

CHENIERE ENERGY INC  
Form SC 13D  
October 27, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

Cheniere Energy, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

16411R208

(CUSIP Number)

Stephen M. Schultz, Esq.

Kleinberg, Kaplan, Wolff & Cohen, P.C.

551 Fifth Avenue, New York, New York 10176

Tel: (212) 986-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 17, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



**SCHEDULE 13D**

CUSIP No. 16411R208

<b>1</b>	NAME OF REPORTING PERSON
	Paulson & Co. Inc.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="radio"/> X
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
	AF
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="radio"/> O
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>7</b>	SOLE VOTING POWER
<b>8</b>	SHARED VOTING POWER
<b>9</b>	SOLE DISPOSITIVE POWER
<b>10</b>	SHARED DISPOSITIVE POWER
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	7,400,000
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/> O
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	14.6%
<b>14</b>	TYPE OF REPORTING PERSON
	IA

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CUSIP No. 16411R208

1 NAME OF REPORTING PERSON  
Paulson Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
276,939

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
276,939

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
276,939

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.5%

14 TYPE OF REPORTING PERSON  
PN

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CUSIP No. 16411R208

1 NAME OF REPORTING PERSON  
Paulson Partners Enhanced, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	400,242
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	400,242

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
400,242

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.8%

14 TYPE OF REPORTING PERSON  
PN

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CUSIP No. 16411R208

1 NAME OF REPORTING PERSON  
Paulson International Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	1,011,912
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	1,011,912

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,011,912

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.0%

14 TYPE OF REPORTING PERSON  
CO

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CUSIP No. 16411R208

1 NAME OF REPORTING PERSON  
Paulson Advantage Select Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	11,837
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	11,837

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,837

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Less than 0.1%

14 TYPE OF REPORTING PERSON  
CO

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CUSIP No. 16411R208

1 NAME OF REPORTING PERSON  
Paulson Advantage Master Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	685,636
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	685,636

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
685,636

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.4%

14 TYPE OF REPORTING PERSON  
CO

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CUSIP No. 16411R208

1 NAME OF REPORTING PERSON  
Paulson Advantage Plus Master Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
1,905,694

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
1,905,694

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,905,694

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.8%

14 TYPE OF REPORTING PERSON  
CO

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CUSIP No. 16411R208

1 NAME OF REPORTING PERSON  
Paulson Enhanced Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	2,542,698
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	2,542,698

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,542,698

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.0%

14 TYPE OF REPORTING PERSON  
CO

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CUSIP No. 16411R208

1 NAME OF REPORTING PERSON  
John Paulson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
7,400,000

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
7,400,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,400,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
14.6%

14 TYPE OF REPORTING PERSON  
IN

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This Schedule 13D reflects the shares of Common Stock (as defined below) held by the Reporting Persons (as defined below) as of October 17, 2008.

### Item 1. Security and Issuer

This statement on Schedule 13D relates to the common stock, par value \$0.003 per share (the "Common Stock"), of Cheniere Energy, Inc., a Delaware corporation ("Issuer"). The principal executive offices of Issuer are located at 700 Milam Street, Suite 800, Houston, Texas 77002.

### Item 2. Identity and Background

(a). NAME

The names of the persons filing this statement on Schedule 13D (the "Reporting Persons") are:

- Paulson & Co. Inc. ("Paulson & Co.");
- Paulson Partners L.P. ("Paulson Partners");
- Paulson Partners Enhanced, L.P. ("Enhanced L.P.");
- Paulson International Ltd. ("Paulson International");
- Paulson Advantage Select Ltd. ("Advantage Select Ltd.");
- Paulson Advantage Master Ltd. ("Advantage Master");
- Paulson Advantage Plus Master Ltd. ("Advantage Plus Master");
- Paulson Enhanced Ltd. ("Enhanced Ltd."); and
- John Paulson

(b). RESIDENCE OR BUSINESS ADDRESS

Paulson & Co., Paulson Partners, Enhanced L.P. and John Paulson each have a business address at 590 Madison Avenue, New York, New York 10022.

Paulson International, Advantage Select Ltd., Advantage Master, Advantage Plus Master and Enhanced Ltd. each have a business address at c/o BNY Alternative Investment Services Ltd., 18 Church Street, Skandia House, Hamilton, HM11, Bermuda.

