



shaping the future

Vision 2016: People working together as a
global enterprise for aerospace leadership



this is Boeing

The Boeing Company

Boeing is the world's leading aerospace company and the largest manufacturer of commercial jetliners and military aircraft, providing products and tailored services to airlines and U.S. and allied armed forces around the world. Our capabilities include rotorcraft, electronic and defense systems, missiles, satellites, launch systems, and advanced information and communication systems. Our reach extends

to customers in 145 countries around the world, and we are the number-one U.S. exporter in terms of sales. With Corporate Offices in Chicago, Ill., Boeing employs more than 153,300 people in 48 American states and 67 countries. In addition, our enterprise leverages the talents of hundreds of thousands more people working for Boeing suppliers worldwide.

Table of Contents

1	Operational Highlights
2	Message to Shareholders
7	Executive Council
8	Boeing Commercial Airplanes
10	Boeing Integrated Defense Systems
12	2006 Initiative Spotlight: Lean+
14	Serving Our Customers
16	Global Presence
18	Technology Development
20	Financials
89	Selected Products, Programs and Services
95	Board of Directors
96	Company Officers
97	Shareholder Information

Operational Highlights

- ▶ Improved revenue growth by 5 percent and increased net income by 37 percent over 2004, despite strikes at two of our business units and moderating defense markets.
- ▶ Increased backlog by 34 percent to a record \$205 billion.
- ▶ Generated \$7 billion of operating cash flow, allowing us to fund \$1.9 billion into pension plans, buy back approximately \$3 billion in stock and invest in new products.
- ▶ Continued strong stock performance — performing in the top quartile of the S&P 500, with 36 percent growth over 2004; increased earnings per share by 42 percent.
- ▶ Captured a Boeing record 1,002 net (1,029 gross) commercial airplane orders, proving we have the right market and product strategies.
- ▶ Reached significant Commercial Airplanes program milestones with launch of the 777 Freighter, 737-900 Extended Range and 747-8 airplanes and completion of firm configuration for the 787 Dreamliner.
- ▶ Demonstrated outstanding performance from Integrated Defense Systems with a 33 percent operating earnings increase over 2004; and operating margins at 12.6 percent compared to 9.6 percent a year ago.
- ▶ Achieved major IDS program milestones with successful Future Combat System and Multi-mission Maritime Aircraft program reviews, delivery of the first F-15K to the Republic of Korea, rollout of the Italian KC-767 Tanker, and a successful Ground-based Missile Defense test flight.
- ▶ Completed divestiture of our Wichita operations, Rocketdyne Propulsion & Power and Boeing Electronic Dynamic Devices, Inc., as we sharpen our focus on large-scale aerospace and defense systems integration and give these businesses the opportunity to grow through access to broader markets.

delivering results

2005 Financial Highlights					
U.S. dollars in millions except per share data	2005	2004	2003	2002	2001
Revenues	54,845	52,457	50,256	53,831	57,970
Net earnings	2,572	1,872	718	492	2,827
Earnings per share*	3.19	2.24	0.85	2.84	3.40
Operating margins	5.1%	3.8%	0.8%	6.4%	6.2%
Contractual backlog†	160,473	109,600	104,812	104,173	106,591

* Before cumulative effect of accounting change and net gain (loss) from discontinued operations.

† Commercial Airplanes backlog at December 31, 2005, has been reduced by \$7.8 billion to reflect the planned change in accounting for concessions effective January 1, 2006. Had December 31, 2004, reflected this method of accounting, Commercial Airplanes contractual backlog would have been reduced by \$4.9 billion to \$65.5 billion. Refer to Note 1 in the Financial section.

NOTE: Page 3 of this report refers to earnings per share adjusted for special items "core earnings per share". This is a "non-GAAP financial measure" under SEC rules. The reasons we use core earnings per share and a reconciliation to GAAP earnings per share is included on page 21 of this report.



▲ W. James McNerney, Jr., Chairman, President and Chief Executive Officer

Message from the Chairman

To the Shareholders and Employees of The Boeing Company: Let me begin by saying that I've known and admired this company for a long time — as a supplier partner, a member of the board, and, since July 2005, as chairman and chief executive — and I am pleased with our strong results in 2005. Last year provided us with a terrific foundation for even better performance this year and beyond.

charting the course

Our earnings per share rose 42 percent, our revenues rose 5 percent, and our operating cash flow doubled — to \$7 billion. Excluding special items, our core earnings per share rose 16 percent. Our operating engine is hitting on all cylinders.

The year was tremendously successful for our Commercial Airplanes business, which set a Boeing record with 1,002 net (1,029 gross) orders for new airplanes. Our Integrated Defense Systems business showed strong financial performance — with record revenues, earnings and margins — and continued its success in building a larger backlog than that of any other defense contractor. We achieved these results despite a softening defense market, a strike that shut down produc-

tion in our commercial airplane business for four weeks and another strike at our launch systems business.

The growing strength of our core commercial airplane and defense businesses can be seen in the 34 percent increase in total backlog — to a record \$205 billion at the close of 2005, nearly four times our total revenues for the year. In addition, our stock price increased 36 percent over the course of the year, leading all major U.S. aerospace companies in share-price appreciation during 2005. Finally, we increased our shareholder dividend by 20 percent.

I can't take credit for this performance, but I can give full credit and thanks where it is due — to the Boeing employees

who maintained their discipline and focus throughout a year of challenges and distractions, and especially to James Bell, who led the company as interim CEO for several months. We can all be proud of an excellent team effort that revolved around satisfying our customers and executing our programs to plan. Because of our people's performance, Boeing is a vital company — with strong financial results, a burgeoning order book, and extraordinary upside potential.

Charting the Course

Boeing is a unique company with unique strengths. Our people have a passion for what they do and take pride in how they do it. They exhibit an enterprising spirit, put the customer first and believe that the

“My goal is...to reinvigorate the Boeing culture, spur growth and provide the tools for every individual in the company to make a greater contribution.”

technology they deliver can help change the world.

As Boeing has evolved over the past decade, it has become a much broader and more diverse company—a major player and a clear leader in both commercial airplanes and defense. We are realizing the value in having a balance between the two businesses, where their differing cycles can offset one another.

My goal is not to replace or reinvent Boeing's vision and strategy. It is to reinvigorate the Boeing culture, spur growth and provide the tools for every individual in the company to make a greater contribution. I believe that we can do a substantially better job of capitalizing on the amazing diversity of capabilities and talents that exist within this company. We can “play bigger” as a team and make the whole add up to more than the sum of the parts. Bottom line: We are going to build strength on strength in a way that engages all of us.

The foundation for this will be driving and nurturing a culture of leadership and accountability. We have started by setting

challenging, but attainable, financial objectives and linking them more strongly to our own pay and career development. An intense but equal pursuit of growth and productivity will be the building blocks of our improved performance.

Growth and Productivity

Most fundamentally, we will set out to achieve significantly improved performance over the next 5 to 10 years—achieving both accelerated top-line growth and improved margins and cash generation.

No substantial business I know of has been able to achieve long-term growth without continuing impressive gains in productivity. Just as companies seek to achieve gains in productivity, lean manufacture and quality through the application of rigorous and disciplined processes, I believe that it makes sense to think and talk of growth as a *process*—and not an intermittent series of opportunities. With growth, the process begins with listening to the customer and formulating the right concept for sustained and profitable growth that fits the customer's needs.

Like the larger Boeing 777 before it, the Boeing 787 Dreamliner—which has won widespread recognition as the most innovative and successful launch of a new commercial airplane since the introduction of the 707 nearly 50 years ago—illustrates the power of a business-led and customer-inspired idea.

The Boeing 787 Dreamliner pushes the envelope of flight in ways that offer the greatest value to our customers and our customers' customers (the traveling public). It opens up the possibility of economical, convenient and comfortable long-distance flight between scores of new city pairs. That makes it a real game-changer in the marketplace—and a source of long-term growth for our company that may very well be measured in decades, not just years.

Likewise, Future Combat System, the centerpiece of the U.S. Army's ongoing modernization, is another significant business opportunity for Boeing. FCS will revolutionize the way U.S. forces operate. Soldiers will still make critical decisions, but those decisions will be

“To accelerate growth and productivity gains across the enterprise, we rolled out four initiatives that will provide our people with powerful tools.”

better informed through a networked system of manned and unmanned ground and air vehicles and sensors. Conflicts on the future battlefield will be determined not by who has the most assets, but by who has the best information and knowledge of the battlespace —by who can see first, understand first and act decisively.

Boeing Initiatives

To accelerate growth and productivity gains across the enterprise, we rolled out four initiatives that will provide our people with powerful tools. Each of the initiatives is sponsored by a corporate officer with a senior executive assigned to lead it on a day-to-day basis. These initiatives are designed to be measurable — with clearly defined goals and metrics over a multiyear time frame. The four initiatives are:

» Internal services productivity

Sponsor: James Bell
Leader: Rick Gross

Internal services include our Shared Services organization and finance, information technology, legal and other functions. One of the main

impacts here will be on productivity — in eliminating redundancy, improving efficiency, and providing more timely service.

» Global sourcing

Sponsor: Jim Albaugh
Leader: Norma Clayton

We will do a better—a more disciplined—job of leveraging the purchasing power of the entire company. We aim to achieve greater economies of scale and to make the most rational use of the worldwide Boeing supply chain to drive down costs and improve both quality and response time for ourselves and our customers.

» Lean+

Sponsor: Alan Mulally
Leader: Bill Schnettgoecke

We will continue to accelerate our application of Lean principles throughout our factories, as well as the entire enterprise, as we move it to our front offices and back shops, upstream to our partners and suppliers, and downstream to our customers. Lean principles must be deeply embedded in everyone's thinking across the company as we apply them more broadly and more intensively to everything we do.

» Development process excellence

Sponsor: Jim Jamieson
Leader: Nan Bouchard

This initiative is about increasing the speed and improving the yield of both our traditional research and development and major development programs such as the 787 Dreamliner and Future Combat System. Like other parts of the business, the effectiveness and productivity of our R&D efforts will be measured, and managed, with a view toward eliminating duplication of effort, maximizing return to shareholders, and ensuring that we are pursuing the right programs and the right products—from a customer-oriented perspective.

Leadership

Leadership development is the key to driving sustainable growth and productivity, and I consider it one of my top priorities. Through a collaborative effort involving the entire executive council, we have devised our own leadership model. In it, we not only define leadership; we also operationalize it. We lay out the roadmap by which we model it, teach it,

“In short, we are molding the kind of leaders we want to take us into the future — leaders who are not merely equal to, but better than, the leaders of today. As our people grow, so will Boeing.”

expect it, measure it and reward it.

In order to ensure that we engage every person in the company, we have defined a set of attributes that personalize the behaviors we expect our leaders to embody: *chart the course, set high expectations, inspire others, find a way, live the Boeing values and deliver results*. We are in the process of embedding these simple but powerful expectations into our human resources systems and processes. Over the next two years, we will implement a compensation approach whereby we measure our leaders against both performance goals and leadership attributes — and reward them accordingly. In short, we are molding the kind of leaders we want to take us into the future — leaders who are not merely equal to, but are better than, the leaders of today. As our people grow, so will Boeing.

In going forward, there will be no tradeoff between performance and values at Boeing; we expect our people to demonstrate both. I have called upon all of the leaders of this company to make

ethics and compliance a regular topic of conversation with all of their people. Today's governance and regulatory world impacts all companies, and the best companies will figure out how to make a competitive strength out of managing ethics and compliance as a process — just as they do in managing the quality of their products. As with quality, you have to earn your way every day. We intend to make ethics and compliance a Boeing strength.

In Closing

No account of the year would be complete without acknowledging our gratitude to Lewis E. Platt. Lew rendered immense service to Boeing as a long-serving board member and the company's non-executive chairman from December 2003 through July 2005. I can think of no business leader who better exemplified the connection between *values* and *valor*. Both come from same root — the Latin word for strength. As much as we mourn his passing, we take inspiration from his life and example.

Boeing is celebrating its 90th anniversary in 2006. It reminds me that there are a significant number of people like Lew who have left us the rich legacy that we have the privilege of carrying forward. I'm impressed not only with the history that precedes us, but also with the tremendous opportunities that lie ahead.

We look to the future with the confidence that comes from knowing that our businesses are well positioned in healthy markets, with every expectation of continued strong growth in the years ahead. With the initiatives that we have launched, we are focused on driving performance to new levels. The Boeing Company aspires to deliver financial results that match the quality of our people and our technology, which is a meaningful improvement from where we are today. Our abiding goal is to deliver the greatest value to our customers and shareholders.



Jim McNerney
Chairman, President and
Chief Executive Officer

The Executive Council



Seated, left to right:
Bonnie W. Soodik
Senior Vice President,
Office of Internal Governance

James F. Albaugh
Executive Vice President,
President and
Chief Executive Officer,
Integrated Defense Systems

Standing left to right:
Douglas G. Bain
Senior Vice President,
General Counsel

James M. Jamieson
Senior Vice President,
Chief Technology Officer

James A. Bell
Executive Vice President,
Chief Financial Officer

Thomas R. Pickering
Senior Vice President,
International Relations

Tod R. Hullin
Senior Vice President,
Communications

Alan R. Mulally
Executive Vice President,
President and
Chief Executive Officer,
Commercial Airplanes

Richard D. Stephens
Senior Vice President,
Human Resources and
Administration

Laurette T. Koellner
Executive Vice President,
President, Connexion by Boeing

Rudy F. deLeon
Senior Vice President,
Washington, D.C. Operations



787
LINER

▲ The one-piece composite barrel team designed and built tools and software that were used to prove new assembly technologies and processes in November when they joined two barrels of the 787 Dreamliner for the first time. ► *Right:* The 777-200LR, the world's longest-range commercial jetliner, set a new nonstop distance record for a commercial airplane by traveling eastbound from Hong Kong to London. ► *Far Right:* Our popular 737 surpassed the 6,000th sales mark in December 2005, and the 5,000th 737 was delivered to Southwest Airlines in February.

Boeing Commercial Airplanes

Our continued focus on transforming the business led to a dramatic upsurge in new orders and strong financial results.

In Commercial Airplanes, we are focused on a three-point transformation strategy: transforming and simplifying our product offerings; transforming and streamlining our production systems; and transforming our customer relationships to ensure that we are responsive to their requirements and deliver innovative solutions tailored to their needs.

We received 1,002 net (1,029 gross) new aircraft orders in 2005, an all-time Boeing record. We launched several new product offerings, including additions to the 737, 747

facility is a world-class model of streamlined, efficient assembly methods. Leveraging that experience, we have begun work in our Everett facility on the “factory of the future,” an initiative to apply our best knowledge and experience with Lean and value stream alignment to our most complex assembly operations. We will set the benchmark even higher with our global partnering arrangements by extending best practices to our suppliers for the 787.

The demand for our products this year validates our view that the commercial airplane market is increasingly relying on efficient airplanes that provide high-frequency, point-to-point service that is profitable for our customers, while giving

demands of the market. We have leaner, more efficient production systems, which we continuously improve with the best ideas from our employees and partners around the world. And we have a reenergized focus on customer relationships, based on listening carefully and responding with solutions that will help them improve their businesses now and in the long term. We will also focus on developing the leaders needed to work together with our customers and suppliers to ensure that we leverage our future investments even more effectively. By doing so, not only will we expand the capabilities of our existing airplanes but we can also increase the efficiency and performance of new developments beyond the 787.

transforming the business

and 777 airplane families, and we reached significant milestones in the 787 Dreamliner program. We helped our customers run their businesses more profitably by offering alternative uses for older airplanes through new passenger-to-freighter conversion programs. We also responded to our customers' need for around-the-clock support by opening our first Operations Center, available 24 hours a day, 365 days a year.

Our plan is to use disciplined production increases to reach higher delivery levels over the next two years. A foundation of that disciplined approach is continuous implementation of Lean principles across the organization and improved sourcing throughout the business. Our Renton, Washington,

passengers a better flight experience. Boeing offers airplanes covering the market from 100 to 450 seats, as well as the most complete line of cargo freighters available. Our lighter, more fuel-efficient and more cost-effective airplanes offer the best value in the industry.

We have never lost sight of the fact that we are in a long-term business that requires continued profitability and investment to remain competitive, regardless of the economic cycles.

As a result of our sustained focus on the future, we now have a new, more capable portfolio of products and industry-leading global support services that meet the



Boeing Integrated Defense Systems

Our Integrated Defense Systems businesses continued strong operational performance in an increasingly dynamic environment.

Integrated Defense Systems continued to deliver industry-leading earnings from operations in 2005 on a balanced portfolio of defense, intelligence and space programs. By anticipating and adjusting to the current market environment and through our ongoing efforts to bring together the best of Boeing and global industry, we continue to maintain an \$80 billion backlog, the largest in our industry.

Key accomplishments on development programs demonstrated a strong focus

on execution. On the U.S. Army's Future Combat System program, we completed the System of Systems Functional Review last year, meeting 100 percent of more than 200 closure criteria. For the U.S. Navy, we're combining the performance and reliability of the Boeing 737 with the capabilities of our defense and electronic systems to deliver a superior surveillance aircraft, the P-8A Multi-mission Maritime Aircraft. On the EA-18G program, our Navy customer rewarded us with outstanding award fees as the program continues to make excellent progress on all performance requirements on schedule and under budget.

We are also performing well on production and support

Moderating defense budgets, and current military operations in Iraq and Afghanistan, as well as the ongoing global war on terror, are putting a premium on delivering affordable solutions to today's warfighter. We are responding to the current environment by working with our customers, partners and suppliers to drive Lean principles across current development and production programs. We are also working to develop products and services in the most effective ways possible by ensuring the right technologies and processes are on hand to deliver cost-effective solutions needed for the future.

We also expect that the U.S. Department of Defense will respond to moderating

peerless performance



programs. We delivered 42 F/A-18 Super Hornets and 16 C-17 Globemasters, and we continue to be well ahead of contract schedule on both programs. The first of 40 F-15K strike fighters were flown to the Republic of Korea, and we captured an order for 12 F-15SGs for Singapore. Working closely with our U.S. Army customer, we've returned 20 Apaches to the U.S. inventory within an average of 64 days after the aircraft returned from service in Afghanistan and Iraq.

We see three areas for future growth: networking and space systems, support and sustainment, and precision engagement and mobility.

defense budgets by selectively bringing on new systems and placing greater emphasis on supporting and sustaining today's fighting force and systems. We are working with customers and developing leaders with the skills and knowledge to leverage new and emerging networking technologies that will make existing platforms such as the F-15 Eagle, F/A-18 Hornet, C-17 Globemaster III, AH-64 Apache and CH-47 Chinook more capable and valuable in the future. Those enhancements position us well to meet the near- and mid-term precision engagement and global mobility requirements of our customers.



▲ The Future Combat System (FCS) program modified this High-Mobility Multipurpose Wheeled Vehicle (HMMWV) with integrated Command and Control components. The vehicle is demonstrating and testing the seamless integration of FCS vehicles, software and networking. ◀ Left: The C-17's ability to operate from short, austere, even dirt airstrips makes it the airlifter of choice in global mobility. ◀ Far Left: The F/A-18E/F Super Hornet is a next-generation, true multirole strike fighter that can satisfy the tactical mission requirements of any navy or air force.



▲ Employees in the AH-64D Apache Longbow program have reduced final assembly hours per aircraft by 85 percent since 1999, an achievement that was recognized with the 2005 Shingo Prize for Excellence in Manufacturing. ▶ *Right:* Bill Schnettgoecke (*on right*) will lead our Lean+ initiative to enable successes such as an 80 percent labor hour cost reduction on F/A-18 further into our factories and beyond. ▶ *Far Right:* Lean manufacturing principles that reduced 737 final assembly time by more than 50 percent are being applied to the 777 and the 787 assembly “factory of the future.”

2006 Initiative Spotlight: Lean+

Our Lean+ initiative will accelerate and extend the application of Lean principles further into our factories and beyond to our front and back office operations.

Boeing people have successfully applied Lean processes to improve productivity in several major product lines. For example, on the 737 moving assembly line, we cut final assembly time by 50 percent and are now adapting those successes to the 777 assembly line. Lessons learned from 737 and 777 assembly are being leveraged for 787 assembly, with the goal of achieving a three-day flow. In partnership with suppliers, the C-17 program used Lean principles to help reduce the

and personnel needed to lift the seats from the factory floor into the airplane by one-third. Colleagues on assembly lines in other facilities adapted their innovative approach, creating additional savings.

Lean+ will take our productivity improvements to the next level.

We've done Lean well, but to be more productive and support future growth, we need to do it better and across the entire enterprise. That's what the "+" in Lean+ is about—expanding Lean principles further in our factories and beyond into our office environments and to our suppliers' and customers' operations. We've asked Alan Mulally, chief executive officer of

group flow time by 35 percent, and increasing weekly volume from 50 pieces to 120 without adding resources. As a result, the team moved work more quickly to our enterprise partners and was able take on work supporting development of the 787.

Lean+ is all about employees taking a look at what they do every day and doing it more efficiently by relentlessly eliminating waste, shortening lead and cycle times, reducing transactions and improving quality while adding value—even in the smallest operations. Doing all these things will allow us to maintain a competitive advantage over our competitors, continuously improve productivity and position our business for long-term growth.

running leaner

cost to the U.S. Air Force for C-17s delivered in 2005 by more than 20 percent from the previous contract, while improving margins and adding significantly more capability.

These improvements and others owe much to the ingenuity of Boeing employees, who apply fresh thinking to standard Lean principles. For example, two Boeing employees modified a hay elevator for seat installation, reducing installation time by two-thirds

Boeing Commercial Airplanes, to be the corporate sponsor of Lean+, demonstrating our strong commitment to this initiative.

We can leverage the experience of teams that are already implementing Lean in an office environment. Our 737 Airframe Engineering Lean work team applied Lean principles to streamline their work processes, reducing time spent correcting errors by more than 50 percent, decreasing work



Serving Our Customers

Listening to and understanding our customers enables us to deliver the services they need, when and where they need them.

We offer our customers something no one else can: tailored solutions, based on first-hand knowledge of our products and services, that directly benefit their cost base and operational efficiency. With extensive technical expertise and global resources, we are in a unique position to add value to our customers' existing aircraft and systems by streamlining and improving service availability and delivery. In turn, we build their preference for all Boeing products.

Our worldwide infrastructure meets our customers' demand

for around-the-clock support that keeps fleets in service and running efficiently. We offer customers maintenance, modification, logistics, parts, engineering and training solutions that are tailored to their needs and delivered at the right time and place. In December 2005, we opened our new Commercial Aviation Services Operations Center, assisting airline customers 24 hours a day, 365 days a year. Boeing Support Systems delivers the sustainment capability and mission readiness our military customers require. Last year, just two months after a C-17 was severely damaged in Afghanistan, a Boeing-U.S. Air Force team made temporary repairs, flew the aircraft to Charleston Air Force Base in South Carolina

that adequate financing is available to support the sale and delivery of Boeing products and services. Our capabilities in mobile information services hold promise not just for airline passengers, who can access Connexion by Boeing in-flight Internet service on more than 180 flights daily, but also for network-centric military applications and e-enabled commercial airplane operations. Connexion by Boeing also offers high-speed connectivity solutions for the business aviation and maritime markets.

The services market holds strong growth potential for Boeing.

The commercial aviation services market is expected to

aiming higher

and began the permanent repairs that will restore this valuable asset to service late in 2006.

By adding value to our products, we also help airline customers run their businesses more profitably. We offer airlines alternative uses for older airplanes through our new passenger-to-freighter conversion programs, and we help our military customers extend the useful life of existing platforms, an essential service in times of moderating defense budgets. Boeing Capital Corporation develops financing solutions for our customers and works with the global financial community to ensure

grow at 4 to 5 percent per year, from \$57 billion today to \$85 billion by 2013. Currently, we represent a small portion of this market, so the potential for growth is huge. The current addressable defense services market is \$14 billion within a \$46 billion market for domestic military aircraft sustainment. With products and partners around the world, Boeing is ideally positioned to help meet these emerging needs by leveraging our global sourcing strength and focusing our investments to deliver more efficient and effective services.





⚡ Our global Support Systems business, including the Boeing Support Systems Center in San Antonio, helps deliver the sustainment capability and mission readiness our military customers need to meet the global mobility requirements for today's warfighter. ◀ *Left:* In December, we delivered our first 747-400 Boeing Converted Freighter to Cathay Pacific Airways at a redelivery ceremony in Xiamen, China. ◀ *Far Left:* Our new Seattle-based Operations Center delivers around-the-clock, comprehensive support to airlines operating more than 12,000 Boeing airplanes worldwide.



▲ 737s are painted and delivered to customers from the delivery center in Seattle. More than 541 operators fly the best-selling 737 into 1,200 cities in 190 countries. ▶ *Right*: The first Italian Air Force KC-767A tanker/transport and the first 777-200LR Worldliner were on display to the world at the Paris Air Show last summer. ▶ *Far Right*: We delivered the first of 40 F-15K strike fighters to the Republic of Korea and captured a contract for 12 F-15SGs plus options to Singapore.

Global Presence

People working together as a global enterprise for aerospace leadership.

Boeing is a global enterprise with customers in 145 countries, suppliers in 100 countries and employees in 67 countries around the world. Seventy percent of our commercial airplane sales are to customers outside the United States; approximately seven percent of our defense revenues come from international sales, a share that is expected to grow in coming years.

We are located everywhere our products are in service. Our worldwide customer support infrastructure keeps our customers' commercial and military aircraft in service and on schedule by providing

We have extended our technological knowledge base through our technology development partnerships with university, industry and government research and development organizations around the globe. Most recently, we established a strategic university relationship with the Indian Institute of Science, focused on structural and materials technologies. Boeing has a significant presence in Moscow through the Boeing Design Center and Phantom Works-aligned Boeing Technical Research Center (BTRC). The Boeing Research and Technology–Europe center in Madrid, Spain, is staffed by more than 40 engineers and scientists from throughout Europe.

Australia are expected to lead to further competitions and orders for aircraft and defense systems in the near term. India is also an emerging market for military aircraft, and we expect to enter the competition to provide them with 126 technologically advanced F/A-18 fighter aircraft.

Our competitive advantage comes from not just participating but also partnering with our customers and suppliers. As we focus on the future, we are developing leaders who will further leverage that advantage by gaining understanding of the markets where we live and work, benefiting jointly from ideas for improving products and reducing costs, and sharing in the risks and benefits of this cyclical industry.

growing globally

quick access to technical information, training and parts. In the area of product development, our partnerships with international suppliers are key to our commitment to providing our customers with best-in-industry solutions, no matter where those solutions may be found. For example, we are working with suppliers in Russia, Japan, China, the Republic of Korea, Australia, the United Kingdom, France, Italy, Germany, Sweden and Canada to develop, design and produce the 787 Dreamliner; and we have partnered with Alenia, Aeronavali, and the Italian Ministry of Defense to develop, produce and support the KC-767A Tanker Transport aircraft for the Italian Air Force.

By becoming part of the fabric of communities around the world, we enrich the diversity of the company, increase our customer knowledge and gain access to best-in-industry technologies.

The outlook for international sales and services growth is extremely promising. Growth in air travel worldwide propelled increased orders for commercial airplanes during 2005, and is expected to continue as demand for air travel expands based on continued strong economic growth worldwide. There is continuing demand for Boeing military aircraft and defense systems in the Asia-Pacific region, the Middle East and Western Europe. Current contracts with Singapore, the Republic of Korea, Japan and



Technology Development

Through the effective application of innovative technologies and common processes and systems, Boeing is honing a sharper edge for future global competition.

Innovative people, technologies, processes and systems are the lifeblood of continuous growth and productivity improvement in every company. Boeing is developing leaders who will ensure that a healthy flow of these vital resources is provided to every business unit and function to help guarantee their continuing success.

In 2005, for example, we infused a broad spectrum of innovative materials, manufacturing and avionics

technologies and processes into our commercial and military programs to significantly reduce their design and production cycle times and cost while improving the quality and performance of their products. Programs of particular focus this year were the 787, Future Combat System (FCS), V-22 Osprey, and Multi-mission Maritime Aircraft (MMA).

The business units also gained a variety of advanced systems programs to help grow their top lines. These included the Apache Block III helicopter, Space-based Surveillance System, Optical Deep-Space Imager, and some significant proprietary programs.

More promise for future growth was demonstrated by

strengthening our ability to establish a single IT architecture for the enterprise and deploy common processes and systems to enhance the efficiency of our business operations and ability to design and build products anywhere in the world. New programs like MMA, FCS and 787 have been early beneficiaries of this effort to demonstrate its power in transforming Boeing into a global, network-centric enterprise.

We continually assess the future needs of our customers to ensure that we are developing the right skills, technologies and processes to meet their needs with the best possible solutions.

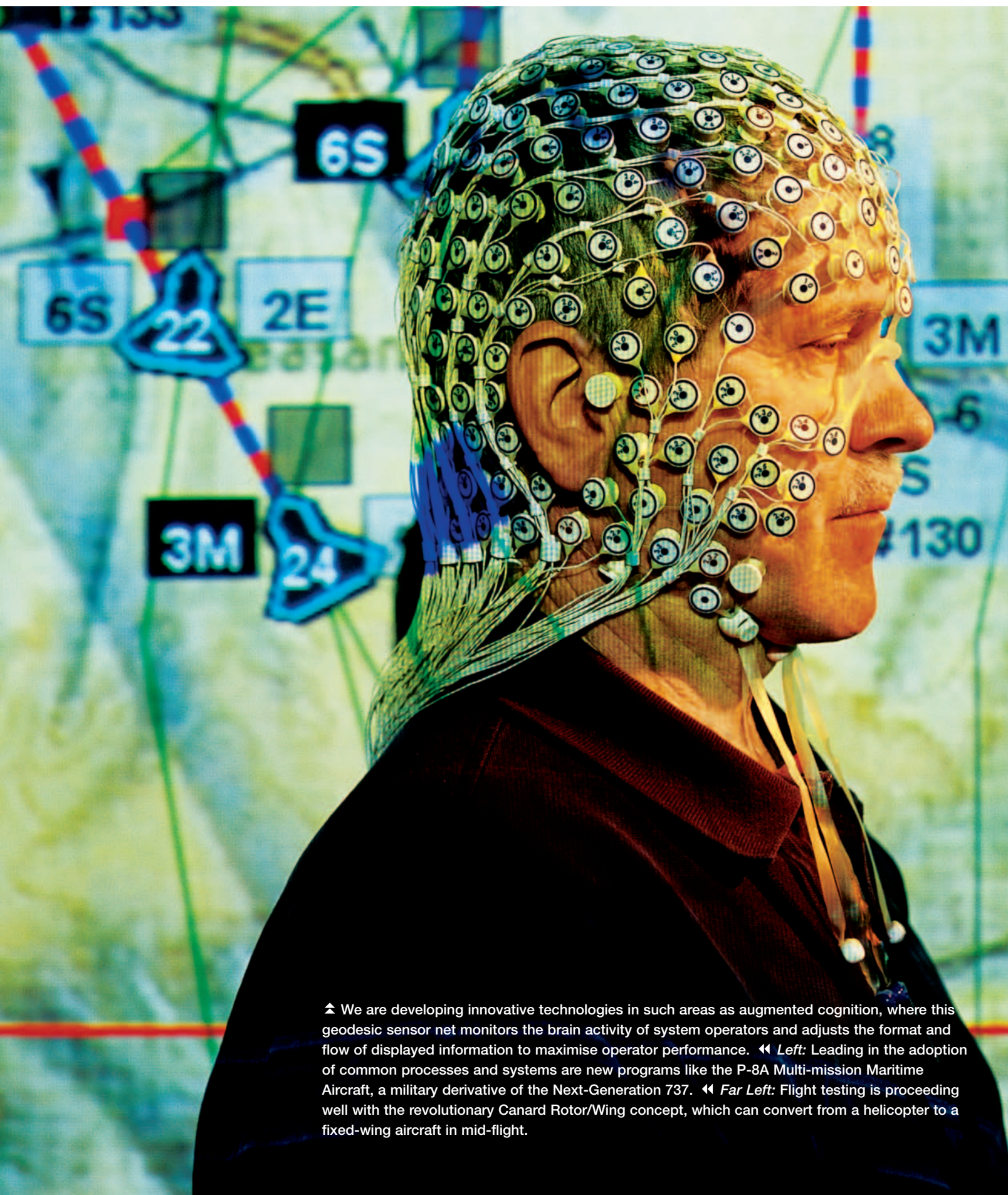
advancing faster

significant progress in flight testing of the ScanEagle, X-50 Canard Rotor/Wing, and A160 Hummingbird advanced unmanned air vehicles. We also captured 18 key new programs in such areas as advanced unmanned systems, space-based surveillance and air traffic management.

To further sharpen our competitive edge, we have consolidated all our information technology (IT) programs and initiatives into a single, integrated organization. This is

Finally, we have established a new enterprise initiative called Development Process Excellence. By focusing on maximizing the yield on Boeing's R&D investments and improving the productivity and effectiveness of all development programs, this long-term initiative — like our technology initiatives — is designed to enhance Boeing's growth and productivity year after year for decades to come.



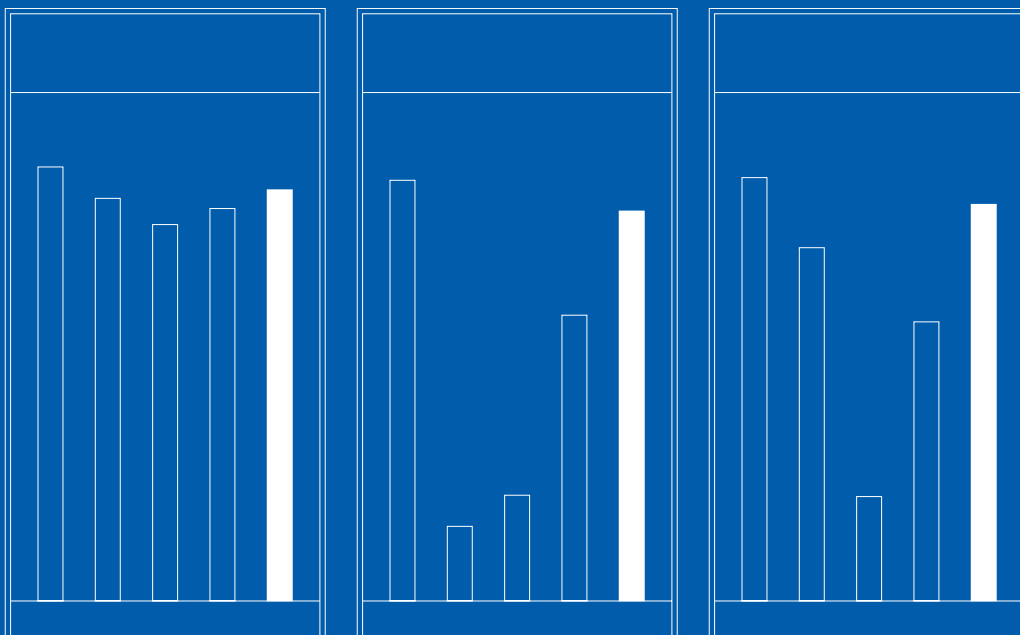


▲ We are developing innovative technologies in such areas as augmented cognition, where this geodesic sensor net monitors the brain activity of system operators and adjusts the format and flow of displayed information to maximise operator performance. ◀ Left: Leading in the adoption of common processes and systems are new programs like the P-8A Multi-mission Maritime Aircraft, a military derivative of the Next-Generation 737. ◀ Far Left: Flight testing is proceeding well with the revolutionary Canard Rotor/Wing concept, which can convert from a helicopter to a fixed-wing aircraft in mid-flight.

Financials

21	Reconciliation of Non-GAAP Measures Adjusted Earnings Per Share (Unaudited)
21	Quantitative and Qualitative Disclosures About Market Risk
22	Five-Year Summary
23	Management's Discussion and Analysis
46	Consolidated Statements of Operations
47	Consolidated Statements of Financial Position
48	Consolidated Statements of Cash Flows
49	Consolidated Statements of Shareholders' Equity
50	Notes to Consolidated Financial Statements
82	Segment Information
85	Quarterly Financial Data
86	Report of Independent Registered Public Accounting Firm
87	Report of Management
87	Regulatory Certifications
88	Index to Financials
89	Selected Products, Programs and Services
95	Board of Directors
96	Company Officers
97	Shareholder Information

value and growth



*Before cumulative effect of accounting change and net gain (loss) from discontinued operations.

Reconciliation of Non-GAAP Measures Adjusted Earnings Per Share (Unaudited)

In addition to disclosing results that are determined in accordance with U.S. generally accepted accounting principles (GAAP), the company also discloses non-GAAP results that exclude certain significant charges or credits that are important to an understanding of the company's ongoing operations. The company provides reconciliations of its non-GAAP financial reporting to the most comparable GAAP reporting.

The company believes that discussion of results excluding certain significant charges or credits provides additional insights into underlying business performance. Adjusted earnings per share is not a measure recognized under GAAP. The determination of significant charges or credits may not be comparable to similarly titled measures used by other companies and may vary from quarter to quarter.

	Twelve months ended December 31		
	2005	2004	Increase
Dollars in millions except per share data			
GAAP Diluted earnings per share*	\$ 3.20	\$ 2.30	39%
Asset Dispositions/Divestitures	(0.04) ^(a)		
Air Force 767 Tanker and 717 Program completion		0.44 ^(b)	
Interest associated with income tax benefits	(0.05) ^(c)	(0.17) ^(d)	
Income tax benefits	(0.71) ^(e)	(0.45) ^(f)	
Cumulative effect of Accounting Change, Net of Taxes	(0.02) ^(g)		
Net (gain)/loss on Discontinued Operations, Net of Taxes	0.01 ^(h)	(0.06) ⁽ⁱ⁾	
Adjusted earnings per share* "Core Earnings" per share	\$ 2.39	\$ 2.06	16%
Weighted average diluted shares (millions)	802.9	813.0	

(a) Represents the net earnings per share impact including pension and other post retirement benefits on the sale of Rocketdyne, Wichita, and EDD. The per share amount for the year is presented net of income taxes at 37.8%.

(b) Represents pre-tax charges of \$280 related to the 717 Program completion and \$275 related to 767 United States Air Force Tanker Program. The per share amount is net of income taxes computed using a 36.3% tax rate.

(c) Represents interest income of \$64 related to income tax audit settlements. The per share amount is net of income taxes at 37.8%.

(d) Represents interest income of \$219 related to income tax audit settlements. The per share amount is net of income taxes at 36.3%.

(e) Represents tax benefits of \$570 due to a settlement with the Internal Revenue Service for the years 1998–2001, a change in valuation allowances and provision adjustments related to tax filings for 2004 and prior years partly offset by the tax cost of repatriating foreign earnings.

(f) Represents tax benefits of \$367 from a settlement with the Internal Revenue Service (IRS) of the years 1986–1997, tax benefits associated with state tax audit settlements and other provision adjustments.

(g) Primarily represents the adoption of SFAS No. 123 (revised 2004) Share-Based Payment in Q1 2005 and the adoption of FASB Interpretation No. 47, Accounting for Conditional Asset Retirement Obligations in Q4 2005.

(h) Represents the net loss from the disposal of discontinued operations from the sale of assets from BCC's Commercial Financial Services to General Electric Capital Corporation.

(i) Represents the net gain from the disposal of discontinued operations from the sale of assets from BCC's Commercial Financial Services to General Electric Capital Corporation.

*GAAP diluted earnings per share and adjusted earnings per share include the impact of the International Association of Machinists (IAM) strike, which resulted in 29 fewer deliveries than planned. The strike reduced EPS by \$0.35 per share.

Quantitative and Qualitative Disclosures About Market Risk

Interest rate risk

We have financial instruments that are subject to interest rate risk, principally investments, fixed-rate debt obligations, and customer financing assets and liabilities. Historically, we have not experienced material gains or losses on these instruments due to interest rate changes. Additionally, Boeing Capital Corporation (BCC) uses interest rate swaps with certain debt obligations to manage exposure to interest rate changes.

Based on the current holdings of investments, as well as related swaps, the unhedged exposure to interest rate risk is not material for these instruments. The investors in the fixed-rate debt obligations that we issue, do not have the right to demand we pay off these obligations prior to maturity. Therefore, exposure to interest rate risk is not believed to be material for our fixed-rate debt.

The principal source of BCC's market risk relates to interest rate changes. This risk is managed by matching the profile of BCC's liabilities with the profile of assets. In a state of perfect matching, assets would be funded by debt of an equivalent term and other attributes. Perfect matching is impractical and inefficient given the irregular and unexpected amortization of some assets compared to how capital markets function as a source of funding. The ensuing exposure to mismatch risk is measured and managed with the use of interest rate derivatives. We do not use interest rate derivatives for speculative or trading purposes.

Every quarter BCC uses duration-based measures and analysis to estimate the impact of changes in interest rates. Potential changes in the net fair value of assets, liabilities and derivatives are calculated based on the amount and timing of projected cash flows. It is important to note that these measures and sensitivity analysis are estimates and

tools that depend on the assumptions and parameters used in the related models. These models must be complemented by the experience and judgment of management. Although the assets, liabilities and derivatives affected by a change in interest rates are not traded, based on an immediate, one-time, 100 basis-point increase in market rates at December 31, 2005, BCC estimated that the tax-adjusted net fair value of these items would have decreased by \$15 million compared to a decrease of \$7 million at December 31, 2004.

Foreign currency exchange rate risk

We are subject to foreign currency exchange rate risk relating to receipts from customers and payments to suppliers in foreign currencies. We use foreign currency forward and option contracts to hedge the price risk associated with firmly committed and forecasted foreign denominated payments and receipts related to our ongoing business and operational financing activities. Foreign currency contracts are sensitive to changes in foreign currency exchange rates. At December 31, 2005, a 10% unfavorable exchange rate movement in our portfolio of foreign currency forward contracts would have reduced our unrealized gains by \$28.0 million. Consistent with the use of these contracts to neutralize the effect of exchange rate fluctuations, such unrealized losses or gains would be offset by corresponding gains or losses, respectively, in the remeasurement of the underlying transactions being hedged. When taken together, these forward contracts and the offsetting underlying commitments do not create material market risk.

Commodity price risk

We are subject to commodity price risk relating principally to energy used in production. We periodically use commodity derivatives, such as fixed-price purchase commitments, to hedge against potentially unfavorable price changes of commodities. Commodity price exposure related to unhedged contracts is not material.

Five Year Summary (Unaudited)

(Dollars in millions except per share data)

	2005	2004	2003	2002	2001
Operations					
Sales and other operating revenues					
Commercial Airplanes	\$ 22,651	\$ 21,037	\$ 22,408	\$ 28,387	\$ 35,056
Integrated Defense Systems:					
Aircraft and Weapon Systems	11,444	11,394	10,763	10,569	9,575
Network Systems	11,264	11,221	9,198	8,113	5,972
Support Systems	5,342	4,881	4,408	3,484	2,931
Launch and Orbital Systems	2,741	2,969	2,992	2,791	4,337
Total Integrated Defense Systems	30,791	30,465	27,361	24,957	22,815
Boeing Capital Corporation (a), (c)	966	959	991	764	587
Other	972	549	871	536	413
Accounting differences/eliminations	(535)	(553)	(1,375)	(813)	(901)
Total	\$ 54,845	\$ 52,457	\$ 50,256	\$ 53,831	\$ 57,970
General and administrative expense ^(c)	4,228	3,657	3,200	2,959	2,747
Research and development expense	2,205	1,879	1,651	1,639	1,936
Other income, net	301	288	460	37	304
Net earnings from continuing operations ^(c)	\$ 2,562	\$ 1,820	\$ 685	\$ 2,296	\$ 2,822
Cumulative effect of accounting change, net of taxes	17			(1,827)	1
Income from discontinued operations, net of taxes		10	33	23	4
Net gain/(loss) on disposal of discontinued operations, net of tax	(7)	42			
Net earnings	\$ 2,572	\$ 1,872	\$ 718	\$ 492	\$ 2,827
Basic earnings per share from continuing operations	3.26	2.27	0.86	2.87	3.46
Diluted earnings per share from continuing operations	3.19	2.24	0.85	2.84	3.40
Cash dividends declared	\$861	\$ 714	\$ 573	\$ 570	\$ 577
Per share	1.05	0.85	0.68	0.68	0.68
Additions to plant and equipment	1,547	1,246	836	954	1,141
Depreciation of plant and equipment	1,001	1,028	1,005	1,094	1,140
Employee salaries and wages	13,667	12,700	12,067	12,566	11,921
Year-end workforce	153,000	159,000	157,000	166,000	188,000
Financial position at December 31					
Total assets	\$ 60,058	\$ 56,224	\$ 55,171	\$ 54,225	\$ 51,334
Working capital	(6,220)	(5,735)	892	(2,955)	(3,721)
Property, plant and equipment, net	8,420	8,443	8,597	8,765	8,459
Cash	5,412	3,204	4,633	2,333	633
Short-term investments	554	319			
Total debt	10,727	12,200	14,443	14,403	12,265
Customer financing assets	10,006	11,001	10,914	9,878	8,033
Shareholders' equity	11,059	11,286	8,139	7,696	10,825
Per share	14.54	14.23	10.17	9.62	13.57
Common shares outstanding (in millions) ^(b)	760.6	793.2	800.3	799.7	797.9
Contractual Backlog					
Commercial Airplanes ^(d)	\$124,132	\$ 70,449	\$ 63,929	\$ 68,159	\$ 75,850
Integrated Defense Systems:					
Aircraft and Weapon Systems	19,161	18,256	19,352	15,862	14,767
Network Systems	6,228	10,190	11,715	6,700	4,749
Support Systems	8,366	6,505	5,882	5,286	2,963
Launch and Orbital Systems	2,586	4,200	3,934	8,166	8,262
Total Integrated Defense Systems	36,341	39,151	40,883	36,014	30,741
Total	\$160,473	\$109,600	\$104,812	\$104,173	\$106,591

Cash dividends have been paid on common stock every year since 1942.

