

TENTATIVE AGREEMENT

LETTER OF UNDERSTANDING NO. 17 RELATING TO SHAREVALUE PROGRAM *(Engineering and Technical Units)*

The Company and the Union agree that all eligible represented employees may participate in the Boeing ShareValue Program (also known as the ShareValue Trust) for the duration of this Agreement. The parties agree that the Company's success depends upon the ability to return long-term value to the shareholders. The intent of this incentive program is to help inform employees about what makes a business run and produces shareholder value, and to allow employees to share in the results of their efforts to increase shareholder value.

Employees will be eligible to participate in accordance with the governing provisions of the ShareValue Program as set forth in the official Program documents. In the event of any conflict between this Letter of Understanding and the official ShareValue program documents, the official ShareValue Program documents will prevail in every case.

Eligible participants will proportionally share in a ShareValue Program distribution based on the number of months they were eligible to participate during any investment period falling within the term of this Agreement or any preceding Agreement that provided for their participation in the ShareValue Program. If the ShareValue Program is continued beyond its current termination date, all eligible bargaining unit employees may continue to participate.

Dated: December 2, 200~~8~~⁵

**Society of Professional Engineering
Employees in Aerospace**

The Boeing Company

By _____

By _____

Dated _____

Dated _____