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

Form 10-K

**FOR ANNUAL AND TRANSITION REPORTS
PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to
Commission file number 001-15451

United Parcel Service, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**58-2480149**
(State or Other Jurisdiction of Incorporation or Organization)	***(I.R.S. Employer Identification No.)***
55 Glenlake Parkway, N.E. Atlanta, Georgia	**30328**
(Address of Principal Executive Offices)	***(Zip Code)***

(404) 828-6000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Class B common stock, par value $.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
Class A common stock, par value $.01 per share
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the class B common stock held by non-affiliates of the registrant was $62,370,776,544 as of June 30, 2013. The registrant's class A common stock is not listed on a national securities exchange or traded in an organized over-the-counter market, but each share of the registrant's class A common stock is convertible into one share of the registrant's class B common stock.

As of January 31, 2014, there were 211,459,496 outstanding shares of class A common stock and 711,448,882 outstanding shares of class B common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its annual meeting of shareowners scheduled for May 8, 2014 are incorporated by reference into Part III of this report.

UNITED PARCEL SERVICE, INC.
ANNUAL REPORT ON FORM 10-K
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PART I

Cautionary Statement About Forward-Looking Statements

This report includes certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Statements in the future tense, and all statements accompanied by terms such as “believe,” “project,” “expect,” “estimate,” “assume,” “intend,” “anticipate,” “target,” “plan,” and variations thereof and similar terms are intended to be forward-looking statements. We intend that all forward-looking statements we make will be subject to safe harbor protection of the federal securities laws pursuant to Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934.

Our disclosure and analysis in this report, in our Annual Report to Shareholders and in our other filings with the Securities and Exchange Commission (“SEC”) contain forward-looking statements regarding our intent, belief and current expectations about our strategic direction, prospects and future results. From time to time, we also provide forward-looking statements in other materials we release as well as oral forward-looking statements. Such statements give our current expectations or forecasts of future events; they do not relate strictly to historical or current facts. Management believes that these forward-looking statements are reasonable as and when made. However, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date when made.

Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or anticipated results. These risks and uncertainties are described in Part I, “Item 1A. Risk Factors” and may also be described from time to time in our future reports filed with the SEC. You should consider the limitations on, and risks associated with, forward-looking statements and not unduly rely on the accuracy of predictions contained in such forward-looking statements. We do not undertake any obligation to update forward-looking statements to reflect events, circumstances, changes in expectations, or the occurrence of unanticipated events after the date of those statements.

Item 1. *Business*

Overview

United Parcel Service, Inc. (“UPS”) was founded in 1907 as a private messenger and delivery service in Seattle, Washington. Today, UPS is the world’s largest package delivery company, a leader in the U.S. less-than-truckload industry and the premier provider of global supply chain management solutions. We deliver packages each business day for 1.5 million shipping customers to 7.9 million receivers ("consignees") in over 220 countries and territories. In 2013, we delivered an average of16.9 million pieces per day worldwide, or a total of 4.3 billion packages. Total revenue in 2013 was $55.4 billion.

We are a global leader in logistics, and we create value for our customers through solutions that lower costs, improve service and provide highly customizable supply chain control and visibility. Customers are attracted to our broad set of services that are delivered as promised through our integrated ground, air and ocean global network.

Our services and integrated network allow shippers to simplify their supply chains by using fewer carriers, and to adapt their transportation requirements and expenditures as their businesses evolve. Across our service portfolio, we also provide control and visibility of customers’ inventories and supply chains via our UPS technology platform. The information flow from UPS technology drives improvements for our customers, as well as for UPS, in reliability, flexibility, productivity and efficiency.

Particularly over the last decade, UPS has significantly expanded the scope of our capabilities to include more than package delivery. Our logistics and distribution capabilities give companies the power to easily expand their businesses to new markets around the world. By leveraging our international infrastructure, UPS enables our customers to bridge time zones, cultures, distances and languages to keep the entire supply chain moving smoothly.

We serve the global market for logistics services, which include transportation, distribution, forwarding, ground, ocean and air freight, brokerage and financing. We have three reportable segments: U.S. Domestic Package, International Package and Supply Chain & Freight, all of which are described below. For financial information concerning our reportable segments and geographic regions, refer to note 11 of our consolidated financial statements.

Business Strategy

Customers leverage our broad array of logistics capabilities; global presence in North America, Europe, Asia and Latin America; reliability; industry-leading technologies; and solutions expertise for competitive advantage in markets where they choose to compete. We prudently invest to expand our integrated global network and our service portfolio. Technology investments create user-friendly shipping, e-commerce, logistics management and visibility tools for our customers, while supporting UPS's ongoing efforts to increase operational efficiencies.

Our service portfolio and investments are rewarded with among the best returns on invested capital and operating margins in the industry. We have a long history of sound financial management. Our consolidated balance sheet reflects financial strength that few companies can match. As of December 31, 2013, we had a balance of cash and marketable securities of approximately $5.245 billion and shareowners' equity of $6.488 billion. Our Moody's and Standard & Poor's short-term credit ratings are P-1 and A-1, respectively. Our Moody's and Standard & Poor's long-term credit ratings are Aa3 and A+, respectively. We currently have a negative outlook from Standard & Poor's and a stable outlook from Moody's. Cash generation is a significant strength of UPS. This gives us strong capacity to service our obligations and allows for distributions to shareowners, reinvestment in our businesses and the pursuit of growth opportunities.

We enable and are the beneficiaries of the following trends:

Expansion of Global Trade

Transcontinental and trade across borders is predicted to grow at rates that are in excess of the growth rates of U.S. and global gross domestic production for the foreseeable future. As a result, U.S. and international economies are becoming more inter-connected and dependent on foreign trade.

UPS plays an important role in global trade and is well positioned to take advantage of trade growth, wherever it occurs. Our global presence and productivity enhancing technologies allow customers to expand into new markets. We advocate the expansion of free trade, including the passage of regional trade pacts and the removal of trade barriers. Free trade is a catalyst for job creation, economic growth and improved living standards; additionally, it propels our growth.

Emerging Market Growth

Emerging market opportunities continue to expand. Over the next 15 years, these markets are expected to represent nearly three quarters of global GDP growth, and an increasing proportion of global trade. Emerging markets are understandably a focus of investment and growth for our current customers; in addition, they will be a source of UPS's next generation of customers. To take advantage of these opportunities, UPS will continue to make long-term investments in markets where our customers choose to grow. Over the past ten years, UPS has established a strong market presence in three leading emerging markets: China, Poland, and Turkey. Going forward, the Middle East, Latin America, Africa, and Eastern Europe will become increasingly important for UPS.

Taken together, these two trends (expanding global trade and emerging market growth) underscore why our international business is a catalyst for UPS's growth.

Increasing need for segment expertise in the integrated carrier space

We provide repeatable, scalable sector solutions for our customers. We invest in global capabilities and create value propositions for certain industries where there is a fit between our customers' needs and our offerings. Segments where we bring differentiated value propositions include health care, high-tech, automotive & industrial manufacturing, retail, government, professional and consumer services. By identifying impactful trends, challenges, and opportunities, we are able to apply deep supply chain and segment-specific experience to benefit our customers. We incorporate our insights into our sales-and-solution process, and share these insights in company-sponsored forums and publications. By continuing to learn and share what we know, we not only maintain our competitiveness but also help our customers achieve their business objectives.

The health care industry faces complex challenges, including the continuing expiration of drug patents and the shifting landscape of regulatory requirements and drug pricing controls that differ by country. The recent introduction of the Drug Quality and Security Act in the U.S., and the earlier passage of new Good Distribution Practice guidelines in Europe, are two examples of this. To counter these challenges, many pharmaceutical companies have embarked on global expansion strategies that require infrastructure. UPS has aligned our resources to serve these needs through a well-developed supply chain management capability that is designed to satisfy regulatory and compliance requirements. Over the past two years, we opened 14 new dedicated health care facilities on four continents. We also expanded our health care network in North America, and are in the process of expanding our presence in Brazil and Mexico. In total, we currently operate nearly 6.5 million square feet of dedicated health care distribution space across an integrated network of 42 facilities. These facilities allow us to provide reliable, secure, cost-effective warehousing and distribution for pharmaceutical firms' supply chains, which, in turn, allow them to easily navigate across and within borders.

We also continue to invest in innovative health care focused transportation solutions, including "UPS Temperature True" and "UPS Proactive Response Secure":

- UPS Temperature True - an air freight solution specifically designed to safeguard temperature-sensitive shipments using a portfolio of specialized containers with passive, semi-active, or active refrigeration. This service incorporates monitoring intervention capabilities and provides door-to-door transportation of sensitive products in accordance with precise, measurable operating procedures. In 2013, UPS expanded its Temperature True offering with two additional service levels:

    1. "Temperature True Standard", which provides an ideal solution for air freight passive containers requiring either refrigerated or controlled room temperatures; and

    2. "Temperature True Saver", which is a pioneering temperature-sensitive solution for Ocean Freight shippers.

    We also launched UPS Temperature True Packaging to help our small package and freight customers design, validate, and procure their cold chain packaging.

- UPS Proactive Response Secure - safeguards the most valuable time- and temperature-sensitive items in the supply chain with contingency plans and financial risk mitigation. In addition to our basic Proactive Response service, insurance capabilities through UPS Capital are available; this is a unique offering in the marketplace.

We will continue to expand our sector offerings, growing not only our physical and market footprint, but also our expertise and technologies to support industry-specific needs. Our growth strategy is to increase the number of customers benefiting from these sector solutions and gain their associated transportation and logistics business.

Logistics Outsourcing

Outsourcing supply chain management is becoming more prevalent, as customers increasingly view professional management and operation of their supply chains as a strategic advantage. This trend enables companies to focus on what they do best. We can meet our customers' needs for outsourced logistics with our global capabilities in customized forwarding, transportation, warehousing, distribution, delivery and post-sales services. As we move deeper into customers' supply chains, we do so with a shared vision on how to best equip our customers with transportation and logistics solutions to better serve their customers. We integrate our technology for efficiencies, visibility and control to ensure that we execute as promised and to provide peace of mind for our customers.

Retail e-Commerce Growth

Throughout much of the world, e-commerce growth continues to outpace traditional lines of business. Our integrated network puts UPS in an ideal position to capitalize on this shift towards residential deliveries. We continue to create new services, supported by UPS technology, that complement the traditional UPS premium home delivery service to address the needs of e-commerce shippers and consignees. Our offerings span a broad spectrum that supports retailers across their value chain, from global sourcing to distribution and returns. We offer cost-sensitive solutions such as UPS SurePost, for shipments where economy takes precedence over speed, and feature-rich solutions, such as our UPS My Choice service that provides consignees with revolutionary visibility and control of their inbound shipments.

With UPS My Choice, consignees may direct the timing and location of their deliveries before a delivery attempt is made. Premium features include online delivery planners, detailed driver instructions, alternate delivery locations and a two-hour delivery window. Delivery alerts come via the channel chosen by the consignee—email, SMS text, mobile push, and Facebook notifications. We strive to give our customers that ship using UPS My Choice the best delivery experience in the industry—delivery on the first attempt, where and when their customers want it.

In 2013, we further broadened our European business-to-consumer service portfolio by leveraging our Kiala acquisition to create a retail network in the UK and Germany under the brand name "UPS Access Points." Our integrated Access Point network has grown to 11,300 locations across seven European countries, with over 13,000 planned for 2014. This move enhances our cross-border e-commerce offerings for merchants, while also increasing choice for their consumers, who can opt to pick up or drop off their parcels at a retail location convenient to them. Another way that we are facilitating cross-border trade is through our Global e-Commerce Solution, which gives retailers the capability to provide landed cost in local currency with harmonized tariffs. We will continue to make strategic investments in this area that benefit both shippers and consignees, whose influence continues to increase as e-commerce grows.

Technology

Technology powers logistics. We bring industry-leading UPS technology to our customers who, in turn, realize increased productivity, greater control of their supply chains and improved customer experience when they integrate with our technology. Customers benefit through offerings such as:

- UPS Quantum View, which can help customers better manage shipments, facilitate tracking, allow for inbound volume planning, manage third-party shipping costs and automatically notify customers of incoming shipments. With visibility into transit times and delivery confirmations, customers can speed up their revenue cycle and collect accounts receivables more quickly.
- WorldShip, which is UPS's flagship desktop shipping application, provides middle market and large customers with robust shipping capabilities. Customers can create custom labels, set up shipment alerts, create and upload customs documentation, track and export shipments, create reports and integrate with their enterprise resource planning and accounting systems to streamline shipping with real-time connectivity.
- UPS Paperless Invoice, which enables customers to submit a commercial invoice electronically when shipping internationally. This eliminates redundant data entry and errors, while reducing customs holds and paper waste.
- UPS Access Point, which provides our customers a convenient alternative to home delivery, allows customers to use shops, convenience stores and other retail locations as a delivery location and a drop off location for return packages. These locations make picking up packages more convenient with extended hours, weekend accessibility and security.
- UPS My Choice, which focuses on the consignee, has transformed the residential delivery experience. Receivers can direct the timing and circumstances of their deliveries using their computer, mobile devices or a new Facebook app. This innovative service is powered by the complex integration of real-time route optimization and other technologies with our delivery network. Two years after launching UPS My Choice, we now have nearly 7 million members.
- UPS Mobile, which includes the mobile website, m.ups.com, and apps for iPhone, iPad, Android and Kindle Fire devices, is readily available for any customer at any time. Customers can track, ship, find UPS locations, manage UPS My Choice shipments and receive shipment notifications with the convenience of their mobile devices.
- UPS OrderLink, which allows multiple-marketplace online auction sellers to ship their orders via ups.com. UPS OrderLink provides simplified shipment processing, access to multiple payment options, including PayPal, and access to order and shipment history.
- The UPS Developer Kit, which is comprised of multiple Application Programming Interfaces ("APIs"), helps customers streamline and automate their internal business processes. The UPS Developer Kit APIs allow customers to integrate a wide range of UPS functionality into their business systems and websites such as address validation, shipment scheduling, selection of shipping service levels, tracking and much more.
- The UPS Billing Center, which is a secure location for customers to view, download, manage and pay their UPS invoices, helps customers accelerate their billing and payment processes. Customers can assign privileges with administrative controls, manage multiple accounts and create reports using a single simple interface.

Technology forms the foundation of our reliability and allows us to enhance the customer experience. Technology delivers value to our customers and returns to our shareholders. Recent developments that improve our operational efficiency, flexibility, reliability and customer experience include:

- Continuing to rollout telematics to our delivery (domestic and international), freight forwarding and tractor-trailer fleet. Telematics helps UPS determine a truck's performance and condition by capturing data on more than 200 elements, including speed, RPM, oil pressure, seat belt use, number of times the vehicle is placed in reverse and idling time. Together, improved data and driver coaching help reduce fuel consumption, emissions and maintenance costs, while improving driver safety. Additionally, customers experience more consistent pickup times and more reliable deliveries, thereby enhancing their profitability and competitiveness. By the end of 2013, telematics had been installed in over 80,000 vehicles.
- Implementing our On Road Integrated Optimization and Navigation system ("ORION"), which employs advanced algorithms to determine the optimal route for each delivery while meeting service commitments.
- Converting to keyless entry, which enables drivers to remotely turn the engine off with a button that will unlock the bulkhead door at the same time. In 2013, keyless entry had been installed on all package cars.
- Ramping up installations of our Next Generation Small Sort ("NGSS") technology, which reduces the amount of memorization required to sort a package, thereby improving productivity and quality. Employees sort packages to bins tagged with flashing lights, rather than memorizing addresses, allowing us to dramatically reduce training time.

Reporting Segments and Products & Services

As a global leader in logistics, UPS offers a broad range of domestic and export delivery services; the facilitation of international trade; and the deployment of advanced technology to more efficiently manage the world of business. We seek to streamline our customers' shipment processing and integrate critical transportation information into their own business processes, helping them to create supply chain efficiencies, better serve their customers and improve their cash flows.

Global Small Package

UPS's global small package operations provide time-definite delivery services for express letters, documents, small packages and palletized freight via air and ground services. We provide domestic delivery services within 54 countries and export services to more than 220 countries and territories around the world. We handle packages that weigh up to 150 pounds and are up to 165 inches in combined length and girth as well as palletized shipments weighing greater than 150 pounds. All of our package services are supported by numerous shipping, visibility and billing technologies.

UPS handles all levels of service (air, ground, domestic, international, commercial, residential) through one global integrated pickup and delivery network. All packages are commingled within our network, except when necessary to meet their specific service commitments. This enables one UPS driver to pick up our customers' shipments, for any of our services, at the same scheduled time each day. Compared to companies with single service network designs, our integrated network uniquely provides operational and capital efficiencies while being more environmentally-friendly.

We offer same-day pickup of air and ground packages upon request. Customers can schedule pickups for one to five days a week, based on their specific needs. Additionally, we provide our customers with easy access to UPS, with over 157,000 domestic and international entry points including: 39,000 drop boxes; 1,500 customer centers; 4,800 independently owned and operated locations of The UPS Store worldwide; 11,300 Kiala and UPS Access Point locations; 11,400 authorized shipping outlets and commercial counters; 5,500 alliance locations; and 83,900 UPS drivers who can accept packages provided to them.

The growth of online shopping has increased our customers' needs for efficient and reliable returns, resulting in our development of a robust selection of returns services that are available in 150 countries. Options vary based on customer needs and country, and range from cost-effective solutions such as UPS Returns, to more-specialized services such as UPS Returns Exchange. UPS Returns enables shippers to provide their customers with a return shipping label, while UPS Returns Exchange simplifies product exchanges by delivering a replacement item and picking up a return item in the same stop, and assisting with the re-packaging process.

We operate one of the largest airlines in the world, with global operations centered at our Worldport hub in Louisville, Kentucky. Worldport sort capacity, currently at 416,000 packages per hour, has expanded over the years due to volume growth and a centralization effort. Our European air hub is located in Cologne, Germany, and we maintain Asia-Pacific air hubs in Shanghai, China; Shenzhen, China; and Hong Kong. Our regional air hub in Canada is located in Hamilton, Ontario, and our regional air hub for Latin America and the Caribbean is in Miami, Florida.

In the U.S., Worldport is supported by our regional air hubs in Columbia, South Carolina; Dallas, Texas; Ontario, California; Philadelphia, Pennsylvania; and Rockford, Illinois. This network design allows for cost-effective package processing in our most technology-enabled facilities while enabling us to use fewer, larger and more fuel-efficient aircraft. Our U.S. ground fleet serves all business and residential zip codes in the contiguous U.S.

U.S. Domestic Package Reporting Segment

UPS is a leader in time-definite, money-back guaranteed, small package delivery services. We offer a full spectrum of U.S. domestic guaranteed ground and air package transportation services. Depending on the delivery speed needed, customers can select from a range of guaranteed time and day-definite delivery options.

- Customers can select from same day, next day, two day and three day delivery alternatives. Many of these services offer options that enable customers to specify a time-of-day guarantee for their delivery (e.g. by 8:30, 10:30, noon, end of day, etc.).
- Customers can also leverage our extensive ground network to ship using our day-definite guaranteed ground service that serves every U.S. business and residential address. UPS delivers more ground packages than any other carrier, with nearly 12 million ground packages delivered on time every day in the U.S., most within one to three business days.
- UPS also offers UPS SurePost, an economy residential ground service for customers with non-urgent, light weight residential shipments. UPS SurePost is a contractual residential ground service that combines the consistency and reliability of the UPS Ground network with final delivery provided by the U.S. Postal Service.

International Package Reporting Segment

Our International Package reporting segment includes the small package operations in Europe, Asia, Canada and Latin America, the Indian sub-continent, Middle East and Africa. UPS offers a wide selection of guaranteed day and time-definite international shipping services.

- We offer three guaranteed time-definite express options (Express Plus, Express and Express Saver) to more locations than any other carrier.
- In 2013, we introduced UPS Worldwide Express Freight for palletized shipments over 150 pounds from 38 points of origin to 42 points of destination. This service meets the needs of international customers that have palletized freight shipments and require the same speed and reliability as our international express package service. UPS Worldwide Express Freight leverages our unique combination of package and freight networks to provide industry leading transit times with a money-back guarantee.
- For international shipments that do not require express services, UPS Worldwide Expedited offers a reliable, deferred, guaranteed day-definite service option. In 2013, we tripled the coverage area for UPS Worldwide Expedited, providing delivery in two-to-five business days to more than 220 countries and territories. This expansion will help UPS customers magnify their global reach and balance delivery speed with cost, no matter where they ship.
- For cross-border ground package delivery, we offer UPS Transborder Standard delivery services within Europe, between the U.S. and Canada and between the U.S. and Mexico.

Europe, our largest region outside of the U.S., accounts for roughly half of international revenue and is one of the primary drivers of our growth. Several factors provide us significant additional opportunities, including the highly fragmented nature of the market and the fact that exports make up a significant part of Europe's GDP. We believe there is a continued strong potential for growth in small package exports in Germany, the U.K., France, Italy, Spain and the Netherlands. To accommodate this strong growth, we will complete the expansion of our main European air hub in Cologne, Germany in the first quarter of 2014; it will have the capacity to process 190,000 packages per hour.

Asia remains attractive due to growth rates in intra-Asia trade and the rapidly-expanding Chinese economy. We are bringing faster time-in-transit to customers focused on intra-Asia trade, and reducing transit days from Asia to Europe. Through added flight frequencies, we provide our customers the ability to ship next day to more places in Europe, guaranteed, than any other express carrier. We are continuing to build our presence in China through the expansion of our service capabilities, investing in our transportation network and strengthening brand awareness. Additionally, we serve more than 40 Asia-Pacific countries and territories through more than two dozen alliances with local delivery companies that supplement company-owned operations.

Additional International highlights include the following:

- In South and Central America, we benefit from the strong regional economy. Our offerings include express package delivery in major cities as well as distribution and forwarding.
- In 2013, we purchased the assets and operations of two Costa Rican based firms: small package delivery company Union Pak de Costa Rica, S.A., and brokerage company SEISA Brokerage. Both companies have long-standing relationships with UPS as Authorized Service Contractors (ASC). These additions will allow us to better connect Costa Rica's expanding economy to regional and world markets through the UPS network. For Costa Rican shippers, UPS will be better positioned to provide customers one source for small package, freight forwarding, brokerage, and contract logistics, with a stronger link to UPS's global transportation network. Access to multi-modal services including ocean and air freight will improve customers' ability to ship across borders, boosting export trade lanes within Latin America and to the U.S.
- We continue to grow our business organically in Mexico. We are well positioned with freight, domestic, international and distribution services. We opened ten new UPS Express centers in Mexico, located in strategic zones including Monterrey, Tijuana, Chihuahua, Veracruz, León, and Distrito Federal. These new centers are aimed at increasing our presence among small and medium enterprises and the retail sector.
- We became the first global express delivery company to have a wholly-owned subsidiary in Vietnam, following our acquisition of the 49% interest held by VN Post Express in our express delivery joint venture. This change allows us to better connect Vietnam's rapidly expanding economy to world markets through the UPS network.
- In February 2012, we broadened our European business-to-consumer service portfolio by acquiring Kiala S.A., a Belgium-based developer of a platform that enables e-commerce retailers to offer consumers the option of having goods delivered to a convenient retail location.

Supply Chain & Freight Reporting Segment

The Supply Chain & Freight segment consists of our forwarding and logistics services, our UPS Freight business, and our financial offerings through UPS Capital. Supply chain complexity creates demand for a global service offering that incorporates transportation, distribution and international trade and brokerage services, with financial and information services. We meet this demand by offering a broad array of supply chain services in over 195 countries and territories, which are described below.

The 2011 acquisition of Italy-based Pieffe Group (“Pieffe”) supports our global health care strategy, which has enabled us to make investments to better serve our growing customer base in the pharmaceutical, biotech and medical device industries. Pieffe is a pharmaceutical logistics business with more than 35 years of experience offering high-quality storage, distribution and cold chain solutions to some of the world’s leading pharmaceutical brands.

Our 2013 purchase of Hungary-based pharmaceutical logistics company, CEMELOG Zrt ("Cemelog"), is part of our ongoing global growth and investment strategy. This acquisition further strengthens UPS's health care reach and expertise in Europe, enabling comprehensive, compliant services to customers in the pharmaceutical, biotech, and medical device industries across the increasingly important markets of Central and Eastern Europe.

We expanded our presence in China with the addition of two new contract logistics facilities in Chengdu and Shanghai, bringing the total to more than 130 owned and agent contract logistics facilities, covering 87 cities. These facilities provide distribution and warehousing solutions to shippers who want to reach customers within China and demonstrate our continued commitment to serving China's emerging middle class. UPS also opened our new health care facility in Hangzhou, Zhejiang Province, China; this move represents a significant expansion of our Asia health care distribution network. This state-of-the-art facility has industry-leading technology to maintain product safety and integrity and is designed to offer seamless, global solutions to health care companies looking to expand into, transport within, and export from China.

Freight Forwarding

UPS is one of the largest U.S. domestic air freight carriers and among the top international air freight forwarders globally. UPS offers a portfolio of guaranteed and non-guaranteed global air freight services. Additionally, as one of the world’s leading non-vessel operating common carriers, UPS also provides ocean freight full-container load and less-than container load shipments between most major ports around the world.

Customs Brokerage

UPS is among the world's largest customs brokers by both the number of shipments processed annually and by the number of dedicated brokerage employees worldwide. We provide our customers with customs clearance, trade management and international trade consulting services.

Logistics and Distribution

UPS Logistics offers the following:

- Distribution Services: UPS's comprehensive distribution services are provided through a global network of distribution centers that manage the flow of goods from receiving to storage and order processing to shipment. UPS also provides many specialized services to streamline supply chains in the health care, high tech, retail and aerospace industries. Together, these services allow companies to save time and money by minimizing their capital investment and positioning products closer to their customers.
- Post Sales: Post Sales services support goods after they have been delivered or installed in the field. The four core service offerings within Post Sales include: (1) Critical Parts Fulfillment; (2) Reverse Logistics; (3) Test, Repair, and Refurbish; and (4) Network and Parts Planning. We leverage our global distribution network of over 950 field stocking locations to ensure that the right type and quantity of our customers' stock is in the right locations to meet the needs of their end-customers. This service allows our customers to maximize service while reducing costs.
- UPS Mail Innovations: UPS Mail Innovations offers an efficient, cost-effective method for sending lightweight parcels and flat mail to global addresses from the U.S. We pick up customers' domestic and international mail, and then sort, post, manifest and expedite the secured mail containers to the destination postal service for last-mile delivery.

UPS Freight

UPS Freight offers regional, inter-regional and long-haul less-than-truckload ("LTL") services, as well as full truckload services, in all 50 states, Canada, Puerto Rico, Guam, the U.S. Virgin Islands and Mexico. UPS Freight provides reliable LTL service backed by a day-definite, on-time guarantee at no additional cost. Additionally, many user-friendly small package technology offerings are available for freight. Applications such as UPS WorldShip, Billing Center, and Quantum View allow customers to process and track LTL shipments, create electronic bills of lading and reconcile billing.

UPS Capital

UPS Capital offers a range of services, including export and import financing to help improve cash flow, risk mitigation offerings to protect goods, as well as payment solutions that help speed the conversion cycle of payments.

Sustainability

UPS's business and corporate responsibility strategies pursue a common interest to increase the vitality and environmental sustainability of the global economy by aggregating the shipping activity of millions of businesses and individuals worldwide into a single, highly efficient logistics network. This provides benefits to:

- UPS, by ensuring strong demand for our services.
- The economy, by making global supply chains more efficient and less expensive.
- The environment, by enabling our global customers to leverage UPS's carbon efficiency and thereby reduce the carbon intensity of their supply chains.

We pursue sustainable business practices worldwide through operational efficiency, fleet advances, facility engineering projects, and conservation-enabling technology and service offerings. We help our customers to do the same.

In 2013, we conducted our second corporate materiality assessment. We once again worked with the non-profit organization Business for Social Responsibility ("BSR") to evaluate significant sustainability issues (economic, environmental and social), and ranked each issue by importance based on multiple stakeholder feedback. We then worked with BSR to update our materiality matrix by mapping the issues on a grid with two axes: "Importance to Stakeholder" and "Influence on Business Success". The materiality matrix is used to aid in prioritizing our sustainability strategy.

Sustainability highlights in 2013 include:

- Recognized by Fortune Magazine as one of the “World’s Most Admired” companies in 2013.
- One of Corporate Responsibility’s “100 Best Corporate Citizens” for the 4th consecutive year.
- Recognized by Ethisphere Institute as one of the “World’s Most Ethical Companies”.
- Named to Interbrands “Best Global Brands” for the 9th consecutive year. We ranked in the Top 100 in brand value around the world (#27) and were the only company in the transportation sector to make the list in 2013.
- Recognized as a constituent of the Dow Jones Sustainability North America Index for the 9th consecutive year; in addition, we were included on the Dow Jones Sustainability World Index for the first time since 2006.
- Recognized as a constituent of the NASDAQ OMX and the STOXX NASDAQ OMX Global Sustainability Index for the 4th consecutive year.
- One of America’s Top Organizations for Multicultural Business Opportunities by DiversityBusiness.com.
- Achieved a score of 99% in response to the Carbon Disclosure Project for the 3rd consecutive year.

More information on how UPS addresses its most significant sustainability issues is available in the UPS Corporate Sustainability Report and on the UPS Sustainability website.

Community

We believe that strong communities are vital to the success of our company. By combining our philanthropy with the volunteer time and talents of our employees, UPS helps drive positive change for organizations and communities in need across the globe. The highlights of our corporate citizenship efforts in 2013 include:

- Local non-profits around the world received more than 1.8 million hours of volunteer service from UPS employees participating in our Neighbor-to-Neighbor program.
- The UPS Foundation, which oversees corporate citizenship efforts for the company, invested $102 million in donations of both cash and in-kind services to global causes primarily in four focus areas—community safety, environmental sustainability, diversity and volunteerism.
- UPS employees, both active and retired, contributed $51 million to United Way in 2013 which was matched by a corporate contribution of $8 million.
- Through The UPS Foundation we have the opportunity to support our global communities to offset carbon, support clean water, reduce poverty and help individuals sustain their lives through the planting of trees. The UPS Global Tree Planting initiative is the signature program of The UPS Foundation’s Environmental Focus area. In 2013, we supported the planting of 1.3 million trees worldwide.
- UPS continued to aid communities impacted by disasters through our UPS Humanitarian Relief program, by providing our logistics expertise, skilled volunteers, capacity building support and in-kind services. In 2013, UPS coordinated more than 250 humanitarian relief shipments across 46 countries and provided funding and logistics support to strengthen long-term recovery efforts of communities impacted by Hurricane Sandy, the Oklahoma Tornados, Typhoon Haiyan in the Philippines, flooding in Colorado, Mexico and India as well as families displaced by the Syrian Refugee Crisis.
- Thousands of teenagers and novice drivers in the U.S., Canada, the U.K., and Germany participated in UPS Road Code. This safety program for new drivers features UPS employees as instructors – a role where they share driving knowledge and safety tips amassed over our long history of safe driving.

Reputation

Great brands require connecting with customers. In working to develop these connections, we have once again received high accolades from independent brand evaluations. In 2013, we were pleased that UPS earned the top rating in our industry on Interbrand’s Best Global Brands and Millward Brown's BrandZ Most Valuable Global Brands. UPS also was named to industry-leading positions in Fortune Magazine’s Most Admired and Harris Interactive’s Reputation Quotient surveys.

Employees

The strength of our company is our people, working together with a common purpose. We had approximately395,000 employees (excluding temporary seasonal employees) as of December 31, 2013, of which 318,000 are in the U.S. and 77,000 are located internationally. Our global workforce includes approximately71,000 management employees (37% of whom are part-time) and 324,000 hourly employees (48% of whom are part-time).

As of December 31, 2013, we had approximately 253,000 employees employed under a national master agreement and various supplemental agreements with local unions affiliated with the International Brotherhood of Teamsters ("Teamsters"). In April 2013, we reached a tentative agreement with the Teamsters on two new national master agreements in the U.S. Domestic Package and UPS Freight business units, both of which are retroactive to August 1, 2013 and will remain effective through July 31, 2018. Before expiration of the existing national master agreements, the Company and the Teamsters agreed to extensions of both existing five-year national master agreements and all supplemental agreements. The extensions are open-ended and can be terminated by either party on thirty days' notice.

UPS Teamster-represented employees in the U.S. Domestic Package business unit subsequently voted to approve the new national master agreement in June 2013, while several local U.S. Domestic Package supplemental agreements require additional negotiation and approval before ratification occurs. As of February 2014, there were a total of six supplemental agreements that still have to be approved before ratification. We anticipate that the remaining agreements will be voted upon in the coming months.

The UPS Freight business unit ratified its national master agreement in January 2014.

We have approximately 2,600 pilots who are employed under a collective bargaining agreement with the Independent Pilots Association (“IPA”), which became amendable at the end of 2011. In February 2014, UPS and the IPA requested mediation by the National Mediation Board for the ongoing contract negotiations.

Our airline mechanics are covered by a collective bargaining agreement with Teamsters Local 2727, which became amendable onNovember 1, 2013. In addition, approximately 3,100 of our ground mechanics who are not employed under agreements with the Teamsters are employed under collective bargaining agreements with the International Association of Machinists and Aerospace Workers (“IAM”). Our agreement with the IAM runs through July 31, 2014.

The experience of our management team continues to be an organizational strength. Nearly 37% of our full-time managers have more than 20 years of service with UPS.

We believe that our relations with our employees are good. We periodically survey all our employees to determine their level of job satisfaction. Areas of concern receive management attention as we strive to keep UPS the employer-of-choice among our employees. We consistently receive numerous awards and wide recognition as an employer-of-choice, resulting in part from our emphasis on diversity and corporate citizenship.

Safety

Health and Safety is a core value at UPS and an enduring belief that the wellbeing of our people, business partners, and the public is of utmost importance. We train our people to avoid injury to themselves and others in all aspects of their work. We do not tolerate unsafe work practices.

We use an all-encompassing Comprehensive Health and Safety Process ("CHSP") to prevent occupational illnesses, injuries, and auto crashes, as well as promote wellness through the development of workplace programs. The foundation of this process is our co-chaired employee and management health and safety committees. Together they conduct facility and equipment audits, perform work practice and behavior analysis, conduct training, and recommend work process and equipment changes.

The components of CHSP are:

- *Personal Value* - Which is the foundation and forms the base of our safety and wellness culture.
- *Management Commitment and Employee Involvement* - Where employees take an active role in their own safety as well as their fellow workers and are supported by management.
- *Work Site Analysis* - Which includes injury and auto crash data analysis, behavior observations, and facility and equipment audits to identify gaps and develop solutions. Our operations managers are responsible for their employees' safety results. We investigate every injury and auto crash and develop prevention activities.
- *Hazard Prevention and Control* - Where solutions are developed and documented to ensure identified risks have been mitigated.
- *Safety Education and Training* - Employees who are healthy and well-trained in proper methods are more safe and efficient in performing their jobs. Our approach starts with training the trainer. All trainers are certified to ensure that they have the skills and motivation to effectively instruct new employees. All new employees receive safety training during orientation and in the work area. In addition, each new driver receives extensive classroom and online instruction, as well as on-road training.

Other components to ensure the safety of our fleet include:

- *Recognition* - We have a well-defined safe driving honor plan to recognize our drivers when they achieve accident-free milestones. We have more than 7,200 drivers enshrined in our coveted Circle of Honor for drivers who have driven 25 years or more without an avoidable auto crash.
- *Preventive Maintenance* - We have a comprehensive Preventive Maintenance Program to ensure the safety of our fleet. Our fleet is managed and monitored electronically to ensure that each vehicle is serviced at a specific time to prevent malfunction or breakdown.

Competition

We are the largest package delivery company in the world, in terms of both revenue and volume. We offer a broad array of services in the package and freight delivery industry and, therefore, compete with many different local, regional, national and international companies. Our competitors include worldwide postal services, various motor carriers, express companies, freight forwarders, air couriers and others. Through our supply chain service offerings, we compete with a number of participants in the supply chain, financial services and information technology industries.

Competitive Strengths

Our competitive strengths include:

Integrated Global Network. We believe that our integrated global ground and air network is the most extensive in the industry. We handle all levels of service (air, ground, domestic, international, commercial, residential) through a single pickup and delivery service network.

Our sophisticated engineering systems allow us to optimize our network efficiency and asset utilization on a daily basis. This unique, integrated global business model creates consistent and superior returns.

We believe we have the most comprehensive integrated delivery and information services portfolio of any carrier in Europe. In other regions of the world, we rely on both our own and local service providers' capabilities to meet our service commitments.

Global Presence. UPS serves more than 220 countries and territories around the world. We have a presence in all of the world's major economies.

Leading-edge Technology. We are a global leader in developing technology that helps our customers optimize their shipping and logistics business processes to lower costs, improve service and increase efficiency.

Technology powers virtually every service we offer and every operation we perform. Our technology offerings are initiated by our customers' needs. We offer a variety of online service options that enable our customers to integrate UPS functionality into their own businesses not only to send, manage and track their shipments conveniently, but also to provide their customers with better information services. We provide the infrastructure for an Internet presence that extends to tens of thousands of customers who have integrated UPS tools directly into their own web sites.

Broad Portfolio of Services. Our portfolio of services enables customers to choose the delivery option that is most appropriate for their requirements. Increasingly, our customers benefit from business solutions that integrate many UPS services in addition to package delivery. For example, our supply chain services—such as freight forwarding, customs brokerage, order fulfillment, and returns management—help improve the efficiency of the supply chain management process.

Customer Relationships. We focus on building and maintaining long-term customer relationships. We serve1.5 million pick-up customers and 7.9 million delivery customers daily. Cross-selling small package, supply chain and freight services across our customer base is an important growth mechanism for UPS.

Brand Equity. We have built a leading and trusted brand that stands for quality service, reliability and product innovation. The distinctive appearance of our vehicles and the professional courtesy of our drivers are major contributors to our brand equity.

Distinctive Culture. We believe that the dedication of our employees results in large part from our distinctive "employee-owner" concept. Our employee stock ownership tradition dates from 1927, when our founders, who believed that employee stock ownership was a vital foundation for successful business, first offered stock to employees. To facilitate employee stock ownership, we maintain several stock-based compensation programs.

Our long-standing policy of "promotion from within" complements our tradition of employee ownership, and this policy reduces the need for us to hire managers and executive officers from outside UPS. The majority of our management team began their careers as full-time or part-time hourly UPS employees, and have spent their entire careers with us. Many of our executive officers have more than 30 years of service with UPS and have accumulated a meaningful ownership stake in our company. Therefore, our executive officers have a strong incentive to effectively manage UPS, which benefits all our shareowners.

Financial Strength. Our balance sheet reflects financial strength that few companies can match. Our financial strength gives us the resources to achieve global scale; to invest in employee development, technology, transportation equipment and facilities; to pursue strategic opportunities that facilitate our growth; to service our obligations; and to return value to our shareowners in the form of dividends and share repurchases.

Government Regulation

Air Operations

The U.S. Department of Transportation ("DOT"), the Federal Aviation Administration ("FAA"), and the U.S. Department of Homeland Security, through the Transportation Security Administration ("TSA"), have regulatory authority over United Parcel Service Co.'s ("UPS Airlines'") air transportation services. The Federal Aviation Act of 1958, as amended, is the statutory basis for DOT and FAA authority and the Aviation and Transportation Security Act of 2001, as amended, is the basis for TSA aviation security authority.

The DOT's authority primarily relates to economic aspects of air transportation, such as discriminatory pricing, non-competitive practices, interlocking relations and cooperative agreements. The DOT also regulates, subject to the authority of the President of the United States, international routes, fares, rates and practices, and is authorized to investigate and take action against discriminatory treatment of U.S. air carriers abroad. International operating rights for U.S. airlines are usually subject to bilateral agreement between the U.S. and foreign governments. UPS Airlines has international route operating rights granted by the DOT and we may apply for additional authorities when those operating rights are available and are required for the efficient operation of our international network. The efficiency and flexibility of our international air transportation network is dependent on DOT and foreign government regulations and operating restrictions.

The FAA's authority primarily relates to safety aspects of air transportation, including aircraft operating procedures, transportation of hazardous materials, record keeping standards and maintenance activities, and personnel. In 1988, the FAA granted us an operating certificate, which remains in effect so long as we meet the safety and operational requirements of the applicable FAA regulations. In addition, we are subject to non-U.S. government regulation of aviation rights involving non-U.S. jurisdictions, and non-U.S. customs regulation.

FAA regulations mandate an aircraft corrosion control program, along with aircraft inspection and repair at periodic intervals specified by approved programs and procedures, for all aircraft. Our total expenditures under these programs for 2013 were not material. The future cost of repairs pursuant to these programs may fluctuate according to aircraft condition, age and the enactment of additional FAA regulatory requirements.

The TSA regulates various security aspects of air cargo transportation in a manner consistent with the TSA mission statement to “protect the Nation’s transportation systems to ensure freedom of movement for people and commerce.” UPS Airlines, and specified airport and off-airport locations, are regulated under TSA regulations applicable to the transportation of cargo in an air network. In addition, personnel, facilities and procedures involved in air cargo transportation must comply with TSA regulations.

UPS Airlines, along with a number of other domestic airlines, participates in the Civil Reserve Air Fleet (“CRAF”) program. Our participation in the CRAF program allows the U.S. Department of Defense (“DOD”) to requisition specified UPS Airlines wide-body aircraft for military use during a national defense emergency. The DOD compensates us for the use of aircraft under the CRAF program. In addition, participation in CRAF entitles UPS Airlines to bid for military cargo charter operations.

Ground Operations

Our ground transportation of packages in the U.S. is subject to the DOT’s and the states’ jurisdiction with respect to the regulation of operations, safety, insurance and hazardous materials. We are subject to similar regulation in many non-U.S. jurisdictions.

The Postal Reorganization Act of 1970 created the U.S. Postal Service as an independent establishment of the executive branch of the federal government, and created the Postal Rate Commission, an independent agency, to recommend postal rates. The Postal Accountability and Enhancement Act of 2006 amended the 1970 Act to give the re-named Postal Regulatory Commission revised oversight authority over many aspects of the Postal Service, including postal rates, product offerings and service standards. We sometimes participate in the proceedings before the Postal Regulatory Commission in an attempt to secure fair postal rates for competitive services.

Customs

We are subject to the customs laws in the countries in which we operate, regarding the import and export of shipments, including those related to the filing of documents on behalf of client importers and exporters.

Environmental

We are subject to federal, state and local environmental laws and regulations across all of our business units. These laws and regulations cover a variety of processes, including, but not limited to: proper storage, handling, and disposal of hazardous and other waste; managing wastewater and stormwater; monitoring and maintaining the integrity of underground storage tanks; complying with laws regarding clean air, including those governing emissions; protecting against and appropriately responding to spills and releases; and communicating the presence of reportable quantities of hazardous materials to local responders. UPS has established site- and activity-specific environmental compliance and pollution prevention programs to address our environmental responsibilities and remain compliant. In addition, UPS has created numerous programs which seek to minimize waste and prevent pollution within our operations.

Other Regulations

We are subject to numerous other U.S. federal and state laws and regulations, in addition to applicable foreign laws, in connection with our package and non-package businesses in the countries in which we operate. These laws and regulations include those enforced by U.S. Customs and Border Protection and other agencies of the U.S. Department of Homeland Security, the U.S. Department of Treasury, the Federal Maritime Commission, the U.S. Drug Enforcement Administration, the U.S. Food and Drug Administration and the U.S. Department of Agriculture.

Where You Can Find More Information

UPS maintains a website at *www.ups.com*. Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934 are made available through our website *www.investors.ups.com* as soon as reasonably practical after we electronically file or furnish the reports to the SEC. Also available on the Corporation’s website are the Company’s Corporate Governance Guidelines and Committee Charters. However, information on these websites is not incorporated by reference into this report or any other report filed with or furnished to the SEC.

We have adopted a written Code of Business Conduct that applies to all of our directors, officers and employees, including our principal executive officer and senior financial officers. It is available in the governance section of the investor relations website, located at *www.investors.ups.com*. In the event that we make changes in, or provide waivers from, the provisions of the Code of Business Conduct that the SEC requires us to disclose, we intend to disclose these events in the governance section of our investor relations website.

Our Corporate Governance Guidelines and the charters for our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are also available in the governance section of the investor relations website.

Our sustainability report, which describes our activities that support our commitment to acting responsibly and contributing to society, is available at *www.sustainability.ups.com*. We provide the addresses to our Internet sites solely for the information of investors. We do not intend for any addresses to be active links or to otherwise incorporate the contents of any website into this report.

Item 1A. *Risk Factors*

You should carefully consider the following factors, which could materially affect our business, financial condition or results of operations. You should read these Risk Factors in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 and our Consolidated Financial Statements and related notes in Item 8.

General economic conditions, both in the U.S. and internationally, may adversely affect our results of operations.

We conduct operations in over 220 countries and territories. Our U.S. and international operations are subject to normal cycles affecting the economy in general, as well as the local economic environments in which we operate. The factors that create cyclical changes to the economy and to our business are beyond our control, and it may be difficult for us to adjust our business model to mitigate the impact of these factors. In particular, our business is affected by levels of industrial production, consumer spending and retail activity, and our business, financial position and results of operations could be materially affected by adverse developments in these aspects of the economy.

We face significant competition which could adversely affect our business, financial position and results of operations.

We face significant competition on a local, regional, national and international basis. Our competitors include the postal services of the U.S. and other nations, various motor carriers, express companies, freight forwarders, air couriers and others. Competition may also come from other sources in the future. Some of our competitors have cost and organizational structures that differ from ours and may offer services and pricing terms that we may not be willing or able to offer. If we are unable to timely and appropriately respond to competitive pressures, our business, financial position and results of operations could be adversely affected.

The transportation industry continues to consolidate and competition remains strong. As a result of consolidation, our competitors may increase their market share and improve their financial capacity, and may strengthen their competitive positions. Business combinations could also result in competitors providing a wider variety of services and products at competitive prices, which could adversely affect our financial performance.

Changes in our relationships with our significant customers, including the loss or reduction in business from one or more of them, could have an adverse impact on us.

No single customer accounts for 10% or more of our consolidated revenue. We do not believe the loss of any single customer would materially impair our overall financial condition or results of operations; however, collectively, some of these large customers might account for a relatively significant portion of the growth in revenue in a particular quarter or year. These customers can drive the growth in revenue for particular services based on factors such as: new customer product launches; the seasonality associated with the fourth quarter holiday season; business mergers and acquisitions; and the overall fast growth of a customer's underlying business. These customers could choose to divert all or a portion of their business with us to one of our competitors, demand pricing concessions for our services, require us to provide enhanced services that increase our costs, or develop their own shipping and distribution capabilities. If these factors drove some of our large customers to cancel all or a portion of their business relationships with us, it could materially impact the growth in our business and the ability to meet our current and long-term financial forecasts.

Our business is subject to complex and stringent regulation in the U.S. and internationally.

We are subject to complex and stringent aviation, transportation, environmental, security, labor, employment and other governmental laws and regulations, both in the U.S. and in the other countries in which we operate. In addition, our business is impacted by laws and regulations that affect global trade, including tariff and trade policies, export requirements, taxes and other restrictions and charges. Changes in laws, regulations and the related interpretations may alter the landscape in which we do business and may affect our costs of doing business. The impact of new laws and regulations cannot be predicted. Compliance with new laws and regulations may increase our operating costs or require significant capital expenditures. Any failure to comply with applicable laws or regulations in the U.S. or in any of the countries in which we operate could result in substantial fines or possible revocation of our authority to conduct our operations, which could adversely affect our financial performance.

Increased security requirements could impose substantial costs on us and we could be the target of an attack or have a security breach.

As a result of concerns about global terrorism and homeland security, governments around the world have adopted or may adopt stricter security requirements that will result in increased operating costs for businesses in the transportation industry. These requirements may change periodically as a result of regulatory and legislative requirements and in response to evolving threats. We cannot determine the effect that these new requirements will have on our cost structure or our operating results, and these rules or other future security requirements may increase our costs of operations and reduce operating efficiencies. Regardless of our compliance with security requirements or the steps we take to secure our facilities or fleet, we could be the target of an attack or security breaches could occur, which could adversely affect our operations or our reputation.

We may be affected by global climate change or by legal, regulatory or market responses to such a potential change.

Concern over climate change, including the impact of global warming, has led to significant federal, state and international legislative and regulatory efforts to limit greenhouse gas (“GHG”) emissions. For example, in the past several years, the U.S. Congress has considered various bills that would regulate GHG emissions. While these bills have not yet received sufficient Congressional support for enactment, some form of federal climate change legislation is possible in the future. Even in the absence of such legislation, the Environmental Protection Agency, spurred by judicial interpretation of the Clean Air Act, may regulate GHG emissions, especially aircraft or diesel engine emissions, and this could impose substantial costs on us. These costs include an increase in the cost of the fuel and other energy we purchase and capital costs associated with updating or replacing our aircraft or vehicles prematurely. Until the timing, scope and extent of any future regulation becomes known, we cannot predict its effect on our cost structure or our operating results. It is reasonably possible that such legislation or regulation could impose material costs on us. Moreover, even without such legislation or regulation, increased awareness and any adverse publicity in the global marketplace about the GHGs emitted by companies in the airline and transportation industries could harm our reputation and reduce customer demand for our services, especially our air services.

Strikes, work stoppages and slowdowns by our employees could adversely affect our business, financial position and results of operations.

A significant number of our employees are employed under a national master agreement and various supplemental agreements with local unions affiliated with the Teamsters. In addition, our airline pilots, airline mechanics, ground mechanics and certain other employees are employed under other collective bargaining agreements. Strikes, work stoppages and slowdowns by our employees could adversely affect our ability to meet our customers' needs, and customers may do more business with competitors if they believe that such actions or threatened actions may adversely affect our ability to provide services. We may face a permanent loss of customers if we are unable to provide uninterrupted service, and this could adversely affect our business, financial position and results of operations. The terms of future collective bargaining agreements also may affect our competitive position and results of operations.

We are exposed to the effects of changing prices of energy, including gasoline, diesel and jet fuel, and interruptions in supplies of these commodities.

Changing fuel and energy costs may have a significant impact on our operations. We require significant quantities of fuel for our aircraft and delivery vehicles and are exposed to the risk associated with variations in the market price for petroleum products, including gasoline, diesel and jet fuel. We mitigate our exposure to changing fuel prices through our indexed fuel surcharges and we may also enter into hedging transactions from time to time. If we are unable to maintain or increase our fuel surcharges, higher fuel costs could adversely impact our operating results. Even if we are able to offset the cost of fuel with our surcharges, high fuel surcharges may result in a mix shift from our higher-yielding air products to lower-yielding ground products or an overall reduction in volume. If fuel prices rise sharply, even if we are successful in increasing our fuel surcharge, we could experience a lag time in implementing the surcharge, which could adversely affect our short-term operating results. There can be no assurance that our hedging transactions will be effective to protect us from changes in fuel prices. Moreover, we could experience a disruption in energy supplies, including our supply of gasoline, diesel and jet fuel, as a result of war, actions by producers, or other factors beyond our control, which could have an adverse effect on our business.

Changes in exchange rates or interest rates may have an adverse effect on our results.

We conduct business across the globe with a significant portion of our revenue derived from operations outside the United States. Our operations in international markets are affected by changes in the exchange rates for local currencies, and in particular the Euro, British Pound Sterling, Canadian Dollar, Chinese Renminbi and Hong Kong Dollar.

We are exposed to changes in interest rates, primarily on our short-term debt and that portion of our long-term debt that carries floating interest rates. The impact of a 100-basis-point change in interest rates affecting our debt is discussed in the “Quantitative and Qualitative Disclosures about Market Risk” section of this report.

We monitor and manage our exposures to changes in currency exchange rates and interest rates, and make limited use of derivative instruments to mitigate the impact of changes in these rates on our financial position and results of operations; however, changes in exchange rates and interest rates cannot always be predicted or hedged.

If we are unable to maintain our brand image and corporate reputation, our business may suffer.

Our success depends in part on our ability to maintain the image of the UPS brand and our reputation for providing excellent service to our customers. Service quality issues, actual or perceived, even when false or unfounded, could tarnish the image of our brand and may cause customers to use other companies. Also, adverse publicity surrounding labor relations, environmental concerns, security matters, political activities and the like, or attempts to connect our company to these sorts of issues, either in the United States or other countries in which we operate, could negatively affect our overall reputation and acceptance of our services by customers. Damage to our reputation and loss of brand equity could reduce demand for our services and thus have an adverse effect on our business, financial position and results of operations, and could require additional resources to rebuild our reputation and restore the value of our brand.

A significant privacy breach or IT system disruption could adversely affect our business and we may be required to increase our spending on data and system security.

We rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information, and to manage or support a variety of business processes and activities. In addition, the provision of service to our customers and the operation of our network involve the storage and transmission of proprietary information and sensitive or confidential data, including personal information of customers, employees and others. Our information technology systems, some of which are managed by third-parties, may be susceptible to damage, disruptions or shutdowns due to failures during the process of upgrading or replacing software, databases or components thereof, power outages, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors or catastrophic events. Groups of hackers may also act in a coordinated manner to launch distributed denial of service attacks or other coordinated attacks that may cause service outages or other interruptions. In addition, breaches in security could expose us, our customers or the individuals affected to a risk of loss or misuse of proprietary information and sensitive or confidential data. Any of these occurrences could result in disruptions in our operations, the loss of existing or potential customers, damage to our brand and reputation, and litigation and potential liability for the company. In addition, the cost and operational consequences of implementing further data or system protection measures could be significant.

