Layoff Benefits Plan

Summary Plan Description
2000 Edition/Eligible Employees

The summary plan description (SPD) for this Plan is this booklet and any summaries of material modifications (Updates). Updates are issued if the Company adds to or changes benefits in the Plan after the SPD is published. The Updates, if any, are incorporated at the end of this booklet. In addition, some updates are incorporated directly into this booklet.

The content and delivery of this booklet are intended to comply with the Employee Retirement Income Security Act of 1974, as amended (ERISA). If there is any conflict between the information in this booklet and the official Plan document, the official Plan document will govern.

Updated: January 2010
Plan Highlights
This booklet describes the Layoff Benefits Plan that may be available to you if you are an eligible employee of The Boeing Company or any adopting affiliate or subsidiary (“the Company”). The provisions of the plan are effective January 1, 2000, unless otherwise noted.
The plan is designed to provide financial protection if you are involuntarily laid off. You may receive up to 26 weeks of pay, depending on your length of service with the Company.
The Company pays the full cost of the Layoff Benefits Plan.

General Plan Provisions
Because there are certain limitations to the Layoff Benefits Plan, you are encouraged to read this material carefully. If you have questions, call your People representative at the telephone number listed in Exhibit 1 on page 4-12.
Although the Company fully intends to continue the plan, it reserves the right to change, modify, amend, or terminate the plan at any time. Currently, authority to amend the plan has been delegated to the Employee Benefit Plans Committee.
The benefits described in this booklet are provided under The Boeing Company Layoff Benefits Plan or the Helicopters Division Layoff Benefits Plan (jointly referred to in this booklet as “the Plan”), as applicable. The Plan provides benefits in the event of an involuntary layoff for eligible employees of the Company.
Benefits payable under the Plan are limited to the benefits specified by the Plan. The Plan Administrator administers the Plan strictly in accordance with its provisions. The Plan Administrator has the right to recover overpayments, regardless of the cause, nature, or source of the overpayments.
The Plan Administrator is authorized to interpret the Plan and to decide appeals. The Plan Administrator also is authorized to review appeals. Participants’ appeal rights and the responsibilities of the Plan Administrator are specified in the Plan.

This booklet summarizes the terms of The Boeing Company Layoff Benefits Plan and the Helicopters Division Layoff Benefits Plan. Every effort has been made to provide an accurate summary of each Plan, but in the event of a conflict between this booklet and the official Plan document, the terms of the Plan document will control. Copies of the Plan document are available at the cost of reproduction by sending a written request to The Boeing Company, P.O. Box 3707, MC 11-60, Seattle, WA 98124-2207.
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Eligibility

Eligibility to Participate
You are eligible to participate in the Layoff Benefits Plan described in this booklet if you are on the active payroll and paid through the Company’s Payroll Department, have at least one full year of service with the Company at the time of the eligible layoff, and you are a

- Nonunion employee of an adopting company or subsidiary who is not on the executive payroll. (See “Approved Companies and Subsidiaries” on page 4-8.)
- Union-represented employee who is covered under the applicable collective bargaining agreement between the Company and one of the unions listed on pages 4-10 and 4-11.
- Member of any other participating group of employees approved by the Boeing Employee Benefit Plans Committee.

Under this plan, Company service is determined by the provisions of the Company Service Awards Program.

You are not eligible to participate in this plan if, at the sole discretion of the Plan Administrator, you are determined to be contract labor or an independent contractor, whether providing services to the Company or a subsidiary, or in any other employee group or classification not eligible to participate in this plan.

How to Participate
You automatically participate in this plan at the time you meet each of the eligibility requirements listed above.

Effective Date of Coverage
Your coverage under this plan becomes effective after you have completed one full year of Company service, provided you meet all other eligibility requirements described above.
Benefits

When Benefits Are Paid

Benefits are paid under this plan if you experience a layoff event. A layoff event is an involuntary layoff from employment with the Company.

The following events are not considered an involuntary layoff:

• You become employed by a division, affiliate, or subsidiary of The Boeing Company upon the layoff.

• The layoff occurs because of a merger, sale, spin-off, reorganization, or similar transfer of assets or stock, or because of a change in the operator of a facility or a party to a contract, and you are offered employment with the new employer, operator, or contractor (or an affiliated business enterprise) after the layoff.

• The layoff occurs because of an act of God, natural disaster, or national emergency.

• The layoff occurs because of a strike, picketing of the Company’s premises, work stoppage, or any similar action that would interrupt or interfere with any operation of the Company.

• The termination of employment is for any reason other than involuntary layoff, such as voluntary or temporary layoff, completion of a temporary assignment, resignation, dismissal, retirement, death, or leave of absence.

