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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): **February 25, 2013**



**CHENIERE ENERGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**1-16383**

(Commission File Number)

**95-4352386**

(I.R.S. Employer Identification No.)

**700 Milam Street**

**Suite 800**

**Houston, Texas**

(Address of principal executive offices)

**77002**

(Zip Code)

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 February 25, 2013, representatives of Cheniere Energy, Inc. will make a presentation at the J.P. Morgan Global High Yield & Leveraged Credit Conference 2013. The 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 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 (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, 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**

99.1*	Corporate presentation February 2013.
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\*Furnished herewith

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**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, INC.

Date: February 25, 2013

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

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## EXHIBIT INDEX

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1*	Corporate presentation February 2013.

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\*Furnished herewith

**CHENIERE**



**Cheniere Energy**

**J.P. Morgan Global High Yield & Leveraged Credit Conference 2013**

# Forward Looking Statements

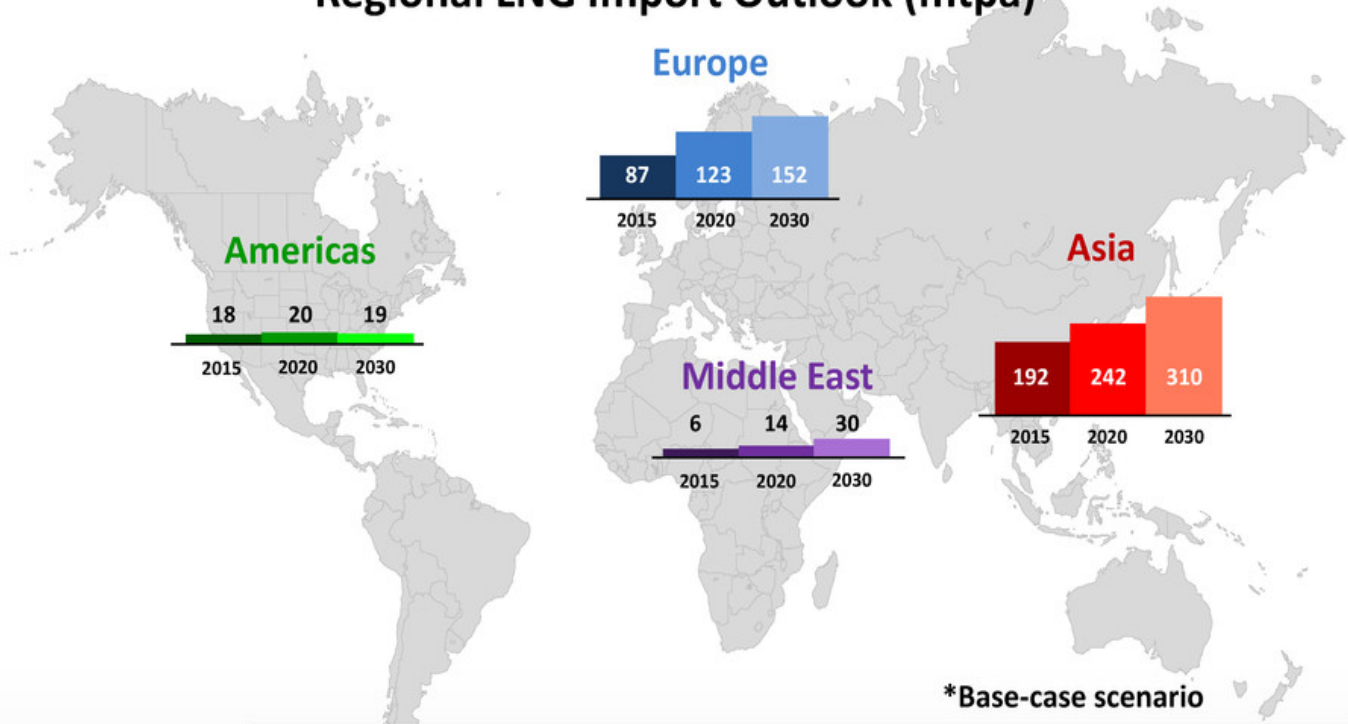
This presentation contains certain statements that are, or may be deemed to be, “forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended”. All statements, other than statements of historical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

- statements regarding our ability to pay distributions to our unitholders;
- statements regarding our expected receipt of cash distributions from Sabine Pass LNG, L.P. or Sabine Pass Liquefaction, LLC;
- statements that we expect to commence or complete construction of our proposed LNG terminal or our proposed pipelines, liquefaction facilities or other projects or any expansions thereof, by certain dates or at all;
- statements regarding future levels of domestic and international natural gas production, supply or consumption or future levels of liquefied natural gas imports (“LNG”) into or exports from North America and other countries worldwide, regardless of the source of such information, or the transportation or demand for and prices related to natural gas, LNG or other hydrocarbon products;
- statements regarding any financing transactions or arrangements, or ability to enter into such transactions;
- statements relating to the construction of our Trains, including statements concerning the engagement of any engineering, procurement and construction (“EPC”) contractor or other contractor and the anticipated terms and provisions of any agreement with any EPC or other contractor, and anticipated costs related thereto;
- statements regarding any arrangement, to be entered into or performed substantially in the future, including any revenues anticipated to be received and the anticipated timing thereof, and statements regarding the amounts of total LNG regasification, liquefaction or storage capacities that are, or may become, subject to contracts;
- statements regarding counterparties to our commercial contracts, construction contracts and other contracts;
- Statements regarding our planned construction of additional Trains, including the financing of such trains
- Statements that our Trains, when completed, will have certain characteristics, including amounts of liquefaction capacities;
- statements regarding any business strategy, our strengths, our business and operation plans or any other plans, forecasts, projections or objectives, including anticipated revenues and capital expenditures, any or all of which are subject to change;
- statements regarding projections of revenues, expenses, earnings or losses, working capital or other financial items;
- 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,” “strategy,” 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 Partners, L.P. Annual Report on Form 10-K filed with the SEC on February [22], 2013, 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.

