

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan 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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information										
1a Name of plan DIGITAL RECEIVER TECHNOLOGY, INC. 401(K) PLAN 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) THE BOEING COMPANY & CONSOLIDATED SUBSIDIARIES C/O BOEING EMPLOYEE BENEFITS P.O. BOX 3707, M/C 11-57 SEATTLE, WA 98124-2207 <div style="text-align: right;">100 N. RIVERSIDE PLAZA CHICAGO, IL 60606-1596</div>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">104</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1999</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 91-0425694</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 206-662-5825</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 541990</td> </tr> </table>	1b Three-digit plan number (PN) ▶	104	1c Effective date of plan 01/01/1999		2b Employer Identification Number (EIN) 91-0425694		2c Sponsor's telephone number 206-662-5825		2d Business code (see instructions) 541990	
1b Three-digit plan number (PN) ▶	104										
1c Effective date of plan 01/01/1999											
2b Employer Identification Number (EIN) 91-0425694											
2c Sponsor's telephone number 206-662-5825											
2d Business code (see instructions) 541990											

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.	07/28/2011	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

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**

510

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**

429

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

0

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

66

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

495

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

1

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

496

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

488

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:

2E 2F 2G 2J 2K 2T

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)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan DIGITAL RECEIVER TECHNOLOGY, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	104
C Plan sponsor's name as shown on line 2a of Form 5500 THE BOEING COMPANY & CONSOLIDATED SUBSIDIARIES	D Employer Identification Number (EIN) 91-0425694	

Part I	Service Provider Information (see instructions)
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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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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)

FID.INV.INST.OPS.CO.INC.

04-2647786

(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?
64 65 60	RECORDKEEPER	225	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

(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 ☐

(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
FID.INV.INST.OPS.CO.INC.	60	0
(d) Enter name and EIN (address) of source of indirect compensation MUTUAL GBL DISCVRY A-FRANKLIN 94-3167260	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.35%	
(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:

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 <div style="text-align: center;">2010</div> This Form is Open to Public Inspection
	For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
	A Name of plan DIGITAL RECEIVER TECHNOLOGY, INC. 401(K) PLAN	B Three-digit plan number (PN) ►
C Plan sponsor's name as shown on line 2a of Form 5500 THE BOEING COMPANY & 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	1700845	1941122
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
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)	103702	51670
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(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)	20533168	24010833
(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	22337715	26003625

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	22337715	26003625
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1351538	
(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)		1351538
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	346	
(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)	5306	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5652
(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)	333772	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		333772
(3) Rents	2b(3)		
(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)		
(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)		3035631
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4726593

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1058546	
(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)		1058546
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		1876
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	261	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		261
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1060683

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3665910
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: MCGLADREY & PULLEN, LLP

(2) EIN: 42-0714325

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)

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>DIGITAL RECEIVER TECHNOLOGY, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>104</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE BOEING COMPANY & CONSOLIDATED SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>91-0425694</u>

Part I	Distributions
---------------	----------------------

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>04-6568107</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	

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)
----------------	--

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
-----------------	-------------------

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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

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):

Digital Receiver Technology, Inc.
401(k) Plan

Financial Report
December 31, 2010

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 NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



Independent Auditor's Report

To the Employee Benefit Plans Committee of
The Boeing Company
Chicago, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of Digital Receiver Technology, Inc. 401(k) Plan (the Plan) as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and supplemental schedule of assets held for investment as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States 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 information summarized in Note 4, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 certifications from the trustee regarding the completeness and accuracy of the information provided to the Plan Administrator by the trustee as of December 31, 2010 and 2009, and for the years then ended.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As discussed in Note 1 to the financial statements, The Boeing Company's Employee Benefit Plans Committee (the EBPC) elected to freeze admission of new participants and future contributions into the Plan effective July 17, 2009.

McGladrey & Pullen, LLP

Vienna, Virginia
July 25, 2011

Digital Receiver Technology, Inc. 401(k) Plan

**Statements Of Net Assets Available For Benefits
December 31, 2010 and 2009**

	2010	2009
Assets		
Investments at fair value - Mutual funds	\$ 25,951,955	\$ 22,234,013
Receivables:		
Notes receivable from participants	51,670	103,702
Employer contribution receivable	-	1,351,538
Total receivables	51,670	1,455,240
Total assets	26,003,625	23,689,253
Liabilities	-	-
Net assets available for benefits	\$ 26,003,625	\$ 23,689,253

See Notes To Financial Statements.

