

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☒
D	Check box if filing under: <div><div>☐ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan BOEING - OAK RIDGE RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 022
1c	Effective date of plan 01/01/1982
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) THE BOEING CO & CONSOLIDATED SUBSIDIARIES C/O BOEING EMPLOYEE BENEFITS P.O. BOX 3707, M/C 11-57 SEATTLE, WA 98124-2207 100 N RIVERSIDE PLAZA CHICAGO, IL 60606-1596
2b	Employer Identification Number (EIN) 91-0425694
2c	Sponsor's telephone number 206-662-5825
2d	Business code (see instructions) 336410

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/17/2010	SCOTT BUCHANAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

EMPLOYEE BENEFIT PLANS COMMITTEE

100 N RIVERSIDE PLAZA
CHICAGO, IL 60606-1596**3b** Administrator's EIN

58-2405861

3c Administrator's telephone number

312-544-2297

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

631

6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants.....**6a**

199

b Retired or separated participants receiving benefits.....**6b**

214

c Other retired or separated participants entitled to future benefits.....**6c**

194

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

607

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

20

f Total. Add lines **6d** and **6e**.....**6f**

627

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1B 1G 1I 3F 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☒

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☐

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☒

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☐

Trust

(4) ☐

General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☒**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b General Schedules**(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information – Small Plan)(3) ☒**A** (Insurance Information)(4) ☒**C** (Service Provider Information)(5) ☒**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

<div>SCHEDULE A (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan BOEING - OAK RIDGE RETIREMENT PLAN	B Three-digit plan number (PN) ▶	022
C Plan sponsor's name as shown on line 2a of Form 5500. THE BOEING CO & CONSOLIDATED SUBSIDIARIES	D Employer Identification Number (EIN) 91-0425694	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	4-48802	627	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.
--

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	32738973

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	
d Total of balance and additions (add b and c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract e(5) from d)	7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

Round off amounts to nearest dollar.
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan BOEING - OAK RIDGE RETIREMENT PLAN	B Three-digit plan number (PN) 022
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF THE BOEING CO & CONSOLIDATED SUBSIDIARIES	D Employer Identification Number (EIN) 91-0425694

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2009		
2 Assets:		
a Market value	2a	28075196
b Actuarial value	2b	30882716
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 207	15052158
b For terminated vested participants	3b 407	10936900
c For active participants:		
(1) Non-vested benefits	3c(1)	87560
(2) Vested benefits	3c(2)	817366
(3) Total active	3c(3) 19	904926
d Total	3d 633	26893984
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	8.09 %
6 Target normal cost	6	98000

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

<div>SIGN HERE</div>	<div>Signature of actuary</div> <div>BETHANY AXTMAN, FSA, EA</div> <div>Type or print name of actuary</div> <div>MERCER</div> <div>Firm name</div> <div>111 SW COLUMBIA STREET, SUITE 500 PORTLAND, OR 97201-5839</div> <div>Address of the firm</div>	<div>Date</div> <div>08-07128</div> <div>Most recent enrollment number</div> <div>503-273-5900</div> <div>Telephone number (including area code)</div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	10162852	
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	90000	0
9	Amount remaining (Item 7 minus item 8).....	10072852	0
10	Interest on item 9 using prior year's actual return of <u>-27.65</u> %	-2785144	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		5048187
b	Interest on (a) using prior year's effective rate of <u>6.13</u> %		279052
c	Total available at beginning of current plan year to add to prefunding balance		5327239
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	252147	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	7035561	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	88.67 %
15	Adjusted funding target attainment percentage.....	15	114.83 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	105.23 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/06/2009	50000				
09/03/2010	2000000				
Totals ►			18(b)	2050000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 1803910
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	98000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	98000
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	50260	50260
36 Additional cash requirement (item 34 minus item 35).....	36	47740
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	1803910
38 Interest-adjusted excess contributions for current year (see instructions).....	38	1756170
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<div>A Name of plan</div> <div>BOEING - OAK RIDGE RETIREMENT PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶ 022</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>THE BOEING CO & CONSOLIDATED SUBSIDIARIES</div>	<div>D Employer Identification Number (EIN)</div> <div>91-0425694</div>

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WILLIAM M. MERCER, INC

PO BOX 730182
DALLAS, TX 75373-0182

13-3891517

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	42613	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PRINCIPAL LIFE INSURANCE COMPANY

