
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K**

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 31, 2011

CHENIERE ENERGY PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	1-33366 (Commission File Number)	20-5913059 (I.R.S. Employer Identification No.)
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700 Milam Street Suite 800 Houston, Texas (Address of principal executive offices)	77,002 (Zip Code)
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Registrant's telephone number, including area code: **(713) 375-5000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On May 31, 2011, Cheniere Energy Partners, L.P. (the "Company") revised its corporate presentation. The revised presentation is attached as Exhibit 99.1 to this report and is incorporated by reference into this Item 7.01.

The information included in this Item 7.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

Exhibit Number	Description
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99.1	Corporate presentation June 2011.*
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*Furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHENIERE ENERGY PARTNERS, L.P.

Date: May 31, 2011

By: CHENIERE ENERGY PARTNERS GP, LLC,
its general partner

By: /s/ Meg A. Gentle
Name: Meg. A. Gentle
Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit

<u>Number</u>	<u>Description</u>
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99.1	Corporate presentation June 2011.*
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*Furnished herewith



**Cheniere Energy, Inc.
Corporate Presentation
June 2011**

Forward Looking Statements

This presentation contains certain statements that are, or may be deemed to be, "forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended". All statements, other than statements of historical facts, included herein are "forward-looking statements." Included among "forward-looking statements" are, among other things:

- statements relating to the construction or operation of each of our proposed liquefied natural gas, or LNG, terminals or our proposed pipelines or liquefaction facilities, or expansions or extensions thereof, including statements concerning the completion or expansion thereof by certain dates or at all, the costs related thereto and certain characteristics, including amounts of regasification, transportation, liquefaction and storage capacity, the number of storage tanks, LNG trains, docks, pipeline deliverability and the number of pipeline interconnections, if any;
- statements that we expect to receive an order from the Federal Energy Regulatory Commission, or FERC, authorizing us to construct and operate proposed LNG receiving terminals, liquefaction facilities or proposed pipelines by certain dates, or at all;
- statements regarding future levels of domestic natural gas production, supply or consumption; future levels of LNG imports into North America; sales of natural gas in North America or other markets; exports of LNG from North America; and the transportation, other infrastructure or prices related to natural gas, LNG or other energy sources or hydrocarbon products;
- statements regarding any financing or refinancing transactions or arrangements, or ability to enter into such transactions or arrangements, whether on the part of Cheniere Energy, Inc., or Cheniere, or any subsidiary or at the project level;
- statements regarding any commercial arrangements presently contracted, optioned or marketed, or potential arrangements, to be performed substantially in the future, including any cash distributions and revenues anticipated to be received and the anticipated timing thereof, and statements regarding the amounts of total LNG regasification, liquefaction or storage capacity that are, or may become, subject to such commercial arrangements;
- statements regarding counterparties to our commercial contracts, memoranda of understanding, or MOUs, construction contracts and other contracts;
- statements regarding any business strategy, any business plans or any other plans, forecasts, projections or objectives, including potential revenues and capital expenditures, any or all of which are subject to change;
- statements regarding legislative, governmental, regulatory, administrative or other public body actions, requirements, permits, investigations, proceedings or decisions;
- statements regarding our anticipated LNG and natural gas marketing activities; and
- any other statements that relate to non-historical or future information.

These forward-looking statements are often identified by the use of terms and phrases such as "achieve," "anticipate," "believe," "contemplate," "develop," "estimate," "example," "expect," "forecast," "opportunities," "plan," "potential," "project," "propose," "subject to," and similar terms and phrases. Although we believe that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in "Risk Factors" in the Cheniere Energy, Inc. Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 5, 2011, which are incorporated by reference into this presentation. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these "Risk Factors". These forward-looking statements are made as of the date of this presentation, and we undertake no obligation to publicly update or revise any forward-looking statements.




Cheniere Operations

- Cheniere is engaged in the development, construction and operation of LNG terminals and pipelines and marketing of LNG and natural gas
 - Sabine Pass LNG became operational in 2008 and cost ~\$1.6B, send-out capacity is 4.0 Bcf/d, storage capacity is 16.9 Bcfe
 - Sabine Pass LNG is connected to the U.S. natural gas pipeline grid through the Creole Trail pipeline and other interconnecting pipelines
 - Creole Trail Pipeline also became operational in 2008 and cost ~\$560mm, transportation capacity is 2.0 Bcf/d, 42-inch diameter



Stable Contracted Revenues at SPLNG

Fully contracted capacity under three long-term Terminal Use Agreements

	 TOTAL Total Gas & Power N.A.	 Chevron Chevron USA	 CHENIERE Cheniere Energy Investments ⁽⁴⁾
Capacity	1.0 Bcf/d	1.0 Bcf/d	2.0 Bcf/d
Fees⁽¹⁾			
Reservation Fee ⁽²⁾	\$0.28/MMBTU	\$0.28/MMBTU	\$0.28/MMBTU
Opex Fee ⁽³⁾	\$0.04/MMBTU	\$0.04/MMBTU	\$0.04/MMBTU
2011 Full-Year Payments	\$124 million	\$129 million	\$252 million
Term	20 years	20 years	20 years
Guarantor	Total S.A.	Chevron Corp.	Cheniere Energy Partners, L.P.
Guarantor Credit Rating	Aa1/AA	Aa1/AA	NR
Payment Start Date	April 1, 2009	July 1, 2009	January 1, 2009

(1) Fees do not vary with the actual quantity of LNG processed; tax reimbursement not included in the fees.

(2) No inflation adjustments.

(3) Subject to annual inflation adjustment.

(4) Cheniere Marketing, a 100% subsidiary of Cheniere, assigned its TUA to Cheniere Energy Investments effective 7/1/2010.

Note: Termination Conditions – (a) force majeure of 18 months (b) unable to satisfy customer delivery requirements of ~192MMbtu in a 12-month period, 15 cargoes over 90 days or 50 cargoes in a 12-month period. In the case of force majeure, the customers are required to pay their capacity reservation fees for the initial 18 months.



