

(2) The clean-up, handling, or planning for the contingency of an oil spill from any such tanker; or

(3) The grounding of the EXXON VALDEZ on March 24, 1989.

Each defendant shall forthwith take steps to inform any and all records custodians to suspend any and all policies or procedures for the storage or destruction of any such documents pending a further order of this court...

On April 25, 1989 this court consolidated all cases and ordered that discovery be stayed pending further order of the court.

According to newspaper accounts in which Exxon Shipping Company personnel were quoted, an unknown quantity of Exxon documents stored on computer tape were destroyed between June 4 and 7. The documents reportedly include internal Exxon memoranda relating to the grounding of the EXXON VALDEZ and its aftermath.

Destruction of the tapes was in direct violation of this court's interim document retention order. Moreover, destruction occurred while negotiations for a supplemental document retention order were taking place between counsel for certain plaintiffs and Exxon. The newspaper accounts further reveal that Exxon had knowledge of the computer tape destruction not later than June 7, 1989, and that neither the court nor Plaintiffs' counsel were advised of Exxon's violation of the order.

Exxon has demonstrated its inability to comply with this court's orders regarding document retention. Fed. R. Civ. P.

16(f) allows this court to make any orders permitted under Fed. R. Civ. P. 37 where a party has violated the court's pre-trial orders. Therefore, it would be appropriate for this court to modify Pre-trial Order No. 3 by requiring Exxon, at its expense, to assemble all documents subject to the order, and transfer them to an independent custodian appointed by the court for safekeeping pending further direction from the court. It would also be appropriate for the court to order that copies of all such documents be transferred to Anchorage for storage, permitting ready access to the parties when the discovery stay is lifted. Plaintiffs would request that their representative be present on any premises where such documents are being assembled and copied for transfer. The foregoing will help ensure that Exxon will not destroy documents in the future.

Plaintiffs also request that the court modify Pre-trial Order No.1 by lifting the interim stay of discovery to allow Plaintiffs to serve a Request for Production as attached, and to take depositions, pursuant to Fed. R. Civ. P. 30(b)(5), of the person or persons most knowledgeable about the existence, retention, and destruction of all documents described in this court's April 24, 1989 Order and Pre-trial Order No. 3. Such depositions are necessary to identify what documents were destroyed, inquire into the circumstances of the computer tape destruction, determine what steps Exxon took, if any, to ensure

compliance with court orders and whether it informed "any and all records custodians to suspend all policies and procedures regarding storage and destruction of all documents" as ordered by the court. Such discovery also will be useful in connection with Plaintiffs' motion for sanctions filed with the instant motion.

For the foregoing reasons, Plaintiffs respectfully request that this court modify Pre-trial Order No. 3 to provide for the immediate transfer of all documents within the purview of that order to a third party custodian, transfer of a duplicate of such records to Anchorage, and a lifting on the stay of discovery in Pre-trial Order No. 1 to allow limited inquiry into the matters specified above.

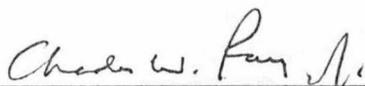
DATED this 5 day of July, 1989 at Anchorage, Alaska.

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FILED
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UNITED STATES DISTRICT COURT
DISTRICT OF ALASKA
By flk Deputy

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ALASKA

PRINCE WILLIAM SOUND SEINERS)
ASSOCIATION, PRINCE WILLIAM)
SOUND SETNETTERS ASSOCIATION,)
FLOYD HUTCHENS, KENNETH MOORE,)
and MICHELLE HAHN O'LEARY,)
on their own and on behalf of)
all others similarly situated)

Plaintiffs,)

vs.)

EXXON CORPORATION, a New)
Jersey corporation, EXXON)
SHIPPING COMPANY, a Delaware)
corporation, and ALYESKA)
PIPELINE SERVICE COMPANY, a)
Delaware corporation,)

Defendants.)

A 89 - 297 CIV

Case No. A89-___ Civil
CLASS ACTION FOR DAMAGES AND
OTHER RELIEF

ASHBURN AND MASON
LAWYERS
A PROFESSIONAL CORPORATION
SUITE 100
1130 WEST SIXTH AVENUE
ANCHORAGE, AK 99501
(907) 276-4331

COMPLAINT/1

Plaintiffs allege as follows:

JURISDICTION AND VENUE

1. The jurisdiction of this Court arises under the federal question statute, 28 U.S.C. §1331, the federal admiralty and maritime jurisdiction statute, 28 U.S.C. §1333.

2. Venue is proper in this District by virtue of 28 U.S.C. §1391 because the claims arose in this District and Defendants are doing business in this District.

PARTIES

3. The named Plaintiffs are as follows:

a. Plaintiff PRINCE WILLIAM SOUND SEINERS ASSOCIATION is an association of approximately 100 members who earn their living in Prince William Sound as commercial fishermen pursuant to permits issued by the State of Alaska.

b. Plaintiff PRINCE WILLIAM SOUND SETNETTERS ASSOCIATION is an association of approximately 30 members who earn their living in Prince William Sound as commercial fishermen pursuant to permits issued by the State of Alaska.

c. Plaintiff FLOYD HUTCHENS is a resident of Washington, who earns his living as a commercial fisherman in Prince William Sound pursuant to a permit issued by the State of Alaska.

d. Plaintiff KENNETH MOORE is a resident of Homer, Alaska, who earns his living as a commercial fisherman in Prince William Sound pursuant to a permit issued by the State of Alaska.

e. Plaintiff MICHELLE HAHN O'LEARY is a resident of Cordova, Alaska, who earns her living as a commercial fisherman in Prince William Sound pursuant to a permit issued by the State of Alaska.

4. Defendant Exxon Corporation is a corporation organized and existing under the laws of the State of New Jersey with its principal place of business in the State of New York.

5. Defendant Exxon Shipping Company ("Exxon Shipping") is a corporation organized and existing under the laws of the State of Delaware with its principal place of business in the State of Texas. Exxon Shipping, a subsidiary of Exxon Corporation, is the registered owner of the vessel Exxon Valdez and operated the Exxon Valdez in the waters of Prince William Sound on or about March 24, 1989.

6. Defendant Alyeska Pipeline Service Company is a corporation organized and existing under the laws of the State of Delaware with its principal place of business in the State of Alaska.

CLASS ACTION ALLEGATIONS

7. This action is brought by the named Plaintiffs as a class action, on their own behalf and on the behalf of all others similarly situated, under Rule 23 of the Federal Rules of Civil Procedure.

8. The class represented by the named Plaintiffs consists of all persons (including individuals, corporations, partnerships or other entities) engaged in commercial cultivation

and/or harvesting of fish, shellfish or other marine resources in or upon the waters and subsurface and surface lands in and around Prince William Sound, Alaska.

9. The exact number of members of the class is not known, but it is estimated that there are no fewer than 500 members. The class is so numerous that joinder of all members in this action is impracticable.

10. There are common questions of law and fact that relate to and affect the rights of each member of the class, including questions of violation and injury as alleged herein.

11. The claims of the named Plaintiffs, which are representatives of the class, are typical of the claims of the class in that the claims of the Plaintiffs and all members of the class depend upon a showing of the acts and omissions of the Defendants giving rise to the relief sought herein.

12. This action is properly maintained as a class action under Rule 23(b)(2) because the Defendants have acted and refused to act on grounds generally applicable to the class, as hereinafter more fully appears, thereby making appropriate the equitable relief sought herein with respect to the class as a whole.

13. This action is properly maintained as a class action under Rule 23(b)(3) because the questions of law and fact common to the members of the class predominate over any questions affecting only individual members, and a class action is superior to other available methods for the fair and efficient adjudication of the controversy.

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FACTUAL AND LEGAL ALLEGATIONS

14. On or about March 24, 1989, the vessel Exxon Valdez took aboard a load of approximately 53,000,000 gallons of oil at the southern terminus of the Trans-Alaska Pipeline at Valdez, Alaska. This oil had been transported through the Trans-Alaska pipeline prior to being loaded onto the Exxon Valdez. After being loaded onto the Exxon Valdez, the oil was not brought ashore at a port under the jurisdiction of the United States.

15. After the Exxon Valdez departed from the terminus, the vessel was negligently, grossly negligently and/or recklessly caused to collide with an undersea reef located in the Prince William Sound.

16. As a result of its negligent, grossly negligent and/or reckless operation, the Exxon Valdez was damaged in a manner which permitted and/or caused the discharge of more than 11,000,000 gallons of oil upon and into Prince William Sound and subsurface and surface lands.

17. Other negligent, grossly negligent and/or reckless acts and omissions of Defendants further contributed to the discharge of oil upon and into the waters of Prince William Sound and subsurface and surface lands. These acts and omissions include, but are not limited to, failing to respond to the oil spill in a timely manner, failing to maintain sufficient equipment to prevent discharged oil from spreading from the wrecked vessel, failing to maintain in working order vessels necessary to haul cleanup and

containment equipment to the area of the spill, and otherwise failing to respond promptly and effectively.

18. As a result of negligent, grossly negligent and/or reckless acts and omissions by Defendants, containment and cleanup equipment did not reach the area of the spill when needed, thereby materially compounding the harm arising from the discharge of oil.

19. The oil discharged from the Exxon Valdez into and upon Prince William Sound has polluted and will continue to pollute waters and subsurface and surface lands containing fish, shellfish and other marine life. This oil is a "hazardous substance" as defined by AS 46.03.826(4)(B).

20. The waters and subsurface lands in and around Prince William Sound are utilized by and for the benefit of the members of the Plaintiff class. Such utilization includes the production, cultivation and harvesting of fish, shellfish and other marine resources.

21. As a direct and proximate result of the discharge of oil upon and into the waters, subsurface and surface lands in and around Prince William Sound, the members of the Plaintiff class have suffered and will continue to suffer both immediate injury and long-term and permanent injury, including but not limited to: incurrence of cleanup costs; loss and diminution of opportunities to produce, cultivate, harvest, and sell fish, shellfish and other marine resources; destruction and diminution of the value of fish, shellfish and other marine resources produced, cultivated, harvested, or sold; harm to real and personal property; incurrence

COMPLAINT/6

of cleanup costs; and other past, present and future economic injury that will be proved with more specificity at trial. Plaintiffs are currently unable to determine the amount of damages suffered by the members of the Plaintiff class, which will be proved with more specificity at trial.

22. Defendants' acts and omissions complained of herein were willful, outrageous, malicious and/or demonstrated a reckless indifference to the interests of the members of the Plaintiff class.

23. Pursuant to 43 U.S.C. §1653, Defendants Exxon Corporation and Exxon Shipping Company, as owners and operators of the vessel Exxon Valdez, are strictly liable jointly and severally to the members of the Plaintiff class for all damages suffered as a result of their acts and omissions complained of herein.

24. The following are admiralty claims within the meaning of Federal Rule of Civil Procedure Rule 9(h), and are also common law claims cognizable under principles of pendent jurisdiction:

a. Defendants are liable in trespass to members of the Plaintiff class because the oil allowed or caused to be discharged as a result of Defendants' acts and omissions entered into and upon the waters and subsurface and surface lands in and around Prince William Sound, causing injury as complained of herein. Members of the Plaintiff class have rights in such waters and subsurface and surface lands and the fish, shellfish and marine resources therein.

b. Defendants, by causing or allowing the discharge or contributing to the discharge of oil into and upon the waters and subsurface and surface lands in and around Prince William Sound and other property utilized by or for the benefit of members of the Plaintiff class, created and maintained a private nuisance which has substantially interfered and may continue to interfere with the enjoyment of such property, has polluted waters and lands utilized by them or for their benefit, and has caused permanent injury to the livelihood of members of the Plaintiff class. The acts or omissions of Defendants in causing or allowing or contributing to the discharge of the oil into and upon the waters and subsurface and surface lands in and around Prince William Sound are the direct and proximate cause of the injuries complained of herein.

c. The acts and omissions of Defendants complained of herein are a public nuisance. By reason of special rights and status of the members of the Plaintiff class with respect to the production, cultivation and harvest of fish, shellfish and other marine resources from the waters and subsurface and surface lands in and around Prince William Sound, they have suffered or will suffer special injury as a result of discharged substances and the nuisance created or contributed to by Defendants, different in kind and degree from that suffered by the general public from the nuisance.

d. Defendants, in producing and transporting oil, were engaged in an abnormally dangerous and ultra-hazardous activity

and therefore owed to the members of the Plaintiff class an absolute duty to conduct their activities in a safe and proper manner. Defendants breached their duty by causing or allowing or contributing to the discharge and dispersion of oil upon and into the waters and surface and subsurface lands in and around Prince William Sound. As a result of the Defendants' breach, the members of the Plaintiff class have suffered or will suffer injury as complained of herein. Defendants are strictly liable to compensate the members of the Plaintiff class for said damages in an amount to be proven at trial.

e. Defendants Exxon Corporation and Exxon Shipping Company, jointly and severally, owed a duty of care to the members of the Plaintiff class to maintain a seaworthy vessel and to properly transport, handle and prevent spillage of the oil carried by the Exxon Valdez, and all Defendants owed a duty to properly contain, clean up, and otherwise take adequate precautions and measures to prevent injury to the members of the Plaintiff class and PWSAC in the event that oil was spilled and to conduct cleanup efforts in a non-negligent manner. Defendants Exxon Corporation and Exxon Shipping Company breached their duty of care in failing to maintain a seaworthy vessel, in navigating the vessel and in transporting and handling the oil discharged from the Exxon Valdez, and all Defendants breached their duty of care by negligently failing to clean up, contain and prevent damage from the discharged oil in a timely and proper manner. As a direct and proximate result

COMPLAINT/9

of Defendants' negligence, the members of the Plaintiff class have suffered or will suffer injury as complained of herein.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs pray that this Court:

1. Enter a judgment in favor of the members of the Plaintiff class against each Defendant.

2. Award compensatory and punitive damages for all injuries and losses suffered by the members of the Plaintiff class, in an amount in excess of \$1,000,000 to be proven at trial.

3. Order immediate and continuing environmental monitoring and assessment of the conditions of the waters and subsurface and surface lands and the fish, shellfish and the associated marine resources.

4. Order abatement and cleanup of the damage caused by Defendants to the waters and subsurface and surface lands and the fish, shellfish and marine resources and restoration of the pre-existing environmental conditions, as well as monitoring and assessment of such abatement and cleanup.

5. Award Plaintiffs, the members of the Plaintiff class prejudgment and postjudgment interest, costs and attorneys' fees in this action.

6. Grant such other relief as this Court deems just and equitable.

Plaintiffs demand a jury trial.

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DATED at Anchorage, Alaska, this 11 day of July,

1989.

