

## Section 1: 10-Q (10-Q)

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### Form 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 2013  
Or  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
(Commission File Number) 001-32410

 **Celanese**  
**CELANESE CORPORATION**

*(Exact Name of Registrant as Specified in its Charter)*

**Delaware**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**222 W. Las Colinas Blvd., Suite 900N**  
**Irving, TX**  
*(Address of Principal Executive Offices)*

**98-0420726**  
*(I.R.S. Employer  
Identification No.)*

**75039-5421**  
*(Zip Code)*

**(972) 443-4000**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of outstanding shares of the registrant's Series A common stock, \$0.0001 par value, as of July 15, 2013 was 159,575,223.

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CELANESE CORPORATION AND SUBSIDIARIES

Form 10-Q  
For the Quarterly Period Ended June 30, 2013

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Item 1. Financial Statements

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS**

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
		As Adjusted (Note 1)		As Adjusted (Note 1)
	(In \$ millions, except share and per share data)			
Net sales	1,653	1,675	3,258	3,308
Cost of sales	(1,334)	(1,340)	(2,606)	(2,699)
Gross profit	319	335	652	609
Selling, general and administrative expenses	(113)	(115)	(219)	(241)
Amortization of intangible assets	(9)	(13)	(20)	(26)
Research and development expenses	(23)	(25)	(49)	(50)
Other (charges) gains, net	(3)	(3)	(7)	(3)
Foreign exchange gain (loss), net	(2)	(1)	(3)	—
Gain (loss) on disposition of businesses and assets, net	—	—	(1)	—
Operating profit (loss)	169	178	353	289
Equity in net earnings (loss) of affiliates	55	62	109	113
Interest expense	(44)	(45)	(87)	(90)
Refinancing expense	—	—	—	—
Interest income	1	—	1	1
Dividend income - cost investments	23	84	47	84
Other income (expense), net	4	(1)	3	1
Earnings (loss) from continuing operations before tax	208	278	426	398
Income tax (provision) benefit	(75)	(57)	(152)	16
Earnings (loss) from continuing operations	133	221	274	414
Earnings (loss) from operation of discontinued operations	—	—	2	—
Gain (loss) on disposition of discontinued operations	—	—	—	—
Income tax (provision) benefit from discontinued operations	—	—	(1)	—
Earnings (loss) from discontinued operations	—	—	1	—
Net earnings (loss)	133	221	275	414
Net (earnings) loss attributable to noncontrolling interests	—	—	—	—
Net earnings (loss) attributable to Celanese Corporation	133	221	275	414
Amounts attributable to Celanese Corporation				
Earnings (loss) from continuing operations	133	221	274	414
Earnings (loss) from discontinued operations	—	—	1	—
Net earnings (loss)	133	221	275	414
Earnings (loss) per common share - basic				
Continuing operations	0.83	1.40	1.71	2.63
Discontinued operations	—	—	0.01	—
Net earnings (loss) - basic	0.83	1.40	1.72	2.63
Earnings (loss) per common share - diluted				
Continuing operations	0.83	1.38	1.71	2.60
Discontinued operations	—	—	0.01	—
Net earnings (loss) - diluted	0.83	1.38	1.72	2.60
Weighted average shares - basic	159,676,462	158,163,378	159,679,408	157,370,137
Weighted average shares - diluted	160,142,156	159,778,255	160,138,959	159,446,743

See the accompanying notes to the unaudited interim consolidated financial statements.

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF**  
**COMPREHENSIVE INCOME (LOSS)**

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
		As Adjusted (Note 1)		As Adjusted (Note 1)
	(In \$ millions)			
Net earnings (loss)	133	221	275	414
Other comprehensive income (loss), net of tax				
Unrealized gain (loss) on marketable securities	—	—	—	—
Foreign currency translation	26	(50)	(5)	(24)
Gain (loss) on interest rate swaps	2	—	3	1
Pension and postretirement benefits	—	(2)	—	(6)
Total other comprehensive income (loss), net of tax	28	(52)	(2)	(29)
Total comprehensive income (loss), net of tax	161	169	273	385
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	—
Comprehensive income (loss) attributable to Celanese Corporation	161	169	273	385

See the accompanying notes to the unaudited interim consolidated financial statements.

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED BALANCE SHEETS**

	As of June 30, 2013	As of December 31, 2012
		As Adjusted ( <a href="#">Note 1</a> )
	(In \$ millions, except share data)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	1,107	959
Trade receivables - third party and affiliates (net of allowance for doubtful accounts - 2013: \$11; 2012: \$9)	929	827
Non-trade receivables, net	280	209
Inventories	738	711
Deferred income taxes	50	49
Marketable securities, at fair value	45	53
Other assets	31	31
Total current assets	3,180	2,839
Investments in affiliates	808	800
Property, plant and equipment (net of accumulated depreciation - 2013: \$1,610; 2012: \$1,506)	3,325	3,350
Deferred income taxes	602	606
Other assets	483	463
Goodwill	772	777
Intangible assets, net	152	165
Total assets	9,322	9,000
<b>LIABILITIES AND EQUITY</b>		
Current Liabilities		
Short-term borrowings and current installments of long-term debt - third party and affiliates	224	168
Trade payables - third party and affiliates	716	649
Other liabilities	439	475
Deferred income taxes	25	25
Income taxes payable	140	38
Total current liabilities	1,544	1,355
Long-term debt	2,860	2,930
Deferred income taxes	47	50
Uncertain tax positions	184	181
Benefit obligations	1,560	1,602
Other liabilities	1,142	1,152
Commitments and Contingencies		
Stockholders' Equity		
Preferred stock, \$0.01 par value, 100,000,000 shares authorized (2013 and 2012: 0 issued and outstanding)	—	—
Series A common stock, \$0.0001 par value, 400,000,000 shares authorized (2013: 183,721,278 issued and 159,590,729 outstanding; 2012: 183,629,237 issued and 159,642,401 outstanding)	—	—
Series B common stock, \$0.0001 par value, 100,000,000 shares authorized (2013 and 2012: 0 issued and outstanding)	—	—
Treasury stock, at cost (2013: 24,130,549 shares; 2012: 23,986,836 shares)	(911)	(905)
Additional paid-in capital	745	731
Retained earnings	2,242	1,993
Accumulated other comprehensive income (loss), net	(91)	(89)
Total Celanese Corporation stockholders' equity	1,985	1,730
Noncontrolling interests	—	—
Total equity	1,985	1,730
Total liabilities and equity	9,322	9,000

See the accompanying notes to the unaudited interim consolidated financial statements.

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATED STATEMENT OF EQUITY**

	Six Months Ended June 30, 2013	
	Shares	Amount As Adjusted (Note 1)
	(In \$ millions, except share data)	
<b>Series A Common Stock</b>		
Balance as of the beginning of the period	159,642,401	—
Stock option exercises	80,669	—
Purchases of treasury stock	(143,713)	—
Stock awards	11,372	—
Balance as of the end of the period	159,590,729	—
<b>Treasury Stock</b>		
Balance as of the beginning of the period	23,986,836	(905)
Purchases of treasury stock, including related fees	143,713	(6)
Balance as of the end of the period	24,130,549	(911)
<b>Additional Paid-In Capital</b>		
Balance as of the beginning of the period		731
Stock-based compensation, net of tax		11
Stock option exercises, net of tax		3
Balance as of the end of the period		745
<b>Retained Earnings</b>		
Balance as of the beginning of the period		1,993
Net earnings (loss) attributable to Celanese Corporation		275
Series A common stock dividends		(26)
Balance as of the end of the period		2,242
<b>Accumulated Other Comprehensive Income (Loss), Net</b>		
Balance as of the beginning of the period		(89)
Other comprehensive income (loss), net of tax		(2)
Balance as of the end of the period		(91)
Total Celanese Corporation stockholders' equity		1,985
<b>Noncontrolling Interests</b>		
Balance as of the beginning of the period		—
Net earnings (loss) attributable to noncontrolling interests		—
Balance as of the end of the period		—
Total equity		1,985

See the accompanying notes to the unaudited interim consolidated financial statements.

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Six Months Ended June 30,	
	2013	2012 As Adjusted (Note 1)
	(In \$ millions)	
<b>Operating Activities</b>		
Net earnings (loss)	275	414
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities		
Other charges (gains), net of amounts used	(9)	(6)
Depreciation, amortization and accretion	158	155
Pension and postretirement benefit expense	(10)	5
Pension and postretirement contributions	(33)	(105)
Deferred income taxes, net	(6)	(110)
(Gain) loss on disposition of businesses and assets, net	1	—
Refinancing expense	—	—
Other, net	—	92
Operating cash provided by (used in) discontinued operations	(5)	1
Changes in operating assets and liabilities		
Trade receivables - third party and affiliates, net	(104)	(96)
Inventories	(29)	(24)
Other assets	(55)	26
Trade payables - third party and affiliates	72	61
Other liabilities	121	(11)
Net cash provided by (used in) operating activities	376	402
<b>Investing Activities</b>		
Capital expenditures on property, plant and equipment	(149)	(183)
Acquisitions, net of cash acquired	—	(23)
Proceeds from sale of businesses and assets, net	12	1
Capital expenditures related to Kelsterbach plant relocation	(6)	(35)
Other, net	(34)	(43)
Net cash provided by (used in) investing activities	(177)	(283)
<b>Financing Activities</b>		
Short-term borrowings (repayments), net	(11)	(14)
Proceeds from short-term debt	27	24
Repayments of short-term debt	(24)	(24)
Proceeds from long-term debt	50	—
Repayments of long-term debt	(62)	(19)
Purchases of treasury stock, including related fees	(6)	(28)
Stock option exercises	3	55
Series A common stock dividends	(26)	(19)
Other, net	—	29
Net cash provided by (used in) financing activities	(49)	4
Exchange rate effects on cash and cash equivalents		
Net increase (decrease) in cash and cash equivalents	148	118
Cash and cash equivalents as of beginning of period	959	682
Cash and cash equivalents as of end of period	1,107	800

See the accompanying notes to the unaudited interim consolidated financial statements.

**CELANESE CORPORATION AND SUBSIDIARIES**  
**NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**1. Description of the Company and Basis of Presentation**

***Description of the Company***

Celanese Corporation and its subsidiaries (collectively, the "Company") is a global technology and specialty materials company. The Company's business involves processing chemical raw materials, such as methanol, carbon monoxide and ethylene, and natural products, including wood pulp, into value-added chemicals, thermoplastic polymers and other chemical-based products.

***Definitions***

In this Quarterly Report, the term "Celanese" refers to Celanese Corporation, a Delaware corporation, and not its subsidiaries. The term "Celanese US" refers to the Company's subsidiary, Celanese US Holdings LLC, a Delaware limited liability company, and not its subsidiaries.

***Basis of Presentation***

The unaudited interim consolidated financial statements for the three and six months ended June 30, 2013 and 2012 contained in this Quarterly Report on Form 10-Q ("Quarterly Report") were prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for all periods presented. The unaudited interim consolidated financial statements and other financial information included in this Quarterly Report, unless otherwise specified, have been presented to separately show the effects of discontinued operations.

