

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

The Presbyterian Church of Sudan,	:	
Rev. Matthew Mathiang Deang,	:	
Rev. James Koung Ninrew,	:	
Nuer Community Development Services	:	
in U.S.A., Fatuma Nyawang Garbang,	:	
Nyot Tot Rieth, individually and on behalf of	:	
the Estate of her husband Joseph Thiet	:	
Makuac, Stephen Hoth,	:	
Stephen Kuina, Chief Tunguar Kueigwong Rat,	:	
Luka Ayuol Yol, Thomas Malual Kap,	:	
Puok Bol Mut, Chief Patai Tut,	:	
Chief Peter Ring Patai, Chief Gatluak Chiek	:	
Jang, Yien Nyinar Riek, and Moris Bol Majok,	:	
and on behalf of themselves and	:	
all others similarly situated,	:	Civil Action No. 01 CV 9882 (DLC)
	:	
Plaintiffs,	:	
	:	
vs.	:	
	:	
Talisman Energy, Inc., Republic of the	:	
Sudan,	:	
	:	
Defendants.	:	

SECOND AMENDED CLASS ACTION COMPLAINT

Plaintiffs, by and through their counsel of record, hereby allege as follows:

Nature of the Action

1. This is a class action brought by Plaintiffs on behalf of themselves and other similarly situated non-Muslim, African residents of southern Sudan who have been damaged by acts of genocide, war crimes, extrajudicial killing (including murder and summary execution), forced displacement, military bombings and assaults on civilian targets, confiscation and destruction of

property, enslavement, torture and rape, related to or arising from the oil exploration and extraction activities of Defendants Talisman Energy, Inc. (“Talisman”) and the Republic of the Sudan (“Sudan” or the “Government”). Defendants have collaborated in a joint strategy to deploy military forces in a brutal ethnic cleansing campaign against a civilian population based on their ethnicity and/or religion for the purpose of enhancing Defendants’ ability to explore and extract oil from areas of southern Sudan by creating a *cordon sanitaire* surrounding the oil concessions located there. The armed campaign, which is ongoing and has resulted in massive civilian displacement, the burning of villages, churches and crops, and the extrajudicial killing and enslavement of innocent civilians, is possible only through Defendants’ collaboration and the Government’s utilization of equipment and infrastructure, such as vehicles, helicopters, aircraft, roads and airfields, owned, chartered, constructed and/or maintained by Talisman. Defendants’ acts, as set forth herein, violate universal obligatory norms of customary international law which are incorporated into federal law.

Parties and Related Entities

2. (a) The Presbyterian Church of Sudan (“PCOS”) is an unincorporated association of persons of the Presbyterian faith who are or were residents of Sudan. Its parishes are located in a broad area of Upper Nile province within and adjacent to the Unity and Heglig oil concessions. Its churches have been bombed and destroyed and church leaders and parishioners have been killed, tortured, raped, enslaved and displaced by Government forces because of their ethnic background or religion and their location in proximity to the oil fields.

(b) Rev. Matthew Mathiang Deang is a member of the Nuer tribe and a citizen of Sudan currently residing as a refugee in Kenya. Rev. Deang was Moderator of PCOS from 1973-

1974, Associate Moderator for South Sudan from 1992-1997 and is currently the Moderator of the PCOS for the Presbytery of Western Upper Nile. He is also the Chairman of the Constitution Committee for the southern presbyteries of the PCOS. Rev. Deang is responsible for supervising the 13 parishes in Western Upper Nile which include 20 Pastors and 390 congregations. He travels to visit the parishes of Western Upper Nile approximately every three months. His parish churches have been bombed and burned, his congregants have been bombed, shot, tortured, raped and displaced and he spends a considerable amount of his ministry coordinating relief efforts for his people who, as the result of Defendants' actions, have no access to their traditional sources of food, medicine or housing. Rev. Deang was personally subjected to attacks in various locations, including Koch, Bieh and Wicok.

(c) Rev. James Koung Ninrew is a citizen of Sudan currently residing as a refugee in Kenya. He is pastor of the PCOS in Western Upper Nile. Pastor Ninrew is the Presbytery Secretary for Western Upper Nile and in charge of the Koch, Panijar and Thornyor congregations. Pastor Ninrew has been displaced from several different villages and suffered several attacks by Sudanese government forces, including: (1) Sudanese government attacks on communities in Block 5a in 2001 which killed and displaced civilians to allow further oil exploration; (2) Antonov bombing attacks in Rier resulting in the death of eighteen civilians; (3) the attack at Bieh in February 2002, when 22 civilian were killed by Sudanese government forces in the vicinity of a World Food Program distribution center; and (4) an attack on Koch in January 2002 during a prayer meeting for peace and reconciliation.

(d) Nuer Community Development Services in U.S.A. ("NCDS") is a non-profit corporation organized under the laws of the State of Minnesota in 1999. Members of NCDS are

refugees who fled areas within or adjacent to Talisman's oil concession in southern Sudan due to the campaign of ethnic cleansing against non-Muslim Africans and who are now citizens of the United States or resident aliens. NCDS has chapters and/or members in several states including, but not limited to, New York, Nebraska and Iowa. Relatives of NCDS members in Sudan have been the subject of extrajudicial killings and kidnaping and have had their properties destroyed or confiscated. NCDS is dedicated to assisting Nuer refugees in the United States as well as those remaining in Sudan who are victims of the ethnic cleansing campaign to secure their land for oil development.

(e) Fatuma Nyawang Garbang is a citizen of Sudan currently residing in the State of Illinois as a refugee. Plaintiff Garbang is a Nuer of the Bul tribe and was born and raised in Bentiu. In 1994, she and her husband were living in Leer when, as part of the Government's ethnic cleansing campaign against non-Muslim, African Sudanese in the oil producing areas, her village was bombed by Government airplanes and then burned by Government forces. Plaintiff and her family fled on foot and survived for 21 days hiding in the bush. Because of continuing attacks, Plaintiff and her family were unable to return to the village and sought safety in a refugee camp in Kenya. Plaintiff Garbang returned to Leer in 1997, 1998 and 1999 in efforts to re-establish her home, but repeated Government attacks in support of oil exploration activities made this impossible. Many other villagers in that area had been abducted and/or raped by Government soldiers. Based on what she saw, Plaintiff Garbang founded the Upper Nile Women's Welfare Organization to help female victims of Governmental abuse.

(f) Nyot Tot Rieth is a member of the Nuer tribe and a citizen of Sudan, currently residing in South Dakota as a refugee. She and her family were subjected to Antonov bombings

and helicopter gunship attacks several times each year from 1998 through 2002. She and her family were forced to flee from their home in Leer into the bush to avoid being killed by the aerial attacks and ground attacks by Government militia. In 2002, Plaintiff Rieth's husband, Joseph Thiet Makuac, was killed in the bombing attack on the World Food Program distribution center at Bieh. After his death, Plaintiff Rieth was forced to leave Sudan with her two daughters and seek refuge in the United States.