Special Provisions for Involuntary Layoff

If you are an eligible nonunion employee, you also are eligible to receive benefits under this plan if you elect to take an involuntary layoff instead of accepting an offer of less than equivalent employment. “Less than equivalent employment” is defined in the Workforce Administration policies and procedures that are applicable to your current work site. These policies and procedures are available through your Workforce Administration representative.

Effective March 20, 2000, the provision described above applies to eligible employees represented by the Society of Professional Engineering Employees in Aerospace. Effective July 20, 2000, the provision described above also applies to eligible employees represented by the Lazy B Pilots Association.

If you are an eligible employee represented by the International Association of Machinists and Aerospace Workers District Lodge Nos. 751, 24, 70, or Local No. 86, you also are eligible to receive benefits under this plan if you elect to take an involuntary layoff instead of accepting a downgrade offer. “Downgrade offer” is defined in the applicable collective bargaining agreement.
Benefit Amount
The amount of the benefit you are eligible to receive under the Layoff Benefits Plan depends on your length of service with the Company and your pay rate at the time of the layoff event.
For each full year of service you have with the Company, up to 26 years, you will receive one week of pay. Your years of service are determined by the provisions of the Company Service Awards Program. A week of pay is determined as of the date of the layoff event. See the following table for the week of pay calculation.

<table>
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<tr>
<th>Week of Pay Calculation</th>
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<tbody>
<tr>
<td>Week of Pay =</td>
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<tr>
<td>The hourly base rate of pay, \textit{plus}</td>
</tr>
<tr>
<td>Any applicable cost of living adjustment (excluding shift differentials or other premiums), \textit{multiplied by}</td>
</tr>
<tr>
<td>The number of normally scheduled part-time or full-time hours in a work week, up to a maximum of 40 hours.</td>
</tr>
</tbody>
</table>

\textbf{Note:} The formula used to calculate your benefit under the Layoff Benefits Plan is subject to the terms of any applicable collective bargaining agreement and may vary from the formula shown here.

Interest will not accrue on a layoff benefit regardless of the time of layoff.

\textbf{Condition to Receive Benefits (Nonunion Employees)*}
To receive layoff benefits, you must sign the release and waiver agreement provided by the Company. You will be given this document at the time of your layoff notification. You need to sign the release and waiver agreement and return it to the Company. If you do not return the release and waiver agreement within the time period stated on your release and waiver agreement, you will not be eligible to receive layoff benefits.

\textbf{Benefit Payments}
If you are eligible to receive layoff benefits under this plan, your benefit generally will be paid in the form of income continuation.
If you have recall, seniority, or first consideration recall rights, you may elect to have your benefits paid in a single lump sum. However, if you elect this lump-sum payment, these rights will be canceled. At the time of the layoff, you will be provided with election materials to choose the form of payment you prefer. If you do not make an election by the deadline stated in the materials, you will receive your benefits in the form of income continuation. Once you elect a payment option, you may not change it. Each form of payment is described below.

*Updated: October 26, 2009
**Income Continuation**

The income continuation form of payment pays you layoff benefits on your regular paydays. For example, if you are paid every two weeks as an active employee, your layoff benefits would be paid in 80-hour increments on your regular paydays.

Your first payment will begin no later than the second regular payday following the date of your layoff. Your layoff benefit under this option ends on the earliest of the following:

- Exhaustion of your layoff benefit.
- The date you are reemployed by the Company, an affiliate, or a subsidiary (including as contract labor).*
- You fail to accept reemployment, within 10 regular workdays after a recall notice is mailed (or as otherwise provided by the terms of a collective bargaining agreement that provides for participation in this plan), on other than a temporary basis with the Company or an affiliate or subsidiary of the Company. (Reemployment must be accepted within five regular workdays for employees represented by the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America [UAW] Local No. 1069.)
- You fail to report to work on the date designated by the Company.
- Your employment status changes from layoff to resignation, dismissal, retirement, death, or leave of absence.

**Single Lump Sum**

The single lump-sum option pays you the full amount of your layoff benefits in a single lump sum. Payment will be made to you within a reasonable period of time following your layoff.

If you elect the lump-sum payment option, you forfeit your applicable recall, seniority, and first consideration recall rights.

**Limits on Payments**

You may not receive a layoff benefit more than once during any three-year period. However, if you are reemployed by the Company before you have received your total layoff benefit and you are laid off again, any unused layoff benefit will then be payable as described above. The unused layoff benefit will be based on your full length of service with the Company at the time of the subsequent layoff.

In addition, the amount of your layoff benefit will not exceed two times the annual compensation you received in the year prior to the layoff event. For the purpose of this plan, annual compensation means the total of all compensation, including wages, salary, and any other benefits of monetary value, whether paid in the form of cash or otherwise, that you were paid as compensation for your service during the year or that you would have been paid at your usual rate of compensation if you had worked a full year.