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COMPLAINT/11

FILED

JUL 13 1989

UNITED STATES DISTRICT COURT
DISTRICT OF ALASKA
By lll Deputy

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ALASKA

A 89 - 299 CIV

JASON ALEXANDER, EUGENE ANDERSON,)
DAVID ANDERSON, DEAN ANDERSON,)
MARVIN ANDERSON, RODNEY ANDERSON,)
ANDY ANDRIESEN, MARK BECK, CARL)
BECKER, ALEC BRANDAL, HENRY)
BRANDAL, SR., EUGENE BRIGGS, DONALD)
BUMPUS, AXEL CARLSON, BERNARD)
CARLSON, CARL CARLSON, DALE)
CARLSON, EUGENE CARLSON, ALBERT)
CARROLL, MILTON CRONK, ERNIE)
DAUGHERTY, CLARENCE ERICKSON, TONY)
GREGORIO, FRANK GRUNERT, MICHAEL)
GRUNERT, WALLACE HINDERER, MELINDA)
JAMESTOWN, PAUL JOHNSON, JOHN E.)
JONES, MORRIS JONES, ARNOLD)
KALMAKOFF, WILLIAM KASHEVAROF, SR.,)
JOHN KOSBRUK, ALOYS KOPUN, HARRY)
KOSBRUK, BRETT LOUNSBURY, CHARLES)
McCALLUM, HARRY MINAKER, SHERRI)
NICHOLAS, AUGUST PEDERSEN, JR.,)
A. DOUGLAS PEDERSEN, CLEMENTE)
SHANGIN, RUSSELL SHANGIN, STEPHEN)
SHANGIN, EDGAR SHANGIN, MATTHEW)
SIEMION, CALVIN SKONBERG, GUY)
SKONBERG, KELVIN SKONBERG, ROY)
SKONBERG, ANDREW STEPANOFF, OLEANA)
STEPANOFF, JACOB STEPANOFF, WALTER)
STEPANOFF, JR., FLOYD SUYDAM, GLENN)
SUYDAM, MARK VanWINGERDEN, DAN)
VEERHUSEN, JERRY YAGIE, MARVIN)
YAGIE, MIKE McCLENAGHAN,)

Plaintiffs,)

v.)

CIVIL ACTION NO.

THIS IS A CLASS ACTION
JURY TRIAL REQUESTED

EXXON SHIPPING COMPANY and ALYESKA)
PIPELINE SERVICE COMPANY, and)
TRANS-ALASKA PIPELINE LIABILITY)
FUND,)
Defendants.)
_____)

PLAINTIFFS' ORIGINAL COMPLAINT

Plaintiffs, on behalf of themselves and a class of all others similarly situated, allege of their own knowledge or upon information and belief as follows:

JURISDICTION AND VENUE

1. This court has federal question jurisdiction pursuant to 28 U.S.C. § 1331 and pendent claim jurisdiction; and in the alternative, admiralty jurisdiction pursuant to 28 U.S.C. § 1333 or diversity jurisdiction pursuant to 28 U.S.C. § 1332. Plaintiffs' Original Complaint arises under violations of various federal statutes and state common law. Claims based on state common law arise from the same nucleus of operative facts as do the federal claims and are within this Court's pendent jurisdiction.

2. On information and belief, each of the defendants may be found, has an agent, or transacts business within Alaska. The causes of action alleged herein arose in substantial part within Alaska. Venue is proper under 28 U.S.C. § 1391(b) & (c).

THE PARTIES

3. Plaintiff Jason Alexander ("Alexander") is an Alaska resident. Alexander is engaged in commercial fishing operations in the area affected by the oil spill described below.

4. Plaintiff Eugene Anderson ("E. Anderson") is an Alaska resident. E. Anderson is engaged in commercial fishing operations in the area affected by the oil spill described below.

5. Plaintiff David Anderson is a Washington resident. David Anderson is engaged in commercial fishing operations in the area affected by the oil spill described below.

6. Plaintiff Dean Anderson is an Alaska resident. Dean Anderson is engaged in commercial fishing operations in the area affected by the oil spill described below.

7. Plaintiff Marvin Anderson ("M. Anderson") is an Alaska resident. M. Anderson is engaged in commercial fishing operations in the area affected by the oil spill described below.

8. Plaintiff Rodney Anderson ("R. Anderson") is an Alaska resident. R. Anderson is engaged in commercial fishing operations in the area affected by the oil spill described below.

9. Plaintiff Andy Andriesen ("Andriesen") is an Alaska resident. Andriesen is engaged in commercial fishing operations in the area affected by the oil spill described below.

10. Plaintiff Mark Beck ("Beck") is a Washington Resident. Beck is engaged in commercial fishing operations in the area affected by the oil spill described below.

11. Plaintiff Carl Becker ("Becker") is a Washington resident. Becker is engaged in commercial fishing operations in the area affected by the oil spill described below.

12. Plaintiff Alec Brandal ("A. Brandal") is an Alaska resident. A. Brandal is engaged in commercial fishing operations in

the area affected by the oil spill described below.

13. Plaintiff Henry Brandal, Sr. ("H. Brandal") is a Washington resident. H. Brandal is engaged in commercial fishing operations in the area affected by the oil spill described below.

14. Plaintiff Eugene Briggs ("Briggs") is an Alaska resident. Briggs is engaged in commercial fishing operations in the area affected by the oil spill described below.

15. Plaintiff Donald Bumpus ("Bumpus") is a Washington resident. Bumpus is engaged in commercial fishing operations in the area affected by the oil spill described below.

16. Plaintiff Axel Carlson ("A. Carlson") is an Alaska resident. A. Carlson is engaged in commercial fishing operations in the area affected by the oil spill described below.

17. Plaintiff Bernard Carlson ("B. Carlson") is an Alaska resident. B. Carlson is engaged in commercial fishing operations in the area affected by the oil spill described below.

18. Plaintiff Carl Carlson ("C. Carlson") is an Alaska resident. C. Carlson is engaged in commercial fishing operations in the area affected by the oil spill described below.

19. Plaintiff Dale Carlson ("D. Carlson") is an Alaska resident. D. Carlson is engaged in commercial fishing operations in the area affected by the oil spill described below.

20. Plaintiff Eugene Carlson ("E. Carlson") is an Alaska resident. E. Carlson is engaged in commercial fishing operations in the area affected by the oil spill described below.

21. Plaintiff Albert Carroll ("Carroll") is a Washington

resident. Carroll is engaged in commercial fishing operations in the area affected by the oil spill described below.

22. Plaintiff Milton Cronk ("Cronk") is a Washington resident. Cronk is engaged in commercial fishing operations in the area affected by the oil spill described below.

23. Plaintiff Ernie Daugherty ("Daugherty") is an Alaska resident. Daugherty is engaged in commercial fishing operations in the area affected by the oil spill described below.

24. Plaintiff Clarence Erickson ("Erickson") is a Washington resident. Erickson is engaged in commercial fishing operations in the area affected by the oil spill described below.

25. Plaintiff Tony Gregorio ("Gregorio") is an Alaska resident. Gregorio is engaged in commercial fishing operations in the area affected by the oil spill described below.

26. Plaintiff Frank Grunert ("F. Grunert") is an Alaska resident. F. Grunert is engaged in commercial fishing operations in the area affected by the oil spill described below.

27. Plaintiff Michael Grunert ("M. Grunert") is an Alaska resident. M. Grunert is engaged in commercial fishing operations in the area affected by the oil spill described below.

28. Plaintiff Wallace Hinderer ("Hinderer") is an Alaska resident. Hinderer is engaged in commercial fishing operations in the area affected by the oil spill described below.

29. Plaintiff Melinda Jamestown ("Jamestown") is an Alaska resident. Jamestown is engaged in commercial fishing operations in the area affected by the oil spill described below.

30. Plaintiff Paul Johnson ("Johnson") is a Washington resident. Johnson is engaged in commercial fishing operations in the area affected by the oil spill described below.

31. Plaintiff John E. Jones ("J. Jones") is an Alaska resident. J. Jones is engaged in commercial fishing operations in the area affected by the oil spill described below.

32. Plaintiff Morris Jones ("M. Jones") is a Washington resident. M. Jones is engaged in commercial fishing operations in the area affected by the oil spill described below.

33. Plaintiff Arnold Kalmakoff ("Kalmakoff") is an Alaska resident. Kalmakoff is engaged in commercial fishing operations in the area affected by the oil spill described below.

34. Plaintiff William Kasherarof, Sr. ("Kasherarof") is a Washington resident. Kasherarof is engaged in commercial fishing operations in the area affected by the oil spill described below.

35. Plaintiff John Kosbruk ("J. Kosbruk") is an Alaska resident. Kosbruk is engaged in commercial fishing operations in the area affected by the oil spill described below.

36. Plaintiff Aloys Kopun ("Kopun") is an Alaska resident. Kopun is engaged in commercial fishing operations in the area affected by the oil spill described below.

37. Plaintiff Harry Kosbruk ("H. Kosbruk") is an Alaska resident. H. Kosbruk is engaged in commercial fishing operations in the area affected by the oil spill described below.

38. Plaintiff Brett Lounsbury ("Lounsbury") is an Alaska resident. Lounsbury is engaged in commercial fishing operations

in the area affected by the oil spill described below.

39. Plaintiff Charles McCallum ("McCallum") is a Washington resident. McCallum is engaged in commercial fishing operations in the area affected by the oil spill described below.

40. Plaintiff Henry Minaker ("Minaker") is a Washington resident. Minaker is engaged in commercial fishing operations in the area affected by the oil spill described below.

41. Plaintiff Sherri Nicholas ("Nicholas") is a Washington resident. Nicholas is engaged in commercial fishing operations in the area affected by the oil spill described below.

42. Plaintiff August Pedersen, Jr. ("A. Pedersen Jr.") is an Alaska resident. A. Pedersen Jr. is engaged in commercial fishing operations in the area affected by the oil spill described below.

43. Plaintiff A. Douglas Pedersen ("A. Pedersen") is an Alaska resident. A. Pedersen is engaged in commercial fishing operations in the area affected by the oil spill described below.

44. Plaintiff Clemente Shangin ("C. Shangin") is an Alaska resident. C. Shangin is engaged in commercial fishing operations in the area affected by the oil spill described below.

45. Plaintiff Russell Shangin ("R. Shangin") is an Alaska resident. R. Shangin is engaged in commercial fishing operations in the area affected by the oil spill described below.

46. Plaintiff Stephen Shangin ("S. Shangin") is an Alaska resident. S. Shangin is engaged in commercial fishing operations in the area affected by the oil spill described below.

47. Plaintiff Edgar Shangin ("E. Shangin") is an Alaska

resident. E. Shangin is engaged in commercial fishing operations in the area affected by the oil spill described below.

48. Plaintiff Matthew Siemion ("Siemion") is a Washington resident. Siemion is engaged in commercial fishing operations in the area affected by the oil spill described below.

49. Plaintiff Calvin Skonberg ("C. Skonberg") is an Alaska resident. C. Skonberg is engaged in commercial fishing operations in the area affected by the oil spill described below.

50. Plaintiff Guy Skonberg ("G. Skonberg") is an Alaska resident. G. Skonberg is engaged in commercial fishing operations in the area affected by the oil spill described below.

51. Plaintiff Kelvin Skonberg ("K. Skonberg") is an Alaska resident. K. Skonberg is engaged in commercial fishing operations in the area affected by the oil spill described below.

52. Plaintiff Roy Skonberg ("R. Skonberg") is an Alaska resident. R. Skonberg is engaged in commercial fishing operations in the area affected by the oil spill described below.

53. Plaintiff Andrew Stepanoff ("A. Stepanoff") is an Alaska resident. A. Stepanoff is engaged in commercial fishing operations in the area affected by the oil spill described below.

54. Plaintiff Oleana Stepanoff ("O. Stepanoff") is an Alaska resident. O. Stepanoff is engaged in commercial fishing operations in the area affected by the oil spill described below.

55. Plaintiff Jacob Stepanoff ("J. Stepanoff") is an Alaska resident. J. Stepanoff is engaged in commercial fishing operations in the area affected by the oil spill described below.

56. Plaintiff Walter Stepanoff, Jr. ("W. Stepanoff") is an Alaska resident. W. Stepanoff is engaged in commercial fishing operations in the area affected by the oil spill described below.

57. Plaintiff Floyd Suydam ("F. Suydam") is an Alaska resident. F. Suydam is engaged in commercial fishing operations in the area affected by the oil spill described below.

58. Plaintiff Glenn Suydam ("G. Suydam") is an Alaska resident. G. Suydam is engaged in commercial fishing operations in the area affected by the oil spill described below.

59. Plaintiff Mark VanWingerden ("VanWingerden") is an Alaska resident. VanWingerden is engaged in commercial fishing operations in the area affected by the oil spill described below.

60. Plaintiff Dan Veerhusen ("Veerhusen") is an Alaska resident. Veerhusen is engaged in commercial fishing operations in the area affected by the oil spill described below.

61. Plaintiff Jerry Yagie ("J. Yagie") is an Alaska resident. J. Yagie is engaged in commercial fishing operations in the area affected by the oil spill described below.

62. Plaintiff Marvin Yagie ("M. Yagie") is an Alaska resident. M. Yagie is engaged in commercial fishing operations in the area affected by the oil spill described below.

63. Plaintiff Mike McClenaghan ("McClenaghan") is Washington resident. McClenaghan is engaged in commercial fishing operations in the area affected by the oil spill described below.

64. Defendant Exxon Shipping Company ("Exxon") is a Delaware corporation with its principal place of business in Houston,

Texas. Exxon may be served through its registered agent, CT Corporation Systems, 240 Main Street, Suite 800, Juneau, Alaska 99801.

65. Defendant Alyeska Pipeline Service Company ("Alyeska") is a Delaware corporation, which may be served through its registered agent, CT Corporation Systems, 240 Main Street, Suite 800, Juneau, Alaska 99801.

AN OVERVIEW OF THE CLAIMS

66. On approximately March 24, 1989, the Exxon Valdez, a 987-foot tanker owned by Exxon Shipping Company, rammed the Bligh reef about 25 miles from the City of Valdez, Alaska. The result was the largest oil spill in American history. Up to 12 million gallons of crude oil spilled into Alaska's Prince William Sound, a pristine Pacific waterway and fishing ground. Within one week, this spill had polluted numerous islands, channels, bays, and was threatening disaster to commercial fishing fleets and commercial fish processors operating in the affected area. This marine environment contained aquatic life, upon which numerous commercial fishermen and food processors depend for their livelihood and business profit. That aquatic life has suffered a catastrophe of enormous proportions. By Saturday, April 1, 1989, the oil spill threatened 600 miles of coastline that included numerous fishing communities and commercial fishing areas.

67. At the time of the incident, the third mate on the Exxon Valdez was commanding the ship. He was not qualified to do so. The captain, Joseph Hazlewood, was below deck. Hours after the

spill occurred, the captain had a blood-alcohol reading above the Coast Guard limits for intoxication. Exxon had hired Hazlewood and put him in a highly dangerous situation, even though he had a record of drinking, including suspension for driving while intoxicated. The Exxon Valdez, although only two and a half years old and one of the two biggest ships in the company's fleet, was built with only a single hull instead of a double hull, despite the fact that it traveled some of the most environmentally sensitive areas in the world.

68. Alyeska Pipeline Service Co. shared responsibility with Exxon for oil spill contingency plans in the area where the spill occurred. Alyeska has specific responsibility in carrying out these contingency plans. Long before the wreck of the Exxon Valdez, Alyeska had consciously let its contingency plan response capability dwindle to an inadequate state. For example, an important barge for cleanup was being repaired at the time of the Exxon Valdez disaster and not available for the cleanup. Alyeska had apparently not reported this to the state of Alaska. Alyeska's actions in failing to act promptly to contain the spill made the disaster even worse. Exxon was also aware that Alyeska's contingency plans and equipment were not in proper readiness. Further, Exxon's own cleanup efforts were grossly inadequate, allowing the oil spill to spread.