Digital Receiver Technology, Inc. 401(k) Plan

**Statements Of Changes In Net Assets Available For Benefits
Years Ended December 31, 2010 And 2009**

	2010	2009
Net increase in net assets available for benefits:		
Additions to net assets attributed to:		
Investment income:		
Interest	\$ 346	\$ 10,362
Dividends	333,772	315,159
Net appreciation in fair value of investments	3,035,631	4,762,465
Total investment income	3,369,749	5,087,986
Interest income - notes receivable from participants	5,306	9,153
Contributions:		
Employer	-	2,053,797
Participants	-	2,026,311
Rollovers	-	64,115
Total contributions	-	4,144,223
Total additions	3,375,055	9,241,362
Deductions from net assets attributed to:		
Benefits paid to participants	1,060,683	545,499
Total deductions	1,060,683	545,499
Net increase	2,314,372	8,695,863
Net assets available for benefits:		
Beginning	23,689,253	14,993,390
Ending	\$ 26,003,625	\$ 23,689,253

See Notes To Financial Statements.

Digital Receiver Technology, Inc. 401(k) Plan

Notes To Financial Statements

Note 1. Description of Plan

The following description of the Digital Receiver Technology, Inc. 401(k) Plan (the Plan), provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all employees of Digital Receiver Technology, Inc. (the Company), hired prior to July 17, 2009, who are age eighteen or older other than those covered by a collective bargaining agreement, leased employees, interns, and nonresident aliens without U.S. earned income. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

On December 18, 2008, The Boeing Company (Boeing) purchased the Company, the Plan's sponsor. Effective July 17, 2009, the Plan was frozen, the Company's employees became employees of Boeing, began participation in Boeing's Voluntary Investment Plan (VIP) 401k plan, and were no longer able to make contributions to the Plan.

Effective December 1, 2009, sponsorship of the Plan was transferred to Boeing, and administrative and amendment authority over the Plan was delegated to Boeing's Employee Benefit Plans Committee.

Contributions: Prior to July 17, 2009, participants could contribute between 1% and 60% of their annual compensation as defined in the Plan. Participants who attained age 50 before the end of the Plan year were eligible to make catch-up contributions. Participants could contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants may direct the investment of contributions into various investment options offered by the Plan on a daily basis. The Plan currently offers mutual funds and a money market account as investment options for participants.

Prior to July 17, 2009, each quarter the Company would make a safe harbor qualified non-elective contribution equal to 3% of compensation, as defined by the Plan, for all participants active during that quarter. Effective January 1, 2009, the Company added an aged based non-elective contribution of 1% of compensation for active participants who attained age 40 - 49 as of the Plan year or 2% of compensation if at least age 50 as of the last day of the Plan year. Additionally, the Company added a non-elective matching contribution of 100% of the first 4% of participant deferrals and 50% of the next 4% of participant deferrals. Company qualified non-elective contributions for the years ended December 31, 2010 and 2009 were \$0 and \$2,053,797, respectively. Contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution, and (b) Plan earnings/losses, and (c) is charged with an administrative fee for any loans processed to their account, if applicable. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in all contributions, plus actual earnings thereon.

Notes receivable from participants: Prior to July 17, 2009, participants could borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance, reduced by any outstanding loan balance. Participants could only have one loan outstanding at any time. Loans must be repaid within 5 years, or 10 years if taken for purchase of a principal residence. The loans are secured by the balance in the participant's account and bear interest at the current prime rate as of the effective date of the loan. Beginning July 17, 2009, new loans were no longer permitted. The interest rates ranged from 3.25% to 9.25% for loans outstanding as of December 31, 2010 and 2009. Principal and interest is paid ratably through bi-weekly payroll deductions.

Digital Receiver Technology, Inc. 401(k) Plan

Notes To Financial Statements

Note 1. Description of Plan (Continued)

Payment of benefits: On termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account.

Distributions may be in the form of a lump sum or installment payments. If the total benefit is \$1,000 or less, the entire amount may be paid in a lump sum distribution, unless the participant elects otherwise. If the total benefit is greater than \$1,000, but less than \$5,000, the balance may be automatically rolled into an individual retirement account, unless the participant elects otherwise. Withdrawals for financial hardship (as defined by the Plan) are permitted.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared on the accrual method 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 and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and uncertainties: The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Investment valuation and income recognition: Shares of registered investment companies (mutual funds) are reported at fair value based on the quoted market price of the fund, which represents the net asset value of the shares held by the fund at year-end. The money market account is valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held, during the year.

FASB codification: On July 1, 2009, the Financial Accounting Standards Board ("FASB") 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.