(g) Stephen Hoth is a citizen of Sudan currently attending seminary school and residing in Nebraska. Plaintiff Hoth lived in Bentiu from 1987 to 1998. In 1999, Plaintiff Hoth's mother, Nyakl Phan, was killed during a government militia attack forcing people to flee the Bentiu region. During this time, government militia attacks upon the civilians in areas near oil operations in Bentiu were continuous and Plaintiff's life was threatened because he was a Christian and because he refused to join the government supported militia. Mr. Hoth fled Bentiu and eventually came to the United States.

(h) Stephen Kuina is a citizen of Sudan. Since 1998, Plaintiff Kuina was subjected to attacks and displacement on ten separate occasions by Sudanese Antonov bombers and helicopter gunships supporting Sudanese military troops carrying out the Sudanese government's ethnic cleansing campaign against non-Muslim, African Sudanese in the oil producing areas. All of these attacks resulted in deaths, property destruction and the displacement of other villagers, as well. During the first attack on Ruatanyibol in April, 1998, Stephen's brother Wecnyang was shot dead. Subsequently, Stephen was displaced from the following villages between 2000 and 2002: Pibor, Kerial, Byei, Byei, Leer, Toy, Tam, Leer, and Mayen Jur. After this last attack, Plaintiff Kuina fled Sudan and became a refugee in Kenya.

(i) Chief Tunguar Kueigwong Rat is a citizen of Sudan. He is the Paramount Chief of the Leek Nuer tribe. In the wake of the 1997 peace agreement, Chief Rat and his clans moved back to their villages in Buitouong, Tuong, Bentiu, Pakur, Wathjak, Kaluah and Nyebulla. However in 1999, the Sudanese government attacked these villages with Antonov bombings, helicopter gunship attacks and ground troops. This large invasion of troops burned the villages to ashes and Chief Rat led his clans to Nhialdiu, where the Sudanese government continued to bomb them with Antonovs from 2000-2002. During these attacks, over a thousand of his people were killed, including Chief Rat's brother and other family members. Many more persons were injured.

(j) Luka Ayuol Yol is a member of the Dinka tribe and a citizen of Sudan currently residing in Ruweng County and a Roman Catholic Catechist. In 1999, Plaintiff Yol was captured in Pariang by Government of Sudan allied militias and tortured for two months. Since 2000, he was subjected to attacks by Sudanese soldiers or allied militias in the villages of Mankov, Dir, Chon Gonok and Wun Majak. Plaintiff Yol also experienced Antonov bombings and helicopter gunship attacks in Wun Majak, which killed nineteen people, including his brother Marial, as Defendants cleared out civilian populations around the oil fields and the oil roads.

(k) Thomas Malual Kap is a member of the Nuer tribe and a citizen of Sudan currently living in Koch County. He is an Executive Chief of the Border. In 1998, Chief Kap was forced to flee with his people from their villages of Rier, Miermier, and Pultuni as Sudanese government soldiers began killing people randomly, looting cows and abducting young girls. Forced to flee to Koch and Ngony, they have been subject to at least four separate campaigns designed to clear civilian populations away from oil lands. These attacks include: (1) Antonov

bombing and burning of the villages of Reang, Paah and Kulear in 1999; (2) Sudanese ground forces attacking Ngony in 2001; (3) Sudanese government militias and ground forces attacking Ngony in 2001-2002; and (4) Sudanese government militia attacks against Noorbor and Koulear in 2001-2002. During the attacks on Ngony in 2001, Chief Kap was injured and a relative was killed.

(l) Puok Bol Mut is a member of the Nuer tribe and a citizen of Sudan currently living in Mayom County. He is a Civil Administrator in Mayom County. Plaintiff Mut was displaced by Sudanese government militias and Sudanese soldiers from the villages of Wangkei and Norriak in 1999. In 2000, Mr. Mut was attacked during the night in the village of Kualkuony by Antonov bombers which killed nineteen people and many cattle. Finally, in 2002, Antonov bombings of Kualkuony killed thirty-one people and displaced the villagers to Leer. During these attacks, Plaintiff Mut's uncle was killed and two of his family were severely injured.

(m) Chief Patai Tut is a citizen of Sudan currently living in Mayom County. He is a Chief of the Bul Gok Nuer tribe. Chief Tut and his people experienced repeated Antonov bombings, attacks by helicopter gunships and ground attacks by Sudanese government soldiers and militias. These attacks, against the villages of Louth Juat, Wangkei, Chotjak, Mankien, Thargana, Tam, Buoth, Ngaryang, Keirla and Kueiyeen forcibly displaced his people from these villages to the swampy lands south of Mankien. For example, during May 1999, four gunships and two Antonovs attacked the villages of Chotjak, Thargana and Mankien. In November 2000, more than sixty women and children were killed and over one hundred wounded by a gunship attack at the Mankien trading center. These attacks killed over one thousand members of Chief Tut's tribe, including his niece.

(n) Chief Peter Ring Patai is a citizen of Sudan currently living in Wunliet village, Guest County. He is a Chief of the Jikany Nuer tribe. From 1999 to 2003, Chief Patai and his people experienced repeated Antonov bombings, attacks by helicopter gunships and ground attacks by Sudanese government soldiers and militias. These attacks, against the villages of Thor, Nimne, Duar, Chang, Juei, Dualkel, Pom, Chang and Dwai forcibly displaced his people from their lands to Wunliet. For example, in from 1999-2000, the villages of Thor, Nimne and Duor were destroyed and occupied by Government troops supporting the building of the oil road from Bentiu to Leer. These combined attacks killed more than one thousand members of Chief Patai's clan.

(o) Chief Gatluak Chiek Jang is a citizen of Sudan currently living in Rubkona County. He is a Chief of the Leek Nuer. From 1999 to 2003, Chief Gatluak and his people experienced repeated Antonov bombings, attacks by helicopter gunships and ground attacks by Sudanese government soldiers and militias. These attacks, against the villages of Boituong, Bentiu, Pakur, Wathjak, Kaljak and Njebolla forcibly displaced his people. For example, in 1999, a large force of Sudanese government troops attacked and burned the villages of Koat, Boituong, Kumet, Wathjak, Rubnyaai, Iguei, Nyagorang and Jehzare. These attacks have killed over one thousand of Chief Jang's clans, wounded hundreds more, and thousands of head of cattle have been confiscated. Chief Jang's brother, David Jung Chiek Jang, was killed as were other members of his family.

