



News Release

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Boeing Reports Second Quarter Earnings Per Share of \$0.92 on Strong Operating Performance, Excluding Non-Recurring Item -- Reaffirms outlook for 2002 and 2003

Second Quarter Highlights:

- **Reported net earnings of \$751 million, or \$0.92 per diluted share, excluding a non-recurring \$0.04 gain from the sale of ordnance business**
- **Achieved operating earnings and margins of \$1.2 billion and 8.9 percent, excluding non-recurring gain**
- **Produced strong free cash flow of \$651 million**
- **Delivered 112 commercial jet airplanes; achieved strong Commercial Airplanes operating results on lower volume**
- **Rolled out the new 747-400ER (extended range); began major assembly of 777-300ER**
- **Signed contract with Republic of Korea for 40 F-15K aircraft**
- **Began flight testing of X-45A Unmanned Combat Air Vehicle**
- **Won key U.S. Army Joint Tactical Radio System and Department of Transportation Explosive Detection System contracts**
- **Secured contract from Turkey for four 737 Airborne Early Warning and Control System aircraft**

Summary Financial Results: (In millions, except per share data)	2nd Quarter		%	Six months ended June 30		%
	2002	2001		2002	2001	
			Change			Change
Revenues	\$13,857	\$15,516	(11%)	\$27,678	\$28,809	(4%)
Before cumulative change in accounting*						
Net earnings	\$779	\$840		\$1,357	\$2,076	
Adjust for non-recurring charges/(gains), net	(\$28)	(\$36)		(\$4)	(\$511)	
Reported earnings before non-recurring items	\$751	\$804	(7%)	\$1,353	\$1,565	(14%)
Earnings per share (diluted)	\$0.96	\$0.99		\$1.68	\$2.45	
Adjust for non-recurring charges/(gains), net	(\$0.04)	(\$0.04)		(\$0.01)	(\$0.60)	
Reported EPS before non-recurring	\$0.92	\$0.95	(3%)	\$1.67	\$1.85	(10%)
Diluted Shares for EPS	808.1	845.1		807.9	848.1	

* Effective 1/1/02, Boeing adopted SFAS 142 and recognized a \$1.8 billion non-cash, after-tax charge as a "Cumulative effect of accounting change, net of tax" in its statement of operations.

CHICAGO, July 17, 2002 – The Boeing Company [NYSE: BA] reported second quarter net earnings of \$751 million, or \$0.92 per share, on \$13.9 billion of revenues, excluding a non-recurring item. During the same period last year, the

company reported net earnings of \$804 million before a non-recurring item, or \$0.95 per share, on \$15.5 billion of revenue.

Boeing's results reflect strong operating performance across the company's core aerospace and finance businesses. "I am pleased with our results for the quarter," said Phil Condit, Boeing chairman and chief executive officer. "We won several key programs and our core businesses performed well, delivering strong earnings, margins and cash flow."

The company recognized one non-recurring item during the quarter. The sale of Military Aircraft and Missile Systems' ordnance business resulted in \$45 million of non-recurring operating profit and reported earnings per share of \$0.04. This compares with \$57 million of non-recurring operating profit and a \$0.04 per share benefit recognized in the second quarter of 2001 related to the F-15E program. A summary of non-recurring items recognized during the first half of 2002 and 2001 is at the end of this release.

Deferred stock compensation expense decreased as a result of the decline in the company's stock price during the quarter. This resulted in a \$0.02 increase to earnings per share. Pre-tax expense for share-based plans totaled \$116 million and reduced earnings per share by \$0.09. When these results are netted together, consolidated stock compensation expenses reduced second quarter earnings per share by a total of \$0.07.

Earnings per share for the quarter, excluding stock compensation expenses and non-recurring items, totaled \$0.99 per share compared with \$1.03 in 2001.

Free cash flow (operating cash flow less capital expenditures) totaled \$651 million for the second quarter and \$927 million for the first six months. Ending cash and short-term investment balances totaled \$816 million.

Consolidated quarter-end debt totaled \$13.2 billion compared with \$12.9 billion at the end of the first quarter. Boeing Capital Corporation debt increased to \$8.4 billion from \$7.9 billion, reflecting continued prudent growth. Non-recourse customer financing obligations remained at about \$0.6 billion.