Liquefaction Project

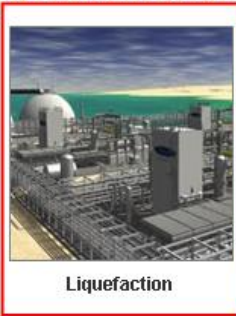
Strategic Focus: Liquefaction Expansion Project

- Cheniere is developing a project to add liquefaction trains, transforming the Sabine Pass LNG facility into the first bi-directional LNG terminal that can import & export LNG
 - Proposing up to 4 liquefaction trains, 16 mtpa total nominal processing capacity
 - Seeking to contract 14 mtpa under 20-yr fixed price, take-or-pay contracts
 - Anticipate beginning construction 2012, beginning operations 2015
- LNG value chain:

Expansion Project



Field Development

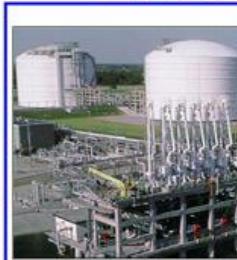


Liquefaction



Shipping

Current Operations



Regasification



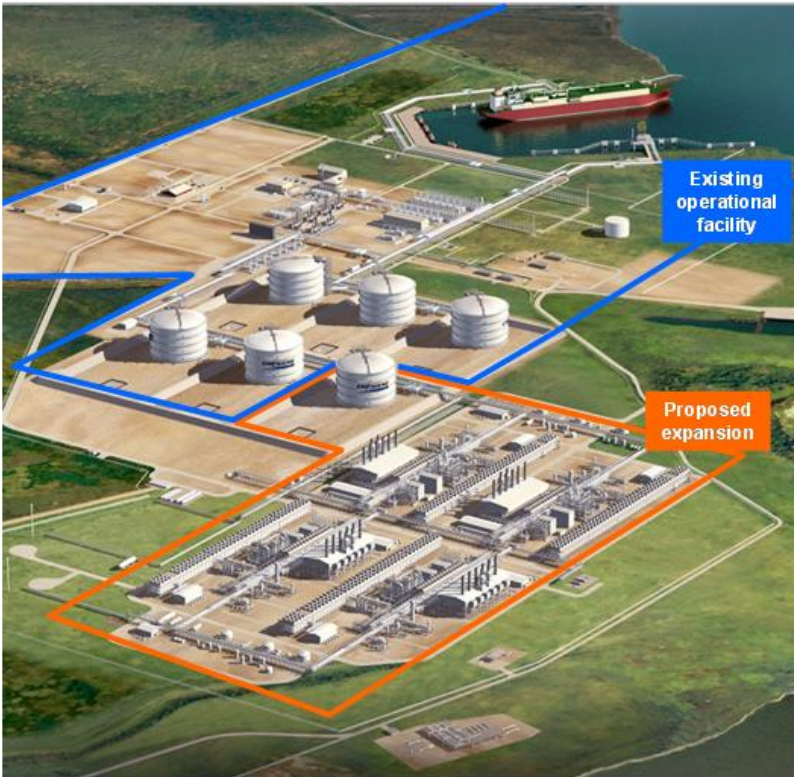
Pipeline



End Use

LNG is natural gas cooled to -260°F in order to be transported by ship to distant markets

Proposed Liquefaction Project will Transform Sabine into Bi-directional Import / Export Facility



Current Facility

- 853 acres in Cameron Parish, LA
- 40 ft ship channel 3.7 miles from coast
- 2 berths; 4 dedicated tugs
- 5 LNG storage tanks (17 Bcf of storage)
- 4.3 Bcf/d peak regasification capacity
- 5.3 Bcf/d of pipeline interconnection to the U.S. pipeline network

Liquefaction Expansion

- Up to 4 liquefaction trains designed with ConocoPhillips' Optimized Cascade® Process technology
- 6 GE LM2500+ G4 gas turbine driven refrigerant compressors per train
- Gas treating & environmental compliance
- Modifications to the Creole Trail P/L
- Potential sixth LNG storage tank

Bi-directional Service at Sabine Pass Provides Opportunity to Arbitrage Henry Hub vs. Oil

Worldwide LNG prices predominantly based on oil prices = \$10 - \$25 / MMBtu

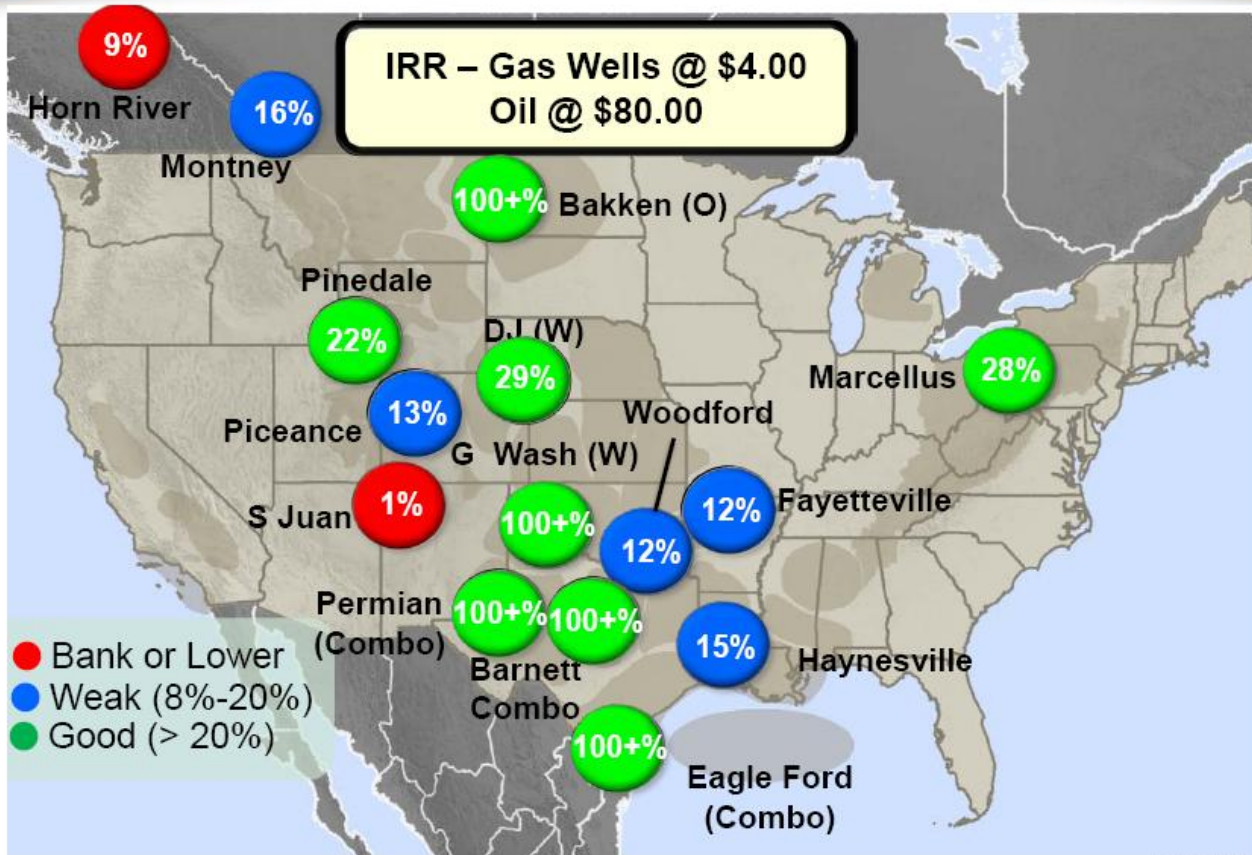
LNG Contract Price		
Indexation %	11%	15%
at \$90/bbl	\$ 9.90	\$ 13.50
at \$150/bbl	\$ 16.50	\$ 22.50

