

**Group Benefits Package for
Employees Represented by
SPEEA**

**Retiree Medical Plan
Attachment B**

Technical Unit

November 14, 2008

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ELIGIBILITY

You are eligible for the retiree medical plan if you retire from the service of the Company under the Company-sponsored retirement plan as follows:

You are an active employee and age 55 or older with 10 or more years of vesting service under a Company-sponsored retirement plan.

You are disabled, become eligible for disability benefits under the Company-sponsored retirement plan, and are age 50 or older with 10 or more years of vesting service at retirement.

You are on an approved leave of absence, you are age 55 or older with 10 or more years of vesting service at retirement, and you retire under the Company-sponsored retirement plan directly from your approved leave of absence.

You are on layoff, you are at least age 55 with 10 or more years of vesting service at retirement, and you retire under the Company-sponsored retirement plan within 6 years following your layoff.

If you are eligible for retiree medical coverage as described above, you can defer your retiree medical coverage or receipt of your retirement plan benefit. See Effective Date of Retiree Medical Coverage and the Deferred Enrollment section of Retiree Medical Plan Enrollment for more information.

If you are hired on or after January 1, 2007, you will not be eligible for retiree medical coverage when you retire from the Company. For purposes of determining retiree medical plan eligibility, you are considered to be hired before January 1, 2007, if:

You are on an authorized leave of absence on December 31, 2006, and return to active employment directly from that authorized leave of absence.

You are on layoff on December 31, 2006, and return to active employment within 6 years following your layoff.

You are an active employee on December 31, 2006, go on an authorized leave of absence, and return to active employment directly from that authorized leave of absence.

You are an active employee on December 31, 2006, are laid off, and return to active employment within 6 years following your layoff.

You are no longer eligible for coverage under the retiree medical plan after attaining age 65 or becoming eligible for Medicare.

Eligible Dependents of Retired Employees

Dependents eligible for the retiree medical plan are your legal spouse (as recognized under both applicable state law and the Internal Revenue Code) and children (natural children, adopted children, children legally placed with you for adoption, and stepchildren) who are under age 25, unmarried, and dependent on you for principal support, ~~including children who are attending school.~~

You may request coverage for the following dependents:

An opposite-gender common law spouse if the relationship meets the common-law requirements for the state where you entered into the common-law relationship.

A same-gender domestic partner if:

- You and your partner live in the same permanent residence in a permanent, exclusive, emotionally committed, and financially responsible relationship similar to a marriage.
- Your partner is at least 18 years old, is not related to you by blood, is not married to or separated from another person, and is not involved in another domestic partner relationship.
- Your domestic partner relationship is not solely to obtain coverage under the Plan.

Unmarried children of your same-gender domestic partner who are under age 25 and dependent on you for principal support. These children are considered stepchildren for the purpose of the medical plans.

Other children, as follows, who are under age 25, unmarried, and dependent on you for principal support, ~~including children who are attending school:~~

- Children who are related to you either directly or through marriage (e.g., grandchildren, nieces, nephews).
- Children for whom you have legal custody or guardianship (or for whom you have a pending application for legal custody or guardianship) and are living with you.

~~Proof~~Annual certification of dependent eligibility ~~will be is~~ required ~~to continue coverage from age 19 through age 24.~~

In accordance with Federal law, the Company also provides medical coverage to certain dependent children (called alternate recipients) if the Company is directed to do so by a qualified medical child support order (QMCSO) issued by a court or state agency of competent jurisdiction.

Documentation is required to request coverage for dependents, including a child named in a QMCSO or a child for whom you have been given legal custody or guardianship, ~~or and may be required for~~ a spouse or same-gender domestic partner. You must provide the Boeing Service Center with any required supporting documentation by the date specified by the Boeing Service Center or your request will be denied.

Special Provisions

If you or any of your dependents is covered or becomes covered (or eligible for benefits by reason of having been covered) under another Company-sponsored plan providing medical benefits, that person is not eligible for the retiree medical plan. If you and your spouse or same-gender domestic partner are both employed by or retired from Boeing, you each must be covered by your own Boeing-sponsored medical coverage. However, if your spouse or same-gender domestic partner is a part-time Boeing employee or on an approved leave of absence or layoff, your spouse or same-gender domestic partner and eligible children are considered eligible dependents if other Boeing coverage is waived. If your spouse or same-gender domestic partner and eligible children are covered under your spouse's or same-gender domestic partner's Boeing-sponsored plan, they will be considered eligible for the retiree medical plan at the time they no longer are eligible for coverage under your spouse's or same-gender domestic partner's plan.

