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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation: BOEING COMPANY CHARITABLE TRUST

A Employer identification number: 91-6056738

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 803878

Room/suite:

B Telephone number (see instructions): - -

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60680

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 83,354,873.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	16,990,411.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,241,724.	2,241,724.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,560,597.			
	b Gross sales price for all assets on line 6a 34,727,929.				
	7 Capital gain net income (from Part IV, line 2)		1,560,597.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	26,363.	1,050,495.		STMT 2
	12 **Total.** Add lines 1 through 11	20,819,095.	4,852,816.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	292,782.	175,669.		117,113.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	12,688.	NONE	NONE	12,688.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	140,560.	54,399.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	40.			40.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	446,070.	230,068.	NONE	129,841.
	25 Contributions, gifts, grants paid	3,000,000.			3,000,000.
	26 Total expenses and disbursements Add lines 24 and 25	3,446,070.	230,068.	NONE	3,129,841.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	17,373,025.			
	b **Net investment income** (if negative, enter -0-)		4,622,748.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	10,365,460.	18,540,294.	18,540,294.
	3	Accounts receivable ▶			
		Less· allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule) STMT 6	42,198,868.	44,085,680.	37,787,350.
	b	Investments - corporate stock (attach schedule) STMT 8	23,379,072.	26,675,065.	25,690,157.
	c	Investments - corporate bonds (attach schedule) STMT 17			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 26			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ C2014FMV99)	-2,072,881.	1,472,247.	1,337,072.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	73,870,519.	90,773,286.	83,354,873.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	73,870,519.	90,773,286.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	73,870,519.	90,773,286.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	73,870,519.	90,773,286.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	73,870,519.
2	Enter amount from Part I, line 27a	2	17,373,025.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	91,243,544.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT - SALES	5	470,258.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	90,773,286.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES			
b OTHER GAINS AND LOSSES			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a	33,272,403.		33,167,332.	105,071.
b	1,455,526.			1,455,526.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				105,071.
b				1,455,526.
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,560,597.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	3,239,889.	70,207,079.	0.046148
2016	1,858,279.	65,373,301.	0.028426
2015	227,748.	65,487,758.	0.003478
2014	127,093.	65,391,609.	0.001944
2013	516,106.	62,482,794.	0.008260

2	**Total** of line 1, column (d)	2	0.088256
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.017651
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	73,310,625.
5	Multiply line 4 by line 3	5	1,294,006.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	46,227.
7	Add lines 5 and 6	7	1,340,233.
8	Enter qualifying distributions from Part XII, line 4	8	3,129,841.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	46,227.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	NONE
3	Add lines 1 and 2	3	46,227.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	46,227.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 36,000.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	36,000.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	952.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	11,179.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • *By state legislation that effectively amends the governing instrument so that no mandatory directions that* conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ WA IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE NORTHERN TRUST COMPANY Telephone no ▶ (312) 630-6000
Located at ▶ P.O, BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions . . . . . . ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here . . . . . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? . . . . . . ☐ Yes ☒ No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NORTHERN TRUST COMPANY P.O. BOX 803878, CHICAGO, IL 60680	INSTATUTIONAL TR 1	292,782.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	74,427,030.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	74,427,030.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	74,427,030.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,116,405.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	73,310,625.
6	**Minimum investment return.** Enter 5% of line 5	6	3,665,531.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	3,665,531.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	46,227.		
b	Income tax for 2018. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	46,227.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,619,304.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	3,619,304.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,619,304.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,129,841.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,129,841.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	46,227.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,083,614.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,619,304.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			1,409,905.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2018:				
a From 2013 ... NONE				
b From 2014 ... NONE				
c From 2015 ... NONE				
d From 2016 ... NONE				
e From 2017 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 3,129,841.				
a Applied to 2017, but not more than line 2a			1,409,905.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2018 distributable amount				1,719,936.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				1,899,368.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2014 ... NONE				
b Excess from 2015 ... NONE				
c Excess from 2016 ... NONE				
d Excess from 2017 ... NONE				
e Excess from 2018 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT 28

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HOMES FOR OUR TROOPS 6 MAIN STREET TAUNTON MA 02780	NONE	PUBLIC	HOMES FOR SEVERELY INJURED VETERANS	3,000,000.
Total . . . . ▶ 3a				3,000,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,241,724.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,560,597.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b DEFFERED INCOME			14	-10,117.	
c RECEUVED FROM CLOS			14	36,480.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,828,684.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,828,684.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	NOT APPLICABLE

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Samuel A Carlett Jr | Date: 10/25/2019 | Title: TRUSTEE

THE NORTHERN TRUST COMPAN

May the IRS discuss this return with the preparer shown below? See instructions ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to *www.irs.gov/Form990* for the latest information.