In the opinion of management, the accompanying unaudited consolidated balance sheets and related unaudited interim consolidated statements of operations, comprehensive income (loss), cash flows and equity include all adjustments, consisting only of normal recurring items necessary for their fair presentation in conformity with US GAAP. Certain information and footnote disclosures normally included in financial statements prepared in accordance with US GAAP have been condensed or omitted in accordance with rules and regulations of the Securities and Exchange Commission ("SEC"). These unaudited interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements as of and for the year ended December 31, 2012, originally filed on February 8, 2013 with the SEC as part of the Company's Annual Report on Form 10-K and updated to incorporate the effect of changes in the Company's pension accounting policy, filed on April 26, 2013 with the SEC as Exhibit 99.3 to a Current Report on Form 8-K.

Operating results for the three and six months ended June 30, 2013 are not necessarily indicative of the results to be expected for the entire year.

In the ordinary course of business, the Company enters into contracts and agreements relative to a number of topics, including acquisitions, dispositions, joint ventures, supply agreements, product sales and other arrangements. The Company endeavors to describe those contracts or agreements that are material to its business, results of operations or financial position. The Company may also describe some arrangements that are not material but in which the Company believes investors may have an interest or which may have been included in a Form 8-K filing. Investors should not assume the Company has described all contracts and agreements relative to the Company's business in this Quarterly Report.

For those consolidated subsidiaries in which the Company's ownership is less than 100%, the outside stockholders' interests are shown as noncontrolling interests.

The Company has reclassified certain prior period amounts to conform to the current period's presentation.

***Estimates and Assumptions***

The preparation of unaudited interim consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the unaudited interim consolidated financial statements and the reported amounts of revenues, expenses and allocated charges during the reporting period. Significant estimates pertain to impairments of goodwill, intangible assets and other long-lived assets, purchase price allocations, restructuring costs and other (charges) gains, net, income taxes, pension and other postretirement benefits, asset retirement obligations, environmental liabilities and loss contingencies, among others. Actual results could differ from those estimates.



***Change in accounting policy regarding pension and other postretirement benefits***

Effective January 1, 2013, the Company elected to change its accounting policy for recognizing actuarial gains and losses and changes in the fair value of plan assets for its defined benefit pension plans and other postretirement benefit plans. Previously, the Company recognized the actuarial gains and losses as a component of Accumulated other comprehensive income (loss), net within the consolidated balance sheets on an annual basis and amortized the gains and losses into operating results over the average remaining service period to retirement date for active plan participants or, for retired participants, the average remaining life expectancy. For defined benefit pension plans, the unrecognized gains and losses were amortized when the net gains and losses exceeded 10% of the greater of the market-related value of plan assets or the projected benefit obligation at the beginning of the year. For other postretirement benefits, amortization occurred when the net gains and losses exceeded 10% of the accumulated postretirement benefit obligation at the beginning of the year.

Previously, differences between the actual rate of return on plan assets and the long-term expected rate of return on plan assets were not generally recognized in net periodic benefit cost in the year that the difference occurred. These differences were deferred and amortized into net periodic benefit cost over the average remaining future service period of employees. The asset gains and losses subject to amortization and the long-term expected return on plan assets were previously calculated using a five-year smoothing of asset gains and losses referred to as the market-related value to stabilize variability in the plan asset values.

The Company now applies the long-term expected rate of return to the fair value of plan assets and immediately recognizes the change in fair value of plan assets and net actuarial gains and losses annually in the fourth quarter of each fiscal year and whenever a plan is required to be remeasured. Events requiring a plan remeasurement will be recognized in the quarter in which such remeasurement event occurs. The remaining components of the Company's net periodic benefit cost are recorded on a quarterly basis. While the Company's historical policy of recognizing the change in fair value of plan assets and net actuarial gains and losses is considered acceptable under US GAAP, the Company believes the new policy is preferable as it eliminates the delay in recognizing gains and losses within operating results. This change improves transparency within the Company's operating results by immediately recognizing the effects of economic and interest rate trends on plan investments and assumptions in the year these gains and losses are actually incurred. The policy changes have no impact on future pension and postretirement benefit plan funding or pension and postretirement benefits paid to participants. Financial information for all periods presented has been retrospectively adjusted.

In connection with the changes in accounting policy for pension and other postretirement benefits and in an attempt to properly match the actual operational expenses each business segment is incurring, the Company changed its allocation of net periodic benefit cost. Previously, the Company allocated all components of net periodic benefit cost to each business segment on a ratable basis. The Company now allocates only the service cost and amortization of prior service cost components of its pension and postretirement plans to its business segments. All other components of net periodic benefit cost are recorded to Other Activities. The components of net periodic benefit cost that are no longer allocated to each business segment include interest cost, expected return on assets and net actuarial gains and losses as these components are considered financing activities managed at the corporate level. The Company believes the revised expense allocation more appropriately matches the cost incurred for active employees to the respective business segment. Business segment information for prior periods has been retrospectively adjusted ([Note 18](#)).

The retrospective effect of the change in accounting policy for pension and other postretirement benefits to the consolidated statement of operations is as follows:

<b>Three Months Ended June 30, 2012</b>			
	<b>As Previously Reported</b>	<b>Effect of Change</b>	<b>As Adjusted</b>
<b>(In \$ millions, except per share data)</b>			
Cost of sales	(1,344)	4	(1,340)
Gross profit	331	4	335
Selling, general and administrative expenses	(124)	9	(115)
Research and development expenses	(26)	1	(25)
Operating profit (loss)	164	14	178
Earnings (loss) from continuing operations before tax	264	14	278
Income tax (provision) benefit	(54)	(3)	(57)
Earnings (loss) from continuing operations	210	11	221
Net earnings (loss)	210	11	221
Net earnings (loss) attributable to Celanese Corporation	210	11	221
Earnings (loss) per common share - basic			
Continuing operations	1.33	0.07	1.40
Discontinued operations	—	—	—
Net earnings (loss) - basic	1.33	0.07	1.40
Earnings (loss) per common share - diluted			
Continuing operations	1.31	0.07	1.38
Discontinued operations	—	—	—
Net earnings (loss) - diluted	1.31	0.07	1.38

<b>Six Months Ended June 30, 2012</b>			
	<b>As Previously Reported</b>	<b>Effect of Change</b>	<b>As Adjusted</b>
<b>(In \$ millions, except per share data)</b>			
Cost of sales	(2,707)	8	(2,699)
Gross profit	601	8	609
Selling, general and administrative expenses	(258)	17	(241)
Research and development expenses	(52)	2	(50)
Operating profit (loss)	262	27	289
Earnings (loss) from continuing operations before tax	371	27	398
Income tax (provision) benefit	22	(6)	16
Earnings (loss) from continuing operations	393	21	414
Net earnings (loss)	393	21	414
Net earnings (loss) attributable to Celanese Corporation	393	21	414
Earnings (loss) per common share - basic			
Continuing operations	2.50	0.13	2.63
Discontinued operations	—	—	—
Net earnings (loss) - basic	2.50	0.13	2.63
Earnings (loss) per common share - diluted			
Continuing operations	2.47	0.13	2.60
Discontinued operations	—	—	—
Net earnings (loss) - diluted	2.47	0.13	2.60

The retrospective effect of the change in accounting policy for pension and other postretirement benefits to the consolidated statement of comprehensive income (loss) is as follows:

	<b>Three Months Ended June 30, 2012</b>		
	<b>As Previously Reported</b>	<b>Effect of Change</b>	<b>As Adjusted</b>
	(In \$ millions)		
Net earnings (loss)	210	11	221
Pension and postretirement benefits	9	(11)	(2)
Total other comprehensive income (loss), net of tax	(41)	(11)	(52)
Total comprehensive income (loss), net of tax	169	—	169
Comprehensive (income) loss attributable to Celanese Corporation	169	—	169

	<b>Six Months Ended June 30, 2012</b>		
	<b>As Previously Reported</b>	<b>Effect of Change</b>	<b>As Adjusted</b>
	(In \$ millions)		
Net earnings (loss)	393	21	414
Pension and postretirement benefits	15	(21)	(6)
Total other comprehensive income (loss), net of tax	(8)	(21)	(29)
Total comprehensive income (loss), net of tax	385	—	385
Comprehensive (income) loss attributable to Celanese Corporation	385	—	385

The retrospective effect of the change in accounting policy for pension and other postretirement benefits to the consolidated balance sheet is as follows:

	<b>As of December 31, 2012</b>		
	<b>As Previously Reported</b>	<b>Effect of Change</b>	<b>As Adjusted</b>
	(In \$ millions)		
Retained earnings	2,986	(993)	1,993
Accumulated other comprehensive income (loss), net	(1,082)	993	(89)

The cumulative effect of the change in accounting policy for pension and other postretirement benefits on Retained earnings as of December 31, 2011 was a decrease of \$760 million, with an equivalent increase to Accumulated other comprehensive income.

The retrospective effect of the change in accounting policy for pension and other postretirement benefits to operating activities in the consolidated statement of cash flows is as follows:

	<b>Six Months Ended June 30, 2012</b>		
	<b>As Previously Reported</b>	<b>Effect of Change</b>	<b>As Adjusted</b>
	(In \$ millions)		
Net earnings (loss)	393	21	414
Pension and postretirement benefit expense	—	5	5
Pension and postretirement contributions	—	(105)	(105)
Deferred income taxes, net	(116)	6	(110)
Other liabilities	(84)	73	(11)

The retrospective effect of the change in accounting policy for pension and other postretirement benefits to the business segment financial information ([Note 18](#)) is as follows:

	Three Months Ended June 30, 2012		
	As Previously Reported	Effect of Change	As Adjusted
	(In \$ millions)		
<b>Operating Profit (Loss)</b>			
Advanced Engineered Materials	21	2	23
Consumer Specialties	75	2	77
Industrial Specialties	34	1	35
Acetyl Intermediates	77	1	78
Other Activities	(43)	8	(35)
Total	164	14	178

	Six Months Ended June 30, 2012		
	As Previously Reported	Effect of Change	As Adjusted
	(In \$ millions)		
<b>Operating Profit (Loss)</b>			
Advanced Engineered Materials	42	5	47
Consumer Specialties	114	3	117
Industrial Specialties	53	2	55
Acetyl Intermediates	137	3	140
Other Activities	(84)	14	(70)
Total	262	27	289

## 2. Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11, *Presentation of Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, an amendment to FASB Accounting Standards Codification ("ASC") Topic 740, *Income Taxes* ("FASB ASC Topic 740"). This update clarifies that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax position is disallowed. In situations where a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction or the tax law of the jurisdiction does not require, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. This ASU is effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013. Retrospective application is permitted. The Company will comply with the presentation requirements of this ASU for the quarter ending March 31, 2014.

In July 2013, the FASB issued ASU 2013-10, *Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes*, an amendment to FASB ASC Topic 815, *Derivatives and Hedging* ("FASB ASC Topic 815"). The update permits the use of the Fed Funds Effective Swap Rate to be used as a US benchmark interest rate for hedge accounting purposes under FASB ASC Topic 815, in addition to the interest rates on direct Treasury obligations of the US government ("UST") and the London Interbank Offered Rate ("LIBOR"). The update also removes the restriction on using different benchmark rates for similar hedges. This ASU is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The Company does not expect the impact of adopting this ASU to be material to the Company's financial position, results of operations or cash flows.