711 HIGH STREET
DES MOINES, IA 50392-0001

42-0127290

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	18032	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MOSS ADAMS LLP

999 THIRD AVENUE SUITE 2800
SEATTLE, WA 98104-4019

91-0189318

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	15258	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

IVINS, PHILLIPS & BARKER

1700 PENNSYLVANIA AVE, NW
WASHINGTON, DC 20006

52-1229560

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	13464	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan BOEING - OAK RIDGE RETIREMENT PLAN		B Three-digit plan number (PN) ► 022
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 THE BOEING CO & CONSOLIDATED SUBSIDIARIES		D Employer Identification Number (EIN) 91-0425694

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN BOND AND MTGE SA-I5			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-005	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11670444	
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-I3			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-016	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21068529	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan BOEING - OAK RIDGE RETIREMENT PLAN	B Three-digit plan number (PN) ▶	022
C Plan sponsor's name as shown on line 2a of Form 5500 THE BOEING CO & CONSOLIDATED SUBSIDIARIES		
D Employer Identification Number (EIN) 91-0425694		

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	5550000	
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	2981	170
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	22718073	32738973
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	28271054	32739143

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	6568	6046
i Acquisition indebtedness	1i		
j Other liabilities	1j	19	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	6587	6046

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	28264467	32733097
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	50000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		50000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	82	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		82

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		6089017
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6139099

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1559447	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1559447
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	71536	
(2) Contract administrator fees	2i(2)	18032	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	21454	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		111022
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1670469

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4468630
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MOSS ADAMS LLP

(2) EIN: 91-0189318

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		95000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>BOEING - OAK RIDGE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>022</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE BOEING CO & CONSOLIDATED SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>91-0425694</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-0127290</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>1</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**BOEING – OAK RIDGE
RETIREMENT PLAN**

**Independent Auditor's Report
and Financial Statements
with Supplemental Schedules**

December 31, 2009 and 2008

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INDEPENDENT AUDITOR'S REPORT

To the Employee Benefit Plans Committee
Boeing – Oak Ridge Retirement Plan

We were engaged to audit the financial statements and supplemental schedules of the Boeing – Oak Ridge Retirement Plan (the “Plan”) as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan’s management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by Principal Life Insurance Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan’s investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Moss Adams LLP

Seattle, Washington
May 26, 2010

BOEING – OAK RIDGE RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
ASSETS		
Investments, at fair value		
Pooled separate accounts	\$ 32,738,973	\$ 22,718,073
Receivables		
Employer contributions	-	5,550,000
Receivable from another plan	-	2,981
Other	170	-
Total assets	<u>32,739,143</u>	<u>28,271,054</u>
LIABILITIES		
Payable to another plan	-	19
Administrative expenses payable	<u>6,046</u>	<u>6,568</u>
Total liabilities	<u>6,046</u>	<u>6,587</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 32,733,097</u></u>	<u><u>\$ 28,264,467</u></u>

BOEING – OAK RIDGE RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
INVESTMENT INCOME (LOSS)		
Net appreciation (depreciation) in fair value of investments	\$ 6,089,017	\$ (8,950,629)
Interest income	82	-
Total investment income (loss)	<u>6,089,099</u>	<u>(8,950,629)</u>
CONTRIBUTIONS		
Employer contributions	<u>50,000</u>	<u>5,550,000</u>
DEDUCTIONS		
Benefits	1,559,447	1,292,602
Administrative expenses	111,022	95,928
Total deductions	<u>1,670,469</u>	<u>1,388,530</u>
NET INCREASE (DECREASE)	4,468,630	(4,789,159)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>28,264,467</u>	<u>33,053,626</u>
End of year	<u><u>\$ 32,733,097</u></u>	<u><u>\$ 28,264,467</u></u>

BOEING – OAK RIDGE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 1 - Description of the Plan

The following description of the Boeing - Oak Ridge Retirement Plan (the “Plan”) is provided for general information purposes only. Eligible Employees as defined by the Plan (“Participants”) should refer to the Plan document for a more complete description of the Plan’s provisions.

