

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS**

JEFF OSTROFF, Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

v.

THE BOEING COMPANY, DENNIS
A. MUILENBURG, and GREGORY
D. SMITH,

Defendants.

Case No.

CLASS ACTION COMPLAINT

JURY TRIAL DEMANDED

Plaintiff Jeff Ostroff (“Plaintiff”), individually and on behalf of all other persons similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint against Defendants, alleges the following based upon personal knowledge as to Plaintiff and Plaintiff’s own acts, and information and belief as to all other matters, based upon, inter alia, the investigation conducted by and through Plaintiff’s attorneys, which included, among other things, a review of the Defendants’ public documents, conference calls and announcements made by Defendants, United States Securities and Exchange Commission (“SEC”) filings, wire and press releases published by and regarding The Boeing Company (“Boeing” or the “Company”), analysts’ reports and advisories about the Company, and information readily obtainable on the Internet. Plaintiff believes that substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION AND OVERVIEW

1. This is a federal securities class action on behalf of all persons and entities who purchased or otherwise acquired Boeing common stock between February 8, 2017, and November 13, 2018, both dates inclusive (the “Class Period”), seeking to recover damages caused by Defendants’ violations of the federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5 promulgated thereunder, against the Company and certain of its top officials.

2. Boeing designs, develops, manufactures, sales, services, and supports commercial jetliners, military aircraft, satellites, missile defense, human space flight, and launch systems and services worldwide. Boeing was founded in 1916 and is headquartered in Chicago, Illinois. Boeing’s stock trades on the New York Stock Exchange (“NYSE”) under the ticker symbol “BA”.

3. Boeing operates in four business segments: Commercial Airplanes; Defense, Space & Security; Global Services; and Boeing Capital. The Commercial Airplanes segment provides commercial jet aircraft for passenger and cargo requirements, and fleet support services, principally to the commercial airline industry. This segment is a leading producer of commercial aircraft and offers a family of commercial jetliners designed to meet a broad spectrum of global passenger and cargo requirements of airlines. This family of commercial jet aircraft in production includes the 737 narrow-body model and the 747, 767, 777 and 787 wide-body models. Development continues on the 787-10 and certain 737 MAX derivatives and the 777X program.

4. The first 737 MAX 8 was delivered to customers in May 2017. The 737 MAX included a new automated stall-prevention system, designed to assist cockpit crews avoid

mistakenly raising a plane's nose dangerously high. Upon delivery, Boeing touted the 737 Max as "chang[ing] the face of the single-aisle market".

6. On October 29, 2018, a Boeing 737 aircraft operated by the Indonesian airline Lion Air crashed shortly after takeoff, killing all passengers and crew.

7. Throughout the Class Period, Defendants made materially false and misleading statements regarding the Company's business, operational and compliance policies. Specifically, Defendants made false and/or misleading statements and/or failed to disclose that: (i) the Company's new 737 MAX automated stall-prevention system was susceptible to deadly malfunctions; (ii) Boeing maintained inadequate internal controls to ensure the timely reporting and dissemination of such malfunctions; and (iii) as a result, the Company's public statements were materially false and misleading at all relevant times.

8. On November 12, 2018, post-market, *The Wall Street Journal* published an article entitled "Boeing Withheld Information on 737 Model, According to Safety Experts and Others." Citing "safety experts involved in the investigation, as well as midlevel [Federal Aviation Administration] officials," the article reported that Boeing "withheld information about potential hazards associated with a new flight-control feature suspected of playing a role in last month's fatal Lion Air jet crash."

9. Following this news, Boeing's stock price fell \$12.31 per share over the following two trading sessions, or roughly 3.4%, to close at \$344.72 per share on November 14, 2018. Over the 11 days following the publication of the *Wall Street Journal* article, Boeing's stock price fell a total of \$44.71 per share, or roughly 12.5%, to close at \$312.32 per share on November 23, 2018.

10. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

JURISDICTION AND VENUE

11. The claims asserted herein arise under Sections 10(b) and 20(a) of the Exchange Act, 15 U.S.C. §§ 78j(b) and 78t(a), and Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240.10b-5.

12. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. § 1331 and Section 27 of the Exchange Act, 15 U.S.C. § 78aa.

13. Venue is proper in this Judicial District pursuant to Section 27 of the Exchange Act, 15 U.S.C. § 78aa, and 28 U.S.C. § 1391(b). Boeing is headquartered in this Judicial District, Defendants conduct business in this Judicial District, and a significant portion of Defendants' actions took place within this Judicial District.

14. In connection with the acts alleged in this complaint, Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited to, the mails, interstate telephone communications, and the facilities of the national securities markets.

PARTIES

15. Plaintiff, as set forth in the attached Certification, acquired Boeing securities at artificially inflated prices during the Class Period and was damaged upon the revelation of the alleged corrective disclosures.

16. Defendant Boeing is a Delaware corporation with its principal executive offices located at 100 N. Riverside Plaza, Chicago, Illinois. Boeing's common stock trades in an efficient market on the NYSE under the ticker symbol "BA."

17. Defendant Dennis A. Muilenburg ("Muilenburg") has served at all relevant times as the Chief Executive Officer of Boeing.

18. Defendant Gregory D. Smith ("Smith") has served at all relevant times as the Chief Financial Officer of Boeing.

19. The Defendants referenced above in ¶¶ 17-18 are sometimes referred to herein collectively as the "Individual Defendants."

20. The Individual Defendants possessed the power and authority to control the contents of the Company's SEC filings, press releases, and other market communications. The Individual Defendants were provided with copies of the Company's SEC filings and press releases alleged herein to be misleading prior to or shortly after their issuance and had the ability and opportunity to prevent their issuance or to cause them to be corrected. Because of their positions with the Company, and their access to material information available to them but not to the public, the Individual Defendants knew that the adverse facts specified herein had not been disclosed to and were being concealed from the public, and that the positive representations being made were then materially false and misleading. The Individual Defendants are liable for the false statements and omissions pleaded herein.