In March 2013, the FASB issued ASU 2013-05, *Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity*, an amendment to FASB ASC Topic 830, *Foreign Currency Matters* ("FASB ASC Topic 830"). The update clarifies that complete or substantially complete liquidation of a foreign entity is required to release the cumulative translation adjustment ("CTA") for

transactions occurring within a foreign entity. However, transactions impacting investments in a foreign entity may result in a full or partial release of CTA even though complete or substantially complete liquidation of the foreign entity has not occurred. Furthermore, for transactions involving step acquisitions, the CTA associated with the previous equity-method investment will be fully released when control is obtained and consolidation occurs. This ASU is effective for fiscal years beginning after December 15, 2013. The Company will apply the guidance prospectively to derecognition events occurring after the effective date.

In February 2013, the FASB issued ASU 2013-04, *Obligations Resulting From Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date*, an amendment to FASB ASC Topic 405, *Liabilities* ("FASB ASC Topic 405"). The update requires an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed as of the reporting date as the sum of the obligation the entity agreed to pay among its co-obligors and any additional amount the entity expects to pay on behalf of its co-obligors. This ASU is effective for annual and interim periods beginning after December 15, 2013 and is required to be applied retrospectively to all prior periods presented for those obligations that existed upon adoption of the ASU. The Company is currently assessing the potential impact of adopting this guidance.

### **3. Acquisitions, Dispositions, Ventures and Plant Closures**

#### ***Acquisitions***

In January 2012, the Company completed the acquisition of certain assets from Ashland Inc., including two product lines, Vinac<sup>®</sup> and Flexbond<sup>®</sup>, to support the strategic growth of the Company's Emulsions business. The acquired operations are included in the Industrial Specialties segment. Pro forma financial information since the acquisition date has not been provided as the acquisition did not have a material impact on the Company's financial information.

The Company allocated the purchase price of the acquisitions to identifiable intangible assets acquired based on their estimated fair values. The excess of purchase price over the aggregate fair values was recorded as goodwill. Intangible assets were valued using the relief from royalty and discounted cash flow methodologies which are considered Level 3 measurements under FASB ASC Topic 820, *Fair Value Measurement* ("FASB ASC Topic 820"). The relief from royalty method estimates the Company's theoretical royalty savings from ownership of the intangible asset. Key assumptions used in this model include discount rates, royalty rates, growth rates, sales projections and terminal value rates, all of which require significant management judgment and, therefore, are susceptible to change. The key assumptions used in the discounted cash flow valuation model include discount rates, growth rates, cash flow projections and terminal value rates. Discount rates, growth rates and cash flow projections are the most sensitive and susceptible to change as they require significant management judgment. The Company, with the assistance of third-party valuation consultants, calculated the fair value of the intangible assets acquired to allocate the purchase price at the acquisition date.

#### ***Ventures***

On May 15, 2013, the Company and Mitsui & Co., Ltd., of Tokyo, Japan, announced they had signed an agreement to establish a joint venture for the production of methanol at the Company's integrated chemical plant in Clear Lake, Texas. The planned methanol unit will utilize natural gas in the US Gulf Coast region as a feedstock and will benefit from the existing infrastructure at the Company's Clear Lake facility. The planned methanol facility will have an annual capacity of 1.3 million tons and is expected to begin operations in mid-2015.

#### 4. Marketable Securities, at Fair Value

The Company's nonqualified trusts hold available-for-sale securities for funding requirements.

The amortized cost, gross unrealized gain, gross unrealized loss and fair values for available-for-sale securities by major security type are as follows:

	As of June 30, 2013	As of December 31, 2012
(In \$ millions)		
<b>Mutual Funds</b>		
Amortized cost	45	53
Gross unrealized gain	—	—
Gross unrealized loss	—	—
Fair value	45	53

See [Note 16, Fair Value Measurements](#), for additional information regarding the fair value of the Company's marketable securities.

#### 5. Inventories

	As of June 30, 2013	As of December 31, 2012
(In \$ millions)		
Finished goods	551	514
Work-in-process	51	42
Raw materials and supplies	136	155
Total	738	711

#### 6. Goodwill and Intangible Assets, Net

##### Goodwill

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates	Total
(In \$ millions)					
<b>As of December 31, 2012</b>					
Goodwill	297	249	42	189	777
Accumulated impairment losses	—	—	—	—	—
Net book value	297	249	42	189	777
Exchange rate changes	(1)	(2)	—	(2)	(5)
<b>As of June 30, 2013</b>					
Goodwill	296	247	42	187	772
Accumulated impairment losses	—	—	—	—	—
Net book value	296	247	42	187	772

**Intangible Assets, Net**

Finite-lived intangibles are as follows:

	Licenses	Customer- Related Intangible Assets	Developed Technology	Covenants Not to Compete and Other	Total
	(In \$ millions)				
<b>Gross Asset Value</b>					
As of December 31, 2012	32	525	30	32	619
Acquisitions	—	—	—	8	8 <sup>(1)</sup>
Exchange rate changes	—	(3)	—	—	(3)
As of June 30, 2013	32	522	30	40	624
<b>Accumulated Amortization</b>					
As of December 31, 2012	(16)	(480)	(17)	(23)	(536)
Amortization	(2)	(15)	(2)	(1)	(20)
Exchange rate changes	—	3	—	—	3
As of June 30, 2013	(18)	(492)	(19)	(24)	(553)
Net book value	14	30	11	16	71

<sup>(1)</sup> Weighted average amortization period is 29 years.

Indefinite-lived intangibles are as follows:

	Trademarks and Trade Names
	(In \$ millions)
As of December 31, 2012	82
Acquisitions	—
Exchange rate changes	(1)
As of June 30, 2013	81

The Company's trademarks and trade names have an indefinite life. For the six months ended June 30, 2013, the Company did not renew or extend any intangible assets.

Estimated amortization expense for the succeeding five fiscal years is as follows:

	(In \$ millions)
2014	21
2015	10
2016	8
2017	7
2018	4

## 7. Current Other Liabilities

	As of June 30, 2013	As of December 31, 2012
	(In \$ millions)	
Salaries and benefits	77	74
Environmental ( <a href="#">Note 11</a> )	20	21
Restructuring ( <a href="#">Note 13</a> )	20	30
Insurance	13	15
Asset retirement obligations	27	38
Derivatives ( <a href="#">Note 15</a> )	17	23
Current portion of benefit obligations	47	47
Interest	26	23
Sales and use tax/foreign withholding tax payable	20	17
Uncertain tax positions	61	65
Customer rebates	37	44
Other	74	78
Total	439	475

## 8. Noncurrent Other Liabilities

	As of June 30, 2013	As of December 31, 2012
	(In \$ millions)	
Environmental ( <a href="#">Note 11</a> )	73	78
Insurance	61	58
Deferred revenue	34	36
Deferred proceeds <sup>(1)</sup>	901	909
Asset retirement obligations	23	26
Derivatives ( <a href="#">Note 15</a> )	2	8
Income taxes payable	2	2
Other	46	35
Total	1,142	1,152

<sup>(1)</sup> Primarily relates to proceeds received from the Frankfurt, Germany Airport as part of a settlement for the Company to cease operations and sell its Kelsterbach, Germany manufacturing site, included in the Advanced Engineered Materials segment. Such proceeds will be deferred until the land and buildings transfer to the Frankfurt, Germany Airport ([Note 20](#)).

## 9. Debt

	As of June 30, 2013	As of December 31, 2012
	(In \$ millions)	
<b>Short-Term Borrowings and Current Installments of Long-Term Debt - Third Party and Affiliates</b>		
Current installments of long-term debt	123	60
Short-term borrowings, including amounts due to affiliates	101	108
Total	224	168



The Company's weighted average interest rate on short-term borrowings, including amounts due to affiliates, was 4.3% as of June 30, 2013 compared to 4.0% as of December 31, 2012.

	As of June 30, 2013	As of December 31, 2012
(In \$ millions)		
<b>Long-Term Debt</b>		
Senior credit facilities - Term C loan due 2016	970	977
Senior unsecured notes due 2018, interest rate of 6.625%	600	600
Senior unsecured notes due 2021, interest rate of 5.875%	400	400
Senior unsecured notes due 2022, interest rate of 4.625%	500	500
Credit-linked revolving facility due 2014, interest rate of 1.7%	100	50
Pollution control and industrial revenue bonds, interest rates ranging from 5.7% to 6.7%, due at various dates through 2030	169	182
Obligations under capital leases due at various dates through 2054	244	244
Other bank obligations	—	37
Subtotal	2,983	2,990
Current installments of long-term debt	(123)	(60)
Total	2,860	2,930

#### Senior Notes

In November 2012, Celanese US completed an offering of \$500 million in aggregate principal amount of 4.625% senior unsecured notes due 2022 (the "4.625% Notes") in a public offering registered under the Securities Act of 1933, as amended (the "Securities Act"). The 4.625% Notes are guaranteed on a senior unsecured basis by Celanese and each of the domestic subsidiaries of Celanese US that guarantee its obligations under its senior secured credit facilities (the "Subsidiary Guarantors").

The 4.625% Notes were issued under an indenture, dated May 6, 2011, as amended by a second supplemental indenture, dated November 13, 2012 (the "Second Supplemental Indenture"), among Celanese US, Celanese, the Subsidiary Guarantors and Wells Fargo Bank, National Association, as trustee. Celanese US will pay interest on the 4.625% Notes on March 15 and September 15 of each year which commenced on March 15, 2013. Prior to November 15, 2022, Celanese US may redeem some or all of the 4.625% Notes at a redemption price of 100% of the principal amount, plus a "make-whole" premium as specified in the Second Supplemental Indenture, plus accrued and unpaid interest, if any, to the redemption date. The 4.625% Notes are senior unsecured obligations of Celanese US and rank equally in right of payment with all other unsubordinated indebtedness of Celanese US.

In May 2011, Celanese US completed an offering of \$400 million in aggregate principal amount of 5.875% senior unsecured notes due 2021 (the "5.875% Notes") in a public offering registered under the Securities Act. The 5.875% Notes are guaranteed on a senior unsecured basis by Celanese and the Subsidiary Guarantors.

The 5.875% Notes were issued under an indenture and a first supplemental indenture, each dated May 6, 2011 (the "First Supplemental Indenture"), among Celanese US, Celanese, the Subsidiary Guarantors and Wells Fargo Bank, National Association, as trustee. Celanese US pays interest on the 5.875% Notes on June 15 and December 15 of each year which commenced on December 15, 2011. Prior to June 15, 2021, Celanese US may redeem some or all of the 5.875% Notes at a redemption price of 100% of the principal amount, plus a "make-whole" premium as specified in the First Supplemental Indenture, plus accrued and unpaid interest, if any, to the redemption date. The 5.875% Notes are senior unsecured obligations of Celanese US and rank equally in right of payment with all other unsubordinated indebtedness of Celanese US.