Severe weather or other natural or manmade disasters could adversely affect our business.

Severe weather conditions and other natural or manmade disasters, including storms, floods, fires and earthquakes, may result in decreased revenues, as our customers reduce their shipments, or increased costs to operate our business, which could have an adverse effect on our results of operations for a quarter or year. Any such event affecting one of our major facilities could result in a significant interruption in or disruption of our business.

We make significant capital investments in our business of which a significant portion is tied to projected volume levels.

We require significant capital investments in our business consisting of aircraft, vehicles, technology, facilities and sorting and other types of equipment to support both our existing business and anticipated growth. Forecasting projected volume involves many factors which are subject to uncertainty, such as general economic trends, changes in governmental regulation and competition. If we do not accurately forecast our future capital investment needs, we could have excess capacity or insufficient capacity, either of which would negatively affect our revenues and profitability. In addition to forecasting our capital investment requirements, we adjust other elements of our operations and cost structure in response to adverse economic conditions; however, these adjustments may not be sufficient to allow us to maintain our operating margins in a weak economy.

We derive a significant portion of our revenues from our international operations and are subject to the risks of doing business in emerging markets.

We have significant international operations and while the geographical diversity of our international operations helps ensure that we are not overly reliant on a single region or country, we are continually exposed to changing economic, political and social developments beyond our control. Emerging markets are typically more volatile than those in the developed world, and any broad-based downturn in these markets could reduce our revenues and adversely affect our business, financial position and results of operations.

We are subject to changes in markets and our business plans that have resulted, and may in the future result, in substantial write-downs of the carrying value of our assets, thereby reducing our net income.

Our regular review of the carrying value of our assets has resulted, from time to time, in significant impairments, and we may in the future be required to recognize additional impairment charges. Changes in business strategy, government regulations, or economic or market conditions have resulted and may result in further substantial impairments of our intangible, fixed or other assets at any time in the future. In addition, we have been and may be required in the future to recognize increased depreciation and amortization charges if we determine that the useful lives of our fixed assets are shorter than we originally estimated. Such changes could reduce our net income.

Employee health and retiree health and pension benefit costs represent a significant expense to us.

With approximately 395,000 employees, including approximately 318,000 in the U.S., our expenses relating to employee health and retiree health and pension benefits are significant. In recent years, we have experienced significant increases in some of these costs, largely as a result of economic factors beyond our control, including, in particular, ongoing increases in health care costs well in excess of the rate of inflation and the decreasing trend of discount rates that we use to value our pension liabilities. Continued increasing health care costs, volatility in investment returns and discount rates, as well as changes in laws, regulations and assumptions used to calculate retiree health and pension benefit expenses, may adversely affect our business, financial position, results of operations or require significant contributions to our pension plans. The new national master agreement with the Teamsters, which is subject to ratification, includes changes that are designed to mitigate certain of these health care expenses, but there can be no assurance that our efforts will be successful or that the failure or success of these efforts will not adversely affect our business, financial position, results of operations or liquidity.

We participate in a number of trustee-managed multiemployer pension and health and welfare plans for employees covered under collective bargaining agreements. Several factors could cause us to make significantly higher future contributions to these plans, including unfavorable investment performance, increases in health care costs, changes in demographics and increased benefits to participants. At this time, we are unable to determine the amount of additional future contributions, if any, or whether any material adverse effect on our financial condition, results of operations or liquidity could result from our participation in these plans.

We may be subject to various claims and lawsuits that could result in significant expenditures.

The nature of our business exposes us to the potential for various claims and litigation related to labor and employment, personal injury, property damage, business practices, environmental liability and other matters. Any material litigation or a catastrophic accident or series of accidents could have a material adverse effect on our business, financial position and results of operations.

We may not realize the anticipated benefits of acquisitions, joint ventures or strategic alliances.

As part of our business strategy, we may acquire businesses and form joint ventures or strategic alliances. Whether we realize the anticipated benefits from these transactions depends, in part, upon the successful integration between the businesses involved, the performance of the underlying operations, capabilities or technologies and the management of the acquired operations. Accordingly, our financial results could be adversely affected by our failure to effectively integrate the acquired operations, unanticipated performance issues, transaction-related charges or charges for impairment of long-term assets that we acquire.

Insurance and claims expenses could have a material adverse effect on our business, financial condition and results of operations.

We have a combination of both self-insurance and high-deductible insurance programs for the risks arising out of the services we provide and the nature of our global operations, including claims exposure resulting from cargo loss, personal injury, property damage, aircraft and related liabilities, business interruption and workers' compensation. Workers' compensation, automobile and general liabilities are determined using actuarial estimates of the aggregate liability for claims incurred and an estimate of incurred but not reported claims, on an undiscounted basis. Our accruals for insurance reserves reflect certain actuarial assumptions and management judgments, which are subject to a high degree of variability. If the number or severity of claims for which we are retaining risk increases, our financial condition and results of operations could be adversely affected. If we lose our ability to self-insure these risks, our insurance costs could materially increase and we may find it difficult to obtain adequate levels of insurance coverage.

Item 1B. *Unresolved Staff Comments*

Not applicable.

Item 2. *Properties*

Operating Facilities

We own our headquarters, which is located in Atlanta, Georgia and consists of about 745,000 square feet of office space in an office campus, and our UPS Supply Chain Solutions group’s headquarters, which is located in Alpharetta, Georgia, and consists of about 310,000 square feet of office space.

We also own our 29 principal U.S. package operating facilities, which have floor spaces that range from approximately 310,000 to 879,000 square feet. In addition, we have a 1.9 million square foot operating facility near Chicago, Illinois, which is designed to streamline shipments between East Coast and West Coast destinations, and we own or lease over 1,000 additional smaller package operating facilities in the U.S. The smaller of these facilities have vehicles and drivers stationed for the pickup of packages, and capacity for the sorting, transfer and delivery of packages. The larger of these facilities also service our vehicles and equipment, and employ specialized mechanical installations for the sorting and handling of packages.

We own or lease more than 800 facilities that support our international package operations. In addition, we own or lease more than 500 facilities, with a total of approximately 30.9 million square feet of floor space, that support our freight forwarding and logistics operations. We own and operate a logistics campus consisting of approximately 3.7 million square feet in Louisville, Kentucky.

UPS Freight operates 213 service centers with a total of 6.2 million square feet of floor space. UPS Freight owns 153 of these service centers, while the remainder are occupied under operating lease agreements. The main offices of UPS Freight are located in Richmond, Virginia and consist of about 217,000 square feet of office space.

Our aircraft are operated in a hub and spoke pattern in the U.S., with our principal air hub, known as Worldport, located in Louisville, Kentucky. The Worldport facility consists of over 5.2 million square feet and the site includes approximately 596 acres. Between 2009 and 2010, we completed an expansion of our Worldport facility, which increased the sorting capacity to approximately 416,000 packages per hour. The expansion, which cost over $1 billion, involved the addition of two aircraft load / unload wings to the hub building, followed by the installation of high-speed conveyor and computer control systems.

We also have regional air hubs in Columbia, South Carolina; Dallas, Texas; Ontario, California; Philadelphia, Pennsylvania; and Rockford, Illinois. These hubs house facilities for the sorting, transfer and delivery of packages. Our European air hub is located in Cologne, Germany, and we maintain Asia-Pacific air hubs in Shanghai, China; Shenzhen, China; and Hong Kong. Our regional air hub in Canada is located in Hamilton, Ontario, and our regional air hub for Latin America and the Caribbean is in Miami, Florida.

In the first quarter of 2014, we will complete the expansion of our European air hub in Cologne. The expansion project equips the existing facility with additional state-of-the-art technology and includes a major extension to the existing building. This extension is partially dedicated to processing larger freight shipments. Together, these initiatives will significantly increase the hub's package sorting capacity from 112,000 to 190,000 packages per hour. The total cost of the expansion is approximately $200 million.

Over the past several years, UPS has made a successful transition to become the first wholly-owned foreign express carrier in China. In 2008, we opened the UPS International Air Hub at Pudong International Airport, which was built on a parcel totaling 2.4 million square feet with a sorting capacity of 17,000 packages per hour. This hub links all of China via Shanghai to UPS's international network, with direct service to the Americas, Europe and Asia. It also connects points served in China by UPS through a dedicated service provided by Yangtze River Express, a Chinese all-cargo airline.

In February 2010, we opened a new intra-Asia air hub at Shenzhen Bao'an International Airport in China. The Shenzhen facility, which was built on a parcel of almost one million square feet and has a sorting capacity of 18,000 packages per hour, serves as our primary transit hub in Asia.

Our primary information technology operations are consolidated in a 443,600 square foot owned facility, the Ramapo Ridge facility, which is located on a 39-acre site in Mahwah, New Jersey. We also own a 175,000 square foot facility located on a 25-acre site in Alpharetta, Georgia, which serves as a backup to the main information technology operations facility in New Jersey. This facility provides production functions and backup capacity in the event that a power outage or other disaster incapacitates the main data center. It also helps to meet our internal communication needs.

We believe that our facilities are adequate to support our current operations.

Fleet

Aircraft

The following table shows information about our aircraft fleet as ofDecember 31, 2013:

Description	Owned and Capital Leases	Short-term Leased or Chartered From Others	On Order	Under Option
Boeing 747-400F	11	—	—	—
Boeing 747-400BCF	2	—	—	—
Boeing 757-200F	75	—	—	—
Boeing 767-300ERF	59	—	—	—
Boeing MD-11F	38	—	—	—
Airbus A300-600F	52	—	—	—
Other	—	388	—	—
Total	237	388	—	—

We maintain an inventory of spare engines and parts for each aircraft.

All the aircraft we own meet Stage IV federal noise regulations and can operate at airports that have aircraft noise restrictions.

During 2013, we took delivery of eight Boeing 767-300ERF aircraft. One Airbus A300-600F was destroyed in an accident. We currently do not have any commitments or options to purchase aircraft.

Vehicles

We operate a global ground fleet of approximately 103,000 package cars, vans, tractors and motorcycles. Our ground support fleet consists of 32,000 pieces of equipment designed specifically to support our aircraft fleet, ranging from non-powered container dollies and racks to powered aircraft main deck loaders and cargo tractors. We also have 33,000 containers used to transport cargo in our aircraft.

Item 3. *Legal Proceedings*

For a discussion of legal proceedings affecting us and our subsidiaries, please see the information under the sub-caption “Contingencies” of the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in this report.

Item 4. *Mine Safety Disclosures*

Not applicable.

PART II

Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

Our class A common stock is not listed on a national securities exchange or traded in an organized over-the-counter market, but each share of our class A common stock is convertible into one share of our class B common stock.

The following is a summary of our class B common stock price activity and dividend information for 2013 and 2012. Our class B common stock is listed on the New York Stock Exchange under the symbol "UPS".

	High	Low	Close	Dividends Declared
2013:				
First Quarter	$ 85.92	$ 75.03	$ 85.90	$ 0.62
Second Quarter	$ 89.96	$ 81.95	$ 86.48	$ 0.62
Third Quarter	$ 92.10	$ 85.18	$ 91.37	$ 0.62
Fourth Quarter	$ 105.35	$ 88.46	$ 105.08	$ 0.62
2012:				
First Quarter	$ 81.79	$ 72.15	$ 80.72	$ 0.57
Second Quarter	$ 80.97	$ 72.19	$ 78.76	$ 0.57
Third Quarter	$ 80.52	$ 71.18	$ 71.57	$ 0.57
Fourth Quarter	$ 76.20	$ 69.56	$ 73.73	$ 0.57

As of February 4, 2014, there were 155,789 and 18,243 record holders of class A and class B common stock, respectively.

The policy of our Board of Directors is to declare dividends out of current earnings. The declaration of dividends is subject to the discretion of the Board of Directors and will depend on various factors, including our net income, financial condition, cash requirements, future prospects, and other relevant factors.

On February 13, 2014, our Board declared a dividend of $0.67 per share, which is payable on March 11, 2014 to shareowners of record on February 24, 2014. This represents an 8% increase from the previous $0.62 quarterly dividend in 2013.

On February 14, 2013, the Board of Directors approved a share repurchase authorization of $10.0 billion, which replaced an authorization previously announced in 2012. The new share repurchase authorization has no expiration date. We anticipate repurchasing approximately $2.7 billion of shares in 2014.

A summary of repurchases of our class A and class B common stock during the fourth quarter of 2013 is as follows (in millions, except per share amounts):

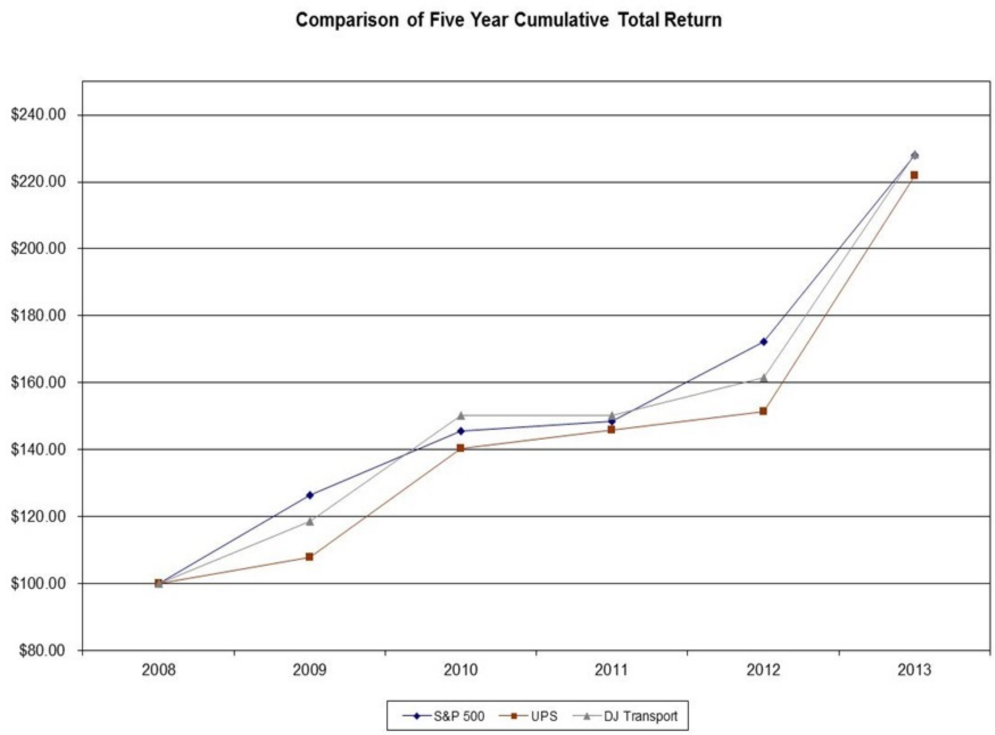
	Total Number of Shares Purchased(1)	Average Price Paid Per Share(1)	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet be Purchased Under the Program (as of month-end)
October 1—October 31	6.9	$ 99.80	6.4	$ 7,179
November 1—November 30	1.2	100.87	0.7	7,106
December 1—December 31	3.0	102.51	2.9	6,814
Total October 1—December 31	11.1	$ 100.65	10.0	

(1) Includes shares repurchased through our publicly announced share repurchase program and shares tendered to pay the exercise price and tax withholding on employee stock options.

Shareowner Return Performance Graph

The following performance graph and related information shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that the Company specifically incorporates such information by reference into such filing.

The following graph shows a five year comparison of cumulative total shareowners' returns for our class B common stock, the Standard & Poor's 500 Index, and the Dow Jones Transportation Average. The comparison of the total cumulative return on investment, which is the change in the quarterly stock price plus reinvested dividends for each of the quarterly periods, assumes that $100 was invested on December 31, 2008 in the Standard & Poor's 500 Index, the Dow Jones Transportation Average, and our class B common stock.



	12/31/2008	12/31/2009	12/31/2010	12/31/2011	12/31/2012	12/31/2013
United Parcel Service, Inc.	$ 100.00	$ 107.75	$ 140.39	$ 145.84	$ 151.44	$ 221.91
Standard & Poor's 500 Index	$ 100.00	$ 126.45	$ 145.49	$ 148.55	$ 172.30	$ 228.09
Dow Jones Transportation Average	$ 100.00	$ 118.59	$ 150.30	$ 150.31	$ 161.56	$ 228.42

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Item 6. ***Selected Financial Data***

The following table sets forth selected financial data for each of the five years in the period ended December 31, 2013 (in millions, except per share amounts). This financial data should be read together with our consolidated financial statements and related notes, Management's Discussion and Analysis of Financial Condition and Results of Operations, and other financial data appearing elsewhere in this report.

	Years Ended December 31,				
	2013	2012	2011	2010	2009
Selected Income Statement Data					
Revenue:					
U.S. Domestic Package	$ 34,074	$ 32,856	$ 31,717	$ 29,742	$ 28,158
International Package	12,429	12,124	12,249	11,133	9,699
Supply Chain & Freight	8,935	9,147	9,139	8,670	7,440
Total revenue	55,438	54,127	53,105	49,545	45,297
Operating expenses:					
Compensation and benefits	28,557	33,102	27,575	26,557	25,933
Other	19,847	19,682	19,450	17,347	15,856
Total operating expenses	48,404	52,784	47,025	43,904	41,789
Operating profit:					
U.S. Domestic Package	4,603	459	3,764	3,238	1,919
International Package	1,757	869	1,709	1,831	1,279
Supply Chain and Freight	674	15	607	572	310
Total operating profit	7,034	1,343	6,080	5,641	3,508
Other income (expense):					
Investment income	20	24	44	3	10
Interest expense	(380)	(393)	(348)	(354)	(445)
Income before income taxes	6,674	974	5,776	5,290	3,073
Income tax expense	2,302	167	1,972	1,952	1,105
Net income	$ 4,372	$ 807	$ 3,804	$ 3,338	$ 1,968
Per share amounts:					
Basic earnings per share	$ 4.65	$ 0.84	$ 3.88	$ 3.36	$ 1.97
Diluted earnings per share	$ 4.61	$ 0.83	$ 3.84	$ 3.33	$ 1.96
Dividends declared per share	$ 2.48	$ 2.28	$ 2.08	$ 1.88	$ 1.80
Weighted average shares outstanding:					
Basic	940	960	981	994	998
Diluted	948	969	991	1,003	1,004

	As of December 31,				
	2013	2012	2011	2010	2009
Selected Balance Sheet Data					
Cash and marketable securities	$ 5,245	$ 7,924	$ 4,275	$ 4,081	$ 2,100
Total assets	36,212	38,863	34,701	33,597	31,883
Long-term debt	10,824	11,089	11,095	10,491	8,668
Shareowners' equity	6,488	4,733	7,108	8,047	7,696

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

Overview

The U.S. economic expansion continued at a slow to moderate pace in 2013. Continued growth in retail sales (particularly among e-commerce retailers) has provided for expansion in the overall U.S. small package delivery market; however, slowing export growth and industrial production have negatively impacted the growth in commercial shipments. Given these trends, our products most aligned with business-to-consumer shipments have experienced the strongest growth, while growth in our business-to-business volume has remained sluggish. This trend was particularly accentuated during the holiday season, when strong e-commerce growth was experienced during the compressed holiday shopping period.

Outside of the U.S., economic growth has remained slow largely due to fiscal austerity measures, particularly in Europe. This slower economic growth has created an environment in which customers are more likely to trade-down from premium express products to standard delivery products in both Europe and Asia. Additionally, the uneven nature of economic growth worldwide, combined with the trend towards more international trade being conducted regionally, has led to shifting trade patterns and resulted in overcapacity in certain trade lanes. These circumstances have led us to adjust our air capacity and cost structure in our transportation network to match the prevailing volume mix levels. Our broad portfolio of product offerings and the flexibilities inherent in our transportation network have helped us adapt to these changing trends.

While the worldwide economic environment remained challenging in 2013, we have continued to undertake initiatives to improve yield management, increase operational efficiency and contain costs across all segments. Continued deployment of technology improvements should lead to further gains in our operational efficiency, improve network flexibility and capacity, and enhance service reliability, thus restraining cost increases and improving margins. In our International Package segment, we have adjusted our transportation network and utilized newly expanded operating facilities to improve time-in-transit for shipments in each region. We have also continued to leverage the new air route authority we have gained over the last several years and to take full advantage of faster growing trade lanes.

Our consolidated results are presented in the table below:

	Year Ended December 31,			% Change	
	2013	2012	2011	2013 / 2012	2012 / 2011
Revenue (in millions)	$ 55,438	$ 54,127	$ 53,105	2.4 %	1.9 %
Operating Expenses (in millions)	48,404	52,784	47,025	(8.3)%	12.2 %
Operating Profit (in millions)	$ 7,034	$ 1,343	$ 6,080	N/A	(77.9)%
Operating Margin	12.7%	2.5%	11.4%		
Average Daily Package Volume (in thousands)	16,938	16,295	15,797	3.9 %	3.2 %
Average Revenue Per Piece	$ 10.76	$ 10.82	$ 10.82	(0.6)%	— %
Net Income (in millions)	$ 4,372	$ 807	$ 3,804	N/A	(78.8)%
Basic Earnings Per Share	$ 4.65	$ 0.84	$ 3.88	N/A	(78.4)%
Diluted Earnings Per Share	$ 4.61	$ 0.83	$ 3.84	N/A	(78.4)%

Items Affecting Comparability

The year-over-year comparisons of our financial results are affected by the following items (in millions):

	Year Ended December 31,		
	2013	2012	2011
Operating Expenses:			
Defined Benefit Plans Mark-to-Market Charge	$ —	$ 4,831	$ 827
TNT Termination Fee and Related Expenses	284	—	—
Gain Upon Liquidation of Foreign Subsidiary	(245)	—	—
Multiemployer Pension Plan Withdrawal Charge	—	896	—
Gains on Real Estate Transactions	—	—	(33)
Income Tax Expense (Benefit) from the Items Above	(75)	(2,145)	(287)

These items have been excluded from comparisons of "adjusted" operating expenses, operating profit and operating margin in the discussion that follows.

TNT Termination Fee and Related Expenses

On January 30, 2013, the European Commission issued a formal decision prohibiting our proposed acquisition of TNT Express N.V. ("TNT Express"). As a result of the prohibition by the European Commission, the condition of our offer requiring European Union competition clearance was not fulfilled, and our proposed acquisition of TNT Express could not be completed. Given this outcome, UPS and TNT Express entered a separate agreement to terminate the merger protocol, and we withdrew our formal offer for TNT Express. We paid a termination fee to TNT Express of €200 million ($268 million) under this agreement, and also incurred transaction-related expenses of $16 million during the first quarter of 2013. The combination of these items resulted in a pre-tax charge of $284 million ($177 million after-tax), which impacted our International Package segment.

Gain Upon the Liquidation of a Foreign Subsidiary

Subsequent to the termination of the merger protocol, we liquidated a foreign subsidiary that would have been used to acquire the outstanding shares of TNT Express in connection with the proposed acquisition. Upon the liquidation of this subsidiary in the first quarter of 2013, we realized a pre-tax foreign currency gain of $245 million ($213 million after-tax), which impacted our International Package segment.

Defined Benefit Plans Mark-to-Market Charge

In 2012 and 2011, we incurred pre-tax mark-to-market losses of $4.831 billion and $827 million, respectively, on a consolidated basis ($3.023 billion and $527 million after-tax, respectively) on our pension and postretirement defined benefit plans related to the remeasurement of plan assets and liabilities recognized outside of a 10% corridor. No mark-to-market gain or loss was incurred in 2013, as the remeasurement of plan assets and liabilities only resulted in adjustments within the 10% corridor (and thus only impacted accumulated other comprehensive income). These mark-to-market losses in 2012 and 2011, which were recorded in compensation and benefits expense in our statements of consolidated income, impacted each of our three reporting segments in both years. The table below indicates the amounts associated with each component of the pre-tax mark-to-market loss, as well as the weighted-average actuarial assumptions used to determine our net periodic benefit costs, for each year:

	Year Ended December 31,		
Components of mark-to-market gain (loss) (in millions)	**2013**	**2012**	**2011**
Discount rates	$ —	$ (5,530)	$ (911)
Return on assets	—	708	84
Demographic assumptions	—	(9)	—
Total mark-to-market gain (loss)	$ —	$ (4,831)	$ (827)

Weighted-average actuarial assumptions used to determine net periodic benefit cost	**2013**	**2012**	**2011**
Expected rate of return on plan assets	8.69%	8.71%	8.61%
Actual rate of return on plan assets	8.36%	11.76%	9.46%
Discount rate used for net periodic benefit cost	4.38%	5.58%	5.93%
Discount rate at measurement date	5.27%	4.38%	5.58%

The $4.831 billion pre-tax mark-to-market loss for the year ended December 31, 2012 was comprised of the following components:

- *Discount Rates* ($5.530 billion pre-tax loss): The weighted-average discount rate for our U.S. pension and postretirement medical plans and our international pension plans declined from 5.58% at December 31, 2011 to 4.38% at December 31, 2012, due to two primary factors. The discount rate for our U.S. pension and postretirement medical plans is determined using a bond matching approach for a portfolio of corporate AA bonds. In 2012, financial institutions comprised a smaller portion of our corporate AA bond portfolio relative to 2011, largely due to credit downgrades of several large financial institutions in 2012. Additionally, credit spreads on AA-rated 30-year bonds declined in 2012. These changes in the composition of our bond portfolio mix and the compression in credit spreads were the primary factors resulting in the 120 basis point decline in the weighted-average discount rate in 2012 relative to 2011.

- *Return on Assets* ($708 million pre-tax gain): Our expected rate of return on U.S. pension and postretirement medical plan assets is developed taking into consideration: (1) historical plan asset returns over long-term periods, (2) current market conditions, and (3) the mix of asset classes in our investment portfolio. We review the expected rate of return on an annual basis and revise it as appropriate. In 2012, the actual rate of return on plan assets of 11.76% exceeded our expected rate of return of 8.71%, primarily due to strong gains in the world equity markets.
- *Demographic Assumptions* ($9 million pre-tax loss): This represents the difference between actual and estimated demographic factors, including items such as health care cost trends, mortality rates and compensation rate increases.

Multiemployer Pension Plan Withdrawal Charge

In 2012, we recognized an $896 million pre-tax charge ($559 million after-tax) for the establishment of a withdrawal liability related to our withdrawal from the New England Teamsters and Trucking Industry Pension Fund ("New England Pension Fund"), a multiemployer pension plan. This charge was recorded in compensation and benefits expense in our statements of consolidated income, and impacted our U.S. Domestic Package segment.

Gains on Real Estate Transactions

In 2011, we recognized a net $33 million pre-tax gain ($20 million after-tax) on a consolidated basis on certain real estate transactions (consisting of a $48 million pre-tax gain in our Supply Chain & Freight segment, and a $15 million pre-tax loss in our U.S. Domestic Package segment). The gains and losses associated with these transactions are recorded in other operating expenses in our statements of consolidated income.

Results of Operations—Segment Review

The results and discussions that follow are reflective of how our executive management monitors the performance of our reporting segments. We supplement the reporting of our financial information determined under generally accepted accounting principles (“GAAP”) with certain non-GAAP financial measures, including operating profit, operating margin, pre-tax income, net income and earnings per share adjusted for the non-comparable items discussed previously. We believe that these adjusted measures provide meaningful information to assist investors and analysts in understanding our financial results and assessing our prospects for future performance. We believe these adjusted financial measures are important indicators of our recurring results of operations because they exclude items that may not be indicative of, or are unrelated to, our core operating results, and provide a better baseline for analyzing trends in our underlying businesses. Additionally, these adjusted financial measures are used internally by management for the determination of incentive compensation awards, business unit operating performance analysis, and business unit resource allocation.

As discussed in our "Critical Accounting Policies and Estimates", we recognize changes in the fair value of plan assets and net actuarial gains and losses in excess of a 10% corridor immediately as part of net periodic benefit cost. In our results of operations and the discussions that follow, we have presented adjusted operating expenses, adjusted operating profit and adjusted operating margin excluding the portion of net periodic benefit cost represented by the gains and losses recognized in excess of the 10% corridor. This adjusted net periodic benefit cost is comparable to the accounting for our defined benefit plans in our quarterly reporting under U.S. GAAP, and reflects assumptions utilizing the expected return on plan assets and the discount rate used for determining net periodic benefit cost (the non-adjusted net periodic benefit cost reflects the actual return on plan assets and the discount rate used for measuring the projected benefit obligation). We believe this adjusted net periodic benefit cost provides important supplemental information that reflects the anticipated long-term cost of our defined benefit plans, and provides a benchmark for historical defined benefit cost trends that can be used to better compare year-to-year financial performance without considering the short-term impact of changes in market interest rates, equity prices, and similar factors.

Certain operating expenses are allocated between our reporting segments based on activity-based costing methods. These activity-based costing methods require us to make estimates that impact the amount of each expense category that is attributed to each segment. Changes in these estimates will directly impact the amount of expense allocated to each segment, and therefore the operating profit of each reporting segment. There were no significant changes in our expense allocation methodology during 2013, 2012 or 2011.

U.S. Domestic Package Operations

	Year Ended December 31,			% Change	
	2013	2012	2011	2013 / 2012	2012 / 2011
Average Daily Package Volume (in thousands):					
Next Day Air	1,271	1,277	1,206	(0.5)%	5.9 %
Deferred	1,074	1,031	975	4.2 %	5.7 %
Ground	12,060	11,588	11,230	4.1 %	3.2 %
Total Avg. Daily Package Volume	14,405	13,896	13,411	3.7 %	3.6 %
Average Revenue Per Piece:					
Next Day Air	$ 20.12	$ 19.93	$ 20.33	1.0 %	(2.0)%
Deferred	12.70	13.06	13.32	(2.8)%	(2.0)%
Ground	7.96	7.89	7.78	0.9 %	1.4 %
Total Avg. Revenue Per Piece	$ 9.39	$ 9.38	$ 9.31	0.1 %	0.8 %
Operating Days in Period	252	252	254		
Revenue (in millions):					
Next Day Air	$ 6,443	$ 6,412	$ 6,229	0.5 %	2.9 %
Deferred	3,437	3,392	3,299	1.3 %	2.8 %
Ground	24,194	23,052	22,189	5.0 %	3.9 %
Total Revenue	$ 34,074	$ 32,856	$ 31,717	3.7 %	3.6 %
Operating Expenses (in millions):					
Operating Expenses	$ 29,471	$ 32,397	$ 27,953	(9.0)%	15.9 %
Defined Benefit Plans Mark-to-Market Charge	—	(3,177)	(479)		
Multiemployer Pension Plan Withdrawal Charge	—	(896)	—		
Gains (Losses) on Real Estate Transactions	—	—	(15)		
Adjusted Operating Expenses	$ 29,471	$ 28,324	$ 27,459	4.0 %	3.2 %
Operating Profit (in millions) and Operating Margin:					
Operating Profit	$ 4,603	$ 459	$ 3,764	N/A	(87.8)%
Adjusted Operating Profit	$ 4,603	$ 4,532	$ 4,258	1.6 %	6.4 %
Operating Margin	13.5%	1.4%	11.9%		
Adjusted Operating Margin	13.5%	13.8%	13.4%		

Revenue

The change in overall revenue was impacted by the following factors for the years ended December 31, 2013 and 2012, compared with the corresponding prior year periods:

	Volume	Rates / Product Mix	Fuel Surcharge	Total Revenue Change
Revenue Change Drivers:				
2013 / 2012	3.7%	0.5%	(0.5)%	3.7%
2012 / 2011	2.8%	0.6%	0.2 %	3.6%

Volume

2013 compared to 2012

Our overall volume increased in 2013 compared with 2012, largely due to continued solid growth in e-commerce and overall retail sales; however, the increase in volume was hindered by slow overall U.S. economic and industrial production growth. Business-to-consumer shipments, which represent over 40% of total U.S. Domestic Package volume, grew approximately 8% for the year and drove increases in both air and ground shipments. Growth accelerated during our peak holiday shipping season, as business-to-consumer volume grew over 11% in the fourth quarter of 2013, and business-to-consumer shipments exceeded 50% of total U.S. Domestic Package volume for the first time. Business-to-business volume increased slightly in 2013, largely due to increased shipping activity by the retail industry; however, business-to-business volume was negatively impacted by slowing industrial production.

Among our air products, volume increased in 2013 compared with 2012, as growth in our deferred products more than offset a small decline in our Next Day Air services. Solid air volume growth continued for those products most aligned with business-to-consumer shipping, including our residential Second Day Air package and residential Next Day Air Saver products. Next Day Air letter volume decreased approximately 7% for the year, and was negatively impacted by competitive losses and slowing growth in the financial services industry. Our business-to-business air volume continued to be impacted by sluggish economic conditions in the U.S., low levels of inventory replenishment among our customers and changes in our customers' supply chain networks. The combination of these factors influenced our customers' sensitivity towards the price and speed of shipments, and therefore the use of our premium air services.

The increase in ground volume in 2013 was primarily attributed to our traditional residential service offerings and SurePost. Demand for these residential products continues to be driven by business-to-consumer shipping activity from e-commerce retailers and other large customers. Business-to-business ground volume also showed a small increase, and was positively impacted by the overall expansion of the U.S. retail sector; however, continued weakness in industrial production hindered growth. The increased use of omni-channel retailing (including ship-from-store and ship-to-store models) by customers is also positively impacting volume growth for both our residential and commercial ground products.

2012 compared to 2011

Our overall volume increased in 2012 compared with 2011, largely due to continued solid growth in retail e-commerce and strong customer demand for our SurePost product. Business-to-consumer shipments, which represent slightly over 40% of total U.S. Domestic Package volume, grew rapidly and drove growth in both air and ground shipments; however, business-to-business volume remained relatively flat in 2012 compared with 2011. This can be attributed to multiple trends that have prevailed over the past few years, including the migration of traditional retail to online retail, the lack of growth in small and medium-size enterprises and reduced business investments attributed to policy uncertainty.

Among our air products, Next Day Air letter and package volume both experienced solid increases in 2012, with particular growth in our Next Day Air Saver products. The higher volume for our deferred air products, which increased 5.7% for the year, was primarily due to healthy demand for our residential package services. The overall growth in our air products was driven primarily by business-to-consumer shipments from e-commerce retailers, while our business-to-business air volume declined slightly.

The increase in ground volume in 2012 was driven by our SurePost service offering, which targets low-cost, non-urgent residential deliveries. Volume for this product grew significantly, and accounted for approximately 40% of the total increase in ground shipments. Outside of our SurePost service offering, volume for our traditional ground residential services also experienced an increase in 2012. Overall ground volume growth continues to be driven by business-to-consumer shipping activity from e-commerce retailers, while our business-to-business ground volume was flat in 2012 compared with 2011.

Rates and Product Mix

2013 compared to 2012

Overall revenue per piece was relatively flat in 2013 compared with 2012, and was impacted by changes in base rates, customer and product mix, and fuel surcharge rates.

Revenue per piece for our ground and air products was positively impacted by an increase in base rates that took effect on December 31, 2012. We increased the base rates 6.5% on UPS Next Day Air, UPS 2nd Day Air and UPS 3 Day Select, and 5.9% on UPS Ground, while reducing our fuel surcharge indices. Other pricing changes included an increase in the residential surcharge, and an increase in the delivery area surcharge on certain residential and commercial services. These rate changes are customary and occur on an annual basis.

Revenue per piece increased for Next Day Air in 2013, and was positively impacted by the base rate increase and the loss of some lower-yielding letter volume. Revenue per piece for our deferred products declined, as the impact of the base rate increase was more than offset by declines in fuel surcharge rates and changes in customer and product mix. Revenue per piece for our air products was adversely impacted by the relatively stronger growth in our lower-yielding Next Day Air Saver and deferred products, compared with our premium Next Day Air services, as well as the faster growth in lighter-weight business-to-consumer shipments. Additionally, revenue per piece was negatively affected by the faster volume growth among our larger customers, which typically have a lower average yield than our smaller and middle-market customers.

Ground revenue per piece increased in 2013 compared with 2012, primarily due to the base rate increase; however, this was partially offset by customer and product mix changes, as a greater portion of our overall volume in 2013, relative to 2012, came from lighter-weight shipments and larger customers. Fuel surcharge rate changes adversely impacted ground revenue per piece growth in 2013 compared with 2012.

2012 compared to 2011

Overall revenue per piece increased 0.8% in 2012 compared with 2011, and was impacted by changes in base rates, product mix and fuel surcharge rates, as discussed below.

Revenue per piece for our Next Day Air and deferred products decreased in 2012 compared with 2011, as declines in fuel surcharge rates and product mix changes more than offset the impact of a base rate increase that took effect in early 2012. Changes in product mix negatively impacted revenue per piece for our air products, as our lightweight service offerings accounted for a larger portion of our overall air volume in 2012 compared with 2011, and our Next Day Air Saver volume continued to grow at a faster rate than our premium Next Day Air services.

Ground revenue per piece increased in 2012 compared with 2011, primarily due to a base rate increase that took effect in early 2012; however, this was partially offset by product mix changes, as strong volume growth in our lightweight service offerings resulted in these relatively lower-yielding products accounting for a greater portion of our overall volume in 2012, compared with 2011.

Revenue per piece for our ground and air products was positively impacted by an increase in base rates that took effect on January 2, 2012. We increased the base rates 6.9% on UPS Next Day Air, UPS 2nd Day Air and UPS 3 Day Select, and 5.9% on UPS Ground, while reducing our fuel surcharge indices. Other pricing changes included an increase in the residential surcharge, and an increase in the delivery area surcharge on certain residential and commercial services. These rate changes are customary and occur on an annual basis.

Fuel Surcharges

UPS applies a fuel surcharge on our domestic air and ground services. The air fuel surcharge is based on the U.S. Department of Energy's ("DOE") Gulf Coast spot price for a gallon of kerosene-type jet fuel, while the ground fuel surcharge is based on the DOE's On-Highway Diesel Fuel Price. Based on published rates, the average fuel surcharge rates for domestic air and ground products were as follows:

	Year Ended December 31,			% Point Change	
	2013	2012	2011	2013 / 2012	2012 / 2011
Next Day Air / Deferred	10.7%	13.0%	13.3%	(2.3)%	(0.3)%
Ground	7.2%	8.0%	8.0%	(0.8)%	— %

In connection with our base rate increases on December 31, 2012 and January 2, 2012, we modified the fuel surcharge on air and ground services by reducing the index used to determine the fuel surcharge by 2% and 1%, respectively, each year. The 2013 decreases in the air and ground fuel surcharge rates were due to the decline in jet and diesel fuel prices, combined with the reductions in the index on both the air and ground surcharges. These factors resulted in a $178 million decline in fuel surcharge revenue in 2013. In 2012, the reductions to the index offset the increase in jet and diesel fuel prices, resulting in a small decrease in the average air fuel surcharge rate and no change in the average ground surcharge rate. Fuel surcharge revenue increased $54 million in 2012, primarily due to volume growth.

Operating Expenses

2013 compared to 2012

Adjusted operating expenses for the segment increased $1.147 billion in 2013 compared with 2012. This increase was primarily due to pick-up and delivery costs, which grew $772 million, as well as the cost of operating our domestic integrated air and ground network, which increased $290 million for the year. The growth in pick-up and delivery and network costs was largely due to increased volume and higher employee compensation costs, which were impacted by a union contractual wage increase (package driver wage rates rose 2.2%), an increase in average daily driver hours (up 2.2%) and an increase in employee pension and healthcare costs. Partially offsetting these cost increases was a reduction in worker's compensation expense, due to actuarial adjustments that were largely attributable to operational safety and claims management initiatives.

Cost increases have been mitigated as we adjust our air and ground networks to better match higher volume levels and utilize technology to increase package sorting and delivery efficiency. Improved pick-up and delivery densities, particularly for our residential products, have also contained increases in cost. These network efficiency improvements allowed us to process increased volume (up 3.7%) at a faster rate than the increase in average daily union labor hours (up 3.1%), aircraft block hours (down 0.6%) and miles driven (up 1.8%) in 2013 compared with 2012. As a result, the total adjusted cost per piece increased only 0.4% in 2013.

Several factors caused our fourth quarter operating expenses to significantly increase (adjusted operating expenses increased $553 million, or 7.3%, in the fourth quarter of 2013 compared with the same period of 2012). Higher-than-planned volume growth, combined with adverse weather conditions and the relatively compressed holiday shipping season in 2013 (there were six fewer days between the Thanksgiving and Christmas holidays in 2013 relative to 2012), resulted in a significant increase in labor hours and the greater use of contract carriers to help meet our service commitments. Additionally, the much later-than-anticipated seasonal increase in volume during the fourth quarter strained our transportation network, resulting in lower productivity (total union labor hours increased 6.2%, while volume increased 5.6% in the fourth quarter).

2012 compared to 2011

Overall adjusted operating expenses for the segment increased $865 million in 2012 compared with 2011. This increase was primarily due to pick-up and delivery costs, which grew $682 million, as well as the cost of operating our domestic integrated air and ground network, which increased $238 million for the year. The growth in pick-up and delivery and network costs was largely due to increased volume and higher employee compensation costs, which were impacted by a union contractual wage increase (package driver wage rates rose 2.0%), an increase in driver hours (up 1.1%) and increased employee health care costs. These increases were partially offset by reductions in indirect operating costs of $79 million in 2012, largely due to a decrease in the expense for management incentive awards.

Cost increases have been moderated as we adjust our air and ground networks to better match higher volume levels, and utilize technology to increase package sorting efficiency. Improved delivery densities, particularly for our residential products, have also contained increases in cost. These network improvements allowed us to process the 3.6% volume growth more efficiently. Some of the primary drivers of expense increased at a slower rate than the growth in volume, including average daily direct labor hours (up 1.1%), aircraft block hours (up 0.5%) and miles driven (up 1.3%), resulting in the total cost per piece increasing only 0.3%.

Operating Profit and Margin

2013 compared to 2012

Adjusted operating profit increased $71 million in 2013 compared with 2012, as the volume growth and productivity improvements discussed previously more than offset the pressure on revenue per piece and the adverse impact of fuel. Overall volume growth allowed us to better leverage our transportation network, resulting in greater productivity and better pick-up and delivery density; however, these factors were partially offset by changes in customer and product mix, which combined to pressure our revenue per piece. Additionally, the net impact of fuel adversely affected operating profit by $158 million in 2013 compared with 2012, as fuel surcharge revenue decreased at a faster rate than fuel expense.

Although annual adjusted operating profit improved in 2013, it declined by $178 million in the fourth quarter of 2013 compared with the fourth quarter of 2012. This decline in profitability was largely due to additional labor and purchased transportation costs, as heavier-than-anticipated volume, adverse weather conditions and a compressed holiday shipping season combined to result in approximately $125 to $150 million in extra costs in the fourth quarter of 2013. In addition, we incurred approximately $50 million in service refunds for unmet delivery commitments in the fourth quarter of 2013. The combination of these factors resulted in a 250 basis point decrease in our fourth quarter operating margin.

2012 compared to 2011

The increase in adjusted operating profit in 2012 compared with 2011 was largely due to the revenue growth and the achievement of significant operating leverage, but partially offset by the impact of having two less operating days during 2012. Overall volume growth allowed us to better leverage our transportation network, resulting in productivity improvements and better pick-up and delivery density, which favorably impacted our operating margins; however, these trends were somewhat offset by changes in customer and product mix, which combined to adversely affect our revenue per piece. Additionally, Hurricane Sandy negatively impacted operating profit by approximately $75 million in 2012.

These factors drove a 40 basis point increase in our adjusted operating margin in 2012, compared with 2011, resulting in a 6.4% increase in adjusted operating profit.

International Package Operations

	Year Ended December 31,			% Change	
	2013	2012	2011	2013 / 2012	2012 / 2011
Average Daily Package Volume (in thousands):					
Domestic	1,499	1,427	1,444	5.0 %	(1.2)%
Export	1,034	972	942	6.4 %	3.2 %
Total Avg. Daily Package Volume	2,533	2,399	2,386	5.6 %	0.5 %
Average Revenue Per Piece:					
Domestic	$ 7.06	$ 7.04	$ 7.17	0.3 %	(1.8)%
Export	35.18	36.88	37.85	(4.6)%	(2.6)%
Total Avg. Revenue Per Piece	$ 18.54	$ 19.13	$ 19.28	(3.1)%	(0.8)%
Operating Days in Period	252	252	254		
Revenue (in millions):					
Domestic	$ 2,667	$ 2,531	$ 2,628	5.4 %	(3.7)%
Export	9,166	9,033	9,056	1.5 %	(0.3)%
Cargo	596	560	565	6.4 %	(0.9)%
Total Revenue	$ 12,429	$ 12,124	$ 12,249	2.5 %	(1.0)%
Operating Expenses (in millions):					
Operating Expenses	$ 10,672	$ 11,255	$ 10,540	(5.2)%	6.8 %
TNT Termination Fee and Related Expenses	(284)	—	—		
Gain Upon Liquidation of Foreign Subsidiary	245	—	—		
Defined Benefit Plan Mark-to-Market Charge	—	(941)	(171)		
Adjusted Operating Expenses	$ 10,633	$ 10,314	$ 10,369	3.1 %	(0.5)%
Operating Profit (in millions) and Operating Margin:					
Operating Profit	$ 1,757	$ 869	$ 1,709	102.2 %	(49.2)%
Adjusted Operating Profit	$ 1,796	$ 1,810	$ 1,880	(0.8)%	(3.7)%
Operating Margin	14.1%	7.2%	14.0%		
Adjusted Operating Margin	14.5%	14.9%	15.3%		
Currency Translation Benefit / (Cost)—(in millions)*:					
Revenue				$ (65)	$ (231)
Operating Expenses				(37)	265
Operating Profit				$ (102)	$ 34

* Net of currency hedging; amount represents the change compared to the prior year.

Revenue

The change in overall revenue was impacted by the following factors for the years ended December 31, 2013 and 2012, compared with the corresponding prior year periods:

	Volume	Rates / Product Mix	Fuel Surcharge	Currency	Total Revenue Change
Revenue Change Drivers:					
2013 / 2012	5.6 %	(1.5)%	(1.1)%	(0.5)%	2.5 %
2012 / 2011	(0.2)%	1.0 %	0.1 %	(1.9)%	(1.0)%

Volume

2013 compared to 2012

Our overall average daily volume increased in 2013 compared with 2012, largely due to growth in key markets in Europe, as well as Canada and Mexico.

Export volume increased in 2013, and was driven by Europe (largely in the intra-European trade lanes) and the Americas (particularly in the Canada-to-U.S. and Mexico-to-U.S. trade lanes). Asian export volume grew at a moderate pace due to continued regional economic growth and expansion of our service offerings, but was negatively impacted by fewer technology product launches from our customers and a small number of competitive losses. Volume continued to shift towards our standard products, such as Transborder Standard and Worldwide Expedited, as compared with our premium express products, such as Worldwide Express. Our international customers continued to be impacted by economic pressures and changes in their supply chain networks, and the combination of these factors influenced their sensitivity towards the price and speed of shipments.

Domestic volume increased in 2013 compared to 2012, and was driven by solid volume growth in several key markets, including Italy, Canada, Poland and Turkey.

2012 compared to 2011

Our overall average daily volume increased slightly in 2012 compared with 2011, as the worldwide economic slowdown and the associated impact on global trade restrained the growth of the international small package market.

Export volume increased in 2012 compared with 2011, as growth was achieved in several key trade lanes. Asia to U.S. export volume increased, and was favorably impacted by new technology sector product launches from several customers. Intra-regional export volume increased in Europe and Asia, as more regional sourcing by customers led to growth in our Transborder products. U.S. export volume declined, particularly exports from the U.S. to Europe, as economic weakness within the European Union negatively impacted volume. Additionally, overall export volume continued to shift towards our less premium products, such as Transborder Standard and Worldwide Expedited, as compared with our premium express products, such as Worldwide Express, primarily due to the impact of the weaker economic conditions on our customers internationally.

Domestic volume decreased during 2012 compared with 2011, and was negatively impacted by economic weakness across Europe; however, this was partially offset by domestic volume growth in the U.K. and Canada.

Rates and Product Mix

2013 compared to 2012

Total average revenue per piece decreased 2.5% in 2013 on a currency-adjusted basis, and was impacted by changes in base rates, customer and product mix, and fuel surcharge rates.

On December 31, 2012, we increased the base rates 6.5% for international shipments originating in the United States (Worldwide Express, Worldwide Express Plus, UPS Worldwide Expedited and UPS International Standard service), while reducing fuel surcharge indices. Rate changes for shipments originating outside the U.S. are made throughout the year and vary by geographic market.

Currency-adjusted export revenue per piece decreased 3.7% in 2013, as the shift in product mix from our premium express products to our standard products more than offset the increase in base rates. Currency-adjusted export revenue per piece was also negatively affected by the faster growth among our larger customers, which tend to have a lower yield than middle market and smaller accounts. Additionally, currency-adjusted export revenue per piece was adversely impacted by shorter average trade lanes (due to faster growth in intra-regional shipments), as well as a small impact on pricing from overcapacity in the Asia outbound freight market.

Currency-adjusted domestic revenue per piece decreased 0.4% in 2013. Domestic revenue per piece was adversely impacted by the faster domestic volume growth in our lower-yielding standard service, as well as product and customer mix changes in several developed markets.

2012 compared to 2011

Total average revenue per piece increased 1.5% in 2012 on a currency-adjusted basis, and was impacted by base rate increases, as well as changes in product mix and fuel surcharge rates, which are discussed below.

Currency-adjusted export revenue per piece decreased 1.3% for the year, as the shift in product mix from our premium express products to our standard products more than offset the increase in base rates. Additionally, currency-adjusted export revenue per piece was adversely impacted by a shortening of average trade lanes, as we experienced greater volume growth among our lower-yielding Transborder and Trade Direct products relative to our higher-yielding transcontinental volume.

Currency-adjusted domestic revenue per piece increased 3.8% for the year, largely due to base rate increases.

On January 2, 2012, we increased the base rates 6.9% for international shipments originating in the United States (Worldwide Express, Worldwide Express Plus, UPS Worldwide Expedited and UPS International Standard service), while reducing the fuel surcharge indices. Rate changes for shipments originating outside the U.S. are made throughout the year and vary by geographic market.

Fuel Surcharges

In connection with our base rate increases on December 31, 2012 and January 2, 2012, we modified the fuel surcharges on certain U.S.-related international air services by reducing the index used to determine the fuel surcharge by 2% in each of the two years. The fuel surcharges for air products originating outside the United States are indexed to the DOE's Gulf Coast spot price for a gallon of kerosene-type jet fuel, while the fuel surcharges for ground products originating outside the United States are indexed to fuel prices in the international region or country where the shipment takes place. Total international fuel surcharge revenue decreased by $135 million in 2013, largely due to declining fuel prices and the 2% reduction in the index; however, this was partially offset by increases in international air volume. Total international fuel surcharge revenue increased by $11 million in 2012, due to higher fuel surcharge rates caused by increased fuel prices as well as an increase in international air volume, but was partially offset by the 2% reduction in the index.

Operating Expenses

2013 compared to 2012

Overall adjusted operating expenses for the segment increased $319 million in 2013 compared with 2012. This increase was driven by the cost of pick-up and delivery, which increased $195 million for the year, largely due to higher package volume.

The cost of operating our international integrated air and ground network increased $111 million for the year, also largely due to higher package volume; however, network costs were mitigated by a 0.4% reduction in average daily aircraft block hours resulting from ongoing modifications to our air network. This was achieved even with a 6.4% increase in international export volume and several air product service enhancements that occurred during 2013.

The remaining increases in adjusted operating expenses for the year were largely due to the costs of package sorting, which was impacted by volume growth, and indirect operating costs, which were affected by increased expenses associated with aviation security.

Excluding the impact of currency exchange rate changes, the total adjusted cost per piece for the segment decreased 2.7% in 2013 compared with 2012.

2012 compared to 2011

Overall adjusted operating expenses for the segment decreased $55 million in 2012 compared with 2011. The largest component of this decrease related to the cost of operating our international integrated air and ground network, which decreased $117 million. This decrease primarily resulted from cost control initiatives, including a 1.8% reduction in average daily aircraft block hours resulting from ongoing modifications to our air network. The cost of pick-up and delivery decreased $53 million, largely due to the impact of currency exchange rate movements and in-country cost control initiatives.

Partially offsetting these cost reductions was an increase in indirect operating costs, which increased $143 million in 2012 compared with 2011. This increase was impacted by our investment in enhanced security screening for our international locations and expenses associated with business acquisition activities, including our proposed acquisition of TNT Express N.V. (see note 15 to the consolidated financial statements) as well as the February 2012 acquisition of Kiala S.A.

Excluding the impact of currency exchange rate changes, the total cost per piece for the segment increased 2.3% in 2012 compared with 2011.