Cost to deliver gas from Sabine Pass to Europe & Asia = \$7 - \$12 / MMBtu

(\$/MMBtu)	Europe		Asia	
	Low	High	Low	High
Henry Hub	\$ 4.00	\$ 6.50	\$ 4.00	\$ 6.50
Capacity Charge	1.75	1.75	1.75	1.75
Shipping	1.00	1.00	2.80	2.80
Fuel	0.40	0.65	0.40	0.65
Delivered Cost	\$ 7.15	\$ 9.90	\$ 8.95	\$ 11.70

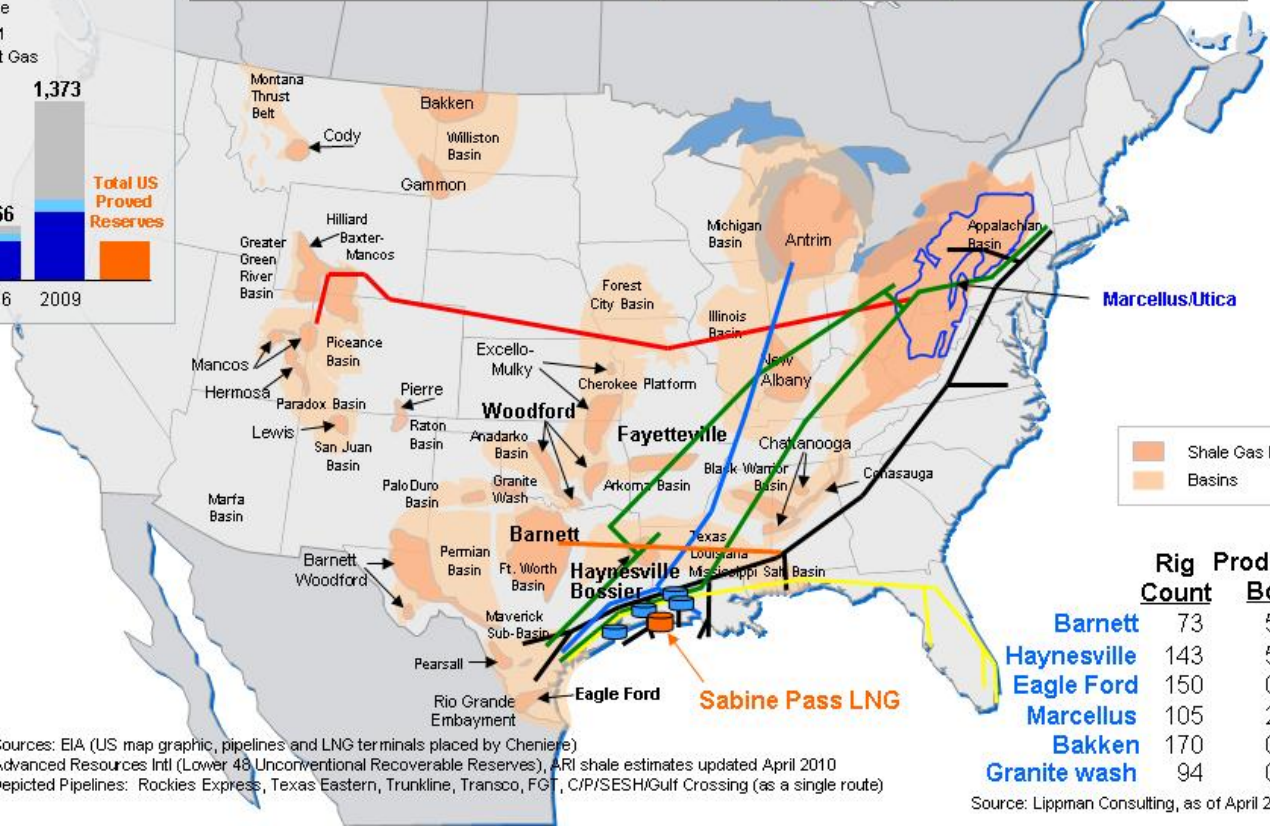
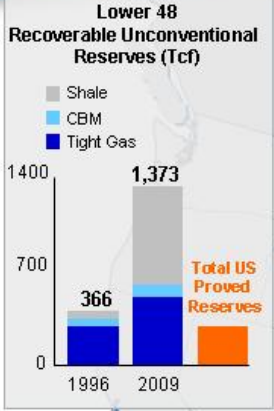
Current LNG Market	30 – 40 Bcf/d	LNG contracts indexed to oil prices – rule of thumb 11% to 15% of crude oil prices
Growth Market	100 Bcf/d	Power generators switching from oil to gas – paying \$13 to \$19 / MMBtu for fuel oil and diesel

Unconventional Plays – Comparative Rates of Return



Strategically Located – Extensive Market Access to Gas

Primary Gas Sources for Sabine Pass Liquefaction Conventional Gulf Coast Onshore; Barnett; Haynesville; Bossier; Eagle Ford