The layoff benefit for which you are eligible will be reduced by any amounts you are paid under any other severance pay or layoff benefits plan of The Boeing Company, a subsidiary, or an affiliate. Periods for which you receive benefits under the income continuation option are not considered as service under any employee benefit plan or program. Layoff benefits are not treated as compensation under any employee benefit plan or program.

All rights to layoff benefits end the date you die, whether or not benefit payments have begun.

*Updated: January 2010*
**Repayment of Benefits**
If you are rehired by the Company or an affiliate or subsidiary (including as contract labor) within 26 weeks from a layoff and you received a lump-sum layoff benefit, you must repay any excess benefit to the Company, or the Company will be authorized to collect the excess benefit directly from you. For example, if you receive a 13-week lump-sum layoff benefit and then are rehired in week 10, you will be required to pay back three weeks of the lump sum.

**Overpayments**
If you receive a layoff benefit payment and later it is determined that you were not eligible to receive all or part of the payment, the Company reserves the right to recover the payment, including deducting the payment from any amount owed to you by the Company.

**Recovery of Debt**
If you owe the Company an acknowledged debt, including but not limited to loans, relocation costs, and travel advances, the debt may be deducted from your layoff benefits, subject to applicable state laws.

**Employment Rights**
Any applicable recall, seniority, or first consideration recall rights are determined by the applicable Company policies or collective bargaining agreements. Nothing in this plan creates any new or different employment rights, including any right to be rehired by or recalled to the Company.

**How to Apply for Benefits**
You will receive an election form from your People organization if you are laid off or if the Company expects a layoff will occur. Instructions for completing and submitting the form are printed on the form. If you do not receive a form and you believe you are entitled to a layoff benefit, contact your People representative.

The following tips should help avoid delays in claim processing and benefit payments.

- Complete all the information requested on the form, including your full name, address, Social Security number, and the form of payment you prefer.
- If additional information is requested, be sure the additional information includes your name, address, and Social Security number.

**Review and Appeal Procedures**
Your election of layoff benefits is considered a claim for benefits. Within 90 days, you either will begin receiving benefits or you will receive a notice that your election for benefits was denied. If special circumstances require more time, the review period may be extended up to an additional 90 days. You will be notified in writing of this extension. If your claim is denied, you will be notified in writing, given the specific reasons for the denial, advised of your right to obtain copies of documents relating to the decision, without charge, and advised of your appeal rights.

Often, you can resolve questions about a denied claim without a formal appeal. If you think a benefit has been denied in error, the issue can often be resolved by calling the Plan Administrator and discussing the situation. If the claim is not resolved through an informal review process, you may file a formal appeal seeking review of that decision.

You or a person you appoint may appeal any denial or partial denial by writing to the Plan Administrator within 60 days after receiving the denial or partial denial of Plan benefits. You must indicate the reason for your appeal and may include any information or documents that you believe are relevant to the claim.

*Updated: January 2010*
The Plan Administrator will review the appeal and render a decision. It is the Plan Administrator’s exclusive right to interpret the Plan, and, exercising its discretion, to determine all questions arising under the Plan. The Plan Administrator will notify you of its decision within 60 days after receiving your appeal. If special circumstances require more time, the review period may be extended up to an additional 60 days. You will be notified in writing of this extension. The Plan Administrator will provide you with its final decision in writing and will indicate the specific Plan provision upon which the decision is based. The decisions of the Plan Administrator are final and binding. Benefits will be paid under the Plan only if the Plan Administrator or the Company decides in its discretion that you have met the eligibility and participation requirements and the Plan Administrator has determined that you are entitled to the benefits.

You must proceed through the full claim and appeal process before pursuing other remedies. If you have not received notification within the time periods described above, you should consider your claim denied and proceed to the next level of the appeal process.

The address and telephone number of the Plan Administrator is Employee Benefit Plans Committee, 100 North Riverside, MC 5002-8421, Chicago, IL 60606-1596, telephone number 312-544-2297.*

You may not take legal action against the Company for any claim for benefits under this Plan unless you instigate the legal action within two years after the date of the event upon which the claim is based.

**Approved Companies and Subsidiaries**

Nonunion employees of the following approved companies and subsidiaries are eligible to participate in The Boeing Company Layoff Benefits Plan described in this booklet.

- The Boeing Company.
- McDonnell Douglas Corporation.
- McDonnell Douglas Helicopter Company.
- McDonnell Douglas Helicopter Support Services, Inc.
- Boeing Aerospace Australia Pty. Ltd.
- Boeing Aerospace–U.K., Ltd.
- Boeing Aerospace–TAMS, Inc.
- Boeing Capital Corporation.
- Boeing Realty Corporation.
- McDonnell Douglas Middle East, Ltd.
- Boeing Overseas, Inc.
- McDonnell Douglas Service, Inc., departments P007, P010, P014, P015, P022, P062, P093, P096, and P763 in component code MC.
- Boeing Spain, Ltd.
- Boeing Aerospace, Ltd.
- Boeing Aerospace Switzerland, Inc.
- Boeing Travel Management Company.
- MDFC Equipment Leasing Corporation.
- MDFC Loan Corporation.

