



DEPT. OF TRANSPORTATION
DOCKETS

April 2, 2003

2003 APR -3 A 11: 33

Honorable Read Van de Water
Assistant Secretary for Aviation
and International Affairs
Department of Transportation
Room 10232
400 Seventh Street, SW
Washington, D.C. 20590

**Re: *Filings by United Parcel Service Co. and
Federal Express Corporation in Docket
OST-2002-13089***

Dear Ms. Van de Water:

It has come to my attention that on March 26, 2003, United Parcel Service Company ("UPS") filed a motion before the U.S. Department of Transportation in Docket OST-2002-13089, in the matter of the citizenship of DHL Airways, Inc. ("Airways"), requesting, among other things, that the Department consider in that docket the recently announced business transaction between Airborne, Inc. ("Airborne") and DHL Worldwide Express ("WW") pursuant to which WW would acquire the non-airline operations of Airborne (hereafter "proposed transaction"). On the same day, Federal Express Corporation ("FedEx") filed an emergency motion concerning this same proposed transaction.

Since Airborne is not a party in Docket OST-2002-13089, we do not intend to file any pleadings in opposition to the motions by UPS and FedEx unless specifically requested by the Department. Moreover, the subject of that Docket, Airways, is neither a party to nor involved in any way in the proposed transaction. There is, accordingly, no reason why the Airways proceeding should be complicated with this entirely unrelated transaction.

Airborne will make a timely filing with the Department concerning the proposed transaction. At that time, the Department can determine the procedures that are appropriate for its review of Airborne's filing. Any suggestion that the Department should initiate a prior review is inappropriate.

While the UPS and FedEx filing contain gross mischaracterizations of the proposed transaction, we will defer any response until the appropriate time.

Sincerely yours,

David C. Anderson
Vice President, General Counsel and
Corporate Secretary

cc: All parties on the service list

Certificate of Service

I hereby certify that I have this 3rd day of April, 2003 caused the foregoing to be mailed, first-class postage prepaid, to each party listed below.

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A handwritten signature in black ink, appearing to read "Joe Hete", written over a horizontal line.