In September 2010, Celanese US completed the private placement of \$600 million in aggregate principal amount of 6.625% senior unsecured notes due 2018 (the "6.625% Notes" and, together with the 4.625% Notes and the 5.875% Notes, collectively the "Senior Notes") under an indenture dated September 24, 2010 (the "Indenture") among Celanese US, Celanese, the Subsidiary Guarantors and Wells Fargo Bank, National Association, as trustee. In April 2011, Celanese US registered the 6.625% Notes under the Securities Act. Celanese US pays interest on the 6.625% Notes on April 15 and October 15 of each year which commenced on April 15, 2011. The 6.625% Notes are redeemable, in whole or in part, at any time on or after October 15, 2014 at the redemption prices specified in the Indenture. Prior to October 15, 2014, Celanese US may redeem

some or all of the 6.625% Notes at a redemption price of 100% of the principal amount, plus a "make-whole" premium as specified in the Indenture, plus accrued and unpaid interest, if any, to the redemption date. The 6.625% Notes are senior unsecured obligations of Celanese US and rank equally in right of payment with all other unsubordinated indebtedness of Celanese US. The 6.625% Notes are guaranteed on a senior unsecured basis by Celanese and the Subsidiary Guarantors.

The Indenture, the First Supplemental Indenture and the Second Supplemental Indenture contain covenants, including, but not limited to, restrictions on the Company's ability to incur indebtedness; grant liens on assets; merge, consolidate, or sell assets; pay dividends or make other restricted payments; engage in transactions with affiliates; or engage in other businesses.

#### **Senior Credit Facilities**

In September 2010, Celanese US, Celanese, and certain of the domestic subsidiaries of Celanese US entered into an amendment agreement with the lenders under Celanese US's existing senior secured credit facilities in order to amend and restate the corresponding Credit Agreement, dated as of April 2, 2007 (as previously amended, the "Existing Credit Agreement", and as amended and restated by the amendment agreement, the "Amended Credit Agreement"). The Amended Credit Agreement consists of the Term C loan facility due 2016, the Term B loan facility due 2014, a \$600 million revolving credit facility terminating in 2015 and a \$228 million credit-linked revolving facility terminating in 2014.

In May 2011, Celanese US prepaid its outstanding Term B loan facility under the Amended Credit Agreement set to mature in 2014 with an aggregate principal amount of \$516 million using proceeds from the 5.875% Notes and cash on hand.

In November 2012, Celanese US prepaid \$400 million of its outstanding Term C loan facility under the Amended Credit Agreement set to mature in 2016 using proceeds from the 4.625% Notes.

On April 25, 2013, Celanese US reduced the Total Unutilized Credit Linked Commitment (as defined in the Amended Credit Agreement) for the credit-linked revolving facility terminating in 2014 to \$200 million.

The margin for borrowings under the revolving credit facility is currently 2.5% above LIBOR or EURIBOR, as applicable, subject to increase or reduction in certain circumstances based on changes in the Company's corporate credit ratings. Borrowings under the credit-linked revolving facility and the Term C loan facility bear interest at a variable interest rate based on LIBOR (for US dollars) or EURIBOR (for Euros), plus a margin which varies based on the Company's net leverage ratio.

The estimated net leverage ratio and margin are as follows:

	As of June 30, 2013	
	Estimated Total Net Leverage Ratio	Estimated Margin
Credit-linked revolving facility	1.60	1.50%
Term C	1.60	2.75%

The margin on each facility may increase or decrease 0.25% based on the following:

Credit-Linked Revolving Facility		Term C Loan Facility	
Total Net Leverage Ratio	Margin over LIBOR or EURIBOR	Total Net Leverage Ratio	Margin over LIBOR or EURIBOR
< = 2.25	1.50%	< = 1.75	2.75%
> 2.25	1.75%	> 1.75 and < = 2.25	3.00%
		> 2.25	3.25%

Term loan borrowings under the Amended Credit Agreement are subject to amortization at 1% of the initial principal amount per annum, payable quarterly. In addition, the Company pays quarterly commitment fees on the unused portions of the revolving credit facility and credit-linked revolving facility of 0.25% and 1.50% per annum, respectively.

The Amended Credit Agreement is guaranteed by Celanese and certain domestic subsidiaries of Celanese US and is secured by a lien on substantially all assets of Celanese US and such guarantors, subject to certain agreed exceptions (including for certain real property and certain shares of foreign subsidiaries), pursuant to the Guarantee and Collateral Agreement, dated as of April 2, 2007.

As a condition to borrowing funds or requesting letters of credit be issued under the revolving facility, the Company's first lien senior secured leverage ratio (as calculated as of the last day of the most recent fiscal quarter for which financial statements have been delivered under the revolving facility) cannot exceed the threshold as specified below. Further, the Company's first lien senior secured leverage ratio must be maintained at or below that threshold while any amounts are outstanding under the revolving credit facility.

The Company's first lien senior secured leverage ratios and the borrowing capacity under the revolving credit facility are as follows:

	As of June 30, 2013			Borrowing Capacity (In \$ millions)
	First Lien Senior Secured Leverage Ratio			
	Maximum	Estimate	Estimate, if Fully Drawn	
Revolving credit facility	3.90	1.00	1.55	600

The balances available for borrowing are as follows:

	As of June 30, 2013 (In \$ millions)
<b>Revolving Credit Facility</b>	
Borrowings outstanding	—
Letters of credit issued	—
Available for borrowing	600
<b>Credit-Linked Revolving Facility</b>	
Borrowings outstanding	100
Letters of credit issued	81
Available for borrowing	19

The Amended Credit Agreement contains covenants including, but not limited to, restrictions on the Company's ability to incur indebtedness; grant liens on assets; merge, consolidate, or sell assets; pay dividends or make other restricted payments; make investments; prepay or modify certain indebtedness; engage in transactions with affiliates; enter into sale-leaseback transactions or hedge transactions; or engage in other businesses.

The Amended Credit Agreement also maintains a number of events of default, including a cross default to other debt of Celanese, Celanese US, or their subsidiaries, including the Senior Notes, in an aggregate amount equal to more than \$40 million and the occurrence of a change of control. Failure to comply with these covenants, or the occurrence of any other event of default, could result in acceleration of the borrowings and other financial obligations under the Amended Credit Agreement.

The Company is in compliance with all of the covenants related to its debt agreements as of June 30, 2013.

In anticipation of the Company's change in pension accounting policy ([Note 1](#)), in January 2013, the Company entered into a non-material amendment to the Amended Credit Agreement with the effect that certain computations for covenant compliance purposes will be evaluated as if the change in pension accounting policy had not occurred. The amendment also modified the Amended Credit Agreement in other, non-material respects.

## 10. Benefit Obligations

As discussed in [Note 1](#), effective January 1, 2013, the Company elected to change its policy for recognizing actuarial gains and losses and changes in the fair value of plan assets for its defined benefit pension plans and other postretirement benefit plans. This accounting change has been applied retrospectively to all periods presented.

The components of net periodic benefit costs are as follows:

	Pension Benefits		Postretirement Benefits		Pension Benefits		Postretirement Benefits	
	Three Months Ended June 30,				Six Months Ended June 30,			
	2013	2012	2013	2012	2013	2012	2013	2012
		As Adjusted (Note 1)		As Adjusted (Note 1)		As Adjusted (Note 1)		As Adjusted (Note 1)
	(In \$ millions)				(In \$ millions)			
Service cost	8	7	1	1	17	14	2	1
Interest cost	38	42	3	3	77	85	5	6
Expected return on plan assets	(56)	(51)	—	—	(112)	(102)	—	—
Recognized actuarial (gain) loss	—	—	—	—	—	—	—	—
Amortization of prior service cost (credit)	1	—	—	—	1	1	—	—
Curtailement (gain) loss	—	—	—	—	—	—	—	—
Total	(9)	(2)	4	4	(17)	(2)	7	7

Commitments to fund benefit obligations during 2013 are as follows:

	As of June 30, 2013	Total Expected 2013
	(In \$ millions)	
Cash contributions to defined benefit pension plans	16	30
Benefit payments to nonqualified pension plans	11	22
Benefit payments to other postretirement benefit plans	6	24

The Company's estimates of its US defined benefit pension plan contributions reflect the provisions of the Pension Protection Act of 2006.

The Company participates in a multiemployer defined benefit plan in Germany covering certain employees. The Company's contributions to the multiemployer defined benefit plan are based on specified percentages of employee contributions and totaled \$4 million for the six months ended June 30, 2013.

## 11. Environmental

### General

The Company is subject to environmental laws and regulations worldwide that impose limitations on the discharge of pollutants into the air and water and establish standards for the treatment, storage and disposal of solid and hazardous wastes. The Company believes that it is in substantial compliance with all applicable environmental laws and regulations. The Company is also subject to retained environmental obligations specified in various contractual agreements arising from the divestiture of certain businesses by the Company or one of its predecessor companies.

The components of environmental remediation reserves are as follows:

	As of June 30, 2013	As of December 31, 2012
	(In \$ millions)	
Demerger obligations (Note 17)	27	31
Divestiture obligations (Note 17)	22	21
Active sites	25	28
US Superfund sites	14	15
Other environmental remediation reserves	5	4
Total	93	99

### **Remediation**

Due to its industrial history and through retained contractual and legal obligations, the Company has the obligation to remediate specific areas on its own sites as well as on divested, orphan or US Superfund sites (as defined below). In addition, as part of the demerger agreement between the Company and Hoechst AG ("Hoechst"), a specified portion of the responsibility for environmental liabilities from a number of Hoechst divestitures was transferred to the Company (Note 17). The Company provides for such obligations when the event of loss is probable and reasonably estimable. The Company believes that environmental remediation costs will not have a material adverse effect on the financial position of the Company, but may have a material adverse effect on the results of operations or cash flows in any given period.

### **US Superfund Sites**

In the US, the Company may be subject to substantial claims brought by US federal or state regulatory agencies or private individuals pursuant to statutory authority or common law. In particular, the Company has a potential liability under the US Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended, and related state laws (collectively referred to as "Superfund") for investigation and cleanup costs at certain sites. At most of these sites, numerous companies, including the Company, or one of its predecessor companies, have been notified that the Environmental Protection Agency, state governing bodies or private individuals consider such companies to be potentially responsible parties ("PRP") under Superfund or related laws. The proceedings relating to these sites are in various stages. The cleanup process has not been completed at most sites and the status of the insurance coverage for some of these proceedings is uncertain. Consequently, the Company cannot accurately determine its ultimate liability for investigation or cleanup costs at these sites.

As events progress at each site for which it has been named a PRP, the Company accrues, as appropriate, a liability for site cleanup. Such liabilities include all costs that are probable and can be reasonably estimated. In establishing these liabilities, the Company considers its shipment of waste to a site, its percentage of total waste shipped to the site, the types of wastes involved, the conclusions of any studies, the magnitude of any remedial actions that may be necessary and the number and viability of other PRPs. Often the Company joins with other PRPs to sign joint defense agreements that settle, among PRPs, each party's percentage allocation of costs at the site. Although the ultimate liability may differ from the estimate, the Company routinely reviews the liabilities and revises the estimate, as appropriate, based on the most current information available.