Total backlog at the end of the quarter was \$123.0 billion compared with \$134.1 at the end of 2001. Contractually committed backlog totaled \$102.2 billion compared with \$106.6 billion at year-end.

On July 10, 2002, Boeing announced the creation of Integrated Defense Systems, merging the company's total space, defense, government, intelligence and communications capabilities into one business unit. Although the realignment is effective immediately, the company will continue to report Military Aircraft and Missile Systems and Space and Communications results separately through the remainder of 2002. Integrated Defense Systems will be reported in the company's financial statements starting in 2003. The company is considering alternatives on how to best report Integrated Defense Systems' results and preserve current levels of transparency.

Boeing Commercial Airplanes: Commercial Airplanes' second quarter results reflect strong operating performance with fewer airplane deliveries. Segment revenues totaled \$7.7 billion compared with \$9.3 billion in the second quarter of 2001, as Commercial Airplanes delivered 112 new jet airplanes during the quarter, compared with 141 a year ago. Segment operating earnings and margins totaled \$790 million and 10.3 percent, respectively, compared with \$955 million and 10.3 percent in the second quarter of 2001.

Commercial Airplanes continues to aggressively improve operating efficiency. This includes continued progress implementing moving production lines and related supply chain management efficiencies. In addition, the first 747-400ER (extended range) rolled out of the factory with first delivery planned for October 2002. Major assembly also began on the 777-300ER. First delivery is expected in early 2004.

Commercial Airplanes received 46 gross orders during the quarter and 166 during the first six months. Contractual backlog at quarter-end totaled \$66.5 billion compared with \$75.9 billion at the end of 2001.

Military Aircraft and Missile Systems: Military Aircraft and Missile Systems revenues for the second quarter rose 5.4 percent to \$3.5 billion compared with \$3.3 billion a year ago largely as a result of higher rotorcraft and tactical weapons deliveries. Operating performance was strong with segment earnings and operating margins totaling \$413 million and 11.9 percent, respectively, excluding a non-recurring item. This compares with segment earnings and operating margins of

\$353 million and 10.7 percent, respectively, during the second quarter of 2001, also excluding non-recurring impacts. Segment operating earnings and margins for the quarter, including the ordnance sale, were \$458 million and 13.2 percent.

Military Aircraft and Missile Systems took steps toward securing significant growth during the quarter. Key activities included contract signing to deliver 40 F-15K aircraft and associated support to the Republic of Korea, successful first flight of the X-45A Unmanned Combat Air Vehicle and 767 Tanker contract negotiations with the U.S. Air Force, which are on schedule to be completed this summer.

Contractual backlog at the end of the quarter totaled \$20.2 billion compared with \$17.6 billion at the end of 2001.

Space and Communications: Space and Communications' second quarter revenues totaled \$2.7 billion, an increase of 6.4 percent compared with \$2.5 billion in the same period in 2001. Operating earnings and margins were \$181 million and 6.8 percent, respectively, compared with \$130 million and 5.2 percent during the second quarter of 2001.

Results for the quarter reflect strong performance and increased volume in growing missile defense and integrated battlespace programs, partially offset by fewer launches and commercial satellite deliveries and updated commercial satellite cost estimates.

In February 2002, Space and Communications undertook a reorganization of its commercial satellite manufacturing activities to address poor performance which was compounded by unfavorable market conditions. As noted at the end of the first quarter, Space and Communications was continuing to assess its commercial satellite programs and outlook. A thorough review was completed during the second quarter, and the results are reflected in Space and Communications operating earnings.

Results also reflect lower research and development expenses, primarily related to Airborne Early Warning and Control System and Delta IV programs. Airborne Early Warning and Control System research and development program expenses decreased as the effort transitioned to work that was determined to be specifically required for the Australian Wedgetail program. Consequently, the

remaining development effort will be recorded as a contract charge to the Wedgetail program instead of research and development. Delta IV research and development spending also decreased as that program nears first flight.

Key strategic wins during the quarter included the U.S. Army Joint Tactical Radio System and the U.S. Department of Transportation Explosive Detection System contracts. Other key activities during the quarter included contract signing to deliver four 737 Airborne Early Warning and Control System aircraft to Turkey and selection by the Thuraya Satellite Telecommunications Company to provide a third 702 satellite for its constellation.

