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20 **IN THE UNITED STATES DISTRICT COURT**  
21 **CENTRAL DISTRICT OF CALIFORNIA**

22 THOMAS YUEN and SUNMI  
23 AHN, Individually and on Behalf  
24 of All Others Similarly Situated

25 Plaintiffs,  
26 v.

27 BP PLC and ANTHONY  
28 HAYWARD,

Defendants.

CASE NO.

**CLASS ACTION**

**COMPLAINT FOR VIOLATIONS OF  
FEDERAL SECURITIES LAWS**

**JURY DEMAND**

1 NATURE OF THE ACTION

2 1. This is a securities class action on behalf of purchasers of the American  
3 DeposLWRU\ 5HFHLSWV 3\$'5V' PLCR1BP %3 the 'Company') during the  
4 period from April 16, 2009 to May 21, 2010, inclusive (the 'Class Period'), against  
5 BP and Anthony Hayward ('Hayward'), the CEO of BP for violations of the  
6 Securities Exchange Act of 1934 (the '1934 Act').

7 2. Prior to and during the Class Period, BP boasted of its 'fundamental  
8 belief that it could make a difference in the world by striving to produce energy that  
9 is affordable, secure and doesn't damage the environment.' On BP's website under  
10 what we stand for, BP states:

11 **What we stand for**

12 BP wants to be recognized as a great company ± competitively  
13 successful and a force for progress. We have a fundamental belief that  
14 we can make a difference in the world.

15 We help the world meet its growing need for heat, light and mobility.  
16 We strive to do that by producing energy that is affordable, secure and  
17 doesn't damage the environment.

18 BP is progressive, responsible, innovative and performance driven.

- 19 • Progressive

20 We believe in the principle of mutual advantage and build productive  
21 relationships with each other, our partners and our customers.

- 22 • Responsible

23 We are committed to the safety and development of our people and the  
24 communities and societies in which we operate. We aim for no  
25 accidents, no harm to people and no damage to the environment.

- 26 • Innovative

27 We push boundaries today and create tomorrow's breakthroughs  
28 through our people and technology.

- Performance driven

We deliver on our promises through continuous improvement and safe, reliable operations.

These values guide us in the conduct of our business. In all our business we expect high ethical standards and act in accordance with our Code of Conduct.

3. BP's focus on safety and cleanliness or as a green oil company as supposedly embodied in its green flower symbol, and its name change from British Petroleum to Beyond Petroleum, arose after the Company encountered a number of serious and flagrant safety violations and disasters. In 2005, a BP refinery near Galveston, Texas exploded, killing 15 and injuring 170. Also in 2005, BP's Thunder Horse deepwater rig in the Gulf of Mexico nearly capsized from a plumbing error, ultimately fixed by BP at a cost of about \$250 million. In 2006, BP's failure to do routine maintenance with a device called a 'hedgehog' resulted in the spill of oil in Alaska, and later in 2006, more than 20% of its wells in Alaska were closed due to leakage. On November 29, 2007, BP Exploration (Alaska) Inc. (BPXA) entered into a criminal plea agreement with the United States Department of Justice ('DOJ') relating to leaks of crude oil in March and August 2006. BPXA's guilty plea, to a misdemeanor violation of the U.S. Federal Water Pollution Control Act, included a term of three years' probation. BPXA is eligible to petition the court for termination of the probation term if it meets certain benchmarks relating to replacement of the transit lines, upgrades to its leak detection system and improvements to its integrity management program. On March 31, 2009, the DOJ filed a complaint against BPXA seeking civil penalties and injunctive relief relating to the 2006 oil releases. The complaint alleges that BPXA violated various federal environmental and pipeline safety statutes and associated regulations in connection with the two releases and its maintenance and operation of North Slope pipelines. The State of Alaska also filed a complaint on March 31, 2009 against BPXA seeking

1 civil penalties and damages relating to these events. The complaint alleges that the  
2 two releases and BPXA's corrosion management practices violated various  
3 statutory, contractual and common law duties to the State, resulting in penalty  
4 liability, damages for lost royalties and taxes, and liability for punitive damages. On  
5 October 30, 2009, the Occupational Safety and Health Administration hit BP with a  
6 record \$87M fine, after a six-month inspection showed that BP failed to correct  
7 hundreds of issues in the aftermath of the 2005 Texas City refinery explosion that  
8 killed 15 people. Thus, at that the same that BP was, through its public statements,  
9 touting its commitment to the safety of its operations, in reality, BP was continuing  
10 its corporate policy of cutting costs without regard for the unsafe and dangerous  
11 conditions of its operations.

12 4. On April 20, 2010, at 10 p.m. central standard time, a semisubmersible  
13 drilling rig, Deepwater Horizon, in the United States Gulf of Mexico reported a fire  
14 onboard. The rig, leased to BP, was drilling an exploration well on a BP deepwater  
15 lease. Subsequently, after 126 crew members were able to escape and 11  
16 unfortunate lives were lost, the drilling rig sunk to the ocean floor. Initially, it was  
17 reported that there was no leakage of oil from the rig. Then, BP reported that it  
18 thought that there was leakage but it was limited. Later, BP reported that a safety  
19 valve had failed on the rig and that the oil was escaping from three different wells at  
20 the rate of 5,000 barrels, or 210,000 gallons, a day. Most recently, as a result of  
21 BP's launch of a live webcam of the riser flow, it was reported that the spill could be  
22 at the rate of at least 500,000 gallons daily. It is currently estimated that this disaster  
23 will end up being larger than the Exxon Valdez oil spill in Alaska, which had held  
24 the record for the worse disaster in U.S. history, leaking 50,000 barrels of oil into  
25 the sea.

26 5. In the days following the disaster, it became clear that a long term  
27 solution of drilling a relief well to tap into the leaking well and taking the pressure  
28 off the blown out well could take at least three months. BP's boss, with limited

1 success, utilized various tactics in its effort to stop the growth of oil into the gulf,  
2 including use of chemical dispersants, skimming the oil off the surface, burning the  
3 oil, containing the oil with floating booms and using robots to activate the blow-out  
4 preventer. BP has also attempted a quick fix of the problem by placing a large  
5 funnel made out of steel and cement on top of the gushing well 5,000 feet below the  
6 surface. BP is also attempting a process known as 'top kill' where mud and  
7 concrete would be shot directly into the top of the leaking blowout preventer. Each  
8 of these solutions presents its own new problems and as noted by BP spokesman  
9 David Nicholas, 'But, of course we haven't done this before, it's very complex and  
10 we can't guarantee it.'