OMB No 1545-0047

2018

Name of the organization: BOEING COMPANY CHARITABLE TRUST

Employer identification number: 91-6056738

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ______________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: BOEING COMPANY CHARITABLE TRUST

Employer identification number: 91-6056738

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE BOEING COMPANY 100 N RIVERSIDE PLAZA CHICAGO, IL 60606	$ 16,885,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	THE BOEING COMPANY 100 N RIVERSIDE PLAZA CHICAGO, IL 60606	$ 105,411.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: BOEING COMPANY CHARITABLE TRUST

Employer identification number: 91-6056738

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	UNITED STATES TREAS INFL US TREAS BDS INDEX DELPHI TECHNOLOGIES PLC COM OTHER VARIOUS NON CASH PROPERTY	$ 105,411.	12/31/2018
		$	
		$	
		$	
		$	
		$	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		2,241,724.	2,241,724.
	TOTAL	2,241,724.	2,241,724.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NTCC EMERGING MARKETS FUND FGT		1,050,495.
DEFFERED INCOME	-10,117.	
RECEUVED FROM CLOSED BANK ACCT	36,480.	
TOTALS	26,363.	1,050,495.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PAUL HASTING, LLP	9,801.			9,801.
PERKINS COIE, LLP	2,887.			2,887.
TOTALS	12,688.	NONE	NONE	12,688.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2018 ESTIMATED TAX PAYMENTS	36,000.	
FOREIGN TAXES	54,399.	54,399.
2017 BALANCE DUE	47,516.	
ADDITIONAL TAX PAYMENT	2,645.	
TOTALS	140,560.	54,399.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ILLINOIS ATTORNEY GENERAL	15.	15.
WASHINGTON STATE CHARITIES	25.	25.
TOTALS	40.	40.

BOEING COMPANY CHARITABLE TRUST 91-6056738

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
912828SH4 UNITED STATES TREAS		
912828TW0 UNITED STATES TREAS		
912810FR4 UNITED STATES TREAS		
912810PZ5 UNITED STATES TREAS		
912828TE0 UNITED STATES TREAS		
912828RR3 UNITED STATES TREAS		
912828UF5 UNITED STATES TREAS		
912828UN8 UNITED STATES TREAS		
912810RH3 UNITED STATES TREAS		
912828D56 UNITED STATES TREAS		
912828PX2 UNITED STATES TREAS		
912828QD5 UNITED STATES TREAS		
912828XL9 UNITED STATES TREAS		
3135G0Q22 FEDERAL NATL MTG ASS		
3135G0ZR7 FEDERAL NATL MTG ASS		
3137EADP1 FEDERAL HOME LN MTG		
912810RE0 UNITED STATES TREAS		
912828F62 UNITED STATES TREAS		
912828RJ1 UNITED STATES TREAS		
912828SE1 UNITED STATES TREAS		
912828TY6 UNITED STATES TREAS		
912828UY4 UNITED STATES TREAS		
912810FS2 UNITED STATES TREAS		
912810QW1 UNITED STATES TREAS		
912828D56 UNITED STATES TREAS		
912828K74 UNITED STATES TREAS		
912828M98 UNITED STATES TREAS		
912828VA5 UNITED STATES TREAS		
912828WD8 UNITED STATES TREAS		