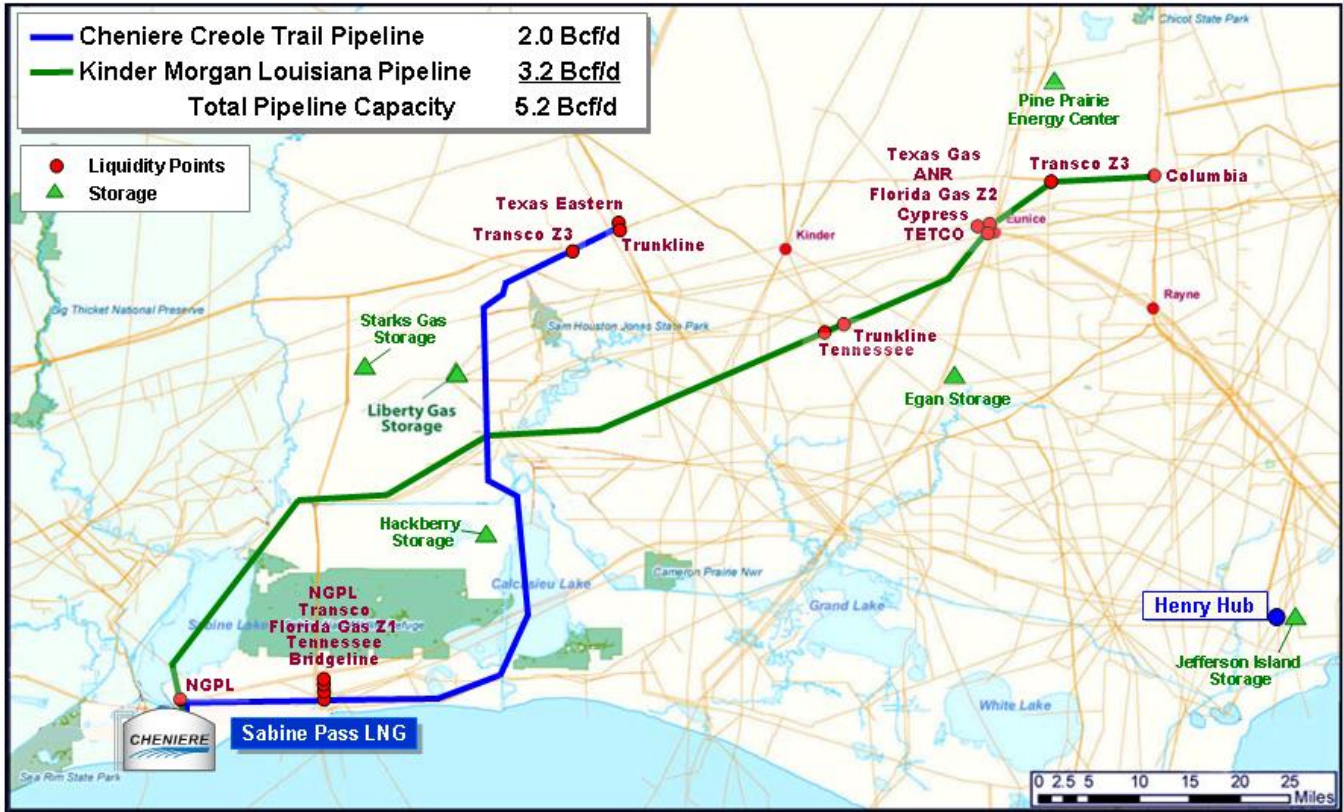


	Rig Count	Production Bcfd
Barnett	73	5.6
Haynesville	143	5.6
Eagle Ford	150	0.7
Marcellus	105	2.0
Bakken	170	0.3
Granite wash	94	0.9

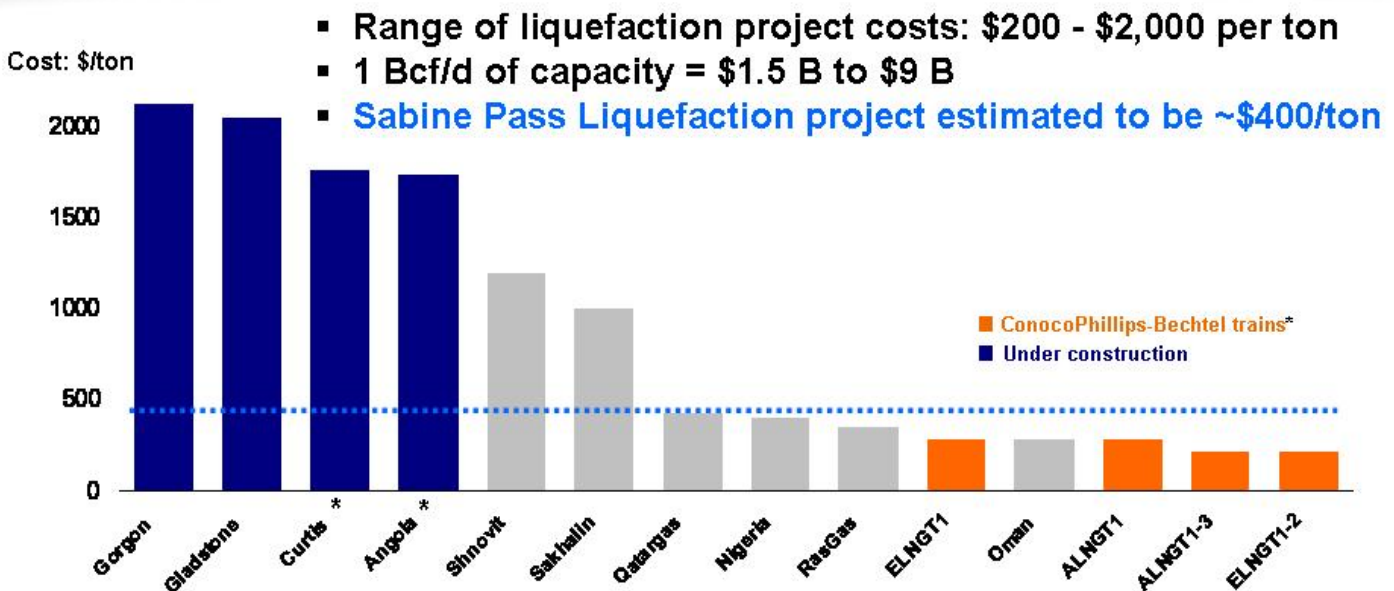
Source: Lippman Consulting, as of April 2011.