(a) In the first quarter of 2002, the segment formerly identified as Customer and Commercial Financing was reclassified as Boeing Capital Corporation (BCC). The year 2001 has been restated for comparative purposes.

(b) Computation represents actual shares outstanding as of December 31, and excludes treasury shares and the outstanding shares held by the ShareValue Trust.

(c) During 2004, BCC sold substantially all of the assets related to its Commercial Financial Services business. Thus, the Commercial Financial Services business is reflected as discontinued operations. The years 2003 through 2001 were restated for comparative purposes.

(d) Commercial Airplanes backlog at December 31, 2005 has been reduced by \$7.8 billion to reflect the planned change in accounting for concessions effective January 1, 2006. Had December 31, 2004 reflected this method of accounting, Commercial Airplanes contractual backlog would have been reduced by \$4.9 billion to \$65.5 billion. See Note 1.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Consolidated Results of Operations and Financial Condition

Overview

We are a global market leader in design, development, manufacturing, sale and support of commercial jetliners, military aircraft, satellites, missile defense, human space flight and launch systems and services. We are one of the two major manufacturers of 100+ seat airplanes for the worldwide commercial airline industry and the second-largest defense contractor in the U.S. While our principal operations are in the U.S., we rely extensively on a network of partners, key suppliers and sub-contractors located around the world.

Our business strategy is centered on successful execution in healthy core businesses - Commercial Airplanes and Integrated Defense Systems (IDS) - supplemented and supported by Boeing Capital Corporation (BCC). Taken together, these core businesses generate substantial earnings and cash flow that permit us to invest in new products and services and to open new frontiers in aerospace. We are focused on producing the airplanes the market demands and we price our products to provide a fair return for our shareholders while continuing to find new ways to improve efficiency and quality. IDS is a defense systems business that integrates its resources in defense, intelligence, communications and space to deliver capability-driven solutions to its customers at reduced costs. Our strategy is to overlay the strong positions in Commercial Airplanes and IDS with a simultaneously intense focus on growth and productivity. Our strategy also benefits as commercial and defense markets often offset each others' cyclicalities. BCC delivers value through supporting our business units and reducing our customer financing exposures. Boeing Technology, our advanced research and development unit, provides new systems, technologies and processes to position us for future growth. Connexion by BoeingSM makes an airplane seem more like the office or home with internet connection anytime and anywhere.

Our financial results improved significantly in 2005 over 2004. Revenues grew by 5 percent, operating earnings grew by 40%, operating margin increased by 1.3 percentage points and fully diluted earnings per share grew by 39%. We continued to invest in key growth programs and Research and Development expense grew by 17% to \$2.2 billion, primarily reflecting increased spending on our new 787 aircraft. We generated operating cash flow of \$7.0 billion after contributing \$1.9 billion to our pension plans. We reduced debt by \$1.5 billion and repurchased more than 45 million shares. Our contractual backlog grew 46% to \$160 billion, driven by 76% growth at Commercial Airplanes while our total backlog grew 30% to \$205 billion.

Our major businesses delivered strong performance in 2005. Commercial Airplanes grew revenues by 8% to \$22.7 billion while operating earnings increased by 90% to \$1.4 billion or 6.3% of revenues compared with operating margins of 3.6% of

revenues in 2004. IDS revenues grew by 1% to a record \$30.8 billion, operating earnings increased 33% to \$3.9 billion and operating earnings as a percent of revenues were 12.6% in 2005 up from 9.6% in 2004. A gain of \$569 million from the sale of Rocketdyne in 2005 increased IDS operating margin by 1.8%. BCC grew revenue by 1% and increased operating earnings by 27%. The operating earnings growth at our major businesses was partially offset by higher expenses for pension and share-based plans.

We expect strong growth in Commercial Airplane revenues and deliveries as we execute our record backlog and respond to global demand. We are ramping up commercial aircraft production and are focused on successfully executing our backlog. We expect IDS revenue growth to moderate as we anticipate that the U.S. Department of Defense (U.S. DoD) budget will remain relatively flat over the next several years. We are focused on improving financial performance through a combination of productivity and customer-focused growth.

Consolidated Results of Operations

Revenues

Higher consolidated revenues in 2005 were primarily due to the growth at Commercial Airplanes driven by higher new aircraft deliveries, increased spares and aircraft modifications, and higher used aircraft sales. IDS revenues remained stable in 2005 after strong growth in 2004. BCC revenues were essentially unchanged in 2005.

Consolidated revenues also increased in 2004 as compared to 2003. The increase was driven by strong growth at IDS defense and intelligence businesses. Despite increased new aircraft deliveries, Commercial Airplanes revenues declined in 2004. The decline is primarily due to delivery mix as more single-aisle aircraft and fewer twin-aisle aircraft were delivered in 2004. BCC revenues were down slightly in 2004.

Operating Earnings

Our 2005 operating earnings increased primarily due to strong operating performance by our business segments, which are discussed in the Segment Results of Operations and Financial Condition on page 27, partially offset by higher pension and share-based plan expenses. Sharply higher operating earnings in 2004 compared to 2003 were primarily due to higher operating earnings by IDS. Included in 2004 results is a charge of \$555 million related to the United States Air Force (USAF) 767 tanker program and expenses incurred to end production of the 717 aircraft. Included in 2003 results are goodwill impairment charges of \$572 million recorded at IDS and \$341 million recorded at Commercial Airplanes. In addition, 2003 earnings were further impacted by a second quarter charge of \$1,030 million, of which \$835 million was attributable to the Delta IV program and \$195 million to Boeing Satellite Systems incurring additional costs as a result of satellite program complexities.

Management's Discussion and Analysis

The following table shows operating earnings and corporate items not allocated to our segments:

(Dollars in millions)			
Year ended December 31,	2005	2004	2003
Commercial Airplanes	\$ 1,432	\$ 753	\$ 707
Integrated Defense Systems	3,890	2,925	766
Boeing Capital Corporation	232	183	91
Other segment	(334)	(535)	(379)
Items not allocated to segments	(2,408)	(1,319)	(787)
Earnings from continuing operations	\$ 2,812	\$ 2,007	\$ 398

The most significant items not allocated to segments are shown in the following table:

Year ended December 31,	2005	2004	2003
Pension and post-retirement (expense)/income	\$ (851)	\$ (258)	\$ 206
Share-based plans expense	(852)	(576)	(456)
Deferred compensation expense	(265)	(72)	(68)
Other	(440)	(413)	(469)
Total items not allocated to segments	\$(2,408)	\$(1,319)	\$(787)

Pension and other post-retirement accounting differences represent difference between costs recognized under GAAP in the consolidated financial statements and federal cost accounting standards required to be utilized by our business segments for U.S. government contracting purposes. Higher pension and post-retirement amounts in 2005 are primarily related to higher amortization of actuarial losses and net settlement and curtailment losses due to 2005 divestitures. The increase in 2004 from 2003 is due to higher GAAP pension expense in 2004 reflecting higher amortization of actuarial losses. The increase in 2005 share-based plans expense is primarily due to the increase in our stock price which resulted in additional compensation expense due to an increase in the number of performance shares meeting the price growth targets and being converted to common stock. The increase in 2005 deferred compensation plans expense is also due to the increase in our stock price.

Income Taxes

The 2005 effective income tax rate of 9.1% differed from the federal statutory tax rate of 35%, primarily due to a settlement with the Internal Revenue Service (IRS) for the years 1998-2001, Foreign Sales Corporation (FSC) and Extraterritorial Income (ETI) tax benefits, reversal of valuation allowances, and other provision adjustments.

The 2004 effective income tax rate of 7.1% differed from the federal statutory tax rate of 35%, due to FSC and ETI tax benefits, tax benefits from a settlement with the IRS for the years 1986-1997, tax benefits associated with state tax audit settlements, and other provision adjustments.

For further discussion related to Income Taxes see Note 5.

Net Earnings

Net earnings increased in 2005 compared to 2004 largely due to higher operating earnings. Interest and debt expense was

lower as we continued to pay down our debt in 2005.

Net earnings increased in 2004 compared to 2003 primarily due to higher operating earnings which was partially offset by lower other income and higher income taxes. Additionally, included in 2004 net earnings is a \$42 million net gain on BCC's sale of a substantial portion of its Commercial Financial Services business.

Other income primarily consists of interest income. Other income included interest of \$100 million in 2005, \$219 million in 2004 and \$397 million in 2003 related to federal income tax settlements for prior years. Additionally in 2005, other income included higher income from marketable securities and an asset impairment charge for certain investments in technology related funds and partnerships.

We early adopted the provisions of SFAS No. 123R as of January 1, 2005 using the modified prospective method. Upon adoption of SFAS No. 123R, we recorded an increase in net earnings of \$21 million, net of taxes of \$12 million, as a cumulative effect of accounting change. For Performance Shares awarded in 2005, the fair value of each award is estimated using a Monte Carlo simulation model instead of the grant date market price used for previous awards. Additionally, we now amortize compensation cost for share-based awards granted after January 1, 2005 for retirement eligible employees using the non-substantive vesting approach instead of amortizing over the stated vesting period (See Note 18).

Backlog

Contractual backlog of unfilled orders excludes purchase options, announced orders for which definitive contracts have not been executed, and unobligated U.S. and foreign government contract funding. The increase in contractual backlog from 2004 to 2005 primarily relates to new orders for the 737, 777, and 787. The increase was partially offset by a decrease in IDS contractual backlog.

The increase in contractual backlog from 2003 to 2004 related primarily to new orders for the 777 and 787. The increase was partially offset by a decrease in IDS contractual backlog.

Unobligated backlog includes U.S. and foreign government definitive contracts for which funding has not been authorized. The decrease in unobligated backlog in 2005 is mainly due to strong sales in C-17 and F-15 programs for multi-year contracts awarded in prior years.

For segment reporting purposes, we include airplanes ordered by other segments in Commercial Airplanes contractual backlog. Commercial Airplanes relieves contractual backlog upon delivery of these airplanes to other segments.

IDS contractual backlog includes modifications to be performed on intracompany airplane purchases from Commercial Airplanes. IDS contractual backlog is reduced upon delivery to the customer or at the attainment of performance milestones.

Management's Discussion and Analysis

Liquidity and Capital Resources

The primary sources of our liquidity and capital resources include cash flow from operations and substantial unused borrowing capacity through commercial paper programs, long-term capital markets and revolving credit line agreements. The primary factors that affect our investment requirements and liquidity position, other than operating results associated with current sales activity, include the following: timing of new and derivative aircraft programs requiring both high developmental expenditures and initial inventory buildup; growth and contractions in business cycles; customer financing assistance; the timing of federal income tax payments/refunds and contributions to our pension plans as well as interest, debt and dividend payments; our stock repurchase plan; internal investments; and acquisitions and divestitures.

Cash Flow Summary

(Dollars in millions) Year ended December 31,	2005	2004	2003
Net earnings	\$ 2,572	\$ 1,872	\$ 718
Non-cash items	3,310	3,047	3,137
Changes in working capital	1,118	(1,415)	(1,079)
Net cash provided by operating activities	7,000	3,504	2,776
Net cash (used)/provided by investing activities	(98)	(1,446)	60
Net cash used by financing activities	(4,657)	(3,487)	(536)
Effect of exchange rate changes on cash and cash equivalents	(37)		
Net increase/(decrease) in cash and cash equivalents	2,208	(1,429)	2,300
Cash and cash equivalents at beginning of year	3,204	4,633	2,333
Cash and cash equivalents at end of year	\$ 5,412	\$ 3,204	\$ 4,633

Non-cash items Non-cash items in earnings primarily include depreciation, share-based plans expense, impairments, pension expense, and gains/losses on dispositions. Corresponding amounts are listed in our Consolidated Statements of Cash Flows.

Working capital During the year ended December 31, 2005, our investment in working capital decreased. This decrease is primarily due to the following:

- ▶ lower pension contributions in 2005 compared to 2004,
- ▶ decreased investment in customer financing, and
- ▶ higher advances and billings in excess of related costs.

These decreases in working capital were partially offset by increased investment in inventories.

Working capital includes customer financing transactions primarily in the form of notes receivable, sales-type/finance leases and property subject to operating leases. These transactions occur as the result of customer financing activities associated with items recorded in inventory. The origination and subsequent principal collections for some of these transactions were

previously presented as investing activities in our Consolidated Statements of Cash Flows, consistent with the presentation by BCC in their stand alone financial statements. Effective for the year ended December 31, 2004, we changed the classification of the cash flow effects of customer financing transactions based on views expressed by the Securities and Exchange Commission (SEC) staff. The amounts for prior periods have been reclassified to be consistent with current year presentation. For the years ended December 31, 2005, 2004 and 2003, the net impact on operating cash flow was \$589 million, (\$421) million and (\$1.3) billion, respectively, for customer financing transactions.

During the year ended December 31, 2005, we received federal income tax refunds totaling \$738 million (of which \$145 million represents interest). These refunds related to the settlement of federal income tax audits for the 1987-2001 tax years.

For the years ended December 31, 2005 and 2004, we contributed \$1.9 billion and \$4.4 billion to our pension plans which are included in operating cash flow. Almost all of the 2005 and 2004 contributions were voluntary to improve the funded status of our plans.

Investing activities In 2005, cash used for investing activities decreased by \$1.3 billion compared to 2004. The decrease was primarily due to higher net contributions in 2004 to investment grade fixed income securities partially offset by lower proceeds from business dispositions in 2005 and higher Property, plant and equipment additions in 2005.

During 2004, we invested \$3.0 billion of cash in an externally managed portfolio of investment grade fixed income instruments. The portfolio is diversified and highly liquid and primarily consists of investment fixed income instruments (U.S. dollar debt obligations of the United States Treasury, other government agencies, corporations, mortgage-backed and asset-backed securities). As of December 31, 2005, the portfolio had an average duration of 1.6 years. We do not intend to hold these investments to maturity, nor do we intend to actively and frequently buy and sell these securities with the objective of generating profits on short-term differences in price.

During 2005, we received \$1.7 billion of cash proceeds from dispositions. This is primarily related to the sale of our Commercial Airplanes operations in Wichita, Kansas, and Tulsa and McAlester, Oklahoma and the sale of Rocketdyne. During 2004, we received cash of \$2.0 billion from the sale of a substantial portion of BCC's Commercial Financial Services business. Property, plant and equipment additions increased by approximately \$0.3 billion to \$1.5 billion in 2005.

Financing activities Cash used by financing activities increased to \$4.6 billion in 2005 from \$3.5 billion in 2004 primarily due to a \$2.1 billion increase in share repurchases partially offset by lower debt repayments.

During 2005, we repurchased 45,217,300 shares at an average price of \$63.60 pursuant to our open market share repurchase program, and 33,360 shares in stock swaps. During 2004, 14,708,856 shares were repurchased at an average price of \$51.09 pursuant to our open market share repurchase

Management's Discussion and Analysis

program, and 50,657 shares were repurchased in stock swaps. There were no share repurchases in 2003. There were no debt issuances during 2005 and 2004. We issued approximately \$1 billion of debt in 2003 to refinance corporate debt that matured in 2002 and 2003. Additionally, in 2003, we received proceeds of \$1 billion under our September 13, 2002 shelf registration. On July 26, 2004, BCC redeemed \$1 billion face value of its outstanding senior notes, which had a carrying value of \$999 million. BCC recognized a net loss of \$42 million related to this early debt redemption (See Note 16). Debt maturities were \$1.3 billion in 2005, \$1.1 billion in 2004, and \$1.8 billion in 2003.

Credit Ratings

Our credit ratings are summarized below:

	Fitch	Moody's	Standard & Poor's
Long-term:			
Boeing/BCC	A+	A3	A
Short-term:			
Boeing/BCC	F-1	P-2	A-1

On January 25, 2006, Moody's placed both Boeing and BCC's credit ratings (Senior Unsecured Long-term ratings and Short-term ratings) under review for possible upgrade.

Capital Resources

We and BCC have commercial paper programs that continue to serve as significant potential sources of short-term liquidity. Throughout 2005 and at December 31, 2005, neither we nor BCC had any commercial paper borrowings outstanding.

We believe we have substantial borrowing capacity. Currently, we have \$3.0 billion (\$1.5 billion exclusively available for BCC) of unused borrowing limits under revolving credit line agreements. (See Note 16). In November 2005, we rolled over the 364-day revolving credit facility, reducing it from \$2.0 billion to \$1.5 billion. Currently, there is \$750 million allocated to BCC. We also rolled over the 5-year credit facility we established in November 2003, maintaining the total size of \$1.5 billion, of which \$750 million remains allocated to BCC. We also have \$1.0 billion that remains available from a shelf registration filed with the SEC on March 23, 2004 and BCC has an additional \$3.4 billion available for issuance. We believe our internally generated liquidity, together with access to external capital resources, will be sufficient to satisfy existing commitments and plans, and also to provide adequate financial flexibility to take advantage of potential strategic business opportunities should they arise within the next year.

As of December 31, 2005, we were in compliance with the covenants for our debt and credit facilities.

Disclosures about Contractual Obligations and Commercial Commitments

The following table summarizes our known obligations to make future payments pursuant to certain contracts as of December 31, 2005, and the estimated timing thereof.

Contractual obligations

(Dollars in millions)	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Long-term debt (including current portion)	\$10,489	\$ 1,136	\$ 2,018	\$ 1,194	\$ 6,141
Interest on debt*	6,859	638	1,067	913	4,241
Capital lease obligations	210	53	87	18	52
Operating lease obligations	1,995	283	381	260	1,071
Purchase obligations not recorded on statement of financial position:					
Production related	58,532	24,599	22,060	9,169	2,704
Pension and other post retirement cash requirements	6,847	629	1,349	1,446	3,423
Purchase obligations recorded on statement of financial position	7,952	6,625	455	467	405
Total contractual obligations	\$92,884	\$33,963	\$27,417	\$13,467	\$18,037

*Includes interest on variable rate debt calculated based on interest rates at December 31, 2005. Variable rate debt was approximately 3% of our total debt at December 31, 2005.

Purchase obligations Purchase obligations represent contractual agreements to purchase goods or services that are legally binding; specify a fixed, minimum or range of quantities; specify a fixed, minimum, variable, or indexed price provision; and specify approximate timing of the transaction. In addition, the agreements are not cancelable without a substantial penalty. Long-term debt, interest on debt, capital leases, and operating leases are shown in the above table regardless of whether they meet the characteristics of purchase obligations. Purchase obligations include amounts recorded as well as amounts that are not recorded on the statements of financial position.

Approximately 24% of the purchase obligations disclosed above are reimbursable to us pursuant to cost-type government contracts.

Purchase obligations not recorded on the Consolidated Statement of Financial Position

Pension and other postretirement benefits Pension cash requirements is an estimate of our minimum funding requirements, pursuant to the ERISA regulations, although we may make additional discretionary contributions. Estimates of other postretirement benefits are based on both our estimated future benefit payments and the estimated contribution to the one plan that is funded through a trust.

Production related Production related purchase obligations include agreements for production goods, tooling costs, electricity and natural gas contracts, property, plant and equipment, and other miscellaneous production related obligations. The most significant obligation relates to inventory procurement contracts. We have entered into certain significant inventory procurement contracts that specify determinable prices and quantities, and long-term delivery timeframes. In addition, we purchase raw materials on behalf of our suppliers. These agreements require suppliers and vendors to be prepared to build

Management's Discussion and Analysis

and deliver items in sufficient time to meet our production schedules. The need for such arrangements with suppliers and vendors arises due to the extended production planning horizon for many of our products, including commercial aircraft, military aircraft and other products where delivery to the customer occurs over an extended period of time. A significant portion of these inventory commitments is supported by firm contracts from customers, and/or has historically resulted in settlement through reimbursement from such customers for penalty payments to the supplier should the customer not take delivery. These amounts are also included in our forecasts of costs for program and contract accounting. Some inventory procurement contracts may include escalation adjustments. In these limited cases, we have included our best estimate of the effect of the escalation adjustment in the amounts disclosed in the table above.

Industrial participation agreements We have entered into various industrial participation agreements with certain customers in foreign countries to effect economic flow back and/or technology transfer to their businesses or government agencies, as the result of their procurement of goods and/or services from us. These commitments may be satisfied by our placement of direct work or vendor orders for supplies, opportunities to bid on supply contracts, transfer of technology, or other forms of assistance to the foreign country. However, in certain cases, our commitments may be satisfied through other parties (such as our vendors) who purchase supplies from our foreign customers. We do not commit to industrial participation agreements unless a contract for sale of our products or services is signed. In certain cases, penalties could be imposed if we do not meet our industrial participation commitments. During 2005, we incurred no such penalties. As of December 31, 2005, we have outstanding industrial participation agreements totaling \$6.3 billion that extend through 2019. In cases where we satisfy our commitments through the purchase of supplies and the criteria described in "purchase obligations" are met, amounts are included in the table above. To be eligible for such a purchase order commitment from us, the foreign country or customer must have sufficient capability to meet our requirements and must be competitive in cost, quality and schedule.

Purchase obligations recorded on the Consolidated Statement of Financial Position

Purchase obligations recorded on the statement of financial position primarily include accounts payable and certain other liabilities including accrued compensation and dividends payable.

Off-Balance Sheet Arrangements

We are a party to certain off-balance sheet arrangements including certain guarantees and variable interests in unconsolidated entities. For discussion of these arrangements, see Note 21.

Commercial commitments The following table summarizes our commercial commitments outstanding as of December 31, 2005, as well as an estimate of when these commitments are expected to expire.

(Dollars in millions)	Total Amounts Committed/Maximum Amount of Loss	Less than 1 year	1-3 years	4-5 years	After 5 years
Standby letters of credit and surety bonds	\$ 3,957	\$3,719	\$ 112		\$ 126
Aircraft financing commercial commitments	13,496	872	6,672	\$1,997	3,955
Total commercial commitments	\$17,453	\$4,591	\$6,784	\$1,997	\$4,081

Related to the issuance of certain standby letters of credit and surety bonds included in the above table, we received advance payments of \$274 million as of December 31, 2005.

Aircraft financing commercial commitments include commitments to arrange or provide financing related to aircraft on order or under option for deliveries scheduled through the year 2012. Based on historical experience, it is not anticipated that all of these commitments will be exercised by our customers. (See Note 21).

Industrial Revenue Bonds We utilize Industrial Revenue Bonds (IRB) issued by the City of Wichita, Kansas and Fulton County, Georgia to finance the purchase and/or construction of real and personal property (See Note 21).

Segment Results of Operations and Financial Condition

Commercial Airplanes

Business Environment and Trends

Airline Industry Environment Gross domestic product (GDP) growth, the primary driver of air traffic growth, remained resilient in the face of rising energy prices in 2005. As a result, worldwide passenger traffic growth continued above the long-term trend in 2005 following double digit growth in 2004. Traffic growth outpaced capacity increases pushing world load factors to historical highs. Industry forecasts predict above average traffic growth through at least 2007, although disease outbreaks, increasing armed conflict or terrorist attacks, and global economic imbalances represent ongoing risks.

Crude oil prices have almost doubled since the beginning of 2004. In addition, the price differential between oil and jet fuel rose to historically high levels in 2005, triple the average over the last 20 years. Although economic indicators show that the world economy has adjusted to the current higher oil price levels without significant slowdown, the rise in jet fuel prices is outpacing airlines' ability to increase revenues through fare hikes and fuel surcharges and is pressuring less efficient airlines in particular.

Worldwide, many airlines continue to report operating profits although performance varies significantly by region and business model. Industry financials generally show increasing unit revenues and some improvement in fares. Combined with progress on cost-cutting initiatives and efficiency improvements, these trends are helping many airlines remain profitable despite rising fuel prices and intense competition. Although the industry's aggregate financial health remains under the shadow of the U.S. network carriers whose financial difficulties are

Management's Discussion and Analysis

forecast to push the industry into losses of \$6 billion in 2005, the many airlines that are profitably growing to meet increased demand are acquiring new capacity from manufacturers.

The pace of air traffic rights liberalization between countries has been brisk during the past year with many new air service agreements having been signed or announced. High growth markets including China and India announced multiple new agreements spurring the opening of new routes. In addition, the United States and European Union made significant advances towards "open skies" late in 2005. Continued liberalization is an important factor in the growth and network development of commercial aviation.

Looking forward, our 20-year forecast is for a long-term average growth rate of 5% per year for passenger traffic, and 6% per year for cargo traffic based on projected average annual worldwide real economic growth of 3%. Based on long-term global economic growth projections, and factoring in the increasingly competitive environment, increasing utilization levels of the worldwide airplane fleet and requirements to replace older airplanes, we project a \$2.1 trillion market for 25,700 new airplanes over the next 20 years. While factors such as terrorism and increased ticket charges for security have had significant impact over the span of several years, they have not historically affected the longer-term macro trends in the world economy, and therefore, our long-term market outlook.

Industry Competitiveness The commercial jet aircraft market and the airline industry remain extremely competitive. We expect the existing long-term downward trend in passenger revenue yields worldwide (measured in real terms) to continue into the foreseeable future. Market liberalization in Europe and Asia has continued to enable low-cost airlines to gain market share. These airlines have increased the downward pressure on fares. This results in continued cost pressures for all airlines and price pressure on our products. Major productivity gains are essential to ensure a favorable market position at acceptable profit margins.

Continued access to global markets remains vital to our ability to fully realize our sales potential and long-term investment returns. Approximately two-thirds of Commercial Airplanes' third-party sales and contractual backlog are from customers based outside the United States.

We face aggressive international competitors that are intent on increasing their market share. They offer competitive products and have access to most of the same customers and suppliers. Airbus has historically invested heavily to create a family of products to compete with ours. Regional jet makers Embraer and Bombardier, coming from the less than 100-seat commercial jet market, continue to develop larger and more capable airplanes. This market environment has resulted in intense pressures on pricing and other competitive factors.

Worldwide, airplane sales are generally conducted in U.S. dollars. Fluctuating exchange rates affect the profit potential of our major competitors, all of whom have significant costs in other currencies. The decline of the U.S. dollar relative to their local currencies in 2004 put pressure on competitors' revenues and

profits. Competitors often respond by aggressively reducing costs, thereby improving their longer-term competitive posture. Airbus is implementing such initiatives targeting more than 10% reduction in costs by 2006. If the U.S. dollar continues to strengthen as it has in 2005, Airbus can use the extra efficiency to develop new products and gain market share.

We are focused on improving our processes and continuing cost-reduction efforts. We continue to leverage our extensive customer support services network for airlines throughout the world to provide a higher level of customer satisfaction and productivity. These efforts enhance our ability to pursue pricing strategies that enable us to price competitively and maintain satisfactory margins. While we are focused on improving our processes and continuing cost reduction activities, events may occur that will prevent us from achieving planned results.

We continue to explore strategic options related to our operations at various sites to focus on large-scale systems integration, which is where we are most competitive and can add the most value to our airplanes and services.

Production Disruption Caused by Labor Strike

We delivered 29 fewer than expected airplanes due to the IAM strike, during 2005. This reduced revenue by approximately \$2 billion for the twelve months ended December 31, 2005.

New Airline Bankruptcies

Northwest Airlines, Inc. (Northwest) and Delta Air Lines, Inc. (Delta) filed for Chapter 11 bankruptcy protection on September 14, 2005. Commercial Airplanes does not expect a material impact on revenues or operating results due to these bankruptcy filings. (See Note 10).

Divestitures

On June 16, 2005 we completed the sale of substantially all of the assets at our Commercial Airplanes facilities in Wichita, Kansas and Tulsa and McAlester, Oklahoma under an asset purchase agreement to a new entity, which was subsequently named Spirit Aerosystems, Inc. (Spirit) and is owned by Onex Partners LP. (See Note 8).

Operating Results

(Dollars in millions)	2005	2004	2003
Revenues	\$ 22,651	\$21,037	\$22,408
% of Total Company Revenues	41%	40%	44%
Operating Earnings	\$ 1,432	\$ 753	\$ 707
Operating Margins	6.3%	3.6%	3.2%
Research and Development	\$ 1,302	\$ 941	\$ 676
Contractual Backlog*	\$124,132	\$70,449	\$63,929

*Note: Commercial Airplanes backlog at December 31, 2005 has been reduced by \$7.8 billion to reflect the planned change in accounting for concessions effective January 1, 2006. Had December 31, 2004 reflected this method of accounting, Commercial Airplanes contractual backlog would have been reduced by \$4.9 billion to \$65.5 billion. See Note 1.

Revenues The increase in revenue of approximately \$1.6 billion in 2005 from 2004 was primarily attributable to higher new airplane deliveries including model mix changes of \$1.0 billion, used airplane sales of \$302 million and aircraft modification, spares and other of \$300 million.

Management's Discussion and Analysis

The decline in revenue of \$1.4 billion in 2004 compared to 2003 was primarily due to new airplane model mix of \$1.2 billion and net reductions of \$132 million in other products.

Commercial jet aircraft deliveries as of December 31, including deliveries under operating lease, which are identified by parentheses, were as follows:

Model	2005	2004	2003
717	13(5)	12(6)	12(11)
737 Next-Generation	212*	202*	173*
747	13	15	19(1)
757	2	11	14
767	10*	9(1)	24(5)
777	40	36	39
Total	290	285	281

*Intracompany deliveries were two 767 aircraft and two 737 Next Generation aircraft in 2005, three 737 Next-Generation aircraft in 2004 and three 737 Next-Generation aircraft in 2003

The cumulative number of commercial jet aircraft deliveries as of December 31 were as follows:

Model	2005	2004	2003
717	150	137	125
737 Next-Generation	1,834	1,622	1,420
747	1,366	1,353	1,338
757	1,049	1,047	1,036
767	935	925	916
777	539	499	463

The undelivered units under firm order* as of December 31 were as follows:

Model	2005	2004	2003
717	5	18	22
737 Next-Generation	1,123	771	800
747	58	27	32
757		2	13
767	30	25	25
777	288	167	159
787	287	52	

*Firm orders represent new aircraft purchase agreements where the customers' rights to cancel without penalty have expired. Typically customer rights to cancel without penalty include the customer receiving approval from its Board of Directors, shareholders, government and completing financing arrangements. All such cancellation rights must be satisfied or expired prior to recording a firm order even if satisfying such conditions are highly certain. Firm orders exclude option aircraft and aircraft with cancellation rights.

Operating earnings The \$679 million increase in operating earnings in 2005 over the comparable period of 2004 was primarily attributable to earnings on increased revenue from new aircraft deliveries of \$265 million and increased revenue from aircraft modification and other of \$128 million. In addition, margin improved \$414 million mainly due to improved cost performance, which was offset by increased research and development costs of \$361 million and other period costs of \$174 million, and a loss on the sale of Wichita, Tulsa and McAlester operations of \$68 million. In 2004, we also had charges of \$280 million resulting from the decision to complete production of the 717 program and \$195 million of 767 USAF Tanker program charge. Refer to IDS Discussion on page 33.

The increase of \$46 million in operating earnings in 2004 from 2003 was primarily attributable to \$466 million from improved program margins due to cost reduction initiatives and decreased period costs offset by lower earnings from the change in model mix of \$205 million, 717 program termination charge of \$280 million, 767 USAF Tanker program charge of \$195 million and increased research and development expense of \$265 million. Additionally, in 2003 we had a goodwill impairment charge of \$341 million and a charge of \$184 million resulting from the decision to complete production of the 757 program.

Backlog The increase in backlog in 2005 compared to 2004 primarily relates to new orders for the 737, 777 and 787. The increase in backlog in 2004 compared to 2003 was primarily related to new orders for 777 and 787.

Accounting Quantity For each airplane program, we estimate the quantity of airplanes that will be produced for delivery under existing and anticipated contracts. We refer to this estimate as the "accounting quantity." The accounting quantity for each program is a key determinant of gross margins we recognize on sales of individual airplanes throughout the life of a program. See "Application of Critical Accounting Policies-Program accounting." Estimation of the accounting quantity for each program takes into account several factors that are indicative of the demand for the particular program, such as firm orders, letters of intent from prospective customers, and market studies. We review and reassess our program accounting quantities on a quarterly basis in compliance with relevant program accounting guidance.

Commercial aircraft production costs include a significant amount of infrastructure costs, a portion of which do not vary with production rates. As the amount of time needed to produce the accounting quantity decreases, the average cost of the accounting quantity also decreases as these infrastructure costs are included in the total cost estimates, thus increasing the gross margin and related earnings provided other factors do not change.

The estimate of total program accounting quantities and changes, if any, as of December 31 were:

	717	737 Next-Generation	747	757	767	777
2005	156	2,800	1,424	1,050	971	800
Additions		400	24		12	100
2004	156	2,400	1,400	1,050	959	700
Additions/(deletions)	8	200	12		(16)	50
2003	148	2,200	1,388	1,050	975	650

The accounting quantity for each program may include units that have been delivered, undelivered units under contract, and units anticipated to be under contract in the future (anticipated orders). In developing total program estimates all of these items within the accounting quantity must be addressed. The percentage of anticipated orders included in the program accounting estimates as compared to the number of cumulative firm orders* as of December 31 were as follows:

Management's Discussion and Analysis

	717	737 Next-Generation	747	757	767	777
2005						
Cumulative firm orders (CFO)	155	2,957	1,424	1,049	965	827
Anticipated orders	N/A	N/A	N/A	N/A	3	N/A
Anticipated orders as a % of CFO	N/A	N/A	N/A	N/A	0%	N/A
2004						
Cumulative firm orders	155	2,393	1,380	1,049	950	666
Anticipated orders	N/A	5	19	N/A	6	34
Anticipated orders as a % of CFO	N/A	0%	1%	N/A	1%	5%
2003						
Cumulative firm orders	147	2,220	1,370	1,049	941	622
Anticipated orders	N/A	N/A	17	N/A	32	28
Anticipated orders as a % of CFO	N/A	N/A	1%	N/A	3%	5%

*Cumulative firm orders represent the cumulative number of commercial jet aircraft deliveries plus undelivered units under firm order (see tables in Commercial Airplanes Revenues/Operating Results discussion). Cumulative firm orders include orders that fall within the current accounting quantities as well as orders that extend beyond the current accounting quantities. Cumulative firm orders exclude program test aircraft that will not be refurbished for sale.

717 Program The accounting quantity for the 717 program has been based on firm orders since the fourth quarter of 2001. As of December 31, 2005, of the 5 remaining undelivered units, 3 units will be delivered to a single customer with uncertain financial condition. As a result, on a consolidated basis, these aircraft will be accounted for under long-term operating leases as they are delivered. The value of the inventory for the undelivered aircraft as of December 31, 2005, remained realizable. On January 12, 2005, we announced our decision to complete production of the 717 airplane in 2006 due to the lack of overall market demand for the airplane. The decision is expected to result in total pre-tax charges of approximately \$380 million, of which \$280 million was incorporated in 2004 fourth quarter and year end results. The last 717 aircraft is expected to be delivered in the second quarter of 2006. See Note 24.

737 Next-Generation The accounting quantity for the 737 Next-Generation program increased by 400 units during 2005 as a result of the programs' normal progression of obtaining additional orders and delivering aircraft.

747 Program The 747 program accounting quantity was increased by 24 units during 2005 as a result of additional customer orders. In November 2005, we launched the 747 Advanced as the 747-8 family, which includes 747-8 International passenger airplane and the 747-8 Freighter. This launch and additional anticipated firm orders have extended the life of this program and have also solidified product strategy.

757 Program Due to lack of demand for the 757 program, a decision was made in the third quarter of 2003 to complete production of the program. Production of the 757 program ended in October 2004. The last aircraft was delivered in the second quarter of 2005. The vendor termination liability remaining in Accounts payable and other liabilities was reduced from \$121 million to \$62 million during 2005 due to \$73 million in payments offset by an increase in estimate of \$14 million. No future charges related to the 757 airplane program are expected.

767 Program During 2005 the 767 achieved some success in obtaining additional orders. As a result the accounting quantity for the 767 program increased by twelve units during 2005. Given the timing and changing requirements for new USAF

tankers, the prospects for the current 767 production program to extend uninterrupted into a USAF tanker contract has diminished. We are continuing to pursue market opportunities for additional 767 sales. Despite the recent airplane orders and the possibility of additional orders, it is still reasonably possible a decision to complete production could be made in 2006. A forward loss is not expected as a result of such a decision but program margins would be reduced.

777 Program The accounting quantity for the 777 program increased by 100 units during 2005 as a result of the program's normal progression of obtaining additional orders and delivering aircraft. In May 2005 we launched the 777-Freighter.

Deferred production costs Commercial aircraft inventory production costs incurred on in-process and delivered units in excess of the estimated average cost of such units, determined as described in Note 1 represent deferred production costs. As of December 31, 2005 and 2004 deferred production costs relate to the 777 program and there were no significant excess deferred production costs or unamortized tooling costs not recoverable from existing firm orders.

The deferred production costs and unamortized tooling included in the 777 program's inventory at December 31 are summarized in the following table:

(Dollars in millions)	2005	2004
Deferred production costs	\$683	\$703
Unamortized tooling	411	485

As of December 31, 2005 and 2004, the balance of deferred production costs and unamortized tooling related to all other commercial aircraft programs was insignificant relative to the programs' balance-to-go cost estimates.

Fleet support We provide the operators of all our commercial airplane models assistance and services to facilitate efficient and safe aircraft operation. Collectively known as fleet support services, these activities and services include flight and maintenance training, field service support costs, engineering services and technical data and documents. Fleet support activity begins prior to aircraft delivery as the customer receives training, manuals and technical consulting support, and

Management's Discussion and Analysis

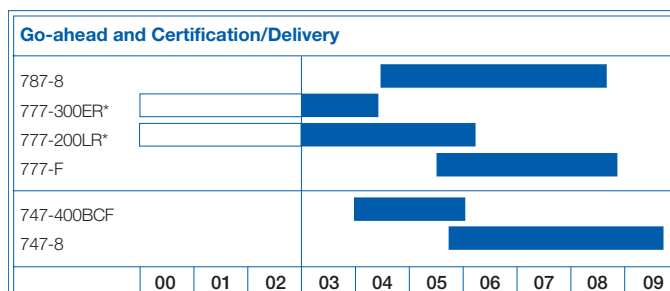
continues throughout the operational life of the aircraft. Services provided after delivery include field service support, consulting on maintenance, repair, and operational issues brought forth by the customer or regulators, updating manuals and engineering data, and the issuance of service bulletins that impact the entire model's fleet. Field service support involves our personnel located at customer facilities providing and coordinating fleet support activities and requests. The costs for fleet support are expensed as incurred and have been historically less than 1.5% of total consolidated costs of products and services. This level of expenditures is anticipated to continue in the upcoming years. These costs do not vary significantly with current production rates.

Research and development We continually evaluate opportunities to improve current aircraft models, and assess the marketplace to ensure that our family of commercial jet aircraft is well positioned to meet future requirements of the airline industry. The fundamental strategy is to maintain a broad product line that is responsive to changing market conditions by maximizing commonality among our family of commercial aircraft. Additionally, we are determined to continue to lead the industry in customer satisfaction by offering products with the highest standards of quality, safety, technical excellence, economic performance and in-service support.

Our Research and Development spending increased \$361 million during 2005 and \$265 million in 2004. The increase in research and development during 2005 and 2004 was primarily due to increased spending on the 787 program and was partially offset by supplier development cost sharing payments. For 2005, 787 supplier development cost sharing payments received were \$611 million compared to \$205 million during 2004. We expect to receive a lesser amount of 787 supplier development cost sharing payments in 2006, which will result in an increase to our total research and development expense.

We are currently focusing our new airplane product development efforts on the 787 program, which in three planned versions will seat 223 to 296 passengers in multiple class configurations. In early 2004, we received the initial launch order for the 787 and Board of Directors (BoD) approval to proceed with full development and production. Entry into service is targeted for 2008. We are also continuing to develop derivatives and features for our other programs primarily the 737, 747-8 and 777 programs.

The following chart summarizes the time horizon between go-ahead and certification/initial delivery for major Commercial Airplanes derivatives and programs.



*Go-ahead prior to 2003.

Integrated Defense Systems

Business Environment and Trends

IDS is organized into four financial reporting segments: A&WS, Network Systems, Support Systems, and L&OS. The first three segments primarily address the U. S. defense market and other limited defense spending worldwide. The fourth segment is focused on the civil and commercial space markets along with the defense market for launch capabilities.

On January 27, 2006 we announced in response to a changing market and emerging defense requirements that the IDS segments will be consolidated into three capabilities-driven businesses: Precision Engagement and Mobility Systems, Networks and Space Systems, and Support Systems. In addition, a new Advanced Systems unit has been created. Operations will be consolidated into three business profit and loss centers organized around capabilities.

Defense Environment Overview The U.S. is faced with continuous force deployments overseas, stability operations in Afghanistan and Iraq, and the requirement both to recapitalize important defense capabilities and to transform the force to take advantage of available technologies to meet the changing national security environment as outlined in the recently released 2006 Quadrennial Defense Review (QDR) Report. All of this must be carried out against a backdrop of significant Federal budget deficits and an administration pledge to reduce and ultimately eliminate annual deficit spending. We anticipate that the national security environment will remain challenging for at least the next decade. The global war on terrorism and the national security threats posed by weapons of mass destruction demand new and improved capabilities such as persistent intelligence, surveillance, and reconnaissance (ISR), global precision strike, and assured access to space. Recent operations in support of the global war on terrorism have demonstrated the value of networked and fused ISR combined with advanced command, control and communications systems; interdependence across platforms, services, and Special Forces; and the leveraging effects of precise, persistent, and selective engagement. All of these enable and leverage new capabilities while allowing use of traditional capabilities more discretely and in new ways. The significance and advantage of unmanned systems to perform many of these tasks will continue to be investigated. There is also recognition that technology must be coupled with human intelligence and ground forces to generate the greatest effect. These opportunities and challenges are driving the U.S. DoD, along with militaries worldwide, both friend and potential foe, to transform their forces and weapons systems as well as the way they use them.

Because DoD spending makes up about half of worldwide defense spending and represented greater than 90% of IDS revenue in 2005, the trends and drivers associated with the DoD budget are critical. The DoD budget has grown substantially over the past decade, particularly after the terrorist attacks of September 11, 2001, and we've seen that trend continue in the 2007 Presidential budget submittal, although at a moderated rate compared to the last few years. The President's

Management's Discussion and Analysis

request for fiscal year 2007 is \$439.3 billion, excluding supplemental appropriations required by ongoing military operations in Afghanistan and Iraq. This is a 7% increase over the enacted fiscal year 2006 funding level of \$410.8 billion. Although the top-line had continued to experience growth in the last couple of years, we had seen pressure on the investment accounts (Procurement and Research, Development, Test & Evaluation (RDT&E)). The portion of the defense budget allocated to DoD procurement decreased between fiscal year 2004 and 2005 and again in 2006. Conversely, in the 2007 Presidential Budget request, the procurement account increased by about 10% and the RDT&E account increased by slightly more than 3% when compared to the enacted 2006 funding levels. (All projections and percentage increases are made without taking inflation into account.) We anticipate that the overall DoD budget will remain in the range of the 2007 request or slightly lower over the next four to five years.

Even though we continue to see some growth in the DoD budget, it is unlikely that the DoD will be able to fully fund the hardware programs already in development as well as new initiatives in order to address the capability gaps identified in the 2006 QDR. This imbalance between future costs of hardware programs and expected funding levels is not uncommon in the DoD and is routinely managed by internally adjusting priorities and schedules, restructuring programs, and lengthening production runs to meet the constraints of available funding.

We expect the DoD will respond to future budget constraints by focusing on affordability strategies that emphasize jointness, network-centric operations, persistent ISR, long-range strike, special operations, unmanned systems, precision guided kinetic and non-kinetic weapons, and continued privatization of logistics and support activities to improve overall effectiveness while maintaining control over costs. Evolving national challenges will be met by reallocating funds within the Department. This will provide opportunities for IDS products in the future. We are already seeing the need for the military to make difficult choices between programs in an effort to fill their highest priority capability gaps. The DoD is also expected to continue to examine the force structure, including personnel and equipment requirements, in search of opportunities to improve business processes and reduce overall manpower. Programs will continually be evaluated by performance and relevancy relative to required DoD capabilities and enduring needs.

Civil Space Transportation and Exploration Environment

Congress approved close to full funding of NASA's fiscal year 2005 and 2006 budget requests, including needed funds for Space Shuttle Operations, International Space Station, and new initiatives associated with the Vision for Space Exploration. NASA's fiscal year 2006 appropriation of \$16.6 billion is approximately equal to the fiscal year 2005 funding level. Funding at this level or a slightly higher is projected into the future as evidenced by the 2007 Presidential Budget request of \$16.8 billion. NASA is continuing to pursue elements of the Vision for Space Exploration, which will provide additional opportunities.

