



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

March 9, 2018

John and Patricia Jorgensen

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Re: The Boeing Company  
Incoming letter dated February 12, 2018

Dear John and Patricia Jorgensen:

This letter is in response to your correspondence dated February 12, 2018 concerning the shareholder proposal (the "Proposal") you submitted to The Boeing Company (the "Company"). On January 9, 2018, we issued a no-action response expressing our informal view that the Company could exclude the Proposal from its proxy materials for its upcoming annual meeting. You have asked us to reconsider our position. After reviewing the information contained in your correspondence, we find no basis to reconsider our position.

Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

David R. Fredrickson  
Chief Counsel

Enclosure

cc: Grant M. Dixon  
The Boeing Company  
cso@boeing.com

**From:** Pat Jorgensen  
**To:** [ShareholderProposals](#)  
**Subject:** Jorgensen proposal to Boeing Board of Directors  
**Date:** Monday, February 12, 2018 4:12:52 PM

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February 9, 2018

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, DC 20549  
[shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

Re: Shareholder proposal of John and Patricia Jorgensen; no-action request by The Boeing Company

Dear Sir/Madam:

On November 15, 2017, John and Patricia Jorgensen (the “Proponents”) submitted to The Boeing Company (“Boeing” or the “Company”) a shareholder proposal (the “Proposal”) asking the Company’s Board of Directors to incorporate certain criteria in the Company’s process for selecting new or expanding existing locations for the Company’s new models of aircraft production locations.

In a letter to the Commission dated December 20, 2017, the Company stated that it intends to omit the Proposal from its proxy materials being prepared for the 2018 annual meeting of shareholders. The Company argues that the Proposal is excludable as it relates to Boeing’s ordinary business operations.

The Commission responded in a letter dated January 9, 2018 in agreement that the Company may exclude the Proposal under rule 14a-8(i)(7) as relating to the Company’s ordinary business operations. We ask the Commission to reconsider its decision on this matter.

As discussed more fully below, the Proposal would not interfere with how management and the Board of Directors of Boeing run the Company. Instead, the Proposal asks the Board of Directors to include certain criteria in Boeing’s new aircraft site selection process which has become a significant social policy issue that transcends the Company’s ordinary business decisions.

The Proposal asks the Board of Directors to include certain criteria regarding Boeing’s site selection process for selecting new or expanding existing locations for the Company’s new models of aircraft production locations. The proposal raises a significant social policy as this corporate decision has a well-known enormous economic impact on the locations in question. This site selection process has become a high-profile issue when large corporations in many different industries make a point to shop around for sites to expand or move production sites. In general, the public of the potential sites that may gain new jobs and those from the sites that may lose jobs are increasingly aware of the economic impact of these jobs and investments and are highly interested in these corporate decisions. Additionally, the proposal does not micromanage the company and is exclusively focused on the Company

considering the criteria in its decision making process. Nothing is stated regarding how the Company decides to weigh the criteria during the process. Therefore, we believe that the proposal is not excludable pursuant to 14a-8(i)(7) and is appropriate for a shareholder vote.

Furthermore, we believe shareholders should have the chance to vote on the issue because it has become a significant policy issue due to the belief that the Company's past decisions in terms of production site selection with previous aircraft programs may have had a significant effect on the program's future ability to become profitable.

In conclusion, the Proposal should not be excluded on the grounds raised by Boeing. The Proposal addresses a significant policy issue that transcends ordinary business.

If you have any questions, please do not hesitate to contact us at \*\*\* or \*\*\*  
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Sincerely,

John Dewey Jorgensen  
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Patricia Caryl Jorgensen

Cc: Office of the Corporate Secretary  
The Boeing Company  
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MC 5003-1001  
Chicago, IL 60606-1596

Sent from [Mail](#) for Windows 10