# Projected Global LNG Demand Growth

## Regional LNG Import Outlook (mtpa)\*

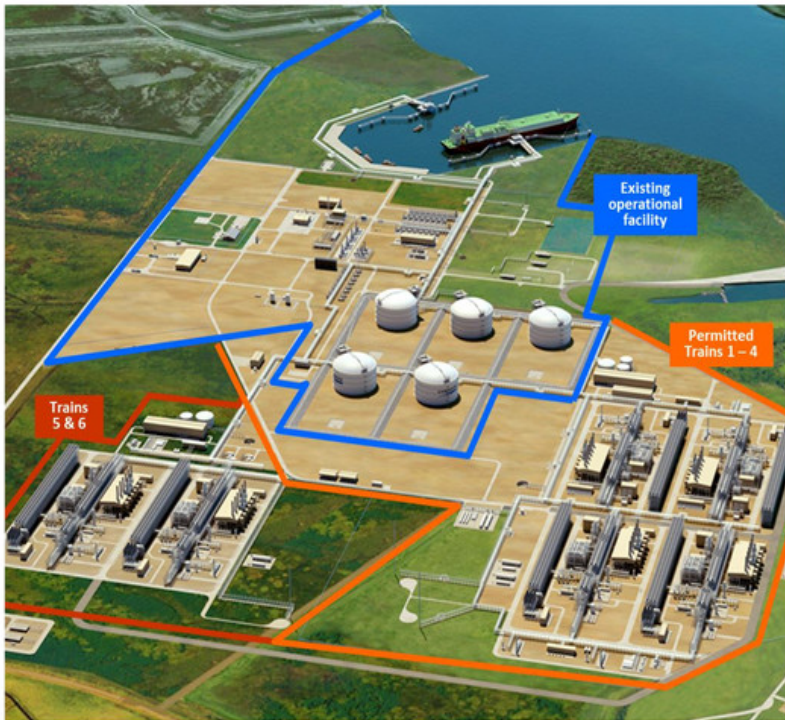


\*Base-case scenario

From 303 mtpa (~40 Bcf/d) in 2015 to 511 mtpa (~68 Bcf/d) in 2030 – 3.5% CAGR  
~ 14 mtpa average growth (~three 4.5 mtpa trains)

# Sabine Pass LNG Terminal

## Trains 1-2 Under Construction; Trains 3-4 EPC Obtained



### Current Facility

- ~1,000 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)
- 5.3 Bcf/d of pipeline interconnection

### Liquefaction Trains 1 & 2

- 2 trains, each 4.5 mtpa nameplate capacity
- LSTK EPC contract w/ Bechtel
- Operations estimated 2015-2016

### Liquefaction Trains 3 & 4

- 2 trains, each 4.5 mtpa nameplate capacity
- LSTK EPC contract w/ Bechtel
- Construction estimated to start 2013
- Operations estimated 2016-2017

### Liquefaction Expansion - Trains 5 & 6

- Bechtel commenced preliminary engineering
- Initiating permitting process

Significant infrastructure in place including storage, marine and pipeline interconnection facilities; pipeline quality natural gas to be sourced from U.S. pipeline network



# LNG Sale and Purchase Agreements (SPAs)

~18 mtpa “take-or-pay” style commercial agreements  
 ~\$2.6B annual fixed fee revenue for 20 years



BG GROUP

BG Gulf Coast LNG



Gas Natural Fenosa



KOGAS  
KOREA GAS CORPORATION

Korea Gas Corporation <sup>(1)</sup>



GAIL (India) Limited <sup>(1)</sup>



TOTAL

Total Gas & Power N.A. <sup>(6)</sup>

	BG GROUP	gasNatural fenosa	KOGAS	GAIL	TOTAL
Annual Contract Quantity (MMBtu)	286,500,000	182,500,000	182,500,000	182,500,000	104,750,000
Annual Fixed Fees <sup>(5)</sup>	~\$723 MM	~\$454 MM	~\$548 MM	~\$548 MM	~\$314 MM
Fixed Fees \$/MMBtu <sup>(2)</sup>	\$2.25 - \$3.00	\$2.49	\$3.00	\$3.00	\$3.00
Term <sup>(4)</sup>	20 years	20 years	20 years	20 years	20 years
Guarantor	BG Energy Holdings Ltd.	Gas Natural SDG S.A.	N/A	N/A	Total S.A.
Corporate or Guarantor Credit Rating <sup>(3)</sup>	A2/A	Baa2/BBB/A-	A+/A1	Baa2/NR/BBB-	Aa1/AA
Fee During Force Majeure	Up to 24 months	Up to 24 months	N/A	N/A	N/A
Contract Start Date	Train 1 + additional volumes with Trains 2,3,4	Train 2	Train 3	Train 4	Train 5

(1) Conditions precedent must be satisfied by December 31, 2013 for KOGAS and GAIL (India) Ltd. or either party can terminate. CPs include financing, regulatory approvals and positive final investment decision.

(2) A portion of the fee is subject to inflation, approximately 15% for BG Group, 13.6% for Gas Natural Fenosa and 15% for KOGAS and GAIL (India) Ltd.

(3) Ratings may be changed, suspended or withdrawn at anytime and are not a recommendation to buy, hold or sell any security.

(4) SPAs have a 20 year term with the right to extend up to an additional 10 years. Gas Natural Fenosa has an extension right up to an additional 12 years in certain circumstances.

(5) BG will provide annual fixed fees of approximately \$520 million during trains 1-2 operations and an additional \$203 million once trains 3-4 are operational.

(6) Total has agreed to purchase 104,750,000 MMBtu of LNG volumes annually upon the commencement of train 5 operations. Conditions precedent must be satisfied by June 30, 2015 or either party can terminate. CPs include financing, regulatory approvals and positive final investment decision.

# SPL Estimated Cash Flows

**Expect > 2.5X EBITDA: Debt Service Coverage  
And < 5X Debt: EBITDA**

(\$ in millions)

	<u>Trains 1-2</u>	<u>Trains 1-4</u>
BG	\$ 520	\$ 725
Gas Natural	455	455
KOGAS	-	550
GAIL	-	550
Commodity payments, net <sup>(1)</sup>	125	275
<b>Total Revenues</b>	<b>1,100</b>	<b>2,555</b>
O&M, gas procurement & other	(160)	(270)
SPLNG TUA	(140)	(285)
Pipeline Costs	(80)	(160)
<b>Total Expenses</b>	<b>(380)</b>	<b>(715)</b>
<b>EBITDA <sup>(2)</sup></b>	<b>\$ 720</b>	<b>\$ 1,840</b>

(1) Assumes \$6.00 / MMBtu natural gas price. Amounts are net estimated natural gas to be used for the liquefaction process.

(2) EBITDA is computed as total revenues less non-cash deferred revenues, operating expenses, assumed commissioning costs and state and local taxes. It does not include depreciation expenses and certain non-operating items. Because we have not forecasted such depreciation expense and non-operating items, we have not made any forecast of net income, which would be the most directly comparable financial measure under generally accepted accounting principles, or GAAP. As a result, we are unable to reconcile differences between forecasts of EBITDA and net income.

