

CHENIERE ENERGY INC  
Form SC 13D/A  
December 06, 2010  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

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)

November 29, 2010  
(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

1 NAME OF REPORTING PERSON

Paulson & Co. Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) "

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) "

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

2,824,085

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,824,085

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,824,085

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

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

4.9%

14 TYPE OF REPORTING PERSON

IA

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)

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) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.0%

14 TYPE OF REPORTING PERSON  
 PN

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)

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) "

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

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0.0%

14 TYPE OF REPORTING PERSON

PN

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)

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) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.0%

14 TYPE OF REPORTING PERSON  
 CO

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)                              |                          |
| 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) |                          |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION  |                          |
|    | Cayman Islands  |                          |
| 7  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                       | SOLE VOTING POWER        |
| 8  |   | 0                        |
| 9  |   | SHARED VOTING POWER      |
|    |   | 12,386                   |
| 10 |   | SOLE DISPOSITIVE POWER   |
|    |   | 0                        |
|    |   | SHARED DISPOSITIVE POWER |
|    |   | 12,386                   |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            |                          |
|    | 12,386  |                          |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                   |                          |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                      |                          |
|    | Less than 0.1%  |                          |
| 14 | TYPE OF REPORTING PERSON  |                          |
|    | CO  |                          |

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)

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) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

|              |         |                          |
|--------------|---------|--------------------------|
| NUMBER OF    | 7       | SOLE VOTING POWER        |
| SHARES       |         |                          |
| BENEFICIALLY | 0       |                          |
| OWNED BY     | 8       | SHARED VOTING POWER      |
| EACH         |         |                          |
| REPORTING    | 717,444 |                          |
| PERSON WITH  | 9       | SOLE DISPOSITIVE POWER   |
|              |         |                          |
|              | 10      | SHARED DISPOSITIVE POWER |
|              |         |                          |
|              | 717,444 |                          |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 717,444

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 1.2%

14 TYPE OF REPORTING PERSON  
 CO



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)

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) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

|              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | 7         | SOLE VOTING POWER        |
| SHARES       |           |                          |
| BENEFICIALLY | 0         |                          |
| OWNED BY     | 8         | SHARED VOTING POWER      |
| EACH         |           |                          |
| REPORTING    | 2,018,580 |                          |
| PERSON WITH  | 9         | SOLE DISPOSITIVE POWER   |
|              |           |                          |
|              | 10        | 0                        |
|              |           | SHARED DISPOSITIVE POWER |
|              |           | 2,018,580                |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,018,580

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 3.5%

14 TYPE OF REPORTING PERSON  
 CO

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)

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) "

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

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0.0%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 16411R208

1 NAME OF REPORTING PERSON  
 John Paulson

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

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) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

|   |   |   |   |    |  |
|---|---|---|---|----|--|
| 7 | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 8 | 9 | 10 | 11   |
|   |   |   |   |    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON             |
|   |   |   |   |    | 2,824,085  |
|   |   |   |   |    | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN<br>SHARES |
|   |   |   |   |    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                       |
|   |   |   |   |    | 4.9%   |
|   |   |   |   |    | TYPE OF REPORTING PERSON   |
|   |   |   |   |    | IN   |

This Amendment No. 2 is filed with respect to the shares of the common stock, \$0.003 par value (the "Common Stock"), of Cheniere Energy, Inc, a Delaware corporation ("Issuer"), beneficially owned by the Reporting Persons (as defined below) as of December 6, 2010 and amends and supplements the Schedule 13D filed originally on October 27, 2008, as previously amended (collectively, the "Schedule 13D"). Except as set forth herein, the Schedule 13D is unmodified.

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

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

(a-b) Collectively, the Reporting Persons beneficially own 2,824,085 shares of Common Stock representing 4.9% of the outstanding shares of Common Stock.

##### I. Paulson Partners

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(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: 0 (See Note 1.)

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

(iv) Shared power to dispose or direct the disposition: 0 (See Note 1.)

##### II. Enhanced L.P.

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(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: 0 (See Note 1.)
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 0 (See Note 1.)

III. Paulson International

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (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: 0 (See Note 1.)
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 0 (See Note 1.)

