

Cheniere Energy Partners, L.P.
Form SC 13D/A
July 31, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

CHENIERE ENERGY PARTNERS, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

16411Q101

(CUSIP Number)

H. Davis Thames

700 Milam Street

Suite 800

Houston, Texas 77002

(713) 375-5000

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

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May 28, 2013

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report this 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 (**Act**) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13D

CUSIP No. 16411Q101

Page 2 of 14

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cheniere Common Units Holding, LLC 26-2292018

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 11,963,488 Common Units

8 Shared voting power

owned by

each

9 Sole dispositive power

reporting

person

11,963,488 Common Units

with 10 Shared dispositive power

11 Aggregate amount beneficially owned by each reporting person

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11,963,488 Common Units

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

N/A

13 Percent of class represented by amount in Row (11)

21.0%¹

14 Type of reporting person

OO - limited liability company

¹ Subsequent to the filing of Amendment No. 4 (on August 9, 2012), the Issuer issued an aggregate of 25,590,360 common units to bring the number outstanding to 57,078,848 as of the date of this filing. For more details on such issuances, please see the Form 8-K s filed by the Issuer on September 25, 2012 and February 25, 2013.

SCHEDULE 13D

CUSIP No. 16411Q101

Page 3 of 14

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cheniere LNG Holdings, LLC 20-3313086

2 Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 11,963,488 Common Units

8 Shared voting power

owned by

each

9 Sole dispositive power

reporting

person

11,963,488 Common Units

with

10 Shared dispositive power

11 Aggregate amount beneficially owned by each reporting person

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11,963,488 Common Units

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

N/A

13 Percent of class represented by amount in Row (11)

21.0%

14 Type of reporting person

OO - limited liability company

SCHEDULE 13D

CUSIP No. 16411Q101

Page 4 of 14

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cheniere LNG Terminals, LLC 20-2452062

2 Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 11,963,488 Common Units

owned by 8 Shared voting power

each 9 Sole dispositive power

reporting

person 11,963,488 Common Units

with 10 Shared dispositive power

11 Aggregate amount beneficially owned by each reporting person

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11,963,488 Common Units

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

N/A

13 Percent of class represented by amount in Row (11)

21.0%

14 Type of reporting person

OO - limited liability company

SCHEDULE 13D

CUSIP No. 16411Q101

Page 5 of 14

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cheniere LNG, Inc. 20-2342836

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 11,963,488 Common Units

8 Shared voting power

owned by

each

9 Sole dispositive power

reporting

person

11,963,488 Common Units

with 10 Shared dispositive power

11 Aggregate amount beneficially owned by each reporting person

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11,963,488 Common Units

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

N/A

13 Percent of class represented by amount in Row (11)

21.0%

14 Type of reporting person

CO

SCHEDULE 13D

CUSIP No. 16411Q101

Page 6 of 14

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cheniere Energy, Inc. 95-4352386

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 11,963,488 Common Units

8 Shared voting power

owned by

each

9 Sole dispositive power

reporting

person

11,963,488 Common Units

with

10 Shared dispositive power

11 Aggregate amount beneficially owned by each reporting person

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11,963,488 Common Units

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

N/A

13 Percent of class represented by amount in Row (11)

21.0%

14 Type of reporting person

CO

SCHEDULE 13D

CUSIP No. 16411Q101

Page 7 of 14

Explanatory Note

This Amendment No. 5 to Schedule 13D (**Amendment No. 5**) amends and restates in its entirety the Schedule 13D filed on February 14, 2008 (the **Original Filing**), as amended by Amendment No. 1 to Schedule 13D filed on February 17, 2009 (**Amendment No. 1**), as amended and restated in its entirety by Amendment No. 2 to Schedule 13D filed on October 3, 2011 (**Amendment No. 2**), as amended and restated in its entirety by Amendment No. 3 to Schedule 13D filed on June 21, 2012 (**Amendment No. 3**) and as amended and restated in its entirety by Amendment No. 4 to Schedule 13D filed on August 9, 2012 (**Amendment No. 4**), and, together with the Original Filing, Amendment No. 1, Amendment No. 2 and Amendment No. 3, the **Prior Filings**).

