Schulte Mark J
Form 4
February 02, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schulte Mark J

(Last) (First) (Middle)

330 NORTH WABASH AVENUE, SUITE 1400

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Brookdale Senior Living Inc. [BKD]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2011		S (1)		3,750	D	$ 21.7888 (2)	179,213	D	
Common Stock								240,000	I	By GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schulte Mark J 330 NORTH WABASH AVENUE SUITE 1400 CHICAGO, IL 60611	X			

Signatures

/s/ Chad C. White, By Power of Attorney	02/02/2011
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 20, 2010.

(2) This transaction was executed in multiple trades at prices ranging from $21.48 to $22.10. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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Basic

58,270 58,270 58,270 58,270

Diluted

58,270 58,454 58,322 58,449

Earnings per share

Basic

$0.12	$0.12	$0.13	$0.16

Diluted

$0.12	$0.12	$0.13	$0.16

In December 2006, the Company recorded an income tax benefit of $54.0 million to reverse the remaining valuation allowance on deferred tax assets. During the fourth quarters of 2006 and 2005, the Company recognized revenues of $7.3 million and $4.7 million, respectively, for achieving annual cost-related and service goals under the ACMI and Hub Services commercial agreements with DHL. In addition, in the fourth quarter of 2005, the Company agreed to reduce revenues by $1.9 million for credits granted to DHL stemming from higher than anticipated costs since the hub consolidation in September 2005.

NOTE P RESTATEMENT OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS

Subsequent to the issuance of the Company s original Form 10-K, the Company s management determined that the consolidated statement of cash flows for the year ended December 31, 2006 did not properly classify certain payments made for capital expenditures as investing activities. Rather, such payments were reflected as operating activities. This misclassification resulted in an understatement of cash flows provided by operating activities and an equal understatement of cash flows used by investing activities. As a result, the consolidated statement of cash flows for the year ended December 31, 2006 has been restated to correct this error. In addition, the consolidated statement of cash flows for the year ended December 31, 2004 has been restated to reflect the reduction in restricted cash as a source of cash from investing activities rather than a source of cash from operating activities. This restatement does not impact the Company s previously reported consolidated balance sheets, statements of earnings, comprehensive income, or changes in stockholders equity.

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The following table shows the previously reported, adjustments and restated amounts for those line items in the Company s previously reported consolidated statements of cash flows (in thousands):

	Year ended December 31, 2006		
	Previously reported	Adjustments	Restated
Changes in accounts payable	$ (46,284)	$ 10,562	$ (35,722)
Net cash provided by operating activities	54,418	10,562	64,980
Capital expenditures	(89,003)	(10,562)	(99,565)
Net cash used in investing activities	(86,666)	(10,562)	(97,228)

	Year ended December 31, 2004		
	Previously reported	Adjustments	Restated
Restricted cash	$ 2,640	$ (2,640)	
Net cash provided by operating activities	57,174	(2,640)	54,534
Reduction in restricted cash		2,640	2,640
Net cash used in investing activities	(73,668)	2,640	(71,028)

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Restatement of Previously Issued Financial Statements

As disclosed in the Company s original 10-K filing for the period ended December 31, 2006, the Company had previously carried out an evaluation of the effectiveness of the design and operation of the disclosure controls and procedures and had previously concluded that such disclosure controls and procedures were effective. Subsequent to the Company s original 10-K filing, the Company has restated its consolidated statements of cash flows as discussed in Note P to the consolidated financial statements included with Part II, Item 8 of this report.

Evaluation of Disclosure Controls and Procedures

As a result of the restatement described above, the Company has reassessed its evaluation, under the supervision and with the participation of the Company s management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based upon its reassessed evaluation, management, the Company s Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were not effective as of the end of the period covered by this Report (the year ended December 31, 2006).

Management has concluded that as of December 31, 2006, the Company did not maintain effective controls over the preparation and review of its consolidated statement of cash flows. Specifically, the Company did not maintain effective controls to appropriately report cash spent for capital expenditures. This error resulted in a misstatement of cash flows from investing and operating activities. This control deficiency resulted in the restatement of the Company s consolidated statements of cash flows for 2006. Further, this control deficiency resulted in a misstatement of the consolidated statement of cash flows that would result in a material misstatement to annual or interim financial statements that would not be prevented or detected. Accordingly, management has determined this control deficiency constitutes a material weakness.

