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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|
| No. <b>C 98384</b>                                                                                                                                                                                                                              | <b>Annual Report Form</b><br><i>Due No Later Than November 30,</i><br><b>1999</b>                                                                             | 2. Registered Agent and Office <b>NOT A P.O. BOX</b><br><b>CT CORPORATION SYSTEM</b><br><b>300 N 6TH ST</b><br><br><b>BOISE</b> ID <b>83701</b> |                                                                                                                                                                                                                               |              |            |
| Return to:<br>SECRETARY OF STATE<br>700 WEST JEFFERSON<br>PO BOX 83720<br>BOISE, ID 83720-0080<br><br><b>NO FEE REQUIRED</b>                                                                                                                    | 1. Mailing Address - Please Correct, If Not Correct<br><br><b>UPS AVIATION SERVICES INC.</b><br><br><b>55 GLENLAKE PKWY NE</b><br><br><b>ATLANTA GA 30328</b> | 3. Organized Under the Laws of:<br><br><b>DE C 98384</b>                                                                                        |                                                                                                                                                                                                                               |              |            |
| <b>* FIRST NOTICE *</b>                                                                                                                                                                                                                         |                                                                                                                                                               |                                                                                                                                                 |                                                                                                                                                                                                                               |              |            |
| 4. Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b><br>Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one) |                                                                                                                                                               |                                                                                                                                                 |                                                                                                                                                                                                                               |              |            |
| <u>Office held</u>                                                                                                                                                                                                                              | <u>Name</u>                                                                                                                                                   | <u>Street or P.O. Address</u>                                                                                                                   | <u>City</u>                                                                                                                                                                                                                   | <u>State</u> | <u>Zip</u> |
| PRES / DIR                                                                                                                                                                                                                                      | JAMES P. KELLY                                                                                                                                                | 55 GLENLAKE PARKWAY NE                                                                                                                          | ATLANTA                                                                                                                                                                                                                       | GA           | 30328      |
| SEC                                                                                                                                                                                                                                             | JOSEPH R. MODEROW                                                                                                                                             | 55 GLENLAKE PARKWAY NE                                                                                                                          | ATLANTA                                                                                                                                                                                                                       | GA           | 30328      |
| DIR                                                                                                                                                                                                                                             | ROBERT J. CLANIN                                                                                                                                              | 55 GLENLKA E PARKWAY NE                                                                                                                         | ATLANTA                                                                                                                                                                                                                       | GA           | 30328      |
| DIR                                                                                                                                                                                                                                             | THOMAS H. WEIDEMEYER                                                                                                                                          | 55 GLENLKA E PARKWAY NE                                                                                                                         | ATLANTA                                                                                                                                                                                                                       | GA           | 30328      |
| 5. Signature of <del>Ne</del> Registered Agent                                                                                                                                                                                                  |                                                                                                                                                               |                                                                                                                                                 | 6. <div style="margin-top: 10px;">           Signature  Date <u>10/29/99</u> </div> <div style="margin-top: 10px;">           Name <small>(Typed or Printed)</small> <u>EUGENE A. PICA</u> Title <u>ASST TREASURER</u> </div> |              |            |

ISSUED: 0-03-1999

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