Benefits: Benefits are recorded when paid.

Administrative expenses: Administrative expenses are paid by the Company.

Digital Receiver Technology, Inc. 401(k) Plan

Notes To Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Recent Pronouncements: Financial Accounting Standards Board (FASB) Staff Position 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, amended Accounting Standards Codification (ASC) 820, having significant impact on investment disclosures effective for years ended after June 15, 2009. It requires disclosure of inputs and valuation techniques used to measure fair value and discussion of changes in valuation techniques and related inputs, if any, and includes guidance on determining major security type ("category") for debt and equity securities required to be disclosed on the basis of "nature of risks" of the investments. The financial statements reflect the adoption of FASB Staff Position 157-4 as of December 31, 2009.

In September 2009, FASB issued an amendment, *Investments in Certain Entities That Calculate Net Asset Value per Share (or its Equivalent)* Accounting Standards Update (ASU) 2009-12, which provides guidance on how entities should estimate fair value of certain alternative investments. The fair value of investments within the scope of this guidance can now be determined using net asset value (NAV) per share as a practical expedient, when the fair value is not readily determinable, unless it is probable the investment will be sold at something other than NAV. It also requires disclosure of certain attributes by major category of alternative investments, regardless of whether the practical expedient was used. This amendment was effective for periods ending after December 15, 2009, with early adoption permitted. Adoption of ASU 2009-12 did not have any impact on the financial statements as of December 31, 2010 or 2009.

In January 2010, FASB issued an amendment, *Fair Value Measurements and Disclosures – Improving Disclosures About Fair Value Measurements* (ASU 2010-06), which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and those disclosures should include a discussion of inputs and valuation techniques. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes. With respect to matters other than Level 3 measurements, the amendment was effective and adopted for periods beginning on or after December 15, 2009. The financial statements reflect the adoption of ASU 2010-06 as of December 31, 2009. The guidance related to Level 3 measurements is effective for periods beginning on or after December 15, 2010 and has not yet been adopted. The Plan is currently evaluating the impact of the guidance related to Level 3 measurements on the disclosures.

In September 2010, the Financial Accounting Standards Board (FASB) issued *Plan Accounting – Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans* (ASU 2010-25), which provides guidance on how loans to participants should be classified and measured. This guidance requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance, plus any accrued but unpaid interest. The guidance is effective for Plan years ending after December 15, 2010, and requires retrospective application to all periods presented. This guidance was adopted for the year ended December 31, 2010, and retrospectively applied to December 31, 2009. Prior year amounts and disclosures have been revised to reflect the retrospective application of adopting this new guidance. The adoption resulted in a reclassification of participant loans totaling \$51,670 and \$103,702 from investments to notes receivable as of December 31, 2010 and 2009, respectively. There was no impact to net assets available for benefits as of December 31, 2010 or 2009, as a result of the adoption.

Notes To Financial Statements

Notes 2. Summary of Significant Accounting Policies (Continued)

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which changes certain fair value measurement principles and enhances the disclosure requirements, particularly for Level 3 fair value measurements. This update is effective for reporting periods beginning on or after December 15, 2011, with early adoption prohibited, and requires prospective application. Plan management has determined this guidance will have no impact on the Plan.

The FASB issued new guidance on accounting for uncertainty in income taxes (ASC 740-10). The Plan adopted this new guidance as of the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements.

Subsequent events: The Plan evaluates subsequent events that occur after the date of the financial statements but before the statements are issued or are available to be issued. The evaluation for such subsequent events occurred on July 25, 2011.

Note 3. Fair Value of Financial Assets and Financial Liabilities

The Plan has adopted the provisions of ASC 820, *Fair Value Measurements and Disclosures*, which establishes a 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 investments (Level 3 measurements). The three levels of the fair value hierarchy under AC 820 for financial assets and financial liabilities are described below:

Level 1	Values are based on quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. An active market is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.
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 investments that are both unobservable and significant to the overall fair value measurement. These investments may reflect estimates of the assumptions that market participants would use in valuing the financial asset or financial liability.