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Management s Annual Report on Internal Controls over Financial Reporting (as Revised)

The management of ABX Air, Inc. and subsidiaries are responsible for establishing and maintaining adequate internal control over financial reporting. The Company s internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with generally accepted accounting principles.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company s management assessed the effectiveness of the company s internal control over financial reporting as of December 31, 2006. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control Integrated Framework.

Management has concluded that as of December 31, 2006, the Company did not maintain effective controls over the preparation and review of its consolidated statement of cash flows. Specifically, the Company did not maintain effective controls to appropriately report cash payments for capital expenditures. This error resulted in a misstatement of cash flows from investing and operating activities. This control deficiency resulted in the restatement of the Company s consolidated statements of cash flows for 2006. Further, if not remediated, this control deficiency could result in a misstatement of the consolidated statement of cash flows that would result in a material misstatement to annual or interim financial statements that would not be prevented or detected. Accordingly, management has determined this control deficiency constitutes a material weakness.

The Company s registered public accounting firm has issued an attestation report on our assessment of the Company s internal control over financial reporting. That report is included below.

Changes in Internal Control over Financial Reporting

During the preparation of the consolidated statement of cash flows for the six month period ended June 30, 2007, management detected the material weakness as described above. In an effort to remediate this material weakness in the Company s internal control over financial reporting, management has subsequently implemented a revised process to ensure that capital expenditures are properly reflected in the statement of cash flows in accordance with SFAS No. 95, Statement of Cash Flows. For the second quarter of 2007, the Company added additional oversight review, accounts payable roll-forward and tie-out processes to appropriately report cash paid for capital expenditures. Accordingly, management believes this process has remediated the material weakness as of the end of the six month period ended June 30, 2007.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including cost limitations, judgments used in decision making, assumptions regarding the likelihood of future events, soundness of internal controls, fraud, the possibility of human error and the circumvention or overriding of the controls and procedures. As further described above, management detect a material weakness in the Company s controls to appropriately report cash paid for capital expenditures that materially affected, or was reasonably likely to materially affect, ABX s internal control over financial reporting for the fiscal year December 31, 2006. There was no other change in internal control over financial reporting during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, ABX s internal control over financial reporting.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

ABX Air, Inc.

Wilmington, Ohio

We have audited management s assessment, included in the accompanying Management s Annual Report on Internal Controls Over Financial Reporting (as revised), that ABX Air, Inc. and subsidiaries (the Company) did not maintain effective internal control over financial reporting as of December 31, 2006, because of the effect of the material weakness identified in management s assessment based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management s assessment and an opinion on the effectiveness of the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management s assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed by, or under the supervision of, the company s principal executive and principal financial officers, or persons performing similar functions, and effected by the company s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our report dated March 15, 2007, we expressed an unqualified opinion on management s assessment that the Company maintained effective internal control over financial reporting and an unqualified opinion on the effectiveness of internal control over financial reporting as of December 31, 2006. As described in the following paragraph, the Company subsequently identified material misstatements in its annual financial statements, which caused such annual financial statements to be restated. Management subsequently revised its assessment due to the identification of a material weakness, described in the following paragraph, in connection with the financial statement restatement. Accordingly, our opinion on the effectiveness of the Company s internal control over financial reporting as of December 31, 2006, expressed herein is different from that expressed in our previous report.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following material weakness has been identified and included in management s assessment: the Company did not maintain effective controls to appropriately report cash spent for capital expenditures in its consolidated statement of cash flows. This material weakness resulted in the restatement of the Company s previously issued financial statements as described in Note P to the consolidated financial statements. This deficiency was determined to be a material weakness, based upon the actual misstatements identified, the potential for additional material misstatements to have occurred as a result of the deficiency and the lack of other mitigating controls. This material weakness was considered in determining the nature,

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timing, and extent of audit tests applied in our audit of the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2006 (as restated), of the Company and this report does not affect our report on such financial statements and financial statement schedules.

In our opinion, management s revised assessment that the Company did not maintain effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Also in our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2006 of the Company and our report dated March 15, 2007 (August 13, 2007 as to the effects of the restatement discussed in Note P) expressed an unqualified opinion on those financial statements and financial statement schedules.

