

# **EXHIBIT 5**

bp

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Treasurer

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July 24, 2009

The Honorable Paul G. Gardephe  
United States District Court  
Southern District of New York  
Daniel Patrick Moynihan  
United States Courthouse  
500 Pearl Street  
New York, NY 10007-1312

Re: *Securities and Exchange Commission v. Reserve Management Company, Inc.,  
Resrv Partners, Inc., Bruce Bent Sr., Bruce Bent II and The Reserve Primary  
Fund*

Case 09 Civ. 4346 (PGG); ECF Case

Dear Judge Gardephe,

BP Corporation North America Inc., an investor in The Reserve Primary Fund (the "Fund"), respectfully submits this letter in support of the Securities and Exchange Commission's action seeking injunctive and other relief and approval of the Commission's proposed plan of distribution with respect to assets from the Fund.

We believe the resolution of the pending (and, in many cases, conflicting) litigation regarding the Fund involves distinctions among investors based upon actions of Fund employees that may have been tainted by misconduct, and that such distinctions would thus ultimately be determined to be invalid. Furthermore, we believe that the plan of liquidation announced by the Fund on December 3, 2008 would not be fair and equitable to the investors in the Fund given the likelihood that a significant portion of the assets of the Fund would be consumed in costly, time-consuming and likely fruitless litigation.

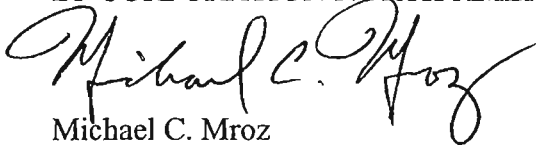
BP supports the Commission's view that the fairest and most equitable solution would be to mandate a pro rata distribution of the remaining assets of the Fund as expeditiously as possible. In this difficult economic environment, such action would allow us, and all other investors, to recover the vast majority of our investments in a relatively short period of time, preserving investor's cash and liquidity. In contrast, the Fund's proposed plan of liquidation would result in inordinate delays in the recovery of our investment and the expenditure of a significant portion of the Fund's remaining assets on litigation costs.

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We respectfully request that the Court grant the Commission's application for injunctive and other relief and approval of the Commission's proposed plan of distribution. We also respectfully request that the Court take such steps as may be necessary to distribute the remaining assets of the Fund as promptly as possible.

Respectfully submitted,

BP CORPORATION NORTH AMERICA INC.



Michael C. Mroz  
Treasurer

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