(p) Yien Nyinar Riek is a citizen of Sudan and currently lives in Rubkona county. Plaintiff Riek's people were displaced from the villages of Bouitong, Rubinyagai and Guei in 1999 after a combined air and ground attack by Sudanese forces. In May 1999, after moving to

Nhialdiu, they suffered continued bombing by Antonovs and helicopter gunships until the end of 1999. In 2001, Government soldiers and militias attacked Nhialdiu, Biel Cher, Wanglok and Nyaromni, burning houses and again displacing Plaintiff Riek and his family. Finally, in August 2002, Plaintiff Riek and his family were driven from Tuarkil, Their and Rier by Sudanese government militias to the border town of Tony. Plaintiff Riek's brother and two nephews were killed by aerial bombardment during 2000.

(q) Moris Bol Majok is a member of the Dinka tribe and a citizen of the Sudan. He is from the village of Abiemnom. In 2000, Sudanese government-supported militias began attacks that drove Plaintiff Majok away from Abiemnom. In 2001-2002, Plaintiff Majok was subjected to attacks by Sudanese Antonovs and gunships that killed nine people in Juk Kual. In July 2002, Sudanese ground troops attacked Juk Kual and Plaintiff Majok was captured and severely tortured by Sudanese security troops, causing paralysis in his hands and legs.

3. Defendant Talisman Energy, Inc. ("Talisman"), is a Canadian company headquartered in Calgary, Alberta. Talisman is the largest independent Canadian oil producer, with operations during the relevant time period in Canada, the North Sea, Indonesia, Sudan the United States, Algeria, Trinidad and Colombia. Talisman is a public company and its shares are traded on the Toronto and New York Stock Exchanges. CTalisman is sued herein for its own actions and omissions as well as in its capacity as successor in interest to Arakis Energy Corporation ("Arakis") and as a member of the Greater Nile Petroleum Operating Company Limited ("GNPOC"). Talisman's principal office is located at Suite 3400, 888 Third Street, S.W., Calgary, Alberta, Canada, T2P 5C5.

4. Talisman conducts ongoing and significant business in the United States through its wholly owned subsidiaries Fortuna (U.S.) Inc. (“Fortuna”), a Washington corporation formerly known as Talisman (U.S.) Inc., and Rigel Petroleum, Inc. (“Rigel”), a Utah corporation. Such business activities include the following:

(a) On or about May 9, 2000, through Fortuna, Talisman entered into Oil and Gas leases 30.683-93 and 30.684-93, each covering 640 acres of land in Cascade County, Montana;

(b) In or around September 2000, through Fortuna, Talisman acquired oil and gas leases MTM 82291, 82293, 82620, 82621, 82622 and 82655, covering land located in Meagher County, Montana. Fortuna’s leaseholds in Montana amount to approximately 42,000 acres;

(c) Through Fortuna, Talisman is a partner in a joint venture with Seneca Resource Corporation (“Seneca”), in a five-year program to explore and drill for natural gas and operate natural gas wells on nearly one million acres of land in northwest Pennsylvania and western New York. Talisman and Seneca operate the joint venture through offices located in Williamsville, New York.

5. Talisman operates its wholly owned subsidiaries as departments or agents of Talisman. Fortuna and Rigel are in the oil and natural gas exploration and development business and conduct 100% of their business with or on behalf of Talisman.

(a) Talisman officers and directors dominate the board of directors of Fortuna and Rigel. Talisman’s CEO, Jim Buckee is also a director of Fortuna and Rigel. Other officers and directors of Talisman are also officers and directors of Fortuna and Rigel.

(b) Fortuna lists its business address as Suite 3400, 888 Third Street, S.W., Calgary, T2P 5C5, the address of Talisman’s Canadian headquarters.

(c) Fortuna has no separate financial standing. Talisman posts corporate bonds as agent for Fortuna.

(d) Fortuna has entered into an agency agreement, appointing Talisman as the agent to execute all business documents. Rigel has also appointed Talisman as its agents.

6. Defendant Sudan is the largest country in terms of land mass in Africa and has a population of approximately 37 million. The population in the north is largely Arabic and Muslim, while the population in the south consists largely of non-Muslim Africans, who hold either Christian or traditional African religious beliefs. Sudan is engaged in the commercial exploration and extraction of oil through its ownership of Sudanese Petroleum Corp. ("Sudapet"). Sudan is also engaged in the commercial activity of providing private security services for Talisman's oil operations in Sudan.

7. Talisman's Sudan operations were part of the Greater Nile Petroleum Operating Company ("GNPOC"). GNPOC was organized by China National Petroleum Company ("CNPC"), Petronas Carigali Overseas Sudan Berhad (or "Petronas," a subsidiary of the state run oil company of Malaysia), Arakis and Sudapet. GNPOC negotiated an interim agreement with the Government of Sudan in December 1996, followed by a final agreement in mid 1997. The respective ownership interests in GNPOC were as follows: CNPC - 40%; Petronas - 30%; Talisman (acquired from Arakis) - 25%; and Sudapet - 5%.

8. Talisman's Sudanese operations used Talisman letterhead listing an address of: "Talisman, P.O. Box 10797, 7th floor, AAAID Building, Plot No. 2/1. Block 9E, Khartoum, Sudan." In correspondence with the Sudanese officials, Talisman's General Manager for Sudan wrote: "We have developed specific programs and policies related to the International Code for

Canadian Business. These are summarized in the attached Operating principles and Objectives for Sudanese Operations.” Talisman’s 1999 Annual Report discusses its Sudanese operations, including in the text of a letter to shareholders from Chief Executive Officer James W. Buckee. There, Mr. Buckee refers to “Talisman’s people, both ‘in country’ and in Calgary” and “Talisman’s involvement in Sudan.” Talisman has solicited proposals for “community development programs.” NGOs are instructed to submit proposals to “Talisman Energy Inc., Attention: Sudan Community Development” at the address of Talisman’s headquarters in Calgary.

Jurisdiction

9. This Court has jurisdiction over this action under 28 U.S.C. §§ 1330, 1331 and 1350, and principles of universal jurisdiction.

Factual Allegations

A. Sudan

10. Sudan achieved independence from Great Britain and Egypt in 1956. As the British withdrew, southern units of the Sudanese army mutinied against the newly independent government -- a government which was dominated by Arab political elites from the north. Civil war continued until the Addis Ababa Agreement of 1972 which gave the southern Sudanese a degree of self-determination and control over local resources.

11. In 1979, Chevron discovered oil in the Upper Nile Province in southern Sudan. The following year, President Nimeiri sought to redraw the border of Upper Nile Province so that more of the oil reserves would fall under northern control. Thereafter, the central government abrogated the Addis Ababa Agreement and decreed that Islamic law (Sharia) would be imposed

on the entire country. As a result, the civil war began again in 1983. As of the date of this Amended Complaint, the conflict has evolved into an “oil war” for control of the valuable petroleum resources of the south.

12. The present Government of Sudan, controlled by a Taliban-style Islamic fundamentalist political movement known as the National Islamic Front, acquired power as a result of a military coup in 1989. Since that date, the Government has dramatically intensified the religious and ethnic persecution of non-Muslim Sudanese by engaging in a campaign of terror, both domestically and internationally, against non-Muslims it perceives to be its enemies.