Operating Profit and Margin

2013 compared to 2012

Adjusted operating profit contracted by 0.8% in 2013 compared with 2012, while the adjusted operating margin decreased 40 basis points. The solid volume growth in 2013 was largely offset by reductions in revenue per piece, leading to only slight growth in revenue. The net impact of fuel (fuel surcharge revenue decreased at a faster rate than fuel expense) as well as currency remeasurement and translation losses combined to decrease operating profit by $219 million when comparing 2013 with 2012. The combination of low revenue growth and the adverse impact of fuel and currency led to the reduction in adjusted operating margin.

2012 compared to 2011

Adjusted operating margin declined 40 basis points in 2012 compared with 2011, as the product mix shift from our premium express products to our standard products in 2012 reduced margins in this segment. Additionally, the volume declines in certain key transcontinental trade lanes during portions of 2012 also adversely impacted margins, since these routes have a larger cost infrastructure (relative to the remainder of the International Package segment) to support the air express volume in each region. These factors were mitigated, however, from benefits derived from air network adjustments, cost containment programs and the positive impact from foreign currency exchange rate fluctuations. As a result, we experienced a 3.7% decline in adjusted operating profit in 2012 compared with 2011.

Supply Chain & Freight Operations

	Year Ended December 31,			% Change	
	2013	2012	2011	2013 / 2012	2012 / 2011
Freight LTL Statistics:					
Revenue (in millions)	$ 2,502	$ 2,377	$ 2,299	5.3 %	3.4 %
Revenue Per Hundredweight	$ 22.05	$ 21.73	$ 21.17	1.5 %	2.6 %
Shipments (in thousands)	10,497	10,136	10,247	3.6 %	(1.1)%
Shipments Per Day (in thousands)	41.5	40.1	40.5	3.6 %	(1.1)%
Gross Weight Hauled (in millions of lbs)	11,348	10,939	10,858	3.7 %	0.7 %
Weight Per Shipment (in lbs)	1,081	1,079	1,060	0.2 %	1.8 %
Operating Days in Period	253	253	253		
Revenue (in millions):					
Forwarding and Logistics	$ 5,492	$ 5,977	$ 6,103	(8.1)%	(2.1)%
Freight	2,882	2,640	2,563	9.2 %	3.0 %
Other	561	530	473	5.8 %	12.1 %
Total Revenue	$ 8,935	$ 9,147	$ 9,139	(2.3)%	0.1 %
Operating Expenses (in millions):					
Operating Expenses	$ 8,261	$ 9,132	$ 8,532	(9.5)%	7.0 %
Defined Benefit Plans Mark-to-Market Charge	—	(713)	(177)		
Gains on Real Estate Transactions	—	—	48		
Adjusted Operating Expenses	$ 8,261	$ 8,419	$ 8,403	(1.9)%	0.2 %
Operating Profit (in millions) and Operating Margins:					
Operating Profit	$ 674	$ 15	$ 607	N/A	(97.5)%
Adjusted Operating Profit	$ 674	$ 728	$ 736	(7.4)%	(1.1)%
Operating Margin	7.5%	0.2%	6.6%		
Adjusted Operating Margin	7.5%	8.0%	8.1%		
Currency Translation Benefit / (Cost)—(in millions)*:					
Revenue				$ (31)	$ (100)
Operating Expenses				25	97
Operating Profit				$ (6)	$ (3)

* Amount represents the change compared to the prior year.

Revenue

2013 compared to 2012

Forwarding and logistics revenue decreased $485 million in 2013 compared with 2012. Forwarding revenue decreased in 2013, primarily due to lower tonnage and rates charged to our customers in our international air forwarding business. The reduction in tonnage was caused by several factors, including weak overall market demand, competitive pressures, and our customer concentration among the technology and military sectors, as demand in these sectors was relatively weaker than the remainder of the air freight market. The reduction in rates was largely due to industry overcapacity in key trade lanes, particularly the Asia-outbound market. Revenue for our logistics products increased in 2013 compared with 2012, as we experienced solid growth in our mail services and healthcare distribution solutions; however, this was largely offset by revenue declines among our technology customers.

Freight revenue increased $242 million in 2013, driven by an increase in LTL revenue per hundredweight, tonnage and average daily LTL shipments. The increase in LTL revenue per hundredweight was largely due to our focus on yield management, as well as general rate increases averaging 5.9% that took effect on both July 16, 2012 and on June 10, 2013, covering non-contractual shipments in the United States, Canada and Mexico. LTL fuel surcharge revenue increased by $18 million in 2013 compared with the prior year, due to changes in diesel fuel prices and overall LTL shipment volume. In addition, our Truckload division experienced increased volume and revenue, primarily related to our dedicated and non-dedicated service offerings.

The other businesses within Supply Chain & Freight increased revenue by $31 million in 2013, primarily due to growth at UPS Capital, The UPS Store and UPS Customer Solutions.

2012 compared to 2011

Forwarding and logistics revenue decreased $126 million in 2012 compared with 2011. Forwarding revenue decreased in 2012, primarily due to lower rates in our air forwarding business and the adverse impact of foreign currency exchange rates; however, this was partially offset by improved tonnage in both our air and ocean forwarding businesses. The reduction in rates in the air forwarding business was largely due to industry overcapacity in key trade lanes, particularly the Asia-outbound market. In our logistics products, revenue increased in 2012 as we experienced robust growth in our mail services and health care solutions. The improved revenue in our health care solutions business was driven by organic growth as well as the December 2011 acquisition of Pieffe Group.

Freight revenue increased $77 million for the year, driven by an increase in LTL revenue per hundredweight and in gross weight hauled; however, these factors were somewhat offset by a decline in average daily LTL shipments. The increase in LTL revenue per hundredweight was largely due to our focus on yield management and profitable revenue growth, as well as a general rate increase averaging 5.9% that took effect on July 16, 2012, covering non-contractual shipments in the United States, Canada and Mexico. The decline in average daily LTL shipments in 2012 was impacted by increased competitiveness in the LTL market and the slowdown in the U.S. economy. Fuel surcharge revenue increased by $16 million for 2012 compared with the prior year, due to changes in diesel fuel prices and overall LTL shipment volume.

The other businesses within Supply Chain & Freight increased revenue by $57 million in 2012 compared with 2011, primarily due to growth at The UPS Store, UPS Customer Solutions and our contract to provide domestic air transportation services for the U.S. Postal Service.

Operating Expenses

2013 compared to 2012

Forwarding and logistics adjusted operating expenses decreased $388 million in 2013 compared with 2012, due to several factors. Purchased transportation expense declined by $236 million, primarily due to lower tonnage in our international air freight forwarding business. Compensation and benefits expense declined by $59 million, largely due to reduced payroll costs and lower expense for worker's compensation claims. The remaining decrease in expense resulted from lower fuel costs, bad debt expense, and various other items.

Freight adjusted operating expenses increased $234 million in 2013, while the total cost per LTL shipment increased 2.0%. The largest component of this increase related to the cost of operating our linehaul network, which grew by $62 million, as a result of a 3.7% average daily tonnage increase, coupled with wage and purchased transportation increases. Our Truckload division experienced a $48 million increase in costs for the year, largely related to the expansion of our dedicated and non-dedicated services. Pick-up and delivery costs increased $15 million as a result of higher volume and wage increases, but were partially offset by productivity improvements. The remaining increase in expense in 2013 was impacted by increases in pension expense and healthcare costs.

Adjusted operating expenses for the other businesses within Supply Chain & Freight decreased $4 million in 2013 compared with 2012.

2012 compared to 2011

Forwarding and logistics adjusted operating expenses decreased $97 million in 2012 compared with 2011, due to several factors. Purchased transportation expense fell by $65 million in 2012, primarily due to lower rates charged to us by third-party transportation carriers (though this briefly reversed in the fourth quarter). Compensation and benefits expense declined by $28 million in 2012, largely due to reduced payroll and lower management incentive compensation costs. These factors were partially offset by a $10 million increase in depreciation and amortization, due to the amortization of intangible assets associated with our acquisition of Pieffe Group and the continued investment in technology and facilities in our health care logistics business.

Freight adjusted operating expenses increased $57 million in 2012, while the total cost per LTL shipment increased 3.8% for the year. The largest component of this increase related to the cost of operating our linehaul network, which grew by $40 million for the year, primarily as a result of an increase in tonnage, coupled with wage and purchased transportation increases. Pick-up and delivery costs increased $12 million for the year, largely due to the increase in tonnage as well as contractual driver wage increases of 3.5%. Rising diesel fuel prices increased the fuel expense for our fleet, as well as increased the fuel surcharge rates passed to us from third-party transportation carriers. These factors were, however, partially offset by productivity improvements.

Adjusted operating expenses for the other businesses within Supply Chain & Freight increased $56 million in 2012 compared with 2011.

Operating Profit and Margin

2013 compared to 2012

Adjusted operating profit for the forwarding and logistics unit decreased by $97 million in 2013 compared with 2012. This decrease was primarily due to reduced profitability in our international air forwarding business, which resulted from competitive pressures combined with weak overall air freight market demand due to continued economic weakness in Europe, slowing growth in China and a sluggish U.S. economy. Additionally, our customer concentration among the technology and military sectors negatively impacted our results, as demand in these sectors was relatively weaker than the remainder of the air freight market. This lower demand pressured the rates we charge to our customers, which more than offset the reduced rates we incur from third-party transportation carriers, and thereby led to a compression in our operating margin.

Adjusted operating profit for our freight unit increased $8 million in 2013 compared with 2012, as improvements in average daily LTL volume, yields and productivity measures (including gains in pick-up and delivery stops per hour, dock bills per hour and linehaul network utilization) more than offset an increase in wage and benefit expenses.

The combined adjusted operating profit for all of our other businesses in this segment increased $35 million in 2013 compared with 2012, primarily due to higher operating profit at UPS Capital and The UPS Store.

2012 compared to 2011

Adjusted operating profit for the forwarding and logistics unit decreased by $29 million in 2012 compared with 2011. This decrease was primarily due to reduced profitability in our international air forwarding business, as European economic uncertainty, slower growth in China and a sluggish U.S. economy all contributed to a reduction in overall air freight market demand. This lower demand pressured the rates we charge to our customers, which more than offset the reduced rates we incur from third-party transportation carriers, and thereby led to a decline in our operating margin. Operating profit for our logistics business declined in 2012 compared with 2011, largely due to increased depreciation expense resulting from the continued investment in technology and facilities for our global health care business.

Adjusted operating profit for our freight unit increased $20 million in 2012 compared with 2011, as gains in productivity (including pick-up and delivery stops per hour, dock bills per hour and linehaul network utilization) as well as improved yields, more than offset the overall decline in volume.

The combined adjusted operating profit for all of our other businesses in this segment increased $1 million in 2012 compared with 2011, largely due to growth from our contract to provide domestic air transportation services for the U.S. Postal Service.

Operating Expenses

	Year Ended December 31,			% Change	
	2013	2012	2011	2013 / 2012	2012 / 2011
Operating Expenses (in millions):					
Compensation and Benefits	$ 28,557	$ 33,102	$ 27,575	(13.7)%	20.0 %
Defined Benefit Plans Mark-to-Market Charge	—	(4,831)	(827)		
Multiemployer Pension Plan Withdrawal Charge	—	(896)	—		
Adjusted Compensation and Benefits	28,557	27,375	26,748	4.3 %	2.3 %
Repairs and Maintenance	1,240	1,228	1,286	1.0 %	(4.5)%
Depreciation and Amortization	1,867	1,858	1,782	0.5 %	4.3 %
Purchased Transportation	7,486	7,354	7,232	1.8 %	1.7 %
Fuel	4,027	4,090	4,046	(1.5)%	1.1 %
Other Occupancy	950	902	943	5.3 %	(4.3)%
Other Expenses	4,277	4,250	4,161	0.6 %	2.1 %
TNT Termination Fee and Related Expenses	(284)	—	—		
Gain Upon Liquidation of Foreign Subsidiary	245	—	—		
Gains on Real Estate Transactions	—	—	33		
Adjusted Other Expenses	4,238	4,250	4,194	(0.3)%	1.3 %
Total Operating Expenses	$ 48,404	$ 52,784	$ 47,025	(8.3)%	12.2 %
Adjusted Total Operating Expenses	$ 48,365	$ 47,057	$ 46,231	2.8 %	1.8 %
Currency Translation Cost / (Benefit)*				$ 12	$ (362)

* Amount represents the change compared to the prior year.

Compensation and Benefits

2013 compared to 2012

Employee payroll costs increased $684 million in 2013 compared with 2012, largely due to contractual union wage rate increases, a 3.1% increase in average daily union labor hours, and a merit salary increase for management employees; however, this was partially offset by an overall reduction in the number of management personnel.

Adjusted benefits expense increased $498 million in 2013 compared with 2012, primarily due to higher pension expense, increased vacation, holiday and excused absence expense, and higher health and welfare costs; however, these items were partially offset by changes in the expense associated with our self-insurance for worker's compensation claims. These primary factors impacting expense are discussed further as follows:

- Pension expense increased $300 million in 2013 compared with 2012, due to higher union contribution rates for multiemployer pension plans combined with increased service and interest costs for company-sponsored plans. The increase in service and interest costs for company-sponsored plans was largely due to continued service accruals and lower discount rates.
- Vacation, holiday and excused absence expense increased $89 million in 2013 compared with 2012, due to increased vacation entitlements earned based on employees' years of service, higher wage rates and an increase in the overall number of employees during 2013.

- Health and welfare costs increased $182 million in 2013 compared with 2012, largely due to increased contribution rates to multiemployer plans, higher medical claims in UPS-sponsored plans, and the impact of several provisions of the Patient Protection and Affordable Care Act of 2010.
- The expense associated with our self-insurance programs for worker’s compensation claims decreased $131 million in 2013 compared with 2012. Insurance reserves are established for estimates of the loss that we will ultimately incur on reported worker's compensation claims, as well as estimates of claims that have been incurred but not reported, and take into account a number of factors including our history of claim losses, payroll growth and the impact of safety improvement initiatives. In 2013, we experienced favorable actuarial expense adjustments as the frequency and severity of claims was less than previously projected, due to the impact of ongoing safety improvement and claim management initiatives.

2012 compared to 2011

Employee payroll costs increased $183 million in 2012 compared with 2011, largely due to contractual union wage rate increases that took effect under our collective bargaining agreement with the Teamsters, as well as an increase in total union labor hours; however, this was partially offset by a decline in management payroll costs due to a reduction in incentive compensation expense.

Adjusted benefits expense increased $444 million in 2012 compared with 2011, primarily due to higher pension expense, increased health and welfare costs and changes in the expense associated with our self-insurance for workers' compensation claims, as follows:

- Adjusted pension expense increased $200 million in 2012 compared with 2011, due to higher union contribution rates for multiemployer pension plans combined with increased service and interest costs for company-sponsored plans. The increase in service and interest costs for company-sponsored plans was largely due to continued service accruals and lower discount rates.
- Health and welfare costs increased $157 million in 2012 compared with 2011, largely due to higher medical claims and the impact of several provisions of the Patient Protection and Affordable Care Act of 2010.
- The expense associated with our self-insurance programs for workers' compensation claims increased $60 million in 2012 compared with 2011. The increase in expense in 2012 was largely impacted by increased payroll estimates, changes in state workers' compensation laws, and medical inflation.

Repairs and Maintenance

2013 compared to 2012

The increase in repairs and maintenance expense was largely due to increased vehicle maintenance costs in our global package and freight operations. These higher costs were impacted by the increase in miles driven in 2013 compared with 2012, as well as the overall increase in the size of our vehicle fleet in our U.S. Domestic Package and UPS Freight operations.

2012 compared to 2011

The decrease in repairs and maintenance expense was largely due to lower aircraft maintenance costs, which decreased $77 million in 2012 compared with 2011. This decrease resulted primarily from a 0.8% reduction in average daily aircraft block hours, and the conversion of an engine maintenance agreement with an outside vendor from a cost reimbursement approach to a fixed rate per flight hour. Additionally, aircraft maintenance expense declined due to a reduction in the number of scheduled maintenance checks for our Airbus A300-600F, Boeing 757-200F and Boeing MD-11F aircraft.

Depreciation and Amortization

2013 compared to 2012

The increase in depreciation and amortization expense in 2013, compared with 2012, was primarily due to a $62 million increase in depreciation expense on vehicles. This increase was driven by the replacement of older, fully-depreciated vehicles, technology upgrades on new vehicles and an overall increase in the size of our vehicle fleet. This increase was largely offset by several factors, including lower building and facility depreciation and capitalized software amortization.

2012 compared to 2011

The increase in depreciation and amortization expense was primarily due to higher depreciation expense on vehicles of $57 million in 2012 compared with 2011, resulting from the replacement of older, fully-depreciated vehicles, technology upgrades on new vehicles and an overall increase in the size of our vehicle fleet in our U.S. Domestic package operations.

Purchased Transportation

2013 compared to 2012

The increase in purchased transportation expense charged to us by third-party air, ocean and truck carriers in 2013, compared with 2012, was driven by several factors:

- Our U.S. Domestic Package segment incurred a $154 million expense increase for the year, primarily due to higher rates passed to us from rail carriers, and higher fees paid to the U.S. Postal Service associated with the volume growth in our SurePost product. This increase in expense was also impacted by the adverse weather conditions in the fourth quarter of 2013, as well as the significant increase in volume during the compressed timing of the holiday season.
- Our International Package segment incurred a $144 million expense increase for the year, primarily due to international volume growth.
- Our UPS Freight business incurred a $70 million increase for the year, largely due to growth in LTL volume and higher rates passed to us from rail carriers.
- The purchased transportation expense for our forwarding & logistics business declined $236 million for the year, largely due to lower tonnage and reduced rates from third-party transportation carriers in our international air freight forwarding business.

2012 compared to 2011

The increase in purchased transportation expense charged to us by third-party air, ocean and truck carriers in 2012 compared with 2011 was impacted by several factors. We incurred a $187 million increase in purchased transportation expense for 2012 in our U.S. Domestic Package segment, primarily due to higher fees paid to the U.S. Postal Service associated with the strong volume growth in our SurePost product, and higher rates passed to us from rail carriers. This was partially offset by a $65 million decrease in expense in our freight forwarding business, largely as a result of lower rates charged to us by third-party air carriers.

Fuel

2013 compared to 2012

The decrease in fuel expense in 2013 was largely due to the decline in fuel prices (primarily jet-A fuel prices), which decreased expense by $77 million, net of hedging. This was partially offset by a $14 million increase in overall fuel usage, which was primarily due to lower vehicle fuel efficiency and an increase in miles driven.

2012 compared to 2011

The fuel expense increase in 2012 compared with 2011 was largely due to higher fuel prices, which increased expense by $116 million; however, this was partially offset by lower usage of fuel products, which decreased expense by $72 million. The lower fuel usage was largely due to the decrease in total aircraft block hours and vehicle miles driven.

Other Occupancy

2013 compared to 2012

The increase in other occupancy expense in 2013, compared with 2012, was primarily due to higher snow removal costs at our operating facilities, an increase in utility expenses, as well as higher real estate taxes. The relatively cold winter in the United States in 2013 compared with 2012 caused the increase in snow removal costs, while increased usage and higher prices of natural gas and electricity resulted in the increase in utility expenses.

2012 compared to 2011

Other occupancy expense decreased in 2012 compared with 2011, primarily due to reductions in personal property and real estate taxes combined with a decrease in utilities expense. The relatively warm winter in the United States, combined with lower natural gas prices, helped to reduce heating and snow removal costs in our facilities during the early months of 2012.

Other Expenses

2013 compared to 2012

The decrease in adjusted other expenses in 2013 compared with 2012 was impacted by a number of factors, including decreases in bad debt expense, employee expense reimbursements, advertising costs, telecommunications expenses, and non-income based state and local taxes. These decreases in expense were partially offset by increases in auto liability insurance, transportation equipment rentals, and air cargo handling costs.

2012 compared to 2011

Adjusted other expenses increased in 2012 compared with 2011, primarily due to an increase in transportation equipment rentals, bad debt expense and auto liability insurance, as well as expenses incurred in 2012 related to the proposed TNT Express N.V. acquisition. These increases were partially offset by a reduction in employee relocation expenses and a decline in package claims expense. Additionally, 2012 adjusted other expenses were reduced by a $9 million gain on the sale of a distribution facility in our Supply Chain & Freight segment.

Investment Income and Interest Expense

The following table sets forth investment income and interest expense for the years ended December 31, 2013, 2012 and 2011 (in millions):

	Year Ended December 31,			% Change	
	2013	2012	2011	2013 / 2012	2012 / 2011
Investment Income	$ 20	$ 24	$ 44	(16.7)%	(45.5)%
Interest Expense	$ (380)	$ (393)	$ (348)	(3.3)%	12.9 %

Investment Income

2013 compared to 2012

The decrease in investment income in 2013 compared with 2012 was primarily due to lower interest rates earned on invested assets, as well as a decline in the average balance of invested assets. These factors were partially offset by higher realized gains on the sales of securities in 2013 compared with 2012.

2012 compared to 2011

The decrease in investment income in 2012 compared with 2011 was primarily caused by an $8 million decline in fair value adjustments and a $25 million decline in realized gains on sales of investments. These declines were partially offset by an increase in interest income, largely due to having a higher average balance of interest-earning cash and investments in our portfolio in 2012 compared with 2011.

Interest Expense

2013 compared to 2012

Interest expense decreased in 2013 compared to 2012, largely due to three factors: (1) having a greater proportion of our debt swapped to lower-yielding variable rates, (2) a decrease in the interest rate indices underlying our variable-rate debt and swaps, and (3) a lower average balance of debt outstanding. These factors were partially offset by the imputation of interest expense on the multiemployer pension withdrawal liability related to the New England Pension Fund.

2012 compared to 2011

Interest expense increased in 2012 compared with 2011, largely due to a higher average balance of debt outstanding, as well as a higher effective interest rate incurred on our debt. The higher effective interest rate largely resulted from two factors: (1) having a greater proportion of fixed-rate debt outstanding relative to lower-yielding variable rate debt and (2) an increase in the interest rate indices underlying our variable-rate debt and swaps in 2012. Additionally, interest expense increased in 2012 compared with 2011 due to unfavorable fair value adjustments on interest rate swaps that have not been designated as hedges, as well as the imputation of interest expense on the multiemployer pension withdrawal liability related to the New England Pension Fund.

Income Tax Expense

The following table sets forth income tax expense and our effective tax rate for the years ended December 31, 2013, 2012 and 2011 (in millions):

	Year Ended December 31,			% Change	
	2013	2012	2011	2013 / 2012	2012 / 2011
Income Tax Expense	$ 2,302	$ 167	$ 1,972	N/A	(91.5)%
Income Tax Impact of:					
TNT Termination Fee and Related Expenses	107	—	—		
Gain Upon Liquidation of Foreign Subsidiary	(32)	—	—		
Defined Benefit Plans Mark-to-Market Charge	—	1,808	300		
Multiemployer Pension Plan Withdrawal Charge	—	337	—		
Gain on Real Estate Transactions	—	—	(13)		
Adjusted Income Tax Expense	$ 2,377	$ 2,312	$ 2,259	2.8%	2.3 %
Effective Tax Rate	34.5%	17.1%	34.1%		
Adjusted Effective Tax Rate	35.4%	34.5%	34.4%		

2013 compared to 2012

Our adjusted effective tax rate increased to 35.4% in 2013 from 34.5% in 2012, due to a decrease in U.S. Federal and state tax credits relative to total pre-tax income, and unfavorable changes in the proportion of our taxable income in certain U.S. and non-U.S. jurisdictions relative to total pre-tax income.

2012 compared to 2011

Our adjusted effective tax rate increased in 2012 compared with 2011 primarily due to the expiration of certain U.S. tax credit provisions at the end of 2011, and a decrease in the relative benefit of other deductions and tax credits that do not increase in proportion to increases in pre-tax income. Adjusted income tax expense increased in 2012 compared with 2011 primarily due to higher pre-tax income and the factors described above.

Liquidity and Capital Resources

Operating Activities

The following is a summary of the significant sources (uses) of cash from operating activities (amounts in millions):

	2013	2012	2011
Net income	$ 4,372	$ 807	$ 3,804
Non-cash operating activities(a)	3,318	7,313	4,578
Pension and postretirement plan contributions (UPS-sponsored plans)	(212)	(917)	(1,436)
Income tax receivables and payables	(155)	280	236
Changes in working capital and other noncurrent assets and liabilities	121	(148)	(12)
Other operating activities	(140)	(119)	(97)
Net cash from operating activities	$ 7,304	$ 7,216	$ 7,073

(a) Represents depreciation and amortization, gains and losses on derivative and foreign exchange transactions, deferred income taxes, provisions for uncollectible accounts, pension and postretirement benefit expense, stock compensation expense, impairment charges and other non-cash items.

Cash from operating activities remained strong throughout the 2011 to 2013 time period. Operating cash flow was favorably impacted in 2013, compared with 2012, by lower contributions into our defined benefit pension and postretirement benefit plans; however, this was partially offset by certain TNT Express transaction-related charges, as well as changes in income tax receivables and payables. We paid a termination fee to TNT Express of €200 million ($268 million) under the agreement to terminate the merger protocol in the first quarter of 2013. Additionally, the cash payments for income taxes increased in 2013 compared with 2012, and were impacted by the timing of current tax deductions.

Except for discretionary or accelerated fundings of our plans, contributions to our company-sponsored pension plans have largely varied based on whether any minimum funding requirements are present for individual pension plans.

- In 2013, we did not have any required, nor make any discretionary, contributions to our primary company-sponsored pension plans in the U.S.
- In 2012, we made a $355 million required contribution to the UPS IBT Pension Plan.
- In 2011, we made a $1.2 billion contribution to the UPS IBT Pension Plan, which satisfied our 2011 contribution requirements and also approximately $440 million in contributions that would not have been required until after 2011.
- The remaining contributions in the 2011 through 2013 period were largely due to contributions to our international pension plans and U.S. postretirement medical benefit plans.

As discussed further in the "Contractual Commitments" section, we have minimum funding requirements in the next several years, primarily related to the UPS IBT Pension, UPS Retirement and UPS Pension plans.

As of December 31, 2013, the total of our worldwide holdings of cash and cash equivalents was $4.665 billion. Approximately 45%-55% of cash and cash equivalents was held by foreign subsidiaries throughout the year. The amount of cash held by our U.S. and foreign subsidiaries fluctuates throughout the year due to a variety of factors, including the timing of cash receipts and disbursements in the normal course of business. Cash provided by operating activities in the United States continues to be our primary source of funds to finance domestic operating needs, capital expenditures, share repurchases and dividend payments to shareowners. To the extent that such amounts represent previously untaxed earnings, the cash held by foreign subsidiaries would be subject to tax if such amounts were repatriated in the form of dividends; however, not all international cash balances would have to be repatriated in the form of a dividend if returned to the U.S. When amounts earned by foreign subsidiaries are expected to be indefinitely reinvested, no accrual for taxes is provided.

Investing Activities

Our primary sources (uses) of cash for investing activities were as follows (amounts in millions):

	2013	2012	2011
Net cash used in investing activities	$ (2,114)	$ (1,335)	$ (2,537)
Capital Expenditures:			
Buildings and facilities	$ (483)	$ (506)	$ (373)
Aircraft and parts	(478)	(568)	(598)
Vehicles	(662)	(672)	(659)
Information technology	(442)	(407)	(375)
	$ (2,065)	$ (2,153)	$ (2,005)
Capital Expenditures as a % of Revenue	3.7%	4.0%	3.8%
Other Investing Activities:			
Proceeds from disposals of property, plant and equipment	$ 104	$ 95	$ 27
Net decrease in finance receivables	$ 39	$ 101	$ 184
Net (purchases) sales of marketable securities	$ 9	$ 628	$ (413)
Cash received (paid) for business acquisitions and dispositions	$ (22)	$ (100)	$ (73)
Other investing activities	$ (179)	$ 94	$ (257)

We have commitments for the purchase of vehicles, equipment and real estate to provide for the replacement of existing capacity and anticipated future growth. We generally fund our capital expenditures with our cash from operations. Future capital spending for anticipated growth and replacement assets will depend on a variety of factors, including economic and industry conditions. We anticipate that our capital expenditures for 2014 will be approximately $2.5 billion.

Capital spending on aircraft over the 2011 to 2013 period was largely due to scheduled deliveries of previous orders for the Boeing 767-300ERF and 747-400F aircraft. Capital spending on vehicles increased during the 2011 to 2013 period in our U.S. and international package businesses and our freight unit, due to vehicle replacements, technology enhancements and new vehicle orders to support volume growth. Capital expenditures on buildings and facilities in the 2011 to 2013 period included expansion and new construction projects at facilities in Europe and Asia, including a $200 million expansion at our European air hub in Cologne, Germany that began in 2011 and will be completed in the first quarter of 2014.

The proceeds from the disposal of property, plant and equipment were largely due to real estate and aircraft sales during the 2011 through 2013 period, as well as the proceeds from insurance recoveries in 2013. The net decline in finance receivables in the 2011 through 2013 period was primarily due to customer paydowns and loan sales activity, primarily in our commercial lending, asset-based lending and leasing portfolios. The purchases and sales of marketable securities are largely determined by liquidity needs and the periodic rebalancing of investment types, and will therefore fluctuate from period to period.

The cash paid for business acquisitions in the 2011 to 2013 period was largely due to the acquisitions of Pieffe Group in Italy (2011), Kiala S.A. in Belgium (2012) and Cemelog Ltd. in Hungary (2013), as well as other smaller acquisitions.

Other investing activities are impacted by changes in our restricted cash balance, the cash settlement of derivative contracts used in our currency hedging programs, and the timing of aircraft purchase contract deposits on our Boeing 767-300ERF and 747-400F aircraft orders. In 2013, we increased the restricted cash balance associated with our self-insurance requirements by $137 million (there were no changes in restricted cash in 2012 or 2011, other than earned interest). We received (paid) cash related to purchases and settlements of energy and currency derivative contracts used in our hedging programs of $(28), $41, and $(78) million during 2013, 2012 and 2011, respectively.

Financing Activities

Our primary sources (uses) of cash for financing activities were as follows (amounts in millions, except per share data):

	2013	2012	2011
Net cash used in financing activities	$ (7,807)	$ (1,817)	$ (4,862)
Share Repurchases:			
Cash expended for shares repurchased	$ (3,838)	$ (1,621)	$ (2,665)
Number of shares repurchased	(43.2)	(21.8)	(38.7)
Shares outstanding at year-end	923	953	963
Percent reduction in shares outstanding	(3.1)%	(1.0)%	(2.8)%
Dividends:			
Dividends declared per share	$ 2.48	$ 2.28	$ 2.08
Cash expended for dividend payments	$ (2,260)	$ (2,130)	$ (1,997)
Borrowings:			
Net borrowings (repayments) of debt principal	$ (1,775)	$ 1,729	$ (95)
Other Financing Activities:			
Cash received for common stock issuances	$ 491	$ 301	$ 290
Other financing activities	$ (425)	$ (96)	$ (395)
Capitalization:			
Total debt outstanding at year-end	$ 10,872	$ 12,870	$ 11,128
Total shareowners' equity at year-end	6,488	4,733	7,108
Total capitalization	$ 17,360	$ 17,603	$ 18,236
Debt to Total Capitalization %	62.6 %	73.1 %	61.0 %

On February 14, 2013, the Board of Directors approved a share repurchase authorization of $10.0 billion, which replaced an authorization previously announced in 2012. The share repurchase authorization has no expiration date. As of December 31, 2013, we had $6.814 billion of this share repurchase authorization remaining. Share repurchases may take the form of accelerated share repurchases, open market purchases, or other such methods as we deem appropriate. The timing of our share repurchases will depend upon market conditions. Unless terminated earlier by the resolution of our Board, the program will expire when we have purchased all shares authorized for repurchase under the program. We anticipate repurchasing approximately $2.7 billion of shares in 2014.

The declaration of dividends is subject to the discretion of the Board of Directors and will depend on various factors, including our net income, financial condition, cash requirements, future prospects, and other relevant factors. We expect to continue the practice of paying regular cash dividends. In February 2014, we increased our quarterly dividend payment from $0.62 to $0.67 per share, an 8% increase.

Issuances of debt in 2013 consisted primarily of longer-maturity commercial paper. Issuances of debt in 2012 consisted primarily of senior fixed rate note offerings totaling $1.75 billion, the proceeds of which were used to repay the principal balance of our $1.75 billion notes that matured on January 15, 2013. In 2011, issuances of debt consisted primarily of commercial paper and five new aircraft leases.

Repayments of debt in 2013, 2012 and 2011 consisted primarily of the maturity of our $1.75 billion senior fixed rate notes that matured on January 15, 2013, paydowns of commercial paper, and scheduled principal payments on our capitalized lease obligations. We consider the overall fixed and floating interest rate mix of our portfolio and the related overall cost of borrowing when planning for future issuances and non-scheduled repayments of debt.

As of December 31, 2013, our 3.875% senior notes with a principal balance of $1.0 billion due in April 2014 have been classified as a long-term liability, based on our intent and ability to refinance the debt.

We had no commercial paper outstanding at December 31, 2013 and 2012. The amount of commercial paper outstanding fluctuates throughout each year based on daily liquidity needs. The average commercial paper balance was $1.013 billion and the average interest rate paid was 0.07% in 2013 ($962 million and 0.07% in 2012, respectively).

Cash received from common stock issuances to employees increased primarily due to additional stock option exercises in 2013 and 2012.

The cash outflows in other financing activities were impacted by several factors. Cash inflows (outflows) from the premium payments and settlements of capped call options for the purchase of UPS class B shares were $(93), $206 and $(200) million for 2013, 2012 and 2011, respectively. In 2013, we paid $70 million to purchase the noncontrolling interest in a joint venture that operates in the Middle East, Turkey and portions of the Central Asia region. In 2012, we settled several interest rate derivatives that were designated as hedges of the senior fixed-rate debt offerings that year, which resulted in a cash outflow of $70 million. The remaining cash outflows in other financing activities for 2013, 2012 and 2011 were related to the repurchase of shares to satisfy tax withholding obligations on vested employee stock awards.

Sources of Credit

We are authorized to borrow up to $10.0 billion under our U.S. commercial paper program. We also maintain a European commercial paper program under which we are authorized to borrow up to €5.0 billion in a variety of currencies. No amounts were outstanding under these programs as of December 31, 2013. The amount of commercial paper outstanding under these programs in 2014 is expected to fluctuate.

We maintain two credit agreements with a consortium of banks. One of these agreements provides revolving credit facilities of $1.5 billion, and expires on March 28, 2014. Generally, amounts outstanding under this facility bear interest at a periodic fixed rate equal to LIBOR for the applicable interest period and currency denomination, plus an applicable margin. Alternatively, a fluctuating rate of interest equal to the highest of (1) JPMorgan Chase Bank's publicly announced prime rate, (2) the Federal Funds effective rate plus 0.50%, and (3) LIBOR for a one month interest period plus1.00%, plus an applicable margin, may be used at our discretion. In each case, the applicable margin for advances bearing interest based on LIBOR is a percentage determined by quotations from Markit Group Ltd. for our 1-year credit default swap spread, subject to a minimum rate of 0.10% and a maximum rate of 0.75%. The applicable margin for advances bearing interest based on the prime rate is1.00% below the applicable margin for LIBOR advances (but not lower than 0.00%). We are also able to request advances under this facility based on competitive bids for the applicable interest rate. There were no amounts outstanding under this facility as of December 31, 2013.

The second agreement provides revolving credit facilities of $1.0 billion, and expires on March 29, 2018. Generally, amounts outstanding under this facility bear interest at a periodic fixed rate equal to LIBOR for the applicable interest period and currency denomination, plus an applicable margin. Alternatively, a fluctuating rate of interest equal to the highest of (1) JPMorgan Chase Bank's publicly announced prime rate, (2) the Federal Funds effective rate plus 0.50%, and (3) LIBOR for a one month interest period plus 1.00%, plus an applicable margin, may be used at our discretion. In each case, the applicable margin for advances bearing interest based on LIBOR is a percentage determined by quotations from Markit Group Ltd. for our credit default swap spread, interpolated for a period from the date of determination of such credit default swap spread in connection with a new interest period until the latest maturity date of this facility then in effect (but not less than a period of one year). The applicable margin is subject to certain minimum rates and maximum rates based on our public debt ratings from Standard & Poor's Rating Service and Moody's Investors Service. The minimum applicable margin rates range from 0.100% to 0.375%, and the maximum applicable margin rates range from 0.750% to 1.250% per annum. The applicable margin for advances bearing interest based on the prime rate is 1.00% below the applicable margin for LIBOR advances (but not less than0.00%). We are also able to request advances under this facility based on competitive bids. There were no amounts outstanding under this facility as of December 31, 2013.

Our existing debt instruments and credit facilities subject us to certain financial covenants. As ofDecember 31, 2013 and for all prior periods presented, we have satisfied these financial covenants. These covenants limit the amount of secured indebtedness that we may incur, and limit the amount of attributable debt in sale-leaseback transactions, to 10% of net tangible assets. As of December 31, 2013, 10% of net tangible assets is equivalent to $2.612 billion; however, we have no covered sale-leaseback transactions or secured indebtedness outstanding. We do not expect these covenants to have a material impact on our financial condition or liquidity.

Guarantees and Other Off-Balance Sheet Arrangements

We do not have guarantees or other off-balance sheet financing arrangements, including variable interest entities, which we believe could have a material impact on financial condition or liquidity.

Contractual Commitments

We have contractual obligations and commitments in the form of capital leases, operating leases, debt obligations, purchase commitments, and certain other liabilities. We intend to satisfy these obligations through the use of cash flow from operations. The following table summarizes the expected cash outflow to satisfy our contractual obligations and commitments as of December 31, 2013 (in millions):

Commitment Type	2014	2015	2016	2017	2018	After 2018	Total
Capital Leases	$ 67	$ 65	$ 58	$ 58	$ 53	$ 422	$ 723
Operating Leases	310	239	180	146	99	242	1,216
Debt Principal	1,009	107	6	377	750	8,030	10,279
Debt Interest	301	294	294	293	282	4,519	5,983
Purchase Commitments	333	100	50	11	—	—	494
Pension Fundings	—	687	1,137	1,082	1,055	2,259	6,220
Other Liabilities	58	43	23	10	5	—	139
Total	$ 2,078	$ 1,535	$ 1,748	$ 1,977	$ 2,244	$ 15,472	$ 25,054

Our capital lease obligations relate primarily to leases on aircraft. Capital leases, operating leases, and purchase commitments, as well as our debt principal obligations, are discussed further in note 7 to our consolidated financial statements. The amount of interest on our debt was calculated as the contractual interest payments due on our fixed-rate debt, in addition to interest on variable rate debt that was calculated based on interest rates as of December 31, 2013. The calculations of debt interest take into account the effect of interest rate swap agreements. For debt denominated in a foreign currency, the U.S. Dollar equivalent principal amount of the debt at the end of the year was used as the basis to calculate future interest payments.

Purchase commitments represent contractual agreements to purchase goods or services that are legally binding, the largest of which are orders for technology equipment and vehicles. As of December 31, 2013, we have no open aircraft orders.

Pension fundings represent the anticipated required cash contributions that will be made to our qualified U.S. pension plans (these plans are discussed further in note 4 to the consolidated financial statements). The pension funding requirements were estimated under the provisions of the Pension Protection Act of 2006 and the Employee Retirement Income Security Act of 1974, using discount rates, asset returns and other assumptions appropriate for these plans. In July 2012, federal legislation was signed into law that allows pension plan sponsors to use higher interest rate assumptions (based on a 25-year rate history) in valuing plan liabilities and determining funding obligations. As a result of this legislation, we are not subject to required contributions in 2014 for our domestic pension plans. The amount of any minimum funding requirement, as applicable, for these plans could change significantly in future periods, depending on many factors, including future plan asset returns and discount rates. A sustained significant decline in the world equity markets, and the resulting impact on our pension assets and investment returns, could result in our domestic pension plans being subject to significantly higher minimum funding requirements. To the extent that the funded status of these plans in future years differs from our current projections, the actual contributions made in future years could materially differ from the amounts shown in the table above.

As discussed in note 5 to our consolidated financial statements, we are not currently subject to any minimum contributions or surcharges with respect to the multiemployer pension and health and welfare plans in which we participate. Contribution rates to these multiemployer pension and health and welfare plans are established through the collective bargaining process. As we are not subject to any minimum contribution levels, we have not included any amounts in the contractual commitments table with respect to these multiemployer plans.

The contractual payments due for “other liabilities” primarily include commitment payments related to our investment in certain partnerships. The table above does not include approximately $235 million of liabilities for uncertain tax positions because we are uncertain if or when such amounts will ultimately be settled in cash. In addition, we also have recognized assets associated with uncertain tax positions in excess of the related liabilities such that we do not believe a net contractual obligation exists to the taxing authorities. Uncertain tax positions are further discussed in note 12 to the consolidated financial statements.

As of December 31, 2013, we had outstanding letters of credit totaling approximately $1.023 billion issued in connection with our self-insurance reserves and other routine business requirements. We also issue surety bonds as an alternative to letters of credit in certain instances, and as of December 31, 2013, we had $627 million of surety bonds written. As of December 31, 2013, we had unfunded loan commitments totaling $153 million associated with our financial business.

We believe that funds from operations and borrowing programs will provide adequate sources of liquidity and capital resources to meet our expected long-term needs for the operation of our business, including anticipated capital expenditures, for the foreseeable future.

Contingencies

We are involved in a number of judicial proceedings and other matters arising from the conduct of our business activities.

Although there can be no assurance as to the ultimate outcome, we have generally denied, or believe we have a meritorious defense and will deny, liability in all litigation pending against us, including (except as otherwise noted herein) the matters described below, and we intend to defend vigorously each case. We have accrued for legal claims when, and to the extent that, amounts associated with the claims become probable and can be reasonably estimated. The actual costs of resolving legal claims may be substantially higher or lower than the amounts accrued for those claims.

For those matters as to which we are not able to estimate a possible loss or range of loss, we are not able to determine whether the loss will have a material adverse effect on our business, financial condition or results of operations or liquidity. For matters in this category, we have indicated in the descriptions that follow the reasons that we are unable to estimate the possible loss or range of loss.

Judicial Proceedings

We are a defendant in a number of lawsuits filed in state and federal courts containing various class action allegations under state wage-and-hour laws. At this time, we do not believe that any loss associated with these matters would have a material adverse effect on our financial condition, results of operations or liquidity.

UPS and our subsidiary Mail Boxes Etc., Inc. are defendants in a lawsuit in California Superior Court about the rebranding of The UPS Store franchises. In the Morgate case, the plaintiffs are (1) 125 individual franchisees who did not rebrand to The UPS Store and (2) a certified class of all franchisees who did rebrand. With respect to the 125 individual franchisees described in (1) above, the trial court entered judgment against a bellwether individual plaintiff, which was affirmed in January 2012. In March 2013, we reached a settlement in principle with the remaining individual plaintiffs who did not rebrand. We believe this settlement will not have a material adverse effect on our financial condition, results of operations or liquidity. The trial court granted our motion for summary judgment against the certified class described in (2) above, which was reversed in January 2012. We have not reached a settlement with this class of franchisees, and the claims of the class remain pending.

There are multiple factors that prevent us from being able to estimate the amount of loss, if any, that may result from the remaining aspects of this case, including: (1) we are vigorously defending ourselves and believe we have a number of meritorious legal defenses; and (2) it remains uncertain what evidence of damages, if any, plaintiffs will be able to present. Accordingly, at this time, we are not able to estimate a possible loss or range of loss that may result from this matter or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

In AFMS LLC v. UPS and FedEx Corporation, a lawsuit filed in federal court in the Central District of California in August 2010, the plaintiff asserts that UPS and FedEx violated U.S. antitrust law by conspiring to refuse to negotiate with third-party negotiators retained by shippers and by individually imposing policies that prevent shippers from using such negotiators. UPS and FedEx have moved for summary judgment. There has been no ruling on those motions. The case does not have a trial date scheduled. The Antitrust Division of the U.S. Department of Justice (“DOJ”) has an ongoing civil investigation of our policies and practices for dealing with third-party negotiators. We are cooperating with this investigation. We deny any liability with respect to these matters and intend to vigorously defend ourselves. There are multiple factors that prevent us from being able to estimate the amount of loss, if any, that may result from these matters including: (1) we believe that we have a number of meritorious defenses; (2) the Court has not ruled on the pending dispositive motions; and (3) the DOJ investigation is pending. Accordingly, at this time, we are not able to estimate a possible loss or range of loss that may result from these matters or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

In Canada, four purported class-action cases were filed against us in British Columbia (2006); Ontario (2007) and Québec (2006 and 2013). The cases each allege inadequate disclosure concerning the existence and cost of brokerage services provided by us under applicable provincial consumer protection legislation and infringement of interest restriction provisions under the Criminal Code of Canada. The British Columbia class action was declared inappropriate for certification and dismissed by the trial judge. That decision was upheld by the British Columbia Court of Appeal in March 2010, which ended the case in our favor. The Ontario class action was certified in September 2011. Partial summary judgment was granted to us and the plaintiffs by the Ontario motions court. The complaint under the Criminal Code was dismissed. No appeal is being taken from that decision. The allegations of inadequate disclosure were granted and we are appealing that decision. The motion to authorize the 2006 Québec litigation as a class action was dismissed by the motions judge in October 2012; there was no appeal, which ended that case in our favor. The 2013 Québec litigation also has been dismissed. We deny all liability and are vigorously defending the one outstanding case in Ontario. There are multiple factors that prevent us from being able to estimate the amount of loss, if any, that may result from this matter, including: (1) we are vigorously defending ourselves and believe that we have a number of meritorious legal defenses; and (2) there are unresolved questions of law and fact that could be important to the ultimate resolution of this matter. Accordingly, at this time, we are not able to estimate a possible loss or range of loss that may result from this matter or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

Other Matters

On March 29, 2013, we entered into a Non-Prosecution Agreement (“NPA”) with the United States Attorney's Office in the Northern District of California in connection with an investigation by the Drug Enforcement Administration of shipments by illicit online pharmacies. Under the NPA, we forfeited $40 million to the government, admitted to a Statement of Facts describing the conduct leading to the agreement, and agreed to implement an online pharmacy compliance program. The term of the NPA is two years, although we can petition the government to shorten that term in its discretion to one year. The NPA did not have a material impact on our financial condition, results of operations or liquidity in 2013.

In August 2010, competition authorities in Brazil opened an administrative proceeding to investigate alleged anticompetitive behavior in the freight forwarding industry. Approximately 45 freight forwarding companies and individuals are named in the proceeding, including UPS, UPS SCS Transportes (Brasil) S.A., and a former employee in Brazil. UPS will have an opportunity to respond to these allegations. In November 2012, the Commerce Commission of Singapore initiated an investigation with respect to similar matters.

We are cooperating with each of these investigations, and intend to continue to vigorously defend ourselves. There are multiple factors that prevent us from being able to estimate the amount of loss, if any, that may result from these matters including: (1) we are vigorously defending each matter and believe that we have a number of meritorious legal defenses; (2) there are unresolved questions of law that could be of importance to the ultimate resolutions of these matters, including the calculation of any potential fine; and (3) there is uncertainty about the time period that is the subject of the investigations. Accordingly, at this time, we are not able to estimate a possible loss or range of loss that may result from these matters or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

In January 2008, a class action complaint was filed in the United States District Court for the Eastern District of New York alleging price-fixing activities relating to the provision of freight forwarding services. UPS was not named in this case. In July 2009, the plaintiffs filed a First Amended Complaint naming numerous global freight forwarders as defendants. UPS and UPS Supply Chain Solutions are among the 60 defendants named in the amended complaint. The plaintiffs filed a Second Amended Complaint in October 2010, which we moved to dismiss. In August 2012, the Court granted our motion to dismiss all claims relevant to UPS in the Second Amended Complaint, with leave to amend. The plaintiffs filed a Third Amended Complaint in November 2012. We filed another motion to dismiss. On September 20, 2013, the Magistrate Judge recommended to the Court that UPS be dismissed from one of the claims in the Third Amended Complaint, with prejudice, but recommended that UPS's motion to dismiss with respect to other claims in the Third Amended Complaint be denied. UPS and other defendants filed objections to the recommendations of the Magistrate Judge to the extent they recommended denial of UPS's motion to dismiss. Those objections are currently pending before the Court. There are multiple factors that prevent us from being able to estimate the amount of loss, if any, that may result from these matters including: (1) the Court's pending review of the adequacy of the Third Amended Complaint; (2) the scope and size of the proposed class is ill-defined; (3) there are significant legal questions about the adequacy and standing of the putative class representatives; and (4) we believe that we have a number of meritorious legal defenses. Accordingly, at this time, we are not able to estimate a possible loss or range of loss that may result from these matters or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

We are a defendant in various other lawsuits that arose in the normal course of business. We do not believe that the eventual resolution of these other lawsuits (either individually or in the aggregate), including any reasonably possible losses in excess of current accruals, will have a material adverse effect on our financial condition, results of operations or liquidity.

Collective Bargaining Agreements

As of December 31, 2013, we had approximately 253,000 employees employed under a national master agreement and various supplemental agreements with local unions affiliated with the International Brotherhood of Teamsters (“Teamsters”). In April 2013, we reached a tentative agreement with the Teamsters on two new national master agreements in the U.S. Domestic Package and UPS Freight business units, both of which are retroactive to August 1, 2013 and will remain effective through July 31, 2018. Before expiration of the existing national master agreements, the Company and the Teamsters agreed to extensions of both existing five-year national master agreements and all supplemental agreements. The extensions are open-ended and can be terminated by either party on thirty days' notice.

UPS Teamster-represented employees in the U.S. Domestic Package business unit subsequently voted to approve the new national master agreement in June 2013, while several local U.S. Domestic Package supplemental agreements require additional negotiation and approval before ratification occurs. As of February 2014, there were a total of six supplemental agreements that still have to be approved before ratification. We anticipate that the remaining agreements will be voted upon in the coming months.

The UPS Freight business unit ratified its national master agreement in January 2014.

We have approximately 2,600 pilots who are employed under a collective bargaining agreement with the Independent Pilots Association (“IPA”), which became amendable at the end of 2011. In February 2014, UPS and the IPA requested mediation by the National Mediation Board for the ongoing contract negotiations. Our airline mechanics are covered by a collective bargaining agreement with Teamsters Local 2727, which became amendable November 1, 2013. In addition, approximately 3,100 of our ground mechanics who are not employed under agreements with the Teamsters are employed under collective bargaining agreements with the International Association of Machinists and Aerospace Workers (“IAM”). Our agreement with the IAM runs through July 31, 2014.

Tax Matters

In June 2011, we received an IRS Revenue Agent Report ("RAR") covering excise taxes for tax years 2003 through 2007, in addition to the income tax matters described in note 12 to the consolidated financial statements. The excise tax RAR proposed two alternate theories for asserting additional excise tax on transportation of property by air. We disagreed with these proposed excise tax theories and related adjustments. We filed protests and, in the third quarter of 2011, the IRS responded to our protests and forwarded the case to IRS Appeals.

Beginning in the third quarter of 2012 and continuing through the first quarter of 2013, we had settlement discussions with the Appeals team. In the first quarter of 2013, we reached settlement terms for a complete resolution of all excise tax matters and correlative income tax refund claims for the 2003 through 2007 tax years. The final resolution of these matters did not materially impact our financial condition, results of operations or liquidity.

Multiemployer Benefit Plans

We contribute to a number of multiemployer defined benefit and health and welfare plans under terms of collective bargaining agreements that cover our union represented employees. Our current collective bargaining agreements set forth the annual contribution increases allotted to the plans that we participate in, and we are in compliance with these contribution rates. These limitations will remain in effect throughout the terms of the existing collective bargaining agreements.

In the third quarter of 2012, we reached an agreement with the New England Pension Fund, a multiemployer pension plan in which UPS is a participant, to restructure the pension liabilities for approximately 10,200 UPS employees represented by the Teamsters. The agreement reflects a decision by the New England Pension Fund's trustees to restructure the fund through plan amendments to utilize a "two pool approach", which effectively subdivides the plan assets and liabilities between two groups of beneficiaries. As part of this agreement, UPS agreed to withdraw from the original pool of the New England Pension Fund of which it had historically been a participant, and reenter the New England Pension Fund's newly-established pool as a new employer.

Upon ratification of the agreement by the Teamsters in September 2012, we withdrew from the original pool of the New England Pension Fund and incurred an undiscounted withdrawal liability of $2.162 billion to be paid in equal monthly installments over 50 years. The undiscounted withdrawal liability was calculated by independent actuaries employed by the New England Pension Fund, in accordance with the governing plan documents and the applicable requirements of the Employee Retirement Income Security Act of 1974. In the third quarter of 2012, we recorded a charge to expense to establish an $896 million withdrawal liability on our balance sheet, which represents the present value of the $2.162 billion future payment obligation discounted at a 4.25% interest rate. This discount rate represents the estimated credit-adjusted market rate of interest at which we could obtain financing of a similar maturity and seniority.