Commercial Space Environment The commercial space market

has softened significantly since the late 1990s in conjunction with the downturn in the telecommunications industry. This market is now characterized by overcapacity, aggressive pricing and limited near-term opportunities. Recent projections indicate these market conditions will persist until the end of this decade. We believe there will be fewer commercial satellite orders for the next few years with a slight upturn to meet replacement demand near the end of the decade, but we do not project recovery equal to the demand of the early to mid 1990s. In this extremely limited market, we see continued manufacturing overcapacity, which in turn is driving continued deterioration of pricing conditions. We will continue to pursue profitable commercial satellite opportunities where the customer values our technical expertise and unique solutions (e.g., DirecTV and Mobile Satellite Ventures). In the launch market, we continue to focus our Delta IV program on the government launch market only, but we offer the capabilities of the Sea Launch system, described below, in the commercial launch area.

Sea Launch The Sea Launch venture, in which we are a 40% partner, provides ocean-based launch services to commercial satellite customers and is reported in the L&OS segment. For the year ended December 31, 2005, the venture conducted four successful launches.

We have issued credit guarantees to creditors of the Sea Launch venture to assist the venture in obtaining financing. In the event we are required to perform on these guarantees, we have the right to recover a portion of the cost from other venture partners. We believe our net exposure to loss from Sea Launch at December 31, 2005 totals \$125 million. The components of this exposure are as follows:

(Dollars in millions)	Maximum Exposure	Established Reserves	Estimated Proceeds from Recourse	Net Exposure
Credit Guarantees	\$ 490	\$196	\$294	
Partner Loans				
(Principal and Interest)	425	255	170	
Advances to Provide for Future Launches	123		11	\$112
Trade Receivable from Sea Launch	246	246		
Performance Guarantees	35	1	21	13
Other Receivables from Sea Launch	36	36		
	\$1,355	\$734	\$496	\$125

We made no additional capital contributions to the Sea Launch venture during the year ended December 31, 2005.

Delta The USAF lifted the Evolved Expendable Launch Vehicle (EELV) suspension on March 4, 2005. (See Note 24.) After this action, we were awarded a contract to provide infrastructure sustainment related to Delta IV launches. In addition, on June 20, 2005 we submitted a proposal in response to the initial Request for Proposals for the EELV Buy III program. Buy III contracts are expected to be issued to us and Lockheed Martin Corporation (Lockheed) and may ultimately include up to 24 launches and additional infrastructure sustainment funding.

The cost estimates for the Delta II and Delta IV programs are

Management's Discussion and Analysis

based in part upon estimated quantities and timing of launch missions for existing and anticipated contracts, referred to as the Mission Manifest, to determine the allocation of fixed costs to individual launches. Revenue estimates include probable price adjustments due to contractual statement of work changes where we have established contractual entitlement. If these price adjustments do not occur, it could impact the financial performance of the Delta programs. The Mission Manifest represents management's best estimate of the launch services market taking into account all known information. Due to the volatility of the government launch market, it is possible that changes in quantity and timing of launches could occur that would change the Mission Manifest and, therefore, the financial performance of the Delta programs. We have Delta IV inventory of \$1.0 billion and fixed assets of \$1.0 billion that may be subject to impairment if we are unable to obtain future contracts and appropriate pricing. Based on the mission manifest (estimated quantities and timing of launch missions for existing and anticipated contracts) we believe we will recover these costs. The Delta II and IV programs are reported in the L&OS segment.

Satellites As is the standard for the commercial satellite industry, contracts are fixed-price in nature and include on-orbit incentive payments. Many of the existing satellite programs have very complex designs including unique phased array antenna designs. As technical or quality issues arise, we have continued to experience schedule delays and cost impacts. If the issues continue, they could result in a material charge. These programs are ongoing, and while we believe the cost estimates incorporated in the financial statements are appropriate, the technical complexity of the satellites creates financial risk as additional completion costs may become necessary or scheduled delivery dates could be missed, which could trigger termination for default (TFD) provisions or other financially significant exposure. We have one commercial satellite program that could expose us to a TFD notification risk of \$137 million. Management believes a TFD is not likely due to continued performance to contract requirements and continuing contractual efforts in process. Our satellite programs are reported in either the Network Systems or L&OS segments.

See discussion of Boeing Satellite Systems International, Inc. (BSSI)/ICO Global Communications (Operations), Ltd. (ICO) litigation in note 24.

On September 10, 2004, a group of insurance underwriters for Thuraya Satellite Telecommunications (Thuraya) requested arbitration before the International Chamber of Commerce (ICC), against BSSI. The Request for Arbitration alleges that BSSI breached its contract with Thuraya for sale of a 702 Satellite which experienced anomalies with its concentrator solar arrays. The claimants seek approximately \$199 million (plus claims of interest, costs and fees) consisting of insurance payments made to Thuraya and further reserved the right to seek an additional \$39 million currently in dispute between Thuraya and certain of its insurers. Thuraya has reserved its rights to seek uninsured losses that could increase the total amount disputed to \$365 million. We believe that these claims lack merit and intend to vigorously defend against them.

In certain launch and satellite sales contracts, we include provisions for replacement launch services or hardware if we do not meet specified performance criteria. We have historically purchased insurance to cover these exposures when allowed under the terms of the contract. The current insurance market reflects unusually high premium rates and also suffers from a lack of capacity to handle all insurance requirements. We make decisions on the procurement of insurance based on our analysis of risk. There is one contractual launch currently scheduled for the second quarter of 2006 for which full insurance coverage has not been procured. We estimate that the potential uninsured amount for that launch could range from \$65 million to \$315 million, depending on the nature of the uninsured event.

Future Combat Systems On April 5, 2005 the U.S. Army announced that it plans to convert the Future Combat Systems (FCS) program from an Other Transaction Agreement (OTA) to a standard DoD contract. An OTA is contracted under a different congressional authority than a standard DoD contract and generally imposes fewer administrative contractual requirements. The current OTA has been modified to incorporate clauses relating to the Truth in Negotiations Act, Cost Accounting Standards, and the Procurement Integrity Act. We signed a Federal Acquisition Regulations-based Undefined Contract Authorization with the Army on September 23 and definitization is scheduled for March 2006. Based on our assessment of the possible contractual changes, we do not believe there will be a significant impact to earnings, cash flow and/or financial position.

Future Imagery Architecture On September 28, 2005 we received a partial stop-work order from the National Reconnaissance Office for the Future Imagery Architecture (FIA) program, which makes it probable that our scope of work will be reduced. In the third quarter, revised cost and fee estimates were included in our financial statements to reflect our assessment of the probable outcome. If the final cost and fee outcome is materially different than our current assessment, it could impact our financial performance. The revenue loss was immaterial in 2005. This program is included in the Network Systems segment.

767 Tanker Program Prior to the fourth quarter of 2004, we incurred substantial pre-contract costs for development of one in-production aircraft for the 767 Tanker program. These costs were being deferred based on our assessment that it was probable we would recover these costs when we were awarded the USAF 767 Tanker contract. The pre-contract costs were being deferred and recorded in inventory based on AICPA Statement of Position 81-1, *Accounting for Performance of Construction-Type and Certain Production-Type Contracts*, which states that costs may be deferred if they can be associated with a specific anticipated contract, and if their recoverability from that contract is probable. Our assessment of probability was based on the fact that the DoD Appropriations Act for fiscal year 2005 provided \$100 million funding for tanker replacement and the National Defense Authorization Act for fiscal year 2005 provided authorization for the procurement of 100 tanker aircraft and associated support contracts. In addition, we believed, based on our understanding of the

Management's Discussion and Analysis

requirements, that our 767 aircraft was the most cost-effective solution that met those requirements and, therefore, that it was probable we would be awarded the USAF 767 Tanker contract. Based on prior DoD contracting practices, we also believed it was probable that we would be awarded the initial support contracts.

On January 14, 2005, as a result of our 2004 year-end review, we updated our assessment of the probability of securing the USAF 767 Tanker contract and announced our plan to recognize pre-tax charges totaling \$275 million in our year-end 2004 financial statements based on the continued delay of the contract award and the likely re-competition of the contract. Commercial Airplanes share was \$195 million and IDS' share was \$80 million. Within IDS, A&WS and Support Systems were impacted by the charge. The charge included \$47 million of incurred design and development cost and \$33 million for anticipated supplier penalties.

Through 2005, the 767 Tanker program has orders for eight 767 Tankers, four from the Italian Air Force and four from the Japan Self Defense Agency. The first aircraft for Italy will be tendered for acceptance in late 2006 and our first delivery to Japan will occur in early 2007. Work continues on the Company Sponsored Research and Development (CSR&D) effort as we entered the flight test phase of the program in 2005 and expect to complete it in 2006.

The USAF is continuing to pursue a replacement for the KC-135 tanker. Funding has been included in the DoD Appropriation Act for both of its fiscal years 2005 and 2006, and has also been included in the fiscal year 2007 DoD budget request. The USAF has announced that the replacement for the KC-135 will be awarded through a competition which will be held in 2006. We remain firmly committed to the USAF Tanker program and are ready to support our customer in whatever decision is made regarding the recapitalization of the nation's current aerial refueling fleet.

Comanche On February 23, 2004 the U.S. Government announced plans to terminate for convenience (TFC) the RAH-66 Comanche Engineering and Manufacturing Development contract. The joint venture between us and Sikorsky Aircraft, a division of United Technologies Corporation, had a 50/50 share in program work and earnings. On March 19, 2004 the U.S. Government issued a partial TFC notification. A termination proposal was submitted to the U.S. Government on February 25, 2005. An updated proposal was submitted in January 2006 to reflect actual costs through 2005. We expect that a settlement will be reached by the end of the first quarter of 2006. The program represented less than 1% of our 2005 revenues. No material impact on our financial statements is expected.

Integrated Defense Systems

(Dollars in millions)	2005	2004	2003
Revenues	\$30,791	\$30,465	\$27,361
% of Total Company Revenues	56%	58%	54%
Operating Earnings	\$ 3,890	\$ 2,925	\$ 766
Operating Margins	12.6%	9.6%	2.8%
Research and Development	\$ 855	\$ 834	\$ 846
Contractual Backlog	\$36,341	\$39,151	\$40,883
Unobligated Backlog	\$43,759	\$47,270	\$50,564

Since our operating cycle is long-term and involves many different types of development and production contracts with varying delivery and milestone schedules, the operating results of a particular year, or year-to-year comparisons of revenues and earnings, may not be indicative of future operating results. In addition, depending on the customer and their funding sources, our orders might be structured as annual follow-on contracts, or as one large multi-year order or long-term awards. As a result, period-to-period comparisons of orders and backlog are not necessarily indicative of future workloads. The following discussions of comparative results among periods should be viewed in this context.

IDS revenues remained stable in 2005 due to moderating defense budgets, up 1% from 2004, after strong growth of 11% in 2004 over 2003. The operating earnings increase of \$965 million from 2004 to 2005 was primarily due to higher L&OS earnings largely driven by the net gain of \$578 million (\$9 million of which was recognized at the Other segment) from the Rocketdyne divestiture in 2005.

Total backlog is comprised of contractual backlog, which represents funded work to perform, and unobligated backlog, which represents unfunded work to perform. IDS total backlog decreased 7% in 2005, from \$86.4 billion to \$80.1 billion, yet still remains industry-leading. Given our annual revenue of almost \$31 billion, we have 2.6 years worth of sales in backlog, an important indicator of future workload.

For further details on the changes between periods, refer to the discussions of the individual segments below.

Aircraft and Weapons Systems

(Dollars in millions)	2005	2004	2003
Revenues	\$11,444	\$11,394	\$10,763
% of Total Company Revenues	21%	22%	21%
Operating Earnings	\$ 1,707	\$ 1,636	\$ 1,420
Operating Margins	14.9%	14.4%	13.2%
Research and Development	\$ 374	\$ 382	\$ 360
Contractual Backlog	\$19,161	\$18,256	\$19,352
Unobligated Backlog	\$12,006	\$17,197	\$24,176

Revenues A&WS revenues remained stable between 2004 and 2005 primarily due to increased deliveries on F-15 and Apache and higher volume on C-40 and F-22. This was offset by decreased deliveries on F/A-18 and lower volume on Chinook, V-22, and the Comanche termination.

Revenues grew 6% from 2003 to 2004 due to increased deliveries on F/A-18 and Apache and higher volume on F-22 and Chinook. This was partially offset by fewer deliveries on T-45

Management's Discussion and Analysis

and lower volume as a result of the Comanche termination in 2004.

Deliveries of units for new-build production aircraft, excluding remanufactures and modifications were as follows:

Aircraft and Weapon Systems

	2005	2004	2003
C-17 Globemaster	16	16	16
F/A-18E/F Super Hornet	42	48	44
T-45TS Goshawk	10	7	12
F-15E Eagle	6	3	4
C-40A Clipper	2	3	1
AH-64 Apache	12	3	—

Operating Earnings A&WS operating earnings increased 4% between 2004 and 2005 even though revenues were stable. In addition to continued strong performance, the 767 Tanker program CSR&D effort in 2005 was reduced as compared to 2004 and operating earnings in 2004 were negatively impacted by the charges discussed above related to the USAF Tanker program.

Operating earnings grew 15% from 2003 to 2004 partly due to the revenue growth mentioned above and partly due to significant performance improvements from contract close-out activity and lean initiatives in 2004, partially offset by the 2004 767 Tanker charges.

Research and Development The A&WS segment continues to focus its research and development where it can use its customer knowledge, technical strength and large-scale integration capabilities to provide transformational solutions to meet the war fighter's enduring needs. Spending has remained consistent over the past three years. Research and development activities leverage our capabilities in architectures, system-of-systems integration and weapon systems technologies across a broad spectrum of capabilities designed to enhance situational awareness and survivability, increase mission effectiveness and interoperability, and improve affordability, reliability and economic ownership. Continued research and development investments in unmanned systems have enabled the demonstration of multi-vehicle coordinated flight and distributed control of high-performance unmanned combat air vehicles. Research and development in advanced weapons technologies emphasizes, among other things, precision guidance and multi-mode targeting. Research and development investments in the Global Tanker Transport Aircraft program represent a significant opportunity to provide state-of-the-art refueling capabilities to domestic and international customers. Other research and development efforts include upgrade and technology insertions to network-enable and enhance the capability and competitiveness of current product lines such as the F/A-18E/F Super Hornet, F-15E Eagle, AH-64 Apache, CH-47 Chinook and C-17 Globemaster III.

Backlog A&WS total backlog decreased 12% from 2004 to 2005 primarily due to sales on C-17 and F/A-18 from multi-year contracts awarded in prior years, partially offset by additional F-15 and Chinook orders.

Total backlog decreased 19% from 2003 to 2004 primarily due to sales on C-17 and F/A-18 from multi-year contracts awarded in prior years.

Network Systems

(Dollars in millions)	2005	2004	2003
Revenues	\$11,264	\$11,221	\$ 9,198
% of Total Company Revenues	21%	21%	18%
Operating Earnings	\$ 638	\$ 969	\$ 645
Operating Margins	5.7%	8.6%	7.0%
Research and Development	\$ 285	\$ 234	\$ 195
Contractual Backlog	\$ 6,228	\$10,190	\$11,715
Unobligated Backlog	\$28,316	\$26,097	\$22,907

Revenues Network Systems revenues remained stable between 2004 and 2005 as significant growth in FCS and Airborne Command and Control programs such as MMA and 737 Airborne Early Warning & Control (AEW&C) was offset by lower volume in Proprietary, Ground-based Midcourse Defense (GMD), and the completion of the Homeland Security contract.

Revenues grew 22% from 2003 to 2004 due to strong growth in FCS, GMD, Proprietary, and Airborne Command and Control programs, partially offset by lower volume in Homeland Security.

Operating Earnings Network Systems operating earnings decreased 34% from 2004 to 2005 primarily due to revised cost and fee estimates in 2005 resulting from technical and quality issues on Proprietary, GMD, 737 AEW&C, and a military satellite program.

Earnings increased 50% from 2003 to 2004 partly due to the revenue growth mentioned above; improved performance in Homeland Security and Proprietary partially offset by revised cost and fee estimates on a military satellite program and GMD in 2004; and due to a \$55 million pre-tax charge taken in 2003 on the Resource 21 joint venture when NASA did not award us an imagery contract.

Research and Development The Network Systems research and development funding remains focused on the development of Communications and Command & Control capabilities that support a network-centric architecture approach for our various government customers. We are investing in the communications market to enable connectivity between existing air/ground platforms, increase communications availability and bandwidth through more robust space systems, and leverage innovative communications concepts. Key programs in this area include Joint Tactical Radio System, Global Positioning System, and Transformational Communications System. Investments were also made to support various Intelligence, Surveillance, and Reconnaissance business opportunities including MMA, AEW&C aircraft, and concepts that will lead to the development of next-generation space intelligence systems. A major contributor to our support of these DoD transformation programs is the investment in the Boeing Integration Center (BIC) and extended network of modeling, simulation and analysis capabilities where our Network-Centric Operations concepts are developed in partnership with our customers. Significant upgrades were made in 2005 to the Virtual Warfare Center in

Management's Discussion and Analysis

St Louis and several other smaller facilities. Along with increased funding to support these areas of architecture and network-centric capabilities development, we also maintained our investment levels in Global Missile Defense and advanced missile defense concepts and technologies.

Backlog Network Systems total backlog decreased 5% from 2004 to 2005 primarily due to sales in 2005 from large multi-year orders received in prior years on FCS, GMD, and MMA, partially offset by orders for Proprietary programs.

Total backlog increased 5% from 2003 to 2004 primarily due to additional orders for FCS and the initial MMA award in 2004.

Support Systems

(Dollars in millions)	2005	2004	2003
Revenues	\$5,342	\$4,881	\$4,408
% of Total Company Revenues	10%	9%	9%
Operating Earnings	\$ 765	\$ 662	\$ 455
Operating Margins	14.3%	13.6%	10.3%
Research and Development	\$ 80	\$ 57	\$ 59
Contractual Backlog	\$8,366	\$6,505	\$5,882
Unobligated Backlog	\$1,185	\$1,573	\$1,297

Revenues Support Systems revenues grew 9% from 2004 to 2005 due to increased volume in Integrated Support programs such as C-17, F-15 Korea, AC-130, and CV-22, partially offset by lower volume in Maintenance, Modification & Upgrade (MM&U) programs like KC-135.

Revenues grew 11% from 2003 to 2004 due to increased volume in Supply Chain Services programs such as Apache spares, Integrated Support programs like C-17, and Training & Support Systems programs such as Fixed Wing and Rotorcraft.

Operating Earnings Support Systems operating earnings grew 16% from 2004 to 2005 partly reflecting the revenue increase mentioned above, partly due to continued performance improvements in 2005 in Training & Support Systems, MM&U, and Supply Chain Services programs and partly due to a 767 Tanker \$18 million pre-tax write-off of pre-contract costs in 2004 due to a slip in the award of the USAF contract.

Earnings grew 45% from 2003 to 2004 primarily due to the significant performance improvements from contract close-out activities and lean initiatives in 2004 as well as the increased revenue mentioned above, partially offset by the 2004 pre-tax charge on the 767 Tanker program mentioned above.

Research and Development Support Systems continues to focus investment strategies on its core businesses including Engineering and Logistic Services, MM&U, Supply Chain Services, Training and Support Systems, and Advanced Logistics Services, as well as on moving into the innovative Network Centric Logistics (NCL) areas. Investments have been made to continue the development and implementation of innovative and disciplined tools, processes and systems as market discriminators in the delivery of integrated customer solutions. Examples of successful programs stemming from these investment strategies include the C-17 Globemaster Sustainment partnership, the F/A-18 Integrated Readiness

Support Teaming (FIRST) program, and the F-15 Singapore Performance Based Logistics contract.

Backlog Support Systems total backlog increased 18% from 2004 to 2005 primarily due to orders in Supply Chain Services and Engineering and Logistics Services, partially offset by sales throughout the segment.

Total backlog increased 13% from 2003 to 2004 primarily due to orders in Life Cycle Customer Support programs, partially offset by sales throughout the segment.

Launch & Orbital Systems

(Dollars in millions)	2005	2004	2003
Revenues	\$2,741	\$ 2,969	\$ 2,992
% of Total Company Revenues	5%	6%	6%
Operating Earnings	\$ 780	\$ (342)	\$ (1,754)
Operating Margins	28.5%	(11.5)%	(58.6)%
Research and Development	\$ 116	\$ 161	\$ 232
Contractual Backlog	\$2,586	\$ 4,200	\$ 3,934
Unobligated Backlog	\$2,252	\$ 2,403	\$ 2,184

Revenues L&OS revenues decreased 8% from 2004 to 2005 primarily due to launch slips caused by the strike by the IAM and the Rocketdyne divestiture in 2005 and a favorable TFC settlement on a commercial satellite program in 2004. This was partially offset by higher contract values for Delta IV launch contracts in 2005.

Revenues remained stable from 2003 to 2004 primarily due to the favorable TFC settlement in 2004 mentioned above offset by lower satellite and launch deliveries and milestone completions in 2004 compared to 2003.

Deliveries of production units were as follows:

	2005	2004	2003
Delta II	2	4	4
Delta IV			2
Commercial/Civil Satellites	3	2	3

Operating Earnings The L&OS operating earnings improvement from 2004 to 2005 was driven by the net gains on the sale of Rocketdyne \$578 million, (\$9 million of which was recognized at the Other segment) and EDD (\$25 million), gain from the sale of a parcel of land at our Seal Beach, California facility, and higher contract values for Delta IV launch contracts in 2005. The operating losses recorded in 2004 were caused by performance issues in the satellite business due to cost growth from technical and quality issues and write-offs of slow moving satellite inventory and also by cost growth on our Delta IV program, partially offset by the favorable TFC settlement mentioned above.

The earnings improvement from 2003 to 2004 was primarily driven by two significant events in 2003. First, a goodwill impairment charge of \$572 million was recorded in the first quarter of 2003 as a result of an internal reorganization whereby the SFAS No. 142 reportable segments, operating segments, and reporting unit designations changed, causing significantly different relationships between reporting unit carrying values and fair values. Specifically, the new L&OS reporting

Management's Discussion and Analysis

unit was created by combining six pre-existing reporting units. The carrying value of one of these reporting units, Boeing Satellite Systems, exceeded its fair value resulting in the goodwill balances at this reporting unit being fully impaired during 2002. However, the carrying values of the other five reporting units were less than their fair values, so the goodwill balances at these reporting units were not impaired during 2002. In addition, the Board of Directors in early 2003 approved our long range business plan which included downward revisions to cash flow projections for the L&OS reporting unit. The combination of these factors resulted in the newly created L&OS reporting unit having a carrying value that exceeded its fair value, prompting recognition of the goodwill impairment charge.

In addition, 2003 earnings were further impacted by a second quarter charge of \$1,030 million, of which \$835 million was attributable to the Delta IV program caused by a combination of factors. The most significant driver was the requirement to spread fixed costs of the Delta IV program over a reduced number of anticipated launches as a result of continued weakness in the commercial space launch market, resulting in an earnings impact of \$412 million. Secondly, the program experienced cost growth of \$360 million primarily related to payload integration and launch support costs. In each of these cases, the additional costs were not billable under the respective contracts. In addition, the remaining \$63 million of the charge resulted from our determination that it was no longer probable that our U.S. Government customer would agree to price increases for change orders in connection with existing contracted and awarded Delta IV launches. The remaining \$195 million of the 2003 charge related to Boeing Satellite Systems incurring additional costs as a result of satellite program complexities. These complexities caused technical and quality issues resulting in schedule delays, cost impacts, and late delivery penalties which were not billable under the respective contract. The 2003 results also include the adjustments made to equity investments in Ellipso, SkyBridge and Teledesic resulting in a net write-down of \$27 million.

Divestitures On February 28, 2005, we completed the stock sale of EDD to L-3 Communications. On August 2, 2005, we completed the sale of the Rocketdyne business to United Technologies Corporation (UTC). See Note 8.

Investments We are a 50/50 partner with Lockheed in a joint venture called United Space Alliance, which is responsible for all ground processing of the Space Shuttle fleet and for space-related operations with the USAF. United Space Alliance also performs modifications, testing and checkout operations that are required to ready the Space Shuttle for launch. United Space Alliance operations are performed under cost-plus type contracts. Our proportionate share of joint venture earnings is recognized as income from operating investments in the consolidated statements of operations. The operating earnings resulting from this venture for 2005, 2004, and 2003 were \$72 million, \$70 million, and \$52 million, respectively.

We have also entered into an agreement with Lockheed to create a 50/50 joint venture named United Launch Alliance (ULA). ULA will combine the production, engineering, test and launch

operations associated with U.S. government launches of Boeing Delta and Lockheed Martin Atlas rockets. It is expected that ULA will reduce the cost of meeting the critical national security and NASA expendable launch vehicle needs of the United States. The closing of the ULA transaction is subject to certain closing conditions including government and regulatory approval in the United States and internationally. On August 9, 2005, Boeing and Lockheed received clearance regarding the formation of ULA from the European Commission. On October 24, 2005, the Federal Trade Commission (FTC) requested additional information from us and Lockheed related to ULA in response to the pre-merger notice under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR) submitted by the parties. The FTC's "second request" extends the period that the FTC is permitted to review the transaction under the HSR Act. Upon completion of the transaction, ULA would be reported as an equity method investment. We do not expect this agreement to have a material impact to our earnings, cash flows and/or financial position for 2006. If the conditions to closing are not satisfied and the ULA transaction is not consummated by March 31, 2006, either we or Lockheed Martin may terminate the joint venture agreement.

Research and Development The L&OS research and development investment is currently focused on the development of key technologies and systems solutions to support our NASA customer in the development of new space exploration systems. We also continue to make prudent investments of research and development resources in the satellite manufacturing business to enhance existing designs to meet evolving customer requirements. Finally, continued research and development investment was used to complete anomaly resolution on the Delta IV vehicle.

Backlog L&OS total backlog decreased 27% from 2004 to 2005 primarily due to reduced orders for satellites and Space Shuttle Return to Flight activity.

Total backlog increased 8% from 2003 to 2004 primarily due to large orders for DIRECTV commercial satellites and additional NASA activity, partially offset by sales throughout the segment.

Boeing Capital Corporation

Business Environment and Trends

In the commercial aircraft market, BCC provides selective financing solutions to our Commercial Airplanes segment customers. In the space and defense markets, BCC primarily structures financing solutions for our IDS segment customers.

BCC's customer financing and investment portfolio at December 31, 2005 totaled \$9.2 billion, which was substantially all our commercial aircraft. While worldwide traffic levels are well above traffic levels carried by the airlines in the recent past, the effects of higher fuel prices on the airline industry continue to impact commercial aircraft values. Recently published sources and market transactions indicate that passenger load factors are at record high levels, the supply of economically viable used aircraft is limited and, lease rates for aircraft are increasing. However, despite these positive environmental

Management's Discussion and Analysis

factors, values for the various aircraft types serving as collateral in BCC's portfolio generally have not increased. Aircraft valuations could decline if significant numbers of aircraft, particularly types with relatively few operators, are placed out of service. At the same time, the credit ratings of many airlines, particularly in the United States, have remained at low levels.

Aircraft values and lease rates are impacted by the number and type of aircraft that are currently out of service. Approximately 1,900 commercial jet aircraft (10.2% of current world fleet) continue to be parked, including both in production and out-of-production aircraft types of which over 50% are not expected to return to service.

At December 31, 2005, \$2.6 billion of BCC's portfolio was collateralized by 717 aircraft. During 2005, BCC and the Other segment provided \$25 million and \$76 million in valuation reserves due to a decrease in the collateral value of the 717 aircraft. Should the 717 aircraft suffer an additional decline in value, such impacts could result in a potential material adverse effect on the Other Segment's earnings, cash flows and/or financial position.

In October 2003, Commercial Airplanes announced the decision to end production of the 757 aircraft, and the final 757 aircraft was produced in October 2004. At December 31, 2005, \$1.2 billion of BCC's portfolio was collateralized by the 757 aircraft. During the year ended December 31, 2005, the Other segment provided \$22 million in our valuation reserve due to a decrease in the collateral value of the 757 aircraft. Should the 757 aircraft suffer a decline in value and market acceptance, such impacts could result in a potential material adverse effect on our earnings, cash flow and/or financial position.

Significant Customer Contingencies

A substantial portion of BCC's portfolio is concentrated among U.S. commercial airline customers. Certain customers have filed for bankruptcy protection or requested lease or loan restructurings; these negotiations were in various stages as of December 31, 2005. BCC does not expect that the current bankruptcies or reorganizations of ATA Holdings Corp (ATA), Viacao Aerea Rio-Grandense (VARIG), Delta or Northwest including a return of some or all of the aircraft financed will have a material adverse effect on our earnings, cash flows and/or financial position.

United Airlines, Inc. At December 31, 2005 and 2004, United Airlines, Inc. (United) accounted for \$1.1 billion (11.7%) of BCC's total portfolio. At December 31, 2005, United was BCC's second largest customer based on portfolio carrying value. At December 31, 2005, the United portfolio was secured by security interests in two 767 aircraft and 13 777 aircraft and by an ownership and security interest in five 757 aircraft. At December 31, 2005, United was current on all of its obligations related to these 20 aircraft.

On February 1, 2006, United emerged from bankruptcy and has assumed all our financing which were restructured in September 2003 as part of the bankruptcy proceeding.

ATA Holdings Corp. At December 31, 2005 and 2004, ATA accounted for \$253 million and \$705 million (2.7% and 7.3%) of BCC's total portfolio. At December 31, 2005, the ATA portfolio consisted of six operating leases for 757 aircraft and a note receivable.

On October 26, 2004, ATA filed for Chapter 11 bankruptcy protection. As a result, on December 29, 2004, BCC entered into an agreement in principle with ATA whereby ATA agreed to continue to lease 12 757 aircraft under restructured terms and agreed to return eight of the 12 757 aircraft during the second half of 2005 and early 2006. ATA is obligated to pay rent on all aircraft until returned. BCC concurrently entered into an agreement with Continental Airlines (Continental) to lease each of these eight 757 aircraft as they are returned by ATA. In February 2005, following completion of certain conditions, BCC reclassified the 12 757 aircraft from finance leases to operating leases. On July 14, 2005, the bankruptcy court approved the assumption of 11 of the restructured 757 aircraft leases by mutual agreement between BCC and ATA, one 757 aircraft lease was rejected and the aircraft returned to accommodate BCC's timely re-leasing of the aircraft to Continental. The bankruptcy court order also approved a settlement agreement setting forth BCC's deficiency claim for the four 757 aircraft to be retained by ATA and a process for determining the amount of our deficiency claims for the remaining eight 757 aircraft that will be returned to BCC. During 2005, six of the eight aircraft were returned and subsequently delivered to Continental. The remaining two aircraft were returned to BCC and delivered to Continental in January 2006.

Viacao Aerea Rio-Grandense. At December 31, 2005 and 2004, VARIG accounted for \$270 million and \$400 million (2.9% and 4.1%) of BCC's total portfolio. At December 31, 2005 the VARIG portfolio consisted of two 737 aircraft and six MD-11 aircraft. We exercised early lease termination rights and took possession of two MD-11 aircraft in the second quarter of 2005 with a carrying value of \$73 million. The aircraft were subsequently sold to another customer. On June 17, 2005, VARIG filed a request for reorganization which was granted on June 22, 2005 by Brazilian Reorganization Courts. In October 2005, VARIG returned one MD-11 aircraft which was immediately released to another customer. In December 2005, VARIG's reorganization plan was approved both by the creditors and the Brazilian Reorganization Court. In recent years, VARIG has repeatedly defaulted on its obligations under leases with BCC, which has resulted in deferrals and restructurings, some of which are ongoing.

Delta Air Lines, Inc. At December 31, 2005 and 2004, Delta accounted for \$118 million and \$146 million (1.3% and 1.5%) of BCC's total portfolio. At December 31, 2005, the Delta portfolio consisted of two EETCs secured by 17 767 aircraft, 18 737 aircraft and 13 757 aircraft. On September 14, 2005, Delta filed for Chapter 11 bankruptcy protection. Delta retains certain rights by operating under Chapter 11 bankruptcy protection, including the right to reject the restructuring terms with its creditors and return aircraft, including BCC aircraft. To date, none of the aircraft securing BCC's investments have been rejected or returned. Although Delta has affirmed its obligations for the two

Management's Discussion and Analysis

EETCs in the bankruptcy court, Delta still reserves the right to reject or return the aircraft.

Northwest Airlines, Inc. At December 31, 2005 and 2004, Northwest accounted for \$494 million and \$295 million (5.4% and 3.0%) of BCC's total portfolio. At December 31, 2005, the Northwest portfolio consisted of notes receivable on three 747 aircraft, three 757 aircraft, and three additional notes receivable, as well as an EETC secured by 11 A319 aircraft, three A330 aircraft and six 757 aircraft and an ETC secured by one 747 aircraft. On September 14, 2005, Northwest filed for Chapter 11 bankruptcy protection. Northwest retains certain rights by operating under Chapter 11 bankruptcy protection, including the right to reject the restructuring terms with its creditors and return aircraft, including BCC aircraft. Northwest has filed a motion to reject leases or return certain aircraft. Although Northwest has identified one 747 aircraft financed by an ETC in which BCC owns an interest as being subject to potential rejection, this aircraft has not yet been rejected or returned. In October 2005, Northwest requested a restructuring of certain obligations and BCC is currently negotiating restructuring terms. As a result of the current financial difficulties of Northwest, BCC has deemed the EETC and ETC to be other than temporarily impaired. During the third quarter of 2005, we reduced the carrying values of these investments to their estimated fair values of \$26 million and recorded an asset impairment charge of \$24 million.

Summary Financial Information

(Dollars in millions)	2005	2004	2003
Revenues	\$966	\$959	\$991
% of Total Company Revenues	2%	2%	2%
Operating Earnings	\$232	\$183	\$91
Operating Margins	24%	19%	9%

Revenues BCC segment revenues consist principally of interest from financing receivables and notes, lease income from equipment under operating lease, investment income, and gains on disposals of investments.

BCC's revenues were essentially unchanged in 2005. The decrease in revenue in 2004 compared with 2003 was primarily attributable to lower new business volume.

Operating Earnings BCC's operating earnings are presented net of interest expense, provision for losses, asset impairment expense, depreciation on leased equipment and other operating expenses. The increase in 2005 operating earnings was primarily due to a lower asset impairment expense and the absence of debt redemption costs partially offset by increased depreciation expense.

As summarized in the following table, during the year ended December 31, 2005, we recognized pre-tax expenses of \$132 million, of which \$34 million related to BCC, in response to the deterioration in the credit worthiness of BCC's airline customers, airline bankruptcy filings and the continued decline in the commercial aircraft and general equipment asset values.

For the same period in 2004, we recognized pre-tax expenses of \$165 million in response to the deterioration, of which \$68 million related to BCC.

(Dollars in millions)	BCC Segment	Other Segment*	Consolidated
2005			
Provision (recovery) for losses	\$(25)	\$98	\$ 73
Asset impairment expense			
related to customer financing	33		33
Other charges	26		26
	\$ 34	\$98	\$132
2004			
Provision (recovery) for losses	\$(38)	\$82	\$ 44
Asset impairment expense			
related to customer financing	27	2	29
Other charges	79	13	92
	\$68	\$97	\$165

*For further details, see discussion in Other Segment section.

During 2005, BCC recorded a net recovery through the provision for losses of \$25 million. This amount consisted of a net benefit of \$26 million as a result of Hawaiian Airlines, Inc.'s (Hawaiian) emergence from bankruptcy (including a partial offset by a decline in the collateral value of the 717 aircraft leased to Hawaiian), a benefit of \$16 million as a result of the repayment of certain notes and a net provision of \$17 million. During 2004, BCC also recorded a net recovery through the provision for losses of \$38 million. This amount consisted of the mitigation of collateral exposure with certain customers and a net benefit due to refinements in the methodology for measuring collateral values, offset by certain impaired receivables.

During the year ended December 31, 2005, BCC recorded customer financing-related asset impairment charges of \$13 million due to the reduction of estimated future cash flows. In addition, BCC recorded an impairment charge of \$20 million related to a Commercial Financial Services (CFS) asset, which was not subject to the purchase and sale agreement with General Electric Capital Corporation (GECC). During the year ended December 31, 2005, BCC reduced the carrying value of certain of its EETCs and an ETC due to an other-than-temporary impairment of \$53 million, partially offset by the fair value of other collateral available to BCC in the amount of \$27 million. During the year ended December 31, 2004, BCC recognized customer financing-related charges totaling \$27 million as a result of declines in market values and projected future rents for aircraft and equipment. During the year ended December 31, 2004, BCC also recognized a charge of \$79 million which consisted of \$47 million related to an other-than-temporary impairment of a held-to-maturity investment in ATA maturing in 2015, and \$32 million related to the impairment of a D tranche EETC which finances aircraft with Delta. BCC carefully monitors the relative value of aircraft equipment since we remain at substantial economic risk to significant decreases in the value of aircraft equipment and their associated lease rates.

Management's Discussion and Analysis

At December 31,	2005	2004
BCC Customer Financing and Investment Portfolio	\$9,206	\$9,680
% of Total Receivables in Valuation Allowance	2.0%	4.2%
Debt	\$6,322	\$7,024
Debt-to-Equity Ratio	5.0-to-1	5.0-to-1

BCC's customer financing and investment portfolio at December 31, 2005 decreased from December 31, 2004 due to normal portfolio run-off, the impact of restructuring certain finance leases to operating leases resulting in a \$200 million charge-off to the allowance, the sale of certain portfolio assets, and prepayments. At December 31, 2005 and 2004, BCC had \$47 million and \$37 million of assets that were held for sale or re-lease, which, as of December 31, 2005, included \$36 million of assets currently under lease. Of the remaining \$11 million and \$37 million of assets held for sale or re-lease at December 31, 2005 and 2004, \$6 million and \$25 million had firm contracts to be placed on lease. Additionally, leases with a carrying value of approximately \$363 million are scheduled to terminate in the next 12 months. The related aircraft are being remarketed, of which \$238 million were identified with firm contracts in place at December 31, 2005, to be sold or placed on lease.

Other Segment

Other segment operating losses were \$334 million during 2005 as compared to losses of \$535 million during 2004. Major factors contributing to results for the other segment are described below.

During 2003 and 2004, we delivered a total of five 767 aircraft to a joint venture named TRM Aircraft Leasing Co. Ltd. (TRM). Such arrangement was accounted for as an operating lease due to additional financing and expense sharing arrangements with TRM. As a result, as of December 31, 2004, we deferred lease income of \$379 million. During April 2005, we terminated our ongoing obligations to TRM and also received full payment from TRM for the financing arrangement and recognized the remaining deferred lease income of \$369 million and repayment for the financing arrangement of \$42 million as revenue and charged the remaining net asset value to Cost of services. This transaction resulted in earnings before income taxes of \$63 million in our Consolidated Statements of Operations in 2005. (See Note 15)

In 2005, we recorded provisions for customer financing losses of \$98 million, which consisted of losses of \$76 million and \$22 million, due to the decrease in the collateral values of the 717 and 757, respectively. In 2004, such provisions were \$82 million due to deteriorated airline credit ratings and depressed aircraft values. Additionally, charges of \$13 million were recognized in 2004 related to the decline in lease rates on certain aircraft.

In 2005, we sold real property and equipment which resulted in a pretax gain of \$29 million reported in the other segment. During 2004, we recorded depreciation of \$61 million related to a demolished building and incurred an additional \$18 million pretax loss related to accounting for various real property transactions.

In 2005, our research and development costs recorded at Boeing Technology decreased by approximately \$32 million primarily due to cost reduction strategies implemented across the business units during the year.

Critical Accounting Policies and Standards Issued and Not Yet Implemented

Contract Accounting

Contract accounting involves a judgmental process of estimating the total sales and costs for each contract, which results in the development of estimated cost of sales percentages. For each contract, the amount reported as cost of sales is determined by applying the estimated cost of sales percentage to the amount of revenue recognized.

Due to the size, length of time and nature of many of our contracts, the estimation of total sales and costs through completion is complicated and subject to many variables. Total contract sales estimates are based on negotiated contract prices and quantities, modified by our assumptions regarding contract options, change orders, incentive and award provisions associated with technical performance, and price adjustment clauses (such as inflation or index-based clauses). The majority of these contracts are with the U.S. Government. Generally the price is based on estimated cost to produce the product or service plus profit. The Federal Acquisition Regulations provide guidance on the types of cost that will be reimbursed in establishing contract price. Total contract cost estimates are largely based on negotiated or estimated purchase contract terms, historical performance trends, business base and other economic projections. Factors that influence these estimates include inflationary trends, technical and schedule risk, internal and subcontractor performance trends, business volume assumptions, asset utilization, and anticipated labor agreements.

The development of cost of sales percentages involves procedures and personnel in all areas that provide financial or production information on the status of contracts. Estimates of each significant contract's sales and costs are reviewed and reassessed quarterly. Any changes in these estimates result in recognition of cumulative adjustments to the contract profit in the period in which changes are made.

Due to the significance of judgment in the estimation process described above, it is likely that materially different cost of sales amounts could be recorded if we used different assumptions, or if the underlying circumstances were to change. Changes in underlying assumptions/estimates, supplier performance, or circumstances may adversely or positively affect financial performance in future periods.

During all of 2005, IDS's gross margin performance fell within the historical range of plus or minus 1.0% change to gross margin. If the combined gross margin for all contracts in IDS for all of 2005 had been estimated to be higher or lower by 1.0%, it would have increased or decreased income for the year by approximately \$308 million.

Management's Discussion and Analysis

Program Accounting

Program accounting requires the demonstrated ability to reliably estimate the relationship of sales to costs for the defined program accounting quantity. A program consists of the estimated number of units (accounting quantity) of a product to be produced in a continuing, long-term production effort for delivery under existing and anticipated contracts. For each program, the amount reported as cost of sales is determined by applying the estimated cost of sales percentage for the total remaining program to the amount of sales recognized for airplanes delivered and accepted by the customer.

Factors that must be estimated include program accounting quantity, sales price, labor and employee benefit costs, material costs, procured parts, major component costs, overhead costs, program tooling costs, and routine warranty costs. Underlying all estimates used for program accounting is the forecasted market and corresponding production rates. Estimation of the accounting quantity for each program takes into account several factors that are indicative of the demand for the particular program, such as firm orders, letters of intent from prospective customers, and market studies. Total estimated program sales are determined by estimating the model mix and sales price for all unsold units within the accounting quantity, added together with the sales for all undelivered units under contract. The sales prices for all undelivered units within the accounting quantity include an escalation adjustment that is based on projected escalation rates, consistent with typical sales contract terms. Cost estimates are based largely on negotiated and anticipated contracts with suppliers, historical performance trends, and business base and other economic projections. Factors that influence these estimates include production rates, internal and subcontractor performance trends, asset utilization, anticipated labor agreements, and inflationary trends.

To ensure reliability in our estimates, we employ a rigorous estimating process that is reviewed and updated on a quarterly basis. Changes in estimates are recognized on a prospective basis.

Due to the significance of judgment in the estimation process described above, it is likely that materially different cost of sales amounts could be recorded if we used different assumptions, or if the underlying circumstances were to change. Changes in underlying assumptions/estimates, or circumstances may adversely or positively affect financial performance in future periods.

Our recent experience has been that estimated changes due to accounting quantity, model mix, escalation, and cost performance adjustments have resulted in changes over the course of a year to the combined cost of sales percentages of all commercial airplane programs within a range of plus or minus 1%. If combined cost of sales percentages for all commercial airplane programs for all of 2005 had been estimated to be higher or lower by 1%, it would have increased or decreased income for 2005 by approximately \$190 million.

Aircraft Valuation

Used aircraft under trade-in commitments The fair value of trade-in aircraft is determined using aircraft specific data such as, model, age and condition, market conditions for specific aircraft and similar models, and multiple valuation sources. This process uses our assessment of the market for each trade-in aircraft, which in most instances begins years before the return of the aircraft. There are several possible markets to which we continually pursue opportunities to place used aircraft. These markets include, but are not limited to, (1) the resale market, which could potentially include the cost of long-term storage, (2) the leasing market, with the potential for refurbishment costs to meet the leasing customer's requirements, or (3) the scrap market. Collateral valuation varies significantly depending on which market we determine is most likely for each aircraft. On a quarterly basis, we update our valuation analysis based on the actual activities associated with placing each aircraft into a market. This quarterly collateral valuation process yields results that are typically lower than residual value estimates by independent sources and tends to more accurately reflect results upon the actual placement of the aircraft.

Based on the best market information available at the time, it is probable that we would be obligated to perform on trade-in commitments with net amounts payable to customers totaling \$72 million and \$116 million at December 31, 2005 and 2004. Accounts payable and other liabilities included \$22 million and \$25 million at December 31, 2005 and 2004, which represents the exposure related to these trade-in commitments.

Had the estimate of trade-in value used to calculate our obligation related to probable trade-in commitments been 10% higher or lower than our actual assessment, using a measurement date of December 31, 2005, Accounts payable and other liabilities would have decreased or increased by approximately \$5 million. We continually update our assessment of the likelihood of our trade-in aircraft purchase commitments and continue to monitor all these commitments for adverse developments.