13. Sudan was classified by the United States as a state sponsor of terrorism in 1997, under the International Emergency Economic Powers Act, 50 U.S.C. § 1701-1706, based, inter alia, on its record on terrorism and the prevalence of human rights violations, including slavery and restrictions on religious freedom. On October 31, 2001, President Bush extended these sanctions, declaring that “the actions and policies of the Government of Sudan continue to pose an unusual and extraordinary threat to the national security and foreign policy of the United States.” Sudan has sheltered those who attempted to murder Egyptian President Hosni Mubarak, and served as the principal residence and base of international terrorist Osama Bin Laden and his criminal organization, al-Qaeda, prior to Bin Laden’s move to Afghanistan.

14. President Bush signed the Sudan Peace Act, P. L. No. 107-245 (2002) (“Peace Act”) on October 2002. The Peace Act, which was passed unanimously in the Senate and by a vote of 359 to 8 in the House of Representatives, states that “the acts of the Government of Sudan, including the acts described in this section, constitute genocide as defined by the Convention on the Prevention and Punishment of the Crime of Genocide.” Peace Act 2(10). The

Peace Act also condemns Sudan's record of bombing civilian targets and states that Sudan is systematically engaged, "in a low-intensity ethnic cleansing" to destroy the societies, culture, economies of the Dinka, Nuer, and Nuba peoples. Peace Act § 4(2).

15. In Sudan, the Government is prosecuting a war of genocide against the population in the southern part of the country, which consists largely of non-Muslim, African Sudanese. This jihad has resulted in approximately 2 million deaths and the displacement of 4 million people. Christians of all denominations and backgrounds in Sudan are subjected to repression, discrimination and persecution, including, without limitation, the destruction of Christian churches and schools and the persecution of Christian leaders. Similar actions have been taken against followers of traditional beliefs. The Government has made no secret of its ultimate goal: the forced Islamization of the south. Sudan's action against its non-Muslim, African minorities has resulted in worldwide condemnation and sanctions. In 1999, the United States Congress found that Sudan was "deliberately and systematically committing genocide" and "threatening the very survival of a whole generation of southern Sudanese."

16. Since Talisman arrived, Sudan's military action in southern Sudan has intensified. The military action is now focused on depopulating the areas around oil concessions. In fact, a recent report by International Crisis Group states, "Oil development became the first priority of the government [of Sudan], although it maintained Islamist rhetoric, including commitment to sharia and jihad."

B. Oil

17. Vast deposits of oil in the southern Sudan were first discovered in 1979 by Chevron Oil Company, which had been granted a concession four years earlier. Major finds were determined to be in the Unity area north of Bentiu in the Upper Nile province in 1980 and the area around Heglig in Southern Kordofan province in 1982. Efforts to explore and extract the oil came to a halt in 1984 after several Chevron workers were killed. Chevron, after a brief attempt to resume operations in 1988, sold its concession in 1990 to Arakis Energy Corporation, a Canadian company.

18. The oil reserves in the Muglad Basin, the geological zone which includes Talisman's concession, is of a heavy viscous quality requiring sophisticated extraction and processing technology only available from a western oil company. It is estimated that Sudan's oil reserves are in excess of several billion barrels, but the oil fields could not be developed without removing the local population.

19. The Government of Sudan granted concessions to explore and extract oil from certain areas or "blocks" in southern Sudan, even though most of the rural areas of the concession had not been under Government control since 1982. Thus, from the outset, Arakis and Talisman were aware that military action would be required to secure the concession for oil exploration and extraction.

20. After GNPOC was formed, each of its constituent members took on specific areas or tasks. Talisman was the principal entity in charge of exploration and production in Blocks 1, 2, and 4. The total area involved consists of 130,000 acres of "developed" land (i.e., with proven

oil reserves) and nearly 12 million acres of “undeveloped” land (i.e., with no proven oil reserves).

21. Block 1, known as Unity field, is an area north and east of the town of Bentiu. It is transected by the Bahr el Ghazal River and is the southern terminus of the oil pipeline which runs to the Red Sea near Port Sudan. Oil began flowing through this pipeline in August 1999. Block 2, known as the Heglig field, is east of Block 1. Blocks 1 and 2 are both located in Ruweng county. Block 4, known as the Kaikang field, is a larger swath of territory to the south and west of blocks 1 and 2. These areas are, or were, inhabited primarily by ethnic Dinka and Nuer people, who are African and who hold either Christian or traditional African religious beliefs.

22. From the beginning, the Government’s oil development policy and its violent campaign against ethnic and religious minorities were closely tied. The Government looked to its oil reserves as a potential source of capital to purchase the missiles, tanks, bombers, helicopters, and other sophisticated armaments needed to intensify its jihad against the southern population. The Government sought oil company partners from around the world to develop its oil reserves. In exchange for oil concessions, the Government promised to clear the area around the oil fields of the local population. The oil companies agreed to invest in the infrastructure, such as transportation, roads and airfields and communications facilities, to support exploration and the Government would use that same infrastructure to support its genocidal military campaign of ethnic cleansing against the local population. Under this unholy alliance, the oil companies would be able to maximize security around the oil installations and Sudan would get the capital necessary to wage a full scale war against the south.

C. Defendants' Conduct

23. On October 8, 1998, Talisman acquired all of the assets and liabilities of Arakis, including its Sudanese operations, for approximately \$220 million in stock. Prior to the time it was acquired by Talisman, Arakis had a well-known and established relationship with the Sudanese military. Indeed, when Arakis began its Sudanese operations, it employed private as well as Government forces to provide protection for its oil operations. In exchange for such services, Arakis repaired Government military trucks and supplied water and electricity to the Government military bases near its areas of operations.

24. Arakis was aware that the Government military was engaged in a campaign of ethnic cleansing to provide a cordon sanitaire to facilitate oil development. As one former Arakis employee told a reporter in late 1998, when the oil profits start flowing into Government hands, the Christians in the south will be largely eliminated in two years.

25. In 1998, Talisman became interested in acquiring Arakis' Sudanese operations and began a process of negotiations and due diligence activities to achieve that goal. During the course of these activities, in September 1998, high-ranking Talisman officials, including its Chief Executive Officer, James Buckee, attended a roundtable discussion in Ottawa sponsored by the Canadian Department of Foreign Affairs and International Trade. Also in attendance at the meeting were representatives of Canadian relief organizations and a former Arakis security officer. The participants warned Talisman that any oil development project in Sudan would entail military operations against the civilian population by a regime that had engaged in human rights abuses. Talisman ignored these warnings and proceeded with the Arakis transaction.

Indeed, Talisman officials acknowledged that rules were different in Africa because human rights violations were endemic but accepted.

25. Despite the charges of human rights violations connected with Arakis' activities in Sudan, Talisman expanded operations in the Sudan by means of a massive infusion of capital.