SUBSTANTIVE ALLEGATIONS

Background

21. Boeing was founded in 1916 and is headquartered in Chicago, Illinois. The Company designs, develops, manufactures, sales, services, and supports commercial jetliners, military aircraft, satellites, missile defense, human space flight, and launch systems and services

worldwide. The Company operates in four business segments: Commercial Airplanes; Defense, Space & Security; Global Services; and Boeing Capital.

22. The Commercial Airplanes segment provides commercial jet aircraft for passenger and cargo requirements, and fleet support services, principally to the commercial airline industry. This segment is a leading producer of commercial aircraft and offers a family of commercial jetliners designed to meet a broad spectrum of global passenger and cargo requirements of airlines. This family of commercial jet aircraft in production includes the 737 narrow-body model and the 747, 767, 777 and 787 wide-body models. Development continues on the 787-10 and certain 737 MAX derivatives and the 777X program.

23. The first 737 MAX 8 was delivered to customers in May 2017. The 737 MAX included a new automated stall-prevention system, designed to assist cockpit crews avoid mistakenly raising a plane's nose dangerously high. Upon delivery, Boeing touted the 737 Max as "chang[ing] the face of the single-aisle market".

24. Boeing's website touts the Company's purported commitment to "Robust Processes Produce Safe Products", and states that "*[s]afety is the primary consideration when Boeing engineers design an airplane*". In addition to meeting regulatory requirements before certification, each airplane model must meet Boeing's time-proven design standards. Often these standards are more stringent than regulatory requirements." Further, the Company claims that "Boeing airplanes are rigorously tested to ensure they meet or exceed design standards and certification requirements."

25. Additionally, the Company claims that it "develops and incorporates new technologies to enhance safety. Through research, development and collaboration, Boeing has developed sophisticated technologies that provide distinct safety advantages."

Materially False and Misleading Statements Issued During the Class Period¹

26. The Class Period begins on February 8, 2017, when the Company filed its annual report on Form 10-K for the period ended December 31, 2016 (the “2016 10-K”), which contained signed certifications pursuant to the Sarbanes-Oxley Act of 2002 (“SOX”) by the Individual Defendants, attesting to the accuracy of financial reporting, the disclosure of any material changes to the Company’s internal controls over financial reporting, and the disclosure of all fraud.

27. The Company stated that its “Commercial Airplanes business depends heavily on commercial airlines, and is subject to unique risks.” Among the risks facing the Company, Boeing acknowledges in the 2016 10-K that “its businesses are heavily regulated in most of [its] markets[,]”stating in relevant part:

Commercial Aircraft. In the U.S., our commercial aircraft products are required to comply with FAA regulations governing production and quality systems, airworthiness and installation approvals, repair procedures and continuing operational safety. Internationally, similar requirements exist for airworthiness, installation and operational approvals. These requirements are generally administered by the national aviation authorities of each country and, in the case of Europe, coordinated by the European Joint Aviation Authorities.

28. The Company also acknowledges in the 2016 10-K that its “Commercial Airplanes business depends on [its] ability to maintain a healthy production system, achieve planned production rate targets, successfully develop new aircraft or new derivative aircraft, and *meet or exceed stringent performance and reliability standards*”:

The commercial aircraft business is extremely complex, involving extensive coordination and integration with U.S and non-U.S. suppliers, highly-skilled labor from thousands of employees and other partners, and *stringent regulatory requirements and performance and reliability standards. In addition, the introduction of new aircraft programs and/or derivatives, such as the 787-10, 737 MAX and 777X, involves increased risks associated with meeting development,*

¹ Emphasis added throughout unless otherwise noted.

testing, production and certification schedules. As a result, our ability to deliver aircraft on time, satisfy regulatory and customer requirements, and achieve or maintain, as applicable, program profitability is subject to significant risks.

We must minimize disruption caused by production changes and achieve productivity improvements in order to meet customer demand and maintain our profitability. We have plans to adjust production rates on several of our commercial aircraft programs, while at the same time engaging in significant ongoing development and production of the 787-10, 737 MAX and 777X aircraft. In addition, we continue to seek opportunities to reduce the costs of building our aircraft, including working with our suppliers to reduce supplier costs, identifying and implementing productivity improvements, and optimizing how we manage inventory. If production rate ramp-up efforts at any of our commercial aircraft assembly facilities are delayed, if other production rate changes result in significant disruption to our production system, or if our suppliers cannot timely deliver components to us at the cost and rates necessary to achieve our targets, we may be unable to meet delivery schedules and the financial performance of one or more of our programs may suffer.

*Operational challenges impacting the production system for one or more of our commercial aircraft programs could result in production delays and/or failure to meet customer demand for new aircraft, either of which would negatively impact our revenues and operating margins. **Our commercial aircraft production system is extremely complex. Operational issues, including delays or defects in supplier components, failure to meet internal performance plans, or delays or failures to achieve required regulatory certifications, could result in significant out-of-sequence work and increased production costs, as well as delayed deliveries to customers, impacts to aircraft performance and/or increased warranty or fleet support costs.*** Further, if we cannot efficiently and cost-effectively incorporate design changes into early build 787 aircraft, we may face further profitability pressures on this program.

If our commercial airplanes fail to satisfy performance and reliability requirements, we could face additional costs and/or lower revenues. Developing and manufacturing commercial aircraft that meet or exceed our performance and reliability standards, as well as those of customers and regulatory agencies, can be costly and technologically challenging. ***These challenges are particularly significant with newer aircraft programs. Any failure of any Boeing aircraft to satisfy performance or reliability requirements could result in disruption to our operations, higher costs and/or lower revenues.***

29. The Company also told investors that it anticipated the “[f]irst delivery of the 737 Max... in 2017.”

30. On April 26, 2017, Boeing Company issued a press release reporting its financial results for the first quarter of 2017. A copy of the Company's press release was attached as Exhibit 99.1 to a Form 8-K filed with the SEC that same day. Defendant Muilenburg touted the Company's development and production of the 737 MAX in the press release, stating in relevant part:

With a sharp focus on performance and productivity, our team delivered another quarter of solid financial results, including year-over-year earnings growth and strong operating cash flow... In turn, we continued to position Boeing for growth with investments in new products and services, innovation, and our people, while again demonstrating our commitment to return significant cash to our shareholders.