Impairment review for assets under operating leases and held for sale or re-lease When events or circumstances indicate (and no less than annually), we review the carrying value of all aircraft and equipment under operating lease and held for sale or re-lease for potential impairment. We evaluate assets under operating lease or held for re-lease for impairment when the expected undiscounted cash flow over the remaining useful life is less than the carrying value. We use various assumptions when determining the expected undiscounted cash flow. A key assumption is the expected future lease rates. We also include assumptions about lease terms, end of economic life value of the aircraft or equipment, periods in which the asset may be held in preparation for a follow-on lease, maintenance costs, remarketing costs and the remaining economic life of the asset and estimated proceeds from future asset sales. We state assets held for sale at the lower of carrying value or fair value less costs to sell.

Management's Discussion and Analysis

When we determine that impairment is indicated for an asset, the amount of asset impairment expense recorded is the excess of the carrying value over the fair value of the asset.

Had future lease rates on these assets been 10% lower, we estimate that the asset impairment expense would have increased by approximately \$46 million during 2005. We are unable to predict the magnitude or likelihood of any future impairments.

Used aircraft acquired by the Commercial Airplanes segment are included in Inventories at the lower of cost or market as it is our intent to sell these assets. To mitigate costs and enhance marketability, aircraft may be placed on operating lease. While on operating lease, the assets are included in 'Customer financing', however, the valuation continues to be based on the lower of cost or market. The lower of cost or market assessment is performed quarterly using the process described in the Used aircraft under trade-in commitments section.

Allowance for losses on receivables The allowance for losses on receivables (valuation provision) is used to provide for potential impairment of receivables on the Consolidated Statements of Financial Position. The balance represents an estimate of probable but unconfirmed losses in the receivables portfolio. The estimate is based on various qualitative and quantitative factors, including historical loss experience, collateral values, results of individual credit reviews and the general state of the economy and airline industry. Factors considered in assessing collectibility include, but are not limited to, a customer's extended delinquency, requests for restructuring and filings for bankruptcy. The adequacy of the allowance is assessed quarterly. There can be no assurance that actual results will not differ from estimates or that the consideration of these factors in the future will not result in an increase/decrease to the allowance for losses on receivables.

We review the adequacy of the allowance by assessing both the collateral exposure and the applicable cumulative default rate (i.e. the credit-adjusted collateral exposure). We determine the collateral value by calculating the median values obtained from third-party equipment appraisers' industry data. The applicable cumulative default rate is determined using two components: customer credit ratings and weighted-average remaining contract term. Credit ratings are determined for each customer in the portfolio. Those ratings are updated based on public information and information obtained directly from our customers.

In recognition of the uncertainty of the ultimate loss experience and relatively long duration of the portfolio, a range of reasonably possible outcomes of the portfolio's credit-adjusted collateral exposure is calculated by varying the applicable default rate by approximately plus or minus 15%. The resulting range of the allowance necessary to cover credit-adjusted collateral exposure as of December 31, 2005, was approximately \$240 million to \$307 million.

Lease Residual Values Equipment under operating leases is carried at cost less accumulated depreciation and is depreciated to estimated residual value using the straight-line method over the lease term or projected economic life of the asset. At

December 31, 2005, the projected residual value of total equipment under operating leases was \$2.6 billion. Estimates used in determining residual values significantly impact the amount and timing of depreciation expense for equipment under operating leases. For example, a change in the estimated residual values of 1% could result in a cumulative pre-tax earnings impact of \$26 million as of December 31, 2005, to be recognized over the remaining term of the lease portfolio.

Goodwill impairment

Due to various acquisitions, goodwill has historically constituted a significant portion of our long-term assets. We perform our goodwill impairment test annually, on April 1, and when an event occurs or circumstances change such that it is reasonably possible that an impairment may exist. We test goodwill for impairment by first comparing the book value of net assets to the fair value of the related operations. If the fair value is determined to be less than book value, a second step is performed to compute the amount of the impairment. In this process, a fair value for goodwill is estimated, based in part on the fair value of the operations, and is compared to its carrying value. The shortfall of the fair value below carrying value represents the amount of goodwill impairment.

We estimate the fair values of the related operations using discounted cash flows. Forecasts of future cash flows are based on our best estimate of future sales and operating costs, based primarily on existing firm orders, expected future orders, contracts with suppliers, labor agreements, and general market conditions, and are subject to review and approval by our senior management and Board of Directors. Changes in these forecasts could significantly change the amount of impairment recorded, if any.

The cash flow forecasts are adjusted by an appropriate discount rate derived from our market capitalization plus a suitable control premium at the date of evaluation. Therefore, changes in the stock price may also affect the amount of impairment recorded. At the date of our previous impairment test, a 10% increase or decrease in the value of our common stock would have had no impact on the financial statements.

Postretirement plans

The liabilities and net periodic cost of our pension and other postretirement plans are determined using methodologies that involve several actuarial assumptions, the most significant of which are the discount rate, the expected long-term rate of asset return, and medical trend (rate of growth for medical costs).

We use a discount rate that is based on a point-in-time estimate as of our September 30 annual measurement date. This rate is determined based on a review of long-term, high quality corporate bonds as of the measurement date and use of models that match projected benefit payments of our major U.S. pension and other postretirement plans to coupons and maturities from high quality bonds. (See Note 17) In the following table, we show the sensitivity of our pension and other postretirement benefit plan liabilities and net periodic cost to a 25 basis point change in the discount rate.

Management's Discussion and Analysis

As of September 30, 2005 (in millions)

	Change in discount rate	
	Increase 25 bps	Decrease 25 bps
<u>Pension plans</u>	Dollars	Dollars
Projected benefit obligation (pensions)	(1,370)	1,570
Net periodic pension cost	(160)	150
<u>Other postretirement benefit plans</u>		
Accumulated postretirement benefit obligation	(180)	200
Net periodic postretirement benefit cost	(15)	15

Net periodic pension costs include an underlying expected long-term rate of return on pension fund assets. This expected return on assets assumption is derived from an extensive study conducted by our Trust Investments group and its actuaries on a periodic basis. The study includes a review of actual historical returns achieved by the pension trust and anticipated future long-term performance of individual asset classes with consideration given to the related investment strategy. While the study gives appropriate consideration to recent trust performance and historical returns, the assumption represents a long-term prospective return. The expected return on plan assets determined on each measurement date is used to calculate the net periodic benefit (income)/cost for the upcoming plan year. Pension income or expense is sensitive to changes in the expected long-term rate of asset return. An increase or decrease of 25 basis points in the expected long-term rate of asset return would have increased or decreased 2005 pension income by approximately \$103 million.

Net periodic pension cost also includes an amortization of unrecognized gains and losses and changes in liabilities due to plan amendments. The amount of unrecognized gains and losses can be significant and can significantly increase (or decrease) future net periodic pension cost.

The funded status of pension plans is sensitive to the discount rate and actual returns on assets. Changes in the funded status may have significant immediate impacts on our Consolidated Statements of Financial Position as of a new measurement date. At present, our Consolidated Statements of Financial Position includes a prepaid pension asset, which primarily represents losses that have not yet been recognized. In the normal course of events, the loss will be recognized over a period of years and the prepaid pension asset will be correspondingly reduced. However, under certain economic conditions, we could be required to recognize all or a substantial portion of the recognized loss in a single accounting period. Statement of Financial Accounting Standards (SFAS) No. 87 requires recognition of a minimum liability equal to the excess (if any) of a pension plan's accumulated benefit obligation (ABO) over its assets. The ABO is the actuarial present value of the plan's obligation for benefits earned to date but without credit for expected future salary increases. When a plan has an unfunded ABO, or required minimum liability, it is also required to recognize any prepaid pension asset (if any) in excess of unrecognized prior service cost. Because the company's pre-

paid pension asset is significant, it is possible that under certain circumstances such as poor actual return on pension assets or low discount rate, several or all of our pension plans could become underfunded and we would have to recognize an additional liability equal to the amount underfunded plus the prepaid pension asset. Such a recognition could result in a significant reduction of our equity in the form of a reduction in Other comprehensive income.

Although GAAP expense and pension contributions are not directly related, the key economic factors that affect GAAP expense would also likely affect the amount of cash that we would contribute to the pension plans. Potential pension contributions include both mandatory amounts required under federal law (ERISA) and discretionary contributions made to improve the plans' funded status.

Net periodic costs for other postretirement plans include an assumption of the medical cost trend. To determine the medical trend we look at a combination of information including our future expected medical costs, recent medical costs over the past five years, and general expectations in the industry. The assumed medical cost trend rates have a significant effect on the amounts reported for the health care plans. In the following table, we show the sensitivity of our other postretirement benefit plan liabilities and net periodic cost to a 100 basis point change in the discount rate.

As of September 30, 2005 (in millions)

	Change in medical trend rate	
	Increase 100 bps	Decrease 100 bps
<u>Other postretirement benefit plans</u>		
Accumulated postretirement benefit obligation	712	(624)
Net periodic postretirement benefit cost	62	(53)

Standards Issued and Not Yet Implemented

In September 2005, the FASB ratified the consensus reached by the EITF on Issue No. 04-13, *Accounting for Purchases and Sales of Inventory with the Same Counterparty* (EITF 04-13). EITF 04-13 defines when a purchase and a sale of inventory with the same party that operates in the same line of business should be considered a single nonmonetary transaction subject to Accounting Principles Board Opinion 29, *Accounting for Nonmonetary Transactions*. The Task Force agreed this Issue should be applied to new arrangements entered into in reporting periods beginning after March 15, 2006, and to all inventory transactions that are completed after December 15, 2006, for arrangements entered into prior to March 15, 2006. We are currently evaluating the impact of EITF 04-13 on our financial statements.

In June 2005, the FASB ratified the consensus reached by the EITF on Issue No. 04-5, *Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights* (EITF 04-5). EITF 04-5 provides guidance as to

Management's Discussion and Analysis

when a general partner, or the general partners as a group, control a limited partnership or similar entity when the limited partners have certain rights. EITF 04-5 is effective as of June 29, 2005 for general partners of all new limited partnerships formed and for existing limited partnerships for which the partnership agreements are modified. EITF 04-5 is effective as of January 1, 2006 for all other limited partnerships. Our adoption of the provisions of EITF 04-5 will not have a material impact on our financial statements.

In November 2004, the FASB issued Statement of Financial Accounting Standard (SFAS) No. 151, *Inventory Costs—an amendment of ARB No. 43*. This Standard requires that certain abnormal costs be recognized as current period charges rather than as a portion of the inventory cost, and that fixed production overhead costs be allocated to inventory based on the normal capacity of the production facility. The provisions of this Standard apply prospectively and are effective for inventory costs incurred after January 1, 2006. While we believe this Standard will not have a material effect on our financial statements, the impact of adopting these new rules is dependent on events that could occur in future periods, and cannot be determined until the event occurs in future periods.

Contingent Items

Various legal proceedings, claims and investigations related to products, contracts and other matters are pending against us. Most significant legal proceedings are related to matters covered by our insurance. Major contingencies are discussed below.

Government investigations

We are subject to various U.S. Government investigations, including those related to procurement activities and the alleged possession and misuse of third-party proprietary data, from which civil, criminal or administrative proceedings could result or have resulted. Such proceedings involve, or could involve claims by the Government for fines, penalties, compensatory and treble damages, restitution and/or forfeitures. Under government regulations, a company, or one or more of its operating divisions or subdivisions, can also be suspended or debarred from government contracts, or lose its export privileges, based on the results of investigations. We believe, based upon current information, that the outcome of these disputes and investigations will not have a material adverse effect on our financial position, except as set forth in Note 24 to our Consolidated Financial Statements.

Other contingencies

We are also a defendant in suits filed by Lockheed, ICO Global Communications, Ltd. and several of our employees. See Note 24.

We are subject to federal and state requirements for protection of the environment, including those for discharge of hazardous materials and remediation of contaminated sites discussed. Such requirements have resulted in our being involved in legal proceedings, claims and remediation obligations since the 1980s.

We routinely assess, based on in-depth studies, expert analyses and legal reviews, our contingencies, obligations and commitments for remediation of contaminated sites, including assessments of ranges and probabilities of recoveries from other responsible parties who have and have not agreed to a settlement and of recoveries from insurance carriers. Our policy is to immediately accrue and charge to current expense identified exposures related to environmental remediation sites based on our best estimate within a range of potential exposure for investigation, cleanup and monitoring costs to be incurred.

The costs incurred and expected to be incurred in connection with such activities have not had, and are not expected to have, a material adverse effect on us. With respect to results of operations, related charges have averaged less than 1% of historical annual revenues. Although not considered likely, should we be required to incur remediation charges at the high level of the range of potential exposure, the additional charges would be less than 3% of historical annual revenues.

Because of the regulatory complexities and risk of unidentified contaminated sites and circumstances, the potential exists for environmental remediation costs to be materially different from the estimated costs accrued for identified contaminated sites. However, based on all known facts and expert analyses, we believe it is not reasonably likely that identified environmental contingencies will result in additional costs that would have a material adverse impact on our financial position or to our operating results and cash flow trends.

We have entered into standby letters of credit agreements and surety bonds with financial institutions primarily relating to the guarantee of future performance on certain contracts. Contingent liabilities on outstanding letters of credit agreements and surety bonds aggregated approximately \$4.0 billion as of December 31, 2005 and approximately \$3.2 billion at December 31, 2004.

Management's Discussion and Analysis

Forward-Looking Information is Subject to Risk and Uncertainty

Certain statements in this report may constitute "forward-looking" statements within the meaning of the Private Litigation Reform Act of 1995. Forward-looking statements are based upon assumptions as to future events that may not prove to be accurate. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from what is expressed or forecasted in these forward-looking statements. As a result, these statements speak only as of the date they were made and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Words such as "expects," "intends," "plans," "projects," "believes," "estimates," and similar expressions are used to identify these forward-looking statements. These include, among others, statements relating to:

- ▶▶ the effect of economic downturns or growth in particular regions;
- ▶▶ the effect of the expiration of any patents or termination of any patent license agreements on our business;
- ▶▶ the adequacy of coverage, by allowance for losses, of risks related to our foreign accounts receivable being payable in U.S. dollars;
- ▶▶ the continued operation, viability and growth of Commercial Airplane revenues and successful execution of our backlog in this segment;
- ▶▶ the timing and effects of decisions to terminate production of a commercial airplane program;
- ▶▶ the effect of political and legal processes, changing priorities or reductions in the U.S. Government or foreign government defense and space budgets on our revenues from our IDS business segments;
- ▶▶ the effective negotiation of collective bargaining agreements;
- ▶▶ the continuation of long-term trends in passenger revenue yields in the airline industry;

- ▶▶ the impact of airline bankruptcies on our revenues or operating results;
- ▶▶ the continuation of historical costs for fleet support services;
- ▶▶ the receipt of cost sharing payments for research and development;
- ▶▶ the receipt of estimated award and incentive fees on U.S. Government contracts;
- ▶▶ the receipt of future contracts and appropriate pricing for Delta II and Delta IV programs;
- ▶▶ the future demand for commercial satellites and projections of future order flow;
- ▶▶ the potential for technical or quality issues in the commercial satellite industry to cause us to incur a material charge or experience a termination by default;
- ▶▶ the outcome of any litigation and/or government investigation in which we are a party and other contingencies;
- ▶▶ returns on pension fund assets, impacts of future interest rate changes on pension obligations and healthcare cost inflation trends;
- ▶▶ the amounts and effects of underinsured operations;
- ▶▶ the effects of contractual changes to the Future Combat Systems program on our revenues or financial position; and
- ▶▶ the scope, nature or impact of acquisition or disposition activity and investment in any joint ventures.

This report includes important information as to these factors in the Notes to our consolidated financial statements included herein and in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Consolidated Statements of Operations

(Dollars in millions, except per share data)

Year Ended December 31,	2005	2004	2003
Sales of products	\$ 45,398	\$ 43,979	\$ 41,493
Sales of services	9,447	8,478	8,763
Total revenues	54,845	52,457	50,256
Cost of products	(38,082)	(37,921)	(35,562)
Cost of services	(7,767)	(6,754)	(8,230)
Boeing Capital Corporation interest expense	(359)	(350)	(358)
Total costs and expenses	(46,208)	(45,025)	(44,150)
	8,637	7,432	6,106
Income from operating investments, net	88	91	28
General and administrative expense	(4,228)	(3,657)	(3,200)
Research and development expense	(2,205)	(1,879)	(1,651)
Gain on dispositions, net	520	23	7
Goodwill impairment		(3)	(913)
Impact of September 11, 2001, recoveries			21
Earnings from continuing operations	2,812	2,007	398
Other income, net	301	288	460
Interest and debt expense	(294)	(335)	(358)
Earnings before income taxes	2,819	1,960	500
Income tax (expense)/benefit	(257)	(140)	185
Net earnings from continuing operations	2,562	1,820	685
Income from discontinued operations, net of taxes		10	33
Net (loss) gain on disposal of discontinued operations, net of taxes	(7)	42	
Cumulative effect of accounting change, net of taxes	17		
Net earnings	\$ 2,572	\$ 1,872	\$ 718
Basic earnings per share from continuing operations	\$ 3.26	\$ 2.27	\$ 0.86
Income from discontinued operations, net of taxes		0.01	0.04
Net (loss) gain on disposal of discontinued operations, net of taxes	(0.02)	0.05	
Cumulative effect of accounting change, net of taxes	0.03		
Basic earnings per share	\$ 3.27	\$ 2.33	\$ 0.90
Diluted earnings per share from continuing operations	\$ 3.19	\$ 2.24	\$ 0.85
Income from discontinued operations, net of taxes		0.01	0.04
Net (loss) gain on disposal of discontinued operations, net of taxes	(0.01)	0.05	
Cumulative effect of accounting change, net of taxes	0.02		
Diluted earnings per share	\$ 3.20	\$ 2.30	\$ 0.89

See notes to consolidated financial statements on pages 50–84.

Consolidated Statements of Financial Position

(Dollars in millions except per share data)

December 31,	2005	2004
Assets		
Cash and cash equivalents	\$ 5,412	\$ 3,204
Short-term investments	554	319
Accounts receivable, net	5,246	4,653
Current portion of customer financing, net	367	616
Deferred income taxes	2,449	1,991
Inventories, net of advances and progress billings	7,940	6,508
Assets of discontinued operations		70
Total current assets	21,968	17,361
Customer financing, net	9,639	10,385
Property, plant and equipment, net	8,420	8,443
Goodwill	1,924	1,948
Other acquired intangibles, net	875	955
Prepaid pension expense	13,251	12,588
Deferred income taxes	140	154
Investments	2,852	3,050
Other assets, net of accumulated amortization of \$204 and \$142	989	1,340
	\$60,058	\$56,224
Liabilities and Shareholders' Equity		
Accounts payable and other liabilities	\$16,513	\$14,869
Advances and billings in excess of related costs	9,930	6,384
Income taxes payable	556	522
Short-term debt and current portion of long-term debt	1,189	1,321
Total current liabilities	28,188	23,096
Deferred income taxes	2,067	1,090
Accrued retiree health care	5,989	5,959
Accrued pension plan liability	2,948	3,169
Deferred lease income	269	745
Long-term debt	9,538	10,879
Shareholders' equity:		
Common shares, par value \$5.00 – 1,200,000,000 shares authorized;		
Shares issued – 1,012,261,159 and 1,011,870,159	5,061	5,059
Additional paid-in capital	4,371	3,420
Treasury stock, at cost – 212,090,978 and 179,686,231	(11,075)	(8,810)
Retained earnings	17,276	15,565
Accumulated other comprehensive loss	(1,778)	(1,925)
ShareValue Trust – 39,593,463 and 38,982,205	(2,796)	(2,023)
Total shareholders' equity	11,059	11,286
	\$60,058	\$56,224

See notes to consolidated financial statements on pages 50–84.

Consolidated Statements of Cash Flows

(Dollars in millions)

Year ended December 31

	2005	2004	2003
Cash flows - operating activities:			
Net earnings	\$2,572	\$1,872	\$718
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Non-cash items:			
Goodwill impairment		3	913
Share-based plans expense	852	576	456
Depreciation	1,412	1,412	1,306
Amortization of other acquired intangibles	91	97	94
Amortization of debt discount/premium and issuance costs	23	15	18
Pension expense/(income)	1,225	335	(147)
Investment/asset impairments charges, net	83	122	153
Customer financing valuation provision	73	45	216
Net loss (gain) on disposal of discontinued operations	12	(66)	
Gain on dispositions, net	(520)	(23)	2
Other charges and credits, net	129	539	63
Non-cash adjustments relating to discontinued operations		15	63
Excess tax benefits from share-based payment arrangements	(70)	(23)	
Changes in assets and liabilities –			
Accounts receivable	(592)	(241)	357
Inventories, net of advances, progress billings and reserves	(1,965)	535	191
Accounts payable and other liabilities	1,147	1,321	(132)
Advances in excess of related costs	3,562	735	643
Income taxes receivable, payable and deferred	628	1,086	320
Deferred lease income	(476)	(30)	233
Prepaid pension expense	(1,862)	(4,355)	(1,728)
Goodwill		(3)	(3)
Other acquired intangibles, net	11	(1)	(2)
Accrued retiree health care	30	214	311
Customer financing, net	589	(421)	(1,316)
Other	46	(255)	47
Net cash provided by operating activities	7,000	3,504	2,776
Cash flows – investing activities:			
Discontinued operations customer financing, additions			(333)
Discontinued operations customer financing, reductions	2	174	558
Property, plant and equipment, additions	(1,547)	(1,246)	(836)
Property, plant and equipment, reductions	51	268	95
Acquisitions, net of cash acquired	(172)	(34)	289
Proceeds from dispositions of discontinued operations		2,017	
Proceeds from dispositions	1,709	194	186
Contributions to investments	(2,866)	(4,142)	(102)
Proceeds from investments	2,725	1,323	203
Net cash (used)/provided by investing activities	(98)	(1,446)	60
Cash flows – financing activities:			
New borrowings			2,042
Debt repayments	(1,378)	(2,208)	(2,024)
Stock options exercised	348	98	18
Excess tax benefits from share-based payment arrangements	70	23	
Common shares repurchased	(2,877)	(752)	
Dividends paid	(820)	(648)	(572)
Net cash used by financing activities	(4,657)	(3,487)	(536)
Effect of exchange rate changes on cash and cash equivalents	(37)		
Net increase/(decrease) in cash and cash equivalents	2,208	(1,429)	2,300
Cash and cash equivalents at beginning of year	3,204	4,633	2,333
Cash and cash equivalents at end of year	\$5,412	\$3,204	\$4,633

See notes to consolidated financial statements on pages 50–84.

Consolidated Statements of Shareholders' Equity

(Dollars in millions)	Additional Paid-In Capital	Treasury Stock	ShareValue Trust	Accumulated Other Comprehensive Loss	Retained Earnings	Comprehensive Income/(Loss)
Balance January 1, 2003	\$2,141	\$(8,397)	\$(1,324)	\$(4,045)	\$14,262	\$(3,068)
Share-based compensation	456					
Tax benefit related to share-based plans	(79)					
ShareValue Trust market value adjustment	416		(416)			
Treasury shares issued for share-based plans, net	(54)	75				
Net earnings					718	718
Cash dividends declared (\$0.68 per share)					(573)	
Minimum pension liability adjustment, net of tax of \$132				(222)		(222)
Reclassification adjustment for losses realized in net earnings, net of tax of \$(11)				20		20
Unrealized holding gain, net of tax of \$(1)				3		3
Gain on derivative instruments, net of tax of \$(18)				32		32
Currency translation adjustment				67		67
Balance December 31, 2003	\$2,880	\$(8,322)	\$(1,740)	\$(4,145)	\$14,407	\$ 618
Share-based compensation	576					
Tax benefit related to share-based plans	13					
Shares paid out, net of fees			143			
ShareValue Trust market value adjustment	283		(426)			
Treasury shares issued for share-based plans, net	(332)	264				
Treasury shares repurchased		(752)				
Net earnings					1,872	1,872
Cash dividends declared (\$0.85 per share)					(714)	
Minimum pension liability adjustment, net of tax of \$(1,257)				2,188		2,188
Reclassification adjustment for losses realized in net earnings, net of tax of \$(12)				21		21
Gain on derivative instruments, net of tax of \$(8)				14		14
Unrealized loss on certain investments, net of tax of \$18				(34)		(34)
Currency translation adjustment				31		31
Balance December 31, 2004	\$3,420	\$(8,810)	\$(2,023)	\$(1,925)	\$15,565	\$ 4,092
Share-based compensation	720					
Tax benefit related to share-based plans	35					
Restricted stock compensation and reclassification of deferred compensation	3					
Changes in capital stock	23					
ShareValue Trust market value adjustment	773		(773)			
Excess tax pools	63					
Treasury shares issued for share-based plans, net	(666)	612				
Treasury shares repurchased		(2,877)				
Net earnings					2,572	2,572
Cash dividends declared (\$1.05 per share)					(861)	
Minimum pension liability adjustment, net of tax of \$(45)				167		167
Reclassification adjustment for losses realized in net earnings, net of taxes of \$(15)				21		21
Unrealized loss on certain investments, net of tax of \$8				(12)		(12)
Currency translation adjustment				(29)		(29)
Balance December 31, 2005	\$4,371	\$(11,075)	\$(2,796)	\$(1,778)	\$17,276	\$ 6,811

See notes to consolidated financial statements on pages 50–84.

Issued common shares totaled 1,012,261,159 as of December 31, 2005 and 1,011,870,159 as of December 31, 2004 and 2003. The par value of these shares was \$5,061 as of December 31, 2005 and \$5,059 as of December 31, 2004 and 2003. Treasury shares as of December 31, 2005, 2004 and 2003 were 212,090,978, 179,686,231 and 170,388,053. There were 45,217,300 and 14,708,856 treasury shares acquired for the years ended December 31, 2005 and 2004 and no treasury shares acquired for the year ended December 31, 2003. Treasury shares issued for share-based plans for the years ended December 31, 2005, 2004 and 2003, were 12,812,111, 5,410,678 and 1,451,897. ShareValue Trust shares as of December 31, 2005, 2004 and 2003, were 39,593,463, 38,982,205 and 41,203,694. ShareValue Trust shares acquired primarily from dividend reinvestment were 611,257, 645,866 and 829,884 for the same periods. There was a Share Value Trust payout of zero and 2,867,355 shares during the years ended December 31, 2005 and 2004 and no payout for the year ended December 31, 2003.

No adjustments to Accumulated other comprehensive loss are included in reported net earnings except for the \$21, \$21, and \$20 reclassification adjustment, for losses realized in net earnings, net of tax, of which \$(3), \$10, and \$20 relate to derivatives and \$24, \$11, and \$0 relate to investments, during the years ended December 31, 2005, 2004, and 2003.

Notes to Consolidated Financial Statements

(Dollars in millions except per share data)

Note 1 - Summary of Significant Accounting Policies

Principles of consolidation

Our consolidated financial statements include the accounts of all majority-owned subsidiaries and variable interest entities that are required to be consolidated. The equity method of accounting is used for our investments in joint ventures for which we do not have control or are not the primary beneficiary, but over whose operating and financial policies we have the ability to exercise significant influence.

Reclassifications

Certain reclassifications have been made to prior periods to conform to the current year presentation.

In addition, we have made certain reclassifications to the Consolidated Statements of Cash Flows primarily due to the classification of dividends received from equity method investees and the classification of excess tax benefits from share-based payment arrangements. We do not feel the effects are material. The following table provides the net impact of these reclassifications.

	2004	2003
Net impact to operating activities	\$ 46	\$67
Net impact to investing activities	(77)	(52)
Net impact to financing activities	31	(15)

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 assumptions and estimates that directly affect the amounts reported in the consolidated financial statements. Significant estimates for which changes in the near term are considered reasonably possible and that may have a material impact on the financial statements are disclosed in these notes to the consolidated financial statements.

Operating cycle

For classification of current assets and liabilities, we elected to use the duration of the related contract or program as our operating cycle which is generally longer than one year and could exceed 3 years.

Revenue recognition

Contract accounting Contract accounting is used for development and production activities predominately by the four segments within Integrated Defense Systems (IDS). These activities include the following products and systems: military aircraft, helicopters, missiles, space systems, missile defense systems, satellites, rocket engines, and information and battle management systems. The majority of business conducted in the IDS segments is performed under contracts with the U.S. Government and foreign governments that extend over a number of years. Contract accounting involves a judgmental process of estimating the total sales and costs for each con-

tract resulting in the development of estimated cost of sales percentages. For each contract, the amount reported as cost of sales is determined by applying the estimated cost of sales percentage to the amount of revenue recognized.

We combine contracts for accounting purposes when they are negotiated as a package with an overall profit margin objective; they essentially represent an agreement to do a single project for a single customer; they involve interrelated construction activities with substantial common costs; and they are performed concurrently or sequentially. When a group of contracts is combined, revenue and profit are earned uniformly over the performance of the combined contracts.

Sales related to contracts with fixed prices are recognized as deliveries are made, except for certain fixed-price contracts that require substantial performance over an extended period before deliveries begin, for which sales are recorded based on the attainment of performance milestones. Sales related to contracts in which we are reimbursed for costs incurred plus an agreed upon profit are recorded as costs are incurred. The U.S. Federal Government Acquisition regulations provide guidance on the types of cost that will be reimbursed in establishing contract price. Contracts may contain provisions to earn incentive and award fees if targets are achieved. Incentive and award fees that can be reasonably estimated are recorded over the performance period of the contract. Incentive and award fees that cannot be reasonably estimated are recorded when awarded.

Program accounting Our Commercial Airplanes segment uses program accounting to account for sales and cost of sales related to all commercial airplane programs. Program accounting is a method of accounting applicable to products manufactured for delivery under production-type contracts where profitability is realized over multiple contracts and years. Under program accounting, inventoriable production costs, program tooling costs and routine warranty costs are accumulated and charged to cost of sales by program instead of by individual units or contracts. A program consists of the estimated number of units (accounting quantity) of a product to be produced in a continuing, long-term production effort for delivery under existing and anticipated contracts. To establish the relationship of sales to cost of sales, program accounting requires estimates of (a) the number of units to be produced and sold in a program, (b) the period over which the units can reasonably be expected to be produced, and (c) the units' expected sales prices, production costs, program tooling, and warranty costs for the total program.

We recognize sales for commercial airplane deliveries as each unit is completed and accepted by the customer. Sales recognized represent the price negotiated with the customer, adjusted by an escalation formula. The amount reported as cost of sales is determined by applying the estimated cost of sales percentage for the total remaining program to the amount of sales recognized for airplanes delivered and accepted by the customer.

Notes to Consolidated Financial Statements

Concession sharing arrangements We account for sales concessions to our customers in consideration of their purchase of products and services as a reduction to revenue (sales concessions) when the related products and services are delivered. However, when the sales concessions incurred are partially reimbursed by a supplier in accordance with a concession sharing arrangement, we reduce the sales concessions by the reimbursement. This reduction in sales concessions results in an increase to revenue.

Under Emerging Issues Task Force (EITF) Issue No. 02-16, *Accounting by a Customer (including a reseller) for Certain Consideration Received from a Vendor* (EITF 02-16), reimbursements received by a customer from a vendor are presumed to be a reduction in the price of the vendor's products or services and should be treated as a reduction of cost of sales when recognized in the customer's income statement. EITF 02-16 applies to new arrangements or modifications to existing arrangements entered into after December 31, 2002. We have a concession sharing agreement that was entered into in 1993. Although we are not required to apply EITF 02-16 to that long-term supplier agreement, we have determined that we will adopt the provisions of EITF 02-16 beginning January 1, 2006. Had we applied those provisions beginning January 1, 2005, the result would have been a decrease in both sales of products and cost of products of approximately \$1,200 for the year ended December 31, 2005.

Service revenue Service revenue is recognized when the service is performed. Service activities primarily include the following: Delta launches, ongoing maintenance of International Space Station, Space Shuttle and explosive detection systems, support agreements associated with military aircraft and helicopter contracts and technical and flight operation services for commercial aircraft. Lease and financing revenue arrangements are also included in Sales of services on the Consolidated Statements of Operations.

Sales-type/finance leases At lease inception, we record an asset (net investment) representing the aggregate future minimum lease payments, estimated residual value of the leased equipment and deferred incremental direct costs less unearned income. Income is recognized over the life of the lease to approximate a level rate of return on the net investment. Residual values, which are reviewed quarterly, represent the estimated amount we expect to receive at lease termination from the disposition of leased equipment. Actual residual values realized could differ from these estimates. Write-downs of estimated residual value are recognized as permanent impairments in the current period cost of services.

Operating leases Revenue on leased aircraft and equipment representing rental fees and financing charges is recorded on a straight-line basis over the term of the lease. Operating lease assets, included in Customer financing, are recorded at cost and depreciated over the longer of the term of the lease or projected economic life of the asset, on a straight-line basis, to an estimated residual or salvage value. We periodically review our estimates of residual value on initial leases. We record forecasted decreases in residual value by prospectively adjusting depreciation expense.

Notes receivable When a note receivable is issued for the purchase of aircraft or equipment, we record the note and any unamortized discounts. Interest income and amortization of any discounts are recorded ratably over the related term of the note.

Captive Insurance Our wholly-owned insurance subsidiary, Astro Ltd., participates in a reinsurance pool. The member agreements and practices of the reinsurance pool minimize any participating members' individual risk. Reinsurance revenues earned were \$101 and \$129 during 2005 and 2004 respectively, and related to premiums received and claims recovered from the reinsurance pool. Reinsurance costs incurred were \$115 and \$129 during 2005 and 2004 respectively, and related to premiums and claims paid to the reinsurance pool. Both revenues and costs are presented net in Cost of products and Cost of services in the Consolidated Statements of Operations.

Fleet support

We provide the operators of all our commercial airplane models assistance and services to facilitate efficient and safe aircraft operation. Collectively known as fleet support services, these activities and services include flight and maintenance training, field service support costs, engineering services and technical data and documents. Fleet support activity begins prior to aircraft delivery as the customer receives training, manuals and technical consulting support, and continues throughout the operational life of the aircraft. Services provided after delivery include field service support, consulting on maintenance, repair, and operational issues brought forth by the customer or regulators, updating manuals and engineering data, and the issuance of service bulletins that impact the entire model's fleet. Field service support involves our personnel located at customer facilities providing and coordinating fleet support activities and requests. The costs for fleet support are expensed as incurred as Cost of services.

Research and development

Research and development (R&D) includes costs incurred for experimentation, design and testing and are expensed as incurred unless the costs are related to certain contractual arrangements. Costs that are incurred pursuant to such contractual arrangements are recorded over the period that revenue is recognized, consistent with our contract accounting policy. We have certain research and development arrangements that meet the requirement for best efforts research and development accounting. Accordingly, the amounts funded by the customer are recognized as an offset to our research and development expense rather than as contract revenues.

During the year ended December 31, 2004, we established cost sharing arrangements with some suppliers for the 787 program, which have enhanced our internal development capabilities and have offset a substantial portion of the financial risk of developing this aircraft. Our cost sharing arrangements explicitly state that the supplier contributions are for reimbursements of costs we incur for experimentation, basic design and testing activities during the development of the 787. In each arrangement, we retain substantial rights to the 787 part or

Notes to Consolidated Financial Statements

component covered by the arrangement. The amounts received from these cost sharing arrangements are recorded as a reduction to research and development expenses since we have no obligation to refund any amounts received per the arrangements regardless of the outcome of the development efforts. Specifically, under the terms of each agreement, payments received from suppliers for their share of the costs are typically based on milestones and are recognized as earned when we achieve the milestone events and no ongoing obligation on our part exists. In the event we receive a milestone payment prior to the completion of the milestone the amount will be classified in Accounts payable and other liabilities until earned.

Share-based compensation

Our primary types of share-based compensation consist of Performance Shares, ShareValue Trust distributions, stock options and other stock unit awards.

In 2005 we adopted the provisions of Statement of Financial Accounting Standard (SFAS) No. 123 (revised 2004), *Share-Based Payment* (SFAS No. 123R) using the modified prospective method. Prior to 2005, we used a fair value based method of accounting for share-based compensation provided to our employees in accordance with SFAS No. 123. (See Note 18.)

Income taxes

Provisions for federal, state and foreign income taxes are calculated on reported pre-tax earnings based on current tax law and also include, in the current period, the cumulative effect of any changes in tax rates from those used previously in determining deferred tax assets and liabilities. Such provisions differ from the amounts currently receivable or payable because certain items of income and expense are recognized in different time periods for financial reporting purposes than for income tax purposes. Significant judgment is required in determining income tax provisions and evaluating tax positions. We establish reserves for income tax when, despite the belief that our tax positions are fully supportable, we believe that it is probable that our positions will be challenged and possibly disallowed by various authorities. The consolidated tax provision and related accruals include the impact of such reasonably estimable losses and related interest and penalties as deemed appropriate. To the extent that the probable tax outcome of these matters changes, such changes in estimate will impact the income tax provision in the period in which such determination is made.

Postretirement plans

We sponsor various pension plans covering substantially all employees. We also provide postretirement benefit plans other than pensions, consisting principally of health care coverage to eligible retirees and qualifying dependents. Benefits under the pension and other postretirement benefit plans are generally based on age at retirement and years of service and for some pension plans, benefits are also based on the employee's annual earnings. The net periodic cost of our pension and other post-retirement plans is determined using the projected

unit credit method and several actuarial assumptions, the most significant of which are the discount rate, the long-term rate of asset return, and medical trend (rate of growth for medical costs). A portion of net periodic pension and other post-retirement income or expense is not recognized in net earnings in the year incurred because it is allocated to production as product costs, and reflected in inventory at the end of a reporting period. If gains and losses, which occur when actual experience differs from actuarial assumptions, exceed ten percent of the greater of plan assets or plan liabilities we amortize them over the average future service period of employees.

Postemployment plans

We record a liability for postemployment benefits, such as severance or job training, when payment is probable, the amount is reasonably estimable, and the obligation relates to rights that have vested or accumulated.

Cash and cash equivalents

Cash and cash equivalents consist of highly liquid instruments, such as certificates of deposit, time deposits, and other money market instruments, which have original maturities of less than three months. We aggregate our cash balances by bank, and reclassify any negative balances to a liability account presented as a component of Accounts payable and other liabilities.

Inventories

Inventoried costs on commercial aircraft programs and long-term contracts include direct engineering, production and tooling costs, and applicable overhead, which includes fringe benefits, production related indirect and plant management salaries and plant services, not in excess of estimated net realizable value. In accordance with industry practice, inventoried costs include amounts relating to programs and contracts with long production cycles, a portion of which is not expected to be realized within one year.

Because of the higher unit production costs experienced at the beginning of a new or derivative airplane program (known as the learning curve effect), the actual costs incurred for production of the early units in the program will exceed the amount reported as cost of sales for those units. The excess of actual costs over the amount reported as cost of sales is disclosed as deferred production costs, which are included in inventory along with unamortized tooling costs.

The determination of net realizable value of long-term contract costs is based upon quarterly contract reviews that determine an estimate of costs to be incurred to complete all contract requirements. When actual contract costs and the estimate to complete exceed total estimated contract revenues, a loss provision is recorded. The determination of net realizable value of commercial aircraft program costs is based upon quarterly program reviews that determine an estimate of revenue and cost to be incurred to complete the program accounting quantity. When estimated costs to complete exceed estimated program revenues to go, a loss provision is recorded.

Notes to Consolidated Financial Statements

Used aircraft purchased by the Commercial Airplanes segment, commercial spare parts, and general stock materials are stated at cost not in excess of net realizable value. See 'Aircraft valuation' within this Note for our valuation of used aircraft purchased by the Commercial Airplanes segment. We review our commercial spare parts and general stock materials each quarter to identify impaired inventory, including excess or obsolete inventory, based on historical sales trends, expected production usage, and the size and age of the aircraft fleet using the part. Impaired inventories are written-off as an expense to Cost of products in the period identified.

Included in inventory for commercial aircraft programs are amounts paid or credited in cash, or other consideration to certain airline customers, that are referred to as early issue sales consideration. Early issue sales consideration is recognized as a reduction to revenue when the delivery of the aircraft under contract occurs. In the unlikely situation that an airline customer was not able to perform and take delivery of the contracted aircraft, we believe that we would have the ability to recover amounts paid through retaining amounts secured by advances received on aircraft to be delivered. However, to the extent early issue sales consideration exceeds advances these amounts may not be recoverable and would be recognized as a current period expense.

Precontract costs

We may, from time to time, incur costs to begin fulfilling the statement of work under a specific anticipated contract that we are still negotiating with a customer. If we determine it is probable that we will be awarded the specific anticipated contract, then we capitalize the precontract costs we incur, excluding any start-up costs which are expensed as incurred. Capitalized precontract costs of \$39 and \$70 at December 31, 2005, and 2004, are included in Inventories, net of advances and progress billings in the accompanying Consolidated Statements of Financial Position.

Property, plant and equipment

Property, plant and equipment are recorded at cost, including applicable construction-period interest, less accumulated depreciation and are depreciated principally over the following estimated useful lives: new buildings and land improvements, from 10 to 40 years; and new machinery and equipment, from 3 to 20 years. The principal methods of depreciation are as follows: buildings and land improvements, 150% declining balance; and machinery and equipment, sum-of-the-years' digits. Capitalized internal use software is included in Other assets and amortized using the straight line method over five years. We periodically evaluate the appropriateness of remaining depreciable lives assigned to long-lived assets subject to a management plan for disposition.

We review long-lived assets, which includes property, plant and equipment, for impairment in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS No. 144). Long-lived assets held for sale are stated at the lower of cost or fair value less cost to sell. Long-lived assets held for use are subject to an impairment assessment

whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the carrying value is no longer recoverable based upon the undiscounted future cash flows of the asset, the amount of the impairment is the difference between the carrying amount and the fair value of the asset.

Asset retirement obligations

On December 31, 2005, we adopted FASB Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations - an interpretation of FASB Statement No. 143* (FIN 47). FIN 47 clarifies the term conditional asset retirement obligation as used in SFAS No. 143 and requires a liability to be recorded if the fair value of the obligation can be reasonably estimated. Asset retirement obligations covered by this Interpretation include those for which an entity has a legal obligation to perform an asset retirement activity, however the timing and (or) method of settling the obligation are conditional on a future event that may or may not be within the control of the entity. FIN 47 also clarifies when an entity would have sufficient information to reasonably estimate the fair value of an asset retirement obligation.

In accordance with FIN 47, we record all known asset retirement obligations for which the liability's fair value can be reasonably estimated, including certain asbestos removal, asset decommissioning and contractual lease restoration obligations.

As a result of adopting FIN 47, we recorded a cumulative effect of accounting change of \$10 (\$6 net of tax) during the fourth quarter of 2005. In addition, we recorded a liability of \$11 representing asset retirement obligations and an increase in the carrying value of the related assets of \$1, net of \$5 of accumulated depreciation. Had the adoption of FIN 47 occurred at the beginning of the earliest period presented, our results of operations and earnings per share would not have been significantly different from the amounts reported. Accordingly, pro forma financial information has not been provided.

We also have known conditional asset retirement obligations, such as certain asbestos remediation and asset decommissioning activities to be performed in the future, that are not reasonably estimable due to insufficient information about the timing and method of settlement of the obligation. Accordingly, these obligations have not been recorded in the consolidated financial statements. A liability for these obligations will be recorded in the period when sufficient information regarding timing and method of settlement becomes available to make a reasonable estimate of the liability's fair value. In addition, there may be conditional asset retirement obligations that we have not yet discovered (e.g. asbestos may exist in certain buildings but we have not become aware of it through the normal course of business), and therefore, these obligations also have not been included in the consolidated financial statements.

Goodwill and other acquired intangibles

Goodwill and other acquired intangible assets with indefinite lives are not amortized but are tested for impairment annually on the same date every year, and when an event occurs or circumstances change such that it is reasonably possible that an

Notes to Consolidated Financial Statements

impairment may exist. Our annual testing date is April 1. We test goodwill for impairment by first comparing the carrying value of net assets to the fair value of the related operations. If the fair value is determined to be less than carrying value, a second step is performed to compute the amount of the impairment. In this process, a fair value for goodwill is estimated, based in part on the fair value of the operations, and is compared to its carrying value. The shortfall of the fair value below carrying value represents the amount of goodwill impairment.

As a result of IDS reorganizing from four business segments into three business segments, we will be performing a goodwill impairment assessment as of January 1, 2006, in addition to our annual test as of April 1, 2006.

Our finite-lived acquired intangible assets are amortized on a straight-line basis over their estimated useful lives as follows: developed technology, 5 to 12 years; product know-how, 30 years; customer base, 12 to 15 years; and other, 2 to 17 years. In accordance with SFAS No. 144, we evaluate the potential impairment of finite-lived acquired intangible assets when appropriate. If the carrying value is no longer recoverable based upon the undiscounted future cash flows of the asset, the amount of the impairment is the difference between the carrying amount and the fair value of the asset.

Investments

We classify investments as either operating or non-operating. Operating investments are strategic in nature, which means they are integral components of our operations. Non-operating investments are those we hold for non-strategic purposes. Earnings from operating investments, including our share of income or loss from equity method investments, dividend income from certain cost method investments, and any gain/loss on the disposition of these investments, are recorded in Income from operating investments, net. Earnings from non-operating investments, including marketable debt and equity securities and certain cost method investments, are recorded in Other income, net on the Consolidated Statements of Operations. Other income also includes interest income related to income taxes.