Contractual backlog at the end of the quarter totaled \$15.5 billion compared with \$13.1 billion at the end of 2001.

Boeing Capital Corporation: Boeing Capital Corporation revenues increased 9 percent to \$254 million from \$233 million in the second quarter of 2001. Pre-tax earnings (after financing-related interest expense) totaled \$73 million for the quarter compared with \$87 million last year. Results for the second quarter of 2001 included \$42 million of revenue and pre-tax earnings on asset sales and the valuation of warrants and convertible securities in the portfolio. Revenues and earnings growth for the second quarter of 2002 were in line with portfolio growth when the impact of asset sales and securities valuation in 2001 are excluded.

The Boeing Capital portfolio at the end of the quarter totaled \$11.1 billion, up from \$10.3 billion at the end of the first quarter and up 53 percent from the second quarter of 2001.

Boeing Capital continues to access multiple funding sources at favorable borrowing rates. Financing-related interest expense for the quarter was \$99 million compared to \$92 million in the prior year. Leverage (debt-to-equity ratio) remained at 5.2-to-1, down from 6.0-to-1 at the end of the second quarter of 2001.

New business volume totaled \$982 million for the quarter, down from the first quarter 2002 level of \$1.1 billion. As expected, a decline in commercial aircraft financing was partly offset by increased commercial finance activity. Portfolio growth is expected to moderate as a result of fewer commercial aircraft deliveries and potentially greater availability of capital market financing for some airlines.

Other Segments: During the quarter, the Federal Aviation Administration certified the Connexion by BoeingSM airborne communication network that will bring high-speed broadband connectivity to airlines and their passengers. Lufthansa remains on track to begin consumer trials of Connexion by Boeing service in late 2002, and British Airways announced plans for a system demonstration in 2003.

Boeing Air Traffic Management continues to generate increased support both domestically and internationally for a new global system.

Outlook: The outlook for 2002 and 2003 remains unchanged. "Our business units are executing to plan," said Senior Vice President and Chief Financial Officer Mike Sears.

Commercial Airplanes continues to resize to operate efficiently at lower airplane production and delivery levels. Planned production and employment reductions are continuing on schedule. Segment operating margins are expected to moderate from levels achieved during the first half of the year as deliveries decline.

The outlook for Commercial Airplanes deliveries remains unchanged at approximately 380 airplanes in 2002 and between 275 and 300 airplanes in 2003. The delivery forecast is essentially sold out for 2002 and is now more than 90 percent sold for 2003 at the lower end of the range. The outlook for single-aisle airplanes remains solid. However, lower market demand for twin-aisle airplanes will impact the mix of 2003 deliveries.

Space and Communications' missile defense and integrated battlespace programs remain key growth areas during the outlook period. Margin improvement in commercial satellite manufacturing and Delta IV successful first flight and initial market acceptance remain focus items. Revenue growth is also planned from Military Aircraft and Missile Systems' aerospace support programs and increased deliveries of tactical fighters, rotorcraft and transport aircraft under multi-year procurements.

Revenue guidance for 2002 and 2003 remains unchanged at +/- \$54 billion and +/- \$52 billion, respectively. Operating margin guidance for 2002 remains unchanged at +/-8.25 percent and the company intends to hold 2003 margins at

+/- 8.25 percent, as well. Free cash flow guidance for 2002 and 2003 is unchanged. For 2002, the free cash outlook remains between \$2.5 billion and \$3.0 billion; for 2003, the outlook remains at greater than \$3 billion.

Financial Outlook	2002	2003
Revenue (in billions)	\$54 +/-	\$52 +/-
Operating margins (%)	8.25% +/-	8.25% +/-
Free cash flow (in billions)	\$2.5 - \$3.0	>\$3.0

Research and development during the guidance period is expected to remain between 3.0 and 3.5 percent of sales, but near the lower end of the range.