11 6. The price of BP common stock has steadily declined as information on  
12 the true extent of the leakage and damage has been disclosed. BP's common stock  
13 has decreased by more than 20%, a total loss of market cap of \$36 billion, following  
14 the disaster as experts' estimates of damages reach upwards of \$20 billion.

#### 15 JURISDICTION AND VENUE

16 7. Jurisdiction is conferred by § 27 of the 1934 Act. The claims asserted  
17 herein arise under §§ 10(b) and 20(a) of the 1934 Act and Rule 10b-5.

18 8. Venue is proper in this District pursuant to § 27 of the 1934 Act.  
19 Many of the false and misleading statements were made in, issued from or  
20 disseminated into this District.

21 9. BP is a British corporation whose headquarters are located in England.  
22 Recently in 2009, its Board of Directors met in Long Beach, California, in this  
23 District, and used this opportunity to visit the Company's businesses in the West  
24 Coast.

#### 25 PARTIES

26 10. Plaintiffs Thomas Yuen and Sunmi Ahn at all relevant times resided in  
27 the State of New York, County of Rockland. Plaintiffs purchased BP common stock  
28 as described in the attached certification and were damaged thereby.

1           11.           Defendant BP is an oil and petrochemical company. The  
2 Company explores for and produces oil and natural gas, refines, markets and  
3 supplies petroleum products, generates solar energy and manufactures and markets  
4 chemicals. BP operates in more than 80 countries. Over 40% of BP's fixed assets  
5 are located in the U.S. BP is the largest producer of oil and gas in North America.  
6 It owns or has a share in five refineries and markets under the Amoco, ARVO, BP  
7 and Castrol brands, being one of the largest gasoline retailers in the U.S. The  
8 Company's Board of Directors holds one of its meetings at the Company's offices in  
9 Washington, D.C., and meets at other locations when appropriate. The Company's  
10 common stock is traded on the New York Stock Exchange under the ticker symbol  
11 'BP.' As of December 31, 2009, there were approximately 18.8 billion shares of  
12 common stock issued and outstanding. The Company maintains and regularly  
13 publicizes its website at www.bp.com, where it publishes information material to  
14 potential investors.

15           12.           Defendant Hayward is BP's CEO and a member of its board of  
16 directors. Hayward has been the Company's CEO since May 2007 and Hayward  
17 has worked for BP or its subsidiaries since 1982. He held a series of roles in  
18 exploration and production, becoming a director of exploration and production in  
19 1997. In 2000, he was made group treasurer and an executive vice president in  
20 2002. He was chief executive officer of exploration and production between 2002  
21 and 2007. He became an executive director of BP in 2003. Hayward participated in  
22 the making and issuance of the false and misleading statements alleged herein,  
23 including the preparation of false and misleading press releases and SEC filings.  
24 Because of his positions with the Company, Hayward possessed the power and  
25 authority to control the contents of BP's quarterly reports, press releases and  
26 presentations to securities analysts, money and portfolio managers and institutional  
27 investors, i.e., the market. Hayward was provided with copies of the Company's  
28 reports and press releases alleged herein to be misleading prior to or shortly after

1 their issuance and had the ability and opportunity to prevent their issuance or cause  
2 them to be corrected. Because of his positions and access to material non-public  
3 information available to him but not to the public, he knew that the adverse facts  
4 specified herein had not been disclosed to and were being concealed from the public  
5 and that the positive representations which were being made were then materially  
6 false and misleading. Hayward is liable for the false statements pleaded herein.

7 13. As alleged herein, Hayward acted with scienter in that he knew, or  
8 recklessly disregarded, that the public documents and statements issued or  
9 disseminated in the name of the Company were materially false and misleading or  
10 omitted to state facts necessary to prevent them from being materially false and  
11 misleading under the circumstances. Hayward knew that such statements or  
12 documents would be issued or disseminated to the investing public, and knowingly  
13 and substantially participated or acquiesced in the making, issuance or dissemination  
14 of such statements or documents as a primary violation of the federal securities laws.  
15 By virtue of his receipt or reckless disregard of information reflecting the true facts  
16 regarding BP, his control over and/or receipt and/or modification of BP's materially  
17 misleading statements, and/or his other associations with the Company, Hayward  
18 was privy to confidential information concerning BP and knowingly or recklessly  
19 participated in the fraudulent scheme and conduct alleged herein.

### 20 **CLASS ACTION ALLEGATIONS**

21 14. Plaintiffs bring this action as a class action pursuant to Rule 23 of the  
22 Federal Rule of Civil Procedure on behalf of all persons who purchased or otherwise  
23 acquired BP ADRs during the Class Period (the 'Class'). Excluded from the Class  
24 are Defendants and their families, the officers and directors of the Company, at all  
25 relevant times, members of their immediate families and their legal representatives,  
26 heirs, successors or assigns and any entity in which Defendants have or had a  
27 controlling interest.

28 15. The members of the Class are so numerous that joinder of all members

1 is impracticable. The disposition of their claims in a class action will provide  
2 substantial benefits to the parties and the Court. BP has more than 18.8 billion  
3 shares of ADRs outstanding, owned by tens or hundreds of thousands of persons.

4 16. There is a well-defined community of interest in the questions of law  
5 and fact involved in this case. Questions of law and fact common to the members of  
6 the Class which predominate over questions which may affect individual Class  
7 members include:

- 8 a. Whether the 1934 Act was violated by Defendants;
- 9 b. Whether Defendants omitted and/or misrepresented material  
10 facts;
- 11 c. Whether Defendants' statements omitted material facts  
12 necessary to make the statements made, in light of the circumstances under which  
13 they were made, not misleading;
- 14 d. Whether Defendants knew or deliberately disregarded that their  
15 statements were false and misleading;
- 16 e. Whether the prices of BP's ADRs artificially inflated; and
- 17 f. The extent of damage sustained by Class members and the  
18 appropriate measure of damages.

19 17. Plaintiffs' claims are typical of those of the Class because Plaintiffs  
20 and the Class sustained damages from Defendants' wrongful conduct.

21 18. Plaintiffs will adequately protect the interests of the Class and have  
22 retained counsel who are experienced in class action securities litigation. Plaintiffs  
23 have no interests which conflict with those of the Class.