One such site is the Lower Passaic River Study Area. The Company and 70 other companies are parties to a May 2007 Administrative Order on Consent with the US Environmental Protection Agency ("EPA") to perform a Remedial Investigation/Feasibility Study ("RI/FS") of the contaminants in the lower 17-mile stretch known as the Lower Passaic River Study Area. The RI/FS is ongoing and may take several more years to complete. The Company is among a group of settling parties to a June 2012 Administrative Order on Consent with the EPA to perform a removal action on a small section of the river. The Company has also been named as a third-party defendant along with more than 200 other entities in an action initially brought by the New Jersey Department of Environmental Protection ("NJDEP") in the Supreme Court of New Jersey against Occidental Chemical Corporation and several other companies. This suit by the NJDEP seeks recovery of past and future clean-up costs, as well as unspecified economic damages, punitive damages, penalties and a variety of other forms of relief arising from alleged discharges into the Lower Passaic River.

In 2007, the EPA issued a draft study that evaluated alternatives for early remedial action of a portion of the Passaic River at an estimated cost of \$900 million to \$2.3 billion. Several parties commented on the draft study, and the EPA has announced its intention to issue a proposed plan in 2013. Although the Company's assessment that the contamination allegedly released by the Company is likely an insignificant aspect of the final remedy, because the RI/FS is still ongoing, and the EPA has not finalized

its study or the scope of requested cleanup the Company cannot reliably estimate its portion of the final remedial costs for this matter at this time. However, the Company currently believes that its portion of the costs would be less than approximately 1% to 2%. The Company is vigorously defending these and all related matters.

### **Environmental Proceedings**

On January 7, 2013, following self-disclosures by the Company, the Company's Meredosia, Illinois site received a Notice of Violation/Finding of Violation from the US Environmental Protection Agency Region 5 ("EPA") alleging Clean Air Act violations. The Company is working with the EPA and with the state agency to reach a resolution of this matter. Based on currently available information and the Company's past experience, we do not believe that resolution of this matter will have a significant impact on the Company, even though the Company cannot conclude that a penalty will be less than \$100,000. The Meredosia, Illinois site is included in the Industrial Specialties segment.

## **12. Stockholders' Equity**

### **Common Stock**

The Company's Board of Directors follows a policy of declaring, subject to legally available funds, a quarterly cash dividend on each share of the Company's Series A Common Stock, par value \$0.0001 per share ("Common Stock"), unless the Company's Board of Directors, in its sole discretion, determines otherwise. The amount available to pay cash dividends is restricted by the Company's Amended Credit Agreement and the Senior Notes.

On April 25, 2013, the Company announced that its Board of Directors approved a 20% increase in the Company's quarterly Common Stock cash dividend. The Board of Directors increased the quarterly dividend rate from \$0.075 to \$0.09 per share of Common Stock on a quarterly basis and \$0.30 to \$0.36 per share of Common Stock on an annual basis beginning in May 2013.

### **Treasury Stock**

The Company's Board of Directors authorized the repurchase of Common Stock as follows:

	<b>Authorized Amount</b> (In \$ millions)
February 2008	400
October 2008	100
April 2011	129
October 2012	264
As of June 30, 2013	<u>893</u>

The authorization gives management discretion in determining the timing and conditions under which shares may be repurchased. The repurchase program does not have an expiration date.

The share repurchase activity pursuant to this authorization is as follows:

	<b>Six Months Ended June 30,</b>		<b>Total From February 2008 Through June 30, 2013</b>
	<b>2013</b>	<b>2012</b>	
Shares repurchased	137,692 <sup>(1)</sup>	636,710	13,280,219 <sup>(2)</sup>
Average purchase price per share	\$ 46.24	\$ 45.09	\$ 38.23
Amount spent on repurchased shares (in millions)	\$ 6	\$ 28	\$ 507

<sup>(1)</sup> Excludes 6,021 shares withheld from employee to cover statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock. Restricted stock is considered outstanding at the time of issuance and therefore, the shares withheld are treated as treasury shares.

<sup>(2)</sup> Excludes 11,844 shares withheld from employee to cover statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock. Restricted stock is considered outstanding at the time of issuance and therefore, the shares withheld are treated as treasury shares.

The purchase of treasury stock reduces the number of shares outstanding and the repurchased shares may be used by the Company for compensation programs utilizing the Company's stock and other corporate purposes. The Company accounts for treasury stock using the cost method and includes treasury stock as a component of stockholders' equity.

**Other Comprehensive Income (Loss), Net**

	Three Months Ended June 30,					
	2013			2012		
	Gross Amount	Income Tax (Provision) Benefit	Net Amount	Gross Amount	Income Tax (Provision) Benefit	Net Amount
				As Adjusted (Note 1)		
	(In \$ millions)					
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	28	(2)	26	(50)	—	(50)
Gain (loss) on interest rate swaps	3 <sup>(1)</sup>	(1)	2	(1)	1	—
Pension and postretirement benefits	— <sup>(2)</sup>	—	—	—	(2)	(2)
<b>Total</b>	<b>31</b>	<b>(3)</b>	<b>28</b>	<b>(51)</b>	<b>(1)</b>	<b>(52)</b>

<sup>(1)</sup> Amount includes \$1 million of losses associated with the Company's equity method investments' derivative activity.

<sup>(2)</sup> Amount includes amortization of actuarial losses of \$1 million related to the Company's equity method investments' pension plans.

	Six Months Ended June 30,					
	2013			2012		
	Gross Amount	Income Tax (Provision) Benefit	Net Amount	Gross Amount	Income Tax (Provision) Benefit	Net Amount
				As Adjusted (Note 1)		
	(In \$ millions)					
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	(3)	(2)	(5)	(24)	—	(24)
Gain (loss) on interest rate swaps	5 <sup>(1)</sup>	(2)	3	1	—	1
Pension and postretirement benefits	— <sup>(2)</sup>	—	—	(1) <sup>(3)</sup>	(5)	(6)
<b>Total</b>	<b>2</b>	<b>(4)</b>	<b>(2)</b>	<b>(24)</b>	<b>(5)</b>	<b>(29)</b>

<sup>(1)</sup> Amount includes \$1 million of losses associated with the Company's equity method investments' derivative activity.

<sup>(2)</sup> Amount includes amortization of actuarial losses of \$1 million related to the Company's equity method investments' pension plans.

<sup>(3)</sup> Amount includes amortization of actuarial losses of \$2 million related to the Company's equity method investments' pension plans.

Adjustments to Accumulated other comprehensive income (loss) are as follows:

	Unrealized Gain (Loss) on Marketable Securities <a href="#">(Note 4)</a>	Foreign Currency Translation	Gain (Loss) on Interest Rate Swaps <a href="#">(Note 15)</a>	Pension and Postretire- ment Benefits <a href="#">(Note 10)</a>	Accumulated Other Comprehensive Income (Loss), Net
	(In \$ millions)				
As of December 31, 2012 - As Adjusted <a href="#">(Note 1)</a>	(1)	(23)	(50)	(15)	(89)
Other comprehensive income before reclassifications	—	(3)	(1)	—	(4)
Amounts reclassified from accumulated other comprehensive income	—	—	6	—	6
Income tax (provision) benefit	—	(2)	(2)	—	(4)
As of June 30, 2013	(1)	(28)	(47)	(15)	(91)

### 13. Other (Charges) Gains, Net

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In \$ millions)			
Employee termination benefits	(1)	(1)	(3)	(1)
Kelsterbach plant relocation <a href="#">(Note 20)</a>	(2)	(2)	(4)	(2)
Total	(3)	(3)	(7)	(3)

During the six months ended June 30, 2013, the Company recorded \$3 million of employee termination benefits related to a business optimization project which is included in the Industrial Specialties and Acetyl Intermediates segments.

The changes in the restructuring reserves by business segment are as follows:

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates	Other	Total
	(In \$ millions)					
<b>Employee Termination Benefits</b>						
As of December 31, 2012	6	13	—	3	7	29
Additions	—	—	2	1	—	3
Cash payments	(1)	(7)	—	(2)	(2)	(12)
Other changes	—	—	—	—	—	—
Exchange rate changes	—	—	—	—	—	—
As of June 30, 2013	5	6	2	2	5	20
<b>Plant/Office Closures</b>						
As of December 31, 2012	—	—	—	1	—	1
Additions	—	—	—	—	—	—
Cash payments	—	—	—	—	—	—
Other changes	—	—	—	—	—	—
Exchange rate changes	—	—	—	(1)	—	(1)
As of June 30, 2013	—	—	—	—	—	—
Total	5	6	2	2	5	20



#### 14. Income Taxes

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
	As Adjusted (Note 1)		As Adjusted (Note 1)	
Effective income tax rate	36%	21%	36%	(4)%

The effective income tax rate for the six months ended June 30, 2012 would have been 22% excluding the recognition of foreign tax credit carryforwards, partially offset by the reassessment of certain permanently reinvested foreign earnings. As compared to the three and six months ended June 30, 2012, absent the effect of these events, the increase in the effective income tax rate for the six months ended June 30, 2013 was primarily due to losses in jurisdictions without income tax benefit, increased earnings in high income tax jurisdictions and reassessment of the recoverability of deferred tax assets in certain jurisdictions.

During the three months ended March 31, 2012, the Company amended certain prior year income tax returns to recognize the benefit of available foreign tax credit carryforwards. As a result, the Company recognized a tax benefit of \$142 million. The available foreign tax credits are subject to a ten year carryforward period and expire beginning 2014 through 2021. The Company expects to fully utilize the credits within the prescribed carryforward period.

In February 2012, the Company amended its existing joint venture and other related agreements with its venture partner in Polyplastics Company, Ltd ("Polyplastics"). The amended agreements ("Agreements"), among other items, modified certain dividend rights, resulting in a cash dividend payment to the Company of \$72 million during the three months ended March 31, 2012. In addition, as a result of the Agreements, Polyplastics is required to pay certain annual dividends to the venture partners. Consequently, Polyplastics' undistributed earnings will no longer be invested indefinitely. Accordingly, the Company recognized a deferred tax liability of \$38 million that was recorded to Income tax provision (benefit) in the unaudited interim consolidated statement of operations during the three months ended March 31, 2012, related to the taxable outside basis difference of its investment in Polyplastics.

On January 2, 2013, the US enacted the American Taxpayer Relief Act of 2012 (the "2012 Tax Relief Act"). The 2012 Tax Relief Act extends many expired corporate income tax provisions through 2013, including the research and development credit, the look-through treatment of payments between related controlled foreign corporations, the active financing exception and bonus depreciation, including retroactive application to January 1, 2012. These provisions did not have a significant impact on the Company.

Liabilities for uncertain tax positions and related interest and penalties are recorded in Uncertain tax positions and current Other liabilities in the unaudited consolidated balance sheets. For the six months ended June 30, 2013, the Company's uncertain tax positions increased \$5 million due to interest and changes in uncertain tax positions in certain jurisdictions, and decreased \$1 million due to exchange rate changes.

The Company's US tax returns for the years 2009 through 2011 are currently under audit by the US Internal Revenue Service and certain of the Company's subsidiaries are under audit in jurisdictions outside of the US. In addition, certain statutes of limitations are scheduled to expire in the near future. It is reasonably possible that a further change in the unrecognized tax benefits may occur within the next twelve months related to the settlement of one or more of these audits or the lapse of applicable statutes of limitations. Such amounts have been reflected in the current portion of uncertain tax positions (Note 7).

