2005. The Plan was amended on December 26, 2007 for certain administrative reasons.

The Plan was amended effective December 19, 2008 to conform the Plan to final regulations under Code Section 415 of the Internal Revenue Code and for certain other administrative reasons.

The Plan was amended effective December 30, 2009 to freeze benefits as of January 11, 2010. No service or pay occurring after January 11, 2010 is considered in determining the benefit payable to eligible employees.

The Plan was amended December 13, 2010 to conform the Plan to the Heroes Earnings Assistance and Relief Act of 2008 (HEART).

The Plan was amended June 1, 2011 to allow retired former participants to continue to receive retirement benefits while reemployed.

Plan Year and Fiscal Year

The Plan Year ends December 31 and the company's fiscal year ends December 31.

Eligible Employees

Every employee of ABX Air, Inc. who was hired prior to September 1, 2005 and works 1,000 or more hours per year is eligible to participate in this Plan following twelve (12) months of employment (provided that such employee is not a special project worker) and does not participate in another retirement plan to which the company, as a result of collective bargaining, is required to contribute, and provided that such employee is not employed as a pilot or flight engineer.

Employee Census

The employee data used as a basis for the valuation in this report was submitted to us by ABX Air, Inc. as of January 1, 2013.

Considered Earnings

All payments to an employee for services rendered, including wages, commissions, sick pay, vacation pay, overtime pay and incentive bonuses are considered compensation under this Plan. Other bonuses, severance pay, cost of living differential payments and employer contributions to this or any other employee benefit plan are not considered.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Summary of Plan Provisions

Amount of Retirement Income

The Plan is coordinated with benefit available from the ABX Air, Inc. Profit Sharing Plan. Its purpose is to ensure that every employee will receive a meaningful level of retirement income from the combination of company-provided and statutory sources in relation to service and accustomed earnings.

In order to accomplish this objective, the Plan provides a benefit at normal retirement (Age 65) for each participant equal to:

1. 2.00% of his or her final five-year average monthly compensation multiplied by his or her years of credited service up to 25 years plus 0.50% of his or her final five-year average monthly compensation multiplied by his or her credited service in excess of 25 years, reduced by:
2. His or her Profit Sharing Plan Annuity Benefit; and
3. Any additional retirement income benefit payable to the employee from any plan to which the employer contributes on behalf of said employee other than the Capital Accumulation Plan (CAP).

Benefit accruals were frozen as of January 11, 2010.

Employee Contributions

Contributions by employees are neither required nor allowed under this Plan.

Company Contributions

The employer contributes annually, the entire amount actuarially determined to be necessary to provide the benefits of the Plan.

Normal Retirement

Normal retirement is age sixty-five (65).

Early Retirement

Employees may retire at age fifty-five (55) with ten (10) years of employment. Participants who leave service under the Plan's early retirement provisions are eligible to receive a reduced pension (6% per year from normal retirement) offset by his or her Profit Sharing Plan Annuity Benefit commencing at the early retirement date.

Vested Benefits

Each participant's accrued benefits vest in accordance with the following schedule:

Years of Service	Percentage of Accrued Benefit
Less than five years	0%
Five or more years	100%

Investment of Assets

The assets of this Plan are held in trust and managed by the trustee, Northern Trust.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Summary of Plan Provisions

Plan Administrator

The named plan administrator is the retirement Committee appointed by the corporation's Board of Directors.

Changes in Principal Plan Provisions Since Prior Valuation

No Plan changes have been made since the prior year.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Line 26 – Schedule of Active Participant Data

Exhibit 37

Summary of Active Participants by Age and Service

Number of Participants by Age and Service Groups

	Years of Credited Service										
Age	**<1**	**1-4**	**5-9**	**10-14**	**15-19**	**20-24**	**25-29**	**30-34**	**35-39**	**40&Up**	**Total**
0-24	-	-	-	-	-	-	-	-	-	-	-
25-29	-	-	3	-	-	-	-	-	-	-	3
30-34	-	2	5	5	-	-	-	-	-	-	12
35-39	-	3	11	15	6	-	-	-	-	-	35
40-44	-	4	16	23	33	12	-	-	-	-	88
45-49	-	3	17	28	71	19	6	1	-	-	145
50-54	-	5	22	29	48	39	19	8	-	-	170
55-59	-	1	12	18	29	25	22	9	1	-	117
60-64	-	1	7	6	10	14	3	2	4	-	47
65-69	-	-	2	1	3	2	-	-	1	-	9
70&Up	-	-	-	-	-	-	-	-	-	-	-
Total	-	19	95	125	200	111	50	20	6	-	626