General - Effective April 18, 2006, Boeing Oak Ridge Company (a subsidiary of The Boeing Company) was dissolved. Accordingly, The Boeing Company (the “Company”) assumed the Plan and became the plan sponsor as of that date. The Oak Ridge plant was closed in December 2007. At that time it was determined that all participants were fully vested in their accounts. The Plan is a noncontributory defined benefit pension plan covering substantially any hourly employee of the Company who is represented by the International Association of Machinists and Aerospace Workers, Local 2709. Employees are eligible to accumulate credited service on the January 1 following the completion of six months of employment through the date of the plant closure. Since the plant has been closed and no new individuals will be eligible to become plan participants in the future, the Plan effectively became frozen as of December 2007.

Pension Benefits - Participants with five or more years of vesting service are entitled to benefits under the Plan. Benefits are calculated at a monthly rate per year of credited service based on the following retirement dates:

On or after January 1, 2007	\$60 per month
Prior to January 1, 2007	Lower rates

Participants may elect to receive their pension benefits in the form of a Life Annuity (married Participants require spouses’ written consent) or Surviving Spouse Option (50%, 75%, or 100% option). The Plan provides for normal retirement benefits at age 65, early retirement benefits at age 55 (with ten years of vesting service) and late retirement benefits (accrued benefits earned to actual retirement date).

Death and Disability Benefits - If a vested Participant dies, his or her surviving spouse, if any, receives a monthly benefit equal to the 50% Surviving Spouse Option. Disability retirement benefits are payable from the Plan under certain circumstances.

Contributions - The Company’s contributions to the Plan provide for funding of estimated current service costs and amortization of unfunded actuarial accrued liability over periods not exceeding 30 years. The Plan has met the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (“ERISA”), and as a result, no contributions were required for the years ended December 31, 2009 and 2008.

Although no contributions were required under ERISA, discretionary contributions of \$50,000 and \$5,550,000 were made to the Plan for the years ended December 31, 2009 and 2008, respectively.

BOEING – OAK RIDGE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 1 - Description of the Plan (Continued)

Termination - In the event the Plan terminates, the net assets of the Plan will be allocated for payment of Plan benefits to the Participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (“PBGC”) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor’s pensions; however, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan’s termination, subject to a statutory ceiling on the amount of an individual’s monthly benefit.

Whether all Participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan’s net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Investment Return - The Plan’s investments are held at Principal Life Insurance Company (“the Trustee”) and are valued as follows:

Assets held in Pooled Separate Accounts (“PSAs”) are valued at unit values determined by Principal Financial Group by dividing the total net assets of each PSA at the end of the year quoted fair values by the outstanding units.

Net appreciation or depreciation in fair value of investments reflected in the statements of changes in net assets available for benefits relates to the investment return on the PSAs. Purchases and sales of units in the PSAs are recorded on a trade-date basis.

BOEING – OAK RIDGE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 2 - Summary of Significant Accounting Policies (Continued)

FASB Codification - On July 1, 2009, the Financial Accounting Standards Board Accounting Standards Codification (“ASC”) became the single authoritative source for nongovernmental U.S. generally accepted accounting principles (“GAAP”). The ASC supersedes all previous authoritative GAAP applicable to the Plan and is effective for interim and annual periods ended after September 15, 2009.

Risks and Uncertainties - The Plan invests in investment securities. Investment securities are exposed to certain risks, such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities, that changes in the near term could materially affect the amounts reported in the financial statements.

Benefits - Benefit payments to Participants are recorded when paid.

Expenses - Necessary and proper expenses of the Plan are paid from Plan assets, except for those expenses the Company is required by law or chooses to pay.

Subsequent Events - Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan’s financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits but arose after the statement of net assets available for benefits date and before financial statements are available to be issued.

The Plan has evaluated subsequent events through May 26, 2010, which is the date the financial statements were available to be issued.

Note 3 - Fair Value of Financial Assets and Financial Liabilities

The Plan has classified its investments based on an established fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

BOEING – OAK RIDGE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 3 - Fair Value of Financial Assets and Financial Liabilities (Continued)

The three levels of the fair value hierarchy for financial assets and financial liabilities are described below:

- Level 1** Values are based on quoted prices in active markets for identical securities.
- Level 2** Values are based on (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in non-active markets; or (c) valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability.
- Level 3** Values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs may reflect the Plan's estimates of the assumptions that market participants would use in valuing the financial asset or financial liability.