No person may be covered both as a retired employee and as a dependent, and no person will be considered as a dependent of more than 1 retired or active employee.

Upon your death, your spouse or same-gender domestic partner and any other covered dependents remain eligible for coverage under the retiree medical plan until the earliest of these dates:

Your spouse or same-gender domestic partner or other dependent attains 65 years of age.

Your spouse or same-gender domestic partner or other dependent becomes eligible for Medicare.

The end of the last month for which contributions are paid.

Disabled/Incapacitated Children

A disabled child age 25 or older may continue to be eligible if a physician documents that the child ~~he or she~~ is incapable of self-support due to any mental or physical condition that began before age 25. You may be required to confirm the disability from time to time. The child must be unmarried and dependent on you for principal support. Coverage may continue under the retiree medical plan for the duration of the incapacity as long as you continue to be enrolled in the plan and the child continues to meet these eligibility requirements.

Special applications for coverage are required for disabled dependent children age 25 or older.

RETIREE MEDICAL PLAN ENROLLMENT

Initial Enrollment

You and your eligible dependents automatically will be enrolled at the time you become eligible, provided you pay any required contributions. You and your dependents will be enrolled in the same plan as immediately before retirement, if available.

You may elect to change medical plans by calling the Boeing Service Center within 31 days of the date you retire. The Company will supply enrollment instructions at the time of your retirement.

All family members, including you, must be enrolled in the same medical plan.

Spouse or Same-Gender Domestic Partner Coverage

Each retired employee enrolling a spouse or same-gender domestic partner must provide information regarding coverage available through another employer to determine whether special contributions are required to enroll the spouse or same-gender domestic partner. If you do not authorize a required contribution, your spouse or same-gender domestic partner will not be enrolled for medical coverage. You will not be able to enroll your spouse or same-gender domestic partner until the date your spouse or same-gender domestic partner loses the option to be covered under the other employer-sponsored medical plan.

The Company will require periodic verification of data.

Special Enrollment Events

If you declined coverage in the retiree medical plan for yourself and/or your eligible dependents when you were first eligible because you or your dependents had other employer-sponsored medical coverage, you may enroll yourself and/or your eligible dependents if you or your dependent experiences one of these special enrollment events:

You or your dependent loses or becomes ineligible for other employer-sponsored medical coverage because of an event such as loss of dependent status under another employer's plan (through divorce, legal separation, termination of a same-gender domestic partnership, or dependent child reaching the limiting age), death, termination of employment, reduction in hours of employment, termination of employer contributions toward the coverage, elimination of coverage for the class of similarly situated employees or dependents, moving out of the plan's service area with no other coverage available from the other employer, or reaching the lifetime limit on all benefits under the other employer's plan.

If you or your dependent reaches the lifetime limit under a Company plan, and you are eligible for another Company plan in your area, you and your dependents may enroll in that other plan.

You or your dependent exhausts any continuation coverage from another employer; that is, coverage provided under the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended (COBRA), ends.

You gain a new dependent because of marriage, same-gender domestic partnership, birth, adoption, or placement for adoption.

If you experience a special enrollment event, you can enroll yourself and/or your eligible dependents in the retiree medical plan as described above. You can enroll in any family status tier and any health plan option available to you.

Special enrollment is not available if you lose coverage because of failure to make timely premium payments or termination from the plan for cause (such as for making a fraudulent claim).

Deferred Enrollment

If you decline enrollment in the retiree medical plan because of other employer-sponsored health care coverage (such as through your spouse's or same-gender domestic partner's employer), you may be able to enroll yourself and your eligible dependents in the Company-sponsored retiree medical plan at a later date as long as enrollment is within 60 days after other coverage ends.

If you are *not* enrolled in the Company-sponsored retiree medical plan and have a new dependent as a result of an event such as marriage, same-gender domestic partnership, birth, adoption, or placement for adoption, you may enroll yourself, your spouse or same-gender domestic partner, and any dependent children during the year as long as enrollment is requested within 60 days after the event by contacting the Boeing Service Center.

