

VIP Stable Value Fund

Custom Benchmark

VIP Stable Value Custom Benchmark

Benchmark

BofAML US Treasury Bill 3 month

Type Of Fund

U.S. Fixed Income Fund

Investment Information

Investment Objective & Strategy

The fund seeks to provide capital preservation and also seeks to achieve a reasonably stable rate of return.

The Fund invests in high-quality (investment grade) fixed income securities including commercial paper, government/agency debt, mortgage- and asset-backed securities, corporate debt, money market instruments and cash/cash equivalents. The Fund's current duration is approximately 3 yrs. The yield of the fund changes quarterly. The Fund also invests in wrap agreements issued by banks and insurance companies, which are intended to allow the Fund's gains and losses to be amortized over time and for participant transactions to be effected at book value. The Fund is actively managed by multiple managers, who are allocated a portion of the Fund's assets. Each manager operates independently utilizing its own investment style, however each must operate within the constraints of the Fund's objectives and guidelines.

Fees and Expenses

Total Annual Operating Expense	0.29%
Investment Management Fee	0.25%
Other	0.04%
Total Expense per \$1000	\$2.90

The fees outlined above are as of 12-31-2013 and are rounded up or down to the nearest dime.

Portfolio Manager(s)

Management Team. Since 2005.

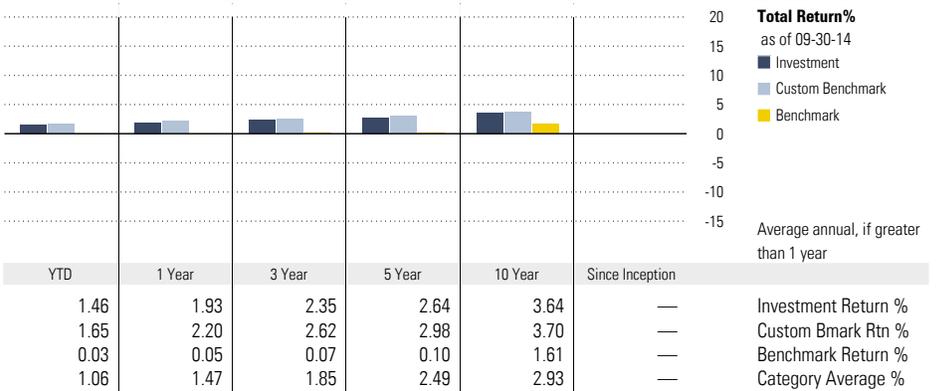
Operations and Management

Date Fund Offered	01-03-80
Total Fund Assets (\$mil)	11,810.40
Management Company	Prudential Investment Management Inc JP Morgan Investment Mgmt Inc. Western Asset Management Company Pacific Investment Management Co Voya Investment Management Co. LLC (US) Goldman Sachs Asset Management Intl BlackRock
Issuer	The Boeing Company

What do Stable Value Funds Invest in?

Stable Value funds tend to invest in high-quality bonds with short- to intermediate-term maturities. They also purchase insurance contracts which aim to provide price stability on a day-to-day basis. The horizontal axis of the Morningstar fixed-income Style Box shows duration, a measure of how a fund's price will change in response to interest-rate changes. Because stable value funds insurance contracts usually prevent any fluctuations in the funds prices, these funds are insulated from interest-rate volatility and their duration is effectively zero. The Style Box represents a typical stable value fund and is not based on specific information from this particular fund.

Performance



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

Current performance may be lower or higher than return data quoted herein. For more current information including month-end performance, please call Boeing TotalAccess at 1-866-473-2016 (TTY/TDD: 1-866-628-5803). Logon at a Boeing location by logging onto <http://my.boeing.com>. If you are not at a Boeing location, logon to www.boeing.com/express. You will need your BEMSID and your TotalAccess password to access your account by phone or on the external web. Please refer to the performance section of the disclosure page for more information.

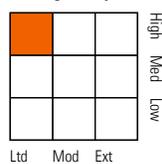
Please see Category information on disclosure page.