We account for certain non-operating investments as available-for-sale securities, including marketable securities, preferred stock, Equipment Trust Certificates (ETCs) and Enhanced Equipment Trust Certificates (EETCs). Available-for-sale securities are recorded at their fair values and unrealized gains and losses are reported as part of Accumulated other comprehensive loss on the Consolidated Statements of Financial Position. Available-for-sale securities are assessed for impairment quarterly. To determine if an impairment is other than temporary we consider the duration of the loss position, the strength of the underlying collateral, the duration to maturity, credit reviews and analyses of the counterparties. Losses on operating investments deemed other-than-temporary are recorded in Cost of products or Cost of services.

The fair value of marketable securities is based on quoted market prices. The fair value of non-publicly traded securities, such

as EETCs, is based on independent third party pricing sources except when it is probable that recovery of our investment will come from recovery of collateral, in which case the fair value is based on the underlying collateral value.

Derivatives

All derivative instruments are recognized in the financial statements and measured at fair value regardless of the purpose or intent of holding them. We record our interest rate swaps, foreign currency swaps and commodity contracts at fair value based on discounted cash flow analysis and for warrants and other option type instruments based on option pricing models. For derivatives designated as hedges of the exposure to changes in the fair value of a recognized asset or liability or a firm commitment (referred to as fair value hedges), the gain or loss is recognized in earnings in the period of change together with the offsetting loss or gain on the hedged item attributable to the risk being hedged. The effect of that accounting is to reflect in earnings the extent to which the hedge is not effective in achieving offsetting changes in fair value. For our cash flow hedges, the effective portion of the derivative's gain or loss is initially reported in shareholders' equity (as a component of Accumulated other comprehensive loss) and is subsequently reclassified into earnings in the same period or periods during which the hedged forecasted transaction affects earnings. The ineffective portion of the gain or loss of a cash flow hedge is reported in earnings immediately. We also hold certain instruments for economic purposes that do not qualify for hedge accounting treatment. For these derivative instruments as well as other derivatives not receiving hedge accounting treatment the changes in fair value are also recorded in earnings.

Aircraft valuation

[Used aircraft under trade-in commitments and aircraft under repurchase commitments](#) In conjunction with signing a definitive agreement for the sale of new aircraft (Sale Aircraft), we have entered into specified-price trade-in commitments with certain customers that give them the right to trade in used aircraft upon the purchase of Sale Aircraft. Additionally, we have entered into contingent repurchase commitments with certain customers wherein we agree to repurchase the Sale Aircraft at a specified price, generally ten years after delivery of the Sale Aircraft. Our repurchase of the Sale Aircraft is contingent upon a future, mutually acceptable agreement for the sale of additional new aircraft. If we execute an agreement for the sale of additional new aircraft, and if the customer exercises its right to sell the Sale Aircraft to us, a contingent repurchase commitment would become a trade-in commitment. Our historical experience is that no contingent repurchase agreements have become trade-in commitments.

All trade-in commitments at December 31, 2005 and 2004 are solely attributable to Sale Aircraft and did not originate from contingent repurchase agreements. Exposure related to trade-in commitments may take the form of:

- (1) Adjustments to revenue for the difference between the contractual trade-in price in the definitive agreement and our best estimate of the fair value of the trade-in aircraft as of

Notes to Consolidated Financial Statements

the date of such agreement, which will be recognized in future periods upon delivery of the Sale Aircraft and/or

(2) Charges to cost of products for adverse changes in the fair value of trade-in aircraft that occur subsequent to signing of a definitive agreement for Sale Aircraft but prior to the purchase of the used trade-in aircraft. Estimates based on current aircraft values are included in Accounts payable and other liabilities.

The fair value of trade-in aircraft is determined using aircraft specific data such as, model, age and condition, market conditions for specific aircraft and similar models, and multiple valuation sources. This process uses our assessment of the market for each trade-in aircraft, which in most instances begins years before the return of the aircraft. There are several possible markets in which we continually pursue opportunities to place used aircraft. These markets include, but are not limited to, the resale market, which could potentially include the cost of long-term storage; the leasing market, with the potential for refurbishment costs to meet the leasing customer's requirements; or the scrap market. Trade-in aircraft valuation varies significantly depending on which market we determine is most likely for each aircraft. On a quarterly basis, we update our valuation analysis based on the actual activities associated with placing each aircraft into a market. This quarterly valuation process yields results that are typically lower than residual value estimates by independent sources and tends to more accurately reflect results upon the actual placement of the aircraft.

Used aircraft acquired by the Commercial Airplanes segment are included in Inventories at the lower of cost or market as it is our intent to sell these assets. To mitigate costs and enhance marketability, aircraft may be placed on operating lease. While on operating lease, the assets are included in Customer financing, however, the valuation continues to be based on the lower of cost or market. The lower of cost or market assessment is performed quarterly using the process described above.

Asset valuation for assets under operating lease, assets held for sale or re-lease and collateral underlying receivables

Included in Customer financing are operating lease equipment, notes receivables and sales-type/financing leases. Sales-type/financing leases are treated as receivables, and allowances are established in accordance with SFAS No. 13, *Accounting for Leases* and SFAS No. 118, *Accounting by Creditors for Impairment of a Loan, as amended*.

We assess the fair value of the assets we own, including equipment under operating leases, assets held for sale or re-lease and collateral underlying receivables, to determine if their fair values are less than the related assets' carrying values. Differences between carrying values and fair values of finance leases and notes and other receivables, as determined by collateral value, are considered in determining the allowance for losses on receivables.

We use a median calculated from published collateral values from multiple external equipment appraisers based on the type and age of the aircraft to determine the fair value of aircraft. Under certain circumstances, we apply judgment based on the attributes of the specific aircraft or equipment, usually when the

features or use of the aircraft vary significantly from the more generic aircraft attributes covered by outside publications.

Impairment review for assets under operating leases and held for sale or re-lease We evaluate assets under operating lease or held for re-lease for impairment when the expected undiscounted cash flow over the remaining useful life is less than the carrying value. We use various assumptions when determining the expected undiscounted cash flow. These assumptions include expected future lease rates, lease terms, end of economic life value of the aircraft or equipment, periods in which the asset may be held in preparation for a follow-on lease, maintenance costs, remarketing costs, the remaining economic life of the asset and estimated proceeds from future asset sales. We state assets held for sale at the lower of carrying value or fair value less costs to sell.

When we determine that impairment is indicated for an asset, the amount of asset impairment expense recorded is the excess of the carrying value over the fair value of the asset.

Allowance for losses on receivables We record the potential impairment of receivables in our portfolio in a valuation account, the balance of which is an accounting estimate of probable but unconfirmed losses in the receivables portfolio. The allowance for losses on receivables relates to two components of receivables: (a) specifically identified receivables that are evaluated individually for impairment and (b) all other receivables.

We determine a receivable is impaired when, based on current information and events, it is probable that we will be unable to collect amounts due according to the original contractual terms of the receivable agreement, without regard to any subsequent restructurings. Factors considered in assessing collectibility include, but are not limited to, a customer's extended delinquency, requests for restructuring and filings for bankruptcy. We determine a specific impairment allowance based on the difference between the carrying value of the receivable and the estimated fair value of the related collateral.

The general allowance represents our best estimate of losses existing in the remaining receivables (receivables not subject to a specific allowance) considering delinquencies, loss experience, collateral values, guarantees, risk of individual customer credits, published historical default rates for different rating categories, results of periodic credit reviews and the general state of the economy and airline industry.

We review the adequacy of the general allowance by assessing both the collateral exposure and the applicable cumulative default rate. Collateral exposure for a particular receivable is the excess of the carrying value of the receivable over the fair value of the related collateral. A receivable with an estimated fair value in excess of the carrying value is considered to have no collateral exposure. The applicable cumulative default rate is determined using two components: customer credit ratings and weighted average remaining contract term. Credit ratings are determined for each customer in the portfolio. Those ratings are updated based upon public information and information obtained directly from our customers.

Notes to Consolidated Financial Statements

We have entered into agreements with certain customers that would entitle us to look beyond the specific collateral underlying the receivable for purposes of determining the collateral exposure as described above. Should the proceeds from the sale of the underlying collateral asset resulting from a default condition be insufficient to cover the carrying value of our receivable (creating a shortfall condition), these agreements would, for example, permit us to take the actions necessary to sell or retain certain other assets in which the customer has an equity interest and use the proceeds to cover the shortfall.

Each quarter, we review customer credit ratings, published historical credit default rates for different rating categories, and third-party aircraft valuations as a basis to validate the reasonableness of the allowance for losses on receivables. There can be no assurance that actual results will not differ from estimates or that the consideration of these factors in the future will not result in an increase/decrease to the allowance for losses on receivables.

Supplier Penalties

We record an accrual for supplier penalties when an event occurs that makes it probable that a supplier penalty will be incurred and the amount is reasonably estimable. Until an event occurs, we fully anticipate accepting all product procured under production related contracts.

Guarantees

We record a liability for the fair value of guarantees issued or modified after December 31, 2002. For a residual value guarantee where we received a cash premium, the liability is equal to the cash premium received at the guarantee's inception. For credit and performance guarantees, the liability is equal to the present value of the expected loss. For each future period the credit or performance guarantee will be outstanding, we determine the expected loss by multiplying the creditor's default rate by the guarantee amount reduced by the expected recovery, if applicable. If at inception of a guarantee we determine there is a probable related contingent loss, we will recognize a liability for the greater of (a) the fair value of the guarantee as described above or (b) the probable contingent loss amount.

Note 2 - Standards Issued and Not Yet Implemented

In September 2005, the FASB ratified the consensus reached by the EITF on Issue No. 04-13, *Accounting for Purchases and Sales of Inventory with the Same Counterparty* (EITF 04-13).

EITF 04-13 defines when a purchase and a sale of inventory with the same party that operates in the same line of business should be considered a single nonmonetary transaction subject to Accounting Principles Board Opinion 29, *Accounting for Nonmonetary Transactions*. The Task Force agreed this Issue should be applied to new arrangements entered into in reporting periods beginning after March 15, 2006, and to all inventory transactions that are completed after December 15, 2006, for arrangements entered into prior to March 15, 2006. We are currently evaluating the impact of EITF 04-13 on our financial statements.

In June 2005, the FASB ratified the consensus reached by the EITF on Issue No. 04-5, *Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights* (EITF 04-5). EITF 04-5 provides guidance as to when a general partner, or the general partners as a group, control a limited partnership or similar entity when the limited partners have certain rights. EITF 04-5 is effective as of June 29, 2005 for general partners of all new limited partnerships formed and for existing limited partnerships for which the partnership agreements are modified. EITF 04-5 is effective as of January 1, 2006 for all other limited partnerships. Our adoption of the provisions of EITF 04-5 will not have a material impact on our financial statements.

In November 2004, the FASB issued Statement of Financial Accounting Standard (SFAS) No. 151, *Inventory Costs - an amendment of ARB No. 43*. This Standard requires that certain abnormal costs be recognized as current period charges rather than as a portion of the inventory cost, and that fixed production overhead costs be allocated to inventory based on the normal capacity of the production facility. The provisions of this Standard apply prospectively and are effective for inventory costs incurred after January 1, 2006. While we believe this Standard will not have a material effect on our financial statements, the impact of adopting these new rules is dependent on events that could occur in future periods, and cannot be determined until the event occurs in future periods.

Notes to Consolidated Financial Statements

Note 3 - Goodwill and Acquired Intangibles

The changes in the carrying amount of goodwill by reportable segment for the years ended December 31, 2005, 2004 and 2003 were as follows:

	Commercial Airplanes	Aircraft & Weapon Systems	Network Systems	Support Systems	Launch & Orbital Systems	Other	Total
Balance at January 1, 2003	\$627	\$317	\$1,124	\$117	\$572	\$3	\$2,760
Goodwill Adjustments	(4)						(4)
Acquisitions			70				70
Impairment Losses	(341)				(572)		(913)
Balance at December 31, 2003	\$282	\$317	\$1,194	\$117		\$3	\$1,913
Goodwill Adjustments		25	2				27
Acquisitions		11					11
Impairment Losses						(3)	(3)
Balance at December 31, 2004	\$282	\$353	\$1,196	\$117			\$1,948
Goodwill Adjustments	21	(13)	(18)	11			1
Divestitures	(23)		(2)				(25)
Balance at December 31, 2005	\$280	\$340	\$1,176	\$128			\$1,924

During 2003 we recognized impairment losses due to our IDS segment reorganization. We reorganized our Military Aircraft and Missile Systems and Space and Communications segments into IDS. This reorganization triggered a goodwill impairment analysis as of January 1, 2003. Our analysis took into consideration the lower stock price as of April 1, 2003, to include the impact of the required annual impairment test. As a result of this impairment analysis, we recorded a goodwill impairment charge of \$913 at Commercial Airplanes and Launch & Orbital Systems. Combining businesses with no goodwill but unfavorable projected cash flows, with business that had goodwill but favorable projected cash flows, resulted in the cash flows of the combined businesses being unable to support the goodwill of the resultant reporting units.

The gross carrying amounts and accumulated amortization of our other acquired intangible assets were as follows at December 31:

	2005		2004	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Developed technology	\$ 576	\$312	\$ 578	\$256
Product know-how	308	54	308	44
Customer base	96	34	106	29
Other	173	75	150	55
	\$1,153	\$475	\$1,142	\$384

Amortization expense for acquired finite-lived intangible assets for the years ended December 31, 2005 and 2004 was \$91 and \$97. Estimated amortization expense for the five succeeding years are as follows:

	Estimated Amortization Expense
2006	\$85
2007	85
2008	85
2009	84
2010	66

As of December 31, 2005 and 2004, we had one indefinite-lived intangible asset, a trademark, with a carrying amount of \$197.

Note 4 - Earnings Per Share

The weighted-average number of shares outstanding (in millions) for the years ended December 31, used to compute earnings per share are as follows:

	2005	2004	2003
Weighted-average shares outstanding	779.4	800.2	800.1
Participating securities	9.1	6.8	5.3
Basic weighted-average shares outstanding	788.5	807.0	805.4
Diluted potential common shares	14.4	6.0	3.5
Diluted weighted-average shares outstanding	802.9	813.0	808.9

Basic earnings per share is calculated by the sum of (1) net income less dividends paid divided by the basic weighted average shares outstanding and (2) dividends paid divided by the weighted average shares outstanding. Diluted earnings per share is calculated by dividing net income by the diluted weighted average shares outstanding.

The weighted-average number of shares outstanding for the year ended December 31 (in millions), included in the table below, is excluded from the computation of diluted earnings per share because the average market price did not exceed the exercise/threshold price. However, these shares may be dilutive potential common shares in the future.

	2005	2004	2003
Stock options	0.2	10.9	25.0
Stock units			0.2
Performance Shares	24.9	28.6	24.2
ShareValue Trust	33.9	38.4	41.2

Notes to Consolidated Financial Statements

Note 5 - Income Taxes

The components of earnings before income taxes were:

Year ended December 31,	2005	2004	2003
U.S.	\$2,605	\$1,960	\$500
Foreign	214		
	\$2,819	\$1,960	\$500

Note: The 2004 and 2003 foreign earnings before income tax amounts are not significant and as such are reflected in the U.S. numbers shown above.

Income tax expense/(benefit) consisted of the following:

Year ended December 31,	2005	2004	2003
U.S.			
Taxes paid or currently payable	\$(276)	\$(435)	\$(1,923)
Change in deferred taxes	547	787	1,707
	271	352	(216)
Foreign			
Taxes paid or currently payable	58		
Change in deferred taxes	(120)		
	(62)		
State			
Taxes paid or currently payable	(86)	(58)	(33)
Change in deferred taxes	134	(154)	64
	48	(212)	31
Income tax expense/(benefit)	\$ 257	\$ 140	\$ (185)

Note: The 2004 and 2003 foreign income tax expense/(benefit) amounts are not significant and as such are reflected in the U.S. numbers shown above.

The following is a reconciliation of the tax derived by applying the U.S. federal statutory tax rate of 35% to the earnings before income taxes and comparing that to the recorded income tax expense/(benefit):

Year ended December 31,	2005	2004	2003
U.S. federal statutory tax	35.0%	35.0%	35.0%
Foreign Sales Corporation/ Extraterritorial Income tax benefit	(5.6)	(8.6)	(23.0)
Research benefit	(1.2)	(1.4)	(7.4)
Non-deductibility of goodwill	0.3	0.1	45.8
Federal audit settlement	(13.1)	(7.5)	(91.2)
Charitable contributions		(0.5)	(2.6)
Tax-deductible dividends	(0.8)	(0.9)	(2.8)
State income tax provision, net of effect on U.S. federal tax	1.1	(7.0)	4.2
Reversal of valuation allowances	(3.2)		
Other provision adjustments	(3.4)	(2.1)	5.0
Income tax expense/(benefit)	9.1%	7.1%	(37.0)%

The components of net deferred tax assets at December 31 were as follows:

	2005	2004
Deferred tax assets	\$ 8,168	\$8,664
Deferred tax liabilities	(7,646)	(7,519)
Valuation allowance		(90)
Net deferred tax assets	\$ 522	\$1,055

Significant components of our deferred tax assets, net of deferred tax liabilities, at December 31 were as follows:

	2005	2004
Other comprehensive income (net of valuation allowances of \$0 and \$12)	\$ 1,119	\$1,150
Retiree health care accruals	2,314	2,212
Inventory and long-term contract methods of income recognition (net of valuation allowance of \$0 and \$19)	1,368	1,188
Other employee benefits accruals (net of valuation allowance of \$0 and \$5)	1,363	1,276
In-process research and development related to acquisitions	137	142
Net operating loss, credit, and charitable contribution carryovers (net of valuation allowance of \$0 and \$48)	494	587
Pension benefit accruals (net of valuation allowance of \$0 and \$5)	(4,799)	(4,332)
Customer and commercial financing (net of valuation allowance of \$0 and \$1)	(1,442)	(1,168)
Unremitted earnings of non-U.S. subsidiaries	(32)	
Net deferred tax assets	\$ 522	\$1,055

Of the deferred tax asset for net operating loss, credit, and charitable contribution carryovers, \$152 expires in years ending from December 31, 2006 through December 31, 2025 and \$342 may be carried over indefinitely.

Within the Consolidated Statements of Operations is Other income, of which \$100 relates to interest income received from federal tax refunds during 2005 and the remaining amounts primarily relate to interest income on marketable securities. During 2004 and 2003, Other income consisted primarily of interest income received from tax refunds.

Net income tax refunds were \$344, \$903 and \$507 in 2005, 2004 and 2003, respectively.

During 2005, we repatriated \$426 in extraordinary dividends, as defined in the American Jobs Creation Act of 2004, and recorded a tax liability of \$23. We have provided for U.S. deferred income taxes and foreign withholding tax in the amount of \$32 on undistributed earnings not considered permanently reinvested in our non-U.S. subsidiaries. We have not provided for U.S. deferred income taxes or foreign withholding tax on the remainder of undistributed earnings from our non-U.S. subsidiaries because such earnings are considered to be permanently reinvested and it is not practicable to estimate the amount of tax that may be payable upon distribution.

Notes to Consolidated Financial Statements

IRS Audit Overview

During 2005 we received various refunds of federal income tax and interest totaling \$738 for tax years 1987-2001. Included in such amounts are settlements reached in the current year for tax years 1998-2001 of \$537, which had the effect of decreasing federal income tax expense by \$368 and interest expense by \$64 (net of tax of \$24) during the year-ended December 31, 2005. During 2004 we received refunds of federal income tax and interest totaling \$1,113 for which estimated accruals had primarily been recorded in prior periods. We have filed protests contesting certain adjustments made by the IRS in the 1998-2001 audit. IRS examinations have been completed through 2001 and income taxes have been settled with the IRS for all years through 1996 and for McDonnell Douglas Corporation for all years through 1992. We have filed appeals with the IRS for 1993 through 1997 for McDonnell Douglas Corporation. We believe adequate provisions for all outstanding issues have been made for all open years.

Contingencies

We are subject to income taxes in the U.S. and numerous foreign jurisdictions.

Amounts accrued for potential tax assessments recorded in current tax liabilities total \$867 and \$1,678 at December 31, 2005 and 2004. The decrease is primarily due to a settlement with the IRS for the years 1998-2001. Accruals relate to tax issues for U.S. federal, U.S. state, and taxation of foreign earnings as follows:

- ▶ The accruals associated with U.S. federal tax issues such as the tax benefits from the FSC/ETI tax rules, the amount of research and development tax credits claimed, deductions associated with employee benefit plans, U.S. taxation of foreign earnings, and valuation issues regarding charitable contributions claimed were \$738 at December 31, 2005, and \$1,412 at December 31, 2004.
- ▶ The accruals for U.S. state tax issues such as the allocation of income among various state tax jurisdictions and the amount of state tax credits claimed were \$98 at December 31, 2005 and \$214 at December 31, 2004, net of federal benefit.
- ▶ The accruals associated with taxation of foreign earnings were \$31 at December 31, 2005 and \$52 at December 31, 2004.

Legislative Update

The American Jobs Creation Act of 2004 (the Act) provides for a special deduction for qualified domestic production activities and a two-year phase-out of the existing ETI exclusion tax benefit for foreign sales which the World Trade Organization (WTO) ruled was an illegal export subsidy. These new provisions did not have a material impact on the 2005 income tax rate.

The European Union filed a complaint with the WTO challenging the transitional provisions of the Act. On September 30, 2005 the WTO ruled that the Act failed to comply with its prior ruling and the U.S. appealed. On January 9, 2006, the WTO appellate body heard arguments regarding the U.S. appeal. On February 13, 2006, the appellate body upheld the WTO's prior

ruling from September 30, 2005. The U.S. has three months to act to avoid the re-imposition of retaliatory measures. As such, it is not possible to predict what impact this issue will have on future earnings, cash flows and/or financial position pending the final resolution of this matter.

Effective December 31, 2005, the U.S. research tax credit expired. The House of Representatives and the Senate have passed bills to reinstate the credit. However, a bill has not been signed into law. If the proposed legislation is not signed into law, there could be an unfavorable impact on our 2006 effective income tax rate. The impact of the R&D credit reduced the 2005 effective income tax rate by 1.2%.

Note 6 - Accounts Receivable

Accounts receivable at December 31 consisted of the following:

	2005	2004
U.S. Government contracts	\$2,620	\$2,701
Commercial and customers	1,155	985
Other	1,561	1,075
Less valuation allowance	(90)	(108)
	\$5,246	\$4,653

The following table summarizes our accounts receivable under U.S. Government contracts and commercial satellite contracts that were not billable or related to outstanding claims as of December 31:

	2005	2004
Unbillable		
Current	\$ 687	\$ 413
Expected to be collected after one year	404	708
	\$1,091	\$1,121
Claims		
Current	\$ 15	\$ 8
Expected to be collected after one year	90	23
	\$ 105	\$ 31

Unbillable receivables on U.S. Government contracts and commercial satellite contracts arise when the sales or revenues based on performance attainment, though appropriately recognized, cannot be billed yet under terms of the contract as of the balance sheet date. Accounts receivable related to claims are items that we believe are earned, but are subject to uncertainty concerning their determination or ultimate realization.

Accounts receivable, other than those described above, expected to be collected after one year are not material.

As of December 31, 2005 and 2004, other accounts receivable included \$621 and \$671 of reinsurance receivables held by Astro Ltd., a wholly-owned subsidiary, which operates as a captive insurance company. Currently, Astro Ltd. insures aviation liability, workers compensation, general liability, property, as well as various other smaller risk liability insurances. Other also included \$650 and \$194 at December 31, 2005 and 2004, related to foreign military contracts.

Notes to Consolidated Financial Statements

Note 7 - Inventories

Inventories at December 31 consisted of the following:

	2005	2004
Long-term contracts in progress	\$ 14,194	\$ 12,999
Commercial aircraft programs	7,745	6,072
Commercial spare parts, used aircraft, general stock materials and other, net of reserves	2,235	1,890
	24,174	20,961
Less advances and progress billings	(16,234)	(14,453)
	\$ 7,940	\$ 6,508

As of December 31, 2004 we reclassified performance based payments and payments in excess of inventoriable costs consisting of (\$3,044) of long-term contracts in progress and \$783 of advances and progress billings from Inventories to Advances and billings in excess of related costs on our Consolidated Statements of Financial Position. (See Note 14)

Included in long-term contracts in progress inventories at December 31, 2005, and 2004, are Delta program inventories of \$1,000 and \$900, respectively, that are not currently recoverable from existing orders; however, based on the Mission Manifest (estimated quantities and timing of launch missions for existing and anticipated contracts), we believe we will recover these costs. These costs include deferred production costs and unamortized tooling described below.

As a normal course of our Commercial Airplanes segment production process, our inventory may include a small quantity of airplanes that are completed but unsold. As of December 31, 2005 and 2004, the value of completed but unsold aircraft in inventory was insignificant. Inventory balances included \$234 subject to claims or other uncertainties primarily relating to the A-12 program as of December 31, 2005 and 2004. See Note 24.

Included in commercial aircraft program inventory and directly related to the sales contracts for the production of aircraft are amounts paid or credited in cash or other consideration (early issued sales consideration), to airline customers totaling \$1,080 and \$665 as of December 31, 2005 and 2004. As of December 31, 2005 and 2004, the amount of early issue sales consideration, net of advance of deposits, included in commercial aircraft program inventory amounted to \$194 and \$123, which related to one financially troubled customer; however, we believe these amounts are fully recoverable as of December 31, 2005.

Deferred production costs represent commercial aircraft programs and integrated defense programs inventory production costs incurred on in-process and delivered units in excess of the estimated average cost of such units. As of December 31, 2005 and 2004, all significant excess deferred production costs or unamortized tooling costs are recoverable from existing firm orders for the 777 program. The Delta program costs are not currently recoverable from existing orders; however based on the Mission Manifest (estimated quantities and timing of launch missions for existing and anticipated contracts) we believe we will recover these costs. The deferred production costs and

unamortized tooling included in Commercial Airplane's 777 program and IDS' Delta program inventory are summarized in the following table:

	2005	2004
Deferred production costs:		
777 Program	\$683	\$703
Delta II & IV Programs	271	221
Unamortized tooling:		
777 Program	411	485
Delta II & IV Programs	194	257

As of December 31, 2005 and 2004, the balance of deferred production costs and unamortized tooling related to commercial aircraft programs, except the 777 program, was insignificant relative to the programs' balance-to-go cost estimates.

During the years ended December 31, 2005 and 2004, Commercial Airplanes purchased \$102 and \$298 of used aircraft. Used aircraft in inventories totaled \$66 and \$162 as of December 31, 2005 and 2004.

When our Commercial Airplanes segment is unable to immediately sell used aircraft, it may place the aircraft under an operating lease. It may also finance the sale of new or used aircraft with a short-term note receivable. The carrying amount of the Commercial Airplanes segment used aircraft under operating leases and aircraft sales financed with note receivables included as a component of Customer Financing totaled \$640 and \$958 as of December 31, 2005 and 2004.

During 2002 we were selected by the US Air Force (USAF) to supply 100 767 Tankers and entered into a preliminary agreement with the USAF for the procurement of the 100 Tankers. On January 14, 2005 we announced our plan to recognize pre-tax charges totaling \$275 related to the USAF 767 Tanker program. The charge, which was a result of our quarter and year-end reviews, reflected our updated assessment of securing the specific USAF 767 Tanker contract that was being negotiated, given the continued delay and then likely re-competition of the contract. As a result, as of December 31, 2004, we expensed \$179 (Commercial Airplanes) and \$47 (IDS) related to the USAF 767 Tanker contract for Commercial aircraft programs and Long-term contracts in progress, which was included in Cost of products. As of December 31, 2005, there were no additional costs incurred related to the 767 United States Air Force Tanker program.

Note 8 - Divestitures

On February 28, 2005 we completed the stock sale of Electron Dynamic Devices Inc. (EDD) to L-3 Communications. EDD was a separate legal entity wholly owned by us. The corresponding net assets of the entity were \$45 and a net pre-tax gain of \$25 was recorded in the Launch and Orbital Systems (L&OS) segment of IDS from the sale of the net assets. In addition, there was a related pre-tax loss of \$68 recorded in Accounting differences/eliminations for net pension and other postretirement benefit curtailments and settlements.

On August 2, 2005 we completed the sale of the Rocketdyne Propulsion and Power (Rocketdyne) business to United

Notes to Consolidated Financial Statements

Technologies Corporation for cash proceeds of approximately \$700 under an asset purchase agreement. This divestiture includes assets and sites in California, Alabama, Mississippi, and Florida. The Rocketdyne business primarily develops and builds rocket engines and provides booster engines for the space shuttle and the Delta family as well as propulsion systems for missile defense systems. We recorded the sale in the quarter ending September 30, 2005, and the 2005 net pre-tax gain of approximately \$578, predominantly in the L&OS segment. In addition, we recorded a related pre-tax loss of \$200 for estimated pension and postretirement curtailments and settlements in the fourth quarter of 2005 in our Other segment.

On June 16, 2005, we completed the sale of substantially all of the assets at our Commercial Airplanes facilities in Wichita, Kansas and Tulsa and McAlester, Oklahoma under an asset purchase agreement to a new entity which was subsequently named Spirit Aerosystems, Inc. (Spirit) and is owned by Onex Partners LP. Transaction consideration given to us included cash of approximately \$900, together with the transfer of certain liabilities and long-term supply agreements that provide us with ongoing cost savings. The consolidated net loss on this sale recorded in 2005 was \$287, including pension and postretirement impacts. We recognized a loss of \$103 in 2005 in the Consolidated Statement of Operations as Gain on dispositions, net, of which \$68 was recognized by the Commercial Airplanes segment and \$35 was recognized as Accounting differences/eliminations and Unallocated expense. The remaining loss of \$184 related to estimated pension and postretirement curtailments and settlements, was recorded in our Other segment in the third quarter of 2005.

See Note 21 for discussion of the environmental indemnification provisions of these agreements.

The following table summarizes the asset and liability balances related to the Rocketdyne and Wichita/Tulsa divestitures for 2005:

	Rocketdyne	Wichita/ Tulsa
Assets		
Accounts receivable	\$ 62	
Inventory	72	\$ 467
Property, plant and equipment	96	523
Other assets	3	38
Prepaid pension expense	228	250
	\$ 461	\$ 1,278
Liabilities		
Accounts payable	\$ 14	\$ 48
Employment and other	13	46
Environmental	12	
Accrued retiree health care liability	28	66
	\$ 67	\$ 160

Note 9 - Discontinued Operations - Commercial Financial Services

On May 24, 2004, Boeing Capital Corporation (BCC) entered into a purchase and sale agreement with General Electric Capital Corporation (GECC) to sell substantially all of the assets related to its Commercial Financial Services (CFS) business and the final asset sale closed on December 27, 2004. The assets sold to GECC consisted of leases and financing arrangements which had a carrying value of \$1,872 as of May 31, 2004.

Part of the purchase and sale agreement with GECC includes a loss sharing arrangement for losses that may exist at the end of the initial financing terms of the transferred portfolio assets, or, in some instances, prior to the end of the financing term, such as certain events of default and repossession. The loss sharing arrangement provides that cumulative net losses (if any) are to be shared between BCC and GECC in accordance with the following formula: (i) with respect to the first \$150 of cumulative net losses, BCC is liable to GECC for 80% of the amount thereof (in such event GECC will bear 20% of such losses); (ii) with respect to cumulative net losses between \$150 and \$275, BCC is liable to GECC for 100% of such additional cumulative net losses; and (iii) if cumulative losses exceed \$275, GECC bears 100% of the loss risk above \$275. These provisions effectively limit BCC's exposure to any losses to \$245. In the event there are cumulative net gains on the portfolio, GECC is required to make an earn-out payment to BCC in an amount equal to 80% of such cumulative net gain.

Liability under the loss sharing arrangement was as follows for the years ended December 31:

	2005	2004
Accrued liability at beginning of year	\$90	
Increase in reserve	25	\$90
Payments made to GECC	(34)	
Accrued liability at end of year	\$81	\$90

Operating results of the discontinued operations for the years ended December 31 were as follows:

	2005	2004	2003
Revenues	\$ 3	\$96	\$229
Income from discontinued operations		16	51
Provision for income tax		(6)	(18)
Income from discontinued operations, net of taxes		\$10	\$33
Net (loss) gain on disposal of discontinued operations	\$(12)	\$66	
Benefit (provision) for income taxes	5	(24)	
Net (loss) gain on disposal of discontinued operations, net of taxes	\$ (7)	\$42	

Notes to Consolidated Financial Statements

Note 10 - Customer Financing

Customer financing at December 31 consisted of the following:

	2005	2004
Aircraft financing		
Notes receivable	\$ 2,292	\$2,155
Investment in sales-type/finance leases	3,036	3,799
Operating lease equipment, at cost, less accumulated depreciation of \$881 and \$823	4,617	5,112
Other equipment financing		
Notes receivable	33	44
Operating lease equipment, at cost, less accumulated depreciation of \$106 and \$72	302	294
Less allowance for losses on receivables	(274)	(403)
	\$10,006	\$11,001

The components of investment in sales-type/finance leases at December 31 were as follows:

	2005	2004
Minimum lease payments receivable	\$4,778	\$5,998
Estimated residual value of leased assets	690	833
Unearned income	(2,432)	(3,032)
	\$3,036	\$3,799

Interest rates on fixed-rate notes ranged from 5.99% to 10.60%, and interest rates on variable-rate notes ranged from 4.57% to 10.59%.

Aircraft financing operating lease equipment primarily includes new and used jet and commuter aircraft. At December 31, 2005 and 2004, aircraft financing operating lease equipment included \$11 and \$73 of equipment available for re-lease. At December 31, 2005 and 2004, we had firm lease commitments for \$6 and \$25 of this equipment.

Impaired receivables and the allowance for losses on those receivables consisted of the following at December 31:

	2005	2004
Impaired receivables with no specific impairment allowance	\$1,008	\$1,053
Impaired receivables with specific impairment allowance	503	1,179
Allowance for losses on impaired receivables	51	295

The average recorded investment in impaired receivables as of December 31, 2005, 2004 and 2003, was \$1,196, \$1,940, and \$1,688, respectively. Income recognition is generally suspended for receivables at the date when full recovery of income and principal becomes doubtful. Income recognition is resumed when receivables become contractually current and performance is demonstrated by the customer. Interest income recognized on such receivables during the period in which they were considered impaired was \$90, \$118, and \$106 for the years ended December 31, 2005, 2004 and 2003, respectively.

The change in the allowance for losses on receivables for the years ended December 31, 2005, 2004 and 2003, consisted of

the following:

	Allowance for Losses
Beginning balance-January 1, 2003	\$(301)
Charge to costs and expenses	(214)
Reduction in customer financing assets	111
Ending balance-December 31, 2003	(404)
Charge to costs and expenses	(45)
Reduction in customer financing assets	46
Ending balance-December 31, 2004	\$(403)
Charge to costs and expenses	(73)
Reduction in customer financing assets	202
Ending balance-December 31, 2005	\$(274)

During 2005, BCC recorded charges related to customer financing-related asset impairment charges of \$33 as a result of declines in market values and projected future rents for aircraft and equipment. During 2004, we recorded charges related to customer financing activities of \$42 in operating earnings, which included impairment charges of \$29 (\$27 recorded by BCC). During 2003, we recorded charges related to customer financing activities of \$105 in operating earnings (\$100 recorded by BCC).

Aircraft financing is collateralized by security in the related asset; we have not experienced problems in accessing such collateral. However, the value of the collateral is closely tied to commercial airline performance and may be subject to reduced valuation with market decline. Our financing portfolio has a concentration of 757, 717 and MD-11 aircraft that have valuation exposure. Notes receivable, sales-type/finance leases and operating lease equipment attributable to aircraft financing at December 31 were as follows:

	2005	2004
757 Aircraft (\$958 and \$475 accounted for as operating leases)	\$1,245	\$1,457
717 Aircraft (\$621 and \$596 accounted for as operating leases)	2,490	2,308
MD-11 Aircraft (\$580 and \$687 accounted for as operating leases)	672	833

As of December 31, 2005, the following customers have filed for bankruptcy protection or requested lease or loan restructurings:

	Aircraft Financing		Percentage of Portfolio	
	2005	2004	2005	2004
United Airlines (United)*	\$1,080	\$1,131	11%	10%
ATA Holdings Corp. (ATA)	253	705	3%	6%
Hawaiian Airlines, Inc.*	432	456	4%	4%
Viacao Aerea Rio-Grandense	348	481	3%	4%
Northwest Airlines, Inc. (Northwest)	494	295	5%	3%
Delta Airlines, Inc. (Delta)	118	146	1%	1%

Amounts related to these customers are believed to be fully collectible and are not expected to have a material adverse impact on our earnings, cash flows and/or financial position.

*Customer has emerged from bankruptcy.

Notes to Consolidated Financial Statements

In addition to the customers listed above, some other customers have requested a restructuring of their transactions. BCC has not reached agreement on any other restructuring requests that we believe would have a material adverse effect on our earnings, cash flows and/or financial position.

Scheduled payments on customer financing are as follows:

Year	Principal Payments on Notes Receivable	Sales-Type/ Finance Lease Payments Receivable	Operating Lease Equipment Payments Receivable
2006	\$ 232	\$ 367	\$ 500
2007	230	429	433
2008	368	317	373
2009	160	297	308
2010	172	284	263
Beyond 2010	1,163	3,084	1,267

Customer financing assets we leased under capital leases and have been subleased to others totaled \$200 and \$298 at December 31, 2005 and 2004.

Note 11 - Property, Plant and Equipment

Property, plant and equipment at December 31 consisted of the following:

	2005	2004
Land	\$ 481	\$ 470
Buildings	9,287	9,677
Machinery and equipment	8,750	10,318
Construction in progress	1,174	940
	19,692	21,405
Less accumulated depreciation	(11,272)	(12,962)
	\$ 8,420	\$ 8,443

Depreciation expense was \$1,001, \$1,028 and \$1,005 for the years ended December 31, 2005, 2004 and 2003, respectively. Interest capitalized during the years ended December 31, 2005, 2004 and 2003 totaled \$84, \$71 and \$72, respectively.

Rental expense for leased properties was \$400, \$372 and \$429, respectively, for the years ended December 31, 2005, 2004 and 2003, respectively. These expenses, substantially all minimum rentals, are net of sublease income. Minimum rental payments under operating and capital leases with initial or remaining terms of one year or more aggregated \$1,961 and \$16, net of sublease payments, for the year ended December 31, 2005. Payments, net of sublease amounts, due during the next five years are as follows:

	2006	2007	2008	2009	2010
Operating leases	\$275	\$214	\$156	\$137	\$115
Capital leases	8	8			

Note 12 - Investments

Our investments, which are recorded in either Short-term investments or Investments, consisted of the following at December 31:

	2005	2004
Available-for-sale investments	\$3,304	\$3,229
Investments in operating activities, primarily joint ventures	84	67
Other non-marketable securities	18	73

Investments in available-for-sale debt and equity securities

Our investments in available-for-sale debt and equity securities consisted of the following at December 31:

	2005				2004			
	Cost	Gross Unrealized Gain	Gross Unrealized Loss	Estimated Fair Value	Cost	Gross Unrealized Gain	Gross Unrealized Loss	Estimated Fair Value
Debt: ⁽¹⁾								
Marketable Securities ⁽²⁾	\$3,065		\$(40)	\$3,025	\$2,903		\$(12)	\$2,891
ETCs/EETCs	258	\$26	(15)	269	364		(39)	325
Equity	4	6		10	4	\$9		13
	\$3,327	\$32	\$(55)	\$3,304	\$3,271	\$9	\$(51)	\$3,229

(1)At December 31, 2005 and 2004, \$3,138 and \$325 of these debt securities have been in a continuous unrealized loss position for 12 months or longer.

(2)The portfolio is diversified and highly liquid and primarily consists of investment grade fixed income instruments such as U.S. dollar debt obligations of the United States Treasury, other government agencies, corporations, mortgage-backed and asset-backed securities. The portfolio has an average duration of 1.6 years. We believe that the unrealized losses are not other-than-temporary. We do not have a foreseeable need to liquidate the portfolio and anticipate recovering the full value of the securities either as market conditions improve, or as the securities mature. During the years ended December 31, 2005 and 2004, gross realized gains and losses on these investments were not material.

Notes to Consolidated Financial Statements

On March 4, 2005, we completed the exchange transaction of our investment with Delta in a D tranche Delta Enhanced Equipment Trust Certificate EETC with a carrying value of \$145 and a face value of \$176 for two C tranche Delta EETCs with face values totaling \$176. The assets we received were recorded at their fair values of \$143 and we recorded an asset impairment charge of \$2. On September 14, 2005, Delta filed for Chapter 11 bankruptcy protection. Due to the current financial difficulties of Delta, during the third quarter of 2005, we deemed these investments to be other-than-temporarily impaired. We reduced the carrying value of these investments to their fair value and recorded an asset impairment charge of \$27. This asset impairment charge was offset by the value of other collateral available to us. During the fourth quarter of 2005, based on our assessment of Delta's financial position and planned reorganization, we concluded that these investments continue to be impaired.

As a result of the current financial difficulties of Northwest during the third quarter of 2005, we deemed the Northwest ETC and EETC to be other-than-temporarily impaired. We reduced the carrying value of these investments to their fair value and recorded an asset impairment charge of \$24. During the fourth quarter of 2005, based on our assessment of Northwest's financial position and planned reorganization, we concluded that these investments continue to be impaired.

Our available-for-sale investments include subordinated debt investments in two other EETCs. At December 31, 2005, these investments had estimated fair values totaling \$113. Additionally, due to the commercial aviation market downturn in the United States these securities with unrealized losses totaling \$15 have been in a continuous unrealized loss position for 12 months or longer. Despite the unrealized loss position of these debt securities we concluded that they are not other-than-temporarily impaired. This assessment was based on the value of the underlying collateral to the securities, the term of the securities, our ability to hold the investment until it recovers its carrying value and both internal and third party credit reviews and analysis of the counterparties, principally major domestic airlines. Accordingly, we have concluded that it is probable that we will be able to collect all amounts due according to the contractual terms of these debt securities. For the year ended December 31, 2005, we received all payments contractually required for these remaining debt securities.

At December 31, 2005, our available-for-sale investments included an investment in mandatorily redeemable preferred stock of ATA. During the second quarter of 2004, our assessment of ATA's continued financial difficulties led us to conclude that the unsecured preferred stock investment maturing in 2015 was other-than-temporarily impaired. Accordingly, during 2004, we recorded total pre-tax non-cash charge to asset impairment expense of \$47, resulting in a reduction of the carrying value to zero.

There were no other-than-temporary impairments during the year ended December 31, 2003.

Maturities of available-for-sale debt securities at December 31, 2005, were as follows:

	Amortized Cost	Estimated Fair Value
Due in 1 year or less	\$ 546	\$ 554
Due from 1 to 5 years	1,838	1,802
Due from 5 to 10 years	162	173
Due after 10 years	777	765
	<u>\$3,323</u>	<u>\$3,294</u>

Joint ventures and other investments

On May 2, 2005, we entered into an agreement with Lockheed to create a 50/50 joint venture named United Launch Alliance (ULA). ULA will combine the production, engineering, test and launch operations associated with U.S. government launches of Boeing Delta and Lockheed Martin Atlas rockets. It is expected that ULA will reduce the cost of meeting the critical national security and NASA expendable launch vehicle needs of the United States. The closing of the ULA transaction is subject to government and regulatory approval in the United States and internationally. On August 9, 2005, Boeing and Lockheed received clearance regarding the formation of ULA from the European Commission. On October 24, 2005, the Federal Trade Commission (FTC) requested additional information from us and Lockheed related to ULA in response to the pre-merger notice under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR) submitted by the parties. The FTC's "second request" extends the period that the FTC is permitted to review the transaction under the HSR Act. As a 50/50 joint venture, ULA would be reported as an equity method investment in our IDS segment. We do not expect this agreement to have a material impact to our earnings, cash flows and/or financial position for 2006. If the conditions to closing are not satisfied and the ULA transaction is not consummated by March 31, 2006, either we or Lockheed Martin may terminate the joint venture agreement.

On March 31, 2005, we executed a Purchase and Sale Agreement to sell certain investments in technology related funds and partnerships of \$63 with related capital commitment obligations of \$76 for a purchase price of \$24. During the first quarter of 2005, we recorded an asset impairment charge of \$42 as a result of this agreement, which is included in Other income. We have closed the sale on such investments totaling \$50 with net proceeds of \$15 as of December 31, 2005.

The principal joint venture arrangements as of December 31, 2005 and 2004 are United Space Alliance; HRL Laboratories, LLC; APB Winglets Company, LLC; BATA Leasing, LLC (BATA); and Sea Launch. We have a 50% partnership with Lockheed Martin in United Space Alliance, which is responsible for all ground processing of the Space Shuttle fleet and for space-related operations with the USAF. United Space Alliance also performs modifications, testing and checkout operations that are required to ready the Space Shuttle for launch. We are entitled to 33% of the earnings from HRL Laboratories, LLC, which conducts applied research in the electronics and information

Notes to Consolidated Financial Statements

sciences; and creates new products and services for space, telecommunications, defense and automotive applications. We have a 45% ownership of APB Winglets Company, LLC, which was established for the purposes of designing, developing, manufacturing, installing, certifying, retrofitting, marketing, selling, and providing after-sales support with respect to winglets for retrofit aircraft.