Sources: EIA (US map graphic, pipelines and LNG terminals placed by Cheniere)
 Advanced Resources Intl (Lower 48 Unconventional Recoverable Reserves), ARI shale estimates updated April 2010
 10 Depicted Pipelines: Rockies Express, Texas Eastern, Trunkline, Transco, FGT, C/P/SESH/Gulf Crossing (as a single route)

Strategically Located – Multiple Pipeline Interconnects



Sabine Pass Liquefaction Project - Brownfield Development, Lower Expected Capital Costs



- **Brownfield development – significant infrastructure already in place**
 - Storage, marine and pipeline interconnection facilities
- **Upstream wells, gathering pipelines and treatment infrastructure not required**
 - Pipeline quality natural gas sourced from U.S. pipeline grid

Source: ConocoPhillips-Bechtel, Cheniere research. Project costs per ton are total project costs divided by mtpa capacity of LNG trains. Figures do not attempt to isolate, where applicable, the cost of the liquefaction facilities within a major LNG complex. Chart includes a representative sample of liquefaction facilities and does not include all liquefaction facilities existing or under construction.
 Note: Past results not a guarantee of future performance.



ConocoPhillips-Bechtel – Global LNG Collaboration

Collaboration projects onstream ahead of schedule and exceeded expectations

Proven Designs



1969 1999 2006 2007 2012



LNG Regulatory Process Update and Project Support

- Very strong local support: Cameron Parish officials, Louisiana state and federal congressional delegations, parish & state agencies
- Strong support from most gas producing states
- Exporting natural gas will
 - stimulate the economies through job creation;
 - provide a boost to American global competitiveness;
 - promote domestic production of U.S. energy, helping reduce reliance on foreign sources;
 - further public initiatives, such as improving the U.S. balance of trade; and replacing environmentally damaging fuels with a cleaner source.

Regulatory

FERC: Authorization to Construct

- Base site permitted ✓
- NEPA pre-filing 7/2010 for expansion ✓
- Some agencies already in agreement ✓
- Formal application filed 1/31/2011 ✓
- FERC coordinates process and will receive concurrence for final EA
- **Estimated approval 2012**

DOE: Authorization to Export

- Filed two applications in 8/2010 & 9/2010
- Approval to export 2 Bcf/d for 30 years to Free Trade nations received 9/2010
- Public comment period to export to non-free trade nations closed 12/13/2010
- Approval to export to non FT nations received 5/2011

Commercial Structure: Estimated Terms of Liquefaction Contracts

Summary of Estimated LNG Processing Capacity Fees:

- + Capacity Reservation Fee: Approximately \$1.75/MMBtu
 - “Take-or-Pay”, permits lifting or unloading cargoes
 - Fixed fee regardless of use, paid monthly in advance
 - Includes rights to export or import LNG
 - Includes use of the Creole Trail Pipeline
- + Fuel Surcharge:
 - 2% for regasification process, fixed rate per the TUA
 - 8 – 12% for liquefaction process, based on actual usage and paid in-kind

- Customers reserve bi-directional capacity rights, both import and export services, under Liquefaction Processing Agreements (“LPAs”)
- Customers pay take-or-pay capacity fee plus fuel surcharge
1 Bcf/d = ~\$640 million of contracted annual revenues
- Customers are responsible for delivering their own feed gas for processing, sourced from pipeline interconnects (including Creole Trail Pipeline) and making shipping arrangements from the terminal

Customer MOUs Signed to Date*

Date	Customer	Rating	Capacity (mtpa)
Nov-10	Morgan Stanley (US)	A2 / A	1.7
Oct-10	ENN Energy Holdings (China)	Ba1 / BBB-	1.5
Nov-10	Gas Natural Fenosa (Spain)	Baa2 / BBB	1.5
Jan-11	EDF (France)	A3 / A	1.5
Jan-11	Sumitomo (Japan)	A2 / A	1.5
Feb-11	Basic Energy (Dominican Republic)	NR / B-	0.6
Feb-11	Endesa / Enel (Spain/Italy)	A2 / A-	1.5
Total signed to date			9.8
Target contract capacity for two trains			7.0

- Sabine has signed non-binding MOUs with customers for up to 9.8 mtpa of bi-directional processing capacity, exceeding the targeted capacity of 7.0 mtpa for the first two trains
- Sabine has drafted formal definitive agreements and has initiated the process to negotiate binding, definitive agreements with these counterparties
- Sabine is in discussions with other interested parties that have not signed MOUs; for these potential customers, Sabine will negotiate definitive agreements
- Anticipated contract tenor: 20 years

*Non-binding MOUs entered into with potential customers intending to contract bi-directional processing capacity at the Sabine Pass LNG terminal. Capacity figures are approximate and generally represent the upper end of the quantity range in certain instances. Ratings listed are company specific or parent ratings.

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Note: Above does not include MOU recently announced with Klaipėdos Nafta, which was signed with Cheniere to consider LNG options for the Lithuanian Co.



Estimated Financial Impact - Liquefaction Project

(Annualized)

Cheniere expected to benefit from distributions received through its CQP ownership and management contracts, and fees paid to Creole Trail Pipeline

	Contracted Capacity Fees ⁽¹⁾	Liquefaction Project Economics	
		Impact to CQP	Impact to LNG
Current	\$253mm	<ul style="list-style-type: none"> Stable common unit distributions ~1 x coverage supported by 20 year fixed price contracts with AA rated counterparties 	<ul style="list-style-type: none"> ~\$38mm paid to CEI as mgmt fees & Common/G.P. distributions
Trains 1 & 2	\$640mm	<ul style="list-style-type: none"> Allows distributions to subordinated unitholders (\$230mm needed to meet annualized IQD⁽²⁾) Potential common distribution growth Position CQP as a growth MLP 	<ul style="list-style-type: none"> Distributions on all units held by CEI
Trains 3 & 4	\$640mm	<ul style="list-style-type: none"> Increase distributions to all unitholders 	<ul style="list-style-type: none"> Cash flow to CEI increases including GP IDRs

(1) Contracted cash, Current, based on the Chevron and Total TUAs. Contracted cash for the liquefaction trains based on a capacity fee of ~\$1.75/MMBtu. Actual net distributable cash flow will depend upon various factors, including debt service payments for amortization and interest, operating expenses, etc.

(2) IQD - initial quarterly distribution per unit is \$0.425 as defined in the partnership agreement.

17 Note: Estimates represent a summary of internal forecasts, are based on current assumptions and are subject to change. Actual performance may differ materially from, and there is no plan to update, the forecast. See "Forward Looking Statements" cautions.