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
912810FT0 UNITED STATES TREAS		
912828B90 UNITED STATES TREAS		
912828L24 UNITED STATES TREAS		
912828P46 UNITED STATES TREAS		
912828R36 UNITED STATES TREAS		
912828S43 UNITED STATES TREAS		
912828XL9 UNITED STATES TREAS		
C2014FMV99	44,085,680.	37,787,350.
TOTALS	44,085,680.	37,787,350.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
N22717107 CORE LABORATORIES N		
13342B105 CAMERON INTL CORP CO		
19075F106 COBALT INTL ENERGY I		
20605P101 CONCHO RES INC COM		
247916208 DENBURY RES INC COM		
436106108 HOLLYFRONTIER CORP C		
655044105 NOBLE ENERGY INC COM		
009363102 AIRGAS INC COM		
012653101 ALBEMARLE CORP COM		
278865100 ECOLAB INC COM		
284902103 ELDORADO GOLD CORP N		
302491303 F M C CORP COM NEW		
759509102 RELIANCE STEEL & ALU		
031100100 AMETEK INC NEW COM		
302130109 EXPEDITORS INTL WASH		
45167R104 IDEX CORP COM		
485170302 KANSAS CITY SOUTHERN		
696429307 PALL CORP COM		
776696106 ROPER TECHNOLOGIES I		
858912108 STERICYCLE INC COM		
893641100 TRANSDIGM GROUP INC		
98419M100 XYLEM INC COM		
075896100 BED BATH & BEYOND IN		
189754104 COACH INC COM		
253393102 DICKS SPORTING GOODS		
256746108 DOLLAR TREE INC COM		
532716107 LIMITED BRANDS INC C		
550021109 LULULEMON ATHLETICA		
655664100 NORDSTROM INC COM		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
67103H107 O REILLY AUTOMOTIVE		
693656100 PVH CORP COM		
69840W108 PANERA BREAD CO CL A		
716768106 PETSMART INC COM		
778296103 ROSS STORES INC COM		
85590A401 STARWOOD HOTELS & RE		
88706M103 TIM HORTONS INC COM		
917047102 URBAN OUTFITTERS INC		
G4412G101 HERBALIFE LTD COM		
171340102 CHURCH & DWIGHT INC		
35804H106 FRESH MKT INC COM		
405217100 HAIN CELESTIAL GROUP		
582839106 MEAD JOHNSON NUTRITI		
832696405 SMUCKER J M CO NEW C		
90384S303 ULTA SALON COSMETICS		
966837106 WHOLE FOODS MKT INC		
015351109 ALEXION PHARMACEUTIC		
09061G101 BIOMARIN PHARMACEUTI		
23918K108 DAVITA HEALTHCARE PA		
436440101 HOLOGIC INC COM		
452327109 ILLUMINA INC COM		
714290103 PERRIGO CO COM		
806407102 SCHEIN HENRY INC COM		
913903100 UNIVERSAL HLTH SVCS		
91911K102 VALEANT PHARMACEUTIC		
92532F100 VERTEX PHARMACEUTICA		
941848103 WATERS CORP COM		
084423102 BERKLEY W R CORP COM		
278265103 EATON VANCE CORP COM		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
33616C100 FIRST REP BK SAN FRA		
M22465104 CHECK POINT SOFTWARE		
00507V109 ACTIVISION BLIZZARD		
00724F101 ADOBE SYS INC COM		
00846U101 AGILENT TECHNOLOGIES		
00971T101 AKAMAI TECHNOLOGIES		
018581108 ALLIANCE DATA SYS CO		
021441100 ALTERA CORP COM		