If you *are* enrolled in the retiree medical plan and have a new dependent as a result of marriage, same-gender domestic partnership, birth, adoption, or placement for adoption, you may enroll your new dependent during the year as long as enrollment is requested within 120 days after the qualified event. ~~See Changes in Status below for more information.~~

If you *are* enrolled in the retiree medical plan and have not enrolled your eligible dependents because of other employer-sponsored health care coverage, you may be able to enroll your eligible dependents in the Company-sponsored retiree medical plan at a later date as long as enrollment is within 60 days after the other coverage ends. The coverage loss must be due to loss of eligibility for the health care coverage (including from divorce, legal separation, termination of same-gender domestic partnership, death, termination of employment, or reduction in hours of employment), termination of employer contributions toward such coverage, or reaching the other plan's lifetime maximum benefit.

Transfer Between Plans

Transfer between plans is permitted only during authorized annual enrollment periods or following a change of residence.

Annual enrollment period.

The Company establishes an annual enrollment period on or before ~~January 1~~July 1 each year when you may change medical plans.

Change of residence.

If you move out of an EPO, HMO, or coordinated care plan service area, you have 60 days to select a medical plan available in the new location by calling the Boeing Service Center. It is your responsibility to notify the Company of the change in residence within the 60-day period.

Status Changes ~~in Status~~

~~If you already are enrolled for this retiree medical coverage, you may~~ You will not be able to change or add an eligible ~~make~~ dependent if enrollment changes until the next annual enrollment period unless you experience one of the status changes described below ~~in this section~~. Any change to your coverage in enrollment must be consistent with the status change that affects your or your dependent's. ~~To be consistent, the event must cause you or your family member to gain or lose~~ eligibility for Company-sponsored health care coverage or health care coverage sponsored by your eligible dependent's employer, ~~and the election change must be on account of and correspond with your or your family member's gain or loss of eligibility~~.

Status changes include the following:

You acquire a new, eligible dependent through marriage, entering a same-gender domestic partnership, birth, adoption, or placement for adoption.

You lose a dependent through divorce, legal separation, dissolving a same-gender domestic partnership, or annulment of your marriage.

Your covered dependent dies.

Your covered dependent starts or stops working.

Your covered dependent has any other change in employment status that affects eligibility for coverage such as changing from full time to part time (or part time to full time), salaried to hourly (or hourly to salaried), strike or lockout, a transfer between a nonunion salaried position and a union-represented position, or beginning or returning from an unpaid a-leave of absence.

~~You change from retired employment status to active employment status and become eligible for another health care plan.~~

You or your covered dependent experiences a significant increase in the cost of employer-sponsored health care coverage or the employer-sponsored health care coverage ends, including expiration of COBRA coverage.

The Company adds a new benefit option or significantly improves an existing benefit option.

You or your covered dependent experiences a significant curtailment or cessation of employer-sponsored medical~~health care~~ coverage.

You or your covered dependent becomes eligible or ineligible for Medicare or Medicaid.

Your dependent child becomes eligible for, or no longer is eligible for, health care coverage due to age limits, principal support status, or a similar eligibility requirement.

Your covered dependent makes an enrollment change in his or her employer-sponsored health care coverage, either because of a qualified change in status or an annual enrollment.

You or your covered dependent changes place of residence or work, affecting access to care within the current plan [or access to network providers](#).

You also may change an election to comply with a qualified medical child support order (QMCSO) to provide or cancel coverage for a [dependent](#) child resulting from a divorce, annulment, or change in legal custody.

If you are eligible to add new dependents, you must request the dependent enrollment change within 60 days after the qualified event. You can enroll a new dependent within 120 days following your marriage [or entering a same-gender domestic partnership](#) or your dependent child's birth, adoption, or placement for adoption. Enrollment may be requested by calling the Boeing Service Center. To request enrollment for a new dependent more than 60 days but within 120 days after marriage [or entering a same-gender domestic partnership](#), birth, adoption, or placement for adoption, you must call the Boeing Service Center and speak with a customer service representative. You must provide the Boeing Service Center with any **required** supporting documentation [by the date specified by the Boeing Service Center or your](#) ~~within 31 days of the date the dependent enrollment change is requested or the coverage change request will be denied.~~

You may drop coverage for yourself or your dependents at any time. However, you may reenroll only if you and your dependents are continuously covered by an employer-sponsored plan and that coverage ends, as described in Deferred Enrollment.

EFFECTIVE DATE OF RETIREE MEDICAL COVERAGE

Retired Employees

If you are a newly retired employee, the plan becomes effective on the first day of the second month following the month in which your active employment ends, provided you pay any required contributions.

