



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1331
401.222.3041

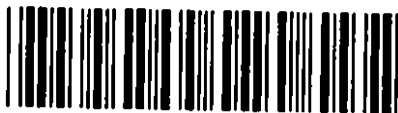
PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 109454		2. Name of Corporation THE BOEING COMPANY									
3. Street Address Principal Business Office 100 N. Riverside Plaza		City Chicago	State IL	Zip 60606							
4. Business Phone No 312.544.2537		5. State of Incorporation DELAWARE		6. SIC Code 0							
7. Brief Description of the Character of Business Conducted in Rhode Island AEROSPACE MANUFACTURING.											
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS											
President Name Harry Stonecipher		Vice President Name Harry S. McGee									
Street Address 100 N. Riverside Plaza		Street Address 100 N. Riverside Plaza									
City Chicago	State IL	Zip 60606	City Chicago	State IL	Zip 60606						
Secretary Name Douglas Bain		Treasurer Name Gary A. Geiken									
Street Address 100 N. Riverside Plaza		Street Address 100 N. Riverside Plaza									
City Chicago	State IL	Zip 60606	City Chicago	State IL	Zip 60606						
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS											
Director Name John H. Biggs		Director Name Linda Z. Cook									
Street Address 100 N. Riverside Plaza		Street Address 100 N. Riverside Plaza									
City Chicago	State IL	Zip 60606	City Chicago	State IL	Zip 60606						
Director Name John E. Bryson		Director Name Kenneth M. Duberstein									
Street Address 100 N. Riverside Plaza		Street Address 100 N. Riverside Plaza									
City Chicago	State IL	Zip 60606	City Chicago	State IL	Zip 60606						
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐					11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐						
AUTHORIZED SHARES					ISSUED SHARES						
Number of Shares		Class/Series		Par Value		Number of Shares		Class/Series		Par Value	
1,220,000,000		Common		5.00		1,000,000,000		Common		5.00	
20,000,000		Preferred		1.00		0.00		Preferred		1.00	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



109454

FILED

File Date MAR 25 2005
Check No. 625703
By CB

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Gary A. Geiken

Print or Type Name of Officer

Asst. Treasurer

Title of Officer

Date

1/14/05



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3046

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 109454		2. Name of Corporation THE BOEING COMPANY	
3. Street Address Principal Business Office 100 N. Riverside Plaza		City Chicago	State IL
4. Business Phone No. 312-514-2537		5. State of Incorporation DELAWARE	6. SIC Code 0
7. Brief Description of the Character of Business Conducted in Rhode Island AEROSPACE MANUFACTURING.			
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name Harry Shoup		Vice President Name James Bell	
Street Address 100 N. Riverside Plaza, M/C 5003-4027		Street Address 100 N. Riverside Plaza	
City Chicago, IL 60606		City Chicago IL 60606	
Secretary Name James Johnson		Treasurer Name Paul Kinseher	
Street Address 100 N. Riverside Plaza		Street Address 100 N. Riverside Plaza	
City Chicago IL 60606		City Chicago IL 60606	
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name John F. McInnery		Director Name Kenneth Duberstein	
Street Address 100 N. Riverside Plaza		Street Address 100 N. Riverside Plaza	
City Chicago IL 60606		City Chicago IL 60606	
Director Name		Director Name	
Street Address		Street Address	
City		City	
State		State	
Zip		Zip	
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐			
AUTHORIZED SHARES			
Number of Shares	Class/Series	Par Value	
20,000,000	Preferred	1	
1,200,000,000	Common	5	
11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐			
ISSUED SHARES			
Number of Shares	Class/Series	Par Value	
0	P	1	
0	C	1	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 9 4 5 4 *

File Date 3/1/04
Check No. 23782
By: UP
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Sarah Gervel Date 2/23/2004
Print or Type Name of Officer Sarah Gervel
Title of Officer Assistant Secretary



