



GRANTED WITH MODIFICATIONS

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Transaction ID: 53461704
Case No. 7597-CB



EXHIBIT A

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

CITY OF TAMARAC FIREFIGHTER)
PENSION TRUST FUND, and CITY OF)
MIAMI GENERAL EMPLOYEES' AND)
SANITATION EMPLOYEES' RETIREMENT)
TRUST, on Behalf of Themselves and all Other)
Similarly Situated Shareholders of CVR)
Energy, Inc.,)

C.A. No. 7597-CB

Plaintiffs,)

v.)

CARL C. ICAHN, BOB G. ALEXANDER,)
SUNGHWAN CHO, VINCENT J. INTRIERI,)
JOHN J. LIPINSKI, SAMUEL)
MERKSAMER, STEPHEN MONGILLO,)
DANIEL A. NINIVAGGI, JAMES M.)
STROCK, GLENN R. ZANDER, and IEP)
ENERGY LLC,)

Defendants,)

and)

CVR ENERGY INC.,)

Nominal Defendant.)

SCHEDULING ORDER

WHEREAS, the Parties having applied, pursuant to Court of Chancery Rule 23.1, for an Order to approve the proposed Settlement

reached in the above-captioned action (the “Action”), in accordance with the Stipulation and Agreement of Compromise, Settlement and Release, dated as of May 9, 2014 (the “Stipulation”), which provides for the dismissal with prejudice of the derivative claims asserted against Defendants in the Action (the “Derivative Claims”) and dismissal of the class claims asserted against Defendants (the “Class Claims”) in the Action without prejudice as to the Class but with prejudice as to the named Plaintiffs upon the terms and conditions set forth in the Stipulation; and

WHEREAS, the Court having read and considered the Stipulation and accompanying documents; the Stipulation being sufficient to warrant notice to CVR Stockholders; and all parties having consented to the entry of this Order,

NOW, THEREFORE, this ___ day of _____, 2014, upon application of the parties, **IT IS HEREBY ORDERED:**

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. A hearing (the “Settlement Hearing”) shall be held before The Honorable Andre G. Bouchard on _____, 2014, at _:_ .m., at the Court of Chancery of the State of Delaware, New Castle County

Courthouse, 500 North King Street, Wilmington, DE 19801 to: (a) determine whether plaintiffs City of Tamarac Firefighter Pension Trust Fund and City of Miami General Employees' and Sanitation Employees' Retirement Trust (collectively, "Plaintiffs"), and their counsel, Bernstein Litowitz Berger & Grossmann LLP and Grant & Eisenhofer P.A. (collectively, "Plaintiffs' Counsel"), have adequately represented the interests of CVR Energy, Inc. ("CVR" or the "Company") and its stockholders; (b) determine whether the Settlement should be approved by the Court as fair, reasonable, adequate to CVR, and in its best interests; (c) determine whether the Court should enter an Order and Final Judgment, substantially in the form attached as Exhibit C to the Stipulation, dismissing with prejudice the Derivative Claims, and settling, releasing, and enjoining prosecution of any and all Released Plaintiffs' Claims against the Defendants' Releasees and any and all Released Defendants' Claims against the Plaintiffs' Releasees, and dismissing the Class Claims without prejudice as to the Class but with prejudice as to the named Plaintiffs; (d) consider the application by Plaintiffs' Counsel for an award of attorneys' fees and expenses; (e) hear and determine any objections to the Settlement or the application by Plaintiffs'

Counsel for an award of attorneys' fees and expenses; and (f) rule on such other matters as the Court may deem appropriate.

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

4. The Court reserves the right to approve the Settlement, at or after the Settlement Hearing, with such modifications as may be consented to by the Parties and without further notice of any kind.

5. The Court approves the form, content, and requirements of the Notice of Proposed Settlement of Derivative Action, Settlement Hearing, and Right to Appear (the "Settlement Notice"), attached as Exhibit B to the Stipulation, and finds that the form and manner of notice set forth in this Order is the best notice reasonably practicable under the circumstances and constitutes due and sufficient notice of the Settlement Hearing, and all matters relating to the Settlement, to all persons entitled to receive such notice, and fully satisfies the requirements of Court of Chancery Rule 23 and Court of Chancery Rule 23.1 and due process.

6. No later than five (5) business days after the date of entry of this Order (the “Notice Date”), CVR shall file with the Securities and Exchange Commission a Form 8-K attaching this Stipulation and all exhibits hereto, including this Order and the Settlement Notice. On the Notice Date, CVR shall post this Stipulation and the Settlement Notice on the Company website.

7. No later than three (3) business days after the Notice Date, Plaintiffs’ Counsel shall post this Stipulation along with the Settlement Notice on their websites.