#### 24 **FRAUDULENT SCHEME AND COURSE OF BUSINESS**

25 19. Defendants are liable for: (i) making false statements; or (ii) failing to  
26 disclose adverse facts known or reasonably available to them about BP or which  
27 they were under a duty to disclose. Defendants' fraudulent scheme and course of  
28 business operated as a fraud or deceit on purchasers of BP ADRs by: (i) deceiving

1 the investing public regarding the safety of BP's operations, its prospects and its  
2 business; (ii) artificially inflating the prices of BP ADRs; (iii) inducing Plaintiffs  
3 and other members of the Class to purchase BP ADRs at inflated prices; and (iv)  
4 causing Plaintiffs and other members of the Class to suffer damages when the  
5 conditions concealed by the Defendants' fraudulent scheme were revealed to the  
6 market, causing the prices of BP ADRs to decline.

7 **MATERIALLY FALSE AND MISLEADING STATEMENTS**  
8 **AND OMISSIONS AND FRAUDULENT SCHEME AND COURSE OF**  
9 **BUSINESS BY DEFENDANTS DURING THE CLASS PERIOD**

10 20. On April 16, 2009, in welcoming shareholders to the 100th Annual  
11 General Meeting of BP, Defendant Hayward reflected on the challenging history BP  
12 has faced and emphasized that:

13 Whilst today's challenges are very real, we have overcome far worse  
14 situations. BP has been, and remains, an organization operating at the  
15 frontiers of the energy industry. Our technology and capability allow  
16 us to take on challenges that others cannot - or choose not - to  
17 confront, securing access to new resources now as in the past - from  
18 Iran 100 years ago to the Canadian arctic today. . . . A year ago, I  
19 addressed you for the first time as the CEO of BP. At the time, we  
20 faced a real competitive challenge and we needed to up our game. We  
21 set out a plan to deliver *safe and reliable operations*, to restore  
22 revenues and to reduce the complexity and cost structure of BP. . . .  
23 We've done exactly that. Today, I believe that we are well positioned  
24 to face the current economic environment and to turn it into an  
25 opportunity that, going forward, will set us apart from our competition.

26 \*\*\*

27 2008 was a record year for BP. Replacement cost profit reached \$25.6  
28 billion - up 39% on 2007. Net cash from operating activities was \$38

1 billion, up over 50% on the previous year. Dividends paid per share  
2 rose by 30%, to 55 ¢/share, versus 2007.

3  
4 With our operations restored, we benefited from record high oil prices  
5 that more than compensated for the fall in the global average refining  
6 margin to \$6.50 per barrel, down from almost \$10 per barrel in 2007.  
7 Based on the past year's results, I am glad to say that BP has restored  
8 its competitive performance - and that is no mean achievement when  
9 you think about the year that has just passed.

10  
11 Over the last two years, our focus has been on realizing the full  
12 potential of our asset base.

13  
14 **Our number one priority of safe and reliable operations has been**  
15 **vital to the underpinning of our restored competitive performance.**

16  
17 The number of major incidents involving process safety has continued  
18 to decrease and our personal accident and injury track record continues  
19 to improve. The tragic helicopter accident in the North Sea is a graphic  
20 reminder of the inherent risks in this business - **a persistent focus on**  
21 **safe and reliable operations will remain our first priority.**

22 21. Defendant Hayward also emphasized BP's focus on its costs,  
23 At BP, we started our drive to counter cost inflation some 18 months  
24 ago and managed to halt that inflationary trend in 2008 despite the  
25 continued rise in oil prices for most of the year.

26  
27 The challenge for the industry now is to bring this cost base down -  
28 and to do this fast, to align with the new market conditions.

1  
2 We've been working with our suppliers to improve efficiency by  
3 finding better ways to execute activity - with one important caveat-  
4 safe and reliable operations come first whatever cost efficiency  
5 measures we undertake. And we continue to advance the safety and  
6 reliability of our operations through implementing our Operating  
7 Management System - something that is fundamental to creating a  
8 culture of continuous improvement within BP.

9  
10 Our aim in 2009 is to begin to roll back the inflationary trend by  
11 driving deflation into our business.

12 \*\*\*

13 So, in this volatile environment, we've kept a steady focus on what we  
14 said we would do.

15  
16 **Our goal is clear; to continue to invest for long term growth while**  
17 **retaining our focus on safe and reliable operations, paying the**  
18 **dividend and driving deflation into our cost base.**

19  
20 At BP we have a mantra - 'every dollar counts, every seat counts' and  
21 we intend to follow it through. We have strong momentum on cost and  
22 operations - production is expected to continue to grow and refining  
23 availability is expected to be materially higher in 2009 than in 2008 -  
24 these underlying business improvements are expected to add to our  
25 cash flows in 2009.

26 22. On April 28, 2009, BP announced its financial results for the first  
27 quarter of 2009, a replacement cost profit of \$4,320 million, a decrease of 57%  
28 compared with the first quarter of 2008. BP held an earnings conference call with

1 analysts on the same day, at which Byron Grote and Fergus MacLeod represented  
2 BP. In response to a question on production volumes in the Gulf of Mexico and  
3 whether or not that field might be underperforming BP's prior expectations,  
4 MacLeod stated, 'The US Gulf of Mexico is performing extremely well. It is  
5 exceeding our expectations and the very strong performance of Thunder Horse on  
6 ramp up is a key element of that. It's probably not appropriate to talk about  
7 operations on a field-by-field basis at this point in the year. We have had some  
8 scheduled maintenance on some fields in the recent weeks, but I think I'll leave it as  
9 saying that overall the performance of the Gulf of Mexico portfolio is continuing to  
10 exceed our expectations and that's true as we move into April.'

11 23. In April 2009, BP published its BP Magazine which included an article  
12 entitled 'An interview with BP's CEO Tony Hayward.' In response to a question,  
13 'has there been a development during your time at BP that you never thought  
14 you'd witness when you set out as a young geologist?', Defendant Hayward  
15 responded, 'I think the most obvious one is the deep water. When I started, deep  
16 water was a few hundred meters. The fact that we are today producing oil and gas in  
17 up to 2,000 meters of water and exploring in 3,000 meters of water and that  
18 technology is as advanced as anything that goes into space ± in terms of the  
19 pressures and temperatures ± is astonishing.' In response to a question on corporate  
20 responsibility, Defendant Hayward noted, 'It is about the safety and development of  
21 our people and the communities and societies in which we operates, as well as being  
22 environmentally responsible.'