69. Exxon and Alyeska had a duty to the commercial fishermen in the area affected by the oil spill to conduct the activities of transporting oil from the Port of Valdez in a reasonably prudent

manner, so as not to damage the aquatic life or to otherwise injure the economic livelihood of these commercial fishermen. Exxon and Alyeska were clearly aware of the potential disaster to the economic livelihood of these commercial fishermen from an oil spill. The failure of Exxon and Alyeska to act in a reasonable and prudent manner in transporting the oil, setting up contingency plans, implementing contingency plans and undertaking prompt and adequate cleanup, has injured the plaintiffs and the commercial fishermen in the affected area to their detriment.

70. For example, the fishing season was already underway in the area when the spill occurred. Not only commercial fishing companies with permits, but also other commercial fishing companies under contract to carry out essential fishing operations on the water in the affected area, were harmed to their detriment. This harm included both the destruction of aquatic life upon which these commercial fishermen depended for their livelihood, and also interference with the ability to catch fish which existed. This diminution reduced the profits that plaintiffs would have realized from their commercial fishing in the absence of the spill.

THE CLASS

71. This action is brought as a class action by the named plaintiffs pursuant to Federal Rule of Civil Procedure 23(b)(3) on behalf of all similarly situated persons or entities who have been and continue to be adversely affected by the defendants' tortious conduct.

72. This class represented by the named plaintiffs consists

of all commercial fishermen who fish in the Prince William Sound area and surrounding Alaskan offshore waters affected by the Exxon Valdez oil spill. This includes all commercial boating operations which assist in on-water commercial fishing operations--specifically those operations with fishing permits and those commercial tender vessel operations and commercial fish processing operations under contract to assist in commercial fishing operations.

73. Plaintiffs, who are members of this class, have claims that are typical of the members of the class, have sustained losses as a result of the conduct of defendants as alleged in this Complaint, and are committed to prosecuting this action. Plaintiffs have retained competent counsel experienced in class action litigation and tort litigation. Plaintiffs will fairly and adequately protect the interest of the class.

74. There is a well-defined community of interest in the legal and factual questions affecting the members of the class. The common questions of law and fact predominate over questions which may affect individual class members. The questions of law and fact common to the class include, but are not limited to, the following: (a) Exxon's liability in selecting, training, and supervising the crews of the Exxon Valdez; (b) Exxon's liability in causing the Exxon Valdez oil spill; and (c) Exxon's liability for not properly containing the Exxon Valdez oil spill, once it occurred; (d) Alyeska's preparation of contingency plans for an oil spill in the Valdez area; (e) Alyeska's capability to respond

to an oil spill in the Valdez area; (f) Alyeska's failure to act promptly in containing the oil spill; (g) injury to common fishing areas; and (h) damages to the affected commercial fishing industry as a whole.

75. Plaintiffs know of no difficulty that would be encountered in the management of this litigation that would preclude its maintenance as a class action. A class action is superior to the alternatives, if any, for the fair and efficient adjudication of this controversy.

76. In the absence of this class action, defendants will not be properly held liable for their wrongdoing.

FACTUAL ALLEGATIONS

Count I--Common Law Negligence

77. Plaintiffs incorporate by reference all previous paragraphs.

78. Exxon has violated the duty owed to plaintiffs to exercise the ordinary care and diligence exercised by a reasonable and prudent operator of a supertanker in the Prince William Sound area and was negligent in the following particulars: (a) failure to meet applicable federal and state safety and environmental regulations instituted to protect against the kind of accident the Exxon Valdez incurred; (b) having unqualified personnel commanding the Valdez at the time of the incident; (c) knowingly placing a captain in charge of the Exxon Valdez who was an obvious safety risk; (d) failing to institute drug testing procedures to prevent drug and alcohol abuse by the ship's crew; (e) failing to

institute proper screening procedures for the ship's captain and crew; (f) failing to have proper contingency plans in effect for the oil spill that occurred; (g) knowing that Alyeska did not have proper contingency plans or capabilities to carry out contingency plans for containing oil spills; and (h) failing to adequately set up procedures for protecting the marine environment against the type of supertanker spill that has occurred; and (i) failing to promptly clean up and contain the oil spill.

79. Alyeska has violated the duty owed to plaintiffs to exercise ordinary care and diligence in the following particulars: (a) failure to meet applicable federal and state safety and environmental regulations instituted to protect against damage from oil spills; (b) failing to have proper contingency plans in effect for the oil spill that occurred; (c) failing to have the capability to carry out adequate contingency plans for containing the oil spill; and (d) failing to promptly clean up and contain the oil spill.

80. Each and every one of the foregoing acts and omissions, along with others, taken separately and collectively, constitute a direct and proximate cause of the damages sustained by plaintiffs, in an amount exceeding the minimum jurisdictional limits of this Court.

Count II--Gross Negligence

81. Plaintiffs incorporate by reference all previous paragraphs.

82. Plaintiffs further alleges that Exxon's and Alyeska's

conduct constitutes gross negligence as that term is understood in law. Exxon's and Alyeska's reckless and conscious indifference to the rights of the plaintiffs entitles plaintiffs to exemplary and punitive damages; specifically, Exxon and Alyeska were grossly negligent and their negligence was committed in a reckless and consciously indifferent way. Plaintiffs now sue for exemplary and punitive damages as provided by law in an amount exceed the minimum jurisdictional limits of this court.

Count III-Strict Liability

83. Plaintiffs incorporate by reference all previous paragraphs.

84. The oil Exxon spilled was transported through the trans-Alaska pipeline and was loaded on Exxon's vessel at terminal facilities of that pipeline.

85. The discharge of that oil from Exxon's vessel proximately caused the plaintiffs' injuries and damages.

86. Pursuant to the Trans-Alaska Pipeline Authorization Act, 34 U.S.C. § 1653(c), Exxon is strictly liable for plaintiffs' damages, along with the Trans-Alaska Pipeline Liability Fund.

PRAYER

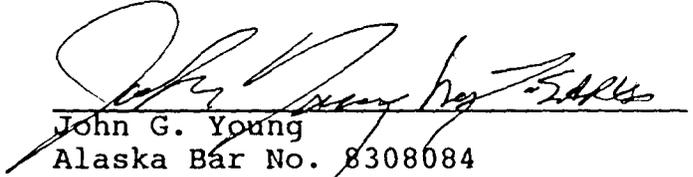
WHEREFORE, PREMISES CONSIDERED, plaintiffs respectfully request that the defendants be summoned to appear, that the proposed class be certified pursuant to Fed. R. Civ. P. 23(b)(3), and that, upon full and final trial by jury, plaintiffs recover actual damages, punitive damage and all other relief to which

plaintiffs may show themselves entitled.

Respectfully submitted,

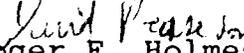


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[Names and Addresses of
Plaintiffs' Counsel Appear
on the Signature Page]

FILED

JUL 17 1989

UNITED STATES DISTRICT COURT
DISTRICT OF ALASKA
By flf Deputy

Honorable H. Russel Holland

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ALASKA

In re)

the EXXON VALDEZ)

This Document Relates)
to Action Nos.)

A89-110)

THE EYAK NATIVE VILLAGE, THE NATIVE)
VILLAGE OF CHENEGA BAY, THE NATIVE)
VILLAGE OF PORT GRAHAM, THE NATIVE)
VILLAGE OF ENGLISH BAY, THE NATIVE)
VILLAGE OF TATITLEK, THE MOUNT)
MARATHON NATIVE ASSOCIATION, INC.,)
THE VALDEZ NATIVE ASSOCIATION, INC.,)
THE ALASKA SEA OTTER COMMISSION, THE)
SHOONAQ' TRIBE OF KODIAK, THE NATIVE)
VILLAGE OF LARSEN BAY, THE NATIVE)
VILLAGE OF OLD HARBOR, THE NATIVE)
VILLAGE OF KARLUK, THE NATIVE VILLAGE)
OF PORT LIONS, THE NATIVE VILLAGE OF)
AKHIOK, THE NATIVE VILLAGE OF)
OUZINKIE, AGNES NICHOLS, GILBERT)
OLSEN, HENRY MAKARKA, JOHN M.)
TOTEMOFF, MAGGIE A. TOTEMOFF, WALTER)
MAGANACK, SR., WALTER MAGANACK, JR.,)
JUANITA MELSHEIMER, RONNY LIND, ALLEN)
PANAMAROFF, DAVID ELUSKA, SR., and)
TESHIA HARRIS (P-46 through P-55 and)
P-118 through P-138);)

No. A89-095 Civil
(Consolidated)

AMENDED AND CONSOLIDATED
CLASS ACTION COMPLAINT
AND
DEMAND FOR JURY TRIAL

DAVIS WRIGHT & JONES
Law Offices
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1 vs.)
2 EXXON CORPORATION, EXXON SHIPPING CO.,)
3 and ALYESKA PIPELINE SERVICE CO.)
4 (D-1 through D-3);)
5)
6 A89-099)
7)
8 CORDOVA DISTRICT FISHERMEN UNITED,)
9 INC., PRINCE WILLIAM SOUND AQUACULTURE)
10 CORPORATION, and ELMER J. CHESHER)
11 (P-16 through P-18);)
12 vs.)
13 EXXON CORPORATION, EXXON SHIPPING CO.,)
14 and ALYESKA PIPELINE SERVICE CO.)
15 (D-1 through D-3);)
16)
17 A89-297)
18)
19 PRINCE WILLIAM SOUND SEINERS)
20 ASSOCIATION, PRINCE WILLIAM SOUND)
21 SETNETTERS ASSOCIATION, FLOYD)
22 HUTCHENS, KENNETH MOORE, and MICHELLE)
23 HAHN O'LEARY (P-202 through P-206);)
24 vs.)
25 EXXON CORPORATION, EXXON SHIPPING CO.,)
and ALYESKA PIPELINE SERVICE CO.)
(D-1 through D-3);)
A89-109)
PHILIP H. MCCRUDDEN and DENNIS BISHOP)
(P-43 through P-44);)
vs.)
EXXON SHIPPING CO., TRANS-ALASKA)
PIPELINE LIABILITY FUND, ALYESKA)
PIPELINE SERVICE CO., JOSEPH)
HAZELWOOD, and GREGORY COUSINS)
(D-2 through D-4 and D-7 through D-8);)
A89-166)
PHILIP G. MCCRUDDEN (P-145);)
vs.)
EXXON CORPORATION, EXXON SHIPPING CO.,)
ALYESKA PIPELINE SERVICE CO.,)
TRANS-ALASKA PIPELINE LIABILITY FUND,)
JOSEPH J. HAZELWOOD, and GREGORY)
COUSINS (D-1 through D-4 and D-7)
through D-8);)
A89-102)
SAMISH MARITIME, INC., and SCOTT)
MCALLISTER (P-19 and P-21);)

1 vs.)
2 EXXON SHIPPING CO., ALYESKA PIPELINE)
3 SERVICE CO., and TRANS-ALASKA PIPELINE)
4 LIABILITY FUND (D-2 through D-4);)

5 A89-104)
6 MICHAEL MCALLISTER, CHARLOTTE YOAKUM,)
7 LEE JUDSON, LANTZ HUGHES, and THOMAS)
8 S. MCALLISTER (P-24 through P-28);)

9 vs.)
10 EXXON SHIPPING CO., ALYESKA PIPELINE)
11 SERVICE CO., and TRANS-ALASKA PIPELINE)
12 LIABILITY FUND (D-2 through D-4);)

13 A89-265)
14 RANDALL P. BABICH, MICHAEL MCLENAGHAN)
15 and ALBERT CARROLL (P-189 and P-195)
16 through P-196);)

17 vs.)
18 EXXON SHIPPING CO., ALYESKA PIPELINE)
19 SERVICE CO., and TRANS-ALASKA)
20 PIPELINE LIABILITY FUND)
21 (D-2 through D-4);)

22 A89-299)
23 ALBERT CARROLL, AUGUST PEDERSEN, JR.,)
24 A. DOUGLAS PEDERSEN and MIKE)
25 MCLENAGHAN (P-225, P-246 through)
26 P-247 and P-267);)

27 vs.)
28 EXXON SHIPPING CO., ALYESKA PIPELINE)
29 SERVICE CO., and TRANS-ALASKA PIPELINE)
30 LIABILITY FUND (D-2 through D-4).)

31 A89-111)
32 GERALD E. THORNE, GERALD D. THORNE,)
33 and CHARLES M. THORNE)
34 (P-65 through P-67);)

35 vs.)
36 EXXON CORPORATION, EXXON SHIPPING CO.,)
37 ALYESKA PIPELINE SERVICE CO., JOSEPH)
38 HAZELWOOD, GREGORY COUSINS, GEORGE)
39 NELSON, and TRANS-ALASKA PIPELINE)
40 LIABILITY FUND (D-1 through D-4,)
41 D-7 through D-9);)

42 A89-126)
43 KENT HERSCHLEB, JOHN HERSCHLEB, and)
44 ANNE HERSCHLEB (P-74 through P-76);)

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1 vs.)
2 EXXON CORPORATION, EXXON SHIPPING CO.,)
3 ALYESKA PIPELINE SERVICE CO., and)
4 TRANS-ALASKA PIPELINE LIABILITY FUND)
5 (D-1 through D-4);)
6)
7 A89-129)
8 TOM COPELAND (P-77);)
9 vs.)
10 EXXON CORPORATION, EXXON SHIPPING CO.,)
11 EXXON PIPELINE CO., ALYESKA PIPELINE)
12 SERVICE CO., TRANS-ALASKA PIPELINE)
13 LIABILITY FUND, JOSEPH HAZELWOOD, and)
14 GREGORY COUSINS (D-1 through D-4, D-7)
15 through D-8 and D-10);)
16)
17 A89-141)
18 MARC VAN DRIESSCHE (P-112);)
19 vs.)
20 EXXON CORPORATION, EXXON SHIPPING CO.,)
21 and ALYESKA PIPELINE SERVICE CO.)
22 (D-1 through D-3);)
23)
24 A89-096)
25 CRUZAN FISHERIES, INC., STANLEY)
26 NORRIS GROVE, and ANTHONY GROVE)
27 (P-13 through P-15))
28 vs.)
29 ALYESKA PIPELINE SERVICE CO.,)
30 TRANS-ALASKA PIPELINE LIABILITY FUND,)
31 EXXON CORPORATION, and EXXON SHIPPING)
32 CO. (D-1 through D-4);)
33)
34 A89-103)
35 STEVEN T. OLSEN (P-22);)
36 vs.)
37 EXXON CORPORATION, EXXON SHIPPING CO.,)
38 ALYESKA PIPELINE SERVICE CO., and)
39 TRANS-ALASKA PIPELINE LIABILITY FUND)
40 (D-1 through D-4);)
41)
42 A89-107)
43 GRANT C. BAKER and ROBIN C. BUTLER)
44 (P-40 through P-41);)
45 vs.)
46 EXXON CORPORATION, EXXON SHIPPING CO.,)
47 ALYESKA PIPELINE SERVICE CO., and)
48 TRANS-ALASKA PIPELINE LIABILITY FUND)
49 (D-1 through D-4);)
50)
51 A89-125)
52 DALE HOFMANN (P-73);)