Fair value is a market-based measure, considered from the perspective of a market participant who owns an asset or owes a liability. Accordingly, when market observable data is not readily available, assumptions are set to reflect those that market participants would be presumed to use in pricing the asset or liability at the measurement date. Prices and inputs are used that are current as of the measurement date, including during periods of market disruption. In periods of market disruption, the ability to observe prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or from Level 2 to Level 3.

The following is a summary of the inputs used, as of December 31, 2009 and 2008, involving the Plan's financial assets and liabilities carried at fair value. The inputs or methodologies used for valuing investments may not be an indication of the risk associated with investing in those securities. For more information on valuation inputs, and their aggregation into the levels used in the table below, please refer to the Valuation of Investments section in Note 2.

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2009
FINANCIAL ASSETS				
Principal Large Cap Stock Index Separate Account	\$ -	\$ 21,068,529	\$ -	\$ 21,068,529
Principal Bond and Mortgage Separate Account	-	11,670,444	-	11,670,444
Total financial assets	<u>\$ -</u>	<u>\$ 32,738,973</u>	<u>\$ -</u>	<u>\$ 32,738,973</u>

BOEING – OAK RIDGE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 3 - Fair Value of Financial Assets and Financial Liabilities (Continued)

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2008
FINANCIAL ASSETS				
Principal Large Cap Stock Index Separate Account	\$ -	\$ 13,482,132	\$ -	\$ 13,482,132
Principal Bond and Mortgage Separate Account	-	9,235,941	-	9,235,941
Total financial assets	<u>\$ -</u>	<u>\$ 22,718,073</u>	<u>\$ -</u>	<u>\$ 22,718,073</u>

For the years ended December 31, 2009 and 2008, the Plan had no financial assets or liabilities that used significant unobservable inputs (Level 3).

Note 4 - Information Certified by the Trustee

As permitted by the Department of Labor's Rules and Regulations, the Plan's financial statements and supplemental schedules include unaudited information that was prepared by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that the following information included in the Plan's financial statements and supplemental schedules is complete and accurate:

- Investments at historical cost and fair value as of December 31, 2009 and 2008.
- Investment transactions and net appreciation (depreciation) in fair value of investments for the years ended December 31, 2009 and 2008.

Note 5 - Accumulated Benefits

Accumulated benefits are those future benefit payments that individual Participants have accumulated under the Plan's provisions based on the employee's service rendered to date. The actuarial present value of accumulated benefits (as obtained from a certified actuary) is the sum of the accumulated benefits adjusted to reflect the probability of payment (by means of death, disability, termination, or retirement) and the time value of money (through discounts for interest).

BOEING – OAK RIDGE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 5 - Accumulated Benefits (Continued)

The significant actuarial assumptions used in the January 1, 2009 and 2008 valuations are as follows:

- a. An assumed rate of return of 8%;
- b. Life expectancy determined by the RP 2000 Projected to 2007 Blended Collar Combined Active/Retiree Healthy Mortality Table for Males and Females;
- c. Retirement age assumption (varying rates of retirement from age 55 to age 65) with a weighted-average retirement age of 61.

The actuarial present value of accumulated benefits as of January 1 is as follows:

	<u>2009</u>	<u>2008</u>
Vested benefits		
Participants currently receiving benefits	\$ 15,439,225	\$ 10,083,945
Other participants	<u>11,604,428</u>	<u>13,887,658</u>
Total vested benefits	27,043,653	23,971,603
Nonvested benefits	<u>70,089</u>	<u>121,594</u>
Total actuarial present value of accumulated benefits	<u><u>\$ 27,113,742</u></u>	<u><u>\$ 24,093,197</u></u>

The changes in actuarial present value of accumulated Plan benefits for the year ended January 1, 2009 consist of the following:

Total actuarial present value of accumulated	
Plan benefits at January 1, 2008	<u>\$ 24,093,197</u>
Changes during the year attributable to:	
Benefits accumulated and (gain) loss	1,521,241
Interest due to decrease in discount period	1,875,632
Changes in actuarial assumptions	720,534
Change in plan provisions	198,721
Benefits paid	<u>(1,295,583)</u>
Net increase	<u>3,020,545</u>
Total actuarial present value of accumulated	
Plan benefits at January 1, 2009	<u><u>\$ 27,113,742</u></u>

BOEING – OAK RIDGE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 5 - Accumulated Benefits (Continued)

Changes in actuarial assumptions includes a change in the assumed retirement age for current and future deferred participants from 65 to 62 and a change in the assumed forms of annuities selected by future retirees from 100% single life to 50% single life and 50% joint and survivor. These changes were made by the actuary to better reflect plan experience and comply with the requirements of the Pension Protection Act of 2006. Change in plan provisions was due to a change in actuarial equivalence.