032095101 AMPHENOL CORP NEW CL		
111320107 BROADCOM CORP CL A		
148887102 CATAMARAN CORP COM		
315616102 F5 NETWORKS INC COM		
31787A507 FINISAR CORP COM		
366651107 GARTNER GROUP INC NE		
451734107 IHS INC CL A COM		
461202103 INTUIT COM		
462846106 IRON MTN INC PA COM		
48203R104 JUNIPER NETWORKS INC		
53578A108 LINKEDIN CORP CL A C		
57772K101 MAXIM INTEGRATED PRO		
750086100 RACKSPACE HOSTING IN		
756577102 RED HAT INC COM		
88076W103 TERADATA CORP DELAWA		
90385D107 ULTIMATE SOFTWARE GR		
92343E102 VERISIGN INC COM		
983919101 XILINX INC COM		
228227104 CROWN CASTLE INTL CO		
62913F201 NII HLDGS INC COM NE		
78388J106 SBA COMMUNICATIONS C		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
87311L104 TW TELECOM INC COM C		
03674X106 ANTERO RES CORP COM		
262037104 DRIL-QUIP INC COM		
966387102 WHITING PETE CORP NE		
459506101 INTERNATIONAL FLAVOR		
384109104 GRACO INC COM		
384802104 GRAINGER W W INC COM		
421906108 HEALTHCARE SVCS GROU		
443510201 HUBBELL INC CL B		
489170100 KENNAMETAL INC COM		
74762E102 QUANTA SVCS INC COM		
G66721104 NORWEGIAN CRUISE LIN		
169656105 CHIPOTLE MEXICAN GRI		
243537107 DECKERS OUTDOOR CORP		
25470F104 DISCOVERY COMMUNICAT		
256677105 DOLLAR GEN CORP NEW		
316645100 FIFTH & PAC COS INC		
33829M101 FIVE BELOW INC COM		
501797104 L BRANDS INC COM		
571903202 MARRIOTT INTL INC NE		
698354107 PANDORA MEDIA INC CO		
751212101 RALPH LAUREN CORP CL		
761283100 RESTORATION HARDWARE		
811065101 SCRIPPS NETWORKS INT		
824348106 SHERWIN WILLIAMS CO		
886547108 TIFFANY & CO NEW COM		
073730103 BEAM INC COM		
393122106 GREEN MOUNTAIN COFFE		
89469A104 TREEHOUSE FOODS INC		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
067383109 BARD C R INC COM		
14170T101 CAREFUSION CORP COM		
15670R107 CEPHEID COM		
40425J101 HMS HLDGS CORP COM		
58501N101 MEDIVATION INC COM		
58502B106 MEDNAX INC COM		
714046109 PERKINELMER INC COM		
716933106 PHARMACYCLICS INC		
75886F107 REGENERON PHARMACEUT		
82481R106 SHIRE PLC ADR		
98978V103 ZOETIS INC CL A COM		
12504L109 CBRE GROUP INC CL A		
339041105 FLEETCOR TECHNOLOGIE		
45866F104 INTERCONTINENTAL EXC		
552848103 MGIC INVT CORP WIS C		
74144T108 PRICE T ROWE GROUP I		
78442P106 SLM CORP COM		
N7902X106 SENSATA TECH HLDG NV		
29444U502 EQUINIX INC NEW COM		
40171V100 GUIDEWIRE SOFTWARE I		
535678106 LINEAR TECHNOLOGY CO		
55354G100 MSCI INC COM CL A		
592688105 METTLER TOLEDO INTER		
594901100 MICROS SYS INC COM		
79466L302 SALESFORCE COM INC C		
81762P102 SERVICENOW INC COM		
G48833100 WEATHERFORD INTL PL		
368736104 GENERAC HLDGS INC CO		
723787107 PIONEER NAT RES CO C		

