

BOEING CO
Form 10-Q
October 21, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number 1-442

THE BOEING COMPANY

(Exact name of registrant as specified in its charter)

Delaware

91-0425694

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

100 N. Riverside Plaza, Chicago, IL
(Address of principal executive offices)

60606-1596
(Zip Code)

(312) 544-2000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 14, 2015, there were 669,983,631 shares of common stock, \$5.00 par value, issued and outstanding.

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THE BOEING COMPANY

FORM 10-Q

For the Quarter Ended September 30, 2015

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Part I. Financial Information

Item 1. Financial Statements

The Boeing Company and Subsidiaries

Condensed Consolidated Statements of Operations

(Unaudited)

| | Nine months ended | | Three months ended | |
|--|-------------------|-----------|--------------------|-----------|
| | September 30 | | September 30 | |
| (Dollars in millions, except per share data) | 2015 | 2014 | 2015 | 2014 |
| Sales of products | \$64,408 | \$58,920 | \$23,000 | \$21,378 |
| Sales of services | 8,133 | 7,374 | 2,849 | 2,406 |
| Total revenues | 72,541 | 66,294 | 25,849 | 23,784 |
| Cost of products | (55,020) | (50,023) | (19,393) | (18,091) |
| Cost of services | (6,377) | (5,965) | (2,191) | (1,966) |
| Boeing Capital interest expense | (49) | (53) | (16) | (18) |
| Total costs and expenses | (61,446) | (56,041) | (21,600) | (20,075) |
| | 11,095 | 10,253 | 4,249 | 3,709 |
| Income from operating investments, net | 207 | 212 | 78 | 92 |
| General and administrative expense | (2,594) | (2,727) | (889) | (932) |
| Research and development expense, net | (2,426) | (2,292) | (857) | (750) |
| Gain/(loss) on dispositions, net | | 2 | (1) | |
| Earnings from operations | 6,282 | 5,448 | 2,580 | 2,119 |
| Other (loss)/income, net | (23) | 11 | (26) | (9) |
| Interest and debt expense | (203) | (252) | (67) | (79) |
| Earnings before income taxes | 6,056 | 5,207 | 2,487 | 2,031 |
| Income tax expense | (1,906) | (1,227) | (783) | (669) |
| Net earnings | \$4,150 | \$3,980 | \$1,704 | \$1,362 |
| Basic earnings per share | \$5.99 | \$5.43 | \$2.50 | \$1.88 |
| Diluted earnings per share | \$5.92 | \$5.36 | \$2.47 | \$1.86 |
| Cash dividends paid per share | \$2.73 | \$2.19 | \$0.91 | \$0.73 |
| Weighted average diluted shares (millions) | 700.9 | 742.3 | 689.0 | 731.9 |

See Notes to the Condensed Consolidated Financial Statements.

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The Boeing Company and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

| (Dollars in millions) | Nine months ended September 30 | | Three months ended September 30 | |
|---|-----------------------------------|---------|------------------------------------|---------|
| | 2015 | 2014 | 2015 | 2014 |
| Net earnings | \$4,150 | \$3,980 | \$1,704 | \$1,362 |
| Other comprehensive income, net of tax: | | | | |
| Currency translation adjustments | (79 |) (34 |) (35 |) (72 |
| Unrealized gain/(loss) on certain investments, net of tax (\$5), (\$1), (\$2), and \$1 | 5 | 2 | 1 | (1 |
| Unrealized (loss)/gain on derivative instruments: | | | | |
| Unrealized loss arising during period, net of tax of \$78, \$36, \$41, and \$50 | (139 |) (64 |) (73 |) (89 |
| Reclassification adjustment for gains/(losses) included in net earnings, net of tax of (\$28), \$1, (\$12), and \$1 | 52 | (2 |) 24 | (3 |
| Total unrealized loss on derivative instruments, net of tax | (87 |) (66 |) (49 |) (92 |
| Defined benefit pension plans and other postretirement benefits: | | | | |
| Amortization of prior service cost included in net periodic pension cost, net of tax of (\$16), (\$9), (\$5), and (\$3) | 29 | 16 | 10 | 5 |
| Net actuarial gain/(loss) arising during the period, net of tax of (\$2), (\$348), \$15, and (\$1) | 4 | 623 | (27 |) 1 |
| Amortization of actuarial losses included in net periodic pension cost, net of tax of (\$425), (\$275), (\$143), and (\$90) | 765 | 498 | 257 | 165 |
| Settlements and curtailments included in net income, net of tax of (\$2), (\$113), \$0, and \$0 | 3 | 202 | | |
| Total defined benefit pension plans and other postretirement benefits, net of tax | 801 | 1,339 | 240 | 171 |
| Other comprehensive income, net of tax | 640 | 1,241 | 157 | 6 |
| Comprehensive (loss)/income related to noncontrolling interests | (2 |) 9 | (1 |) 3 |
| Comprehensive income, net of tax | \$4,788 | \$5,230 | \$1,860 | \$1,371 |

See Notes to the Condensed Consolidated Financial Statements.

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The Boeing Company and Subsidiaries
Condensed Consolidated Statements of Financial Position
(Unaudited)

| (Dollars in millions, except per share data) | September 30 2015 | December 31 2014 |
|--|----------------------|---------------------|
| Assets | | |
| Cash and cash equivalents | \$9,383 | \$11,733 |
| Short-term and other investments | 474 | 1,359 |
| Accounts receivable, net | 8,854 | 7,729 |
| Current portion of customer financing, net | 227 | 190 |
| Deferred income taxes | 14 | 18 |
| Inventories, net of advances and progress billings | 48,624 | 46,756 |
| Total current assets | 67,576 | 67,785 |
| Customer financing, net | 3,231 | 3,371 |
| Property, plant and equipment, net of accumulated depreciation of \$16,188 and \$15,689 | 11,614 | 11,007 |
| Goodwill | 5,122 | 5,119 |
| Acquired intangible assets, net | 2,706 | 2,869 |
| Deferred income taxes | 6,146 | 6,576 |
| Investments | 1,277 | 1,154 |
| Other assets, net of accumulated amortization of \$441 and \$479 | 1,326 | 1,317 |
| Total assets | \$98,998 | \$99,198 |
| Liabilities and equity | | |
| Accounts payable | \$11,777 | \$10,667 |
| Accrued liabilities | 12,770 | 13,343 |
| Advances and billings in excess of related costs | 23,442 | 23,175 |
| Deferred income taxes and income taxes payable | 9,205 | 8,603 |
| Short-term debt and current portion of long-term debt | 614 | 929 |
| Total current liabilities | 57,808 | 56,717 |
| Accrued retiree health care | 6,746 | 6,802 |
| Accrued pension plan liability, net | 17,795 | 17,182 |
| Non-current income taxes payable | 378 | 358 |
| Other long-term liabilities | 1,083 | 1,208 |
| Long-term debt | 8,402 | 8,141 |
| Shareholders' equity: | | |
| Common stock, par value \$5.00 – 1,200,000,000 shares authorized; 1,012,261,159 shares issued | 5,061 | 5,061 |
| Additional paid-in capital | 4,771 | 4,625 |
| Treasury stock, at cost – 341,300,206 and 305,533,606 shares | (28,898 |) (23,298 |
| Retained earnings | 39,069 | 36,180 |
| Accumulated other comprehensive loss | (13,263 |) (13,903 |
| Total shareholders' equity | 6,740 | 8,665 |
| Noncontrolling interests | 46 | 125 |
| Total equity | 6,786 | 8,790 |
| Total liabilities and equity | \$98,998 | \$99,198 |

See Notes to the Condensed Consolidated Financial Statements.

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The Boeing Company and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(Dollars in millions)

| | Nine months ended September 30 | | |
|---|-----------------------------------|----------|---|
| | 2015 | 2014 | |
| Cash flows – operating activities: | | | |
| Net earnings | \$4,150 | \$3,980 | |
| Adjustments to reconcile net earnings to net cash provided by operating activities: | | | |
| Non-cash items – | | | |
| Share-based plans expense | 141 | 152 | |
| Depreciation and amortization | 1,349 | 1,378 | |
| Investment/asset impairment charges, net | 124 | 140 | |
| Customer financing valuation benefit | (3 |) (26 |) |
| Gain on dispositions, net | | (2 |) |
| Other charges and credits, net | 230 | 145 | |
| Excess tax benefits from share-based payment arrangements | (139 |) (104 |) |
| Changes in assets and liabilities – | | | |
| Accounts receivable | (1,202 |) (1,385 |) |
| Inventories, net of advances and progress billings | (2,186 |) (4,425 |) |
| Accounts payable | 1,058 | 1,819 | |
| Accrued liabilities | (196 |) (1,054 |) |
| Advances and billings in excess of related costs | 270 | 1,100 | |
| Income taxes receivable, payable and deferred | 824 | 887 | |
| Other long-term liabilities | 40 | (42 |) |
| Pension and other postretirement plans | 1,837 | 746 | |
| Customer financing, net | 45 | 494 | |
| Other | (98 |) 57 | |
| Net cash provided by operating activities | 6,244 | 3,860 | |
| Cash flows – investing activities: | | | |
| Property, plant and equipment additions | (1,827 |) (1,568 |) |
| Property, plant and equipment reductions | 24 | 27 | |
| Acquisitions, net of cash acquired | (23 |) (163 |) |
| Contributions to investments | (1,341 |) (7,874 |) |
| Proceeds from investments | 2,169 | 10,608 | |
| Other | 33 | 4 | |
| Net cash (used)/provided by investing activities | (965 |) 1,034 | |
| Cash flows – financing activities: | | | |
| New borrowings | 761 | 105 | |
| Debt repayments | (864 |) (910 |) |
| Repayments of distribution rights and other asset financing | | (184 |) |
| Stock options exercised | 331 | 293 | |
| Excess tax benefits from share-based payment arrangements | 139 | 104 | |
| Employee taxes on certain share-based payment arrangements | (93 |) (94 |) |
| Common shares repurchased | (6,001 |) (5,000 |) |
| Dividends paid | (1,882 |) (1,596 |) |
| Other | | (12 |) |
| Net cash used by financing activities | (7,609 |) (7,294 |) |
| Effect of exchange rate changes on cash and cash equivalents | (20 |) (33 |) |

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| | | | | |
|--|---------|---|---------|---|
| Net decrease in cash and cash equivalents | (2,350 |) | (2,433 |) |
| Cash and cash equivalents at beginning of year | 11,733 | | 9,088 | |
| Cash and cash equivalents at end of period | \$9,383 | | \$6,655 | |

See Notes to the Condensed Consolidated Financial Statements.

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The Boeing Company and Subsidiaries
Condensed Consolidated Statements of Equity
(Unaudited)

| (Dollars in millions, except per share data) | Boeing shareholders | | | | Accumulated Other Comprehensive Loss | Non- controlling Interests | Total |
|---|---------------------|----------------------------------|-------------------|----------------------|---|----------------------------------|----------|
| | Common Stock | Additional Paid-In Capital | Treasury Stock | Retained Earnings | | | |
| Balance at January 1, 2014 | \$5,061 | \$4,415 | (\$17,671) | \$32,964 | (\$9,894) | \$122 | \$14,997 |
| Net earnings | | | | 3,980 | | 9 | 3,989 |
| Other comprehensive income, net of tax of (\$709) | | | | | 1,241 | | 1,241 |
| Share-based compensation and related dividend equivalents | | 159 | | (10) | | | 149 |
| Excess tax pools | | 104 | | | | | 104 |
| Treasury shares issued for stock options exercised, net | | 18 | 276 | | | | 294 |
| Treasury shares issued for other share-based plans, net | | (124) | 46 | | | | (78) |
| Common shares repurchased | | | (5,000) | | | | (5,000) |
| Cash dividends declared (\$1.46 per share) | | | | (1,054) | | | (1,054) |
| Changes in noncontrolling interests | | | | | | (5) | (5) |
| Balance at September 30, 2014 | \$5,061 | \$4,572 | (\$22,349) | \$35,880 | (\$8,653) | \$126 | \$14,637 |
| Balance at January 1, 2015 | \$5,061 | \$4,625 | (\$23,298) | \$36,180 | (\$13,903) | \$125 | \$8,790 |
| Net earnings | | | | 4,150 | | (2) | 4,148 |
| Other comprehensive income, net of tax of (\$400) | | | | | 640 | | 640 |
| Share-based compensation and related dividend equivalents | | 154 | | (13) | | | 141 |
| Excess tax pools | | 141 | | | | | 141 |
| Treasury shares issued for stock options exercised, net | | (19) | 350 | | | | 331 |
| Treasury shares issued for other share-based plans, net | | (130) | 51 | | | | (79) |
| Common shares repurchased | | | (6,001) | | | | (6,001) |
| Cash dividends declared (\$1.82 per share) | | | | (1,248) | | | (1,248) |
| Changes in noncontrolling interests | | | | | | (77) | (77) |
| Balance at September 30, 2015 | \$5,061 | \$4,771 | (\$28,898) | \$39,069 | (\$13,263) | \$46 | \$6,786 |

See Notes to the Condensed Consolidated Financial Statements.

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The Boeing Company and Subsidiaries
Notes to Condensed Consolidated Financial Statements
Summary of Business Segment Data
(Unaudited)

| (Dollars in millions) | Nine months ended September 30 | | Three months ended September 30 | |
|---|-----------------------------------|----------|------------------------------------|----------|
| | 2015 | 2014 | 2015 | 2014 |
| Revenues: | | | | |
| Commercial Airplanes | \$49,950 | \$43,151 | \$17,692 | \$16,110 |
| Defense, Space & Security: | | | | |
| Boeing Military Aircraft | 10,283 | 10,509 | 4,051 | 3,534 |
| Network & Space Systems | 5,797 | 5,823 | 2,127 | 2,027 |
| Global Services & Support | 6,523 | 6,961 | 2,172 | 2,352 |
| Total Defense, Space & Security | 22,603 | 23,293 | 8,350 | 7,913 |
| Boeing Capital | 315 | 263 | 114 | 91 |
| Unallocated items, eliminations and other | (327) | (413) | (307) | (330) |
| Total revenues | \$72,541 | \$66,294 | \$25,849 | \$23,784 |
| Earnings from operations: | | | | |
| Commercial Airplanes | \$4,591 | \$4,849 | \$1,768 | \$1,797 |
| Defense, Space & Security: | | | | |
| Boeing Military Aircraft | 880 | 935 | 496 | 439 |
| Network & Space Systems | 563 | 507 | 245 | 189 |
| Global Services & Support | 868 | 774 | 281 | 228 |
| Total Defense, Space & Security | 2,311 | 2,216 | 1,022 | 856 |
| Boeing Capital | 41 | 66 | 10 | (11) |
| Unallocated items, eliminations and other | (661) | (1,683) | (220) | (523) |
| Earnings from operations | 6,282 | 5,448 | 2,580 | 2,119 |
| Other (loss)/income, net | (23) | 11 | (26) | (9) |
| Interest and debt expense | (203) | (252) | (67) | (79) |
| Earnings before income taxes | 6,056 | 5,207 | 2,487 | 2,031 |
| Income tax expense | (1,906) | (1,227) | (783) | (669) |
| Net earnings | \$4,150 | \$3,980 | \$1,704 | \$1,362 |

This information is an integral part of the Notes to the Condensed Consolidated Financial Statements. See Note 18 for further segment results.

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The Boeing Company and Subsidiaries

Notes to the Condensed Consolidated Financial Statements

(Dollars in millions, except per share data)

(Unaudited)

Note 1 – Basis of Presentation

The condensed consolidated interim financial statements included in this report have been prepared by management of The Boeing Company (herein referred to as “Boeing”, the “Company”, “we”, “us”, or “our”). In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation are reflected in the interim financial statements. The results of operations for the period ended September 30, 2015 are not necessarily indicative of the operating results for the full year. The interim financial statements should be read in conjunction with the audited Consolidated Financial Statements, including the notes thereto, included in our 2014 Annual Report on Form 10-K.