We have a 50% partnership with ATA in BATA, which was established to acquire aircraft and market and lease the aircraft to third-parties. During 2003, we finalized an amendment to the partnership, which gave us majority control in the management of the business and affairs of BATA. As a result, BATA is now consolidated in our financial statements.

The Sea Launch venture, in which we are a 40% partner with RSC Energia (25%) of Russia, Kvaerner ASA (20%) of Norway, and KB Yuzhnoye/PO Yuzhmash (15%) of Ukraine, provides ocean-based launch services to commercial satellite customers. The venture conducted four successful launches for the year ended December 31, 2005. The venture also conducted three successful launches in each of the years ended December 31, 2004 and 2003. Our investment in this venture reflects the recognition of our share of losses reported by Sea Launch in prior years. The venture incurred losses in 2005, 2004 and 2003, due to the relatively low volume of launches, driven by a depressed commercial satellite market. We have financial exposure with respect to the venture, which relates to guarantees by us provided to certain Sea Launch creditors, performance guarantees provided by us to a Sea Launch customer and financial exposure related to advances and other assets reflected in the consolidated financial statements.

We suspended recording equity losses after writing our investment in and direct loans to Sea Launch down to zero and accruing our obligation for third-party guarantees on Sea Launch indebtedness. We are not committed to provide any further financial support to the Sea Launch venture. However, in the event that we do extend additional financial support to Sea Launch in the future, we will recognize suspended losses as appropriate.

During 2003, we recorded a charge of \$55 related to Resource 21, a partnership entered into with three other parties several years ago to develop commercial remote sensing and ground monitoring. The charge resulted from a decision by NASA to not award an imagery contract to Resource 21. During 2003, we also recorded adjustments to equity investments in Ellipso, SkyBridge and Teledesic resulting in the net write down of \$27.

Note 13 - Accounts Payable and Other Liabilities

Accounts payable and other liabilities at December 31 consisted of the following:

	2005	2004
Accounts payable	\$ 5,124	\$ 4,563
Accrued compensation and employee benefit costs	4,165	3,360
Legal, environmental, and other contingencies ^(c)	1,792	1,774
Other accrued insurance liability ^(a)	801	666
Forward loss recognition ^(b)	1,114	1,218
Pension liabilities	649	744
Product warranty liabilities	781	781
Lease and other deposits	431	362
Dividends payable	241	210
Deferred income and guarantee residual values	207	195
Accrued interest	194	285
Other	1,014	711
	\$16,513	\$14,869

(a) Accrued insurance liabilities relating to our wholly-owned captive insurance agencies, Astro Inc. and Astro Ltd.

(b) Forward loss recognition relates primarily to launch and satellite contracts.

(c) Represents items deemed probable and estimable as discussed in Note 24.

Accounts payable included \$204 and \$344 at December 31, 2005 and 2004, attributable to checks written but not yet cleared by the bank.

Payments associated with these liabilities may occur in periods significantly beyond the next twelve months.

Note 14 - Advances and Billings in Excess of Related Costs

We receive advance payments, performance based payments and progress payments from our commercial and government customers. Performance based payments and progress payments have historically been recorded as Inventories, net of advances and progress billings. In 2005, we began classifying performance based payments and progress payments in excess of inventoriable cost in Advances and billings in excess of related costs on the Consolidated Statements of Financial Position and reclassified prior years to conform with our new presentation. As of December 31, 2004, we reclassified \$2,261 of performance based payments and progress payments in excess of inventoriable costs from Inventories to Advances and billings in excess of related costs. See Note 25 for reclassified asset and liability balances as of December 31, 2004 for our IDS segment.

Note 15 - Deferred Lease Income

During 2003 and 2004, we delivered a total of five 767 aircraft to a joint venture named TRM Aircraft Leasing Co. Ltd (TRM), which was established in order to provide financing and arrange for such aircraft to be leased to Japan Airlines. We provided financing of approximately \$42 related to the five aircraft, which in combination with an expense sharing arrangement with TRM, caused us to retain substantial risk of ownership in the aircraft. As a result, we accounted for the

Notes to Consolidated Financial Statements

transaction as operating leases each with a term of seven years and were recognizing rental income over the term of the lease. As of December 31, 2004, the present value of the remaining deferred lease income was \$379, discounted at a rate of 5.0%.

During April 2005, we received full repayment for the financing arrangement from TRM. Additionally, we signed an agreement to eliminate any ongoing obligations for TRM's expenses effective April 28, 2005. As a result, during the second quarter of 2005, we were able to recognize the remaining deferred lease income of \$369 and repayment for the financing arrangement of \$42 as Revenue and charged the remaining net asset value to Cost of services. This transaction resulted in earnings before income taxes of \$63 for the year ended December 31, 2005.

During 2001, we delivered four C-17 transport aircraft to the United Kingdom Royal Air Force (UKRAF), which were accounted for as operating leases. The lease term is seven years, at the end of which the UKRAF has the right to purchase the aircraft for a stipulated value, continue the lease for two additional years or return the aircraft. Concurrent with the negotiation of this lease, we, along with UKRAF, arranged to assign the contractual lease payments to an independent financial institution. We received proceeds from the financial institution in consideration of the assignment of the future lease receivables from the UKRAF. The assignment of lease receivables is non-recourse to us. The initial proceeds represented the present value of the assigned total lease receivables discounted at a rate of 6.6%. As of December 31, 2005 and 2004, the balance of \$269 and \$366 represented the present value of the remaining deferred lease income.

Note 16 - Debt

We have \$3,000 currently available under credit line agreements. BCC is named a subsidiary borrower for up to \$1,500 under these arrangements. Total debt interest incurred, including amounts capitalized, was \$713, \$790, and \$873 for the years ended December 31, 2005, 2004 and 2003, respectively. Interest expense recorded by BCC is reflected as a separate line item on our Consolidated Statements of Operations, and is included in earnings from operations. Total company interest payments were \$671, \$722, and \$775 for the years ended December 31, 2005, 2004 and 2003, respectively. We continue to be in full compliance with all covenants contained in our debt or credit facility agreements, including those at BCC.

On June 6, 2002, BCC established a Euro medium-term note program in the amount of \$1,500. At December 31, 2005 and 2004, BCC had zero debt outstanding under the program such that \$1,500 would normally be available for potential debt issuance. However, debt issuance under this program requires that documentation, information and other procedures relating to BCC and the program be updated within the prior twelve months. In view of BCC's cash position and other available funding sources, BCC determined during 2004 that it was unlikely they would need to use this program in the foreseeable future. The program is thus inactive but available with updated registration statements.

Short-term debt and current portion of long-term debt, consisted of the following:

	At December 31, 2005		At December 31, 2004	
	Consolidated Total	BCC Only	Consolidated Total	BCC Only
Senior Unsecured Debt Securities	\$1,015	\$570	\$1,131	\$437
Capital lease obligations	54	45	71	53
Non-recourse debt and notes	39	4	36	4
Retail notes	77	77	62	62
Other notes	4		21	
	\$1,189	\$696	\$1,321	\$556

Debt consisted of the following:

	December 31, 2005	December 31, 2004
Boeing Capital Corporation debt:		
Non-recourse debt and notes		
3.560%–8.310% notes due through 2013	\$ 80	\$ 84
Senior debt securities		
4.750%–7.380% due through 2013	4,367	4,441
Senior medium-term notes		
4.760%–7.640% due through 2023	909	1,345
Capital lease obligations		
1.670%–7.000% due through 2015	194	280
Retail notes		
3.250%–6.350% due through 2013	772	874
Subtotal Boeing Capital Corporation debt	\$6,322	\$7,024
Other Boeing debt:		
Non-recourse debt and notes		
Enhanced equipment trust	\$ 477	\$ 509
Unsecured debentures and notes		
200, 7.875% due Feb. 15, 2005		200
199, 0.000% due May 31, 2005*		195
300, 6.625% due Jun. 1, 2005		299
250, 6.875% due Nov. 1, 2006	250	250
175, 8.100% due Nov. 15, 2006	175	175
350, 9.750% due Apr. 1, 2012	349	349
600, 5.125% due Feb. 15, 2013	598	597
400, 8.750% due Aug. 15, 2021	398	398
300, 7.950% due Aug. 15, 2024 (puttable at holder's option on Aug. 15, 2012)	300	300
250, 7.250% due Jun. 15, 2025	247	247
250, 8.750% due Sep. 15, 2031	248	248
175, 8.625% due Nov. 15, 2031	173	173
400, 6.125% due Feb. 15, 2033	393	393
300, 6.625% due Feb. 15, 2038	300	300
100, 7.500% due Aug. 15, 2042	100	100
175, 7.875% due Apr. 15, 2043	173	173
125, 6.875% due Oct. 15, 2043	125	125
Senior medium-term notes		
7.460% due through 2006	20	20
Capital lease obligations due through 2009	17	36
Other notes	62	89
Subtotal other Boeing debt	\$ 4,405	\$ 5,176
Total debt	\$10,727	\$12,200

*The \$199 note due May 31, 2005, was a promissory note to FlightSafety International for the purchase of its 50% interest in Altheon, formerly FlightSafety Boeing Training International (FSBTI). The promissory note carried a zero percent interest rate.

Notes to Consolidated Financial Statements

At December 31, 2005, \$194 of BCC debt was collateralized by portfolio assets and underlying equipment totaling \$200. The debt consists of the 1.67% to 7.00% notes due through 2015.

Maturities of long-term debt for the next five years are as follows:

	2006	2007	2008	2009	2010
BCC	\$ 696	\$1,323	\$701	\$526	\$661
Other Boeing	493	45	26	20	19
	\$1,189	\$1,368	\$727	\$546	\$680

In 2004, BCC redeemed \$1,000 face value of its outstanding senior notes, which had a carrying value of \$999. BCC recognized a loss of \$42 related to this early debt redemption which consisted of a \$52 prepayment penalty for early redemption offset by \$10 related to the amount by which the fair value of our hedged redeemed debt exceeded the carrying value of our hedged redeemed debt.

Financing activities

On March 23, 2004, we filed a shelf registration with the SEC for \$1,000 for the issuance of debt securities and underlying common stock. The entire amount remains available for potential debt issuance. BCC has \$3,421 that remains available from shelf registrations filed with the SEC.

Note 17 - Postretirement Plans

We have various pension plans covering substantially all employees. We fund all our major pension plans through trusts. The key objective of holding pension funds in a trust is to satisfy the retirement benefit obligations of the pension plans. Pension assets are placed in trust solely for the benefit of the pension plans' participants, and are structured to maintain liquidity that is sufficient to pay benefit obligations as well as to keep pace over the long term with the growth of obligations for future benefit payments.

We also have postretirement benefits other than pensions which consist principally of health care coverage for eligible retirees and qualifying dependents, and to a lesser extent, life insurance to certain groups of retirees. Retiree health care is provided principally until age 65 for approximately half those retirees who are eligible for health care coverage. Certain employee groups, including employees covered by most United Auto Workers bargaining agreements, are provided lifetime health care coverage. We use a measurement date of September 30 for our pension and other postretirement benefit (OPB) plans.

The following shows changes in the benefit obligation, plan assets and funded status of both pensions and OPB. Benefit obligation balances presented below reflect the projected benefit obligation (PBO) for our pension plans, and accumulated postretirement benefit obligations (APBO) for our OPB plans.

Notes to Consolidated Financial Statements

At September 30,	Pensions		Other Postretirement Benefits	
	2005	2004	2005	2004
Change in benefit obligation				
Beginning balance	\$42,781	\$39,931	\$ 8,135	\$ 8,617
Service cost	910	831	147	162
Interest cost	2,457	2,378	454	492
Impact of Medicare Prescription Drug, Improvement and Modernization Act of 2003				(439)
Plan participants' contributions	12	13		
Amendments	270	190		(119)
Actuarial loss/(gain)	2,778	1,656	326	(57)
Settlement/curtailment/acquisitions/dispositions, net	(1,774)	(14)	(503)	(8)
Benefits paid	(2,251)	(2,204)	(502)	(513)
Ending balance	\$45,183	\$42,781	\$ 8,057	\$ 8,135
Change in plan assets				
Beginning balance at fair value	\$38,977	\$33,209	\$ 72	\$ 58
Actual return on plan assets	5,460	4,296	7	6
Company contribution	2,604	3,645	16	16
Plan participants' contributions	12	13		1
Settlement/curtailment/acquisitions/dispositions, net	(1,393)	(43)		
Benefits paid	(2,208)	(2,163)	(13)	(9)
Exchange rate adjustment	32	20		
Ending balance at fair value	\$43,484	\$38,977	\$ 82	\$ 72
Reconciliation of funded status to net amounts recognized				
Funded status-plan assets less than projected benefit obligation	\$ (1,699)	\$ (3,804)	\$ (7,976)	\$ (8,063)
Unrecognized net actuarial loss	12,989	13,756	2,333	2,676
Unrecognized prior service costs	1,368	1,365	(557)	(762)
Adjustment for fourth quarter contributions	10	752	141	135
Net amount recognized	\$12,668	\$12,069	\$ (6,059)	\$ (6,014)
Amounts recognized in statement of financial position consist of:				
Prepaid benefit cost	\$13,251	\$12,588		
Intangible asset	66	225		
Accumulated other comprehensive loss	2,948	3,169		
Accounts payable and other liabilities	(649)	(744)	\$ (70)	\$ (55)
Accrued retiree health care			(5,989)	(5,959)
Accrued pension plan liability	(2,948)	(3,169)		
Net amount recognized	\$12,668	\$12,069	\$ (6,059)	\$ (6,014)

The decrease in the minimum pension liability included in Other comprehensive loss was \$221 at December 31, 2005 and \$3,460 at December 31, 2004. The tax effect on accumulated other comprehensive loss of \$2,948 and \$3,169 as of December 31, 2005 and 2004 was \$1,098 and \$1,148.

The accumulated benefit obligation (ABO) for all pension plans was \$40,999 and \$38,590 at September 30, 2005 and 2004. Only two of nine major tax qualified pension plans have ABOs

that exceed plan assets at September 30, 2005. The following table shows the key information for plans with ABO in excess of plan assets.

At September 30,	2005	2004
Projected benefit obligation	\$10,638	\$11,405
Accumulated benefit obligation	10,343	11,162
Fair value of plan assets	9,405	10,293

Components of net periodic benefit cost/(income) were as follows:

Year ended December 31,	Pensions			Other Postretirement Benefits		
	2005	2004	2003	2005	2004	2003
Components of net periodic benefit cost/(income)						
Service cost	\$ 910	\$ 831	\$ 753	\$147	\$162	\$162
Interest cost	2,457	2,378	2,319	454	492	533
Expected return on plan assets	(3,515)	(3,378)	(3,403)	(7)	(6)	(5)
Amortization of net transition asset			(1)			
Amortization of prior service costs	185	180	169	(110)	(102)	(61)
Recognized net actuarial loss/(gain)	714	379	83	161	188	175
Settlement/curtailment loss/(gain)	552	61	13	(96)		2
Net periodic benefit cost/(income)	\$1,303	\$ 451	\$ (67)	\$549	\$734	\$806

Notes to Consolidated Financial Statements

Settlement and curtailment losses/(gains) are primarily due to divestitures. See Note 8.

The Medicare Prescription Drug, Improvement and Modernization Act of 2003 reduced our APBO by \$439 as of September 30, 2004. On January 21, 2005, the Centers for Medicare and Medicaid Services released final regulations implementing the Medicare Prescription Drug, Improvement, and Modernization Act of 2003. The final regulations provide for greater flexibility in plan structuring and availability of direct federal subsidy for employer sponsored Medicare Health Maintenance Organization (HMO) plans than originally anticipated, resulting in a reduction to our APBO of \$156 at September 30, 2005. These reductions/actuarial gains are amortized over the expected average future service of current employees.

Assumptions

At September 30,	2005	2004	2003	2002
Discount rate: pension and OPB	5.50%	5.75%	6.00%	6.50%
Expected return on plan assets	8.50%	8.50%	8.75%	9.00%
Rate of compensation increase	5.50%	5.50%	5.50%	5.50%

In 2005, we modified our method of determining the discount rate. The key change in method is that the discount rate for each individual pension plan will be determined separately based on the duration of each plan's liabilities. Prior to 2005 we determined a single discount rate applicable to all our postretirement benefit plans. The method change was largely attributable to divergence in the characteristics of the populations of our various plans over the last few years resulting from changes within the company and between the plans, including transfers, layoffs and divestitures. The new method continues to include a matching of the plans' expected future benefit payments against a yield curve developed using all high quality, non-callable bonds in the Bloomberg index as of the measurement date, omitting bonds with the ten percent highest and the ten percent lowest yields. The disclosed rate is the average rate for all the plans, weighted by the projected benefit obligation. As of September 30, 2005, the weighted average was 5.50%, and the rates for individual plans ranged from 5.00% to 6.00%.

The pension fund's expected return on assets assumption is derived from an extensive study conducted by our Trust Investments group and its actuaries on a periodic basis. The study includes a review of actual historical returns achieved by the pension trust and anticipated future long-term performance of individual asset classes with consideration given to the related investment strategy. While the study gives appropriate consideration to recent trust performance and historical returns, the assumption represents a long-term prospective return. The expected return on plan assets determined on each measurement date is used to calculate the net periodic benefit cost/(income) for the upcoming plan year.

At September 30,	2005	2004
Assumed health care cost trend rates		
Health care cost trend rate assumed next year	9.00%	9.00%
Ultimate trend rate	5.00%	5.00%
Year that trend reached ultimate rate	2013	2009

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. To determine the health care cost trend rates we look at a combination of information including ongoing claims cost monitoring, annual statistical analyses of claims data, reconciliation of forecast claims against actual claims, review of trend assumptions of other plan sponsors and national health trends, and adjustments for plan design changes, workforce changes, and changes in plan participant behavior. A one-percentage-point change in assumed health care cost trend rates would have the following effect:

	1-Percentage Point Increase	1-Percentage Point Decrease
Effect on postretirement benefit obligation	\$712	\$(624)
Effect on total of service and interest cost	62	(53)

Plan Assets

Pension assets totaled \$43,484 and \$38,977 at September 30, 2005 and 2004. Pension assets are allocated with a goal to achieve diversification between and within various asset classes. Pension investment managers are retained with a specific investment role and corresponding investment guidelines. Investment managers have the ability to purchase securities on behalf of the pension fund, and several of them have permission to invest in derivatives, such as equity or bond futures. Derivatives are sometimes used to achieve the equivalent market exposure of owning a security or to rebalance the total portfolio to the target asset allocation. Derivatives are more cost-effective investment alternatives when compared to owning the corresponding security. In the instances in which derivatives are used, cash balances must be maintained at a level equal to the notional exposure of the derivatives.

The actual allocations for the pension assets at September 30, 2005 and 2004, and target allocations by asset category, are as follows:

Asset Category	Percentage of Plan Assets at September 30,		Target Allocations	
	2005	2004	2005	2004
Equity	61%	60%	50%	50%
Debt	31	32	31	31
Real estate	3	3	6	6
Other	5	5	13	13
	100%	100%	100%	100%

Equity includes domestic and international equity securities, such as common, preferred or other capital stock, as well as equity futures, currency forwards and residual cash allocated to the equity managers. Equity includes our common stock in the amounts of \$1,494 (3.38% of plan assets) and \$1,613 (4.19% of plan assets) at September 30, 2005 and 2004. Equity derivatives based on net notional amounts totaled 2.5% and 3.0%

Notes to Consolidated Financial Statements

at September 30, 2005 and 2004.

Debt includes domestic and international debt securities, such as U.S. Treasury securities, U.S. Government agency securities, corporate bonds and commercial paper; cash equivalents; investments in bond derivatives such as bond futures, options, swaps and currency forwards; and redeemable preferred stock and convertible debt. Bond derivatives based on net notional amounts totaled 3.9% and 4.6% of plan assets at September 30, 2005 and 2004.

Most of the trusts' investment managers, who invest in debt securities, invest in "To-Be-Announced" mortgage-backed securities (TBA). A TBA represents a contract to buy or sell mortgage-backed securities to be delivered at a future agreed upon date. TBAs are deemed economically equivalent to purchasing mortgage-backed securities outright, but are often more attractively priced in comparison to traditional mortgage-backed securities. If the investment manager wishes to maintain a certain level of investment in TBA securities, the manager will sell them prior to settlement and buy new TBAs for another future settlement; this approach is termed "rolling". Most of the TBA securities held were related to TBA roll strategies. Debt included \$1,464 and \$1,632 related to TBA securities at September 30, 2005 and 2004.

Real estate includes investments in private real estate investments. The Other category includes private equity investments and hedge funds. Actual investment allocations vary from target allocations due to periodic investment strategy changes and due to the nature of some asset classes such as real estate and private equity where it could take a period of a few years to reach the targets. Additionally, actual and target allocations vary due to the timing of benefit payments or contributions made on or near the measurement date, September 30.

We held \$82 and \$72 in trust fund assets for OPB plans at September 30, 2005 and 2004. Most of these funds are invested in a balanced index fund which is comprised of approximately 60% equities and 40% debt securities. The expected rate of return on these assets does not have a material effect on the net periodic benefit cost.

Cash Flows

Contributions Required pension contributions under Employee Retirement Income Security Act (ERISA) regulations are not expected to be material in 2006. However, we plan to make a discretionary contribution to our plans of \$500 (pre-tax) in the first quarter of 2006. We will evaluate additional contributions later in the year. We expect to contribute approximately \$25 to our OPB plans in 2006.

Estimated Future Benefit Payments The table below reflects the total pension benefits expected to be paid from the plans or from our assets, including both our share of the benefit cost and the participants' share of the cost, which is funded by participant contributions. OPB payments reflect our portion only.

	Pensions	Other Postretirement Benefits
2006	\$2,372	\$ 529
2007	2,436	563
2008	2,495	586
2009	2,551	610
2010	2,614	636
2011-2015	14,527	3,423

Termination Provisions

Certain of the pension plans provide that, in the event there is a change in control of the Company which is not approved by the Board of Directors and the plans are terminated within five years thereafter, the assets in the plan first will be used to provide the level of retirement benefits required by ERISA, and then any surplus will be used to fund a trust to continue present and future payments under the postretirement medical and life insurance benefits in our group insurance benefit programs.

We have an agreement with the U.S. Government with respect to certain pension plans. Under the agreement, should we terminate any of the plans under conditions in which the plan's assets exceed that plan's obligations, the U.S. Government will be entitled to a fair allocation of any of the plan's assets based on plan contributions that were reimbursed under U.S. Government contracts.

401(k)

We provide certain defined contribution plans to all eligible employees. The principal plans are the Company-sponsored 401(k) plans and an unfunded plan for unused sick leave. The expense for these defined contribution plans was \$483, \$468 and \$464 in 2005, 2004 and 2003, respectively.

Note 18 - Share-Based Compensation and Deferred Stock Compensation

On April 28, 2003, the shareholders approved The Boeing Company 2003 Incentive Stock Plan (2003 Plan). The 2003 Plan permits awards of incentive stock options, nonqualified stock options, restricted stock, stock units, Performance Shares, performance units and other incentives to our employees, officers, consultants and independent contractors. The aggregate number of shares of our stock available for issuance under the 2003 Plan will not exceed 30,000,000. Under the terms of the 2003 Plan, no more than an aggregate of 6,000,000 shares are available for issuance as restricted stock awards.

Our 1997 Incentive Stock Plan (1997 Plan) permits the grant of stock options, stock appreciation rights (SARs) and restricted stock awards (denominated in stock or stock units) to employees and contract employees. Under the terms of the plan, 64,000,000 shares are authorized for issuance upon exercise of options, as payment of SARs and as restricted stock awards, of which no more than an aggregate of 6,000,000

Notes to Consolidated Financial Statements

shares are available for issuance as restricted stock awards. This authorization for issuance under the 1997 Plan will terminate on April 30, 2007.

Shares issued as a result of stock option exercise or conversion of stock unit awards will be funded out of treasury shares except to the extent there are insufficient treasury shares in which case new shares will be issued. We believe we currently have adequate treasury shares to meet any requirements to issue shares during 2006.

Share-based plans expense is included in general and administrative expense since it is incentive compensation issued primarily to our executives. The share-based plans expense and related income tax benefit follow:

	2005	2004	2003
Performance Shares	\$723	\$449	\$316
Stock options, other	50	53	69
ShareValue Trust	79	74	71
Share-based plans expense	\$852	\$576	\$456
Income tax benefit	\$253	\$209	\$168

Adoption of SFAS No. 123R

We early adopted the provisions of SFAS No. 123R as of January 1, 2005 using the modified prospective method. Upon adoption of SFAS No. 123R, we recorded an increase in net earnings of \$21, net of taxes of \$12, as a cumulative effect of accounting change due to SFAS No. 123R's requirement to apply an estimated forfeiture rate to unvested awards. Previously we expensed forfeitures as incurred. SFAS No. 123R also resulted in changes in our methods of measuring and amortizing compensation cost of our Performance Shares.

For Performance Shares granted prior to 2005, share-based expense was measured based on the market price of our stock on date of the award and was generally amortized over a five-year period. For Performance Shares granted in 2005, the fair value of each award was measured on the date of grant using

a Monte Carlo simulation model. The Monte Carlo model also computed an expected term for each Performance Share. We changed our valuation method based on further clarification provided in SFAS No. 123R and the fact that our Performance Shares contain a market condition, which should be reflected in the grant date fair value of an award. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying each market condition stipulated in the award grant.

Additionally, prior to the adoption of SFAS No. 123R, we amortized compensation cost for share-based awards over the stated vesting period for retirement eligible employees and, if an employee retired before the end of the vesting period, we recognized any remaining unrecognized compensation cost at the date of retirement. As a result of adopting SFAS No. 123R, for all share-based awards granted after January 1, 2005, we recognize compensation cost for retirement eligible employees over the greater of one year from the date of grant or the period from the date of grant to the employee's retirement eligibility date (non-substantive vesting approach). Had we also applied the non-substantive vesting approach to awards granted prior to 2005, compensation expense would have been \$96 lower, \$59 higher and \$12 lower for the years ended December 31, 2005, 2004 and 2003.

Performance Shares

Performance Shares are stock units that are convertible to common stock, on a one-to-one basis, contingent upon stock price performance. If, at any time up to five years after award, the stock price reaches and maintains for twenty consecutive days a price equal to stated price growth targets, a stated percentage (up to 125%) of the Performance Shares awarded are vested and convertible to common stock. The following table shows the cumulative vesting percentages based on the cumulative growth rate of the stock above the stock price at the grant date for performance shares awarded in 2001 and 2002:

Cumulative Growth	61.0%	68.5%	76.2%	84.2%	92.5%	101.1%
Cumulative Vesting	25%	40%	55%	75%	100%	125%

Cumulative stock price growth targets and vesting percentages for 2003, 2004 and 2005 awards follow:

Cumulative Growth	40%	50%	60%	70%	80%	90%	100%	110%	120%	125%
Cumulative Vesting	15%	30%	45%	60%	75%	90%	100%	110%	120%	125%

Performance Shares not converted to common stock expire five years after the date of the award. Awards may vest based on total shareholder return as follows:

- ▶ For 2001 and 2002 awards, up to 100% of the award may vest if our total shareholder return (stock price appreciation plus dividends) during the five-year period exceeds the average total shareholder return of the S&P 500 over the same period.
- ▶ For 2003 and 2004 awards, up to 125% of the award may vest based on an award formula using the total shareholder return performance relative to the S&P 500.

- ▶ For 2005 award, up to 125% of the award may vest based on an award formula using the total shareholder return performance relative to the S&P 100 and the five-year Treasury Bill rate.

In the event a participant's employment terminates due to retirement, layoff, disability, or death, the participant (or beneficiary) continues to participate in Performance Shares awards that have been outstanding for at least one year. In all other cases, participants forfeit unvested awards if their employment terminates.

Notes to Consolidated Financial Statements

The following tables summarize information about Performance Shares activity:

	December 31, 2005
(Shares in thousands)	Shares
Number of Performance Shares:	
Outstanding at beginning of year	28,623
Granted	8,134
Transferred	2,266
Dividend	439
Converted or deferred	(10,543)
Forfeited	(1,148)
Canceled or expired	(2,912)
Outstanding at end of year	24,859
Outstanding at end of year not contingent on future employment	11,392

The above table does not include the maximum number of shares contingently issuable under the Plans. Additional shares of 7,335,493 could be transferred in and converted or deferred if Plan vestings exceed 100%. Additionally, future deferred vestings that are eligible for the 25% matching contribution could result in the issuance of an additional 1,837,712 shares.

The following table provides additional information regarding convertible and converted or deferred Performance Shares.

(Shares in thousands)					
Grant Date	Expiration Date	Weighted Average Grant Date Fair Value	Shares Convertible at December 31, 2005	Shares Converted or Deferred during 2005	Total Market Value of Converted or Deferred Shares
2/26/2001	2/26/2006	\$62.76	5,896		
2/25/2002	2/25/2007	44.94	5,625		
2/24/2003	2/24/2008	30.27		5,688	\$351
2/23/2004	2/23/2009	43.53	5,991	4,855	322
2/28/2005	2/28/2010	33.05	7,347		

For years ended December 31, 2005 and 2004, we recorded an additional \$124 and \$57 of compensation expense due to accelerating amortization of compensation cost for those Performance Shares converted to common stock or deferred as stock or cash at the employees' election.

As discussed above, Performance Shares granted in 2005 were measured on the date of grant using a Monte Carlo model. Additionally, certain Performance Shares that have a cash settlement feature are remeasured quarterly beginning September 30, 2005. The key assumptions used for valuing Performance Shares in 2005 follow:

Grant Year	Measurement Date	Weighted Average Expected Volatility	Expected Dividend Yield	Risk Free Interest Rate	Stock Beta
2001-2005	12/31/2005	23.0%	1.6%	4.38-4.43%	0.98
2001-2005	9/30/2005	27.6%	1.7%	3.93-4.18%	0.92
2005	2/28/2005	27.8%	1.9%	4.00%	1.03

Weighted average expected volatility is based on recent volatility levels implied by actively traded option contracts on our common stock and the historical volatility levels on our com-

mon stock. Expected dividend yield is based on historical dividend payments. Risk free interest rate reflects the yield on the zero coupon U.S. Treasury based on the Performance Shares' remaining contractual term. Stock beta is a measure of how our stock price moves relative to the market as a whole. The fair value of the 2005 Performance Shares is amortized over the expected term of each award. The expected term of 1 to 4 years for each award granted is derived from the output of the valuation model and represents the median time required to satisfy the conditions of the award, adjusted for the effect of retiree eligible participants. Each price growth target has a different expected term, resulting in the range of values provided.

At December 31, 2005, there was \$515 of unrecognized compensation cost related to the Performance Share plan which is expected to be recognized over a weighted average period of 2.1 years. In connection with Performance Shares that have not met the market conditions, we reclassified \$288 from Additional paid-in capital to Other liabilities and recognized a cumulative adjustment to General and administrative expense of \$88 during 2005. Additionally, effective December 31, 2005, we modified our deferred stock compensation plan to require all Performance Shares that were unvested and deferred as stock units to be settled in stock. We also gave participants in our deferred stock compensation plan a one-time opportunity to cancel their deferral election for unvested Performance Shares or to change their deferral election for unvested Performance Shares to a deferred interest account. As a result, we reclassified \$213 from Other liabilities to Additional paid-in capital at December 31, 2005, for unvested Performance Shares deferred as stock units and for unvested Performance Shares no longer being deferred. These modifications resulted in no incremental compensation cost. For participants who had deferred unvested Performance Shares in stock units and cancelled or changed their deferral election effective December 31, 2005, we reversed \$13 of previously recorded compensation expense related to the 25% matching contribution which was forfeited. 268 employees were affected by the modification.

Stock options

Options have been granted with an exercise price equal to the fair market value of our stock on the date of grant and expire ten years after the date of grant. Vesting is generally over a five-year service period with portions of a grant becoming exercisable at one year, three years and five years after the date of grant. In the event an employee has a termination of employment due to retirement, layoff, disability or death, the employee (or beneficiary) immediately vests in grants that have been outstanding for at least one year.

Notes to Consolidated Financial Statements

The following table summarizes the activity of stock options issued to directors, officers and other employees:

December 31, 2005				
(Shares in thousands)	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in millions)
Number of shares under option:				
Outstanding at beginning of year	24,727	\$44.49		
Granted	4	67.53		
Exercised	(8,216)	42.68		
Forfeited	(107)	43.35		
Expired	(50)	46.02		
Outstanding at end of year	16,358	45.40	4.15	\$406
Exercisable at end of year	13,660	\$46.20	3.60	\$328

The total intrinsic value of options exercised was \$170, \$44 and \$11 during the years ended December 31, 2005, 2004 and 2003. Cash received from options exercised for the years ended December 31, 2005, 2004 and 2003 was \$348, \$98 and \$18 with a related tax benefit of \$59, \$13 and \$3 derived from the compensation deductions resulting from these option exercises. Stock options granted during 2005, 2004, and 2003 were not material. At December 31, 2005, there was \$6 of total unrecognized compensation cost related to the Stock Option plan which is expected to be recognized over a weighted average period of 2.2 years.

The fair value of stock-based compensation awards granted was estimated using a binomial option-pricing model with the following assumptions:

Grant Year	Grant Date	Expected Life	Expected Volatility	Dividend Yield	Risk Free Interest Rate	Weighted-Average Grant Date Fair Value
2005	8/23/05	9 years	29%	1.5%	4.2%	\$25.01
2004	12/17/04	9 years	31%	1.1%	4.2%	18.60
2003	9/29/03	9 years	31%	1.1%	4.1%	13.76

ShareValue Trust

The ShareValue Trust, established effective July 1, 1996, is a 14-year irrevocable trust that holds our common stock, receives dividends and distributes to employees the appreciation in value above a 3% per annum threshold rate of return. The total compensation expense to be recognized over the life of the trust was determined using a binomial option-pricing model and was not affected by adoption of SFAS No.123R.

The Trust was split between two funds, "fund 1" and "fund 2", upon its initial funding. Each fund consists of investment periods which result in overlapping periods as follows:

Period 1 (fund 1): July 1, 1996 to June 30, 1998
 Period 2 (fund 2): July 1, 1996 to June 30, 2000
 Period 3 (fund 1): July 1, 1998 to June 30, 2002
 Period 4 (fund 2): July 1, 2000 to June 30, 2004
 Period 5 (fund 1): July 1, 2002 to June 30, 2006
 Period 6 (fund 2): July 1, 2004 to June 30, 2008
 Period 7 (fund 1): July 1, 2006 to June 30, 2010

An initial investment value is established for each investment period based on the lesser of either (1) fair market value of the fund or (2) the prior ending balance of that fund. This amount is then compounded by the 3% per annum to determine the threshold amount that must be met for that investment period. At the end of the investment period, the value of the investment in excess of the threshold amount will result in a distribution to participants. A distribution is proportionally distributed in the ratio each participant's number of months of participation relates to the total number of months earned by all participants in the investment period. At December 31, 2005, the Trust held 39,593,463 shares of our common stock in the two funds.

On June 30, 2004, the market value of fund 2 exceeded \$913 (the threshold representing a 3% per annum rate of return). Based on the average stock price of \$50.825 as of June 30, 2004, the market value of fund 2 exceeded the threshold by \$143 resulting in a distribution to participants. The distribution was paid in Boeing common stock, except for partial shares, distributions to foreign employees and beneficiaries of deceased participants, which were paid in cash. After employee withholding taxes, approximately 1.7 million shares of common stock were distributed to participants. These transactions were recorded as a deduction from additional paid-in capital.

If on June 30, 2006, the market value of fund 1 exceeds \$1,004, the amount in excess of the threshold will be distributed to employees in shares of common stock. Similarly, if on June 30, 2008, the market value of fund 2 exceeds \$1,028, the amount in excess of the threshold will be distributed to employees in shares of common stock.

The ShareValue Trust is accounted for as a contra-equity account and stated at market value. Market value adjustments are offset to additional paid-in capital. At December 31, 2005, there was \$325 of total unrecognized compensation cost related to the ShareValue Trust which is expected to be recognized over a period of 4.5 years.

Other stock unit awards

The total number of stock unit awards that are convertible only to common stock and not contingent upon stock price were 2,037,438, 2,019,250 and 1,910,293 at December 31, 2005, 2004 and 2003.

Notes to Consolidated Financial Statements

Deferred Stock Compensation

We had issued 12,913,910 and 10,343,380 stock units as of December 31, 2005 and 2004 that are convertible to either stock or a cash equivalent, of which 12,401,316 and 9,549,837 are vested as of December 31, 2005 and 2004, and the remainder generally vest with employee service through retirement. These stock units which principally represent a method of deferring employee compensation are stated at market value and re-measured at each balance sheet date. Market value adjustments are recorded within General and administrative expense and stated as liabilities based upon the current stock price. Total expense related to deferred stock compensation was \$265, \$72, and \$68 in 2005, 2004, and 2003, respectively. Additionally, for employees who elect to defer their compensation in stock units, the Company will match 25% of the deferral in additional stock units. Upon retirement, the 25% match may be settled in cash or stock; however, effective January 1, 2006 all matching contributions will be settled in stock. As a result, we reclassified \$102 from Other liabilities to Additional paid-in capital at December 31, 2005 related to the 25% matching contribution. This modification resulted in no incremental compensation.

Note 19 - Shareholders' Equity

In December 2000, a stock repurchase program was authorized by our Board of Directors, authorizing the repurchase of up to 85 million shares of our stock. In June 2005, repurchase of an additional 40 million shares was authorized. We repurchased 45,217,300 and 14,708,856 shares during the years ended December 31, 2005 and 2004. We did not repurchase any shares during the year ended December 31, 2003. At December 31, 2005 24.3 million shares may still be purchased under the program.

20 million shares of authorized preferred stock remain unissued.

Note 20 - Derivative Financial Instruments

Derivative and hedging activities

We are exposed to a variety of market risks, including the effects of changes in interest rates, foreign currency exchange rates and commodity prices. These exposures are managed, in part, with the use of derivatives. The following is a summary of our uses of derivatives and the effects of these uses on the consolidated financial statements.

Cash flow hedges

Our cash flow hedges include certain interest rate swaps, cross currency swaps, foreign currency forward contracts, foreign currency option contracts and commodity purchase contracts. Interest rate swap contracts under which we agree to pay fixed rates of interest are designated as cash flow hedges of variable-rate debt obligations. We use foreign currency forward contracts to manage currency risk associated with certain forecasted transactions, specifically sales and purchase commitments made in foreign currencies. Our foreign currency forward

contracts hedge forecasted transactions principally occurring up to five years in the future. We use commodity derivatives, such as fixed-price purchase commitments, to hedge against potentially unfavorable price changes for items used in production. These include commitments to purchase electricity at fixed prices through December 2007. The changes in fair value of the percentage of the commodity derivatives that are not designated in a hedging relationship are recorded in earnings immediately. There were no significant changes in fair value reported in earnings for the years ended December 31, 2005, 2004 and 2003.

At December 31, 2005 and 2004, net gains of \$32 and \$35 (net of tax) were recorded in Accumulated other comprehensive loss associated with our cash flow hedging transactions. Ineffectiveness for cash flow hedges was insignificant for the years ended December 31, 2005, 2004 and 2003. For the years ended December 31, 2005, 2004 and 2003, gains/(losses) of \$3, (\$16), and (\$20), respectively, (net of tax) were reclassified to cost of products and services. Based on our current portfolio of cash flow hedges, we expect to reclassify to cost of products and services a gain of \$23 (net of tax) during the next year.

Fair value hedges

Interest rate swaps under which we agree to pay variable rates of interest are designated as fair value hedges of fixed-rate debt. The net change in fair value of the derivatives and the hedged items is reported in earnings. Ineffectiveness related to the interest rate swaps was insignificant for the years ended December 31, 2005, 2004 and 2003.

For the years ended December 31, 2005, 2004 and 2003, \$12, \$24, and \$13 of gains related to the basis adjustment of certain terminated interest rate swaps and forward-starting interest rate swaps were amortized to earnings.

Derivative financial instruments not receiving hedge accounting treatment

We also hold certain non-hedging instruments, such as interest exchange agreements, interest rate swaps, warrants, and foreign currency forward contracts. The changes in fair value of these instruments are recorded in earnings. For the years ended December 31, 2005, 2004 and 2003, these non-hedging instruments resulted in gains of \$11, \$19, and \$38, respectively.

We held forward-starting interest rate swap agreements to fix the cost of funding a firmly committed lease for which payment terms are determined in advance of funding. During the year ended December 31, 2003, the forward starting interest rate swaps no longer qualified for fair value hedge accounting treatment. As a result, we recognized a pre-tax charge of \$21. For the year ended December 31, 2003, ineffectiveness loss of \$1 was recorded in BCC interest expense related to the forward-starting interest rate swaps.

Notes to Consolidated Financial Statements

Note 21 - Arrangements with Off-Balance Sheet Risk

We enter into arrangements with off-balance sheet risk in the normal course of business, as discussed below. These arrangements are primarily in the form of guarantees, EETCs and ETC, and product warranties.

Third-party guarantees

The following tables provide quantitative data regarding our third-party guarantees. The maximum potential payments represent a "worst-case scenario," and do not necessarily reflect our expected results. Estimated proceeds from collateral and recourse represent the anticipated values of assets we could liquidate or receive from other parties to offset our payments under guarantees. The carrying amount of liabilities recorded on the Consolidated Statements of Financial Position reflects our best estimate of future payments we may incur as part of fulfilling our guarantee obligations.

As of December 31, 2005	Maximum Potential Payments	Estimated Proceeds from Collateral/ Recourse	Carrying Amount of Liabilities*
Contingent repurchase commitments	\$4,067	\$4,059	
Residual value guarantees	352	288	\$ 15
Credit guarantees related to the Sea Launch venture	490	294	196
Other credit guarantees	41	13	8
Performance guarantees	48	21	1

*Amounts included in Accounts payable and other liabilities

As of December 31, 2004	Maximum Potential Payments	Estimated Proceeds from Collateral/ Recourse	Carrying Amount of Liabilities*
Contingent repurchase commitments	\$3,751	\$3,743	
Residual value guarantees	408	296	\$ 12
Credit guarantees related to the Sea Launch venture	510	306	204
Other credit guarantees	60	19	10
Performance guarantees	64	21	1
Equipment trust certificates	28		

*Amounts included in Accounts payable and other liabilities

Contingent repurchase commitments In conjunction with signing a definitive agreement for the sale of new aircraft (Sale Aircraft), we have entered into contingent repurchase commitments with certain customers wherein we agree to repurchase the Sale Aircraft at a specified price, generally ten years after delivery of the Sale Aircraft. Our repurchase of the Sale Aircraft is contingent upon a future, mutually acceptable agreement for the sale of additional new aircraft.

Residual value guarantees We have issued various residual value guarantees principally to facilitate the sale of certain commercial aircraft. Under these guarantees, we are obligated to

make payments to the guaranteed party if the related aircraft or equipment fair values fall below a specified amount at a future time. These obligations are collateralized principally by commercial aircraft and expire in 3 to 13 years.

Credit guarantees related to the Sea Launch venture We have issued credit guarantees to creditors of the Sea Launch venture, of which we are a 40% partner, to assist the venture in obtaining financing. Under these credit guarantees, we are obligated to make payments to a guaranteed party in the event that Sea Launch does not make its loan payments. We have substantive guarantees from the other venture partners, who are obligated to reimburse us for their share (in proportion to their Sea Launch ownership percentages) of any guarantee payment we may make related to the Sea Launch obligations. These guarantees expire within the next 10 years.

Other credit guarantees In addition, we have issued credit guarantees, principally to facilitate the sale of commercial aircraft. Under these arrangements, we are obligated to make payments to a guaranteed party in the event that lease or loan payments are not made by the original debtor or lessee. A substantial portion of these guarantees has been extended on behalf of original debtors or lessees with less than investment-grade credit. Our commercial aircraft credit-related guarantees are collateralized by the underlying commercial aircraft. Current outstanding credit guarantees expire within the next 10 years.

Performance guarantees We have outstanding performance guarantees issued in conjunction with joint venture investments. Pursuant to these guarantees, we would be required to make payments in the event a third-party fails to perform specified services. We have guarantees from the other venture partners, who are obligated to reimburse us for a portion of any guarantee payments we may make related to the performance guarantee. Current performance guarantees expire within the next 12 years.

Equipment trust certificate Relating to our ETC, we had potential obligations of \$28 as of December 31, 2004 relating to shortfall interest payments in the event that the interest rates in the underlying agreements were reset below levels specified in these agreements. These obligations would have ceased had United defaulted on its interest payments to the trust. These obligations were terminated in 2005.

Indemnifications Our sales agreement for EDD provides indemnification to L-3 Communications for third-party litigation and damages relating to pre-closing environmental contamination. The term of the indemnification is indefinite. Our sales agreement for Rocketdyne contains similar indemnification provisions. As it is impossible to assess whether there will be any third-party litigation or damages in the future or the amounts thereof, we cannot estimate the maximum potential amount of future payments under these guarantees. Therefore, no liability has been recorded.