Digital Receiver Technology, Inc. 401(k) Plan

Notes To Financial Statements

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

Pursuant to ASC 820, 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 table sets forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2010 and 2009. As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	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, 2010
FINANCIAL ASSETS:				
Investments--mutual funds:				
Asset allocation funds	\$ 3,719,118	\$ -	\$ -	\$ 3,719,118
Growth funds	17,103,717	-	-	17,103,717
Income funds	2,402,777	-	-	2,402,777
Index funds	785,221	-	-	785,221
Money market fund	1,941,122	-	-	1,941,122
Total mutual funds	25,951,955	-	-	25,951,955
TOTAL FINANCIAL ASSETS	\$ 25,951,955	\$ -	\$ -	\$ 25,951,955

	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:				
Investments--mutual funds:				
Asset allocation funds	\$ 3,428,746	\$ -	\$ -	\$ 3,428,746
Growth funds	14,377,387	-	-	14,377,387
Income funds	2,115,003	-	-	2,115,003
Index funds	612,032	-	-	612,032
Money market fund	1,700,845	-	-	1,700,845
Total mutual funds	22,234,013	-	-	22,234,013
TOTAL FINANCIAL ASSETS	\$ 22,234,013	\$ -	\$ -	\$ 22,234,013

Digital Receiver Technology, Inc. 401(k) Plan

Notes To Financial Statements

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

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2010 and 2009, there were no significant transfers in or out of Levels 1, 2 or 3.

Note 4. Information Certified By Fidelity Management Trust Company

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified or provided by Fidelity Management Trust Company (Fidelity or the trustee), except for comparing such information certified or provided by the trustee to information included in the Plan's financial statements and supplemental schedule.

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

	2010	2009
Fidelity Low Price Stock Fund	\$ 2,030,656	\$ 1,711,984
Fidelity Retirement Money Market Fund	1,941,122	1,700,845
Fidelity Mid Cap Stock Fund	1,662,509	1,460,386
Fidelity Diversified International Fund	1,450,311	1,336,922
Fidelity Contrafund	1,352,945	
Other investments	17,514,412	16,023,876
	<u>\$ 25,951,955</u>	<u>\$ 22,234,013</u>

During 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2010	2009
Net appreciation in fair value of investments	<u>\$3,035,631</u>	<u>\$4,762,465</u>

For the years ended December 31, 2010 and 2009, Fidelity also certified to the accuracy and completeness of the \$5,652 and \$19,515 of interest and \$333,772 and \$315,159 of dividends, respectively.

Digital Receiver Technology, Inc. 401(k) Plan

Notes To Financial Statements

Note 5. Plan Termination

Although it has not expressed any intent to do so, Boeing has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Participants are always 100% vested in their accounts.

Note 6. Tax Status

Effective September 2002, the Plan adopted a non-standardized prototype plan sponsored by Fidelity Management and Research Company (FMRC). The Internal Revenue Service has determined and informed FMRC by a letter dated November 30, 2005, that the prototype 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 February 2, 2010 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 November 30, 2005 determination letter; however, the Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

The implementation of ASC 740-10 has not resulted in any uncertain tax positions that would require adjustments to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. Generally, the Plan is no longer subject to income tax examination by federal, state, or local authorities for years before 2007.

Note 7. Reconciliation of Financial Statements To Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets per the Form 5500 as of December 31:

	2010	2009
Net assets available for benefits per the financial statements	\$ 26,003,625	\$ 23,689,253
Employer contribution receivable	-	(1,351,538)
Net assets available for benefits per the Form 5500	<u>\$ 26,003,625</u>	<u>\$ 22,337,715</u>

The following is a reconciliation of employer contributions per the financial statements to the Form 5500 for the year ended December 31:

	2010	2009
Employer contributions per the financial statements	\$ -	\$ 2,053,797
Employer contribution receivable, current year	-	(1,351,538)
Employer contribution receivable, prior year	1,351,538	257,303
Employer contributions per the Form 5500	<u>\$ 1,351,538</u>	<u>\$ 959,562</u>

Digital Receiver Technology, Inc. 401(k) Plan

Notes To Financial Statements

Note 8. Related Party Transactions

Certain Plan investments are shares of mutual funds and a money market fund managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore these transactions qualify as party-in-interest transactions.

Note 9. Plan Amendments

Effective July 17, 2009, the Plan was amended to provide an enhanced employer contribution for the Digital employees to increase their employer contribution amounts to the amounts they would have received if they had participated in the Boeing Voluntary Investment Plan (the VIP) for the period January 1, 2009 through July 16, 2009.

As discussed in Note 1, the Plan was frozen July 17, 2009, and effective December 1, 2009, the sponsorship and administration of the Plan was transferred to Boeing.

Note 10. Subsequent Events

On May 2, 2011, the EBPC passed a resolution to merge the assets of the Digital Receiver Technology, Inc. 401(k) Plan into Boeing's VIP effective on or as soon as reasonably practicable after August 1, 2011.