26. Talisman's entry into the Sudan had a dramatic effect. By August 1999, less than one year after Talisman took over operations in Upper Nile, development of the Unity and Heglig fields had advanced considerably; an oil pipeline to Port Sudan was completed; a terminal for oil tankers had been constructed; and the first crude oil had been exported.

27. Throughout this period, Talisman and the Government worked together to devise a plan for the security of the oil fields and related facilities. Talisman hired its own military advisors to coordinate military strategy with the Government. Based upon their joint strategy, Government troops and allied militia engaged in an ethnic cleansing operation to execute, torture, rape or displace the non-Muslim, African Sudanese civilian population from areas that are near the pipeline or where Talisman wanted to drill.

28. Defendants' concerted actions are demonstrated, inter alia, by a communication dated May 7, 1999, from Petroleum Security's central office in Khartoum to its office in Heglig. The directive, denominated as "very urgent" states, in pertinent part:

In accordance with directives of His Excellency the Minister of Energy and Mining and fulfilling the request of the Canadian Company. . . the armed forces will conduct cleaning up operations in all villages from Heglig to Pariang.

(translation obtained by Plaintiffs' counsel, emphasis added).

29. When Talisman began operations in the Sudan in October 1998, its first task was to complete the construction of the oil pipeline running from the Unity Field to the Red Sea terminal of Port Sudan. This was accomplished in summer, 1999, during a lull in the civil war, and culminated in Talisman CEO James Buckee presiding over the opening ceremonies.

30. To support its oil operations, Talisman has purchased trucks, installed communications facilities, chartered aircraft and helicopters, and constructed and maintained roads and airports. These facilities and equipment are used, with Talisman's knowledge, by Government forces as part of their military operations.

31. Between April and July 1999, huge numbers of civilians in the areas of Ruweng, Bul and Leek counties, proximate to the Talisman fields, were displaced by military action. Literally thousands of villages and at least 17 churches were destroyed. Among these villages was el-Toor, located within walking distance of a Talisman site. The Government troops assigned to protect Talisman's fields attacked the village without provocation and destroyed it.

32. Talisman and the Government worked together for the "protection" of the oil operations. The Government troops assigned to this task include the 10th and 15th divisions, as well as irregular troops under the command of Paulino Matip. These are the very forces responsible for the armed campaign against ethnic and religious minorities in Unity and Ruweng. Talisman pays the Government directly, or through GNPOC, for this "protection."

33. Participants in the violent campaign against Southern Sudanese include the regular Sudanese Army and allied militaries, as well as Petroleum Security forces which fall under the jurisdiction of the Ministry of Energy and Mining. The regular practice engaged in by Defendants included meetings involving Talisman, Army intelligence and the Ministry of Energy

and Mining where Talisman would map out areas intended for exploration and they would discuss how to dispose of civilians in those areas.

34. Talisman was aware that such “protection” of the oil fields includes ethnic cleansing, genocide and war crimes, including, but not limited to, such conduct as the large-scale destruction of villages and civilian residences; the killing of substantial numbers of civilians (including women and children); and the capture and rape or torture of civilians who survived such military operations.

35. Shortly after taking over for Arakis, Talisman CEO Buckee met with local Sudanese officials. Mr. Buckee agreed that Talisman would provide funding to educate and train Southern Sudanese residents to work for Talisman. The Government vetoed this proposal and, instead, Talisman used the funds which it had allocated for this purpose to train Government security personnel in Canada.

36. The weather in the southern Sudan is a complicating factor both to the exploration and extraction of oil and to the waging of war. Due to severe rains, local roads are essentially impassable for a part of the year. To minimize the impact of the weather on its operations, GNPOC constructed a network of all-weather roads. These were built on embankments as high as six feet so that they would be usable even in the rainy season. Talisman has maintained these roads which the Sudanese army uses for movements of troops engaged in its armed campaign against ethnic and religious minorities. For example, beginning in May 1999, Government troops and armored personnel carriers used GNPOC roads to facilitate a military offensive in Ruweng, Bul and Leek Counties which destroyed such villages as Biem 1 and Biem 2. As a

result of these and similar operations, the population of Ruweng County declined 50% due to Government attacks on civilian targets.

37. To support its operations, Talisman expanded an existing dirt runway in the Heglig area into an airstrip that could service large transport planes. Talisman expended significant sums to lengthen the runway for use by transport planes and to convert it to all weather use to facilitate the oil exploration and extraction. The Heglig airstrip also became a major military asset since the nearest airfield similarly equipped was in El Obeid, nearly 300 miles to the north and on the other side of the Nuba Mountains.

38. The Government has used the Heglig field, with Talisman's knowledge, on a regular basis for military purposes, including bombing and strafing attacks on civilians in the Unity and Ruweng areas, as well as villages which are located in northern Unity State in the adjacent block 5a. A Government military garrison is stationed adjacent to the airport. Helicopter gun ships, Antonov bombers, and troop transport planes in the service of the Government use the Heglig strip as a base of operations where they are maintained, refueled, rearmed, and engage in indiscriminate bombing attacks on civilians in the area. Talisman has also transported Government and army officials on its own planes to Heglig. Talisman-chartered helicopters ferried Government militia commanders and ammunition to support Government military operations in the field. In 2000, sorties were launched from the Heglig airstrip against rural areas in Pariang, Rubkona and Mayom to enable drilling to begin there. Sorties from Heglig have been directed at other oil concession areas, including the areas where Plaintiffs' villages were located. In October 2001, a United Nations relief site was bombed by planes based at Heglig.

39. Another Talisman airfield, known as the Unity field is used as military airbase for attacks on civilians in neighboring villages, including Kaikang, a village of 7,000, which was bombed and burned until it was uninhabitable. Recently, two Hind helicopter gun ships were using the Unity field as a base of operations for daily sorties against civilian targets.

40. GNPOC has provided vehicles for use by the Government in its war against the ethnic and religious minorities in the south. For example, at the end of 1998, GNPOC handed over some 50 transport vehicles painted in camouflage to the Government in a ceremony at Bentiu. When its oil development activities expanded westward, Talisman worked with the Government to establish a military garrison at Wangkei. Talisman facilitated shipments of four barges providing fuel and rations for this purpose.

41. In Block 4, Talisman began operations around the village of Mankien. Just before Talisman announced its drilling operations in November 2000, Government aircraft bombed local villages in Block 4 wounding at least 50 people in an effort to displace local inhabitants.

42. In 2001, Talisman expanded its operations in Block 4. This was preceded by an extensive Government military operation which resulted in the devastation of at least 7 Nuer villages and the bombing of other nearby villages, all of which were inhabited by non-Muslim, African Sudanese. In March 2001, Christian Aid published a report linking Talisman's oil exploration activities to military strikes in the oil concession areas: "There is already concern about new displacement from heavily populated SPLA-controlled areas close to the town of Mankien in Block 4, where Talisman is drilling three new wells. Shortly before Talimsna announced the venture in November 2000, helicopter gunships firing rockets filled with metal shards wounded more than 50 people in a two-minute attack on Mankien. Ten days after the

announcement, government Antonovs subjected the villages in the area to high-altitude, indiscriminate bombing.”