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1 vs.)
2 EXXON CORPORATION, EXXON SHIPPING CO.,)
3 ALYESKA PIPELINE SERVICE CO., and)
4 TRANS-ALASKA PIPELINE LIABILITY FUND)
5 (D-1 through D-4);)
6)
7 A89-108)
8 RICHARD CESARI (P-42);)
9 vs.)
10 EXXON CORPORATION, EXXON SHIPPING CO.,)
11 ALYESKA PIPELINE SERVICE CO., and)
12 TRANS-ALASKA PIPELINE LIABILITY FUND)
13 (D-1 through D-4);)
14)
15 A89-173)
16 KEITH H. GORDAOFF and GEORGE A.)
17 GORDAOFF (P-146 through P-147);)
18 vs.)
19 EXXON CORPORATION, EXXON SHIPPING CO.,)
20 JOSEPH HAZELWOOD, GREGORY COUSINS,)
21 ALYESKA PIPELINE SERVICE CO., and)
22 TRANS-ALASKA PIPELINE LIABILITY FUND)
23 (D-1 through D-4 and D-7 through D-8);)
24)
25 A89-095)
26 SEA HAWK SEAFOODS, INC., SAGAYA)
27 CORPORATION, HUNTER CRANZ, RICHARD)
28 FEENSTRA, ALASKA WILDERNESS SAILING)
29 SAFARIS, SEAFOOD SALES, INC., and)
30 RAPID SYSTEMS PACIFIC, LTD)
31 (P-1, P-3 and P-8 through P-12);)
32 vs.)
33 EXXON CORPORATION, EXXON SHIPPING CO.,)
34 ALYESKA PIPELINE SERVICE CO.)
35 (D-1 through D-3);)
36)
37 A89-165)
38 ALASKAN SPORTFISHING ASSOCIATION,)
39 MICHAEL L. STANLEY, JEFF YATES, TONY)
40 LEE, ALLAN TYGERT and TOM ELIAS)
41 (P-139 through P-144);)
42 vs.)
43 ALYESKA PIPELINE SERVICE CO., AMERADA)
44 HESS CORPORATION, ARCO PIPELINE CO.,)
45 BRITISH PETROLEUM PIPELINES, INC.,)
46 EXXON PIPELINE CO., MOBIL ALASKA)
47 PIPELINE CO., PHILLIPS PETROLEUM CO.,)
48 TRANS-ALASKA PIPELINE LIABILITY FUND,)
49 EXXON CORPORATION, and EXXON)
50 SHIPPING CO. (D-1 through D-4 and)
51 D-10 through D-15).)

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1 8. Plaintiff THE ALASKA SEA OTTER COMMISSION (No. A89-110)
2 is a non-profit unincorporated Native Alaskan association formed
3 to foster the conservation, sound management, and Native
4 customary and traditional use of the sea otter throughout Alaska
5 and is a representative of Class I.

6 9. Plaintiffs THE NATIVE VILLAGE OF LARSEN BAY, THE
7 NATIVE VILLAGE OF OLD HARBOR, THE NATIVE VILLAGE OF KARLUK, THE
8 NATIVE VILLAGE OF PORT LIONS, THE NATIVE VILLAGE OF AHKIOK, THE
9 NATIVE VILLAGE OF OUZINKIE and THE SHOONAQ' TRIBE OF KODIAK
10 (No. A89-110) are seven federally recognized Native American
11 tribes situated in the Kodiak Archipelago of Alaska and are
12 representatives of Class I.

13 10. Plaintiff AGNES NICHOLS (No. A89-110) is the President
14 of the Eyak Native Village Traditional Council, and is a
15 resident of Eyak, Alaska. Nichols depends heavily on the
16 subsistence way of life. Nichols is a representative of
17 Class I.

18 11. Plaintiff GILBERT OLSEN (No. A89-110) is a Native
19 Alaskan, is a member of the Eyak Native Village Traditional
20 Council, and is a resident of Eyak. Olsen depends heavily on
21 the subsistence way of life. Olsen is also a member of the
22 Alaska Sea Otter Commission. Olsen is a representative of
23 Class I.

24 12. Plaintiff HENRY MAKARKA (No. A89-110) is a Native
25 Alaskan, is a member of the Eyak Native Village and is a

1 resident of Eyak. Makarka depends heavily on the subsistence
2 way of life. Makarka is a representative of Class I.

3 13. Plaintiff JOHN M. TOTEMOFF (No. A89-110) is a Native
4 Alaskan, is the Chief of the Native Village of Chenega Bay
5 I.R.A. Council and is a resident of Chenega Bay, Alaska.
6 Totemoff depends heavily on the subsistence way of life and also
7 engages in the commercial salmon fishery in Prince William
8 Sound. J. Totemoff is a representative of Class I and
9 Class I-A.

10 14. Plaintiff MAGGIE A. TOTEMOFF (No. A89-110) is a Native
11 Alaskan, is a member of the Native Village of Chenega Bay and
12 resides in Chenega Bay, Alaska. M. Totemoff depends heavily on
13 the subsistence way of life. M. Totemoff is a representative of
14 Class I and Class I-A.

15 15. Plaintiffs WALTER MAGANACK, SR., and WALTER MAGANACK,
16 JR. (No. A89-110) are members of the Village of Fort Graham and
17 reside in Port Graham, Alaska. W. Maganack, Sr., is the
18 President of the Village of Port Graham Traditional Council.
19 The Maganacks depend heavily on the subsistence way of life, and
20 engage in the commercial salmon and halibut fisheries in the
21 Lower Kenai Peninsula and Lower Cook Inlet areas of Alaska. The
22 Maganacks are representatives of Class I and Class I-A.

23 16. Plaintiff JUANITA MELSHEIMER (No. A89-110) is a Native
24 Alaskan, is a member of English Bay Village, and resides in
25 English Bay, Alaska. Melsheimer depends heavily on the

1 subsistence way of life and also engages in the commercial
2 salmon fishery in the Lower Kenai Peninsula area. Melsheimer is
3 a representative of Class I and Class I-A.

4 17. Plaintiff RONNY LIND (No. A89-110) is a Native
5 Alaskan, is the President of the Native Village of Karluk I.R.A.
6 Council and is a resident of Karluk, Alaska. Lind depends
7 heavily on the subsistence way of life, and also engages in the
8 commercial salmon fishery in the Area (which term is defined
9 infra, at ¶83). Lind is a representative of Class I and Class
10 I-A.

11 18. Plaintiff ALLEN PANAMAROFF (No. A89-110) is a Native
12 Alaskan, is a member of the Native Village of Karluk and is a
13 resident of the Village of Karluk. Panamaroff depends heavily
14 on the subsistence way of life, and also engages in the
15 commercial salmon fishery in the Area. Panamaroff is a
16 representative of Class I and Class I-A.

17 19. Plaintiff DAVID ELUSKA, SR. (No. A89-110) is a Native
18 Alaskan, is the President of the Native Village of Ahkiok
19 Traditional Council and is a resident of Ahkiok, Alaska. Eluska
20 depends heavily on the subsistence way of life, and also engages
21 in the commercial salmon fishery in the Area. Eluska is a
22 representative of Class I and Class I-A.

23 20. Plaintiff TESHIA HARRIS (No. A89-110) is a Native
24 Alaskan, is a member of the Shoonaq' Tribe of Kodiak and is a
25

1 resident of Kodiak, Alaska. Harris depends heavily on the
2 subsistence way of life. Harris is a representative of Class I.

3 21. Plaintiff CORDOVA DISTRICT FISHERMEN UNITED, INC.
4 ("CDFU") (No. A89-099) is an Alaska corporation with its
5 principal place of business in Cordova, Alaska. CDFU is a
6 membership organization of more than 500 commercial fishermen
7 who earn their living in Prince William Sound pursuant to
8 permits issued by the State of Alaska and is a representative of
9 Class II.

10 22. Plaintiff PRINCE WILLIAM SOUND AQUACULTURE CORPORATION
11 ("PWSAC") (No. A89-099) is a nonprofit Alaska corporation with
12 its principal place of business in Cordova, Alaska. PWSAC
13 operates three salmon hatcheries in Prince William Sound and is
14 a representative of Class II.

15 23. Plaintiff PRINCE WILLIAM SOUND SETNETTERS ASSOCIATION
16 (No. A89-297) is an association of approximately 30 members who
17 earn their living in Prince William Sound as commercial
18 fishermen pursuant to permits issued by the State of Alaska and
19 is a representative of Class II.

20 24. Plaintiff PRINCE WILLIAM SOUND SEINERS ASSOCIATION
21 (No. A89-297) is an association of approximately 100 members who
22 earn their living in Prince William Sound as commercial
23 fishermen pursuant to permits issued by the State of Alaska and
24 is a representative of Class II.

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1 25. Plaintiff ELMER J. CHESHER (No. A89-099) is a citizen
2 and resident of Cordova, Alaska, who earns his living as a
3 commercial fisherman in Prince William Sound pursuant to a
4 permit issued by the State of Alaska and is a representative of
5 Class II.

6 26. Plaintiff FLOYD HUTCHENS (No. A89-297) is a resident
7 of Washington, who earns his living as a commercial fisherman in
8 Prince William Sound pursuant to a permit issued by the State of
9 Alaska and is a representative of Class II.

10 27. Plaintiff KENNETH MOORE (No. A89-297) is a resident of
11 Homer, Alaska, who earns his living as a commercial fisherman in
12 Prince William Sound pursuant to a permit issued by the State of
13 Alaska and is a representative of Class II.

14 28. Plaintiff MICHELLE HAHN O'LEARY (No. A89-297) is a
15 resident of Cordova, Alaska, who earns her living as a
16 commercial fisherman in Prince William Sound pursuant to a
17 permit issued by the State of Alaska and is a representative of
18 Class II.

19 29. Plaintiff PHILIP G. McCRUDDEN (No. A89-166) is a
20 resident of Seattle, Washington and is engaged in the commercial
21 salmon and herring fishing industries in Prince William Sound.
22 McCrudden is the holder of multiple permits for salmon and
23 herring fishing in Area E (Prince William Sound) issued by the
24 State of Alaska and is a representative of Class II.

1 30. Plaintiff SAMISH MARITIME, INC. ("Samish") (No. A89-
2 102) is a Washington corporation, with its principal place of
3 business in Seattle, Washington. Samish is engaged in
4 commercial fishing operations in the Area and is a
5 representative of Class II.

6 31. Plaintiff SCOTT McALLISTER (No. A89-102), is an Alaska
7 resident, with his principal place of business in Juneau,
8 Alaska. McAllister is engaged in commercial fishing operations
9 in the Area and is a representative of Class II.

10 32. Plaintiffs THOMAS S. McALLISTER, MICHAEL McALLISTER,
11 CHARLOTTE YOAKUM, LEE JUDSON, and LANTZ HUGHES (No. A89-104) are
12 Alaska residents engaged in commercial fishing operations in the
13 Area and are representatives of Class II.

14 33. Plaintiff MICHAEL McLENAGHAN (No. A89-265) is a
15 Washington resident. McLenaghan is engaged in commercial
16 fishing operations as the holder of limited entry permits issued
17 by the State of Alaska to harvest herring and salmon in the Area
18 (including Prince William Sound and Chignik) and is a
19 representative of Class II.

20 34. Plaintiff RANDALL P. BABICH (No. A89-265) is a
21 Washington resident. Babich is engaged in commercial fishing
22 operations as the holder of limited entry permits issued by the
23 State of Alaska to harvest salmon in the Area (including Kodiak
24 Island) and is a representative of Class II.

1 35. Plaintiffs A. DOUGLAS PEDERSEN and AUGUST PEDERSEN,
2 JR. (No. A89-190) are Alaska residents. The Pedersens are
3 engaged in commercial fishing operations as the holders of
4 limited entry permits issued by the State of Alaska to harvest
5 salmon in the Area (including Chignik). The Pedersens are
6 representatives of Class II.

7 36. Plaintiff ALBERT CARROLL (No. A89-265) is a Washington
8 resident. Carroll is engaged in commercial fishing operations
9 as a crew member in the Area and is a representative of
10 Class II.

11 37. Plaintiffs GERALD E. THORNE, GERALD D. THORNE and
12 CHARLES M. THORNE (No. A89-111) are commercial fishermen
13 residing in Cordova, Alaska who fish in and around Prince
14 William Sound and who own permits issued by the State of Alaska
15 for the right to fish there. The Thornes are representatives of
16 Class II.

17 38. Plaintiff HUNTER CRANZ (No. A89-095) is a citizen and
18 resident of Valdez, Alaska who earns his living as a tenderman
19 and fisherman in Prince William Sound pursuant to permits issued
20 by the State of Alaska, and is a representative of Class II.

21 39. Plaintiff RICHARD FEENSTRA (No. A89-095) is a citizen
22 and resident of the State of Washington who earns his living
23 harvesting and selling fish and shellfish in Prince William
24 Sound, pursuant to permits issued by the State of Alaska, and is
25 a representative of Class II.

1 40. Plaintiff DENNIS BISHOP (No. A89-109) is a resident of
2 Homer, Alaska and is engaged in the commercial fishing industry
3 in Prince William Sound. Bishop is the holder of a permit for
4 herring fishing in Area E (Prince William Sound) issued by the
5 State of Alaska and is a representative of Class II.

6 41. Plaintiff KENT HERSCHLEB (No. A89-126) is a resident
7 of Bellingham, Washington, is engaged in the fishing industry,
8 and possesses an Area E Salmon Gill Net permit and is a
9 representative of Class II.

10 42. Plaintiffs JOHN HERSCHLEB and ANNE HERSCHLEB
11 (No. A89-126) are residents of Girdwood, Alaska, are engaged in
12 commercial fishing, possess Area E Salmon Seine, Herring Seine
13 and Herring Pound permits and are representatives of Class II.

14 43. Plaintiff TOM COPELAND (No. A89-129) is a commercial
15 fisherman who has fished in Prince William Sound for the past 27
16 years. He is the holder of a herring pound permit, a salmon
17 drift gill net permit, a purse seine permit and a halibut long
18 line permit, all issued by the State of Alaska and is a
19 representative of Class II.

20 44. Plaintiff MARC VAN DRIESSCHE (No. A89-141), whose
21 principal place of residence is Anchorage, Alaska, and whose
22 principal place of business is the coastal waters of Alaska, is
23 a Captain with particular reference to commercial tendering and
24 fishing in said waters and is a representative of Class II.

1 45. Plaintiff CRUZAN FISHERIES, INC. (No. A89-096), a
2 resident of Seattle, Washington, is engaged in the business of
3 commercial fisheries in the Area and is a representative of
4 Class II.

5 46. Plaintiff STEVEN T. OLSEN (No. A89-102), a resident of
6 Anchorage, Alaska, is a commercial herring fisherman and the
7 owner of a Prince William Sound Limited Entry Herring Roe Purse
8 Seine Permit issued by the State of Alaska. Olsen participates
9 in the Prince William Sound herring roe fishery and is a
10 representative of Class II.

11 47. Plaintiff GRANT C. BAKER (No. A89-107) is a resident
12 of Fairbanks, Alaska, is engaged in the salmon setnet fishing
13 industry, and is a representative of Class II.

14 48. Plaintiff ROBIN BUTLER (No. A89-107) is a resident of
15 Cordova, Alaska, is engaged in the black cod fishing industry,
16 and is a representative of Class II.