We also achieved major milestones, including the certification of the new 737 MAX 8 and first flight of the 787-10 Dreamliner, and we captured a \$3.4 billion contract award for 268 Apache helicopters.

We remain on track to achieve our full-year revenue, earnings and cash flow targets as our teams deliver on our large and diverse order backlog. As we do so, we're focused on accelerating productivity, quality and safety improvements, strengthening execution on development programs, and capturing new business opportunities.

31. On a conference call with investors held that same day, Defendant Muilenburg discussed the purported "progress" of the 737 MAX, stating in relevant part:

Now let's look at the first quarter operating performance for both of our businesses. At Boeing Commercial Airplanes, we delivered 169 new jet liners and added 198 net new orders worth \$15 billion. BCA generated solid results in the first quarter with revenue of \$14.3 billion and operating margins of 8.5%. Key milestones in the quarter included the FAA certifying the 737 MAX 8 for commercial service and achieving first flight on the 787-10 one month earlier than the development schedule we established three years ago. And furthermore in April, we also achieved first flight on the 737 MAX 9.

* * *

Now, more broadly, we've taken some of those lessons from our Tanker program and other development programs and have rolled those into our development program excellence initiative that we've deployed on subsequent programs. And we are seeing good signs of progress there. I think you see it

in the MAX program, for example, as that airplane is delivering a little ahead of schedule and a little under budget on a good, steady development program.

32. On the call, Defendant Muilenburg specifically addressed Lion Air's purchases of the 737 MAX:

Hunter K. Keay - Wolfe Research LLC

Hi. So we've seen some deferrals from some major customers on the 37 side. United, Lion Air, just to name a couple. I'm sure you're fully bridged on the MAX but obviously you were almost there anyway. But as you think about the broader transition over the next couple years, are some of your more risky delivery positions still double booked or have you kind of used up a little bit of that buffer?

Dennis A. Muilenburg - The Boeing Co.

Yeah hey, Hunter, *we feel very confident in our delivery profile on the 37 line and ramp-up of the MAX.* As you know, we're stepping up to 47 a month and to 52 and 57, and we are oversold against that profile. And it's not unusual for us to have some shifts in our customers, in some cases deferrals and in some cases accelerations, but across the whole profile every year, we're oversold against that profile. *So we're very confident in the MAX ramp-up and our ability to ramp up the 737 line overall. MAX will represent about 15% to 20% of the deliveries from that line this year. And flight test is going well, and we'll begin delivering the MAX here in May. So we remain very confident.*

33. On May 17, 2017, the Company issued a press release titled "Boeing completes its first 737 MAX delivery." The press release stated in relevant part:

Boeing delivered its newest single-aisle jet, the Renton-built 737 MAX, on Tuesday to Malaysia-based Malindo Air, which will be the first customer to put the MAX into commercial service.

Kevin McAllister, Commercial Airplanes president and CEO, said the 737 MAX 8's exceptional performance and flexibility provides the value customers have come to expect. *"Today is the beginning of a new era in the single-aisle airplane market," McAllister said. "I continue to be incredibly proud of the entire team that supports the 737 production system."*

About 100 Commercial Airplanes employees were at the Seattle Delivery Center to witness the ceremony. Keith Leverkusen, 737 MAX vice president and general manager, presented a ceremonial key to the Malindo Air pilots who will

fly the airplane to Kuala Lumpur to prepare the MAX 8 for its first commercial flight.

Malindo Air, which is in the process of rebranding as Batik Air Malaysia, is a subsidiary of the Lion Air Group, which was the launch customer of both the 737-900 ER (extended range) and the 737 MAX 9. “Today, we are able to deliver on our commitments, thanks to the amazing dedication of the entire 737 production team,” Leverkus said. “As we execute on additional milestones this year, this Renton-based team will be the one to help our 737 legacy continue to grow.”

Despite being sidelined for several days last week because of an engine quality issue, the first 737 MAX delivery took place weeks ahead of the original, third-quarter target date.

The 737 MAX program has more than 3,700 orders to-date from 87 customers worldwide and is the fastest-selling airplane in Boeing history.

34. On July 26, 2017, Boeing issued a press release reporting its financial results for the second quarter of 2017. A copy of the Company’s press release was attached as Exhibit 99.1 to a Form 8-K filed with the SEC that same day. Defendant Muilenburg again discussed the Company’s purported focus on safety, stating in relevant part:

Our teams are delivering better performance in every segment of the business, which is reflected in our strong second-quarter results and improved 2017 outlook... Our robust cash flow enabled us to return more value to shareholders, invest in future growth and in our people, including a plan to accelerate pension funding that also reduces risk and cyclicalities in our business.

In the second quarter, we added to our large and diverse order backlog with key wins in commercial airplanes, defense, space and services, *while achieving important milestones such as delivering the first 737 MAX airplane*, flying the second production-ready T-X trainer aircraft, and conducting a successful Ground-based Midcourse Defense intercept test.

As we look to the second half of the year, our teams are focused on accelerating productivity, quality and safety improvements across the company, while completing key development efforts and delivering better capabilities and economics to our customers.

35. Later that day, the Company held a conference call with investors and analysts to discuss its second quarter of 2017. On the call, the Individual Defendants discussed the success of the 737 MAX:

Dennis Muilenburg

Now, let's look at the second quarter operating performance for our businesses. For the quarter, commercial airplanes generated revenue of \$15.7 billion on 183 deliveries and reported operating margins of 10%. The healthy pace of sales announcements at the Paris Air Show contributed to 183 net new airplane orders or \$22 billion during the quarter, adding to our already robust backlog that now stands at more than 5700 airplanes.