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No

109454

2. Name of Corporation

THE BOEING COMPANY

3. Street Address Principal Business Office

100 N. Riverside Plaza

City

Chicago

State

IL

Zip

60606

4. Business Phone No

312-544-2000

5. State of Incorporation

DELAWARE

6. SIC Code

0

7. Brief Description of the Character of Business Conducted in Rhode Island

Aerospace

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Philip Condit

Street Address

100 N. Riverside Plaza

City

Chicago

State

IL

Zip

60606

Secretary Name

James C. Johnson

Street Address

100 N. Riverside Plaza

City

Chicago

State

IL

Zip

60606

Vice President Name

Michael Sears

Street Address

100 N. Riverside Plaza

City

Chicago

State

IL

Zip

60606

Treasurer Name

Walter Skowronski

Street Address

100 N. Riverside Plaza

City

Chicago

State

IL

Zip

60606

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

John Biggs

Street Address

100 N. Riverside Plaza

City

Chicago

State

IL

Zip

60606

Director Name

Sarah Garvey

Street Address

100 N. Riverside Plaza

City

Chicago

State

IL

Zip

60606

Director Name

Kenneth Duberstein

Street Address

100 N. Riverside Plaza

City

Chicago

State

IL

Zip

60606

Director Name

Street Address

City

State

Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

1,220,000,000

Class/Series

Common

Par Value

\$5/share

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

1,011,870,159

Class/Series

Common

Par Value

\$5/share

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 9 4 5 4 *

File Date

6-12-03

Check No

21015

By

2

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Sarah N. Garvey

Signature of Officer

2/25/03

Date

Sarah N. Garvey

Print or Type Name of Officer

Asst. Treasurer

Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

109454

2. Name of Corporation

THE BOEING COMPANY

3. Street Address Principal Business Office

100 N. RIVERSIDE MC 5003-4551

City

CHICAGO

State

IL

Zip

60606-1596

4. Business Phone No.

5. State of Incorporation

DELAWARE

6. SIC Code

0

7. Brief Description of the Character of Business Conducted in Rhode Island

AEROSPACE

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

PHILIP M. CONDOT

Vice President Name

MICHAEL M. SEARS

Street Address

100 N. RIVERSIDE

Street Address

100 N. RIVERSIDE

City

CHICAGO

State

IL

Zip

60606-1596

City

CHICAGO

State

IL

Zip

60606-1596

Secretary Name

JAMES E. JOHNSON

Treasurer Name

WALTER E. SKOWRONSKI

Street Address

100 N. RIVERSIDE

Street Address

100 N. RIVERSIDE

City

CHICAGO

State

IL

Zip

60606-1596

City

CHICAGO

State

IL

Zip

60606-1596

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

JOHN F. McDONNELL

Director Name

HARRY C. STONECIPHER

Street Address

100 N. RIVERSIDE

Street Address

100 N. RIVERSIDE

City

CHICAGO

State

IL

Zip

60606-1596

City

CHICAGO

State

IL

Zip

60606-1596

Director Name

JOHN H. BIGGS

Director Name

LEWIS E. PLATT

Street Address

100 N. RIVERSIDE

Street Address

100 N. RIVERSIDE

City

CHICAGO

State

IL

Zip

60606-1596

City

CHICAGO

State

IL

Zip

60606-1596

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

ISSUED SHARES

Number of Shares

1,220,000,000

Class/Series

Common

Par Value

5.00

Number of Shares

1,011,870,159

Class/Series

Common

Par Value

5.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 9 4 5 4 *

File Date:

4-9-02

Check No.:

19023

By:

[Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

[Signature]

Date

04-01-02

Print or Type Name of Officer

GARY GEIKEN

Title of Officer

ASST TREAS

Directors / Officers Report

As of 03/18/200

The Boeing Company

Directors

		Effective
John H. Biggs	Director	08/01/1997
Kenneth M. Duberstein	Director	08/01/1997
John F. McDonnell	Director	08/01/1997
W. James McNerney Jr.	Director	12/09/2001
Lewis E. Platt	Director	04/26/1999
John M. Shalikhvili	Director	05/01/2000
Harry C. Stonecipher	Director	08/01/1997
John E. Bryson	Director	04/24/1995
Philip M. Condit	Director	04/27/1992
John B. Fery	Director	04/24/1989
Paul E. Gray	Director	04/30/1990
Rozanne L. Ridgway	Director	04/27/1992

Officers

	Effective
Thomas R. Pickering	04/30/2001
Michael M. Sears	04/30/2001
Harry C. Stonecipher	04/30/2001
Douglas G. Bain	04/30/2001
James Clarence Johnson	10/10/1998

Senior Vice President, International Relations
Senior Vice President & Chief Financial Officer
Vice Chairman of the Board
Senior Vice President & General Counsel
Vice President, Assistant General Counsel and Corporate Secretary