Item 1. Security and Issuer.

This Amendment No. 5 relates to the common units representing limited partner interests (the **Common Units**) of Cheniere Energy Partners, L.P., a Delaware limited partnership (the **Issuer**), which has its principal executive office at 700 Milam Street, Suite 800, Houston, Texas 77002.

Item 2. Identity and Background.

(a) This Amendment No. 5 is being jointly filed by each of the following persons pursuant to Rule 13d-1(a) of the Securities Exchange Act of 1934, as amended (the **Act**): (i) Cheniere Common Units Holding, LLC, a Delaware limited liability company (**Cheniere Common**), by virtue of its direct beneficial ownership of the Common Units; (ii) Cheniere LNG Holdings, LLC, a Delaware limited liability company (**Cheniere Holdings**), by virtue of its ownership of all the outstanding membership interests of Cheniere Common; (iii) Cheniere LNG Terminals, LLC, a Delaware limited liability company (**Cheniere Terminals**), by virtue of its ownership of all the outstanding membership interests of Cheniere Holdings; (iv) Cheniere LNG, Inc., a Delaware corporation (**Cheniere LNG**), by virtue of its ownership of all the outstanding membership interests of Cheniere Terminals, and (v) Cheniere Energy, Inc., a Delaware corporation (**Cheniere Energy**), by virtue of its ownership of all the outstanding common stock of Cheniere LNG. Cheniere Common, Cheniere Holdings, Cheniere Terminals, Cheniere LNG and Cheniere Energy are collectively referred to herein as the **Reporting Persons** .

The Reporting Persons have entered into a Joint Filing Agreement, dated October 3, 2011, a copy of which was filed with Amendment No. 2 as Exhibit A (which is hereby incorporated by reference) pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act. Information with respect to each Reporting Person is given solely by each such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person.

Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this Amendment No. 5 held by any other person.

Certain information required by this Item 2 concerning the executive officers, directors and managers of certain of the Reporting Persons is set forth on Schedule A, attached hereto, which is incorporated herein by reference.

(b) The business address of each of the Reporting Persons is 700 Milam Street, Suite 800, Houston, Texas 77002.

(c) Each of the Reporting Persons is engaged in the energy business.

(d)-(e) None of the Reporting Persons nor, to the best of any Reporting Person's knowledge, their respective executive officers or directors listed on Schedule A hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceedings was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

SCHEDULE 13D

CUSIP No. 16411Q101

Page 8 of 14

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

Pursuant to the Unit Purchase Agreement, dated May 14, 2012, as amended, between CBUH and the Issuer (the **CBUH Purchase Agreement**), CBUH acquired 12,000,000 Class B Units from the Issuer for \$15.00 per unit on May 28, 2013. CBUH used available cash obtained pursuant to an intercompany loan among its affiliates to acquire the Class B Units under the CBUH Purchase Agreement.

Earlier purchases of the Issuer's equity securities by the Reporting Persons are described in the Prior Filings.

Item 4. Purpose of the Transaction.

The Reporting Persons acquired the Common Units reported herein solely for investment purposes. The Reporting Persons may make additional purchases of Common Units either in the open market or in private transactions depending on the Reporting Persons' business, prospects and financial condition, the market for the Common Units, general economic conditions, stock market conditions and other future developments.

The Reporting Persons and CBUH acquired the Class B Units solely for investment purposes and in connection with the CBUH Purchase Agreement. For further information concerning the CBUH Purchase Agreement, please see the Prior Filing.

The following describes any other plans or proposals that the Reporting Persons may have with respect to the matters set forth in Item 4(a)-(j) of Schedule 13D:

(a) None.

(b) None.

(c) None.

(d) None.

(e) Cheniere Holdings as owner of the General Partner, Cheniere Terminals as owner of Cheniere Holdings, Cheniere LNG as owner of Cheniere Terminals, and Cheniere Energy as owner of Cheniere LNG, may cause the Issuer to change its distribution policy or its capitalization, through the issuance of debt or equity securities, from time to time in the future.

(f) None.

(g) None.

(h) None.