Note: The above represents a single financing scenario. Estimates are as of September 2012. Estimates represent a summary of internal forecasts, are pre-tax, 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" slide.

# Trains 1&2 Financing

## Trains 1&2 Financing

(\$ in millions)

Sources	Uses
Bank Credit Facility	Capex, allowances and contingencies
Bonds	Interest during construction
Equity contribution <sup>(1)</sup>	Up-front fees and expenses
Operating cash flow	
<b>Total Sources</b>	<b>Total Uses</b>

Bank Credit Facility	\$ 2,299
Bonds	1,500
Equity contribution <sup>(1)</sup>	1,934
Operating cash flow	255
<b>Total Sources</b>	<b>\$ 5,988</b>

Capex, allowances and contingencies	\$ 4,929
Interest during construction	811
Up-front fees and expenses	248
<b>Total Uses</b>	<b>\$ 5,998</b>

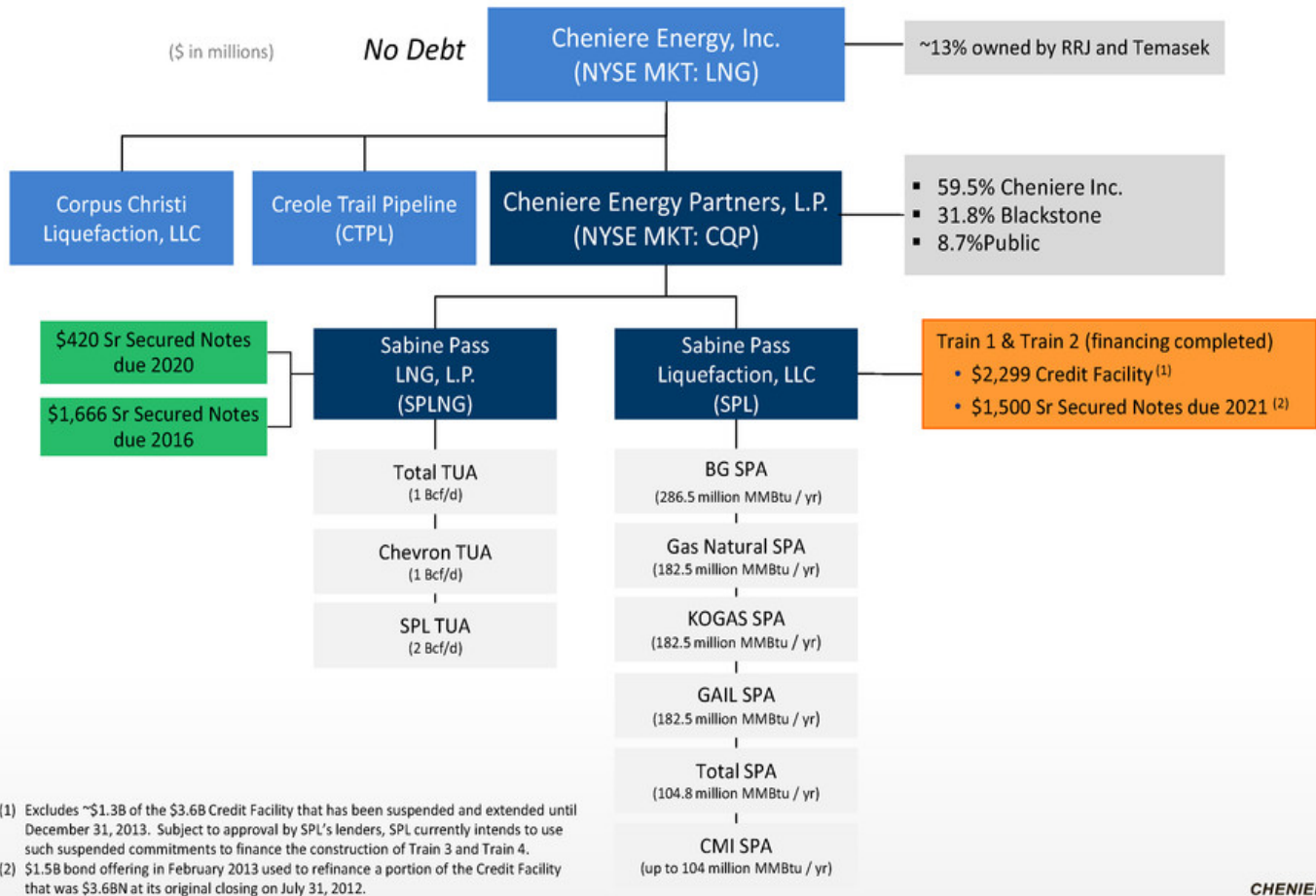
- Credit facility funding for Trains 1 – 2 closed July 2012
  - \$3.6B facility; ~\$1.3B suspended in connection with \$1.5B bond financing and expected to be used for Trains 3&4 <sup>(2)</sup>
  - 7 year term; 18 year amortization profile
  - L+350 stepping up to L+375
  - Minimum base case DSCR >2.00x
  - Bank group consisted of 21 European, Asian, Canadian and U.S. institutions
- Bonds: \$1.5B senior secured notes issued on Feb. 1, 2013
  - Ratings: BB+ rating from S&P, Ba3 from Moody's
  - Pari passu to bank debt
  - 8 year maturity; 5.625% coupon
- \$2.0B gross proceeds in equity raised by CQP
  - \$0.5B Cheniere equity funded by Jul 2012
  - \$1.5B Blackstone equity funded by Dec 2012
- \$1.89B net proceeds equity fully funded at SPL

(1) Includes \$44MM contributed capital for early development costs.

(2) Subject to approval by Sabine Pass Liquefaction's lenders, Sabine Pass Liquefaction currently intends to use such suspended commitments to finance the construction of Train 3 and Train 4.

Note: The above represents a single financing scenario. 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" slide. See Cheniere Energy, Inc. 8-K filed August 9, 2012 for a more detailed summary of the terms of the Blackstone transaction. See Cheniere Energy, Inc. 8-K filed August 6, 2012 for a more detailed summary of the credit facility.