Other key commercial milestones in the quarter included delivering the first 737 MAX 8, launching the 737 MAX 10 and manufacturing the first 777X test parts in our new composite wing center. Also, the second third and 787-10 aircraft entered the flight test program ahead of schedule.

* * *

Pete Skibitski [Drexel Hamilton]

Yeah. *I wanted to start on MAX execution.* With the 6 you delivered in the second quarter, do you feel that you're on pace to meet that delivery, but you kind of said I think 10% to 15% of the total 737 deliveries for the year. And then kind of along with that, can you give us a sense of how the switch over transition is going on the three lines in Renton, just in terms of kind of switching over the other two lines, from the NG to the MAX and kind of what level of risk you think that entails?

Dennis Muilenburg

Let me take a first cut and Greg, feel free to add in here. *But the MAX ramp-up is going well. As you noted, the 6 deliveries in the quarter, we're continuing to ramp up right on pace and the airplanes also performing well in the field.* As we mentioned before, our production system transitioned overall on 737 to 47 a month was scheduled for this quarter and the production system is now running at 47 a month. So *we've successfully ramped up while we've introduced the MAX and we are now in the process of moving from the separate third line to integrating into the NG line and actually have airplanes flowing through that integrated NG MAX line. So team is doing a great job of ramping up the production system and fully integrating the operations.* We still expect deliveries to be in that 10% to 15% of the total 737 volume for the year.

Greg, have you got anything you want to add?

Greg Smith

Yeah. I mean the only thing I would add Pete is, as we've made these transitions in rate, again, *think about risk reduction and so I think the team has done a great job of pre-planning that and investing in that third line, getting the program up and running and then transitioning into the main line and this is just another example of how do you de-risk that transition and continue to drive value and meet our customer commitments and the team is doing that.* So we've got a big back half in front of us, but they know exactly what they need to do and they're off to a great start.

Pete Skibitski

That's great, Greg. Maybe one follow up, period costs, as more MAX enter service and more operators get the aircraft over the next couple of years, do you expect period cost to grow over the next couple of years on that or is that going to be kind of flattish?

Greg Smith

It will be around flattish.

36. On October 25, 2017, Boeing Company issued a press release reporting its financial results for the third quarter of 2017. A copy of the Company's press release was attached as Exhibit 99.1 to a Form 8-K filed with the SEC that same day. Defendant Muilenburg discussed the "smooth introduction of [the 737 MAX]" and reiterated the Company's purported focus on safety, stating in relevant part:

Our teams across all three business segments are driving execution with a focus on both productivity and growth, which has enabled Boeing to deliver solid third quarter financial results, grow cash flow, and raise our 2017 outlook[.]

In the third quarter we successfully launched our newest business segment, Boeing Global Services, leveraging our unique One Boeing advantages to offer complete lifecycle support across the commercial, defense and space sectors. *We achieved a number of key milestones in the quarter with the delivery of a record 202 commercial airplanes, including 24 737 MAXs as we continue the smooth introduction of that airplane. ...*

We remain focused on accelerating productivity, quality and safety improvements across the company, executing on our future development programs, and capturing new business to ensure our continued growth.

37. On January 31, 2018, Boeing issued a press release reporting its financial results for the fourth quarter of 2017 and providing guidance for 2018. A copy of the Company's press release was attached as Exhibit 99.1 to a Form 8-K filed with the SEC that same day. In the press release the Company reported:

Full-Year 2017

- *Record operating cash flow of \$13.3 billion; repurchased 46.1 million shares for \$9.2 billion*
- *Revenue of \$93.4 billion reflecting a record 763 commercial deliveries*
- *Backlog remains robust at \$488 billion, including a record 5,864 commercial aircraft*
- *Cash and marketable securities of \$10.0 billion provide strong liquidity*

Outlook for 2018

- *Operating cash flow expected to increase to approximately \$15.0 billion*
- *Revenue guidance of between \$96.0 and \$98.0 billion reflects commercial deliveries of between 810 and 815*
- *2018 GAAP EPS of between \$15.90 and \$16.10; core EPS (non-GAAP)* of between \$13.80 and \$14.00*

38. The press release contained statements by Defendant Muilenburg highlighting the Company's 737 MAX airplanes, stating in relevant part:

Across Boeing our teams delivered a record year of financial and operational performance as they focused on disciplined execution of production and development programs, growing services, and delivering value to customers... That performance enables increased investments in our people and our business, and greater cash return to shareholders.

In 2017 we delivered the first 737 MAX airplanes, launched the 737 MAX 10 and completed the 787-10 first flight, all while delivering more commercial airplanes than ever before. We flew the first KC-46 Tanker to be delivered to the U.S. Air Force, were awarded an initial contract for the Ground Based Strategic Deterrent program, and a contract to provide 36 F-15 fighters to Qatar. We

launched Boeing Global Services during the year, to deliver greater lifecycle value, and achieved growth that outpaced the market.

We actively positioned for future markets and growth by developing new products and services, investing to build vertical capabilities, launching the HorizonX innovation organization and bringing in new capabilities, including the acquisition of Aurora Flight Sciences. ***Looking forward, our team remains focused on winning through innovation, driving growth and productivity and extending our position as the world's leading aerospace company*** – delivering the best value to our customers, our employees and our shareholders.