BOEING COMPANY CHARITABLE TRUST 91-6056738

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
34354P105 FLOWSERVE CORP COM		
879369106 TELEFLEX INC COM		
941053100 WASTE CONNECTIONS IN		
099724106 BORG WARNER INC COM		
485865109 KATE SPADE & CO COM		
501889208 LKQ CORP COM		
64110L106 NETFLIX.COM INC COM		
88160R101 TESLA MTRS INC COM		
889478103 TOLL BROTHERS INC CO		
904311107 UNDER ARMOUR INC CL		
918204108 V F CORP COM		
19122T109 COCA-COLA ENTERPRISE		
49271M100 KEURIG GREEN MTN INC		
579780206 MCCORMICK & CO INC C		
G01767105 ALKERMES PLC COM		
156782104 CERNER CORP COM		
46120E602 INTUITIVE SURGICAL I		
49338L103 KEYSIGHT TECHNOLOGIE		
628530107 MYLAN INC COM		
31620M106 FIDELITY NATL INFORM		
63938C108 NAVIENT CORP COM		
25470F302 DISCOVERY COMMUNICAT		
896945201 TRIPADVISOR INC COM		
90184L102 TWITTER INC COM		
52729N308 LEVEL 3 COMMUNICATIO		
G0750C108 AXALTA COATING SYSTE		
044209104 ASHLAND INC NEW COM		
749685103 RPM INTL INC COM		
34964C106 FORTUNE BRANDS HOME		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
443510607 HUBBELL INC COM		
596278101 MIDDLEBY CORP COM		
00751Y106 ADVANCED AUTO PTS IN		
30212P303 EXPEDIA INC DEL NEW		
43300A104 HILTON WORLDWIDE HLD		
78573M104 SABRE CORP COM		
892356106 TRACTOR SUPPLY CO CO		
09531U102 BLUE BUFFALO PET PRO		
115637209 BROWN FORMAN CORP CL		
006855100 ADEPTUS HEALTH INC C		
14149Y108 CARDINAL HEALTH INC		
252131107 DEXCOM INC COM		
268948106 EAGLE BANCORP INC MD		
09214X100 BLACK KINGHT FINL SV		
37940X102 GLOBAL PMTS INC COM		
57665R106 MATCH GROUP INC COM		
74624M102 PURE STORAGE INC CL		
848637104 SPLUNK INC COM		
74736K101 QORVO INC COM		
044186104 ASHLAND GLOBAL HLDGS		
92047W101 VALVOLINE INC COM		
053611109 AVERY DENNISON CORP		
34959J108 FORTIVE CORP COM		
477839104 JOHN BEAN TECHNOLOGI		
502424104 L-3 COMMUNICATIONS H		
N51488117 MOBILEYE NV COM		
651229106 NEWELL RUBBERMAID IN		
904311206 UNDER ARMOUR INC CL		
60871R209 MOLSON COORS BREWING		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
61174X109 MONSTER BEVERAGE COR		
28176E108 EDWARDS LIFESCIENCES		
30161Q104 EXELIXIS INC COM		
45337C102 INCYTE CORP COM		
64157F103 NEVRO CORP COM		
918194101 VCA INC COM		
008252108 AFFILIATED MANAGERS		
665859104 NORTHERN TR CORP COM		
285512109 ELECTRONIC ARTS INC		
337738108 FISERV INC COM		
891906109 TOTAL SYS SVCS INC C		
736508847 PORTLAND GEN ELEC CO		
86800U104 SUPER MICRO COMPUTER		
922475108 VEEVA SYS INC CL A C		
868157108 SUPERIOR ENERGY SVCS		
73179P106 POLYONE CORP COM		
04010E109 ARGAN INC COM		
267475101 DYCOM INDS INC COM		
29084Q100 EMCOR GROUP INC COM		
302081104 EXLSERVICE HLDGS INC		
419879101 HAWAIIAN HLDGS INC C		
45778Q107 INSPERITY INC COM		
89531P105 TREX INC COM		
896288107 TRINET GROUP INC COM		
089302103 BIG LOTS INC COM		
218681104 CORE-MARK HLDG CO IN		
238337109 DAVE & BUSTERS ENTMT		
254423106 DINEEQUITY INC COM		
57164Y107 MARRIOTT VACATIONS W		

BOEING COMPANY CHARITABLE TRUST 91-6056738

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
74112D101 PRESTIGE BRANDS HLDG		
783332109 RUTHS HOSPITALITY GR		
825690100 SHUTTERSTOCK INC COM		
128030202 CAL MAINE FOODS INC		
153527106 CENTRAL GARDEN & PET		
466032109 J & J SNACK FOODS CO		
04316A108 ARTISAN PARTNERS ASS		
957638109 WESTERN ALLIANCE BAN		
G0551A103 ARRIS INTERNATIONAL		
G9019D104 TRAVELPORT WORLDWIDE		
126349109 CSG SYS INTL INC COM		
226718104 CRITEO S A SPONSORED		
37518B102 GIGAMON INC COM		
808625107 SCIENCE APPLICATIONS		
88166T101 TESSERA HLDG CORP CO		
90347A100 UBIQUITI NETWORKS IN		
C2014FMV99	26,675,065.	25,690,157.
TOTALS	26,675,065.	25,690,157.

BOEING COMPANY CHARITABLE TRUST 91-6056738

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
3138AXRK9 FEDERAL NATL MTG ASS
3138A36V4 FEDERAL NATL MTG ASS
3138MBMB9 FEDERAL NATL MTG ASS
3138M2A55 FEDERAL NATL MTG ASS
31402RAB5 FEDERAL NATL MTG ASS
31403C6L0 FEDERAL NATL MTG ASS
31416BNK0 FEDERAL NATL MTG ASS
31418AD96 FEDERAL NATL MTG ASS
312945DN5 FEDERAL HOME LN MTG
312945R42 FEDERAL HOME LN MTG
3132GKZN9 FEDERAL HOME LN MTG
31402RCV9 FEDERAL NATL MTG ASS
31417EFE6 FEDERAL NATL MTG ASS
31419BBF1 FEDERAL NATL MTG ASS
3128MJTQ3 FEDERAL HOME LN MTG
31368HNN9 FEDERAL NATL MTG ASS
3138AFC24 FEDERAL NATL MTG ASS
3138EENK1 FEDERAL NATL MTG ASS
31416BTA6 FEDERAL NATL MTG ASS
31416RRB1 FEDERAL NATL MTG ASS
31418RGS4 FEDERAL NATL MTG ASS
3128MJUZ1 FEDERAL HOME LN MTG
3128M9D25 FEDERAL HOME LN MTG
3138WFKJ4 FEDERAL NATL MTG ASS
3138XXGE0 FEDERAL NATL MTG ASS
3138Y3X71 FEDERAL NATL MTG ASS
31419ANJ2 FEDERAL NATL MTG ASS
3128MJUN8 FEDERAL HOME LN MTG
3128MJU32 FEDERAL HOME LN MTG