17 49. Plaintiff DALE HOFMANN (No. A89-125), a resident of
18 Seattle, Washington, is engaged in the fishing industry, and is
19 a representative of Class II.

20 50. Plaintiff RICHARD CESARI (No. A89-107) is a resident
21 of Seattle, Washington, is engaged in the fishing industry, and
22 is a representative of Class II.

23 51. Plaintiffs KEITH H. GORDAOFF and GEORGE A. GORDAOFF
24 (No. A89-173) are, and at all times relevant hereto have been,
25 owners and operators of a tender vessel and are engaged in

1 commercial fishing operations in the Area. The Gordaoffs are
2 representatives of Class II.

3 52. Plaintiff SEA HAWK SEAFOODS, INC. ("Sea Hawk")
4 (No. A89-095) is an Alaska Corporation, whose principal place of
5 business is in Valdez, Alaska. Sea Hawk purchases, processes
6 and resells fish and shellfish harvested in Prince William Sound
7 and is a representative of Class III.

8 53. Plaintiff SAGAYA CORPORATION ("Sagaya") (No. A89-095)
9 is an Alaska Corporation whose principal place of business is in
10 Anchorage, Alaska. Sagaya purchases, processes and resells
11 herring roe on kelp harvested in Prince William Sound. Sagaya
12 also purchases and resells macrocystis kelp for use by roe
13 pounders in Prince William Sound. Sagaya is also engaged in
14 wholesale and retail sales of fish and shellfish harvested in
15 Prince William Sound. Sagaya is a representative of Class III.

16 54. Plaintiff SEAFOOD SALES, INC. ("Seafood Sales")
17 (No. A89-095) is a Washington corporation whose principal place
18 of business is in Seattle, Washington. Seafood Sales is a
19 wholesale broker of fish and shellfish harvested in Prince
20 William Sound and is a representative of Class III.

21 55. Plaintiff RAPID SYSTEMS PACIFIC, LTD. ("RSP")
22 (No. A89-095) is an Alaska Corporation whose principal place of
23 business is in Anchorage, Alaska. RSP, a freight forwarder,
24 transports for hire processed fish harvested in Prince William
25

1 Sound and processed in Valdez, Alaska and is a representative of
2 Class III.

3 56. Plaintiff ALASKA WILDERNESS SAILING SAFARIS ("AWSS")
4 (No. A89-095) is a sole proprietorship of R. James Lethcoe,
5 Ph.D., a citizen and resident of Valdez, Alaska. Dr. Lethcoe
6 and his wife, Dr. Nancy Lethcoe, are authorities on the natural
7 environment of Prince William Sound. AWSS, whose principal
8 place of business is Valdez, Alaska, operates sailboat tours on
9 Prince William Sound, charters and sells sailboats on Prince
10 William Sound and is a representative of Class IV.

11 57. Plaintiff STANLEY NORRIS GROVE (No. A89-096) a
12 resident of Copper Center, Alaska, is the owner of a charter
13 business for sport fishermen, is a commercial and subsistence
14 fisherman in the Area and is a representative of Class IV.

15 58. Plaintiff THE ALASKA SPORTFISHING ASSOCIATION ("ASA")
16 (No. A89-165) is the largest fishery conservation organization
17 in Alaska and represents the interests of the sport fishing
18 public. ASA has 2,000 members and includes 160 businesses
19 involved in the sport fishing and tourist industry. Its purpose
20 is to actively promote and protect public values and
21 opportunities to consume and otherwise obtain beneficial uses of
22 natural resources associated with sport fishing and includes
23 protection of such values and uses from environmental harm. ASA
24 is a representative of Class V.

1 59. Plaintiff MICHAEL L. STANLEY (No. A89-165) is a
2 resident of Anchorage, Alaska, and is a co-owner of a power boat
3 berthed in Seward, from which he recreationally fishes in the
4 Area including Resurrection Bay, the Chiswell Islands, and
5 Prince William Sound for halibut, bottomfish, and salmon.
6 Stanley has been doing so since 1971 and is a member of the ASA.
7 Stanley is a representative of Class V.

8 60. Plaintiff JEFF YATES (No. A89-165) is a resident of
9 Anchorage, Alaska, and is an ocean kayaker and power boat owner
10 and operator. Yates uses and sport fishes in Prince William
11 Sound approximately 20 days per year in the Area and has been
12 doing so for several years. Yates is a representative of
13 Class V.

14 61. Plaintiff TONY LEE (No. A89-165) is a resident of
15 Eagle River, Alaska, and is a water fowl hunter and guide and a
16 registered hunting guide within the polluted area. Lee owns a
17 46-foot boat that he uses in the polluted area and is a
18 representative of Class V.

19 62. Plaintiff ALLEN TYGERT (No. A89-165) is a resident of
20 Anchorage, Alaska, and kayaks in Prince William Sound 10-14 days
21 per year in the Area. Tygert both recreationally and
22 commercially fishes for halibut in the Area and is a
23 representative of Class V.

24 63. Plaintiff TOM ELIAS (No. A89-165) is a resident of
25 Anchorage, Alaska, is the owner of Hunter Fisher Taxidermy, is

1 the President of the ASA and sport fishes in Prince William
2 Sound. In his business Elias annually mounts about 200 to 300
3 fish per year from Prince William Sound. Elias is a
4 representative of Class V.

5 64. Plaintiff ANTHONY GROVE (No. A89-096), a resident of
6 Copper Center, Alaska, is engaged in the business of sport
7 fishing in the Area and is a representative of Class V.

8 THE PARTIES DEFENDANT

9 65. Defendant Exxon Corporation ("Exxon Corp.") is a New
10 Jersey corporation with its principal place of business in New
11 York. Exxon Corp. is a multi-national corporation engaged in
12 the business of exploration for and production of crude oil and
13 natural gas, manufacturing of petroleum products, transportation
14 and sale of crude oil, natural gas and petroleum products, and
15 exploration for and mining and sale of coal. Exxon Company USA
16 ("Exxon USA") is a division of Exxon Corp., engaged in the
17 business of producing, transporting and refining crude oil,
18 natural gas and other petroleum products in the United States.
19 At all material times, Exxon Corp. was the corporate parent of
20 Exxon Shipping and Exxon Transportation and, directly and
21 through Exxon USA, so dominated and controlled Exxon Shipping
22 and Exxon Transportation as to render it liable for the conduct
23 of Exxon Shipping and Exxon Transportation as more fully
24 described below. Exxon Corp. owned and/or controlled the cargo
25 which was on board the EXXON VALDEZ on March 24, 1989, and which

1 was discharged into the waters of Prince William Sound as more
2 fully described below.

3 66. Defendant Exxon Shipping Company ("Exxon Shipping") is
4 a Delaware corporation with its executive offices in Houston,
5 Texas. Exxon Shipping is a maritime subsidiary of Exxon Corp.,
6 wholly dominated and controlled by Exxon Corp directly and
7 through Exxon USA. Exxon Shipping is the registered owner and
8 operator of the EXXON VALDEZ.

9 67. Defendant Exxon Transportation Co. ("Exxon
10 Transportation") is a subsidiary of Exxon Corp. with its
11 executive offices in Houston, Texas. Exxon Transportation is a
12 maritime subsidiary of Exxon Corp., wholly dominated and
13 controlled by Exxon Corp. directly and through Exxon USA. Exxon
14 Transporatation is the registered owner of the EXXON BATON
15 ROUGE.

16 68. Defendants Exxon Corp., Exxon Shipping and Exxon
17 Transportation are collectively referred to herein as "the Exxon
18 defendants."

19 69. Defendant Alyeska Pipeline Service Company ("Alyeska")
20 is a Delaware corporation with its principal place of business
21 in Alaska. By and through the Alyeska Owners' Committee,
22 Alyeska is owned and controlled by subsidiaries of seven major
23 oil companies, including Exxon Corp., as more fully described
24 below ("the Alyeska Owners"). Alyeska operates the Trans-Alaska
25 Pipeline System ("TAPS") and the shipping terminal facilities at

1 the Port of Valdez, Alaska. Alyeska was formed by its owner
2 companies to act as their agent in the construction, operation
3 and maintenance of TAPS and the terminal facility at the Port of
4 Valdez. Alyeska was responsible and otherwise assumed
5 responsibility to the public, including plaintiffs, for
6 formulating an oil spill contingency plan and maintaining
7 adequate personnel and equipment to fulfill the obligations and
8 undertakings of that plan for emergency response to spills in
9 Prince William Sound, including the coordination of cleanup
10 activities.

11 70. Defendant BP Pipelines (Alaska) Inc. ("BP") is a
12 Delaware corporation with its principal place of business in
13 Cleveland, Ohio. BP is a co-owner of Alyeska and, at all
14 relevant times, its designated representative sat on the Alyeska
15 Owners' Committee.

16 71. Defendant ARCO Pipe Line Company ("ARCO") is a
17 Delaware corporation with its principal place of business in
18 Independence, Kansas. ARCO is a co-owner of Alyeska and, at all
19 relevant times, its designated representative sat on the Alyeska
20 Owners' Committee.

21 72. Defendant Exxon Pipeline Company ("Exxon Pipeline") is
22 a Delaware corporation with its principal place of business in
23 Houston, Texas. Exxon Pipeline is a co-owner of Alyeska and, at
24 all relevant times, its designated representative sat on the
25 Alyeska Owners' Committee.

1 73. Defendant Mobil Alaska Pipeline Company ("Mobil") is a
2 Delaware corporation with its principal place of business in
3 Dallas, Texas. Mobil is a co-owner of Alyeska and, at all
4 relevant times, its designated representative sat on the Alyeska
5 Owners' Committee.

6 74. Defendant Unocal Pipeline Company ("Unocal") is a
7 Delaware corporation with its principal place of business in Los
8 Angeles, California. Unocal is a co-owner of Alyeska and, at
9 all relevant times, its designated representative sat on the
10 Alyeska Owners' Committee.

11 75. Defendant Phillips Alaska Pipeline Corporation
12 ("Phillips") is a Delaware corporation with its principal place
13 of business in Bartlesville, Oklahoma. Phillips is a co-owner
14 of Alyeska and, at all relevant times, its designated
15 representative sat on the Alyeska Owners' Committee.

16 76. Defendant Amerada Hess Pipeline Corporation ("Amerada
17 Hess") is a Delaware corporation with its principal place of
18 business in Woodbridge, New Jersey. Amerada Hess is a co-owner
19 of Alyeska and, at all relevant times, its designated
20 representative sat on the Alyeska Owners' Committee.

21 77. The Alyeska Owners so dominated and controlled Alyeska
22 as to render them liable for the conduct of Alyeska as more
23 fully described below.

24 78. Defendant George M. Nelson is President of Alyeska
25 and, at all relevant times, was responsible for the management

1 of its day-to-day operations. Defendant Nelson is a resident of
2 Alaska.

3 79. Defendants Alyeska, BP, ARCO, Exxon Pipeline, Mobil,
4 Unocal, Phillips, Amerada Hess and Nelson are collectively
5 referred to herein as "the Alyeska defendants."

6 80. Defendant Joseph Hazelwood was the Master of the EXXON
7 VALDEZ. At all relevant times Hazelwood was an employee and/or
8 agent of the Exxon defendants and as Master was acting within
9 the scope of his employment and authority.

10 81. Defendant Gregory Cousins was the Third Mate on the
11 EXXON VALDEZ and the officer on watch when the ship ran aground.
12 At all relevant times, Cousins was an employee and/or agent of
13 the Exxon defendants and was acting within the scope of his
14 authority.

15 82. Defendant The Trans-Alaska Pipeline Liability Fund
16 ("TAPS Fund") is a non-profit corporate entity established
17 pursuant to the Trans-Alaska Pipeline Authorization Act
18 ("TAPAA"), 43 U.S.C. §1653(c)(4). The TAPS Fund, which is
19 administered by the holders of the Trans-Alaska Pipeline right-
20 of-way under regulations prescribed by the Secretary of the
21 United States Department of the Interior, is a resident of the
22 State of Alaska with its principal place of business in Alaska.

23 CLASS ACTION ALLEGATIONS

24 83. This action is brought as a class action pursuant to
25 Rule 23 of the Federal Rules of Civil Procedure on plaintiffs'

1 own behalf and on behalf of five classes of persons and entities
2 who have been and/or continue to be injured or adversely
3 affected by the rupture of the EXXON VALDEZ on March 24, 1989,
4 the subsequent oil spill therefrom and/or the ensuing cleanup
5 effort in and around the shores and waters of the Prince William
6 Sound, the Lower Kenai Peninsula, the Kodiak Archipelago, the
7 Alaska Peninsula, the Aleutian Chain and all other areas of
8 Alaska adversely affected by the oil spill (the "Area").

9 Excluded from the classes are all persons asserting tort claims
10 based exclusively on bodily injury; the corporate defendants and
11 their officers, directors, agents, employees, representatives,
12 parent corporations, subsidiaries and controlled affiliates; and
13 the individual defendants and the members of their immediate
14 families.

15 84. As alleged below, there are numerous issues of fact
16 and law common to the members of all classes. However, in
17 accordance with the facts and claims alleged herein, this action
18 is brought on behalf of five separate classes. These classes
19 are described and defined as follows:

20 (a) Alaska Natives Class. This action is brought on
21 behalf of a class ("Class I" or the "Alaska Natives Class")
22 consisting of all Alaska Natives and Native organizations
23 including but not limited to, individuals, Native villages,
24 incorporated and unincorporated Native entities and associations
25 and tribal entities, who engage in, rely upon, promote or

1 preserve, wholly or in part, a subsistence way of life and who
2 have been injured in this regard as a result of the oil spill.
3 The subsistence way of life is dependent upon the preservation
4 of uncontaminated natural resources, marine life and wildlife,
5 and reflects a personal, economic, psychological, social,
6 cultural, communal and religious form of daily living. The
7 Alaska Natives Class asserts all Claims for Relief in the
8 Complaint.

9 (i) Rural Alaska Natives Subclass. This action
10 is brought on behalf of a subclass of the members of Class I,
11 Class I-A ("the Rural Alaska Natives Subclass), who are rural
12 subsistence users, as defined in the Alaska National Interest
13 Lands Conservation Act, 16 U.S.C. §3101, et seq. ("ANILCA"),
14 engaged in the customary and traditional uses of wild, renewable
15 resources taken (1) for direct personal or family consumption as
16 food, shelter, fuel, clothing, tools or transportation; (2) for
17 the making or selling of handicraft articles out of non-edible
18 byproducts of fish and wildlife resources taken for personal or
19 family consumption; (3) for barter, or sharing for personal or
20 family consumption; or (4) for customary trade, whose
21 subsistence uses have been injured as a result of the oil spill.
22 Members of Class I-A seek damages and other appropriate relief
23 to compensate them for their loss or diminution of subsistence,
24 income, wages, livelihood, economic opportunity, and use and
25 benefit from the environment, and other injuries suffered as a

1 result of the oil spill. This Rural Alaska Natives Subclass
2 asserts all Claims for Relief in the Complaint.