(i) None.

(j) Except as described in this Item 4, the Reporting Persons do not have, as of the date of this Schedule 13D, any plans or proposals that relate to or would result in any of the actions or events specified in clauses (a) through (i) of Item 4 of Schedule 13D. The Reporting Persons may change their plans or proposals in the future. In determining from time to time whether to sell the Common Units reported as beneficially owned in this Schedule 13D (and in what amounts) or to retain such securities, the Reporting Persons will take into consideration such factors as they deem relevant, including the business and prospects of the Issuer, anticipated future developments concerning the Issuer, existing and anticipated market conditions from time to time, general economic conditions, regulatory matters, and other opportunities available to the Reporting Persons. The Reporting Persons reserve the right to acquire additional securities of the Issuer in the open market, in privately negotiated transactions (which may be with the Issuer or with third parties) or otherwise, to dispose of all or a portion of their holdings of securities of the Issuer or to change their intention with respect to any or all of the matters referred to in this Item 4.

Item 5. Interests in Securities of the Issuer.

(a) Cheniere Common is the record and beneficial owner of 11,963,488 Common Units, which in the aggregate represents approximately 21.0% of the outstanding Common Units.

SCHEDULE 13D

CUSIP No. 16411Q101

Page 9 of 14

CBUH is the record and beneficial owner of 45,333,334 Class B Units, which in the aggregate represents approximately 31.2% of the outstanding Class B Units.

Cheniere Holdings indirectly holds 135,383,831 subordinated units representing limited partner interests in the Issuer (**Subordinated Units**) which are convertible into an equal number of Common Units. By virtue of its ownership of all the outstanding membership interests of Cheniere Common and CBUH, Cheniere Holdings may be deemed to possess indirect beneficial ownership of the Common Units beneficially owned by Cheniere Common and the Class B Units beneficially owned by CBUH.

Cheniere Terminals does not directly own any units of the Issuer. By virtue of its ownership of all the outstanding membership interests of Cheniere Holdings, Cheniere Terminals may be deemed to possess indirect beneficial ownership of the Common Units, Subordinated Units and Class B Units beneficially owned by Cheniere Holdings.

Cheniere LNG does not directly own any units of the Issuer. By virtue of its ownership of all the outstanding membership interests of Cheniere Terminals, Cheniere LNG may be deemed to possess indirect beneficial ownership of the Common Units, Subordinated Units and Class B Units beneficially owned by Cheniere Holdings.

Cheniere Energy does not directly own any units of the Issuer. By virtue of its ownership of all the outstanding common stock of Cheniere LNG, Cheniere Energy may be deemed to possess indirect beneficial ownership of the Common Units, Subordinated Units and Class B Units beneficially owned by Cheniere Holdings.

The filing of this Schedule 13D shall not be construed as an admission by any Reporting Person that, for the purpose of Section 13(d) or 13(g) of the Act, such Reporting Person is the beneficial owner of any securities covered by this Schedule 13D other than securities owned of record by such Reporting Person.

Except as indicated in this Item 5 or as set forth below, neither the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons named in Schedule A to this Schedule 13D owns beneficially, or has any right to acquire, directly or indirectly, any Common Units. Certain of the persons named in Schedule A to this Schedule 13D beneficially own Common Units in the amounts set forth next to their names in Schedule A.

(b) Cheniere Common has the power to vote or direct the vote and the power to dispose of or direct the disposition of the 11,963,488 Common Units beneficially owned by it.

CBUH has the power to vote or direct the vote of the 45,333,334 Class B Units owned by it. Each Class B Unit has the same power to vote as a Common Unit and owners of either security generally vote together as a single class. CBUH's voting power over the Class B Units beneficially owned by it together with Cheniere Common's voting power over the Common Units beneficially owned by it represent approximately 28.3% of the voting power of the currently outstanding Class B Units and Common Units voting together as a single class.