BOEING COMPANY CHARITABLE TRUST 91-6056738

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

3128MJU81 FEDERAL HOME LN MTG
3128MJVH0 FEDERAL HOME LN MTG
3128MJVN7 FEDERAL HOME LN MTG
3128MJVS6 FEDERAL HOME LN MTG
3128MJWQ9 FEDERAL HOME LN MTG
3128MJWW6 FEDERAL HOME LN MTG
3138EPAH7 FEDERAL NATL MTG ASS
3138EQM58 FEDERAL NATL MTG ASS
3138ETZF6 FEDERAL NATL MTG ASS
3138WGGZ1 FEDERAL NATL MTG ASS
3138WHBW1 FEDERAL NATL MTG ASS
31419AF69 FEDERAL NATL MTG ASS
3128MJV56 FEDERAL HOME LN MTG
3128MJXR6 FEDERAL HOME LN MTG
3128MJXY1 FEDERAL HOME LN MTG
3128MJX54 FEDERAL HOME LN MTG
3128MJX70 FEDERAL HOME LN MTG
3128PWJH2 FEDERAL HOME LN MTG
3138WVDL2 FEDERAL NATL MTG ASS
31417CXQ3 FEDERAL NATL MTG ASS
3128MJTQ3 FEDERAL HOME LN MTG
822582AW2 SHELL INTL FIN B V S
46625HJT8 JPMORGAN CHASE & CO
494550BT2 KINDER MORGAN ENERGY
61761JVL0 MORGAN STANLEY SR UN
66989HAG3 NOVARTIS CAP CORP SR
94974BGA2 WELLS FARGO & CO NEW
3138WAHH3 FEDERAL NATL MTG ASS
31410LNY4 FEDERAL NATL MTG ASS

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
25152RXA6 DEUTSCHE BK AG SR UN
126650CJ7 CVS CAREMARK CORP SR
172967JP7 CITIGROUP INC UNSECD
24422ERR2 DEERE JOHN CAP CORP
539830BF5 LOCKHEED MARTIN CORP
594918BD5 MICROSOFT CORP SR UN
68389XBC8 ORACLE CORP SR UNSEC
92826CAF9 VISA INC SR UNSECD N
3138EJJP4 FEDERAL NATL MTG ASS
3138NYQR9 FEDERAL NATL MTG ASS
3138WBSS5 FEDERAL NATL MTG ASS
3138WCQG1 FEDERAL NATL MTG ASS
3138W94X5 FEDERAL NATL MTG ASS
3138YD3V9 FEDERAL NATL MTG ASS
3138YHRS1 FEDERAL NATL MTG ASS
3138YLR45 FEDERAL NATL MTG ASS
3138YPVA7 FEDERAL NATL MTG ASS
3138Y3M57 FEDERAL NATL MTG ASS
31418BU79 FEDERAL NATL MTG ASS
3128MAEP0 FEDERAL HOME LN MTG
3128MJVL1 FEDERAL HOME LN MTG
31292SCA6 FEDERAL HOME LN MTG
3132M9TT1 FEDERAL HOME LN MTG
00206RDA7 AT&T INC SR UNSECD G
0258M0EB1 AMERICAN EXPRESS CR
035242AN6 ANHEUSER-BUSCH INBEV
345370CR9 FORD MTR CO DEL SR U
38143U8H7 GOLDMAN SACHS GROUP
437076BL5 HOME DEPOT INC UNSEC