Note 6 - Investments

The following presents investments, at fair value, that represent 5% or more of the Plan's net assets available for benefits at December 31:

	<u>2009</u>	<u>2008</u>
Principal Large Cap Stock Index Separate Account	\$ 21,068,529	\$ 13,482,132
Principal Bond and Mortgage Separate Account	<u>11,670,444</u>	<u>9,235,941</u>
	<u>\$ 32,738,973</u>	<u>\$ 22,718,073</u>

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>2009</u>	<u>2008</u>
Pooled separate accounts		
Net appreciation (depreciation) in fair value of investments	<u>\$ 6,089,017</u>	<u>\$ (8,950,629)</u>

BOEING – OAK RIDGE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 7 - Tax Status

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated October 31, 2001, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (“IRC”). As a result of the IRS five-year rolling amendment period and determination letter cycle, an application was filed with the IRS on April 10, 2009 for a determination as to whether the Plan continues to meet the qualification requirements of section 401(a) of the IRC with respect to the Plan’s amendments. The Plan has been amended since receiving the October 31, 2001 determination letter; however, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes the Plan’s tax-exempt status has not been affected, and no provision for income taxes has been included in the Plan’s financial statements.

Note 8 - Party-in-Interest Transactions

Certain Plan investments are units in pooled separate accounts managed by the Trustee. Therefore these transactions qualify as party-in-interest. Fees paid by the Plan to the Trustee amounted to \$18,032 and \$17,800 for the years ended December 31, 2009 and 2008, respectively.

The Company is a subsidiary of The Boeing Company and Consolidated Subsidiaries, the sponsor of the Plan. The Plan sponsor provides administrative services to the Plan for which no fees were charged.

SUPPLEMENTAL SCHEDULES

BOEING – OAK RIDGE RETIREMENT PLAN

EIN: 91-0425694

PLAN #: 022

SUPPLEMENTAL SCHEDULE**DECEMBER 31, 2009**

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

<u>Issuer</u>	<u>Description</u>	<u>Cost</u>	<u>Current Value</u>
*Principal Life Insurance Company	Large Cap Stock Index Separate Account	\$ 19,897,097	\$ 21,068,529
*Principal Life Insurance Company	Bond and Mortgage Separate Account	<u>9,847,352</u>	<u>11,670,444</u>
		<u><u>\$ 29,744,449</u></u>	<u><u>\$ 32,738,973</u></u>

* Party-in-interest

BOEING – OAK RIDGE RETIREMENT PLAN**EIN: 91-0425694****PLAN #: 022****SUPPLEMENTAL SCHEDULE****YEAR ENDED DECEMBER 31, 2009****Schedule H, Line 4j - Schedule of Reportable Transactions**

Reportable transactions as defined in 29 CFR Section 2520.103-6 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are as follows:

Issuer	Description	Purchases		Sales		
		Total Number of Transactions	Cost	Total Number of Transactions	Cost	Net Gain (Loss)
Series of Transactions						
Principal Life Insurance Company	Large Cap Stock Index Separate Account	3	\$ 4,368,177	-	\$ -	\$ -
Principal Life Insurance Company	Large Cap Stock Index Separate Account	-	\$ -	47	\$ 955,788	\$ (170,902)
Principal Life Insurance Company	Bond and Mortgage Separate Account	8	\$ 2,249,544	-	\$ -	\$ -
Principal Life Insurance Company	Bond and Mortgage Separate Account	-	\$ -	52	\$ 1,690,050	\$ 28,929

BOEING – OAK RIDGE RETIREMENT PLAN

EIN: 91-0425694

PLAN #: 022

SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2009

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

<u>Issuer</u>	<u>Description</u>	<u>Cost</u>	<u>Current Value</u>
*Principal Life Insurance Company	Large Cap Stock Index Separate Account	\$ 19,897,097	\$ 21,068,529
*Principal Life Insurance Company	Bond and Mortgage Separate Account	<u>9,847,352</u>	<u>11,670,444</u>
		<u>\$ 29,744,449</u>	<u>\$ 32,738,973</u>

