**Bond Market Index Fund**

**Benchmark**  
Barclays US Aggregate Bond Index

**Type Of Fund**  
U.S. Fixed Income Index

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**Performance**

<table>
<thead>
<tr>
<th>YTD</th>
<th>1 Year</th>
<th>3 Year</th>
<th>5 Year</th>
<th>10 Year</th>
<th>Since Inception</th>
</tr>
</thead>
<tbody>
<tr>
<td>4.08</td>
<td>3.91</td>
<td>2.38</td>
<td>4.10</td>
<td>4.65</td>
<td></td>
</tr>
<tr>
<td>4.10</td>
<td>3.96</td>
<td>2.43</td>
<td>4.12</td>
<td>4.62</td>
<td></td>
</tr>
<tr>
<td>4.01</td>
<td>4.34</td>
<td>3.41</td>
<td>4.80</td>
<td>4.45</td>
<td></td>
</tr>
</tbody>
</table>

**Total Return % as of 09-30-14**
- Investment Return %
- Benchmark Return %
- Category Average %

**Portfolio Analysis**

**Composition**

- U.S. Stocks: 0.0%
- Non-U.S. Stocks: 0.0%
- Bonds: 98.5%
- Cash: 1.4%
- Other: 0.0%

**Portfolio Analysis**

**Top 10 Holdings**

- Fed Natl Mrt Assc 3.5% 10-15-43: 0.74%
- Fhlmc Tba Oct 30ytbaxxx 10-01-41: 0.65%
- Fed Natl Mrt Assc 4.5% 10-15-43: 0.60%
- Govt Natl Mtg Assc 3.5% 10-15-43: 0.58%
- FNMA 3.5% 03-01-43: 0.57%
- US Treasury Note 0.875% 05-15-17: 0.55%
- US Treasury Note 0.25% 12-15-15: 0.48%
- Fed Natl Mrt Assc 4% 10-15-43: 0.44%
- US Treasury Note 0.625% 11-15-16: 0.43%
- Fhlmc Tba Oct Gold: 0.39%

**Other**

- Total Number of Stock Holdings: 0
- Total Number of Bond Holdings: 10625
- Total Fund Assets ($mil): 2,814.00
- Annual Turnover Rate %: 69

**Volatility Analysis**

- **Investment Category**: Low
- **Moderate**: Moderate
- **High**: High

**Credit Analysis**

- **Government**: 44.09%
- **Corporate**: 22.10%
- **Securitized**: 31.62%
- **Municipal**: 0.75%
- **Cash & Equivalents**: 1.45%
- **Other**: 0.00%

**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.
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.


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 single 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-Intermediate-Term Bond

Intermediate-term bond funds have average durations that are greater than 3.5 years and less than 6 years. Most of the funds rotate among a variety of sectors in the bond market, based upon which appear to offer better values. Whatever types of bonds they hold, these funds are less sensitive to interest rates, and therefore less volatile, than funds that have longer durations. 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 select universe of retail mutual fund share classes that are in the specific Morningstar Category sector indicated above, similar to the sector of your employer plan fund. This Category Average % does not include returns of non-registered employer plan funds.

Broad-Based Benchmark

Barclays US Aggregate Bond Index is a broad-based benchmark that measures the investment grade, U.S. dollar denominated, fixed-rate taxable bond market, including Treasuries, government-related and corporate securities, mortgage-backed, commercial mortgage-backed and asset-backed securities.

Principal Risks

Credit and Counterparty: The issuer or guarantor of a fixed-income security, counterparty to an over-the-counter 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 portfolio. In the discretion of SSgA, the underlying funds may continue to hold a security that has lost its rating or is subject to a rating downgrade.

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.

Index Correlation/Tracking Error: A fund that tracks an index is subject to the risk that certain factors may cause the portfolio to track its target index less closely, including if the advisor selects securities that are not fully representative of the index. The Fund will generally reflect the performance of its target index even if the index does not perform well, and it may underperform the index after factoring in fees, expenses, transaction costs, and the size and timing of shareholder purchases and redemptions.

Interest Rate: Most securities are subject to the risk that changes in interest rates will reduce their market value. Interest rate risk is generally greater for investments with longer durations or maturities.

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.

Liquidity: A particular investment may be difficult to purchase or sell and the Fund may be unable to sell illiquid securities at an advantageous time or price or achieve its desired level of exposure to a certain sector. In instances where the liquidity of the Fund’s securities is restricted or compromised, SSgA has the ability and may deem it necessary to place restrictions or limit client redemptions from the Fund or alternatively to process client redemptions in-kind, partially in-kind or delay or postpone payment of redemptions.

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 SSgA’s 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.

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

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.

Passive Management: The investment is not actively managed, and SSgA does not attempt to manage volatility or take defensive positions in declining markets. This passive management strategy may subject the investment to greater losses during general market declines than actively managed investments.

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.

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.