23 24. On July 17, 2009, BP announced the drilling of a successful appraisal  
24 well in the Gulf of Mexico, in the southern segment of the Mad Dog field.  
25 Defendants boasted of this new success:

26 The 826-5 well is located on Gulf of Mexico Green Canyon block 826  
27 approximately 100 miles (160 kilometers) south of Grand Isle, LA., in  
28 about 5,100 feet (1,554 meters) of water. The well encountered about

1 280 net feet (85 meters) of hydrocarbons in the objective Miocene  
2 hydrocarbon-bearing sands and discovered an oil column of more than  
3 2,200 feet (670 meters).

4  
5 The results from this well continue the successful phased development  
6 of the Mad Dog field and build upon the success from 2008 where the  
7 A-7 well in the western part of the field encountered a hydrocarbon  
8 column of more than 2,500-feet (762 meters), and 275 feet of net pay  
9 (84 meters).

10  
11 <sup>3</sup>With these additional hydrocarbon resources in the west and south of  
12 the field, Mad Dog has been firmly established as the third giant field  
13 in BP's Gulf of Mexico portfolio, joining Thunder Horse and  
14 Atlantis,' said Andy Inglis, BP's chief executive officer for  
15 exploration and production. <sup>3</sup>Due to the materiality of these recent  
16 finds, we are reviewing development options to increase production  
17 from Mad Dog either through debottlenecking the existing facility or  
18 by adding another production facility.'

19 BP (NYSE:BP) maintains a 60.5 percent working interest in Mad Dog.  
20 BHP Billiton (NYSE:BHP / BBL) has a 23.9 percent interest, Chevron  
21 (NYSE:CVX) has a 15.6 percent interest.

22  
23 **Editor's notes:**

24 □ The Mad Dog Field started production in 2005 and utilizes a  
25 truss spar platform, equipped with facilities for simultaneous  
26 production and drilling operations. The facility is designed to process  
27 80,000 barrels/day of oil and 60,000 mscfd of gas.

1           □ Oil and gas is transported to existing shelf and onshore  
2 interconnections via the Mardi Gras Transportation System.

3  
4           □ BP is the largest producer of oil and gas in the Gulf of Mexico  
5 with net production of over 400 mboed. BP is progressing nine Gulf of  
6 Mexico projects: Atlantis Phase 2, Tubular Bells, Kodiak, Freedom,  
7 Kaskida, Isabela, Santa Cruz, Mad Dog tiebacks and Great White.

8  
9           □ Major BP developments in the deepwater Gulf of Mexico  
10 include: Pompano, 1994; Marlin, 2000; Horn Mountain, 2002; Na  
11 Kika, 2003; Holstein, 2004; Mad Dog, 2005, Atlantis, 2007, Thunder  
12 Horse 2008.

13           25. On July 28, 2009, Defendants issued a release entitled, <sup>3</sup>BP Output  
14 Rises as CEO Hayward Sees Costs Falling \$1 Billion More Than Expected by Year-  
15 End. In this release, Defendants stated,

16           Compared to the same period last year, BP's reported daily production  
17 jumped 4 per cent to more than 4 million barrels of oil equivalent in  
18 the three months to end-June. Also, the \$2 billion reduction in cash  
19 costs targeted for 2009 as a whole has already been exceeded and a  
20 further \$1 billion saving is expected over the remainder of the year, the  
21 company said today.

22  
23           Announcing second quarter replacement cost profits of \$3,140 million  
24 ± up over 30 per cent on the first quarter, chief executive Tony  
25 Hayward said BP was delivering good performance in a very tough  
26 environment.

27  
28           <sup>3</sup>We are in turbulent times, volatile and uncertain. But we continue to

1           steer a steady course through choppy waters. Two years ago we set out  
2           to restore our ability to compete more effectively with our rivals in the  
3           sector.

4  
5           <sup>3</sup>The momentum we established in that process remains very powerful.  
6           Despite the current climate, we are making good progress in growing  
7           our upstream, turning around our downstream and driving cost-  
8           efficiency across the group.'

9           Hayward said progress was underpinned by a simplified organization,  
10          deepening expertise at the operational level and unrelenting focus on  
11          operational safety and integrity. Cash costs had been reduced by more  
12          than \$2 billion in the first half of the year, versus the same period last  
13          year.

14  
15          <sup>3</sup>We have already surpassed the target we set ourselves at the  
16          beginning of this year for cash costs but we are by no means  
17          complacent. We will continue to push efficiencies into the group and  
18          make sure every dollar counts. Based on this strong progress, we can  
19          expect cash costs for the full year to be down by more than \$3 billion  
20          compared with 2008.' Highlights for the quarter were:

21  
22          □       Replacement cost profit of \$3,140 million, up 32 per cent from  
23          \$2,387 million in the first quarter but down 53 per cent on the same  
24          period last year

25  
26          □       Reported daily oil and gas production of 4.005 million barrels of  
27          oil equivalent, 4 per cent higher than the second quarter of 2008  
28

1           □     Capital spending for the quarter of \$4.8 billion and \$9.4 billion  
2 for the half year

3  
4           □     Net cash from operations of \$6.8 billion versus \$6.7 billion a  
5 year ago

6  
7           □     Net debt of \$27.1 billion and gearing at 22 per cent

8  
9           □     An effective tax rate of 35 per cent, unchanged from last year.

10  
11       BP's dividend for the quarter was 14 cents a share, the same as for the  
12 corresponding period in 2008. In sterling terms this represents a rise of  
13 21 per cent year-on-year, a reflection of the stronger dollar.

14  
15       Hayward said the latest economic data suggested the global economy  
16 could stabilize this summer but that any recovery, whenever it comes,  
17 would likely be sluggish: 'The overall picture is of energy demand  
18 now stabilizing following significant falls in the first half of the year.  
19 We see little evidence of any growth in demand and expect the  
20 recovery to be long and drawn out.'

21  
22       He said expected organic capital investment for 2009 of under \$20  
23 billion remained in line with previous predictions. Disposal proceeds  
24 for the first six months totaled \$1 billion and were envisaged at \$2-3  
25 billion for the year as a whole.

26  
27       He added that year on year production growth was expected to  
28 continue in the second half, though normal seasonal maintenance

1 turnarounds would impact the third quarter. In the Downstream, with  
2 Texas City restored to full capability, overall refining availability rose  
3 5.3 percentage points versus the same period last year, to 93.6 per cent,  
4 its highest level since the first quarter of 2005. For the half year,  
5 refining and marketing costs were down 15 per cent compared with the  
6 same period in 2008.