Standards Issued and Not Yet Implemented

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers. The new standard was originally effective for reporting periods beginning after December 15, 2016 and early adoption was not permitted. On August 12, 2015, the FASB approved a one year delay of the effective date to reporting periods beginning after December 15, 2017, while permitting companies to voluntarily adopt the new standard as of the original effective date. The comprehensive new standard will supersede existing revenue recognition guidance and require revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions. The guidance permits two implementation approaches, one requiring retrospective application of the new standard with restatement of prior years and one requiring prospective application of the new standard with disclosure of results under old standards. The Company is currently evaluating when to adopt the new standard, the impacts of adoption and the implementation approach to be used.

Use of Estimates

Management makes assumptions and estimates to prepare financial statements in conformity with accounting principles generally accepted in the United States of America. Those assumptions and estimates directly affect the amounts reported in the Condensed 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 Condensed Consolidated Financial Statements.

Contract accounting is used for development and production activities predominantly by Defense, Space & Security (BDS). Contract accounting involves a judgmental process of estimating total sales and costs for each contract resulting in the development of estimated cost of sales percentages. Changes in estimated revenues, cost of sales and the related effect on operating income are recognized using a cumulative catch-up adjustment which recognizes in the current period the cumulative effect of the changes on current and prior periods based on a contract’s percent complete. For the nine months ended September 30, 2015 and 2014, net unfavorable cumulative catch-up adjustments, including reach-forward losses, across all contracts decreased Earnings from operations by \$384 and \$54 and diluted earnings per share by \$0.38 and \$0.06. For the three months ended September 30, 2015 and 2014, net favorable cumulative catch-up adjustments, including reach-forward losses, across all contracts increased Earnings from operations by \$210 and \$91 and diluted earnings per share by \$0.21 and \$0.08.

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Note 2 – Earnings Per Share

Basic and diluted earnings per share are computed using the two-class method, which is an earnings allocation method that determines earnings per share for common shares and participating securities. The undistributed earnings are allocated between common shares and participating securities as if all earnings had been distributed during the period. Participating securities and common shares have equal rights to undistributed earnings.

Basic earnings per share is calculated by taking net earnings, less earnings available to participating securities, divided by the basic weighted average common shares outstanding.

Diluted earnings per share is calculated by taking net earnings, less earnings available to participating securities, divided by the diluted weighted average common shares outstanding.

The elements used in the computation of basic and diluted earnings per share were as follows:

| (In millions - except per share amounts) | Nine months ended | | Three months ended | |
|--|-------------------|---------|--------------------|---------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Net earnings | \$4,150 | \$3,980 | \$1,704 | \$1,362 |
| Less: earnings available to participating securities | 5 | 5 | 3 | 2 |
| Net earnings available to common shareholders | \$4,145 | \$3,975 | \$1,701 | \$1,360 |
| Basic | | | | |
| Basic weighted average shares outstanding | 692.9 | 733.3 | 681.3 | 722.8 |
| Less: participating securities | 1.1 | 1.3 | 1.2 | 1.3 |
| Basic weighted average common shares outstanding | 691.8 | 732.0 | 680.1 | 721.5 |
| Diluted | | | | |
| Basic weighted average shares outstanding | 692.9 | 733.3 | 681.3 | 722.8 |
| Dilutive potential common shares ⁽¹⁾ | 8.0 | 9.0 | 7.7 | 9.1 |
| Diluted weighted average shares outstanding | 700.9 | 742.3 | 689.0 | 731.9 |
| Less: participating securities | 1.1 | 1.3 | 1.2 | 1.3 |
| Diluted weighted average common shares outstanding | 699.8 | 741.0 | 687.8 | 730.6 |
| Net earnings per share: | | | | |
| Basic | \$5.99 | \$5.43 | \$2.50 | \$1.88 |
| Diluted | 5.92 | 5.36 | 2.47 | 1.86 |

⁽¹⁾ Diluted earnings per share includes any dilutive impact of stock options, restricted stock units, performance-based restricted stock units and performance awards.

The following table includes the number of shares that may be dilutive potential common shares in the future. These shares were not included in the computation of diluted earnings per share because the effect was either antidilutive or the performance condition was not met.

| (Shares in millions) | Nine months ended | | Three months ended | |
|--|-------------------|------|--------------------|------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Performance awards | 5.9 | 5.3 | 5.9 | 4.6 |
| Performance-based restricted stock units | 2.3 | 1.3 | 2.3 | 1.3 |

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Note 3 – Income Taxes

Our effective income tax rates were 31.5% and 31.5% for the nine and three months ended September 30, 2015 and 23.6% and 32.9% for the same periods in the prior year. The effective tax rate for the nine months ended September 30, 2015 is higher than the comparable prior year period primarily due to the tax benefits of \$524 recorded in the second quarter of 2014 related to tax basis adjustments and settlement of the 2007-2008 and 2009-2010 federal tax audits. The effective tax rate for the three months ended September 30, 2015 is lower than the comparable prior year period primarily due to a higher U.S. manufacturing activity tax benefit than in 2014.

Due to the expiration of the U.S. research and development tax credit (research tax credit) at the end of 2014, no tax benefit has been recorded in 2015. If the research tax credit is reinstated there will be a favorable impact on our 2015 effective income tax rate.

Federal income tax audits have been settled for all years prior to 2011. The years 2011-2012 are currently being examined by the IRS. We are also subject to examination in major state and international jurisdictions for the 2001-2014 tax years. We believe appropriate provisions for all outstanding tax issues have been made for all jurisdictions and all open years.

Audit outcomes and the timing of audit settlements are subject to significant uncertainty. It is reasonably possible that within the next 12 months we will resolve the matters presently under consideration for the 2011-2012 tax years with the IRS. Depending on the timing and outcome of that audit settlement, unrecognized tax benefits could decrease by up to \$125 based on current estimates.

Note 4 – Accounts Receivable, net

Accounts receivable, net as of September 30, 2015, includes \$108 of unbillable receivables on a long-term contract with LightSquared, LP (LightSquared) related to the construction of two commercial satellites. One of the satellites has been delivered, and the other is substantially complete but remains in Boeing's possession. On May 14, 2012, LightSquared filed for Chapter 11 bankruptcy protection. We believe that our rights in the second satellite and related ground-segment assets are sufficient to protect the value of our receivables in the event LightSquared fails to make payments as contractually required or rejects its contract with us. Given the uncertainties inherent in bankruptcy proceedings, it is reasonably possible that we could incur losses related to these receivables in connection with the LightSquared bankruptcy.

Note 5 – Inventories

Inventories consisted of the following:

| | September 30 2015 | December 31 2014 |
|--|----------------------|---------------------|
| Long-term contracts in progress | \$14,275 | \$13,381 |
| Commercial aircraft programs | 56,278 | 55,220 |
| Commercial spare parts, used aircraft, general stock materials and other | 6,506 | 7,421 |
| Inventory before advances and progress billings | 77,059 | 76,022 |
| Less advances and progress billings | (28,435 |) (29,266 |
| Total | \$48,624 | \$46,756 |

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Long-term contracts in progress includes Delta launch program inventory that is being sold at cost to United Launch Alliance (ULA) under an inventory supply agreement that terminates on March 31, 2021. At September 30, 2015, the inventory balance was \$120 (net of advances of \$317) and \$154 (net of advances of \$322) at December 31, 2014. At September 30, 2015, \$222 of this inventory related to unsold launches. See Note 10.

Capitalized precontract costs of \$664 and \$1,281 at September 30, 2015 and December 31, 2014, are included in inventories.

At September 30, 2015 and December 31, 2014, commercial aircraft programs inventory included the following amounts related to the 787 program: \$35,282 and \$33,163 of work in process (including deferred production costs of \$28,309 and \$26,149), \$2,267 and \$2,257 of supplier advances, and \$3,908 and \$3,801 of unamortized tooling and other non-recurring costs. At September 30, 2015, \$22,496 of 787 deferred production costs, unamortized tooling and other non-recurring costs are expected to be recovered from units included in the program accounting quantity that have firm orders and \$9,721 is expected to be recovered from units included in the program accounting quantity that represent expected future orders.

At September 30, 2015 and December 31, 2014, commercial aircraft programs inventory included the following amounts related to the 747 program: \$1,891 and \$1,741 of deferred production costs, net of previously recorded reach-forward losses, and \$405 and \$476 of unamortized tooling costs. At September 30, 2015, \$739 of 747 deferred production and unamortized tooling costs are expected to be recovered from units included in the program accounting quantity that have firm orders and \$1,557 is expected to be recovered from units included in the program accounting quantity that represent expected future orders.

Commercial aircraft programs inventory included amounts credited in cash or other consideration (early issue sales consideration) to airline customers totaling \$3,109 and \$3,341 at September 30, 2015 and December 31, 2014.

Used aircraft in inventories at Commercial Airplanes totaled \$248 and \$275 at September 30, 2015 and December 31, 2014.

Note 6 – Customer Financing

Customer financing primarily relates to the Boeing Capital (BCC) segment and consisted of the following:

| | September 30 2015 | December 31 2014 |
|--|----------------------|---------------------|
| Financing receivables: | | |
| Investment in sales-type/finance leases | \$1,659 | \$1,535 |
| Notes | 347 | 370 |
| Total financing receivables | 2,006 | 1,905 |
| Operating lease equipment, at cost, less accumulated depreciation of \$461 and \$571 | 1,470 | 1,677 |
| Gross customer financing | 3,476 | 3,582 |
| Less allowance for losses on receivables | (18 |) (21 |
| Total | \$3,458 | \$3,561 |

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. At September 30, 2015 and December 31, 2014, we individually evaluated for impairment customer financing receivables of \$89 and \$86 and determined that none of these were impaired.

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The adequacy of the allowance for losses is assessed quarterly. Three primary factors influencing the level of our allowance for losses on customer financing receivables are customer credit ratings, default rates and collateral values. We assign internal credit ratings for all customers and determine the creditworthiness of each customer based upon publicly available information and information obtained directly from our customers. Our rating categories are comparable to those used by the major credit rating agencies.

Our financing receivable balances by internal credit rating category are shown below.

| Rating categories | September 30 2015 | December 31 2014 |
|---|----------------------|---------------------|
| BBB | \$990 | \$1,055 |
| BB | 555 | |
| B | 272 | 633 |
| CCC | 100 | 131 |
| Other | 89 | 86 |
| Total carrying value of financing receivables | \$2,006 | \$1,905 |

At September 30, 2015, our allowance related to receivables with ratings of B, BB and BBB. We applied default rates that averaged 16%, 9% and 2% to the exposure associated with those receivables.

Customer Financing Exposure

Customer financing is collateralized by security in the related asset. The value of the collateral is closely tied to commercial airline performance and overall market conditions and may be subject to reduced valuation with market decline. Declines in collateral values are also a significant driver of our allowance for losses. Generally, out-of-production aircraft have experienced greater collateral value declines than in-production aircraft. Our customer financing portfolio is primarily collateralized by out-of-production 717, 757 and MD-80 aircraft. The majority of customer financing carrying values are concentrated in the following aircraft models:

| | September 30 2015 | December 31 2014 |
|--|----------------------|---------------------|
| 717 Aircraft (\$405 and \$421 accounted for as operating leases) | \$1,473 | \$1,562 |
| 747 Aircraft (Accounted for as operating leases) | 734 | 601 |
| MD-80 Aircraft (Accounted for as sales-type finance leases) | 327 | 358 |
| 757 Aircraft (\$57 and \$349 accounted for as operating leases) | 285 | 370 |
| 767 Aircraft (\$78 and \$47 accounted for as operating leases) | 182 | 158 |
| 737 Aircraft (\$118 and \$127 accounted for as operating leases) | 118 | 156 |
| MD-11 Aircraft (Accounted for as operating leases) | 60 | 114 |

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Note 7 – Investments

Our investments, which are recorded in Short-term and other investments or Investments, consisted of the following:

| | September 30 2015 | December 31 2014 |
|---|----------------------|---------------------|
| Time deposits | 406 | \$1,295 |
| Pledged money market funds ⁽¹⁾ | 38 | 38 |
| Available-for-sale investments | 17 | 7 |
| Equity method investments ⁽²⁾ | 1,226 | 1,114 |
| Restricted cash ⁽³⁾ | 29 | 26 |
| Other investments | 35 | 33 |
| Total | \$1,751 | \$2,513 |

(1) Reflects amounts pledged in lieu of letters of credit as collateral in support of our workers' compensation programs. These funds can become available within 30 days notice upon issuance of letters of credit.

(2) Dividends received were \$186 and \$62 for the nine and three months ended September 30, 2015 and \$215 and \$81 during the same periods in the prior year.

(3) Restricted to pay certain claims related to workers' compensation and life insurance premiums for certain employees.

Note 8 – Other Assets

Sea Launch

At September 30, 2015 and December 31, 2014, Other assets included \$356 of receivables related to our former investment in the Sea Launch venture which became payable by certain Sea Launch partners following Sea Launch's bankruptcy filing in June 2009. The \$356 includes \$147 related to a payment made by us under a bank guarantee on behalf of Sea Launch and \$209 related to loans (partner loans) we made to Sea Launch. The net amounts owed to Boeing by each of the partners are as follows: S.P. Koroley Rocket and Space Corporation Energia of Russia – \$223, PO Yuzhnoye Mashinostroitelny Zavod of Ukraine – \$89 and KB Yuzhnoye of Ukraine – \$44.

Although each partner is contractually obligated to reimburse us for its share of the bank guarantee, the Russian and Ukrainian partners have raised defenses to enforcement and contested our claims. On October 19, 2009, we filed a Notice of Arbitration with the Stockholm Chamber of Commerce seeking reimbursement from the other Sea Launch partners of the \$147 bank guarantee payment. On October 7, 2010, the arbitrator ruled that the Stockholm Chamber of Commerce lacked jurisdiction to hear the matter but did not resolve the merits of our claim. We filed a notice appealing the arbitrator's ruling on January 11, 2011. On April 11, 2014, the appellate court entered a ruling that the decision of the arbitrator is not appealable. On May 9, 2014, we filed a brief with the Supreme Court of Sweden appealing the appellate court's April 11, 2014 ruling. On February 1, 2013, we filed an action in the United States District Court for the Central District of California seeking reimbursement from the other Sea Launch partners of the \$147 bank guarantee payment and the \$209 partner loan obligations. On September 28, 2015, the district court granted summary judgment in Boeing's favor on all claims against the other partners. Further proceedings will determine the final damage amount, including potential interest payments. If the partners decide to appeal or seek reconsideration of the district court's ruling additional proceedings would ensue. We believe the partners have the financial wherewithal to pay and intend to pursue vigorously all of our rights and remedies. In the event we are unable to secure reimbursement of \$147 related to our payment under the bank guarantee and \$209 related to partner loans made to Sea Launch, we could incur additional charges. Our current assessment as to the collectability of these receivables takes into account the current economic conditions in Russia and Ukraine, although we will continue to monitor the situation.

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Note 9 – Commitments and Contingencies

Environmental

The following table summarizes environmental remediation activity during the nine months ended September 30, 2015 and 2014.

| | 2015 | 2014 |
|-------------------------------|-------|-------|
| Beginning balance – January 1 | \$601 | \$649 |
| Reductions for payments made | (52 |) (36 |
| Changes in estimates | 34 | 25 |
| Ending balance – September 30 | \$583 | \$638 |

The liabilities recorded represent our best estimate or the low end of a range of reasonably possible costs expected to be incurred to remediate sites, including operation and maintenance over periods of up to 30 years. It is reasonably possible that we may incur charges that exceed these recorded amounts because of regulatory agency orders and directives, changes in laws and/or regulations, higher than expected costs and/or the discovery of new or additional contamination. As part of our estimating process, we develop a range of reasonably possible alternate scenarios that includes the high end of a range of reasonably possible cost estimates for all remediation sites for which we have sufficient information based on our experience and existing laws and regulations. There are some potential remediation obligations where the costs of remediation cannot be reasonably estimated. At September 30, 2015 and December 31, 2014, the high end of the estimated range of reasonably possible remediation costs exceeded our recorded liabilities by \$845 and \$874.