* Party-in-interest

BOEING – OAK RIDGE RETIREMENT PLAN**EIN: 91-0425694****PLAN #: 022****SUPPLEMENTAL SCHEDULE****YEAR ENDED DECEMBER 31, 2009****Schedule H, Line 4j - Schedule of Reportable Transactions**

Reportable transactions as defined in 29 CFR Section 2520.103-6 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are as follows:

Issuer	Description	Purchases		Sales		
		Total Number of Transactions	Cost	Total Number of Transactions	Cost	Net Gain (Loss)
Series of Transactions						
Principal Life Insurance Company	Large Cap Stock Index Separate Account	3	\$ 4,368,177	-	\$ -	\$ -
Principal Life Insurance Company	Large Cap Stock Index Separate Account	-	\$ -	47	\$ 955,788	\$ (170,902)
Principal Life Insurance Company	Bond and Mortgage Separate Account	8	\$ 2,249,544	-	\$ -	\$ -
Principal Life Insurance Company	Bond and Mortgage Separate Account	-	\$ -	52	\$ 1,690,050	\$ 28,929

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning _____ and ending _____

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Boeing - Oak Ridge Retirement Plan	B Three-digit plan number (PN) ►	022
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF The Boeing Company & Consolidated Subsidiaries	D Employer Identification Number (EIN) 91-0425694	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value	2a	28,075,196	
b Actuarial value	2b	30,882,716	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	207	15,052,158
b For terminated vested participants	3b	407	10,936,900
c For active participants:			
(1) Non-vested benefits	3c(1)		87,560
(2) Vested benefits	3c(2)		817,366
(3) Total active	3c(3)	19	904,926
d Total	3d	633	26,893,984
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	8.09 %	
6 Target normal cost	6	98,000	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Signature of actuary <i>Bethany Axtman</i>	Date 14 Sept 2010
	Type or print name of actuary Bethany Axtman, FSA, EA	Most recent enrollment number 08-07128
	Firm name Mercer	Telephone number (including area code) (503) 273-5900
	Address of the firm 111 SW Columbia St, Suite 500 Portland OR 97201-5839	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	10,162,852	N/A
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	90,000	0
9 Amount remaining (Item 7 minus item 8)	10,072,852	0
10 Interest on item 9 using prior year's actual return of <u>(27.65)%</u>	(2,785,144)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		5,048,187
b Interest on (a) using prior year's effective rate of <u>6.13 %</u>		279,052
c Total available at beginning of current plan year to add to prefunding balance		5,327,239
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	252,147	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	7,035,561	0

Part III Funding percentages

14 Funding target attainment percentage	14	88.67 %
15 Adjusted funding target attainment percentage	15	114.83 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	105.23 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/06/2009	50,000				
09/03/2010	2,000,000				
Totals ▶			18(b)	2,050,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,803,910

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	98,000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	98,000
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	50,260	
		Total balance
		50,260
36 Additional cash requirement (item 34 minus item 35)	36	47,740
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	1,803,910
38 Interest-adjusted excess contributions for current year (see instructions)	38	1,756,170
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The percentage of employees expected to retire at each potential retirement age is shown below, based on 10,000 employees actively employed at age 55. The average retirement age is 61.

(A) Retirement Age	(B) Retirement Rate	(C) Number Expected to Retire	(D) (A) x (C)
55	10%	1000	55,000
56	5%	442	24,752
57	5%	411	23,427
58	5%	382	22,156
59	5%	355	20,945
60	10%	657	39,420
61	5%	287	17,507
62	20%	1,062	65,844
63	5%	205	12,915
64	5%	188	12,032
65	100%	3,461	224,965
Total		8,449	518,963
Average Retirement Age			61

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Actuarial assumptions

The following economic assumptions were used in valuing the liabilities and benefits under the plan.