Directors / Officers Report

As of 03/18/2002

The Boeing Company

John D. Warner	Senior Vice President and Chief Administrative Officer	04/30/2001
James B. Dagnon	Senior Vice President - People	04/30/2001
Rudy F. de Leon	Senior Vice President - Government Relations	04/30/2001
James F. Albaugh	Senior Vice President, Chief Executive Officer and President, Space and Communications Group	04/30/2001
James Aaron Bell	Vice President, Finance and Controller	04/30/2001
Scott E. Carson	Senior Vice President and President, Connexion by Boeing	04/30/2001
Philip M. Condit	Chairman of the Board and Chief Executive Officer	04/30/2001
Gerald E. Daniels	Senior Vice President, Chief Executive Officer and President, Military Aircraft & Missile Systems Group	04/30/2001
John B. Hayhurst	Senior Vice President and President, Air Traffic Management	04/30/2001
Laurette T. Koellner	Senior Vice President and President, Shared Services Group	04/30/2001
Judith A. Muhlborg	Vice President, Communications	04/30/2001
Alan R. Mulally	Senior Vice President, Chief Executive Officer and President, Boeing Commercial Airplanes Group	04/30/2001
James F. Palmer	Senior Vice President and President, Boeing Capital Corporation	04/30/2001
Walter E. Skowronski	Vice President, Finance and Treasurer	04/30/2001
David O. Swain	Senior Vice President, Engineering and Technology	04/30/2001

September 25, 2001

To: James C. Johnson

Subject: Assistant Secretaries and Assistant Treasurers of The Boeing Company

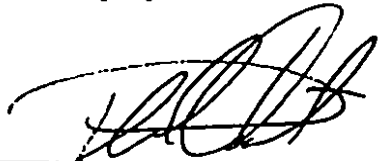
Pursuant to Article IV, Section 1, of the By-Laws of The Boeing Company (the "Company"), as amended by the Board of Directors at its meeting May 1, 2000, I hereby appoint the following individuals as Assistant Secretaries of the Company, effective as of this date:

Thomas W. Acker	Clyde E. Haynes	Mark W. Reardon
Christopher A. Barnes	Heather Howard	James A. Robinson
Douglas G. Bain	Theresa M. Hebert	Lynn E. Ristig
G. Bresslour	Craig R. Heyamoto	Valerie K. Schurman
Robert F. Catania	Robert J. Ingersoll	David J. Shapiro
John A. Catron	John G. Judy	Charles T. Silberberg
David L. Cohen	James A. King, Jr.	Marilyn D. Sloan
Peter R. Day	Nancy L. Laufer	Peter D. Sloane
F.J. Dodds, III	Randall L. Level	Torbjorn B. Sjogren
Stephen M. Douglas	Rick A. Liechty	Robert H. Sproule
D.A. Flattum	Margie Lohr	Eugene E. Stoker
Gloria Farha Flentje	Marcie N. Lombardi	Ronald E. Suter
Glenda A. Foster	Nicholas J. Masington	Amy Tu
Carolyn L. Gernert	Christine M. Matz	Karen S. Tytgat
Andrew D. Gill	Jerry K. Miles	Richard J. Wickham
Paul K. Graves	E. Planta Muncy	
Robert L. Gullette	David C. Palm	

Pursuant to the same authority, I hereby appoint the following individuals as Assistant Treasurers of the Company, effective as of this date:

Geoffrey L. Carpenter
Gary A. Geiken
Richard L. Sartor
Carol A. Sexton

The appointment of any individual not named above as Assistant Secretary or Assistant Treasurer of the Company is terminated as of this date.