Product Warranties

The following table summarizes product warranty activity recorded during the nine months ended September 30, 2015 and 2014.

| | 2015 | 2014 |
|---------------------------------------|---------|---------|
| Beginning balance – January 1 | \$1,504 | \$1,570 |
| Additions for current year deliveries | 312 | 416 |
| Reductions for payments made | (262 |) (336 |
| Changes in estimates | (101 |) (167 |
| Ending balance - September 30 | \$1,453 | \$1,483 |

Commercial Aircraft Commitments

In conjunction with signing definitive agreements for the sale of new aircraft (Sale Aircraft), we have entered into trade-in commitments with certain customers that give them the right to trade in used aircraft at a specified price upon the purchase of Sale Aircraft. The probability that trade-in commitments will be exercised is determined by using both quantitative information from valuation sources and qualitative information from other sources. The probability of exercise is assessed quarterly, or as events trigger a change, and takes into consideration the current economic and airline industry environments. Trade-in commitments, which can be terminated by mutual consent with the customer, may be exercised only during the period specified in the agreement, and require advance notice by the customer.

Trade-in commitment agreements at September 30, 2015 have expiration dates from 2015 through 2026. At September 30, 2015, and December 31, 2014 total contractual trade-in commitments were \$1,601 and \$2,392. As of September 30, 2015 and December 31, 2014, we estimated that it was probable we would be obligated to perform on certain of these commitments with net amounts payable to customers totaling \$345 and \$446 and the fair value of the related trade-in aircraft was \$345 and \$446.

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Financing Commitments

Financing commitments related to aircraft on order, including options and those proposed in sales campaigns, totaled \$17,858 and \$16,723 as of September 30, 2015 and December 31, 2014. The estimated earliest potential funding dates for these commitments as of September 30, 2015 are as follows:

| | Total |
|-------------------------------|----------|
| October through December 2015 | \$214 |
| 2016 | 3,362 |
| 2017 | 3,814 |
| 2018 | 3,344 |
| 2019 | 3,353 |
| Thereafter | 3,771 |
| | \$17,858 |

As of September 30, 2015, \$17,842 of these financing commitments related to customers we believe have less than investment-grade credit. We have concluded that no reserve for future potential losses is required for these financing commitments based upon the terms, such as collateralization and interest rates, under which funding would be provided.

Standby Letters of Credit and Surety Bonds

We have entered into standby letters of credit and surety bonds with financial institutions primarily relating to the guarantee of our future performance on certain contracts. Contingent liabilities on outstanding letters of credit agreements and surety bonds aggregated approximately \$4,735 and \$3,985 as of September 30, 2015 and December 31, 2014.

Commitments to ULA

We and Lockheed Martin Corporation have each committed to provide ULA with additional capital contributions in the event ULA does not have sufficient funds to make a required payment to us under an inventory supply agreement. As of September 30, 2015, ULA's total remaining obligation to Boeing under the inventory supply agreement was \$120. See Note 5.

C-17

We plan to end production of C-17 aircraft in the fourth quarter of 2015. At September 30, 2015, one aircraft remained unsold, while our backlog includes international orders for four C-17 aircraft that are scheduled for delivery in 2016. During the first nine months of 2015 we received orders for six C-17 aircraft and we believe it is probable that we will receive an order for the remaining unsold aircraft from an international customer. Should an order not materialize we could incur charges to write down inventory.

F/A-18

At September 30, 2015, our backlog included 40 F/A-18 aircraft under contract with the U.S. Navy. The orders in backlog, combined with anticipated orders for 15 aircraft funded in the Consolidated and Further Continuing Appropriations Act, 2015, would complete production in 2017. The President's Fiscal Year 2016 (FY 2016) budget request submitted in February 2015 did not include F/A-18 aircraft. However, in March 2015, the Navy included 12 F/A-18s in its unfunded priorities list and subsequently all four congressional defense oversight committees have included these aircraft in their proposed FY 2016 budgets. We are also continuing to pursue additional orders from international customers. Should additional orders not materialize, it is reasonably possible that we will decide in the next twelve months to end production of the F/A-18 at a future date. We are still evaluating the full financial impact of a potential production shutdown, including any recovery that may be available from the U.S. government.

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United States Government Defense Environment Overview

U.S. government appropriation levels remain subject to significant uncertainty. In August 2011, the Budget Control Act (The Act) established limits on U.S. government discretionary spending, including a reduction of defense spending by approximately \$490 billion between the 2012 and 2021 U.S. government fiscal years (FY). The Act also provided that the defense budget would face “sequestration” cuts of up to an additional \$500 billion during that same period to the extent that discretionary spending limits are exceeded. While the impact of sequestration cuts was reduced with respect to FY2014 and FY2015 following the enactment of The Bipartisan Budget Act in December 2013, significant uncertainty remains with respect to overall levels of defense spending. It is likely that U.S. government discretionary spending levels for FY2016 and beyond will continue to be subject to significant pressure, including risk of future sequestration cuts.

Significant uncertainty also continues with respect to program-level appropriations for the U.S. Department of Defense (U.S. DoD) and other government agencies, including the National Aeronautics and Space Administration, within the overall budgetary framework described above. Future budget cuts, including cuts mandated by sequestration, or future procurement decisions associated with the authorization and appropriations process could result in reductions, cancellations and/or delays of existing contracts or programs. Any of these impacts could have a material effect on the results of the Company's operations, financial position and/or cash flows.

In addition to the risks described above, if Congress is unable to raise the debt limit or pass appropriations bills in a timely manner, a government shutdown could result which may have impacts above and beyond those resulting from budget cuts, sequestration impacts or program-level appropriations. For example, requirements to furlough employees in the U.S. DoD or other government agencies could result in payment delays, impair our ability to perform work on existing contracts, and/or negatively impact future orders. The U.S. government is operating on a Continuing Resolution (CR) which funds discretionary activities from October 1, 2015 until December 11, 2015. Under the CR, funding rates are held at FY2015 enacted levels with restrictions on new starts, production rate increases and new multi-year procurements. If such restrictions remain throughout FY2016, it could negatively impact a number of our programs.

KC-46A Tanker and BDS Fixed-Price Development Contracts

Fixed-price development work is inherently uncertain and subject to significant variability in estimates of the cost and time required to complete the work. BDS fixed-price contracts with significant development work include Commercial Crew, India P-8I, Saudi F-15, USAF KC-46A Tanker and commercial and military satellites. The operational and technical complexities of these contracts create financial risk, which could trigger termination provisions, order cancellations or other financially significant exposure. Changes to cost and revenue estimates could result in lower margins or material charges for reach-forward losses. For example, during the second quarter of 2015, higher estimated costs to complete the KC-46A Tanker contract for the U.S. Air Force (USAF) resulted in a reach-forward loss of \$835 of which the Commercial Airplanes segment recorded \$513 and the Boeing Military Aircraft segment recorded \$322.

Recoverable Costs on Government Contracts

Our final incurred costs for each year are subject to audit and review for allowability by the U.S. government, which can result in payment demands related to costs they believe should be disallowed. We work with the U.S. government to assess the merits of claims and where appropriate reserve for amounts disputed. If we are unable to satisfactorily resolve disputed costs, we could be required to record an earnings charge and/or provide refunds to the U.S. government.

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Russia/Ukraine

We continue to monitor political unrest involving Russia and Ukraine, where we and some of our suppliers source titanium products and/or have operations. A number of our commercial customers also have operations in Russia and Ukraine. To date, we have not experienced any significant disruptions to production or deliveries. Should suppliers or customers experience disruption, our production and/or deliveries could be materially impacted.

747 and 787 Commercial Airplane Programs

The development and initial production of new commercial airplanes and new commercial airplane derivatives, which include the 747 and 787, entail significant commitments to customers and suppliers as well as substantial investments in working capital, infrastructure and research and development. The 747 and 787 programs had gross margins that were breakeven or near breakeven during the nine and three months ended September 30, 2015.

Lower-than-expected demand for large commercial passenger and freighter aircraft and slower-than-expected growth of global freight traffic have resulted in ongoing pricing pressures and fewer 747 orders than anticipated. We continue to have a number of unsold 747 production positions. If market, production, and other risks cannot be mitigated, the program could face a reach-forward loss that may be material.

The combination of production challenges, change incorporation, schedule delays and customer and supplier impacts has created significant pressure on 787 program profitability. If risks related to this program, including risks associated with planned production rate increases or introducing and manufacturing the 787-10 derivative as scheduled cannot be mitigated, the program could face additional customer claims and/or supplier assertions, as well as a reach-forward loss that may be material.

Note 10 – Arrangements with Off-Balance Sheet Risk

We enter into arrangements with off-balance sheet risk in the normal course of business, primarily in the form of guarantees.

The following table provides quantitative data regarding our third party guarantees. The maximum potential payments represent a “worst-case scenario,” and do not necessarily reflect amounts that we expect to pay. 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 represents the amount included in Accrued liabilities.

| | Maximum Potential Payments | | Estimated Proceeds from Collateral/Recourse | | Carrying Amount of Liabilities | |
|--|----------------------------|------------------|---|------------------|--------------------------------|------------------|
| | September 30 2015 | December 31 2014 | September 30 2015 | December 31 2014 | September 30 2015 | December 31 2014 |
| Contingent repurchase commitments | \$1,650 | \$1,375 | \$1,631 | \$1,364 | \$6 | \$5 |
| Indemnifications to ULA: | | | | | | |
| Contributed Delta program launch inventory | 107 | 114 | | | | |
| Contract pricing | 261 | 261 | | | 7 | 7 |
| Other Delta contracts | 231 | 150 | | | 5 | |
| Other indemnifications | | 63 | | | | 20 |
| Credit guarantees | 30 | 30 | 27 | 27 | 2 | 2 |

Contingent Repurchase Commitments The repurchase price specified in contingent repurchase commitments is generally lower than the expected fair value at the specified repurchase date. Estimated proceeds from collateral/recourse in the table above represent the lower of the contracted repurchase price or the expected fair value of each aircraft at the specified repurchase date.

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Indemnifications to ULA In 2006, we agreed to indemnify ULA through December 31, 2020 against potential non-recoverability and non-allowability of \$1,360 of Boeing Delta launch program inventory included in contributed assets plus \$1,860 of inventory subject to an inventory supply agreement which ends on March 31, 2021. Since inception, ULA has consumed \$1,253 of the \$1,360 of inventory that was contributed by us and has yet to consume \$107. Under the inventory supply agreement, we have recorded revenues and cost of sales of \$1,352 through September 30, 2015. ULA has made payments of \$1,740 to us under the inventory supply agreement and we have made \$71 of indemnification payments to ULA.

We agreed to indemnify ULA against potential losses that ULA may incur in the event ULA is unable to obtain certain additional contract pricing from the USAF for four satellite missions. We believe ULA is entitled to additional contract pricing. In December 2008, ULA submitted a claim to the USAF to re-price the contract value for two satellite missions. In March 2009, the USAF issued a denial of that claim. In June 2009, ULA filed a notice of appeal, and in October 2009, ULA filed a complaint before the Armed Services Board of Contract Appeals (ASBCA) for a contract adjustment for the price of the two satellite missions. In September 2009, the USAF exercised its option for a third satellite mission. During the third quarter of 2010, ULA submitted a claim to the USAF to re-price the contract value of the third mission. The USAF did not exercise an option for a fourth mission prior to the expiration of the contract. In March 2011, ULA filed a notice of appeal before the ASBCA, seeking to re-price the third mission. On November 20, 2013, the ASBCA denied USAF motions for summary judgment against ULA in large part, leaving ULA's claims against the USAF substantially intact. The hearing before the ASBCA concluded on December 20, 2013. The parties filed their final post-hearing briefs in May 2014. The ASBCA may now issue a decision at any time. If ULA is ultimately unsuccessful in obtaining additional pricing, we may be responsible for an indemnification payment up to \$261 and may record up to \$278 in pre-tax losses associated with the three missions.

Potential payments for Other Delta contracts include \$85 related to deferred support costs and \$91 related to deferred production costs. In June 2011, the Defense Contract Management Agency (DCMA) notified ULA that it had determined that \$271 of deferred support costs are not recoverable under government contracts. In December 2011, the DCMA notified ULA of the potential non-recoverability of an additional \$114 of deferred production costs. ULA and Boeing believe that all costs are recoverable and in November 2011, ULA filed a certified claim with the USAF for collection of deferred support and production costs. The USAF issued a final decision denying ULA's certified claim in May 2012. On June 14, 2012, Boeing and ULA filed a suit in the Court of Federal Claims seeking recovery of the deferred support and production costs from the U.S. government. On November 9, 2012, the U.S. government filed an answer to our claim and asserted a counterclaim for credits that it alleges were offset by deferred support cost invoices. We believe that the U.S. government's counterclaim is without merit, and have filed an answer challenging it on multiple grounds. The litigation is in the discovery phase, and the Court has not yet set a trial date. If, contrary to our belief, it is determined that some or all of the deferred support or production costs are not recoverable, we could be required to record pre-tax losses and make indemnification payments to ULA for up to \$317 of the costs questioned by the DCMA.

Other Indemnifications As part of the 2004 sale agreement with General Electric Capital Corporation (GECC) related to the sale of BCC's Commercial Financial Services business, BCC was involved in a loss sharing arrangement for losses on transferred portfolio assets, such as asset sales, provisions for loss or asset impairment charges offset by gains from asset sales. At June 30, 2015 and December 31, 2014, our maximum future cash exposure to losses associated with the loss sharing arrangement was \$44 and \$63 and our accrued liability under the loss sharing arrangement was \$12 and \$20. During the third quarter of 2015, BCC made a final payment of \$12 to GECC to settle all claims under the arrangement.

In conjunction with our sales of Electron Dynamic Devices, Inc. and Rocketdyne Propulsion and Power businesses and our Commercial Airplanes facilities in Wichita, Kansas and Tulsa and McAlester, Oklahoma, we agreed to indemnify, for an indefinite period, the buyers for costs relating to pre-closing environmental conditions and certain other items. It is impossible to assess the potential number of future claims that may be asserted under these indemnifications, nor the amounts thereof (if any). As a result, we cannot estimate the maximum potential amount of future payments under these indemnities and therefore, no liability has been recorded. To the extent that claims have been made under these indemnities and/or are probable and

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reasonably estimable, liabilities associated with these indemnities are included in the environmental liability disclosure in Note 9.

Credit Guarantees We have issued credit guarantees, principally to facilitate the sale and/or financing 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 lessee or debtor or certain specified services are not performed. A substantial portion of these guarantees has been extended on behalf of original lessees or debtors with less than investment-grade credit. Our commercial aircraft credit guarantees are collateralized by the underlying commercial aircraft and certain other assets. Current outstanding credit guarantees expire within the next six years.

Note 11 – Debt

On February 20, 2015, we issued \$750 of fixed rate senior notes consisting of \$250 due March 1, 2025 that bear an annual interest rate of 2.5%, \$250 due March 1, 2035 that bear an annual interest rate of 3.3%, and \$250 due March 1, 2045 that bear an annual interest rate of 3.5%. The notes are unsecured senior obligations and rank equally in right of payment with our existing and future unsecured and unsubordinated indebtedness. The net proceeds of the issuance totaled \$722, after deducting underwriting discounts, commissions and offering expenses.