3 (b) Commercial Fishing Class. This action is brought
4 on behalf of a class ("Class II" or the "Commercial Fishing
5 Class") which consists of all persons and entities engaged in
6 the commercial cultivation, fishing and/or harvesting of fish,
7 other seafood, or marine resources in the Area who have been
8 damaged and injured as a result of the oil spill. Class II, and
9 subclasses of Class II which may be designated for various
10 species, harvest areas and/or types of permits or activities,
11 include, inter alia, longline bottom fishermen, kelp pounders,
12 herring seiners, herring gillnetters, wild roe on kelp
13 harvesters, salmon seiners, salmon gillnetters, setnetters,
14 crabbers, tendermen and other holders of commercial fishing
15 permits and/or licenses, their crews and their employees. This
16 Commercial Fishing Class asserts all Claims for relief in this
17 Complaint, except the Sixth Claim for Relief.

18 (c) Processor/Distributor Class. This action is
19 brought on behalf of a class ("Class III" or the
20 "Processor/Distributor Class") consisting of all persons and
21 entities, including, inter alia, seafood processors, packagers,
22 cold storage operators, wholesale and retail distributors, and
23 their employees, who purchase fish, other seafoods or other
24 marine resources cultivated, caught or harvested by the members
25 of Classes I or II, and who process, prepare, market, sell or

1 otherwise distribute these products to the public or to others
2 in the commercial seafood industry, and whose businesses have
3 been damaged and injured as a result of the oil spill. This
4 Processor/Distributor Class asserts all Claims for Relief in
5 this Complaint, except the Sixth Claim for Relief.

6 (d) Area Business Class. This action is brought on
7 behalf of a class ("Class IV" or the "Area Business Class")
8 consisting of all persons and entities engaged in any business
9 providing goods, equipment or services in or to the Area whose
10 businesses have been damaged and injured as a result of the oil
11 spill. Class IV includes inter alia, tour operators, charterers
12 of boats, guides and timber developers. This Area Business
13 Class asserts all Claims for Relief in this Complaint, except
14 the Sixth Claim for Relief.

15 (e) The Use and Enjoyment Class. This action is
16 brought pursuant to Rule 23(b)(2) on behalf of a class ("Class
17 V" or the "Use and Enjoyment Class") consisting of all persons
18 and entities, including, inter alia, persons engaged in sport
19 and recreational fishing, whose customary use and enjoyment of
20 the natural resources in and around the shores and waters of the
21 Area has been adversely affected by the oil spill. This Use and
22 Enjoyment Class asserts all Claims for Relief in this Complaint,
23 except the Sixth Claim for Relief.

1 85. There are hundreds or thousands of members of each
2 Class; they thus are so numerous that joinder of all members is
3 impracticable.

4 86. Plaintiffs' claims are typical of the claims of the
5 members of the classes because each plaintiff and all other
6 members of the classes have sustained damages and injuries
7 arising out of the oil spill. Each plaintiff is a member of
8 each class which he or she seeks to represent, has claims and
9 has suffered damages and injuries which are typical of the
10 claims of that class.

11 87. Plaintiffs will fairly and adequately protect the
12 interests of the members of their respective classes, have no
13 interests which are contrary to or in conflict with those of the
14 classes they seek to represent, and have retained attorneys
15 experienced in the prosecution of complex tort and class action
16 litigation.

17 88. Common questions of law and fact exist as to all
18 members of all classes, and as to the members of each class, and
19 predominate over any individual questions. Among such common
20 questions of law and fact are:

21 (a) Whether federal statutes and/or maritime laws
22 were violated by the acts and omissions of defendants as alleged
23 in this Complaint;

1 (b) Whether the Exxon defendants and the Fund are
2 strictly liable pursuant to the provisions of the Trans-Alaska
3 Pipeline Authorization Act;

4 (c) Whether the Exxon defendants are liable in
5 negligence pursuant to the provisions of the Trans-Alaska
6 Pipeline Authorization Act;

7 (d) Whether the Exxon defendants were negligent in
8 (i) maintaining, (ii) controlling, and/or (iii) operating the
9 EXXON VALDEZ and the EXXON BATON ROUGE;

10 (e) Whether the Alyeska defendants and the Exxon
11 defendants were negligent in (i) failing to establish and
12 provide for an adequate contingency plan to contain and clean up
13 any discharge of oil from a vessel; (ii) planning the ensuing
14 cleanup effort; (iii) carrying out the ensuing cleanup effort;
15 (iv) delaying the ensuing cleanup effort; (v) employing
16 inadequate and improper tactics in the ensuing cleanup effort;
17 and (vi) failing to have available for immediate emergency use
18 adequate and proper supplies, equipment and personnel for the
19 ensuing cleanup effort;

20 (f) Determination of the amount of oil spilled, the
21 movement of the oil slick and the biological, ecological and
22 physical effects thereof;

23 (g) Whether, as a result of the determination of the
24 foregoing federal liability questions, damages and/or equitable
25 relief should be granted against defendants; and

1 (h) Determination of the appropriate measure of and
2 means of calculating and allocating monetary damages and
3 affording such non-monetary relief.

4 89. There is a community of interest among the class
5 members in obtaining compensatory damages and appropriate
6 injunctive or other equitable relief.

7 90. Given the scope of harm inflicted by defendants, the
8 prosecution of separate actions by the individual members of the
9 classes would create a risk of adjudications which would, as a
10 practical matter, be dispositive of the interests of the other
11 members not parties to the adjudication, or would substantially
12 impair or impede their ability to protect their interests.

13 91. As alleged below, defendants have acted or refused to
14 act on grounds generally applicable to the members of each of
15 the classes, thereby making appropriate final injunctive relief
16 or corresponding declaratory relief as sought in this Complaint
17 with respect to the classes as a whole.

18 92. A consolidated class action is superior to other
19 available methods for the fair and efficient adjudication of the
20 claims presented by this Complaint and will prevent the undue
21 financial, administrative and procedural burdens on the parties
22 and on the Court which individual litigation would impose.

23 93. Accordingly, the proposed classes fulfill the
24 certification criteria of Fed. R. Civ. P. 23(a)(1)-(4), and
25

1 certification of the above-defined classes is appropriate under
2 one or more of the provisions of Fed. R. Civ. P. 23(b).

3 94. By virtue of the filing of this Amended and
4 Consolidated Class Action Complaint, plaintiffs formerly named
5 in the captions of the above-listed actions who no longer appear
6 as named plaintiffs have not dismissed their claims, either with
7 or without prejudice. Rather, they have elected to preserve and
8 pursue their claims as unnamed members of one or more of the
9 plaintiff classes listed herein.

10 FACTUAL ALLEGATIONS COMMON TO ALL CLAIMS

11 A. PRE-SPILL EVENTS

12 95. In the late 1960s and early 1970s the Alyeska
13 defendants and the Exxon defendants and/or affiliates thereof
14 under common control and domination (collectively "the oil
15 companies"), proposed to build a pipeline to transport oil from
16 the North Slope of Alaska for shipment by supertankers to
17 refineries on the West Coast. The entire project was planned to
18 traverse one of the most pristine natural areas in the world.

19 96. There was substantial public concern and debate about
20 the environmental risks associated with the proposed pipeline
21 route, the location and construction of a supertanker port on
22 the Alaskan coast, and the marine transport of oil through
23 Alaskan waters.

24 97. The proposed construction of a supertanker facility at
25 the Port of Valdez was a central part of the pipeline

1 controversy. While the oil companies favored this location,
2 fishermen and other inhabitants of Prince William Sound were
3 concerned about the potential environmental calamity that could
4 be caused by a supertanker accident in that region.

5 98. Prince William Sound is one of the largest tidal
6 estuarine systems on the North American continent. Its many
7 islands, bays and fjords give it a shoreline totalling more than
8 2,000 miles. Prince William Sound is within the boundaries of
9 the Chugach National Forest while the western half of the Sound
10 is within the Nellie Juan-College Fjord Wilderness study area.

11 99. In the early 1970s, a group of Alaskan fishermen filed
12 suit to prevent the pipeline terminus from being located in the
13 Port of Valdez. In response to this and other legal challenges,
14 the oil companies sought legislation from Congress which would
15 defeat the legal challenges and grant specific authorization to
16 construct both the pipeline and a supertanker oil terminal at
17 the Port of Valdez.

18 100. Throughout the legal and legislative processes, the
19 grave environmental concerns surrounding the project were
20 expressed and made known to the oil companies by marine
21 scientists, biologists, fishermen and others.

22 101. In order to obtain governmental approval in the face
23 of these grave concerns, the oil companies represented that they
24 would construct and operate TAPS and the terminal and transport
25

1 oil in a fashion that would minimize the environmental risks and
2 protect the wilderness environment from harm.

3 102. Based on these and other representations, the oil
4 companies were authorized to construct TAPS and a supertanker
5 oil terminal at the Port of Valdez.

6 103. TAPS and the terminal began operating in 1977 under
7 the control of the Alyeska defendants. Since that time there
8 have been ongoing expressions of concern about the grave
9 environmental risks posed by the manner in which the system was
10 being operated. On a number of occasions, the state and federal
11 governments have considered imposing restrictions and
12 requirements on pipeline and terminal operations which would
13 have reduced environmental risks.

14 104. In order to avoid the costs of increased environmental
15 protection, the oil companies represented to the state and
16 federal governments and to the public that additional safeguards
17 were unnecessary because operations were being conducted so as
18 to minimize environmental hazards, including the danger of oil
19 spills along the pipeline, at the Valdez terminal or in Prince
20 William Sound. In justifiable reliance on the truth,
21 completeness, and accuracy of these representations, the
22 government and the public allowed the Alyeska defendants to
23 continue their operations.

24 105. As required by law, the Alyeska defendants prepared
25 and submitted contingency plans to the state and federal

1 governments in 1977 describing how the Alyeska defendants would
2 respond to oil spills that might occur along the pipeline, at
3 the terminal, or in Prince William Sound. These initial plans,
4 and/or the modifications which followed, in deliberate disregard
5 of, or with a reckless indifference to, the rights and interests
6 of plaintiffs and class members, represented that:

7 (a) The Alyeska defendants had the best technology
8 available to contain and clean up oil spills;

9 (b) The Alyeska defendants could promptly encircle an
10 oil spill;

11 (c) The Alyeska defendants had adequate numbers of
12 trained personnel on hand to respond to a spill;

13 (d) The Alyeska defendants had booms available to
14 exclude a spill from more than 130 environmentally sensitive
15 sites, including fish hatcheries and spawning grounds;

16 (e) The Alyeska defendants could clean up a spill of
17 100,000 barrels of oil in Prince William Sound within 48 hours;
18 and

19 (f) The Alyeska defendants would use their best
20 efforts to respond initially to an oil spill within 5 hours.

21 106. In 1986, Alaskan officials requested the Alyeska
22 defendants to outline plans for responding to a 200,000 barrel
23 oil spill. They opposed preparing such plans by contending that
24 a 200,000 barrel oil spill would probably occur only once every
25 241 years. When forced to respond to this scenario, the Alyeska

1 defendants represented that two oil skimmers and 4,500 feet of
2 boom would be at the spill scene within 3 hours and that a
3 barge, a third skimmer and 3,000 additional feet of boom would
4 be at the scene within 5 hours.

5 107. Contrary to these representations, the Alyeska
6 defendants systematically reduced their oil spill response
7 capabilities between 1977 and 1989. These reductions were
8 designed to cut costs and were made with a deliberate disregard
9 of or reckless indifference to the rights and interests of
10 plaintiffs and class members. They included, inter alia, the
11 following:

12 (a) Termination of the services of a trained and well
13 qualified independent contractor which had been responsible for
14 providing equipment and personnel to effectively implement the
15 contingency plans;

16 (b) Elimination of a full-time and thoroughly trained
17 oil spill response coordinator who was replaced by an untrained
18 non-professional who had duties in addition to oil spill
19 response activities;

20 (c) Elimination of personnel who were solely
21 dedicated to oil spill response, instead giving them a multitude
22 of tasks unrelated to contingency planning;

23 (d) Overall reduction in personnel on hand to assist
24 in the event of an oil spill;

1 (e) A total disregard for maintenance and
2 replenishment of oil spill response equipment; and

3 (f) A reduction in oil spill response drills as well
4 as a failure to correct crucial weaknesses identified in those
5 drills.

6 108. As of March 1989, the Alyeska defendants were not in
7 compliance with the requirements set forth in the approved
8 contingency plans. Due to numerous reductions and cutbacks,
9 including those described above, the Alyeska defendants and the
10 Exxon defendants knew or were recklessly indifferent to the
11 interests of plaintiffs and class members in failing to know the
12 following facts:

13 (a) That the existing contingency plans were
14 inadequate and were not based on realistic scenarios;

15 (b) That the Alyeska defendants could not promptly or
16 efficiently respond to, contain, exclude, or clean up a major
17 oil spill in the Area; and

18 (c) That the Alyeska defendants did not have proper
19 equipment, technology, personnel, or training to respond
20 adequately to a major oil spill in the Area.

21 B. THE OIL SPILL

22 109. On the evening of Thursday, March 23, 1989, the EXXON
23 VALDEZ was berthed at the Valdez terminal, having been fully
24 loaded with approximately 53,094,510 gallons of TAPS crude oil.
25

1 The EXXON VALDEZ is a two-year old tank ship of single skin,
2 high strength steel construction, 987 feet long, 166 feet wide
3 and 88 feet deep. It weighs 213,755 dead weight tons and has 11
4 cargo tanks.

5 110. The EXXON VALDEZ left the terminal at approximately
6 9:15 p.m. en route to Long Beach, California. At all relevant
7 times, defendant Hazelwood, a known alcohol abuser, was Master
8 of the vessel who was entrusted with her operational and
9 navigational safety. The Exxon defendants were aware of or
10 recklessly indifferent to the fact that Hazelwood had a history
11 of alcohol abuse, including convictions and license suspensions
12 for drunk driving, and that he had been accused of alcohol abuse
13 while in command of the Exxon defendants' tanker vessels.
14 Throughout this voyage, Hazelwood was under the influence of
15 alcohol.

16 111. From the time it left the terminal until it reached
17 the pilot's station near Rocky Point south of the Valdez
18 Narrows, the EXXON VALDEZ was navigated by Edward Murphy, a
19 state-licensed marine pilot. On several occasions during this
20 evening, Murphy smelled alcohol on Hazelwood's breath.

21 112. Approximately 15 minutes after the vessel got underway
22 piloted by Murphy, Hazelwood left the bridge. He did not return
23 until he was summoned to the bridge shortly before 11:24 p.m.,
24 when Murphy disembarked near Rocky Point.
25

1 113. Applicable regulations require that a licensed pilot
2 remain in control of the vessel until it passes Bligh Reef and
3 enters the open waters of southeastern Prince William Sound.
4 Following Murphy's departure, defendant Hazelwood was the only
5 person aboard the vessel who was authorized to pilot it in the
6 restricted waters near Bligh Reef.

7 114. Shortly after Murphy left the ship, Hazelwood again
8 went to his cabin, leaving defendant Cousins in command.
9 Cousins was not licensed to pilot the EXXON VALDEZ in these
10 waters.

11 115. Prior to leaving Cousins in command, Hazelwood charted
12 a course which took the EXXON VALDEZ outside the Vessel Traffic
13 System (VTS) lanes, in violation of applicable navigational
14 rules. VTS lanes are clearly marked on nautical charts which
15 were aboard the EXXON VALDEZ. While cutting across the VTS
16 lanes, Hazelwood also placed the vessel on auto pilot in
17 violation of customary procedure for operating in a narrow
18 channel.