Philip M. Condit



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-133
401-222-304

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **109454**
2. Name of Corporation **THE BOEING COMPANY**
3. Street Address Principal Business Office
7755 E MARGINAL WAY S
4. Business Phone No. **206-655-3907**
5. State of Incorporation **DELAWARE**
7. Brief Description of the Character of Business Conducted in Rhode Island
aerospace

City **SEATTLE** State **WA**

Zip **98108**
SIC Code **3810**
0

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name **Philip M. Condit**
Street Address **77 55 E Marginal Way S**
City **Seattle** State **WA** Zip **98108**

Vice President Name **James C. Johnson**
Street Address **7755 E Marginal Way S**
City **Seattle** State **WA** Zip **98108**

Secretary Name **Thomas W. Acker**
Street Address **7755 E Marginal Way S**
City **Seattle** State **WA** Zip **98108**

Treasurer Name **Garv A. Geiken** Asst Treasurer
Street Address **7755 E Marginal Way S**
City **Seattle** State **WA** Zip **98108**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name **John H. Biers**
Street Address **7755 E Marginal Way S**
City **seattle** State **WA** Zip **98108**

Director Name **Kenneth M. Duberstein**
Street Address **7755 E Marginal Way S**
City **Seattle** State **WA** Zip **98108**

Director Name **John F. McDonnell**
Street Address **7755 E Marginal Way S**
City **Seattle** State **WA** Zip **98108**

Director Name **Lewis E Platt**
Street Address **7755 E Marginal Way S**
City **Seattle** State **WA** Zip **98108**

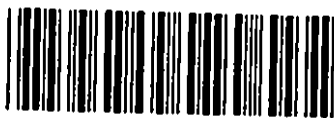
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares **1,220,000,000** Class/Series **common** Par Value **\$5/share**

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares **1,011,870,159** Class/Series **common** Par Value **\$5/share**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 9 4 5 4 *

File Date: 2/26

Check No: 160417

By: [Signature]

FOR SECRETARY OF STATE, USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2-22-01
Signature of Officer Date

Gary A. Geiken
Print or Type Name of Officer

ASSISTANT TREASURER
Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1333
401-222-3041



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **109454**
2. Name of Corporation **THE BOEING COMPANY**
3. Street Address Principal Business Office
7755 E. MARGINAL WAY SO. M/S IF-09
4. Business Phone No. **(206) 655-0646**
5. State of Incorporation **DELAWARE**
6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island
AEROSPACE MANUFACTURING

City **SEATTLE** State **WASHINGTON** Zip **98108**
6. SIC Code

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name
HARRY C. Stonecipher
Street Address
7755 E. MARGINAL WAY SO. M/S IF-09
City **SEATTLE** State **WASHINGTON** Zip **98108**

Vice President Name
DEBORAH C. HOPKINS
Street Address
7755 E. MARGINAL WAY SO. M/S IF-09
City **SEATTLE** State **WASHINGTON** Zip **98108**

Secretary Name
JAMES C. JOHNSON
Street Address
7755 E. MARGINAL WAY SO. M/S IF-09
City **SEATTLE** State **WASHINGTON** Zip **98108**

Treasurer Name
WALTER E. SKOWRONSKI
Street Address
7755 E. MARGINAL WAY SO. M/S IF-09
City **SEATTLE** State **WASHINGTON** Zip **98108**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name
JOHN H. BIGGS
Street Address
7755 E. MARGINAL WAY SO. M/S IF-09
City **SEATTLE** State **WASHINGTON** Zip **98108**

Director Name
Philip M. Condit
Street Address
7755 E. MARGINAL WAY SO. M/S IF-09
City **SEATTLE** State **WASHINGTON** Zip **98108**

Director Name
JOHN E. BRYSON
Street Address
7755 E. MARGINAL WAY SO. M/S IF-09
City **SEATTLE** State **WASHINGTON** Zip **98108**

Director Name
Kenneth M. Duberstein
Street Address
7755 E. MARGINAL WAY SO. M/S IF-09
City **SEATTLE** State **WASHINGTON** Zip **98108**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
1,200,000,000	Common	\$5.00
20,000,000	PREFERRED	\$1.00
<u>1,220,000,000</u>	Total	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
1,011,870,159	Common	\$5.00
- 0 -		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 9 4 5 4 *

File Date: **3/31/00**

Check No.: **12771**

By: **2**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Patrick E. Dunn 2/24/00
Signature of Officer Date