Note 12 – Postretirement Plans

The components of net periodic benefit cost were as follows:

| | Nine months ended | | Three months ended | |
|--|-------------------|----------|--------------------|----------|
| | September 30 | | September 30 | |
| Pension Plans | 2015 | 2014 | 2015 | 2014 |
| Service cost | \$1,325 | \$1,244 | \$441 | \$415 |
| Interest cost | 2,242 | 2,300 | 748 | 758 |
| Expected return on plan assets | (3,024) | (3,125) | (1,008) | (1,042) |
| Amortization of prior service costs | 147 | 133 | 49 | 44 |
| Recognized net actuarial loss | 1,184 | 768 | 392 | 254 |
| Settlement/curtailment/other losses | 194 | 372 | 83 | 35 |
| Net periodic benefit cost | \$2,068 | \$1,692 | \$705 | \$464 |
| Net periodic benefit cost included in Earnings from operations | \$1,837 | \$2,443 | \$529 | \$715 |

| | Nine months ended | | Three months ended | |
|--|-------------------|--------|--------------------|-------|
| | September 30 | | September 30 | |
| Other Postretirement Benefit Plans | 2015 | 2014 | 2015 | 2014 |
| Service cost | \$105 | \$97 | \$35 | \$33 |
| Interest cost | 186 | 216 | 62 | 72 |
| Expected return on plan assets | (6) | (6) | (2) | (2) |
| Amortization of prior service credits | (102) | (108) | (34) | (36) |
| Recognized net actuarial loss | 23 | 6 | 8 | 2 |
| Settlement and curtailment loss | 9 | | 4 | |
| Net periodic benefit cost | \$215 | \$205 | \$73 | \$69 |
| Net periodic benefit cost included in Earnings from operations | \$226 | \$214 | \$65 | \$71 |

In the nine and three months ended September 30, 2015, we recorded charges of \$194 and \$83 related to curtailments and other benefit changes associated with certain of our defined benefit plans.

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Note 13 – Share-Based Compensation and Other Compensation Arrangements

Restricted Stock Units

On February 23, 2015, we granted to our executives 590,778 restricted stock units (RSUs) as part of our long-term incentive program with a grant date fair value of \$154.64 per unit. The RSUs granted under this program will vest and settle in common stock (on a one-for-one basis) on the third anniversary of the grant date.

Performance-Based Restricted Stock Units

On February 23, 2015, we granted to our executives 556,203 performance-based restricted stock units (PBRsUs) as part of our long-term incentive program with a grant date fair value of \$164.26 per unit. Compensation expense for the award is recognized over the three-year performance period based upon the grant date fair value estimated using a Monte-Carlo simulation model. The model used the following assumptions: expected volatility of 20.35% based upon historical stock volatility, a risk-free interest rate of 1.03%, and no expected dividend yield because the units earn dividend equivalents.

Performance Awards

On February 23, 2015, we granted to our executives performance awards as part of our long-term incentive program with a payout based on the achievement of financial goals for the three-year period ending December 31, 2017. At September 30, 2015, the minimum payout amount is \$0 and the maximum amount we could be required to pay out is \$348.

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Note 14 – Shareholders' Equity

Accumulated Other Comprehensive Loss

Changes in Accumulated other comprehensive income/(loss) (AOCI) by component for the nine and three months ended September 30, 2015 and 2014 were as follows:

| | Currency Translation Adjustments | Unrealized Gains and Losses on Certain Investments | Unrealized Gains and Losses on Derivative Instruments | Defined Benefit Pension Plans & Other Postretirement Benefits | Total ⁽¹⁾ |
|--|--|--|---|--|----------------------|
| Balance at January 1, 2014 | \$150 | (\$8) | (\$6) | (\$10,030) | (\$9,894) |
| Other comprehensive income/(loss) before reclassifications | (34) | 2 | (64) | 623 | 527 |
| Amounts reclassified from AOCI | | | (2) | 716 | ⁽²⁾ 714 |
| Net current period Other comprehensive income/(loss) | (34) | 2 | (66) | 1,339 | 1,241 |
| Balance at September 30, 2014 | \$116 | (\$6) | (\$72) | (\$8,691) | (\$8,653) |
| Balance at January 1, 2015 | \$53 | (\$8) | (\$136) | (\$13,812) | (\$13,903) |
| Other comprehensive income/(loss) before reclassifications | (79) | 5 | (139) | 4 | (209) |
| Amounts reclassified from AOCI | | | 52 | 797 | ⁽²⁾ 849 |
| Net current period Other comprehensive income/(loss) | (79) | 5 | (87) | 801 | 640 |
| Balance at September 30, 2015 | (\$26) | (\$3) | (\$223) | (\$13,011) | (\$13,263) |
| Balance at June 30, 2014 | \$188 | (\$5) | \$20 | (\$8,862) | (\$8,659) |
| Other comprehensive income/(loss) before reclassifications | (72) | (1) | (89) | 1 | (161) |
| Amounts reclassified from AOCI | | | (3) | 170 | ⁽²⁾ 167 |
| Net current period Other comprehensive income/(loss) | (72) | (1) | (92) | 171 | 6 |
| Balance at September 30, 2014 | \$116 | (\$6) | (\$72) | (\$8,691) | (\$8,653) |
| Balance at June 30, 2015 | \$9 | (\$4) | (\$174) | (\$13,251) | (\$13,420) |
| Other comprehensive income/(loss) before reclassifications | (35) | 1 | (73) | (27) | (134) |
| Amounts reclassified from AOCI | | | 24 | 267 | ⁽²⁾ 291 |
| Net current period Other comprehensive income/(loss) | (35) | 1 | (49) | 240 | 157 |
| Balance at September 30, 2015 | (\$26) | (\$3) | (\$223) | (\$13,011) | (\$13,263) |

⁽¹⁾ Net of tax.

Primarily relates to amortization of actuarial gains/losses, settlements, and curtailments for the nine months ended September 30, 2014 totaling \$700 (net of tax of \$(388)) and to amortization of actuarial gains/losses for the three

⁽²⁾ months ended September 30, 2014 totaling \$165 (net of tax of \$(90)) and the nine and three months ended September 30, 2015 totaling \$768 and \$257 (net of tax of \$(427) and \$(143)). These are included in the net periodic pension cost of which a portion is allocated to production as inventoried costs. See Note 12.

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Note 15 – Derivative Financial Instruments

Cash Flow Hedges

Our cash flow hedges include foreign currency forward contracts, commodity swaps, and commodity purchase contracts. We use foreign currency forward contracts to manage currency risk associated with certain transactions, specifically forecasted sales and purchases made in foreign currencies. Our foreign currency contracts hedge forecasted transactions through 2021. We use commodity derivatives, such as swaps and fixed-price purchase commitments to hedge against potentially unfavorable price changes for items used in production. Our commodity contracts hedge forecasted transactions through 2017.

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 Boeing Capital interest expense.

Derivative Instruments Not Receiving Hedge Accounting Treatment

We have entered into agreements to purchase and sell aluminum to address long-term strategic sourcing objectives and international business requirements. These agreements are derivative instruments for accounting purposes. The quantities of aluminum in these agreements offset and are priced at prevailing market prices. We also hold certain foreign currency forward contracts which do not qualify for hedge accounting treatment.

Notional Amounts and Fair Values

The notional amounts and fair values of derivative instruments in the Condensed Consolidated Statements of Financial Position were as follows:

| | Notional amounts ⁽¹⁾ | | Other assets | | Accrued liabilities | |
|--|---------------------------------|---------------------|----------------------|---------------------|----------------------|---------------------|
| | September 30 2015 | December 31 2014 | September 30 2015 | December 31 2014 | September 30 2015 | December 31 2014 |
| Derivatives designated as hedging instruments: | | | | | | |
| Foreign exchange contracts | \$2,793 | \$2,586 | \$8 | \$9 | (\$326 |) (\$204 |
| Interest rate contracts | 125 | 125 | 11 | 10 | |) |
| Commodity contracts | 16 | 31 | | 1 | (14 |)(24 |
| Derivatives not receiving hedge accounting treatment: | | | | | | |
| Foreign exchange contracts | 399 | 319 | 6 | 21 | (13 |)(5 |
| Commodity contracts | 790 | 3 | | | |) |
| Total derivatives | \$4,123 | \$3,064 | 25 | 41 | (353 |)(233 |
| Netting arrangements | | | (9 |)(16 |)9 | 16 |
| Net recorded balance | | | \$16 | \$25 | (\$344 |)(\$217 |

⁽¹⁾ Notional amounts represent the gross contract/notional amount of the derivatives outstanding.

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Gains/(losses) associated with our cash flow and undesignated hedging transactions and their effect on Other comprehensive income/(loss) and Net earnings were as follows:

| | Nine months ended September 30 | | Three months ended September 30 | |
|---|-----------------------------------|---------|------------------------------------|---------|
| | 2015 | 2014 | 2015 | 2014 |
| Effective portion recognized in Other comprehensive income/(loss), net of taxes: | | | | |
| Foreign exchange contracts | (\$137) | (\$65) | (\$71) | (\$85) |
| Commodity contracts | (2) | 1 | (2) | (4) |
| Effective portion reclassified out of Accumulated other comprehensive loss into earnings, net of taxes: | | | | |
| Foreign exchange contracts | (44) | 14 | (21) | 7 |
| Commodity contracts | (8) | (12) | (3) | (4) |
| Forward points recognized in Other income, net: | | | | |
| Foreign exchange contracts | 8 | 25 | 1 | 9 |
| Undesignated derivatives recognized in Other income, net: | | | | |
| Foreign exchange contracts | (3) | (5) | (5) | 1 |

Based on our portfolio of cash flow hedges, we expect to reclassify losses of \$161 (pre-tax) out of Accumulated other comprehensive loss into earnings during the next 12 months. Ineffectiveness related to our hedges recognized in Other income was insignificant for the nine and three months ended September 30, 2015 and 2014.

We have derivative instruments with credit-risk-related contingent features. For foreign exchange contracts with original maturities of at least five years, our derivative counterparties could require settlement if we default on our five-year credit facility. For certain commodity contracts, our counterparties could require collateral posted in an amount determined by our credit ratings. The fair value of foreign exchange and commodity contracts that have credit-risk-related contingent features that are in a net liability position at September 30, 2015 was \$48. At September 30, 2015, there was no collateral posted related to our derivatives.

Note 16 – Fair Value Measurements

The following table presents our assets and liabilities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value. Level 1 refers to fair values determined based on quoted prices in active markets for identical assets. Level 2 refers to fair values estimated using significant other observable inputs and Level 3 includes fair values estimated using significant unobservable inputs.

| | September 30, 2015 | | | | December 31, 2014 | | | |
|--------------------------------|--------------------|---------|----------|---------|-------------------|---------|----------|---------|
| | Total | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 |
| Assets | | | | | | | | |
| Money market funds | \$3,078 | \$3,078 | | | \$3,826 | \$3,826 | | |
| Available-for-sale investments | 17 | 17 | | | 7 | 7 | | |
| Derivatives | 16 | | \$16 | | 25 | | \$25 | |
| Total assets | \$3,111 | \$3,095 | \$16 | | \$3,858 | \$3,833 | \$25 | |
| Liabilities | | | | | | | | |
| Derivatives | (\$344) | | (\$344) | | (\$217) | | (\$217) | |
| Total liabilities | (\$344) | | (\$344) | | (\$217) | | (\$217) | |

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Money market funds and available-for-sale equity securities are valued using a market approach based on the quoted market prices of identical instruments. Available-for-sale debt investments are primarily valued using an income approach based on benchmark yields, reported trades and broker/dealer quotes.

Derivatives include foreign currency, commodity and interest rate contracts. Our foreign currency forward contracts are valued using an income approach based on the present value of the forward rate less the contract rate multiplied by the notional amount. Commodity derivatives are valued using an income approach based on the present value of the commodity index prices less the contract rate multiplied by the notional amount. The fair value of our interest rate swaps is derived from a discounted cash flow analysis based on the terms of the contract and the interest rate curve. Certain assets have been measured at fair value on a nonrecurring basis using significant unobservable inputs (Level 3). The following table presents the nonrecurring losses recognized for the nine months ended September 30 due to long-lived asset impairment and the fair value and asset classification of the related assets as of the impairment date:

| | 2015 | | 2014 | |
|-------------------------------|------------|--------------|------------|--------------|
| | Fair Value | Total Losses | Fair Value | Total Losses |
| Operating lease equipment | \$271 | (\$117) | \$157 | (\$92) |
| Property, plant and equipment | 8 | (5) | 19 | (14) |
| Total | \$279 | (\$122) | \$176 | (\$106) |

The fair value of the impaired operating lease equipment is derived by calculating a median collateral value from a consistent group of third party aircraft value publications. The values provided by the third party aircraft publications are derived from their knowledge of market trades and other market factors. Management reviews the publications quarterly to assess the continued appropriateness and consistency with market trends. Under certain circumstances, we adjust values based on the attributes and condition 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 third party publications, or on the expected net sales price for the aircraft. Property, plant and equipment was primarily valued using an income approach based on the discounted cash flows associated with the underlying assets.

For Level 3 assets that were measured at fair value on a nonrecurring basis during the nine months ended September 30, 2015, the following table presents the fair value of those assets as of the measurement date, valuation techniques and related unobservable inputs of those assets.

| | Fair Value | Valuation Technique(s) | Unobservable Input | Range Median or Average |
|---------------------------|------------|------------------------|---|--|
| Operating lease equipment | \$271 | Market approach | Aircraft value publications Aircraft condition adjustments | \$207 - \$353 ⁽¹⁾ Median \$307 (\$77) - \$41 ⁽²⁾ Net (\$36) |

⁽¹⁾ The range represents the sum of the highest and lowest values for all aircraft subject to fair value measurement, according to the third party aircraft valuation publications that we use in our valuation process.

The negative amount represents the sum for all aircraft subject to fair value measurement, of all downward

⁽²⁾ adjustments based on consideration of individual aircraft attributes and condition. The positive amount represents the sum of all such upward adjustments.

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Fair Value Disclosures

The fair values and related carrying values of financial instruments that are not required to be remeasured at fair value on the Condensed Consolidated Statements of Financial Position were as follows:

| | September 30, 2015 | | | | |
|---|--------------------|------------------|---------|----------|---------|
| | Carrying Amount | Total Fair Value | Level 1 | Level 2 | Level 3 |
| Assets | | | | | |
| Accounts receivable, net | \$8,854 | \$8,956 | | \$8,956 | |
| Notes receivable, net | 345 | 368 | | 368 | |
| Liabilities | | | | | |
| Debt, excluding capital lease obligations | (8,861) | (10,404) | | (10,223) | (181) |
| | December 31, 2014 | | | | |
| | Carrying Amount | Total Fair Value | Level 1 | Level 2 | Level 3 |
| Assets | | | | | |
| Accounts receivable, net | \$7,729 | \$7,845 | | \$7,845 | |
| Notes receivable, net | 366 | 395 | | 395 | |
| Liabilities | | | | | |
| Debt, excluding capital lease obligations | (8,909) | (10,686) | | (10,480) | (\$206) |

The fair value of Accounts receivable is based on current market rates for loans of the same risk and maturities. The fair values of our variable rate notes receivable that reprice frequently approximate their carrying amounts. The fair values of fixed rate notes receivable are estimated with discounted cash flow analysis using interest rates currently offered on loans with similar terms to borrowers of similar credit quality. The fair value of our debt that is traded in the secondary market is classified as Level 2 and is based on current market yields. For our debt that is not traded in the secondary market, the fair value is classified as Level 2 and is based on our indicative borrowing cost derived from dealer quotes or discounted cash flows. The fair values of our debt classified as Level 3 are based on discounted cash flow models using the implied yield from similar securities. With regard to other financial instruments with off-balance sheet risk, it is not practicable to estimate the fair value of our indemnifications and financing commitments because the amount and timing of those arrangements are uncertain. Items not included in the above disclosures include cash, restricted cash, time deposits and other deposits, commercial paper, money market funds, Accounts payable and long-term payables. The carrying values of those items, as reflected in the Condensed Consolidated Statements of Financial Position, approximate their fair value at September 30, 2015 and December 31, 2014. The fair value of assets and liabilities whose carrying value approximates fair value is determined using Level 2 inputs, with the exception of cash (Level 1).

Note 17 – Legal Proceedings

Various legal proceedings, claims and investigations related to products, contracts, employment and other matters are pending against us. Potentially material contingencies are discussed below.