43. Sudanese workers at the Talisman’s oil facilities in the south are almost entirely of Arabic origin. Skilled workers are transported from the north of the country while unskilled laborers are drawn from neighboring Arabic nomads. At the same time, local inhabitants who are non-Muslim, African Sudanese are transported to the north to be slaves. GNPOC maintains its own security services. These positions are manned almost entirely by Sudanese of Arabic heritage from the north of the country.

44. Churches and religious leaders are particular targets of Government forces. Churches built as permanent structures have been bombed from the air or burned. Replacement churches built of grass have been burned. Among the locations where churches have been destroyed in this fashion are Mankien, Buoth, Tam, Nhialdiu, Rupnyagai, Wicok, Nimne, Koch and Bow.

45. Sudan’s military operations against the south in defense of the oil fields have resulted in widespread extra judicial killing, rape and torture, the displacement of over 100,000 civilians from Unity State (a/k/a Western Upper Nile), the enslavement of thousands of additional southern civilians, and vast destruction of property – all directly impacting the ethnic and religious minority groups living in the south.

46. For example, as recently as February 2002 a Government attack on the village of Nimne virtually destroyed the village and forced its inhabitants to flee. The attack disrupted the humanitarian efforts of Medecins Sans Frontiere, creating serious health risks for the entire population of southern Sudan. Other recent atrocities in February 2002 include a Government

attack on Chelkou in which two children were killed and a Government attack on the World Food Program (“WFP”) relief operation in Akuem. Four Government helicopter gunships also targeted a huge civilian population during food distribution by the WFP. Twenty-six people were killed during the attack; many others were severely wounded. The Government was aware of this food distribution operation in advance since the WFP had to file its flight plans with the Government. Based on this premeditated attack, and others like it, the United States terminated discussions with the Sudanese Government aimed at seeking a solution to the ongoing violence there.

47. Defendants’ exploration for oil and assault on the civilian population in and near the oil concession areas continued unabated through the end of 2002 and into 2003. The U.S. led Civilian Protection Monitoring Team (“CPMT”), first fully deployed in late 2002, conducted authoritative on-site investigations and published numerous reports on continuing military strikes and human displacement in the oil concession areas, including block 4. The February 6, 2003 report (“CPMT Final Report: Military Events in Western Upper Nile, 31 December 2002 to 30 January 2003”), chronicles precisely how oil roads in northern Unity State have progressed along two axes: south from Bentiu to Leer and west from Bentiu. The report finds: “Many thousands of civilians have been forcibly displaced from their villages by direct military attack in the areas of Lara-Tam-Nhialdiu-Leel and the villages south of Mankien and Mayom [Block 4]” In its February 2, 2003 report, the CPMT found “deliberate depopulation along the oil road.” The CPMT report concludes that this depopulation was accompanied by multiple rapes, torture, disfigurements, and murders.

48. The connection between oil exploration and military attacks on civilians was also made clear in CPMT's Humanitarian Comment on Lel dated February 2003: "It is clear that [Sudanese government militia commander] Peter Gadet and his militia forces are making a concerted effort to deprive [the area] of relief intervention in a bid to either force the civilian population to move to GOS garrisons or to Bahr-al-Ghazal. Either way, the region will be devoid of people so that oil exploration of the southern section of Kaikang can begin."

49. Those civilians fortunate enough to escape rape, torture, enslavement or death, as well as those displaced by the Government's oil-related military action, became internally displaced persons or refugees. The United States Committee for Refugees reported that as of December 31, 2000, there were 460,000 Sudanese refugees in other countries, as well as 4 million internally displaced persons – the largest such number of any country in the world. These refugees include a large number of children. Indeed, according to the New York Times, Sudanese refugees comprised "the largest group of unaccompanied refugee children in history."

50. Approximately 25,000 of these refugees have been resettled in the United States, including approximately 11,200 orphaned young Sudanese men who were admitted to the United States between 1999 and 2001. These refugees are supported by the Department of State's Refugee and Placement Program. According to the State Department, "The budget of the Bureau of Population, Refugees and Migration, which helped coordinate the resettlement of the Sudanese [currently] stands at \$687 million."

51. Talisman officials were aware of what was happening in the areas around its oil fields, and of the Government's tactics and methods in providing Talisman with a "secure" environment in which to operate. The then-Governor of Unity State, Taban Deng, advised

Talisman officials of the violent displacement of the civilian population at various meetings in Bentiu in mid-1999 and in Khartoum in December 1999. The Talisman Board of Directors visited Sudan (including Khartoum, Bentiu and Heglig) in September 1999.

52. Sudan's actions against its religious and ethnic minorities in the south have been the subject of extensive condemnation and sanctions. In the United States, all trade with Sudan is banned and Sudan has been labeled a terrorist state.

53. Talisman sold its Sudanese operations to the Indian National Oil Company in March 2003 for a reported \$750 million. Talisman reported that its total 5 year investment in Sudan was approximately \$750 million and that prior to the sale, it earned an equivalent amount of revenues from its Sudan venture. Talisman's gross revenues from Sudan, in less than 5 years were approximately \$1.5 billion.

54. In addition to the passage of the Sudan Peace Act, declaring Sudan in violation of the Convention for the Prevention and Punishment of Genocide, and President Bush's imposition and extension of sanctions, other organs of, or created by, the United States Government have roundly and publicly criticized Sudan's treatment of its non-Muslim, African minorities:

(a) On November 4, 1997, Secretary of State Madeleine K. Albright announced that "the United States has imposed sweeping new economic sanctions against the government of Sudan because of its continued sponsorship of international terror, its effort to destabilize neighboring countries, and its abysmal record on human rights – including religious persecution";

(b) On September 28, 2000, in testimony before the Congressional Human Rights Caucus, Commissioner Nina Shea of the United States Commission on International Religious

Freedom stated that the Commission “has found that the government of Sudan is the world’s most violent abuser of the right to freedom of religion and belief”;

(c) On March 15, 2001, in testimony before the House International Relations Committee, Secretary of State Colin Powell described the violence against non-Muslim, African Sudanese in southern Sudan in the following words: “There is perhaps no greater tragedy on the face of the Earth today than the tragedy that is unfolding in the Sudan”;

(d) In a meeting with the Sudanese Foreign Minister on July 15, 2001, Andrew Natsios, United States Agency for International Development (“USAID”) Administrator and the Special Humanitarian Coordinator for Sudan, stated that the position of the United States was that “aerial bombardment of civilian targets should be halted with immediate effect. This applies to churches, schools, hospitals, market places and food and distribution sites.” Mr. Natsios stated the United States’ view that “expansion of oil exploration and exploration is resulting in large-scale civilian displacement.

