

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</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 <u>DIGITAL RECEIVER TECHNOLOGY, INC. 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>104</u> 1c Effective date of plan <u>01/01/1999</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>THE BOEING COMPANY & CONSOLIDATED SUBSIDIARIES</u> <u>C/O BOEING EMPLOYEE BENEFITS</u> <u>P.O. BOX 3707, M/C 11-57</u> <u>SEATTLE, WA 98124-2207</u>	2b Employer Identification Number (EIN) <u>91-0425694</u> 2c Sponsor's telephone number <u>206-662-5825</u> 2d Business code (see instructions) <u>541990</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>07/31/2012</u>	<u>SCOTT BUCHANAN</u>
	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 (2011)
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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
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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
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5 Total number of participants at the beginning of the plan year	5	496
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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	346
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	100
d Subtotal. Add lines 6a , 6b , and 6c	6d	446
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	447
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	439
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	
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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 2T 3D 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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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 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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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)

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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 37 65	RECORDKEEPER	1975	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 ☐

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)

(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. 0.40%	
(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.	

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
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(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>DIGITAL RECEIVER TECHNOLOGY, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">104</div>
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	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	1941122	1596469
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)	51670	173813
	(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)	24010833	20920133
	(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	26003625	22690415

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	26003625	22690415
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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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	245	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		245
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)	2720	
(F) Other	2b(1)(F)	180	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2900
(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)	590278	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		590278
(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)		-1080568
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-487145

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2823879	
(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)		2823879
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2186	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2186
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2826065

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3313210
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, 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.			
4n			

- 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)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
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	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 0
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): 04-6568107		
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 (include any prior year accumulated funding deficiency not waived)		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 or other authority 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. 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) 2011 v.012611		

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, 2011

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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, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and supplemental schedule of assets held for investment as of December 31, 2011. 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 (ERISA), 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 and for the year ended December 31, 2011, and as of December 31, 2010.

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 supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 5, the Plan's assets were merged into Boeing's Voluntary Investment Plan on June 15, 2012.

McGladrey LLP

Frederick, Maryland
June 18, 2012

Digital Receiver Technology, Inc. 401(k) Plan

**Statements Of Net Assets Available For Benefits
December 31, 2011 and 2010**

	2011	2010
<hr/>		
Assets		
Investments at fair value - mutual funds	\$ 22,516,602	\$ 25,951,955
Notes receivable from participants	173,813	51,670
Total assets	<hr/> 22,690,415	<hr/> 26,003,625
<hr/>		
Liabilities	-	-
Net assets available for benefits	<hr/> \$ 22,690,415	<hr/> \$ 26,003,625
<hr/>		

See Notes To Financial Statements.

Digital Receiver Technology, Inc. 401(k) Plan

**Statement Of Changes In Net Assets Available For Benefits
Year Ended December 31, 2011**

Net decrease in net assets available for assets:

Additions to net assets attributed to:

Interest	\$ 180
Dividends	590,278
Interest income - notes receivable from participants	2,720
Rollover contributions	<u>245</u>

Total additions	593,423
-----------------	---------

Deductions from net assets attributed to:

Net depreciation in fair value of investments	1,080,568
Benefits paid to participants	2,826,065

Total deductions	<u>3,906,633</u>
------------------	------------------

Net decrease	(3,313,210)
--------------	-------------

Net assets available for benefits:

Beginning of year	<u>26,003,625</u>
End of year	<u>\$ 22,690,415</u>

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, and 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 (EBPC).

Contributions: Participants may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (i.e., rollover contributions). Since the Plan was frozen on July 17, 2009, no other types of contributions have been permitted. 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.

Participant accounts: Each participant's account is credited with any rollover contributions and allocations of Plan earnings/losses, and 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: Participants may 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 may 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. The interest rates ranged from 3.25% to 9.25% for loans outstanding as of December 31, 2011 and 2010. Principal and interest is paid ratably through bi-weekly payroll deductions.

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. In-service distributions are also permitted for participants who are at least 59 ½ years of age.