## 15. Derivative Financial Instruments

### Interest Rate Risk Management

To reduce the interest rate risk inherent in the Company's variable rate debt, the Company utilizes interest rate swap agreements to convert a portion of its variable rate borrowings into a fixed rate obligation. These interest rate swap agreements are designated as cash flow hedges and fix the LIBOR portion of the Company's US-dollar denominated variable rate borrowings (Note 9). If an interest rate swap agreement is terminated prior to its maturity, the amount previously recorded in Accumulated other comprehensive income (loss), net is recognized into earnings over the period that the hedged transaction impacts earnings. If the hedging relationship is discontinued because it is probable that the forecasted transaction will not occur according to the original strategy, any related amounts previously recorded in Accumulated other comprehensive income (loss), net are recognized into earnings immediately.

US-dollar interest rate swap derivative arrangements are as follows:

As of June 30, 2013			
Notional Value	Effective Date	Expiration Date	Fixed Rate <sup>(1)</sup>
(In \$ millions)			
1,100	January 2, 2012	January 2, 2014	1.71%
500	January 2, 2014	January 2, 2016	1.02%

<sup>(1)</sup> Fixes the LIBOR portion of the Company's US-dollar denominated variable rate borrowings (Note 9).

As of December 31, 2012			
Notional Value	Effective Date	Expiration Date	Fixed Rate <sup>(1)</sup>
(In \$ millions)			
1,100	January 2, 2012	January 2, 2014	1.71%
500	January 2, 2014	January 2, 2016	1.02%

<sup>(1)</sup> Fixes the LIBOR portion of the Company's US-dollar denominated variable rate borrowings (Note 9).

### Foreign Exchange Risk Management

Certain subsidiaries have assets and liabilities denominated in currencies other than their respective functional currencies, which creates foreign exchange risk. The Company also enters into foreign currency forwards and swaps to minimize its exposure to foreign currency fluctuations. Through these instruments, the Company mitigates its foreign currency exposure on transactions with third party entities as well as intercompany transactions. The foreign currency forwards and swaps are not designated as hedges under FASB ASC Topic 815, *Derivatives and Hedging* ("FASB ASC Topic 815"). Gains and losses on foreign currency forwards and swaps entered into to offset foreign exchange impacts on intercompany balances are classified as Other income (expense), net, in the unaudited interim consolidated statements of operations. Gains and losses on foreign currency forwards and swaps entered into to offset foreign exchange impacts on all other assets and liabilities are classified as Foreign exchange gain (loss), net, in the unaudited interim consolidated statements of operations.

Gross notional values of the foreign currency forwards and swaps are as follows:

	As of June 30, 2013	As of December 31, 2012
	(In \$ millions)	
Total	971	902

### Commodity Risk Management

The Company has exposure to the prices of commodities in its procurement of certain raw materials. The Company manages its exposure to commodity risk primarily through the use of long-term supply agreements, multi-year purchasing and sales agreements and forward purchase contracts. The Company regularly assesses its practice of using forward purchase contracts

and other raw material hedging instruments in accordance with changes in economic conditions. Forward purchases and swap contracts for raw materials are principally settled through physical delivery of the commodity. For qualifying contracts, the Company has elected to apply the normal purchases and normal sales exception of FASB ASC Topic 815 based on the probability at the inception and throughout the term of the contract that the Company would not settle net and the transaction would result in the physical delivery of the commodity. As such, realized gains and losses on these contracts are included in the cost of the commodity upon the settlement of the contract.

In addition, the Company occasionally enters into financial derivatives to hedge a component of a raw material or energy source. Typically, these types of transactions do not qualify for hedge accounting. These instruments are marked to market at each reporting period and gains (losses) are included in Cost of sales in the unaudited interim consolidated statements of operations. During the six months ended June 30, 2013 and 2012, the Company did not have any open financial derivative contracts for commodities.

Information regarding changes in the fair value of the Company's derivative arrangements is as follows:

	Three Months Ended June 30, 2013		Three Months Ended June 30, 2012	
	Gain (Loss) Recognized in Other Comprehensive Income (Loss)	Gain (Loss) Recognized in Earnings (Loss)	Gain (Loss) Recognized in Other Comprehensive Income (Loss)	Gain (Loss) Recognized in Earnings (Loss)
(In \$ millions)				
<b>Derivatives Designated as Cash Flow Hedges</b>				
Interest rate swaps	1 <sup>(1)</sup>	(4) <sup>(2)</sup>	(5) <sup>(3)</sup>	(4) <sup>(2)</sup>
<b>Derivatives Not Designated as Hedges</b>				
Interest rate swaps	—	1 <sup>(4)</sup>	—	— <sup>(4)</sup>
Foreign currency forwards and swaps	—	(7) <sup>(5)</sup>	—	17 <sup>(5)</sup>
Total	<u>1</u>	<u>(10)</u>	<u>(5)</u>	<u>13</u>

<sup>(1)</sup> Amount excludes \$1 million of losses associated with the Company's equity method investments' derivative activity and \$1 million of tax expense recognized in Other comprehensive income (loss).

<sup>(2)</sup> Amount represents reclassification from Accumulated other comprehensive income (loss), net and is included in Interest expense in the unaudited interim consolidated statements of operations.

<sup>(3)</sup> Amount excludes \$1 million of tax benefit recognized in Other comprehensive income (loss).

<sup>(4)</sup> Included in Interest expense in the unaudited interim consolidated statements of operations.

<sup>(5)</sup> Included in Foreign exchange gain (loss), net for operating activity or Other income (expense), net for non-operating activity in the unaudited interim consolidated statements of operations.

	Six Months Ended June 30, 2013		Six Months Ended June 30, 2012	
	Gain (Loss) Recognized in Other Comprehensive Income (Loss)	Gain (Loss) Recognized in Earnings (Loss)	Gain (Loss) Recognized in Other Comprehensive Income (Loss)	Gain (Loss) Recognized in Earnings (Loss)
(In \$ millions)				
<b>Derivatives Designated as Cash Flow Hedges</b>				
Interest rate swaps	1 <sup>(1)</sup>	(8) <sup>(2)</sup>	(6)	(7) <sup>(2)</sup>
<b>Derivatives Not Designated as Hedges</b>				
Interest rate swaps	—	3 <sup>(3)</sup>	—	— <sup>(3)</sup>
Foreign currency forwards and swaps	—	(4) <sup>(4)</sup>	—	13 <sup>(4)</sup>
Total	<u>1</u>	<u>(9)</u>	<u>(6)</u>	<u>6</u>

<sup>(1)</sup> Amount excludes \$1 million of losses associated with the Company's equity method investments' derivative activity and \$2 million of tax expense recognized in Other comprehensive income (loss).

<sup>(2)</sup> Amount represents reclassification from Accumulated other comprehensive income (loss), net and is included in Interest expense in the unaudited interim consolidated statements of operations.

<sup>(3)</sup> Included in Interest expense in the unaudited interim consolidated statements of operations.

<sup>(4)</sup> Included in Foreign exchange gain (loss), net for operating activity or Other income (expense), net for non-operating activity in the unaudited interim consolidated statements of operations.

See [Note 16, Fair Value Measurements](#), for additional information regarding the fair value of the Company's derivative arrangements.

Certain of the Company's foreign currency forwards and swaps and interest rate swap arrangements permit the Company to net settle all contracts with the counterparty through a single payment in an agreed upon currency in the event of default or early termination of the contract, similar to a master netting arrangement. The Company's interest rate swap agreements are subject to cross collateralization under the Guarantee and Collateral Agreement entered into in conjunction with the Term loan borrowings ([Note 9](#)).

	As of June 30, 2013	As of December 31, 2012
	(In \$ millions)	
<b>Derivative Assets</b>		
Gross amount recognized	2	2
Gross amount offset in the consolidated balance sheets	—	—
Net amount presented in the consolidated balance sheets	<u>2</u>	<u>2</u>
Gross amount not offset in the consolidated balance sheets	2	2
Net amount	<u>—</u>	<u>—</u>
(In \$ millions)		
<b>Derivative Liabilities</b>		
Gross amount recognized	20	32
Gross amount offset in the consolidated balance sheets	1	1
Net amount presented in the consolidated balance sheets	<u>19</u>	<u>31</u>
Gross amount not offset in the consolidated balance sheets	2	2
Net amount	<u>17</u>	<u>29</u>

## 16. Fair Value Measurements

The Company follows the provisions of FASB ASC Topic 820 for financial assets and liabilities. FASB ASC Topic 820 establishes a three-tiered fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. If a financial instrument uses inputs that fall in different levels of the hierarchy, the instrument will be categorized based upon the lowest level of input that is significant to the fair value calculation. Valuations for fund investments such as common/collective trusts and registered investment companies, which do not have readily determinable fair values, are typically estimated using a net asset value provided by a third party as a practical expedient.

The three levels of inputs are defined as follows:

Level 1 - unadjusted quoted prices for identical assets or liabilities in active markets accessible by the Company

Level 2 - inputs that are observable in the marketplace other than those inputs classified as Level 1

Level 3 - inputs that are unobservable in the marketplace and significant to the valuation

The Company's financial assets and liabilities are measured at fair value on a recurring basis and include securities available for sale and derivative financial instruments. Securities available for sale include mutual funds. Derivative financial instruments include interest rate swaps and foreign currency forwards and swaps.

*Marketable Securities.* Where possible, the Company utilizes quoted prices in active markets to measure debt and equity securities; such items are classified as Level 1 in the hierarchy and include equity securities. When quoted market prices for identical assets are unavailable, varying valuation techniques are used. Common inputs in valuing these assets include, among others, benchmark yields, issuer spreads and recently reported trades. Such assets are classified as Level 2 in the hierarchy and typically include corporate bonds. Mutual funds are valued at the net asset value per share or unit multiplied by the number of shares or units held as of the measurement date.

*Derivatives.* Derivative financial instruments are valued in the market using discounted cash flow techniques. These techniques incorporate Level 1 and Level 2 inputs such as interest rates and foreign currency exchange rates. These market inputs are utilized in the discounted cash flow calculation considering the instrument's term, notional amount, discount rate and credit risk. Significant inputs to the derivative valuation for interest rate swaps and foreign currency forwards and swaps are observable in the active markets and are classified as Level 2 in the hierarchy.