As part of this agreement, we believe that UPS, the New England Pension Fund and our affected employees have obtained several benefits, including:

- The old pool of the New England Pension Fund has historically had, and would likely continue to have, funding challenges; this represented a risk to UPS of having to face higher future contribution requirements, as well as a risk to the security of the pension benefits of those UPS employees who participate in the New England Pension Fund. The 50 year fixed payment obligation should improve the funded status of the New England Pension Fund over time, while reducing the risk to UPS of significantly higher future contribution requirements.
- The newly-established pool provides better protections for new participating employers. This pool uses a direct-attribution methodology for calculating any potential future withdrawal liabilities, which reduces our exposure to the liabilities of other participating employers. Additionally, this pool contains provisions designed to maintain a fully-funded status, including automatic benefit reductions and/or increased employee contributions in the event of an underfunded situation occurring.
- As part of the agreement, we were able to freeze our hourly pension contribution rate to the newly-established pool of the New England Pension Fund for a period of 10 years, which provides cash flow visibility for both UPS and the New England Pension Fund.

The $896 million charge to expense recorded in the third quarter of 2012 is included in "compensation and benefits expense" in the statement of consolidated income, while the corresponding withdrawal liability is included in "other non-current liabilities" on the consolidated balance sheet. We will impute interest on the withdrawal liability using the 4.25% discount rate, while the monthly payments made to the New England Pension Fund will reduce the remaining balance of the withdrawal liability.

Our status in the newly-established pool of the New England Pension Fund is accounted for as the participation in a new multiemployer pension plan, and therefore we will recognize expense based on the contractually-required contribution for each period, and we will recognize a liability for any contributions due and unpaid at the end of a reporting period.

Rate Adjustments

In May 2013, our UPS Freight unit announced a general rate increase averaging 5.9%, covering non-contractual shipments in the United States, Canada and Mexico. The rate adjustment took effect on June 10, 2013, and applies to minimum charge, LTL and TL rates and accessorial charges.

In November 2013, we announced an average 4.9% net increase in base and accessorial rates that took effect December 31, 2013, and impacted the following services:

- UPS Ground services;
- UPS Next Day Air, UPS 2nd Day Air, UPS 3 Day Select, and international air shipments originating in the United States (including Worldwide Express, Worldwide Express Plus, UPS Worldwide Expedited and UPS International Standard Service);
- UPS Next Day Air Freight, UPS 2nd Day Air Freight, and UPS 3 Day Freight shipments within and between the U.S., Canada, and Puerto Rico; and
- UPS Express Freight shipments originating in the U.S.

These rate changes are customary and occur on an annual basis. Rate changes for shipments originating outside the U.S. are made throughout the year and vary by geographic market.

New Accounting Pronouncements

Recently Adopted Accounting Standards

In May 2011, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update to disclosure requirements for fair value measurement. These amendments, which became effective for us in the first quarter of 2012, result in a common definition of fair value and common measurement and disclosure requirements between U.S. GAAP and IFRS. Consequently, the amendments change some fair value measurement principles and disclosure requirements. The implementation of this amended accounting guidance had an immaterial impact on our consolidated financial position and results of operations.

In June 2011, the FASB issued an Accounting Standards Update that increases the prominence of items reported in other comprehensive income in the financial statements. This update requires companies to present comprehensive income in a single statement below net income or in a separate statement of comprehensive income immediately following the income statement. This requirement became effective for us beginning with the first quarter of 2012, and we have included the required presentation in all applicable filings since that date.

In December 2011, the FASB issued an Accounting Standards Update that required entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position, as well as instruments and transactions subject to a master netting arrangement. In addition, the update requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. This requirement became effective for us beginning with the first quarter of 2013. This update did not have a material effect on our consolidated financial position or results of operations, and we have included the required disclosures in all applicable filings since implementation.

In July 2012, the FASB issued an Accounting Standards Update that added an optional qualitative assessment for determining whether an indefinite-lived intangible asset is impaired. The objective of this update is to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by allowing an entity the option to make a qualitative evaluation about the likelihood of an intangible impairment to determine whether it should calculate the fair value of the asset. This accounting standards update also amends existing guidance by expanding upon the examples of events and circumstances that an entity should consider between annual impairment tests in determining whether it is more likely than not that the fair value of the intangible asset is less than its carrying amount. We adopted this accounting standard update and applied its provisions to certain of our intangible assets for our annual impairment testing as of October 1, 2012.

In February 2013, the FASB issued an accounting standards update that adds new disclosure requirements for items reclassified out of accumulated other comprehensive income. This update requires that companies present either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source (e.g., the release due to cash flow hedges from interest rate contracts) and the income statement line items affected by the reclassification (e.g., interest income or interest expense). If a component is not required to be reclassified to net income in its entirety (e.g., the net periodic pension cost), companies would instead cross reference to the related note for additional information (e.g., the pension note). We adopted this accounting standard update in the first quarter of 2013 and have included the required presentation in all applicable filings since that date (see note 9 to the consolidated financial statements).

Other accounting pronouncements adopted during the periods covered by the consolidated financial statements had an immaterial impact on our consolidated financial position and results of operations.

Accounting Standards Issued But Not Yet Effective

Accounting pronouncements issued, but not effective until after December 31, 2013, are not expected to have a significant impact on our consolidated financial position or results of operations.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America. As indicated in note 1 to our consolidated financial statements, the amounts of assets, liabilities, revenue, and expenses reported in our financial statements are affected by estimates and judgments that are necessary to comply with generally accepted accounting principles. We base our estimates on prior experience and other assumptions that we consider reasonable to our circumstances. Actual results could differ from our estimates, which would affect the related amounts reported in our consolidated financial statements. While estimates and judgments are applied in arriving at many reported amounts, we believe that the following matters may involve a higher degree of judgment and complexity.

Contingencies

As discussed in note 8 to our consolidated financial statements, we are involved in various legal proceedings and contingencies. The events that may impact our contingent liabilities are often unique and generally are not predictable. At the time a contingency is identified, we consider all relevant facts as part of our evaluation. We record a liability for a loss when the loss is probable of occurring and reasonably estimable. Events may arise that were not anticipated and the outcome of a contingency may result in a loss to us that differs from our previously estimated liability. These factors could result in a material difference between estimated and actual operating results. Contingent losses that are probable and estimable, excluding those related to income taxes and self-insurance which are discussed further below, were not material to our financial position or results of operations as of, and for the year ended, December 31, 2013. In addition, we have certain contingent liabilities that have not been recognized as of December 31, 2013, because a loss is not reasonably estimable.

Goodwill and Intangible Impairment

We perform impairment testing of goodwill for each of our reporting units on an annual basis. Our reporting units are comprised of the Europe, Asia, and Americas reporting units in the International Package reporting segment, and the Forwarding, Logistics, UPS Freight, MBE / The UPS Store and UPS Capital reporting units in the Supply Chain & Freight reporting segment. Our annual goodwill impairment testing date is October 1st for each reporting unit. In assessing goodwill for impairment, we initially evaluate qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the qualitative assessment is not conclusive and it is necessary to calculate the fair value of a reporting unit, then we utilize a two-step process to test goodwill for impairment. First, a comparison of the fair value of the applicable reporting unit with the aggregate carrying value, including goodwill, is performed. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, we perform the second step of the goodwill impairment test to determine the amount of impairment loss. The second step includes comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that goodwill.

We primarily determine the fair value of our reporting units using a discounted cash flow model (“DCF model”), and supplement this with observable valuation multiples for comparable companies, as applicable. The completion of the DCF model requires that we make a number of significant assumptions to produce an estimate of future cash flows. These assumptions include projections of future revenue, costs and working capital changes. In addition, we make assumptions about the estimated cost of capital and other relevant variables, as required, in estimating the fair value of our reporting units. The projections that we use in our DCF model are updated annually and will change over time based on the historical performance and changing business conditions for each of our reporting units. The determination of whether goodwill is impaired involves a significant level of judgment in these assumptions, and changes in our business strategy, government regulations, or economic or market conditions could significantly impact these judgments. We will continue to monitor market conditions and other factors to determine if interim impairment tests are necessary in future periods. If impairment indicators are present in future periods, the resulting impairment charges could have a material impact on our results of operations.

None of the reporting units incurred any goodwill impairment charges in2013, 2012 or 2011. Changes in our forecasts could cause carrying values of our reporting units to exceed their fair values in future periods, potentially resulting in a goodwill impairment charge. A 10% decrease in the estimated fair value of our reporting units as of our most recent goodwill testing date (October 1, 2013) would not result in a goodwill impairment charge.

Licenses with a carrying value of $5 million as ofDecember 31, 2013 are deemed to be indefinite-lived intangibles, and therefore are not amortized. Impairment tests for indefinite-lived intangibles are performed on an annual basis. All of our remaining recorded intangible assets are deemed to be finite-lived intangibles, and are thus amortized over their estimated useful lives. Impairment tests for these intangible assets are only performed when a triggering event occurs that indicates that the carrying value of the intangible may not be recoverable based on the undiscounted future cash flows of the intangible. If the carrying amount of the intangible is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on a DCF model. We incurred impairment charges on intangible assets of $13 million during 2013, while there were no impairments of any indefinite-lived or finite-lived intangible assets in 2012 or 2011.

Self-Insurance Accruals

We self-insure costs associated with workers’ compensation claims, automotive liability, health and welfare and general business liabilities, up to certain limits. Insurance reserves are established for estimates of the loss that we will ultimately incur on reported claims, as well as estimates of claims that have been incurred but not yet reported. Recorded balances are based on reserve levels, which incorporate historical loss experience and judgments about the present and expected levels of cost per claim. Trends in actual experience are a significant factor in the determination of such reserves. We believe our estimated reserves for such claims are adequate, but actual experience in claim frequency and/or severity could materially differ from our estimates and affect our results of operations.

Workers’ compensation, automobile liability and general liability insurance claims may take several years to completely settle. Consequently, actuarial estimates are required to project the ultimate cost that will be incurred to fully resolve the claims. A number of factors can affect the actual cost of a claim, including the length of time the claim remains open, trends in health care costs and the results of related litigation. Furthermore, claims may emerge in future years for events that occurred in a prior year at a rate that differs from previous actuarial projections. Changes in state legislation with respect to workers' compensation can affect the adequacy of our self-insurance accruals. All of these factors can result in revisions to prior actuarial projections and produce a material difference between estimated and actual operating results.

We sponsor a number of health and welfare insurance plans for our employees. These liabilities and related expenses are based on estimates of the number of employees and eligible dependents covered under the plans, anticipated medical usage by participants and overall trends in medical costs and inflation. Actual results may differ from these estimates and, therefore, produce a material difference between estimated and actual operating results.

Pension and Postretirement Medical Benefits

Our pension and other postretirement benefit costs are calculated using various actuarial assumptions and methodologies. These assumptions include discount rates, health care cost trend rates, inflation, compensation increase rates, expected returns on plan assets, mortality rates and other factors. The assumptions utilized in recording the obligations under our plans represent our best estimates, and we believe that they are reasonable, based on information as to historical experience and performance as well as other factors that might cause future expectations to differ from past trends.

Differences in actual experience or changes in assumptions may affect our pension and other postretirement obligations and future expense. The primary factors contributing to actuarial gains and losses each year are (1) changes in the discount rate used to value pension and postretirement benefit obligations as of the measurement date and (2) differences between the expected and the actual return on plan assets.

We recognize changes in the fair value of plan assets and net actuarial gains or losses in excess of a corridor (defined as 10% of the greater of the fair value of plan assets or the plans' projected benefit obligations) in pension expense annually at December 31st each year. The remaining components of pension expense (herein referred to as "ongoing net periodic benefit cost"), primarily service and interest costs and the expected return on plan assets, are recorded on a quarterly basis.

The following sensitivity analysis shows the impact of a 25 basis point change in the assumed discount rate, return on assets, and health care cost trend rate for our pension and postretirement benefit plans, and the resulting increase (decrease) on our obligations and expense as of, and for the year ended, December 31, 2013 (in millions).

Pension Plans	**25 Basis Point Increase**	**25 Basis Point Decrease**
Discount Rate:		
Effect on ongoing net periodic benefit cost	$ (62)	$ 63
Effect on net periodic benefit cost for amounts recognized outside the 10% corridor	(193)	24
Effect on projected benefit obligation	(1,161)	1,231
Return on Assets:		
Effect on ongoing net periodic benefit cost[1]	(63)	63
Effect on net periodic benefit cost for amounts recognized outside the 10% corridor[2]	(1)	1
Postretirement Medical Plans		
Discount Rate:		
Effect on ongoing net periodic benefit cost	1	(1)
Effect on net periodic benefit cost for amounts recognized outside the 10% corridor	—	—
Effect on accumulated postretirement benefit obligation	(101)	105
Health Care Cost Trend Rate:		
Effect on ongoing net periodic benefit cost	1	(1)
Effect on accumulated postretirement benefit obligation	13	(14)

(1) Amount calculated based on 25 basis point increase / decrease in the expected return on assets.
(2) Amount calculated based on 25 basis point increase / decrease in the actual return on assets.

Expense is expected to decrease in 2014 compared with 2013, due primarily to the increase in the weighted-average discount rate used to determine ongoing net periodic benefit cost from 4.38% for 2013 to 5.27% for 2014 (These discount rates represent the combined weighted-average discount rates for our U.S. and international pension plans, as well as our U.S. postretirement medical plans).

Depreciation, Residual Value and Impairment of Fixed Assets

As of December 31, 2013, we had $17.961 billion of net fixed assets, the most significant category of which is aircraft. In accounting for fixed assets, we make estimates about the expected useful lives and the expected residual values of the assets, and the potential for impairment based on the fair values of the assets and the cash flows generated by these assets.

In estimating the lives and expected residual values of aircraft, we have relied upon actual experience with the same or similar aircraft types. Subsequent revisions to these estimates could be caused by changes to our maintenance program, changes in the utilization of the aircraft, governmental regulations on aging aircraft and changing market prices of new and used aircraft of the same or similar types. We periodically evaluate these estimates and assumptions, and adjust the estimates and assumptions as necessary. Adjustments to the expected lives and residual values are accounted for on a prospective basis through depreciation expense.

We review long-lived assets for impairment when circumstances indicate the carrying amount of an asset may not be recoverable based on the undiscounted future cash flows of the asset. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values, discounted cash flows or external appraisals, as applicable. We review long-lived assets for impairment at the individual asset or the asset group level for which the lowest level of independent cash flows can be identified. The circumstances that would indicate potential impairment may include, but are not limited to, a significant change in the extent to which an asset is utilized, a significant decrease in the market value of an asset and operating or cash flow losses associated with the use of the asset. In estimating cash flows, we project future volume levels for our different air express products in all geographic regions in which we do business. Adverse changes in these volume forecasts, or a shortfall of our actual volume compared with our projections, could result in our current aircraft capacity exceeding current or projected demand. This situation would lead to an excess of a particular aircraft type, resulting in an aircraft impairment charge or a reduction of the expected life of an aircraft type (thus resulting in increased depreciation expense).

In 2013, 2012 and 2011, there were no indicators of impairment in our property, plant and equipment, and no impairment charges were recorded in any period.

Fair Value Measurements

In the normal course of business, we hold and issue financial instruments that contain elements of market risk, including derivatives, marketable securities, finance receivables, other investments and debt. Certain of these financial instruments are required to be recorded at fair value, principally derivatives, marketable securities, pension assets and certain other investments. Fair values are based on listed market prices, when such prices are available. To the extent that listed market prices are not available, fair value is determined based on other relevant factors, including dealer price quotations. Certain financial instruments, including over-the-counter derivative instruments, are valued using pricing models that consider, among other factors, contractual and market prices, correlations, time value, credit spreads and yield curve volatility factors. Changes in the fixed income, equity, foreign exchange and commodity markets will impact our estimates of fair value in the future, potentially affecting our results of operations. A quantitative sensitivity analysis of our exposure to changes in commodity prices, foreign currency exchange rates, interest rates and equity prices is presented in the "Quantitative and Qualitative Disclosures about Market Risk" section of this report.

Income Taxes

We make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the calculation of income by legal entity and jurisdiction, tax credits, benefits, and deductions, and in the calculation of certain tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for tax and financial statement purposes, as well as the interest and penalties related to these uncertain tax positions. Significant changes to these estimates may result in an increase or decrease to our tax provision in a subsequent period.

We assess the likelihood that we will be able to recover our deferred tax assets. If recovery is not likely, we must increase our provision for taxes by recording a valuation allowance against the deferred tax assets that we estimate will not ultimately be recoverable. We believe that we will ultimately recover a substantial majority of the deferred tax assets recorded on our consolidated balance sheets. However, should there be a change in our ability to recover our deferred tax assets, our tax provision would increase in the period in which we determined that the recovery was not likely.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. Once it is determined that the position meets the recognition threshold, the second step requires us to estimate and measure the tax benefit as the largest amount that is more likely than not to be realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as we have to determine the probability of various possible outcomes. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement could result in the recognition of a tax benefit or an additional charge to the tax provision.

Allowance for Doubtful Accounts

Losses on accounts receivable are recognized when they are incurred, which requires us to make our best estimate of the probable losses inherent in our customer receivables at each balance sheet date. These estimates require consideration of historical loss experience adjusted for current conditions, trends in customer payment frequency, and judgments about the probable effects of relevant observable data, including present economic conditions and the financial health of specific customers and market sectors. Our risk management process includes standards and policies for reviewing major account exposures and concentrations of risk. Deterioration in macroeconomic variables could result in our ultimate loss exposures on our accounts receivable being significantly higher than what we have currently estimated and reserved for in our allowance for doubtful accounts. Our total allowance for doubtful accounts as of December 31, 2013 and 2012 was $122 and $127 million, respectively. Our total provision for doubtful accounts charged to expense during the years ended December 31, 2013, 2012 and 2011 was $129, $155 and $147 million, respectively.

Item 7A. *Quantitative and Qualitative Disclosures about Market Risk*

We are exposed to market risk from changes in certain commodity prices, foreign currency exchange rates, interest rates and equity prices. All of these market risks arise in the normal course of business, as we do not engage in speculative trading activities. In order to manage the risk arising from these exposures, we utilize a variety of commodity, foreign exchange and interest rate forward contracts, options and swaps. A discussion of our accounting policies for derivative instruments and further disclosures are provided in note 14 to the consolidated financial statements.

Commodity Price Risk

We are exposed to changes in the prices of refined fuels, principally jet-A, diesel and unleaded gasoline, as well as changes in the price of natural gas. Currently, the fuel surcharges that we apply to our domestic and international package and LTL services are the primary means of reducing the risk of adverse fuel price changes. Additionally, we periodically use a combination of option, forward and futures contracts to provide partial protection from changing fuel and energy prices. As of December 31, 2013 and 2012, however, we had no commodity option contracts outstanding.

Foreign Currency Exchange Risk

We have foreign currency risks related to our revenue, operating expenses and financing transactions in currencies other than the local currencies in which we operate. We are exposed to currency risk from the potential changes in functional currency values of our foreign currency-denominated assets, liabilities and cash flows. Our most significant foreign currency exposures relate to the Euro, the British Pound Sterling, Canadian Dollar, Chinese Renminbi and Hong Kong Dollar. We use a combination of purchased and written options to hedge forecasted cash flow currency exposures. These derivative instruments generally cover forecasted foreign currency exposures for periods of 12 to 24 months. We also utilize forward contracts to hedge portions of our anticipated cash settlements of intercompany transactions subject to foreign currency remeasurement. Additionally, we utilize cross-currency interest rate swaps to hedge the currency risk inherent in the interest and principal payments associated with foreign currency denominated debt obligations. The terms of these swap agreements are commensurate with the underlying debt obligations.

Interest Rate Risk

We have issued debt instruments, including debt associated with capital leases, that accrue expense at fixed and floating rates of interest. We use a combination of interest rate swaps as part of our program to manage the fixed and floating interest rate mix of our total debt portfolio and related overall cost of borrowing. The notional amount, interest payment and maturity dates of the swaps match the terms of the associated debt. We also utilize forward starting swaps and similar instruments to lock in all or a portion of the borrowing cost of anticipated debt issuances. Our floating rate debt and interest rate swaps subject us to risk resulting from changes in short-term (primarily LIBOR) interest rates.

We also are subject to interest rate risk with respect to our pension and postretirement benefit obligations, as changes in interest rates will effectively increase or decrease our liabilities associated with these benefit plans, which also results in changes to the amount of pension and postretirement benefit expense recognized in future periods.

We have investments in debt securities, as well as cash-equivalent instruments, some of which accrue income at variable rates of interest. Additionally, we hold a portfolio of finance receivables that accrue income at fixed and floating rates of interest.

Equity Price Risk

We hold investments in various common equity securities that are subject to price risk. These securities are primarily in the form of equity index funds.

Sensitivity Analysis

The following analysis provides quantitative information regarding our exposure to commodity price risk, foreign currency exchange risk, interest rate risk and equity price risk embedded in our existing financial instruments. We utilize valuation models to evaluate the sensitivity of the fair value of financial instruments with exposure to market risk that assume instantaneous, parallel shifts in exchange rates, interest rate yield curves and commodity and equity prices. For options and instruments with non-linear returns, models appropriate to the instrument are utilized to determine the impact of market shifts.

There are certain limitations inherent in the sensitivity analyses presented, primarily due to the assumption that exchange rates change in a parallel fashion and that interest rates change instantaneously. In addition, the analyses are unable to reflect the complex market reactions that normally would arise from the market shifts modeled. While this is our best estimate of the impact of the specified interest rate scenarios, these estimates should not be viewed as forecasts. We adjust the fixed and floating interest rate mix of our interest rate sensitive assets and liabilities in response to changes in market conditions. Additionally, changes in the fair value of foreign currency derivatives and commodity derivatives are offset by changes in the cash flows of the underlying hedged foreign currency and commodity transactions.

	Shock-Test Result As of December 31,	
(in millions)	**2013**	**2012**
Change in Fair Value:		
Currency Derivatives[1]	$ (291)	$ (1)
Change in Annual Interest Expense:		
Variable Rate Debt[2]	$ 7	$ 7
Interest Rate Derivatives[2]	$ 101	$ 106
Change in Annual Interest Income:		
Marketable Securities[3]	$ 15	$ 10

(1) The potential change in fair value from a hypothetical 10% weakening of the U.S. Dollar against local currency exchange rates across all maturities.
(2) The potential change in annual interest expense resulting from a hypothetical 100 basis point increase in short-term interest rates, applied to our variable rate debt and swap instruments (excluding hedges of anticipated debt issuances).
(3) The potential change in interest income resulting from a hypothetical 100 basis point increase in short-term interest rates, applied to our variable rate investment holdings.

The sensitivity of our pension and postretirement benefit obligations to changes in interest rates is quantified in "Critical Accounting Policies and Estimates". The sensitivity in the fair value and interest income of our finance receivables due to changes in interest rates was not material as of December 31, 2013 and 2012.

Item 8. ***Financial Statements and Supplementary Data***

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Report of Independent Registered Public Accounting Firm

Board of Directors and Shareowners
United Parcel Service, Inc.
Atlanta, Georgia

We have audited the accompanying consolidated balance sheets of United Parcel Service, Inc. and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related statements of consolidated income, consolidated comprehensive income, and consolidated cash flows for each of the three years in the period ended December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of United Parcel Service, Inc. and subsidiaries at December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control—Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2014 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Atlanta, Georgia
February 28, 2014

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UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In millions)

	December 31, 2013	December 31, 2012
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 4,665	$ 7,327
Marketable securities	580	597
Accounts receivable, net	6,502	6,111
Deferred income tax assets	684	583
Other current assets	956	973
Total Current Assets	13,387	15,591
Property, Plant and Equipment, Net	17,961	17,894
Goodwill	2,190	2,173
Intangible Assets, Net	775	603
Investments and Restricted Cash	444	307
Derivative Assets	323	535
Deferred Income Tax Assets	110	684
Other Non-Current Assets	1,022	1,076
Total Assets	$ 36,212	$ 38,863
LIABILITIES AND SHAREOWNERS' EQUITY		
Current Liabilities:		
Current maturities of long-term debt and commercial paper	$ 48	$ 1,781
Accounts payable	2,478	2,278
Accrued wages and withholdings	2,325	1,927
Self-insurance reserves	719	763
Other current liabilities	1,561	1,641
Total Current Liabilities	7,131	8,390
Long-Term Debt	10,824	11,089
Pension and Postretirement Benefit Obligations	7,051	11,068
Deferred Income Tax Liabilities	1,244	48
Self-Insurance Reserves	2,059	1,980
Other Non-Current Liabilities	1,415	1,555
Shareowners' Equity:		
Class A common stock (212 and 225 shares issued in 2013 and 2012)	2	3
Class B common stock (712 and 729 shares issued in 2013 and 2012)	7	7
Additional paid-in capital	—	—
Retained earnings	6,925	7,997
Accumulated other comprehensive loss	(460)	(3,354)
Deferred compensation obligations	69	78
Less: Treasury stock (1 share in 2013 and 2012)	(69)	(78)
Total Equity for Controlling Interests	6,474	4,653
Noncontrolling Interests	14	80
Total Shareowners' Equity	6,488	4,733
Total Liabilities and Shareowners' Equity	$ 36,212	$ 38,863

See notes to consolidated financial statements.

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UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES

STATEMENTS OF CONSOLIDATED INCOME

(In millions, except per share amounts)

	Years Ended December 31, 2013	2012	2011
Revenue	$ 55,438	$ 54,127	$ 53,105
Operating Expenses:			
Compensation and benefits	28,557	33,102	27,575
Repairs and maintenance	1,240	1,228	1,286
Depreciation and amortization	1,867	1,858	1,782
Purchased transportation	7,486	7,354	7,232
Fuel	4,027	4,090	4,046
Other occupancy	950	902	943
Other expenses	4,277	4,250	4,161
Total Operating Expenses	48,404	52,784	47,025
Operating Profit	7,034	1,343	6,080
Other Income and (Expense):			
Investment income	20	24	44
Interest expense	(380)	(393)	(348)
Total Other Income and (Expense)	(360)	(369)	(304)
Income Before Income Taxes	6,674	974	5,776
Income Tax Expense	2,302	167	1,972
Net Income	$ 4,372	$ 807	$ 3,804
Basic Earnings Per Share	$ 4.65	$ 0.84	$ 3.88
Diluted Earnings Per Share	$ 4.61	$ 0.83	$ 3.84

STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME

(In millions)

	Years Ended December 31, 2013	2012	2011
Net income	$ 4,372	$ 807	$ 3,804
Change in foreign currency translation adjustment, net of tax	(260)	294	(92)
Change in unrealized gain (loss) on marketable securities, net of tax	(7)	—	(6)
Change in unrealized gain (loss) on cash flow hedges, net of tax	67	(82)	35
Change in unrecognized pension and postretirement benefit costs, net of tax	3,094	(463)	(405)
Comprehensive income	$ 7,266	$ 556	$ 3,336

See notes to consolidated financial statements.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
STATEMENTS OF CONSOLIDATED CASH FLOWS
(In millions)

	Years Ended December 31,		
	2013	2012	2011
Cash Flows From Operating Activities:			
Net income	$ 4,372	$ 807	$ 3,804
Adjustments to reconcile net income to net cash from operating activities:			
Depreciation and amortization	1,867	1,858	1,782
Pension and postretirement benefit expense	1,115	5,753	1,660
Pension and postretirement benefit contributions	(212)	(917)	(1,436)
Self-insurance reserves	34	156	53
Deferred tax expense	(246)	(2,083)	314
Stock compensation expense	513	547	524
Other (gains) losses	35	1,082	245
Changes in assets and liabilities, net of effect of acquisitions:			
Accounts receivable	(515)	(124)	(657)
Other current assets	(13)	10	107
Accounts payable	218	(58)	249
Accrued wages and withholdings	416	98	339
Other current liabilities	(140)	206	186
Other operating activities	(140)	(119)	(97)
Net cash from operating activities	7,304	7,216	7,073
Cash Flows From Investing Activities:			
Capital expenditures	(2,065)	(2,153)	(2,005)
Proceeds from disposals of property, plant and equipment	104	95	27
Purchases of marketable securities	(2,948)	(2,357)	(4,903)
Sales and maturities of marketable securities	2,957	2,985	4,490
Net decrease in finance receivables	39	101	184
Cash received (paid) for business acquisitions and dispositions	(22)	(100)	(73)
Other investing activities	(179)	94	(257)
Net cash used in investing activities	(2,114)	(1,335)	(2,537)
Cash Flows From Financing Activities:			
Net change in short-term debt	—	—	(183)
Proceeds from long-term borrowings	100	1,745	279
Repayments of long-term borrowings	(1,875)	(16)	(191)
Purchases of common stock	(3,838)	(1,621)	(2,665)
Issuances of common stock	491	301	290
Dividends	(2,260)	(2,130)	(1,997)
Other financing activities	(425)	(96)	(395)
Net cash used in financing activities	(7,807)	(1,817)	(4,862)
Effect Of Exchange Rate Changes On Cash And Cash Equivalents	(45)	229	(10)
Net Increase (Decrease) In Cash And Cash Equivalents	(2,662)	4,293	(336)
Cash And Cash Equivalents:			
Beginning of period	7,327	3,034	3,370
End of period	$ 4,665	$ 7,327	$ 3,034
Cash Paid During The Period For:			
Interest (net of amount capitalized)	$ 409	$ 381	$ 248
Income taxes	$ 2,712	$ 1,988	$ 1,527

See notes to consolidated financial statements.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF ACCOUNTING POLICIES

Basis of Financial Statements and Business Activities

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"), and include the accounts of United Parcel Service, Inc., and all of its consolidated subsidiaries (collectively "UPS" or the "Company"). All intercompany balances and transactions have been eliminated.

UPS concentrates its operations in the field of transportation services, primarily domestic and international letter and package delivery. Through our Supply Chain & Freight subsidiaries, we are also a global provider of specialized transportation, logistics, and financial services.

Use of Estimates

The preparation of our consolidated financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, the reported amounts of revenues and expenses and the disclosure of contingencies. Estimates have been prepared on the basis of the most current and best information, and actual results could differ materially from those estimates.

Revenue Recognition

U.S. Domestic and International Package Operations—Revenue is recognized upon delivery of a letter or package.

Forwarding and Logistics—Freight forwarding revenue and the expense related to the transportation of freight are recognized at the time the services are performed. Material management and distribution revenue is recognized upon performance of the service provided. Customs brokerage revenue is recognized upon completing documents necessary for customs entry purposes.

Freight—Revenue is recognized upon delivery of a less-than-truckload ("LTL") or truckload ("TL") shipment.

We utilize independent contractors and third-party carriers in the performance of some transportation services. In situations where we act as principal party to the transaction, we recognize revenue on a gross basis; in circumstances where we act as an agent, we recognize revenue net of the cost of the purchased transportation.

Financial Services—Income on loans and direct finance leases is recognized on the effective interest method. Accrual of interest income is suspended at the earlier of the time at which collection of an account becomes doubtful or the account becomes 90 days delinquent. Income on operating leases is recognized on the straight-line method over the terms of the underlying leases.

Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments that are readily convertible into cash. We consider securities with maturities of three months or less, when purchased, to be cash equivalents. The carrying amount of these securities approximates fair value because of the short-term maturity of these instruments.

Investments

Marketable securities are classified as available-for-sale and are carried at fair value, with related unrealized gains and losses reported, net of tax, as accumulated other comprehensive income ("AOCI"), a separate component of shareowners' equity. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization and accretion is included in investment income, along with interest and dividends. The cost of securities sold is based on the specific identification method; realized gains and losses resulting from such sales are included in investment income.

We periodically review our investments for indications of other than temporary impairment considering many factors, including the extent and duration to which a security's fair value has been less than its cost, overall economic and market conditions and the financial condition and specific prospects for the issuer. Impairment of investment securities results in a charge to income when a market decline below cost is other than temporary.

Accounts Receivable

Losses on accounts receivable are recognized when they are incurred, which requires us to make our best estimate of the probable losses inherent in our customer receivables at each balance sheet date. These estimates require consideration of historical loss experience, adjusted for current conditions, trends in customer payment frequency, and judgments about the probable effects of relevant observable data, including present economic conditions and the financial health of specific customers and market sectors. Our risk management process includes standards and policies for reviewing major account exposures and concentrations of risk.

Our total allowance for doubtful accounts as ofDecember 31, 2013 and 2012 was $122 and $127 million, respectively. Our total provision for doubtful accounts charged to expense during the years ended December 31, 2013, 2012 and 2011 was $129, $155 and $147 million, respectively.

Inventories

Jet fuel, diesel, and unleaded gasoline inventories are valued at the lower of average cost or market. Fuel and other materials and supplies inventories are recognized as inventory when purchased, and then charged to expense when used in our operations. Total inventories were $403 and $393 million as of December 31, 2013 and 2012, respectively, and are included in "other current assets" on the consolidated balance sheet.

Property, Plant and Equipment

Property, plant and equipment are carried at cost. Depreciation and amortization are provided by the straight-line method over the estimated useful lives of the assets, which are as follows: Vehicles—6 to 15 years; Aircraft—12 to 30 years; Buildings—20 to 40 years; Leasehold Improvements—lesser of asset useful life or lease term; Plant Equipment—6 to 8.25 years; Technology Equipment—3 to 5 years. The costs of major airframe and engine overhauls, as well as routine maintenance and repairs, are charged to expense as incurred.

Interest incurred during the construction period of certain property, plant and equipment is capitalized until the underlying assets are placed in service, at which time amortization of the capitalized interest begins, straight-line, over the estimated useful lives of the related assets. Capitalized interest was $14, $18 and $17 million for 2013, 2012, and 2011, respectively.

We review long-lived assets for impairment when circumstances indicate the carrying amount of an asset may not be recoverable based on the undiscounted future cash flows of the asset. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values, discounted cash flows, or external appraisals, as applicable. We review long-lived assets for impairment at the individual asset or the asset group level for which the lowest level of independent cash flows can be identified.

Goodwill and Intangible Assets

Costs of purchased businesses in excess of net identifiable assets acquired (goodwill), and indefinite-lived intangible assets are tested for impairment at least annually, unless changes in circumstances indicate an impairment may have occurred sooner. We are required to test goodwill on a "reporting unit" basis. A reporting unit is the operating segment unless, for businesses within that operating segment, discrete financial information is prepared and regularly reviewed by management, in which case such a component business is the reporting unit.

In assessing goodwill for impairment, we initially evaluate qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. We consider several factors, including macroeconomic conditions, industry and market conditions, overall financial performance of the reporting unit, changes in management, strategy or customers, and relevant reporting unit specific events such as a change in the carrying amount of net assets, a more likely than not expectation of selling or disposing all, or a portion, of a reporting unit, and the testing for recoverability of a significant asset group within a reporting unit. If this qualitative assessment results in a conclusion that it is more likely than not that the fair value of a reporting unit exceeds the carrying value, then no further testing is performed for that reporting unit.

If the qualitative assessment is not conclusive and it is necessary to calculate the fair value of a reporting unit, then we utilize a two-step process to test goodwill for impairment. First, a comparison of the fair value of the applicable reporting unit with the aggregate carrying value, including goodwill, is performed. If the carrying amount of a reporting unit exceeds its calculated fair value, then the second step is performed, and an impairment charge is recognized for the amount, if any, by which the carrying amount of goodwill exceeds its implied fair value. We primarily determine the fair value of our reporting units using a discounted cash flow model, and supplement this with observable valuation multiples for comparable companies, as applicable.

Finite-lived intangible assets, including trademarks, licenses, patents, customer lists, non-compete agreements and franchise rights are amortized on a straight-line basis over the estimated useful lives of the assets, which range from 2 to 22 years. Capitalized software is amortized over 5 years.

Self-Insurance Accruals

We self-insure costs associated with workers' compensation claims, automotive liability, health and welfare, and general business liabilities, up to certain limits. Insurance reserves are established for estimates of the loss that we will ultimately incur on reported claims, as well as estimates of claims that have been incurred but not yet reported. Recorded balances are based on reserve levels, which incorporate historical loss experience and judgments about the present and expected levels of cost per claim.

Pension and Postretirement Benefits

We incur certain employment-related expenses associated with pension and postretirement medical benefits. These pension and postretirement medical benefit costs for company-sponsored benefit plans are calculated using various actuarial assumptions and methodologies, including discount rates, expected returns on plan assets, health care cost trend rates, inflation, compensation increase rates, mortality rates, and other factors. Actuarial assumptions are reviewed on an annual basis, unless circumstances require an interim remeasurement date for any of our plans.

We recognize changes in the fair value of plan assets and net actuarial gains or losses in excess of a corridor (defined as 10% of the greater of the fair value of plan assets or the plans' projected benefit obligations) in pension expense annually at December 31st each year. The remaining components of pension expense, primarily service and interest costs and the expected return on plan assets, are recorded on a quarterly basis.

We participate in a number of trustee-managed multiemployer pension and health and welfare plans for employees covered under collective bargaining agreements. Our contributions to these plans are determined in accordance with the respective collective bargaining agreements. We recognize expense for the contractually required contribution for each period, and we recognize a liability for any contributions due and unpaid (included in "other current liabilities").

Income Taxes

Income taxes are accounted for on an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. In estimating future tax consequences, we generally consider all expected future events other than proposed changes in the tax law or rates. Valuation allowances are provided if it is more likely than not that a deferred tax asset will not be realized.

We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. Once it is determined that the position meets the recognition threshold, the second step requires us to estimate and measure the tax benefit as the largest amount that is more likely than not to be realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as we have to determine the probability of various possible outcomes. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement could result in the recognition of a tax benefit or an additional charge to the tax provision.

Foreign Currency Translation

We translate the results of operations of our foreign subsidiaries using average exchange rates during each period, whereas balance sheet accounts are translated using exchange rates at the end of each period. Balance sheet currency translation adjustments are recorded in AOCI. Currency transaction gains and losses, net of hedging, included in other operating expenses were pre-tax gains (losses) of $76, $10 and $(1) million in 2013, 2012 and 2011, respectively.

Stock-Based Compensation

All share-based awards to employees are measured based on their fair values and expensed over the period during which an employee is required to provide service in exchange for the award (the vesting period). We issue employee share-based awards under the UPS Incentive Compensation Plan that are subject to specific vesting conditions; generally, the awards cliff vest or vest ratably over a three or five year period, “the nominal vesting period,” or at the date the employee retires (as defined by the plan), if earlier. Compensation cost is recognized immediately for awards granted to retirement-eligible employees, or over the period from the grant date to the date retirement eligibility is achieved, if that is expected to occur during the nominal vesting period.

Fair Value Measurements

Our financial assets and liabilities measured at fair value on a recurring basis have been categorized based upon a fair value hierarchy. Level 1 inputs utilize quoted prices in active markets for identical assets or liabilities. Level 2 inputs are based on other observable market data, such as quoted prices for similar assets and liabilities, and inputs other than quoted prices that are observable, such as interest rates and yield curves. Level 3 inputs are developed from unobservable data reflecting our own assumptions, and include situations where there is little or no market activity for the asset or liability.

Certain non-financial assets and liabilities are measured at fair value on a nonrecurring basis, including property, plant, and equipment, goodwill and intangible assets. These assets are not measured at fair value on a recurring basis; however, they are subject to fair value adjustments in certain circumstances, such as when there is evidence of an impairment. A general description of the valuation methodologies used for assets and liabilities measured at fair value, including the general classification of such assets and liabilities pursuant to the valuation hierarchy, is included in each footnote with fair value measurements present.

Derivative Instruments

All financial derivative instruments are recorded on our consolidated balance sheets at fair value. Derivatives not designated as hedges must be adjusted to fair value through income. If a derivative is designated as a hedge, depending on the nature of the hedge, changes in its fair value that are considered to be effective, as defined, either offset the change in fair value of the hedged assets, liabilities or firm commitments through income, or are recorded in AOCI until the hedged item is recorded in income. Any portion of a change in a hedge’s fair value that is considered to be ineffective, or is excluded from the measurement of effectiveness, is recorded immediately in income.

Recently Adopted Accounting Standards

In May 2011, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update to disclosure requirements for fair value measurement. These amendments, which became effective for us in the first quarter of 2012, result in a common definition of fair value and common measurement and disclosure requirements between U.S. GAAP and IFRS. Consequently, the amendments change some fair value measurement principles and disclosure requirements. The implementation of this amended accounting guidance had an immaterial impact on our consolidated financial position and results of operations.

In June 2011, the FASB issued an Accounting Standards Update that increases the prominence of items reported in other comprehensive income in the financial statements. This update requires companies to present comprehensive income in a single statement below net income or in a separate statement of comprehensive income immediately following the income statement. This requirement became effective for us beginning with the first quarter of 2012, and we have included the required presentation in all applicable filings since that date.

In December 2011, the FASB issued an Accounting Standards Update that required entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position, as well as instruments and transactions subject to a master netting arrangement. In addition, the update requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. This requirement became effective for us beginning with the first quarter of 2013. This update did not have a material effect on our consolidated financial position or results of operations, and we have included the required disclosures in all applicable filings since implementation.

In July 2012, the FASB issued an Accounting Standards Update that added an optional qualitative assessment for determining whether an indefinite-lived intangible asset is impaired. The objective of this update is to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by allowing an entity the option to make a qualitative evaluation about the likelihood of an intangible impairment to determine whether it should calculate the fair value of the asset. This accounting standards update also amends existing guidance by expanding upon the examples of events and circumstances that an entity should consider between annual impairment tests in determining whether it is more likely than not that the fair value of the intangible asset is less than its carrying amount. We adopted this accounting standard update and applied its provisions to certain of our intangible assets for our annual impairment testing as of October 1, 2012.

In February 2013, the FASB issued an accounting standards update that adds new disclosure requirements for items reclassified out of accumulated other comprehensive income. This update requires that companies present either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source (e.g., the release due to cash flow hedges from interest rate contracts) and the income statement line items affected by the reclassification (e.g., interest income or interest expense). If a component is not required to be reclassified to net income in its entirety (e.g., the net periodic pension cost), companies would instead cross reference to the related note for additional information (e.g., the pension note). We adopted this accounting standard update in the first quarter of 2013 and have included the required presentation in all applicable filings since that date (see note 9).

Other accounting pronouncements adopted during the periods covered by the consolidated financial statements had an immaterial impact on our consolidated financial position and results of operations.

Accounting Standards Issued But Not Yet Effective

Accounting pronouncements issued, but not effective until after December 31, 2013, are not expected to have a significant impact on our consolidated financial position or results of operations.

Changes in Presentation

Certain prior year amounts have been reclassified to conform to the current year presentation. These reclassifications had no impact on our financial position or results of operations.

NOTE 2. CASH AND INVESTMENTS

The following is a summary of marketable securities classified as available-for-sale atDecember 31, 2013 and 2012 (in millions):

	Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
2013				
Current marketable securities:				
U.S. government and agency debt securities	$ 355	$ —	$ (1)	$ 354
Mortgage and asset-backed debt securities	76	1	(2)	75
Corporate debt securities	146	1	(1)	146
U.S. state and local municipal debt securities	2	—	—	2
Other debt and equity securities	3	—	—	3
Total marketable securities	$ 582	$ 2	$ (4)	$ 580

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	Cost		Unrealized Gains		Unrealized Losses		Estimated Fair Value	
2012								
Current marketable securities:								
U.S. government and agency debt securities	$	236	$	2	$	—	$	238
Mortgage and asset-backed debt securities		171		3		—		174
Corporate debt securities		158		5		—		163
U.S. state and local municipal debt securities		15		—		—		15
Other debt and equity securities		7		—		—		7
Total marketable securities	$	587	$	10	$	—	$	597

The gross realized gains on sales of marketable securities totaled $11, $15 and $49 million in 2013, 2012, and 2011, respectively. The gross realized losses totaled $6, $6 and $20 million in 2013, 2012, and 2011, respectively. There were no impairment losses recognized on marketable securities during 2013, 2012 or 2011.

Investment Other-Than-Temporary Impairments

We have concluded that no other-than-temporary impairment losses existed as of December 31, 2013. In making this determination, we considered the financial condition and prospects of the issuer, the magnitude of the losses compared with the investments' cost, the probability that we will be unable to collect all amounts due according to the contractual terms of the security, the credit rating of the security and our ability and intent to hold these investments until the anticipated recovery in market value occurs.

Unrealized Losses

The following table presents the age of gross unrealized losses and fair value by investment category for all securities in a loss position as of December 31, 2013 (in millions):

	Less Than 12 Months				12 Months or More				Total			
	Fair Value		Unrealized Losses		Fair Value		Unrealized Losses		Fair Value		Unrealized Losses	
U.S. government and agency debt securities	$	183	$	(1)	$	—	$	—	$	183	$	(1)
Mortgage and asset-backed debt securities		50		(2)		4		—		54		(2)
Corporate debt securities		47		(1)		—		—		47		(1)
U.S. state and local municipal debt securities		—		—		—		—		—		—
Other debt and equity securities		—		—		—		—		—		—
Total marketable securities	$	280	$	(4)	$	4	$	—	$	284	$	(4)

The unrealized losses for the U.S. government and agency debt securities, mortgage and asset-backed debt securities, corporate debt securities and other debt securities primarily relate to holdings of various fixed income securities, and are primarily due to changes in market interest rates. We have both the intent and ability to hold the securities contained in the previous table for a time necessary to recover the cost basis.

Maturity Information

The amortized cost and estimated fair value of marketable securities atDecember 31, 2013, by contractual maturity, are shown below (in millions). Actual maturities may differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties.

	Cost	Estimated Fair Value
Due in one year or less	$ 33	$ 33
Due after one year through three years	432	432
Due after three years through five years	21	21
Due after five years	93	91
	579	577
Equity securities	3	3
	$ 582	$ 580

Non-Current Investments and Restricted Cash

Restricted cash is associated with our self-insurance requirements. We entered into an escrow agreement with an insurance carrier to guarantee our self-insurance obligations. This agreement requires us to provide cash collateral to the insurance carrier, which is reported in “Investments and Restricted Cash” on our consolidated balance sheets. Additional cash collateral provided is reflected in other investing activities in the statements of consolidated cash flows. This restricted cash is invested in money market funds and similar cash equivalent type assets. As of December 31, 2013 and 2012, we had $425 and $288 million in restricted cash, respectively.

We held a $19 million investment in a variable life insurance policy to fund benefits for the UPS Excess Coordinating Benefit Plan atDecember 31, 2013 and 2012. This investment is classified as “Investments and Restricted Cash” in the consolidated balance sheets with the quarterly change in investment value recognized in investment income on the statements of consolidated income.

Fair Value Measurements

Marketable securities utilizing Level 1 inputs include active exchange-traded equity securities and equity index funds, and most U.S. Government debt securities, as these securities all have quoted prices in active markets. Marketable securities utilizing Level 2 inputs include non-auction rate asset-backed securities, corporate bonds and municipal bonds. These securities are valued using market corroborated pricing, matrix pricing or other models that utilize observable inputs such as yield curves.

We maintain holdings in certain investment partnerships that are measured at fair value utilizing Level 3 inputs (classified as “other investments” in the tables below, and as “Other Non-Current Assets” in the consolidated balance sheets). These partnership holdings do not have quoted prices, nor can they be valued using inputs based on observable market data. These investments are valued internally using a discounted cash flow model with two significant inputs: (1) the after-tax cash flow projections for each partnership, and (2) a risk-adjusted discount rate consistent with the duration of the expected cash flows for each partnership. The weighted-average discount rates used to value these investments were 8.65% and 7.75% as of December 31, 2013 and 2012, respectively. These inputs and the resulting fair values are updated on a quarterly basis.

The following table presents information about our investments measured at fair value on a recurring basis as ofDecember 31, 2013 and 2012, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value (in millions):

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	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
2013				
Marketable securities:				
U.S. government and agency debt securities	$ 353	$ 1	$ —	$ 354
Mortgage and asset-backed debt securities	—	75	—	75
Corporate debt securities	—	146	—	146
U.S. state and local municipal debt securities	—	2	—	2
Other debt and equity securities	—	3	—	3
Total marketable securities	353	227	—	580
Other investments	19	—	110	129
Total	$ 372	$ 227	$ 110	$ 709

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
2012				
Marketable securities:				
U.S. government and agency debt securities	$ 237	$ 1	$ —	$ 238
Mortgage and asset-backed debt securities	—	174	—	174
Corporate debt securities	—	163	—	163
U.S. state and local municipal debt securities	—	15	—	15
Other debt and equity securities	—	7	—	7
Total marketable securities	237	360	—	597
Other investments	19	—	163	182
Total	$ 256	$ 360	$ 163	$ 779

The following table presents the changes in the above Level 3 instruments measured on a recurring basis for the years endedDecember 31, 2013 and 2012 (in millions).

	Marketable Securities	Other Investments	Total
Balance on January 1, 2012	$ —	$ 217	$ 217
Transfers into (out of) Level 3	—	—	—
Net realized and unrealized gains (losses):			
Included in earnings (in investment income)	—	(54)	(54)
Included in accumulated other comprehensive income (pre-tax)	—	—	—
Purchases	—	—	—
Settlements	—	—	—
Balance on December 31, 2012	$ —	$ 163	$ 163
Transfers into (out of) Level 3	—	—	—
Net realized and unrealized gains (losses):			
Included in earnings (in investment income)	—	(53)	(53)
Included in accumulated other comprehensive income (pre-tax)	—	—	—
Purchases	—	—	—
Settlements	—	—	—
Balance on December 31, 2013	$ —	$ 110	$ 110

NOTE 3. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, including both owned assets as well as assets subject to capital leases, consists of the following as ofDecember 31 (in millions):

	2013	2012
Vehicles	$ 6,762	$ 6,344
Aircraft	15,772	15,164
Land	1,163	1,122
Buildings	3,260	3,138
Building and leasehold improvements	3,116	3,049
Plant equipment	7,221	7,010
Technology equipment	1,569	1,675
Equipment under operating leases	44	69
Construction-in-progress	244	470
	39,151	38,041
Less: Accumulated depreciation and amortization	(21,190)	(20,147)
	$ 17,961	$ 17,894

We continually monitor our aircraft fleet utilization in light of current and projected volume levels, aircraft fuel prices and other factors. Additionally, we monitor our other property, plant and equipment categories for any indicators that the carrying value of the assets may not be recoverable. In 2013, 2012 and 2011, there were no indicators of impairment in our property, plant and equipment, and no impairment charges were recorded in any period presented.

NOTE 4. COMPANY-SPONSORED EMPLOYEE BENEFIT PLANS

We sponsor various retirement and pension plans, including defined benefit and defined contribution plans which cover our employees worldwide.

U.S. Pension Benefits

In the U.S. we maintain the following single-employer defined benefit pension plans: UPS Retirement Plan, UPS Pension Plan, UPS IBT Pension Plan and the UPS Excess Coordinating Benefit Plan, a non-qualified plan.

The UPS Retirement Plan is noncontributory and includes substantially all eligible employees of participating domestic subsidiaries who are not members of a collective bargaining unit, as well as certain employees covered by a collective bargaining agreement. This plan generally provides for retirement benefits based on average compensation levels earned by employees prior to retirement. Benefits payable under this plan are subject to maximum compensation limits and the annual benefit limits for a tax qualified defined benefit plan as prescribed by the Internal Revenue Service ("IRS").

The UPS Excess Coordinating Benefit Plan is a non-qualified plan that provides benefits to certain participants in the UPS Retirement Plan for amounts that exceed the benefit limits described above.

The UPS Pension Plan is noncontributory and includes certain eligible employees of participating domestic subsidiaries and members of collective bargaining units that elect to participate in the plan. This plan generally provides for retirement benefits based on service credits earned by employees prior to retirement.

The UPS IBT Pension Plan is noncontributory and includes employees that were previously members of the Central States, Southeast and Southwest Areas Pension Fund ("Central States Pension Fund"), a multiemployer pension plan, in addition to other eligible employees who are covered under certain collective bargaining agreements. This plan generally provides for retirement benefits based on service credits earned by employees prior to retirement.

U.S. Postretirement Medical Benefits

We also sponsor postretirement medical plans in the U.S. that provide health care benefits to our retirees who meet certain eligibility requirements and who are not otherwise covered by multiemployer plans. Generally, this includes employees with at least 10 years of service who have reached age 55 and employees who are eligible for postretirement medical benefits from a Company-sponsored plan pursuant to collective bargaining agreements. We have the right to modify or terminate certain of these plans. These benefits have been provided to certain retirees on a noncontributory basis; however, in many cases, retirees are required to contribute all or a portion of the total cost of the coverage.

International Pension Benefits

We also sponsor various defined benefit plans covering certain of our international employees. The majority of our international obligations are for defined benefit plans in Canada and the United Kingdom. In addition, many of our international employees are covered by government-sponsored retirement and pension plans. We are not directly responsible for providing benefits to participants of government-sponsored plans.

Defined Contribution Plans

We also sponsor several defined contribution plans for all employees not covered under collective bargaining agreements, and for certain employees covered under collective bargaining agreements. The Company matches, in shares of UPS common stock or cash, a portion of the participating employees' contributions. Matching contributions charged to expense were $90, $83 and $80 million for 2013, 2012 and 2011, respectively.

Contributions are also made to defined contribution money purchase plans under certain collective bargaining agreements. Amounts charged to expense were $80, $80 and $76 million for 2013, 2012 and 2011, respectively.