Digital Receiver Technology, Inc. 401(k) Plan

Notes To Financial Statements

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.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

Benefits: Benefits are recorded when paid.

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

Recent pronouncements: 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. Adoption of ASU 2010-06 did not have any impact on the financial statements as of December 31, 2011 or 2010.

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 was adopted in 2010 and retrospectively applied to Plan years ending after December 15, 2009.

Notes To Financial Statements

Notes 2. Summary of Significant Accounting Policies (Continued)

The adoption resulted in a reclassification of participant loans totaling \$51,670 from investments to notes receivable as of December 31, 2010. There was no impact to net assets available for benefits as of December 31, 2010 as a result of the adoption.

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.

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 June 18, 2012.

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 investments 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 ASC 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, 2011 and 2010. 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, 2011
FINANCIAL ASSETS:				
Investments--mutual funds:				
Asset allocation funds	\$ 3,238,260	\$ -	\$ -	\$ 3,238,260
Growth funds	15,027,524	-	-	15,027,524
Income funds	1,947,650	-	-	1,947,650
Index funds	706,699	-	-	706,699
Money market fund	1,596,469	-	-	1,596,469
Total mutual funds	22,516,602	-	-	22,516,602
TOTAL FINANCIAL ASSETS	\$ 22,516,602	\$ -	\$ -	\$ 22,516,602

	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

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, 2011 and 2010, 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:

	2011	2010
Fidelity Low Price Stock Fund	\$ 1,816,256	\$ 2,030,656
Fidelity Retirement Money Market Fund	1,596,469	1,941,122
Fidelity Mid Cap Stock Fund	1,455,758	1,662,509
Fidelity Freedom 2020 Fund*	1,317,747	
Fidelity Diversified International Fund*		1,450,311
Fidelity Value Fund*	1,237,912	
Fidelity Blue Chip Growth Fund*	1,159,903	
Fidelity Contrafund	1,157,102	1,352,945
Other investments	12,775,455	17,514,412
	<u>\$ 22,516,602</u>	<u>\$ 25,951,955</u>

*For years in which the investment amount is left blank, the investment did not comprise 5% or more of the Plan's net assets available for benefits.

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$1,080,568.

For the year ended December 31, 2011, Fidelity also certified to the accuracy and completeness of the \$2,900 of interest and \$590,278 of dividends.

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 terminate the Plan subject to the provisions of ERISA. Participants are always 100% vested in their accounts.

On May 2, 2011, the EBPC passed a resolution to merge the assets of the Plan with the Boeing VIP.

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 (IRS) 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 IRS determined and informed Boeing by a letter dated August 22, 2011, that the Plan meets the requirements of the applicable sections 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 2008.

Note 7. 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 8. Subsequent Event

The assets of the Plan were merged into Boeing's VIP effective June 15, 2012.