Non-Recurring Items: A summary of non-recurring impacts to the company's financial results is provided below:

2002 and 2001 NRE and Accounting Change Impacts To Net Earnings – Year to Date			
<i>Gains/(Charges) - Millions of Dollars After Tax</i>			
	<u>2002</u>	<u>2001</u>	
First Quarter			
F-15E Program Settlement	\$ 15	\$ 343	R&D Tax Settlement
Used Aircraft Valuation*	\$ (24)	\$ 132	Interest on R&D Tax Settlement
Loss on Long-Held Equity Investment	\$ (15)		
Net Earnings Impact	<u>\$ (24)</u>	<u>\$ 475</u>	
Diluted EPS Impact	\$ (0.03)	\$ 0.56	
Second Quarter			
Sale of Ordnance Business	<u>\$ 28</u>	<u>\$ 36</u>	F-15E Program Adjustment
Diluted EPS Impact	\$ 0.04	\$ 0.04	
Change in Accounting			
SFAS 142 (Goodwill)	\$ (1,827)	\$ 1	SFAS 133 (Derivatives)
Diluted EPS Impact	\$ (2.26)	\$ 0.00	

*Sept-11 related event identified in statement of operations per EITF 01-10: Accounting for the impact of the Terrorist Attacks of Sept. 11, 2001.

Forward-Looking Information Is Subject to Risk and Uncertainty

Certain statements in this release contain “forward-looking” information that involves risk and uncertainty. This forward-looking information is based upon a number of assumptions including assumptions regarding global economic, passenger and freight growth; successful negotiation of contracts with the Company’s labor unions; current and future markets for the Company’s products and services; demand for the Company’s products and services; performance of internal plans, including, without limitation, plans for productivity gains, reductions in cycle time and improvements in design processes, production processes, program performance, benefits from reorganizations, and asset utilization; product performance; customer financing; customer, supplier and subcontractor performance; customer model selections; favorable outcomes of certain pending sales campaigns and U. S. and foreign government procurement actions; including the timing of procurement of tankers, supplier contract negotiations; price escalation; government policies and actions; regulatory approvals; and successful execution of acquisition and divestiture plans; and the assessment of the impact of the attacks of September 11, 2001. Actual results and future trends may differ materially depending on a variety of factors, including collective bargaining labor disputes; the Company’s successful execution of internal performance plans, including continued research and development, production rate increases and decreases (particularly with respect to wide body production), production system initiatives, timing of product deliveries and launches, supplier contract negotiations, asset management plans, acquisition and divestiture plans, procurement plans, credit rating agency assessments, and other cost-reduction efforts; the actual outcomes of certain pending sales campaigns and U. S. and foreign government procurement activities; including the timing of procurement of tankers, acceptance of new products and services; product performance risks; the cyclical nature of some of the Company’s businesses; volatility of the market for certain products and services; domestic and international competition in the defense, space and commercial areas; continued integration of acquired businesses; uncertainties associated with regulatory certifications of the Company’s commercial aircraft by the U.S. Government and foreign governments; other regulatory uncertainties; performance issues with key suppliers, subcontractors and customers; governmental export and import policies; factors that result in significant and prolonged disruption to air travel worldwide; any additional impacts from the attacks of September 11, 2001; global trade policies; worldwide political stability; domestic and international economic conditions; price escalation trends; the outcome of political and legal processes, including uncertainty regarding government funding of certain programs; changing priorities or reductions in the U.S. Government or foreign government defense and space budgets; termination of government contracts due to unilateral government action or failure to perform; legal, financial and governmental risks related to international transactions; legal proceedings; and other economic, political and technological risks and uncertainties. Additional information regarding these factors is contained in the Company’s SEC filings, including, without limitation, the Company’s Annual Report on Form 10–K for the year ended 2001 and the 10Q for the quarter ended 31 March 2002.

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The Boeing Company and Subsidiaries
Condensed Consolidated Statements of Operations
(Unaudited)

(Dollars in millions except per share data)