Notes to Consolidated Financial Statements

Our sales agreement for the sale of our Commercial Airplanes facilities in Wichita, Kansas and Tulsa and McAlester, Oklahoma to Spirit provides indemnification to Spirit for certain environmental contamination that existed on or prior to June 16, 2005, which was the closing date of the sale. Per the agreement, notice must be given by Spirit of this contamination within seven and a half years from the closing date. As it is impossible to assess whether there will be any additional environmental liabilities in the future or the amounts thereof, we cannot estimate the maximum potential amount of future payments under this guarantee. Therefore, no liability has been recorded. (See Note 24.)

Product warranties

We provide product warranties in conjunction with certain product sales. The majority of our warranties are issued by our Commercial Airplanes segment. Generally, aircraft sales are accompanied by a three- to four-year standard warranty for systems, accessories, equipment, parts and software manufactured by us or manufactured to certain standards under our authorization. Additionally, on occasion we have made commitments beyond the standard warranty obligation to correct fleet wide major warranty issues of a particular model. These costs are included in the program's estimate at completion (EAC) and expensed as aircraft are delivered. These warranties cover factors such as non-conformance to specifications and defects in material and design. Warranties issued by our IDS segments principally relate to sales of military aircraft and weapons hardware. These sales are generally accompanied by a six to twelve-month warranty period and cover systems, accessories, equipment, parts and software manufactured by us to certain contractual specifications. These warranties cover factors such as non-conformance to specifications and defects in material and workmanship.

Estimated costs related to standard warranties are recorded in the period in which the related product sales occur. The warranty liability recorded at each balance sheet date reflects the estimated number of months of warranty coverage outstanding for products delivered times the average of historical monthly warranty payments, as well as additional amounts for certain major warranty issues that exceed a normal claims level. The following table summarizes product warranty activity recorded during 2005 and 2004.

	Product Warranty Liabilities*
Beginning balance-January 1, 2004	\$825
Additions for new warranties	114
Reductions for payments made	(252)
Changes in estimates	94
Ending balance-December 31, 2004	781
Additions for new warranties	119
Reductions for payments made	(146)
Changes in estimates	27
Ending balance-December 31, 2005	\$781

*Amounts included in Accounts payable and other liabilities

Material variable interests in unconsolidated entities

Our investments in an ETC, EETCs and other Variable Interest Entities (VIEs) are included within the scope of Revised Interpretation No. 46 (FIN 46(R)), *Consolidation of Variable Interest Entities*. All entities that were required to be consolidated under FIN 46(R) had been previously consolidated and therefore, the adoption of FIN 46(R) had no impact on our consolidated financial statements.

We have investments in an ETC and EETCs, which were acquired between 1999 through 2005. ETCs and EETCs are trusts that passively hold investments in aircraft or pools of aircraft. The ETC and EETCs provide investors with collateral position in the related asset. The ETC provides investors with rights to cash flows from a financial instrument. EETCs provides investors with tranching rights to cash flows from financial instruments. Our investments in an ETC and EETCs do not require consolidation under FIN 46(R). At December 31, 2005, our maximum exposure to economic loss from the ETC and EETCs is limited to our investment balance of \$269.

Accounting losses from our investments in the ETC and EETCs, if any, could differ from period to period. At December 31, 2005, the ETC and EETC transactions we participated in had total assets of \$3,985 and total debt (which is non-recourse to us) of \$3,716. During the year ended December 31, 2005, we recorded revenues of \$36 and cash flows of \$65.

From 1998 through 2005, we provided subordinated loans to certain VIEs that are financial structures commonly utilized by airlines, lenders and loan guarantors, including, for example, the Export-Import Bank of the United States. These VIEs are included in the scope of FIN 46(R); however, only certain VIEs require consolidation. VIE arrangements are utilized to isolate individual transactions for legal liability or tax purposes, or to perfect security interests or for other structuring reasons. We believe that our maximum exposure to economic loss from these non-consolidated VIEs is \$12, which represents our investment balance. At December 31, 2005, VIEs of which we were not the beneficiary, other than the ETC and EETCs noted above, had total assets of \$161 and total debt (which is non-recourse to us) of \$150. During 2005, we recorded revenues of \$1 and cash flows of \$6 related to these VIEs.

Industrial Revenue Bonds

We utilize Industrial Revenue Bonds (IRBs) issued by the City of Wichita to finance the purchase and/or construction of real and personal property at our Wichita site. Tax benefits associated with IRBs include a provision for a ten-year property tax abatement and a sales tax exemption from the Kansas Department of Revenue. We record the property on our Consolidated Statements of Financial Position, along with a capital lease obligation to repay the proceeds of the IRB. We have also purchased the IRBs and therefore are the Bondholder as well as the Borrower/Lessee of the property purchased with the IRB proceeds.

Notes to Consolidated Financial Statements

We also have a similar arrangement in place with the Development Authority of Fulton County, Georgia where we are both borrower and bondholder. Tax benefits associated with these IRBs are the provision of a ten-year partial property tax abatement.

The capital lease obligation and IRB asset are recorded net in the Consolidated Statements of Financial Position pursuant to FIN 39, *Offsetting of Amounts Related to Certain Contracts*. As of December 31, 2005 and 2004, the assets and liabilities associated with the City of Wichita IRBs were \$1,416 and \$2,852, and the amounts associated with the Fulton County IRBs were \$17 and \$19.

Other commitments

As of December 31, 2005 and 2004 we had \$58,532 and \$44,676 of production related purchase obligations not recorded on the Consolidated Statement of Financial Position. Such obligations include agreements for production goods, tooling costs, electricity and natural gas contracts, property, plant and equipment, inventory procurement contracts, and other miscellaneous production related obligations. As of December 31, 2005, the amounts of production related purchase obligations for each of the next five years were as follows: \$24,599 in 2006, \$14,826 in 2007, \$7,234 in 2008, \$5,429 in 2009, and \$3,740 in 2010.

Financing commitments related to aircraft on order, including options, scheduled for delivery through 2012 totaled \$13,496 and \$6,661 as of December 31, 2005 and 2004. We anticipate that not all of these commitments will be utilized and that we will be able to arrange for third-party investors to assume a portion of the remaining commitments, if necessary.

As of December 31, 2005 and 2004, future lease commitments on aircraft and other commitments not recorded on the Consolidated Statements of Financial Position totaled \$371 and \$483. These lease commitments extend through 2020, and our intent is to recover these lease commitments through sublease arrangements. As of December 31, 2005 and 2004, Accounts payable and other liabilities included \$76 and \$89 attributable to adverse commitments under these lease arrangements.

In conjunction with signing a definitive agreement for the sale of new aircraft (Sale Aircraft), we have entered into specified-price trade-in commitments with certain customers that give them the right to trade in their used aircraft for the purchase of Sale Aircraft. The total contractual trade-in value was \$1,395 and \$1,167 as of December 31, 2005 and 2004. Based on the best market information available at the time, it was probable that we would be obligated to perform on trade-in commitments with net amounts payable to customers totaling \$72 and \$116 as of December 31, 2005 and 2004. The estimated fair value of trade-in aircraft related to probable contractual trade-in commitments was \$50 and \$91 as of December 31, 2005 and 2004. Probable losses of \$22 and \$25 have been charged to Cost of products and were included in Accounts payable and

other liabilities as of December 31, 2005 and 2004.

On March 31, 2005, we executed a Purchase and Sale Agreement to sell certain investments in technology related funds and partnerships of \$63 with related capital commitment obligations of \$76. During 2005, we have closed the sale on investments of \$50 reducing the remaining commitment obligations for those being sold to \$13. (See Note 12 for details of the sale.)

McDonnell Douglas Corporation insured its executives with Company Owned Life Insurance (COLI), which are life insurance policies with a cash surrender value. Although we do not use COLI currently, these obligations from the merger with McDonnell Douglas Corporation are still a commitment at this time. We have loans in place to cover costs paid or incurred to carry the underlying life insurance policies. During the third quarter of 2005, we terminated 4 out of 5 outstanding COLI policies. The termination had no material impact on the Consolidated Statements of Operations in 2005. As of December 31, 2005 and 2004, the cash surrender value was \$259 and \$1,468 and the total loans were \$252 and \$1,356. As we have the right to offset the loans against the cash surrender value of the policies, we present the net asset in Other assets on the Consolidated Statements of Financial Position as of December 31, 2005 and 2004.

Commitments for the future purchase of capital assets unpaid at year end were \$1,132 and \$959 for the years ended December 31, 2005 and 2004. The majority of these commitments relate to the development of the Large Cargo Freighter, 787 buildup, and the purchase of computing servers.

Note 22 - Significant Group Concentrations of Risk

Credit risk

Financial instruments involving potential credit risk are predominantly with commercial aircraft customers and the U.S. Government. Of the \$15,252 in Accounts receivable and Customer financing included in the Consolidated Statements of Financial Position as of December 31, 2005, \$9,711 related to commercial aircraft customers (\$221 of Accounts receivable and \$9,490 of Customer financing) and \$2,797 related to the U.S. Government. Of the \$9,490 of aircraft customer financing, \$8,917 related to customers we believe have less than investment-grade credit. AirTran Airways, United, and AMR Corporation were associated with 18%, 11% and 12%, respectively, of our aircraft financing portfolio. Financing for aircraft is collateralized by security in the related asset, and historically we have not experienced a problem in accessing such collateral.

As of December 31, 2005, off-balance sheet financial instruments described in Note 21 predominantly related to commercial aircraft customers. \$12,045 of financing commitments related to aircraft on order including options related to customers we believe have less than investment-grade credit.

Notes to Consolidated Financial Statements

Other risk

The Commercial Airplanes segment is subject to both operational and external business environment risks. Operational risks that can disrupt its ability to make timely delivery of its commercial jet aircraft and meet its contractual commitments include execution of internal performance plans, product performance risks associated with regulatory certifications of its commercial aircraft by the U.S. Government and foreign governments, other regulatory uncertainties, collective bargaining labor disputes, performance issues with key suppliers and subcontractors and the cost and availability of energy resources, such as electrical power. Aircraft programs, particularly new aircraft models, face the additional risk of pricing pressures and cost management issues inherent in the design and production of complex products. Financing support may be provided by us to airlines, some of which are unable to obtain other financing. External business environment risks include adverse governmental export and import policies, factors that result in significant and prolonged disruption to air travel worldwide and other factors that affect the economic viability of the commercial airline industry. Examples of factors relating to external business environment risks include the volatility of aircraft fuel prices, global trade policies, worldwide political stability and economic growth, acts of aggression that impact the perceived safety of commercial flight, escalation trends inherent in pricing our aircraft and a competitive industry structure which results in market pressure to reduce product prices.

In addition to the foregoing risks associated with the Commercial Airplanes segment, the IDS businesses are subject to changing priorities or reductions in the U.S. Government defense and space budget, and termination of government contracts due to unilateral government action (termination for convenience) or failure to perform (termination for default). Civil, criminal or administrative proceedings involving fines, compensatory and treble damages, restitution, forfeiture and suspension or debarment from government contracts may result from violations of business and cost classification regulations on U.S. Government contracts.

The commercial launch and satellite service markets have some degree of uncertainty since global demand is driven in part by the launch customers' access to capital markets. Additionally, some of our competitors for launch services receive direct or indirect government funding. The satellite market includes some degree of risk and uncertainty relating to the attainment of technological specifications and performance requirements.

Risk associated with BCC includes interest rate risks, asset valuation risks, specifically, aircraft valuation risks, and credit and collectibility risks of counterparties.

As of December 31, 2005, approximately 36% of our employees were represented by collective bargaining agreements, none of which expires within one year.

Note 23 - Disclosures about Fair Value of Financial Instruments

The estimated fair value of our Accounts receivable, Accounts payable, Investments, and Notes receivable balances at December 31, 2005 and 2004 approximate their carrying value as reflected in the Consolidated Statements of Financial Position.

As of December 31, 2005 and 2004, the carrying amount of debt, net of capital leases, was \$10,516 and \$11,884 and the fair value of debt, based on current market rates for debt of the same risk and maturities, was estimated at \$11,643 and \$13,198. Our debt is generally not callable until maturity.

With regard to financial instruments with off-balance sheet risk, it is not practicable to estimate the fair value of future financing commitments because there is not a market for such future commitments. Other off-balance sheet financial instruments, including asset-related guarantees, credit guarantees, and interest rate guarantees related to an ETC, are estimated to have a fair value of \$148 and \$165 at December 31, 2005 and 2004.

Note 24 - Contingencies

Legal

Various legal proceedings, claims and investigations related to products, contracts and other matters are pending against us. Most significant legal proceedings are related to matters covered by our insurance. Major contingencies are discussed below.

Government investigations We are subject to various U.S. Government investigations, including those related to procurement activities and the alleged possession and misuse of third-party proprietary data, from which civil, criminal or administrative proceedings could result or have resulted. Such proceedings involve, or could involve claims by the Government for fines, penalties, compensatory and treble damages, restitution and/or forfeitures. Under government regulations, a company, or one or more of its operating divisions or subdivisions, can also be suspended or debarred from government contracts, or lose its export privileges, based on the results of investigations. We believe, based upon current information, that the outcome of any such government disputes and investigations will not have a material adverse effect on our financial position, except as set forth below.

A-12 litigation In 1991, the U.S. Navy notified McDonnell Douglas Corporation (now one of our subsidiaries) and General Dynamics Corporation (the Team) that it was terminating for default the Team's contract for development and initial production of the A-12 aircraft. The Team filed a legal action to contest the Navy's default termination, to assert its rights to convert the termination to one for "the convenience of the Government," and to obtain payment for work done and costs incurred on the A-12 contract but not paid to date. As of December 31, 2005, inventories included approximately \$584

Notes to Consolidated Financial Statements

of recorded costs on the A-12 contract, against which we have established a loss provision of \$350. The amount of the provision, which was established in 1990, was based on McDonnell Douglas Corporation's belief, supported by an opinion of outside counsel, that the termination for default would be converted to a termination for convenience, and that the best estimate of possible loss on termination for convenience was \$350.

On August 31, 2001, the U.S. Court of Federal Claims issued a decision after trial upholding the Government's default termination of the A-12 contract. The court did not, however, enter a money judgment for the U.S. Government on its claim for unliquidated progress payments. In 2003, the Court of Appeals for the Federal Circuit, finding that the trial court had applied the wrong legal standard, vacated the trial court's 2001 decision and ordered the case sent back to that court for further proceedings. This follows an earlier trial court decision in favor of the Team and reversal of that initial decision on appeal.

If, after all judicial proceedings have ended, the courts determine, contrary to our belief, that a termination for default was appropriate, we would incur an additional loss of approximately \$275, consisting principally of remaining inventory costs and adjustments, and, if the courts further hold that a money judgment should be entered against the Team, we would be required to pay the U.S. Government one-half of the unliquidated progress payments of \$1,350 plus statutory interest from February 1991 (currently totaling approximately \$1,210). In that event, our loss would total approximately \$1,548 in pre-tax charges. Should, however, the March 31, 1998 judgment of the United States Court of Federal Claims in favor of the Team be reinstated, we would receive approximately \$1,026, including interest.

We believe that the termination for default is contrary to law and fact and that the loss provision established by McDonnell Douglas Corporation in 1990, which was supported by an opinion from outside counsel, continues to provide adequately for the reasonably possible reduction in value of A-12 net contracts in process as of December 31, 2005. Final resolution of the A-12 litigation will depend upon the outcome of further proceedings or possible negotiations with the U.S. Government.

EELV litigation In 1999, two employees were found to have in their possession certain information pertaining to a competitor, Lockheed, under the EELV Program. The employees, one of whom was a former employee of Lockheed, were terminated and a third employee was disciplined and resigned. On July 24, 2003, the USAF suspended certain organizations in our space launch services business and the three former employees from receiving government contracts as a direct result of alleged wrongdoing relating to possession of the Lockheed information during the EELV source selection in 1998. On March 4, 2005, the USAF lifted the suspension from government contracting of our space launch services business after we entered into an Interim Administrative Agreement. Under the terms of the Interim Administrative Agreement between us and the USAF (the Agreement), the USAF can reinstate the suspension if we

are indicted or convicted in connection with the EELV matter, or if material new evidence is discovered. The Agreement requires periodic reporting to the USAF and also provides for appointment of a Special Compliance Officer responsible for verifying our implementation of remedial measures and compliance with other provisions of the Agreement. We have reimbursed the USAF \$1.9 for costs relating to its investigation and have agreed that certain costs relating to the EELV matter and improvements to our Ethics and Business Conduct Program will be treated as unallowable. The USAF also terminated 7 out of 21 of our EELV launches previously awarded through a mutual contract modification and disqualified the launch services business from competing for three additional launches under a follow-on procurement. The same incident is under investigation by the U.S. Attorney in Los Angeles, who indicted two of the former employees in July 2003. In addition, in June 2003, Lockheed filed a lawsuit in the United States District Court for the Middle District of Florida against us and the three individual former employees arising from the same facts. Subsequently, Lockheed filed an amended complaint which added McDonnell Douglas Corporation and Boeing Launch Services as defendants and sought injunctive relief, compensatory damages in excess of \$2,000 and treble and punitive damages. In August 2004, we filed counterclaims against Lockheed seeking compensatory and punitive damages. In addition, the Department of Justice has informed us that it is considering filing potential civil claims against us relating to the EELV incident and the 2004 guilty pleas of Darlene Druyun and Mike Sears relating to federal employee conflict-of-interest laws. Such claims, if asserted, could be of sufficient magnitude to be material, although it is not possible to determine at this time the likelihood of an adverse outcome.

As discussed in Note 12, on May 2, 2005, we entered into a Joint Venture Agreement with Lockheed to provide launch services to the U.S. Government. Pursuant to the terms of the Joint Venture Agreement and court order, the civil lawsuit has been stayed pending closing of the transaction, whereupon the parties have agreed to immediately dismiss all claims against each other. If the transaction does not close or if the Joint Venture Agreement is terminated according to its terms before April 1, 2006, either party may reinstate its claims against the other. It is not possible at this time to determine whether an adverse outcome would have a material adverse effect on our financial position should the claims be reinstated.

Shareholder derivative lawsuits In September 2003, two virtually identical shareholder derivative lawsuits were filed in Cook County Circuit Court, Illinois, against us as nominal defendant and against each then current member of our Board of Directors. These suits have now been consolidated. The plaintiffs allege that the directors breached their fiduciary duties in failing to put in place adequate internal controls and means of supervision to prevent the EELV incident described above, the July 2003 charge against earnings, and various other events that have been cited in the press during 2003. The lawsuit seeks an unspecified amount of damages against each director, the return of certain salaries and other remunerations and

Notes to Consolidated Financial Statements

the implementation of remedial measures. The Court is currently considering a Motion to Dismiss filed jointly by the individual Board member defendants and us.

In October 2003, a third shareholder derivative action was filed against the same defendants in federal court for the Southern District of New York. This third suit charged that our 2003 Proxy Statement contained false and misleading statements concerning the 2003 Incentive Stock Plan. The lawsuit sought a declaration voiding shareholder approval of the 2003 Incentive Stock Plan, injunctive relief and equitable accounting. This case was dismissed by the court and the U.S. Court of Appeals for the Second Circuit affirmed the dismissal on April 15, 2005. The plaintiff moved for rehearing en banc before the U.S. Court of Appeals for the Second Circuit and that court denied the plaintiff's motion. The plaintiff has filed a notice that it will seek United States Supreme Court review.

It is not possible at this time to determine whether these shareholder derivative actions would have a material adverse effect on our financial position.

Department of Justice Investigation Regarding Darlene Druyun and Mike Sears On November 24, 2003, our Executive Vice President and Chief Financial Officer, Mike Sears, was dismissed for cause as the result of circumstances surrounding the hiring of Darleen Druyun, a former U.S. Government official. Druyun, who had been vice president and deputy general manager of Missile Defense Systems since January 2003, also was dismissed for cause. At the time of our November 24 announcement that we had dismissed the two executives for unethical conduct, we also advised that we had informed the USAF of the actions taken and were cooperating with the U.S. Government in its ongoing investigation. The investigation is being conducted by the U.S. Attorney in Alexandria, Virginia, and the U.S. Department of Defense (U.S. DoD) Inspector General concerning this and related matters. Subsequently, the SEC requested information from us regarding the circumstances underlying dismissal of the two employees. We are cooperating with the SEC's inquiry. In 2004, Druyun and Sears each pleaded guilty to a single conflict-of-interest-related criminal charge arising from Druyun having engaged in employment discussions with Sears more than two weeks prior to disqualifying herself from participating in USAF business involving us. At her sentencing, Druyun and the government asserted that she gave us favorable treatment on the USAF 767 Tanker negotiations, NATO AWACS claim, C-130 AMP Contract award, and C-17 negotiations in 2000, and that this treatment was influenced by employment negotiations and relationships with us. It is not possible to determine at this time what further actions the government authorities might take with respect to this matter, or whether those actions would have a material adverse effect on our financial position.

Securities and Exchange Commission (SEC) Pension Accounting Inquiry On October 13, 2004, the SEC requested information from us in connection with an inquiry concerning

accounting issues involving pension and other postretirement benefits at several companies. We are cooperating with the SEC's inquiry. Although an SEC spokesman has publicly stated that the agency has no evidence of wrongdoing, we cannot predict what actions, if any, the SEC might take with respect to this matter and whether those actions would have a material adverse effect on our financial position.

Employment discrimination litigation We are (or were) a defendant in nine employment discrimination matters filed during the period of June 1998 through January 2005, in which class certification was or is being sought or has been granted. Three matters were filed in the federal court in Seattle; one case was filed in the federal court in Los Angeles; one case was filed in state court in California; one case was filed in the federal court in St. Louis, Missouri; one case was filed in the federal court in Tulsa, Oklahoma; one case was filed in the federal court in Wichita, Kansas; and the final case was filed in the federal court in Chicago. The lawsuits seek various forms of relief including front and back pay, overtime, injunctive relief and punitive damages. We intend to continue our aggressive defense of these cases.

The lawsuits are in varying stages of litigation. One case in Seattle alleging discrimination based on national origin resulted in a verdict for the company following trial and is now on appeal. One case in Seattle alleging discrimination based on gender has been settled. Three cases - one in Los Angeles, one in Missouri, and one in Kansas, all alleging gender discrimination - have resulted in denials of class certification; the decision in the Los Angeles case was affirmed on appeal, the decision in the Kansas case is on appeal, and the Missouri case has been dismissed with prejudice. The case in Oklahoma, also alleging gender discrimination, resulted in the granting of class action status; we have challenged that ruling, and the Oklahoma court is awaiting the ruling in the Kansas appeal before deciding whether the case can proceed to trial. In the second case alleging discrimination based on gender in California, this one in state court, we are seeking to have the case dismissed in light of the successful outcome of the appeal of the denial of class certification in the companion federal court case in Los Angeles. The court certified a limited class in the race discrimination case filed in federal court in Seattle (consisting of heritage Boeing salaried employees only) and after trial on the claim of disparate treatment in promotions the jury returned a verdict in our favor; the court has also ruled in our favor on the claim of disparate impact. The final case, also alleging race discrimination and filed in Chicago, seeks a class of all individuals excluded from the limited class in the Seattle case. We anticipate that the court will determine whether the case can proceed as a class action in late 2006.

BSSI/ICO litigation On August 16, 2004, in response to a draft demand for arbitration from ICO Global Communications (Operations), Ltd. (ICO) seeking return of monies paid by ICO to Boeing Satellite Systems International, Inc. (BSSI) under contracts for manufacture and launch of communications satel-

Notes to Consolidated Financial Statements

lites, BSSI filed a complaint for declaratory relief against ICO in Los Angeles County Superior Court. BSSI's suit seeks a declaratory judgment that ICO's prior termination of the contracts for convenience extinguished all claims between the parties. On September 16, 2004, ICO filed a cross-complaint alleging breach of contract, and other claims, and seeking recovery of all amounts it invested in the contracts, which are alleged to be approximately \$2,000. On October 28, 2005, ICO filed a cross-complaint alleging similar claims against the Company. On November 30, 2005, ICO filed an amended cross-complaint against BSSI asserting the same claims in its original cross-complaint. On January 13, 2006, BSSI filed a cross-complaint against ICO, ICO Global Communications (Holdings) Limited ("ICO Holdings"), ICO's parent, and Eagle River Investments, LLC, parent of both ICO and ICO Holdings, alleging fraud and other claims. We believe that ICO's claims lack merit and intend to aggressively pursue our suit against ICO for declaratory relief and to vigorously defend against ICO's cross-complaint.

It is not possible to determine whether any of the actions discussed would have a material adverse effect on our financial position.

Other contingencies

We are subject to federal and state requirements for protection of the environment, including those for discharge of hazardous materials and remediation of contaminated sites. Such requirements have resulted in our being involved in legal proceedings, claims and remediation obligations since the 1980s.

We routinely assess, based on in-depth studies, expert analyses and legal reviews, our contingencies, obligations and commitments for remediation of contaminated sites, including assessments of ranges and probabilities of recoveries from other responsible parties who have and have not agreed to a settlement and of recoveries from insurance carriers. Our policy is to immediately accrue and charge to current expense identified exposures related to environmental remediation sites based on our best estimate within a range of potential exposure for investigation, cleanup and monitoring costs to be incurred.

The costs incurred and expected to be incurred in connection with such activities have not had, and are not expected to have, a material adverse effect on us. With respect to results of operations, related charges have averaged less than 1% of historical annual revenues. Although not considered likely, should we be required to incur remediation charges at the high level of the range of potential exposure, the additional charges would be less than 3% of historical annual revenues.

Because of the regulatory complexities and risk of unidentified contaminated sites and circumstances, the potential exists for environmental remediation costs to be materially different from the estimated costs accrued for identified contaminated sites. However, based on all known facts and expert analyses, we

believe it is not reasonably likely that identified environmental contingencies will result in additional costs that would have a material adverse impact on our financial position or to our operating results and cash flow trends.

On January 12, 2005, we announced the conclusion of production of the 717 airplane in 2006 due to the lack of overall market demand for the airplane. The last 717 aircraft is expected to be delivered in the second quarter of 2006. The decision is expected to result in total pre-tax charges of approximately \$380, of which \$280 was incorporated in the 2004 fourth quarter and year end results. The remaining balance is primarily made up of \$60 of pension and \$40 of shutdown expenses of which \$7 was expensed in 2005 and the remaining balance will be expensed as incurred. The termination of the 717 line will result in \$380 of cash expenditures that are expected to occur through 2009.

The above charge was determined based on available information in the fourth quarter of 2004. We have revised our estimates accordingly as new information has become available. The change in estimate is included in the program's estimate at completion (EAC).

Termination Liability	December 31, 2004	Payments	Change in estimate	December 31, 2005
Supplier termination	\$171	\$ (1)	\$7	\$177
Production disruption and shutdown related	10		(7)	3
Pension/postretirement related	42		1	43
Severance	28	(13)	4	19
Total	\$251	\$(14)	\$5	\$242

The 747 program accounting quantity was increased by 24 units during 2005 as a result of additional customer orders. In November 2005, we launched the 747 Advanced which included the 747-8 International passenger airplane and the 747-8 Freighter. This launch and additional anticipated firm orders have extended the life of this program and have also solidified product strategy. The probability of making a program completion decision within the next 12 months is remote.

Due to lack of demand for the 757 program, a decision was made in the third quarter of 2003 to complete production of the program. Production of the 757 program ended in October 2004. The last aircraft was delivered in the second quarter of 2005. The vendor termination liability remaining in Accounts payable and other liabilities was reduced from \$121 to \$62 during the twelve months ended December 31, 2005 due to \$73 in payments offset by an increase in estimate of \$14. No future charges related to the 757 airplane program are expected.

Additionally, we have possible material exposures related to the 767 program, also attributable to termination costs that could result from a lack of market demand. Given the timing and changing requirements for new USAF tankers, the prospects for the current 767 production program to extend uninterrupted

Notes to Consolidated Financial Statements

into a USAF tanker contract is becoming less likely. We are continuing to pursue market opportunities for additional 767 sales. Despite the recent orders and the possibility of additional orders, it is still reasonably possible a decision to complete production could be made in 2006. A forward loss is not expected as a result of such a decision but program margins would be reduced.

We have entered into standby letters of credit agreements and surety bonds with financial institutions primarily relating to the guarantee of future performance on certain contracts. Contingent liabilities on outstanding letters of credit agreements and surety bonds aggregated approximately \$3,957 as of December 31, 2005 and approximately \$3,183 at December 31, 2004.

Note 25 - Segment Information

We operate in six principal segments: Commercial Airplanes; A&WS, Network Systems, Support Systems, and L&OS, collectively IDS; and BCC. All other activities fall within the Other segment, principally made up of Boeing Technology, Connexion by BoeingSM and our Shared Services Group. Our primary profitability measurements to review a segment's operating results are earnings from operations and operating margins.

Our Commercial Airplanes operation principally involves development, production and marketing of commercial jet aircraft and providing related support services, principally to the commercial airline industry worldwide.

IDS operations principally involve research, development, production, modification and support of the following products and related systems: military aircraft, both land-based and aircraft-carrier-based, including fighter, transport and attack aircraft with wide mission capability, and vertical/short takeoff and landing capability; helicopters and missiles, space systems, missile defense systems, satellites and satellite launching vehicles, and information and battle management systems. Although some IDS products are contracted in the commercial environment, the primary customer is the U.S. Government.

BCC is primarily engaged in supporting our major operating units by providing selective financing solutions to our customers and managing overall portfolio risk exposures.

Boeing Technology is an advanced research and development organization focused on innovative technologies, improved processes and the creation of new products. Financing activities other than BCC, consisting principally of four C-17 transport aircraft under lease to the UKRAF, are included within the Other segment classification.

While our principal operations are in the United States, Canada, and Australia, some key suppliers and subcontractors are located in Europe and Japan. Sales and other operating revenue by geographic area consisted of the following:

Year ended December 31,	2005	2004	2003
Asia, other than China	\$ 5,576	\$ 6,091	\$ 6,885
China	3,324	1,769	745
Europe	3,622	4,506	3,826
Oceania	1,362	1,032	1,944
Africa	1,011	625	670
Canada	833	644	639
Latin America, Caribbean and other	669	738	607
	16,397	15,405	15,316
United States	38,448	37,052	34,940
Total sales	\$54,845	\$52,457	\$50,256

Commercial Airplanes segment sales were approximately 78%, 77% and 80% of total sales in Europe and approximately 77%, 90% and 90% of total sales in Asia, excluding China, for 2005, 2004 and 2003, respectively. IDS sales were approximately 18%, 20% and 16% of total sales in Europe and approximately 22%, 8% and 8% of total sales in Asia, excluding China, for 2005, 2004 and 2003 respectively. Exclusive of these amounts, IDS sales were principally to the U.S. Government and represented 51%, 56% and 50% of consolidated sales for 2005, 2004 and 2003, respectively. Approximately 6% of operating assets are located outside the United States.

The information in the following tables is derived directly from the segments' internal financial reporting used for corporate management purposes.

Revenues

Year ended December 31,	2005	2004	2003
Commercial Airplanes	\$22,651	\$21,037	\$22,408
Integrated Defense Systems:			
Aircraft and Weapon Systems	11,444	11,394	10,763
Network Systems	11,264	11,221	9,198
Support Systems	5,342	4,881	4,408
Launch and Orbital Systems	2,741	2,969	2,992
Total Integrated Defense Systems	30,791	30,465	27,361
Boeing Capital Corporation	966	959	991
Other	972	549	871
Accounting differences/eliminations	(535)	(553)	(1,375)
Total revenues	\$54,845	\$52,457	\$50,256

Notes to Consolidated Financial Statements

Net earnings

Year ended December 31,	2005	2004	2003
Commercial Airplanes	\$1,432	\$ 753	\$ 707
Integrated Defense Systems:			
Aircraft and Weapon Systems	1,707	1,636	1,420
Network Systems	638	969	645
Support Systems	765	662	455
Launch and Orbital Systems	780	(342)	(1,754)
Total Integrated Defense Systems	3,890	2,925	766
Boeing Capital Corporation	232	183	91
Other	(334)	(535)	(379)
Accounting differences/eliminations	(989)	(403)	(11)
Share-based plans expense	(852)	(576)	(456)
Unallocated expense	(567)	(340)	(320)
Earnings from continuing operations	2,812	2,007	398
Other income, net	301	288	460
Interest and debt expense	(294)	(335)	(358)
Earnings before income taxes	2,819	1,960	500
Income tax (expense)/benefit	(257)	(140)	185
Net earnings from continuing operations	\$2,562	\$1,820	\$ 685
Income from discontinued operations, net of taxes		10	33
Net (loss)/gain on disposal of discontinued operations, net of taxes	(7)	42	
Cumulative effect of accounting change, net of taxes	17		
Net earnings	\$2,572	\$1,872	\$ 718

Depreciation and amortization

Year ended December 31,	2005	2004	2003
Commercial Airplanes	\$ 396	\$ 460	\$ 455
Integrated Defense Systems:			
Aircraft and Weapon Systems	136	118	114
Network Systems	106	97	94
Support Systems	25	16	15
Launch and Orbital Systems	201	214	207
Total Integrated Defense Systems	468	445	430
Boeing Capital Corporation	257	226	217
Other	40	51	49
Unallocated	365	342	267
	\$1,526	\$1,524	\$1,418

Research and development expense

Year ended December 31,	2005	2004	2003
Commercial Airplanes	\$1,302	\$ 941	\$ 676
Integrated Defense Systems:			
Aircraft and Weapon Systems	374	382	360
Network Systems	285	234	195
Support Systems	80	57	59
Launch and Orbital Systems	116	161	232
Total Integrated Defense Systems	855	834	846
Other	48	104	129
Total research and development expense	\$2,205	\$1,879	\$1,651

For segment reporting purposes, we record Commercial Airplanes segment revenues and cost of sales for airplanes transferred to other segments. Such transfers may include airplanes accounted for as operating leases and considered transferred to the BCC segment and airplanes transferred to the IDS segment for further modification prior to delivery to the customer. The revenues and cost of sales for these transfers are eliminated in the Accounting differences/eliminations caption. In the event an airplane accounted for as an operating lease is subsequently sold, the 'Accounting differences/eliminations' caption would reflect the recognition of revenue and cost of sales on the consolidated financial statements.

For segment reporting purposes, we record IDS revenues and cost of sales for only the modification performed on airplanes received from Commercial Airplanes when the airplane is delivered to the customer or at the attainment of performance milestones. The 'Accounting differences/eliminations' caption would reflect the recognition of revenues and cost of sales for the pre-modified airplane upon delivery to the customer or at the attainment of performance milestones.

The Accounting differences/eliminations caption of net earnings includes the impact of cost measurement differences between GAAP and federal cost accounting standards. The table below summarizes the Accounting differences/eliminations line in net earnings.

Accounting differences/eliminations

Year ended December 31,	2005	2004	2003
Pension	\$(846)	\$ 27	\$ 463
Post-retirement	(5)	(285)	(257)
Capitalized interest	(47)	(48)	(53)
Pre-modification aircraft elimination	(10)	15	(128)
Other	(81)	(112)	(36)
Total	\$(989)	\$(403)	\$ (11)

Unallocated expense includes the recognition of an expense or a reduction to expense for deferred stock compensation plans resulting from stock price changes as described in Note 16. The cost attributable to share-based plans expense is not allocated to other business segments except for the portion related to BCC. Unallocated expense also includes corporate costs not allocated to the operating segments. Unallocated depreciation and amortization relates primarily to our Shared Services Group.

Unallocated assets primarily consist of cash and investments, prepaid pension expense, net deferred tax assets, capitalized interest and assets held by our Shared Services Group as well as intercompany eliminations. Unallocated liabilities include various accrued employee compensation and benefit liabilities, including accrued retiree health care, net deferred tax liabilities and income taxes payable. Debentures and notes payable are not allocated to other business segments except for the portion related to BCC. Unallocated capital expenditures relate primarily to Shared Services Group assets and segment assets managed by Shared Services Group, primarily IDS.

Notes to Consolidated Financial Statements

During 2005, all of our IDS segments classified performance based payments and progress payments in excess of inventoriable costs in Advances and billings in excess of related costs on our Consolidated Statements of Financial Position and reclassified prior years to conform with our current presentation. Assets and liabilities shown below are based on our current presentation of including performance based payments and progress payments in excess of inventoriable costs as liabilities (See Note 14).

Segment assets, liabilities, capital expenditures and backlog are summarized in the tables below.

Assets

Year ended December 31,	2005	2004	2003
Commercial Airplanes	\$ 7,209	\$ 7,365	\$ 8,760
Integrated Defense Systems:			
Aircraft and Weapon Systems	3,848	2,955	3,033
Network Systems	4,000	4,078	3,859
Support Systems	1,988	1,665	1,241
Launch and Orbital Systems	5,643	5,459	5,080
Total Integrated Defense Systems	15,479	14,157	13,213
Boeing Capital Corporation	9,216	9,678	12,120
Other	6,671	7,343	3,580
Unallocated	21,483	17,681	17,498
	\$60,058	\$56,224	\$55,171

Liabilities

Year ended December 31,	2005	2004	2003
Commercial Airplanes	\$10,980	\$ 6,933	\$ 5,536
Integrated Defense Systems:			
Aircraft and Weapon Systems	3,599	3,144	3,296
Network Systems	1,213	1,260	1,282
Support Systems	1,013	851	776
Launch and Orbital Systems	2,098	2,389	2,208
Total Integrated Defense Systems	7,923	7,644	7,562
Boeing Capital Corporation	6,859	7,509	9,595
Other	53	804	817
Unallocated	23,184	22,048	23,522
	\$48,999	\$44,938	\$47,032

Capital expenditures

Year ended December 31,	2005	2004	2003
Commercial Airplanes	\$ 622	\$ 374	\$185
Integrated Defense Systems:			
Aircraft and Weapon Systems	204	172	177
Network Systems	117	104	107
Support Systems	30	35	33
Launch and Orbital Systems	90	126	158
Total Integrated Defense Systems	441	437	475
Boeing Capital Corporation			
Other	65	68	16
Unallocated	419	367	160
	\$1,547	\$1,246	\$836

Contractual backlog (unaudited)

Year ended December 31,	2005	2004	2003
Commercial Airplanes	\$124,132	\$ 70,449	\$ 63,929
Integrated Defense Systems:			
Aircraft and Weapon Systems	19,161	18,256	19,352
Network Systems	6,228	10,190	11,715
Support Systems	8,366	6,505	5,882
Launch and Orbital Systems	2,586	4,200	3,934
Total Integrated Defense Systems	36,341	39,151	40,883
	\$160,473	\$109,600	\$104,812

Commercial Airplanes backlog at December 31, 2005 has been reduced by \$7.8 billion to reflect the planned change in accounting for concessions effective January 1, 2006. Had December 31, 2004 reflected this method of accounting, Commercial Airplanes contractual backlog would have been reduced by \$4.9 billion to \$65.5 billion. See Note 1.

Quarterly Financial Data (Unaudited)

	2005				2004			
	4th	3rd	2nd	1st	4th	3rd	2nd	1st
Sales and other operating revenues	\$14,204	\$12,629	\$15,025	\$12,987	\$13,314	\$13,152	\$13,088	\$12,903
Earnings from continuing operations	544	763	818	687	28	511	644	824
Net earnings from continuing operations	464	1,013	571	514	182	438	586	614
Cumulative effect of accounting change, net of taxes	(4)			21				
(Loss) income from discontinued operations, net of taxes					(5)	(1)	7	9
Net (loss) gain of disposal of discontinued operations, net of taxes		(2)	(5)		9	19	14	
Net earnings	460	1,011	566	535	186	456	607	623
Basic earnings per share	0.61	1.28	0.72	0.65	0.24	0.54	0.72	0.77
Cumulative effect of accounting change, net of taxes	(0.01)			0.02				
(Loss) income from discontinued operations, net of taxes					(0.01)		0.01	0.01
Net gain of disposal of discontinued operations, net of taxes					0.01	0.02	0.02	
Basic earnings per share	0.60	1.28	0.72	0.67	0.24	0.56	0.75	0.78
Diluted earnings per share	0.59	1.26	0.70	0.64	0.23	0.54	0.72	0.76
Cumulative effect of accounting change, net of taxes	(0.01)			0.02				
(Loss) income from discontinued operations, net of taxes					(0.01)		0.01	0.01
Net gain of disposal of discontinued operations, net of taxes					0.01	0.02	0.02	
Diluted earnings per share	0.58	1.26	0.70	0.66	0.23	0.56	0.75	0.77
Cash dividends paid per share	0.25	0.25	0.25	0.25	0.20	0.20	0.20	0.17
Market price:								
High	72.40	68.38	66.85	58.94	55.48	55.24	51.49	45.10
Low	63.70	62.01	56.22	49.52	48.10	46.40	40.31	38.04
Quarter end	70.24	67.95	66.00	58.46	51.77	51.62	51.09	41.07

During the fourth quarter of 2005 as a result of our sale of our Rocketdyne business we recognized a net loss of \$200 comprised of a \$228 pension curtailment/settlement loss and other post retirement benefit curtailment gain of \$28.

During the third quarter of 2005, we recognized a net loss of \$184 comprised of a \$250 loss on pension curtailment/settlement and other postretirement benefit curtailment gain of \$66 relating to the Wichita, Tulsa and McAlester sale. We also completed the sale of our Rocketdyne business to United Technologies and recorded a net-pretax gain of \$578. We also received a tax refund of \$537, which resulted in an increase to net income of \$406.

During the second quarter of 2005, Commercial Airplanes completed the sale of its Wichita and Tulsa operations to Spirit for approximately \$900 cash. The sale resulted in a pre-tax, primarily non-cash, charge of \$103.

During the first quarter of 2005, we completed the stock sale of Electron Dynamic Devices Inc. (EDD) to L-3 Communications and we recorded a \$25 gain and in addition recorded a pre-tax loss of \$68 in Accounting differences/eliminations for net pension and other post retirement benefit curtailments and settlements.

During the fourth quarter of 2004, we recognized expenses relating to the USAF 767 Tanker Program of \$275 as well as for the termination of the 717 program of \$280.

During the third quarter of 2004, BCC exercised its right to redeem \$1 billion face value of its outstanding senior notes, which had a carrying value of \$999. BCC recognized a loss of \$42 related to this early debt redemption which consisted of a \$52 prepayment penalty for early redemption recognized during the third quarter of 2004, partially offset by \$10 related to the amount by which the fair value of its hedged redeemed debt exceeded the carrying value of its hedged redeemed debt recognized during the fourth quarter of 2004.

During the second quarter of 2004, BCC's Commercial Financial Services business was sold to GECC which resulted in a net gain on disposal of discontinued operations of \$14.

During the first quarter of 2004, we received notice of approved federal income tax refunds totaling \$222 related to a settlement of the 1983 through 1987 tax years.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of The Boeing Company Chicago, Illinois

We have audited the accompanying consolidated statements of financial position of The Boeing Company and subsidiaries (the "Company") as of December 31, 2005 and 2004, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2005. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements (located at pages 46-84) present fairly, in all material respects, the financial position of The Boeing Company and subsidiaries as of

December 31, 2005 and 2004, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2005, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2005, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report (not presented herein) dated February 24, 2006 expressed an unqualified opinion on management's assessment of the effectiveness of the Company's internal control over financial reporting and an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Deloitte + Touche LLP

Chicago, Illinois
February 24, 2006

Report of Management

To the Shareholders of The Boeing Company:

The accompanying consolidated financial statements of The Boeing Company and subsidiaries have been prepared by management who are responsible for their integrity and objectivity. The statements have been prepared in conformity with accounting principles generally accepted in the United States of America and include amounts based on management's best estimates and judgments. Financial information elsewhere in this Annual Report is consistent with that in the financial statements.

Management has established and maintains a system of internal control designed to provide reasonable assurance regarding the reliability of financial reporting and the presentation of financial statements in accordance with accounting principles generally accepted in the United States of America, and has concluded that this system of internal control was effective as of December 31, 2005. In addition, management also has established and maintains a system of disclosure controls designed to provide reasonable assurance that information required to be disclosed is accumulated and reported in an accurate and timely manner. The system of internal control and disclosure control include widely communicated statement of policies and business practices which are designed to require all employees to maintain high ethical standards in the conduct of Company affairs. The internal controls and disclosure controls are augmented by organizational arrangements that

provide for appropriate delegation of authority and division of responsibility and by a program of internal audit with management follow-up.

The Audit Committee of the Board of Directors, composed entirely of outside directors, meets periodically with the independent certified public accountants, management and internal auditors to review accounting, auditing, internal accounting controls, litigation and financial reporting matters. The independent certified public accountants and the internal auditors have free access to this committee without management present.



James A. Bell
Executive Vice President, Finance
and Chief Financial Officer



W. James McNerney, Jr.
Chairman, President and
Chief Executive Officer

Regulatory Certifications

The Boeing Company submitted a Section 12(a) CEO Certification to the New York Stock Exchange in 2005 and, separately, the Company filed Section 302 CEO and CFO certifications with the U.S. Securities and Exchange Commission as exhibits to its Annual Report on Form 10-K for the year ended December 31, 2005.