Dayton, Ohio

March 15, 2007 (August 13, 2007 as to the effect of the material weakness described in Management s Report on Internal Controls Over Financial Reporting (as revised))

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ITEM 9B. OTHER INFORMATION

On March 13, 2007, the Compensation Committee of the Board of Directors approved and authorized the Company to amend the Retention Bonus Agreements, each dated August 15, 2003, between the Company and each of the following named executive officers of the Company:

Position	Named Executive Officer
President & Chief Executive Officer	Joseph C. Hete
Chief Financial Officer	Quint O. Turner
Senior Vice President, Maintenance & Engineering	Dennis A. Manibusan
Senior Vice President, Flight Operations	Robert J. Morgenfeld
Vice President, Materials Management	John A. Jessup

The executives identified above (the Executives) received Retention Bonus Agreements in connection with the merger of DHL Worldwide Express, B.V. with Airborne, Inc. in 2003. The Company has paid to the Executives all retention bonus amounts that were payable to them under their Retention Bonus Agreements.

The amendment to the Retention Bonus Agreements deletes in its entirety Section 7, which provided that in the event any amounts became payable to the Executive by the Company or its subsidiaries pursuant to the terms of any change in control, parachute or severance arrangement, or pursuant to the terms of any employment agreement as a result of the Executive s termination of employment, then any amounts paid or payable under the Retention Bonus Agreement would reduce and off-set any amounts otherwise payable to the executive under that change in control, parachute, severance or employment agreement or arrangement. Section 7 further provided that, to the extent such amounts were actually paid under such other agreements contrary to the provisions of the Retention Bonus Agreement, amounts paid or payable under such Retention Bonus Agreement would be subject to reduction, set-off, counter-claim or recoupment by the Company. The amendment also obligates the Company to defend, indemnify and hold the Executive harmless from any claims arising under or in connection with Section 7 of the Retention Bonus Agreement for amounts paid or benefits received under such other agreements.

Each of the Executives is also a party to a change in control agreement with the Company, each dated August 19, 2003. The Executives change in control agreements provide for severance payments and benefits to the Executive in the event the Executive s employment is terminated by the Company without cause or by the Executive for good reason following, or in certain circumstances prior to, a change in control of the Company. The Committee authorized the amendments to the Retention Bonus Agreements to ensure that the purpose for the change in control agreements, to give the Executives a financial incentive to remain in the employ of the Company should a change in control occur or be proposed, is not undermined by the Retention Bonus Agreements now that all retention bonuses payable under these agreements have been made.

The Committee also authorized similar amendments to the Retention Bonus Agreements with three additional officers who are not named executive officers.

The form of the amendment to the Retention Bonus Agreements is included herewith as Exhibit 10.15a. The form of Retention Bonus Agreement and change of control agreement were filed as exhibits to the Company s Form 10-K for the year ending December 31, 2003. The Retention Bonus Agreement and Change in Control Agreements are also described in the Company s Definitive Proxy Statement Schedule 14A filed on April 10, 2006.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The response to this Item is contained in part in the Proxy Statement for the 2007 Annual Meeting of Stockholders under the captions Election of Directors, Section 16(a) Beneficial Ownership Reporting Compliance, and Corporate Governance and Board Matters. The information contained therein is incorporated herein by reference.

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Executive Officers

The following table sets forth information about ABX s executive officers. The executive officers serve at the pleasure of ABX s Board of Directors.