Portfolio Analysis



Annual Turnover Ratio %

Morningstar Style Box™ as of 09-30-14



Principal Risks

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

Notes

For an extended strategy description, go to the Boeing Savings Plan Information Website. Effective September 1, 2014 ING's name changed to Voya.

Volatility Analysis



In the past, this investment has shown a relatively small range of price fluctuations relative to other investments. Based on this measure, currently more than two-thirds of all investments have shown higher levels of risk. Consequently, this investment may appeal to investors looking for a conservative investment strategy.

Best 3 Month Return	Worst 3 Month Return
1.64%	0.45%
(Nov '00 - Jan '01)	(Dec '13 - Feb '14)

Disclosure

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

Performance

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

Morningstar Style Box™

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

For fixed-income funds, the vertical axis shows the credit quality of the long bonds owned and the horizontal axis shows interest rate sensitivity as measured by a bond's effective duration.

For corporate and municipal bonds, Morningstar surveys credit rating information from fund companies on a periodic basis (e.g., quarterly). In compiling credit rating information, Morningstar instructs fund companies to only use ratings that have been assigned by a Nationally Recognized Statistical Rating Organization (NRSRO). If two NRSROs have rated a security, fund companies are to report the lowest rating to Morningstar. If a rating is unavailable or unpublished, then the security or issuer is categorized as Not Rated/Not Available. US Government Securities issued by the US Treasury or US Government Agencies are included in the US Government category. PLEASE NOTE: Morningstar, Inc. is not itself an NRSRO nor does it issue a credit rating on the fund. An NRSRO rating on a fixed-income security can change from time-to-time.

Investment Risk Related to Strategy

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

Fee and Expense Ratios

These ratios disclose the percentage of a fund's assets paid for investment management fees and other expenses, which total the Total Annual Operating Expenses for the fund. Other expenses typically include fees for recordkeeping, trust and custody, audit and other plan administration expenses. Fees and Expenses shown are for the 2013 fiscal year, calculated as of 12-31-13. If fees are updated during a calendar year, the update will be reflected in the Fees and Expense section on page one of subsequent quarterly Fund Fact Sheets. Note:

Fees provided in this Fund Fact Sheet are as of December 31, 2013 and were updated June 1, 2014.

For fee information, please see the Annual Disclosure of Plan Investment Information document on the Boeing Savings Plan website:

http://www.boeing.com/boeing/companyoffices/empinfo/benefits/savings_plans.page.

Short Term Redemption Fees

There is a short-term redemption fee of 1.5 percent that is applied to the proceeds of the value of the units sold on all sale transactions that occur 15 or fewer calendar days from the date the units are purchased (excluding contributions, loan repayments, or rollover contributions). These fees do not benefit Boeing or Voya - they are paid directly to each respective fund, benefiting all investors in the fund.

Additional Information

Contact the Boeing Service Center through Boeing TotalAccess at 1-866-473-2016. TTY/TDD services are available at 1-866-628-5803. Service center representatives are available weekdays between 8 a.m. and 8 p.m. Central time. To access your account from any Boeing location, log onto Boeing Savings Plans Online at <http://my.boeing.com>, select TotalAccess, and the My Savings & Pension tab. If you are not at a Boeing location, log onto your account at www.boeing.com/express. You will need your BEMSID and your TotalAccess password to access your account. Subsidiary participants log on to <https://my-ext.boeing.com>. Additional savings plan information is also available in your Summary Plan Description on the World Wide Web http://www.boeing.com/assets/pdf/companyoffices/empinfo/benefits/savings/spd/spd_76.pdf.

Morningstar Category Information-Stable Value

Stable-value portfolios seek to provide income while preventing price fluctuations. The most common stable-value portfolios invest in a diversified portfolio of bonds and enter into wrapper agreements with financial companies to guarantee against fluctuations in their share prices. These wrapper agreements typically provide price stability on a day-to-day basis, thereby insulating each portfolio's net asset value from interest-rate volatility. Therefore, the duration for each of these funds is essentially zero. This category is only used in Morningstar's custom fund and separate account databases. The Category Average % shown in the Performance Section on page one demonstrates average returns in this sector in the retail mutual fund market. The Category Average % represents the average returns of a wide universe of retail mutual fund share classes that are in the specific Morningstar Category sector indicated above, similar to the sector of your employer plan fund. This Category Average % does not include returns of non-registered employer plan funds.