Discount rate elections			
Funding	Full yield curve with a 2-month look back		
Mortality elections			
Healthy participants	2009 PPA separate static annuitant and non-annuitant mortality tables. See table of sample rates.		
Disabled participants	Same as for healthy participants.		
Other economic assumptions			
Expected investment return	8.00% for 2007 through 2009		
Expenses	\$98,000 for the plan year		
Demographic assumptions			
Withdrawal	Pension Actuary's Table T-5. See table of sample rates.		
Disability incidence	The incidence of disability is based on the 1985 Pension Disability Table – Class 2 Incidence Rates.		
Retirement age	Retirement from active service is assumed in accordance with the table on the following page.		
Benefit commencement age for:			
Future vested deferred	Age 62		
Current vested deferred	Age 62		
Spouse assumptions	Male participants	Female participants	
Percentage married	80%	80%	
Spouse age difference	3 years younger	3 years older	
Form of payment	Single Life	85% J&S	50% J&S
Active retirements	50%	50%	0%
Future vested deferred	50%	50%	0%
Future disabilities	100%	0%	0%
Future deaths	0%	0%	100%
Current vested deferred	50%	50%	0%

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
(continued)

Tables of sample rates

Attained Age	Mortality			
	Nonannuitant		Annuitant	
	Male	Female	Male	Female
20	0.02%	0.01%	0.02%	0.01%
25	0.03	0.01	0.03	0.01
30	0.04	0.02	0.04	0.02
35	0.07	0.04	0.07	0.04
40	0.09	0.05	0.09	0.05
45	0.11	0.08	0.17	0.08
50	0.14	0.11	0.40	0.18
55	0.19	0.21	0.43	0.31
60	0.33	0.35	0.63	0.57
65	0.54	0.52	1.07	0.96
70	0.69	0.68	1.74	1.55

Attained Age	Withdrawal	Attained Age	Retirement
20	7.94%	55	10%
25	7.72	56-59	5
30	7.22	60	10
35	6.28	61	5
40	5.15	62	20
45	3.98	63-64	5
50	2.56	65	100
55	0.94		

Disability		
Attained Age	Male	Female
20	0.064%	0.055%
25	0.093	0.096
30	0.134	0.165
35	0.199	0.252
40	0.314	0.357
45	0.505	0.522
50	0.830	0.854
55	1.502	1.490
60	2.266	1.793

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

(continued)

Actuarial methods

Asset methods

We used financial data submitted by the trustee as of the valuation date without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method is an annual average of the adjusted market value over the last 13 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date.
- **Transferred participants:** The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for active participants.
- **Participants on leave of absence:** The liabilities for participants on a leave of absence have been included with the liabilities for active participants.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants.

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
(continued)

Benefits included or excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Shutdown benefits:** We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.
- **IRC Section 415(b):** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416:** We did not test whether this plan is top heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **Benefit restrictions:** Benefit restrictions (if applicable) are ignored in this valuation.

Plan sponsor elections

Mortality

- 2009 PPA separate static annuitant and nonannuitant mortality.
- Mortality for disabled participants is the same as for healthy participants.

Funding interest rate

- Full yield curve
- 2 look-back months

Valuation of lump sums based on IRC Section 417(e) assumptions

- Not applicable

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
(continued)

Minimum funding method

Target liability for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **accrued liability** is the present value of benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual normal costs, and the plan's **funding target liability** is the sum of the accrued liabilities for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future benefit increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected accrued liability** is the present value of benefits based on credited service as of the beginning of the plan year and projected benefit that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.
- The plan's **projected accrued liability** is the sum of the projected accrued liabilities for all participants under the plan. The excess of the plan's projected accrued liability over the plan's funding target is included in the "cushion amount."

Schedule SB, Part V - Summary of Plan Provisions

Plan provisions

Following is a summary of the major plan provisions used to determine the plan's financial position. It should not be used in determining plan benefits.

<i>Effective date</i>	January 1, 1982 Restated plan: January 1, 2006
<i>Most recent amendment</i>	January 1, 2009
<i>Sponsoring employer</i>	The Boeing Company
<i>Plan year</i>	January 1 to December 31
<i>Eligibility</i>	January 1 following the six-month anniversary date of employment commencement date. The plan is currently closed to new entrants.
<i>Service considered</i>	Credited service: In each plan year, a fraction of a year of credited service is determined by dividing months of service by 12. Vested service: A year of service is earned for each plan year in which an employee completes at least six months of service.
<i>Vesting</i>	100% after five years of service. In addition, a participant will be 100% vested on his or her 65th birthday.
<i>Normal retirement benefit</i>	Eligibility: First day of the month coinciding with or next following a participant's 65th birthday. Benefit: A monthly benefit amount for each year of credited service as shown in the following table.

