McDonnell Douglas Commences a Fixed Spread Tender Offer on Notes

McDonnell Douglas Corporation, a wholly owned subsidiary of The Boeing Company, today announced it is commencing a fixed spread tender offer for any and all of its 9 ¼% Notes due April 1, 2002.

The offer will commence at 9:00 a.m. EDT on Tuesday, October 7, 1997 and will expire at 5:00 p.m. EDT on Friday, October 24, 1997, unless extended or earlier terminated. All notes tendered during this period will be purchased.

The purchase price to be paid for each note properly tendered will be the price resulting from a yield to maturity equal to a spread of 15 basis points over the yield to maturity of the 5 7/8% U.S. Treasury Note due September 30, 2002, at the time a holder agrees to tender its Notes. In addition, McDonnell Douglas will pay accrued and unpaid interest.

Description of Security and CUSIP Number	Outstanding Principal Amount	Redemption Date	Fixed Spread	Reference Note
9 ¼% Notes due April 1, 2002 580169 AL4	$350,000,000	4/1/2002	0.15%	5 7/8% U.S. Treasury Note due 9/30/2002

Requests for documents may be directed to D.F. King, the information agent, at (800) 714-3311 (toll free).

Questions regarding the tender offer may be directed to Merrill Lynch & Co., the exclusive dealer manager for the tender offer, at (888) ML4-TNDR (888) 654-8637 (toll free). To tender notes, holders should call Thomas W. McCreary or Michael J. Meyer at the Merrill Lynch Corporate Bond Trading Desk at (212) 449-4651 (call collect).

McDonnell Douglas Corporation became a wholly owned subsidiary of The Boeing Company on August 1, 1997, pursuant to the merger of a wholly owned subsidiary of The Boeing Company into McDonnell Douglas, with McDonnell Douglas being the surviving subsidiary. McDonnell Douglas principally is engaged in the research, development and manufacturing of commercial and defense aerospace products, commercial and military avionics, defense electronics and financial services.

The Boeing Company is the world's largest aerospace company. Boeing operates in two principal industries: commercial aircraft, and defense and space.

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