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
842587CV7 SOUTHERN CO UNSECD S
92343VBR4 VERIZON COMMUNICATIO
3128MJY61 FEDERAL HOME LN MTG
82481LAB5 SHIRE ACQUISITIONS I
00928QAK7 AIRCASTLE LTD SR UNS
00434NAA3 ACCESS MIDSTREAM PAR
02005NAE0 ALLY FINL INC CO GTD
03674PAL7 ANTERO RES FIN CORP
058498AR7 BALL CORP CO GTD SR
1248EPAU7 CCO HLDGS LLC/CCO HL
1248EPBE2 CCO HLDGS LLC/CCO HL
12505BAA8 CBRE SVCS INC SR UNS
12543DAQ3 CHS / CMNTY HEALTH S
125581GQ5 CIT GROUP INC NEW SR
126304AK0 CSC HLDGS INC SR DEB
131347CF1 CALPINE CORP SR UNSE
165167CG0 CHESAPEAKE ENERGY CO
172441AX5 CINEMARK USA INC UNS
22818VAB3 CROWN AMERS LLC/CROW
228227BE3 CROWN CASTLE INTL CO
23918KAP3 DAVITA INC UNSECD SR
25470XAJ4 DISH DBS CORP SR UNS
26817RAB4 DYNEGY INC NEW DEL U
29977HAB6 EVEREST ACQ LLC EVER
319963BB9 FIRST DATA CORP UNSE
361841AD1 GLP CAP L P / GLP FI
37045XAJ5 GENERAL MTRS FINL CO
37045XAL0 GENERAL MTRS FINL CO
37244DAF6 GENON ESCROW CORP UN

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
38869PAK0 GRAPHIC PACKAGING IN
404119BM0 HCA INC 1ST LIEN SR
404119BN8 HCA INC 1ST LIEN SR
423074AR4 HEINZ H J CO 2ND LIE
45031UBU4 ISTAR FINL INC UNSEC
451102AX5 ICAHN ENTERPRISES L
459745GF6 INTERNATIONAL LEASE
46284PAP9 IRON MOUNTAIN INC SR
49461BAB0 KINETIC CONCEPTS INC
513075BE0 LAMAR MEDIA CORP SR
527298AU7 LEVEL 3 FING INC CO
527298AW3 LEVEL 3 FING INC UNS
532716AT4 LIMITED BRANDS INC S
536022AF3 LINN ENERGY LLC / LI
552953BY6 MGM RESORTS INTL SR
570506AM7 MARKWEST ENERGY PART
570506AQ8 MARKWEST ENERGY PART
574599BH8 MASCO CORP SR UNSECD
629377BU5 NRG ENERGY INC UNSEC
65409QBA9 NIELSEN FIN LLC/NIEL
704549AH7 PEABODY ENERGY CORP
708130AD1 PENNEY J C CORP INC
737446AB0 POST HLDGS INC SR UN
75281AAL3 RANGE RES CORP CO GT
75281AAQ2 RANGE RES CORP SR SU
78442FEQ7 SLM CORP SR UNSECD M
812350AE6 SEARS HLDGS CORP SR
852060AD4 SPRINT CAP CORP CO G
852061AS9 SPRINT NEXTEL CORP S

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
87264AAF2 T-MOBILE USA INC UNS
87264AAH8 T-MOBILE USA INC SR
87612BAM4 TARGA RES PARTNERS L
88033GBU3 TENET HEALTHCARE COR
893647AR8 TRANSDIGM INC SR SUB
896818AH4 TRIUMPH GROUP INC NE
911365BB9 UNITED RENTALS NORTH
989194AG0 ZAYO GROUP LLC / ZAY
148887AA0 CATAMARAN CORP UNSEC
45824TAE5 INTELSAT JACKSON HLD
02005NAV2 ALLY FINL INC SR UNS
053773AV9 AVIS BUDGET CAR RENT
085790AY9 BERRY PLASTICS CORP
103304BK6 BOYD GAMING CORP UNS
12623EAF8 CNH CAP LLC SR USECD
15089QAC8 CELANESE US HLDGS LL
15135BAC5 CENTENE CORP DEL UNS
20605PAE1 CONCHO RES INC SR UN
21036PAH1 CONSTELLATION BRANDS
212015AH4 CONTINENTAL RES INC
23331ABK4 D R HORTON INC SR UN
23918KAQ1 DAVITA HEALTHCARE PA
25470XAB1 DISH DBS CORP SR NT
29444UAP1 EQUINIX INC SR UNSEC
382550BC4 GOODYEAR TIRE & RUBR
428040CN7 HERTZ CORP UNSECD SR
45031UBX8 ISTAR FINL INC SR UN
521865AX3 LEAR CORP SR UNSECD
526057BT0 LENNAR CORP UNSECD S