7  
8 In remarks scheduled for financial analysts later today, Hayward said  
9 the strategy of the past two years remains firmly on track. <sup>3</sup>In the  
10 Upstream we said we would deliver profitable growth, and we are  
11 doing so. Costs are coming down, capital efficiency is rising and we  
12 expect output to grow again this year.

13  
14 <sup>3</sup>In the Downstream we said we would turn around the business and  
15 we are doing so. In Alternative Energy we said we would refocus and  
16 simplify the business and that is what we are doing. And we are not  
17 letting up on driving efficiency across the group.

18  
19 <sup>3</sup>Our view remains that the right current balance is to continue to pay  
20 the dividend and maintain investment to grow the company. We will  
21 continue to use the capacity of our balance sheet while the industry  
22 cost structure adjusts.'

23 26. On September 2, 2009, BP announced a <sup>3</sup>'giant' oil discovery at the  
24 Tiber Prospect in the U.S. Gulf of Mexico, in the Lower Tertiary reservoirs, that  
25 may contain more than 3 billion barrels. The well was one of the deepest ever  
26 drilled, to approximately 35,055 feet, greater than the height of Mount Everest. BP  
27 had a 62% ownership interest in this well. The well was drilled by the Deepwater  
28 Horizon oil rig, designed by Transocean Ltd. (<sup>3</sup>Transocean'). As stated by

1 Transocean Ltd's CEO Robert Long, 'This impressive well depth record reflects the  
2 intensive planning and focus on effective operations by BP and the drilling crews of  
3 the Deepwater Horizon.' According to Andy Inglis, chief executive of BP  
4 exploration and discovery, 'Tiber represents BP's second material discovery in the  
5 emerging Lower Tertiary play in the Gulf of Mexico, following our earlier Kaskida  
6 discovery.'

7 27. The market responded very positively to BP's announcement. Oil  
8 analyst, Bob MacKnight, at PFC Energy, told Business Week, that deep waters of  
9 the Gulf of Mexico are 'one of the few bright spots in global oil production.' As  
10 noted by oil and gas analyst Irene Himona of Exane BNP Paribas, 'What today's  
11 announcement proves is that BP is a very, very successful explorer.' Similarly  
12 Jonathan Rigby, an analyst at UBS noted, 'It will take a while to develop, the  
13 second half of next decade, but it's very important.' Jason Kenney, noted, 'The  
14 announcement of Tiber confirms the very positive prospectively of the Lower  
15 Tertiary geological play in the locale.' Previously, just two decades ago the Gulf of  
16 Mexico was called the 'Dead Sea' by an industry that had already offered up all its  
17 big discoveries. But with new technologies, the Gulf of Mexico has emerged as a  
18 major area of interest. The new technology is extraordinarily expensive. The cost  
19 of drilling each well is approximately \$200 million.

20 28. Subsequently, on September 29, 2009, BP disclosed that it agreed to  
21 extend its lease with Transocean for the Deepwater Horizon rig and pay an  
22 additional \$3.4 million a year in rent, resulting in BP paying \$544 million over the  
23 three year period beginning in September 2010.

24 29. On November 16, 2009, BP announced the discovery of more crude oil  
25 in the Lower Tertiary deep-water reserves. In commenting on this discovery, BP  
26 spokesperson Andy Inglis stated, 'This well builds on the success of our recent  
27 Tiber discovery to further strengthen BP's leading position in the emerging Lower  
28

1 Tertiary play. . . . It supports the continuing growth of our deep-water Gulf of  
2 Mexico business into the second half of the next decade.’

3 30. On February 2, 2010, BP released its earnings for the fourth quarter  
4 and full year 2009. The Company reported a sharp year on year increase in fourth  
5 quarter profits as it announced that its oil and gas production increased by more than  
6 four percent in 2009. The increase in production reflected the ramp-up and start-up  
7 of major new projects, including the first full year of production from the Thunder  
8 Horse field in the Gulf of Mexico. As noted by Defendant Hayward, <sup>3</sup>Our  
9 operational performance in the fourth quarter and through 2009 was very strong.’

10 31. During an earnings conference call held on February 2, 2010,  
11 Defendant Hayward directed his introductory remarks to a few highlights, one of  
12 which was that <sup>3</sup>in exploration and production, we increase production by more than  
13 4% in 2009 well ahead of our expected sustainable long-term growth rate of 1-2%.’

14 32. On March 2, 2010, BP held its Strategy Presentation in which it  
15 outlined its plans to improve financial performance while growing production  
16 through 2020.

17 Previewing BP’s annual strategy presentation to the financial  
18 community, Group Chief Executive Tony Hayward said the company  
19 had established strong momentum in its core businesses and had made  
20 great progress in reducing costs and improving absolute and relative  
21 financial performance in the past two years.

22  
23 But there was a lot more still to do, he added, announcing the start of  
24 what he called <sup>3</sup>a new phase to realize the potential of the portfolio  
25 built over the past decade.’

26  
27 <sup>3</sup>The challenge and the opportunity for us is that while our portfolio  
28

1 ranks amongst the best in the industry, our financial performance has  
2 yet fully to reflect this,' said Hayward. <sup>3</sup>There is now a real  
3 opportunity to make this portfolio work harder for us and we intend to  
4 do just that.'

5  
6 Hayward said there were more opportunities to improve operating and  
7 cost efficiency right across the company, from refineries and  
8 marketing operations in the downstream to procurement, drilling and  
9 project management in the upstream.

10 \*\*\*

11 In Exploration and Production, a significant organizational  
12 restructuring is underway to centralize project management, improve  
13 cost efficiency and inject greater consistency into operations. In  
14 particular a Centralized Developments Organization is being  
15 established to manage all major projects in the portfolio. These  
16 developments are expected to enhance capital efficiency and improve  
17 returns in the coming years.

18  
19 <sup>3</sup>Whichever way you look at it, there are significant opportunities for  
20 improvement and in every case firm plans are in place to close these  
21 gaps,' said Hayward. <sup>3</sup>Our direction is clear: the unrelenting pursuit of  
22 competitive leadership in respect of cash costs, capital efficiency and  
23 margin quality. We believe we have made a good start ± but it's only a  
24 start.'

25  
26 On the upstream, Hayward said BP's medium-term growth focused on  
27 three areas of deep expertise: deep-water production, global gas  
28 including unconventional gas, and managing some of the world's giant

1 oilfields. In each area, BP had made significant advances in 2009.