We are subject to various U.S. government investigations, from which civil, criminal or administrative proceedings could result or have resulted in the past. 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 effect on our financial position, results of operations, or cash flows. Where it is reasonably possible that we will incur losses in excess of recorded amounts in connection with any of the matters set forth below, we will disclose either the amount or range of reasonably

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possible losses in excess of such amounts or, where no such amount or range can be reasonably estimated, the reasons why no such estimate can be made.

Employment, Labor and Benefits Litigation

In connection with the 2005 sale of the former Wichita facility to Spirit AeroSystems, Inc. (Spirit), on February 16, 2007, an action entitled Harkness et al. v. The Boeing Company et al. was filed in the U.S. District Court for the District of Kansas, alleging collective bargaining agreement breaches and Employee Retirement Income Security Act (ERISA) violations in connection with alleged failures to provide benefits to certain former employees of the Wichita facility. During the third quarter of 2015, the district court approved a settlement, subject to an appeals period scheduled to expire on October 28, 2015. We expect that payment of \$90 will be made to settle the matter during the fourth quarter of 2015. Spirit is obligated to indemnify Boeing for settlement of this matter and we intend to pursue full indemnification from Spirit. During the fourth quarter of 2014, Boeing filed a complaint against Spirit in Delaware Superior Court seeking to enforce our rights to indemnification and to recover from Spirit amounts incurred by Boeing for pension and retiree medical obligations. We expect to fully recover from Spirit and do not expect to incur any losses due to this settlement.

On October 13, 2006, we were named as a defendant in a lawsuit filed in the U.S. District Court for the Southern District of Illinois. Plaintiffs, seeking to represent a class of similarly situated participants and beneficiaries in The Boeing Company Voluntary Investment Plan (the VIP), alleged that fees and expenses incurred by the VIP were and are unreasonable and excessive, not incurred solely for the benefit of the VIP and its participants, and were undisclosed to participants. The plaintiffs further alleged that defendants breached their fiduciary duties in violation of §502(a)(2) of ERISA, and sought injunctive and equitable relief pursuant to §502(a)(3) of ERISA. The parties reached a provisional settlement on August 26, 2015, subject to a confidentiality order pending final approval of the settlement by the district court. We do not expect this matter or the associated settlement to have a material effect on our financial position, results of operations or cash flows.

Note 18 – Segment Information

Our primary profitability measurements to review a segment's operating results are Earnings from operations and operating margins. See page 6 for a Summary of Business Segment Data, which is an integral part of this note. Intersegment revenues, eliminated in Unallocated items, eliminations and other, are shown in the following table.

| | Nine months ended | | Three months ended | |
|----------------------|-------------------|---------|--------------------|-------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Commercial Airplanes | \$1,143 | \$1,223 | \$595 | \$671 |
| Boeing Capital | 12 | 14 | 4 | 3 |
| Total | \$1,155 | \$1,237 | \$599 | \$674 |

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Unallocated Items, Eliminations and other

Unallocated items, eliminations and other includes costs not attributable to business segments as well as intercompany profit eliminations. We generally allocate costs to business segments based on the U.S. federal cost accounting standards. Components of Unallocated items, eliminations and other are shown in the following table.

| | Nine months ended | | Three months ended | |
|---|-------------------|------------|--------------------|----------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Share-based plans | (\$57 |) (\$66 |) (\$20 |) (\$22 |
| Deferred compensation | (10 |) (22 |) 38 | (3 |
| Amortization of previously capitalized interest | (70 |) (55 |) (21 |) (19 |
| Total Other and Eliminations | (324 |) (472 |) (160 |) (168 |
| Sub-total | (461 |) (615 |) (163 |) (212 |
| Pension | (293 |) (1,135 |) (84 |) (331 |
| Postretirement | 93 | 67 | 27 | 20 |
| Pension and Postretirement | (200 |) (1,068 |) (57 |) (311 |
| Total | (\$661 |) (\$1,683 |) (\$220 |) (\$523 |

Unallocated Pension and Other Postretirement Benefit Expense

Unallocated pension and other postretirement benefit expense represent the portion of pension and other postretirement benefit costs that are not recognized by business segments for segment reporting purposes. Pension costs, comprising Generally Accepted Accounting Principles in the United States of America (GAAP) service and prior service costs, are allocated to Commercial Airplanes. Pension costs are allocated to BDS using U.S. Government Cost Accounting Standards (CAS), which employ different actuarial assumptions and accounting conventions than GAAP. These costs are allocable to government contracts. Other postretirement benefit costs are allocated to business segments based on CAS, which is generally based on benefits paid.

Assets

Segment assets are summarized in the table below:

| | September 30 | December 31 |
|---|--------------|-------------|
| | 2015 | 2014 |
| Commercial Airplanes | \$58,299 | \$55,149 |
| Defense, Space & Security: | | |
| Boeing Military Aircraft | 7,139 | 7,229 |
| Network & Space Systems | 6,399 | 5,895 |
| Global Services & Support | 4,768 | 4,589 |
| Total Defense, Space & Security | 18,306 | 17,713 |
| Boeing Capital | 3,439 | 3,525 |
| Unallocated items, eliminations and other | 18,954 | 22,811 |
| Total | \$98,998 | \$99,198 |

Assets included in Unallocated items, eliminations and other primarily consist of Cash and cash equivalents, Short-term and other investments, Deferred tax assets, capitalized interest and assets held by Shared Services Group as well as intercompany eliminations.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
The Boeing Company
Chicago, Illinois

We have reviewed the accompanying condensed consolidated statement of financial position of The Boeing Company and subsidiaries (the "Company") as of September 30, 2015, and the related condensed consolidated statements of operations and comprehensive income for the three-month and nine-month periods ended September 30, 2015 and 2014, and the related condensed consolidated statements of cash flows and equity for the nine-month periods ended September 30, 2015 and 2014. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole.

Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of financial position of the Company as of December 31, 2014, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for the year then ended (not presented herein); and in our report dated February 12, 2015, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated statement of financial position as of December 31, 2014 is fairly stated, in all material respects, in relation to the consolidated statement of financial position from which it has been derived.

/s/ Deloitte & Touche LLP

Chicago, Illinois
October 21, 2015

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FORWARD-LOOKING STATEMENTS

This report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “may,” “should,” “expects,” “intends,” “projects,” “plans,” “believes,” “estimates,” “targets,” “anticipates” expressions are used to identify these forward-looking statements. Examples of forward-looking statements include statements relating to our future financial condition and operating results, as well as any other statement that does not directly relate to any historical or current fact.

Forward-looking statements are based on our current expectations and assumptions, which may not prove to be accurate. These statements are not guarantees and are subject to risks, uncertainties and changes in circumstances that are difficult to predict. Many factors could cause actual results to differ materially and adversely from these forward-looking statements. Among these factors are risks related to:

- (1) general conditions in the economy and our industry, including those due to regulatory changes;
- (2) our reliance on our commercial airline customers;
- (3) the overall health of our aircraft production system, planned production rate increases across multiple commercial airline programs, our commercial development and derivative aircraft programs, and our aircraft being subject to stringent performance and reliability standards;
- (4) changing budget and appropriation levels and acquisition priorities of the U.S. government;
- (5) our dependence on U.S. government contracts;
- (6) our reliance on fixed-price contracts;
- (7) our reliance on cost-type contracts;
- (8) uncertainties concerning contracts that include in-orbit incentive payments;
- (9) our dependence on our subcontractors and suppliers as well as the availability of raw materials;
- (10) changes in accounting estimates;
- (11) changes in the competitive landscape in our markets;
- (12) our non-U.S. operations, including sales to non-U.S. customers;
- (13) potential adverse developments in new or pending litigation and/or government investigations;
- (14) customer and aircraft concentration in Boeing Capital’s customer financing portfolio;
- (15) changes in our ability to obtain debt on commercially reasonable terms and at competitive rates in order to fund our operations and contractual commitments;
- (16) realizing the anticipated benefits of mergers, acquisitions, joint ventures, strategic alliances or divestitures;
- (17) the adequacy of our insurance coverage to cover significant risk exposures;

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- (18) potential business disruptions, including those related to physical security threats, information technology or cyber attacks, epidemics, sanctions or natural disasters;
- (19) work stoppages or other labor disruptions;
- (20) significant changes in discount rates and actual investment return on pension assets;
- (21) potential environmental liabilities; and
- (22) threats to the security of our or our customers' information.

Additional information concerning these and other factors can be found in our filings with the Securities and Exchange Commission, including the "Risk Factors" on pages 6 through 15 of our most recent Annual Report on Form 10-K, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Notes 9, 10, and 17 to our Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q and Current Reports on Form 8-K. Any forward-looking information speaks only as of the date on which it is made, and we assume no obligation to update or revise any forward-looking statement whether as a result of new information, future events or otherwise, except as required by law.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Consolidated Results of Operations and Financial Condition

Earnings From Operations and Core Operating Earnings (Non-GAAP) The following table summarizes key indicators of consolidated results of operations:

| (Dollars in millions, except per share data) | Nine months ended | | Three months ended | |
|--|-------------------|----------|--------------------|----------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Revenues | \$72,541 | \$66,294 | \$25,849 | \$23,784 |
| GAAP | | | | |
| Earnings from operations | \$6,282 | \$5,448 | \$2,580 | \$2,119 |
| Operating margins | 8.7 | % 8.2 | % 10.0 | % 8.9 |
| Effective income tax rate | 31.5 | % 23.6 | % 31.5 | % 32.9 |
| Net earnings | \$4,150 | \$3,980 | \$1,704 | \$1,362 |
| Diluted earnings per share | \$5.92 | \$5.36 | \$2.47 | \$1.86 |
| Non-GAAP ⁽¹⁾ | | | | |
| Core operating earnings | \$6,482 | \$6,516 | \$2,637 | \$2,430 |
| Core operating margin | 8.9 | % 9.8 | % 10.2 | % 10.2 |
| Core earnings per share | \$6.11 | \$6.30 | \$2.52 | \$2.14 |

These measures exclude certain components of pension and other postretirement benefit expense. See page 48 for important information about these non-GAAP measures and reconciliations to the most comparable GAAP measures.

Revenues

The following table summarizes Revenues:

| (Dollars in millions) | Nine months ended | | Three months ended | |
|---|-------------------|----------|--------------------|----------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Commercial Airplanes | \$49,950 | \$43,151 | \$17,692 | \$16,110 |
| Defense, Space & Security | 22,603 | 23,293 | 8,350 | 7,913 |
| Boeing Capital | 315 | 263 | 114 | 91 |
| Unallocated items, eliminations and other | (327) | (413) | (307) | (330) |
| Total | \$72,541 | \$66,294 | \$25,849 | \$23,784 |

Revenues for the nine and three months ended September 30, 2015 increased by \$6,247 million and \$2,065 million, or 9% in both periods compared with 2014. Commercial Airplanes revenues increased by \$6,799 million and \$1,582 million, or 16% and 10% due to higher airplane deliveries and mix. Defense, Space & Security (BDS) revenues for the nine months ended September 30, 2015 decreased by \$690 million, or 3% compared with the same period in 2014 due to lower revenues in all three segments. BDS revenues for the three months ended September 30, 2015 increased by \$437 million, or 6% compared with the same period in 2014 due to higher revenues in Boeing Military Aircraft (BMA) and Network & Space Systems (N&SS) segments, partially offset by lower revenues in the Global Services & Support (GS&S) segment.

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Earnings From Operations

The following table summarizes Earnings from operations:

| (Dollars in millions) | Nine months ended | | Three months ended | |
|--|-------------------|---------|--------------------|---------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Commercial Airplanes | \$4,591 | \$4,849 | \$1,768 | \$1,797 |
| Defense, Space & Security | 2,311 | 2,216 | 1,022 | 856 |
| Boeing Capital | 41 | 66 | 10 | (11) |
| Unallocated pension and other postretirement benefit expense | (200) | (1,068) | (57) | (311) |
| Other unallocated items and eliminations | (461) | (615) | (163) | (212) |
| Earnings from operations (GAAP) | \$6,282 | \$5,448 | \$2,580 | \$2,119 |
| Unallocated pension and other postretirement benefit expense | 200 | 1,068 | 57 | 311 |
| Core operating earnings (Non-GAAP) | \$6,482 | \$6,516 | \$2,637 | \$2,430 |

Earnings from operations for the nine months ended September 30, 2015 increased by \$834 million compared with the same period in 2014 primarily reflecting lower unallocated pension and other postretirement benefit expense of \$868 million and the change in other unallocated items and eliminations, partially offset by higher charges of \$410 million related to the USAF KC-46A Tanker recorded by Commercial Airplanes and our BMA segment. Earnings from operations for the three months ended September 30, 2015 increased by \$461 million compared with the same period in 2014 primarily reflecting the change in unallocated pension and other postretirement benefit expense of \$254 million and higher earnings at BDS.

During the nine months ended September 30, 2015 and 2014, we recorded reach-forward losses of \$835 million and \$425 million on the USAF KC-46A Tanker contract. \$513 million of the 2015 charge was recorded at Commercial Airplanes and \$322 million at our BMA segment. \$238 million of the 2014 charge was recorded at Commercial Airplanes and \$187 million at our BMA segment.

Core operating earnings for the nine months ended September 30, 2015 decreased by \$34 million compared with the same period in 2014 primarily due to the higher 2015 USAF KC-46A Tanker charges, partially offset by the change in other unallocated items and eliminations and higher earnings in the GS&S and N&SS segments. Core operating earnings for the three months ended September 30, 2015 increased by \$207 million compared to the same period in 2014 primarily reflecting higher earnings at BDS.

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Unallocated Items, Eliminations and Other The most significant items included in Unallocated items, eliminations and other are shown in the following table:

| (Dollars in millions) | Nine months ended | | Three months ended | |
|--|-------------------|------------|--------------------|----------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Share-based plans | (\$57 |) (\$66 |) (\$20 |) (\$22 |
| Deferred compensation | (10 |) (22 |) 38 | (3 |
| Eliminations and other unallocated items | (394 |) (527 |) (181 |) (187 |
| Sub-total (included in core operating earnings*) | (461 |) (615 |) (163 |) (212 |
| Pension | (293 |) (1,135 |) (84 |) (331 |
| Postretirement | 93 | 67 | 27 | 20 |
| Pension and other postretirement benefit expense (excluded from core operating earnings*) | (200 |) (1,068 |) (57 |) (311 |
| Total | (\$661 |) (\$1,683 |) (\$220 |) (\$523 |

* Core operating earnings is a Non-GAAP measure that excludes certain components of pension and postretirement benefit expense. See page 48.

Deferred compensation expense for the nine and three months ended September 30, 2015 decreased by \$12 million and \$41 million compared with the same periods in 2014 primarily driven by changes in broad stock market conditions and our stock price.

Eliminations and other unallocated loss for the nine months ended September 30, 2015 decreased by \$133 million compared with the same periods in 2014 primarily due to the timing of the elimination of profit on intercompany aircraft deliveries and expense allocations.

We recorded net periodic benefit cost related to pension of \$2,068 million and \$705 million for the nine and three months ended September 30, 2015 compared with \$1,692 million and \$464 million for the same periods in 2014. The components of net periodic benefit cost are shown in the following table:

| Pension Plans | Nine months ended | | Three months ended | |
|-------------------------------------|-------------------|----------|--------------------|----------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Service cost | \$1,325 | \$1,244 | \$441 | \$415 |
| Interest cost | 2,242 | 2,300 | 748 | 758 |
| Expected return on plan assets | (3,024 |) (3,125 |) (1,008 |) (1,042 |
| Amortization of prior service costs | 147 | 133 | 49 | 44 |
| Recognized net actuarial loss | 1,184 | 768 | 392 | 254 |
| Settlement/curtailment/other losses | 194 | 372 | 83 | 35 |
| Net periodic benefit cost | \$2,068 | \$1,692 | \$705 | \$464 |

The increase in net periodic pension benefit cost for the nine months ended September 30, 2015 of \$376 million is primarily due to \$416 million of higher amortization of actuarial losses which more than offset \$178 million of lower curtailment charges. For the three months ended September 30, 2015 net periodic pension benefit cost increased by \$241 million over the same period in 2014 reflecting \$138 million of higher amortization of actuarial losses and \$48 million of higher curtailment charges.

