

U.S. Large Companies Fund

Benchmark
Russell 1000 Index

Type Of Fund
U.S. Large Cap

Investment Information

Investment Objective & Strategy

The Fund seeks to provide long-term growth of capital and exceed the Russell 1000 index over a market cycle of 3-5 yrs, while seeking to control risk.

The Fund invests primarily in a diversified portfolio of equity securities of large companies with market caps exceeding \$7 billion. The Fund may also invest, to a limited extent, in mid-sized companies, foreign securities and IPOs. The Fund invests in both "growth" and "value" stocks across various industries and sectors. The Fund is actively managed by multiple managers, who are allocated a portion of the Fund's assets. Each manager operates independently utilizing its own investment style and analysis, however each must operate within the constraints of the Fund's objectives and guidelines. To facilitate daily liquidity, the Fund holds equity index futures contracts.

Fees and Expenses

Total Annual Operating Expense	0.31%
Investment Management Fee	0.28%
Other	0.03%
Total Expense per \$1000	\$3.10

The fees outlined above are as of 12-31-2016 and are rounded up or down to the nearest dime.

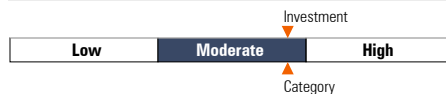
Portfolio Manager(s)

Management Team. Since 2010.

Operations and Management

Date Fund Offered	04-06-10
Management Company	MFS Institutional Advisors Inc Jackson Square Partners, LLC Hotchkis & Wiley Capital Management LLC Jennison Associates LLC Parametric
Issuer	The Boeing Company

Volatility Analysis



In the past, this investment has shown a relatively moderate range of price fluctuations relative to other investments. This investment may experience larger or smaller price declines or price increases depending on market conditions. Some of this risk may be offset by owning other investments with different portfolio makeups or investment strategies.

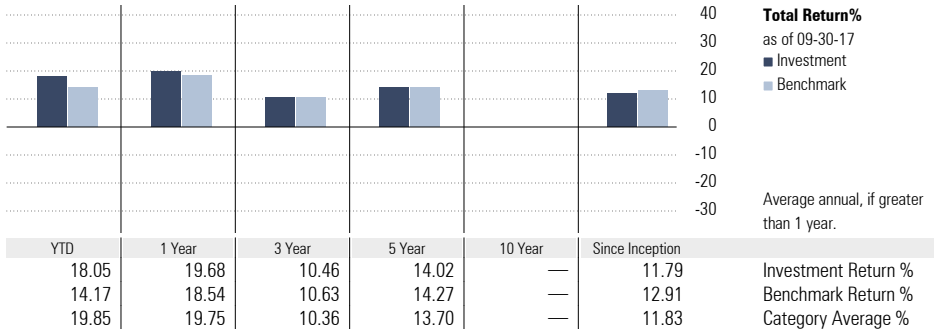
Best 3 Month Return

15.10%
(Jan '12 - Mar '12)

Worst 3 Month Return

-15.13%
(Jul '11 - Sep '11)

Performance

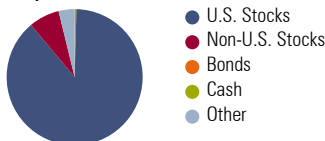


Performance Disclosure: The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate; thus an investor's shares, when redeemed, may be worth more or less than their original cost.

Current performance may be lower or higher than return data quoted herein. For more current information including month-end performance, please visit the Fund Performance page of the My Retirement Income website or call Boeing TotalAccess at 1-866-473-2016. Deaf or hard of hearing callers should use the relay service offered through their telephone service provider. From a Boeing location log onto my.boeing.com. From a non-Boeing location, log onto www.boeing.com/express. You will need your BEMSID and your TotalAccess password to access your account by phone or on the external web. Please refer to the performance section of the disclosure page for more information. Please see Category information on disclosure page.

Portfolio Analysis

Composition as of 09-30-17



Top 10 Holdings as of 09-30-17

Asset	% Assets
Microsoft Corp	3.38
PayPal Holdings Inc	3.12
Boen04 Parametric Us Lrg	3.05
Visa Inc Class A	2.63
Celgene Corp	2.38
Mastercard Inc A	2.22
JPMorgan Chase & Co	1.85
Crown Castle International Corp	1.83
Wells Fargo & Co	1.79
Biogen Inc	1.75

Total Number of Stock Holdings	163
Total Number of Bond Holdings	0
Total Fund Assets (\$mil)	2,549.09
Annual Turnover Ratio %	37

Morningstar Equity Style Box™ as of 09-30-17

Style	% Mkt Cap
Giant	38.80
Large	45.30
Medium	15.76
Small	0.14
Micro	0.00

Morningstar Sectors as of 09-30-17

Sector	% Fund
Cyclical	38.47
Basic Materials	1.13
Consumer Cyclical	8.34
Financial Services	27.87
Real Estate	1.13
Sensitive	40.67
Communication Services	5.07
Energy	4.52
Industrials	10.90
Technology	20.18
Defensive	20.85
Consumer Defensive	4.78
Healthcare	15.18
Utilities	0.89

Principal Risks

For a description of the risks associated with this fund, please refer to the attached disclosure pages.

