



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

OPERATING ENGINEERS CONSTRUCTION
INDUSTRY AND MISCELLANEOUS PENSION
FUND, on behalf of itself and all other similarly
situated unitholders of Atlas Energy Resources,
LLC,

Plaintiff,

v.

ATLAS AMERICA, INC., EDWARD E. COHEN,
JONATHAN Z. COHEN, RICHARD D. WEBER,
JESSICA K. DAVIS, WALTER C. JONES,
ELLEN F. WARREN, BRUCE M. WOLF,
MATTHEW A. JONES,

Defendants,

-and-

ATLAS ENERGY RESOURCES, LLC,

Nominal Defendant.

C.A. No. 4589-VCN

JOSEPH ALONZO, on behalf of himself and all
Others similarly situated,

Plaintiff,

v.

ATLAS ENERGY RESOURCES, LLC,
EDWARD E. COHEN, JONATHAN Z. COHEN,
RICHARD D. WEBER, JESSICA K. DAVIS,
WALTER C. JONES, ELLEN F. WARREN,
BRUCE M. WOLF, AND ATLAS AMERICA,
INC.,

Defendants.

C.A. No. 4553-VCN

DOUGLAS VANDERPOOL, on behalf of himself
and all others similarly situated,

Plaintiff,

v.

ATLAS ENERGY RESOURCES, LLC.,
ATLAS AMERICA, INC., EDWARD E.
COHEN, JONATHAN Z. COHEN, JESSICA K.
DAVIS, WALTER C. JONES, ELLEN F.
WARREN, RICHARD D. WEBER and
BRUCE M. WOLF,

Defendants.

C.A. No. 4604-VCN

LEONARD FARRELL,

Plaintiff,

v.

EDWARD E. COHEN, JONATHAN Z.
COHEN, RICHARD D. WEBER, WALTER
C. JONES, ELLEN F. WARREN, BRUCE M.
WOLF, JESSICA K. DAVIS, ATLAS
AMERICA, INC., and ATLAS ENERGEY
MANAGEMENT, INC.,

Defendants.

C.A. No. 4607-VCN

MONTGOMERY COUNTY EMPLOYEES'
RETIREMENT FUND, individually, and on behalf
of itself and all others similarly situated,

Plaintiff,

v.

ATLAS ENERGY RESOURCES, LLC, ATLAS
AMERICA, INC., EDWARD E. COHEN,
JONATHAN Z. COHEN, RICHARD D. WEBER,
JESSICA K. DAVIS, WALTER C. JONES,
ELLEN F. WARREN, and BRUCE M. WOLF,

Defendants.

C.A. No. 4613-VCN

~~PROPOSED~~ ORDER OF CONSOLIDATION AND
APPOINTING LEAD PLAINTIFFS AND LEAD COUNSEL

AND NOW, this 15th day of June, 2009, upon consideration as follows:

1. The above-captioned actions, and any subsequently filed or transferred related actions, should be consolidated for all purposes (the "Consolidated Action"). The Verified Class Action Complaint in C.A. No. 4589-VCN shall be designated the operative complaint in the Consolidated Action.

2. Hereafter, papers need be filed only in C.A. No. 4589-VCN.

3. All documents previously filed to date in any of the cases consolidated herein are deemed part of the record in the Consolidated Action. Defendants need not respond to any other complaints filed in the consolidated actions.

4. The caption of the Consolidated Action shall be:

In re ATLAS ENERGY RESOURCES, LLC
UNITHOLDER LITIGATION

: Consolidated C.A. No. 4589-VCN
:
:

5. Operating Engineers Construction Industry And Miscellaneous Pension Fund, plaintiff in C.A. No. 4589-VCN, and Montgomery County Employees Retirement Fund, plaintiff in C.A. No. 4613-VCN, are hereby appointed Co-Lead Plaintiffs.

6. Grant & Eisenhofer, P.A., 1201 N. Market Street, Wilmington DE 19801, and Bernstein Litowitz Berger & Grossmann, LLP, 1285 Avenue of the Americas, New York, NY 10019, and Chimicles & Tikellis LLP, 222 Delaware Avenue, Suite 1100, Wilmington, DE 19899, are hereby appointed Lead Counsel.

7. Counsel for Joseph Alonzo, plaintiff in C.A. No. 4553-VCN (Finger, Slanina & Liebesman, LLC, and The Weiser Law Firm, P.C.), and counsel for Douglas Vanderpool, plaintiff in C.A. No. 4604-VCN (Rosenthal Monhait & Goddess, P.A., Coughlin Stoia Geller Rudman & Robbins LLP, and Holzer Holzer & Fistel LLC), shall work with Lead Counsel in connection with the prosecution of this action.

8. Plaintiffs' Lead Counsel shall have authority to speak for Plaintiffs in matters regarding pretrial matters, trial procedure, and settlement negotiations. Plaintiffs' Lead Co-counsel shall conduct the Consolidated Action and set policy for plaintiffs in the prosecution of the Consolidated Action, delegate and monitor the work performed by Plaintiffs' attorneys to

ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of Plaintiffs the initiation and conduct of all discovery proceedings, and provide direction, supervision and coordination of all activities of plaintiffs' counsel.

9. Defendants' counsel may rely upon all agreements made with Plaintiffs' Lead Counsel or other duly authorized representatives of Plaintiffs and such agreements shall be binding on Plaintiffs.

SO ORDERED:



John W. Noble, Vice Chancellor