Net Periodic Benefit Cost

Information about net periodic benefit cost for the company-sponsored pension and postretirement benefit plans is as follows (in millions):

	U.S. Pension Benefits			U.S. Postretirement Medical Benefits			International Pension Benefits		
	2013	2012	2011	2013	2012	2011	2013	2012	2011
Net Periodic Cost:									
Service cost	$ 1,349	$ 998	$ 870	$ 103	$ 89	$ 89	$ 47	$ 41	$ 34
Interest cost	1,449	1,410	1,309	185	208	207	44	41	39
Expected return on assets	(2,147)	(1,970)	(1,835)	(33)	(18)	(16)	(55)	(47)	(43)
Amortization of:									
Transition obligation	—	—	—	—	—	—	—	—	—
Prior service cost	172	173	171	4	5	7	2	2	1
Actuarial (gain) loss	—	4,388	736	—	374	—	—	69	91
Other	—	—	—	—	—	—	(5)	(10)	—
Net periodic benefit cost	$ 823	$ 4,999	$ 1,251	$ 259	$ 658	$ 287	$ 33	$ 96	$ 122

Actuarial Assumptions

The table below provides the weighted-average actuarial assumptions used to determine the net periodic benefit cost.

	U.S. Pension Benefits			U.S. Postretirement Medical Benefits			International Pension Benefits		
	2013	2012	2011	2013	2012	2011	2013	2012	2011
Discount rate	4.42%	5.64%	5.98%	4.21%	5.47%	5.77%	4.00%	4.63%	5.36%
Rate of compensation increase	4.16%	4.50%	4.50%	N/A	N/A	N/A	3.03%	3.58%	3.57%
Expected return on assets	8.75%	8.75%	8.75%	8.75%	8.75%	8.75%	6.90%	7.20%	7.31%

The table below provides the weighted-average actuarial assumptions used to determine the benefit obligations of our plans.

	U.S. Pension Benefits		U.S. Postretirement Medical Benefits		International Pension Benefits	
	2013	2012	2013	2012	2013	2012
Discount rate	5.32%	4.42%	5.14%	4.21%	4.40%	4.00%
Rate of compensation increase	4.29%	4.16%	N/A	N/A	3.30%	3.03%

A discount rate is used to determine the present value of our future benefit obligations. To determine our discount rate for our U.S. pension and postretirement benefit plans, we use a bond matching approach to select specific bonds that would satisfy our projected benefit payments. We believe the bond matching approach reflects the process we would employ to settle our pension and postretirement benefit obligations. For our international plans, the discount rate is determined by matching the expected cash flows of a sample plan of similar duration to a yield curve based on long-term, high quality fixed income debt instruments available as of the measurement date. These assumptions are updated each measurement date, which is typically annually.

As of December 31, 2013, the impact of each basis point change in the discount rate on the projected benefit obligation of the pension and postretirement medical benefit plans are as follows (in millions):

	Increase (Decrease) in the Projected Benefit Obligation	
	Pension Benefits	Postretirement Medical Benefits
One basis point increase in discount rate	$ (46)	$ (4)
One basis point decrease in discount rate	$ 49	$ 4

An assumption for expected return on plan assets is used to determine a component of net periodic benefit cost for the fiscal year. This assumption for our U.S. plans was developed using a long-term projection of returns for each asset class, and taking into consideration our target asset allocation. The expected return for each asset class is a function of passive, long-term capital market assumptions and excess returns generated from active management. The capital market assumptions used are provided by independent investment advisors, while excess return assumptions are supported by historical performance, fund mandates and investment expectations. In addition, we compare the expected return on asset assumption with the average historical rate of return these plans have been able to generate.

For plans outside the U.S., consideration is given to local market expectations of long-term returns. Strategic asset allocations are determined by plan, based on the nature of liabilities and considering the demographic composition of the plan participants.

Health care cost trends are used to project future postretirement benefits payable from our plans. For year-end2013 U.S. plan obligations, future postretirement medical benefit costs were forecasted assuming an initial annual increase of 7.0%, decreasing to 5.0% by the year 2018 and with consistent annual increases at those ultimate levels thereafter.

Assumed health care cost trends can have a significant effect on the amounts reported for our postretirement medical plans. A one-percent change in assumed health care cost trend rates would have had the following effects on 2013 results (in millions):

	1% Increase	1% Decrease
Effect on total of service cost and interest cost	$ 3	$ (3)
Effect on postretirement benefit obligation	$ 50	$ (64)

Funded Status

The following table discloses the funded status of our plans and the amounts recognized in our balance sheet as ofDecember 31 (in millions):

	U.S. Pension Benefits		U.S. Postretirement Medical Benefits		International Pension Benefits	
	2013	2012	2013	2012	2013	2012
Funded Status:						
Fair value of plan assets	$ 26,224	$ 24,941	$ 355	$ 460	$ 931	$ 801
Benefit obligation	(29,508)	(31,868)	(4,046)	(4,412)	(1,076)	(1,089)
Funded status recognized at December 31	$ (3,284)	$ (6,927)	$ (3,691)	$ (3,952)	$ (145)	$ (288)
Funded Status Amounts Recognized in our Balance Sheet:						
Other non-current assets	$ —	$ —	$ —	$ —	$ 47	$ 26
Other current liabilities	(16)	(14)	(97)	(108)	(3)	(3)
Pension and postretirement benefit obligations	(3,268)	(6,913)	(3,594)	(3,844)	(189)	(311)
Net liability at December 31	$ (3,284)	$ (6,927)	$ (3,691)	$ (3,952)	$ (145)	$ (288)
Amounts Recognized in AOCI:						
Unrecognized net prior service cost	$ (1,286)	$ (1,318)	$ (79)	$ (79)	$ (9)	$ (13)
Unrecognized net actuarial gain (loss)	1,233	(3,187)	(29)	(441)	(7)	(86)
Gross unrecognized cost at December 31	(53)	(4,505)	(108)	(520)	(16)	(99)
Deferred tax asset at December 31	20	1,694	41	196	2	26
Net unrecognized cost at December 31	$ (33)	$ (2,811)	$ (67)	$ (324)	$ (14)	$ (73)

The accumulated benefit obligation for our pension plans as of the measurement dates in2013 and 2012 was $28.586 and $30.350 billion, respectively.

Benefit payments under the pension plans include $16 million paid from employer assets in both2013 and 2012. Benefit payments (net of participant contributions) under the postretirement medical benefit plans include $108 and $110 million paid from employer assets in2013 and 2012, respectively. Such benefit payments from employer assets are also categorized as employer contributions.

At December 31, 2013 and 2012, the projected benefit obligation, the accumulated benefit obligation, and the fair value of plan assets for pension plans with benefit obligations in excess of plan assets were as follows (in millions):

	Projected Benefit Obligation Exceeds the Fair Value of Plan Assets		Accumulated Benefit Obligation Exceeds the Fair Value of Plan Assets	
	2013	2012	2013	2012
U.S. Pension Benefits				
Projected benefit obligation	$ 29,508	$ 31,868	$ 29,508	$ 31,868
Accumulated benefit obligation	27,623	29,382	27,623	29,382
Fair value of plan assets	26,224	24,941	26,224	24,941
International Pension Benefits				
Projected benefit obligation	$ 764	$ 1,028	$ 361	$ 678
Accumulated benefit obligation	658	917	301	606
Fair value of plan assets	580	723	184	388

The accumulated postretirement benefit obligation exceeds plan assets for all of our U.S. postretirement medical benefit plans.

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Benefit Obligations and Fair Value of Plan Assets

The following table provides a reconciliation of the changes in the plans' benefit obligations and fair value of plan assets as of the respective measurement dates in each year (in millions).

	U.S. Pension Benefits		U.S. Postretirement Medical Benefits		International Pension Benefits	
	2013	2012	2013	2012	2013	2012
Benefit Obligations:						
Projected benefit obligation at beginning of year	$ 31,868	$ 24,386	$ 4,412	$ 3,836	$ 1,089	$ 841
Service cost	1,349	998	103	89	47	41
Interest cost	1,449	1,410	185	208	44	41
Gross benefits paid	(813)	(774)	(258)	(233)	(21)	(20)
Plan participants' contributions	—	—	17	16	4	4
Plan amendments	140	(2)	4	1	—	—
Actuarial (gain)/loss	(4,485)	5,850	(417)	495	(55)	112
Foreign currency exchange rate changes	—	—	—	—	(26)	24
Curtailments and settlements	—	—	—	—	(6)	(5)
Other	—	—	—	—	—	51
Projected benefit obligation at end of year	$ 29,508	$ 31,868	$ 4,046	$ 4,412	$ 1,076	$ 1,089

	U.S. Pension Benefits		U.S. Postretirement Medical Benefits		International Pension Benefits	
	2013	2012	2013	2012	2013	2012
Fair Value of Plan Assets:						
Fair value of plan assets at beginning of year	$ 24,941	$ 22,663	$ 460	$ 174	$ 801	$ 613
Actual return on plan assets	2,082	2,684	28	19	81	56
Employer contributions	14	368	108	475	90	74
Plan participants' contributions	—	—	17	16	1	1
Gross benefits paid	(813)	(774)	(258)	(233)	(21)	(20)
Foreign currency exchange rate changes	—	—	—	—	(20)	20
Curtailments and settlements	—	—	—	—	(1)	(4)
Other	—	—	—	9	—	61
Fair value of plan assets at end of year	$ 26,224	$ 24,941	$ 355	$ 460	$ 931	$ 801

Pension and Postretirement Plan Assets

The applicable benefit plan committees establish investment guidelines and strategies, and regularly monitor the performance of the funds and portfolio managers. Our investment guidelines address the following items: governance, general investment beliefs and principles, investment objectives, specific investment goals, process for determining/maintaining the asset allocation policy, long-term asset allocation, rebalancing, investment restrictions/prohibited transactions, portfolio manager structure and diversification (which addresses limits on the amount of investments held by any one manager to minimize risk), portfolio manager selection criteria, plan evaluation, portfolio manager performance review and evaluation and risk management (including various measures used to evaluate risk tolerance).

Our investment strategy with respect to pension assets is to invest the assets in accordance with applicable laws and regulations. The long-term primary objectives for our pension assets are to: (1) provide for a reasonable amount of long-term growth of capital, with prudent exposure to risk; and protect the assets from erosion of purchasing power; (2) provide investment results that meet or exceed the plans' expected long-term rate of return; and (3) match the duration of the liabilities and assets of the plans to reduce the potential risk of large employer contributions being necessary in the future. The plans strive to meet these objectives by employing portfolio managers to actively manage assets within the guidelines and strategies set forth by the benefit plan committees. These managers are evaluated by comparing their performance to applicable benchmarks.

Fair Value Measurements

Pension assets utilizing Level 1 inputs include fair values of equity investments, corporate debt instruments, and U.S. government securities that were determined by closing prices for those securities traded on national stock exchanges, while securities traded in the over-the-counter market and listed securities for which no sale was reported on the valuation date are valued at the mean between the last reported bid and asked prices.

Level 2 assets include certain bonds that are valued based on yields currently available on comparable securities of other issues with similar credit ratings, mortgage-backed securities that are valued based on cash flow and yield models using acceptable modeling and pricing conventions, and certain investments that are pooled with other investments held by the trustee in a commingled employee benefit trust fund. The investments in the commingled funds are valued by taking the percentage owned by the respective plan in the underlying net asset value of the trust fund, which was determined in accordance with the paragraph above.

Certain investments' estimated fair value is based on unobservable inputs that are not corroborated by observable market data and are thus classified as Level 3. These investments include commingled funds comprised of corporate and government bonds, hedge funds, real estate investments and private equity funds. The fair values may, due to the inherent uncertainty of valuation for those alternative investments, differ significantly from the values that would have been used had a ready market for the alternative investments existed, and the differences could be material. These investments are described further below:

- Commingled Stock Funds: We maintain plan assets invested in commingled stock funds, which hold U.S. and international public market securities. These commingled funds are valued using net asset values, adjusted, as appropriate, for investment fund specific inputs determined to be significant to the valuation. Our plans maintain the right to liquidate positions in these commingled stock funds at any time, subject only to a brief notification period. No unfunded commitments existed with respect to these commingled stock funds at December 31, 2013.

- Hedge Funds: We maintain plan assets invested in hedge funds that pursue multiple strategies to diversify risk and reduce volatility. Investments in hedge funds are valued using reported net asset values as of December 31. These assets are primarily invested in a portfolio of diversified, direct investments and funds of hedge funds. Most of these funds allow redemptions either quarterly or semi-annually after a two to three month notice period, while other funds allow for redemption after only a brief notification period with no restriction on redemption frequency. No unfunded commitments existed with respect to these hedge funds as of December 31, 2013.

- Real Estate and Private Equity Funds: We maintain plan assets invested in limited partnership interests in various private equity and real estate funds. These private equity and real estate investment funds are valued using fair values per the most recent partnership audited financial reports, adjusted as appropriate for any lag between the date of the financial reports and December 31. The real estate investments consist of U.S. and non-U.S. real estate investments and are broadly diversified. Limited provision exists for the redemption of these interests by the general partners that invest in these funds until the end of the term of the partnerships, typically ranging between 12 and 18 years from the date of inception. An active secondary market exists for similar partnership interests, although no particular value (discount or premium) can be guaranteed. At December 31, 2013, unfunded commitments to such limited partnerships totaling approximately $858 million are expected to be contributed over the remaining investment period, typically ranging between three and six years.

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The fair values of U.S. and international pension and postretirement benefit plan assets by asset category as of December 31, 2013 are presented below (in millions), as well as the percentage that each category comprises of our total plan assets and the respective target allocations.

	Level 1	Level 2	Level 3	Total Assets	Percentage of Plan Assets - 2013	Target Allocation 2013
Asset Category (U.S. Plans):						
Cash and cash equivalents	$ 112	$ 514	$ —	$ 626	2.3%	0-5
Equity Securities:						
U.S. Large Cap	2,264	1,948	—	4,212		
U.S. Small Cap	457	50	—	507		
Emerging Markets	1,247	120	—	1,367		
Global Equity	2,154	—	—	2,154		
International Equity	1,397	825	—	2,222		
Total Equity Securities	7,519	2,943	—	10,462	39.4	25-55
Fixed Income Securities:						
U.S. Government Securities	3,746	615	—	4,361		
Corporate Bonds	7	2,550	223	2,780		
Global Bonds	—	681	—	681		
Municipal Bonds	—	55	—	55		
Total Fixed Income Securities	3,753	3,901	223	7,877	29.6	15-35
Other Investments:						
Hedge Funds	—	—	3,738	3,738	14.1	8-15
Private Equity	—	—	1,397	1,397	5.3	3-10
Real Estate	285	21	1,091	1,397	5.3	3-10
Structured Products(1)	—	326	—	326	1.2	0-5
Other(2)	—	—	756	756	2.8	1-10
Total U.S. Plan Assets	$ 11,669	$ 7,705	$ 7,205	$ 26,579	100.0%	
Asset Category (International Plans):						
Cash and cash equivalents	$ 11	$ 17	$ —	28	3.0	0-5
Equity Securities:						
Local Markets Equity	122	97	—	219		
U.S. Equity	17	—	—	17		
Emerging Markets	19	—	—	19		
International / Global Equity	88	79	—	167		
Total Equity Securities	246	176	—	422	45.3	50-65
Fixed Income Securities:						
Local Government Bonds	68	—	—	68		
Corporate Bonds	86	85	—	171		
Total Fixed Income Securities	154	85	—	239	25.7	15-35
Other Investments:						
Real Estate	—	63	—	63	6.8	0-17
Structured Products(1)	—	—	55	55	5.9	0-10
Other	—	124	—	124	13.3	0-20
Total International Plan Assets	$ 411	$ 465	$ 55	$ 931	100.0%	
Total Plan Assets	$ 12,080	$ 8,170	$ 7,260	$ 27,510		

(1) Represents mortgage and asset-backed securities.
(2) Represents global balanced-risk commingled funds, consisting primarily of equity, bonds, and some currencies and commodities.

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The fair values of U.S. and international pension and postretirement benefit plan assets by asset category as of December 31, 2012 are presented below (in millions), as well as the percentage that each category comprises of our total plan assets and the respective target allocations. This table has been revised from our 2012 Form 10-K filing to include international plan assets in conformity with the 2013 presentation of international plan assets.

	Level 1	Level 2	Level 3	Total Assets	Percentage of Plan Assets - 2012	Target Allocation 2012
Asset Category (U.S. Plans):						
Cash and cash equivalents	$ 103	$ 139	$ —	$ 242	0.9%	0-5
Equity Securities:						
U.S. Large Cap	2,548	2,162	—	4,710		
U.S. Small Cap	450	31	—	481		
Emerging Markets	1,160	123	—	1,283		
Global Equity	2,242	—	—	2,242		
International Equity	442	694	—	1,136		
Total Equity Securities	6,842	3,010	—	9,852	38.8	35-55
Fixed Income Securities:						
U.S. Government Securities	4,008	443	—	4,451		
Corporate Bonds	9	3,113	138	3,260		
Global Bonds	—	457	—	457		
Municipal Bonds	—	83	—	83		
Total Fixed Income Securities	4,017	4,096	138	8,251	32.5	25-35
Other Investments:						
Hedge Funds	—	—	2,829	2,829	11.1	5-15
Private Equity	—	—	1,416	1,416	5.6	1-10
Real Estate	177	23	1,039	1,239	4.9	1-10
Structured Products(1)	—	210	—	210	0.8	0-5
Other(2)	—	—	1,362	1,362	5.4	1-10
Total U.S. Plan Assets	$ 11,139	$ 7,478	$ 6,784	$ 25,401	100.0%	
Asset Category (International Plans):						
Cash and cash equivalents	$ 5	$ 17	$ —	22	2.8	0-5
Equity Securities:						
Local Markets Equity	118	79	—	197		
U.S. Equity	14	—	—	14		
International / Global Equity	71	59	—	130		
Total Equity Securities	203	138	—	341	42.6	50-65
Fixed Income Securities:						
Local Government Bonds	64	—	—	64		
Corporate Bonds	85	70	—	155		
Total Fixed Income Securities	149	70	—	219	27.3	15-35
Other Investments:						
Real Estate	—	46	—	46	5.7	0-17
Structured Products(1)	—	—	49	49	6.1	0-10
Other	—	124	—	124	15.5	0-20
Total International Plan Assets	$ 357	$ 395	$ 49	$ 801	100.0%	
Total Plan Assets	$ 11,496	$ 7,873	$ 6,833	$ 26,202		

(1) Represents mortgage and asset-backed securities.
(2) Represents global balanced-risk commingled funds, consisting primarily of equity, bonds, and some currencies and commodities.

The following table presents the changes in the Level 3 instruments measured on a recurring basis for the years ended December 31, 2013 and 2012 (in millions). The information presented for 2012 has been revised to include international plan assets in conformity with the 2013 presentation of international plan assets.

	Corporate Bonds	Hedge Funds	Real Estate	Private Equity	Other	Total
Balance on January 1, 2012	$ 80	$ 2,132	$ 948	$ 1,354	$ 644	$ 5,158
Actual Return on Assets:						
Assets Held at End of Year	1	59	85	163	159	467
Assets Sold During the Year	(3)	5	4	—	—	6
Purchases	71	1,300	144	184	608	2,307
Sales	(11)	(667)	(142)	(285)	—	(1,105)
Settlements	—	—	—	—	—	—
Transfers Into (Out of) Level 3	—	—	—	—	—	—
Balance on December 31, 2012	$ 138	$ 2,829	$ 1,039	$ 1,416	$ 1,411	$ 6,833
Actual Return on Assets:						
Assets Held at End of Year	(1)	229	81	71	(93)	287
Assets Sold During the Year	—	5	54	153	54	266
Purchases	165	1,676	145	143	1	2,130
Sales	(79)	(1,001)	(228)	(386)	(562)	(2,256)
Settlements	—	—	—	—	—	—
Transfers Into (Out of) Level 3	—	—	—	—	—	—
Balance on December 31, 2013	$ 223	$ 3,738	$ 1,091	$ 1,397	$ 811	$ 7,260

There were no UPS class A or B shares of common stock directly held in plan assets as of December 31, 2013 or December 31, 2012.

Accumulated Other Comprehensive Income

The estimated amounts of prior service cost in AOCI expected to be amortized and recognized as a component of net periodic benefit cost in 2014 are as follows (in millions):

	U.S. Pension Benefits	U.S. Postretirement Medical Benefits	International Pension Benefits
Prior service cost / (benefit)	$ 169	$ 4	$ 1

Expected Cash Flows

Information about expected cash flows for the pension and postretirement benefit plans is as follows (in millions):

	U.S. Pension Benefits	U.S. Postretirement Medical Benefits	International Pension Benefits
Employer Contributions:			
2014 (expected) to plan trusts	$ —	$ —	$ 77
2014 (expected) to plan participants	16	100	3
Expected Benefit Payments:			
2014	$ 885	$ 239	$ 24
2015	981	253	26
2016	1,081	270	27
2017	1,188	286	30
2018	1,306	300	32
2019 - 2023	8,502	1,610	199

Our funding policy for U.S. plans is to contribute amounts annually that are at least equal to the amounts required by applicable laws and regulations, or to directly fund payments to plan participants, as applicable. International plans will be funded in accordance with local regulations. Additional discretionary contributions may be made when deemed appropriate to meet the long-term obligations of the plans. Expected benefit payments for pensions will be primarily paid from plan trusts. Expected benefit payments for postretirement medical benefits will be paid from plan trusts and corporate assets.

NOTE 5. MULTIEMPLOYER EMPLOYEE BENEFIT PLANS

We contribute to a number of multiemployer defined benefit plans under the terms of collective bargaining agreements that cover our union-represented employees. These plans generally provide for retirement, death and/or termination benefits for eligible employees within the applicable collective bargaining units, based on specific eligibility/participation requirements, vesting periods and benefit formulas. The risks of participating in these multiemployer plans are different from single-employer plans in the following aspects:

- Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the multiemployer plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- If we choose to stop participating in some of our multiemployer plans, we may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability. However, cessation of participation in a multiemployer plan and subsequent payment of any withdrawal liability is subject to the collective bargaining process.

The discussion that follows sets forth the financial impact on our results of operations and cash flows for the years ended December 31, 2013, 2012 and 2011 from our participation in multiemployer benefit plans. Several factors could cause us to make significantly higher future contributions to these plans, including unfavorable investment performance, changes in demographics and increased benefits to participants. However, all surcharges are subject to the collective bargaining process. At this time, we are unable to determine the amount of additional future contributions, if any, or whether any material adverse effect on our financial condition, results of operations or liquidity would result from our participation in these plans.

The number of employees covered by our multiemployer plans has remained consistent over the past three years, and there have been no significant changes that affect the comparability of 2013, 2012 and 2011 contributions. We recognize expense for the contractually-required contribution for each period, and we recognize a liability for any contributions due and unpaid at the end of a reporting period.

Multiemployer Pension Plans

The following table outlines our participation in multiemployer pension plans for the periods ended December 31, 2013, 2012 and 2011, and sets forth our calendar year contributions into each plan. The “EIN/Pension Plan Number” column provides the Employer Identification Number (“EIN”) and the three-digit plan number. The most recent Pension Protection Act zone status available in 2013 and 2012 relates to the plans’ two most recent fiscal year-ends. The zone status is based on information that we received from the plans’ administrators and is certified by each plan’s actuary. Among other factors, plans certified in the red zone are generally less than 65% funded, plans certified in the orange zone are both less than 80% funded and have an accumulated funding deficiency or are expected to have a deficiency in any of the next six plan years, plans certified in the yellow zone are less than 80% funded, and plans certified in the green zone are at least 80% funded. The “FIP/RP Status Pending/Implemented” column indicates whether a financial improvement plan (“FIP”) for yellow/orange zone plans, or a rehabilitation plan (“RP”) for red zone plans, is either pending or has been implemented. As of December 31, 2013, all plans that have either a FIP or RP requirement have had the respective FIP or RP implemented.

Our collectively-bargained contributions satisfy the requirements of all implemented FIPs and RPs and do not currently require the payment of any surcharges. In addition, minimum contributions outside of the agreed upon contractual rate are not required. For the plans detailed in the following table, the expiration date of the associated collective bargaining agreements was July 31, 2013 (see Note 16), with the exception of the Automotive Industries Pension Plan and the IAM National Pension Fund / National Pension Plan which both have a July 31, 2014 expiration date. For those plans covered by the collective bargaining agreement that expired on July 31, 2013, we have accrued a liability for the estimated contributions (which are included in the following table) under our new collective bargaining agreement that has been approved, but not yet ratified (see note 16). For all plans detailed in the following table, we provided more than 5% of the total plan contributions from all employers for 2013, 2012 and 2011 (as disclosed in the Form 5500 for each respective plan).

Certain plans have been aggregated in the “All Other Multiemployer Pension Plans” line in the following table, as the contributions to each of these individual plans are not material.

Pension Fund	EIN / Pension Plan Number	Pension Protection Act Zone Status 2013	Pension Protection Act Zone Status 2012	FIP/RP Status Pending/ Implemented	(in millions) UPS Contributions and Accruals 2013	UPS Contributions and Accruals 2012	UPS Contributions and Accruals 2011	Surcharge Imposed
Alaska Teamster-Employer Pension Plan	92-6003463-024	Red	Red	Yes/Implemented	$ 5	$ 4	$ 4	No
Automotive Industries Pension Plan	94-1133245-001	Red	Red	Yes/Implemented	4	4	4	No
Central Pennsylvania Teamsters Defined Benefit Plan	23-6262789-001	Green	Yellow	Yes/Implemented	30	29	27	No
Employer-Teamsters Local Nos. 175 & 505 Pension Trust Fund	55-6021850-001	Green	Green	No	9	9	8	No
Hagerstown Motor Carriers and Teamsters Pension Fund	52-6045424-001	Red	Red	Yes/Implemented	5	5	5	No
I.A.M. National Pension Fund / National Pension Plan	51-6031295-002	Green	Green	No	27	24	25	No
International Brotherhood of Teamsters Union Local No. 710 Pension Fund	36-2377656-001	Green	Green	No	88	75	74	No
Local 705, International Brotherhood of Teamsters Pension Plan	36-6492502-001	Red	Red	Yes/Implemented	68	46	58	No
Local 804 I.B.T. & Local 447 I.A.M.—UPS Multiemployer Retirement Plan	51-6117726-001	Red	Red	Yes/Implemented	88	87	84	No
Milwaukee Drivers Pension Trust Fund	39-6045229-001	Green	Green	No	29	26	26	No
New England Teamsters & Trucking Industry Pension Fund	04-6372430-001	Red	Red	Yes/Implemented	102	124	124	No
New York State Teamsters Conference Pension and Retirement Fund	16-6063585-074	Red	Red	Yes/Implemented	72	65	57	No
Teamster Pension Fund of Philadelphia and Vicinity	23-1511735-001	Yellow	Yellow	Yes/Implemented	46	44	41	No
Teamsters Joint Council No. 83 of Virginia Pension Fund	54-6097996-001	Yellow	Yellow	Yes/Implemented	49	44	41	No
Teamsters Local 639—Employers Pension Trust	53-0237142-001	Green	Green	No	41	36	33	No
Teamsters Negotiated Pension Plan	43-6196083-001	Yellow	Red	Yes/Implemented	26	24	22	No
Truck Drivers and Helpers Local Union No. 355 Retirement Pension Plan	52-6043608-001	Yellow	Yellow	Yes/Implemented	14	14	12	No
United Parcel Service, Inc.—Local 177, I.B.T. Multiemployer Retirement Plan	13-1426500-419	Red	Red	Yes/Implemented	68	62	57	No
Western Conference of Teamsters Pension Plan	91-6145047-001	Green	Green	No	553	520	476	No
Western Pennsylvania Teamsters and Employers Pension Fund	25-6029946-001	Red	Red	Yes/Implemented	23	24	21	No
All Other Multiemployer Pension Plans					49	59	44	
				Total Contributions	$ 1,396	$ 1,325	$ 1,243	

In 2012, we reached an agreement with the New England Teamsters and Trucking Industry Pension Fund ("NETTI Fund"), a multiemployer pension plan in which UPS is a participant, to restructure the pension liabilities for approximately 10,200 UPS employees represented by the Teamsters. The agreement reflected a decision by the NETTI Fund's trustees to restructure the NETTI Fund through plan amendments to utilize a "two pool approach", which effectively subdivided the plan assets and liabilities between two groups of beneficiaries. As part of this agreement, UPS agreed to withdraw from the original pool of the NETTI Fund, of which it had historically been a participant, and reenter the NETTI Fund's newly-established pool as a new employer.

Upon ratification of the agreement by the Teamsters in September 2012, we withdrew from the original pool of the NETTI Fund and incurred an undiscounted withdrawal liability of $2.162 billion to be paid in equal monthly installments over50 years. The undiscounted withdrawal liability was calculated by independent actuaries employed by the NETTI Fund, in accordance with the governing plan documents and the applicable requirements of the Employee Retirement Income Security Act of 1974. In 2012, we recorded a charge to expense to establish an $896 million withdrawal liability on our consolidated balance sheet, which represents the present value of the$2.162 billion future payment obligation discounted at a 4.25% interest rate. This discount rate represents the estimated credit-adjusted market rate of interest at which we could obtain financing of a similar maturity and seniority. As this agreement is not a contribution to the plan, the amounts reflected in the previous table do not include this $896 million non-cash transaction.

The $896 million charge to expense recorded in 2012 is included in "compensation and benefits" expense in the statements of consolidated income, while the corresponding withdrawal liability is included in "other non-current liabilities" on the consolidated balance sheet. We impute interest on the withdrawal liability using the 4.25% discount rate, while the monthly payments made to the NETTI Fund reduce the remaining balance of the withdrawal liability.

Our status in the newly-established pool of the NETTI Fund is accounted for as the participation in a new multiemployer pension plan, and therefore we recognize expense based on the contractually-required contribution for each period, and we recognize a liability for any contributions due and unpaid at the end of a reporting period.

Based on the borrowing rates currently available to the Company for long-term financing of a similar maturity, the fair value of the NETTI withdrawal liability as of December 31, 2013 was $783 million. We utilized Level 2 inputs in the fair value hierarchy of valuation techniques to determine the fair value of this liability.

Multiemployer Health and Welfare Plans

We also contribute to several multiemployer health and welfare plans that cover both active and retired employees. Health care benefits are provided to participants who meet certain eligibility requirements as covered under the applicable collective bargaining unit. The following table sets forth our calendar year plan contributions and accruals. For those plans covered by the collective bargaining agreement that expired on July 31, 2013, we have accrued a liability for the estimated contributions (which are included in the following table) under our new collective bargaining agreement that has been approved, but not yet ratified (see note 16). Certain plans have been aggregated in the “All Other Multiemployer Health and Welfare Plans” line in the table, as the contributions to each of these individual plans are not material.

	(in millions) UPS Contributions and Accruals		
Health and Welfare Fund	**2013**	**2012**	**2011**
Bay Area Delivery Drivers	$ 29	$ 28	$ 27
Central Pennsylvania Teamsters Health & Pension Fund	20	19	18
Central States, South East & South West Areas Health and Welfare Fund	505	471	452
Delta Health Systems—East Bay Drayage Drivers	24	24	17
Employer—Teamster Local Nos. 175 & 505	9	8	8
Joint Council #83 Health & Welfare Fund	24	25	25
Local 191 Teamsters Health Fund	9	9	9
Local 401 Teamsters Health & Welfare Fund	6	6	6
Local 804 Welfare Trust Fund	67	62	58
Milwaukee Drivers Pension Trust Fund—Milwaukee Drivers Health and Welfare Trust Fund	31	29	28
Montana Teamster Employers Trust	6	6	6
New York State Teamsters Health & Hospital Fund	46	44	41
North Coast Benefit Trust	8	7	7
Northern California General Teamsters (DELTA)	84	75	73
Northern New England Benefit Trust	35	33	32
Oregon / Teamster Employers Trust	28	27	27
Teamsters 170 Health & Welfare Fund	12	12	12
Teamsters Benefit Trust	38	32	29
Teamsters Local 251 Health & Insurance Plan	11	10	10
Teamsters Local 404 Health & Insurance Plan	6	6	6
Teamsters Local 638 Health Fund	32	29	28
Teamsters Local 639—Employers Health & Pension Trust Funds	24	22	22
Teamsters Local 671 Health Services & Insurance Plan	13	12	13
Teamsters Union 25 Health Services & Insurance Plan	37	36	34
Teamsters Union Local 677 Health Services & Insurance Plan	8	8	8
Truck Drivers and Helpers Local 355 Baltimore Area Health & Welfare Fund	13	13	12
Utah-Idaho Teamsters Security Fund	18	16	15
Washington Teamsters Welfare Trust	35	32	30
All Other Multiemployer Health and Welfare Plans	44	55	50
Total Contributions	$ 1,222	$ 1,156	$ 1,103

NOTE 6. BUSINESS ACQUISITIONS, GOODWILL AND INTANGIBLE ASSETS

The following table indicates the allocation of goodwill by reportable segment (in millions):

	U.S. Domestic Package	International Package	Supply Chain & Freight	Consolidated
Balance on January 1, 2012	$ —	$ 361	$ 1,740	$ 2,101
Acquired	—	67	—	67
Currency / Other	—	2	3	5
Balance on December 31, 2012	$ —	$ 430	$ 1,743	$ 2,173
Acquired	—	3	20	23
Currency / Other	—	(13)	7	(6)
Balance on December 31, 2013	$ —	$ 420	$ 1,770	$ 2,190

Business Acquisitions

2013 Acquisitions:

The goodwill acquired in the Supply Chain & Freight segment was related to our July 2013 acquisition of Cemelog Ltd. (“Cemelog”), a Hungary-based medical logistics provider that operates in Central and Eastern Europe. The goodwill acquired in the International Package segment was largely related to our October 2013 acquisition of the assets and operations of two Costa Rican-based companies: (1) Union Pak de Costa Rica, S.A., a small package delivery company, and (2) SEISA Brokerage, a customs brokerage company. Both companies have long-standing relationships with UPS as authorized service contractors.

2012 Acquisitions:

The goodwill acquired in the International Package segment was related to our February 2012 acquisition of Kiala S.A. (“Kiala”), a Belgium-based developer of a platform that enables e-commerce retailers to offer their shoppers the option of having goods delivered to a convenient retail location. Kiala currently operates in Belgium, France, Luxembourg, the Netherlands and Spain.

Pro forma results of operations have not been presented for these acquisitions in 2013 and 2012, because the effects of these transactions were not material in either period. The results of operations of these acquired companies have been included in our statements of consolidated income from the date of acquisition.

The remaining change in goodwill for both the International Package and Supply Chain & Freight segments was due to the impact of changes in the value of the U.S. Dollar on the translation of non-U.S. Dollar goodwill balances.

Goodwill Impairment

We test our goodwill for impairment annually, as ofOctober 1st, on a reporting unit basis. Our reporting units are comprised of the Europe, Asia, and Americas reporting units in the International Package reporting segment, and the Forwarding, Logistics, UPS Freight, MBE / The UPS Store, and UPS Capital reporting units in the Supply Chain & Freight reporting segment.

In assessing our goodwill for impairment, we initially evaluate qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the qualitative assessment is not conclusive and it is necessary to calculate the fair value of a reporting unit, then we utilize a two-step process to test goodwill for impairment. First, a comparison of the fair value of the applicable reporting unit with the aggregate carrying value, including goodwill, is performed. We primarily determine the fair value of our reporting units using a discounted cash flow model, and supplement this with observable valuation multiples for comparable companies, as applicable. If the carrying amount of a reporting unit exceeds the reporting unit’s fair value, we perform the second step of the goodwill impairment test to determine the amount of impairment loss. The second step includes comparing the implied fair value of the affected reporting unit’s goodwill with the carrying value of that goodwill.

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In 2013, we utilized a qualitative assessment to determine that it was more likely than not that the reporting unit fair value exceeded the carrying value for our Europe, Asia, Americas and MBE / The UPS Store reporting units. For the remaining reporting units, we utilized the two-step process to test goodwill for impairment. We did not have any goodwill impairment charges in 2013, 2012 or 2011. Cumulatively, our Supply Chain & Freight reporting segment has recorded goodwill impairment charges of $622 million, while our International and U.S. Domestic Package segments have not recorded any impairment charges.

Intangible Assets

The following is a summary of intangible assets at December 31, 2013 and 2012 (in millions):

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Weighted-Average Amortization Period (in years)
December 31, 2013				
Trademarks, licenses, patents, and other	$ 257	$ (108)	$ 149	6.2
Customer lists	118	(62)	56	12.8
Franchise rights	117	(70)	47	20.0
Capitalized software	2,420	(1,897)	523	5.0
Total Intangible Assets, Net	$ 2,912	$ (2,137)	$ 775	6.0
December 31, 2012				
Trademarks, licenses, patents, and other	$ 163	$ (80)	$ 83	
Customer lists	131	(79)	52	
Franchise rights	117	(64)	53	
Capitalized software	2,197	(1,782)	415	
Total Intangible Assets, Net	$ 2,608	$ (2,005)	$ 603	

Licenses with a carrying value of $5 million as of December 31, 2013 are deemed to be indefinite-lived intangibles, and therefore are not amortized. Impairment tests for indefinite-lived intangibles are performed on an annual basis. All of our other recorded intangible assets are deemed to be finite-lived intangibles, and are thus amortized over their estimated useful lives. Impairment tests for these intangible assets are only performed when a triggering event occurs that indicates that the carrying value of the intangible may not be recoverable. We incurred impairment charges on intangible assets of $13 million during 2013, while there were no impairments of any finite-lived or indefinite-lived intangible assets in 2012 or 2011.

Amortization of intangible assets was $185, $244 and $228 million during 2013, 2012 or 2011, respectively. Expected amortization of finite-lived intangible assets recorded as of December 31, 2013 for the next five years is as follows (in millions): 2014—$239; 2015—$196; 2016—$140; 2017—$90; 2018—$46. Amortization expense in future periods will be affected by business acquisitions, software development, licensing agreements, sponsorships and other factors.

NOTE 7. DEBT AND FINANCING ARRANGEMENTS

The following table sets forth the principal amount, maturity or range of maturities, as well as the carrying value of our debt obligations, as of December 31, 2013 and 2012 (in millions). The carrying value of these debt obligations can differ from the principal amount due to the impact of unamortized discounts or premiums and valuation adjustments resulting from interest rate swap hedging relationships.

	Principal Amount	Maturity	Carrying Value 2013	Carrying Value 2012
Commercial paper	$ —		$ —	$ —
Fixed-rate senior notes:				
4.50% senior notes	1,750	2013	—	1,751
3.875% senior notes	1,000	2014	1,007	1,033
1.125% senior notes	375	2017	367	373
5.50% senior notes	750	2018	821	851
5.125% senior notes	1,000	2019	1,079	1,140
3.125% senior notes	1,500	2021	1,579	1,655
2.45% senior notes	1,000	2022	913	996
6.20% senior notes	1,500	2038	1,481	1,480
4.875% senior notes	500	2040	489	489
3.625% senior notes	375	2042	367	367
8.375% Debentures:				
8.375% debentures	424	2020	479	512
8.375% debentures	276	2030	283	284
Pound Sterling Notes:				
5.50% notes	110	2031	105	103
5.125% notes	750	2050	714	699
Floating rate senior notes	374	2049 – 2053	370	374
Capital lease obligations	473	2014 – 3004	473	440
Facility notes and bonds	320	2015 – 2036	320	320
Other debt	25	2014 - 2022	25	3
Total debt	$ 12,502		10,872	12,870
Less: current maturities			(48)	(1,781)
Long-term debt			$ 10,824	$ 11,089

Commercial Paper

We are authorized to borrow up to $10.0 billion under our U.S. commercial paper program. We also maintain a European commercial paper program under which we are authorized to borrow up to €5.0 billion in a variety of currencies. No amounts were outstanding under these programs as of December 31, 2013. The amount of commercial paper outstanding under these programs in 2014 is expected to fluctuate.

Fixed Rate Senior Notes

We have completed several offerings of fixed rate senior notes. All of the notes pay interest semiannually, and allow for redemption of the notes by UPS at any time by paying the greater of the principal amount or a “make-whole” amount, plus accrued interest. We subsequently entered into interest rate swaps on several of these notes, which effectively converted the fixed interest rates on the notes to variable LIBOR-based interest rates. The average interest rate payable on these notes, including the impact of the interest rate swaps, for 2013 and 2012, respectively, were as follows:

	Principal		Average Effective Interest Rate	
	Value	Maturity	2013	2012
4.50% senior notes	1,750	2013	2.43%	2.51%
3.875% senior notes	1,000	2014	0.97%	1.14%
1.125% senior notes	375	2017	0.64%	0.57%
5.50% senior notes	750	2018	2.53%	2.71%
5.125% senior notes	1,000	2019	2.01%	2.20%
3.125% senior notes	1,500	2021	1.11%	1.28%
2.45% senior notes	1,000	2022	0.86%	0.86%

On January 15, 2013, our $1.75 billion 4.50% senior notes matured and were repaid in full. We have classified our 3.875% senior notes with a principal balance of $1.0 billion due in April 2014 as a long-term liability, based on our intent and ability to refinance the debt as of December 31, 2013.

8.375% Debentures

The 8.375% debentures consist of two separate tranches, as follows:

- $276 million of the debentures have a maturity of April 1, 2030. These debentures have an 8.375% interest rate until April 1, 2020, and, thereafter, the interest rate will be 7.62% for the final 10 years. These debentures are redeemable in whole or in part at our option at any time. The redemption price is equal to the greater of 100% of the principal amount and accrued interest or the sum of the present values of the remaining scheduled payout of principal and interest thereon discounted to the date of redemption at a benchmark treasury yield plus five basis points plus accrued interest.
- $424 million of the debentures have a maturity of April 1, 2020. These debentures are not subject to redemption prior to maturity.

Interest is payable semiannually on the first of April and October for both debentures and neither debenture is subject to sinking fund requirements. We subsequently entered into interest rate swaps on the 2020 notes, which effectively converted the fixed interest rates on the notes to variable LIBOR-based interest rates. The average interest rate payable on the 2020 notes, including the impact of the interest rate swaps, for 2013 and 2012 was 5.03% and 5.73%, respectively.

Floating Rate Senior Notes

The floating rate senior notes bear interest at one-month LIBOR less 45 basis points. The average interest rate for 2013 and 2012 was 0.00% for both years. These notes are callable at various times after 30 years at a stated percentage of par value, and putable by the note holders at various times after 10 years at a stated percentage of par value. The notes have maturities ranging from 2049 through 2053. In 2013 and 2012, we redeemed notes with a principal value of $4 and $2 million, respectively, after put options were exercised by the note holders.

Capital Lease Obligations

We have certain property, plant and equipment subject to capital leases. Some of the obligations associated with these capital leases have been legally defeased. The recorded value of our property, plant and equipment subject to capital leases is as follows as of December 31 (in millions):

	2013	2012
Vehicles	$ 49	$ 63
Aircraft	2,289	2,282
Buildings	181	65
Plant Equipment	2	2
Technology Equipment	—	3
Accumulated amortization	(727)	(611)
	$ 1,794	$ 1,804

These capital lease obligations have principal payments due at various dates from 2014 through 3004.

Facility Notes and Bonds

We have entered into agreements with certain municipalities to finance the construction of, or improvements to, facilities that support our U.S. Domestic Package and Supply Chain & Freight operations in the United States. These facilities are located around airport properties in Louisville, Kentucky; Dallas, Texas; and Philadelphia, Pennsylvania. Under these arrangements, we enter into a lease or loan agreement that covers the debt service obligations on the bonds issued by the municipalities, as follows:

- Bonds with a principal balance of $149 million issued by the Louisville Regional Airport Authority associated with our Worldport facility in Louisville, Kentucky. The bonds, which are due in January 2029, bear interest at a variable rate, and the average interest rates for 2013 and 2012 were 0.09% and 0.15%, respectively.
- Bonds with a principal balance of $42 million and due in November 2036 issued by the Louisville Regional Airport Authority associated with our air freight facility in Louisville, Kentucky. The bonds bear interest at a variable rate, and the average interest rates for 2013 and 2012 were 0.08% and 0.15%, respectively.
- Bonds with a principal balance of $29 million issued by the Dallas / Fort Worth International Airport Facility Improvement Corporation associated with our Dallas, Texas airport facilities. The bonds are due in May 2032 and bear interest at a variable rate, however the variable cash flows on the obligation have been swapped to a fixed 5.11%.
- Bonds with a principal balance of $100 million issued by the Delaware County, Pennsylvania Industrial Development Authority associated with our Philadelphia, Pennsylvania airport facilities. The bonds, which are due in December 2015, bear interest at a variable rate, and the average interest rates for 2013 and 2012 were 0.07% and 0.13%, respectively.

Pound Sterling Notes

The Pound Sterling notes consist of two separate tranches, as follows:

- Notes with a principal amount of £66 million accrue interest at a 5.50% fixed rate, and are due in February 2031. These notes are not callable.
- Notes with a principal amount of £455 million accrue interest at a 5.125% fixed rate, and are due in February 2050. These notes are callable at our option at a redemption price equal to the greater of 100% of the principal amount and accrued interest, or the sum of the present values of the remaining scheduled payout of principal and interest thereon discounted to the date of redemption at a benchmark U.K. government bond yield plus 15 basis points and accrued interest.

We maintain cross-currency interest rate swaps to hedge the foreign currency risk associated with the bond cash flows for both tranches of these bonds. The average fixed interest rate payable on the swaps is 5.79%.

Contractual Commitments

We lease certain aircraft, facilities, land, equipment and vehicles under operating leases, which expire at various dates through2038. Certain of the leases contain escalation clauses and renewal or purchase options. Rent expense related to our operating leases was $575, $619 and $629 million for 2013, 2012 and 2011, respectively.

The following table sets forth the aggregate minimum lease payments under capital and operating leases, the aggregate annual principal payments due under our long-term debt, and the aggregate amounts expected to be spent for purchase commitments (in millions).

Year	Capital Leases	Operating Leases	Debt Principal	Purchase Commitments
2014	$ 67	$ 310	$ 1,009	$ 333
2015	65	239	107	100
2016	58	180	6	50
2017	58	146	377	11
2018	53	99	750	—
After 2018	422	242	8,030	—
Total	723	$ 1,216	$ 10,279	$ 494
Less: imputed interest	(250)			
Present value of minimum capitalized lease payments	473			
Less: current portion	(39)			
Long-term capitalized lease obligations	$ 434			

As of December 31, 2013, we had outstanding letters of credit totaling approximately $1.023 billion issued in connection with our self-insurance reserves and other routine business requirements. We also issue surety bonds as an alternative to letters of credit in certain instances, and as of December 31, 2013, we had $627 million of surety bonds written.

Available Credit

We maintain two credit agreements with a consortium of banks. One of these agreements provides revolving credit facilities of $1.5 billion, and expires on March 28, 2014. Generally, amounts outstanding under this facility bear interest at a periodic fixed rate equal to LIBOR for the applicable interest period and currency denomination, plus an applicable margin. Alternatively, a fluctuating rate of interest equal to the highest of (1) JPMorgan Chase Bank's publicly announced prime rate, (2) the Federal Funds effective rate plus 0.50%, and (3) LIBOR for a one month interest period plus1.00% , plus an applicable margin, may be used at our discretion. In each case, the applicable margin for advances bearing interest based on LIBOR is a percentage determined by quotations from Markit Group Ltd. for our 1-year credit default swap spread, subject to a minimum rate of 0.10% and a maximum rate of 0.75%. The applicable margin for advances bearing interest based on the prime rate is1.00% below the applicable margin for LIBOR advances (but not lower than 0.00%). We are also able to request advances under this facility based on competitive bids for the applicable interest rate. There were no amounts outstanding under this facility as of December 31, 2013.

The second agreement provides revolving credit facilities of $1.0 billion, and expires on March 29, 2018. Generally, amounts outstanding under this facility bear interest at a periodic fixed rate equal to LIBOR for the applicable interest period and currency denomination, plus an applicable margin. Alternatively, a fluctuating rate of interest equal to the highest of (1) JPMorgan Chase Bank's publicly announced prime rate, (2) the Federal Funds effective rate plus 0.50%, and (3) LIBOR for a one month interest period plus 1.00%, plus an applicable margin, may be used at our discretion. In each case, the applicable margin for advances bearing interest based on LIBOR is a percentage determined by quotations from Markit Group Ltd. for our credit default swap spread, interpolated for a period from the date of determination of such credit default swap spread in connection with a new interest period until the latest maturity date of this facility then in effect (but not less than a period of one year). The applicable margin is subject to certain minimum rates and maximum rates based on our public debt ratings from Standard & Poor's Rating Service and Moody's Investors Service. The minimum applicable margin rates range from 0.100% to 0.375%, and the maximum applicable margin rates range from 0.750% to 1.250% per annum. The applicable margin for advances bearing interest based on the prime rate is 1.00% below the applicable margin for LIBOR advances (but not less than0.00%). We are also able to request advances under this facility based on competitive bids. There were no amounts outstanding under this facility as of December 31, 2013.

Debt Covenants

Our existing debt instruments and credit facilities subject us to certain financial covenants. As ofDecember 31, 2013 and for all prior periods presented, we have satisfied these financial covenants. These covenants limit the amount of secured indebtedness that we may incur, and limit the amount of attributable debt in sale-leaseback transactions, to 10% of net tangible assets. As of December 31, 2013, 10% of net tangible assets is equivalent to $2.612 billion; however, we have no covered sale-leaseback transactions or secured indebtedness outstanding. We do not expect these covenants to have a material impact on our financial condition or liquidity.

Fair Value of Debt

Based on the borrowing rates currently available to the Company for long-term debt with similar terms and maturities, the fair value of long-term debt, including current maturities, is approximately $11.756 and $14.658 billion as of December 31, 2013 and 2012, respectively. We utilized Level 2 inputs in the fair value hierarchy of valuation techniques to determine the fair value of all of our debt instruments.

NOTE 8. LEGAL PROCEEDINGS AND CONTINGENCIES

We are involved in a number of judicial proceedings and other matters arising from the conduct of our business activities.

Although there can be no assurance as to the ultimate outcome, we have generally denied, or believe we have a meritorious defense and will deny, liability in all litigation pending against us, including (except as otherwise noted herein) the matters described below, and we intend to defend vigorously each case. We have accrued for legal claims when, and to the extent that, amounts associated with the claims become probable and can be reasonably estimated. The actual costs of resolving legal claims may be substantially higher or lower than the amounts accrued for those claims.

For those matters as to which we are not able to estimate a possible loss or range of loss, we are not able to determine whether the loss will have a material adverse effect on our business, financial condition or results of operations or liquidity. For matters in this category, we have indicated in the descriptions that follow the reasons that we are unable to estimate the possible loss or range of loss.

Judicial Proceedings

We are a defendant in a number of lawsuits filed in state and federal courts containing various class action allegations under state wage-and-hour laws. At this time, we do not believe that any loss associated with these matters would have a material adverse effect on our financial condition, results of operations or liquidity.

UPS and our subsidiary Mail Boxes Etc., Inc. are defendants in a lawsuit in California Superior Court about the rebranding of The UPS Store franchises. In the Morgate case, the plaintiffs are (1) 125 individual franchisees who did not rebrand to The UPS Store and (2) a certified class of all franchisees who did rebrand. With respect to the 125 individual franchisees described in (1) above, the trial court entered judgment against a bellwether individual plaintiff, which was affirmed in January 2012. In March 2013, we reached a settlement in principle with the remaining individual plaintiffs who did not rebrand. We believe this settlement will not have a material adverse effect on our financial condition, results of operations or liquidity. The trial court granted our motion for summary judgment against the certified class described in (2) above, which was reversed in January 2012. We have not reached a settlement with this class of franchisees, and the claims of the class remain pending.

There are multiple factors that prevent us from being able to estimate the amount of loss, if any, that may result from the remaining aspects of this case, including: (1) we are vigorously defending ourselves and believe we have a number of meritorious legal defenses; and (2) it remains uncertain what evidence of damages, if any, plaintiffs will be able to present. Accordingly, at this time, we are not able to estimate a possible loss or range of loss that may result from this matter or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

In AFMS LLC v. UPS and FedEx Corporation, a lawsuit filed in federal court in the Central District of California in August 2010, the plaintiff asserts that UPS and FedEx violated U.S. antitrust law by conspiring to refuse to negotiate with third-party negotiators retained by shippers and by individually imposing policies that prevent shippers from using such negotiators. UPS and FedEx have moved for summary judgment. There has been no ruling on those motions. The case does not have a trial date scheduled. The Antitrust Division of the U.S. Department of Justice ("DOJ") has an ongoing civil investigation of our policies and practices for dealing with third-party negotiators. We are cooperating with this investigation. We deny any liability with respect to these matters and intend to vigorously defend ourselves. There are multiple factors that prevent us from being able to estimate the amount of loss, if any, that may result from these matters including: (1) we believe that we have a number of meritorious defenses; (2) the Court has not ruled on the pending dispositive motions; and (3) the DOJ investigation is pending. Accordingly, at this time, we are not able to estimate a possible loss or range of loss that may result from these matters or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

In Canada, four purported class-action cases were filed against us in British Columbia (2006); Ontario (2007) and Québec (2006 and 2013). The cases each allege inadequate disclosure concerning the existence and cost of brokerage services provided by us under applicable provincial consumer protection legislation and infringement of interest restriction provisions under the Criminal Code of Canada. The British Columbia class action was declared inappropriate for certification and dismissed by the trial judge. That decision was upheld by the British Columbia Court of Appeal in March 2010, which ended the case in our favor. The Ontario class action was certified in September 2011. Partial summary judgment was granted to us and the plaintiffs by the Ontario motions court. The complaint under the Criminal Code was dismissed. No appeal is being taken from that decision. The allegations of inadequate disclosure were granted and we are appealing that decision. The motion to authorize the 2006 Québec litigation as a class action was dismissed by the motions judge in October 2012; there was no appeal, which ended that case in our favor. The 2013 Québec litigation also has been dismissed. We deny all liability and are vigorously defending the one outstanding case in Ontario. There are multiple factors that prevent us from being able to estimate the amount of loss, if any, that may result from this matter, including: (1) we are vigorously defending ourselves and believe that we have a number of meritorious legal defenses; and (2) there are unresolved questions of law and fact that could be important to the ultimate resolution of this matter. Accordingly, at this time, we are not able to estimate a possible loss or range of loss that may result from this matter or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

Other Matters

On March 29, 2013, we entered into a Non-Prosecution Agreement ("NPA") with the United States Attorney's Office in the Northern District of California in connection with an investigation by the Drug Enforcement Administration of shipments by illicit online pharmacies. Under the NPA, we forfeited $40 million to the government, admitted to a Statement of Facts describing the conduct leading to the agreement, and agreed to implement an online pharmacy compliance program. The term of the NPA is two years, although we can petition the government to shorten that term in its discretion to one year. The NPA did not have a material impact on our financial condition, results of operations or liquidity in 2013.