39. On a conference call with investors held that same day, Defendant Muilenburg reiterated the significance of the 737 MAX to Boeing, stating in relevant part:

So it's a very healthy marketplace. We have a very healthy production system. And the MAX ramp up within that 737 production system has been very smooth and strong. We've delivered 30 MAXs now. ***We expect MAX deliveries to make up 10% to 15% of the 737 deliveries this year. I think that's also a very encouraging sign that we're bringing the latest, leading edge technology and innovation to the narrow body marketplace. And production ramp up is going very smoothly.***

We have high confidence in our strategy, high confidence in our product line. The MAX family is winning in the marketplace. In that 100 to 150 seat category that you mentioned, the [737] MAX 7 is performing strongly. And again, as most of our customers look at family of narrow body products, the MAX family is the strongest family in the marketplace. So we're going to continue to fuel that effort.

* * *

Yeah, hey, Rob. First of all, ***go back to the fundamentals here. Again, we have high confidence in our strategy. We've laid out a game plan. Our product lineup in the narrow body arena is centered around the MAX airplane and smoothly introducing that into our fleets.***

You can see the strength of the ramp up that we have planned for those production lines. It's very important that we focus on that core effort and the successful implementation of the MAX family.

With 4,400 aircraft in backlog, we're very confident in the position we have and the fact that we're oversold on our production line capacity. We have lots of growth opportunity, both top and bottom line, in our core narrow body business. We have a number of customers who operate 737s today who still have not made their next-generation selection. ***So, additional upside on MAX orders clearly ahead of us.***

* * *

I think the great thing that you see is our team on the 737 program has found a way to continue to drive efficiency in that line, so that we can accommodate production rate increases within the factory footprint that we have and to deliver the highest value airplane in the marketplace. And you see that with the MAX that's now being introduced and the value proposition to our customers is very clear.

40. Defendant Muilenburg stated that customers were giving the Company “great feedback” concerning the 737 MAX, and that the “[r]eliability of the jet, performance of the jet is outstanding. The value proposition for our customers is clear. So we expect to see continued upward pressure. And we're going to continue our disciplined production rate decision process.”

41. On January 31, 2018, Boeing issued a press release reporting its financial results for the fourth quarter of 2017 and provided 2018 financial guidance. A copy of the Company's press release was attached as Exhibit 99.1 to a Form 8-K filed with the SEC that same day. The Company reported that “[t]he 737 program delivered 44 MAX airplanes during the quarter and has captured over 4,300 orders since launch for the 737 MAX, including a recent order from flydubai for 175 airplanes.” Commenting on the Company's financial results and the 737 MAX, Defendant Muilenburg stated in relevant part:

In 2017 we delivered the first 737 MAX airplanes... We actively positioned for future markets and growth by developing new products and services, investing to build vertical capabilities, launching the HorizonX innovation organization and bringing in new capabilities, including the acquisition of Aurora Flight Sciences. ***Looking forward, our team remains focused on winning through innovation, driving growth and productivity and extending our position as the world's leading aerospace company – delivering the best value to our customers, our employees and our shareholders.***

42. Later that day, the Company held a conference call with investors to discuss the financial results disclosed in the press release. On the call, Defendant Smith stated that “the ramp up was 737 MAX production continues and we expect 737 MAX to account for between

40% and 45% of our total 737 deliveries in 2018.” Defendant Muilenburg expanded on the Company’s production of the 737 MAX, stating in relevant part:

Yeah. Pete the ramp continues to be right on track. We delivered 74 MAXs during the past year. Greg mentioned in his comments as we ramp up -- continue to ramp up production overall going to 47 a month to 52 a month this coming year during the rest of 2018 and then 57 a month next year. That rate planned ramps up are continuing on track.

This year we expect deliveries -- MAX deliveries to be about 40% to 45% of the total 737 deliveries. So, implementations on the lines is right on track. I’ll tell you what I’m just very impressed by what our 737 team is doing. I had a chance to be on the line again just recently and they’re implementing productivity improvements, production lines, flow improvements, tax time improvements, all while rolling the MAX into the line.

So, while it’s a challenging situation it’s a high-volume line, fast moving line, we’re continuing to ramp up while we introduce the MAX into the line. It requires daily focus and daily attention; the ramp up continues on track and ***we’re not seeing issues or any problems that are out of the ordinary. And we remain confident that we’ll achieve our MAX ramp up cost for 2018.***

43. On February 12, 2018, when the Company filed its annual report on Form 10-K for the period ended December 31, 2017 (the “2017 10-K”), which contained signed certifications pursuant to SOX by the Individual Defendants, attesting to the accuracy of financial reporting, the disclosure of any material changes to the Company’s internal controls over financial reporting, and the disclosure of all fraud.

44. The 2017 10-K reiterated the financial results first disclosed in the Company’s January 31, 2018 press release.

45. Discussing the 737 MAX, the 2017 10-K provides: “The accounting quantity for the 737 program increased by 800 units during 2017 due to the program’s normal progress of obtaining additional orders and delivering airplanes. We are currently producing at a rate of 47 per month and plan to increase to 52 per month in 2018. We plan to further increase the rate to

57 per month in 2019. We delivered the first 737 MAX 8 in May 2017 and announced the launch of the 737 MAX 10 in June 2017.”

46. The Company stated that its “Commercial Airplanes and Global Services businesses depend heavily on commercial airlines, and are subject to unique risks.” Among the risks facing the Company, Boeing acknowledges in the 2017 10-K that “its businesses are heavily regulated in most of [its] markets[,]” stating in relevant part:

Commercial Aircraft. In the U.S., our commercial aircraft products are required to comply with FAA regulations governing production and quality systems, airworthiness and installation approvals, repair procedures and continuing operational safety. Outside the U.S., similar requirements exist for airworthiness, installation and operational approvals. These requirements are generally administered by the national aviation authorities of each country and, in the case of Europe, coordinated by the European Joint Aviation Authorities.