Notes

The turnover ratio outlined above is as of 12-31-2016.

Disclosure

The attached Fund Fact Sheet provides investment fund information with respect to the various investment fund options available under the savings plans. The performance data given represent past performance (see Performance section below for details) and should not be considered indicative of future results. Principal value and investment return will fluctuate, so that an investor's shares when redeemed may be worth more or less than the original investment. Fund portfolio statistics change over time. The fund is not FDIC-insured, may lose value and is not guaranteed by a bank or other financial institution or The Boeing Company.

Performance

Total return reflects performance without adjusting for the effects of taxation, but is adjusted to reflect all actual ongoing fund expenses and assumes reinvestment of dividends and capital gains. The fund's performance is compared with that of a benchmark index. The index is an unmanaged portfolio of specified securities and the index does not reflect any initial or ongoing expenses. A fund's portfolio may differ significantly from the securities in the index.

Ticker Symbol

The investment options within the Voluntary Investment Plan do not have ticker symbols because they are not mutual funds. Boeing offers Voluntary Investment Plan participants a series of custom funds, whereby the company has utilized the Plan's scale of size to negotiate reduced fees versus what would be experienced in a mutual fund.

Morningstar Style Box™

The Morningstar Style Box reveals a fund's investment strategy as of the date noted on this report as determined by Morningstar. This investment strategy may differ slightly from the fund's actual (or overall) investment strategy as described earlier on page 1.

For equity funds the vertical axis shows the market capitalization of the long stocks owned and the horizontal axis shows investment style (value, blend, or growth).

Investment Risk Related to Strategy

The investor should note that funds are subject to investment risks which will vary depending on a particular fund's investment strategy.

Fee and Expense Ratios

These ratios disclose the percentage of a fund's assets paid for investment management fees and other expenses, which total the Total Annual Operating Expenses for the fund. Other expenses typically include fees for recordkeeping, trust and custody, audit and other plan administration expenses. Fees and Expenses shown are for the 2016 fiscal year, calculated as of 12-31-16. If fees are updated during a calendar year, the update will be reflected in the Fees and Expense section on page one of subsequent quarterly Fund Fact Sheets. Note: Fees provided in this Fund Fact Sheet are as of December 31, 2016 and were updated June 30, 2017.

For fee information, view the Annual Investment Disclosure document located on the My Retirement Income website in the Regulatory Notices section of the "Library".

Short Term Redemption Fees

There is a short-term redemption fee of 1.5 percent that is applied to the proceeds of the value of the units sold on all sale

transactions that occur 15 or fewer calendar days from the date the units are purchased (excluding contributions, loan repayments, or rollover contributions). These fees do not benefit Boeing or the plan's third party recordkeeper - they are paid directly to each respective fund, benefiting all investors in the fund.

Additional Information

Contact the Boeing Retirement Service Center through Boeing TotalAccess at 1-866-473-2016. Deaf or hard of hearing callers should use the relay service offered through their telephone service provider. Enter your BEMSID and Boeing TotalAccess password when prompted. Follow the remaining instructions and say "Savings" when prompted for a reason for calling. Service center representatives are available weekdays between 8 a.m. and 8 p.m. Central time, excluding holidays.

On the Boeing web: Log on to my.boeing.com. Visit TotalAccess>Total Compensation>My Retirement Benefits>Manage My Retirement Income.

On the World Wide Web: Log on to www.boeing.com/express using your BEMSID and your Boeing TotalAccess password. Visit TotalAccess>Total Compensation>My Retirement Benefits>Manage My Retirement Income. For additional savings plan information, go to the Summary Plan Description section of the "Library" on the My Retirement Income website.

Morningstar Category Information-Large Blend

Large-blend funds have portfolios that are fairly representative of the overall stock market in size, growth rates, and price. They tend to invest across the spectrum of U.S. industries and owing to their broad exposure, the funds' returns are often similar to those of the S&P 500 Index. The Category Average % shown in the Performance Section on page one demonstrates average returns in this sector in the retail mutual fund market. The Category Average % represents the average returns of a wide universe of retail mutual fund share classes that are in the specific Morningstar Category sector indicated above, similar to the sector of your employer plan fund. This Category Average % does not include returns of non-registered employer plan funds.

Broad-Based Benchmark

The Russell 1000 Index™ measures the performance of the large-cap segment of the U.S. equity universe. It is a subset of the Russell 3000® Index and includes approximately 1000 of the largest securities based on a combination of their market cap and current index membership. The Russell 1000 represents approximately 92% of the U.S. market.

Principal Risks

Active Management: The Fund is actively managed and subject to the risk that the investment managers' usage of investment techniques and risk analyses to make investment decisions fails to perform as expected, which may cause the Fund to lose value or underperform investments with similar objectives and strategies or the market in general.