Name	Age	Information
Joseph C. Hete	52	President and Chief Executive Officer, since August 15, 2003.
		Mr. Hete was President and Chief Operating Officer from January 2000 to August 2003. From 1997 until January 2000, Mr. Hete held the position of Senior Vice President and Chief Operating Officer. Mr. Hete served as Senior Vice President, Administration from 1991 to 1997 and Vice President, Administration from 1986 to 1991. Mr. Hete joined ABX in 1980.
Dennis A. Manibusan	57	Senior Vice President, Maintenance and Engineering, since May 1993.
		Mr. Manibusan held positions as Assistant Vice President of Engineering and Assistant Vice President of Maintenance at Alaska Airlines, Senior Director of Maintenance and Director of Line Maintenance at Continental Airlines, Director of Engineering and Technical Services and Director of Line Maintenance at Ozark Airlines before joining ABX.
Robert J. Morgenfeld	58	Senior Vice President, Flight Operations, since April 1994.
		In January of 1992 until 1994, Mr. Morgenfeld was Vice President of Flight Operations. Prior to that he was Senior Director of Operations/System Chief Pilot from 1990 to 1992, Director of Operations/System Chief Pilot from 1989 to 1990, System Chief Pilot from 1988 to 1990, Manager of DC-9 Flight Standards from September of 1987 to 1988, DC-9 Flight Standards Pilot from July of 1987 to September of 1987 and Assistant Chief Pilot from October of 1985 to 1987
Robert D. Gray	52	Vice President, Regulatory Compliance and Government Affairs, since February 2006.
		Mr. Gray was Senior Director of Regulatory Compliance and Government Affairs from 2003 to February 2006 and Senior Director of Operational Safety and Planning from 1997 to 2003. Prior to 1997, he held positions of Director of Operational Control and Manager of Crew Scheduling. He joined ABX in 1979 as a Dispatcher in the Flight Department.
W. Joseph Payne	43	Vice President, General Counsel and Secretary, since January 2004.
		Mr. Payne was Corporate Secretary/Counsel from January 1999 to January 2004, and Assistant Corporate Secretary from July 1996 to January 1999. Mr. Payne joined ABX in April 1995.
Thomas W. Poynter	59	Senior Vice President, Ground Operations, since May 1993.

		Prior to May 1993, Mr. Poynter was Vice President of Ground Operations from 1989 to May 1993, Senior Director of Ground Operations from 1988 to 1989 and Director of Ground Operations from 1987 to 1988. Mr. Poynter joined ABX as Sort Manager in January 1985.
Edward P. Smethwick	62	Vice President, Air Park Services, since July 1989.
		Mr. Smethwick was Senior Director of Air Park Services from 1986 to 1989 and Director of Product Support/Equipment and Property Maintenance from 1985 to 1986. He joined ABX in 1981 as Director of Product Support.
Quint O. Turner	44	Chief Financial Officer, since December 2004.
		Mr. Turner was Vice President of Administration from February 2002 to December 2004. Mr. Turner was Corporate Director of Financial Planning and Accounting from 1997 to 2002. Prior to 1997, Mr. Turner held positions of Manager of Planning and Director of Financial Planning. Mr. Turner joined ABX in 1988 as a Staff Auditor.

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The executive officers of the Company are appointed annually at the Board of Directors meeting held in conjunction with the annual meeting of stockholders. There are no family relationships between any directors or executive officers of the Company.

ITEM 11. EXECUTIVE COMPENSATION

The response to this Item is contained in the Proxy Statement for the 2007 Annual Meeting of Stockholders under the captions Executive Compensation and Director Compensation, and the information contained therein is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Securities authorized for issuance under equity compensation plans as of December 31, 2006 are summarized below:

Plan	Maximum number of common shares contingently issuable (a)	Weighted average exercise prices of outstanding options, warrants, or rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column a) (c)
2005 Long-Term Incentive Compensation Plan	736,250	N/A	2,263,750

The 2005 Long-Term Incentive Compensation Plan was approved by shareholders in May 2005. Performance-Based Stock Units and Time-Based Restricted Stock have been awarded to employees and Time-Based Restricted Stock Units have been awarded to non-employee directors under the Plan. The awards are described in Note K of this report, Stock-Based Compensation. ABX does not have any equity compensation plans that were not approved by its shareholders.

Other responses to this Item are contained in part in the Proxy Statement for the 2007 Annual Meeting of Stockholders under the captions Voting at the Meeting, Stock Ownership of Management, and Common Stock Ownership of Certain Beneficial Owners, and the information contained therein is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The response to this Item is contained in part in the Proxy Statement for the 2007 Annual Meeting of Stockholders under the captions Related Person Transactions and Independence, and the information contained therein is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The response to this Item is contained in the Proxy Statement for the 2007 Annual Meeting of Stockholders under the caption Fees of the Independent Registered Public Accounting Firm, and the information contained therein is incorporated herein by reference.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) List of Documents filed as part of this report:

(1) Consolidated Financial Statements
The following are filed in Part II, item 8 of this Form 10-K/A Annual Report:

Report of Independent Registered Public Accounting Firm
Consolidated Balance Sheets
Consolidated Statements of Earnings
Consolidated Statements of Cash Flows
Consolidated Statements of Stockholders Equity
Notes to Consolidated Financial Statements

(2) Financial Statement Schedules
The following consolidated financial statement schedules of the Company are included as follows:

Schedule II Valuation and Qualifying Account

All other schedules are omitted because they are not applicable or are not required, or because the required information is included in the consolidated financial statements or notes thereto.