47. The Company also acknowledges in the 2017 10-K that its “Commercial Airplanes business depends on [its] ability to maintain a healthy production system, achieve planned production rate targets, successfully develop new aircraft or new derivative aircraft, and *meet or exceed stringent performance and reliability standards*”, further stating in relevant part:

The commercial aircraft business is extremely complex, involving extensive coordination and integration with U.S and non-U.S. suppliers, highly-skilled labor from thousands of employees and other partners, and stringent regulatory requirements and performance and reliability standards. In addition, the introduction of new aircraft programs and/or derivatives, such as the 787-10, and 777X, involves increased risks associated with meeting development, testing, production and certification schedules. As a result, our ability to deliver aircraft on time, satisfy regulatory and customer requirements, and achieve or maintain, as applicable, program profitability is subject to significant risks.

We must minimize disruption caused by production changes and achieve productivity improvements in order to meet customer demand and maintain our profitability. We have plans to adjust production rates on several of our commercial aircraft programs, while at the same time engaging in significant ongoing development and production of the 787-10 and 777X aircraft. In addition, we continue to seek opportunities to reduce the costs of building our aircraft, including

working with our suppliers to reduce supplier costs, identifying and implementing productivity improvements, and optimizing how we manage inventory. If production rate changes at any of our commercial aircraft assembly facilities are delayed or create significant disruption to our production system, or if our suppliers cannot timely deliver components to us at the cost and rates necessary to achieve our targets, we may be unable to meet delivery schedules and/or the financial performance of one or more of our programs may suffer.

*Operational challenges impacting the production system for one or more of our commercial aircraft programs could result in production delays and/or failure to meet customer demand for new aircraft, either of which would negatively impact our revenues and operating margins. **Our commercial aircraft production system is extremely complex. Operational issues, including delays or defects in supplier components, failure to meet internal performance plans, or delays or failures to achieve required regulatory certifications, could result in significant out-of-sequence work and increased production costs, as well as delayed deliveries to customers, impacts to aircraft performance and/or increased warranty or fleet support costs.***

*If our commercial airplanes fail to satisfy performance and reliability requirements, we could face additional costs and/or lower revenues. **Developing and manufacturing commercial aircraft that meet or exceed our performance and reliability standards, as well as those of customers and regulatory agencies, can be costly and technologically challenging. These challenges are particularly significant with newer aircraft programs. Any failure of any Boeing aircraft to satisfy performance or reliability requirements could result in disruption to our operations, higher costs and/or lower revenues.***

48. On April 25, 2018, Boeing issued a press release reporting its financial results for the first quarter of 2018 and raised its financial guidance for the year. A copy of the Company's press release was attached as Exhibit 99.1 to a Form 8-K filed with the SEC that same day. Defendant Muilenburg touted the "positive market outlook across [the Company's] businesses and [its] confidence in executing on our production and development programs[.]" stating in relevant part:

Across Boeing, our teams performed at a high level in the quarter, driving revenue and earnings growth at all three business units, increasing profitability and operating cash flow, and delivering more value to our customers... Customers continue to recognize the value of our products and services, with strong orders booked in the quarter for defense, services and commercial offerings, including 221 net commercial aircraft orders.

During the quarter we captured important new business, including an initial contract for 28 F/A-18 Super Hornets for Kuwait, a Ground-based Midcourse Defense program contract extension from the Missile Defense Agency, and we delivered the first Space Launch System intertank hardware to NASA. *We achieved the first flight of the 737 MAX 7, and delivered the first 787-10 Dreamliner and the first 737 MAX 9.* Within our services business, we received a follow-on contract to support the Royal Canadian Air Force's Chinook fleet, captured a landing gear exchange contract for Aeromexico, and released Self-Service Analytics to complement our digital solutions portfolio. *All of these milestones demonstrated the value we bring to our customers through the strength of our One Boeing offerings.*

Our team's strong first-quarter performance, combined with the positive market outlook across our businesses and our confidence in executing on our production and development programs, gives us a solid foundation to raise our guidance for the year. Going forward, we remain focused on our disciplined growth strategy, improved profitability and cash flow to ensure we meet our commitments to our customers and our shareholders.

49. On a conference call with investors held later that same day, Defendant Muilenburg touted that the Company delivered in that quarter “the first 737 MAX 9 to Lion Air group,” further stating that: “We achieved first flight of the 737 MAX 7, completed firm configuration on the 737 MAX 10 and hit the 10,000th production milestone for the 737 program. The smooth introduction of the 737 MAX into our production and delivery stream continued with 36 737 MAXs delivered in the quarter.”

50. Defendant Muilenburg further explained his reasons for being “bullish” on the 737 MAX:

Hey first of all, on the MAX, again we're feeling very bullish about that program. The MAX introduction has gone well. The customer intros operationally have been effective. The airplane is performing well in the field. Reliability for the fleet in the field is very high, so we're pleased with the performance of the program.

On the production systems side, feathering that into the mainline of the 737 factory overall has gone well. We're continuing to hit all of our customer delivery commitments. You notice that we delivered 36 MAXs in the first quarter. We expect about 40% to 45% of our 737 deliveries this year will be MAXs. That's right on plan.

51. On July 25, 2018, Boeing Company issued a press release reporting its financial results for the second quarter of 2018 and raised its guidance for 2018 yet again. A copy of the Company's press release was attached as Exhibit 99.1 to a Form 8-K filed with the SEC that same day. In the press release Defendant Muilenburg stated in relevant part:

We celebrated the first anniversary of the launch of Boeing Global Services and the one-year revenue service anniversary of the 737 MAX. We booked 239 net commercial airplane orders in the quarter, which included 59 787s - further demonstrating the value this airplane family brings to our customers. Solid progress continued on the 777X program with the first two test aircraft currently being built in the factory. We finalized the production contract for 28 F/A-18 Super Hornets for Kuwait, completed production of the 100th P-8 Poseidon, and conducted two successful tests for the U.S. Air Force's Minuteman III. Our services business delivered the first 737 Boeing Converted Freighter and secured performance based logistics contracts to support rotorcraft in the Netherlands. Additionally, customers continued to recognize the value of our digital solutions with Etihad Airways signing a contract to implement our crew management solutions.