In August 2010, competition authorities in Brazil opened an administrative proceeding to investigate alleged anticompetitive behavior in the freight forwarding industry. Approximately 45 freight forwarding companies and individuals are named in the proceeding, including UPS, UPS SCS Transportes (Brasil) S.A., and a former employee in Brazil. UPS will have an opportunity to respond to these allegations. In November 2012, the Commerce Commission of Singapore initiated an investigation with respect to similar matters.

We are cooperating with each of these investigations, and intend to continue to vigorously defend ourselves. There are multiple factors that prevent us from being able to estimate the amount of loss, if any, that may result from these matters including: (1) we are vigorously defending each matter and believe that we have a number of meritorious legal defenses; (2) there are unresolved questions of law that could be of importance to the ultimate resolutions of these matters, including the calculation of any potential fine; and (3) there is uncertainty about the time period that is the subject of the investigations. Accordingly, at this time, we are not able to estimate a possible loss or range of loss that may result from these matters or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

In January 2008, a class action complaint was filed in the United States District Court for the Eastern District of New York alleging price-fixing activities relating to the provision of freight forwarding services. UPS was not named in this case. In July 2009, the plaintiffs filed a First Amended Complaint naming numerous global freight forwarders as defendants. UPS and UPS Supply Chain Solutions are among the 60 defendants named in the amended complaint. The plaintiffs filed a Second Amended Complaint in October 2010, which we moved to dismiss. In August 2012, the Court granted our motion to dismiss all claims relevant to UPS in the Second Amended Complaint, with leave to amend. The plaintiffs filed a Third Amended Complaint in November 2012. We filed another motion to dismiss. On September 20, 2013, the Magistrate Judge recommended to the Court that UPS be dismissed from one of the claims in the Third Amended Complaint, with prejudice, but recommended that UPS's motion to dismiss with respect to other claims in the Third Amended Complaint be denied. UPS and other defendants filed objections to the recommendations of the Magistrate Judge to the extent they recommended denial of UPS's motion to dismiss. Those objections are currently pending before the Court. There are multiple factors that prevent us from being able to estimate the amount of loss, if any, that may result from these matters including: (1) the Court's pending review of the adequacy of the Third Amended Complaint; (2) the scope and size of the proposed class is ill-defined; (3) there are significant legal questions about the adequacy and standing of the putative class representatives; and (4) we believe that we have a number of meritorious legal defenses. Accordingly, at this time, we are not able to estimate a possible loss or range of loss that may result from these matters or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

We are a defendant in various other lawsuits that arose in the normal course of business. We do not believe that the eventual resolution of these other lawsuits (either individually or in the aggregate), including any reasonably possible losses in excess of current accruals, will have a material adverse effect on our financial condition, results of operations or liquidity.

Tax Matters

In June 2011, we received an IRS Revenue Agent Report ("RAR") covering excise taxes for tax years 2003 through 2007, in addition to the income tax matters described in note 12 to the consolidated financial statements. The excise tax RAR proposed two alternate theories for asserting additional excise tax on transportation of property by air. We disagreed with these proposed excise tax theories and related adjustments. We filed protests and, in the third quarter of 2011, the IRS responded to our protests and forwarded the case to IRS Appeals.

Beginning in the third quarter of 2012 and continuing through the first quarter of 2013, we had settlement discussions with the Appeals team. In the first quarter of 2013, we reached settlement terms for a complete resolution of all excise tax matters and correlative income tax refund claims for the 2003 through 2007 tax years. The final resolution of these matters did not materially impact our financial condition, results of operations or liquidity.

NOTE 9. SHAREOWNERS' EQUITY

Capital Stock, Additional Paid-In Capital, and Retained Earnings

We maintain two classes of common stock, which are distinguished from each other by their respective voting rights. Class A shares of UPS are entitled to 10 votes per share, whereas class B shares are entitled to one vote per share. Class A shares are primarily held by UPS employees and retirees, as well as trusts and descendants of the Company's founders, and these shares are fully convertible into class B shares at any time. Class B shares are publicly traded on the New York Stock Exchange ("NYSE") under the symbol "UPS." Class A and B shares both have a $0.01 par value, and as of December 31, 2013, there were 4.6 billion class A shares and 5.6 billion class B shares authorized to be issued. Additionally, there are 200 million preferred shares authorized to be issued, with a par value of $0.01 per share; as of December 31, 2013, no preferred shares had been issued.

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The following is a rollforward of our common stock, additional paid-in capital, and retained earnings accounts (in millions, except per share amounts):

	2013		2012		2011	
	Shares	Dollars	Shares	Dollars	Shares	Dollars
Class A Common Stock						
Balance at beginning of year	225	$ 3	240	$ 3	258	$ 3
Common stock purchases	(8)	(1)	(9)	—	(7)	—
Stock award plans	9	—	8	—	7	—
Common stock issuances	4	—	3	—	3	—
Conversions of class A to class B common stock	(18)	—	(17)	—	(21)	—
Class A shares issued at end of year	212	$ 2	225	$ 3	240	$ 3
Class B Common Stock						
Balance at beginning of year	729	$ 7	725	$ 7	735	$ 7
Common stock purchases	(35)	—	(13)	—	(31)	—
Conversions of class A to class B common stock	18	—	17	—	21	—
Class B shares issued at end of year	712	$ 7	729	$ 7	725	$ 7
Additional Paid-In Capital						
Balance at beginning of year		$ —		$ —		$ —
Stock award plans		554		444		388
Common stock purchases		(768)		(943)		(475)
Common stock issuances		307		293		287
Option Premiums Received (Paid)		(93)		206		(200)
Balance at end of year		$ —		$ —		$ —
Retained Earnings						
Balance at beginning of year		$ 7,997		$ 10,128		$ 10,604
Net income attributable to controlling interests		4,372		807		3,804
Dividends ($2.48, $2.28 and $2.08 per share)		(2,367)		(2,243)		(2,086)
Common stock purchases		(3,077)		(695)		(2,194)
Balance at end of year		$ 6,925		$ 7,997		$ 10,128

For the years ended December 31, 2013, 2012 and 2011, we repurchased a total of 43.2, 21.8 and 38.7 million shares of class A and class B common stock for $3.846 billion, $1.638 billion and $2.669 billion, respectively. On February 14, 2013, the Board of Directors approved a new share repurchase authorization of $10.0 billion, which replaced the 2012 authorization. This new share repurchase authorization has no expiration date. As of December 31, 2013, we had $6.814 billion of this share repurchase authorization remaining.

From time to time, we enter into share repurchase programs with large financial institutions to assist in our buyback of company stock. These programs allow us to repurchase our shares at a price below the weighted average UPS share price for a given period. During the fourth quarter of 2013, we entered into an accelerated share repurchase program, which allowed us to repurchase $600 million of shares (5.9 million shares). The program was completed in December 2013.

In order to lower the average cost of acquiring shares in our ongoing share repurchase program, we periodically enter into structured repurchase agreements involving the use of capped call options for the purchase of UPS class B shares. We pay a fixed sum of cash upon execution of each agreement in exchange for the right to receive either a pre-determined amount of cash or stock. Upon expiration of each agreement, if the closing market price of our common stock is above the pre-determined price, we will have our initial investment returned with a premium in either cash or shares (at our election). If the closing market price of our common stock is at or below the pre-determined price, we will receive the number of shares specified in the agreement. As of December 31, 2013, we paid net premiums of $100 million on options for the purchase of 1.1 million shares with a strike price of $88.54 per share that will settle in the first quarter of 2014. During 2013, we settled options that resulted in $7 million in premiums (in excess of our initial investment). During 2012, we did not pay premiums on options for the purchase of shares; however, we received $206 million in premiums for options that were entered into during 2011 that expired during 2012.

Accumulated Other Comprehensive Income (Loss)

We incur activity in AOCI for unrealized holding gains and losses on available-for-sale securities, foreign currency translation adjustments, unrealized gains and losses from derivatives that qualify as hedges of cash flows and unrecognized pension and postretirement benefit costs. The activity in AOCI is as follows (in millions):

	2013	2012	2011
Foreign currency translation gain (loss):			
Balance at beginning of year	$ 134	$ (160)	$ (68)
Reclassification to earnings (no tax impact in either period)	(161)	—	—
Translation adjustment (net of tax effect of $(5), $(9) and $11)	(99)	294	(92)
Balance at end of year	(126)	134	(160)
Unrealized gain (loss) on marketable securities, net of tax:			
Balance at beginning of year	6	6	12
Current period changes in fair value (net of tax effect of $(3), $4 and $11)	(4)	6	18
Reclassification to earnings (net of tax effect of $(2), $(3) and $(14))	(3)	(6)	(24)
Balance at end of year	(1)	6	6
Unrealized gain (loss) on cash flow hedges, net of tax:			
Balance at beginning of year	(286)	(204)	(239)
Current period changes in fair value (net of tax effect of $1, $(25) and $(16))	1	(43)	(26)
Reclassification to earnings (net of tax effect of $39, $(24) and $37)	66	(39)	61
Balance at end of year	(219)	(286)	(204)
Unrecognized pension and postretirement benefit costs, net of tax:			
Balance at beginning of year	(3,208)	(2,745)	(2,340)
Reclassification to earnings (net of tax effect of $67, $1,876 and $378)	111	3,135	628
Net actuarial gain (loss) and prior service cost resulting from remeasurements of plan assets and liabilities (net of tax effect of $1,786, $(2,151) and $(622))	2,983	(3,598)	(1,033)
Balance at end of year	(114)	(3,208)	(2,745)
Accumulated other comprehensive income (loss) at end of year	$ (460)	$ (3,354)	$ (3,103)

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Detail of the gains (losses) reclassified from AOCI to the statements of consolidated income for the years ended December 31, 2013, 2012 and 2011 is as follows (in millions):

	2013 Amount Reclassified from AOCI	2012 Amount Reclassified from AOCI	2011 Amount Reclassified from AOCI	Affected Line Item in the Income Statement
Foreign currency translation gain (loss):				
Liquidation of foreign subsidiary	$ 161	$ —	$ —	Other expenses
Income tax (expense) benefit	—	—	—	Income tax expense
Impact on net income	161	—	—	Net income
Unrealized gain (loss) on marketable securities:				
Realized gain (loss) on sale of securities	5	9	38	Investment income
Income tax (expense) benefit	(2)	(3)	(14)	Income tax expense
Impact on net income	3	6	24	Net income
Unrealized gain (loss) on cash flow hedges:				
Interest rate contracts	(22)	(22)	(19)	Interest expense
Foreign exchange contracts	18	24	13	Interest expense
Foreign exchange contracts	(53)	61	(101)	Revenue
Commodity contracts	(48)	—	9	Fuel expense
Income tax (expense) benefit	39	(24)	37	Income tax expense
Impact on net income	(66)	39	(61)	Net income
Unrecognized pension and postretirement benefit costs:				
Prior service costs	(178)	(5,011)	(1,006)	Compensation and benefits
Income tax (expense) benefit	67	1,876	378	Income tax expense
Impact on net income	(111)	(3,135)	(628)	Net income
Total amount reclassified for the period	$ (13)	$ (3,090)	$ (665)	Net income

Deferred Compensation Obligations and Treasury Stock

We maintain a deferred compensation plan whereby certain employees were previously able to elect to defer the gains on stock option exercises by deferring the shares received upon exercise into a rabbi trust. The shares held in this trust are classified as treasury stock, and the liability to participating employees is classified as “deferred compensation obligations” in the shareowners’ equity section of the consolidated balance sheets. The number of shares needed to settle the liability for deferred compensation obligations is included in the denominator in both the basic and diluted earnings per share calculations. Employees are generally no longer able to defer the gains from stock options exercised subsequent to December 31, 2004. Activity in the deferred compensation program for the years endedDecember 31, 2013, 2012 and 2011 is as follows (in millions):

	2013		2012		2011	
	Shares	Dollars	Shares	Dollars	Shares	Dollars
Deferred Compensation Obligations						
Balance at beginning of year		$ 78		$ 88		$ 103
Reinvested dividends		4		3		4
Options exercise deferrals		—		—		—
Benefit payments		(13)		(13)		(19)
Balance at end of year		$ 69		$ 78		$ 88
Treasury Stock						
Balance at beginning of year	(1)	$ (78)	(2)	$ (88)	(2)	$ (103)
Reinvested dividends	—	(4)	—	(3)	—	(4)
Options exercise deferrals	—	—	—	—	—	—
Benefit payments	—	13	1	13	—	19
Balance at end of year	(1)	$ (69)	(1)	$ (78)	(2)	$ (88)

Noncontrolling Interests

We have noncontrolling interests in certain consolidated subsidiaries in our International Package and Supply Chain & Freight segments, primarily in international locations. The activity related to our noncontrolling interests is presented below (in millions):

	2013	2012	2011
Noncontrolling Interests			
Balance at beginning of period	$ 80	$ 73	$ 68
Purchase of noncontrolling interests	(66)	7	5
Dividends attributable to noncontrolling interests	—	—	—
Net income attributable to noncontrolling interests	—	—	—
Balance at end of period	$ 14	$ 80	$ 73

In January 2013, we repurchased the noncontrolling interest in our joint venture that operates in the Middle East, Turkey, and portions of the Central Asia region for $70 million. After this transaction, we own 100% of this entity.

NOTE 10. STOCK-BASED COMPENSATION

The UPS Incentive Compensation Plan permits the grant of nonqualified and incentive stock options, stock appreciation rights, restricted stock and stock units, and restricted performance shares and units, to eligible employees. The number of shares reserved for issuance under the Incentive Compensation Plan is 27 million. Each share issued pursuant to an option and each share issued subject to the exercised portion of a stock appreciation right will reduce the share reserve by one share. Each share issued pursuant to restricted stock and stock units, and restricted performance shares and units, will reduce the share reserve by one share. As of December 31, 2013, stock options, restricted performance units and restricted stock units had been granted under the Incentive Compensation Plan. We had 22 million shares available to be issued under the Incentive Compensation Plan as of December 31, 2013.

There are three primary awards granted to eligible employees under the UPS Incentive Compensation program, including the Management Incentive Award, Long-Term Incentive Performance Award and Non-Qualified Stock Option Award. These awards are discussed in the following paragraphs. The total expense recognized in our income statement under all stock compensation award programs was $513, $547 and $524 million during 2013, 2012 and 2011, respectively. The associated income tax benefit recognized in our income statement was $190, $201 and $192 million during 2013, 2012 and 2011, respectively. The cash income tax benefit received from the exercise of stock options and the lapsing of restricted units was $286, $265 and $235 million during 2013, 2012 and 2011, respectively.

Management Incentive Award

Non-executive management earning the right to receive Management Incentive Awards are determined annually by the Salary Committee, which is comprised of executive officers of the Company. Awards granted to executive officers are determined annually by the Compensation Committee of the UPS Board of Directors. Our Management Incentive Awards program provides, with certain exceptions, that one-half to two-thirds of the annual Management Incentive Award will be made in Restricted Units (depending upon the level of management involved), which generally vest over a five-year period. The other one-third to one-half of the award is in the form of cash or unrestricted shares of class A common stock, and is fully vested at the time of grant.

Upon vesting, Restricted Units result in the issuance of the equivalent number of UPS class A common shares after required tax withholdings. Except in the case of death, disability, or retirement, Restricted Units granted for our Management Incentive Awards and previous Long-Term Incentive Program generally vest over a five year period with approximately 20% of the award vesting at each anniversary date of the grant. The entire grant is expensed on a straight-line basis over the requisite service period. All Restricted Units granted are subject to earlier cancellation or vesting under certain conditions. Dividends earned on Restricted Units are reinvested in additional Restricted Units at each dividend payable date.

Long-Term Incentive Performance Award

We also award Restricted Units in conjunction with our Long-Term Incentive Performance Awards program to certain eligible employees. The Restricted Units ultimately granted under the Long-Term Incentive Performance Awards program will be based upon the achievement of certain performance measures, including growth in consolidated revenue and operating return on invested capital, each year during the performance award cycle, and other measures, including growth in consolidated earnings per share, over the entire three year performance award cycle. The Restricted Units granted under this program vest at the end of the three year performance award cycle.

As of December 31, 2013, we had the following Restricted Units outstanding, including reinvested dividends, that were granted under our Management Incentive Award and Long-Term Incentive Performance Award:

	Shares (in thousands)	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Nonvested at January 1, 2013	14,644	$ 68.71		
Vested	(7,577)	64.73		
Granted	5,461	80.18		
Reinvested Dividends	437	N/A		
Forfeited / Expired	(217)	72.12		
Nonvested at December 31, 2013	12,748	$ 74.60	1.47	$ 1,340
Restricted Units Expected to Vest	12,330	$ 74.57	1.45	$ 1,296

The fair value of each Restricted Unit is the NYSE closing price of class B common stock on the date of grant. The weighted-average grant date fair value of Restricted Units granted during 2013, 2012 and 2011 was $80.18, and $77.21 and $69.53, respectively. The total fair value of Restricted Units vested was $510, $627 and $557 million in 2013, 2012 and 2011, respectively. As of December 31, 2013, there was $506 million of total unrecognized compensation cost related to nonvested Restricted Units. That cost is expected to be recognized over a weighted average period of three years.

Nonqualified Stock Options

We maintain fixed stock option plans, under which options are granted to purchase shares of UPS class A common stock. Stock options granted in connection with the Incentive Compensation Plan must have an exercise price at least equal to the NYSE closing price of UPS class B common stock on the date the option is granted.

Executive officers and certain senior managers annually receive non-qualified stock options of which the value is determined as a percentage of salary. Options granted generally vest over a five year period with approximately 20% of the award vesting at each anniversary date of the grant. All options granted are subject to earlier cancellation or vesting under certain conditions. Option holders may exercise their options via the tender of cash or class A common stock, and new class A shares are issued upon exercise. Options granted to eligible employees will be granted annually during the first quarter of each year.

The following is an analysis of options to purchase shares of class A common stock issued and outstanding:

	Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Outstanding at January 1, 2013	10,595	$ 72.04		
Exercised	(5,524)	70.85		
Granted	178	82.93		
Forfeited / Expired	(37)	63.34		
Outstanding at December 31, 2013	5,212	$ 73.73	3.00	$ 163
Options Vested and Expected to Vest	5,212	$ 73.73	3.00	$ 163
Exercisable at December 31, 2013	4,759	$ 73.52	2.53	$ 150

The fair value of each option grant is estimated using the Black-Scholes option pricing model. The weighted average assumptions used, by year, and the calculated weighted average fair values of options, are as follows:

	2013	2012	2011
Expected dividend yield	2.75%	2.77%	2.77%
Risk-free interest rate	1.38%	1.63%	2.90%
Expected life in years	7.5	7.5	7.5
Expected volatility	24.85%	25.06%	24.26%
Weighted average fair value of options granted	$ 15.50	$ 14.88	$ 15.92

Expected volatilities are based on the historical returns on our stock and the implied volatility of our publicly-traded options. The expected dividend yield is based on the recent historical dividend yields for our stock, taking into account changes in dividend policy. The risk-free interest rate is based on the term structure of interest rates at the time of the option grant. The expected life represents an estimate of the period of time options are expected to remain outstanding, and we have relied upon a combination of the observed exercise behavior of our prior grants with similar characteristics, the vesting schedule of the grants, and an index of peer companies with similar grant characteristics in estimating this variable.

We received cash of $292, $122 and $92 million during 2013, 2012 and 2011, respectively, from option holders resulting from the exercise of stock options. The total intrinsic value of options exercised during 2013, 2012 and 2011 was $92, $39 and $31 million, respectively. As of December 31, 2013, there was $2 million of total unrecognized compensation cost related to nonvested options. That cost is expected to be recognized over a weighted average period of 3 years and 4 months.

The following table summarizes information about stock options outstanding and exercisable at December 31, 2013:

	Options Outstanding			Options Exercisable	
Exercise Price Range	Shares (in thousands)	Average Life (in years)	Average Exercise Price	Shares (in thousands)	Average Exercise Price
$50.01 - $60.00	185	5.35	$ 55.83	150	$ 55.83
$60.01 - $70.00	144	6.35	67.18	97	67.18
$70.01 - $80.00	3,380	2.68	71.70	3,170	71.43
$80.01 - $90.00	1,503	3.10	81.13	1,342	80.91
	5,212	3.00	$ 73.73	4,759	$ 73.52

Discounted Employee Stock Purchase Plan

We maintain an employee stock purchase plan for all eligible employees. Under this plan, shares of UPS class A common stock may be purchased at quarterly intervals at 95% of the NYSE closing price of UPS class B common stock on the last day of each quarterly period. Employees purchased 1.1, 1.2 and 1.3 million shares at average prices of $79.74, $72.17 and $66.86 per share during 2013, 2012 and 2011, respectively. This plan is not considered to be compensatory, and therefore no compensation cost is measured for the employees' purchase rights.

NOTE 11. SEGMENT AND GEOGRAPHIC INFORMATION

We report our operations in three segments: U.S. Domestic Package operations, International Package operations and Supply Chain & Freight operations. Package operations represent our most significant business and are broken down into regional operations around the world. Regional operations managers are responsible for both domestic and export operations within their geographic area.

U.S. Domestic Package

Domestic Package operations include the time-definite delivery of letters, documents and packages throughout the United States.

International Package

International Package operations include delivery to more than 220 countries and territories worldwide, including shipments wholly outside the United States, as well as shipments with either origin or destination outside the United States. Our International Package reporting segment includes the operations of our Europe, Asia and Americas operating segments.

Supply Chain & Freight

Supply Chain & Freight includes our forwarding and logistics operations, UPS Freight and other aggregated business units. Our forwarding and logistics business provides services in more than 195 countries and territories worldwide, and includes supply chain design and management, freight distribution, customs brokerage, mail and consulting services. UPS Freight offers a variety of LTL and TL services to customers in North America. Other aggregated business units within this segment include Mail Boxes Etc. (the franchisor of Mail Boxes Etc. and The UPS Store) and UPS Capital.

In evaluating financial performance, we focus on operating profit as a segment's measure of profit or loss. Operating profit is before investment income, interest expense and income taxes. The accounting policies of the reportable segments are the same as those described in the summary of accounting policies (see note 1), with certain expenses allocated between the segments using activity-based costing methods. Unallocated assets are comprised primarily of cash, marketable securities, and certain investment partnerships.

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Segment information as of, and for the years ended, December 31 is as follows (in millions):

	2013	2012	2011
Revenue:			
U.S. Domestic Package	$ 34,074	$ 32,856	$ 31,717
International Package	12,429	12,124	12,249
Supply Chain & Freight	8,935	9,147	9,139
Consolidated	$ 55,438	$ 54,127	$ 53,105
Operating Profit:			
U.S. Domestic Package	$ 4,603	$ 459	$ 3,764
International Package	1,757	869	1,709
Supply Chain & Freight	674	15	607
Consolidated	$ 7,034	$ 1,343	$ 6,080
Assets:			
U.S. Domestic Package	$ 19,648	$ 19,934	$ 19,300
International Package	8,463	11,248	6,729
Supply Chain & Freight	6,624	6,610	6,588
Unallocated	1,477	1,071	2,084
Consolidated	$ 36,212	$ 38,863	$ 34,701
Depreciation and Amortization Expense:			
U.S. Domestic Package	$ 1,229	$ 1,220	$ 1,154
International Package	473	475	474
Supply Chain & Freight	165	163	154
Consolidated	$ 1,867	$ 1,858	$ 1,782

Revenue by product type for the years ended December 31 is as follows (in millions):

	2013	2012	2011
U.S. Domestic Package:			
Next Day Air	$ 6,443	$ 6,412	$ 6,229
Deferred	3,437	3,392	3,299
Ground	24,194	23,052	22,189
Total U.S. Domestic Package	34,074	32,856	31,717
International Package:			
Domestic	2,667	2,531	2,628
Export	9,166	9,033	9,056
Cargo	596	560	565
Total International Package	12,429	12,124	12,249
Supply Chain & Freight:			
Forwarding and Logistics	5,492	5,977	6,103
Freight	2,882	2,640	2,563
Other	561	530	473
Total Supply Chain & Freight	8,935	9,147	9,139
Consolidated	$ 55,438	$ 54,127	$ 53,105

Geographic information as of, and for the years ended, December 31 is as follows (in millions):

	2013	2012	2011
United States:			
Revenue	$ 41,772	$ 40,428	$ 39,347
Long-lived assets	$ 15,651	$ 16,262	$ 16,085
International:			
Revenue	$ 13,666	$ 13,699	$ 13,758
Long-lived assets	$ 6,297	$ 5,312	$ 5,220
Consolidated:			
Revenue	$ 55,438	$ 54,127	$ 53,105
Long-lived assets	$ 21,948	$ 21,574	$ 21,305

Long-lived assets include property, plant and equipment, pension and postretirement benefit assets, long-term investments, goodwill, and intangible assets.

No countries outside of the United States, nor any individual customers, provided 10% or more of consolidated revenue for the years ended December 31, 2013, 2012 or 2011.

NOTE 12. INCOME TAXES

The income tax expense (benefit) for the years ended December 31 consists of the following (in millions):

	2013	2012	2011
Current:			
U.S. Federal	$ 2,181	$ 1,901	$ 1,371
U.S. State and Local	205	182	121
Non-U.S.	162	167	166
Total Current	2,548	2,250	1,658
Deferred:			
U.S. Federal	(242)	(1,871)	262
U.S. State and Local	(22)	(201)	44
Non-U.S.	18	(11)	8
Total Deferred	(246)	(2,083)	314
Total	$ 2,302	$ 167	$ 1,972

Income before income taxes includes the following components (in millions):

	2013	2012	2011
United States	$ 6,040	$ 384	$ 5,309
Non-U.S.	634	590	467
	$ 6,674	$ 974	$ 5,776

A reconciliation of the statutory federal income tax rate to the effective income tax rate for the years ended December 31 consists of the following:

	2013	2012	2011
Statutory U.S. federal income tax rate	35.0 %	35.0 %	35.0 %
U.S. state and local income taxes (net of federal benefit)	2.1	—	2.0
Non-U.S. tax rate differential	(1.3)	(6.1)	(0.4)
Nondeductible/nontaxable items	(0.2)	(0.4)	(0.1)
U.S. federal tax credits	(1.2)	(7.4)	(1.7)
Other	0.1	(4.0)	(0.7)
Effective income tax rate	34.5 %	17.1 %	34.1 %

Our effective tax rate increased to34.5% in 2013, compared with 17.1% in 2012, primarily due to an increase in total pre-tax income and the decrease in U.S. Federal and state tax credits relative to total pre-tax income. The impact of these factors was partially offset by a portion of the gain from liquidating a foreign subsidiary in early 2013 not being taxable (see note 15).

Beginning in 2012, we were granted a tax incentive for certain of our non-U.S. operations, which is effective through December 31, 2017 and may be extended through December 31, 2022 if additional requirements are satisfied. The tax incentive is conditional upon our meeting specific employment and investment thresholds. The impact of this tax incentive decreased non-U.S. tax expense by $20 million ($0.02 per share) and $22 million ($0.02 per share) for 2013 and 2012, respectively.

Deferred tax liabilities and assets are comprised of the following atDecember 31 (in millions):

	2013	2012
Property, plant and equipment	$ (3,613)	$ (3,624)
Goodwill and intangible assets	(1,116)	(1,035)
Other	(651)	(617)
Deferred tax liabilities	(5,380)	(5,276)
Pension and postretirement benefits	3,086	4,608
Loss and credit carryforwards (non-U.S. and state)	279	258
Insurance reserves	765	737
Vacation pay accrual	224	209
Stock compensation	70	159
Other	709	708
Deferred tax assets	5,133	6,679
Deferred tax assets valuation allowance	(251)	(220)
Deferred tax asset (net of valuation allowance)	4,882	6,459
Net deferred tax asset (liability)	$ (498)	$ 1,183
Amounts recognized in the consolidated balance sheets:		
Current deferred tax assets	$ 684	$ 583
Current deferred tax liabilities (included in other current liabilities)	(48)	(36)
Non-current deferred tax assets	110	684
Non-current deferred tax liabilities	(1,244)	(48)
Net deferred tax asset (liability)	$ (498)	$ 1,183

The valuation allowance increased by $31, $15 and $2 million during the years ended December 31, 2013, 2012 and 2011, respectively.

We have U.S. state and local operating loss and credit carryforwards as follows (in millions):

	2013	2012
U.S. state and local operating loss carryforwards	$ 546	$ 608
U.S. state and local credit carryforwards	$ 42	$ 61

The operating loss carryforwards expire at varying dates through2033. The state credits can be carried forward for periods ranging fromthree years to indefinitely.

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We also have non-U.S. loss carryforwards of approximately $956 million as of December 31, 2013, the majority of which may be carried forwardindefinitely. As indicated in the table above, we have established a valuation allowance for certain non-U.S. and state carryforwards, due to the uncertainty resulting from a lack of previous taxable income within the applicable tax jurisdictions.

Undistributed earnings of foreign subsidiaries amounted to approximately $4.130 billion at December 31, 2013. Those earnings are considered to be indefinitely reinvested and, accordingly, no deferred income taxes have been provided thereon. Upon distribution of those earnings in the form of dividends or otherwise, we would be subject to income taxes and withholding taxes payable in various jurisdictions, which could potentially be offset by foreign tax credits. Determination of the amount of unrecognized deferred income tax liability is not practicable because of the complexities associated with its hypothetical calculation.

The following table summarizes the activity related to our unrecognized tax benefits (in millions):

	Tax	Interest	Penalties
Balance at January 1, 2011	$ 284	$ 95	$ 7
Additions for tax positions of the current year	13	—	—
Additions for tax positions of prior years	17	6	—
Reductions for tax positions of prior years for:			
Changes based on facts and circumstances	(50)	(9)	(2)
Settlements during the period	(11)	(19)	(1)
Lapses of applicable statute of limitations	(1)	—	(1)
Balance at December 31, 2011	252	73	3
Additions for tax positions of the current year	13	—	—
Additions for tax positions of prior years	7	9	1
Reductions for tax positions of prior years for:			
Changes based on facts and circumstances	(22)	(18)	—
Settlements during the period	(3)	(7)	—
Lapses of applicable statute of limitations	(15)	(4)	—
Balance at December 31, 2012	232	53	4
Additions for tax positions of the current year	15	—	—
Additions for tax positions of prior years	20	9	2
Reductions for tax positions of prior years for:			
Changes based on facts and circumstances	(67)	(23)	(1)
Settlements during the period	(8)	1	—
Lapses of applicable statute of limitations	(1)	—	(1)
Balance at December 31, 2013	$ 191	$ 40	$ 4

The total amount of gross unrecognized tax benefits as ofDecember 31, 2013, 2012 and 2011 that, if recognized, would affect the effective tax rate was $185, $224 and $247 million, respectively. We also had gross recognized tax benefits of $281, $280 and $291 million recorded as of December 31, 2013, 2012 and 2011, respectively, associated with outstanding refund claims for prior tax years. Therefore, we had a net receivable recorded with respect to prior years' income tax matters in the accompanying consolidated balance sheets. Additionally, we have recognized a receivable for interest of $25, $23 and $27 million for the recognized tax benefits associated with outstanding refund claims as of December 31, 2013, 2012 and 2011, respectively. Our continuing practice is to recognize interest and penalties associated with income tax matters as a component of income tax expense.

We file income tax returns in the U.S. federal jurisdiction, most U.S. state and local jurisdictions, and many non-U.S. jurisdictions. We have substantially resolved all U.S. federal income tax matters for tax years prior to 2005.

In June 2011, we received an IRS Revenue Agent Report (RAR) covering income taxes for tax years 2005 through 2007, in addition to the excise tax matters described in note 8. The income tax RAR proposed adjustments related to the value of acquired software and intangibles, research credit expenditures, and the amount of deductible costs associated with our British Pound Sterling Notes exchange offer completed in May 2007. Receipt of the RAR represents only the conclusion of the examination process. We disagree with some of the proposed adjustments related to these matters. Therefore, we filed protests and, in the third quarter of 2011, the IRS responded to our protests and forwarded the case to IRS Appeals.

In July 2013, we began resolution discussions with IRS Appeals on the income tax matters. We expect the resolution discussions to be concluded within the next twelve months. It should be noted, however, that the ultimate resolution of these matters will result in a refund to UPS, even according to the adjustments proposed by the IRS.

At this time, we do not believe the ultimate resolution of these income tax matters will have a material effect on our financial condition, results of operations, or liquidity.

A number of years may elapse before an uncertain tax position is audited and ultimately settled. It is difficult to predict the ultimate outcome or the timing of resolution for uncertain tax positions. It is reasonably possible that the amount of unrecognized tax benefits could significantly increase or decrease within the next twelve months. Items that may cause changes to unrecognized tax benefits include the timing of interest deductions and the allocation of income and expense between tax jurisdictions. These changes could result from the settlement of ongoing litigation, the completion of ongoing examinations, the expiration of the statute of limitations or other unforeseen circumstances. At this time, an estimate of the range of the reasonably possible change cannot be made.

NOTE 13. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share (in millions, except per share amounts):

	2013	2012	2011
Numerator:			
Net income attributable to common shareowners	$ 4,372	$ 807	$ 3,804
Denominator:			
Weighted average shares	937	957	977
Deferred compensation obligations	1	1	2
Vested portion of restricted shares	2	2	2
Denominator for basic earnings per share	940	960	981
Effect of dilutive securities:			
Restricted performance units	7	8	9
Stock options	1	1	1
Denominator for diluted earnings per share	948	969	991
Basic earnings per share	$ 4.65	$ 0.84	$ 3.88
Diluted earnings per share	$ 4.61	$ 0.83	$ 3.84

Diluted earnings per share for the years ended December 31, 2013, 2012, and 2011 exclude the effect of 0.1, 2.6 and 7.4 million shares, respectively, of common stock that may be issued upon the exercise of employee stock options because such effect would be antidilutive.

NOTE 14. DERIVATIVE INSTRUMENTS AND RISK MANAGEMENT

Risk Management Policies

We are exposed to market risk, primarily related to foreign exchange rates, commodity prices and interest rates. These exposures are actively monitored by management. To manage the volatility relating to certain of these exposures, we enter into a variety of derivative financial instruments. Our objective is to reduce, where it is deemed appropriate to do so, fluctuations in earnings and cash flows associated with changes in foreign currency rates, commodity prices and interest rates. It is our policy and practice to use derivative financial instruments only to the extent necessary to manage exposures. As we use price sensitive instruments to hedge a certain portion of our existing and anticipated transactions, we expect that any loss in value for those instruments generally would be offset by increases in the value of those hedged transactions. We do not hold or issue derivative financial instruments for trading or speculative purposes.

Credit Risk Management

The forward contracts, swaps and options discussed below contain an element of risk that the counterparties may be unable to meet the terms of the agreements. However, we minimize such risk exposures for these instruments by limiting the counterparties to banks and financial institutions that meet established credit guidelines, and monitoring counterparty credit risk to prevent concentrations of credit risk with any single counterparty.

We have agreements with all of our active counterparties (covering the majority of our derivative positions) containing early termination rights and/or zero threshold bilateral collateral provisions whereby cash is required based on the net fair value of derivatives associated with those counterparties. Events such as a counterparty credit rating downgrade (depending on the ultimate rating level) could also allow us to take additional protective measures such as the early termination of trades. At December 31, 2013, we held cash collateral of $161 million under these agreements.

In connection with the agreements described above, we could also be required to provide additional collateral or terminate transactions with certain counterparties in the event of a downgrade of our debt rating. The amount of collateral required would be determined by the net fair value of the associated derivatives with each counterparty. At December 31, 2013, we were required to post $35 million in collateral with our counterparties. At December 31, 2013, there were no instruments in a net liability position that were not covered by the zero threshold bilateral collateral provisions.

We have not historically incurred, and do not expect to incur in the future, any losses as a result of counterparty default.

Accounting Policy for Derivative Instruments

We recognize all derivative instruments as assets or liabilities in the consolidated balance sheets at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the derivative, based upon the exposure being hedged, as a cash flow hedge, a fair value hedge or a hedge of a net investment in a foreign operation.

A cash flow hedge refers to hedging the exposure to variability in expected future cash flows that is attributable to a particular risk. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of AOCI, and reclassified into earnings in the same period during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, or hedge components excluded from the assessment of effectiveness, are recognized in the statements of consolidated income during the current period.

A fair value hedge refers to hedging the exposure to changes in the fair value of an existing asset or liability on the consolidated balance sheets that is attributable to a particular risk. For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative instrument is recognized in the statements of consolidated income during the current period, as well as the offsetting gain or loss on the hedged item.

A net investment hedge refers to the use of cross currency swaps, forward contracts or foreign currency denominated debt to hedge portions of our net investments in foreign operations. For hedges that meet the effectiveness requirements, the net gains or losses attributable to changes in spot exchange rates are recorded in the cumulative translation adjustment within AOCI. The remainder of the change in value of such instruments is recorded in earnings.

Types of Hedges

Commodity Risk Management

Currently, the fuel surcharges that we apply to our domestic and international package and LTL services are the primary means of reducing the risk of adverse fuel price changes on our business. We periodically enter into option contracts on energy commodity products to manage the price risk associated with forecasted transactions involving refined fuels, principally jet-A, diesel and unleaded gasoline. The objective of the hedges is to reduce the variability of cash flows, due to changing fuel prices, associated with the forecasted transactions involving those products. We designate and account for these contracts as cash flow hedges of the underlying forecasted transactions involving these fuel products and, therefore, the resulting gains and losses from these hedges are recognized as a component of fuel expense or revenue when the underlying transactions occur.

Foreign Currency Risk Management

To protect against the reduction in value of forecasted foreign currency cash flows from our international package business, we maintain a foreign currency cash flow hedging program. Our most significant foreign currency exposures relate to the Euro, British Pound Sterling, Canadian Dollar, Chinese Renminbi and Hong Kong Dollar. We hedge portions of our forecasted revenue denominated in foreign currencies with option contracts. We have designated and account for these contracts as cash flow hedges of anticipated foreign currency denominated revenue and, therefore, the resulting gains and losses from these hedges are recognized as a component of international package revenue when the underlying sales transactions occur.

We also hedge portions of our anticipated cash settlements of intercompany transactions subject to foreign currency remeasurement using foreign currency forward contracts. We have designated and account for these contracts as cash flow hedges of forecasted foreign currency denominated transactions, and therefore the resulting gains and losses from these hedges are recognized as a component of other operating expense when the underlying transactions are subject to currency remeasurement.

We have foreign currency denominated debt obligations and capital lease obligations associated with our aircraft. For some of these debt obligations and leases, we hedge the foreign currency denominated contractual payments using cross-currency interest rate swaps, which effectively convert the foreign currency denominated contractual payments into U.S. Dollar denominated payments. We have designated and account for these swaps as cash flow hedges of the forecasted contractual payments and, therefore, the resulting gains and losses from these hedges are recognized in the statements of consolidated income when the currency remeasurement gains and losses on the underlying debt obligations and leases are incurred.

Interest Rate Risk Management

Our indebtedness under our various financing arrangements creates interest rate risk. We use a combination of derivative instruments, including interest rate swaps and cross-currency interest rate swaps, as part of our program to manage the fixed and floating interest rate mix of our total debt portfolio and related overall cost of borrowing. The notional amount, interest payment and maturity dates of the swaps match the terms of the associated debt being hedged. Interest rate swaps allow us to maintain a target range of floating rate debt within our capital structure.

We have designated and account for interest rate swaps that convert fixed rate interest payments into floating rate interest payments as hedges of the fair value of the associated debt instruments. Therefore, the gains and losses resulting from fair value adjustments to the interest rate swaps and fair value adjustments to the associated debt instruments are recorded to interest expense in the period in which the gains and losses occur. We have designated and account for interest rate swaps that convert floating rate interest payments into fixed rate interest payments as cash flow hedges of the forecasted payment obligations. The gains and losses resulting from fair value adjustments to the interest rate swap are recorded to AOCI.

We periodically hedge the forecasted fixed-coupon interest payments associated with anticipated debt offerings, using forward starting interest rate swaps, interest rate locks or similar derivatives. These agreements effectively lock a portion of our interest rate exposure between the time the agreement is entered into and the date when the debt offering is completed, thereby mitigating the impact of interest rate changes on future interest expense. These derivatives are settled commensurate with the issuance of the debt, and any gain or loss upon settlement is amortized as an adjustment to the effective interest yield on the debt.

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Outstanding Positions

The notional amounts of our outstanding derivative positions were as follows as ofDecember 31, 2013 and 2012 (in millions):

		2013	2012
Currency Hedges:			
Euro	EUR	2,637	1,783
British Pound Sterling	GBP	1,097	797
Canadian Dollar	CAD	218	341
United Arab Emirates Dirham	AED	—	551
Malaysian Ringgit	MYR	—	500
Mexican Peso	MXN	583	—
Interest Rate Hedges:			
Fixed to Floating Interest Rate Swaps	USD	6,799	7,274
Floating to Fixed Interest Rate Swaps	USD	780	781
Interest Rate Basis Swaps	USD	2,500	2,500

As of December 31, 2013, we had no outstanding commodity hedge positions. The maximum term over which we are hedging exposures to the variability of cash flow is 36 years.

Balance Sheet Recognition

The following table indicates the location on the balance sheet in which our derivative assets and liabilities have been recognized, and the related fair values of those derivatives as of December 31, 2013 and 2012 (in millions). The table is segregated between those derivative instruments that qualify and are designated as hedging instruments and those that are not, as well as by type of contract and whether the derivative is in an asset or liability position.

We have master netting arrangements with substantially all of our counterparties giving us the right of offset for our derivative positions. However, we have not elected to offset the fair value positions of our derivative contracts recorded on our consolidated balance sheets. The columns labeled "Net Amounts if Right of Offset had been Applied" indicate the potential net fair value positions by type of contract and location on the consolidated balance sheets had we elected to apply the right of offset.

		Gross Amounts Presented in Consolidated Balance Sheets		Net Amounts if Right of Offset had been Applied	
Asset Derivatives	**Balance Sheet Location**	**2013**	**2012**	**2013**	**2012**
Derivatives designated as hedges:					
Foreign exchange contracts	Other current assets	$ 10	$ 27	$ 4	$ 27
Interest rate contracts	Other current assets	7	1	7	1
Foreign exchange contracts	Other non-current assets	59	14	59	12
Interest rate contracts	Other non-current assets	204	420	110	406
Derivatives not designated as hedges:					
Foreign exchange contracts	Other current assets	7	3	5	3
Interest rate contracts	Other non-current assets	60	101	57	91
Total Asset Derivatives		$ 347	$ 566	$ 242	$ 540

		Gross Amounts Presented in Consolidated Balance Sheets		Net Amounts if Right of Offset had been Applied	
Liability Derivatives	**Balance Sheet Location**	**2013**	**2012**	**2013**	**2012**
Derivatives designated as hedges:					
Foreign exchange contracts	Other current liabilities	$ 6	$ —	$ —	$ —
Foreign exchange contracts	Other non-current liabilities	—	103	—	101
Interest rate contracts	Other non-current liabilities	104	14	10	—
Derivatives not designated as hedges:					
Foreign exchange contracts	Other current liabilities	7	1	5	1
Interest rate contracts	Other current liabilities	1	—	1	—
Interest rate contracts	Other non-current liabilities	3	41	—	31
Total Liability Derivatives		$ 121	$ 159	$ 16	$ 133

Income Statement and Other Comprehensive Income Recognition

The following table indicates the amount of gains and losses that have been recognized in other comprehensive income for the years ended December 31, 2013 and 2012 for those derivatives designated as cash flow hedges (in millions):

	Amount of Gain (Loss) Recognized in OCI on Derivative (Effective Portion)	
Derivative Instruments in Cash Flow Hedging Relationships	**2013**	**2012**
Interest rate contracts	$ 6	$ (71)
Foreign exchange contracts	44	3
Commodity contracts	(48)	—
Total	$ 2	$ (68)

As of December 31, 2013, $83 million of pre-tax losses related to cash flow hedges that are currently deferred in AOCI are expected to be reclassified to income over the 12 month period ended December 31, 2014. The actual amounts that will be reclassified to income over the next 12 months will vary from this amount as a result of changes in market conditions.

The amount of ineffectiveness recognized in income on derivative instruments designated in cash flow hedging relationships was immaterial for the years ended December 31, 2013, 2012 and 2011.

The following table indicates the amount and location in the statements of consolidated income in which derivative gains and losses, as well as the associated gains and losses on the underlying exposure, have been recognized for those derivatives designated as fair value hedges for the years ended December 31, 2013 and 2012 (in millions):

Derivative Instruments in Fair Value Hedging Relationships	Location of Gain (Loss) Recognized in Income	Amount of Gain (Loss) Recognized in Income 2013	2012	Hedged Items in Fair Value Hedging Relationships	Location of Gain (Loss) Recognized in Income	Amount of Gain (Loss) Recognized in Income 2013	2012
Interest rate contracts	Interest Expense	$ (306)	$ 20	Fixed-Rate Debt and Capital Leases	Interest Expense	$ 306	$ (20)

Additionally, we maintain some foreign exchange forward and interest rate swap contracts that are not designated as hedges. These foreign exchange forward contracts are intended to provide an economic offset to foreign currency remeasurement risks for certain assets and liabilities in our consolidated balance sheets. These interest rate swap contracts are intended to provide an economic hedge of a portfolio of interest bearing receivables. The income statement impact of these hedges was not material for any period presented.

We also periodically terminate interest rate swaps and foreign currency options by entering into offsetting swap and foreign currency positions with different counterparties. As part of this process, we de-designate our original swap and foreign currency contracts. These transactions provide an economic offset that effectively eliminates the effects of changes in market valuation.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

We have entered into several interest rate basis swaps, which effectively convert cash flows based on variable LIBOR-based interest rates to cash flows based on the prevailing federal funds interest rate. These swaps are not designated as hedges, and all amounts related to fair value changes and settlements are recorded to interest expense in the statements of consolidated income.

The following is a summary of the amounts recorded in the statements of consolidated income related to fair value changes and settlements of these foreign currency forward and interest rate swap contracts not designated as hedges for the years ended December 31, 2013 and 2012 (in millions):

Derivative Instruments Not Designated in Hedging Relationships	Location of Gain (Loss) Recognized in Income	Amount of Gain (Loss) Recognized in Income 2013	2012
Foreign exchange contracts	Revenue	$ —	$ 2
Foreign exchange contracts	Other Operating Expenses	72	19
Foreign exchange contracts	Investment Income	(5)	(22)
Interest rate contracts	Interest Expense	(4)	(12)
Total		$ 63	$ (13)

Fair Value Measurements

Our foreign currency, interest rate and energy derivatives are largely comprised of over-the-counter derivatives, which are primarily valued using pricing models that rely on market observable inputs such as yield curves, currency exchange rates and commodity forward prices, and therefore are classified as Level 2. The fair values of our derivative assets and liabilities as of December 31, 2013 and 2012 by hedge type are as follows (in millions):

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
2013				
Assets				
Foreign Exchange Contracts	$ —	$ 76	$ —	$ 76
Interest Rate Contracts	—	271	—	271
Total	$ —	$ 347	$ —	$ 347
Liabilities				
Foreign Exchange Contracts	$ —	$ 13	$ —	$ 13
Interest Rate Contracts	—	108	—	108
Total	$ —	$ 121	$ —	$ 121

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
2012				
Assets				
Foreign Exchange Contracts	$ —	$ 44	$ —	$ 44
Interest Rate Contracts	—	522	—	522
Total	$ —	$ 566	$ —	$ 566
Liabilities				
Foreign Exchange Contracts	$ —	$ 104	$ —	$ 104
Interest Rate Contracts	—	55	—	55
Total	$ —	$ 159	$ —	$ 159

NOTE 15. TERMINATION OF TNT TRANSACTION

TNT Termination Fee and Related Costs

On January 30, 2013, the European Commission issued a formal decision prohibiting our proposed acquisition of TNT Express N.V. ("TNT Express"). As a result of the prohibition by the European Commission, the condition of our offer requiring European Union competition clearance was not fulfilled, and our proposed acquisition of TNT Express could not be completed. Given this outcome, UPS and TNT Express entered a separate agreement to terminate the merger protocol, and we withdrew our formal offer for TNT Express. We paid a termination fee to TNT Express of €200 million ($268 million) under this agreement, and also incurred transaction-related expenses of $16 million during the first quarter of 2013. The combination of these items resulted in a pre-tax charge of $284 million ($177 million after-tax), which impacted our International Package segment.

Gain upon the Liquidation of a Foreign Subsidiary

Subsequent to the termination of the merger protocol, we liquidated a foreign subsidiary that would have been used to acquire the outstanding shares of TNT Express in connection with the proposed acquisition. Upon the liquidation of this subsidiary in the first quarter of 2013, we realized a pre-tax foreign currency gain of $245 million ($213 million after-tax), which impacted our International Package segment.

NOTE 16. SUBSEQUENT EVENTS

Collective Bargaining Agreement Status

As of December 31, 2013, we had approximately 253,000 employees employed under a national master agreement and various supplemental agreements with local unions affiliated with the International Brotherhood of Teamsters ("Teamsters"). In April 2013, we reached a tentative agreement with the Teamsters on two new national master agreements in the U.S. Domestic Package and UPS Freight business units, both of which are retroactive to August 1, 2013 and will remain effective through July 31, 2018. Before expiration of the existing national master agreements, the Company and the Teamsters agreed to extensions of both existing five-year national master agreements and all supplemental agreements. The extensions are open-ended and can be terminated by either party on thirty days' notice.

UPS Teamster-represented employees in the U.S. Domestic Package business unit subsequently voted to approve the new national master agreement in June 2013, while several local U.S. Domestic Package supplemental agreements require additional negotiation and approval before ratification occurs. As of February 2014, there were a total of six supplemental agreements that still have to be approved before ratification. We anticipate that the remaining agreements will be voted upon in the coming months.

The UPS Freight business unit ratified its national master agreement in January 2014.

We have approximately 2,600 pilots who are employed under a collective bargaining agreement with the Independent Pilots Association ("IPA"), which became amendable at the end of 2011. In February 2014, UPS and the IPA requested mediation by the National Mediation Board for the ongoing contract negotiations.

As of the date of this filing, there can be no assurance that our efforts to obtain ratification will be successful or that the ultimate resolution of these matters will not adversely affect our business, financial position, results of operations or liquidity.

Business Acquisitions

In February 2014, we completed the purchase of U.K.-based Polar Speed, a provider of temperature-sensitive pharmaceutical supply chain solutions in the U.K. The acquisition expands our healthcare logistics network in Europe, providing healthcare companies access to a single source for logistics solutions across the continent. The acquisition was not material to our results of operations or financial position.

NOTE 17. QUARTERLY INFORMATION (unaudited)

Our revenue, segment operating profit, net income, basic and diluted earnings per share on a quarterly basis are presented below (in millions, except per share amounts):

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter	
	2013	2012	2013	2012	2013	2012	2013	2012
Revenue:								
U.S. Domestic Package	$ 8,271	$ 8,004	$ 8,241	$ 8,058	$ 8,254	$ 7,861	$ 9,308	$ 8,933
International Package	2,978	2,966	3,062	3,014	3,017	2,943	3,372	3,201
Supply Chain & Freight	2,185	2,166	2,204	2,277	2,250	2,267	2,296	2,437
Total revenue	13,434	13,136	13,507	13,349	13,521	13,071	14,976	14,571
Operating profit (loss):								
U.S. Domestic Package	1,085	995	1,132	1,134	1,186	129	1,200	(1,799)
International Package	352	408	451	454	417	449	537	(442)
Supply Chain & Freight	143	166	159	202	201	188	171	(541)
Total operating profit (loss)	1,580	1,569	1,742	1,790	1,804	766	1,908	(2,782)
Net income (loss)	$ 1,037	$ 970	$ 1,071	$ 1,116	$ 1,097	$ 469	$ 1,167	$ (1,748)
Net income (loss) per share:								
Basic	$ 1.09	$ 1.01	$ 1.14	$ 1.16	$ 1.17	$ 0.49	$ 1.26	$ (1.83)
Diluted	$ 1.08	$ 1.00	$ 1.13	$ 1.15	$ 1.16	$ 0.48	$ 1.25	$ (1.83)

Operating profit for the quarter ended March 31, 2013 was impacted by two items: (1) The termination fee and transaction-related expenses for our proposed acquisition of TNT Express, and (2) The foreign currency gain realized upon the liquidation of a subsidiary that would have been used to acquire the shares of TNT Express. These two items are discussed further in note 15. The combination of these two items reduced the operating profit for the International Package segment by $39 million, increased net income by $36 million, and increased basic and diluted earnings per share by $0.04.