Allocation: The Fund's ability to achieve its investment objective depends upon the Fund's strategic asset class allocation and mix of investment managers. There is a risk that the evaluations and assumptions regarding asset classes or investment managers may be incorrect in view of actual market conditions.

Capitalization: Concentrating assets in stocks of one or more

capitalizations (small, mid or large) may be subject to both the specific risks of those capitalizations as well as increased volatility because stocks of specific capitalizations tend to go through cycles of beating or lagging the market as a whole.

Cash Drag: The Fund may fail to meet its investment objective because of positions in cash and equivalents.

Depository Receipts: Investments in depository receipts generally reflect the risks of the securities they represent, although they may be subject to increased liquidity risk and higher expenses and may not pass through voting and other shareholder rights. Depository receipts cannot be directly exchanged for the securities they represent and may trade at either a discount or premium to those securities.

Equity Securities: The value of equity securities, which include common, preferred, and convertible preferred stocks, will fluctuate based on changes in their issuers' financial conditions, as well as overall market and economic conditions, and can decline in the event of deteriorating issuer, market, or economic conditions.

Foreign Securities: Investments in foreign securities may be subject to increased volatility as the value of these securities can change more rapidly and extremely than can the value of U.S. securities. Foreign securities are subject to increased issuer risk because foreign issuers may not experience the same degree of regulation as U.S. issuers do and are held to different reporting, accounting, and auditing standards. In addition, foreign securities are subject to increased costs because there are generally higher commission rates on transactions, transfer taxes, higher custodial costs, and the potential for foreign tax charges on dividend and interest payments. Many foreign markets are relatively small, and securities issued in less-developed countries face the risks of nationalization, expropriation or confiscatory taxation, and adverse changes in investment or exchange control regulations, including suspension of the ability to transfer currency from a country. Economic, political, social, or diplomatic developments can also negatively impact performance.

Futures: Investments in futures contracts and options on futures contracts may increase volatility and be subject to additional market, active management, interest, currency and other risks if the contract cannot be closed when desired.

Growth Investing: Growth securities may be subject to increased volatility as the value of these securities is highly sensitive to market fluctuations and future earnings expectations. These securities typically trade at higher multiples of current earnings than do other securities and may lose value if it appears their earnings expectations may not be met.

Issuer: A stake in any individual security is subject to the risk that the issuer of that security performs poorly, resulting in a decline in a security's value. Issuer-related declines may be caused by poor management decisions, competitive pressures, technological breakthrough, reliance on suppliers, labor problems or shortages, corporate restructurings, fraudulent disclosures, or other factors. Additionally, certain issuers may be more sensitive to adverse issuer, political, regulatory, market, or economic developments.

Large Cap: Concentrating assets in large-capitalization stocks

Disclosure

may subject the Fund to the risk that those stocks underperform other capitalizations or the market as a whole. Large-cap companies may be unable to respond as quickly as small- and mid-cap companies can to new competitive pressures and may lack the growth potential of those securities. Historically, large-cap companies do not recover as quickly as smaller companies do from market declines.

Long Term Outlook and Projections: The Fund is intended to be held for a substantial period of time, and investors should tolerate fluctuations in the Fund's value.

Loss of Money: Because the Fund's market value may fluctuate up and down, an investor may lose money, including part of the principal, when he or she buys or sells the Fund.

Management: Performance is subject to the risk that the investment managers' asset allocation and investment strategies do not perform as expected, which may cause the Fund to underperform its benchmark, other investments with similar objectives, or the market in general. The Fund is subject to the risk of loss of income and capital invested, and the Fund does not guarantee its value, performance or particular rate of return.

Market/Market Volatility: The market value of the Fund's securities may fall rapidly or unpredictably because of changing economic, political or market conditions, which may reduce the value of the Fund.

Mid-Cap: Concentrating assets in mid-capitalization stocks may subject the Fund to the risk that those stocks underperform other capitalizations or the market as a whole. Mid-cap companies may be subject to increased liquidity risk compared with large-cap companies and may experience greater price volatility than do those securities because of more-limited product lines or financial resources, among other factors.

Multimanager: Managers' individual investing styles may not complement each other. This can result in both higher portfolio turnover and enhanced or reduced concentration in a particular region, country, industry, or investing style compared with a fund with a single manager.

Regulation/Government Intervention: The business of the issuer of an underlying security may be adversely impacted by new regulation or government intervention, impacting the price of the security. Direct government ownership of distressed assets in times of economic instability may subject the Fund's holdings to increased price volatility and liquidity risk.

Temporary Defensive Measures: Temporary defensive positions may be used during adverse economic, market, or other conditions. In this event, up to 100% of assets may be allocated to securities, including cash and cash equivalents that are normally not consistent with the investment objective.

Value Investing: Value securities may be subject to the risk that these securities cannot overcome the adverse factors the investment managers believe are responsible for their low price or that the market may not recognize their fundamental value as the investment managers predicted. Value securities are not expected to experience significant earnings growth and may underperform growth stocks in certain markets.