# Summary Organizational Structure



# Future Developments/Opportunities

## Sabine Pass Liquefaction Facilities

- *Trains 5 and 6 – initiating permitting process*

## Cheniere Marketing

- *2.0 mtpa LNG to be sold from SPL*
  - *FOB and DES basis*

## Corpus Christi LNG Exports – 13.5 mtpa project

- *Under development – in permitting stage*

# Sabine Pass Liquefaction Project

## Trains 5&6 – Status Update

Total SPA represents ~2.0 mtpa commencing with Train 5,  
~\$0.3B annual fixed fee revenue for 20 years

- Bechtel has commenced preliminary engineering
- Regulatory process expected to commence in 2013
- Development of project is subject, but not limited, to:
  - Obtaining regulatory approvals
  - Entering into an EPC contract
  - Obtaining financing
  - Making a final investment decision



**TOTAL**  
Total Gas & Power N.A.<sup>(1)</sup>

Annual Contract Quantity (MMBtu)	104,750,000
Annual Fixed Fees	~\$314 MM
Fixed Fees \$/MMBtu <sup>(2)</sup>	\$3.00
Term <sup>(3)</sup>	20 years
Guarantor	Total S.A.
Guarantor/Corporate Credit Rating <sup>(4)</sup>	Aa1/AA
Fee During Force Majeure	N/A
Contract Start Date	Train 5

(1) Total has agreed to purchase 91,250,000 MMBtu of LNG annually plus 13,500,000 MMBtu of seasonal LNG volumes upon the commencement of Train 5 operations. Conditions precedent must be satisfied by June 30, 2015 or either party can terminate. CPs include financing, regulatory approvals and positive final investment decision.

(2) Approximately 11.5% of the fee is subject to annual adjustment for inflation.

(3) SPA has a 20 year term with Total having the right to extend up to an additional 10 years.

(4) Ratings may be changed, suspended or withdrawn at anytime and are not a recommendation to buy, hold or sell any security.

## CMI SPA – Excess Volumes from Trains 1-4 at SPL

- **CMI-SPL SPA provides CMI with up to 2 mtpa of LNG delivered FOB Sabine Pass starting with the initial production from Train 1**
  - Maximum Annual Contract Quantity of up to 104 Tbtu/year from first four trains
- **SPA sharing mechanic incents profit maximization**
  - Sharing based on ranking of the net profit for each cargo, from highest to lowest:
    - Tranche 1: CMI pays SPL up to \$3.00/MMBtu
    - Tranche 2: CMI pays SPL 20% of profits
  - Tranches shift at 18 TBtu for T1&T2, 36 TBtu for T3&T4
  - CMI is entitled to recover all operating costs during a year before allocating profit to SPL
- **Initial deliveries anticipated to begin as early as 4Q 2015**

### Example Annual Cash Flow on CMI SPA

LNG sold	104 Bcf
Net margin	\$10/MMBtu
Net margin	\$1 BN

*Note: See "Forward Looking Statements" slide.*

# Corpus Christi Liquefaction Project

## 13.5 mtpa Nameplate Plant (~1.8 Bcf/d of exports)

- EPC Contracting Strategy: LSTK with Bechtel
- Three 4.5 mtpa nameplate liquefaction trains
- ConocoPhillips' Optimized Cascade® Process
- GE LM2500+ G4 gas turbine driven refrigerant compressors
- Three 160,000 m3 full-containment LNG tanks
- Two LNG carrier docks



Artist rendition



# Timeline & Milestones

Milestone	Target Date			
	Sabine Pass			Corpus Christi
	T1-2	T3-4	T5-6	
▪ Initiate permitting process (FERC & DOE)	✓	✓	2013	✓
▪ Commercial agreements	✓	✓		3Q13
▪ EPC contract	✓	✓		4Q13
▪ Financing commitments	✓	1H13		1Q14
▪ Regulatory approvals	✓	✓		1Q14
▪ Commence construction	✓	2013		1Q14
▪ Commence operations <sup>(1)</sup>	2015/16	2016/17		2017

**Project teams in place with the same key people that developed Sabine Pass LNG and Creole Trail Pipeline on-time and on-budget**

(1) Each LNG train to commence operations approximately six to nine months after the previous train.  
Note: See "Forward Looking Statements" slide.



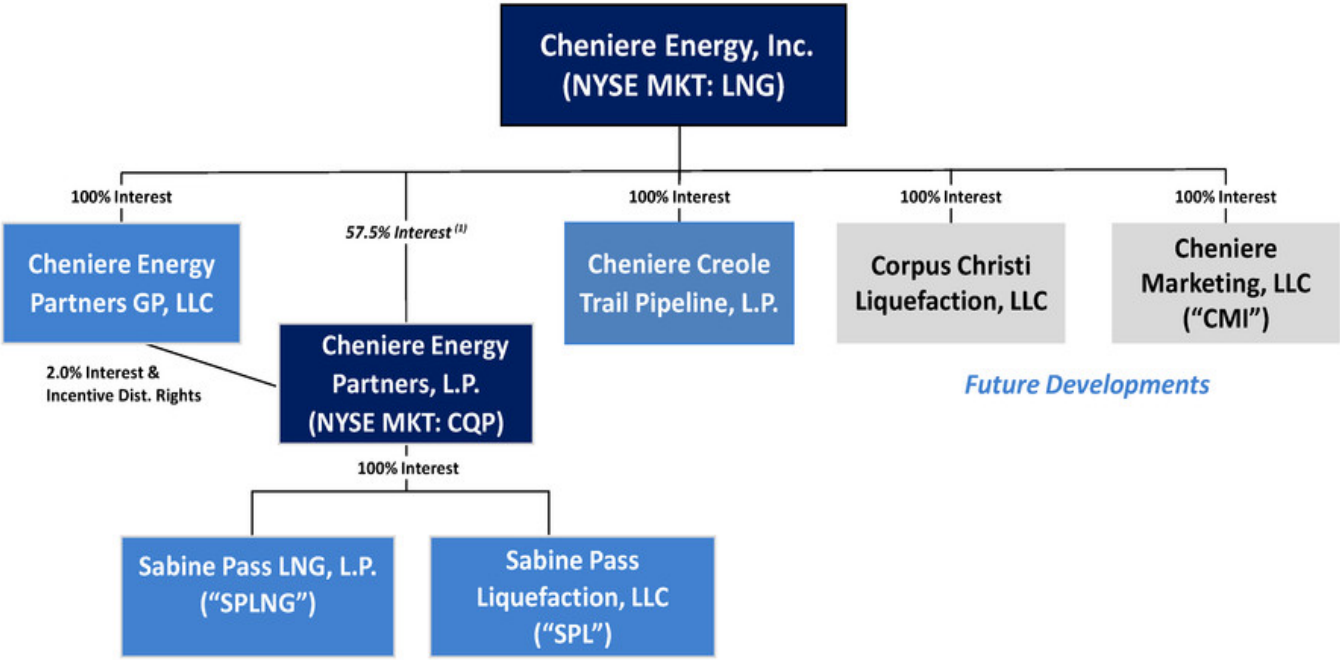
**CHENIERE**



# Appendix



# Summary Organizational Structure



(1) Represents ownership interest, which includes Cheniere's purchase of 33.3MM CQP Class B units and Blackstone's purchase of 100MM CQP Class B units, before accretion.