Digital Receiver Technology, Inc. 401(k) Plan

Schedule Of Assets Held For Investment

Form 5500, Schedule H, Item 4i

December 31, 2010

Employer Identification Number: 91-0425694

Plan Number: 104

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost**	Fair Value
	Franklin Templeton	Mutual Discovery A Fund	\$	70,906
*	Fidelity Investments	Fidelity Fidelity Fund		464,153
*	Fidelity Investments	Fidelity Puritan Fund		1,006,261
*	Fidelity Investments	Fidelity Value Strategies Fund		120,887
*	Fidelity Investments	Fidelity Contrafund		1,352,945
*	Fidelity Investments	Fidelity Equity Income Fund		449,001
*	Fidelity Investments	Fidelity Growth Company Fund		780,202
*	Fidelity Investments	Fidelity Investment Grade Bond Fund		896,725
*	Fidelity Investments	Fidelity Intermediate Bond Fund		944,919
*	Fidelity Investments	Fidelity Value Fund		481,652
*	Fidelity Investments	Fidelity Government Income Fund		1,302,473
*	Fidelity Investments	Fidelity OTC Portfolio Fund		346,589
*	Fidelity Investments	Fidelity Overseas Fund		248,408
*	Fidelity Investments	Fidelity Real Estate Investment		289,933
*	Fidelity Investments	Fidelity Blue Chip Growth Fund		1,234,683
*	Fidelity Investments	Fidelity Low Price Stock Fund		2,030,656
*	Fidelity Investments	Fidelity Equity Income II Fund		236,379
*	Fidelity Investments	Fidelity Strategic Growth Fund		682,288
*	Fidelity Investments	Fidelity Diversified International Fund		1,450,311
*	Fidelity Investments	Fidelity Dividend Growth Fund		1,336,987
*	Fidelity Investments	Fidelity Export & Multinational Fund		337,066
*	Fidelity Investments	Fidelity Mid Cap Stock Fund		1,662,509
*	Fidelity Investments	Fidelity Large Cap Stock Fund		428,335
*	Fidelity Investments	Fidelity Freedom Income Fund		334,976
*	Fidelity Investments	Fidelity Freedom 2000 Fund		118,583
*	Fidelity Investments	Fidelity Freedom 2010 Fund		376,450
*	Fidelity Investments	Fidelity Freedom 2020 Fund		1,324,620
*	Fidelity Investments	Fidelity Freedom 2030 Fund		584,848
*	Fidelity Investments	Fidelity Small Cap Discovery Fund		258,007
*	Fidelity Investments	Fidelity SPTN Total Market Index Fund		625,649
*	Fidelity Investments	Fidelity SPTN Extended Market Index Fund		159,572
*	Fidelity Investments	Fidelity Short Term Bond Fund		79,482
*	Fidelity Investments	Fidelity Fifty Fund		423,956
*	Fidelity Investments	Fidelity Retirement Money Market Fund		1,941,122

(Continued)

Digital Receiver Technology, Inc. 401(k) Plan

Schedule Of Assets Held For Investment

Form 5500, Schedule H, Item 4i

December 31, 2010

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*	Fidelity Investments	Fidelity Freedom 2040 Fund		529,646
*	Fidelity Investments	Fidelity Freedom 2005 Fund		232
*	Fidelity Investments	Fidelity Freedom 2015 Fund		20,853
*	Fidelity Investments	Fidelity Freedom 2025 Fund		192,289
*	Fidelity Investments	Fidelity Freedom 2035 Fund		438,639
*	Fidelity Investments	Fidelity Small Cap Value Fund		255,805
*	Fidelity Investments	Fidelity Freedom 2045 Fund		88,726
*	Fidelity Investments	Fidelity Freedom 2050 Fund		44,232
		Total investments		25,951,955
*	Participants	Notes receivable from participants		51,670
		Total assets	\$	26,003,625

(Concluded)

* Represents a party in interest.

** Cost is not required for participant directed investments

2010 FORM 5500 ATTACHMENT

SCHEDULE H, Part IV - 4i - FINANCIAL INFORMATION

Plan Sponsor: The Boeing Company & Consolidated Subsidiaries

Sponsor's EIN: 91-0425694

Plan Name: Digital Receiver Technology, Inc. 401(k) Plan

Plan Number: 104

SCHEDULE OF ASSETS HELD FOR INVESTMENT

DECEMBER 31, 2010

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(Continued)

2010 FORM 5500 ATTACHMENT

SCHEDULE H, Part IV - 4i - FINANCIAL INFORMATION

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DECEMBER 31, 2010

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