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Line 32 – Schedule of Amortization Bases

Exhibit 17

Shortfall Amortization

The amount needed to amortize the Funding Shortfall to the Applicable Funding Target, in combination with prior Shortfall Amortizations, for the plan year beginning January 1, 2013 is determined below. The net Funding Shortfall for a plan year is amortized in seven level payments. The present value and amortization factors shown below are based on the interest rates for determining the Applicable Funding Target for the current plan year.

1. Present value of remaining prior Shortfall Amortizations

	Date Established	Amortization Amount	Years Remaining	Present Value Factor	Present Value
a.	Total				0

2. Shortfall Amortization for current plan year

a.	Applicable Funding Target	286,702,691
b.	Actuarial Value of Assets less Carryover and Prefunding Balances	293,397,494
c.	Funding Shortfall [(a) - (b), but not less than $0]	Exempt
d.	Net Funding Shortfall [if (c) > $0, (c) - (1), otherwise n/a]	N/A
e.	Amortization factor	N/A
f.	Shortfall Amortization for current plan year [(d) ÷ (e)]	Exempt

3. Total Shortfall Amortizations
[(1) + (2f), but not less than $0] $0

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan: ABX AIR, INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: ABX AIR, INC.

D Employer Identification Number (EIN): 91-1091619

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2013

2 Assets:

a Market value	2a	323,702,444
b Actuarial value	2b	323,702,444

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	1,186	123,387,321
b For terminated vested participants	3b	4,162	112,653,939
c For active participants:			
(1) Non-vested benefits	3c(1)		32,423
(2) Vested benefits	3c(2)		50,629,008
(3) Total active	3c(3)	626	50,661,431
d Total	3d	5,974	286,702,691

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.43 %
6 Target normal cost	6	511,960

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Stephanie L Sent

Signature of actuary

10/10/2014

Date

STEPHANIE L. SENT

Type or print name of actuary

14-05853

Most recent enrollment number

MILLIMAN

Firm name

(206) 624-7940

Telephone number (including area code)

1301 FIFTH AVENUE, SUITE 3800

SEATTLE WA 98101-2605

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	26,290,405	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	26,290,405	0
10	Interest on line 9 using prior year's actual return of 15.27 %	4,014,545	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		13,113,148
	b Interest on (a) using prior year's effective interest rate of 7.15 % except as otherwise provided (see instructions)		937,590
	c Total available at beginning of current plan year to add to prefunding balance		14,050,738
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	30,304,950	0

Part III Funding Percentages

14	Funding target attainment percentage	14	102.33 %
15	Adjusted funding target attainment percentage	15	112.90 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	111.59 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/15/2014	3,000,000				
			Totals ▶ 18(b)	3,000,000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2,697,746

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94 %	6.15 %	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	511,960
b Excess assets, if applicable, but not greater than line 31a	31b	511,960

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2,697,746
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	2,697,746
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

ABX Air, Inc. Retirement Income Plan
EIN/PN: 91-1091619/004
Attachment to 2013 Form 5500
Schedule SB, Line 19 - Discounted Employer Contributions

Line 19a. - Contribution Allocated Toward Unpaid Minimum Required Contribution from Prior Plan Years

None

Line 19b. - Contributions Made To Avoid Benefit Restrictions

Date	Plan Year to Apply Contribution	Effective Interest Rate	Contribution Amount	Discounted Value as of 1/1/2013
None				
Total			0	0

Line 19c. - Contributions Allocated Toward Minimum Required Contribution for Current Year

Date	Plan Year to Apply Contribution	Effective Interest Rate	Late Quarterly Interest Rate	Contribution Amount	Discounted Value as of 1/1/2013
9/15/2014	2013	6.43%		3,000,000	2,697,746
Total				3,000,000	2,697,746

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Weighted Average Retirement Age

The weighted average retirement age for participants is 60. This equals the sum, over all retirement ages, of the retirement age multiplied by the probability of retiring at that age, as shown below.