Nonexecutive employees in component code MA in employee units ID, DY, and IE are excluded from the list of approved companies and subsidiaries.

*Updated April 2009
**Special Disclosure and Other General Plan Information**

**Plan Name**
The official names of the Plans described in this booklet are The Boeing Company Layoff Benefits Plan and the Helicopters Division Layoff Benefits Plan (jointly referred to in this booklet as “the Plan”). The information in this booklet describes the Plan as required by the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

**Plan Sponsor**
The Boeing Company Layoff Benefits Plan and the Helicopters Division Layoff Benefits Plan are sponsored by The Boeing Company, 100 North Riverside, MC 5002-8421, Chicago, IL 60606-1596.*

**Plan Administrator and Agent for Service of Legal Process**
The Plan Administrator is the Employee Benefit Plans Committee (EBPC), appointed by The Boeing Company Board of Directors, which may be reached through the above address or by calling 312-544-2297.* Legal process may be served upon the Committee at the above address.

As Plan Administrator, the EBPC has authority over administration of the Plan and has all powers necessary to enable it to carry out its duties as Plan Administrator, such as determining questions of eligibility and benefit entitlement. The Plan Administrator has authority to make these determinations in its sole discretion. The Plan Administrator’s decision upon all such matters is final and binding.

The Plan Administrator also has been delegated authority by the Board of Directors to amend the Plan. The Board of Directors has authority to terminate the Plan.

The Plan Administrator may establish rules and procedures to be followed by participants and beneficiaries in filing applications for benefits and in other matters required to administer the Plan. In addition, the Plan Administrator may

- Prescribe forms for filing benefit claims and for annual and other enrollment materials.
- Receive all applications for benefits and make all determinations of fact necessary to establish the right of the applicant to benefits under the provisions of the Plan, including the amount of such benefits.
- Appoint accountants, attorneys, actuaries, consultants, and other persons (who may be employees of the Company) to advise the Plan Administrator; also, the Plan Administrator may rely upon the opinion of counsel and upon reports furnished by others that it selects.
- Delegate these and other administrative duties and responsibilities to persons or entities of its choice (including delegation to employees of the Company).

In general, members of the EBPC are not individually liable for their actions or the actions of others, but if held liable, will be indemnified to the fullest extent permitted under the bylaws of The Boeing Company.

*Updated: April 2009*
Type of Administration
The Plan is administered according to the terms of the Plan document and any applicable collective bargaining agreements.

Type of Plan
The Plan is a welfare benefit severance pay plan.

Funding and Contributions
The Plan is unfunded, and layoff benefits are paid from the general assets of the Company.

Benefit Payments
Benefit payments are administered by the Plan Administrator according to the provisions of the applicable Plan document.

In the event a benefit is payable to a person who is legally disabled, incapacitated, or otherwise unable to manage his or her affairs, the Plan Administrator, in its discretion, may direct payment of that benefit to another person, including a guardian or legal representative of that person. In the event a payment is made under these circumstances, the EBPC and the Plan will have no further liability for that claim.

In the event an incorrect amount is paid to you or on your behalf, any remaining payments may be adjusted to correct the error, including withholding from future reimbursements. The Plan Administrator also may take other action it determines is necessary or appropriate to correct any such error.

Any former employee who knowingly, and with intent to defraud or deceive, gives false, incomplete, or misleading information, when filing a claim or in any other respect under the Plan, may be subject to forfeiture of benefits. The Company reserves the right to recover from former employees any overpayment of claims or cost of coverage that results from inaccurate information.

Finally, nothing in the Plan, including the receipt of benefits, is to be construed as a contract of employment, and nothing in the Plan gives any employee the right to be retained in the employ of the Company or to interfere with the rights of the Company to discharge any employee at any time.

Plan Records
Records of the Plan are kept on a calendar year basis. The Plan Administrator (or its delegates) will keep records of all acts and determinations made under the Plan, as well as any other documents that may be necessary for the administration of the Plan.