# Key Credit Highlights

## Strong LNG market fundamentals

- U.S. LNG exports provide access to LNG based on Henry Hub gas prices vs. oil prices
- LNG demand is the fastest-growing component of the global natural gas market

## Strategic location; brownfield development

- U.S. Gulf Coast region is a highly liquid natural gas market
- Strategically located near prolific natural gas basins and connected to the North American pipeline network by three large interstate pipeline systems
- Marine facilities, storage tanks and interconnecting pipelines already in place

## Proven technology and experienced EPC Provider

- ConocoPhillips Optimized Cascade® LNG Process proven in over 4 decades of operations
- Lump-sum, turnkey EPC Contracts with Bechtel
- 1/3 of liquefaction plants constructed by Bechtel, more than any other contractor
- Bechtel served as the EPC contractor for the construction of the Sabine Pass regasification terminal, which was completed on-time and on-budget

## Stable, contracted cash flows

- 18 mmtpa 20-year take-or-pay style agreements with investment grade counterparties
  - ~\$2.6 B per year of fixed fees irrespective of actual nominated volumes
  - Variable price based on nominated volumes will be indexed to Henry Hub (115%)

## Committed equity partners

- \$1.5B equity from Blackstone, one of the world's largest private equity investors, with significant energy investment
- \$0.5B equity from Cheniere Energy, Inc. , underpinned by ~\$468MM investment into Cheniere by Temasek Holdings and Asia-based private equity firm RRJ Capital

## Strong management

- Track record of planning, financing and executing on multi-billion dollar LNG projects

# EPC Contracts Signed for Trains 1-4

## Sabine Pass Liquefaction entered into two LSTK EPC contracts with Bechtel

- **EPC Contract costs:**

- Trains 1-2 EPC Contract cost is \$3.97B
- Trains 3-4 EPC Contract cost is \$3.77B
- Cost overruns are borne by the EPC Contractor per the lump-sum turnkey nature of the contract

- **Bechtel bears responsibility for constructing the project on time, on budget, and per performance requirements**

- Bechtel is entitled to schedule extensions or contract price adjustments in the case of force majeure or mutually agreed change orders
- The trains must be completed on time, or Bechtel will be subject to delay liquidated damages
- The completed trains must meet minimum and guaranteed performance requirements (to be reviewed by Lender's Independent Engineer) or Bechtel will be subject to performance liquidated damages
- Bechtel's obligations are backed by a 10% letter of credit and a parent guarantee from Bechtel Global Energy

**Bechtel has constructed similar LNG plants on twelve separate site locations**

*Note: Past results not a guarantee of future performance.*

# LSTK EPC Contract with Bechtel and Expansion

## Minimize Construction Costs and Risks

### Why Bechtel

- Constructed one-third of the world's liquefaction facilities - more than any other contractor
- Top US construction contractor for 14 straight years by Engineering News-Record
- Bechtel was the EPC contractor for the regasification project at the Sabine Pass LNG Terminal, which was constructed on time and on budget

### Bechtel Experience

Project name	Country	COD date	Type
Wheatstone LNG	Australia	TBD	Cost replacement
Gladstone LNG	Australia	2015	Lump sum
Australia Pacific LNG	Australia	2015	Lump sum
Curtis LNG	Australia	2014	Lump sum
Angola LNG	Angola	2012	Lump sum
Equatorial Guinea LNG	Equatorial Guinea	2007	Lump sum
Darwin LNG	Australia	2006	Lump sum
Atlantic LNG	Trinidad & Tobago	2006 <sup>(1)</sup>	Lump sum
Egypt LNG	Egypt	2005	Lump sum
Kenai LNG	Alaska	1969	Construction only



(1) Commercial operation of Train 1 in 1999, Train 2 in 2002, Train 3 in 2003 and Train 4 in 2006.

### Key Competitive and Cost Advantages

- Existing SPLNG infrastructure provides significant cost advantages
  - Jetty, pipeline, control room, 17 Bcf storage tanks, etc.
- Economies of scale from building multiple trains
- Easy access to the Gulf Coast labor pool and we believe labor relations are strong
- Established marine and road access provide easy delivery of materials

# Construction Completion Schedules Trains 1-4



- **Current Plan estimates first LNG from Train 1 in 40 months**
  - Bechtel schedule bonus provides incentive for early delivery
  - Bechtel’s record delivery was Egyptian LNG train 1, delivered in 36 months from NTP
- **Bechtel LSTK for Trains 3&4 includes Guaranteed Substantial Completion dates of 48.5 and 57.5 months for Train 3 and Train 4, respectively, from NTP**

Note: See "Forward Looking Statements" slide.



# Regulatory Approvals Received for 4 Trains

## Sabine Pass Liquefaction Project DOE and FERC Authorization Received

### FERC: Authorization to Construct

- NEPA Pre-filing 7/2010 for Expansion
- Formal Application Filed Jan 31, 2011
- Title V Air Permit received Dec 6, 2011
- Environmental Assessment published Dec 28, 2011
- US Army Corp of Engineers permit received Mar 15, 2012
- Final approval obtained April 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
- Final order August 2012

- First and only project in Lower 48 to receive all DOE export approvals and FERC construction and operation authorization
- Very strong local support: Cameron Parish officials, Louisiana state and federal congressional delegations, parish & state agencies