Continued services growth, increasing defense volume and strong performance of our commercial business, as well as our positive market outlook, give us the confidence to raise our revenue and Commercial Airplanes margin guidance for the year. *We remain focused on execution, driving innovation, continuing to develop and maintain the best team and talent in the industry, and increasing value for our customers, shareholders, employees and other stakeholders.*

52. On October 24, 2018, Boeing issued a press release reporting its financial results for the third quarter of 2018. A copy of the Company's press release was attached as Exhibit 99.1 to a Form 8-K filing with the SEC that same day. In the press release, the Company reported that "[d]uring the quarter, Commercial Airplanes delivered 190 airplanes, including 57 737 MAX airplanes." The Company also "[r]eaffirmed cash guidance; raised revenue and EPS guidance; [and] updated segment margin guidance[.]"

53. On a conference call with investors held later that same day, Defendant Muilenburg stated that "[t]he MAX production ramp-up continues. To-date we have delivered

219 MAXs, 57 of them in the quarter. *We continue to expect MAX to account for between 40% and 45% of total 737 deliveries in 2018.*”

54. On October 29, 2018, a 737 MAX aircraft operated by the Indonesian airline Lion Air crashed minutes after takeoff from Jakarta in good weather, killing all passengers and crew. Subsequent analysis indicated that the aircraft experienced problems with airspeed indicators and a related system that feeds data to computers about the angle of the aircraft’s nose.

55. The statements referenced in ¶¶ 26-53 were materially false and misleading because Defendants made false and/or misleading statements, as well as failed to disclose material adverse facts about the Company’s business, operational and compliance policies. Specifically, Defendants made false and/or misleading statements and/or failed to disclose that: (i) the Company’s new 737 MAX automated stall-prevention system was susceptible to deadly malfunctions; (ii) Boeing maintained inadequate internal controls to ensure the timely reporting and dissemination of such malfunctions; and (iii) as a result, the Company’s public statements were materially false and misleading at all relevant times.

The Truth Begins to Emerge

56. On November 12, 2018, post-market, *The Wall Street Journal* published an article entitled “Boeing Withheld Information on 737 Model, According to Safety Experts and Others.” The article attributed the Lion Air 737 MAX crash to a new flight-control feature that Boeing implemented in its 737 MAX aircrafts. Citing “safety experts involved in the investigation, as well as midlevel [Federal Aviation Administration] officials,” the article reported that Boeing “withheld information about potential hazards associated with a new flight-control feature suspected of playing a role in last month’s fatal Lion Air jet crash.” The article further reported that the focus of U.S. and Indonesian crash investigators had shifted to the way

in which “MAX 8’s automated flight-control systems interact with each other, and how rigorously the FAA and Boeing analyzed potential hazards in the event some of them malfunction and feed incorrect or unreliable data to the plane’s computers.”

57. Specifically, Boeing installed an automated stall-prevention system on the 737 MAX 8 and MAX 9 models, which was intended to help pilots avoid mistakenly raising a plane’s nose dangerously high. However, it was reported that the new automated feature would, under specific conditions, push the plane’s nose down unexpectedly and strongly enough that pilots would be unable pull the nose back up.

58. It was further reported that Boeing did not inform airlines of this issue until a week after the accident in Indonesia, via a world-wide safety bulletin. Moreover, it was reported that Boeing did not even inform owners of the 737 MAX of the new automated stall-prevention system being installed on the airplanes, and therefore aviators were not prepared to cope with the possible risks.

59. Making matters worse, the article noted that “FAA managers and industry officials aren’t satisfied with what they contend is Boeing’s belated candor.” Captain Mike Michaelis, chairman of the safety committee for the Allied Pilots Association, which represents about 15,000 American Airlines pilots, stated that “[i]t’s pretty asinine for them to put a system on an airplane and not tell the pilots who are operating the airplane, especially when it deals with flight controls. . . . Why weren’t they trained on it?” Likewise, Captain Jon Weaks, president of Southwest Airlines Co.’s pilot union, stated “[w]e’re pissed that Boeing didn’t tell the companies and the pilots didn’t get notice obviously, as well.”

60. Following this news, Boeing’s stock price fell \$12.31 per share over the following two trading sessions, or roughly 3.4%, to close at \$344.72 per share on November 14, 2018. Over

the 11 days following the publication of the *Wall Street Journal* article, Boeing's stock price fell a total of \$44.71 per share, or roughly 12.5%, to close at \$312.32 per share on November 23, 2018.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

61. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise acquired Boeing securities during the Class Period (the "Class"); and were damaged upon the revelation of the alleged corrective disclosures. Excluded from the Class are Defendants herein, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

62. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, Boeing securities were actively traded on the NYSE. While the exact number of Class members is unknown to Plaintiff at this time and can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by Boeing or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

63. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

64. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

65. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

- whether the federal securities laws were violated by Defendants' acts as alleged herein;
- whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of Boeing;
- whether the Individual Defendants caused Boeing to issue false and misleading financial statements during the Class Period;
- whether Defendants acted knowingly or recklessly in issuing false and misleading financial statements;
- whether the prices of Boeing securities during the Class Period were artificially inflated because of the Defendants' conduct complained of herein; and
- whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

66. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

67. Plaintiff will rely, in part, upon the presumption of reliance established by the fraud-on-the-market doctrine in that:

- Defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- the omissions and misrepresentations were material;
- Boeing securities are traded in an efficient market;
- the Company's shares were liquid and traded with moderate to heavy volume during the Class Period;
- the Company traded on the NYSE and was covered by multiple analysts;
- the misrepresentations and omissions alleged would tend to induce a reasonable investor to misjudge the value of the Company's securities; and
- Plaintiff and members of the Class purchased, acquired and/or sold Boeing securities between the time the Defendants failed to disclose or misrepresented material facts and the time the true facts were disclosed, without knowledge of the omitted or misrepresented facts.

68. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a presumption of reliance upon the integrity of the market.