(e) On October 12, 2001, in reporting on his recent trip to the Sudan, Mr. Natsios stated: “But as it stands today, oil has only helped to fuel tension, bitterness and war. The forced displacement of tens of thousands from around the pipeline has swelled the ranks of the country’s internally displaced, already the highest in the world. The abandoned and destroyed villages were readily apparent as we flew over the pipeline. The destruction of people’s lives could not be more apparent.”

(f) On February 21, 2002, the State Department announced that it was suspending its efforts to mediate a peace in the civil war in Sudan to protest the helicopter attack by the Sudanese military described above, which it described as “deliberately targeting civilians.”

55. The Government's actions, described above, has resulted in a massive outpouring in the United States of humanitarian aid from both the public and private sectors.

56. In the public sector, USAID, an independent Federal Agency, has provided \$27,203,520 in humanitarian assistance for Sudan in Fiscal Year 2001 and \$16,746,196 thus far in Fiscal Year 2002. Total U.S. Government humanitarian assistance for Sudan amounted to \$154,704,528 in Fiscal Year 2001 and \$18,946,196 to date in Fiscal Year 2002. The United States Government aid focuses, in part, on areas of southern Sudan in or near the oil concessions.

57. In the private sector, many United States humanitarian organizations have engaged in operations in, or near, Sudan to aid the Sudanese, or have provided assistance to Sudanese refugees in the United States. These organizations include:

- (a) U.S. Committee for Refugees;
- (b) Immigration and Refugee Services of America;
- (c) Human Rights Watch;
- (d) American Anti-Slavery Group;
- (e) Amnesty International USA;
- (f) CARE; and
- (g) International Medical Corps.

58. Defendants' operations in Sudan have been the subject of a number of international reports, all of which criticize Defendants for their involvement in human rights violations. These include:

(a) United Nations Commission on Human Rights (October 14, 1999): "long-term efforts by the various Governments of the Sudan to protect oil production have included a policy

of forcible population displacement in order to clear oil producing areas and transportation routes of southern civilians”;

(b) Canadian Assessment Mission (the “Harker Report”): “two things are certain. First, the gun ships and Antonovs which have attacked villages south of the rivers flew to their targets from the Heglig airstrip in the Talisman concession. Second, it is a prominent perception of southern Sudanese that Talisman, ‘the Canadian oil firm,’ is in active collaboration with the GOS [Government of Sudan], economically, politically and militarily. The underlying reality is that there has been, and probably still is, major displacement of civilian populations related to oil extraction. We can only conclude that Sudan is a place of extraordinary suffering and continuing human rights violations, even though some forward progress can be recorded, and the oil operations in which a Canadian company is involved add more suffering.”;

(c) Inter-Church Coalition on Africa (Feb. 2000): “In sum, Talisman is, at best, a pawn in a brutal conflict. At worst, the company is complicit in serious breaches of human rights and human security. In this last regard, the actions of the Government of Sudan in attacking and displacing civilian populations represent clear breaches of international law. Such actions are barred, not only by the body of norms and principles that comprise ‘customary international law,’ but also by such treaties as the Additional Protocol to the Geneva Convention, 1949, the Convention on the Rights of the Child, and the International Convention on Civil and Political Rights, to name just a few.”;

(d) Report of an Investigation into Oil Development, Conflict and Displacement in Western Upper Nile, October 2001 (sponsored by the United Church of Canada and other groups, authored by John Ryle and Georgette Gagnon, the recipient of the 2003 Walter

Tarnopolsky Human Rights Award in Canada): “It is clear that the incidence of military usage of the Heglig airstrip has been considerably higher in 2000 than previously and that it has continued. The pattern of military usage is one of indiscriminate attacks by gun ships on civilians in villages in non-government controlled areas in and around the [GNPOC] concession. Any use at all by government forces of oil facilities therefore makes the oil companies complicit in the government’s military activities and associated human rights abuses.”;

(e) United Nations Special Rapporteur Leonardo Franco (1999): “long-term efforts by the various governments of Sudan to protect oil production have included a policy of forcible population displacement in order to clear oil-production areas and transportation [routes] of southern civilians;” and

(f) The United States Holocaust Memorial Museum’s Committee of Conscience has made Sudan the first and only country on its “genocide watch list.”

59. These reports have been available to and are known by Talisman. Despite this, Talisman continued to explore for oil in, and extract oil from, southern Sudan – earning Talisman significant revenues at the cost of violations of human rights of southern non-Muslim, African Sudanese.

60. Talisman’s oil operations in the Sudan were very profitable to both Talisman and the Government. According to Talisman’s Annual Report for 2000, under its agreement with the Government, thirty-nine percent (39%) of Talisman’s revenues from its Sudanese operations went to pay royalties to the Government of Sudan, an increase from the 23% royalties paid in 1999. In 2000 alone, this amounted to \$195 million. In the first half of 2001, royalty payments have risen to over 40%. Military expenditures by Sudan have skyrocketed along with oil

revenues. For 2000, Government oil revenues were \$526 million while military expenditures were \$242 million. For 2001, projections are for oil revenues of \$596 million and military expenditures of \$362 million.

61. Sudan has used its oil revenues to finance the creation of a domestic arms industry necessary to assist in its prosecution of military operations against non-Muslim, African Sudanese minorities in light of the international arms embargo. Oil revenues have funded the construction of two huge munitions plants. As a result of the influx of oil revenues, Sudan's military leaders were able to announce in 2000 that the country had reached self-sufficiency in the production of light, medium, and heavy weaponry.

62. Despite the widespread charges of Government violations of human rights, Talisman has turned a blind eye to the situation. It has failed to adequately investigate or respond responsibly to credible charges of such violations and provided financial and logistical support for the Government forces engaging in war against non-Muslim, African Sudanese civilians.

63. The purpose of the Government's military operations in the Talisman concession and the surrounding area was to secure and protect the oil fields.

64. By their actions as alleged herein, Defendants willfully participated in a campaign of ethnic cleansing, including extrajudicial killing, war crimes, forcible displacement, military bombings and assaults on civilian targets, confiscation and destruction of property, kidnaping, rape and enslavement against the non-Muslim, African Sudanese population living in and near the oil concession areas.

65. By their actions alleged herein, Defendants willfully conspired to carry out a campaign of ethnic cleansing, including extrajudicial killing, war crimes, forcible displacement,

military bombings and assaults on civilian targets, confiscation and destruction of property, kidnaping, rape and enslavement against the non-Muslim, African Sudanese population living in and near the oil concession areas.

66. By its actions as alleged herein, Talisman aided and abetted the Government in its campaign of ethnic cleansing, including extrajudicial killing, war crimes, forcible displacement, military bombings and assaults on civilian targets, confiscation and destruction of property, kidnaping rape and enslavement against the non-Muslim, African Sudanese population living in and near the oil concession areas.