2  
3 He pointed to BP's successful track record of 17 years with a reported  
4 reserves replacement ratio of 100 per cent or greater, and to its success  
5 in adding to its reserve and resource base over the past two years ±  
6 with 7.5 billion barrels of oil equivalent (boe) of new resources added,  
7 sufficient to replace five years of production. He also cited its five-  
8 year record of industry-leading discovery costs. BP's finding and  
9 development costs in 2009 were \$12 per boe, the lowest in five years.

10  
11 These factors underpinned the company's projection of 1-2 per cent  
12 average annual output increases, from a 2008 base at \$60 per barrel,  
13 until 2015 and increased confidence in the potential to continue  
14 production growth through the end of the decade.

15  
16 BP produced 4 million boe per day in 2009, an increase of 4 per cent  
17 on 2008. In the next two years 24 new major projects will reach final  
18 investment decision. BP intends to start up a total of 42 new major  
19 projects between 2010 and 2015, expected to contribute about 1.0  
20 million to total production by 2015, more than offsetting the decline  
21 from currently producing fields.

22  
23 In addition to setting out BP's downstream and upstream plans,  
24 Hayward reaffirmed the company's commitment to investing in  
25 growing a focused portfolio of low-carbon businesses, comprising US  
26 onshore wind power, biofuels, solar power and carbon capture and  
27 sequestration. BP invested \$1.3 billion in this portfolio in 2009 and a  
28 cumulative total of more than \$4 billion since 2006.

1  
2 33. During the Strategy Presentation, Defendant Hayward began his  
3 remarks by stating,

4 Our focus on safe and reliable operations is now strongly embedded in  
5 our business; we are continuing to build the core capabilities of our  
6 people; and we have started to see the benefits of improved  
7 performance flowing through to the bottom line. Safety remains our  
8 number one priority and we can see clear progress. There has been a  
9 significant reduction in the frequency of recordable injuries and the  
10 number of major incidents related to integrity failures has fallen. At  
11 the same time, we're reducing containment losses in our operations.  
12 We are continuing to improve our skills and capabilities as we roll out  
13 a common Operating Management System across our business. By the  
14 end of 2009 we had achieved full implementation at 70 sites, covering  
15 around 80% of our operations ± the remainder will be completed in  
16 200. But implementation is just the beginning. Our Operating  
17 Management System provides the basis to now drive continuous  
18 improvement across all of our operations. In summary, we are  
19 strengthening the safety culture throughout our business, and building  
20 a track record that we intend to become industry leading.

21 34. BP spokesperson Andy Inglis also spoke at the Strategy Presentation  
22 concerning BP's Exploration and Production business segment, emphasizing that  
23 '2009 was another very good year for E&P, with continued strong strategic and  
24 operational momentum.' He further explained how the portfolio was strengthened,  
25 by adding to the exploration inventory; deepening in the Gulf of Mexico, Egypt and  
26 Indonesia. He noted, 'equally important, we have added exploration resources  
27 efficiently ± our discovery cost was a dollar forty per barrel in 2009. This is  
28 consistent with our track record over the last 5 years of having the lowest discovery

1 cost in the industry.’ In discussing BP’s sources of growth, the first was Deepwater  
2 where the Company has four key positions in the Gulf of Mexico, Angola, Egypt  
3 and Libya, noting the recent <sup>3</sup> giant oil discovery ± Tiber, drilled to over 35 thousand  
4 feet, the deepest oil and gas discovery will drilled.’

5 35. On March 5, 2010, BP filed its Form 20-F with the Securities and  
6 Exchange Commission. In the discussion of its strategy, the Company again  
7 emphasized its commitment to safety:

8 **Safety, reliability, compliance and continuous improvement**

9 Safe, reliable and compliant operations remain the group’s first  
10 priority. A key enabler for this is the BP operating management system  
11 (OMS), which provides a common framework for all BP operations,  
12 designed to achieve consistency and continuous improvement in safety  
13 and efficiency. OMS includes mandatory practices, such as integrity  
14 management and incident investigation, which are designed to address  
15 particular risks. In addition, it enables each site to focus on the most  
16 important risks in its own operations and sets out procedures on how to  
17 manage them in accordance with the group-wide framework.

18  
19 In discussing performance, the Company stated:

20 **Safety**

21 Good progress has been made on underpinning improved safety  
22 performance in 2009. Throughout the year, we continued to focus on  
23 training and enhancing procedures across the organization.  
24 Significantly, 2009 was an important year in the development of OMS.  
25 By the end of 2009, around 80% of our operating sites were using the  
26 system, including all our operated refineries and petrochemicals plants.  
27 *(See Safety on page 42 for more information on OMS.)*

1 In 2009, a third-party-operated helicopter carrying contractors from  
2 BP's Miller platform crashed in the North Sea, resulting in the tragic  
3 loss of 16 lives. In addition, BP sustained two fatalities within our own  
4 operations. We deeply regret the loss of these lives.

5  
6 Recordable injury frequency (RIF, a measure of the number of  
7 reported injuries per 200,000 hours worked) was 0.34, significantly  
8 below 2008 and 2007 levels of 0.43 and 0.48, respectively. Reported  
9 oil spills greater than one barrel were 234 in 2009 compared with 335  
10 in 2008 and 340 in 2007. Our environmental measure that tracks  
11 greenhouse gas (GHG) emissions<sup>a</sup> increased in 2009 to 65.0 million  
12 tonnes of carbon dioxide equivalent, compared with 61.4 million  
13 tonnes in 2008. The primary reason for this increase is the growth of  
14 our business, including the significant increase in our US refining  
15 throughputs, the start-up of our Tangguh LNG project in Indonesia and  
16 the continued success of our Gulf of Mexico deepwater operations,  
17 including Thunder Horse.

18  
19 In discussing the performance of the Exploration and Production  
20 segment, the 20-F stated:

21 **Our performance**

22 In Exploration and Production, safety, both personal and process,  
23 remains our highest priority. 2009 brought further improvements in  
24 personal safety with our reported recordable injury frequency  
25 improving from 0.43 in 2008 to 0.39 in 2009. We also achieved  
26 improvements in the number of reported process safety-related  
27 incidents and a significant reduction in the number of reported spills.  
28

1 BP's operating management system (OMS) provides us with a  
2 systematic framework for safe, reliable and efficient operations.  
3 Throughout 2009, OMS helped us to deliver continuous improvement  
4 in the way we manage our people, processes, plant and performance.