Plan Number and Employer Identification Number
The Plan number assigned by The Boeing Company to The Boeing Company Layoff Benefits Plan pursuant to instructions by the U.S. Department of Labor is 597. The Plan number assigned by The Boeing Company to the Helicopters Division Layoff Benefits Plan is 598. The Boeing Company employer identification number is 91-0425694.
Unions

The Boeing Company Layoff Benefits Plan is provided in accordance with agreements with the following unions:

International Association of Fire-Fighters, AFL-CIO
  Local No. I-17
  Local No. I-66

International Association of Machinists and Aerospace Workers, AFL-CIO
  Aerospace Industrial District Lodge No. 751
  District Lodge No. 24
  District Lodge No. 70
  Local No. 86

International Brotherhood of Electrical Workers, AFL-CIO
  Local No. 271

International Brotherhood of Teamsters
  Local No. 174
  Local No. 795

International Union of Operating Engineers
  Local No. 286
  Local No. 286W

International Union, Security, Police and Fire Professionals of America and Certain Affiliated Amalgamated Locals
  Local No. 2
  Local No. 5
  Local No. 255
  Local No. 506

Lazy B Pilots Association

Society of Professional Engineering Employees in Aerospace
  Engineering Unit
  Technical Unit
  Wichita Engineering Unit

The Helicopters Division Layoff Benefits Plan is provided in accordance with an agreement with the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW), Local No. 1069.
Participant Rights and Protections Under ERISA

The Employee Retirement Income Security Act of 1974 (ERISA), as amended, guarantees certain rights and protections to participants of welfare benefit plans such as The Boeing Company Layoff Benefits Plan and Helicopters Division Layoff Benefits Plan described in this booklet. As in the past, the Company fully intends to support your rights. Nevertheless, federal law and regulations require that a statement of ERISA rights be included in this description of the Plan.

You have the following rights as a participant in the Plan:

• You may examine, without charge, at the Plan Administrator’s office, or work sites with 50 or more employees, all documents governing the Plan, including collective bargaining agreements and a copy of the latest annual report (Form 5500 Series) filed by the Plan with the U.S. Department of Labor.

• If you want a personal copy of these documents or related material, send a written request to the Plan Administrator. You can obtain copies of documents governing the operation of the Plan, including collective bargaining agreements, copies of the latest annual report (Form 5500 Series), and the updated summary plan description. You will be charged only the actual cost of reproduction.

• Each year, the Company will provide Plan participants with a summary of the Plan’s annual financial report. In accordance with ERISA, these summary annual reports will be sent automatically to all participants in the following year. Copies, including previous years’ reports, are available at The Boeing Company. (See the address on page 4-8.)

Under ERISA, the people responsible for operating the Plan are called fiduciaries. These individuals have an obligation to administer the Plan prudently and to act in the interest of you and other Plan participants and beneficiaries. No one, including your employer, union, or any other person, may fire you or otherwise discriminate against you in any way to prevent you from receiving benefits or exercising your rights under ERISA.

When you become eligible for payments from the Plan, follow the appropriate steps for submitting a claim. In case of claim denial in whole or in part, you will receive a written explanation of the reasons for the denial. You have the right to have the Plan review and reconsider your claim. See page 4-7 for a description of review and appeal procedures.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request materials from the Plan and do not receive them within 30 days, you may file suit in a federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay you up to $110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the administrator. If your claim for benefits is denied or ignored, in whole or in part, you may file suit in a state or federal court. If it should happen that Plan fiduciaries misuse the Plan’s money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

If you have questions about your Plan, contact the Plan Administrator at P.O. Box 3707, MC 11-60, Seattle, WA 98124-2207 (telephone 206-544-1102). If you have any questions about this statement or about your rights under ERISA, contact the nearest office of the Pension and Welfare Benefits Administration, U.S. Department of Labor, listed in your telephone directory, or the Division of Technical Assistance and Inquiries, Pension and Welfare Benefits Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, DC 20210.
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<th>Where to Get More Information*</th>
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<tr>
<td>If you have questions about…</td>
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| Eligibility and benefits | Boeing TotalAccess | Web site: Your Benefits Resources, through Boeing TotalAccess  
• Boeing Web: [https://my.boeing.com](https://my.boeing.com)  
• World Wide Web: [www.boeing.com/express](http://www.boeing.com/express)  
Telephone: through Boeing TotalAccess  
• General: 1-866-473-2016  
• TTY/TDD: 1-800-755-6363  
• Boeing TotalAccess hours of service  
  – Automated telephone system: self-service applications are available 24 hours a day, seven days a week  
  – Representatives available Monday through Friday from 7 a.m. to 8 p.m. Central time  
You must have your BEMS ID number (or Social Security number) and Boeing TotalAccess password to use Boeing TotalAccess on the World Wide Web or by telephone |
| Appeals | Plan Administrator | Employee Benefit Plans Committee  
100 North Riverside  
MC 5002-8421  
Chicago, IL 60606-1596  
Phone: 312-544-2297 |

*Updated: January 2009*
January 1, 2006

Health & Welfare, Savings, and Pension Plan Changes

Certain Nonunion BAO Employees

This Update summarizes plan changes that affect your benefit plans and updates your summary plan descriptions. The effective date of each change is January 1, 2006, unless otherwise noted.