Operating profit for the quarter ended September 30, 2012 was impacted by a charge for the establishment of a withdrawal liability related to our withdrawal from the New England Teamsters and Trucking Industry Pension Fund, a multiemployer pension plan. This charge reduced the operating profit for the U.S. Domestic Package segment by $896 million, net income by $559 million and basic and diluted earnings per share by $0.58.

Operating profit for the quarter ended December 31, 2012 was impacted by a mark-to-market loss on our pension and postretirement benefit plans related to the remeasurement of plan assets and liabilities recognized outside of a 10% corridor of $4.831 billion (allocated as follows—U.S. Domestic Package $3.177 billion, International Package $941 million, Supply Chain & Freight $713 million). This loss reduced net income by $3.023 billion, and basic and diluted earnings per share by $3.16.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures:

As of the end of the period covered by this report, management, including our chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures and internal controls over financial reporting. Based upon, and as of the date of, the evaluation, our chief executive officer and chief financial officer concluded that the disclosure controls and procedures and internal controls over financial reporting were effective to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized and reported as and when required and is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting:

There were no changes in the Company's internal controls over financial reporting during the quarter endedDecember 31, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting:

UPS management is responsible for establishing and maintaining adequate internal controls over financial reporting for United Parcel Service, Inc. and its subsidiaries (the "Company"). Based on the criteria for effective internal control over financial reporting established in *Internal Control—Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, management has assessed the Company's internal control over financial reporting as effective as of December 31, 2013. The independent registered public accounting firm of Deloitte & Touche LLP, as auditors of the consolidated balance sheets of United Parcel Service, Inc. and its subsidiaries as of December 31, 2013 and the related statements of consolidated income, consolidated comprehensive income and consolidated cash flows for the year ended December 31, 2013, has issued an attestation report on the Company's internal control over financial reporting, which is included herein.

/s/ United Parcel Service, Inc.
February 28, 2014

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareowners
United Parcel Service, Inc.
Atlanta, Georgia

We have audited the internal control over financial reporting of United Parcel Service, Inc. and subsidiaries (the "Company") as of December 31, 2013, based on criteria established in *Internal Control—Integrated Framework (1992)* 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, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on 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, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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 opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control—Integrated Framework (1992)* 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 as of and for the year ended December 31, 2013 of the Company and our report dated February 28, 2014 expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP

Atlanta, Georgia
February 28, 2014

Item 9B. ***Other Information***

None.

PART III

Item 10. ***Directors, Executive Officers and Corporate Governance***

Executive Officers of the Registrant

Name and Office	Age	Principal Occupation and Employment For the Last Five Years
David P. Abney Senior Vice President and Chief Operating Officer	58	Senior Vice President and Chief Operating Officer (2007 – present), President, UPS Airlines (2007 – 2008), Senior Vice President and President, UPS International (2003 – 2007).
James J. Barber, Jr. Senior Vice President and President, UPS International	53	Senior Vice President and President, UPS International (2013 – present).
David A. Barnes Senior Vice President and Chief Information Officer	58	Senior Vice President and Chief Information Officer (2005 – present).
D. Scott Davis Chairman and Chief Executive Officer	62	Chairman and Chief Executive Officer (2008 – present), Vice Chairman (2006 – 2007), Senior Vice President, Chief Financial Officer and Treasurer (2001 – 2007), Director (2006 – present).
Alan Gershenhorn Senior Vice President	55	Senior Vice President, Worldwide Sales, Marketing and Strategy (2011 – present), Senior Vice President, Worldwide Sales and Marketing (2008 – 2010), Senior Vice President and President, UPS International (2007), President, UPS Supply Chain Solutions – Asia and Europe (2006).
Myron Gray Senior Vice President	56	Senior Vice President, U.S. Operations (2009 – present), Vice President, Americas Region (2008 – 2009), Vice President, North Central Region (2004 – 2008).
Kurt P. Kuehn Senior Vice President and Chief Financial Officer	59	Senior Vice President and Chief Financial Officer (2008 – present), Treasurer (2008 – 2010), Senior Vice President, Worldwide Sales and Marketing (2004 – 2007).
Teri P. McClure Senior Vice President, General Counsel and Corporate Secretary	50	Senior Vice President of Legal, Compliance and Public Affairs, General Counsel and Corporate Secretary (2006 – present), Corporate Legal Department Manager (2005 – 2006).
John J. McDevitt Senior Vice President	55	Senior Vice President, Human Resources and Labor Relations (2012 – Present), Senior Vice President, Global Transportation Services and Labor Relations (2005 – 2011).

Information about our directors is presented under the caption “Election of Directors” in our definitive Proxy Statement for the Annual Meeting of Shareowners to be held on May 8, 2014 and is incorporated herein by reference.

Information about our Audit Committee is presented under the caption “Election of Directors—Committees of the Board of Directors—Audit Committee” in our definitive Proxy Statement for the Annual Meeting of Shareowners to be held on May 8, 2014 and is incorporated herein by reference.

Information about our Code of Business Conduct is presented under the caption “Where You Can Find More Information” in Part I, Item 1 of this report.

Information about our compliance with Section 16 of the Exchange Act of 1934, as amended, is presented under the caption “Section 16(a) Beneficial Ownership Reporting Compliance” in our definitive Proxy Statement for the Annual Meeting of Shareowners to be held on May 8, 2014 and is incorporated herein by reference.

Item 11. ***Executive Compensation***

Information about executive compensation is presented under the captions “Compensation Discussion and Analysis,” “Compensation of Executive Officers,” “Compensation of Directors,” “Report of the Compensation Committee” and “Compensation Committee Interlocks and Insider Participation” in our definitive Proxy Statement for the Annual Meeting of Shareowners to be held on May 8, 2014 and is incorporated herein by reference.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Information about security ownership is presented under the caption “Beneficial Ownership of Common Stock” in our definitive Proxy Statement for the Annual Meeting of Shareowners to be held on May 8, 2014 and is incorporated herein by reference.

Information about our equity compensation plans is presented under the caption “Equity Compensation Plans” in our definitive Proxy Statement for the Annual Meeting of Shareowners to be held on May 8, 2014 and is incorporated herein by reference.

Item 13. ***Certain Relationships and Related Transactions, and Director Independence***

Information about transactions with related persons is presented under the caption “Related Person Transactions” in our definitive Proxy Statement for the Annual Meeting of Shareowners to be held on May 8, 2014 and is incorporated herein by reference.

Information about director independence is presented under the caption “Election of Directors—Director Independence” in our definitive Proxy Statement for the Annual Meeting of Shareowners to be held on May 8, 2014 and is incorporated herein by reference.

Item 14. ***Principal Accounting Fees and Services***

Information about aggregate fees billed to us by our principal accountant is presented under the caption “Principal Accounting Firm Fees” in our definitive Proxy Statement for the Annual Meetings of Shareowners to be held on May 8, 2014 and is incorporated herein by reference.

PART IV

Item 15. *Exhibits and Financial Statement Schedules*

(a) 1. *Financial Statements*.

See Item 8 for the financial statements filed with this report.

2. *Financial Statement Schedules*.

None.

3. *List of Exhibits.*

See the Exhibit Index for a list of the exhibits incorporated by reference into or filed with this report.

(b) *Exhibits required by Item 601 of Regulation S-K.*

See the Exhibit Index for a list of the exhibits incorporated by reference into or filed with this report.

(c) *Financial Statement Schedules*.

None.

SIGNATURES

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

UNITED PARCEL SERVICE, INC.
(REGISTRANT)

By: /S/ D. SCOTT DAVIS

D. Scott Davis
Chairman and Chief Executive Officer

Date: February 28, 2014

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

Signature	Title	Date
/S/ F. DUANE ACKERMAN **F. Duane Ackerman**	Director	February 24, 2014
/S/ RODNEY C. ADKINS **Rodney C. Adkins**	Director	February 23, 2014
/S/ MICHAEL J. BURNS **Michael J. Burns**	Director	February 21, 2014
/S/ D. SCOTT DAVIS **D. Scott Davis**	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	February 28, 2014
/S/ STUART E. EIZENSTAT **Stuart E. Eizenstat**	Director	February 26, 2014
/S/ MICHAEL L. ESKEW **Michael L. Eskew**	Director	February 26, 2014
/S/ WILLIAM R. JOHNSON **William R. Johnson**	Director	February 21, 2014
/S/ CANDACE KENDLE **Candace Kendle**	Director	February 21, 2014
/S/ KURT P. KUEHN **Kurt P. Kuehn**	Chief Financial Officer (Principal Financial and Accounting Officer)	February 28, 2014
/S/ ANN M. LIVERMORE **Ann M. Livermore**	Director	February 21, 2014
/S/ RUDY MARKHAM **Rudy Markham**	Director	February 25, 2014
/S/ CLARK T. RANDT, JR. **Clark T. Randt, Jr.**	Director	February 21, 2014
/S/ CAROL B. TOMÉ **Carol B. Tomé**	Director	February 21, 2014
/S/ KEVIN M. WARSH **Kevin M. Warsh**	Director	February 21, 2014

EXHIBIT INDEX

Exhibit No.	Description
2.1	— Termination Agreement, dated as of January 22, 2013, between United Parcel Service, Inc. and TNT Express N.V. (incorporated by reference to Exhibit 2.3 to the 2012 Annual Report on Form 10-K)
3.1	— Form of Restated Certificate of Incorporation of United Parcel Service, Inc. (incorporated by reference to Exhibit 3.2 to Form 8-K filed on May 12, 2010).
3.2	— Amended and Restated Bylaws of United Parcel Service, Inc. as of February 14, 2013 (incorporated by reference to Exhibit 3.1 to Form 8-K, filed on February 19, 2013).
4.1	— Indenture relating to 8 3/8% Debentures due April 1, 2020 (incorporated by reference to Exhibit 4(c) to Registration Statement No. 33-32481, filed December 7, 1989).
4.2	— Indenture dated as of December 18, 1997 relating to 8 3/8% Debentures due 2030 (incorporated by reference to Exhibit T-3C to Form T-3 filed December 18, 1997).
4.3	— Indenture dated as of January 26, 1999 (incorporated by reference to Exhibit 4.1 to Pre-Effective Amendment No. 1 to Form S-3 (No. 333-08369), filed on January 26, 1999).
4.4	— Form of Supplemental Indenture dated as of March 27, 2000 to Indenture dated January 26, 1999 (incorporated by reference to Exhibit 4.2 to Post-Effective Amendment No. 1 to Form S-3 (No. 333-08369-01), filed on March 15, 2000).
4.5	— Form of Second Supplemental Indenture dated as of September 21, 2001 to Indenture dated January 26, 1999 (incorporated by reference to Exhibit 4 to Form 10-Q for the Quarter Ended September 30, 2001).
4.6	— Form of Indenture dated as of August 26, 2003 (incorporated by reference to Exhibit 4.1 to Form S-3 (No. 333-108272), filed on August 27, 2003).
4.7	— Form of First Supplemental Indenture dated as of November 15, 2013 to Indenture dated as of August 26, 2003 (incorporated by reference to Exhibit 4.2 to Form S-3ASR (No. 333-192369) filed on November 15, 2013).
4.8	— Form of Note for 5.50% Senior Notes due January 15, 2018 (incorporated by reference to Exhibit 4.2 to Form 8-K filed on January 15, 2008).
4.9	— Form of Note for 6.20% Senior Notes due January 15, 2038 (incorporated by reference to Exhibit 4.3 to Form 8-K filed on January 15, 2008).
4.10	— Form of Note for 3.875% Senior Notes due April 1, 2014 (incorporated by reference to Exhibit 4.1 to Form 8-K filed on March 24, 2009).
4.11	— Form of Note for 5.125% Senior Notes due April 1, 2019 (incorporated by reference to Exhibit 4.2 to Form 8-K filed on March 24, 2009).
4.12	— Form of Note for 3.125% Senior Notes due January 15, 2021 (incorporated by reference to Exhibit 4.1 to Form 8-K filed on November 12, 2010).
4.13	— Form of Note for 4.875% Senior Notes due November 15, 2040 (incorporated by reference to Exhibit 4.2 to Form 8-K filed on November 12, 2010).
4.14	— Form of Note for 1.125% Senior Notes due October 1, 2017 (incorporated by reference to Exhibit 4.1 to Form 8-K filed on September 27, 2012).
4.15	— Form of Note for 2.450% Senior Notes due October 1, 2022 (incorporated by reference to Exhibit 4.2 to Form 8-K filed on September 27, 2012).
4.16	— Form of Note for 3.625% Senior Notes due October 1, 2042 (incorporated by reference to Exhibit 4.3 to Form 8-K filed on September 27, 2012).
10.1	— UPS Retirement Plan, as Amended and Restated, effective January 1, 2010 (incorporated by reference to Exhibit 10.2 to the 2009 Annual Report on Form 10-K).
	(1) Amendment No. 1 to the UPS Retirement Plan (incorporated by reference to Exhibit 10.2(1) to the 2010 Annual Report on Form 10-K).
	(2) Amendment No. 2 to the UPS Retirement Plan (incorporated by reference to Exhibit 10.1(2) to the 2011 Annual Report on Form 10-K).

(3) Amendment No. 3 to the UPS Retirement Plan (incorporated by reference to Exhibit 10.1(3) to the 2011 Annual Report on Form 10-K).

(4) Amendment No. 4 to the UPS Retirement Plan (incorporated by reference to Exhibit 10.1(4) to the 2012 Annual Report on Form 10-K).

(5) Amendment No. 5 to the UPS Retirement Plan (incorporated by reference to Exhibit 10.1(5) to the 2012 Annual Report on Form 10-K).

†(6) Amendment No. 6 to the UPS Retirement Plan.

†(7) Amendment No. 7 to the UPS Retirement Plan.

†(8) Amendment No. 8 to the UPS Retirement Plan.

†(9) Amendment No. 9 to the UPS Retirement Plan.

10.2 — UPS Savings Plan, as Amended and Restated (incorporated by reference to Exhibit 10.3 to 2008 Annual Report on Form 10-K).

(1) Amendment No. 1 to the UPS Savings Plan (incorporated by reference to Exhibit 10.3(1) to the 2009 Annual Report on Form 10-K).

(2) Amendment No. 2 to the UPS Savings Plan (incorporated by reference to Exhibit 10.3(2) to the 2009 Annual Report on Form 10-K).

(3) Amendment No. 3 to the UPS Savings Plan (incorporated by reference to Exhibit 10.3(3) to the 2010 Annual Report on Form 10-K).

(4) Amendment No. 4 to the UPS Savings Plan (incorporated by reference to Exhibit 10.2(4) to the 2011 Annual Report on Form 10-K).

(5) Amendment No. 5 to the UPS Savings Plan (incorporated by reference to Exhibit 10.2(5) to the 2011 Annual Report on Form 10-K).

(6) Amendment No. 6 to the UPS Savings Plan (incorporated by reference to Exhibit 10.2(6) to the 2012 Annual Report on Form 10-K).

†(7) Amendment No. 7 to the UPS Savings Plan.

10.3 — Credit Agreement (364-Day Facility) dated March 29, 2013 among United Parcel Service, Inc., the initial lenders named therein, J.P. Morgan Securities LLC and Citigroup Global Markets, Inc. as joint lead arrangers and joint bookrunners, Barclays Bank PLC and BNP Paribas Securities Corp. as co-lead arrangers, Barclays Bank PLC and BNP Paribas as co-documentation agents, Citibank, N.A. as syndication agent, and JPMorgan Chase Bank, N.A. as administrative agent. (incorporated by reference to Exhibit 10.1 to Form 10-Q for the Quarter Ended March 31, 2013).

10.4 — Credit Agreement (5 Year Facility) dated March 29, 2013 among United Parcel Service, Inc., the initial lenders named therein, J.P. Morgan Securities LLC and Citigroup Global Markets, Inc. as joint lead arrangers and joint bookrunners, Barclays Bank PLC and BNP Paribas Securities Corp. as co-lead arrangers, Barclays Bank PLC and BNP Paribas as co-documentation agents, Citibank, N.A. as syndication agent, and JPMorgan Chase Bank, N.A. as administrative agent. (incorporated by reference to Exhibit 10.2 to Form 10-Q for the Quarter Ended March 31, 2013).

10.5 — UPS Excess Coordinating Benefit Plan, as amended and restated (incorporated by reference to Exhibit 10.5 to the 2012 Annual Report on Form 10-K).

10.6 — United Parcel Service, Inc. 2009 Omnibus Incentive Compensation Plan (incorporated by reference to Annex II to the Definitive Proxy Statement, filed on March 13, 2009).

(1) Form of Long-Term Incentive Performance Award Agreement (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2011).

(2) Form of Non-Management Director Restricted Stock Unit Award (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2010).

(3) UPS Management Incentive Program Terms and Conditions effective as of January 1, 2011 (incorporated by reference to Exhibit 10.10(3) to the 2010 Annual Report on Form 10-K).

(4) UPS Stock Option Program Terms and Conditions effective as of January 1, 2012 (incorporated by reference to Exhibit 10.7(4) to the 2011 Annual Report on Form 10-K).

(5) UPS Long-Term Incentive Performance Program Terms and Conditions effective as of January 1, 2012 (incorporated by reference to Exhibit 10.7(5) to the 2011 Annual Report on Form 10-K).

10.7	—	Form of UPS Deferred Compensation Plan (incorporated by reference to Exhibit 10.11 to the 2010 Annual Report on Form 10-K).
		(1) Amendment No. 1 to the UPS Deferred Compensation Plan(incorporated by reference to Exhibit 10.7(1) to the 2012 Annual Report on Form 10-K).
10.8	—	United Parcel Service, Inc. Nonqualified Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to the registration statement on Form S-8 (No. 333-34054), filed on April 5, 2000).
10.9	—	Discounted Employee Stock Purchase Plan, as amended and restated, effective October 1, 2002.
		(1) Amendment No. 1 to the Discounted Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.12(1) to the 2005 Annual Report on Form 10-K).
		(2) Amendment No. 2 to the Discounted Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.13(2) to the 2009 Annual Report on Form 10-K).
		(3) Amendment No. 3 to the Discounted Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.9(3) to the 2012 Annual Report on Form 10-K).
10.10	—	2012 Omnibus Incentive Compensation Plan (incorporated by reference to Annex A to the proxy statement filed on March 12, 2012).
11	—	Statement regarding Computation of per Share Earnings (incorporated by reference to note 13 to Part I, Item 8 “Financial Statements and Supplementary Data” of this Annual Report on Form 10-K).
†12	—	Ratio of Earnings to Fixed Charges.
†21	—	Subsidiaries of the Registrant.
†23	—	Consent of Deloitte & Touche LLP.
†31.1	—	Certificate of the Chief Executive Officer Pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
†31.2	—	Certificate of the Chief Financial Officer Pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
†32.1	—	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
†32.2	—	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
††101	—	The following financial information from the Annual Report on Form 10-K for the year ended December 31, 2013, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Cash Flows, and (v) the Notes to the Consolidated Financial Statements.

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† Filed herewith.

†† Filed electronically herewith.

Exhibit 10.1(6)

Execution Copy

AMENDMENT NO. 6
TO THE
UPS RETIREMENT PLAN
AS AMENDED AND RESTATED EFFECTIVE JANUARY 1, 2010

WHEREAS, United Parcel Service of America, Inc. ("UPS") and its affiliated corporations established the UPS Retirement Plan ("Plan") for the benefit of its employees, in order to provide benefits to those employees upon their retirement, disability, or death, effective as of September 1, 1961; and

WHEREAS, the Plan, as adopted and amended from time to time, was most recently amended and restated in its entirety, effective as of January 1, 2010; and

WHEREAS, the Plan was most recently amended by Amendment No. 5; and

WHEREAS, UPS desires to amend the Plan as requested by the Internal Revenue Service to issue a Favorable Determination Letter to the Plan.

NOW THEREFORE, pursuant to the authority vested in the Board of Directors by Section 7.1 of the Plan, the Plan is hereby amended, as follows:

1. Section 5.4(c), <u>Notice Requirements</u>, is hereby amended, effective February 1, 2006, by deleting the word "and" at the end of Section 5.4(c)(iii), replacing the "." at the end of Section 5.4(c)(iv) with "; and" and inserting a new Section 5.4(c)(v) at the end of such Section to read as follows:

(v) the relative value of the optional forms of benefit required by Treasury Regulation § 1.417(e)(3)-1.

2. Except as amended by this Amendment No. 6, the Plan as in effect immediately prior to the date of this Amendment shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned certify that United Parcel Service of America, Inc. based upon action by the Board of Directors on March 6, 2013 has caused this Amendment No. 6 to be adopted.

ATTEST:	UNITED PARCEL SERVICE OF AMERICA, INC.
/s/ Teri P. McClure	/s/ D. Scott Davis
Teri P. McClure	D. Scott Davis
Secretary	Chairman

Exhibit 10.1(7)

Execution Copy

AMENDMENT NO. 7
TO THE
UPS RETIREMENT PLAN
AS AMENDED AND RESTATED EFFECTIVE JANUARY 1, 2010

WHEREAS, United Parcel Service of America, Inc. (“UPS”) and its affiliated corporations established the UPS Retirement Plan (“Plan”) for the benefit of its employees, in order to provide benefits to those employees upon their retirement, disability, or death, effective as of September 1, 1961; and

WHEREAS, the Plan, as adopted and amended from time to time, was most recently amended and restated in its entirety, effective as of January 1, 2010; and

WHEREAS, the Plan was most recently amended by Amendment No. 6; and

WHEREAS, UPS desires to amend the Plan to expand eligibility for the special service rule for the Preretirement Survivor Annuity retroactively to January 1, 2012 in compliance with Treasury Regulation Section 1.401(a)(4)-11(g)(3).

NOW THEREFORE, pursuant to the authority vested in the Board of Directors by Section 7.1 of the Plan, the Plan is hereby amended, as follows:

1. Effective January 1, 2012, Section 5.6(c), Special Rule for 25 Years of Service, is hereby amended, by deleting such Section in its entirety and replacing it with a new Section 5.6(c) to read as follows:

5.6(c) Special Years of Service Rules. Notwithstanding the foregoing, if a Participant (other than a UPS Freight Participant) with at least one Hour of Service as an Employee on or after January 1, 1992 dies before January 1, 2012 and before attaining his Early Retirement Date while actively employed by an Employer Company after having earned at least 25 Years of Service, the Qualified Joint and Survivor Annuity or the Joint and 50% Survivor Annuity used as the basis for calculating the amount of the Preretirement Survivor Annuity shall be determined by using the early commencement reduction factors that would have been applicable to such Participant with respect to Early Retirement Benefits had he survived to his Early Retirement Date.

Effective January 1, 2012, if a Participant (other than a UPS Freight Participant) with at least one Hour of Service as an Employee on or after January 1, 1992 dies on or after January 1, 2012 before attaining his Early Retirement Date while actively employed by an Employer Company (or while an LTD Participant or while eligible for a Disability Retirement Benefit) after having earned at least 10 Years of Service, the Qualified Joint and Survivor Annuity or the Joint and 50% Survivor Annuity used as the basis for calculating the amount of the Preretirement Survivor Annuity shall be determined by using the early commencement reduction factors that would have been applicable to such Participant with respect to Early Retirement Benefits had he survived to his Early Retirement Date.

2. Except as amended by this Amendment No. 7, the Plan as in effect immediately prior to the date of this Amendment shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned certify that United Parcel Service of America, Inc. based upon action by the Board of Directors on September 30, 2013 has caused this Amendment No. 7 to be adopted.

ATTEST:	UNITED PARCEL SERVICE OF AMERICA, INC.
/s/ Teri P. McClure	/s/ D. Scott Davis
Teri P. McClure	D. Scott Davis
Secretary	Chairman

Exhibit 10.1(8)

Execution Copy

AMENDMENT NO. 8
TO THE
UPS RETIREMENT PLAN
AS AMENDED AND RESTATED EFFECTIVE JANUARY 1, 2010

WHEREAS, United Parcel Service of America, Inc. (“UPS”) and its affiliated corporations established the UPS Retirement Plan (“Plan”) for the benefit of its employees, in order to provide benefits to those employees upon their retirement, disability, or death, effective as of September 1, 1961;

WHEREAS, the Plan, as adopted and amended from time to time, was most recently amended and restated in its entirety, effective as of January 1, 2010;

WHEREAS, the Plan was most recently amended by Amendment No. 7; and

WHEREAS, UPS desires to amend the Plan to revise the definition of “spouse” to comply with federal law, clarify the applicability of the funding based limitations of Internal Code § 436 and the Treasury Regulations thereunder and make other clarifying amendments.

NOW THEREFORE, pursuant to the authority vested in the Board of Directors by Section 7.1 of the Plan, the Plan is hereby amended, as follows:

1. By amending Section 1.1(zzz), Spouse, effective September 16, 2013, to read as follows:

    (zzz) “Spouse” means that one person who is recognized under Revenue Ruling 2013-17 as the Employee’s spouse on the earlier of (a) his or her date of death, or (b) his or her Annuity Starting Date.

2. By amending the first sentence of Section 5.8(b), Maximum Benefits, effective January 1, 2014, to read as follows:

    For limitations years beginning on or after July 1, 2007, refer to Appendix N, Maximum Benefits for Participants Other than Independent Pilots Association.

3. By amending Article V, AMOUNT AND PAYMENT OF BENEFITS, effective for Plan Years beginning on and after January 1, 2008, to insert a new Section 5.16, to read as follows:

    Section 5.16 <u>Funding Based Limitations on Benefits and Benefit Accrual for Plan Years beginning on or after January 1, 2008</u>.

    For Plan Years beginning on or after January 1, 2008, refer to Appendix R, Funding Based Limitations on Benefits and Benefit Accrual.

4. By amending the first sentence of Section 5.5(a) of Appendix M to read as follows:

If a Participant entitled to receive benefits (which shall be deemed to include the actual receipt of such benefits) should (1) return to Covered Employment, or (2) remain in Covered Employment after attaining age 65 (effective December 19, 2006, in administering the Plan the Committee has consistently interpreted age 65 in this context to mean normal retirement age as defined in each of the applicable Benefit Schedules), the payment of benefits to said Participant shall be suspended for the period in which the Participant remains employed, but not beyond the required beginning date set forth in Section 5.1(b)(1).

5. By amending Section 5.6 of Appendix M, effective for Plan Years beginning on and after January 1, 2008, to read as follows:

SECTION 5.6 Funding-Based Limitations on Benefits and Benefit Accrual for 2008 and 2009 Plan Years.

(a) General. The limitations of this Section 5.6 shall apply effective for Plan Years beginning on or after January 1, 2008 and before January 1, 2010.

(b) Funding-Based Limitation on Unpredictable Contingent Event Benefits.

(i) If a Participant would be entitled to an Unpredictable Contingent Event Benefit payable with respect to an Unpredictable Contingent Event occurring during a Plan Year, such benefit shall not be paid if the AFTAP for such Plan Year:

(A) is less than sixty percent (60%), or

(B) sixty percent (60%) or more, but would be less than sixty percent (60%) if the AFTAP were redetermined applying an actuarial assumption that the likelihood of the occurrence of such event during the Plan Year is one hundred percent (100%).

(ii) Section 5.6(b)(i) shall cease to apply with respect to a Plan Year if the Company makes an additional contribution or provides security in accordance with Code §§ 436(b)(2) and 436(f) or to the extent Section 5.6(b)(i) is otherwise inapplicable in accordance with Code § 436(f).

(c) Limitations on Plan Amendments Increasing Liability for Benefits.

(i) No amendment that has the effect of increasing the liabilities of the Plan by reason of increases in benefits, establishment of new benefits, changing the rate of benefit accrual, or changing the rate at which benefits become nonforfeitable shall take effect in a Plan Year if the AFTAP for such Plan Year:

(A) is less than eighty percent (80%), or

(B) is eighty percent (80%) or more, but would be less than eighty percent (80%) if the benefits attributable to the amendment were taken into account in determining the AFTAP.

(ii) Section 5.6(c)(i) shall cease to apply with respect to a Plan Year if the Company makes an additional contribution or provides security in accordance with Code §§ 436(c)(2) and 436(f) or to the extent Section 5.6(c)(i) is otherwise inapplicable in accordance with Code § 436(f), so that the amendment shall be permitted to take effect as of the later of the first day of the Plan Year or the effective date of the amendment.

(iii) Section 5.6(c)(i) shall not apply to any amendment that provides for an increase in benefits under a formula which is not based on a Participant's compensation, but only if the rate of the increase is not in excess of the contemporaneous rate of increase in average wages of Participants covered by the amendment.

(d) Limitations on Accelerated Benefit Distributions.

(i) Funding Percentage Less than Sixty Percent (60%). If the Plan's AFTAP for a Plan Year is less than sixty percent (60%), the Plan shall not pay any Prohibited Payment after the valuation date for the Plan Year.

(ii) Bankruptcy. During any period in which the Plan sponsor is a debtor in a case under Title 11, United States Code, or similar Federal or State law, the Plan shall not pay any Prohibited Payment. The preceding sentence shall not apply on or after the date on which the enrolled actuary for the Plan certifies that the Plan's AFTAP for the Plan is not less than one hundred percent (100%).

(iii) Limited Payment if Percentage is at Least Sixty Percent (60%) but Less Than Eighty Percent (80%).

(A) General. If the Plan's AFTAP for a Plan Year is sixty percent (60%) or greater but less than eighty percent (80%), the Plan shall not pay any Prohibited Payment after the valuation date for the Plan Year to the extent the amount of the payment exceeds the lesser of (1) fifty percent (50%) of the amount of the payment which could be made without regard to Section 5.6(d) or (2) the present value (determined under guidance prescribed by the PBGC, using the interest and mortality assumptions under Code § 417(e)) of the maximum guarantee with respect to the Participant under ERISA Section 4022.

(B) One-Time Application. In the case of a Participant with respect to whom a Prohibited Payment (or series of Prohibited Payments under a single optional form of benefit) is made pursuant to Section 5.6(d)(iii)(A), no additional Prohibited Payment shall be made with respect to that Participant during any period of consecutive Plan Years to which the limitations under Section 5.6(d)(i) or (ii) apply.

(e) Limitation on Benefit Accruals for Severe Funding Shortfalls.

(i) General. If the Plan's AFTAP for a Plan Year is less than sixty percent (60%), benefit accruals under the Plan shall cease as of the valuation date for the Plan Year. If the Plan is required to cease benefit accruals under the preceding sentence, then the Plan shall not be amended in a manner that would increase the liabilities of the Plan by reason of an increase in benefits or establishment of new benefits.

(ii) Exemption. Section 5.6(e)(i) shall not apply with respect to a Plan Year, effective as of the first day of the Plan Year, if the Company makes an additional contribution or provides security in accordance with Code §§ 436(e)(2) and 436(f) or to the extent Section 5.6(c)(i) is otherwise inapplicable in accordance with Code § 436(f).

(iii) 2009 Plan Year. For the 2009 Plan Year, Section 5.6(e)(i) shall be applied by substituting the Plan's AFTAP for the preceding Plan Year for the Plan's AFTAP for the Plan Year, but only if the AFTAP for the preceding Plan Year is greater.

(f) Definitions. For purposes of this Section 5.6, the following terms have the following meanings:

(i) "AFTAP" means the "Adjusted Funding Target Attainment Percentage," as described in Code § 436(j)(2), taking into account the special rules of Code § 436(j)(4).

(ii) "Prohibited Payment" means (1) any payment, in excess of the monthly amount paid under a single life annuity (plus any social security supplements described in the last sentence of Code § 411(a)(9)), to a Participant or Beneficiary whose annuity starting date (as defined in Code § 417(f)(2)) occurs during any period a limitation under Section 5.6(d)(i) or (ii) is in effect, (2) any payment for the purchase of an irrevocable commitment from an insurer to pay benefits, and (3) any other payment specified by regulations. A prohibited payment shall not include the payment of a benefit which under Code § 411(a)(11) may be immediately distributed without the consent of the Participant.

(iii) "Unpredictable Contingent Event" means a plant shutdown (whether full or partial) or similar event, or an event (including the absence of an event) other than the attainment of any age, performance of any service, receipt or derivation of any compensation, or the occurrence of death or disability.

(iv) "Unpredictable Contingent Event Benefit" means any benefit payable solely by reason of an Unpredictable Contingent Event.

(g) Notices. The Committee or its delegate shall comply with any applicable notice requirements under ERISA Section 101(j).

(h) Interpretation. This Section 5.6 shall be interpreted and applied consistent with Code § 436, taking into account any applicable transition rules or exceptions provided thereunder or in any guidance issued thereunder.

6. By amending Section 5.7 of Appendix M, effective for Plan Years beginning on and after January 1, 2010, to read as follows:

SECTION 5.7 Funding-Based Limitations on Benefits and Benefit Accrual for 2010 and Later Plan Years.

(a) General. The limitations of this Section 5.7 shall apply effective for Plan Years beginning on or after January 1, 2010.

(b) Funding-Based Limitation on Unpredictable Contingent Event Benefits.

(i) If a Participant would be entitled to an Unpredictable Contingent Event Benefit payable with respect to an Unpredictable Contingent Event occurring during a Plan Year, such benefit shall not be paid if the AFTAP for such Plan Year:

(A) is less than sixty percent (60%), or

(B) is sixty percent (60%) or more, but would be less than sixty percent (60%) if the AFTAP were redetermined applying an actuarial assumption that the likelihood of occurrence of such event during the Plan Year is one hundred percent (100%).

(ii) Section 5.7(b)(i) shall cease to apply with respect to a Plan Year if the Company makes an additional contribution or provides security in accordance with Treasury Regulation § 1.436-1(f) or to the extent Section 5.7(b)(i) is otherwise inapplicable in accordance with Treasury Regulation § 1.436-1(f).

(iii) If the Unpredictable Contingent Event Benefits payable with respect to an Unpredictable Contingent Event that occurs during the Plan Year are not permitted to be paid because of the limitations of Section 5.7(i), but are permitted to be paid later in the Plan Year as a result of additional contributions under Treasury Regulation § 1.436-1(f) or pursuant to the enrolled actuary's certification of the AFTAP for the Plan Year that meets the requirements of Treasury Regulation § 1.436-1(g)(5)(ii)(B), then those Unpredictable Contingent Event Benefits shall automatically become payable, retroactive to the period those benefits would have been payable under the terms of the Plan (other than Plan terms implementing the requirements of Code § 436(b)). If the Unpredictable Contingent Event Benefits do not become payable during the Plan Year in accordance with the preceding sentence, then the Plan will be treated as if it does not provide for those benefits. However, all or any portion of those Unpredictable Contingent Event Benefits can be restored pursuant to a Plan amendment that meets the requirements of Code § 436(c) and Treasury Regulation § 1.436-1(c) and other applicable qualification requirements.

(c) Limitations on Plan Amendments Increasing Liability for Benefits.

(i) No Plan amendment that has the effect of increasing liabilities of the Plan by reason of increases in benefits, establishment of new benefits, changing the rate of benefit accrual, or changing the rate at which benefits become nonforfeitable shall take place in a Plan Year if the AFTAP for such Plan Year:

(A) is less than eighty percent (80%), or

(B) is eighty percent (80%) or more, but would be less than eighty percent (80%) if the benefits attributable to the amendment were taken into account in determining the AFTAP.

(ii) Section 5.7(c)(i) shall cease to apply with respect to a Plan Year if the Company makes an additional contribution or provides security in accordance with Treasury Regulation § 1.436-1(f) or to the extent Section 5.7(c)(i) is otherwise inapplicable in accordance with Treasury Regulation § 1.436-1(f), so that the amendment shall be permitted to take effect as of the later of the first day of the Plan Year or the effective date of the amendment.

(iii) Section 5.7(c)(i) shall not apply to any amendment that provides for an increase in benefits under a formula which is not based on a Participant's compensation, but only if the rate of the increase is not in excess of the contemporaneous rate of increase in average wages of Participants covered by the amendment.

(iv) If a Plan amendment does not take effect as of the effective date of the amendment because of the limitations of Section 5.7(c), but is permitted to take effect later in the Plan Year as a result of additional contributions under Treasury Regulation § 1.436-1(f) or pursuant to the enrolled actuary's certification of the AFTAP for the Plan Year that meets the requirements of Treasury Regulation § 1.436-1(g)(5)(ii)(C), then the Plan amendment shall automatically take effect as of the first day of the Plan Year (or, if later, the original effective date of the amendment). If the Plan amendment cannot take effect during the Plan Year, then it shall be treated as if it were never adopted, unless the Plan amendment provides otherwise.

(d) Limitations on Accelerated Benefit Distributions.

(i) Funding Percentage Less than Sixty Percent (60%). If the Plan's AFTAP for a Plan Year is less than sixty percent (60%), a Participant or Beneficiary shall not be permitted to elect an optional form of benefit that includes a Prohibited Payment, and the Plan shall not pay any Prohibited Payment, with an Annuity Starting Date on or after the applicable Section 436 Measurement Date.

(ii) Bankruptcy. During any period in which the Plan sponsor is a debtor in a case under Title 11, United States Code, or similar Federal or State law, no Participant or Beneficiary shall be permitted to elect an optional form of benefit that includes a Prohibited Payment, and the Plan shall not pay any Prohibited Payment with an Annuity Starting Date that occurs during such period. The preceding sentence shall not apply to payments made within a Plan Year with an Annuity Starting Date that occurs on or after the date on which the enrolled actuary for the Plan certifies that the Plan's AFTAP for that Plan Year is not less than one hundred percent (100%).

(iii) Limited Payment if Percentage is at Least Sixty Percent (60%) but Less Than Eighty Percent (80%).

(A) General. If the Plan's AFTAP for a Plan Year is sixty percent (60%) or greater but less than eighty percent (80%), no Participant or Beneficiary shall be permitted to elect an optional form of benefit that includes a Prohibited Payment, and the Plan shall not pay any Prohibited Payment, with an Annuity Starting Date on or after the applicable Section 436 Measurement Date. The preceding sentence shall not apply if the Present Value of Accrued Benefit of the portion of the benefit that is being paid in a Prohibited Payment (as described in Treasury Regulation § 1.436-1(d)(3)(iii)(B)) does not exceed the lesser of (1) fifty percent (50%) of the Present Value of Accrued Benefit of the benefit payable in the optional form of benefit that includes the Prohibited Payment or (2) one hundred percent (100%) of the PBGC maximum benefit guarantee amount (as described in Treasury Regulation § 1.436-1(d)(3)(iii)(C)).

(B) Bifurcation Rules. If an optional form of benefit that is otherwise available under the terms of the Plan is not available as of the Annuity Starting Date because of the application of Section 5.7(d)(iii)(A), then the Participant or Beneficiary shall be permitted to elect to (1) receive the unrestricted portion of the optional form of benefit (determined under the rules of Treasury Regulation § 1.436-1(d)(3)(iii)(D)) at that Annuity Starting Date, determined by treating the unrestricted portion of the benefit as if it were the Participant's or Beneficiary's entire benefit under the Plan, (2) commence benefits with respect to the Participant's or Beneficiary's entire benefit under the Plan in any other optional form of benefit available under the Plan at the same Annuity Starting Date that satisfies Treasury Regulation § 1.436-1(d)(3)(i), or (3) defer commencement of the payments to the extent described in Treasury Regulation § 1.436-1(d)(5). If the Participant or Beneficiary elects payment of the unrestricted portion of the benefit (determined under the rules of Treasury Regulation § 1.436-1(d)(3)(iii)(D)) under Section 5.7(d)(iii)(B)(1), then the Participant or Beneficiary shall be entitled to elect payment of the remainder of the Participant's or Beneficiary's benefits under the Plan in any optional form of benefit at that Annuity Starting Date otherwise available under the Plan that would not have included a Prohibited Payment if that optional form applied to the entire benefit of the Participant or Beneficiary.

(C) One-Time Application. In the case of a Participant or Beneficiary with respect to whom a Prohibited Payment (or series of Prohibited Payments under a single optional form of benefit) is made pursuant to Section 5.7(d)(iii)(A) or (B), no additional Prohibited Payment shall be made with respect to that Participant during any period of consecutive Plan Years to which the limitations under Section 5.7(d) apply.

(iv) Plan Alternative for Special Optional Forms. The Plan may offer optional forms of benefit that are solely available during the period in which Section 5.7(d)(i), (ii), or (iii) applies to limit Prohibited Payments under the Plan in accordance with Treasury Regulation § 1.436-1(d)(6). Any such optional forms must satisfy Treasury Regulation § 1.436-1(d) and applicable qualification requirements, including satisfaction of Code §§ 417(e) and 415 (at each annuity starting date).

(e) Limitation on Benefit Accruals for Severe Funding Shortfalls.

(i) General. If the Plan's AFTAP for a Plan Year is less than sixty percent (60%), benefit accruals under the Plan shall cease as of the applicable Section 436 Measurement Date. If the Plan is required to cease benefit accruals under the preceding sentence, then the Plan shall not be amended in a manner that would increase the liabilities of the Plan by reason of an increase in benefits or establishment of new benefits.

(ii) Exemption. Section 5.7(e)(i) shall cease to apply with respect to a Plan Year, effective as of the first day of the Plan Year, if the Company makes an additional contribution or provides security in accordance within Treasury Regulation § 1.436-1(f) or to the extent Section 5.7(e)(i) is otherwise inapplicable in accordance with Treasury Regulation § 1.436-1(f).

(f) Special Rules of Operation for Periods Prior to and After Certification.

(i) Periods Prior to Certification During Which a Presumption Applies. For any period during which a presumption under Code § 436(h) and Treasury Regulation §§ 1.436-1(h)(1), (2) or (3) applies to the Plan, the limitations under Sections 5.7(b), (c), (d) and (e) shall be applied to the Plan as if the AFTAP for the year were the presumed AFTAP determined under the rules of Code § 436(h) and Treasury Regulation § 1.436-1(h)(1), (2) or (3), as applicable, updated to take into account certain Unpredictable Contingent Event Benefits and Plan amendments in accordance with Code § 436 and Treasury Regulation § 1.436-1(g).

(ii) Periods After Certification of AFTAP. Section 5.7(f)(i) shall no longer apply for a Plan Year on and after the date an enrolled actuary for the Plan issues a certification of the AFTAP of the Plan for the current Plan Year, provided that the certification is issued before the first day of the tenth (10^{th}) month of the Plan Year. For example, the limitations on Prohibited Payments under Section 5.7(d) shall apply for distributions with Annuity Starting Dates on and after the date of such certification using the certified AFTAP of the Plan for the Plan Year. Similarly, the prohibitions on accruals under Section 5.7(e) as a result of the enrolled actuary's certification that the AFTAP of the Plan for the Plan Year is less than sixty percent (60%) shall be effective as of the date of the certification, and any prohibition on accruals shall cease to be effective on the date the enrolled actuary issues a certification that the AFTAP for the Plan for the Plan Year is at least sixty percent (60%).

(g) Definitions. For purposes of this Section 5.7, the following terms have the following meanings:

(i) "AFTAP" means the "Adjusted Funding Target Attainment Percentage," as described in Code § 436(j)(2), taking into account the special rules of Code § 436(j)(4), and Treasury Regulation § 1.436-1(j)(1).

(ii) "Annuity Starting Date" has the meaning described in Treasury Regulation § 1.436-1(j)(2).

(iii) "Prohibited Payment" means (1) any payment for a month that is in excess of the monthly amount paid under a straight life annuity (plus any social security supplements described in the last sentence of Code § 411(a)(9)), to a Participant or Beneficiary whose Annuity Starting Date occurs during any period a limitation under Section 5.7(d) is in effect, (2) any payment for the purchase of an irrevocable commitment from an insurer to pay benefits, (3) any transfer of assets and liabilities to another plan maintained by the Company (or by any member of the Company's controlled group) that is made in order to avoid or terminate the application of the benefit limitations under Code § 436, and (4) any other amount that is identified as a Prohibited Payment in IRS revenue rulings and procedures, notices, and other guidance published in the Internal Revenue Bulletin. A prohibited payment shall not include the payment of a benefit which under Code § 411(a)(11) may be immediately distributed without the consent of the Participant.

(iv) "Section 436 Measurement Date" has the meaning described in Treasury Regulation § 1.436-1(j)(8).

(v) "Unpredictable Contingent Event" means a plant shutdown (whether full or partial) or similar event, or an event (including the absence of an event) other than the attainment of any age, performance of any service, receipt or derivation of any compensation, or the occurrence of death or disability.

(vi) "Unpredictable Contingent Event Benefit" means any benefit or increase in benefits to the extent the benefit or increase would not be payable but for the occurrence of an Unpredictable Contingent Event.

(h) Notices. The Committee or its delegate shall comply with any applicable notice requirements under ERISA Section 101(j).

(i) Interpretation. This Section 5.7 shall be interpreted and applied consistent with Code § 436 and Treasury Regulation § 1.436-1, taking into account any applicable transition rules or exceptions provided thereunder or in any additional guidance issued under Code § 436.

7. By amending the Plan to insert a new Appendix R, Funding Based Limitations on Benefits and Benefit Accrual, effective for Plan Years beginning on or after January 1, 2008, to read as attached.

8. Except as amended by this Amendment No. 8, the Plan as in effect immediately prior to the date of this Amendment shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned certify that United Parcel Service of America, Inc. based upon action by the Board of Directors on December 12, 2013 has caused this Amendment No. 8 to be adopted.

ATTEST: UNITED PARCEL SERVICE OF AMERICA, INC.

/s/ Teri P. McClure	/s/ D. Scott Davis
Teri P. McClure	D. Scott Davis
Secretary	Chairman

UPS RETIREMENT PLAN
APPENDIX R

FUNDING BASED LIMITATIONS ON BENEFITS AND BENEFIT ACCRUAL

1.1 Funding-Based Limitations on Benefits and Benefit Accrual for 2008 and 2009 Plan Years.

(a) General. The limitations of this Section 1.1 shall apply effective for Plan Years beginning on or after January 1, 2008 and before January 1, 2010.

(b) Funding-Based Limitation on Unpredictable Contingent Event Benefits.

(i) If a Participant would be entitled to an Unpredictable Contingent Event Benefit payable with respect to an Unpredictable Contingent Event occurring during a Plan Year, such benefit shall not be paid if the AFTAP for such Plan Year:

(A) is less than sixty percent (60%), or

(B)sixty percent (60%) or more, but would be less than sixty percent (60%) if the AFTAP were redetermined applying an actuarial assumption that the likelihood of the occurrence of such event during the Plan Year is one hundred percent (100%).

(ii) Section 1.1(b)(i) shall cease to apply with respect to a Plan Year if the Company makes an additional contribution or provides security in accordance with Code §§ 436(b)(2) and 436(f) or to the extent Section 1.1(b)(i) is otherwise inapplicable in accordance with Code § 436(f).

(c) Limitations on Plan Amendments Increasing Liability for Benefits.

(i) No amendment that has the effect of increasing the liabilities of the Plan by reason of increases in benefits, establishment of new benefits, changing the rate of benefit accrual, or changing the rate at which benefits become nonforfeitable shall take effect in a Plan Year if the AFTAP for such Plan Year:

(A) is less than eighty percent (80%), or

(B)is eighty percent (80%) or more, but would be less than eighty percent (80%) if the benefits attributable to the amendment were taken into account in determining the AFTAP.

(ii) Section 1.1(c)(i) shall cease to apply with respect to a Plan Year if the Company makes an additional contribution or provides security in accordance with Code §§ 436(c)(2) and 436(f) or to the extent Section 1.1(c)(i) is otherwise inapplicable in accordance with Code § 436(f), so that the amendment shall be permitted to take effect as of the later of the first day of the Plan Year or the effective date of the amendment.

(iii) Section 1.1(c)(i) shall not apply to any amendment that provides for an increase in benefits under a formula which is not based on a Participant’s compensation, but only if the rate of the increase is not in excess of the contemporaneous rate of increase in average wages of Participants covered by the amendment.

(d) Limitations on Accelerated Benefit Distributions.

(i) Funding Percentage Less than Sixty Percent (60%). If the Plan's AFTAP for a Plan Year is less than sixty percent (60%), the Plan shall not pay any Prohibited Payment after the valuation date for the Plan Year.

(ii) Bankruptcy. During any period in which the Plan sponsor is a debtor in a case under Title 11, United States Code, or similar Federal or State law, the Plan shall not pay any Prohibited Payment. The preceding sentence shall not apply on or after the date on which the enrolled actuary for the Plan certifies that the Plan's AFTAP for the Plan is not less than one hundred percent (100%).

(iii) Limited Payment if Percentage is at Least Sixty Percent (60%) but Less Than Eighty Percent (80%).

(A) General. If the Plan's AFTAP for a Plan Year is sixty percent (60%) or greater but less than eighty percent (80%), the Plan shall not pay any Prohibited Payment after the valuation date for the Plan Year to the extent the amount of the payment exceeds the lesser of (1) fifty percent (50%) of the amount of the payment which could be made without regard to Section 1.1(d) or (2) the present value (determined under guidance prescribed by the PBGC, using the interest and mortality assumptions under Code § 417(e)) of the maximum guarantee with respect to the Participant under ERISA Section 4022.

(B) One-Time Application. In the case of a Participant with respect to whom a Prohibited Payment (or series of Prohibited Payments under a single optional form of benefit) is made pursuant to Section 1.1(d)(iii)(A), no additional Prohibited Payment shall be made with respect to that Participant during any period of consecutive Plan Years to which the limitations under Section 1.1(d)(i) or (ii) apply.

(e) Limitation on Benefit Accruals for Severe Funding Shortfalls.

(i) General. If the Plan's AFTAP for a Plan Year is less than sixty percent (60%), benefit accruals under the Plan shall cease as of the valuation date for the Plan Year. If the Plan is required to cease benefit accruals under the preceding sentence, then the Plan shall not be amended in a manner that would increase the liabilities of the Plan by reason of an increase in benefits or establishment of new benefits.

(ii) Exemption. Section 1.1(e)(i) shall not apply with respect to a Plan Year, effective as of the first day of the Plan Year, if the Company makes an additional contribution or provides security in accordance with Code § § 436(e)(2) and 436(f) or to the extent Section 1.1(c)(i) is otherwise inapplicable in accordance with Code § 436(f).

(iii) 2009 Plan Year. For the 2009 Plan Year, Section 1.1(e)(i) shall be applied by substituting the Plan's AFTAP for the preceding Plan Year for the Plan's AFTAP for the Plan Year, but only if the AFTAP for the preceding Plan Year is greater.

(f) Definitions. For purposes of this Section 1.1, the following terms have the following meanings:

(i) "AFTAP" means the "Adjusted Funding Target Attainment Percentage," as described in Code § 436(j)(2), taking into account the special rules of Code § 436(j)(4).

(ii) "Prohibited Payment" means (1) any payment, in excess of the monthly amount paid under a single life annuity (plus any social security supplements described in the last sentence of Code § 411(a)(9)), to a Participant or Beneficiary whose annuity starting date (as defined in Code § 417(f)(2)) occurs during any period a limitation under Section 1.1(d)(i) or (ii) is in effect, (2) any payment for the purchase of an irrevocable commitment from an insurer to pay benefits, and (3) any other payment specified by regulations. A prohibited payment shall not include the payment of a benefit which under Code § 411(a)(11) may be immediately distributed without the consent of the Participant.

(iii) "Unpredictable Contingent Event" means a plant shutdown (whether full or partial) or similar event, or an event (including the absence of an event) other than the attainment of any age, performance of any service, receipt or derivation of any compensation, or the occurrence of death or disability.

(iv) "Unpredictable Contingent Event Benefit" means any benefit payable solely by reason of an Unpredictable Contingent Event.

(g) Notices. The Committee or its delegate shall comply with any applicable notice requirements under ERISA Section 101(j).

(h) Interpretation. This Section 1.1 shall be interpreted and applied consistent with Code § 436, taking into account any applicable transition rules or exceptions provided thereunder or in any guidance issued thereunder.

1.2 Funding-Based Limitations on Benefits and Benefit Accrual for 2010 and Later Plan Years.

(a) General. The limitations of this Section 1.2 shall apply effective for Plan Years beginning on or after January 1, 2010.

(b) Funding-Based Limitation on Unpredictable Contingent Event Benefits.

(i) If a Participant would be entitled to an Unpredictable Contingent Event Benefit payable with respect to an Unpredictable Contingent Event occurring during a Plan Year, such benefit shall not be paid if the AFTAP for such Plan Year:

(A) is less than sixty percent (60%), or

(B)is sixty percent (60%) or more, but would be less than sixty percent (60%) if the AFTAP were redetermined applying an actuarial assumption that the likelihood of occurrence of such event during the Plan Year is one hundred percent (100%).

(ii) Section 1.2(b)(i) shall cease to apply with respect to a Plan Year if the Company makes an additional contribution or provides security in accordance with Treasury Regulation § 1.436-1(f) or to the extent Section 1.2(b)(i) is otherwise inapplicable in accordance with Treasury Regulation § 1.436-1(f).