5  
6 From onshore production facilities to offshore platforms, a total of 47  
7 exploration and production sites had completed their transition to OMS  
8 by the end of 2009. The remaining seven sites are on track to transition  
9 to OMS in 2010.

10  
11 In a section focusing on Corporate Responsibility, the 20-F stated:

12 **Safety**

13 Safety, people and performance are BP's top priorities. We constantly  
14 seek to improve our safety performance through the procedures,  
15 processes and training programs that we implement in pursuit of our  
16 goal of no accidents, no harm to people and no damage to the  
17 environment.

18 36. The statements Defendants made touting BP's safety focus, as alleged  
19 herein in paragraphs 20 through 35, were false and misleading and failed to disclose  
20 that in light of their obsessive focus on cost cutting and the known risks associated  
21 with this new deep water drilling technology, Defendants were: (a) ill equipped to  
22 deal with a catastrophe; (b) had not taken the necessary precautions to prevent such  
23 a disaster from occurring, such as the installation of a backup blowout prevention  
24 valve on the sea floor; (c) had not prepared an exploration plan which adequately  
25 analyzed the project's oil spill risks; and (d) had not undertaken a risk assessment to  
26 determine whether, if such a catastrophe occurred, BP would be operationally able  
27 to contend with an oil spill or financially able to be responsible for all the costs  
28 without any insurance coverage.



1 the lack of insurance to cover such a catastrophe, causing additional losses in market  
2 value that injured investors as the market learned that the Company's repeated  
3 boasts about its safety programs were false, and that the adverse financial impact of  
4 its operations was much greater than the Company had previously revealed.

5 40. On April 21, 2010, the first trading day following the accident, the  
6 price of BP common closed at \$59.10. Limited information was available to the  
7 marketplace other than the fact that the rig was on fire in the Gulf of Mexico, that  
8 126 workers were able to get off the rig and 11 others were still missing. On April  
9 22, 2010, the burning rig sunk into the Gulf of Mexico and the extent of damage was  
10 still unknown. In fact, on April 23, 2010, the Coast Guard said no oil was leaking  
11 from the undersea well. However, on Saturday, April 24, 2010, a second robot  
12 found two oil leaks in the 5,000 foot riser ± a conduit of pipe that connects the  
13 wellhead - - - to the sunken rig, with the preliminary estimate of the leakage now at  
14 1,000 barrels, or 42,000 gallons of oil per day, as stated by Ron Rybarczyk, a  
15 spokesman for BP Production & Exploration. BP said that the optimal approach is  
16 to get the blow-out preventer ± an iron hydraulic device near the well on the ocean  
17 floor- fully engaged in sealing off the crude oil source. As a result of this disclosure,  
18 BP's ADRs decreased from a close of \$58.90 on April 23, 2010, to a close of \$56.96  
19 on April 26, 2010.

20 41. But the full truth had still not been disclosed, and on April 28, 2010,  
21 the Coast Guard said the flow of oil was 5,000 barrels of oil, or 210,000 gallons per  
22 day, controlled burns began but the shifting winds put a halt to this method and  
23 pushed the crude oil closer to the shore. On April 29, 2010, BP disclosed that it had  
24 detected an additional leak on the riser closer to the well. As a result of these  
25 disclosures, BP's stock price dropped further from a close of \$56.40 on April 28,  
26 2010 to a close on April 29, 2010 of \$51.70.

27 42. Information has continued and will continue to be revealed as the true  
28

1 extent of the oil spill and BP's failure to take the necessary safety precautions,  
2 including have the necessary systems in place in anticipation of such a catastrophe,  
3 as well as the quantification of the damages which BP will be responsible for since it  
4 has no insurance coverage becomes known. Thus, for example, on May 3, 2010, BP  
5 begins construction of three containment chambers which were to be placed over the  
6 main leak site to channel the spill until the leak can be stopped within the relief  
7 wells. However, this method subsequently failed. On May 4, 2010, BP says it has  
8 started drilling a relief well to intercept and isolate the leaking well, but says it could  
9 take three months to complete. Just recently, BP acknowledged that more is spewing  
10 into the Gulf of Mexico that was previously reported. On May 21, 2010, BP  
11 launched a live video of the well rupture and a Purdue University engineering  
12 professor told the House panel that he believes the spill is 100,000 barrels daily. As  
13 a result of this disclosure, the price of BP stock dropped from a close on May 21 at  
14 \$43.86 to a close on May 24, at \$41.86.

15 43. Numerous media outlets have now highlighted the repeated safety  
16 failures and possible causes for this catastrophe, including a whistleblower  
17 allegation who said that BP had been operating its Gulf Coast drilling platform  
18 Atlantis without a majority of the necessary engineering and design documents in  
19 violation of federal law. These are the same allegations of violations committed by  
20 BP that the Labor Department's Occupational Safety and Health Administration  
21 ('OSHA') found existed at BP's Husky refinery in Toledo Ohio.

22 44. It has been reported that several days before the explosion, partly for  
23 financial reasons, BP officials chose to use a type of casing for the oil well that was  
24 the riskier of two options. Moreover, as has been disclosed through a series of  
25 hearings by the Coast Guard, the Minerals Management Service the House of  
26 Representatives Subcommittee on Oversight and Investigations, Committee on  
27 Energy and Commerce and various interviews given on Sixty Minutes, CNN and  
28 other news outlets, the twenty four hours before the blast witnessed a series of

1 events and decisions that were warning signs of problems. As notes in a memo,  
2 from Chairman Henry Waxman and Representative Bart Stupak,

3 The information from BP identifies several new warning signs of  
4 problems. According to BP there were three flow indicators from the  
5 well before the explosion. One was 51 minutes before the explosion  
6 when more fluid began flowing out of the well than was being pumped  
7 in. Another flow indicator was 41 minutes before the explosion when  
8 the pump was shut down for a 'sheen' test, yet the well continued to  
9 flow instead of stopping and drill pipe pressure also unexpectedly  
10 increased. Then, 18 minutes before the explosion, abnormal pressures  
11 and mud returns were observed and the pump was abruptly shut down.  
12 The data suggests that the crew may have attempted mechanical  
13 interventions at that point to control the pressure, but soon after, the  
14 flow out and pressure increased dramatically and the explosion took  
15 place.

