

Michael F. Lohr  
Vice President &  
Assistant General Counsel  
and Corporate Secretary

The Boeing Company  
100 N Riverside MC 5003-1001  
Chicago, IL 60606-1596

February 11, 2010

***VIA OVERNIGHT COURIER***

Mr. Jing Zhao  
160 Maidenhair Court  
San Ramon, CA 94582



**Re: Board of Directors' Statement in Opposition to Shareholder Proposal  
Concerning Human Rights in China**

Dear Mr. Zhao:

Enclosed you will find a copy of The Boeing Company (the "Company") Board of Directors' statement in opposition to the shareholder proposal concerning human rights in China that was submitted to the Company for inclusion in its 2010 Proxy Statement. The shareholder proposal and the Board's statement in opposition are printed in substantially the form we currently anticipate they will appear in the Company's 2010 Proxy Statement. At this time, the Company expects to begin printing its proxy statement and form of proxy on Wednesday, March 3, 2010, in anticipation of mailing and filing later that month.

As part of your review of the Board's statement in opposition, we ask that you also review your shareholder proposal to determine whether we have made any errors in its transcription. Please contact me immediately if you notice any errors in the text of your proposal.

Please note that this statement in opposition is subject to final approval by the Company's Board, which will review the statement at its meeting on February 22, 2010.

Please feel free to contact me directly at (312) 544-2802 if you have any questions.

Very truly yours,

A handwritten signature in black ink that reads "Michael F. Lohr".

Michael F. Lohr  
Corporate Secretary

Enclosure

## **Shareholder Proposal – Human Rights in China (Item No. 4)**

Jing Zhao, 160 Maidenhair Ct., San Ramon, CA 94582, owner of 80 shares of common stock, has advised us that he intends to present the following resolution at the annual meeting. Approval of this proposal would require the affirmative vote of a majority of shares present in person or by proxy and entitled to vote at the annual meeting.

### **Shareholder Resolution**

Whereas, mindful of the severe abuses of basic human rights by the Government of China to punish its people for expressing and exercising the free speech and free association rights (for example, I myself, born in Beijing and graduated from Tsinghua University in Beijing, was deprived of my Chinese citizenship in 1996 without any document), and

Whereas, taking into account the fact that U.S. laws prohibit the involvement of U.S. companies in major human rights abuses taking place in foreign nations, specifically in China,

Therefore, be it resolved, that shareholders request that Boeing establish a Human Rights Committee with the responsibility to review and approve all policies and actions taken by the Company that might affect human rights observance in countries where it does business, or where its products and technologies are being sold or used. This Committee will follow the Universal Declaration of Human Rights and will include high-level officials of Boeing, and respected outside human rights experts (especially with knowledge of China's human rights situation) to help Boeing understand the human rights impacts of Boeing business abroad, especially in China.

### **Board of Directors' Statement in Opposition**

**The Board has considered the above proposal carefully, and believes that it is not in the best interests of our shareholders. The Board therefore recommends that you vote AGAINST the proposal for the following reasons.**

Boeing is committed to the protection and advancement of human rights in its worldwide operations. The Company has publicly disclosed policies and well-defined procedures in place to deliver on that commitment. The Company recently established The Boeing Company Code of Basic Working Conditions and Human Rights, which can be found on the Boeing website at [www.boeing.com/aboutus/culture/code.html](http://www.boeing.com/aboutus/culture/code.html) and which includes in one document the Boeing values with respect to working conditions and human rights that underlie the Company's worldwide operations. The document is included as a requirement in subcontracts that Boeing awards. The Office of Internal Governance enforces the Company's existing policies and, together with the appropriate human resources organizations, investigates any external complaints or questions related to Boeing's implementation of these policies. The Audit Committee receives regular reports from the Office of Internal Governance regarding the Company's compliance with the policies.

This proposal requests that Boeing establish a human rights committee that follows the Universal Declaration of Human Rights. While the Universal Declaration of Human Rights advances certain working standards and human rights ideals that are already reflected in Boeing's existing policies, it also addresses a wide variety of other matters that are unrelated to our business or to the conduct of business generally, such as the right to a particular social and international order and the right to social security and realization. Although we share the proponent's concern for protecting human rights in all of the countries in which Boeing operates, including China, we believe that the policies and implementing procedures we have already adopted are appropriate to address this concern and are more precisely formulated to Boeing's business than the policies the proponent requests us to follow.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE AGAINST THIS PROPOSAL.**