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A portion of net periodic benefit cost is recognized as product costs in Earnings from operations in the period incurred and the remainder is included in inventory at the end of the reporting period and recorded in Earnings from operations in subsequent periods. Costs are allocated to the business segments as described in Note 18. Net periodic pension benefit costs included in Earnings from operations were as follows:

| (Dollars in millions) | Nine months ended | | Three months ended | |
|--|-------------------|------------|--------------------|----------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Pension Plans | | | | |
| Allocated to business segments | (\$1,544) | (\$1,308) | (\$445) | (\$384) |
| Other unallocated items and eliminations | (293) | (1,135) | (84) | (331) |
| Total | (\$1,837) | (\$2,443) | (\$529) | (\$715) |

Unallocated pension expense recognized in earnings in 2015 decreased by \$842 million and \$247 million for the nine and three months ended September 30, 2015 when compared with the corresponding periods in 2014. The nine month decrease is primarily due to lower amortization of pension costs capitalized as inventory in prior years and lower curtailment charges in 2015. The three month decrease reflects lower amortization of pension costs capitalized as inventory in prior years.

Other Earnings Items

| (Dollars in millions) | Nine months ended | | Three months ended | |
|---|-------------------|----------|--------------------|---------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Earnings from operations | \$6,282 | \$5,448 | \$2,580 | \$2,119 |
| Other (loss)/income, net | (23) | 11 | (26) | (9) |
| Interest and debt expense | (203) | (252) | (67) | (79) |
| Earnings before income taxes | 6,056 | 5,207 | 2,487 | 2,031 |
| Income tax expense | (1,906) | (1,227) | (783) | (669) |
| Net earnings from continuing operations | \$4,150 | \$3,980 | \$1,704 | \$1,362 |

Our effective income tax rates were 31.5% and 31.5% for the nine and three months ended September 30, 2015 and 23.6% and 32.9% for the same periods in the prior year. The effective tax rate for the nine months ended September 30, 2015 is higher than 2014 primarily due to tax benefits of \$524 million recorded in the second quarter of 2014 relating to tax basis adjustments and settlement of the 2007 - 2010 federal tax audits. The effective tax rate for the three months ended September 30, 2015 is lower than the comparable prior year period primarily due to a higher U.S. manufacturing activity tax benefit than in 2014.

For additional discussion related to Income Taxes, see Note 3 to our Condensed Consolidated Financial Statements.

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Total Costs and Expenses (“Cost of Sales”)

Cost of sales, for both products and services, consists primarily of raw materials, parts, sub-assemblies, labor, overhead and subcontracting costs. Our Commercial Airplanes segment predominantly uses program accounting to account for cost of sales and BDS predominantly uses contract accounting. Under program accounting, cost of sales for each commercial airplane program equals the product of (i) revenue recognized in connection with customer deliveries and (ii) the estimated cost of sales percentage applicable to the total remaining program. Under contract accounting, the amount reported as cost of sales is determined by applying the estimated cost of sales percentage to the amount of revenue recognized. The following table summarizes cost of sales:

| (Dollars in millions) | Nine months ended September 30 | | | Three months ended September 30 | | |
|-------------------------------------|-----------------------------------|----------|---------|------------------------------------|----------|----------|
| | 2015 | 2014 | Change | 2015 | 2014 | Change |
| Cost of sales | \$61,446 | \$56,041 | \$5,405 | \$21,600 | \$20,075 | \$1,525 |
| Cost of sales as a % of Revenues | 84.7 | % 84.5 | %0.2 | %83.6 | % 84.4 | %(0.8)% |

Cost of sales for the nine months ended September 30, 2015 increased by \$5,405 million, or 10% compared with the same period in 2014 primarily driven by the \$6,247 million, or 9%, increase in revenues. Cost of sales at Commercial Airplanes increased by \$6,717 million and cost of sales at BDS decreased by \$517 million. Cost of sales as a percentage of revenue was approximately 84.7% in the nine months ended September 30, 2015 compared with 84.5% in the same period in 2014 primarily driven by the higher KC-46A Tanker charges, partially offset by lower pension settlement and curtailment charges.

Cost of sales for the three months ended September 30, 2015 increased by \$1,525 million, or 8%, compared with the same period in 2014 driven by a \$2,065 million, or 9%, increase in revenues. Cost of sales as a percentage of revenue was approximately 83.6% for the three months ended September 30, 2015 compared with 84.4% in the same period in 2014, primarily reflecting lower unallocated pension expense.

Research and Development The following table summarizes our Research and development expense:

| (Dollars in millions) | Nine months ended September 30 | | Three months ended September 30 | |
|---------------------------|-----------------------------------|---------|------------------------------------|-------|
| | 2015 | 2014 | 2015 | 2014 |
| Commercial Airplanes | \$1,713 | \$1,422 | \$616 | \$452 |
| Defense, Space & Security | 715 | 866 | 241 | 289 |
| Other | (2 |) 4 | | 9 |
| Total | \$2,426 | \$2,292 | \$857 | \$750 |

Research and development expense for the nine and three months ended September 30, 2015 increased by \$134 million and \$107 million compared with the same period in 2014 primarily due to higher spending on the 777X, which more than offset lower BDS spending.

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Backlog

| (Dollars in millions) | September 30 2015 | December 31 2014 |
|---------------------------|----------------------|---------------------|
| Total contractual backlog | \$472,214 | \$487,092 |
| Unobligated backlog | 12,564 | 15,299 |

Contractual backlog of unfilled orders excludes purchase options, announced orders for which definitive contracts have not been executed, and unobligated U.S. and non-U.S. government contract funding. The decrease in contractual backlog during the nine months ended September 30, 2015 compared with December 31, 2014 was primarily due to deliveries in excess of orders.

Unobligated backlog includes U.S. and non-U.S. government definitive contracts for which funding has not been authorized. The unobligated backlog of \$12,564 million at September 30, 2015 decreased from December 31, 2014 primarily due to reclassifications to contractual backlog related to incremental funding for BDS contracts, partially offset by contract awards.

Additional Considerations

KC-46A Tanker In 2011, we were awarded a contract from the U.S. Air Force (USAF) to design, develop, manufacture and deliver four next generation aerial refueling tankers. The KC-46A Tanker is a derivative of our 767 commercial aircraft. This Engineering, Manufacturing and Development (EMD) contract is a fixed-price incentive fee contract valued at \$4.9 billion and involves highly complex designs and systems integration. We have also begun work on low rate initial production (LRIP) aircraft for the USAF. The USAF is expected to authorize low rate initial production lots in 2016 for 7 and 12 aircraft, respectively, subject to satisfactory progress being made on the EMD contract.

In second quarter 2014, we recorded a reach-forward loss of \$425 million on the EMD contract. In second quarter 2015, we recorded an additional reach-forward loss of \$835 million. \$513 million of this loss was recorded at our Commercial Airplanes segment and the remaining \$322 million was recorded in our BMA segment. The \$835 million loss includes \$670 million related to the EMD contract and \$165 million related to LRIP aircraft. The reach-forward loss on the EMD contract was driven primarily by design changes required in the aircraft fuels and aerial refueling systems which were identified as we prepared for and conducted ground and flight testing. Other costs include additional qualification and certification testing as well as investments that will enable us to meet our delivery commitments in 2017. The reach-forward loss related to LRIP aircraft was primarily driven by increased manufacturing complexity resulting from design changes. As with any development program, this program remains subject to additional reach-forward losses if we experience technical or quality issues, schedule delays or increased costs.

We continue to expect to meet our commitment to deliver 18 fully operational aircraft to the customer by August 2017. The contract contains production options for both LRIP aircraft and full rate production aircraft. If all options under the contract are exercised, we expect to deliver 179 aircraft for a total expected contract value of approximately \$30 billion.

Russia/Ukraine We continue to monitor political unrest involving Russia and Ukraine, where we and some of our suppliers source titanium products and/or have operations. A number of our commercial customers also have operations in Russia and Ukraine. To date, we have not experienced any significant disruptions to production or deliveries. Should suppliers or customers experience disruption, our production and/or deliveries could be materially impacted.

Export-Import Bank of the United States Many of our non-U.S. customers finance purchases through the Export-Import Bank of the United States. The bank's charter expired on June 30, 2015, leaving the bank unable to provide new commitments in respect of U.S. exports, including commercial aircraft. While the bank may continue to honor commitments made on or prior to June 30, if the bank's charter is not reauthorized, or if the bank's future funding authority is insufficient to meet our customers' needs, we may fund additional commitments and/or enter into new financing arrangements with customers. Certain of our non-U.S.

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customers also may seek to delay purchases if they cannot obtain financing at reasonable costs, and there may be further impacts with respect to future sales campaigns involving non-U.S. customers. We continue to work with our customers to mitigate these risks and assist with alternative third party financing sources.

Segment Results of Operations and Financial Condition

Commercial Airplanes

Business Environment and Trends

Airline Industry Environment

The long-term outlook for the industry remains positive due to the fundamental drivers of air travel growth: economic growth and the increasing propensity to travel due to increased trade, globalization and improved airline services driven by liberalization of air traffic rights between countries. Our 20-year forecast, published in the second quarter of 2015, projects a long-term average growth rate of 5% per year for passenger and cargo traffic, based on a projected average annual worldwide real economic growth rate of 3%. Based on long-term global economic growth projections, and factoring in increased utilization of the worldwide airplane fleet and requirements to replace older airplanes, we project a \$5.6 trillion market for approximately 38,000 new airplanes over the next 20 years.

Results of Operations

| (Dollars in millions) | Nine months ended September 30 | | Three months ended September 30 | | |
|--------------------------|--------------------------------|----------|---------------------------------|----------|---|
| | 2015 | 2014 | 2015 | 2014 | |
| Revenues | \$49,950 | \$43,151 | \$17,692 | \$16,110 | |
| Earnings from operations | \$4,591 | \$4,849 | \$1,768 | \$1,797 | |
| Operating margins | 9.2 | % 11.2 | % 10.0 | % 11.2 | % |

| (Dollars in millions) | September 30 | | December 31 | |
|-----------------------|--------------|-----------|-------------|-----------|
| | 2015 | 2014 | 2015 | 2014 |
| Contractual backlog | | \$425,976 | | \$440,118 |
| Unobligated backlog | | 226 | | 360 |

Revenues

Revenues for the nine and three months ended September 30, 2015 increased by \$6,799 million and \$1,582 million or 16% and 10% compared with the same periods in 2014 primarily due to higher airplane deliveries and mix.

Commercial airplane deliveries, including intercompany deliveries, were as follows:

| | 737 | * 747 | † 767 | 777 | 787 | Total |
|---|-------|---------|--------|-------|-----|-------|
| Deliveries during the first nine months of 2015 | 375 | (11) 13 | (1) 14 | 77 | 101 | 580 |
| Deliveries during the first nine months of 2014 | 359 | (10) 12 | (2) 3 | 75 | 79 | 528 |
| Deliveries during the third quarter of 2015 | 126 | (5) 4 | (1) 5 | 27 | 37 | 199 |
| Deliveries during the third quarter of 2014 | 120 | (4) 6 | (2) 2 | 27 | 31 | 186 |
| Cumulative deliveries as of 9/30/2015 | 5,593 | 1,514 | 1,081 | 1,340 | 329 | 9,857 |
| Cumulative deliveries as of 12/31/2014 | 5,218 | 1,501 | 1,067 | 1,263 | 228 | 9,277 |

* Intercompany deliveries identified by parentheses

† Aircraft accounted for as revenues by Commercial Airplanes and as operating leases in consolidation identified by parentheses

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Earnings From Operations

Earnings from operations for the nine and three months ended September 30, 2015 decreased by \$258 million and \$29 million compared with the same periods in 2014. These decreases are primarily due to higher research and development expense on the 777X and escalation across all programs. Decreased earnings for the nine month period are also due to higher 2015 reach-forward losses related to the USAF KC-46A Tanker contract. We recorded reach-forward losses on the USAF KC-46A Tanker contract of \$513 million in the second quarter of 2015 and \$238 million in the second quarter of 2014. Decreased earnings for the nine and three month periods were partially offset by higher new airplane deliveries. Operating margins decreased primarily due to the dilutive impact of 787 deliveries, higher research and development expense and the reach-forward loss.

Backlog

The decrease in contractual backlog during the nine months ended September 30, 2015 was due to deliveries in excess of orders.

Accounting Quantity

The following table provides details of the accounting quantities and firm orders by program. Cumulative firm orders represent the cumulative number of commercial jet aircraft deliveries plus undelivered firm orders.

| | Program | | | | | |
|-------------------------------------|---------|-------|-------|-------|------|-------|
| | 737 | 747 | 767 | 777 | 777X | 787 |
| As of 9/30/2015 | | | | | | |
| Program accounting quantities | 8,200 | 1,574 | 1,147 | 1,650 | * | 1,300 |
| Undelivered units under firm orders | 4,243 | 23 | 81 | 235 | 306 | 768 |
| Cumulative firm orders | 9,836 | 1,537 | 1,162 | 1,575 | 306 | 1,097 |
| | Program | | | | | |
| | 737 | 747 | 767 | 777 | 777X | 787 |
| As of 12/31/2014 | | | | | | |
| Program accounting quantities | 7,800 | 1,574 | 1,113 | 1,600 | * | 1,300 |
| Undelivered units under firm orders | 4,299 | 36 | 47 | 278 | 286 | 843 |
| Cumulative firm orders | 9,517 | 1,537 | 1,114 | 1,541 | 286 | 1,071 |

* The accounting quantity for the 777X will be determined in the year of first airplane delivery, targeted for 2020.

Program Highlights

737 Program The accounting quantity for the 737 program increased by 200 units during the three months ended September 30, 2015 and by 400 units during the nine months ended September 30, 2015 due to the program's normal progress of obtaining additional orders and delivering airplanes. We are currently producing at a rate of 42 per month and plan an additional increase to 47 per month in 2017. We plan to further increase the rate to 52 per month in 2018. First delivery of the 737 MAX is expected in 2017.

747 Program Lower-than-expected demand for large commercial passenger and freighter aircraft and slower-than-expected growth of global freight traffic have resulted in ongoing pricing pressures and fewer orders than anticipated. We are currently producing at a rate of 1.3 per month with plans to reduce the rate to 1.0 per month beginning in March 2016. We have a number of unsold 747 production positions and we remain focused on obtaining additional orders and implementing cost-reduction efforts. If market, production and other risks cannot be mitigated, the program could face a reach-forward loss that may be material.

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767 Program The accounting quantity for the 767 program increased by 34 units during the three months ended September 30, 2015 reflecting orders received during the quarter. The 767 assembly line includes a 767 derivative to support the tanker program. We are currently producing at a combined tanker and commercial production rate of 1.5 per month and plan to increase to 2 per month in 2016. We plan to further increase the rate to 2.5 per month in the fourth quarter of 2017.

777 Program The accounting quantity for the 777 program increased by 50 units during the first quarter of 2015 due to the program's normal progress of obtaining additional orders and delivering airplanes. We are currently producing at a rate of 8.3 per month. In the fourth quarter of 2013, we launched the 777X, which features a new composite wing, new engines and folding wing-tips. The 777X will have a separate program accounting quantity, which will be determined in the year of first airplane delivery, targeted for 2020.

787 Program We continue to produce at a rate of 10 per month and plan for rate increases to 12 per month in 2016 and 14 per month by the end of the decade. First delivery of the 787-10 derivative aircraft is targeted for 2018. The accounting quantity of 1,300 units remains unchanged.

We remain focused on stabilizing production rates at 10 per month while improving aircraft reliability and satisfying customer mission and performance requirements. We continue to monitor and address challenges associated with aircraft production and assembly for both the 787-8 and 787-9, including management of our manufacturing operations and extended global supply chain, completion and integration of traveled work, as well as incorporating changes identified during 787-8 flight testing to already completed aircraft. In addition, we continue to work with our customers and suppliers to assess the specific impacts of schedule changes, including requests for contractual relief related to delivery delays and supplier assertions.