IV. Advantage Select Ltd.

- (a) Amount beneficially owned: 12,386
- (b) Percent of class: Less than 0.1%
- (c) Number of Common Shares as to which Advantage Select Ltd. has:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 12,386 (See Note 1.)
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 12,386 (See Note 1.)

V. Advantage Master

- (a) Amount beneficially owned: 717,444
- (b) Percent of class: 1.2%
- (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: 717,444 (See Note 1.)
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 717,444 (See Note 1.)

VI. Advantage Plus Master

- (a) Amount beneficially owned: 2,018,580
- (b) Percent of class: 3.5%
- (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: 2,018,580 (See Note 1.)
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 2,018,580 (See Note 1.)

VII. Enhanced Ltd.

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (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: 0 (See Note 1.)
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 0 (See Note 1.)

VIII. Paulson's Separately Managed Accounts

- (a) Amount beneficially owned: 75,675
- (b) Percent of class: 0.1%
- (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: 75,675 (See Note 1.)
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 75,675 (See Note 1.)

Note 1: Each of 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 other than those previously reported on this Schedule 13D is attached as Appendix I.

(d). Not applicable.

(e). On December 6, 2010, the Reporting Persons ceased to beneficially own 5% of the Issuer's outstanding shares of Common Stock

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: December 6, 2010

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

Title: General Counsel &  
Chief Compliance Officer

PAULSON ADVANTAGE SELECT LTD.

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

By: /s/ 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

Title: General Counsel &  
Chief Compliance Officer

PAULSON ADVANTAGE PLUS MASTER LTD.

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

By: /s/ 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

Title: General Counsel &

Chief Compliance Officer

/s/ Stuart L. Merzer

Stuart L. Merzer, as Attorney-in-Fact

For 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. Transactions previously reported on this Schedule 13D have been excluded from the below. No other transactions with respect to securities of the Issuer were effected by the Reporting Persons within the past sixty days.

| Date       | Fund | Amount of Shs. Bought (Sold) | Approx. Price per Share (excl. of commissions) |
|------------|------|------------------------------|--|
| 11/26/2010 | 2    | (30,786)                     | \$6.3573                                       |
| 11/26/2010 | 1    | (24,061)                     | \$6.3573                                       |
| 11/26/2010 | 3    | (68,061)                     | \$6.3573                                       |
| 11/26/2010 | 7    | (191,557)                    | \$6.3573                                       |
| 11/26/2010 | 8    | (22,535)                     | \$6.3573                                       |
| 11/29/2010 | 2    | (29,728)                     | \$5.9978                                       |
| 11/29/2010 | 1    | (24,821)                     | \$5.9978                                       |
| 11/29/2010 | 3    | (70,248)                     | \$5.9978                                       |
| 11/29/2010 | 7    | (185,323)                    | \$5.9978                                       |
| 11/29/2010 | 8    | (21,880)                     | \$5.9978                                       |
| 12/01/2010 | 2    | (10,005)                     | \$5.9312                                       |
| 12/01/2010 | 1    | (8,290)                      | \$5.9312                                       |
| 12/01/2010 | 3    | (23,464)                     | \$5.9312                                       |
| 12/01/2010 | 7    | (62,382)                     | \$5.9312                                       |
| 12/01/2010 | 8    | (12,759)                     | \$5.9312                                       |
| 12/02/2010 | 2    | (9,126)                      | \$6.0101                                       |
| 12/02/2010 | 1    | (7,222)                      | \$6.0101                                       |
| 12/02/2010 | 3    | (20,848)                     | \$6.0101                                       |
| 12/02/2010 | 7    | (56,566)                     | \$6.0101                                       |
| 12/02/2010 | 8    | (6,238)                      | \$6.0101                                       |
| 12/03/2010 | 7    | (12,000)                     | \$5.9868                                       |
| 12/06/2010 | 2    | (43,184)                     | \$5.2477                                       |
| 12/06/2010 | 1    | (35,787)                     | \$5.2477                                       |
| 12/06/2010 | 3    | (100,827)                    | \$5.2477                                       |
| 12/06/2010 | 7    | (257,366)                    | \$5.2477                                       |
| 12/06/2010 | 8    | (50,836)                     | \$5.2477                                       |

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