(iii) If the Unpredictable Contingent Event Benefits payable with respect to an Unpredictable Contingent Event that occurs during the Plan Year are not permitted to be paid because of the limitations of Section 1.2(i), but are permitted to be paid later in the Plan Year as a result of additional contributions under Treasury Regulation § 1.436-1(f) or pursuant to the enrolled actuary's certification of the AFTAP for the Plan Year that meets the requirements of Treasury Regulation § 1.436-1(g)(5)(ii)(B), then those Unpredictable Contingent Event Benefits shall automatically become payable, retroactive to the period those benefits would have been payable under the terms of the Plan (other than Plan terms implementing the requirements of Code § 436(b)). If the Unpredictable Contingent Event Benefits do not become payable during the Plan Year in accordance with the preceding sentence, then the Plan will be treated as if it does not provide for those benefits. However, all or any portion of those Unpredictable Contingent Event Benefits can be restored pursuant to a Plan amendment that meets the requirements of Code § 436(c) and Treasury Regulation § 1.436-1(c) and other applicable qualification requirements.

(c) Limitations on Plan Amendments Increasing Liability for Benefits.

(i) No Plan amendment that has the effect of increasing liabilities of the Plan by reason of increases in benefits, establishment of new benefits, changing the rate of benefit accrual, or changing the rate at which benefits become nonforfeitable shall take place in a Plan Year if the AFTAP for such Plan Year:

(A) is less than eighty percent (80%), or

(B)is eighty percent (80%) or more, but would be less than eighty percent (80%) if the benefits attributable to the amendment were taken into account in determining the AFTAP.

(ii) Section 1.2(c)(i) shall cease to apply with respect to a Plan Year if the Company makes an additional contribution or provides security in accordance with Treasury Regulation § 1.436-1(f) or to the extent Section 1.2(c)(i) is otherwise inapplicable in accordance with Treasury Regulation § 1.436-1(f), so that the amendment shall be permitted to take effect as of the later of the first day of the Plan Year or the effective date of the amendment.

(iii) Section 1.2(c)(i) shall not apply to any amendment that provides for an increase in benefits under a formula which is not based on a Participant's compensation, but only if the rate of the increase is not in excess of the contemporaneous rate of increase in average wages of Participants covered by the amendment.

(iv) If a Plan amendment does not take effect as of the effective date of the amendment because of the limitations of Section 1.2(c), but is permitted to take effect later in the Plan Year as a result of additional contributions under Treasury Regulation § 1.436-1(f) or pursuant to the enrolled actuary's certification of the AFTAP for the Plan Year that meets the requirements of Treasury Regulation § 1.436-1(g)(5)(ii)(C), then the Plan amendment shall automatically take effect as of the first day of the Plan Year (or, if later, the original effective date of the amendment). If the Plan amendment cannot take effect during the Plan Year, then it shall be treated as if it were never adopted, unless the Plan amendment provides otherwise.

(d) Limitations on Accelerated Benefit Distributions.

(i) Funding Percentage Less than Sixty Percent (60%). If the Plan's AFTAP for a Plan Year is less than sixty percent (60%), a Participant or Beneficiary shall not be permitted to elect an optional form of benefit that includes a Prohibited Payment, and the Plan shall not pay any Prohibited Payment, with an Annuity Starting Date on or after the applicable Section 436 Measurement Date.

(ii) Bankruptcy. During any period in which the Plan sponsor is a debtor in a case under Title 11, United States Code, or similar Federal or State law, no Participant or Beneficiary shall be permitted to elect an optional form of benefit that includes a Prohibited Payment, and the Plan shall not pay any Prohibited Payment with an Annuity Starting Date that occurs during such period. The preceding sentence shall not apply to payments made within a Plan Year with an Annuity Starting Date that occurs on or after the date on which the enrolled actuary for the Plan certifies that the Plan's AFTAP for that Plan Year is not less than one hundred percent (100%).

(iii) Limited Payment if Percentage is at Least Sixty Percent (60%) but Less Than Eighty Percent (80%).

(A) General. If the Plan's AFTAP for a Plan Year is sixty percent (60%) or greater but less than eighty percent (80%), no Participant or Beneficiary shall be permitted to elect an optional form of benefit that includes a Prohibited Payment, and the Plan shall not pay any Prohibited Payment, with an Annuity Starting Date on or after the applicable Section 436 Measurement Date. The preceding sentence shall not apply if the Present Value of Accrued Benefit of the portion of the benefit that is being paid in a Prohibited Payment (as described in Treasury Regulation § 1.436-1(d)(3)(iii)(B)) does not exceed the lesser of (1) fifty percent (50%) of the Present Value of Accrued Benefit of the benefit payable in the optional form of benefit that includes the Prohibited Payment or (2) one hundred percent (100%) of the PBGC maximum benefit guarantee amount (as described in Treasury Regulation § 1.436-1(d)(3)(iii)(C)).

(B) Bifurcation Rules. If an optional form of benefit that is otherwise available under the terms of the Plan is not available as of the Annuity Starting Date because of the application of Section 1.2(d)(iii)(A), then the Participant or Beneficiary shall be permitted to elect to (1) receive the unrestricted portion of the optional form of benefit (determined under the rules of Treasury Regulation § 1.436-1(d)(3)(iii)(D)) at that Annuity Starting Date, determined by treating the unrestricted portion of the benefit as if it were the Participant's or Beneficiary's entire benefit under the Plan, (2) commence benefits with respect to the Participant's or Beneficiary's entire benefit under the Plan in any other optional form of benefit available under the Plan at the same Annuity Starting Date that satisfies Treasury Regulation § 1.436-1(d)(3)(i), or (3) defer commencement of the payments to the extent described in Treasury Regulation § 1.436-1(d)(5). If the Participant or Beneficiary elects payment of the unrestricted portion of the benefit (determined under the rules of Treasury Regulation § 1.436-1(d)(3)(iii)(D)) under Section 1.2(d)(iii)(B)(1), then the Participant or Beneficiary shall be entitled to elect payment of the remainder of the Participant's or Beneficiary's benefits under the Plan in any optional form of benefit at that Annuity Starting Date otherwise available under the Plan that would not have included a Prohibited Payment if that optional form applied to the entire benefit of the Participant or Beneficiary.

(C) One-Time Application. In the case of a Participant or Beneficiary with respect to whom a Prohibited Payment (or series of Prohibited Payments under a single optional form of benefit) is made pursuant to Section 1.2(d)(iii)(A) or (B), no additional Prohibited Payment shall be made with respect to that Participant during any period of consecutive Plan Years to which the limitations under Section 1.2(d) apply.

(iv) Plan Alternative for Special Optional Forms. The Plan may offer optional forms of benefit that are solely available during the period in which Section 1.2(d)(i), (ii), or (iii) applies to limit Prohibited Payments under the Plan in accordance with Treasury Regulation § 1.436-1(d)(6). Any such optional forms must satisfy Treasury Regulation § 1.436-1(d) and applicable qualification requirements, including satisfaction of Code §§ 417(e) and 415 (at each annuity starting date).

(e) Limitation on Benefit Accruals for Severe Funding Shortfalls.

(i) General. If the Plan's AFTAP for a Plan Year is less than sixty percent (60%), benefit accruals under the Plan shall cease as of the applicable Section 436 Measurement Date. If the Plan is required to cease benefit accruals under the preceding sentence, then the Plan shall not be amended in a manner that would increase the liabilities of the Plan by reason of an increase in benefits or establishment of new benefits.

(ii) Exemption. Section 1.2(e)(i) shall cease to apply with respect to a Plan Year, effective as of the first day of the Plan Year, if the Company makes an additional contribution or provides security in accordance within Treasury Regulation § 1.436-1(f) or to the extent Section 1.2(e)(i) is otherwise inapplicable in accordance with Treasury Regulation § 1.436-1(f).

(f) Special Rules of Operation for Periods Prior to and After Certification.

(i) Periods Prior to Certification During Which a Presumption Applies. For any period during which a presumption under Code § 436(h) and Treasury Regulation §§ 1.436-1(h)(1), (2) or (3) applies to the Plan, the limitations under Sections 1.2(b), (c), (d) and (e) shall be applied to the Plan as if the AFTAP for the year were the presumed AFTAP determined under the rules of Code § 436(h) and Treasury Regulation § 1.436-1(h)(1), (2) or (3), as applicable, updated to take into account certain Unpredictable Contingent Event Benefits and Plan amendments in accordance with Code § 436 and Treasury Regulation § 1.436-1(g).

(ii) Periods After Certification of AFTAP. Section 1.2(f)(i) shall no longer apply for a Plan Year on and after the date an enrolled actuary for the Plan issues a certification of the AFTAP of the Plan for the current Plan Year, provided that the certification is issued before the first day of the tenth (10^{th}) month of the Plan Year. For example, the limitations on Prohibited Payments under Section 1.2(d) shall apply for distributions with Annuity Starting Dates on and after the date of such certification using the certified AFTAP of the Plan for the Plan Year. Similarly, the prohibitions on accruals under Section 1.2(e) as a result of the enrolled actuary's certification that the AFTAP of the Plan for the Plan Year is less than sixty percent (60%) shall be effective as of the date of the certification, and any prohibition on accruals shall cease to be effective on the date the enrolled actuary issues a certification that the AFTAP for the Plan for the Plan Year is at least sixty percent (60%).

(g) Definitions. For purposes of this Section 1.2, the following terms have the following meanings:

(1) "AFTAP" means the "Adjusted Funding Target Attainment Percentage," as described in Code § 436(j)(2), taking into account the special rules of Code § 436(j)(4), and Treasury Regulation § 1.436-1(j)(1).

(2) "Annuity Starting Date" has the meaning described in Treasury Regulation § 1.436-1(j)(2).

(3) “Prohibited Payment” means (1) any payment for a month that is in excess of the monthly amount paid under a straight life annuity (plus any social security supplements described in the last sentence of Code § 411(a)(9)), to a Participant or Beneficiary whose Annuity Starting Date occurs during any period a limitation under Section 1.2(d) is in effect, (2) any payment for the purchase of an irrevocable commitment from an insurer to pay benefits, (3) any transfer of assets and liabilities to another plan maintained by the Company (or by any member of the Company’s controlled group) that is made in order to avoid or terminate the application of the benefit limitations under Code § 436, and (4) any other amount that is identified as a Prohibited Payment in IRS revenue rulings and procedures, notices, and other guidance published in the Internal Revenue Bulletin. A prohibited payment shall not include the payment of a benefit which under Code § 411(a)(11) may be immediately distributed without the consent of the Participant.

(4) “Section 436 Measurement Date” has the meaning described in Treasury Regulation § 1.436-1(j)(8).

(5) “Unpredictable Contingent Event” means a plant shutdown (whether full or partial) or similar event, or an event (including the absence of an event) other than the attainment of any age, performance of any service, receipt or derivation of any compensation, or the occurrence of death or disability.

(6) “Unpredictable Contingent Event Benefit” means any benefit or increase in benefits to the extent the benefit or increase would not be payable but for the occurrence of an Unpredictable Contingent Event.

(h) Notices. The Committee or its delegate shall comply with any applicable notice requirements under ERISA Section 101(j).

(i) Interpretation. This Section 1.2 shall be interpreted and applied consistent with Code § 436 and Treasury Regulation § 1.436-1, taking into account any applicable transition rules or exceptions provided thereunder or in any additional guidance issued under Code § 436.

Exhibit 10.1(9)

EXECUTION COPY

AMENDMENT NO. 9
TO THE
UPS RETIREMENT PLAN
AS AMENDED AND RESTATED EFFECTIVE JANUARY 1, 2010

WHEREAS, United Parcel Service of America, Inc. (“UPS”) and its affiliated corporations established the UPS Retirement Plan (“Plan”) for the benefit of its employees, in order to provide benefits to those employees upon their retirement, disability, or death, effective as of September 1, 1961;

WHEREAS, the Plan, as adopted and amended from time to time, was most recently amended and restated in its entirety, effective as of January 1, 2010;

WHEREAS, the Plan was most recently amended by Amendment No. 8; and

WHEREAS, UPS desires to amend the Plan to amend Benefit Schedule II of Appendix M to include provisions related to the flat dollar and final average formula retirement benefit for certain participants who reach Normal Retirement Age after December 31, 2014 and before December 31, 2016 described in the Implementation Team Decision ID # 0802.

NOW THEREFORE, pursuant to the authority vested in the Board of Directors by Section 7.1 of the Plan, the Plan is hereby amended, as follows:

1. By deleting Addendum A, Benefit Schedule II for Independent Pilots Association, of Appendix M in its entirety and inserting a new Addendum A, Benefit Schedule II for Independent Pilots Association, to read as attached.

2. Except as amended by this Amendment No. 9, the Plan as in effect immediately prior to the date of this Amendment shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned certify that United Parcel Service of America, Inc. based upon action by the Board of Directors on January 20, 2014 has caused this Amendment No. 9 to be adopted.

ATTEST:	UNITED PARCEL SERVICE OF AMERICA, INC.
/s/ Teri P. McClure	/s/ D. Scott Davis
Teri P. McClure	D. Scott Davis
Secretary	Chairman

ADDENDUM A
BENEFIT SCHEDULE II FOR INDEPENDENT PILOTS ASSOCIATION

This Benefit Schedule II shall apply to (1) each Eligible Employee who has an Hour of Covered Employment on or after August 31, 2006, (2) each Eligible Employee who is accruing Service Credit (or who would be accruing Service Credit but for the attainment of Normal Retirement Age) under Section 3.3, Disability Accrual, on or after August 31, 2006, (3) each 2003 Retired Participant and (4) each former Employee who died during the month of July 2006 while employed in a classification that would have been considered an Eligible Employee classification if this Benefit Schedule II had been in effect at his death.

The provisions of this Benefit Schedule II will apply only to that period of employment during which an Employee is an Eligible Employee. An Eligible Employee shall not accrue benefits under any provisions of the Plan (other than this Benefit Schedule II) during the period that he is covered under this Benefit Schedule II.

References to Articles and Sections are to Articles and Sections of this Benefit Schedule II unless otherwise expressly indicated.

ARTICLE I
DEFINITIONS

Wherever used herein, the following capitalized terms shall have the meaning set forth below or in the main body of this Appendix M for the Independent Pilots Association unless otherwise clearly required by the context.

SECTION 1.1. - 2003 Retired Participant. - The term “2003 Retired Participant” means a Participant who separated from service in 2003 pursuant to the voluntary separation package offered by the Employer.

SECTION 1.2. - 2006 Collective Bargaining Agreement. - The term “2006 Collective Bargaining Agreement” means the Collective Bargaining Agreement between the Independent Pilots Association and United Parcel Service Co. ratified on August 31, 2006.

SECTION 1.3. - 2006 Participant. The term “2006 Participant” means each Participant who will reach Normal Retirement Age on or before December 31, 2013.

SECTION 1.4. - 2014 Participant - The term “2014 Participant” means each Participant who will reach Normal Retirement Age after December 31, 2013 and before December 31, 2016.

SECTION 1.5. - Actuarial Equivalent. The term “Actuarial Equivalent” means a benefit of equivalent value calculated using the 1983 Group Annuity Mortality Table for males for Participants and the 1983 Group Annuity Mortality Table for females for beneficiaries and an interest rate of 7% compounded annually. Notwithstanding the foregoing, if the optional form of benefit is subject to the requirements of Treasury Regulation § 1.417(e)-1(d), or any successor regulation, the benefit of equivalent value will be the amount determined using the Applicable Interest Rate (determined as if the benefit commencement date is the date of distribution) and the Applicable Mortality Table, as applicable.

SECTION 1.6. - Additional Early Retirement Benefit. The term “Additional Early Retirement Benefit” means for a Pre-2014 Early Retiree, the additional benefit, if any, described in Section 4.2(e)(2).

SECTION 1.7. - Applicable Interest Rate. The term “Applicable Interest Rate” means the “applicable interest rate” as described in Code § 417(e)(3) for the “lookback month” preceding the “stability period” that includes the date the distribution is made, provided that for distributions paid during Plan Years commencing in 2008 through 2011, the applicable interest rate or rates shall be determined taking into account the transition rules under Code § 417(e)(3)(D)(ii) and (iii).

The term “lookback month” means the fifth month preceding the first day of the stability period containing the date of distribution.

The term “stability period” means the calendar year in which the distribution is made.

SECTION 1.8. - Applicable Mortality Table. The term “Applicable Mortality Table” means the “applicable mortality table” prescribed by the Secretary of the Treasury for purposes of Code § 417(e)(3).

SECTION 1.9. - Bidline Credit - The term “Bidline Credit” means the amount of credit generated by a Crewmember’s scheduled activities for a bid period (as defined in the 2006 Collective Bargaining Agreement), including scheduled flights, layovers, deadhead time or other duties assigned by the Employer.

SECTION 1.10. - Bypassed Captain. The term “Bypassed Captain” means a Crewmember who has been bypassed for a Captain position as described in Section 14.E.3 of the 2006 Collective Bargaining Agreement and who is included on the list of bypassed Captains maintained by the Employer.

SECTION 1.11. - Bypassed Crewmember. The term “Bypassed Crewmember” means a Second Officer who has been bypassed for the First Officer position as described in Section 14.E.3 of the 2006 Collective Bargaining Agreement and who is included on the list of bypassed First Officers maintained by the Employer.

SECTION 1.12. - Captain. The term “Captain” means a pilot who is in command of the aircraft and its crew while on duty, who is responsible for the manipulation of, or who manipulates the controls of the aircraft, including take-off and landing of such aircraft, and who is properly qualified to serve as such, and holds a current effective airman’s certificate authorizing him to serve as such pilot.

SECTION 1.13. - Compensation. The term “Compensation” means a Participant’s compensation as reflected on Form W-2, including amounts deferred under Code §§ 125, 129 and 401(k) and excluding:

(a) per diem payments;

(b) grievance awards (other than the following: (A) as a part of a Crewmember’s Guarantee or Bidline Credit, (B) an award of Premium Pay for Revisions or (C) an award of Late Arrival Pay);

(c) amounts paid to a Crewmember as a result of the application of Code § 415(c);

(d) payments in the nature of compensation from an insurance carrier, from a state unemployment or worker’s compensation fund, or from any health and welfare or other benefit program or plan maintained by an Employer or a Related Employer.

(e) disability payments from an insurance carrier, a state disability insurance fund, this Plan or any other disability plan maintained by an Employer or a Related Employer;

(f) foreign service differentials or other supplemental payments made by an Employer or Related Employer to a Crewmember working outside his or her country of citizenship on account of such foreign service;

(g) payment or reimbursement by an Employer or Related Employer for relocation expenses incurred by a Crewmember or his or her family;

(h) the value of employee fringe benefits provided by an Employer or Related Employer, including but not limited to the payment of life insurance premiums, whether or not the value of such fringe benefits is includable in the employee's taxable income;

(i) payments made under deferred compensation plans or programs;

(j) Employer or Related Employer contributions to any pension, profit-sharing or stock bonus plan; and

(k) Employer or Related Employer contributions to any welfare benefit plan.

Compensation for any calendar year shall be limited to the lesser of (i) $300,000 per year or (ii) such limit as may be imposed by Code § 401(a)(17) or any successor statute limiting compensation taken into account under the Plan. Solely for avoiding a double proration, within the meaning of Department of Labor Regulations, § 2530.204-2(d), to the extent that a Participant is credited with less than a full year of Service Credit for a calendar year, then the Participant's Compensation taken into account for such year shall be annualized by dividing such Compensation by the number of months of Service Credit earned by the Participant for such calendar year and multiplying the result by 12.

Effective January 1, 2009, a Participant receiving a differential wage payment (as described in Code § 414(u)(12)) shall be treated as an employee of the Employer making the differential wage payment for purposes of this Plan and the differential wage payment shall be treated as Compensation.

SECTION 1.14. - Covered Employment. The term "Covered Employment" means employment by an Employer as an Eligible Employee on or after January 1, 1988.

SECTION 1.15. - Crewmember. The term "Crewmember" means a Professional Flight Engineer, Second Officer, First Officer, Captain, or Bypassed Crewmember.

SECTION 1.16. - Early Retirement Commencement Date. The term "Early Retirement Commencement Date" means for each Pre-2014 Early Retiree, the date as of which his Early Retirement Benefit commenced.

SECTION 1.17. - Early Retirement Date. The term "Early Retirement Date" means the first day of the month coincident with or next following the attainment of 55 years of age and the completion of five Vesting Years.

SECTION 1.18. - Eligible Employee. The term "Eligible Employee" means an individual employed by the Employer who (a) is not a participant in or covered under any other qualified defined benefit plan to which his Employer currently makes contributions on his behalf, (b) is represented for purposes of collective bargaining by the Independent Pilots Association and (c) is employed as a Crewmember.

Under no circumstances will an individual who performs services for an Employer, but who is not classified on the payroll as an employee of the Employer, for example, an individual performing services for an Employer under a leasing arrangement, be treated as an Eligible Employee even if such individual is treated as an employee of an Employer as a result of common law principles, coemployment principles or the leased employee rules under Code § 414(n). Further, if an individual performing services for an Employer is retroactively reclassified as an employee of an Employer for any reason, such reclassified individual shall not be treated as an Eligible Employee for any period prior to, on or after the date of such reclassification except as provided for in the Collective Bargaining Agreement or if such individual is not covered by a Collective Bargaining Agreement, except as determined by the Committee.

SECTION 1.19. - Final Average Earnings. The term "Final Average Earnings" means the Participant's average Compensation for the five complete calendar years during the last ten complete calendar years of his Covered Employment during which his Compensation was the highest. For a Participant who retires on his Postponed Retirement Date, the term "Final Average Earnings" shall be the greater of the Final Average Earnings he would have had if he had retired at age 60 or his Final Average Earnings at his Postponed Retirement Date.

SECTION 1.20. - First Officer. The term "First Officer" means a pilot who is next in command after the Captain of the aircraft, whose duty is to assist or relieve the Captain in the manipulation of the flight controls of an aircraft while underway, including take-off and landing of such aircraft, and who is properly qualified to serve as and who holds a current effective airman's certificate authorizing him to serve as such First Officer.

SECTION 1.21. - Guarantee. The term "Guarantee" means (i) the 75 hours of guaranteed pay that a Crewmember receives per pay period if he is available for duty.

SECTION 1.22. - Hour of Covered Employment. The term "Hour of Covered Employment" means each Hour of Service in Covered Employment.

SECTION 1.23. - Initial Early Retirement Benefit. The term "Initial Early Retirement Benefit" means the Early Retirement Benefit of a Pre-2014 Early Retiree calculated in accordance with Section 4.5 in the form of a Single Life Only Annuity, reduced for early commencement as of his or her Early Retirement Commencement Date (unless the Pre-2014 Early Retiree was entitled to an unreduced Early Retirement Benefit pursuant to Addendum A, Voluntary Job Protection Memorandum of Understanding dated April 29, 2009, as Amended, Benefit Enhancements) and further reduced by the Other Plan Benefits Offset.

SECTION 1.24. - Late Arrival Pay. The term "Late Arrival Pay" means the pay described in Article 13.E.4 and 5 of the 2006 Collective Bargaining Agreement.

SECTION 1.25. - Monthly Excess. The term "Monthly Excess" shall have the amount described in Section 4.2(d)(ii)(A).

SECTION 1.25. - Normal Retirement Age. The term "Normal Retirement Age" means the later to occur of (a) the Participant's attainment of age 60 or (b) the date the Participant completes one Vesting Year.

SECTION 1.26. - Normal Retirement Date. The term "Normal Retirement Date" means the first day of the calendar month coincident with or next following the Participant's attainment of Normal Retirement Age.

SECTION 1.27. - Pre-2014 Early Retiree. The term “Pre-2014 Early Retiree” means each 2014 Participant who commenced his or her Early Retirement Benefit before January 1, 2014.

SECTION 1.28. - Premium Pay. The term “Premium Pay” means the pay described in Article 13.E.4 of the 2006 Collective Bargaining Agreement.

SECTION 1.29. - Present Value. The term “Present Value” means the single sum amount of such benefit based on the Applicable Interest Rate and the Applicable Mortality Table.

SECTION 1.30. - Professional Flight Engineer. The term “Professional Flight Engineer” means a certified flight engineer who was hired and designated as such by the Employer and whose duties include responsibility for assuring the airworthy condition of the aircraft on which he is to serve before departure, including recognition and correction of malfunctions, and for enroute ground maintenance and/or supervision thereof as well as those duties of the Second Officer. A Professional Flight Engineer shall hold a current effective airman’s certificate authorizing him to serve as a Flight Engineer in his current equipment, and an Airframe and Powerplant Mechanics’s Certificate.

SECTION 1.31. - Recalculated Early Retirement Benefit. The term “Recalculated Early Retirement Benefit” means the benefit described in Section 4.2(e)(1).

SECTION 1.32. - Retirement Benefit. The term “Retirement Benefit” means with respect to each Participant his/her Normal Retirement Benefit, Early Retirement Benefit, Postponed Retirement Benefit, or Deferred Vested Benefit.

SECTION 1.33. - Second Officer. The term “Second Officer” means a pilot who is third in command of the aircraft, after the Captain and the First Officer, whose duty is to perform the duties of a Second Officer as specified by the Employer, and who holds a currently effective airman’s certificate authorizing him to serve as such, and who holds at least a current effective Commercial Airman’s Certificate and Instrument Rating.

SECTION 1.34. - Service Credit. The term “Service Credit” shall mean the years and months of credit for work in Covered Employment which are accumulated and maintained for employees in accordance with the provisions of Article III.

SECTION 1.35. - True-Up Payment. The term “True-Up Payment” means for a Pre-2014 Early Retiree, the payment described in Section 4.2(e)(3)(B).

ARTICLE II
ELIGIBILITY FOR PARTICIPATION

An Eligible Employee shall become a Participant in accordance with Section 2.1 of the main text of this Appendix M based on his employment with the Employer or any Related Employer; from his initial date of employment.

ARTICLE III
ACCUMULATION OF SERVICE CREDIT FOR PURPOSES OTHER THAN
VESTING AND ELIGIBILITY i.e., FOR ACCRUAL OF BENEFITS, ETC.

SECTION 3.1 - Credit for Periods of Covered Employment for Plan Years Before January 1, 2004. Each Participant covered shall accumulate one full year of Service Credit for each Plan Year in which he has at least one Hour of Covered Employment.

SECTION 3.2 - Credit for Periods of Covered Employment Beginning On or After January 1, 2004. Each Participant shall accumulate Service Credit in monthly units based on his Hours of Covered Employment in accordance with the following table:

Hours of Covered Employment In Each Plan Year	Monthly Units of Service Credit
Less than 81	0
81-162	3 months
163-243	4 months
244-324	5 months
325-405	6 months
406-487	7 months
488-568	8 months
569-649	9 months
650-730	10 months
731-812	11 months
813 or more	12 months

SECTION 3.3 - Disability Accrual. A Participant who becomes disabled following the completion of his probationary period as a Crewmember shall accrue years and months of Service Credit (not to exceed 30 years of Service Credit) as if he remained in active employment until Normal Retirement Age or if he elects early retirement, his Early Retirement Date. Such accrual shall cease as of the earlier of (i) the last day of the month immediately prior to the Participant recovering from the disability or retiring or (ii) the end of the calendar year in which he obtains other gainful employment. If a disabled Participant retires, his Final Average Earnings shall be based on his Compensation paid during his active employment prior to becoming disabled. For purposes of this Section, the term “disabled” means the Participant loses the right to exercise the privileges of his medical certificate for reasons other than alcohol or drug use and the term “other gainful employment” means employment during which a disabled Participant earns the greater of (i) $30,000 a calendar year or (ii) one-third of his annual Compensation at the time he became disabled.

ARTICLE IV
BENEFIT ELIGIBILITY AND AMOUNTS

SECTION 4.1. - General. The amount of the Retirement Benefit payable to an Eligible Employee shall be the amount described in this Article IV of this Benefit Schedule II.

SECTION 4.2. - Monthly Single Life Benefit. The Monthly Single Life Benefit shall equal 1/12th of:

(a) General. Each Participant (other than a 2014 Participant, a 2006 Participant or a 2003 Retired Participant) shall have a Monthly Single Life Benefit equal to one percent (1%) of his Final Average Earnings times his number of full and fractional years of Service Credit (not to exceed 30 years of Service Credit).

(b) 2006 Participants and 2003 Retired Participants. Each 2006 Participant and each 2003 Retired Participant shall have a Monthly Single Life Benefit equal to A times B, where

A = the greater of (i) one percent (1%) of his Final Average Earnings or (ii) the dollar amount determined under the following table depending on the highest rank attained by the Participant during his Covered Employment:

Rank	Dollar Amount
Captain or Bypassed Captain	$3,000
First Officer, Professional Flight Engineer or a Bypassed Crewmember	$2,400
Second Officer	$2,100

B = his number of full and fractional years of Service Credit (not to exceed 30 years of Service Credit).

For each 2006 Participant, the Monthly Single Life Benefit formula described in this Section 4.2(b) shall apply from his Normal Retirement Date or his Postponed Retirement Date. For each 2003 Retired Participant the monthly accrued benefit calculated under this Benefit Schedule II shall be increased effective as of August 31, 2006 to equal the Monthly Single Life Benefit described in this Section 4.2(b). Such increase shall be prospective only and no amount shall be paid to increase the monthly accrued benefit paid before August 31, 2006.

(c) 2014 Participants. For each 2014 Participant (other than a Pre-2014 Early Retiree), the Monthly Single Life Benefit formula described in Section 4.2(b) shall be used to calculate his Retirement Benefit instead of the formula described in Section 4.2(a).

(d) Pre-2014 Early Retirees.

(i) The Early Retirement Benefit of each Pre-2014 Early Retiree shall be recalculated under Section 4.5 in the form of a Single Life Only Annuity using the Monthly Single Life Benefit formula described in Section 4.2(b) reduced for early commencement as of the Early Retirement Commencement Date (unless the Pre-2014 Early Retiree was entitled to an unreduced Early Retirement Benefit pursuant to Addendum A, Voluntary Job Protection Memorandum of Understanding dated April 29, 2009, as Amended, Benefit Enhancements) and further reduced by the Other Plan Benefits Offset (the “Recalculated Early Retirement Benefit”).

(ii) If a Pre-2014 Early Retiree's Recalculated Early Retirement Benefit is larger than his Initial Early Retirement Benefit, the Pre-2014 Early Retiree shall be entitled to an additional benefit (the "Additional Early Retirement Benefit") under this Section 4.2(d) payable beginning March 1, 2014 as a Single Life Only Annuity equal to (A) + (B) where:

(A) is the excess of his monthly Recalculated Early Retirement Benefit over his monthly Initial Early Retirement Benefit (the "Monthly Excess"); and is the monthly benefit payable under a Single Life Only Annuity beginning March 1, 2014 that is Actuarially Equivalent to the sum of (I) the Monthly Excess which would have been paid from his Early Retirement Commencement Date through February 28, 2014 and (II) compound interest at 7% per year applied to each Monthly Excess payment from the first day of the calendar month in which the payment would have otherwise have been made through February 28, 2014.

(iii) The Additional Early Retirement Benefit shall be paid in the normal form of benefit described in Section 4.9 unless the Participant properly waives the normal form as described in Section 4.9, in which case his Additional Early Retirement Benefit shall be paid in the following Special Optional Form:

(A) If the Pre-2014 Early Retiree is receiving his Initial Early Retirement Benefit in the form of a Single Life Only Annuity, the portion of the Additional Early Retirement described in Section 4.2(d)(ii)(A) shall be added to his monthly Initial Early Retirement Benefit effective as of March 1, 2014. If the Pre-2014 Early Retiree is receiving his Initial Early Retirement Benefit in a form other than a Single Life Only Annuity, the portion of the Additional Early Retirement Benefit described in Section 4.2(d)(ii)(A) shall be converted to the Actuarial Equivalent form of benefit in which his Initial Early Retirement Benefit is being paid and shall be added to his monthly Initial Early Retirement Benefit effective as of March 1, 2014.

(B) Additionally, no later than March 1, 2014, the Plan will pay a lump sum amount (the "True-Up Payment") equal to the sum described in Section 4.2(d)(ii)(B).

(iv) If a Pre-2014 Early Retiree dies prior to March 1, 2014, the Monthly Excess that would have been paid to the deceased Pre-2014 Early Retiree from his Early Retirement Commencement Date through his date of death with compound interest at 7% per year applied to each Monthly Excess payment from the first day of the calendar month in which the payment would have otherwise have been made through February 28, 2014 shall be paid in a lump sum to his estate on March 1, 2014.

(v) If a Pre-2014 Early Retiree dies prior to March 1, 2014 and he is survived by a spouse who is entitled to a survivor annuity under the Qualified Joint and Survivor Annuity form of benefit, his surviving spouse shall be entitled to an additional monthly survivor annuity payable beginning March 1, 2014 for her life only equal to the additional monthly benefit that would have been payable to her following the Pre-2014 Early Retiree's death if the Additional Early Retirement Benefit had been paid in the Qualified Joint and Survivor Annuity form from the Pre-2014 Early Retiree's Early Retirement Commencement Date unless the surviving spouse consents to have the additional monthly survivor annuity paid in the same form as the survivor benefit payable under the Initial Early Retirement Benefit beginning as of March 1, 2014 with a lump sum payment for any additional monthly survivor benefit that would have been paid to her after the death of the Pre-2014 Early Retiree through February 28, 2014. If the surviving spouse elects the alternative form of survivor annuity, the portion of the Additional Early Retirement Benefit described in Section 4.2(d)(ii)(A) shall be converted to the Actuarial Equivalent form of benefit in which the deceased Pre-2014 Early Retiree's Initial Early Retirement Benefit is being paid and the monthly survivor benefit attributable to such annuity shall be added to the surviving spouse's monthly survivor annuity effective as of March 1, 2014. Additionally, such surviving spouse will receive a lump sum payment equal to the sum of the additional monthly survivor annuity that would have been paid to her from the date of the Pre-2014 Early Retiree's death to February 28, 2014 with compound interest at 7% per year applied to each monthly payment from the first day of the calendar month in which the payment otherwise would have been made to such surviving spouse through February 28, 2014.

(vi) Whether an alternate payee will be entitled to a payment under this Section 4.2(d) will depend on the terms of the qualified domestic relations order.

(e) Minimum Benefit - Notwithstanding Sections 4.2(a) and (b), the Monthly Single Life Benefit for each Participant who participated in Benefit Schedule I shall never be less than his Monthly Single Life Benefit accrued under Benefit Schedule I as of August 30, 2006.

SECTION 4.3. - Normal Retirement Benefit. If a Participant separates from service with the Employer and all Related Employers on his Normal Retirement Date, his Normal Retirement Benefit payable as of his Normal Retirement Date shall equal his Monthly Single Life Benefit as determined in Section 4.2 as of his Normal Retirement Date, reduced by the Other Plan Benefits Offset described below.

SECTION 4.4. - Postponed Retirement Benefit. If a Participant separates from service with the Employer and all Related Employers on or after his Normal Retirement Date, his Postponed Retirement Benefit payable as of his Postponed Retirement Date shall equal the greatest of (a) his Monthly Single Life Benefit as determined in Section 4.2 as of his Postponed Retirement Date, reduced by the Other Plan Benefits Offset described below, (b) the benefit he would have received if he had retired on his Normal Retirement Date or (c) the benefit he would have received if he had retired on his or her Early Retirement Date.

SECTION 4.5. - Early Retirement Benefit. If a Participant separates from service with the Employer and all Related Employers on or after his Early Retirement Date but before his Normal Retirement Date, his Early Retirement Benefit shall equal his Monthly Single Life Benefit as determined in Section 4.2 as of his most recent separation from service with the Employer and all Related Employers, reduced, if applicable, for early commencement as described below and further reduced by the Other Plan Benefits Offset as described below. A Participant's Early Retirement Benefit shall be payable as of his Normal Retirement Date or, if he so elects, as of his Early Retirement Date. If the Participant's benefit is paid before he reaches Normal Retirement Age, it will be actuarially reduced based on the period of time by which the commencement of his benefit precedes his Normal Retirement Age so as to be the Actuarial Equivalent of the benefit payable at Normal Retirement Age.

SECTION 4.6. - Deferred Vested Benefit. A Participant shall be fully vested upon the completion of one Vesting Year. A Participant shall receive credit for vesting purposes for employment from his initial date of employment with an Employer or a Related Employer. A Participant's Deferred Vested Benefit shall equal his Monthly Single Life as determined in Section 4.2 based on his years of Service Credit earned prior to his most recent separation from service with the Employer and all Related Employers, reduced, if applicable, for early commencement as described below and further reduced by the Other Plan Benefits Offset described below. A Participant's Deferred Vested Benefit shall be payable as of his Normal Retirement Date or, if he has completed five Vesting Years and so elects, as of the first day of the month coincident with or next following his attainment of 55 years of age. If the Participant's benefit is paid before he reaches Normal Retirement Age, it will be actuarially reduced based on the period of time by which the beginning of the benefit precedes the Normal Retirement Age so as to be the Actuarial Equivalent of the benefit payable at Normal Retirement Age.

SECTION 4.7. - Other Plan Benefits Offset. The Other Plan Benefits Offset is the reduction described in Section 4.7 of the main text of this Appendix M; provided that benefits under any defined contribution plan shall not be considered a "retirement plan to which the Employer made contribution on behalf of the Participant or under which service with the Employer is counted in calculating benefits" for purposes of that Section. Further, any such retirement plan is referred to in this Section as an "Other Plan."

(a) Retirement Benefits Payable in Annuity Form. If the Retirement Benefit is payable in an annuity form, the amount of the reduction shall be determined and subtracted from the Retirement Benefit as of the later of the date as of which Retirement Benefits commence under the Plan or the earliest date such Participant could begin receiving benefits under such Other Plan (the "Determination Date"). Thus, if a Participant is not eligible for a benefit under an Other Plan when he begins receiving benefits under this Plan, his Retirement Benefit will not be reduced until the earliest date he could have begun receiving a benefit under the Other Plan. The amount of the reduction shall be equal to the Monthly Single Life Benefit that would have been payable under the Other Plan as of the Determination Date or, if the Monthly Single Life Benefit is not available under such Other Plan, the Monthly Single Life Benefit which is the Actuarial Equivalent of the normal form of benefit that would have been payable under such Other Plan as of the Determination Date. If a Participant begins receiving a benefit under an Other Plan before the Determination Date, the amount of the reduction will be actuarially adjusted.

(b) Retirement Benefit Payable in Lump Sum. If the Retirement Benefit is payable in a lump sum, the Present Value of the Retirement Benefit payable under this Plan shall be reduced by the Present Value of the benefit actually paid to such Participant or payable to him under such Other Plan.

(c) Estimation. If the Committee determines that it is not reasonably practicable to obtain the actual amount of the benefit payable to or on behalf of a Participant under an Other Plan in sufficient time to make payment of his benefit under this Plan, the Committee may estimate the amount of the Other Plan benefit using such methods as they in their discretion deem appropriate. If the Committee estimates the Other Plan benefit, they shall use their best efforts to obtain the actual amount of the Other Plan benefit and adjust the benefit being paid from this Plan accordingly. In the event that the estimated Other Plan benefit is less than the actual Other Plan benefit, the Committee shall reduce the payments under this Plan immediately to reflect the amount of the difference and may recover any previous overpayments from this Plan by deducting such overpayments from future benefit payments due under this Plan or by such other methods as the Committee deems appropriate. In the event that the estimated Other Plan benefit is larger than the actual Other Plan benefit, the Committee shall increase the payments under this Plan immediately to reflect the amount that of such difference and shall make an additional payment equal to the amount that would have been received if the Plan had used the actual Other Plan benefit from the commencement of payment.

SECTION 4.8. - Qualified Joint and Survivor (Husband and Wife) Preretirement Survivor Benefit. If a vested Participant dies prior to receiving a benefit under this Appendix M, the Participant's surviving spouse will be entitled to a survivor benefit under Section 4.9 of the main text of this Appendix M, determined without regard to whether the Participant and his spouse had been married for at least one year prior to the Participant's death.

SECTION 4.9. - Payment of Retirement Benefit. The benefits shall be paid in the form of a Single Life Only Annuity (for unmarried Participants) or the Qualified Joint and Survivor Annuity (for married Participants) unless the Participant properly waives the Qualified Joint and Survivor Annuity or Single Life Only Annuity (as such waiver is described in Section 4.8(c) of the main text of this Appendix M) and selects an optional benefit form described in Article V.

SECTION 4.10. - Lump Sum Payment. Notwithstanding any contrary provision, effective January 1, 2008 to November 30, 2012, if the Present Value of the Retirement Benefit payable to a Participant or the Present Value of the survivor benefit payable to a Participant's surviving spouse under Section 4.8 of the main text of this Appendix M is less than $1,000, payment of such Present Value shall be made in a lump sum as soon as administratively practicable following the Participant's separation from service with the Employer and all Related Employers, without the Participant's, or if the Participant is deceased, the surviving spouse's, consent, in lieu of all other benefits under the Plan. If the Present Value of such benefit is at least $1,000 but not greater than $3,500, the Committee may pay such Present Value to the Participant or if the Participant is deceased, to the surviving spouse, in a lump sum in lieu of all other benefits under the Plan with the consent of the Participant or the surviving spouse, following the Participant's separation from service with the Employer and all Related Employers or, in the case of a survivor benefit, the Participant's death.

Effective December 1, 2012, notwithstanding any contrary provision, if the Present Value of the Retirement Benefit payable to a Participant, an alternate payee or the survivor benefit payable to a Participant's surviving spouse under Section 4.8 of the main text of this Appendix M does not exceed $5,000, payment of such Present Value shall be made in a lump sum as soon as administratively practicable following the Participant's separation from service with the Employer and all Related Employers, or in the case of a benefit payable to a surviving spouse or alternate payee, as soon as practicable after such benefit becomes payable, without the consent of the Participant, the surviving spouse, or the alternate payee, as applicable, in lieu of all other benefits under the Plan.

If the Present Value of a Participant's nonforfeitable Retirement Benefit under this Plan is zero as of the date the Participant separates from service with the Employer and all Related Employers, such Participant shall be deemed to have received a distribution of such nonforfeitable benefit when the Participant separates from service.

If the Participant's Retirement Benefit is cashed out pursuant to this Section 4.11, service with respect to which the distribution of the Present Value was made shall be disregarded for purposes of the Plan, provided, however, that such service shall be counted in determining the Employee's Vesting Years and years of Service Credit if, upon reemployment, the distribution is repaid by the Employee to the Trust Fund, together with interest at 5% or such other rate as may in the future be established or otherwise made effective by regulation or administration action implementing ERISA §§ 204(c)(2)(C) and 204(e).

SECTION 4.11. - Maximum Benefit. For limitation years beginning on or after July 1, 2007, the maximum annual benefit payable shall be determined in accordance with the Maximum Benefits Appendix for Independent Pilots Association. Notwithstanding Section 4.10 of the main text of this Appendix M or any contrary provision of the main text of this Appendix M or this Benefit Schedule, the limitations on maximum benefits payable from this Appendix M shall be in accordance with Code § 415, including, particularly, Code § 415(b)(9), and the regulations thereunder, which are incorporated into this Benefit Schedule by reference.

ARTICLE V
OPTIONAL BENEFIT FORMS

SECTION 5.1. - General. In addition to the Single Life Only Annuity, the following optional forms are available to a Participant who properly waives the Qualified Joint and Survivor Annuity or Single Life Only Annuity:

(a) Joint and Survivor Annuity. The benefit under a Joint and Survivor Annuity shall be the Actuarial Equivalent of a Single Life Only Annuity based on the life of the Participant. Under the Joint and Survivor Annuity, the Participant shall be paid his pension for his lifetime; and his designated beneficiary as of the date of the Participant's retirement, if surviving at the Participant's death, shall be entitled to receive thereafter a lifetime survivorship benefit in a monthly amount equal to a percentage (50%, 66 2/3%, 75%, or 100%, as selected by the Participant) of the monthly amount which had been payable to the Participant. The last payment of the Joint and Survivor Annuity shall be made as of the first day of the month in which the death of the last to die of the Participant and his designated beneficiary has occurred. A Participant may not elect to receive payment of his Retirement Benefit in the form of a Joint and Survivor Annuity if he has a non-spousal beneficiary and such beneficiary is younger than the Participant by more than the maximum number of years specified in the following table based on their ages on their birthdays in the calendar year in which benefit payments commence:

Annuity Form	Maximum Number of Years
Joint and 100% Survivor Annuity	10 years
Joint and 75% Survivor Annuity	19 years
Joint and 66 2/3% Survivor Annuity	25 years

(b) Period Certain and Continuous Annuity. The benefit under a Period Certain and Continuous Annuity shall be the Actuarial Equivalent of a Single Life Only Annuity based on the life of the Participant. Under the Period Certain and Continuous Annuity, the Participant shall be paid his pension for his lifetime; and if the Participant dies before receiving a specified number of monthly payments (120, 180, 240, as selected by the Participant ("guaranteed payments")), the Participant's designated beneficiary shall be entitled to receive thereafter a monthly guaranteed payment equal to the payment which had been payable to the Participant until all of the monthly payments have been made from the Plan to the Participant and his designated beneficiary. The last payment of the Period Certain and Continuous Annuity shall be made as of the first day of the month in which occurs the later of the death of the Participant or the last of the guaranteed monthly payments has been made. Each Participant who selects this option shall designate a beneficiary in writing, in the form and manner required by the Committee, and such beneficiary may be changed by such Participant in the same manner, but such designation shall not be considered made until received by the Committee or its designees on such form and unless it is received by the Committee prior to the Participant's death.

The Committee shall be the sole judges of the effectiveness of the designation or change thereof. If a Participant fails to designate a beneficiary or his designated beneficiary fails to survive the Participant, the Participant's designated beneficiary shall be deemed to be his surviving spouse, if any; or if there is no surviving spouse, his surviving children, in equal shares; or if there are no surviving children, his estate. If a beneficiary dies before all payments are made under this optional form, the remaining payments shall be made in a lump sum or in installments as the Committee shall direct to the beneficiary designated by such beneficiary or, if there is no such designation, to such beneficiary's estate.

(c) Level Income Option. The benefit under a Level Income Option shall be the Actuarial Equivalent of a Monthly Single Life Benefit based on the life of the Participant. Under the Level Income Option, the Participant shall be paid a higher benefit until age 62 or 65, as selected by the Participant, and a reduced benefit after age 62 or 65, as applicable, to provide a more level income over the Participant's lifetime, taking into account the social security primary insurance benefits the Participant is expected to receive at the selected age. The last payment of the Level Income Option shall be made as of the first day of the month in which the death of the Participant occurs.

Execution Copy

AMENDMENT NUMBER SEVEN
TO THE
UPS 401(k) SAVINGS PLAN
AMENDMENT AND RESTATEMENT
EFFECTIVE AS OF DECEMBER 31, 2008

WHEREAS, United Parcel Service of America, Inc. (the "Company") and its affiliated corporations maintain the UPS 401(k) Savings Plan (the "Plan") as amended and restated effective as of December 31, 2008;

WHEREAS, the Board of Directors of the Company ("Board") reserved the right in Section 14.1 of the Plan to amend, modify or change the Plan from time to time; and

WHEREAS, the Board desires to amend the Plan to provide that a participant may request an in-service hardship withdrawal due to economic loss caused by Hurricane Sandy.

NOW THEREFORE, pursuant to the authority vested in the Board of Directors of United Parcel Service of America, Inc. by Section 14.1 of the UPS 401(k) Savings Plan ("Plan"), the Plan is hereby amended as follows:

1. Section 9.8(c)(1), Financial Need, is hereby amended, effective October 26, 2012, by deleting the "or" at the end of Section 9.8(c)(1)(vi), deleting the "." at the end of Section 9.8(c)(1)(vii) and replacing it with a ", or" and inserting a new Section 9.8(c)(1)(viii) at the end of such Section to read as follows:

    (viii) economic loss caused by Hurricane Sandy for Participants whose principal residence on October 26, 2012, was located in one of the counties or Tribal Nations that have been identified as "covered disaster areas" because of the devastation caused by Hurricane Sandy or whose place of employment was located in one of these counties or Tribal Nations on that date or whose lineal ascendant or descendant, dependent or spouse had a principal residence or place of employment in one of these counties or Tribal Nations on that date. "Covered disaster areas" are identified as federally declared disaster areas in the News Releases issued by the IRS for Victims of Hurricane Sandy, which are found on IRS.gov at: http://www.irs.gov/uac/Newsroom/Help-for-Victims-of-Hurricane-Sandy. The provisions in Section 9.8(c)(3)(i) do not apply to these distributions. Distributions shall be made on or after October 26, 2012 and no later than February 1, 2013 for the purpose described under this Section 9.8(c)(1)(viii).

IN WITNESS WHEREOF, the undersigned certify that United Parcel Service of America, Inc. based upon action taken by its Board of Directors and/or its Executive Committee has caused this Amendment Number Seven to be adopted.

ATTEST: UNITED PARCEL SERVICE OF AMERICA, INC.

/s/ Teri P. McClure	/s/ D. Scott Davis
Teri P. McClure	D. Scott Davis
Secretary	Chairman
Date: December 12, 2013	Date: December 12, 2013

Exhibit 12

United Parcel Service, Inc. and Subsidiaries
Ratio of Earnings to Fixed Charges
(dollar amounts in millions)

	Year Ended December 31,				
	2013	2012	2011	2010	2009
Earnings:					
Income before income taxes	$ 6,674	$ 974	$ 5,776	$ 5,290	$ 3,073
Add: Interest expense	380	393	348	354	445
Add: Interest factor in rental expense	192	206	210	205	207
Total earnings	$ 7,246	$ 1,573	$ 6,334	$ 5,849	$ 3,725
Fixed charges:					
Interest expense	$ 380	$ 393	$ 348	$ 354	$ 445
Interest capitalized	14	18	17	18	37
Interest factor in rental expense	192	206	210	205	207
Total fixed charges	$ 586	$ 617	$ 575	$ 577	$ 689
Ratio of earnings to fixed charges	12.4	2.5	11.0	10.1	5.4

Exhibit 21

SUBSIDIARIES OF UNITED PARCEL SERVICE, INC.
As of December 31, 2013

Name of Subsidiary	Jurisdiction of Organization
BT Property Holdings, Inc.	Delaware
BT Realty II, Inc.	Maryland
BT Realty, Inc.	Maryland
C.C. & E.I., L.L.C.	Delaware
UPS Asia Group Pte. Ltd.	Singapore
United Parcel Service Canada Ltd.	Canada
United Parcel Service Co.	Delaware
United Parcel Service Deutschland Inc.	Delaware
United Parcel Service France SNC	France
United Parcel Service General Services Co.	Delaware
United Parcel Service Italia SRL	Italy
United Parcel Service of America, Inc.	Delaware
United Parcel Service, Inc.	Ohio
UPICO Corporation	Delaware
UPINSCO, Inc.	Virgin Islands
UPS Capital Business Credit	Connecticut
UPS Cartage Services, Inc.	Delaware
UPS Ground Freight, Inc.	Virginia
UPS Limited	United Kingdom
UPS Parcel Delivery (Guangdong) Co., LTD.	China (PRC)
UPS SCS GmbH & Co OHG	Germany
UPS SCS Holding Limited	Hong Kong
UPS SCS (Nederland) B.V.	Netherlands
UPS SCS, Inc.	Canada
UPS Supply Chain Solutions, Inc.	Delaware
UPS Supply Chain Solutions General Services, Inc.	Delaware
UPS Worldwide Forwarding, Inc.	Delaware

The names of particular subsidiaries are omitted pursuant to Item 601(b)(21)(ii)of Regulation S-K.

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-192369 on Form S-3 and in Registration Statement Nos. 333-181436, 333-61112 and 333-70708 on Form S-8 of our reports dated February 28, 2014, relating to the consolidated financial statements of United Parcel Service, Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting appearing in this Annual Report on Form 10-K of United Parcel Service, Inc. for the year ended December 31, 2013.

/s/ Deloitte & Touche LLP

Atlanta, Georgia
February 28, 2014

Exhibit 31.1

CERTIFICATE OF CHIEF EXECUTIVE OFFICER

I, D. Scott Davis, certify that:

1. I have reviewed this annual report on Form 10-K of United Parcel Service, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ D. SCOTT DAVIS

D. Scott Davis
Chairman and Chief Executive Officer

February 28, 2014

Exhibit 31.2

CERTIFICATE OF CHIEF EXECUTIVE OFFICER

I, Kurt P. Kuehn, certify that:

1. I have reviewed this annual report on Form 10-K of United Parcel Service, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ KURT P. KUEHN

Kurt P. Kuehn
Chief Financial Officer

February 28, 2014

Exhibit 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and in connection with the Annual Report on Form 10-K of United Parcel Service, Inc. (the "Corporation") for the year ended December 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chairman and Chief Executive Officer of the Corporation, certifies that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ D. SCOTT DAVIS

D. Scott Davis
Chairman and Chief Executive Officer

February 28, 2014

Exhibit 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and in connection with the Annual Report on Form 10-K of United Parcel Service, Inc. (the "Corporation") for the year ended December 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chairman and Chief Executive Officer of the Corporation, certifies that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ KURT P. KUEHN

Kurt P. Kuehn
Chief Financial Officer

February 28, 2014