During 2009, we concluded that the first three flight-test 787 aircraft could not be sold as previously anticipated due to the inordinate amount of rework and unique and extensive modifications made to those aircraft. As a result, costs associated with these airplanes were included in research and development expense. Based on sales activity and market interest we continue to believe that the remaining 787 flight-test aircraft are commercially saleable and we continue to include costs related to these aircraft in program inventory. If we determine that any of the remaining flight test aircraft cannot be sold, we may incur additional charges related to the reclassification of costs associated with those aircraft to research and development expense.

The combination of production challenges, change incorporation, schedule delays and customer and supplier impacts has created significant pressure on program profitability. If risks related to these challenges, together with risks associated with planned production rate increases, or introducing the 787-10 derivative as scheduled cannot be mitigated, the program could face additional customer claims and/or supplier assertions, further pressures on program profitability and/or a reach-forward loss. We continue to implement mitigation plans and cost-reduction efforts to improve program profitability and address program risks.

Additional Considerations

The development and ongoing production of commercial aircraft is extremely complex, involving extensive coordination and integration with suppliers and highly-skilled labor from thousands of employees and other partners. Meeting or exceeding our performance and reliability standards, as well as those of customers and regulators, can be costly and technologically challenging. In addition, the introduction of new aircraft and derivatives, such as the 787-10, 737 MAX and 777X, involves increased risks associated with meeting development, production and certification schedules. As a result, our ability to deliver aircraft on time, satisfy performance and reliability standards and achieve or maintain, as applicable, program profitability is subject to significant risks. Factors that could result in lower margins (or a material charge if an airplane program has or is determined to have reach-forward losses) include the following: changes to the program accounting quantity, customer and model mix, production costs and rates, changes to price escalation factors due to changes in the inflation rate or other economic indicators, performance or reliability issues involving completed aircraft, capital expenditures and other costs associated with increasing or adding new production capacity, learning curve, additional change incorporation, achieving anticipated cost reductions, flight test and certification schedules, costs, schedule and demand for new airplanes and derivatives and status of customer claims, supplier assertions and other contractual negotiations. While we believe the cost and

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revenue estimates incorporated in the consolidated financial statements are appropriate, the technical complexity of our airplane programs creates financial risk as additional completion costs may become necessary or scheduled delivery dates could be extended, which could trigger termination provisions, order cancellations or other financially significant exposure.

Defense, Space & Security

Business Environment and Trends

United States Government Defense Environment Overview U.S. government appropriation levels remain subject to significant uncertainty. In August 2011, the Budget Control Act (The Act) established limits on U.S. government discretionary spending, including a reduction of defense spending by approximately \$490 billion between the 2012 and 2021 U.S. government fiscal years (FY). The Act also provided that the defense budget would face “sequestration” cuts of up to an additional \$500 billion during that same period to the extent that discretionary spending limits are exceeded. While the impact of sequestration cuts was reduced with respect to FY2014 and FY2015 following the enactment of The Bipartisan Budget Act in December 2013, significant uncertainty remains with respect to overall levels of defense spending. It is likely that U.S. government discretionary spending levels for FY2016 and beyond will continue to be subject to significant pressure, including risk of future sequestration cuts.

Significant uncertainty also continues with respect to program-level appropriations for the U.S. Department of Defense (U.S. DoD) and other government agencies, including the National Aeronautics and Space Administration, within the overall budgetary framework described above. Future budget cuts, including cuts mandated by sequestration, or future procurement decisions associated with the authorization and appropriations process could result in reductions, cancellations and/or delays of existing contracts or programs. Any of these impacts could have a material effect on the results of the Company's operations, financial position and/or cash flows.

In addition to the risks described above, if Congress is unable to raise the debt limit or pass appropriations bills in a timely manner, a government shutdown could result which may have impacts above and beyond those resulting from budget cuts, sequestration impacts or program-level appropriations. For example, requirements to furlough employees in the U.S. DoD or other government agencies could result in payment delays, impair our ability to perform work on existing contracts, and/or negatively impact future orders. The U.S. government is operating on a Continuing Resolution (CR) which funds discretionary activities from October 1, 2015 until December 11, 2015. Under the CR, funding rates are held at FY2015 enacted levels with restrictions on new starts, production rate increases and new multi-year procurements. If such restrictions remain throughout FY2016, it could negatively impact a number of our programs.

Results of Operations

| (Dollars in millions) | Nine months ended September 30 | | Three months ended September 30 | | |
|--------------------------|--------------------------------|----------|---------------------------------|-------------|---|
| | 2015 | 2014 | 2015 | 2014 | |
| Revenues | \$22,603 | \$23,293 | \$8,350 | \$7,913 | |
| Earnings from operations | \$2,311 | \$2,216 | \$1,022 | \$856 | |
| Operating margins | 10.2 | % 9.5 | % 12.2 | % 10.8 | % |
| (Dollars in millions) | | | September 30 | December 31 | |
| | | | 2015 | 2014 | |
| Contractual backlog | | | \$46,238 | \$46,974 | |
| Unobligated backlog | | | 12,338 | 14,939 | |

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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, earnings and backlog 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 award. As a result, period-to-period comparisons of backlog are not necessarily indicative of future workloads. The following discussions of comparative results among periods should be viewed in this context.

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

| | Nine months ended | | Three months ended | |
|-------------------------------|-------------------|------|--------------------|------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| F/A-18 Models | 28 | 36 | 8 | 13 |
| F-15 Models | 8 | 10 | 3 | 2 |
| C-17 Globemaster III | 5 | 7 | 2 | 2 |
| CH-47 Chinook (New) | 35 | 46 | 14 | 14 |
| CH-47 Chinook (Renewed) | 6 | | 1 | |
| AH-64 Apache (New) | 18 | 30 | 6 | 11 |
| AH-64 Apache (Remanufactured) | 33 | 33 | 10 | 8 |
| P-8 Models | 10 | 6 | 4 | 4 |
| AEW&C | | 3 | | 1 |
| C-40A | 1 | | | |
| Total | 144 | 171 | 48 | 55 |

Revenues

BDS revenues for the nine months ended September 30, 2015 decreased by \$690 million compared with the same period in 2014 due to lower revenues in all three segments.

BDS revenues for the three months ended September 30, 2015 increased by \$437 million compared with the same period in 2014 due to higher revenues of \$517 million and \$100 million in the BMA and N&SS segments, offset by lower revenues of \$180 million in the GS&S segment.

Earnings From Operations

BDS earnings from operations for the nine months ended September 30, 2015 increased by \$95 million compared with the same period in 2014 due to higher earnings of \$94 million and \$56 million in the GS&S and N&SS segments, offset by lower earnings of \$55 million in the BMA segment.

BDS earnings from operations for the three months ended September 30, 2015 increased by \$166 million compared to the same period in 2014 due to higher earnings in all three segments.

Backlog

BDS total backlog was \$58,576 million at September 30, 2015, reflecting a decrease of 5% from December 31, 2014. For further details on the changes between periods, refer to the discussions of the individual segments below.

Additional Considerations

Our BDS business includes a variety of development programs which have complex design and technical challenges. Many of these programs have cost-type contracting arrangements. In these cases, the associated

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financial risks are primarily in reduced fees, lower profit rates or program cancellation if cost, schedule or technical performance issues arise. Examples of these programs include Ground-based Midcourse Defense (GMD), proprietary and Space Launch System (SLS) programs. Some of our development programs are contracted on a fixed-price basis. Many of these programs have highly complex designs. As technical or quality issues arise during development, we may experience schedule delays and cost impacts, which could increase our estimated cost to perform the work or reduce our estimated price, either of which could result in a material charge or otherwise adversely affect our financial condition. These programs are ongoing, and while we believe the cost and fee estimates incorporated in the financial statements are appropriate, the technical complexity of these programs creates financial risk as additional completion costs may become necessary or scheduled delivery dates could be extended, which could trigger termination provisions, the loss of satellite in-orbit incentive payments, or other financially significant exposure. These programs have risk for reach-forward losses if our estimated costs exceed our estimated contract revenues. Examples of significant fixed-price development programs include India P-8I, Saudi F-15, USAF KC-46A Tanker, Commercial Crew and commercial and military satellites.

Revenue and cost estimates for all significant contracts are reviewed and reassessed quarterly. Changes in these estimates could result in recognition of cumulative catch-up adjustments to the contract's inception-to-date revenues, cost of sales and profit, in the period in which such changes are made. Changes in revenue and cost estimates could also result in a reach-forward loss or an adjustment to a reach-forward loss, which would be recorded immediately in earnings. For the nine months ended September 30, 2015 and 2014, net favorable cumulative catch-up adjustments, including reach-forward losses, across all BDS contracts increased Earnings from operations by \$129 million and \$184 million. For the three months ended September 30, 2015 and 2014, net favorable cumulative catch-up adjustments, including reach-forward losses, across all BDS contracts increased Earnings from operations by \$210 million and \$91 million.

Boeing Military Aircraft
Results of Operations

| (Dollars in millions) | Nine months ended September 30 | | Three months ended September 30 | | |
|--------------------------|--------------------------------|----------|---------------------------------|-------------|---|
| | 2015 | 2014 | 2015 | 2014 | |
| Revenues | \$10,283 | \$10,509 | \$4,051 | \$3,534 | |
| Earnings from operations | \$880 | \$935 | \$496 | \$439 | |
| Operating margins | 8.6 | % 8.9 | % 12.2 | % 12.4 | % |
| (Dollars in millions) | | | September 30 | December 31 | |
| Contractual backlog | | | 2015 | 2014 | |
| Unobligated backlog | | | \$21,162 | \$21,119 | |
| Revenues | | | 6,766 | 8,020 | |

BMA revenues for the nine months ended September 30, 2015 decreased by \$226 million compared with the same period in 2014 primarily due to lower revenues of \$1,057 million from fewer deliveries and mix on the F/A-18, V-22 and Apache programs as well as lower volume on proprietary programs. These decreases were partially offset by higher revenues primarily due to a cumulative catch-up adjustment on the F-15 program resulting from contract negotiations, higher milestone revenue on the KC-46A Tanker program and higher P-8 deliveries.

BMA revenues for the three months ended September 30, 2015 increased by \$517 million when compared with the same period in 2014 primarily due to the F-15 cumulative catch-up adjustment, higher milestone revenue on the KC-46A Tanker and higher CH-47 Chinook deliveries, partially offset by a reduction of \$600 million due to fewer F/A-18 deliveries, proprietary volume, and timing and mix of P-8 deliveries.

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Earnings From Operations

BMA earnings from operations for the nine months ended September 30, 2015 decreased by \$55 million compared with the same period in 2014, primarily due to higher charges of \$135 million on the KC-46A Tanker contract, lower proprietary program, F/A-18 and V-22 revenues, partially offset by earnings recorded in the third quarter of 2015 related to the F-15 cumulative catch-up adjustment. BMA recorded charges of \$322 million in the second quarter of 2015 and \$187 million in the second quarter of 2014 related to the KC-46A Tanker contract. In addition, BMA recorded a charge of \$48 million in the first quarter of 2014 to write-off inventory and accrue termination liabilities as a result of our decision to produce three fewer C-17 aircraft in 2015 than previously planned. Net unfavorable cumulative contract catch-up adjustments were \$23 million in the nine months ended September 30, 2015 primarily driven by the KC-46A charges which were partially offset by favorable F-15 program adjustments. Net favorable cumulative contract catch-up adjustments were \$14 million in the nine months ended September 30, 2014.

BMA earnings from operations for the three months ended September 30, 2015 increased by \$57 million compared to the same period in 2014 primarily due to higher F-15 revenues and timing and mix of C-17 deliveries, partially offset by lower earnings of \$125 million related to lower proprietary program volume and lower F/A-18 and V-22 revenues. Net favorable cumulative contract catch-up adjustments were \$79 million higher in the three months ended September 30, 2015 than in the same period in 2014 primarily driven by the F-15 program.

Backlog

BMA total backlog of \$27,928 million at September 30, 2015 decreased by 4% from December 31, 2014, reflecting revenue recognized on contracts awarded in prior years, partially offset by current year contract awards for the Apache, F-15 and C-17 programs.

Additional Considerations

C-17 and F/A-18 See the discussions of the C-17 and F/A-18 programs in Note 9 to our Condensed Consolidated Financial Statements.

KC-46A Tanker See the discussion of the KC-46A Tanker program on page 35.

Network & Space Systems

Results of Operations

| (Dollars in millions) | Nine months ended September 30 | | Three months ended September 30 | | |
|--------------------------|-----------------------------------|---------|------------------------------------|---------------------|---|
| | 2015 | 2014 | 2015 | 2014 | |
| Revenues | \$5,797 | \$5,823 | \$2,127 | \$2,027 | |
| Earnings from operations | \$563 | \$507 | \$245 | \$189 | |
| Operating margins | 9.7 | % 8.7 | % 11.5 | % 9.3 | % |
| (Dollars in millions) | | | September 30 2015 | December 31 2014 | |
| Contractual backlog | | | \$8,327 | \$8,935 | |
| Unobligated backlog | | | 4,799 | 5,987 | |

Revenues

N&SS revenues for the nine months ended September 30, 2015 decreased by \$26 million compared with the same period in 2014 primarily due to decreases related to lower milestone revenue on government and commercial satellite programs and lower volume on our proprietary, Space Launch System (SLS) and missile defense systems programs as well as our United Launch Alliance (ULA) joint venture. These decreases

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were partially offset by increased revenues of \$713 million related to higher initial volume on the Commercial Crew program.

N&SS revenues for the three months ended September 30, 2015 increased by \$100 million compared with the same period in 2014 primarily due to higher initial volume on the Commercial Crew program of \$288 million, partially offset by lower milestone revenue on government and commercial satellite programs and lower volume on proprietary programs.

Earnings From Operations

N&SS earnings from operations for the nine months ended September 30, 2015 increased by \$56 million compared with the same period in 2014 primarily due to improved performance on several Electronic and Information Solutions (E&IS) programs and higher initial volume on the Commercial Crew program totaling \$153 million, partially offset by lower performance and mix on various programs. Net unfavorable cumulative contract catch-up adjustments were \$10 million in the nine months ended September 30, 2015. Net favorable cumulative contract catch-up adjustments were \$55 million in the nine months ended September 30, 2014.

N&SS earnings from operations for the three months ended September 30, 2015 increased by \$56 million compared with the same period in 2014 primarily due to improved performance and mix on various commercial satellite, E&IS and missile defense system programs and higher revenues on the Commercial Crew program totaling \$70 million, partially offset by lower performance on our ULA joint venture. Net favorable cumulative contract catch-up adjustments were \$22 million in the three months ended September 30, 2015. Net unfavorable cumulative contract catch-up adjustments were \$2 million in the three months ended September 30, 2014.

N&SS earnings from operations include equity earnings of \$140 million and \$54 million for the nine and three months ended September 30, 2015 compared to \$163 million and \$74 million for the same periods in 2014 primarily from our ULA joint venture.

Backlog

N&SS total backlog was \$13,126 million at September 30, 2015, reflecting a decrease of 12% from December 31, 2014 primarily due to revenue recognized on contracts awarded in prior years, partially offset by current year contract awards, including orders from NASA for International Space Station engineering support and Post Certification Mission 1 on the Commercial Crew program.

Additional Considerations

United Launch Alliance See the discussion of Indemnifications to ULA and Financing Commitments in Notes 5, 9 and 10 of our Condensed Consolidated Financial Statements.

Sea Launch See the discussion of the Sea Launch receivables in Note 8 to our Condensed Consolidated Financial Statements.

LightSquared See the discussion of the LightSquared, LP receivables in Note 4 to our Condensed Consolidated Financial Statements.

