



GRANTED WITH MODIFICATIONS

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Case No. Multi-Case



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE CHENIERE ENERGY, INC. : C.A. No. 9766-VCL
:

IN RE CHENIERE ENERGY, INC. : C.A. No. 9710-VCL
STOCKHOLDERS LITIGATION :
:

KAYANN DAVIDOFF, :
Plaintiff, :
v. : C.A. No. 9825-VCL
:

CHARIF SOUKI, et. al. :
Defendants. :

SCHEDULING ORDER

Plaintiffs (the “Plaintiffs”), by Plaintiffs’ Lead Counsel, and
defendants Cheniere Energy, Inc. (“Cheniere” or the “Company”), Charif
Souki, Vicky A. Bailey, G. Andrea Botta, Nuno Brandolini, Keith F. Carney,
John M. Deutch, David I. Foley, Randy A. Foutch, Paul J. Hoenmans, David
B. Kilpatrick, Walter L. Williams, H. Davis Thames, Meg A. Gentle, R.
Keith Teague, Greg W. Rayford, and Jean Abiteboul (collectively, the
“Individual Defendants” and with Cheniere, the "Defendants," and together

with Plaintiffs, the “Parties”) having applied pursuant to the Court of Chancery Rules 23 and 23.1 for an order approving the proposed settlement of the above-captioned actions (the “Actions”) and determining certain matters in connection with the proposed settlement of the Actions (the “Settlement”) and for dismissal of the Actions with prejudice, in accordance with the terms and conditions of the Stipulation and Agreement of Compromise, Settlement and Release entered into by the Parties and dated December 12, 2014 (the “Stipulation”);

NOW, upon consent of the Parties, after review and consideration of the Stipulation filed with the Court of Chancery of the State of Delaware (the “Court”) and the Exhibits annexed thereto, and after due deliberation,

IT IS HEREBY ORDERED this _____ day of December 2014, that:

1. The action captioned *Davidoff v. Souki*, C.A. No. 9825-VCL pending before this Court is hereby consolidated with the action captioned *In re Cheniere Energy, Inc. Stockholders Litigation*, Consolidated C.A. No. 9710-VCL for all purposes (the “Consolidated Stockholder Action”). Hereafter, papers need only be filed in Civil Action No. 9710-VCL. All

documents previously filed to date in any of the cases consolidated herein are deemed a part of the record in the Consolidated Stockholder Action.

2. Unless otherwise defined herein, all defined terms shall have the meanings set forth in the Stipulation.

3. For settlement purposes only, and pending the Settlement Hearing (defined below), the Consolidated Stockholder Action is temporarily certified as a non-opt out class pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2), defined as any and all record and beneficial owners of common stock of Cheniere, together with their successors, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under any of them, who held shares of Cheniere common stock at any time between and including March 2, 2011 and the Effective Date (as defined in the Stipulation) (the “Class Period”), but excluding Defendants and their immediate family members, any entity controlled by any of the Defendants and any successors in interest thereto (the “Class”).

4. A hearing (the “Settlement Hearing”) shall be held on _____, 2015 at _____ .m., in the New Castle County Courthouse, 500 North King Street, Wilmington, Delaware 19801 to:

- a. determine whether the temporary class action certification herein should be made final;
- b. determine whether the Settlement should be approved by the Court as fair, reasonable, adequate and in the best interests of the Class, Cheniere and its stockholders;
- c. determine whether an Order and Final Judgment should be entered pursuant to the Stipulation;
- d. consider Plaintiffs' counsel's application for an award of attorneys' fees and expenses; and
- e. rule on such other matters as the Court may deem appropriate.

5. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for attorneys' fees, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof.

6. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modification(s) as may be consented to by the Parties to the Stipulation and without further notice to the Class or Cheniere stockholders.