(c). PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND THE NAME, PRINCIPAL BUSINESS AND ADDRESS OF ANY CORPORATION OR OTHER ORGANIZATION IN WHICH SUCH EMPLOYMENT IS CONDUCTED

Paulson & Co., an investment advisor that is registered under the Investment Advisors Act of 1940, furnishes investment advice to and manages onshore and offshore investment funds and to separate managed accounts (the "Separately Managed Accounts," and collectively with such investment funds, the "Funds"). Paulson & Co. is also the controlling person of Paulson Advisers LLC, the managing general partner of each of Paulson Partners and Enhanced L.P.

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The principal business of each of Paulson Partners, Enhanced L.P., Paulson International, Advantage Select Ltd., Advantage Master, Advantage Plus Master and Enhanced Ltd. is that of a private investment fund engaged in the purchase and sale of securities for its own account.

John Paulson's primary business is serving as the President and sole Director of Paulson & Co.

Information regarding the directors, executive officers and/or control persons of the Reporting Persons (collectively, the "Instruction C Persons") is set forth in Appendix III attached hereto.

### (d), (e). CRIMINAL CONVICTIONS; CIVIL PROCEEDINGS

During the last five years, none of the Reporting Persons has (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations or prohibiting activities subject to federal or state securities laws or finding any violation of such laws.

### (f). CITIZENSHIP

Paulson & Co. is a Delaware corporation.

Each of Paulson Partners and Enhanced L.P. is a Delaware limited partnership.

Each of Paulson International, Advantage Select Ltd., Advantage Master, Advantage Plus Master and Enhanced Ltd. is a Cayman Islands exempted company.

John Paulson is a United States citizen.

### **Item 3. Source and Amount of Funds or Other Consideration**

The consideration for the purchase of the shares of Common Stock reported herein by the Reporting Persons was derived from available capital of the Funds managed by Paulson, and a total of approximately \$46,949,378 was paid to acquire such shares.

### **Item 4. Purpose of Transaction**

The Reporting Persons acquired the shares of Common Stock for investment purposes in the ordinary course of business.

The Reporting Persons reserve the right to acquire, or cause to be acquired, additional securities of the Issuer, to dispose of, or cause to be disposed, such securities at any time or to formulate any purposes, plans or proposals regarding the Issuer or any of its securities, to the extent deemed advisable in light of general investment and trading policies of the Reporting Persons, market conditions or other factors. The Reporting Persons may communicate with the Issuer's management and/or Board or with other shareholders to discuss any purposes, plans or proposals.

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**Item 5. Interest in Securities of the Issuer**

(a-b) Collectively, the Reporting Persons beneficially own 7,400,000 shares of Common Stock representing 14.6% of the outstanding shares of Common Stock.

**I. Paulson Partners**

(a) Amount beneficially owned: 276,939

(b) Percent of class: 0.5%

(c) Number of Common Shares as to which Paulson Partners has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 276,939 (See Note 1.)

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 276,939 (See Note 1.)

**II. Enhanced L.P.**

(a) Amount beneficially owned: 400,242

(b) Percent of class: 0.8%

(c) Number of Common Shares as to which Enhanced L.P. has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 400,242 (See Note 1.)

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 400,242 (See Note 1.)

**III. Paulson International**

(a) Amount beneficially owned: 1,011,912

(b) Percent of class: 2.0%

(c) Number of Common Shares as to which Paulson International has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 1,011,912 (See Note 1.)

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 1,011,912 (See Note 1.)

**IV. Advantage Select Ltd.**

(a) Amount beneficially owned: 11,837

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(b) Percent of class: Less than 0.1%

(c) Number of Common Shares as to which Advantage Select Ltd. has:

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- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 11,837 (See Note 1.)
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 11,837 (See Note 1.)

### V. Advantage Master

- (a) Amount beneficially owned: 685,636
- (b) Percent of class: 1.4%
- (c) Number of Common Shares as to which Advantage Master has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 685,636 (See Note 1.)
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 685,636 (See Note 1.)

### VI. Advantage Plus Master

- (a) Amount beneficially owned: 1,905,694
- (b) Percent of class: 3.8%
- (c) Number of Common Shares as to which Advantage Plus Master has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 1,905,694 (See Note 1.)
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 1,905,694 (See Note 1.)

### VII. Enhanced Ltd.

- (a) Amount beneficially owned: 2,542,698
- (b) Percent of class: 5.0%
- (c) Number of Common Shares as to which Enhanced Ltd. has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 2,542,698 (See Note 1.)
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 2,542,698 (See Note 1.)