Custom Benchmark

The VIP Stable Value custom benchmark is a custom-blended benchmark comprising the Barclays 1-3 Year U.S. Government/Credit Index (30%), Barclays 1-5 Year U.S. Government/Credit Index (20%), Barclays U.S. Aggregate Bond Index (20%), Barclays Capital U.S. Intermediate Aggregate Bond Index (25%), and MFR Money Market Index (5%). For more details about this Index see the Benchmark Glossary on the Boeing Savings Plan website: http://www.boeing.com/boeing/companyoffices/empinfo/benefits/savings_plans.page.

Broad-Based Benchmark

The BofAML US Treasury Bill 3 Month Index consists of U.S. Treasury Bills maturing in 90 days.

Principal Risks

Wrap Agreement Related Risks

The wrap agreements entered into by the Fund are subject to significant risks that may reduce the Fund's yield or cause a loss of principal. These risks include: default (failure to pay its contractual obligation) by a wrap agreement issuer; the cost of obtaining wrap agreements, which reduce Fund performance; the Fund may not be able to enter into new wrap agreements on as favorable terms or at the same cost as expiring wrap agreements; termination of a wrap agreement could result in loss of the benefit of the wrap agreement for certain Fund assets; a smaller number of wrap contract issuers concentrates exposure to the remaining issuers.

Other Fund Risks

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

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

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

Credit and Counterparty: The issuer or guarantor of a fixed-income security, counterparty to an OTC derivatives contract, or other borrower may not be able to make timely principal, interest, or settlement payments on an obligation. In this event, the issuer of a fixed-income security may have its credit rating downgraded or defaulted, which may reduce the potential for income and value of the Fund.

Derivatives: Investments in derivatives may be subject to the risk that the investment manager does not correctly predict the movement of the underlying security, interest rate, market index, or other financial asset, or that the value of the derivative does not correlate perfectly with either the overall market or the underlying asset from which the derivative's value is derived. Because derivatives usually involve a small investment relative to the magnitude of liquidity and other risks assumed, the resulting gain or loss from the transaction will be disproportionately magnified. These investments may result in a loss if the counterparty to the transaction does not perform as promised.

Dollar Rolls: Dollar rolls transactions may be subject to the risk that the market value of securities sold to the counterparty declines below the repurchase price, the counterparty defaults on its obligations, or the portfolio turnover rate increases because of these transactions. In addition, any investments purchased with the proceeds of a security sold in a dollar rolls transaction may lose value.

Disclosure

Extension: The issuer of a security may repay principal more slowly than expected because of rising interest rates. In this event, short- and medium-duration securities are effectively converted into longer-duration securities, increasing their sensitivity to interest-rate changes and causing their prices to decline.

Fixed-Income Securities: The value of fixed-income or debt securities may be susceptible to general movements in the bond market and are subject to interest-rate and credit risk.

Inflation/Deflation: A change of asset value may occur because of inflation or deflation, causing the Fund to underperform. Inflation may cause the present value of future payments to decrease, causing a decline in the future value of assets or income. Deflation causes prices to decline throughout the economy over time, impacting issuers' creditworthiness and increasing their risk for default, which may reduce the value of the Fund.

Inflation-Protected Securities: Unlike other fixed-income securities, the values of inflation-protected securities are not significantly impacted by inflation expectations because their interest rates are adjusted for inflation. Generally, the value of inflation-protected securities will fall when real interest rates rise and rise when real interest rates fall.

Interest Rate: Most securities are subject to the risk that changes in interest rates will reduce their market value.

Investment-Grade Securities: Investments in investment-grade debt securities that are not rated in the highest rating categories may lack the capacity to pay principal and interest compared with higher-rated securities and may be subject to increased credit risk.