(a)	(b)	(c)	(d) (b) x (c) =	(e) (a) x (d) =
Possible Retirement Age "r"	Assumed Rate of Retirement at Age "r"	Probability of Person Age 55 Still Working at "r"	Probability of Person Age 55 Retiring at "r"	Component of Weighted Average Retirement Age
55	0.0500	1.0000	0.0500	2.7500
56	0.0500	0.9500	0.0475	2.6600
57	0.0500	0.9025	0.0451	2.5707
58	0.0500	0.8574	0.0429	2.4882
59	0.0500	0.8145	0.0407	2.4013
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			Weighted Average Retirement Age:	61.8249
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Schedule SB, Part V – Statement of Actuarial Assumptions / Methods

The ultimate cost of a pension plan is the excess of actual benefits and administrative expenses paid over actual net investment return on plan assets during the plan's existence until the last payment has been made to the last participant. The plan's "actuarial cost method" determines the expected incidence of actuarial costs by allocating portions of the ultimate cost to each plan year. The cost method is thus a budgeting tool to help ensure that the plan will be adequately and systematically funded and accounted for. Annual contributions and accounting expense are also affected by the "asset valuation method" (as well as the plan provisions, actuarial assumptions, and actual plan demographic and investment experience each year).

Actuarial Cost Method

The actuarial cost method used for determining the Plan's ERISA funding requirements and the FASB ASC Topic 960 values is the unit credit method. Under this method, an accrued benefit is determined at each active participant's assumed retirement age based on compensation and service at both the beginning and the end of the current year. The Plan's normal cost is the sum of the present value of the excess of each active participant's accrued benefit at the end of the current year over that at the beginning of the current year. The Plan's accrued liability is the sum of (a) the present value of each active participant's accrued benefit at the beginning of the current year plus (b) the present value of each inactive participant's future benefits.

The actuarial cost method used for determining the Plan Sponsor's FASB ASC Topic 715 accounting requirements is the projected unit credit method. Under this method, a projected benefit is determined at each active participant's assumed retirement age assuming future compensation increases. The Plan's normal cost is the sum of the present value of the portion of each active participant's projected benefit attributable to the current year of service. The plan's accrued liability is the sum of (a) the present value of the portion of each active participant's projected benefit attributable to all prior years of service plus (b) the present value of each inactive participant's accrued benefits.

Asset Valuation Method

The asset valuation method determines the asset value used to calculate the funding requirements of the Plan. The resulting asset value is referred to as **plan assets**.

Plan assets are equal to the **market value** of assets as of the valuation date, plus the discounted value of employer contributions made after the valuation date. These contributions are discounted to the valuation date using the effective interest rate for the prior plan year.

The Market-Related Value of Plan Assets used for determining the plan sponsor's FASB ASC Topic 715 accounting requirements is equal to the Fair Value of Plan Assets (without inclusion of any contributions receivable).

Changes in Actuarial Methods Since Prior Valuation

None.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Statement of Actuarial Assumptions / Methods

Interest Rates

Funding: 24-month average segment rates, using a four-month lookback period, adjusted to reflect the applicable MAP-21 segment rates stabilization corridor (adopted January 1, 2010 and updated annually). The current rates are:

	Minimum Funding	Maximum Deductible
Segment 1 (0-5 years)	4.94%	1.75%
Segment 2 (5-20 years)	6.15%	4.62%
Segment 3 (20+ years)	6.76%	5.72%
Effective Interest Rate	6.43%	5.15%

The MAP-21 segment rate stabilization corridor applies for minimum funding purposes, but does not apply for maximum deductible, PBGC variable premium, and ERISA Section 4010 reporting purposes.

FASB ASC Topic 715: 4.25% per year (adopted December 31, 2012).

FASB ASC Topic 960: 6.75% per year (adopted December 31, 2010).

PBGC Variable Premiums: Same as used for maximum deductible purposes (see above). The PBGC Alternative Rule was adopted for the 2009 plan year.

Asset Returns

Funding: 6.75% per year (adopted January 1, 2011).

FASB ASC Topic 715: 6.75% per year (adopted December 31, 2010).