Index to Financials

Accounting policies, summary of significant	50	Inventories	52, 60
Accounting quantity	29	Investments	54, 63
Accounts payable and other liabilities	65	Liquidity and capital resources	25
Accounts receivable	59	Management's discussion and analysis	23
Advances and billings in excess of related costs	65	Material variable interests in unconsolidated entities	76
Aircraft valuation	41, 54	Notes to consolidated financial statements	50
Backlog, Aircraft & Weapons Systems	35	Off-balance sheet risk, arrangements with	27, 75
Backlog, Commercial Airplanes	29	Operating results, Aircraft & Weapons Systems	34
Backlog, Consolidated	24	Operating results, Commercial Airplanes	27
Backlog, Integrated Defense Systems	34	Operating results, Consolidated	23
Backlog, Launch & Orbital Systems	37	Operating results, Integrated Defense Systems	34
Backlog, Network Systems	36	Operating results, Launch & Orbital Systems	36
Backlog, Support Systems	36	Operating results, Network Systems	35
Business environment and trends,		Operating results, Support Systems	36
Boeing Capital Corporation	37	Other segment	40
Business environment and trends,		Other stock unit awards—	
Commercial Airplanes	27	share based compensation	73
Business environment and trends,		Performance shares—	
Integrated Defense Systems	31	share-based compensation	71
Cash and cash equivalents—accounting policy	52	Postretirement plans	26, 42, 52, 67
Cash flow summary	25	Precontract costs	53
Consolidated results of operations		Product warranties	76
and financial condition	23	Program accounting	29, 30, 41, 50
Consolidated statements of cash flows	48	Property, plant and equipment	53, 63
Consolidated statements of financial position	47	Purchase obligations	26
Consolidated statements of operations	46	Quantitative and qualitative disclosures	
Consolidated statements of shareholders' equity	49	about market risk	21
Contingent items	44, 78	Quarterly financial data	85
Contract accounting	40, 50	Reconciliation of Non-GAAP Measures	21
Critical accounting policies and		Report of Independent Registered Public	
standards issued and not yet implemented	40	Accounting Firm	86
Customer financing	62	Report of management	87
Debt	66	Research and development,	
Deferred lease income	65	Aircraft & Weapons Systems	35
Deferred production costs	30, 60	Research and development, Commercial Airplanes	31
Derivative financial instruments	54, 74	Research and development,	
Discontinued operations-Commercial Financial Services	61	Launch & Orbital Systems	37
Divestitures	60	Research and development, Network Systems	35
Earnings per share	57	Research and development, Support Systems	36
Fair value of financial instruments	78	Risk, significant group concentrations of	77
Financial highlights	1	Segment information	82
Five-year summary	22	Segment results of operations	
Fleet support	51	and financial condition	27
Forward-looking information	45	Share-based compensation	52, 70
Goodwill and acquired intangibles	42, 53, 57	Shareholders' equity	74
Guarantees	56, 75	Significant customer contingencies	38
Income taxes	24, 52, 58	Standards issued and not yet implemented	43, 56
Industrial participation agreements	27	Summary of significant accounting policies	50
		Supplier penalties	56

Selected Programs, Products and Services

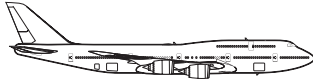
Boeing Commercial Airplanes

Alan R. Mulally, President and Chief Executive Officer, Renton, Washington, U.S.A.

The Boeing 747-400



747-8



In late 2005, Boeing launched the 747-8 program, including the 747-8 Intercontinental passenger airplane and the 747-8 Freighter. The Freighter will enter service in 2009, followed by the passenger version in 2010. The 747-8 will be the only airplane in the 400-seat market, seating 450 passengers in a typical three-class configuration (34 more than the 747-400). The Freighter will carry 23 more tons than the 747-400 Freighter and will be the industry's only nose-cargo-loading

jet. Both the passenger and freighter variants of the 747-8 have an increased maximum takeoff weight of 435,456 kilograms (960,000 pounds) and represent a new benchmark in fuel efficiency and noise reduction, allowing airlines to lower fuel costs and fly into more airports at more times of the day. Production of the 747-400, primarily the freighter version, will continue until the 747-8 family enters service in 2009.

Orders: 1,428*

Deliveries: 1,366*

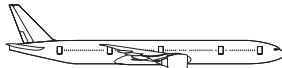
The Boeing 777-200ER



777-200LR



777-300ER



The 777 family of airplanes is preferred by airlines, passengers and investors. The 777 seats from 301 up to 368 passengers in a three-class configuration with a range of 5,210 nmi (9,649 km) for the 777-200 to 9,420 nmi (17,446 km) for the 777-200LR Worldliner (Longer Range).

The 777—the world's largest twin-jet—is available in six models: the 777-200; 777-200ER (Extended Range); a larger 777-300; two new longer-range models, the 777-300ER and the 777-200LR (the world's longest-range commercial airplane); and the Boeing 777 Freighter.

Orders: 827*

Deliveries: 539*

The Boeing 767-200



767-300



767-400



The 767-200 will typically fly 181 to 224 passengers up to 6,600 nmi in its extended-range version. The 767-300, also offered in an extended-range version, offers 20 percent more passenger seating than the 767-200 and has a range of 6,100 nmi. A

freighter version of the 767-300 is available. Boeing also offers the 767-400ER, which seats 245 to 304 passengers and has a range of 5,645 nmi. In a high-density inclusive-tour arrangement, the 767-400ER can carry up to 375 passengers.

Orders: 965*

Deliveries: 935*

The Boeing 737-600



737-700



737-800



737-900ER



The Boeing 737 is the best-selling commercial jetliner of all time. The newer 737s (-600/-700/-800/-900), including the recently launched 737-900ER, incorporate advanced technology and design features that translate into cost-efficient, high-reliability operations and superior

passenger satisfaction. The 737 is the only airplane family to span the entire 110- to 215-seat market with maximum ranges up to 3,365 nmi. This flexibility gives operators the ability to respond to market needs. The 737 family also includes two Boeing Business Jets—derivatives of the

737-700 and -800—as well as a convertible passenger-to-cargo derivative.

Orders: 6,099*

Deliveries: 4,966*

The Boeing 717-200



In January 2005, Boeing announced that it would complete production of the 717 jetliner after meeting its current commitments to customers. The durable and ultraquiet 717, serving

the 100-seat market, will continue to provide its operators with reliability and efficiency for decades to come. The last Boeing 717 entered final assembly in February 2006.

Orders: 155*

Deliveries: 150*

The Boeing 787



Boeing is focusing its new airplane development efforts on the Boeing 787 Dreamliner, a super-efficient commercial airplane that applies the latest technologies in aerospace. The airplane will carry 200 to 300 passengers and fly 8,000 to 8,800 nmi, while providing dramatic savings in fuel use and operating costs. Its

exceptional performance will come from improvements in engine technology, aerodynamics, materials and systems. It will be the most advanced and efficient commercial airplane in its class and will set new standards for environmental performance and passenger comfort.

Orders: 291*

First delivery scheduled for 2008

Boeing Commercial Aviation Services



Boeing Commercial Aviation Services provides the most complete portfolio of commercial aviation support products and services in the industry. This organization is an important component in the company's total solutions approach. It offers a wide

range of products and services aimed at bringing even more value to our customers. This includes a comprehensive worldwide customer support network, freighter conversions, spare parts, airplane modification and engineering support.

Commercial Aviation Services also oversees a number of joint ventures such as Aviation Partners Boeing and wholly owned subsidiaries, Jeppesen Sanderson, Inc., and Continental DataGraphics.

Selected Programs, Products and Services

Boeing Integrated Defense Systems James F. Albaugh, President and Chief Executive Officer, St. Louis, Missouri, U.S.A.

AH-64D Apache Longbow



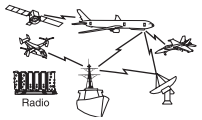
The AH-64D Apache Longbow is the most capable, survivable, deployable and maintainable multi-mission combat helicopter in the world. In addition to U.S. government multiyear contracts for 501 Apache Longbows, the U.S. Army is in negotiations for an additional 96 remanufactured

Apaches. Boeing has received a contract for 13 new wartime replacement helicopters and a non-recurring engineering contract in anticipation of production of the Block III AH-64D. Boeing has delivered, is under contract for or has been selected to produce advanced Apaches for Egypt,

Greece, Israel, Japan, Kuwait, Singapore, The Netherlands and the United Kingdom. Several other nations are considering the Apache Longbow for their defense forces.

2005 deliveries: 90

Airborne, Maritime/Fixed Station Joint Tactical Radio System (AMF JTRS)

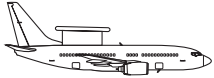


The U.S. Air Force awarded the Boeing-led team a 15-month \$54.6 million contract in September 2004 to develop system architectures and initial designs for the next iteration of JTRS software-defined radios. The AMF JTRS program is one of several aimed at satisfying emerging needs

for secure, multiband/multimode software programmable digital radios for mobile military users in the air, on the ground and at sea. A joint U.S. Air Force-Navy effort, the AMF JTRS program development will be carried out in two phases. The first involves a 15-month Pre-System Development

and Demonstration that included a Preliminary Design Review in August 2005. The System Development and Demonstration phase will be full and open competition, with contract award anticipated in mid-to-late 2006.

737-700 Airborne Early Warning and Control (AEW&C) System

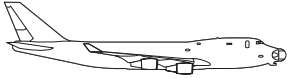


The first of six 737 AEW&C systems ordered by Australia under Project Wedgetail completed an aircraft performance and flight handling program in July 2005. Boeing has extensively modified the aircraft to handle air-to-air refueling and to house the dorsal-

mounted multi-role electronically scanned array antenna, wingtip electronic support measures, an electronic warfare self-protection system and a mission suite. As part of its Peace Eagle program, Turkey has signed a contract for four 737

AEW&C aircraft. The first "green" 737-700 for the Peace Eagle program rolled off the production line in November 2004 and is undergoing modifications to transform it into an AEW&C platform.

Airborne Laser (ABL)

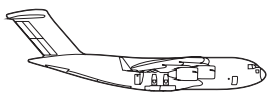


ABL is a directed-energy weapon system using speed-of-light lethality to intercept boosting missiles. Boeing is prime contractor and systems integrator. ABL's megawatt-class, high-energy laser and sophisticated optics and battle management segments

will be integrated on a Boeing 747-400F aircraft. ABL will detect, track and destroy ballistic missiles in the boost phase of flight when they are most vulnerable and before they deploy countermeasures. ABL also cues other layers of the global ballis-

tic missile defense system. In 2005, the ABL team completed flight testing the system's passive mission payload and demonstrated lethal levels of lasing power and duration at simulated altitudes in the ground test facility at Edwards Air Force Base.

C-17 Globemaster III



The C-17 Globemaster III is the most advanced, versatile airlifter ever produced. Capable of long range with a maximum payload of 74,818 kilograms (164,900 pounds), the C-17 can operate from short, austere runways—even dirt—close to the front lines. As the U.S. Air Force's premier airlifter, the C-17 continues to be used extensively during Operation Iraqi Freedom. During that service, it conducted its first combat airdrop,

and it set a new single-day delivery record of 725,953 kilograms (1.6 million pounds). C-17s also play an integral role in global humanitarian relief efforts. Under a multi-year procurement contract to design, build and deliver 180 C-17s to the U.S. Air Force, Boeing has delivered 144 aircraft through 2005. In partnership with suppliers, the C-17 program used Lean principles to help reduce the cost to the U.S. Air Force for

C-17s delivered in 2005 by more than 20 percent from the previous contract, while improving margins and adding significantly more capability. The United Kingdom operates four leased C-17s, with plans to purchase them outright along with a fifth C-17.

2005 deliveries: 16

C-32A Executive Transport



The C-32A is a specially configured Boeing 757-200 for the U.S. Air Force. The aircraft provides safe, reliable worldwide airlift for the Vice President, U.S. Cabinet members and other

U.S. government officials. Four C-32As currently are in service, and Boeing is providing a major communications upgrade to all four aircraft, including Connexion by BoeingSM.

C-40 Clipper C-40A



The C-40A Military Transport is a modified 737-700C whose mission is to provide airlift of cargo and passengers to the fleet commanders. It can be configured as an all-passenger, all-cargo or combination passenger-cargo transport. The U.S. Naval Reserve has contracted for nine aircraft, and the ninth aircraft will be delivered in May 2006.

The C-40B Combatant Commander Support Aircraft is a specially modified Boeing Business Jet (BBJ) that provides high-performance, flexible and cost-effective airlift support for combatant commanders and senior government leadership. C-40B aircraft are equipped with Connexion by BoeingSM, allowing the users to send, receive and monitor real-time data communications worldwide in both the secure and non-secure modes. Four C-40Bs are currently in service with the U.S. Air Force.

The C-40C Operational Support aircraft is a modified BBJ that can incorporate several team travel configurations designed for U.S. government travel from the Washington, D.C. area. In 2002, the U.S. Air Force contracted with Boeing to lease up to three C-40C aircraft. The first two C-40Cs were delivered to the U.S. Air Force in 2002; the third in 2004. Boeing is on contract for an additional three aircraft to be delivered to the U.S. Air Force Reserve in 2007.

C-40B



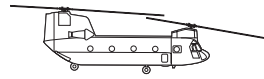
C-40C



Selected Programs, Products and Services

Boeing Integrated Defense Systems continued

CH-47 Chinook



Boeing is modernizing the U.S. Army's fleet of CH-47 Chinooks and MH-47 Special Operations Chinooks. The CH-47F is scheduled for first deliveries in 2006 with several major system improvements. The new

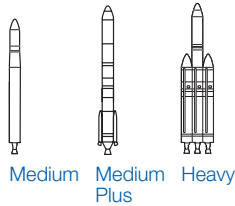
MH-47G features advanced common cockpit architecture. Under this program, Chinooks will remain in U.S. Army service through 2035 and will achieve an unprecedented service life in excess of 75 years.

2005 deliveries: 21 remanufactured Chinooks

Delta Launch Vehicle Family Delta II



Delta IV



To serve the needs of the U.S. government and other space launch customers, Boeing offers the Delta family of expendable launch vehicles. Delta rockets provide a wide range of payload and vehicle configuration options to deliver missions to virtually any destination in space. Delta launch vehicles are produced at the Delta production facility in Decatur, Ala., and launch operations are conducted at Cape Canaveral Air Force Station in Fla., and at Vandenberg Air Force Base in Calif.

The Delta II is the "workhorse" of the launch industry and is the most successful launch vehicle in its class. The Delta II family of expendable launch vehicles can support space

launch missions to geosynchronous transfer orbit (GTO), low-Earth orbit (LEO) or to deep space. Delta II rockets can lift payloads ranging from 1,965 pounds (891 kilograms) to 4,723 pounds (2,142 kilograms) to GTO; and 5,934 pounds to 13,281 pounds (2.7 to 6.0 metric tons) to LEO.

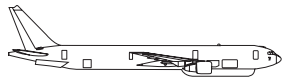
The Delta IV is the most advanced family of rockets developed by Boeing in partnership with the U.S. Air Force Evolved Expendable Launch Vehicle program. Delta IV blends advanced and proven technologies to launch medium- to heavy-size satellites to space. Delta IV rockets can accommodate single or multiple payloads on the same mission and can carry satellites

weighing between 9,285 pounds (4,210 kilograms) and 28,950 pounds (13,130 kilograms) to geosynchronous transfer orbit. Delta IV rockets also can launch satellites to polar and sun-synchronous orbit. At Low Earth Orbit (LEO)—the orbit of the International Space Station, the Delta IV has a capability to lift approximately 50,000 pounds (23,000 kilograms).

2005: Three successful Delta II missions; No Delta IV missions flown

2006: Up to 12 missions planned (subject to change)

E-10A Multi-sensor Command and Control Aircraft (MC2A)



The E-10A-MC2A is the next-generation wide-area airborne surveillance platform. The 767-400ER-based system will provide a near real-time picture of the battlespace and is a critical component in cruise missile

defense. Boeing is teamed with Northrop Grumman and Raytheon for the E-10A airborne ground surveillance Increment 1. Boeing is responsible for the structural modification, testing and certification of the E-10A testbed.

EA-18G Growler



A variant of the U.S. Navy F/A-18F two-crew strike fighter, the EA-18G combines the combat-proven F/A-18F with the proven Improved Capability III Airborne Electronic Attack avionics suite from Northrop Grumman. The EA-18G is the U.S. Navy's choice to replace the existing Airborne Electronic Attack platform, the EA-6B Prowler. Boeing and the

U.S. Navy signed a five-year System Development and Demonstration contract on December 29, 2003. The SDD contract runs from 2004 through early 2009 and encompasses all laboratory, ground and flight tests from component-level testing through full-up EA-18G weapons system performance flight testing. The first EA-18G flight test

aircraft went into production at the Boeing St. Louis facility on October 22, 2004, and rollout of the first test aircraft is scheduled for late 2006. Boeing plans to fly the first production EA-18G in third quarter 2007, with Initial Operating Capability for the EA-18G expected in 2009.

F/A-18E/F Super Hornet



The combat-proven F/A-18E/F Super Hornet is the cornerstone of U.S. naval aviation and the United States' most advanced multirole strike fighter in production today. Designed to perform both fighter (air-to-air) and attack (air-to-surface or strike) missions, the Super Hornet provides all

the capability, flexibility and performance necessary to modernize the air or naval aviation forces of any country. More than 250 of the 284 Super Hornets on order by the U.S. Navy have been delivered—and all were delivered on or ahead of schedule. In 2005, Boeing delivered the first

Active Electronically Scanned Array-equipped Block II Super Hornet. Production is expected to run through at least 2012.

2005 deliveries: 42

F-15E Strike Eagle



The F-15E Strike Eagle is the world's most capable multirole fighter and the backbone of the U.S. Air Force fleet. The F-15E carries payloads larger than those of any other tactical fighter, and it retains the air-to-air capability and air superiority of the F-15C. It can operate around the

clock and in any weather. Since entering operational service, the F-15 has a perfect air combat record, with more than 100 victories and no losses. Four other nations currently fly the F-15. In October, the Republic of Korea received the first two of 40 F-15Ks. Boeing's F-15T was selected

by the Republic of Singapore for its Next Fighter Replacement Program. The F-15 remains a supportable and affordable option to fill multirole force structure requirements around the world.

2005 deliveries: 4

F-22A Raptor



Boeing is teamed with Lockheed Martin, Pratt & Whitney and the U.S. Air Force to develop and produce the F-22A Raptor as a replacement for the F-15C beginning in 2005. The fighter is a weapon system designed

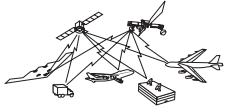
to overcome future threats and quickly establish air dominance using its revolutionary blend of stealth, super cruise, advanced integrated avionics and superior maneuverability. The U.S. Air Force plans to procure

183 F-22As, with production expected to run through 2013. The F-22A team is currently on contract to deliver 98 production aircraft.

Selected Programs, Products and Services

Boeing Integrated Defense Systems continued

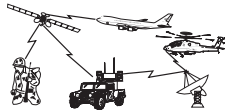
Family of Advanced Beyond-Line-of-Sight Terminals (FAB-T)



FAB-T is a key military transformation program that enables the U.S. Department of Defense to use the power of technology to strike an enemy with speed, security and precision. Boeing is under contract with the U.S. Air Force to design and

develop this family of multimission capable, satellite communications (SATCOM) terminals that will enable information exchange among ground, air and space platforms. The first prototype is in integration and anticipated to be delivered in 2006.

Future Combat System (FCS)



Boeing and partner Science Applications International Corporation work together as the lead systems integrator for the U.S. Army's modernization program, Future Combat System. Made up of 18 individual

systems, the network and the soldier, FCS is a network-centric "system of systems" that uses advanced communications and technologies to link soldiers with both manned and unmanned ground and air platforms

and sensors. FCS will enable the U.S. Army's modular force to deploy rapidly anywhere in the world and to see first, understand first, act first and finish decisively.

Future Imagery Architecture

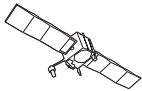


The Future Imagery Architecture program represents one of a number of programs that The Boeing Company is leading for its U.S. government customers in the area of defense,

space and intelligence systems. Boeing employees are proud of the work they are doing and of the company's 40-year heritage with this important customer community.

Boeing remains focused on providing customers with reliable and innovative solutions to meet national security requirements.

Global Positioning System (GPS)

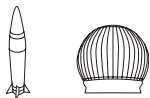


Boeing has built a total of 40 GPS satellites and is under contract to build nine follow-on Block IIF satellites, with an option for additional satellites. Also, two contracts — a

U.S. Air Force contract to lead the development of the ground control segment of the GPS constellation and a study contract to define the requirements for GPS III — ensure

that Boeing will continue to provide navigation system leadership well into the future.

Ground-based Midcourse Defense (GMD)



As prime contractor for the Ground-based Midcourse Defense Program, Boeing delivered the initial set of missile defense capabilities to protect the United States against a long-range ballistic missile threat. Meeting President George W. Bush's 2002 Presidential Directive, the GMD team emplaced five alert-capable ground-based interceptors at Ft. Greely, Alaska, in late 2004. This initial capability now includes eight inter-

ceptors at Ft. Greely and two interceptors at Vandenberg Air Force Base, Calif.; and other assets to include land- and sea-based radars, a battle management command and control system consisting of an extensive space-based and fiber-optic communications network, and two geographically dispersed fire-control nodes.

GMD's operational robustness and capability are planned to expand

under the government's spiral development plan to protect the United States and its friends, allies and deployed forces. Over the next year, Boeing will lead efforts to integrate the Sea-Based X-Band Radar deployed in the Pacific and Fylingdales Up-dated Early Warning Radar (UEWR), located in the United Kingdom, into the overall GMD architecture.

Harpoon

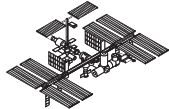


Harpoon Block II expands the capabilities of the Harpoon antiship weapon. Harpoon, the world's most successful antiship missile, features autonomous, all-weather, over-the-horizon capability. Harpoon Block II can execute both land-strike and antiship missions. To strike targets on land and ships in port, the missile uses GPS-aided inertial navigation to

hit a designated target aim point. The 500-pound blast warhead delivers lethal firepower against a wide variety of land-based targets, including coastal defense sites, surface-to-air missile sites, exposed aircraft, port/industrial facilities and ships in port. Currently, 26 international customers have Harpoon; 11 have Block II capability.

2005 deliveries: 50 all-up rounds, and 131 Block II Kits
2006 expected deliveries: 50, and 19 Block II Kits

International Space Station (ISS)

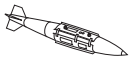


The first two modules of the ISS were launched and joined in orbit in 1998, and the first crew arrived in 2000. Today, the space laboratory, which is continuously inhabited with crews, weighs more than 181,629 kilograms (400,423 pounds) and has a habitable volume of 425 cubic

meters (15,000 cubic feet). ISS crews conduct research to support human exploration of space and to take advantage of the space environment as a laboratory for scientific, technological and commercial research. As prime contractor, Boeing built all of the major U.S. elements

and is responsible for design, development, construction and integration of the ISS. The ISS is the largest, most complex international scientific project in history and humankind's largest adventure in space to date.

Joint Direct Attack Munition (JDAM)

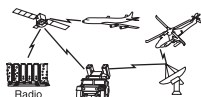


The JDAM guidance kit converts an existing unguided warhead into one of the most capable, cost-effective and combat-proven air-to-surface weapons, revolutionizing warfare. JDAM gives the United States and

allied forces the capability to reliably defeat multiple high-value targets in a single pass, in any weather, with minimal risk to the aircraft. More than 145,000 JDAMs have been delivered.

2005 deliveries: 35,509
2006 deliveries expected: 31,245

Joint Tactical Radio System (JTRS) Cluster 1



JTRS is a joint service initiative to develop a family of software-programmable tactical radios that will provide integrated voice, video and data communications across the integrated battlespace. Boeing is

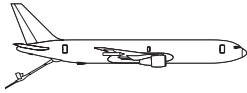
under contract to design and develop JTRS Cluster 1—the first of several "clusters" of radios under the JTRS program. As prime systems integrator, Boeing has implemented a network-centric approach utilizing a

full suite of wideband networking technologies compliant with the JTRS Software Communications Architecture. The Cluster 1 team will provide multi-channel radios to the warfighter.

Selected Programs, Products and Services

Boeing Integrated Defense Systems continued

KC-767 Advanced Tanker Transport

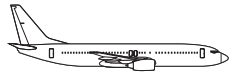


The KC-767 Advanced Tanker Transport is the reliable, low-risk solution for military air-refueling and transport needs. Flight testing of the Italian Air Force's first KC-767A is now under way, following the program's first flight in May 2005 and

public debut at the Paris Air Show. The first 767 airplane for the Japan Air Self-Defense Force is in Wichita, Kan., and the number two Italy 767 is in Naples, Italy, for conversion to KC-767 tankers. Italy's first KC-767A is scheduled for delivery

after completion of the flight test program later this year. It carries more fuel, more passengers and cargo, has greater operational flexibility, and has more refueling systems and capability than the 707 tankers it replaces.

P-8A



The P-8A Multi-mission Maritime Aircraft is a modified Boeing 737-800 designed to replace the U.S. Navy's fleet of P-3s. The P-8A will dramatically improve the U.S. Navy's anti-submarine warfare and anti-surface warfare capabilities, as well as armed

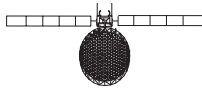
intelligence, surveillance and reconnaissance. Boeing was awarded a \$3.9 billion System Development and Demonstration contract for the MMA in June 2004. During 2005, the program completed an immensely successful Preliminary Design Review, an

in-depth technical assessment to ensure that P-8A development can proceed into detailed design and meet performance requirements within cost, schedule and other system constraints. Critical Design Review is scheduled for early 2007.

Satellite Systems

Boeing 376

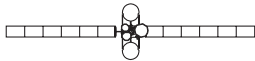
Boeing GEM



Boeing 601



Boeing 702



Boeing is the world's leading manufacturer of geostationary satellites. As a large systems integrator, Boeing's core competencies include digital payloads, flexible satellite technology and other network-centric operations enabling technology. Core products include the Boeing 702, the world's highest-power satellite. In 2005, a Boeing-led team won a study contract to define the next-generation GOES-R weather satellites for the National Oceanic and

Atmospheric Administration. When ready for launch in 2012, GOES-R will improve the timeliness and accuracy of weather forecasts and will also improve support for the detection and observation of meteorological phenomena.

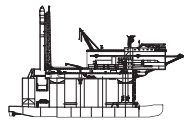
The Boeing Satellite Development Center, Boeing subsidiary Spectrolab, Inc., and two major program areas completed AS9001 re-certification, which incorporates

the ISO 9001 quality management standards.

Every satellite is designed, manufactured and shipped from the Satellite Development Center, in El Segundo, Calif. This state-of-the-art facility is the largest integrated satellite factory in the world and covers an area of nearly a million square feet.

2005 deliveries: 3 (XM-3, Spaceway F1 and F2)

Sea Launch Company, LLC



Odyssey Launch Platform

Sea Launch is an international company in which Boeing is a 40-percent partner with companies in Russia, Ukraine and Norway. Sea Launch offers heavy-lift commercial launch services in the 4,000- to 6,000-kilogram (8,818 to 13,228 pounds) payload class from an ocean-based

platform positioned on the Equator. Sea Launch has completed 17 successful missions since its inaugural launch in March 1999, including four in 2005. Sea Launch also offers land-based commercial launch services for medium-weight satellites up to 3,500 kilograms (7,716 pounds) from

the Baikonur Cosmodrome in Kazakhstan, in collaboration with International Space Services, of Moscow. Sea Launch World Headquarters and Home Port are located in Long Beach, Calif. Sea Launch has seven missions on contract for 2006.

SLAM-ER



The Standoff Land Attack Missile Expanded Response (SLAM-ER) is the only air-to-surface weapon that can engage fixed or moving targets on the land and at sea, providing the customer with a distinct advantage. SLAM-ER is a day/night, adverse weather, over-the-horizon, precision strike missile for the U.S. Navy. SLAM-ER addresses the U.S. Navy's requirements for a precision-guided

Standoff Outside of Theater Defense weapon. SLAM-ER extends the weapon system's combat effectiveness, providing an effective, long-range, precision-strike option for both preplanned and target-of-opportunity attack missions against land and ship targets. A moving target capability for SLAM-ER will be fielded in fiscal year 2006. In addition to the U.S. Navy, the Republic of Korea is also a customer.

2005 deliveries: 69 retrofits, 18 new missiles

2006 expected deliveries: 29 new missiles

Small Diameter Bomb

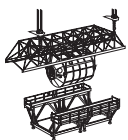


The Small Diameter Bomb (SDB) system consists of a 250-pound class near-precision, all-weather, day/night, 60-plus nautical mile standoff guided munition, a four-place smart pneumatic carriage system, accuracy support infrastructure, a mission planning system, and a logistics system. SDB completed a

highly successful development flight test program in August. SDB entered low-rate initial production in April and in October received a \$38.3 million contract for Lot 2 production. Its miniaturized size allows each aircraft to carry more weapons per sortie, and its precision accuracy and very effective warhead provide war

planners with greater target effectiveness. SDB production deliveries for deployment on the F-15E will begin in 2006, with future integration expected on most other U.S. Air Force delivery platforms, including the internal carriage on F-22A Raptor and F-35 Joint Strike Fighter.

Space Payloads



Boeing has prepared payloads for space flight since the dawn of the Space Age. Under the Checkout, Assembly and Payload Processing Services contract with NASA, Boeing and its teammates receive and

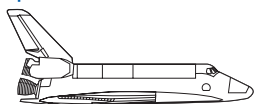
process payloads, prepare mission cargo, test for launch vehicle compatibility, extract payloads at mission end, and operate and maintain associated facilities and ground systems. Boeing has processed every Space

Shuttle payload since the first flight in 1981 and prepares every component of the International Space Station before it leaves Earth.

Selected Programs, Products and Services

Boeing Integrated Defense Systems continued

Space Shuttle

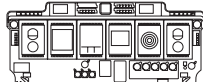


The Space Shuttle is the world's only operational, reusable launch vehicle capable of supporting human space flight mission requirements. Boeing is a major subcontractor to NASA's space flight operations contractor, United Space Alliance. As the original developer and manufacturer of the Space Shuttle Orbiter, Boeing is

responsible for orbiter engineering, major modification design, engineering support to operations (including launch) and overall shuttle systems and payload integration services. Space Shuttle Discovery, dubbed STS-114, successfully returned to flight this past summer after the loss of Columbia and its crew on Feb. 1,

2003. Space Shuttle Discovery, dubbed STS-121, is expected to fly its second return-to-flight mission in spring 2006. In late 2006, the Space Shuttle will resume assembly missions of the International Space Station.

Support Systems



Support Systems provides best-value mission readiness to the warfighter through total support solutions for Boeing and non-Boeing military aircraft across the globe. Support Systems sustains aircraft with a full spectrum of products and services,

including aircraft maintenance, modification and upgrades; supply chain management; engineering and logistics support; and pilot and maintenance training. Through innovative, cost effective programs like the F/A-18E/F Integrated Readiness

Support Teaming and C-17 Globemaster III Sustainment Partnership programs, these combined capabilities are reducing operators' life cycle costs and maximizing aircraft readiness.

T-45 Training System



The two-seat T-45 Goshawk is the heart of the integrated T-45 Training System, which the U.S. Navy employs to prepare pilots for the fleet's carrier-based jets. The system

includes advanced flight simulators, computer-assisted instruction, and a computerized training integration system. U.S. Navy, U.S. Marine Corps and international student naval

aviators train in the T-45A/C at U.S. Naval Air Stations in Meridian, Miss., and Kingsville, Texas.

2005 deliveries: 7

X-37



Boeing is developing the X-37 Approach and Landing Test Vehicle (ALTV), an atmospheric technology demonstrator project led by the U.S. Defense Advanced Research Projects Agency. The ALTV will serve

as a test bed for key technologies applicable to airframe, guidance, navigation and control. In 2005, the X-37 ALTV conducted two successful captive carry flights aboard the White Knight aircraft at Mojave

Airport and Edwards Air Force Base in Calif. These tests accomplished all objectives. Additional tests are planned in 2006.

V-22 Osprey



In September 2005, the Defense Acquisition Board approved the full-rate production of the V-22 Osprey tiltrotor aircraft after it successfully completed its Operational Evaluation with the U.S. Marine Corps. In December, the first Block B MV-22

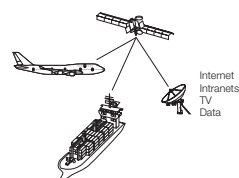
was delivered to the U.S. Marine Corps. Produced jointly by Boeing and Bell Helicopter, a Textron Company, the V-22 combines the speed and range of fixed-wing aircraft with the vertical flight performance of a helicopter, capable of 2,100 nm in

self-deployment and 638 nm in amphibious assault. There are 57 V-22s in flight operations to date.

2005 deliveries: 19

Connexion by Boeing

Laurette T. Koellner, President, Seattle and Kent, Washington, and Irvine, California, U.S.A.



Connexion by BoeingSM provides high-speed Internet communication services to mobile platforms, including commercial airplanes and maritime vessels. Air travelers enjoy

high-speed, in-flight Internet access, including personal and virtual-private-network-secured business e-mail and intranets. The Connexion by Boeing high-bandwidth approach also

permits applications to link aircraft or maritime vessel data systems with operations, enhancing operational efficiency on the ground, in the air and at sea.

Boeing Capital Corporation

Walter E. Skowronski, President, Renton, Washington, U.S.A.



Boeing Capital is a global provider of financial solutions. Drawing on its comprehensive expertise, Boeing Capital arranges, structures and, where appropriate, provides innovative financing solutions for commercial and government customers around the world. Working with Boeing's business units, Boeing

Capital is committed to helping customers obtain efficient financing for Boeing products and services. To ensure adequate availability of capital funding, Boeing Capital is leading efforts to improve the international financing infrastructure and engaging financiers in an aggressive investor outreach program. With more than

three decades of experience in structured financing, leasing and complex restructuring and trading, Boeing Capital's team brings opportunity and value to its financial partners. Boeing Capital manages a \$9.2 billion portfolio of more than 500 airplanes.

Board of Directors

John H. Biggs, 69

Former Chairman and Chief Executive Officer, Teachers Insurance and Annuity Association-College Retirement Equities Fund (TIAA-CREF)

Boeing Board Committees:
Audit (Chair); Finance

Boeing director since 1997

Boeing director term expires in 2006

Director of JP Morgan Chase Co.
Trustee of Washington University,
St. Louis, Missouri

Director of National Bureau of
Economic Research

John E. Bryson, 62

Chairman of the Board, President and
Chief Executive Officer, Edison International

Boeing Board Committees: Compensation;
Governance, Organization and Nominating

Boeing director since 1995

Boeing director term expires in 2006

Director of The Walt Disney Company

Linda Z. Cook, 47

Executive Director Gas & Power,
Royal Dutch Shell plc.

Boeing Board Committees: Audit; Finance
Boeing director since 2003

Boeing director term expires in 2006

Former President and Chief Executive Officer
and a member of the Board of Directors of
Shell Canada Limited

Former Chief Executive Officer, Shell Gas &
Power, Royal Dutch/Shell Group (London)

Former Director, Strategy & Business
Development, Shell Exploration & Production
Global Executive Committee (The Hague)

Member of the Society of Petroleum Engineers

William M. Daley, 57

Chairman of the Midwest region for
JP Morgan Chase & Company

Boeing Board Committees: Finance
Boeing director since 2006

Boeing director term expires in 2006

Former President of SBC Communications Inc.,
2001–2004

Former Vice Chairman of Evercore Capital
Partners L.P., January to November 2001

Served as Chairman of Vice President Albert
Gore's 2000 presidential election campaign

Served as Secretary of Commerce in the
Clinton administration, 1997–2000; also served
as Special Counsel to the President advising
on trade matters.

Director of Abbott Laboratories and
Boston Properties

Member, Council on Foreign Relations

Trustee, Loyola University Chicago, The Art
Institute of Chicago, Joffrey Ballet of Chicago,
Northwestern Memorial Hospital and
Northwestern University

Kenneth M. Duberstein, 61

Chairman and Chief Executive Officer,
The Duberstein Group

Boeing Board Committees: Compensation
(Chair); Governance, Organization and
Nominating

Boeing Lead Director since 2005

Boeing director since 1997

Boeing director term expires in 2006

Former White House Chief of Staff, 1988–89

Director of ConocoPhillips, Fannie Mae,
The St. Paul Travelers Companies, Inc. and
Mack-Cali Realty Corp.

John F. McDonnell, 68

Retired Chairman,
McDonnell Douglas Corporation

Boeing Board Committees: Compensation;
Governance, Organization and Nominating

Boeing director since 1997

Boeing director term expires in 2006

Former Chief Executive Officer,
McDonnell Douglas Corporation, 1988–94;
Chairman, 1988–97

Director of Zoltek Companies, Inc. and
BJC HealthCare

W. James McNerney, Jr., 56

Chairman, President and Chief Executive
Officer, The Boeing Company

Boeing director since 2001

Boeing director term expires in 2006

Formerly Chairman and
Chief Executive Officer, 3M

Former President and Chief Executive Officer,
GE Aircraft Engines, 1997–2000

Director of The Procter & Gamble Company
and a member of various business and
educational organizations

Richard D. Nanula, 45

Executive Vice President and
Chief Financial Officer, Amgen Inc.

Boeing Board Committees: Audit; Finance

Boeing director since 2005

Boeing director term expires in 2006

Former Chairman and Chief Executive Officer,
Broadband Sports, Inc., 1999–2001

Former President and Chief Operating Officer,
Starwood Hotels and Resorts, 1998–99

Held a variety of executive positions at
The Walt Disney Company, 1986–98,
including Senior Executive Vice President
and Chief Financial Officer and President,
Disney Stores Worldwide

Rozanne L. Ridgway, 70

Former U.S. Assistant Secretary of State
for Europe and Canada

Boeing Board Committees:
Compensation; Governance, Organization
and Nominating (Chair)

Boeing director since 1992

Boeing director term expires in 2006

U.S. Foreign Service, 1957–89, including
service as Ambassador to German Democratic
Republic and Finland

Director of Emerson Electric Company, 3M,
Sara Lee Corporation, Manpower Inc. and
certain mutual funds of the American Funds
family of funds

John M. Shalikashvili, 69

Retired Chairman of the Joint Chiefs of Staff,
U.S. Department of Defense

Boeing Board Committees: Audit; Finance;
Special Programs (Chair)

Boeing director since 2000

Boeing director term expires in 2006

Formerly Commander-in-Chief of all U.S. Forces
in Europe and NATO's 10th Supreme Allied
Commander in Europe

Visiting professor at Stanford University's
Center for International Security and
Cooperation

Director of Frank Russell Trust Company,
L-3 Communications Holding, Inc. and
Plug Power Inc.

Mike S. Zafirovski, 52

President, Chief Executive Officer and director,
Nortel Networks Corporation

Boeing Board Committees:
Audit; Finance (Chair)

Boeing director since 2004

Boeing director term expires 2006

Former President and Chief Operating Officer,
Motorola, Inc.

Former Executive Vice President and President,
Personal Communications Sector,
Motorola, Inc., 2000–2002

Held a variety of executive positions at GE,
1982–2000, including President and Chief
Executive Officer of GE Lighting

Director of United Way of Chicago, Children's
Memorial Hospital in Chicago, the Economic
Club of Chicago and the Chicago Museum of
Science and Industry

Company Officers

James F. Albaugh

Executive Vice President,
President and
Chief Executive Officer,
Integrated Defense Systems

Douglas G. Bain

Senior Vice President,
General Counsel

James A. Bell

Executive Vice President,
Chief Financial Officer

Scott E. Carson

Vice President, Sales
Commercial Airplanes

Rudy F. deLeon

Senior Vice President,
Washington, D.C. Operations

Tod R. Hullin

Senior Vice President,
Communications

James M. Jamieson

Senior Vice President,
Chief Technology Officer

James C. Johnson*

Vice President,
Corporate Secretary and
Assistant General Counsel

R. Paul Kinscherff*

Vice President of Finance
and Treasurer

Laurette T. Koellner

Executive Vice President,
President, Connexion by Boeing

Harry S. McGee III*

Vice President,
Corporate Controller

W. James McNerney, Jr.

Chairman, President and
Chief Executive Officer

Alan R. Mulally

Executive Vice President,
President and Chief Executive
Officer, Commercial Airplanes

Thomas R. Pickering

Senior Vice President,
International Relations

Bonnie W. Soodik

Senior Vice President,
Office of Internal Governance

Richard D. Stephens

Senior Vice President,
Human Resources and
Administration

*Appointed Officer

Shareholder Information

The Boeing Company

100 North Riverside Plaza
Chicago, IL 60606-1596
U.S.A.
312-544-2000

Transfer Agent, Registrar, Dividend Paying Agent and Plan Administrator

The transfer agent is responsible for shareholder records, issuance of stock, distribution of dividends and IRS Form 1099. Requests concerning these or other related shareholder matters are most efficiently answered by contacting Computershare Trust Company, N.A.

Computershare

P.O. Box 43016
Providence, RI 02940-3016
U.S.A.
888-777-0923
(toll-free for domestic U.S. callers)
781-575-3400
(anyone phoning from outside the U.S. may call collect)

Boeing registered shareholders can also obtain answers to frequently asked questions on such topics as transfer instructions, the replacement of lost certificates, consolidation of accounts and book entry shares through Computershare's home page on the Internet at www.computershare.com/us/investor/boeing

Registered shareholders also have secure Internet access to their own accounts through Computershare's home page (see above web site address). They can view their account history, change their address, certify their tax identification number, replace checks, request duplicate statements, make additional investments and download a variety of forms related to stock transactions. If you are a registered shareholder and want Internet access and either need a password or have lost your password, please either log onto web site and click on Account Access or call one of Computershare's phone numbers above.

Annual Meeting

The annual meeting of Boeing shareholders is scheduled to be held on Monday, May 1, 2006. Details are provided in the proxy statement.

Electronic Proxy Receipt and Voting

Shareholders have the option of voting their proxies by Internet or telephone, instead of returning their proxy cards through the mail. Instructions are in the proxy statement and attached to the proxy card for the annual meeting.

Registered shareholders can go to www.econsent.com/ba to sign up to receive their annual report and proxy statement in an electronic format in the future. Beneficial owners may contact the brokers or banks that hold their stock to find out whether electronic receipt is available. If you choose electronic receipt, you will not receive the paper form of the annual report and proxy statement. Instead, you will receive notice by e-mail when the materials are available on the Internet.

Written Inquiries

May Be Sent To:

Shareholder Services
The Boeing Company
Mail Code 5003-1001
100 North Riverside Plaza
Chicago, IL 60606-1596
U.S.A.

Investor Relations

The Boeing Company
Mail Code 5003-5016
100 North Riverside Plaza
Chicago, IL 60606-1596
U.S.A.

Company Shareholder Services

Prerecorded shareholder information is available toll-free from Boeing Shareholder Services at 800-457-7723. You may also speak to a Boeing Shareholder Services representative at 312-544-2660 between 8:00 a.m. and 4:30 p.m. Central Time.

To Request an Annual Report, Proxy Statement, Form 10-K or Form 10-Q, Contact:

Data Shipping
The Boeing Company
Mail Code 3T-33
P.O. Box 3707
Seattle, WA 98124-2207
U.S.A.
or call 425-393-4964 or 800-457-7723

Boeing on the Internet

The Boeing home page — www.boeing.com — is your entry point for viewing the latest Company information about its products and people. You may also view electronic versions of the annual report, proxy statement, Form 10-K or Form 10-Q.

Duplicate Shareholder Accounts

Registered shareholders with duplicate accounts may contact Computershare for instructions regarding the consolidation of those accounts. The Company recommends that registered shareholders always use the same form of their names in all stock transactions to be handled in the same account. Registered shareholders may also ask Computershare to eliminate excess mailings of annual reports going to shareholders in the same household.

Change of Address

For Boeing registered shareholders:

Call Computershare at 888-777-0923, or log onto your account at www.computershare.com/us/investor/boeing or write to Computershare P.O. Box 43016 Providence, RI 02940-3016 U.S.A.

For Boeing beneficial owners:

Contact your brokerage firm or bank to give notice of your change of address.

Stock Exchanges

The Company's common stock is traded principally on the New York Stock Exchange; the trading symbol is BA. Boeing common stock is also listed on the Amsterdam, Brussels, London, Swiss and Tokyo stock exchanges. Additionally, the stock is traded without being listed on the Boston, Chicago, Cincinnati, Pacific and Philadelphia exchanges.

Independent Auditors

Deloitte & Touche LLP
111 South Wacker Drive
Chicago, IL 60606-4301
U.S.A.
312-486-1000

Equal Opportunity Employer

Boeing is an equal opportunity employer and seeks to attract and retain the best-qualified people regardless of race, color, religion, national origin, gender, sexual orientation, age, disability, or status as a disabled or Vietnam Era Veteran.



The Boeing Company
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Chicago, IL 60606-1596
U.S.A.

“The Boeing Company aspires to deliver financial results that match the quality of our people and our technology, which is a meaningful improvement from where we are today.”

W. James McNerney, Jr., Chairman, President and Chief Executive Officer