69. Alternatively, Plaintiff and the members of the Class are entitled to the presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of the State of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants omitted material information in their Class Period statements in violation of a duty to disclose such information, as detailed above.

COUNT I

(Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Promulgated Thereunder Against All Defendants)

70. Plaintiff repeats and reallege each and every allegation contained above as if fully set forth herein.

71. This Count is asserted against Defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

72. During the Class Period, Defendants engaged in a plan, scheme, conspiracy and course of conduct, pursuant to which they knowingly or recklessly engaged in acts, transactions, practices and courses of business which operated as a fraud and deceit upon Plaintiff and the other members of the Class; made various untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and employed devices, schemes and artifices to defraud in connection with the purchase and sale of securities. Such scheme was intended to, and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; (ii) artificially inflate and maintain the market price of Boeing securities; and (iii) cause Plaintiff and other members of the Class to purchase or otherwise acquire Boeing securities and options at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, Defendants, and each of them, took the actions set forth herein.

73. Pursuant to the above plan, scheme, conspiracy and course of conduct, each of the Defendants participated directly or indirectly in the preparation and/or issuance of the quarterly and annual reports, SEC filings, press releases and other statements and documents described above, including statements made to securities analysts and the media that were designed to influence the market for Boeing securities. Such reports, filings, releases and statements were materially false and misleading in that they failed to disclose material adverse information and misrepresented the truth about Boeing finances and business prospects.

74. By virtue of their positions at Boeing , Defendants had actual knowledge of the materially false and misleading statements and material omissions alleged herein and intended thereby to deceive Plaintiff and the other members of the Class, or, in the alternative, Defendants acted with reckless disregard for the truth in that they failed or refused to ascertain and disclose

such facts as would reveal the materially false and misleading nature of the statements made, although such facts were readily available to Defendants. Said acts and omissions of Defendants were committed willfully or with reckless disregard for the truth. In addition, each Defendant knew or recklessly disregarded that material facts were being misrepresented or omitted as described above.

75. Information showing that Defendants acted knowingly or with reckless disregard for the truth is peculiarly within Defendants' knowledge and control. As the senior managers and/or directors of Boeing, the Individual Defendants had knowledge of the details of Boeing internal affairs.

76. The Individual Defendants are liable both directly and indirectly for the wrongs complained of herein. Because of their positions of control and authority, the Individual Defendants were able to and did, directly or indirectly, control the content of the statements of Boeing. As officers and/or directors of a publicly-held company, the Individual Defendants had a duty to disseminate timely, accurate, and truthful information with respect to Boeing businesses, operations, future financial condition and future prospects. As a result of the dissemination of the aforementioned false and misleading reports, releases and public statements, the market price of Boeing securities was artificially inflated throughout the Class Period. In ignorance of the adverse facts concerning Boeing business and financial condition which were concealed by Defendants, Plaintiff and the other members of the Class purchased or otherwise acquired Boeing securities at artificially inflated prices and relied upon the price of the securities, the integrity of the market for the securities and/or upon statements disseminated by Defendants, and were damaged thereby.

77. During the Class Period, Boeing securities were traded on an active and efficient market. Plaintiff and the other members of the Class, relying on the materially false and misleading

statements described herein, which the Defendants made, issued or caused to be disseminated, or relying upon the integrity of the market, purchased or otherwise acquired shares of Boeing securities at prices artificially inflated by Defendants' wrongful conduct. Had Plaintiff and the other members of the Class known the truth, they would not have purchased or otherwise acquired said securities, or would not have purchased or otherwise acquired them at the inflated prices that were paid. At the time of the purchases and/or acquisitions by Plaintiff and the Class, the true value of Boeing securities was substantially lower than the prices paid by Plaintiff and the other members of the Class. The market price of Boeing securities declined sharply upon public disclosure of the facts alleged herein to the injury of Plaintiff and Class members.

78. By reason of the conduct alleged herein, Defendants knowingly or recklessly, directly or indirectly, have violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

79. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases, acquisitions and sales of the Company's securities during the Class Period, upon the disclosure that the Company had been disseminating misrepresented financial statements to the investing public.

COUNT II

(Violations of Section 20(a) of the Exchange Act Against The Individual Defendants)

80. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

81. During the Class Period, the Individual Defendants participated in the operation and management of Boeing, and conducted and participated, directly and indirectly, in the conduct

of Boeing business affairs. Because of their senior positions, they knew the adverse non-public information about Boeing misstatement of income and expenses and false financial statements.

82. As officers and/or directors of a publicly owned company, the Individual Defendants had a duty to disseminate accurate and truthful information with respect to Boeing financial condition and results of operations, and to correct promptly any public statements issued by Boeing which had become materially false or misleading.

83. Because of their positions of control and authority as senior officers, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which Boeing disseminated in the marketplace during the Class Period concerning Boeing results of operations. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause Boeing to engage in the wrongful acts complained of herein. The Individual Defendants therefore, were “controlling persons” of Boeing within the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of Boeing securities.

84. Each of the Individual Defendants, therefore, acted as a controlling person of Boeing. By reason of their senior management positions and/or being directors of Boeing, each of the Individual Defendants had the power to direct the actions of, and exercised the same to cause, Boeing to engage in the unlawful acts and conduct complained of herein. Each of the Individual Defendants exercised control over the general operations of Boeing and possessed the power to control the specific activities which comprise the primary violations about which Plaintiff and the other members of the Class complain.

85. By reason of the above conduct, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act for the violations committed by Boeing.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demands judgment against Defendants as follows:

- A. Determining that the instant action may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;
- B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by reason of the acts and transactions alleged herein;
- C. Awarding Plaintiff and the other members of the Class prejudgment and post-judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and
- D. Awarding such other and further relief as this Court may deem just and proper.

DEMAND FOR TRIAL BY JURY

Plaintiff hereby demands a trial by jury.

Dated: November 28, 2018

Respectfully submitted,

POMERANTZ LLP

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