(3) Exhibits
The following exhibits are filed with or incorporated by reference into this report.

Exhibit No.	Description of Exhibit
	Plan of acquisition, reorganization, arrangement, liquidation or succession.
2.1	Agreement and Plan of Merger, dated as of March 25, 2003, by and among Airborne, Inc., DHL Worldwide Express B.V. and Atlantis Acquisition Corporation (included as Appendix A to the proxy statement/prospectus which is a part of this registration statement). (1)
	Articles of Incorporation
3.1	Amended and Restated Certificate of Incorporation of ABX Air, Inc. (14)
3.2	Amended and Restated Bylaws of ABX Air, Inc. (1)
	Instruments defining the rights of security holders
4.1	Specimen of common stock of ABX Air, Inc. (3)
4.2	Form of Preferred Stock Rights Agreement dated the effective date of the merger, by and between ABX Air, Inc. and a rights agent. (1)

Material Contracts

10.1	Form of Master Separation Agreement dated as of the effective date of the merger, by and among Airborne, Inc., ABX Air, Inc. and Wilmington Air Park LLC. (included as Appendix B to the proxy statement/prospectus which is a part of this registration statement) (1)
10.2	Form of ACMI Service Agreement, dated as of the effective date of the merger, by and between ABX Air, Inc. and Airborne, Inc. (Certain portions have been omitted based upon a request for confidential treatment. The nonpublic information has been filed with the Securities and Exchange Commission.) (2)
10.3	Form of Hub and Line-Haul Services Agreement dated as of the effective date of the merger, by and between ABX Air, Inc. and Airborne, Inc. (1)
10.4	Form of Performance Guaranty dated as of the effective date of the merger, by and between DHL Holdings USA, Inc. and Airborne, Inc. with respect to the Hub and Line-Haul Services Agreement. (1)
10.5	Form of Performance Guaranty dated as of the effective date of the merger, by and between DHL Holdings USA, Inc. and Airborne, Inc. with respect to the ACMI Service Agreement. (1)
10.6	First Non-Negotiable Promissory Note issued by ABX Air, Inc. in favor of Airborne Inc., (5)
10.7	Form of Second Non-Negotiable Promissory Note issued by ABX Air, Inc. in favor of DHL Holdings (USA), Inc. (1)

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10.8	Form of Transition Services Agreement, dated as of the effective date of the merger, by and between ABX Air, Inc. and Airborne, Inc. (1)
10.9	Form of Wilmington Airpark Sublease, dated as of the effective date of the merger, by and between ABX Air, Inc. and Airborne, Inc. (1)
10.10	Form of Employee Matters Agreement dated as of the effective date of the merger, by and between Airborne, Inc. and ABX Air, Inc. (1)
10.11	Form of Tax Sharing Agreement dated as of the effective date of the merger, by and between Airborne, Inc. and ABX Air, Inc. (1)
10.12	Participation Agreement dated as of August 16, 2001, among ABX Air, Inc., as lessee, Mitsui & Co. Ltd., as finance lessor, Tomair LLC, as Owner Participant, and Wells Fargo Bank Northwest, National Association, as Owner Trustee. (1)
10.13	Lease Agreement dated as of August 21, 2001, between Owner Trustee, as lessor, and ABX Air, Inc., as lessee. (1)
10.14	Form of change in control agreement with CEO and each of the next four highest paid officers. (4)
10.15	Form of Retention Bonus Agreement with CEO and each of the next four highest paid officers. (4)
10.15a	Form of Amendment to Retention Bonus Agreement, filed herewith.
10.16	Director compensation fee summary. (6)
10.17	Form of Executive Incentive Compensation Plan for CEO and the next four highest paid officers. (9)
10.18	Credit Agreement, dated as of March 31, 2004. (7)
10.19	Amendment No.1-dated June 18, 2004 to the Credit Agreement dated as of March 31, 2004. (8)
10.20	Form of Long-Term Incentive Compensation plan for officers, dated July 12, 2005. (10)
10.21	Amendment to the Hub and Line-Haul Services Agreement, dated August 9, 2005. (11)
10.22	Form of Long-Term Incentive Compensation Plan for directors, dated October 4, 2005. (12)
10.23	Aircraft modification agreement with Israel Aircraft Industries, Ltd. (13)
10.24	Consent to Assignment of ACMI Service Agreement and Hub & Line-Haul Services Agreement. (13)
10.25	Agreement with DHL, dated March 15, 2006. (13)
10.26	Letter from DHL dated July 19, 2006, notifying ABX Air, Inc. of a change to the scope of services under the ACMI agreement. (14)
10.27	Aircraft Loan and Security Agreement and related promissory note, dated August 24, 2006, by and among ABX Air, Inc. and Chase Equipment Leasing, Inc. (14)
10.28	Aircraft Loan and Security Agreement and related promissory note, dated October 10, 2006, by and among ABX Air, Inc. and Chase Equipment Leasing, Inc., filed herewith.
	Code of Ethics
14.1	Code of Ethics CEO and CFO. (6)
	List of Subsidiaries
21.1	List of Subsidiaries of ABX Air, Inc. filed within.
	Consent of experts and counsel
23.1	Consent of independent registered public accounting firm, filed herewith.
	Certifications
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