VIII. Paulson's Separately Managed Accounts

(a) Amount beneficially owned: 565,042

(b) Percent of class: 1.1%

(c) Number of Common Shares as to which the Separately Managed Accounts hold:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 565,042 (See Note 1.)

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 565,042 (See Note 1.)

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Note 1: Each of Paulson Partners, Enhanced L.P., Paulson International, Advantage Select Ltd., Advantage Master, Advantage Plus Master, Enhanced Ltd. and the Separately Managed Accounts may be deemed to have shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of the shares of Common Stock reported in this Schedule 13D with Paulson & Co. and John Paulson.

(c). A list of the transactions in the Issuer's Common Stock that were effected by the Reporting Persons during the past sixty days is attached as Appendix I.

(d). Not applicable.

(e). Not applicable.

### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Not applicable.

### **Item 7. Material to Be Filed as Exhibits**

The following documents are filed as exhibits:

Appendix I: List of the transactions in the Issuer's Common Stock that were effected by the Reporting Persons during the past sixty days.

Appendix II: Joint Filing Agreement

Appendix III: Instruction C Person Information.

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**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 27, 2008

PAULSON & CO. INC.

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

PAULSON PARTNERS L.P.

By: Paulson Advisers LLC, general partner

By: Paulson & Co. Inc., managing member

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

PAULSON ENHANCED L.P.

By: Paulson Advisers LLC, general partner

By: Paulson & Co. Inc., managing member

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

PAULSON INTERNATIONAL LTD.

By: Paulson & Co. Inc., as Investment Manager

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

PAULSON ADVANTAGE SELECT LTD.

By: Paulson & Co. Inc., as Investment Manager

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

PAULSON ADVANTAGE MASTER LTD

By: Paulson & Co. Inc., as Investment Manager

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

PAULSON ADVANTAGE PLUS MASTER LTD

By: Paulson & Co. Inc., as Investment Manager

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

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PAULSON ENHANCED LTD.

By: Paulson & Co. Inc., as Investment Manager

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

/s/ John Paulson

John Paulson

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**APPENDIX I**

**TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS**

Paulson effected the below transactions on the open market during the past 60 days for the Reporting Person identified in the table below. No other transactions with respect to securities of the Issuer were effected by the Reporting Persons within the past sixty days.

<u>Date</u>	<u>Fund</u>	<u>Amount of Shs. Bought</u> <u>(Sold)</u>	<u>Approx. Price per</u> <u>Share (excl.</u> <u>of commissions)</u>
10-17-2008	4	11,837	\$1.06
10-17-2008	5	685,636	\$1.06
10-17-2008	6	1,905,694	\$1.06
10-17-2008	8	96,833	\$1.06

1 = Paulson Partners L.P.

2 = Paulson Partners Enhanced, L.P.

3 = Paulson International Ltd.

4 = Paulson Advantage Select Ltd.

5 = Paulson Advantage Master Ltd.

6 = Paulson Advantage Plus Master Ltd.

7 = Paulson Enhanced Ltd.

8 = Separately Managed Accounts

**APPENDIX II**

**JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13D with respect to the common stock of Cheniere Energy, Inc. dated as of October 28, 2008 is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Dated: October 27, 2008

PAULSON & CO. INC.

By: /s/ Stuart L. Merzer  
Name: Stuart L. Merzer  
Title: General Counsel & Chief Compliance Officer

PAULSON PARTNERS L.P.  
By: Paulson Advisers LLC, general partner  
By: Paulson & Co. Inc., managing member

By: /s/ Stuart L. Merzer  
Name: Stuart L. Merzer  
Title: General Counsel & Chief Compliance Officer

PAULSON ENHANCED L.P.  
By: Paulson Advisers LLC, general partner  
By: Paulson & Co. Inc., managing member

By: /s/ Stuart L. Merzer  
Name: Stuart L. Merzer  
Title: General Counsel & Chief Compliance Officer

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PAULSON INTERNATIONAL LTD.

By: Paulson & Co. Inc., as Investment Manager

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

PAULSON ADVANTAGE SELECT LTD.

By: Paulson & Co. Inc., as Investment Manager

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

PAULSON ADVANTAGE MASTER LTD

By: Paulson & Co. Inc., as Investment Manager

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

PAULSON ADVANTAGE PLUS MASTER LTD

By: Paulson & Co. Inc., as Investment Manager

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

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PAULSON ENHANCED LTD.