Expected Timeline

Milestone	Target Date
▪ Sign MOUs with interested parties	Completed
▪ DOE export authorization	Received
▪ Definitive commercial agreements	Mid 2011
▪ EPC contract	2H2011
▪ Financing commitments	2H2011
▪ FERC construction authorization	2012
▪ Commence construction	2012
▪ Commence operations	2015

Project teams in place with the same key people who delivered the Sabine Pass LNG terminal and Creole Trail P/L on time and on budget

Note: Past results not a guarantee of future performance.



Financial Overview

(All numbers reflect pre-Liquefaction financials)

Estimated LNG Net Cash Flows*

Annualized estimates pre-Liquefaction Project

Cash receipts expected to increase from CQP driven by Liquefaction Project - unit distributions, management fees and Creole Trail P/L tariffs

Receipts

- | | |
|--------------------------------------|---------|
| ▪ Distributions from CQP (Common/GP) | \$ 20 |
| ▪ Management fees from CQP | 8-19 ** |

Disbursements

- | | |
|--------------------------------|---------|
| ▪ G&A, net marketing | 25 – 35 |
| ▪ Pipeline & tug services | 10 |
| ▪ Other, incl adv tax payments | 3 – 5 |
| ▪ Debt service | 35 |

Net cash outflow	\$ 45 - 55
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Marketing activity / subordinated unit dist.	?
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*Estimates represent a summary of internal forecasts for 2011, are based on current assumptions and are subject to change. Estimates do not include any impacts for the Offering. Actual performance may differ materially from, and there is no plan to update, the forecast. See "Forward Looking Statements" cautions. Estimates exclude earnings forecasts from operating activities.

**Approximately \$11 million is fees for management services provided by Cheniere to CQP payable on a quarterly basis, equal to the lesser of 1) \$2.5 million (subject to inflation) or 2) such amount of CQP's unrestricted cash and cash equivalents as remains after CQP has distributed in respect of each quarter for each common unit then outstanding an amount equal to the IQD and the related GP distribution and adjusting for any cash needed to provide for the proper conduct of the business of CQP, other than Sabine Pass operating cash flows reserved for distributions in respect of the next four quarters.

Estimated CQP Distributable Cash Flows

Annualized estimates pre-Liquefaction Project

Receipts

▪ TUAs – Chevron and Total	\$ 253
▪ Other Services	7
Total Cash Receipts	260

Costs

▪ Operating, G&A, Maintenance CapEx	46
▪ Debt Service	165
Total Costs	211

Available for Distributions to Common and G.P.	\$ 49
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Potential Future Cash Flows

▪ Regas Capacity (from VCRA)	\$ 0 – 250
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Available for Management Fees⁽¹⁾ & Sub Units	\$ 0 – 250
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Distributions Paid Based on IQD and Available Cash^(Above)

▪ General Partner	\$ 1
▪ Common Units ⁽²⁾	47
▪ Subordinated Units	0

Total Distributions Paid from Available	\$ 48
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(1) Not included in disbursements above is an estimate of up to approximately \$11 million of fees payable to Cheniere for services provided under a mgmt svcs. agreement. Such fees are payable on a quarterly basis equal to the lesser of 1) \$2.5 million (subject to inflation) or 2) such amount of CQP's unrestricted cash and cash equivalents as remains after CQP has distributed in respect of each qtr. for each common unit then outstanding an amount equal to the IQD and the related GP distribution and adjusting for any cash needed to provide for the proper conduct of the business of CQP, other than Sabine Pass operating cash flows reserved for distributions in respect of the next four quarters.

(2) Assumes one million common units sold per ATM offering. As of March 31, 2011 approximately 0.1 million were sold.

21 Note: Estimates represent a summary of internal forecasts, are based on current assumptions and are subject to change. Actual performance may differ materially from, and there is no plan to update, the forecast. See "Forward Looking Statements" cautions.



CQP Ownership

(in mm)	Cheniere, Inc.	Public	Total
Common Units	10.9	15.6	26.5
Subordinated Units	135.4	-	135.4
General Partner @ 2%	3.3	-	3.3
	<hr/>	<hr/>	<hr/>
	149.6	15.6	165.2
Percent of total	90.5%	9.5%	100%

- Currently, CQP generates distributable cash flows (DCF) sufficient to pay the IQD and applicable 2% to the GP and common units only (net cash from Chevron and Total TUAs)
- Prior to the development of the liquefaction project, the subordinated units may receive distributions from new business at CQP or from fees received from the VCRA with Cheniere Marketing
- Upon commencement of DCF being generated from the liquefaction project, CQP will first pay distributions to the subordinated units up to the IQD in accordance with the cash waterfall in the partnership agreement

Condensed Balance Sheets

As of March 31, 2011

(\$ in MM)

	Cheniere Energy Partners, L.P.	Other Cheniere Energy, Inc. ⁽¹⁾	Consolidated Cheniere Energy, Inc. ⁽³⁾
Unrestricted cash and equivalents	\$ -	\$ 24	\$ 24
Restricted cash and securities ⁽²⁾	184	4	188
Accounts and interest receivable	1	32	33
Property, plant and equipment, net	1,542	603	2,145
Goodwill and other assets	50	157	207
Total assets	\$ 1,776	\$ 788	\$ 2,564
Deferred revenue and other liabilities	\$ 135	\$ (1)	\$ 134
Current & Long-term debt	2,189	751	2,940
Non-Controlling interest	-	184	184
Deficit	(548)	(146)	(694)
Total liabilities and deficit	\$ 1,776	\$ 788	\$ 2,564

- Cash available for Cheniere's operations is ~\$53.9 mm including unrestricted cash and equivalents of ~\$24.5 mm and ~\$29.4 mm of the A/R balance (due to timing of cash receipts)

(1) Includes intercompany eliminations and reclassifications.