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
526057BV5 LENNAR CORP SR UNSEC
527288BE3 LEUCADIA NATL CORP U
52729NBX7 LEVEL 3 COMMUNICATIO
595112BA0 MICRON TECHNOLOGY IN
63860UAE0 NATIONSTAR MTG LLC/N
693656AA8 PVH CORP SR UNSECD N
767754CG7 RITE AID CORP UNSECD
78388JAT3 SBA COMMUNICATIONS C
78442FER5 SLM CORP SR UNSECD M
852061AM2 SPRINT NEXTEL CORP S
858119AZ3 STEEL DYNAMICS INC U
88033GCE8 TENET HEALTHCARE COR
88160QAD5 TESORO LOGISTICS LP
89236MAB6 TOYS R US PPTY CO II
911365BA1 UNITED RENTALS NORTH
92343EAF9 VERISIGN INC UNSECD
966387AG7 WHITING PETE CORP SR
969457BV1 WILLIAMS COS INC UNS
00101JAK2 ADT CORP UNSECD SR N
030981AJ3 AMERIGAS PARTNERS L
03232PAD0 AMSURG CORP SR UNSEC
038522AK4 ARAMARK SVCS INC UNS
058498AU0 BALL CORP UNSECD SR
095370AD4 BLUE CUBE SPINCO INC
12505FAD3 CBS OUTDOOR AMERS CA
12513GAZ2 CDW LLC / CDW FIN CO
12543DAR1 CHS/CMNTY HEALTH SYS
12543DAU4 CHS / CMNTY HEALTH S
126307AF4 CSC HLDGS LLC UNSECD

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
15135BAD3 CENTENE CORP DEL UNS
163851AB4 CHEMOURS CO UNSECD S
18451QAM0 CLEAR CHANNEL WORLDW
20854PAL3 CONSOL ENERGY INC UN
228189AB2 CROWN AMERS LLC/CROW
28370TAE9 EL PASO PIPELINE PAR
404119BS7 HCA INC SR UNSECD NT
45031UBY6 ISTAR INC UNSECD SR
494580AF0 KINDRED HEALTHCARE I
501889AB5 LKQ CORP UNSECD SR N
527298BH5 LEVEL 3 FING INC UNS
552848AF0 MGIC INVT CORP WISCO
587118AE0 MENS WEARHOUSE INC S
63860UAM2 NATIONSTAR MTG LLC/N
745867AW1 PULTEGROUP INC UNSEC
750236AT8 RADIAN GROUP INC UNS
762760AB2 RICE ENERGY INC SR U
785592AM8 SABINE PASS LIQUEFAC
845467AK5 SOUTHWESTERN ENERGY
85172FAJ8 SPRINGLEAF FIN CORP
85375CAX9 STANDARD PAC CORP NE
86614RAG2 SUMMIT MATLS LLC/SUM
86765LAC1 SUNOCO LP / SUNOCO F
88023UAG6 TEMPUR SEALY INTL IN
896047AH0 TRIBUNE MEDIA CO UNS
92340LAA7 VEREIT OPER PARTNERS
989194AM7 ZAYO GROUP LLC / ZAY
81180WAL5 SEAGATE HDD CAYMAN U

BOEING COMPANY CHARITABLE TRUST 91-6056738

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	
TOTALS	

BOEING COMPANY CHARITABLE TRUST 91-6056738

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
55973B110 MAGNUM HUNTER RES CO	C
TOTALS	

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES		
COMMON TRUST FUNDS	-7,114.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-7,114.00
NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES		
COMMON TRUST FUNDS	1,462,640.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		1,462,640.00

RECIPIENT NAME:
BRIDGET SWEENEY - THE BOEING COMPANY
ADDRESS:
100 N RIVERSIDE PLAZA, MC-5002-8450
CHICAGO, IL 60606
RECIPIENT'S PHONE NUMBER: 312-544-2071
E-MAIL ADDRESS: N/A
FORM, INFORMATION AND MATERIALS:
GO TO www.boeing.com/companyoffices/aboutus/community/guidelines.htm
FOR CURRENT GUIDELINES AND APPLICATION INSTRUCTIONS
SUBMISSION DEADLINES:
GO TO REFERENCED WEB SITE ABOVE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
LIMITED TO EDUCATION, HUMAN SERVICES, ARTS AND CULTURE, CIVIC AND
ENVIRONMENTAL INITIATIVES IN AREAS WHERE BOEING EMPLOYEES LIVE OR WORK

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.