Schedule SB, Part V - Summary of Plan Provisions *(continued)*

*Normal retirement benefit
(continued)*

<u>For retirements or terminations ...</u>	<u>The monthly benefit amount for each year of credited service is</u>
Before 1/1/1988	\$15.00
Between 1/1/1988 and 12/31/1990	17.00
Between 1/1/1991 and 12/31/1993	20.00
Between 1/1/1994 and 12/31/1996	25.00
Between 1/1/1997 and 12/31/2000	27.00
Between 1/1/2001 and 12/31/2001	29.00
Between 1/1/2002 and 12/31/2002	31.00
Between 1/1/2003 and 12/31/2003	35.00
Between 1/1/2004 and 12/31/2004	37.00
Between 1/1/2005 and 12/31/2005	39.00
Between 1/1/2006 and 12/31/2006	40.00
After 12/31/2006	60.00

An active participant who transfers employment to another member of the controlled group will receive a benefit based on the monthly benefit amount in effect upon ultimate retirement or termination from the controlled group.

Late retirement benefit

Accrued benefit earned to actual retirement date.

Early retirement benefit

Eligibility: Age 55 and 10 Years of Service.

Benefit: Normal Retirement benefit reduced by ½ of 1% for each month the participant's early retirement date precedes age 62 (age 65 if the employee does not retire from active service).

Disability benefit

Eligibility: Age 55 with 10 years of service at time of disability, as evidenced by eligibility for and receipt of a disability benefit under Social Security.

Benefit: 100% of accrued benefit payable until eligibility for normal retirement.

Schedule SB, Part V - Summary of Plan Provisions *(continued)*

<i>Pre-retirement death benefit</i>	<p>Eligibility: Vested at time of death and was married to present spouse for at least one year.</p> <p>Benefit: The eligible spouse of a participant who dies after becoming vested will receive a monthly benefit beginning on the first day of the month after the participant's death or, if later, the first of the month after the participant would have attained age 55. This benefit is equal to 50% of the amount which would have been payable to the participant if he or she had (a) terminated on the date of death, (b) survived to and retired on the earliest possible retirement date after the date of death and (c) elected the survivorship annuity option.</p>
<i>Optional forms of retirement benefits</i>	<p>(a) Life annuity. This is the normal form of payment for unmarried participants.</p> <p>(b) 50%, 75% or 100% survivorship annuity (benefit reduced actuarially). The 50% survivorship annuity is the normal form of payment for married participants.</p> <p>All forms are actuarially equivalent based on the following producing the greater benefit:</p> <ul style="list-style-type: none">▪ RP-2000 mortality table, mixed collar, projected to 2015 using Scale AA, with a 50/50 male/female blend and an interest rate of 6%.▪ 1984 Unisex Pensioners Mortality table and an interest rate of 8%.
<i>Maximum benefits</i>	<p>The maximum annual benefit under IRC Section 415 is \$195,000.</p>
<i>Changes since prior valuation</i>	<p>The maximum annual benefit under IRC Section 415 increased to \$195,000 from \$185,000.</p> <p>The basis used for determining actuarially equivalent optional forms of retirement benefit was updated, as described above.</p>

Schedule SB, Line 24 – Change in Actuarial Assumptions

In the prior valuation, all future retirees were assumed to elect a single life annuity; in the current valuation, 50% of retirees are assumed to elect a single life annuity and 50% are assumed to elect a Joint & Survivor annuity, with an average continuance of 85%. In addition, the assumed retirement age for current and future inactive deferred participants was changed from 65 to 62 to better reflect actual plan experience.

The expense assumption was changed from \$90,000 to \$98,000 to reflect anticipated experience for the 2009 plan year.

These changes were made to better reflect anticipated plan experience and comply with the requirements of the Pension Protection Act of 2006.

Schedule SB, Line 25 – Change in Method

The funding interest rate election was changed from segment rates with a 4-month look back and no phase-in to the full yield curve with a 2-month look back.

This plan was converted to the new Mercer valuation system for the 2009 plan year resulting in a change in funding method for 2009. This change in valuation software satisfies the requirements of Announcement 2010-3 for automatic IRS approval for changes in funding method.