67. By its actions as alleged herein, the Government has engaged in a “commercial activity” in the following ways:

- (a) by providing “protection” or “security” for Talisman’s oil operations which had been and could be provided by private entities;
- (b) through its instrumentality, Sudapet, by participating in GNPOC;
- (c) through its instrumentality Sudapet, by exploring and extracting oil from areas of the southern Sudan; and
- (d) otherwise engaging in activities related to the production and distribution of petroleum products.

68. In connection with these commercial activities, the Government engaged in war crimes, the large scale destruction and confiscation of private property, including villages and civilian residences, the extrajudicial killing of a substantial number of civilians and the capture, torture, rape and enslavement of civilians who survived such military operations, all such actions aimed at ethnic and religious minorities..

69. Sudan's actions in connection with its commercial activities, described above, have had a direct effect in the United States, as follows:

- (a) displaced Sudanese refugees have resettled in the United States;
- (b) such refugees are supported, in whole or in part, by the United States government and United States based and funded humanitarian organizations; and
- (c) both the United States government and humanitarian organizations provide direct aid to Sudan and various NGOs to provide relief, in part, from the atrocities suffered by Plaintiffs and members of the class to their persons and property at the hands of Talisman and the Government.

70. Defendants have been unjustly enriched by their oil exploration and extraction activities conducted in violation of universal and obligatory norms of international law set forth herein.

Class Action Allegations

71. Plaintiffs seek certification of this action under Rules 23(b)(2) and/or (b)(3) on behalf of a class consisting of all non-Muslim, African Sudanese inhabitants of blocks 1, 2 or 4 or Unity State as far south as Leer and areas within twenty-five miles thereof at any time during the period 1990 to June 15, 2003, who were injured during that period by acts of the Sudanese military or allied militia constituting genocide, extra-judicial killing, enslavement, forced displacement, attacks on civilians constituting war crimes, confiscation and destruction of property, torture or rape ("the Class").

72. The members of the Class are so numerous that joinder of all members is impracticable. According to reliable statistics, many thousands of persons within this area have

been subjected to the Government's campaign of armed violence and displacement to facilitate oil development activities.

73. There are questions of fact or law which are common to the Class, including:

(a) whether Defendants have waged a brutal campaign of ethnic cleansing and war crimes aimed at extrajudicial killing, enslaving, torturing, raping or displacing non-Muslim, African Sudanese residents from the areas near the oil concessions and destroying their property;

(b) whether Talisman has provided logistical and financial support for use by the Sudanese military and its allied militias of facilities built and maintained by Talisman, including transportation roads and airstrips and communication facilities, for the purpose of such violence against minority non-Muslim, African Sudanese civilians;

(c) whether Talisman has provided vehicles, helicopters and aircraft for the use by the Sudanese military and its allied militias for the purpose of such violence against minority non-Muslim, African Sudanese civilians;

(d) whether Talisman knew, or recklessly ignored, that as part of its oil field security plan, oil concession facilities, including, Talisman vehicles, helicopters and aircraft were being used to support a campaign of ethnic cleansing aimed at non-Muslim, African Sudanese civilians;

(e) whether Talisman knew, or recklessly ignored, that the revenues it paid to the Government were used to support a campaign of ethnic cleansing aimed at non-Muslim, African Sudanese civilians who lived in or near the oil concession areas;

(f) whether Defendants knew, or recklessly ignored, that its business activities in Sudan, which earned it millions of dollars, resulted in the extrajudicial killing, rape, torture,

property destruction, displacement, and slavery of non-Muslim, African Sudanese civilians who lived in the area;

(g) whether Defendants' actions as set forth herein constitute violations of international law;

(h) whether this Court has jurisdiction over the claims of the Class against Defendants;

(i) whether Defendants have been unjustly enriched by the violations set forth herein;

(j) whether the Court should impose a constructive trust on Defendants' revenues or profits acquired through the violations described herein;

(k) whether the Court should order restitution or disgorgement of revenues and profits relating to the violations described herein.

(l) whether Defendants should be subject to awards of compensatory and/or punitive damages and the proper measure thereof.

74. Plaintiffs' claims are typical of the claims of the Class in that Plaintiffs lived in the designated area, are members of the ethnic and religious minority groups, and were the subject of Sudan's campaign of violence against ethnic and religious groups.

75. Plaintiffs will fairly and adequately protect the interests of the Class in that they have no conflict of interest with other Class members and have retained counsel who are experienced in international human rights and class action litigation.

76. Defendants have acted and/or refused to act on grounds generally applicable to the Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Class as a whole.

77. Questions of law or fact which are common to the Class, as set forth in ¶ 72 above, predominate over any questions affecting individual members since all Class members lived in the same areas and were subjected to the same campaign of ethnic cleansing.

78. A class action is superior to any other theoretically available methods for the fair and efficient adjudication of this controversy. Due to the location and refugee status of many members of the Class, there is no available mechanism to address these issues other than this litigation.

79. Although most Class members are located in Sudan, this will not hamper the ability to pursue this case as a Class action since communication with Class members can be made with the assistance of various humanitarian aid organizations in Sudan and neighboring countries.

Count I – International Law

Plaintiffs v. All Defendants

80. Defendants' actions, as set forth herein, violate or aid and abet the violation of the law of nations and customary international law relating to genocide, torture, war crimes, crimes against humanity and the treatment of ethnic and religious minorities and their property.

JURY DEMAND

Plaintiffs demand a trial by jury on all issues so triable.

WHEREAS, Plaintiffs, individually and on behalf of the Class, pray for relief as follows:

- A. the certification of a Class with Plaintiffs as the representatives thereof;
- B. a declaration that Defendants have violated international law in connection with their oil exploration and drilling activities in Sudan, or have aided and abetted therein;
- C. restitution and disgorgement of the revenues and profits obtained by Defendants as a result of the actions described herein and a declaration that such revenues and profits are held in constructive trust for the benefit of the Class.
- D. an award of compensatory damages as against Talisman and Sudan and punitive damages as against Talisman sufficient to compensate Plaintiffs and the Class for their injuries and losses and to punish Talisman for its reprehensible conduct;
- E. an award of fees and the reimbursement of expenses to Plaintiffs' counsel;
- F. such other and further equitable or legal relief as may be in the interests of justice.

Dated: August 15, 2003

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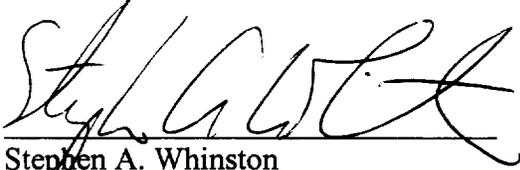
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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on August 15, 2003, a true and correct copy of the foregoing Second Amended Complaint was served by Federal Express overnight delivery on the following:

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