Assets and liabilities measured at fair value on a recurring basis are as follows:

	Balance Sheet Classification	Fair Value Measurement Using		Total
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	
(In \$ millions)				
Mutual funds	Marketable securities, at fair value	45	—	45
<b>Derivatives Not Designated as Hedges</b>				
Foreign currency forwards and swaps	Current Other assets	—	2	2
Total assets as of June 30, 2013		45	2	47
<b>Derivatives Designated as Cash Flow Hedges</b>				
Interest rate swaps	Current Other liabilities	—	(8)	(8)
Interest rate swaps	Noncurrent Other liabilities	—	(2)	(2)
<b>Derivatives Not Designated as Hedges</b>				
Interest rate swaps	Current Other liabilities	—	(4)	(4)
Foreign currency forwards and swaps	Current Other liabilities	—	(5)	(5)
Total liabilities as of June 30, 2013		—	(19)	(19)
Mutual funds	Marketable securities, at fair value	53	—	53
<b>Derivatives Not Designated as Hedges</b>				
Foreign currency forwards and swaps	Current Other assets	—	2	2
Total assets as of December 31, 2012		53	2	55
<b>Derivatives Designated as Cash Flow Hedges</b>				
Interest rate swaps	Current Other liabilities	—	(10)	(10)
Interest rate swaps	Noncurrent Other liabilities	—	(7)	(7)
<b>Derivatives Not Designated as Hedges</b>				
Interest rate swaps	Current Other liabilities	—	(5)	(5)
Interest rate swaps	Noncurrent Other liabilities	—	(1)	(1)
Foreign currency forwards and swaps	Current Other liabilities	—	(8)	(8)
Total liabilities as of December 31, 2012		—	(31)	(31)

Carrying values and fair values of financial instruments that are not carried at fair value are as follows:

	Carrying Amount	Fair Value Measurement Using		
		Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
(In \$ millions)				
<b>As of June 30, 2013</b>				
Cost investments	147	—	—	—
Insurance contracts in nonqualified trusts	62	62	—	62
Long-term debt, including current installments of long-term debt	2,983	2,801	244	3,045
<b>As of December 31, 2012</b>				
Cost investments	156	—	—	—
Insurance contracts in nonqualified trusts	66	66	—	66
Long-term debt, including current installments of long-term debt	2,990	2,886	244	3,130

In general, the cost investments included in the table above are not publicly traded and their fair values are not readily determinable; however, the Company believes the carrying values approximate or are less than the fair values. Insurance contracts in nonqualified trusts consist of long-term fixed income securities, which are valued using independent vendor pricing models with observable inputs in the active market and therefore represent a Level 2 measurement. The fair value of long-term debt is based on valuations from third-party banks and market quotations and is classified as Level 2 in the hierarchy. The fair value of obligations under capital leases is based on lease payments and discount rates, which are not observable in the market and therefore represents a Level 3 measurement.

As of June 30, 2013 and December 31, 2012, the fair values of cash and cash equivalents, receivables, trade payables, short-term borrowings and the current installments of long-term debt approximate carrying values due to the short-term nature of these instruments. These items have been excluded from the table with the exception of the current installments of long-term debt.

#### 17. Commitments and Contingencies

The Company is involved in legal and regulatory proceedings, lawsuits, claims and investigations incidental to the normal conduct of business, relating to such matters as product liability, land disputes, commercial contracts, employment, antitrust, intellectual property, workers' compensation, chemical exposure, asbestos exposure, prior acquisitions and divestitures, past waste disposal practices and release of chemicals into the environment. The Company is actively defending those matters where the Company is named as a defendant. Due to the inherent subjectivity of assessments and unpredictability of outcomes of legal proceedings, the Company's litigation accruals and estimates of possible loss or range of possible loss ("Possible Loss") may not represent the ultimate loss to the Company from legal proceedings. For reasonably possible loss contingencies that may be material, the Company estimates its Possible Loss when determinable, considering that the Company could incur no loss in certain matters. Thus, the Company's exposure and ultimate losses may be higher or lower, and possibly materially so, than the Company's litigation accruals and estimates of Possible Loss. For some matters, the Company is unable, at this time, to estimate its Possible Loss that is reasonably possible of occurring. Generally, the less progress that has been made in the proceedings or the broader the range of potential results, the more difficult for the Company to estimate the Possible Loss that it is reasonably possible the Company could incur. The Company may disclose certain information related to a plaintiff's claim against the Company alleged in the plaintiff's pleadings or otherwise publicly available. While information of this type may provide insight into the potential magnitude of a matter, it does not necessarily represent the Company's estimate of reasonably possible or probable loss. Some of the Company's exposure in legal matters may be offset by applicable insurance coverage. The Company does not consider the possible availability of insurance coverage in determining the amounts of any accruals or any estimates of Possible Loss.

#### *Polyester Staple Antitrust Litigation*

CNA Holdings LLC ("CNA Holdings"), the successor in interest to Hoechst Celanese Corporation ("HCC"), Celanese Americas Corporation and Celanese GmbH (collectively, the "Celanese Entities") and Hoechst, the former parent of HCC, were named as defendants for alleged antitrust violations in a consolidated proceeding by a Multi-District Litigation Panel in the US

District Court for the Western District of North Carolina styled *In re Polyester Staple Antitrust Litigation*, MDL 1516. In June 2008, the court dismissed these actions with prejudice against all Celanese Entities in consideration of a payment by the Company.

Prior to December 31, 2008, the Company had entered into tolling arrangements with four other alleged US purchasers of polyester staple fibers manufactured and sold by the Celanese Entities. These purchasers were not included in the settlement and one such company filed suit against the Company in December 2008 (*Milliken & Company v. CNA Holdings, Inc., Celanese Americas Corporation and Hoechst AG* (No. 8-SV-00578 W.D.N.C.)). In September 2011, that case was dismissed with prejudice based on a stipulation and proposed order of voluntary dismissal. One of the alleged US purchasers made a demand to the Company in February 2013 but has not filed a formal claim. The Company is evaluating its options, but does not believe a Possible Loss for this matter would be material.

#### **Commercial Actions**

In June 2012, Linde Gas Singapore Pte. Ltd. ("Linde Gas"), a raw materials supplier based in Singapore, initiated arbitration proceedings in New York against the Company's subsidiary, Celanese Singapore Pte. Ltd. ("Singapore Ltd."), alleging that Singapore Ltd. had breached a certain requirements contract for carbon monoxide by temporarily idling Singapore Ltd.'s acetic acid facility in Jurong Island, Singapore. The Company filed its answer in August 2012. Linde Gas is seeking damages in the amount of \$38 million for the period ended December 31, 2012, in addition to other unspecified damages. The Company believes that Linde Gas' claims lack merit and that the Company has complied with the contract terms and is vigorously defending the matter. Based on the Company's evaluation of currently available information, the Company does not believe the Possible Loss is material. The arbitral panel has bifurcated the case into a liability and damages phase. The hearing for all liability issues took place in June 2013 and a ruling from the arbitral panel is expected during the three months ending September 30, 2013. All damages issues, if necessary, will be heard in December 2013.

#### **Award Proceedings in Relation to Domination Agreement and Squeeze-Out**

The Company's subsidiary, BCP Holdings GmbH ("BCP Holdings"), a German limited liability company, is a defendant in two special award proceedings initiated by minority stockholders of Celanese GmbH seeking the court's review of the amounts (i) of the fair cash compensation and of the guaranteed dividend offered in the purchaser offer under the 2004 Domination Agreement (the "Domination Agreement") and (ii) the fair cash compensation paid for the 2006 squeeze-out ("Squeeze-Out") of all remaining stockholders of Celanese GmbH.

Pursuant to a settlement agreement between BCP Holdings and certain former Celanese GmbH stockholders, if the court sets a higher value for the fair cash compensation or the guaranteed payment under the Domination Agreement or the Squeeze-Out compensation, former Celanese GmbH stockholders who ceased to be stockholders of Celanese GmbH due to the Squeeze-Out will be entitled to claim for their shares the higher of the compensation amounts determined by the court in these different proceedings related to the Domination Agreement and the Squeeze-Out. If the fair cash compensation determined by the court is higher than the Squeeze-Out compensation of €66.99, then 1,069,465 shares will be entitled to an adjustment. If the court determines the value of the fair cash compensation under the Domination Agreement to be lower than the original Squeeze-Out compensation, but determines a higher value for the Squeeze-Out compensation, 924,078 shares would be entitled to an adjustment. Payments already received by these stockholders as compensation for their shares will be offset so that persons who ceased to be stockholders of Celanese GmbH due to the Squeeze-Out are not entitled to more than the higher of the amount set in the two court proceedings.

In September 2011, the share valuation expert appointed by the court rendered an opinion. The expert opined that the fair cash compensation for these stockholders (145,387 shares) should be increased from €41.92 to €51.86. This non-binding opinion recommends a total increase in share value of €2 million for those claims under the Domination Agreement. The opinion has no effect on the Squeeze-Out proceeding because the share price recommended is lower than the price those stockholders already received in the Squeeze-Out. However, the opinion also advocates that the guaranteed dividend should be increased from €2.89 to €3.79, aggregating an increase in total guaranteed dividends of €1 million to the Squeeze-Out claimants. The Company and plaintiffs submitted written responses arguing for alternative valuations during the three months ended December 31, 2011. In March 2013, the expert issued his supplementary opinion affirming his previous views and calculations. The Company has submitted written objections regarding the calculations and the court has set a hearing for January 28, 2014. Separately, no expert has yet been appointed in the Squeeze-Out proceedings.

For those claims brought under the Domination Agreement, based on the Company's evaluation of currently available information, including the non-binding expert opinions, and the fact that the court has not yet determined the applicable



valuation method, which could increase or decrease the Company's potential exposure, the Company does not believe that the Possible Loss is material.

For those remaining claims brought by the Squeeze-Out claimants, based on the Company's evaluation of currently available information, including that damages sought are unspecified, unsupported or uncertain, the matter presents meaningful legal uncertainties (including novel issues of law and the applicable valuation method), there are significant facts in dispute and the court has not yet appointed an expert, the Company cannot estimate the Possible Loss, if any, at this time.

#### ***Guarantees***

The Company has agreed to guarantee or indemnify third parties for environmental and other liabilities pursuant to a variety of agreements, including asset and business divestiture agreements, leases, settlement agreements and various agreements with affiliated companies. Although many of these obligations contain monetary and/or time limitations, others do not provide such limitations.

As indemnification obligations often depend on the occurrence of unpredictable future events, the future costs associated with them cannot be determined at this time.

The Company has accrued for all probable and reasonably estimable losses associated with all known matters or claims that have been brought to its attention. These known obligations include the following:

- ***Demerger Obligations***

In connection with the Hoechst demerger, the Company agreed to indemnify Hoechst, and its legal successors, for various liabilities under the demerger agreement, including for environmental liabilities associated with contamination arising either from environmental damage in general ("Category A") or under 19 divestiture agreements entered into by Hoechst prior to the demerger ("Category B") ([Note 11](#)).

The Company's obligation to indemnify Hoechst, and its legal successors, is capped under Category B at €250 million. If and to the extent the environmental damage should exceed €750 million in aggregate, the Company's obligation to indemnify Hoechst and its legal successors applies, but is then limited to 33.33% of the remediation cost without further limitations. Cumulative payments under the divestiture agreements as of June 30, 2013 are \$63 million. Most of the divestiture agreements have become time barred and/or any notified environmental damage claims have been partially settled.

The Company has also undertaken in the demerger agreement to indemnify Hoechst and its legal successors for (i) 33.33% of any and all Category A liabilities that result from Hoechst being held as the responsible party pursuant to public law or current or future environmental law or by third parties pursuant to private or public law related to contamination and (ii) liabilities that Hoechst is required to discharge, including tax liabilities, which are associated with businesses that were included in the demerger but were not demerged due to legal restrictions on the transfers of such items. These indemnities do not provide for any monetary or time limitations. The Company has not been requested by Hoechst to make any payments in connection with this indemnification. Accordingly, the Company has not made any payments to Hoechst and its legal successors.

Based on the Company's evaluation of currently available information, including the lack of requests for indemnification, the Company cannot estimate the Possible Loss for the remaining demerger obligations, if any, in excess of amounts accrued.