By: Paulson & Co. Inc., as Investment Manager

By: /s/ Stuart L. Merzer

Name: Stuart L. Merzer

Title: General Counsel & Chief Compliance Officer

/s/ John Paulson

John Paulson

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**APPENDIX III**

**INFORMATION REGARDING THE INSTRUCTION C PERSONS**

The following table sets forth the name, title, principal occupation and citizenship of each of the executive officers and directors of Paulson & Co. Inc. In each case, the principal occupation is represented by the person's title.

<u>Name</u>	<u>Title</u>	<u>Citizenship</u>
John Paulson	President and Sole Director	United States
Chris Bodak	Chief Financial Officer	United States
Stuart Merzer	General Counsel	United States
Andrew Hoine	Senior Vice President	United States
Michael Waldorf	Senior Vice President	United States
Keith Hannan	Senior Vice President	United States

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## Edgar Filing: CHENIERE ENERGY INC - Form SC 13D

The following table sets forth the name, title, principal occupation and citizenship of each of the executive officers and directors of Paulson Partners L.P.

<u>Name</u>	<u>Title</u>	<u>Citizenship</u>
Paulson Advisers LLC	Managing General Partner	Delaware
Paulson & Co. Inc.	Administrative General Partner	Delaware

Paulson Advisers LLC's principal business is serving as managing general partner of each of Paulson Advantage, L.P. and Paulson Advantage Plus, L.P.

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## Edgar Filing: CHENIERE ENERGY INC - Form SC 13D

The following table sets forth the name, title, principal occupation and citizenship of each of the executive officers and directors of Paulson Enhanced L.P.

<u>Name</u>	<u>Title</u>	<u>Citizenship</u>
Paulson Advisers LLC	Managing General Partner	Delaware
Paulson & Co. Inc.	Administrative General Partner	Delaware

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## Edgar Filing: CHENIERE ENERGY INC - Form SC 13D

The following table sets forth the name, title, principal occupation and citizenship of each of the executive officers and directors of Paulson International Ltd.

<u>Name</u>	<u>Title</u>	<u>Citizenship</u>
John Paulson	Director	United States
David G. Cooper	Director	Great Britain
Graham H. Cook	Director	Great Britain

Mr. Cooper's principal occupation is serving as a partner, practicing in the areas of commercial and private client law, in the Bermuda law firm of Cox Hallett & Wilkinson.

Mr. Cook's principal occupation is serving as Managing Director of TMF (BVI) Ltd., and Bison Financial Services Limited, part of the TMF Group, an international organization with 20 offices around the world providing trust, management and accounting services, financial services and fund administration services.

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## Edgar Filing: CHENIERE ENERGY INC - Form SC 13D

The following table sets forth the name, title, principal occupation and citizenship of each of the executive officers and directors of Paulson Advantage Select Ltd.

<u>Name</u>	<u>Title</u>	<u>Citizenship</u>
John Paulson	Director	United States
David G. Cooper	Director	Great Britain
Graham H. Cook	Director	Great Britain

Paulson Advantage Select Ltd. has no executive officers.

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## Edgar Filing: CHENIERE ENERGY INC - Form SC 13D

The following table sets forth the name, title, principal occupation and citizenship of each of the executive officers and directors of Paulson Advantage Master Ltd.

<u>Name</u>	<u>Title</u>	<u>Citizenship</u>
John Paulson	Director	United States
David G. Cooper	Director	Great Britain
Graham H. Cook	Director	Great Britain

Paulson Advantage Master Ltd. has no executive officers.

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## Edgar Filing: CHENIERE ENERGY INC - Form SC 13D

The following table sets forth the name, title, principal occupation and citizenship of each of the executive officers and directors of Paulson Advantage Plus Master Ltd.

<u>Name</u>	<u>Title</u>	<u>Citizenship</u>
John Paulson	Director	United States
David G. Cooper	Director	Great Britain
Graham H. Cook	Director	Great Britain

Paulson Advantage Plus Master Ltd. has no executive officers.

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## Edgar Filing: CHENIERE ENERGY INC - Form SC 13D

The following table sets forth the name, title, principal occupation and citizenship of each of the executive officers and directors of Paulson Enhanced Ltd.

<u>Name</u>	<u>Title</u>	<u>Citizenship</u>
John Paulson	Director	United States
David G. Cooper	Director	Great Britain
Graham H. Cook	Director	Great Britain

Paulson Enhanced Ltd. has no executive officers.