The changes in this Update will apply to the following plans:

- The Boeing Company Employee Health and Welfare Benefit Plan (Plan 503).
- The Boeing Company Employee Health Benefit Plan (Plan 626).
- The Boeing Company Cafeteria Plan (Plan 576).
- The Boeing Company Non-Union Long Term Disability Plan (Plan 625).
- The Boeing Company Layoff Benefits Plan (Plan 597).
- The Pension Value Plan for Employees of The Boeing Company (Plan 029).
- The Boeing Company Voluntary Investment Plan (Plan 002).

Eligibility

You are eligible for these benefits if you are an active nonunion Boeing Aerospace Operations, Inc. (BAO) employee (except for nonunion employees who are both [1] dedicated strictly to a BAO training or maintenance business and [2] dedicated to a single sustainment program [as defined in Boeing procedure PRO-4041]).

You are not eligible to enroll if you are working in a capacity that, at the sole discretion of the plan administrator, is considered contract labor or independent contracting.

For More Information

Contact the Boeing service centers through Boeing TotalAccess.

- On the Boeing Web: Log on to https://my.boeing.com and click the TotalAccess tab.
- On the World Wide Web: Log on to https://my-ext.boeing.com using your BEMS ID number (or Social Security number) and your Boeing TotalAccess password.
- Call Boeing TotalAccess toll free at 1-866-473-2016 (TTY/TDD: 1-800-755-6363) and follow the prompts. You must have your BEMS ID number (or Social Security number) and your Boeing TotalAccess password. Customer service hours vary by service center; representatives generally are available during regular business hours.
Plan Amendment Information

This *Update* is a summary of material modifications to your summary plan descriptions for the following Company benefit plans:

- The Boeing Company Employee Health and Welfare Benefit Plan (Plan 503).
- The Boeing Company Employee Health Benefit Plan (Plan 626).
- The Boeing Company Cafeteria Plan (Plan 576).
- The Boeing Company Non-Union Long Term Disability Plan (Plan 625).
- The Boeing Company Layoff Benefits Plan (Plan 597).
- The Pension Value Plan for Employees of The Boeing Company (Plan 029).
- The Boeing Company Voluntary Investment Plan (Plan 002).

This document is provided to you in accordance with the Employee Retirement Income Security Act of 1974, as amended.

If there is any discrepancy between this *Update* and the Plan documents listed above, the Plan documents will control. Although the Company fully intends to continue the Plans described here, the Company reserves the right to change, modify, amend, or terminate them at any time and for any reason for employees, former employees, retirees, and their dependents.
Voluntary Layoff Benefits Program

Eligible Employees Represented by SPEEA

The Boeing Company is currently offering a Voluntary Layoff Benefits Program to allow certain SPEEA-represented employees to volunteer for layoff during a reduction in force. The Program will be used only in situations where it makes business sense, as determined and approved by business unit leaders and functional skills management teams, with oversight by the Employee Benefit Plans Committee.

This Update summarizes a change that affects your layoff benefits plan and updates your summary plan description. The effective date of the change is January 1, 2009.

The change in this Update applies to The Boeing Company Layoff Benefits Plan (Plan 597). This Update is for your information and is being provided to you as required by Federal law.

Eligibility

To be eligible for the Voluntary Layoff Benefits Program (“Program”), you must be an active employee

- In an identified group of SPEEA-represented employees and
- In a job or skill area that has been approved for the Program. (See “How the Process Works,” below.)

In addition, to be considered for voluntary layoff, you must be able to share your job knowledge, skills, and abilities with another employee, and you must have a knowledge transfer plan (if needed) that is approved by a functional skills manager.

How the Process Works

The following steps describe the voluntary layoff process:

1. A business unit identifies the need to reduce headcount.

2. The business unit works with a functional skill team to evaluate the options to reduce headcount—such as determining whether other areas of the Company have a need for these job skills and reviewing whether there are contract labor positions or temporary employees in these job classifications that can be eliminated.

3. After other options have been reviewed, the business unit, functional skill team, and steering team may authorize use of the Program for certain skill groups.

4. After receiving the opportunity to participate from a skill team leader, you may request voluntary layoff. Your request is approved or denied based on eligibility and selection criteria. (See “Selection Criteria,” on the next page.)

5. If your request for voluntary layoff is approved, and after the required knowledge transfer plan (if needed) is completed, you will be laid off.
Selection Criteria
The functional skill teams will select eligible employees, beginning with those who have the most years of Company service, until the percentage of authorized voluntary layoffs is reached.

Certain employees may be excluded from participation in the Program, including

- Those whose most recent hire date was in the last five years.
- Those who perform a critical statement of work or who are subject matter experts in key technologies or skill areas.
- Those who are participating in or have recently participated in a Company-sponsored employee developmental program.

If you are selected to participate in the Program, you must forfeit applicable priority recall rights.

Benefits of the Program
If you are accepted for the Voluntary Layoff Benefits Program, you will receive a lump-sum payment—one week of pay for every two completed years of service up to a maximum of 13 weeks.