16  
17 Further, BP's preliminary findings indicate that there were other  
18 events in the 24 hours before the explosion that require further inquiry.  
19 As early as 5:05 p.m., almost 5 hours before the explosion, an  
20 unexpected loss of fluid was observed in the riser pipe, suggesting that  
21 there were leaks in the annular preventer in the BOP. Two hours  
22 before the explosion, during efforts to begin negative pressure testing,  
23 the system gained 15 barrels of liquid instead of the 5 barrels that were  
24 expected, leading to the possibility that there was an 'influx from the  
25 well.' A cementer witness stated that the 'well continued to flow and  
26 spurted.' Having received an unacceptable result from conducting the  
27 negative pressure test through the drill pipe, the pressure test was then  
28 moved to the kill line where a volume of fluid came out when the line

1 was opened. The kill line was then closed and the procedure was  
2 discussed; during this time, pressure began to build in the system to  
3 1400 psi. at this point, the line was opened and pressure on the kill  
4 line was bled to 0 psi, while pressure on the drill pipe remained at  
5 1400 psi. BP's investigator indicated that a 'fundamental mistake'  
6 may have been made here because this was an 'indicator of a very  
7 large abnormality.' The kill line then was monitored and by 7:55 p.m.  
8 the rig team was 'satisfied that [the] test [was] successful.' At that  
9 time, the rig started displacing the remaining fluids with seawater,  
10 leading to the three flow indicators described above.

11  
12 Several concerns identified by BP relate to the cementing process.  
13 Cement work that was supposed to hold back hydrocarbons failed,  
14 allowing the hydrocarbons into the well bore. The float collar used in  
15 the cementing process did not initially operate as intended and  
16 required 9 attempts with higher than usual pressures to function  
17 properly. Moreover, the float test performed after cementing may not  
18 have been definitive, leading to concern that there may have been  
19 contamination of the cement due to density differences between the  
20 cement and the drilling mud.

21  
22 In addition, key questions exist about whether proper procedures were  
23 followed for critical activities throughout the day. Negative pressure  
24 testing was initially done on the drill pipe rather than the kill line, even  
25 though the drill plan specified that it would be done on the kill line.  
26 After anomalous results, the negative pressure testing was conducted  
27 on the kill line and ultimately accepted. Evidence suggests that spacer  
28 fluid used during the displacement of drilling fluid with seawater did

1 not rise above the BOP to the level required by the drilling plan; this  
2 increased pressure in the drill pipe and may have interfered with later  
3 pressure testing. In addition, the method of displacing the drilling mud  
4 with seawater may have interfered with the monitoring of the flow  
5 levels from the well because the mud was transferred to another boat  
6 instead of measured in the mud pits. Moreover, mudloggers were not  
7 informed when the offloading of drilling mud to the other boat was  
8 stopped.

9  
10 Several concerns about the blowout preventer was identified by BP  
11 including the failure of its emergency disconnect system (EDS), the  
12 failure of its automated mode function or deadman switch, the failure  
13 of the BOP's shearing functions, and the failure of the remote operated  
14 vehicle interventions. The BP investigation has also raised concerns  
15 about the maintenance history, modification, inspection, and testing of  
16 the BOP.

17 45. BP executive vice president for the Americas and Asia acknowledged,  
18 <sup>3</sup>there is no doubt that this event will change the offshore industry forever, around  
19 the globe.' U.S. Interior Secretary Ken Salazar, has stated, <sup>3</sup>there were very major  
20 mistakes that were made by the companies involved. . . [BP's] life is very much on  
21 the line here.'

22 **COUNT I**  
23 **For Violation of Section 10(b) of the 1934 Act and Rule 10b-5**

24 46. Plaintiffs incorporate ¶¶ 1-45 by reference.

25 47. During the Class Period, Defendants disseminated or approved the  
26 false statements specified above, which they knew or recklessly disregarded were  
27 misleading in that they contained misrepresentations and failed to disclose material  
28 facts necessary in order to make the statements made, in light of the circumstances

1 under which they were made, not misleading.

2 48. Defendants violated §10(b) of the 1934 Act and Rule 10b-5 in that  
3 they:

4 a. Employed devices, schemes, and artifices to defraud;

5 b. Made untrue statements of material facts or omitted to state  
6 material facts necessary in order to make the statements made, in light of the  
7 circumstances under which they were made, not misleading; or

8 c. Engaged in acts, practices, and a course of business that  
9 operated as a fraud or deceit upon Plaintiffs and others similarly situated in  
10 connection with their purchases of BP ADRs during the Class Period.

11 49. Plaintiffs and the Class have suffered damages in that, in reliance on  
12 the integrity of the market, they paid artificially inflated prices for BP ADRs and  
13 suffered damages when that inflation was eliminated by disclosure of information  
14 that revealed the facts and conditions hidden by Defendants¶¶ fraudulent statements  
15 and omissions, or the economic impact of those facts and conditions. Plaintiffs and  
16 the Class would not have purchased BP ADRs at the prices they paid, or at all, if  
17 they had been aware that the market prices had been artificially and falsely inflated  
18 by Defendants¶¶ misleading statements.

19 50. As a direct and proximate result of these Defendants¶¶ wrongful  
20 conduct, Plaintiffs and the other members of the Class suffered damages in  
21 connection with their purchases of BP ADRs during the Class Period.

22 **COUNT II**

23 **For Violation of Section 20(a) of the 1934 Act**

24 51. Plaintiffs incorporate ¶¶ 1-50 by reference.

25 52. Defendant Hayward acted as a controlling person of BP within the  
26 meaning of § 20(a) of the 1934 Act. By reason of his position at BP and his  
27 ownership of BP stock, Defendant Hayward had the power and authority to cause  
28 BP to engage in the wrongful conduct complained of herein.

1 53. BP controlled Defendant Hayward and all of its employees.

2 54. By reason of such conduct, Defendant Hayward and BP are each liable  
3 pursuant to § 20(a) of the 1934 Act.

4 **PRAYER FOR RELIEF**

5 WHEREFORE, Plaintiffs pray for judgment as follows:

6 A. Declaring this action to be a proper class action pursuant to Fed. R.  
7 Civ. P. 23;

8 B. Awarding Plaintiffs and the members of the Class damages, including  
9 interest;

10 C. Awarding Plaintiffs reasonable costs and attorneys' fees; and

11 D. Awarding such equitable/injunctive or other relief as the Court may  
12 deem just and proper.

13 **JURY DEMAND**

14 Plaintiffs demand a trial by jury.

15 DATED: June 2, 2010

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