Compensation Increases

Not applicable.

Maximum Benefit and Annual Compensation Limitation Increases

Not applicable.

Mortality

Statutory static tables for 2013 based on RP-2000 Non-Annuitant and Annuitant Mortality Tables, projected 15 and seven years from the valuation date, respectively, sex distinct.

Turnover

Vesting service accrual under the Plan is contingent upon continued employment. Participants who terminate their employment before becoming eligible to retire are entitled to receive the future pension benefits accrued and vested up to their termination.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Statement of Actuarial Assumptions / Methods

We have included a discount for expected termination of employment which is applied to non-vested future benefits in accordance with the following table:

Service	Rates
0 - 2	17.0%
3	14.0%
4	10.0%
5	8.0%
6 - 7	7.0%
8 - 9	6.5%
10+	4.0%

Retirement

The Plan specifies a normal retirement age of sixty-five (65) and it is assumed that all participants will retire by this age. Anyone currently above age 65 is assumed to retire immediately.

Participants who leave service under the Plan's early retirement provisions are eligible to receive a reduced pension (6% per year). The following table represents our assumed rates of retirement:

Age	Rate
55 -59	5%
60	5%
61	10%
62	30%
63 - 64	20%
65	100%

Terminated vested participants are assumed to commence benefits at age 65.

Disability

The Plan does not provide ancillary or subsidized disability benefits. If a participant became disabled, his benefit would be the same as if he had been able to elect to retire at that time. The benefit is reduced actuarially for early commencement. Accordingly, no additional assumption has been made as to the probability of disablement beyond the normal rates of turnover.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Statement of Actuarial Assumptions / Methods

Form of Payment

Life annuity.

Marital Characteristics

For participants not in pay status: 80% of participants are assumed to be married, with males three years older than females.

For participants in pay status: Actual birth dates of spouses are included in the census data, where relevant.

Expenses

Expected administrative expenses payable from the trust are explicitly loaded to the normal cost. For the current valuation, the loading for administrative expenses (assumed to be payable at the beginning of the year) is $511,960.

Benefits Not Valued

All benefits are valued.

Special Data Adjustments

None.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Summary of Plan Provisions

This summary of plan provisions is intended to only describe the essential features of the plan. All eligibility requirements and benefit amounts shall be determined in strict accordance with the plan document itself.

Effective Date

The effective date of this Plan is August 15, 2003. The Plan was created from a spin-off from the Airborne Express Retirement Income Plan. The Plan was amended December 30, 2005 to limit the employees who are eligible to participate in the Plan to employees who were hired prior to September 1, 2005; or who were rehired prior to January 1, 2006; or who were previously employed by DHL at the DHL Cincinnati (CVG) hub that closed in September 2005. The Plan was amended on December 26, 2007 for certain administrative reasons.

The Plan was amended effective December 19, 2008 to conform the Plan to final regulations under Code Section 415 of the Internal Revenue Code and for certain other administrative reasons.

The Plan was amended effective December 30, 2009 to freeze benefits as of January 11, 2010. No service or pay occurring after January 11, 2010 is considered in determining the benefit payable to eligible employees.

The Plan was amended December 13, 2010 to conform the Plan to the Heroes Earnings Assistance and Relief Act of 2008 (HEART).

The Plan was amended June 1, 2011 to allow retired former participants to continue to receive retirement benefits while reemployed.

Plan Year and Fiscal Year

The Plan Year ends December 31 and the company's fiscal year ends December 31.

Eligible Employees

Every employee of ABX Air, Inc. who was hired prior to September 1, 2005 and works 1,000 or more hours per year is eligible to participate in this Plan following twelve (12) months of employment (provided that such employee is not a special project worker) and does not participate in another retirement plan to which the company, as a result of collective bargaining, is required to contribute, and provided that such employee is not employed as a pilot or flight engineer.

Employee Census

The employee data used as a basis for the valuation in this report was submitted to us by ABX Air, Inc. as of January 1, 2013.