In addition, the following benefits are available from the health care plans and The Boeing Company Employee Retirement Plan (BCERP):

- Continuation of health care insurance, generally up to three months, at the active contribution amount.
- If you become eligible to begin your pension benefits during the six-year period following your layoff, your pension will be calculated as if you had retired from active employment.

For More Information
Contact your skill team leader for specific information about the Voluntary Layoff Benefits Program.

Contact the Boeing Service Center through Boeing TotalAccess for general information about your layoff benefits.

- **On the Boeing Web:** Log on to [https://my.boeing.com](https://my.boeing.com) and click the TotalAccess tab.
- **On the World Wide Web:** Log on to [www.boeing.com/express](http://www.boeing.com/express) using your BEMS ID number (or Social Security number) and your Boeing TotalAccess password.
- **By telephone:** Call **1-866-473-2016**. TTY/TDD services are available at **1-800-755-6363**. You must have your BEMS ID number (or Social Security number) and your Boeing TotalAccess password. Customer service representatives generally are available during regular business hours.

Plan Amendment Information
This *Update* is a summary of material modifications to your summary plan description for The Boeing Company Layoff Benefits Plan (Plan 597).

This document is provided to you in accordance with the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Every effort has been made to provide accurate information in this *Update*. In the event of a conflict between this *Update* and the official Plan documents, the terms of the official Plan documents will control. Copies of the summary plan description may be obtained by contacting the Boeing Service Center through Boeing TotalAccess.

Although the Company fully intends to continue the Plan described here, the Company reserves the right to change, modify, amend, or terminate it at any time and for any reason for employees, former employees, retirees, and their dependents.
Voluntary Layoff Benefits Program

Eligible Employees Represented by SPEEA in Engineering, Operations & Technology – IT

This Update summarizes a change that affects The Boeing Company Layoff Benefits Plan (Plan 597) and updates your summary plan description.

This Update is for your information and is being provided to you as required by Federal law.

Engineering, Operations & Technology – IT (EO&T – IT) is implementing a Voluntary Layoff Benefits Program under The Boeing Company Layoff Benefits Plan (Layoff Benefits Plan). It allows certain SPEEA-represented employees to volunteer for layoff during the current surplus condition.

This Voluntary Layoff Benefits Program balances the need to align workforce skills with the need to retain the knowledge, skills, and abilities required to perform the current and future statement of work for EO&T – IT. It will be used only at locations and for jobs or skill areas where it makes business sense, as determined and approved by EO&T – IT leaders and functional skills management teams.

Eligibility

To be eligible for the program, the SPEEA-represented employee must meet the following criteria:

- Be a member of the EO&T – IT organization,
- Have a base work country of the United States,
- Be employed in EO&T – IT and be classified in a declared surplus skill/level and location,
- Be a Level 3, 4, 5, or 6,
- Not be program critical or a key subject matter expert (as determined by the voluntary layoff steering team),
- Have an adequately trained backfill or successfully completed a Knowledge Transfer Plan (as determined by the voluntary layoff steering team),
- Be on the active payroll and paid through The Boeing Company’s (Company) payroll system,
- Have at least one full year of service, and
- Be approved for voluntary layoff by the voluntary layoff steering team.

The voluntary layoff must be approved on or after May 27, 2014, and on or before December 31, 2014, and the voluntary layoff event must occur on or after September 19, 2014, and on or before December 31, 2015.

To receive a voluntary layoff benefit under this program, the employee must timely sign the release and waiver agreement provided by the Company.

As noted above, a critical component of the Voluntary Layoff Benefits Program is the transfer of knowledge. A key part of the process to be considered for the voluntary layoff is that the employee share his or her job knowledge, skills, and abilities with another employee.
How the Process Works

After receiving the opportunity to participate, an employee will determine if he or she is interested in a voluntary layoff and, if so, may request to be considered for the Voluntary Layoff Benefits Program. The employee’s request for voluntary layoff must be submitted in accordance with the procedures established by the Company.

Requests will be approved or denied based on eligibility and selection criteria. If an employee’s request for voluntary layoff is approved and the Knowledge Transfer Plan completed (as determined by the voluntary layoff steering team), then the employee is laid off on the date identified by the Company.

Eligible employees will be selected until the number of authorized voluntary layoffs is reached. If too many employees in a particular job classification volunteer for voluntary layoff, selections will be based on criteria that include business needs and years of Company service.

Certain employees may be excluded from participation in the program. They include employees who perform a critical statement of work or who are key subject matter experts (as determined by the voluntary layoff steering team).

Benefits of the Program

Employees who are selected for, and complete the requirements of, the program will receive a one-time lump-sum payment from the Voluntary Layoff Benefits Plan. The payment reflects one week of pay for every two years of completed Company service up to a maximum of 13 weeks.