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

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

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

Maturity/Duration: Securities with longer maturities or durations typically have higher yields but may be subject to increased interest-rate risk and price volatility compared with securities with shorter maturities, which have lower yields but greater price stability.

Mortgage-Backed and Asset-Backed Securities: Investments

in mortgage-backed and asset-backed securities may be subject to increased price volatility because of changes in interest rates, issuer information availability, credit quality of the underlying assets, market perception of the issuer, availability of credit enhancement, and prepayment of principal. The value of mortgage-backed and asset-backed securities may be adversely affected if the underlying borrower fails to pay the loan included in the security.

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

Municipal Obligations, Leases, and AMT-Subject Bonds: Investments in municipal obligations, leases, and private activity bonds subject to the alternative minimum tax have varying levels of public and private support. The principal and interest payments of general-obligation municipal bonds are secured by the issuer's full faith and credit and supported by limited or unlimited taxing power. The principal and interest payments of revenue bonds are tied to the revenues of specific projects or other entities. Federal income tax laws may limit the types and volume of bonds qualifying for tax exemption of interest and make any further purchases of tax-exempt securities taxable.

Municipal Project-Specific: Investments in municipal bonds that finance similar types of projects, including those related to education, health care, housing, transportation, utilities, and industry, may be subject to a greater extent than general obligation municipal bonds to the risks of adverse economic, business, or political developments.

OTC: Investments traded and privately negotiated in the over-the-counter (OTC) market, including securities and derivatives, may be subject to greater price volatility and liquidity risk than transactions made on organized exchanges. Because the OTC market is less regulated, OTC transactions may be subject to increased credit and counterparty risk.

Prepayment (Call): The issuer of a debt security may be able to repay principal prior to the security's maturity because of an improvement in its credit quality or falling interest rates. In this event, this principal may have to be reinvested in securities with lower interest rates than the original securities, reducing the potential for income.

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

Reinvestment: Payments from debt securities may have to be reinvested in securities with lower interest rates than the original securities.

Repurchase Agreements: Repurchase agreements may be subject to the risk that the seller of a security defaults and the collateral securing the repurchase agreement has declined and does not equal the value of the repurchase price. In this event, impairment of the collateral may result in

additional costs.

Structured Products: Investments in structured products may be more volatile, less liquid, and more difficult to price than other assets. These securities bear the risk of the underlying investment as well as counterparty risk. Securitization structured products including collateralized mortgage obligations, collateralized debt obligations, and other securitized products may increase volatility and be subject to increased liquidity and pricing risks compared with investing directly in the assets securitized within the product. Assets invested in structured products may be subject to full loss of value if the counterparty defaults on its obligation.

Tax-Exempt Securities: Tax-exempt securities could be reclassified as taxable by the IRS or a state tax authority, or their income could be reclassified as taxable by a future legislative, administrative, or court action. This may result in increased tax liability as interest from a security becomes taxable, and such reclassifications could be applied retroactively.

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

U.S. Government Obligations: Investments in U.S. Government obligations are subject to varying levels of government support. In the event of default, some U.S. Government securities, including U.S. Treasury obligations and Ginnie Mae securities, are issued and guaranteed as to principal and interest by the full faith and credit of the U.S. Government. Other securities are obligations of U.S. Government-sponsored entities but are neither issued nor guaranteed by the U.S. Government.

U.S. State or Territory-Specific: Investments in the municipal securities of a particular state or territory may be subject to the risk that changes in the economic conditions of that state or territory will negatively impact performance.

Variable-Rate Securities: Investments in variable-rate securities, which periodically adjust the interest-rate paid on the securities, may be subject to greater liquidity risk than are other fixed-income securities. Because variable-rate securities are subject to less interest-rate risk than other fixed-income securities, their opportunity to provide capital appreciation is comparatively reduced.

Zero-Coupon Bond: Investments in zero-coupon bonds, which do not pay interest prior to maturity, may be subject to greater price volatility and liquidity risks than are fixed-income securities that pay interest periodically. Still, interest accrued on these securities prior to maturity is reported as income and distributed to shareholders.