# Compelling Price Advantage

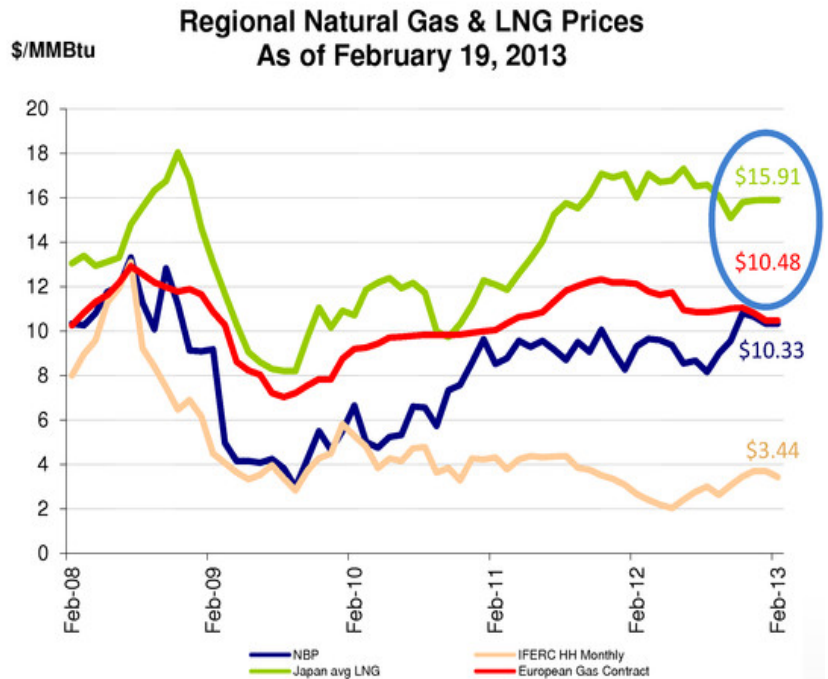
## Current Prices = ~\$2B-\$3B of Spread for Each Bcf/d

Worldwide Gas Prices = 11% to 15% of Crude Oil

### Estimated Prices

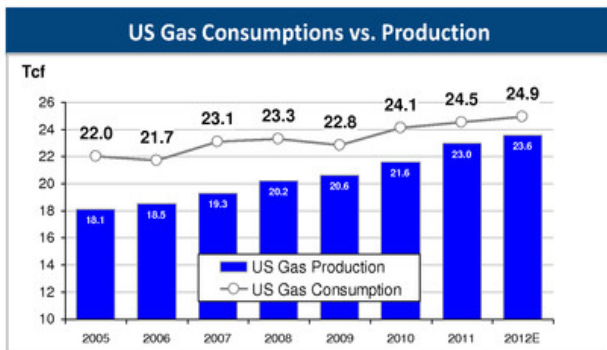
Henry Hub: \$4.00 / MMBtu  
Brent Crude: \$100 / Barrel

(\$/MMBtu)	Americas	Europe	Asia
Henry Hub	\$ 4.00	\$ 4.00	\$ 4.00
Liquefaction	3.00	3.00	3.00
Shipping	0.75	1.25	3.00
Fuel/Basis	0.60	0.60	0.60
Delivered Cost	\$ 8.35	\$ 8.85	\$10.60
Regional Price	@ 15% 15.00	@ 12% 12.00	@ 15% 15.00
Margin	\$ 6.65	\$ 3.15	\$ 4.40

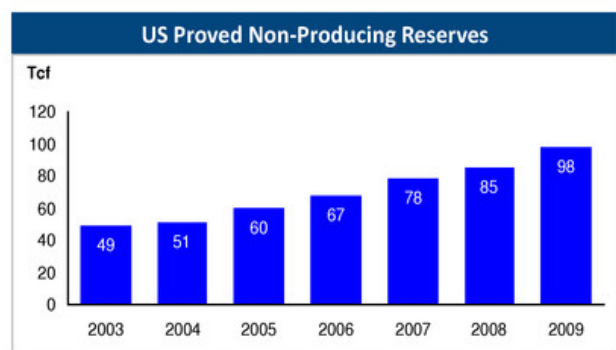


Source: Cheniere Research estimates

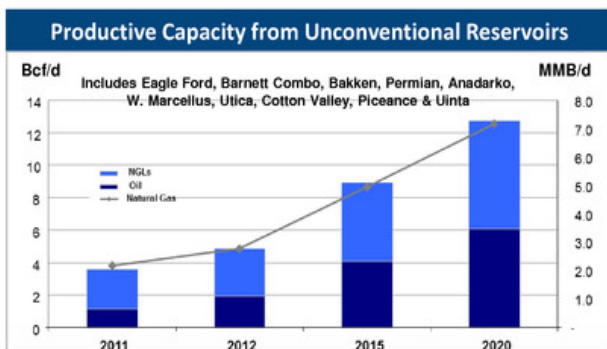
# U.S. Natural Gas Markets



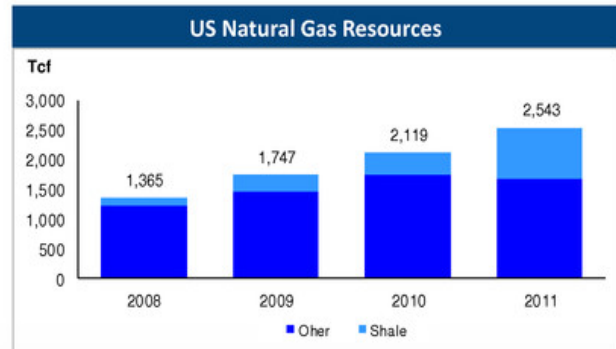
Source: EIA historical, December 2011 Short-Term Energy Outlook (2011 data).



Source: EIA, US Crude Oil, Natural Gas and Natural Gas Liquids Proved Reserves, 2009.



