



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

JAMES B. JONES, On Behalf of
Himself and All Other Similarly Situated
Stockholders, and Derivatively On
Behalf of CHENIERE ENERGY, INC.,

Plaintiff,

v.

CHARIF SOUKI, H. DAVIS THAMES,
MEG A. GENTLE, R. KEITH TEAGUE,
GREG W. RAYFORD, JEAN
ABITEBOUL, 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, and
CHENIERE ENERGY, INC.,

Defendants.

C.A. No. 9710-VCL

[Additional Caption Follows On The Next Page]

ROBERT MAGUIRE, On Behalf of
Himself and All Other Similarly Situated
Stockholders, and Derivatively On Behalf
of CHENIERE ENERGY, INC., Plaintiff,

C.A. No. 9746-VCL

v.

CHARIF SOUKI, H. DAVIS THAMES,
MEG A. GENTLE, R. KEITH TEAGUE,
GREG W. RAYFORD, JEAN
ABITEBOUL, 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, and CHENIERE ENERGY,
INC.,

Defendants.

**[PROPOSED] ORDER OF CONSOLIDATION
AND APPOINTMENT OF CO-LEAD COUNSEL**

WHEREAS, Plaintiff James B. Jones (“Jones”) filed a purported class action complaint on May 29, 2014, with this Court alleging breaches of contract and fiduciary duty by Defendants, both directly and derivatively, and unjust enrichment to recover, *inter alia*, 25 million shares of Cheniere Energy, Inc. (“Cheniere” or the “Company”) stock improperly awarded under the Cheniere 2011 Incentive Plan (the “2011 Plan”), and to seek corrective disclosures to public filings of Cheniere

in connection with the allegedly improper vote, to invalidate a newly adopted bylaw, and to postpone a June 12, 2104 stockholder vote to increase the 2011 Plan's share reserve by 30 million shares until the Company makes corrective disclosures and the bylaw is invalidated;

WHEREAS, on May 30, 2014, Jones filed Plaintiff's Brief in support of a motion to expedite proceedings that had been filed along with the complaint;

WHEREAS, on June 2, 2014, the Company filed a Form 8-K with the United States Securities and Exchange Commission that provided notice that the Company has decided to postpone the 2014 Annual Meeting of the Company, in light of the complaint filed by Jones and Jones' request to expedite proceedings before the June 12, 2014 Annual Meeting, which Meeting is now scheduled to be held on September 11, 2014;

WHEREAS, Plaintiff Robert Maguire ("Maguire") (collectively with Jones, the "Plaintiffs") filed a purported class action complaint on June 6, 2014, with this Court alleging breaches of contract and fiduciary duty by Defendants, both directly and derivatively, and unjust enrichment claims similar to the claim asserted by Plaintiff Jones;

WHEREAS, Plaintiffs and their counsel agree that consolidation of the above-captioned actions is appropriate under Del. Ch. Ct. R. 42(a), which provides that: "[w]hen actions involving a common question of law or fact are pending

before the Court, it may order a joint hearing or trial on any or all matters in issue in the actions; it may order all the actions consolidated; and, it may make such orders concerning proceedings therein as may tend to avoid unnecessary costs or delay”;

WHEREAS, Plaintiffs believe that the organization of Plaintiffs’ counsel and appointment of Co-Lead Counsel is appropriate to ensure that the actions are prosecuted effectively and efficiently;

WHEREAS, Plaintiffs request that Barrack, Rodos & Bacine, Andrews & Springer, LLC, and Bernstein Litowitz Berger & Grossmann LLP be appointed as Co-Lead Counsel for the Plaintiffs’ Class;

WHEREAS, Plaintiffs contend that proposed Co-Lead Counsel have conducted a thorough investigation of the potential claims as demonstrated by their complaints, and have the experience, knowledge and resources required to prosecute this actions effectively;

IT IS HEREBY ORDERED THAT:

1. The above-captioned actions shall be consolidated for all purposes.
2. Hereafter, papers need only be filed in Civil Action No. 9710-VCL.
3. The caption of the consolidated action shall be as follows:

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

4. The law firms of BARRACK RODOS & BACINE, Two Commerce Square, 2001 Market Street, Suite, 3300, Philadelphia, PA 19103, ANDREWS & SPRINGER LLC, 3801 Kennett Pike, Building C, Suite 305, Wilmington, DE 19807, and BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP, 1285 Avenue of the Americas, New York, NY 10019, are hereby designated as Co-Lead Counsel for the Plaintiffs' Class.

5. All documents previously served and filed to date in any of the cases consolidated herein are deemed filed and are a part of the record in the consolidated action (the "Consolidated Action").

6. Plaintiffs' Co-Lead Counsel shall set policy for Plaintiffs for the prosecution of this litigation, 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 discovery proceedings, provide direction, supervision and coordination of the activities of Plaintiffs' counsel and have the authority to negotiate a settlement, subject to approval of Plaintiffs and the Court. Any agreement reached between counsel for Defendants and Co-Lead Counsel shall be binding on all Plaintiffs' counsel and on Plaintiffs.

7. Plaintiffs' Co-Lead Counsel shall assume the following powers and responsibilities:

- a. coordinate and direct the preparation of pleadings;
- b. coordinate and direct the briefing and argument of motions;
- c. coordinate and direct the conduct of discovery and other pretrial proceedings;
- d. coordinate and direct class certification proceedings;
- e. coordinate the selection of counsel to act as Plaintiffs' spokesperson at pretrial conferences;
- f. call meetings of Plaintiffs' counsel as they deem necessary and appropriate from time to time;
- g. conduct any and all settlement negotiations with counsel for the Defendants;
- h. coordinate and direct the preparation for trial and trial of this matter, and to delegate work responsibilities to selected counsel as may be required; and
- i. coordinate and direct any other matters concerning the prosecution or resolution of the Consolidated Action.

8. When a case that properly belongs as part of the Consolidated Action is hereafter filed in the Court, this Court requests the assistance of counsel in calling to the attention of the Court the filing or transfer of any case which might

properly be consolidated as part of the Consolidated Action, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

SO ORDERED.

Dated: _____

VICE CHANCELLOR J. TRAVIS 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: 55576103

Current Date: Jun 11, 2014

Case Number: Multi-Case

Case Name: Multi-Case

Court Authorizer: Laster, J Travis

/s/ **Judge Laster, J Travis**