

TENTATIVE AGREEMENT

LETTER OF UNDERSTANDING NO. 25

SUBJECT: QTFP-IAM/BOEING JOINT PROGRAMS EDUCATION ASSISTANCE PROGRAM / LEARNING TOGETHER

The Union and the Company recognize that to achieve a highly skilled and motivated workforce the parties must create an environment conducive to learning opportunities. To that end ~~the parties in 1990, under the auspices of the IAM/Boeing Quality Through Training Program (Section 20.2), Joint Programs~~ created a financial assistance program named Education Assistance. This jointly administered program provides easy access to financial aid to IAM bargaining unit employees pursuing additional education.

The Company has implemented a financial assistance program named Learning Together. This program is similar in scope to Education Assistance, but provides restricted stock awards not available to Education Assistance participants, and unlike Education Assistance has no fund limitations. In addition, Learning Together is made available to all Boeing employees.

In the spirit of joint cooperation, the Union and the Company agree to the following:

- Learning Together and Education Assistance will co-exist.
- Education Assistance will continue to be co-managed by the Union and the Company through QTFP Joint Programs.
- QTFP Joint Programs will administer Education Assistance for IAM participants at District 24, District 70, and District 751.
- Participants will receive the most favorable benefits of either Learning Together or Education Assistance.
- Participants' cost within Learning Together Guidelines will be borne by Learning Together.
- IAM participants who complete doctorate, masters, bachelors, and/or two-year associate degrees will be awarded restricted stock in units identical to those awarded in Learning Together.

Dated: September 4, 2008