For More Information

For specific information about the Voluntary Layoff Benefits Program, go to hr.web.boeing.com/index.aspx?com=41&id=1 or contact your skill captain or Human Resources Generalist. For general information about your layoff or other benefits, contact the Boeing service centers through Boeing TotalAccess.

- **On the Boeing web:** Log on to my.boeing.com and click the TotalAccess tab. In the top-right column, click Contact TotalAccess, then fill out the online form to submit questions.

- **On the World Wide Web:** Log on to www.boeing.com/express using your BEMSID and your Boeing TotalAccess password. Click the TotalAccess tab. In the top-right column, click Contact TotalAccess, then fill out the online form to submit questions.

- **By telephone:** Call Boeing TotalAccess at 1-866-473-2016. You must have your BEMSID and your Boeing TotalAccess password available when you call. Hearing-impaired callers should use the relay service offered through their telephone service provider. Customer service representatives generally are available during regular business hours.

Plan Amendment Information

This *Update* is a summary of material modifications to your summary plan description for The Boeing Company Layoff Benefits Plan (Plan 597). Please keep it together with your summary plan description.

This document is provided to you in accordance with the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Every effort has been made to provide accurate information in this *Update*. In the event of a conflict between this *Update* and the Layoff Benefits Plan, the terms of the Layoff Benefits Plan will control.

The Boeing Company reserves the right to change, modify, amend, or terminate the plans at any time and for any reason for employees, former employees, retirees, and their dependents and/or beneficiaries.
Voluntary Layoff Benefits Program

Eligible Employees Represented by SPEEA in Engineering, Operations & Technology – BR&T

This Update summarizes a change that affects The Boeing Company Layoff Benefits Plan (Plan 597) and updates your summary plan description.

This Update is for your information and is being provided to you as required by Federal law.

Engineering, Operations & Technology – BR&T (EO&T – BR&T) is implementing a Voluntary Layoff Benefits Program under The Boeing Company Layoff Benefits Plan (Layoff Benefits Plan). It allows certain SPEEA-represented employees to volunteer for layoff during the current surplus condition.

This Voluntary Layoff Benefits Program balances the need to align workforce skills with the need to retain the knowledge, skills, and abilities required to perform the current and future statement of work for EO&T – BR&T. It will be used only at locations and for jobs or skill areas where it makes business sense, as determined and approved by EO&T – BR&T leaders and functional skills management teams.

Eligibility

To be eligible for the program, the SPEEA-represented employee must meet the following criteria:

- Be a member of the EO&T – BR&T organization,
- Have a base work country of the United States,
- Be employed in EO&T – BR&T and be classified in a declared surplus skill/level and location,
- Be a Level 2, 3, 4, 5, or 6,
- Not be program critical or a key subject matter expert (as determined by the voluntary layoff steering team),
- Have an adequately trained backfill or successfully completed a Knowledge Transfer Plan (as determined by the voluntary layoff steering team),
- Be on the active payroll and paid through The Boeing Company’s (Company) payroll system,
- Have at least one full year of service, and
- Be approved for voluntary layoff by the voluntary layoff steering team.

The voluntary layoff must be approved on or after May 27, 2014, and on or before December 31, 2014, and the voluntary layoff event must occur on or after July 25, 2014, and on or before December 31, 2015.

To receive a voluntary layoff benefit under this program, the employee must timely sign the release and waiver agreement provided by the Company.

As noted above, a critical component of the Voluntary Layoff Benefits Program is the transfer of knowledge. A key part of the process to be considered for the voluntary layoff is that the employee share his or her job knowledge, skills, and abilities with another employee.
How the Process Works

After receiving the opportunity to participate, an employee will determine if he or she is interested in a voluntary layoff and, if so, may request to be considered for the Voluntary Layoff Benefits Program. The employee’s request for voluntary layoff must be submitted in accordance with the procedures established by the Company.

Requests will be approved or denied based on eligibility and selection criteria. If an employee’s request for voluntary layoff is approved and the Knowledge Transfer Plan completed (as determined by the voluntary layoff steering team), then the employee is laid off on the date identified by the Company.

Eligible employees will be selected until the number of authorized voluntary layoffs is reached. If too many employees in a particular job classification volunteer for voluntary layoff, selections will be based on criteria that include business needs and years of Company service.

Certain employees may be excluded from participation in the program. They include employees who perform a critical statement of work or who are key subject matter experts (as determined by the voluntary layoff steering team).

Benefits of the Program

Employees who are selected for, and complete the requirements of, the program will receive a one-time lump-sum payment from the Voluntary Layoff Benefits Plan. The payment reflects one week of pay for every two years of completed Company service up to a maximum of 13 weeks.

For More Information

For specific information about the Voluntary Layoff Benefits Program, go to hr.web.boeing.com/index.aspx?com=41&id=1 or contact your skill captain or Human Resources Generalist. For general information about your layoff or other benefits, contact the Boeing service centers through Boeing TotalAccess.

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