19 116. As the vessel crossed through and out of the approved
20 VTS lanes, Cousins failed to correct the ship's course until it
21 was too late to avoid a collision with Bligh Reef, a well-known
22 navigational hazard located approximately one nautical mile from
23 the nearest edge of the VTS lanes. Bligh Reef is clearly
24 identified on nautical charts which were aboard the EXXON VALDEZ
25 and is marked for nighttime identification by a floating buoy,

1 and equipped with a flashing red light and bell, which is also
2 visible on radar.

3 117. The EXXON VALDEZ first struck Bligh Reef at
4 approximately 12:04 a.m. on March 24, 1989. At the time of
5 first impact, the vessel was running at a speed of over 12
6 knots, well in excess of a safe speed for the then-existing
7 conditions.

8 118. After the initial collision, Cousins and Hazelwood
9 engaged in a series of maneuvers which drove the EXXON VALDEZ
10 hard onto the reef, ruptured additional cargo tanks, and spilled
11 more oil into Prince William Sound. Although the vessel was
12 hard aground and completely stopped, the ship's engines were
13 allowed to run ahead for approximately 14 minutes at revolutions
14 equal to 12 knots per hour.

15 119. Despite being advised by ship's personnel and the
16 Coast Guard not to move the vessel, Hazelwood nevertheless
17 attempted, for over one hour, to free the EXXON VALDEZ from the
18 reef using the vessel's engine and rudder. This caused the
19 further rupture of cargo tanks and spilled more oil into Prince
20 William Sound.

21 120. The initial collision, subsequent grounding of, and
22 later attempts to free the EXXON VALDEZ from Bligh Reef tore
23 open eight of the ship's eleven oil cargo tanks and three
24 saltwater ballast tanks extending the full length of the vessel.
25 As a result of these incidents, which resulted from acts and

1 omissions carried out with reckless indifference to the
2 interests of plaintiffs and class members, approximately 11
3 million gallons of oil were spilled into the waters of Prince
4 William Sound.

5 C. RESPONSE AND CLEANUP EFFORTS BY THE
6 ALYESKA DEFENDANTS AND THE EXXON DEFENDANTS

7 121. Contrary to the representations and assurances
8 previously given to the government and to the public, the
9 Alyeska defendants and the Exxon defendants failed to contain
10 the oil, exclude it from environmentally sensitive sites, or
11 remove it from the water. These acts and omissions, which were
12 carried out in deliberate disregard of, or with reckless
13 indifference to, the rights and interests of plaintiffs and
14 class members included, among other things, the following:

15 (a) The Alyeska defendants failed to initially
16 respond to the spill within five hours;

17 (b) Despite the fact that the weather for the first
18 two days following the spill was calm and therefore ideal for
19 containment and removal, the Alyeska defendants and the Exxon
20 defendants failed to contain or remove the oil;

21 (c) The Alyeska defendants failed to ensure that two
22 oil skimmers and 4,500 feet of boom were at the scene within
23 three hours and that a barge and third skimmer with 3,000
24 additional feet of boom were at the scene within five hours;

1 (d) The Alyeska defendants sent home the marine
2 technicians who were on duty during the 12-hour shift between
3 6:00 p.m. March 23, 1989 and 6:00 a.m. March 24, 1989 without
4 even attempting to have them reach or combat the spill;

5 (e) Representatives of the Alyeska defendants first
6 appeared on the scene of the spill without any containment
7 equipment;

8 (f) The containment boom deployment barge of the
9 Alyeska defendants was out of service, the defendants having
10 failed to notify Alaska officials that this was the case;

11 (g) Self-inflating containment booms of the Alyeska
12 defendants, designed to contain oil slicks immediately after a
13 spill, were unavailable for more than 24 hours;

14 (h) Neither the Alyeska defendants nor the Exxon
15 defendants had immediate access to adequate containment booms,
16 skimmer boats, or chemical dispersants;

17 (i) The skimmer boats eventually used by the Alyeska
18 defendants and the Exxon defendants were incapable of recovering
19 significant amounts of oil;

20 (j) Neither the Alyeska defendants nor the Exxon
21 defendants had immediate access to equipment which was needed to
22 exclude spilled oil from environmentally sensitive sites in
23 Prince William Sound;

24 (k) Neither the Alyeska defendants nor the Exxon
25 defendants had communications equipment capable of permitting an

1 effective deployment or coordination of oil spill response
2 activities;

3 (l) Neither the Alyeska defendants nor the Exxon
4 defendants had sufficient quantities of chemical dispersants
5 available. At the time of the spill, the Alyeska defendants had
6 less than 3,000 gallons at its terminal, no application
7 equipment and no aircraft. Three trial applications indicated
8 that dispersants were ineffective as both the Alyeska defendants
9 and the Exxon defendants should have anticipated;

10 (m) Both the Alyeska defendants and the Exxon
11 defendants failed promptly to utilize private commercial vessels
12 either to assist in booming or for logistical support despite
13 offers from numerous individuals for use of their vessels;

14 (n) After finally hiring local commercial vessels,
15 the Exxon defendants allowed many boats to drift about aimlessly
16 without any equipment or guidance as to how to proceed;

17 (o) Neither the Alyeska defendants nor the Exxon
18 defendants had on hand enough equipment or trained manpower to
19 encircle the tanker with booms, contain the oil inside the
20 booms, or clean it up;

21 (p) In order to offset their lack of adequate oil
22 storage capacity for cleanup operations, the Exxon defendants
23 allowed the steam tanker EXXON BATON ROUGE to pump its ballast
24 into Prince William Sound in preparation for lightering crude
25 oil from the EXXON VALDEZ. This incident caused the discharge

1 of oil, oily water and/or hazardous substances into Prince
2 William Sound which mingled with oil spilled from the EXXON
3 VALDEZ.

4 (q) Neither the Alyeska defendants nor the Exxon
5 defendants efficiently or effectively requisitioned or made use
6 of the equipment and manpower they did have on hand to minimize
7 the spread of the oil and clean up as much as possible before it
8 spread; and

9 (r) Neither the Alyeska defendants nor the Exxon
10 defendants efficiently or effectively mobilized available
11 equipment and manpower from elsewhere to contain the oil and
12 clean it up before it spread.

13 122. As a result, the oil spread across and out of Prince
14 William Sound into such areas as the Kenai Peninsula, the Cook
15 Inlet, the Kodiak Archipelago and the Alaska Peninsula,
16 significantly worsening the environmental contamination which
17 occurred.

18 D. EFFECTS OF THE OIL SPILL

19 123. The spilled oil from the vessels EXXON VALDEZ and
20 EXXON BATON ROUGE had the following effects, among others:

21 (a) The water surrounding the vessel EXXON VALDEZ
22 became contaminated with at least 10 million gallons of toxic
23 crude oil;

24 (b) The prevailing winds and currents spread the
25 contamination throughout the Area;

1 (c) The contamination polluted the water, shoreline
2 and beaches in the Area and despoiled and befouled the natural
3 resources therein;

4 (d) The biota, marine and aquatic life, wildlife and
5 plants, including among others, herring, herring roe, salmon,
6 whales, sea otters, fur seals, diving duck, grebes, loons, river
7 otters, mink, bald eagles, bear and deer, shellfish and mollusks
8 were killed or damaged;

9 (e) The food chain for all living organisms and
10 creatures throughout the Area was adversely damaged or
11 destroyed;

12 (f) The state of Alaska closed or restricted the
13 cultivating, fishing and/or harvesting of various species of
14 fish, other seafood or marine resources in the Area;

15 (g) The number of fish, other seafood or marine
16 resources which would be cultivated, fished or harvested in the
17 Area was dramatically reduced or eliminated;

18 (h) A public perception was created that all fish,
19 other seafood and marine resources cultivated, caught, or
20 harvested in the Area were tainted or contaminated with oil;

21 (i) The amount of fish, other seafood or marine
22 resources in the Area purchased for processing, packaging,
23 canning, cold storage and wholesale or retail distribution was
24 significantly diminished;

1 (j) The general economy of the Area has been
2 diminished and disrupted. Goods, services and products that
3 would have been sold to support the economy and life in the Area
4 in the absence of the contamination caused by the spill were not
5 sold;

6 (k) Subsistence hunting, fishing and gathering by
7 Native Alaskans was destroyed or severely restricted throughout
8 the Area;

9 (l) Culturally significant Native Alaskan
10 archaeological sites and artifacts were likewise destroyed or
11 damaged;

12 (m) The subsistence way of life of Native Alaskans
13 throughout the Area was significantly interfered with, altered,
14 damaged or destroyed; and

15 (n) The water and beaches in the Area were so
16 polluted, the natural beauty of the Area so spoiled, and the
17 disruption and damage created by the oil spill so extensive,
18 that the use and enjoyment of the natural resources of the Area,
19 the value of property in the Area and recreation in the Area
20 were significantly diminished.

21 E. DAMAGE AND INJURY TO THE PLAINTIFFS
22 AND PLAINTIFF CLASSES

23 124. As a proximate result of the foregoing detrimental
24 effects:
25

1 (a) The members of the Alaska Natives Class have
2 sustained injury to their subsistence way of life,
3 archaeological sites and artifacts. Members of the Alaska
4 Natives Class have also sustained damage or injury to the
5 natural resources and property upon which they depend and/or
6 which are part of their natural habitat and lives;

7 (b) The members of the Commercial Fishing Class have
8 been damaged and injured in their commercial cultivation,
9 fishing and/or harvesting of the fish, other seafood or marine
10 resources in the Area and in their commercial fishing permits
11 and property rights in the Area;

12 (c) The members of the Processor/Distributor Class
13 have been damaged and injured in their processing, preparation,
14 marketing, sale or other distribution of fish, seafood or other
15 marine resources cultivated, fished or harvested in the Area;

16 (d) The members of the Area Business Class have been
17 damaged and injured in their businesses and property; and

18 (e) The members of the Use and Enjoyment Class have
19 been damaged and injured in their use and enjoyment of the
20 natural resources of the Area.
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SECOND CLAIM FOR RELIEF

Negligence Under
Trans-Alaska Pipeline Authorization Act
43 U.S.C. §1653(c)
(All Plaintiffs vs. Exxon Defendants)

130. Plaintiffs reallege and incorporate herein by reference each and every allegation set forth above.

131. Plaintiffs and members of the plaintiff classes are persons and entities which have sustained and are continuing to sustain damages resulting from the discharge of oil occurring in each incident described herein.

132. The Exxon defendants are the owners and operators of the vessel EXXON VALDEZ at the time of each incident referred to herein.

133. Each incident referred to herein was caused by the negligence, gross negligence and/or reckless actions of the Exxon defendants.

134. The Exxon defendants are liable to plaintiffs, jointly and severally, as owner and operator of the EXXON VALDEZ, for all damages resulting from each incident described herein.

THIRD CLAIM FOR RELIEF

Unseaworthiness
(All Plaintiffs vs. Exxon Defendants)

135. Plaintiffs reallege and incorporate by reference each and every allegation set forth above.

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1 136. By virtue of the matters and conduct described above,
2 the EXXON VALDEZ was unseaworthy, in among others, the following
3 respects:

4 (a) The vessel was negligently and improperly manned,
5 to wit:

6 (i) There were insufficient certificated
7 watchstanders for passage through Prince William Sound and for
8 operations to and from the Port of Valdez;

9 (ii) The vessel employed a known alcohol abuser
10 as Master and it was known or there was reason to know that the
11 Master had not abstained from the ingestion of alcohol since
12 being identified as an alcohol abuser;

13 (iii) None of the Master, officers or crew had
14 received proper training in taking the proper actions in the
15 event of a casualty such as a grounding or oil spill;

16 (b) The vessel was not equipped with containment
17 booms or other equipment designed to confront the early stages
18 of a spill or designed to minimize the impact of a spill;

19 (c) Prior to and at the time of the casualty, the
20 vessel was being operated in confined waters by only one deck
21 officer in violation of the vessel's own instructions. Such
22 violation is directly attributable to the demands imposed on the
23 Master, officers and crew by the vessel's manner of operation;

24 (d) The vessel was permitted to sail with three
25 officers, i.e., the Master, Chief Officer and Radio Officer who

1 were known or should have been known to have been drinking
2 ashore within less than four hours of the vessel's sailing, all
3 in violation in 33 C.F.R. §95.045(a); and

4 (e) The vessel was permitted to sail under the color
5 of oil spill contingency plans which were known or should have
6 been known not to have been capable of being implemented.

7 137. These matters were within the privity and knowledge of
8 the Exxon defendants and were proximate and/or contributing
9 causes to the casualty and the damages suffered as a result of
10 thereof by plaintiffs and the classes.

11
12 FOURTH CLAIM FOR RELIEF

13 Maritime Negligence
14 (All Plaintiffs vs. Exxon Defendants,
15 Hazelwood and Cousins)

16 138. Plaintiffs reallege and incorporate by reference each
17 and every allegation set forth above.

18 139. At all times relevant, the Exxon defendants owed a
19 duty of care to plaintiffs and the members of the plaintiff
20 classes to ensure that reasonable measures would be taken to
21 safely transport and handle crude oil in Prince William Sound.

22 140. The Exxon defendants breached that duty by their
23 actions and omissions, including, without limitation, the
24 following:

25 (a) The negligent navigation of the EXXON VALDEZ
within the privity and knowledge of the Exxon defendants into a

1 known, chartered and buoyed hazard outside the designated shipping
2 lanes;

3 (b) The failure of the Exxon defendants to ensure
4 properly against the operation of Exxon vessels and the EXXON
5 VALDEZ by persons impaired by alcohol or other substances, and
6 their failure to ensure properly the continuing qualification of
7 the Master of the EXXON VALDEZ and/or his ability to command and
8 control the vessel in light of his known alcohol abuse problem
9 or to ensure the presence on board the EXXON VALDEZ of another
10 qualified officer licensed to navigate Prince William Sound to
11 replace Hazelwood in the event of his incapacity to command the
12 vessel;

13 (c) The negligent entrustment by the Exxon defendants
14 of the command of the EXXON VALDEZ to Hazelwood;

15 (d) The use or allowance of use by the Exxon
16 defendants of unsafe and improper methods of marine transport in
17 transporting petroleum products through the Port of Valdez and
18 Prince William Sound;

19 (e) The failure by the Exxon defendants to ensure
20 properly the suitability of the EXXON VALDEZ for the particular
21 purpose of transporting crude oil in the Prince William Sound;

22 (f) The failure by the Exxon defendants to prepare
23 adequately for, respond to, contain and clean up the oil spill
24 from the EXXON VALDEZ; and
25

1 (g) The failure by the Exxon defendants, after they
2 had announced their assumption of all cleanup responsibilities
3 subsequent to the oil spill, to take immediate, necessary or
4 reasonable steps to contain and mitigate the effects thereof.

5 141. The foregoing actions, among others, constituted
6 negligence within the privity and knowledge of the Exxon
7 defendants.

8 142. The aforesaid negligent conduct of the Exxon
9 defendants has proximately caused damage to the plaintiffs
10 herein, and these damages are continuing.

11 143. Defendant Hazelwood, individually, had a duty of care
12 to plaintiffs and the members of the plaintiff classes to ensure
13 that reasonable measures would be taken to safely transport and
14 handle crude oil in Prince William Sound. Hazelwood breached
15 such duty by his actions and omissions, as described above.

16 144. The negligent and reckless conduct of Hazelwood
17 proximately caused damages to plaintiffs which are continuing.