Cheniere Holdings indirectly holds 135,383,831 Subordinated Units which are convertible into an equal number of Common Units. By virtue of its ownership of all the outstanding membership interests of Cheniere Common and CBUH, Cheniere Holdings may be deemed to possess indirect beneficial ownership of the Common Units beneficially owned by Cheniere Common and the Class B Units beneficially owned by CBUH, and may be deemed to possess the power to vote or direct the vote and the power to dispose of or direct the disposition of such Common Units and Class B Units.

By virtue of its ownership of all the outstanding membership interests of Cheniere Holdings, Cheniere Terminals may be deemed to possess indirect beneficial ownership of the Common Units, Subordinated Units and Class B Units beneficially owned by Cheniere Holdings and may be deemed to possess the power to vote or direct the vote and the power to dispose of or direct the disposition of the Common Units, Subordinated Units and Class B Units beneficially owned by Cheniere Holdings.

By virtue of its ownership of all the outstanding membership interests of Cheniere Terminals, Cheniere LNG may be deemed to possess indirect beneficial ownership of the Common Units, Subordinated Units and Class B Units beneficially owned by Cheniere Holdings and may be deemed to possess the power to vote or direct the vote and the power to dispose of or direct the disposition of the Common Units, Subordinated Units and Class B Units beneficially owned by Cheniere Holdings.

SCHEDULE 13D

CUSIP No. 16411Q101

Page 10 of 14

By virtue of its ownership of all the outstanding common stock of Cheniere LNG, Cheniere Energy may be deemed to possess indirect beneficial ownership of the Common Units, Subordinated Units and Class B Units beneficially owned by Cheniere Holdings and may be deemed to possess the power to vote or direct the vote and the power to dispose of or direct the disposition of the Common Units, Subordinated Units and Class B Units beneficially owned by Cheniere Holdings.

The filing of this Amendment No. 5 shall not be construed as an admission by any Reporting Person that, for the purpose of Section 13(d) or 13(g) of the Act, such Reporting Person is the beneficial owner of any securities covered by this Schedule 13D other than securities owned of record by such Reporting Person.

(c) Except as otherwise described herein, the Reporting Persons have not entered into any transactions in the Issuer's securities effected within the 60 days preceding this filing.

(d) No person other than the Reporting Persons has the right to receive or the power to direct the receipt of distributions from, or the proceeds from the sale of, the Common Units being reported on this Amendment No. 5.

(e) Not applicable

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

None.

Item 7. Material to be Filed as Exhibits.

See Prior Filings.

SCHEDULE 13D

CUSIP No. 16411Q101

Page 11 of 14

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

July 31, 2013

CHENIERE COMMON UNITS HOLDING, LLC

By: /s/ H. Davis Thames
H. Davis Thames
Title: Chief Financial Officer

CHENIERE LNG HOLDINGS, LLC

By: /s/ H. Davis Thames
H. Davis Thames
Title: Senior Vice President and Chief Financial Officer

CHENIERE LNG TERMINALS, LLC

By: /s/ H. Davis Thames
H. Davis Thames
Title: Chief Financial Officer

CHENIERE LNG, INC.

By: /s/ H. Davis Thames
H. Davis Thames
Title: Chief Financial Officer

CHENIERE ENERGY, INC.

By: /s/ H. Davis Thames
H. Davis Thames
Title: Senior Vice President and Chief Financial Officer

SCHEDULE 13D

CUSIP No. 16411Q101

Page 12 of 14

Schedule A**General Partners, Executive Officers, Managers and Board of Directors****Cheniere Common Units Holding, LLC**

Name	Position	Principal Occupation/Business	Common Units Beneficially Owned
Charif Souki	Chairman of the Board	Chairman, Chief Executive Officer and President of Cheniere Energy, Inc.	400,100 ⁽¹⁾
R. Keith Teague	President and Manager	Senior Vice President Asset Group of Cheniere Energy, Inc.	None
Meg A. Gentle	Senior Vice President Marketing	Senior Vice President Marketing of Cheniere Energy, Inc.	8,035

The business address for each of the persons listed above is c/o Cheniere Common Units Holding, LLC, 700 Milam Street, Suite 800, Houston, Texas 77002.