PATRICK E. DUNN
Print or Type Name of Officer

Attorney In Fact
Title of Officer

Directors, Officers Report

The Boeing Company

DIRECTORS

John H. Biggs

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

John E. Bryson

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Philip M. Condit

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Kenneth M. Duberstein

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

John B. Fery

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Paul E. Gray

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

John F. McDonnell

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

William J. Perry

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Lewis E. Platt

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Charles M. Pigott

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08

Seattle, WA 98108 USA

Rozanne L. Ridgway

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Harry C. Stonecipher

Director

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

OFFICERS

Philip M. Condit

Chairman and Chief Executive Officer

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Harry C. Stonecipher

President & Chief Operating Officer

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Deborah C. Hopkins

Senior Vice President & Chief Financial Officer

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

James C. Johnson

Vice President - Assistant General Counsel and Corporate Secretary

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Laurette T. Koellner

Vice President & Corporate Controller

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

James F. Albaugh

President - Space and Communications Group

Primary Address: P. O. Box 516, M/C 110-SA13
St. Louis, MO 63166 USA

James F. Palmer

President - Shared Services Group

Primary Address: 2810 160th Ave. S.E., M/C 7A-49
Bellevue, WA 98008

Michael M. Sears

President - Military Aircraft & Missiles Systems Group

Primary Address: P. O. Box 516, M/C S100-1015
St. Louis, MO 63166 USA

Theodore J. Collins

Senior Vice President & General Counsel

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

James B Dagnon **Senior Vice President - People**

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Christopher W. Hansen **Senior Vice President - Washington DC Operations**

Primary Address: 1200 Wilson Blvd., M/C RS-00
Arlington, VA 22209 USA

David O. Swain **Senior Vice President of Engineering and Technology, President**
Phantom Works

Primary Address: 1200 Wilson Blvd., M/C RS-00
Arlington, VA 22209 USA

Judith A. Muhlberg **Vice President - Communications**

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

John D. Warner **Senior Vice President and Chief Administrative Officer**

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Walter E. Skowronski **Treasurer**

Primary Address: 7755 East Marginal Way South, M/S 13-08
Seattle, WA 98108 USA

Assistant Secretaries

Thomas W. Acker	Robert J. Ingersoll
Christopher A. Barnes	Nancy L. Laufer
John Bradley	Margie Lohr
G. Bresslour	Marcie N. Lombardi
Kathryn A. Brown	Kerry B. Long
Robert F. Catania	T. M. Madden, Jr.
John A. Catron	Nicholas J. Masington, Jr.
Theodore J. Collins	Christine M. Matz
Terry H. Coyne	J. Peter Mohn
Peter R. Day	E. Planta Muncy
F. J. Dodds, III	Mark W. Reardon
Steve Douglas	Valerie K. Schurman
D. A. Flattum	Lorrie D. Scott
Glenda A. Foster	Richard C. Scamans
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Andrew D. Gill	M. D. Sloan
Robert S. Goudy	Eugene E. Stoker
Paul K. Graves	Ronald E. Suter
R. L. Gullette	Karen S. Tytgat
Lynn H. Hess	Richard J. Wickham
Heather Howard	
Craig R. Heyamoto	

Assistant Treasurers

Mark J. Frost	Richard L. Sartor
Paul Kinscherff	R. B. Stone

amended: January 26, 2000

POWER OF ATTORNEY

The Boeing Company
P. O. Box 3707, M/S 1F-10
Seattle, WA 98124

hereby appoints

Patrick F. Dunn - The Boeing Company, P. O. Box 3707, M/S 1F-10
Seattle, WA 98124, (206) 655-4294

as attorney-in-fact to represent the taxpayer before any state or local government office for the period beginning on the date signed and ending December 31, 2000, with respect to the following tax matters:

To sign all tax returns, statements, and other documents under or in any way relating to any present or future laws (including any and all regulations issued under such laws) of any state, municipal corporation or sub-division thereof, and any amendment of any such law or regulation.

To receive, but not to endorse and collect, checks in payment of any refund of taxes, penalties, or interest.

To execute consents extending the statutory period for assessment or collection of taxes.

Copies of notices and other written communications addressed to the taxpayer in proceedings involving the above matters should be sent to:

The Boeing Company
P. O. Box 3707, M/S 1F-10
Seattle, WA 98124

I certify that I have the authority to execute this power of attorney on behalf of the taxpayer.



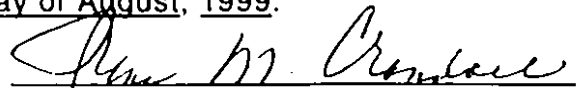
R. L. Sartor
Assistant Treasurer
Title

August 26, 1999
Date

SUBSCRIBED AND SWORN to me this 26th day of August, 1999.

SEAL

Notary Public



My Commission Expires:

12/15/01