8. CVR shall pay any and all costs, fees and expenses related to providing notice of the proposed Settlement (“Notice Costs”) regardless of whether the Court declines to approve the Settlement or the Effective Date of the Settlement otherwise fails to occur, and in no event shall Plaintiffs or their attorneys be responsible for any such Notice Costs.

9. No later than five (5) calendar days before the Settlement Hearing, (a) CVR shall file with the Court proof of compliance with the notice procedures set forth in paragraph 6 above; and (b) Plaintiffs shall file with the Court proof of compliance with the notice procedures set forth in paragraph 7 above.

10. Any CVR Stockholder that continues to own such shares of CVR common stock as of the date of the Settlement Hearing who objects to the Settlement or the application for attorneys' fees and expenses by Plaintiffs' Counsel, or who otherwise wishes to be heard, may appear in person or through his, her, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; *provided, however,* that no such person or entity shall be heard, and no papers, briefs, pleadings, or other documents submitted by any such person or entity shall be received and considered by the Court unless, no later than ten (10) calendar days prior to the Settlement Hearing, such person or entity files with the Register in Chancery, Court of Chancery of the State of Delaware, New Castle County Courthouse, 500 North King Street, Wilmington, DE 19801, the following: (a) a written and signed notice of intention to appear which states the name, address and telephone number of the objector and, if represented, his, her or its counsel; (b) proof that the objector owned shares of CVR stock as of May 9, 2014 and continues to hold such shares; and (c) a written detailed statement of the person/entity's objections to any matter before the Court, and the specific grounds therefor or the reasons why such person or entity desires to appear and to be heard, as well as all documents

and writings which such person or entity desires the Court to consider, including any legal and evidentiary support. Any such filings with the Court must also be served upon each of the following counsel (by hand, first class U.S. mail, or express service) such that they are received no later than ten (10) calendar days prior to the Settlement Hearing:

Plaintiffs' Counsel:

Mark Lebovitch, Esquire
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
1285 Avenue of the Americas
New York, NY 10019

Stuart M. Grant, Esquire
Michael Barry, Esquire
GRANT & EISENHOFER P.A.
123 S. Justison Street
Wilmington, DE 19801

Counsel for Defendants and CVR:

Herbert Beigel, Esquire
HERBERT BEIGEL & ASSOCIATES, LLC
38327 S. Arroyo Way
Tucson, AZ 85739
Telephone: (520) 825-1995

11. Unless the Court otherwise directs, any person or entity who fails to object in the manner prescribed above shall be deemed to have waived his, her, or its right to object and shall be forever barred from raising

any objection to the Settlement or Plaintiffs' Counsel's application for an award of attorneys' fees and expenses, or any other matter related to the Settlement, in the Action or any other action or proceeding.

12. All opening briefs in support of the approval of the Settlement and Plaintiffs' Counsel's application for attorneys' fees and expenses shall be filed with the Court no later than fifteen (15) calendar days before the Settlement Hearing; and reply papers, if any, shall be filed no later than five (5) calendar days before the Settlement Hearing.

13. All proceedings in the Action, 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 this Court. Pending final determination of whether the Settlement should be approved, (a) Plaintiffs and all other CVR stockholders are enjoined from filing, commencing, or prosecuting any Released Plaintiffs' Claims as against the Defendants' Releasees; and (b) Defendants, CVR and the other Defendants' Releasees are enjoined from filing, commencing, or prosecuting any Released Defendants' Claims as against the Plaintiffs' Releasees.

14. If the Settlement is approved by the Court following the Settlement Hearing, the Court shall enter the Order and Final Judgment substantially in the form attached as Exhibit C to the Stipulation.

15. In the event that the Settlement is terminated pursuant to the terms of the Stipulation or the Effective Date of the Settlement otherwise fails to occur for any reason, the Settlement and the relevant portions of the Stipulation shall be canceled and terminated; this Order (other than paragraph 8 above and this paragraph 15) shall become null and void and be without prejudice to the rights of Plaintiffs, the other CVR stockholders, Defendants, and the Company; and all proceedings in, and parties to, the Action shall revert to their status as of March 31, 2014.

16. The Court retains jurisdiction over this Action to consider all further applications arising out of or connected with the proposed Settlement.

Chancellor Andre G. Bouchard

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

Court: DE Court of Chancery Civil Action

Judge: Andre G Bouchard

File & Serve

Transaction ID: 55441169

Current Date: May 16, 2014

Case Number: 7597-CB

Case Name: CONF ORDER City of Tamarac Firefighter Pension Trust Fund vs Carl C Icahn

Court Authorizer: Bouchard, Andre G

Court Authorizer

Comments:

The Settlement Hearing shall be held on July 21, 2014 at 10:00 a.m.

/s/ **Judge Bouchard, Andre G**