Considered Earnings

All payments to an employee for services rendered, including wages, commissions, sick pay, vacation pay, overtime pay and incentive bonuses are considered compensation under this Plan. Other bonuses, severance pay, cost of living differential payments and employer contributions to this or any other employee benefit plan are not considered.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Summary of Plan Provisions

Amount of Retirement Income

The Plan is coordinated with benefit available from the ABX Air, Inc. Profit Sharing Plan. Its purpose is to ensure that every employee will receive a meaningful level of retirement income from the combination of company-provided and statutory sources in relation to service and accustomed earnings.

In order to accomplish this objective, the Plan provides a benefit at normal retirement (Age 65) for each participant equal to:

1. 2.00% of his or her final five-year average monthly compensation multiplied by his or her years of credited service up to 25 years plus 0.50% of his or her final five-year average monthly compensation multiplied by his or her credited service in excess of 25 years, reduced by:
2. His or her Profit Sharing Plan Annuity Benefit; and
3. Any additional retirement income benefit payable to the employee from any plan to which the employer contributes on behalf of said employee other than the Capital Accumulation Plan (CAP).

Benefit accruals were frozen as of January 11, 2010.

Employee Contributions

Contributions by employees are neither required nor allowed under this Plan.

Company Contributions

The employer contributes annually, the entire amount actuarially determined to be necessary to provide the benefits of the Plan.

Normal Retirement

Normal retirement is age sixty-five (65).

Early Retirement

Employees may retire at age fifty-five (55) with ten (10) years of employment. Participants who leave service under the Plan's early retirement provisions are eligible to receive a reduced pension (6% per year from normal retirement) offset by his or her Profit Sharing Plan Annuity Benefit commencing at the early retirement date.

Vested Benefits

Each participant's accrued benefits vest in accordance with the following schedule:

Years of Service	Percentage of Accrued Benefit
Less than five years	0%
Five or more years	100%

Investment of Assets

The assets of this Plan are held in trust and managed by the trustee, Northern Trust.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Part V – Summary of Plan Provisions

Plan Administrator

The named plan administrator is the retirement Committee appointed by the corporation's Board of Directors.

Changes in Principal Plan Provisions Since Prior Valuation

No Plan changes have been made since the prior year.

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Line 26 – Schedule of Active Participant Data

Exhibit 37

Summary of Active Participants by Age and Service

Number of Participants by Age and Service Groups

	Years of Credited Service										
Age	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40&Up	Total
0-24	-	-	-	-	-	-	-	-	-	-	-
25-29	-	-	3	-	-	-	-	-	-	-	3
30-34	-	2	5	5	-	-	-	-	-	-	12
35-39	-	3	11	15	6	-	-	-	-	-	35
40-44	-	4	16	23	33	12	-	-	-	-	88
45-49	-	3	17	28	71	19	6	1	-	-	145
50-54	-	5	22	29	48	39	19	8	-	-	170
55-59	-	1	12	18	29	25	22	9	1	-	117
60-64	-	1	7	6	10	14	3	2	4	-	47
65-69	-	-	2	1	3	2	-	-	1	-	9
70&Up	-	-	-	-	-	-	-	-	-	-	-
Total	-	19	95	125	200	111	50	20	6	-	626

EIN 91-1091619, PN 004, ABX Air, Inc. Retirement Income Plan
Schedule SB, Line 32 – Schedule of Amortization Bases

Exhibit 17

Shortfall Amortization

The amount needed to amortize the Funding Shortfall to the Applicable Funding Target, in combination with prior Shortfall Amortizations, for the plan year beginning January 1, 2013 is determined below. The net Funding Shortfall for a plan year is amortized in seven level payments. The present value and amortization factors shown below are based on the interest rates for determining the Applicable Funding Target for the current plan year.

1. Present value of remaining prior Shortfall Amortizations

	Date Established	Amortization Amount	Years Remaining	Present Value Factor	Present Value
a.	Total				0

2. Shortfall Amortization for current plan year

a.	Applicable Funding Target	286,702,691
b.	Actuarial Value of Assets less Carryover and Prefunding Balances	293,397,494
c.	Funding Shortfall [(a) - (b), but not less than $0]	Exempt
d.	Net Funding Shortfall [if (c) > $0, (c) - (1), otherwise n/a]	N/A
e.	Amortization factor	N/A
f.	Shortfall Amortization for current plan year [(d) ÷ (e)]	Exempt

3. Total Shortfall Amortizations [(1) + (2f), but not less than $0] $0