Cheniere LNG Holdings, LLC

Name	Position	Principal Occupation/Business	Common Units Beneficially Owned
Charif Souki	Chairman of the Board	Chairman, Chief Executive Officer and President of Cheniere Energy, Inc.	400,100 ⁽¹⁾
R. Keith Teague	President and Manager	Senior Vice President Asset Group of Cheniere Energy, Inc.	None
Meg A. Gentle	Senior Vice President Marketing	Senior Vice President Marketing of Cheniere Energy, Inc.	8,035

The business address for each of the persons listed above is c/o Cheniere LNG Holdings, LLC, 700 Milam Street, Suite 800, Houston, Texas 77002.

SCHEDULE 13D

CUSIP No. 16411Q101

Page 13 of 14

Cheniere LNG Terminals, LLC

Name	Position	Principal Occupation/Business	Common Units Beneficially Owned
Charif Souki	Chief Executive Officer	Chairman, Chief Executive Officer and President of Cheniere Energy, Inc.	400,100 ⁽¹⁾
R. Keith Teague	President and Manager	Senior Vice President Asset Group of Cheniere Energy, Inc.	None
Meg A. Gentle	Senior Vice President Marketing	Senior Vice President Marketing of Cheniere Energy, Inc.	8,035

The business address for each of the persons listed above is c/o Cheniere LNG Terminals, LLC, 700 Milam Street, Suite 800, Houston, Texas 77002.

Cheniere LNG, Inc.

Name	Position	Principal Occupation/Business	Common Units Beneficially Owned
R. Keith Teague	President and Director	Senior Vice President Asset Group of Cheniere Energy, Inc.	None
E. Darron Granger	Senior Vice President, Engineering and Construction	Senior Vice President, Engineering and Construction of Cheniere LNG, Inc.	None
Meg A. Gentle	Senior Vice President Marketing	Senior Vice President Marketing of Cheniere Energy, Inc.	8,035

The business address for each of the persons listed above is c/o Cheniere LNG, Inc., 700 Milam Street, Suite 800, Houston, Texas 77002.

SCHEDULE 13D

CUSIP No. 16411Q101

Page 14 of 14

Cheniere Energy, Inc.

Name	Position	Principal Occupation/Business	Common Units Beneficially Owned
Charif Souki	Chairman, Chief Executive Officer, President and Director	Chairman, Chief Executive Officer and President of Cheniere Energy, Inc.	400,100 ⁽¹⁾
Jean Abiteboul	Senior Vice President International	Senior Vice President International of Cheniere Energy, Inc.	None
Meg A. Gentle	Senior Vice President Marketing	Senior Vice President Marketing of Cheniere Energy, Inc.	8,035
R. Keith Teague	Senior Vice President Asset Group	Senior Vice President Asset Group of Cheniere Energy, Inc.	None
H. Davis Thames	Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer of Cheniere Energy, Inc.	500
Greg W. Rayford	Senior Vice President and General Counsel	Senior Vice President and General Counsel of Cheniere Energy, Inc.	None
Vicky A. Bailey	Director	President of Anderson Stratton International, LLC	None
Nuno Brandolini	Director	Manager of the General Partner of Scorpion Capital Partners, L.P.	10,000
G. Andrea Botta	Director	President of Glenco LLC	None
Keith F. Carney	Director	Previous President of Dolomite Advisors, LLC	10,000
John M. Deutch	Director	Institute Professor at the Massachusetts Institute of Technology	5,000
David I. Foley	Director	Senior Managing Director of The Blackstone Group L.P.; Chief Executive Officer of Blackstone Energy Partners L.P.	None
Paul J. Hoenmans	Director	Previous senior executive in the oil and gas industry	150
David B. Kilpatrick	Director	President of Kilpatrick Energy Group	None
Walter L. Williams	Director	Previous senior executive in the oil and gas industry	15,338
Randy A. Foutch	Director	Chairman and CEO of Laredo Petroleum Holdings, Inc.	None

The business address for each of the persons listed above is c/o Cheniere Energy, Inc., 700 Milam Street, Suite 800, Houston, Texas 77002.

⁽¹⁾ All 400,100 units are held by Mr. Souki's wife, and Mr. Souki may be deemed to possess indirect beneficial ownership of these units.