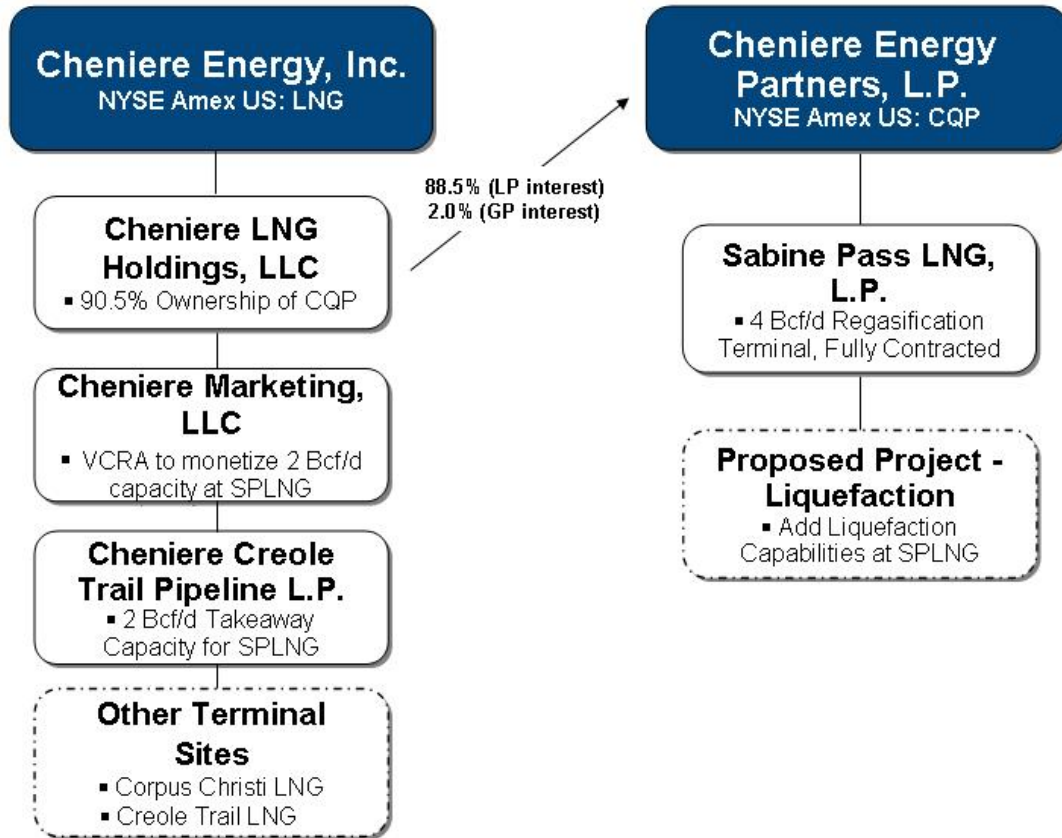
(2) Restricted cash includes debt service reserves as required per indenture. Cash is presented as restricted at the consolidated level.

(3) For a complete balance sheet see the Cheniere Energy, Inc. and Cheniere Energy Partners, L.P. Form 10-Qs for the period ended March 31, 2011 filed with the SEC.