7. Within twenty (20) business days after the date of this Order, Cheniere shall cause a notice of the Settlement Hearing in substantially the form annexed as Exhibit C to the Stipulation (the “Notice”) to be mailed to all shareholders of record that are members of the Class and holders of Cheniere stock as of the date of the Stipulation at their last known address appearing in the stock transfer records maintained by or on behalf of Cheniere. All stockholders of record in the Class who were not also the beneficial owners of the shares of Cheniere common stock held by them of record shall be requested to forward the Notice to such beneficial owners of those shares. Cheniere shall use reasonable efforts to give notice to such beneficial owners by making additional copies of the Notice available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners.

8. The form and method of notice herein is the best notice practicable and constitutes due and sufficient notice of the Settlement Hearing to all persons entitled to receive such a notice, and fully satisfies the requirements of due process and of Rules 23 and 23.1 of the Court of Chancery. Counsel for Cheniere shall at least ten (10) business days prior to the Settlement Hearing described herein, file with the Court an appropriate affidavit with respect to the preparation and mailing of the Notice.

9. All proceedings in the Actions, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of the Court. Pending final determination of whether the Settlement should be approved, Plaintiffs, Cheniere stockholders and all members of the Class are barred and enjoined from commencing or prosecuting any action asserting either directly, representatively, derivatively or in any other capacity, any Released Plaintiffs' Claims as defined in the Stipulation. Subsequent to the entry of this Scheduling Order, the Parties will negotiate a briefing schedule on papers seeking approval of the Settlement and any application for an award of attorneys' fees and expenses and any responsive papers thereto.

10. Any member of the Class or Cheniere stockholder who objects to the Settlement, the Order and Final Judgment to be entered in the Actions, and/or Plaintiffs' counsel's application for attorneys' fees and expenses, or who otherwise wishes to be heard, may appear in person or by such member's attorney at the Settlement Hearing and present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown, no person shall be heard and no papers, briefs, pleadings or other documents submitted by any person shall be considered by the Court unless not later than twenty (20) calendar days prior to the

Settlement Hearing such person files with the Court and serves upon counsel listed below: (a) a written notice of intention to appear; (b) a statement of such person's objections to any matters before the Court; and (c) the grounds for such objections and the reasons that such person desires to appear and be heard, documentation evidencing membership in the class or status as a current Cheniere stockholder as well as all documents or writings such person desires the Court to consider. Such filings shall be filed with the Register in Chancery and served upon the following counsel:

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11. Unless the Court otherwise directs, no person shall be entitled to object to the approval of the Settlement, any judgment entered thereon, the adequacy of the representation of the Class and Cheniere stockholders by Plaintiffs and Plaintiffs' counsel, any award of attorneys' fees and expenses, or otherwise be heard, except by serving and filing a written objection and supporting papers and documents as described in paragraph 10. Any person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding.

12. If the Settlement, including any amendment made in accordance with the Stipulation, is not approved by the Court or shall not become effective for any reason whatsoever, the Settlement (including any

modification thereof made with the consent of the Parties as provided for in the Stipulation), and temporary Class certification herein and any actions taken or to be taken in connection therewith (including this Order and any judgment entered herein) shall be terminated and shall become void and of no further force and effect, except for the obligation of Cheniere to pay for any expenses incurred in connection with the Notice and administration provided for by this Scheduling Order. In that event, neither the Stipulation, nor any provision contained in the Stipulation, nor any action undertaken pursuant thereto, nor the negotiation thereof by any party shall be deemed an admission or received as evidence in this or any other action or proceeding.

Vice Chancellor Laster

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Multi-Case

File & Serve

Transaction ID: 56466278

Current Date: Jan 05, 2015

Case Number: Multi-Case

Case Name: Multi-Case

Court Authorizer: Laster, J Travis

Court Authorizer

Comments:

A hearing (the "Settlement Hearing") shall be held on Monday, March 16, 2015, at 10:00 a.m., in the New Castle County Courthouse, 500 North King Street, Wilmington, Delaware 19801

/s/ Judge Laster, J Travis