Digital Receiver Technology, Inc. 401(k) Plan

Schedule Of Assets Held For Investment

Form 5500, Schedule H, Item 4i

December 31, 2011

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	\$	27,241
*	Fidelity Investments	Fidelity Fidelity Fund		393,258
*	Fidelity Investments	Fidelity Puritan Fund		851,517
*	Fidelity Investments	Fidelity Value Strategies Fund		103,532
*	Fidelity Investments	Fidelity Contrafund		1,157,102
*	Fidelity Investments	Fidelity Equity Income Fund		416,359
*	Fidelity Investments	Fidelity Growth Company Fund		767,209
*	Fidelity Investments	Fidelity Investment Grade Bond Fund		822,888
*	Fidelity Investments	Fidelity Intermediate Bond Fund		814,285
*	Fidelity Investments	Fidelity Value Fund		1,237,912
*	Fidelity Investments	Fidelity Government Income Fund		265,344
*	Fidelity Investments	Fidelity OTC Portfolio Fund		346,341
*	Fidelity Investments	Fidelity Overseas Fund		152,759
*	Fidelity Investments	Fidelity Real Estate Investment		282,949
*	Fidelity Investments	Fidelity Blue Chip Growth Fund		1,159,903
*	Fidelity Investments	Fidelity Low Price Stock Fund		1,816,256
*	Fidelity Investments	Fidelity Equity Income II Fund		155,177
*	Fidelity Investments	Fidelity Strategic Growth Fund		571,595
*	Fidelity Investments	Fidelity Diversified International Fund		1,098,522
*	Fidelity Investments	Fidelity Dividend Growth Fund		1,092,436
*	Fidelity Investments	Fidelity Export & Multinational Fund		356,456
*	Fidelity Investments	Fidelity Mid Cap Stock Fund		1,455,758
*	Fidelity Investments	Fidelity Large Cap Stock Fund		372,118
*	Fidelity Investments	Fidelity Freedom Income Fund		268,919
*	Fidelity Investments	Fidelity Freedom 2000 Fund		92,488
*	Fidelity Investments	Fidelity Freedom 2010 Fund		232,669
*	Fidelity Investments	Fidelity Freedom 2020 Fund		1,317,747
*	Fidelity Investments	Fidelity Freedom 2030 Fund		540,976
*	Fidelity Investments	Fidelity Small Cap Discovery Fund		330,362
*	Fidelity Investments	Fidelity SPTN Total Market Index Fund		568,611
*	Fidelity Investments	Fidelity SPTN Extended Market Index Fund		138,087
*	Fidelity Investments	Fidelity Short Term Bond Fund		45,133
*	Fidelity Investments	Fidelity Fifty Fund		385,534
*	Fidelity Investments	Fidelity Retirement Money Market Fund		1,596,469

(Continued)

Digital Receiver Technology, Inc. 401(k) Plan

Schedule Of Assets Held For Investment

Form 5500, Schedule H, Item 4i

December 31, 2011

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
*	Fidelity Investments	Fidelity Freedom 2040 Fund		434,218
*	Fidelity Investments	Fidelity Freedom 2005 Fund		160
*	Fidelity Investments	Fidelity Freedom 2015 Fund		20,782
*	Fidelity Investments	Fidelity Freedom 2025 Fund		146,220
*	Fidelity Investments	Fidelity Freedom 2035 Fund		324,333
*	Fidelity Investments	Fidelity Small Cap Value Fund		228,310
*	Fidelity Investments	Fidelity Freedom 2045 Fund		86,900
*	Fidelity Investments	Fidelity Freedom 2050 Fund		41,767
		Total investments		22,516,602
*	Participants	Notes receivable from participants		173,813
		Total assets	\$	22,690,415

(Concluded)

* Represents a party in interest.

** Cost is not required for participant directed investments

2011 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, 2011

(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	\$	27,241
*	Fidelity Investments	Fidelity Fidelity Fund		393,258
*	Fidelity Investments	Fidelity Puritan Fund		851,517
*	Fidelity Investments	Fidelity Value Strategies Fund		103,532
*	Fidelity Investments	Fidelity Contrafund		1,157,102
*	Fidelity Investments	Fidelity Equity Income Fund		416,359
*	Fidelity Investments	Fidelity Growth Company Fund		767,209
*	Fidelity Investments	Fidelity Investment Grade Bond Fund		822,888
*	Fidelity Investments	Fidelity Intermediate Bond Fund		814,285
*	Fidelity Investments	Fidelity Value Fund		1,237,912
*	Fidelity Investments	Fidelity Government Income Fund		265,344
*	Fidelity Investments	Fidelity OTC Portfolio Fund		346,341
*	Fidelity Investments	Fidelity Overseas Fund		152,759
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*	Fidelity Investments	Fidelity Short Term Bond Fund		45,133

(Continued)

2011 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, 2011

(a)	(b)	(c)	(d)	(e)
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*	Fidelity Investments	Fidelity Freedom 2005 Fund		160
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		Total investments		22,516,602
*	Participants	Notes receivable from participants		173,813
		Total assets		<u>\$ 22,690,415</u> (Concluded)

* Represents a party in interest.

** Cost is not required for participant directed investments