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(1) Incorporated by reference to the Company s Registration Statement Form S-4 filed on May 9, 2003 with the Securities and Exchange Commission.

(2) Incorporated by reference to the Company s Registration Statement Form S-4/A filed on June 18, 2003 with the Securities and Exchange Commission, as amended.

(3) Incorporated by reference to the Company s Registration Statement Form S-4/A filed on July 9, 2003 with the Securities and Exchange Commission, 2003, as amended.

(4) Incorporated by reference to the Company s Quarterly Report on Form 10-Q filed on November 14, 2003 with the Securities and Exchange Commission.

(5) Incorporated by reference to the Company s Annual Report of Form 10-K filed on March 25, 2004 with the Securities and Exchange Commission.

(6) Incorporated by reference to the Company s Proxy Statement for the 2007 Annual Meeting of Stockholders.

(7) Incorporated by reference to the Company s 8-K filed on April 7, 2004.

(8) Incorporated by reference to the Company s Quarterly Report on Form 10-Q filed on August 11, 2004 with the Securities and Exchange Commission.

(9) Incorporated by reference to the Company s Quarterly Report on Form 10-Q filed on May 14, 2004 with the Securities and Exchange Commission.

(10) Incorporated by reference to the Company s 8-K filed on July 12, 2005.

(11) Incorporated by reference to the Company s 8-K filed on August 9, 2005.

(12) Incorporated by reference to the Company s 8-K filed on October 4, 2005.

(13) Incorporated by reference to the Company s Annual Report of Form 10-K filed on March 16, 2006 with the Securities and Exchange Commission.

(14) Incorporated by reference to the Company s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2006.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ABX Air, Inc.

Signature	Title	Date
/s/ Joseph C. Hete	President and Chief Executive Officer	August 13, 2007
Joseph C. Hete		

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities and on the date indicated:

Signature	Title	Date
/s/ James H. Carey	Director and Chairman of the Board	August 14, 2007
James H. Carey		
/s/ James E. Bushman	Director	August 14, 2007
James E. Bushman		
/s/ John D. Geary	Director	August 14, 2007
John D. Geary		
/s/ Joseph C. Hete	Director, President and Chief Executive Officer	August 14, 2007
Joseph C. Hete		
/s/ Randy D. Rademacher	Director	August 2007
Randy D. Rademacher		
/s/ Frederick R. Reed	Director	August 14, 2007
Frederick R. Reed		
/s/ Jeffrey J. Vorholt	Director	August 14, 2007
Jeffrey J. Vorholt		
/s/ Quint O. Turner	Chief Financial Officer	August 14, 2007
Quint O. Turner		

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ABX Air, Inc. and Subsidiaries

Schedule II Valuation and Qualifying Account

Description	Balance at beginning of period	Additions charged to cost and expenses	Deductions	Balance at end of period
Accounts receivable reserve:				
Year ended:				
December 31, 2006	$ 872,000	$ 27,961	$ 383,961	$ 516,000
December 31, 2005	244,000	692,349	64,349	872,000
December 31, 2004	268,500	8,827	33,327	244,000

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