18 145. Defendant Cousins, individually, had a duty of care to
19 plaintiffs and the members of the plaintiff classes to ensure
20 that reasonable measures would be taken to safely transport and
21 handle crude oil in Prince William Sound. Cousins breached such
22 duty by his actions and omissions, as described above.

23 146. The negligent and reckless conduct of Cousins
24 proximately caused damages to plaintiffs which are continuing.
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FIFTH CLAIM FOR RELIEF

Maritime Negligence
(All Plaintiffs vs. Alyeska Defendants)

147. Plaintiffs reallege and incorporate herein by reference each and every allegation set forth above.

148. At all times relevant herein, the Alyeska defendants had the duty and responsibility to plaintiffs and the members of the plaintiff classes, and to others, to prevent oil pollution of the Prince William Sound and other areas of Alaska. They also had duties, responsibilities and authority to prevent oil spilled from tankers transporting crude oil from Port Valdez from causing pollution damage and to clean up and remove all oil in such a way as to prevent or minimize any damage to plaintiffs and members of the plaintiff classes. The Alyeska defendants' repeated acknowledgments of these duties and responsibilities, in public records and reports, were critical factors in obtaining agreement by various federal, state and local authorities to the use of the Port of Valdez and Prince William Sound for the transport of oil flowing through the Trans-Alaska Pipeline.

149. The Alyeska defendants knew, had reason to know or were reckless in not knowing that a spill of catastrophic proportions could occur in Prince William Sound. Further, the Alyeska defendants knew, had reason to know or were reckless in not knowing of the tide, current, and weather conditions in the

1 Gulf of Alaska and Prince William Sound and the existence of
2 reefs, rocks, and other dangerous conditions and hazards to
3 navigation which it knew, should have known or was reckless in
4 not knowing could result in the grounding of a very large crude
5 carrier like the EXXON VALDEZ. Notwithstanding the foregoing,
6 the Alyeska defendants negligently and recklessly failed to act
7 properly, reasonably and effectively to prevent pollution and to
8 clean up spilled oil so as to prevent or minimize the damage to
9 plaintiffs in at least the following manners:

10 (a) The Alyeska defendants negligently, recklessly
11 and improperly failed to establish tested and effective
12 procedures for the prompt and efficient mobilization of public
13 and private employees, entities and resources to combat oil
14 spills and potential pollution and to prevent pollution of those
15 areas of special economic, social, cultural, historical, tribal,
16 ancestral and environmental importance;

17 (b) The Alyeska defendants negligently, recklessly
18 and improperly failed to have in place the equipment and
19 personnel necessary for responding to a spill in a prompt and
20 effective manner that would prevent or minimize damage to areas
21 of special economic, social, cultural, historical, tribal,
22 ancestral and environmental importance;

23 (c) The Alyeska defendants negligently, recklessly
24 and improperly failed to provide for prompt and efficient
25 mobilization of public and private employees, entities and

1 resources to combat oil spills and potential pollution and to
2 prevent pollution of those areas of special economic and
3 environmental importance;

4 (d) The Alyeska defendants negligently, recklessly
5 and improperly failed to use dispersants properly in order to
6 prevent or minimize the effects of pollution;

7 (e) The Alyeska defendants negligently, recklessly
8 and improperly failed to use booming devices in such a manner
9 so as to protect harbors, bays, estuaries, rivers, inlets,
10 beaches, and other areas of the coast from oil pollution and to
11 contain the spread of oil;

12 (f) The Alyeska defendants negligently, recklessly
13 and improperly refused to accept and utilize resources,
14 including without limitation oil pollution and clean-up experts,
15 offered and provided by others;

16 (g) The Alyeska defendants negligently, recklessly
17 and improperly failed to instruct and control the activities of
18 agents and employees in undertaking, supervising or coordinating
19 pollution prevention and clean-up operations; and

20 (h) The Alyeska defendants negligently, recklessly
21 and improperly failed to instruct and control the activities of
22 others in undertaking, supervising or coordinating pollution
23 prevention and cleanup operations.

24 150. The negligent, reckless and improper acts of the
25 Alyeska defendants, described above, caused and contributed to

1 oil pollution damage, aggravated, exacerbated, and prolonged the
2 effects of such oil pollution, and proximately caused the
3 damages suffered by plaintiffs herein which are continuing.
4

5 SIXTH CLAIM FOR RELIEF

6 Alaska National Interest Lands Conservation Act
7 16 U.S.C. §1301, et seq. (Plaintiffs in Class I-A vs.
8 All Defendants Except TAPS Fund)

9 151. Class I-A plaintiffs reallege and incorporate herein
10 by reference each and every allegation set forth above.

11 152. Class I-A plaintiffs and class members are engaged in
12 the customary and traditional uses of wild renewable resources
13 for: (1) direct personal or family consumption as food,
14 shelter, fuel, clothing, tools, or transportation; (2) the
15 making and selling of handicraft articles out of non-edible
16 byproducts of fish and wildlife resources taken for personal or
17 family consumption; (3) barter, or sharing for personal or
18 family consumption; and/or for customary trade, within the
19 meaning of 33 U.S.C. §3113 (hereafter "subsistence uses").

20 153. Class I-A plaintiffs' and class members' subsistence
21 uses have a priority under federal law over all other takings of
22 fish and wildlife in Alaska, pursuant to 33 U.S.C. §§3114 and
23 3115(d).

24 154. Defendants against whom this claim is asserted have a
25 duty not to interfere with such subsistence uses. Defendants
have breached that duty.

1 and mitigate the environmental, cultural and social damages
2 caused by the spill;

3 H. Enter an order granting appropriate injunctive and
4 equitable relief to ensure that defendants take all actions
5 necessary to clean up and remove all oil from the Area, to
6 compensate plaintiffs for their cleanup costs, and to ensure
7 that this type of incident will not recur;

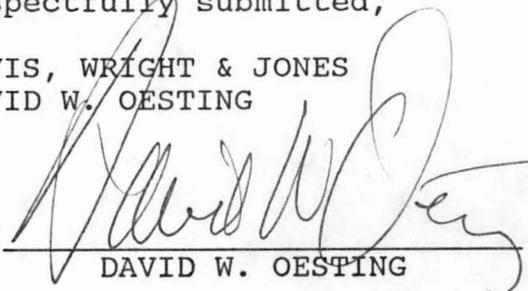
8 I. Award the plaintiffs attorneys' fees and costs,
9 including expert and scientific fees and other disbursements;

10 J. Award pre-judgment interest; and

11 K. Award such other and further compensation and relief
12 to which plaintiffs and the members of the plaintiff classes may
13 be justly entitled.

14 DATED: July 17, 1989

Respectfully submitted,
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17
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AMEND & CONSL CLASS ACTION 61
CMPLNT & DMND JURY TRIAL

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2 DAVIS, WRIGHT & JONES
3 550 W. 7th Avenue
4 Suite 1450
5 Anchorage, AK 99501
6 Telephone: (907) 276-4488

7 Liaison Counsel for Plaintiffs

8 Honorable H. Russel Holland

9 IN THE UNITED STATES DISTRICT COURT
10 FOR THE DISTRICT OF ALASKA

11 In re)
12)
13 the EXXON VALDEZ) No. A89-095 Civil
14) (Consolidated)
15)

16 AFFIDAVIT OF SERVICE BY MAIL
17 UPON DEFENDANTS AND COUNSEL FOR DEFENDANTS

18 STATE OF ALASKA)
19 : ss.
20 THIRD JUDICIAL DISTRICT)

21 Debra Perras, being first duly sworn, upon oath, deposes and
22 says: that she is employed as a legal secretary in the offices of
23 Davis, Wright & Jones, 550 W. 7th Avenue, Suite 1450, Anchorage,
24 Alaska 99501; that service of the AMENDED AND CONSOLIDATED CLASS
25 ACTION COMPLAINT AND DEMAND FOR JURY TRIAL has been made upon the
following defendants and counsel for defendants on the 17th day
of July, 1989 by U.S. Mail, postage pre-paid:

26 Douglas J. Serdahely, Esq.
27 Richard M. Clinton, Esq.
28 BOGLE & GATES
29 1031 West Fourth Avenue, Suite 600
30 Anchorage, Alaska 99501
31 Attorneys for Defendants:
32 EXXON CORPORATION (D-1),
33 EXXON SHIPPING COMPANY (D-2),
34 EXXON PIPELINE COMPANY (D-10), and
35 EXXON TRANSPORATION COMPANY;

Charles P. Flynn, Esq.
BURR, PEASE & KURTZ
810 N Street

1 Anchorage, Alaska 99501

2 Attorneys for Defendants:

3 ALYESKA PIPELINE SERVICE COMPANY (D-3),
4 AMERADA HESS PIPELINE CORP. (D-11),
5 ARCO PIPE LINE COMPANY (D-12),
6 BP PIPELINES (ALASKA), INC. (D-13),
7 MOBIL ALASKA PIPELINE COMPANY (D-14),
8 PHILLIPS ALASKA PIPELINE CORP. (D-20), and
9 UNOCAL PIPELINE COMPANY (D-21);

10 Quinn O'Connell, Esq.

11 HOLLAND & HART

12 1001 Pennsylvania Avenue, N.W., Suite 310

13 Washington, D.C. 20004

14 - and -

15 Clifford J. Groh, Esq.

16 David A. Devine, Esq.

17 2550 Denali Street, Suite 1700

18 Anchorage, Alaska 99503

19 Attorneys for defendant:

20 TRANS-ALASKA PIPELINE LIABILITY FUND (D-4);

21 Defendant JOSEPH HAZELWOOD (D-7)

22 48 Crescent Beach Drive

23 Huntington, New York 11743;

24 Robert L. Richmond, Esq.

25 RICHMOND & QUINN

135 Christensen Drive

Anchorage, Alaska 99501

Attorneys for Defendant:

GREGORY COUSINS (D-8);

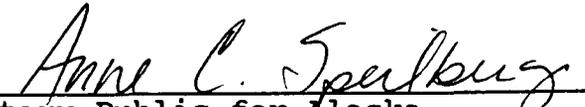
Defendant GEORGE M. NELSON (D-9)

1311 Saint Gotthard Avenue

Anchorage, Alaska 99508.


Debra Perras

SUBSCRIBED AND SWORN to before me this 17th day of July,
1989.


Notary Public for Alaska
My Commission Expires: 1-7-91

AFFIDAVIT OF SERVICE BY MAIL UPON DEFENDANTS 2

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DAVID W. OESTING
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Liaison Counsel for Plaintiffs

Honorable H. Russel Holland

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ALASKA

In re)
the EXXON VALDEZ) No. A89-095 Civil
(Consolidated)

AFFIDAVIT OF SERVICE BY MAIL

STATE OF ALASKA)
: ss.
THIRD JUDICIAL DISTRICT)

Debra Perras, being first duly sworn, upon oath, deposes and says: that she is employed as a legal secretary in the offices of Davis, Wright & Jones, 550 W. 7th Avenue, Suite 1450, Anchorage, Alaska 99501; that service of the AMENDED AND CONSOLIDATED CLASS ACTION COMPLAINT AND DEMAND FOR JURY TRIAL has been made upon all counsel of record based upon the Court's Master Service List of June 29, 1989 on the 17th day of July, 1989 by U.S. Mail, postage pre-paid.

Debra Perras
Debra Perras

SUBSCRIBED AND SWORN to before me this 17th day of July, 1989.

Anne C. Spiekberg
Notary Public for Alaska
My commission Expires: 1-7-91

DAVIS WRIGHT & JONES
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(907) 276-4488

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AMEND & CONSL CLASS ACTION 61
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6 Telephone: (907) 276-4488

7 Liaison Counsel for Plaintiffs

8 Honorable H. Russel Holland

9 IN THE UNITED STATES DISTRICT COURT

10 FOR THE DISTRICT OF ALASKA

11 In re)
12 the EXXON VALDEZ) No. A89-095 Civil
13) (Consolidated)
14)
15)

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17 UPON DEFENDANTS AND COUNSEL FOR DEFENDANTS

18 STATE OF ALASKA)
19 : ss.
20 THIRD JUDICIAL DISTRICT)

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following defendants and counsel for defendants on the 17th day
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27 Richard M. Clinton, Esq.
28 BOGLE & GATES
29 1031 West Fourth Avenue, Suite 600
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34 EXXON PIPELINE COMPANY (D-10), and
35 EXXON TRANSPORATION COMPANY;

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3 ALYESKA PIPELINE SERVICE COMPANY (D-3),
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6 Quinn O'Connell, Esq.

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10 - and -

11 Clifford J. Groh, Esq.

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15 Attorneys for defendant:

16 TRANS-ALASKA PIPELINE LIABILITY FUND (D-4);

12 Defendant JOSEPH HAZELWOOD (D-7)

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14 Robert L. Richmond, Esq.

15 RICHMOND & QUINN

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18 Attorneys for Defendant:

19 GREGORY COUSINS (D-8);

18 Defendant GEORGE M. NELSON (D-9)

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Debra Perras

Debra Perras

21 SUBSCRIBED AND SWORN to before me this 17th day of July,
22 1989.

Anne C. Spelberg

Notary Public for Alaska
My Commission Expires: 1-7-91

25 AFFIDAVIT OF SERVICE BY MAIL UPON DEFENDANTS 2

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7 Liaison Counsel for Plaintiffs

Honorable H. Russel Holland

8 IN THE UNITED STATES DISTRICT COURT
9 FOR THE DISTRICT OF ALASKA

10 In re)
11 the EXXON VALDEZ) No. A89-095 Civil
12 _____) (Consolidated)

13 AFFIDAVIT OF SERVICE BY MAIL

14 STATE OF ALASKA)
15 : ss.
16 THIRD JUDICIAL DISTRICT)

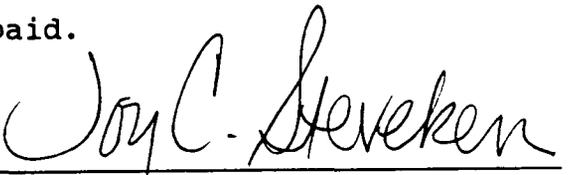
17 Debra Perras, being first duly sworn, upon oath, deposes and
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20 Alaska 99501; that service of the AMENDED AND CONSOLIDATED CLASS
21 ACTION COMPLAINT AND DEMAND FOR JURY TRIAL has been made upon all
22 counsel of record based upon the Court's Master Service List of
23 June 29, 1989 on the 17th day of July, 1989 by U.S. Mail, postage
24 pre-paid.

25 Debra Perras
Debra Perras

SUBSCRIBED AND SWORN to before me this 17th day of July,
1989.

Anne C. Spickberg
Notary Public for Alaska
My commission Expires: 1-7-91

Bogle & Gates, 1031 West 4th Street, Suite 600, Anchorage, Alaska 99501; that service of Defendant Exxon Shipping Company's (D-2 and D-6) Re-Notice to Parties of Opportunity to Inspect Vessel has been made upon all counsel of record based upon the Court's Master Service List of July 20, 1989 on 2nd day of August, 1989 via hand delivery and U.S. Mail, postage prepaid.


Joy C. Steveken

SUBSCRIBED AND SWORN to
before me this 2nd day
of August, 1989.


Notary Public for Alaska
My Commission Expires: 1/12/1991

BOGLE & GATES

AFFIDAVIT OF SERVICE
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