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Global Services & Support

Results of Operations

(Dollars in millions)

| | Nine months ended | | Three months ended | | |
|--------------------------|-------------------|---------|--------------------|-------------|---|
| | September 30 | | September 30 | | |
| | 2015 | 2014 | 2015 | 2014 | |
| Revenues | \$6,523 | \$6,961 | \$2,172 | \$2,352 | |
| Earnings from operations | \$868 | \$774 | \$281 | \$228 | |
| Operating margins | 13.3 | % 11.1 | % 12.9 | % 9.7 | % |
| (Dollars in millions) | | | September 30 | December 31 | |
| | | | 2015 | 2014 | |
| Contractual backlog | | | \$16,749 | \$16,920 | |
| Unobligated backlog | | | 773 | 932 | |
| Revenues | | | | | |

GS&S revenues for the nine months ended September 30, 2015 decreased by \$438 million compared with the same period in 2014 primarily due to fewer Airborne Early Warning and Control (AEW&C) deliveries, lower volume in several Aircraft Modernization & Sustainment (AM&S) and Training Systems & Government Services (TSGS) programs, partially offset by \$98 million related to higher volume on several Integrated Logistics (IL) programs.

GS&S revenues for the three months ended September 30, 2015 decreased by \$180 million compared with the same period in 2014 primarily due to fewer AEW&C deliveries and lower volume in several TSGS and AM&S programs.

Earnings From Operations

GS&S earnings from operations for the nine months ended September 30, 2015 increased by \$94 million compared with the same period in 2014 primarily due to higher volume and improved performance across the segment. Net favorable cumulative contract catch-up adjustments were \$47 million higher in the nine months ended September 30, 2015 than in the same period in 2014.

GS&S earnings from operations for the three months ended September 30, 2015 increased by \$53 million compared with the same period in 2014 primarily due to higher performance. Net favorable cumulative contract catch-up adjustments were \$16 million higher in the three months ended September 30, 2015 than in the same period in 2014.

Backlog

GS&S total backlog was \$17,522 million at September 30, 2015, reflecting a decrease of 2% from December 31, 2014 primarily due to revenues recognized on contracts awarded in prior years, partially offset by current year contract awards, including C-17 support programs, Advanced Surveillance Command & Control and F-15 support programs.

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Boeing Capital

Results of Operations

(Dollars in millions)

| | Nine months ended | | Three months ended | |
|--------------------------|-------------------|-------|--------------------|----------|
| | September 30 | | September 30 | |
| | 2015 | 2014 | 2015 | 2014 |
| Revenues | \$315 | \$263 | \$114 | \$91 |
| Earnings from operations | \$41 | \$66 | \$10 | (\$11) |
| Operating margins | 13 | % 25 | % 9 | % (12)% |

Revenues

Boeing Capital (BCC) segment revenues consist principally of lease income from equipment under operating lease, interest income from financing receivables and notes and other income. BCC's revenues for the nine and three months ended September 30, 2015 increased by \$52 million and \$23 million compared with the same periods in 2014. The nine month increase was primarily due to higher other income driven by higher aircraft return condition payments and intercompany early lease settlement payments. The three month increase was primarily due to higher lease rates on re-leased aircraft and other income driven by aircraft return condition payments.

Earnings From Operations

BCC's earnings from operations are presented net of interest expense, provision for/(recovery) of losses, asset impairment expense, depreciation on leased equipment and other operating expenses. Earnings from operations for the nine months ended September 30, 2015 decreased by \$25 million compared to the same period in 2014 primarily due to higher asset impairment expense, which more than offset the impact of higher aircraft return condition and settlement payments. Earnings from operations for the three months ended September 30, 2015 increased by \$21 million compared with the same period in 2014 primarily due to higher revenues.

Financial Position

The following table presents selected financial data for BCC:

| (Dollars in millions) | September 30 2015 | December 31 2014 |
|---|----------------------|---------------------|
| Customer financing and investment portfolio, net | \$3,396 | \$3,493 |
| Other assets, primarily cash and short-term investments | 587 | 615 |
| Total assets | \$3,983 | \$4,108 |
| Other liabilities, primarily deferred income taxes | \$1,132 | \$1,212 |
| Debt, including intercompany loans | 2,370 | 2,412 |
| Equity | 481 | 484 |
| Total liabilities and equity | \$3,983 | \$4,108 |
| Debt-to-equity ratio | 4.9-to-1 | 5.0-to-1 |

BCC's customer financing and investment portfolio at September 30, 2015 decreased from December 31, 2014 primarily due to normal portfolio run-off and impairments, partially offset by increased volume of \$254 million. At September 30, 2015 and December 31, 2014, BCC had \$67 million and \$48 million of assets that were held for sale or re-lease, of which \$22 million in 2015 had either signed preliminary agreements with deposits or firm contracts to be sold or placed on lease. In addition, aircraft subject to leases with a carrying

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value of approximately \$130 million are scheduled to be returned off lease in the next 12 months. We are seeking to remarket these aircraft or have the leases extended.

BCC enters into certain transactions with Boeing, reflected in Unallocated items, eliminations and other, in the form of intercompany guarantees and other subsidies that mitigate the effects of certain credit quality or asset impairment issues on the BCC segment.

Liquidity and Capital Resources

Cash Flow Summary

| (Dollars in millions) | Nine months ended | |
|--|-------------------|---------|
| | September 30 | |
| | 2015 | 2014 |
| Net earnings | \$4,150 | \$3,980 |
| Non-cash items | 1,702 | 1,683 |
| Changes in working capital | 392 | (1,803) |
| Net cash provided by operating activities | 6,244 | 3,860 |
| Net cash (used)/provided by investing activities | (965) | 1,034 |
| Net cash used by financing activities | (7,609) | (7,294) |
| Effect of exchange rate changes on cash and cash equivalents | (20) | (33) |
| Net decrease in cash and cash equivalents | (2,350) | (2,433) |
| Cash and cash equivalents at beginning of year | 11,733 | 9,088 |
| Cash and cash equivalents at end of period | \$9,383 | \$6,655 |

Operating Activities Net cash provided by operating activities was \$6.2 billion during the nine months ended September 30, 2015 compared with \$3.9 billion in the same period in 2014, an increase of \$2.4 billion primarily due to lower inventory growth and lower contributions to pension plans, partially offset by lower receipts of advances and progress billings. Our investment in gross inventories increased by \$1.0 billion during the nine months ended September 30, 2015 reflecting continued investment in commercial airplane program inventory, primarily 787 inventory, compared with an increase of \$7.0 billion for the same period in 2014. Advances and progress billings decreased \$0.6 billion during the nine months ended September 30, 2015 compared with an increase of \$4.0 billion for the same period in 2014 primarily due to the timing of payments from Commercial Airplanes customers.

Discretionary contributions to our pension plans were \$0.7 billion lower in the nine months ended September 30, 2015 than in the same period in 2014.

Investing Activities Cash used by investing activities totaled \$1.0 billion during the nine months ended September 30, 2015 compared with \$1.0 billion of cash provided by investing activities during the same period in 2014, largely due to lower net proceeds from investments in time deposits. Net proceeds from investments were \$0.8 billion in 2015 compared with net proceeds from investments of \$2.7 billion for the same period in 2014. In 2015, capital expenditures totaled \$1.8 billion, compared with \$1.6 billion for the same period in the prior year. We expect capital expenditures to be higher in 2015 than 2014 due to continued investment to support growth.

Financing Activities Cash used by financing activities was \$7.6 billion during the nine months ended September 30, 2015 compared with \$7.3 billion in the same period in 2014, primarily due to higher share repurchases and higher dividend payments, partially offset by higher new borrowings and lower repayments of distribution rights. During the nine months ended September 30, 2015, we issued \$0.8 billion of debt compared with \$0.1 billion in the same period in 2014. At September 30, 2015, the recorded balance of debt was \$9.0 billion of which \$0.6 billion was classified as short-term. This includes \$2.4 billion of debt attributable to BCC, of which \$0.5 billion was classified as short-term. During the nine months ended September 30, 2015, we repurchased 41.4 million shares totaling \$6.0 billion through our open market share repurchase program. In addition, 0.6 million shares were transferred to us

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from employees for tax withholdings. At September 30, 2015, the amount available under the share repurchase plan, announced on December 15, 2014, totaled \$6.0 billion.

Capital Resources We have substantial borrowing capacity. Any future borrowings may affect our credit ratings and are subject to various debt covenants as described below. We have a commercial paper program that continues to serve as a significant potential source of short-term liquidity. Throughout the nine months ended September 30, 2015, we had no commercial paper borrowings outstanding. Currently, we have \$5.0 billion of unused borrowing capacity on revolving credit line agreements. We anticipate that these credit lines will primarily serve as backup liquidity to support our general corporate borrowing needs.

Financing commitments totaled \$17.9 billion and \$16.7 billion at September 30, 2015 and December 31, 2014. We anticipate that we will not be required to fund a significant portion of our financing commitments as we continue to work with third party financiers to provide alternative financing to customers. Historically, we have not been required to fund significant amounts of outstanding commitments. However, there can be no assurances that we will not be required to fund greater amounts than historically required. In addition, many of our non-U.S. customers finance aircraft purchases through the Export-Import Bank of the United States. The bank's charter expired on June 30, 2015. If the bank's charter is not reauthorized or if the bank's future funding authority is insufficient to meet our customers' needs, we may fund additional commitments and/or enter into new financing arrangements with customers.

In the event we require additional funding to support strategic business opportunities, our commercial aircraft financing commitments, unfavorable resolution of litigation or other loss contingencies, or other business requirements, we expect to meet increased funding requirements by issuing commercial paper or term debt. We believe our ability to access external capital resources should be sufficient to satisfy existing short-term and long-term 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. However, there can be no assurance of the cost or availability of future borrowings, if any, under our commercial paper program, in the debt markets or our credit facilities.

At September 30, 2015, we were in compliance with the covenants for our debt and credit facilities. The most restrictive covenants include a limitation on mortgage debt and sale and leaseback transactions as a percentage of consolidated net tangible assets (as defined in the credit agreements), and a limitation on consolidated debt as a percentage of total capital (as defined). When considering debt covenants, we continue to have substantial borrowing capacity.

Off-Balance Sheet Arrangements

We are a party to certain off-balance sheet arrangements including certain guarantees. For discussion of these arrangements, see Note 10 to our Condensed Consolidated Financial Statements.

Contingent Obligations

We have significant contingent obligations that arise in the ordinary course of business, which include the following: **Legal** Various legal proceedings, claims and investigations are pending against us. Legal contingencies are discussed in Note 17 to our Condensed Consolidated Financial Statements.

Environmental Remediation We are involved with various environmental remediation activities and have recorded a liability of \$583 million at September 30, 2015. For additional information, see Note 9 to our Condensed Consolidated Financial Statements.

Income Taxes As of September 30, 2015 we have \$1,422 million of unrecognized tax benefits for uncertain tax positions. For further discussion of income taxes, see Note 3 to our Condensed Consolidated Financial Statements.

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Non-GAAP Measures

Core Operating Earnings, Core Operating Margin and Core Earnings Per Share

Our unaudited condensed consolidated interim financial statements are prepared in accordance with Generally Accepted Accounting Principles in the United States of America (GAAP) which we supplement with certain non-GAAP financial information. These non-GAAP measures should not be considered in isolation or as a substitute for the related GAAP measures, and other companies may define such measures differently. We encourage investors to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure. Core operating earnings, core operating margin and core earnings per share exclude the impact of unallocated pension and other postretirement benefit expenses which represent costs not attributable to business segments - see Note 18 to our Condensed Consolidated Financial Statements. Management uses core operating earnings, core operating margin and core earnings per share for purposes of evaluating and forecasting underlying business performance. Management believes these core earnings measures provide investors additional insights into operational performance as unallocated pension and other postretirement benefit cost, primarily represent costs driven by market factors and costs not allocable to U.S. government contracts.

Reconciliation of GAAP Measures to Non-GAAP Measures

The table below reconciles the non-GAAP financial measures of core operating earnings, core operating margin and core earnings per share with the most directly comparable GAAP financial measures of earnings from operations, operating margins and diluted earnings per share.

| (Dollars in millions, except per share data) | Nine months ended September 30 | | Three months ended September 30 | |
|---|--------------------------------|----------|---------------------------------|----------|
| | 2015 | 2014 | 2015 | 2014 |
| Revenues | \$72,541 | \$66,294 | \$25,849 | \$23,784 |
| Earnings from operations, as reported | \$6,282 | \$5,448 | \$2,580 | \$2,119 |
| Operating margins | 8.7 | % 8.2 | % 10.0 | % 8.9 |
| Unallocated pension and other postretirement benefit expense | \$200 | \$1,068 | \$57 | \$311 |
| Core operating earnings (non-GAAP) | \$6,482 | \$6,516 | \$2,637 | \$2,430 |
| Core operating margins (non-GAAP) | 8.9 | % 9.8 | % 10.2 | % 10.2 |
| Diluted earnings per share, as reported | \$5.92 | \$5.36 | \$2.47 | \$1.86 |
| Unallocated pension and other postretirement benefit expense ⁽¹⁾ | \$0.19 | \$0.94 | \$0.05 | \$0.28 |
| Core earnings per share (non-GAAP) | \$6.11 | \$6.30 | \$2.52 | \$2.14 |
| Weighted average diluted shares (in millions) | 700.9 | 742.3 | 689.0 | 731.9 |

⁽¹⁾ Earnings per share impact is presented net of the federal statutory rate of 35.0%.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no significant changes to our market risk since December 31, 2014.

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Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures.

Our Chief Executive Officer and Chief Financial Officer have evaluated our disclosure controls and procedures as of September 30, 2015 and have concluded that these disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control Over Financial Reporting.

There were no changes that occurred during the third quarter of 2015 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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Part II. Other Information

Item 1. Legal Proceedings

Currently, we are involved in a number of legal proceedings. For a discussion of contingencies related to legal proceedings, see Note 17 to our Condensed Consolidated Financial Statements, which is hereby incorporated by reference.

Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

The following table provides information about purchases we made during the quarter ended September 30, 2015 of equity securities that are registered by us pursuant to Section 12 of the Exchange Act:

(Dollars in millions, except per share data)

| | (a) | (b) | (c) | (d) |
|-------------------------|---|------------------------------|--|---|
| | Total Number of Shares Purchased ⁽¹⁾ | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Approximate Dollar Value of Shares That May Yet be Purchased Under the Plans or Programs ⁽²⁾ |
| 7/1/2015 thru 7/31/2015 | 2,104,621 | \$142.98 | 2,098,377 | \$7,200 |
| 8/1/2015 thru 8/31/2015 | 5,062,875 | 138.49 | 5,045,691 | 6,501 |
| 9/1/2015 thru 9/30/2015 | 3,760,672 | 133.38 | 3,759,000 | 6,000 |
| Total | 10,928,168 | \$137.60 | 10,903,068 | |

We purchased an aggregate of 10,903,068 shares of our common stock in the open market pursuant to our repurchase program and 25,099 shares transferred to us from employees in satisfaction of minimum tax withholding obligations associated with the vesting of restricted stock units during the period. We did not purchase shares in swap transactions.

⁽²⁾ On December 15, 2014, we announced a new repurchase plan for up to \$12 billion of common stock, replacing the plan previously authorized in 2013.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

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Item 6. Exhibits

| | |
|---------|--|
| 3.2 | By-Laws of The Boeing Company, as amended and restated on August 11, 2015 (Exhibit 3.2 to the Company's Current Report on Form 8-K dated August 11, 2015). |
| 12 | Computation of Ratio of Earnings to Fixed Charges. |
| 15 | Letter from Independent Registered Public Accounting Firm regarding unaudited interim financial information. |
| 31(i) | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31(ii) | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32(i) | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32(ii) | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document. |
| 101.SCH | XBRL Taxonomy Extension Schema Document. |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document. |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. |

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Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE BOEING COMPANY
(Registrant)

October 21, 2015

(Date)

/s/ Robert E. Verbeck
Robert E. Verbeck – Senior Vice President, Finance and
Corporate Controller

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