	Six months ended June 30		Three months ended June 30	
	2002	2001	2002	2001
Sales and other operating revenues	\$27,678	\$28,809	\$13,857	\$15,516
Cost of products and services	23,103	24,037	11,532	12,967
	4,575	4,772	2,325	2,549
Equity in income from joint ventures	41	44	30	22
General and administrative expense	1,293	1,167	621	644
Research and development expense	844	883	385	461
Gain on dispositions, net	42		42	
Share-based plans expense	220	181	116	99
Special charges due to events of September 11, 2001	34			
Earnings from operations	2,267	2,585	1,275	1,367
Other income	40	252	28	17
Interest and debt expense	(351)	(320)	(179)	(172)
Earnings before income taxes	1,956	2,517	1,124	1,212
Income taxes	599	441	345	372
Net earnings before cumulative effect of accounting change	1,357	2,076	779	840
Cumulative effect of accounting change, net of tax	(1,827)	1		
Net earnings (loss)	\$ (470)	\$ 2,077	\$ 779	\$ 840
Basic earnings per share before cumulative effect of accounting change	\$ 1.69	\$ 2.50	\$ 0.97	\$ 1.02
Cumulative effect of accounting change, net of tax	(2.28)			
Basic earnings (loss) per share	\$ (.59)	\$ 2.50	\$ 0.97	\$ 1.02
Diluted earnings per share before cumulative effect of accounting change	\$ 1.68	\$ 2.45	\$ 0.96	\$ 0.99
Cumulative effect of accounting change, net of tax	(2.26)			
Diluted earnings (loss) per share	\$ (.58)	\$ 2.45	\$ 0.96	\$ 0.99
Cash dividends paid per share	\$ 0.34	\$ 0.34	\$ 0.17	\$ 0.17
Average diluted shares (millions)	807.9	848.1	808.1	845.1

Note: All references to earnings per share in the text of this press release refer to diluted earnings per share.

The Boeing Company and Subsidiaries
Condensed Consolidated Statements of Position
(Unaudited)

<i>(Dollars in millions except per share data)</i>	June 30 2002	December 31 2001
Assets		
Cash and cash equivalents	\$ 816	\$ 633
Accounts receivable	5,713	5,156
Current portion of customer and commercial financing	1,241	1,053
Deferred income taxes	2,544	2,444
Inventories, net of advances and progress billings	5,446	6,635
Total current assets	15,760	15,921
Customer and commercial financing	10,379	9,345
Property, plant and equipment, net	8,415	8,459
Goodwill	2,751	5,127
Other acquired intangibles, net	1,123	1,320
Prepaid pension expense	6,477	5,838
Other assets	2,323	2,048
	\$47,228	\$48,058
Liabilities and Shareholders' Equity		
Accounts payable and other liabilities	\$13,559	\$13,872
Advances in excess of related costs	3,008	4,021
Income taxes payable	728	909
Short-term debt and current portion of long-term debt	1,844	1,399
Total current liabilities	19,139	20,201
Deferred income taxes	333	177
Accrued retiree health care	5,459	5,367
Deferred lease income	583	622
Long-term debt	11,312	10,866
Shareholders' equity:		
Common shares, par value \$5.00 - 1,200,000,000 shares authorized; Shares issued – 1,011,870,159 and 1,011,870,159	5,059	5,059
Additional paid-in capital	2,403	1,975
Treasury shares, at cost – 172,795,673 and 174,289,720	(8,446)	(8,509)
Retained earnings	13,585	14,340
Accumulated other comprehensive income	(415)	(485)
Unearned compensation	(1)	(3)
ShareValue Trust shares – 39,990,311 and 39,691,015	(1,783)	(1,552)
Total shareholders' equity	10,402	10,825
	\$47,228	\$48,058

The Boeing Company and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

<i>(Dollars in millions)</i>	Six months ended June 30	
	2002	2001
Cash flows - operating activities:		
Net earnings (loss)	\$ (470)	\$ 2,077
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Cumulative effect of accounting change, net	1,827	
Share-based plans	220	181
Depreciation	598	600
Amortization of intangibles	52	141
Customer and commercial financing valuation provision	17	1
Gain on dispositions, net	(42)	
Changes in assets and liabilities –		
Accounts receivable	(545)	218
Inventories, net of advances and progress billings	1,187	(618)
Accounts payable and other liabilities	(213)	10
Advances in excess of related costs	(1,013)	693
Income taxes payable and deferred	538	(638)
Deferred lease income	(39)	306
Prepaid pension expense	(639)	(470)
Accrued retiree health care	92	86
Other	(180)	(361)
Net cash provided by operating activities	1,390	2,226
Cash flows - investing activities:		
Customer financing and properties on lease, additions	(2,149)	(1,913)
Customer financing and properties on lease, reductions	860	568
Property, plant and equipment, net additions	(463)	(470)
Proceeds from dispositions	52	68
Net cash used by investing activities	(1,700)	(1,747)
Cash flows - financing activities:		
New borrowings	1,276	2,300
Debt repayments	(545)	(517)
Common shares purchased		(1,540)
Stock options exercised, other	47	67
Dividends paid	(285)	(297)
Net cash provided by financing activities	493	13
Net increase in cash and cash equivalents	183	492
Cash and cash equivalents at beginning of year	633	1,010
Cash and cash equivalents at end of 2nd quarter	\$ 816	\$ 1,502