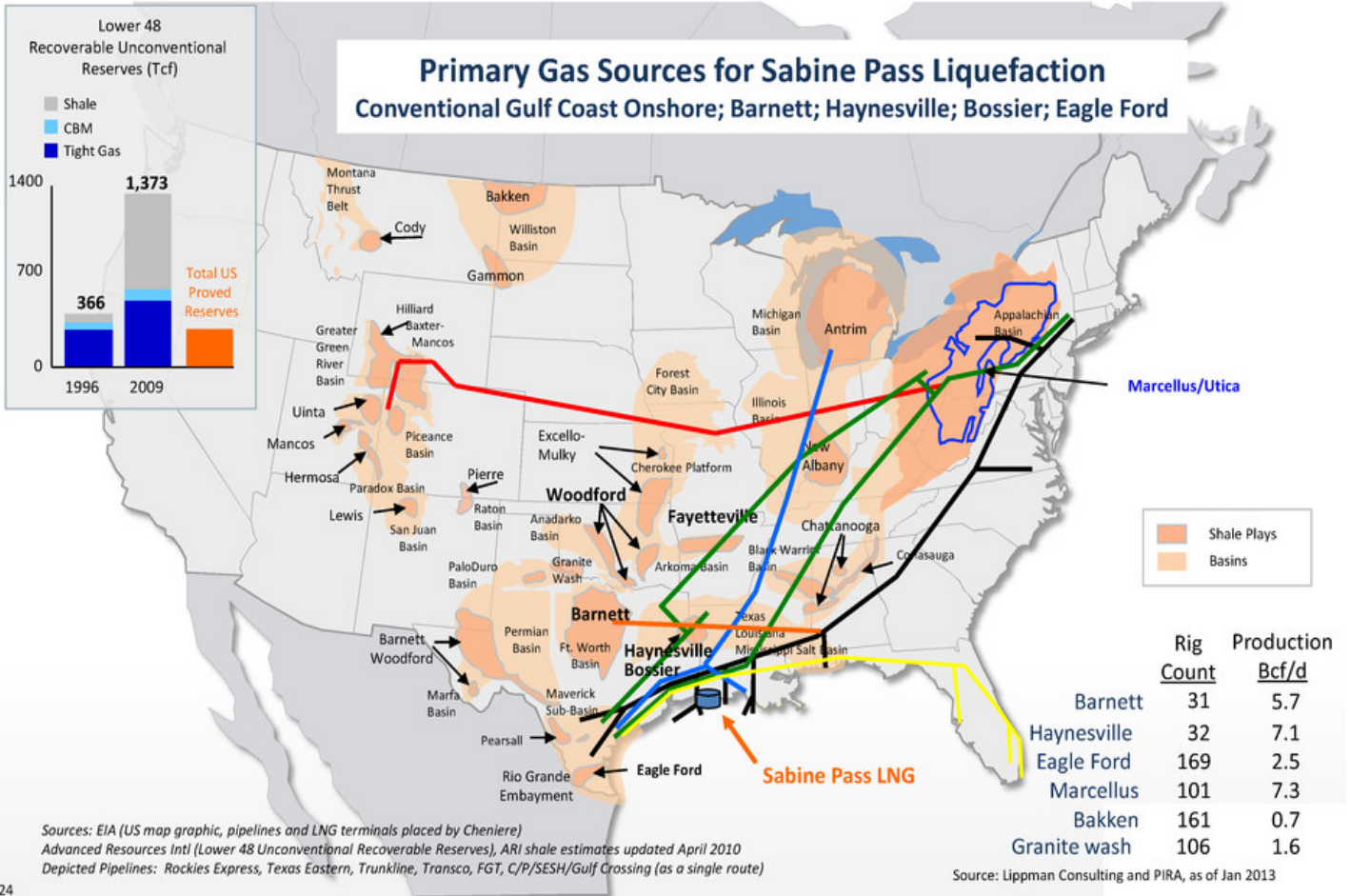
Source: Advanced Resource Intl; Cheniere Research.



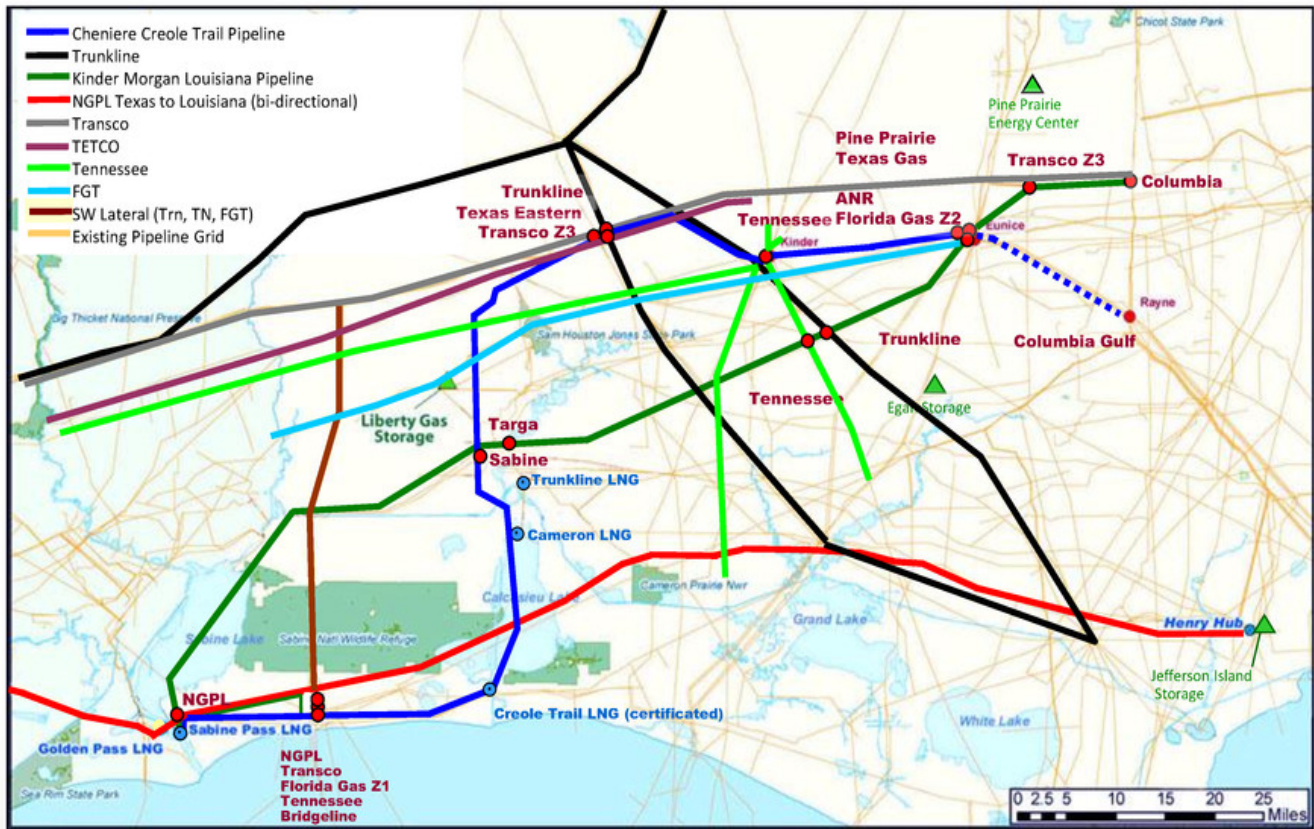
Source: DOE, Annual Energy Outlook 2008-2011.