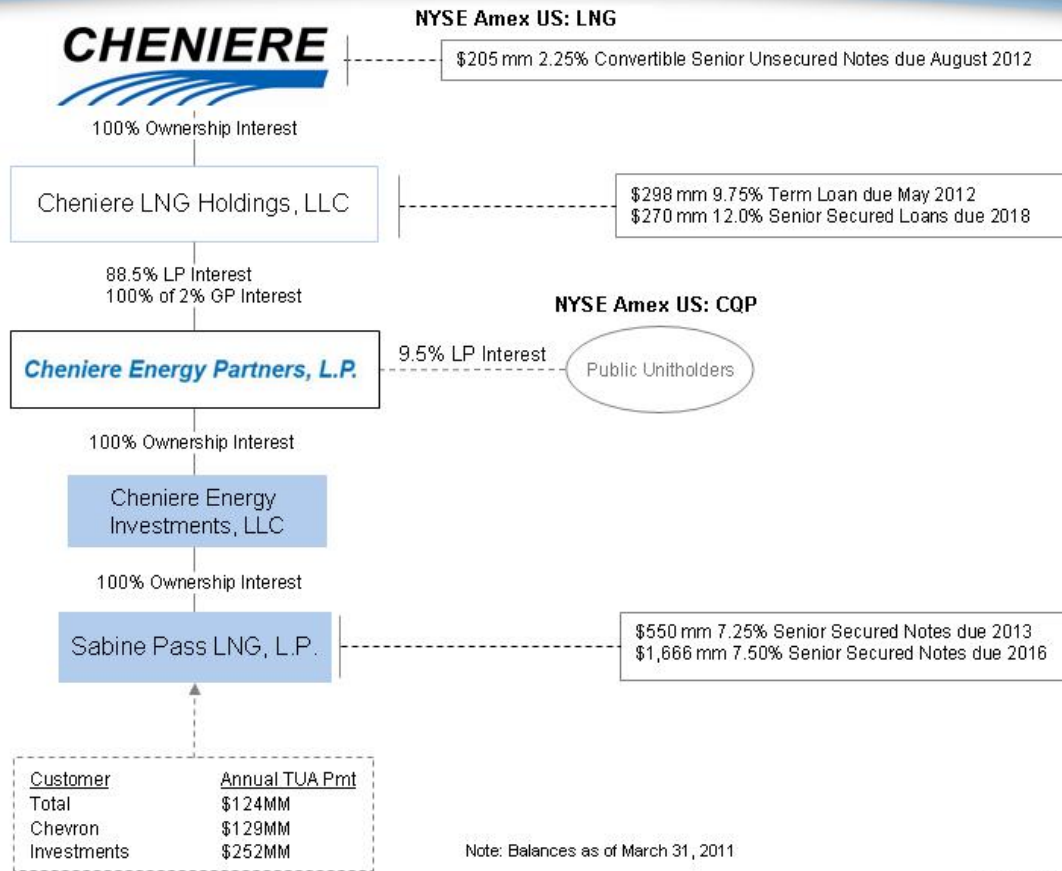


Appendix

Cheniere Overview



Organization Structure and Existing Debt

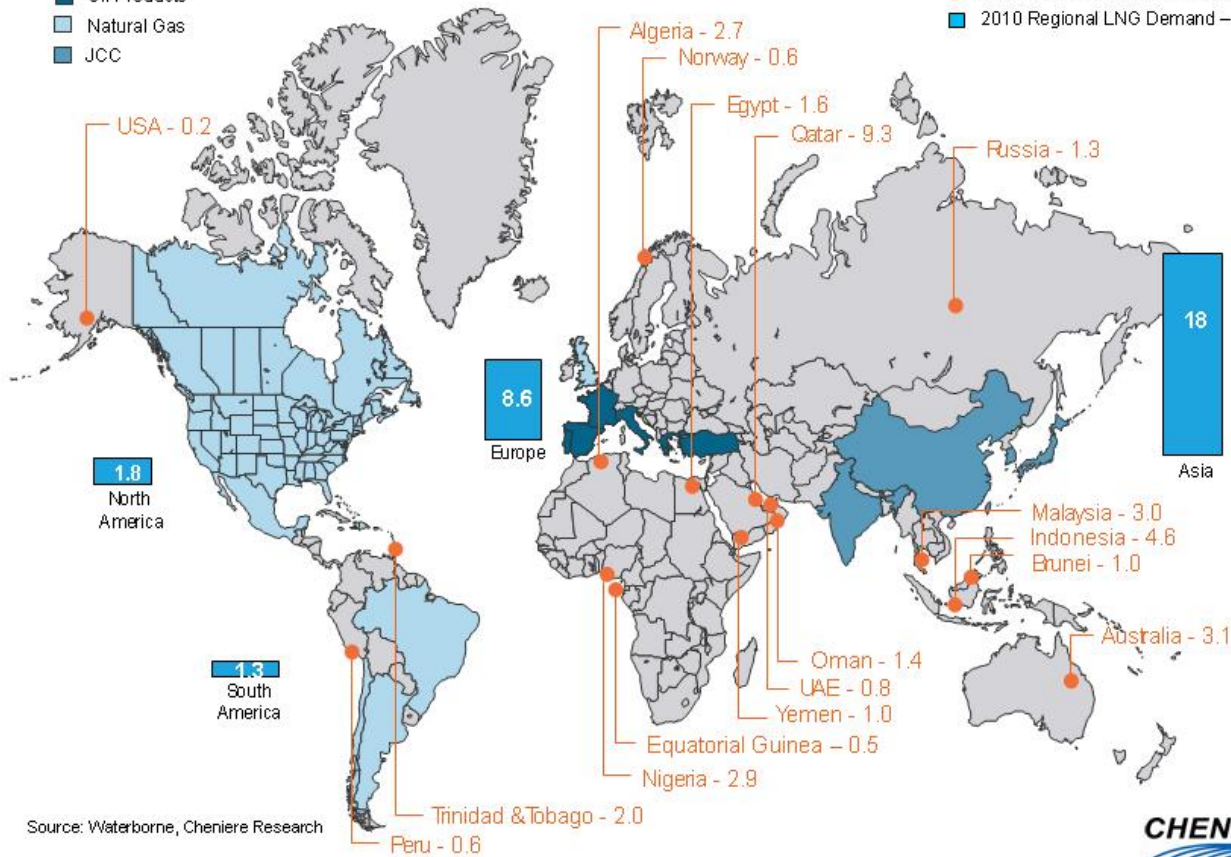


Global LNG Market

LNG Importers – Price Indexation

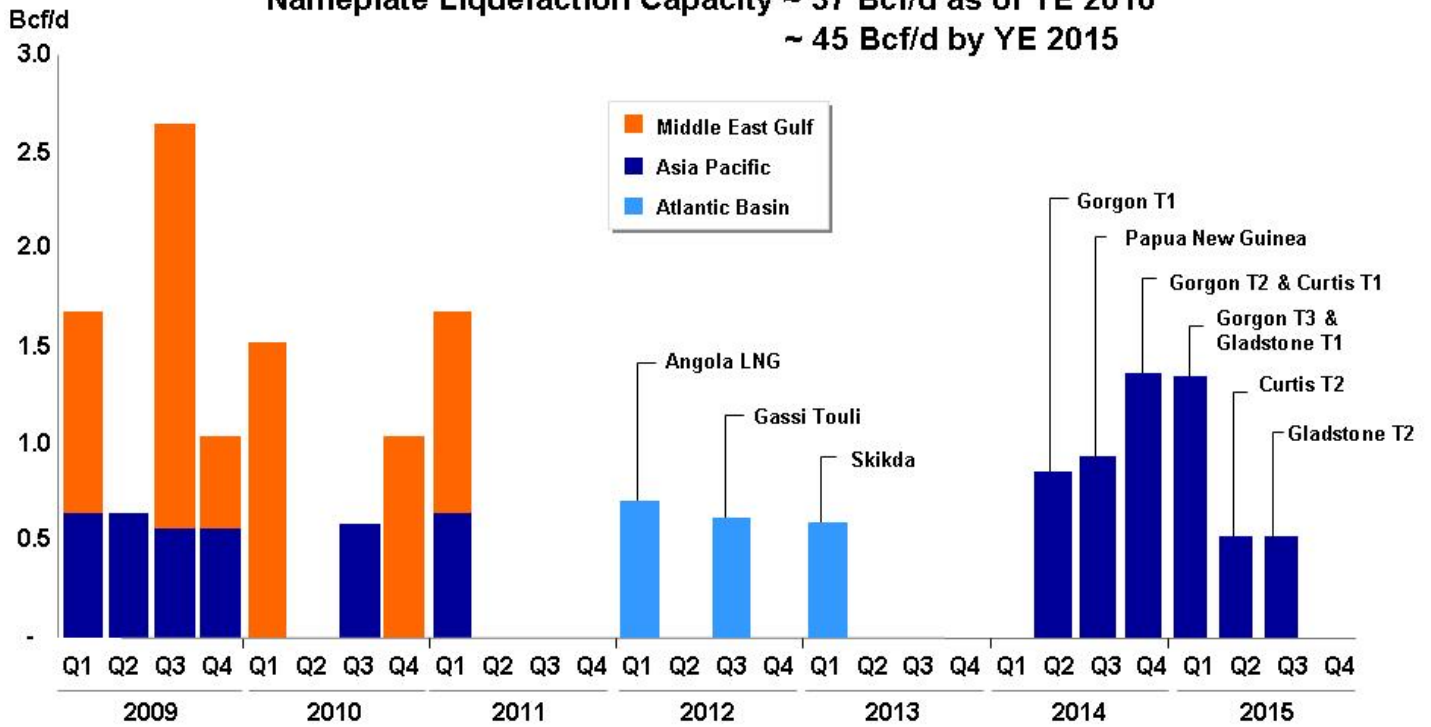
- Oil Products
- Natural Gas
- JCC

- 2010 Total Global LNG Capacity ~37 Bcfd
- 2010 Regional LNG Demand – 30 Bcfd



Firm Liquefaction Capacity Additions

Nameplate Liquefaction Capacity ~ 37 Bcf/d as of YE 2010
 ~ 45 Bcf/d by YE 2015



Attractive Oil Linked Market Prices