If you are eligible for retiree medical coverage at the time active employment with the Company ends, or as otherwise described in Eligibility—~~Retired Employees~~, you may:

Defer enrollment in the retiree medical plan until the date your benefits begin under the Company-sponsored retirement plan, or

Enroll in the retiree medical plan and defer receipt of benefit payments under the Company-sponsored retirement plan, or

Defer enrollment in the retiree medical plan until your coverage ends under another employer-sponsored health care plan (such as through your spouse's employer), as described in the Deferred Enrollment section of Retiree Medical Plan Enrollment.

You are not eligible for the retiree medical coverage described in this Agreement after becoming eligible for Medicare or attaining age 65.

Dependents

Current eligible dependents are covered for retiree medical benefits on the same date your coverage is effective, provided proper application is made and you pay any required contributions. Eligible dependents acquired after your coverage is effective become covered on the date of marriage or entering a same-gender domestic partnership, date of birth, or date the child is legally placed with you for adoption, if application is made within 120 days of the event and you pay any required contributions. For other newly eligible dependents, coverage is effective on the date dependency is established, if application is made within 60 days and you pay any required contributions.

SUMMARY OF MEDICAL PLAN BENEFITS

The medical plans offered to retired employees are the same as the plans offered to active employees- except that the TRICARE Supplement Plan is available to retirees only.

Effective January 1, 2010, benefit and plan payment provisions will be based on a benefit year of January 1 through December 31.

TERMINATION OF RETIREE MEDICAL COVERAGE

Retiree Coverage

Your medical coverage stops on whichever of the following dates occurs first:

You attain 65 years of age.

You become eligible for Medicare.

The end of the last month that any required contributions are paid.

Your covered dependents can continue their coverage until they reach their termination date, as described below.

Dependent Coverage

Coverage for your eligible dependents terminates on whichever of the following dates occurs first:

Your dependent no longer qualifies as an eligible dependent.

Your dependent attains 65 years of age.

Your dependent becomes eligible for Medicare.

The end of the last month you are covered under this retiree medical plan or the Company-sponsored Medicare Supplement Plan, except in the case of your death.

The end of the last month that any required contributions are paid.

Continuation of Medical Coverage (COBRA)

If medical coverage for your dependents otherwise would terminate due to one of the following reasons, these benefits may continue for specified periods under Public Law 99-272, Title X, as amended, if the individual makes a timely request to the Company and pays the required contribution.

Your death.

Your divorce or dissolution of domestic partnership.

You become entitled to Medicare.

Your dependent child ceases to be a dependent as defined under this plan. (A child eligible to be continued under the plan's incapacitated child provision will still be considered to have dependent status.)

Conversion Privilege

If medical coverage terminates for reasons other than voluntary cancellation of coverage or by becoming eligible for another Company-sponsored plan, the service representative will make available an individual program of medical benefits similar to those then being issued for group conversion. The benefits provided under the individual plan will not exactly duplicate the benefits provided under this group medical plan. This conversion privilege is available to your covered dependents who cease to qualify under the group policy and to surviving covered dependents if you die. No evidence of insurability is required.

TRICARE SUPPLEMENT PLAN DESCRIPTION OF BENEFITS

The plan is insured by Hartford Life and Accident Insurance Company and administered by Association & Society Insurance Corporation.
The benefits described below are for illustrative purposes only and subject to change at the discretion of the plan administrator.

Eligible Employees and Dependents*	Individuals enrolled in TRICARE (Department of Defense coverage): – Military retirees and their dependents – Dependents of active duty military personnel
Benefits Supplementing TRICARE Standard/Extra	100% of annual deductible amounts 100% of military hospital subsistence charges 100% of civilian hospital coinsurance amounts 100% of outpatient services coinsurance amounts 100% of deductibles and copayments for prescription drugs 100% of charges in excess of usual and customary
Benefits Supplementing TRICARE Prime/POS	100% of HMO network and pharmacy copayments 50% of nonnetwork deductibles 50% of nonnetwork coinsurance amounts 100% of charges in excess of usual and customary
Vision Care	Provided through the Boeing vision care program
Coverage Ends	For retiree employee and spouse at age 65 or earlier entitlement to Medicare For dependent children at age 21 or 23 if full-time students
* Includes retired employees and their dependents who are not eligible for Medicare	