

Global Equity Fund

Benchmark
MSCI ACWI IMI Index

Type Of Fund
Global All Cap

Investment Information

Investment Objective & Strategy

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

The Fund seeks to provide global equity exposure with risk characteristics similar to broader, global equity markets. Risk management techniques are used to combine complementary, independent sub-portfolios managed by individual managers into a single portfolio. The Fund primarily invests in common stocks of large, mid and small-sized companies globally. The Fund may also invest in other pooled investment vehicles. When selecting sub-portfolios to include in the Fund, the manager seeks sub-managers who may significantly deviate from the benchmark. The manager also attempts to select, monitor and rebalance the Fund regularly to ensure a consistent profile. Strategies may be added to/ deleted from the mix periodically.

Fees and Expenses

Total Annual Operating Expense	0.68%
Investment Management Fee	0.55%
Other	0.13%
Total Expense per \$1000	\$6.80

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

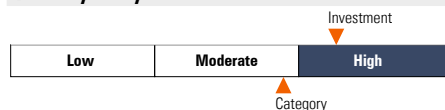
Portfolio Manager(s)

Kent M. Stahl, CFA. Since 2010.

Operations and Management

Date Fund Offered	04-06-10
Management Company	Wellington Trust Company, NA
Issuer	Wellington Trust Company, NA

Volatility Analysis



In the past, this investment has shown a wide range of price fluctuations relative to other investments. This investment may experience significant price increases in favorable markets or undergo large price declines in adverse markets. Some of this risk may be offset by owning other investments that follow different investment strategies.

Best 3 Month Return	Worst 3 Month Return
15.73%	-20.39%
(Jul '10 - Sep '10)	(Jul '11 - Sep '11)

Performance



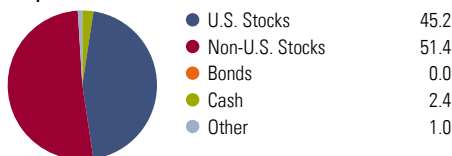
Performance Disclosure: The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate; thus an investor's shares, when redeemed, may be worth more or less than their original cost.

Current performance may be lower or higher than return data quoted herein. For more current information including month-end performance, please 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.

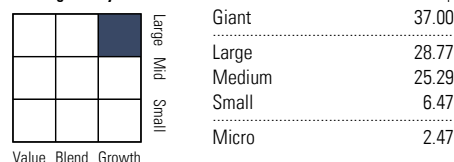
Please see Category information on disclosure page.

Portfolio Analysis

Composition as of 09-30-14



Morningstar Style Box™ as of 09-30-14



Top 5 Holdings as of 09-30-14

Company	% Assets
Bristol-Myers Squibb Company	1.53
Merck & Co Inc	1.41
Roche Holding AG Dividend Right Cert.	1.23
Lowe's Companies Inc	1.01
Chevron Corp	1.00

Total Number of Stock Holdings	504
Total Number of Bond Holdings	0
Total Fund Assets (\$mil)	160.46
Annual Turnover Ratio %	149

Morningstar Super Sectors as of 09-30-14

Sector	% Fund
Cyclical	34.13
Sensitive	41.85
Defensive	24.03

Morningstar World Regions as of 09-30-14

Region	% Fund
Americas	51.80
North America	50.11
Latin America	1.70
Greater Europe	26.14
United Kingdom	6.79
Europe Developed	18.14
Europe Emerging	0.53
Africa/Middle East	0.68
Greater Asia	22.05
Japan	8.37
Australasia	0.49
Asia Developed	3.73
Asia Emerging	9.47

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

Investment Risk Related to Strategy

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

Fee and Expense Ratios

These ratios disclose the percentage of a fund's assets paid for investment management fees and other expenses, which total the Total Annual Operating Expenses for the fund. Other expenses typically include fees for recordkeeping, trust and custody, audit and other plan administration expenses. Fees and Expenses shown are for the 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.

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-World Stock

World Stock funds have few geographical limitations. It is common for these funds to invest the majority of their assets in the U.S., Europe, and Japan, with the remainder divided amongst the globe's smaller markets. The Category Average % shown in the Performance Section on page one demonstrates average returns in this sector in the retail mutual fund market. The Category Average % represents the average returns of a wide universe of retail mutual fund share classes that are in the specific Morningstar Category sector indicated above, similar to the sector of your employer plan fund. This Category Average % does not include returns of non-registered employer plan funds.

Broad-Based Benchmark

The MSCI ACWI Investable Market Index (IMI) captures large, mid and small cap representation across 23 Developed Markets (DM) and 23 Emerging Markets (EM) countries. With 8,447 constituents, the index is comprehensive, covering approximately 99% of the global equity investment opportunity set. 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.

Principal Risks

Active Management: The Fund is actively managed and subject to the risk that the investment manager's 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.

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

China Region: Investing in the China region, including Hong Kong, the People's Republic of China, and Taiwan, may be subject to greater volatility because of the social, regulatory, and political risks of that region, as well as the Chinese government's significant level of control over China's economy and currency. A disruption of relations between China and its neighbors or trading partners could severely impact China's export-based economy.

Country or Region: Investments in securities from a particular

country or region may be subject to the risk of adverse social, political, regulatory, or economic events occurring in that country or region. Country-or region specific risks also include the risk that adverse securities markets or exchange rates may impact the value of securities from those areas.

Currency: Investments in securities traded in foreign currencies or more directly in foreign currencies are subject to the risk that the foreign currency will decline in value relative to the U.S. dollar, which may reduce the value of the Fund. Investments in currency hedging positions are subject to the risk that the value of the U.S. dollar will decline relative to the currency being hedged, which may result in a loss of money on the investment as well as the position designed to act as a hedge. Cross-currency hedging strategies and active currency positions may increase currency risk because actual currency exposure may be substantially different from that suggested by the Fund's holdings.

Custody: Foreign custodial and other foreign financial services are generally more expensive than they are in the United States and may have limited regulatory oversight. The Fund may have trouble clearing and settling trades in less-developed markets, and the laws of some countries may limit the Fund's ability to recover its assets in the event the bank, depository, or agent holding those assets goes into bankruptcy.

Emerging Markets: Investments in emerging-markets securities may be subject to greater market, credit, currency, liquidity, legal, political, and other risks compared with assets invested in developed foreign countries.

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

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

Growth Investing: Growth securities may be subject to increased volatility as the value of these securities is highly sensitive to market fluctuations and future earnings expectations. These securities typically trade at higher

Disclosure

multiples of current earnings than do other securities and may lose value if it appears their earnings expectations may not be met.

High Portfolio Turnover: Active trading may create high portfolio turnover, or a turnover of 100% or more, resulting in increased transaction costs. These higher costs may have an adverse impact on performance and generate short-term capital gains, creating potential tax liability even if an investor does not sell any shares during the year.

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

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

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

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

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

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

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

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.

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

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.

Underlying Funds: The Fund's risks are associated with the risks of the securities and other investments held by any underlying funds, and the ability of the Fund to meet its investment objective will be affected by the ability of the underlying funds to meet their objectives. Investment in other funds may subject the Fund to higher costs than owning the underlying securities directly because of their management fees.

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