- Current market fundamentals in the U.S. – increased production, increased natural gas reserves and lackluster increase in natural gas demand – have created an opportunity to expand into exports – benefitting U.S. economy, creating jobs and reducing balance of trade

# Strategically Located – Extensive Market Access to Gas

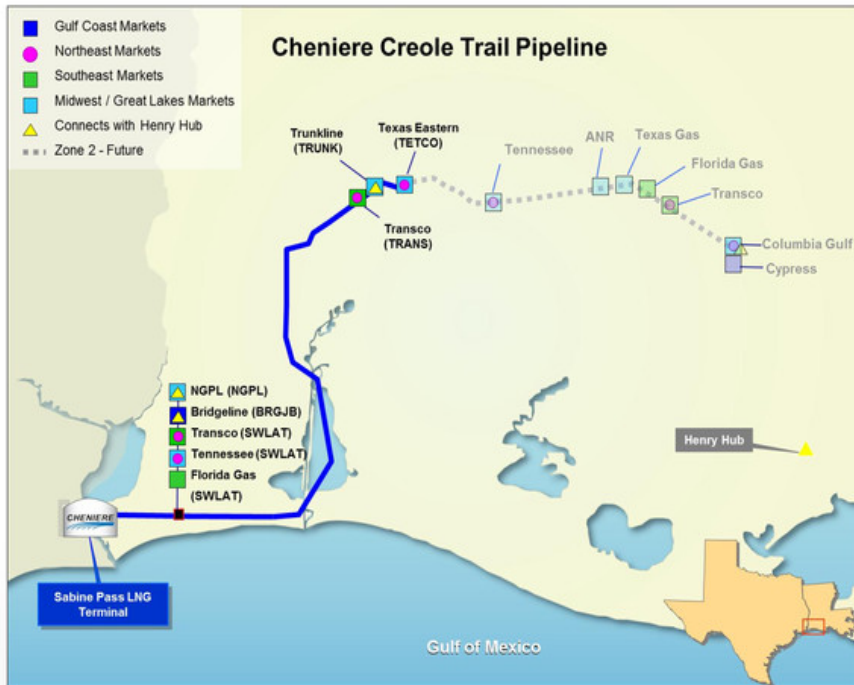


# Local Pipeline Interconnections



# Creole Trail Pipeline

- CTPL expected to be modified for bi-directional flow to source natural gas supply for SPL
- ~\$90MM of capex for ~\$65MM of annual EBITDA
- CQP expected to purchase CTPL in due course



## Current Facility

- Delivery from SPLNG: 2.0 Bcf/d
- Diameter: 42-inch; Length: 94 miles
- Interconnects: NGPL, Transco, TGPL, FGT, Bridgeline, Tetco, Trunkline



## Pipeline Modifications

- Reconfigure for bi-directional flow
- One new compressor station with three new units
- Two new meter stations
- Modify existing meter stations
- Est ~\$90MM capital cost
- Est delivery to SPLNG: 1.5 Bcf/d
- Est in-service: 4Q2014 – 4Q2015

# Contracted Capacity at SPLNG

## Third Party Terminal Use Agreements (TUAs)

Long-term, 20 year “take-or-pay” style commercial contracts

	 <b>TOTAL</b> Total Gas & Power N.A.	 <b>Chevron</b> Chevron U.S.A. Inc.
<b>Capacity</b>	1.0 Bcf/d	1.0 Bcf/d
<b>Fees <sup>(1)</sup></b>		
Reservation Fee <sup>(2)</sup>	\$0.28/MMBTU	\$0.28/MMBTU
Opex Fee <sup>(3)</sup>	\$0.04/MMBTU	\$0.04/MMBTU
<b>2011 Full-Year Payments</b>	\$124 million	\$129 million
<b>Term</b>	20 years	20 years
<b>Guarantor</b>	Total S.A.	Chevron Corp.
<b>Guarantor Credit Rating **</b>	Aa1/AA	Aa1/AA
<b>Payment Start Date</b>	April 1, 2009	July 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.

Note: Termination Conditions – (a) force majeure of 18 months or (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.

\*\*Ratings may be changed, suspended or withdrawn at anytime and are not a recommendation to buy, hold or sell any security.

## Pro Forma CQP Ownership

(in millions)	CEI	Blackstone	Public	Total
<b>Common units</b>	12.0	-	27.5	39.5
<b>Class B units</b>	33.3	100.0	-	133.3
<b>Subordinated units</b>	135.4	-	-	135.4
<b>General partner @ 2%</b>	6.3	-	-	6.3
	<u>187.0</u>	<u>100.0</u>	<u>27.5</u>	<u>314.5</u>
<b>Percent of total</b>	59.5%	31.8%	8.7%	100%
<b>Pro forma accretion YE2016</b>	50.5%	43.1%	6.4%	100%

- Reflects \$2B equity issuance of Class B units (fully funded by Blackstone and Cheniere)
- Class B units accrete 3.5% quarterly until convertible into common units
- Does not reflect estimated ~\$600MM additional equity for Trains 3-4

Note: The above represents 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" slide. Unit amounts are current units outstanding, including Blackstone's total investment of \$1.5B but excluding accretion of Class B Units.



# Condensed Balance Sheets

## As of December 31, 2012

(in millions)

	Cheniere Energy Partners, L.P.	Other Cheniere Energy, Inc. <sup>(1)</sup>	Consolidated Cheniere Energy, Inc. <sup>(2)</sup>
Unrestricted cash and equivalents	\$ -	\$ 202	\$ 202
Restricted cash and securities <sup>(3)</sup>	784	9	793
Accounts and interest receivable	-	3	3
Property, plant and equipment, net	2,705	577	3,282
Goodwill and other assets	259	100	359
<b>Total assets</b>	<b>\$ 3,748</b>	<b>\$ 891</b>	<b>\$ 4,639</b>
Deferred revenue and other liabilities	\$ 218	\$ (8)	\$ 210
Current & long-term debt <sup>(4)</sup>	2,167	-	2,167
Non-controlling interest	-	1,752	1,752
Capital (deficit)	1,363	(853)	510
<b>Total liabilities and deficit</b>	<b>\$ 3,748</b>	<b>\$ 891</b>	<b>\$ 4,639</b>

(1) Includes intercompany eliminations and reclassifications.

(2) For complete balance sheets, see the Cheniere Energy, Inc., Cheniere Energy Partners, L.P and Sabine Pass LNG, L.P. Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC.

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

(4) Includes related parties.

**CHENIERE**  




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