The Boeing Company and Subsidiaries
Business Segment Data
(Unaudited)

(Dollars in millions)

	Six months ended		Three months ended	
	June 30		June 30	
	2002	2001	2002	2001
Revenues:				
Commercial Airplanes	\$ 15,975	\$ 17,760	\$ 7,662	\$ 9,317
Military Aircraft and Missile Systems	6,440	5,716	3,468	3,289
Space and Communications	5,012	4,765	2,680	2,519
Boeing Capital Corporation	482	394	254	233
Other	256	212	130	96
Accounting differences / eliminations	(487)	(38)	(337)	62
Operating revenues	\$27,678	\$28,809	\$13,857	\$15,516
Earnings from operations:				
Commercial Airplanes	\$ 1,763	\$ 1,815	\$ 790	\$ 955
Military Aircraft and Missile Systems	821	656	458	410
Space and Communications	223	214	181	130
Boeing Capital Corporation	327	292	172	179
Other	(96)	(91)	(45)	(69)
Accounting differences / eliminations	(427)	(14)	(162)	(39)
Share-based plans	(220)	(181)	(116)	(99)
Unallocated expense	(124)	(106)	(3)	(100)
Earnings from operations	\$ 2,267	\$ 2,585	\$ 1,275	\$ 1,367
Other income	40	252	28	17
Interest and debt expense				
Boeing Capital Corporation	(189)	(164)	(99)	(92)
Other	(162)	(156)	(80)	(80)
Earnings before income taxes	1,956	2,517	1,124	1,212
Income taxes	599	441	345	372
Net earnings before cumulative effect of accounting change	\$ 1,357	\$ 2,076	\$ 779	\$ 840
Effective income tax rate	30.6%	17.5%	30.7%	30.7%
Research and development:				
Commercial Airplanes	\$ 436	\$ 385	\$ 213	\$ 190
Military Aircraft and Missile Systems	156	123	74	70
Space and Communications	186	248	58	125
Other	66	127	40	76
Total research and development expense	\$ 844	\$ 883	\$ 385	\$ 461

The Boeing Company and Subsidiaries
Operating and Financial Data
(Unaudited)

Deliveries	Six Months		2nd Quarter	
	2002	2001	2002	2001
Commercial Airplanes				
717	8	24 (9)	5	17 (8)
737 Next-Generation*	130 (2)	145 (2)	71 (1)	73 (2)
747	13 (1)	16	5 (1)	9
757	19	20	7	12
767	22	23	10	13
777	30	33	14	17
MD-11	—	2	—	—
Total	222	263	112	141
Military Aircraft and Missile Systems				
F-15	1	—	1	—
C-17	7	6 (2)	4	4 (2)
F/A-18E/F	19	16	9	9
Apache (New Builds)	14	3	9	1
CH-47	4	6	2	4
T-45TS	7	8	5	4
C-40	1	2	1	2
Space and Communications				
Delta II	2	3	1	3
Satellites	4	5	1	4

* Includes one intercompany C-40 737 aircraft in the 1st quarter 2002; one in the 2nd quarter 2002 and one C-40 737 aircraft during the first six months of 2001.

Note: Commercial Airplanes deliveries by model include deliveries under operating lease, which are identified by parentheses.

	June 30	March 31	December 31
	2002	2002	2001
Contractual backlog (Dollars in billions)			
Commercial Airplanes	\$66.5	\$71.6	\$ 75.9
Military Aircraft and Missile Systems	20.2	22.5	17.6
Space and Communications	15.5	16.1	13.1
Total contractual backlog	\$102.2	\$110.2	\$106.6
Unobligated backlog	\$20.8	\$20.9	\$ 27.5
Workforce	173,000	178,000	188,000