- ***Divestiture Obligations***

The Company and its predecessor companies agreed to indemnify third-party purchasers of former businesses and assets for various pre-closing conditions, as well as for breaches of representations, warranties and covenants. Such liabilities also include environmental liability, product liability, antitrust and other liabilities. These indemnifications and guarantees represent standard contractual terms associated with typical divestiture agreements and, other than environmental liabilities, the Company does not believe that they expose the Company to any significant risk ([Note 11](#)).

The Company has divested numerous businesses, investments and facilities through agreements containing indemnifications or guarantees to the purchasers. Many of the obligations contain monetary and/or time limitations, ranging from one year to thirty years. The aggregate amount of outstanding indemnifications and guarantees provided for under these agreements is \$133 million as of June 30, 2013. Other agreements do not provide for any monetary or time limitations.

Based on the Company's evaluation of currently available information, including the number of requests for indemnification or other payment received by the Company, the Company cannot estimate the Possible Loss for the remaining divestiture obligations, if any, in excess of amounts accrued.

**Purchase Obligations**

In the normal course of business, the Company enters into various purchase commitments for goods and services. The Company maintains a number of "take-or-pay" contracts for purchases of raw materials, utilities and other services. Certain of the contracts contain a contract termination buy-out provision that allows for the Company to exit the contracts for amounts less than the remaining take-or-pay obligations. The Company does not expect to incur any material losses under take-or-pay contractual arrangements. Additionally, the Company has other outstanding commitments representing maintenance and service agreements, energy and utility agreements, consulting contracts and software agreements. As of June 30, 2013, the Company had unconditional purchase obligations of \$3.9 billion which extend through 2034.

The Company holds variable interests in entities that supply certain raw materials and services to the Company. The variable interests primarily relate to cost-plus contractual arrangements with the suppliers and recovery of capital expenditures for certain plant assets plus a rate of return on such assets. Liabilities for such supplier recoveries of capital expenditures have been recorded as capital lease obligations. The entities are not consolidated because the Company is not the primary beneficiary of the entities as it does not have the power to direct the activities of the entities that most significantly impact the entities' economic performance. The Company's maximum exposure to loss as a result of its involvement with these variable interest entities ("VIEs") as of June 30, 2013 relates primarily to early contract termination fees.

The Company's carrying value of assets and liabilities associated with its obligations to VIEs, as well as the maximum exposure to loss relating to these VIEs are as follows:

	As of June 30, 2013	As of December 31, 2012
	(In \$ millions)	
Property, plant and equipment, net	115	118
Trade payables	44	41
Current installments of long-term debt	8	7
Long-term debt	138	140
Total	190	188
Maximum exposure to loss	304	273

The difference between the total obligations to VIEs and the maximum exposure to loss, primarily represents take-or-pay obligations for services included in the unconditional purchase obligations discussed above.

## 18. Segment Information

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates	Other Activities	Eliminations	Consolidated
(In \$ millions)							
<b>Three Months Ended June 30, 2013</b>							
Net sales	352	314 <sup>(1)</sup>	295	809 <sup>(1)</sup>	—	(117)	1,653
Other (charges) gains, net	(2)	—	(1)	—	—	—	(3)
Operating profit (loss)	39	83	18	55	(26)	—	169
Equity in net earnings (loss) of affiliates	45	1	—	1	8	—	55
Depreciation and amortization	27	10	12	22	4	—	75
Capital expenditures	13	29	6	42	3	—	93 <sup>(2)</sup>
<b>Three Months Ended June 30, 2012 - As Adjusted (Note 1)</b>							
Net sales	323	327 <sup>(1)</sup>	327	821 <sup>(1)</sup>	—	(123)	1,675
Other (charges) gains, net	(2)	4	—	1	(6)	—	(3)
Operating profit (loss)	23	77	35	78	(35)	—	178
Equity in net earnings (loss) of affiliates	55	1	—	2	4	—	62
Depreciation and amortization	28	11	13	19	4	—	75
Capital expenditures	10	18	8	44	3	—	83 <sup>(2)</sup>

<sup>(1)</sup> Net sales for Acetyl Intermediates and Consumer Specialties include inter-segment sales of \$116 million and \$1 million, respectively, for the three months ended June 30, 2013 and \$121 million and \$2 million, respectively, for the three months ended June 30, 2012.

<sup>(2)</sup> Excludes expenditures related to the relocation of the Company's polyacetal ("POM") operations in Germany (Note 20) and includes an increase in accrued capital expenditures of \$18 million and \$6 million for the three months ended June 30, 2013 and 2012, respectively.

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates	Other Activities	Eliminations	Consolidated
(In \$ millions)							
<b>Six Months Ended June 30, 2013</b>							
Net sales	681	609 <sup>(1)</sup>	583	1,617 <sup>(1)</sup>	—	(232)	3,258
Other (charges) gains, net	(4)	—	(2)	(1)	—	—	(7)
Operating profit (loss)	75	161	33	130	(46)	—	353
Equity in net earnings (loss) of affiliates	85	3	—	4	17	—	109
Depreciation and amortization	56	20	24	43	8	—	151
Capital expenditures	21	43	11	71	4	—	150 <sup>(2)</sup>
<b>As of June 30, 2013</b>							
Goodwill and intangibles, net	362	272	62	228	—	—	924
Total assets	2,704	1,375	1,009	2,309	1,925	—	9,322
<b>Six Months Ended June 30, 2012 - As Adjusted (Note 1)</b>							
Net sales	640	591 <sup>(1)</sup>	636	1,673 <sup>(1)</sup>	—	(232)	3,308
Other (charges) gains, net	(2)	3	—	1	(5)	—	(3)
Operating profit (loss)	47	117	55	140	(70)	—	289
Equity in net earnings (loss) of affiliates	98	2	—	3	10	—	113
Depreciation and amortization	55	20	28	39	7	—	149
Capital expenditures	17	34	16	75	11	—	153 <sup>(2)</sup>
<b>As of December 31, 2012</b>							
Goodwill and intangibles, net	372	276	65	229	—	—	942
Total assets	2,703	1,296	963	2,238	1,800	—	9,000

<sup>(1)</sup> Net sales for Acetyl Intermediates and Consumer Specialties include inter-segment sales of \$228 million and \$4 million, respectively, for the six months ended June 30, 2013 and \$229 million and \$3 million, respectively, for the six months ended June 30, 2012.

<sup>(2)</sup> Excludes expenditures related to the relocation of the Company's POM operations in Germany (Note 20) and includes an increase in accrued capital expenditures of \$1 million and a decrease of \$30 million for the six months ended June 30, 2013 and 2012, respectively.

## 19. Earnings (Loss) Per Share

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
		As Adjusted (Note 1)		As Adjusted (Note 1)
	(In \$ millions, except share and per share data)			
<b>Amounts Attributable to Celanese Corporation</b>				
Earnings (loss) from continuing operations	133	221	274	414
Earnings (loss) from discontinued operations	—	—	1	—
Net earnings (loss) available to common stockholders	<u>133</u>	<u>221</u>	<u>275</u>	<u>414</u>
Weighted average shares - basic	159,676,462	158,163,378	159,679,408	157,370,137
Dilutive stock options	213,834	1,014,359	216,890	1,434,687
Dilutive restricted stock units	251,860	600,518	242,661	641,919
Weighted average shares - diluted	<u>160,142,156</u>	<u>159,778,255</u>	<u>160,138,959</u>	<u>159,446,743</u>

Securities not included in the computation of diluted net earnings per share as their effect would have been antidilutive are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Stock options	95,225	15,016	94,329	7,508
Restricted stock units	—	7,946	—	7,946
Total	<u>95,225</u>	<u>22,962</u>	<u>94,329</u>	<u>15,454</u>

## 20. Plant Relocation

In November 2006, the Company finalized a settlement agreement with the Frankfurt, Germany Airport ("Fraport") that required the Company to cease operations at its Kelsterbach, Germany POM site and sell the site, including land and buildings, to Fraport, resolving several years of legal disputes related to the planned Fraport expansion. Under the original agreement, Fraport agreed to pay the Company a total of €670 million. Title to the land and buildings will transfer to Fraport upon completion of certain activities as specified in the settlement agreement. Completion of those required activities is expected to occur no later than December 31, 2013. The agreement did not require the proceeds from the settlement be used to build or relocate the existing POM operations; however, based on a number of factors, the Company built a new expanded production facility in the Frankfurt Hoechst Industrial Park in the Rhine Main area in Germany.

The Company received its final payment from Fraport of €110 million during the three months ended June 30, 2011 and ceased POM operations at the Kelsterbach, Germany site prior to July 31, 2011. In September 2011, the Company announced the opening of its new POM production facility in Frankfurt Hoechst Industrial Park, Germany.

A summary of the financial statement impact associated with the Kelsterbach plant relocation is as follows:

	Six Months Ended June 30,		Total From Inception Through June 30, 2013
	2013	2012	
	(In \$ millions)		
Deferred proceeds <sup>(1)</sup>	—	—	907
Costs expensed	4	2	117
Costs capitalized <sup>(2)</sup>	3	24	1,130
Lease buyout	—	—	22
Employee termination benefits	—	—	8

<sup>(1)</sup> Included in noncurrent Other liabilities in the consolidated balance sheets. Amounts reflect the US dollar equivalent at the time of receipt. Upon transfer of the land and buildings to Fraport, the deferred proceeds will be recognized in the consolidated statements of operations. Such proceeds will be reduced by assets of €6 million included in Property, plant and equipment, net and €103 million included in noncurrent Other assets in the consolidated balance sheets, to be transferred to Fraport or otherwise disposed.

<sup>(2)</sup> Includes a decrease in accrued capital expenditures of \$3 million and \$11 million for the six months ended June 30, 2013 and 2012, respectively.

## 21. Consolidating Guarantor Financial Information

The Senior Notes were issued by Celanese US (the "Issuer") and are guaranteed by Celanese Corporation (the "Parent Guarantor") and the Subsidiary Guarantors ([Note 9](#)). The Issuer and Subsidiary Guarantors are 100% owned subsidiaries of the Parent Guarantor. The Parent Guarantor and Subsidiary Guarantors have guaranteed the Notes fully and unconditionally and jointly and severally.

For cash management purposes, the Company transfers cash between Parent Guarantor, Issuer, Subsidiary Guarantors and non-guarantors through intercompany financing arrangements, contributions or declaration of dividends between the respective parent and its subsidiaries. The transfer of cash under these activities facilitates the ability of the recipient to make specified third-party payments for principal and interest on the Company's outstanding debt, Common Stock dividends and Common Stock repurchases. The consolidating statements of cash flow for the six months ended June 30, 2013 and 2012 present such intercompany financing activities, contributions and dividends consistent with how such activity would be presented in a stand-alone statement of cash flows. Previously, the Company presented such activity within the category where the ultimate use of cash to third parties was presented in the consolidated statements of cash flow. Prior amounts have been revised to conform to the current presentation.

The Company has not presented separate financial information and other disclosures for each of its Subsidiary Guarantors because it believes such financial information and other disclosures would not provide investors with any additional information that would be material in evaluating the sufficiency of the guarantees.

The unaudited interim consolidating financial statements for the Parent Guarantor, the Issuer, the Subsidiary Guarantors and the non-guarantors are as follows:

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS**

	Three Months Ended June 30, 2013					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	
	(In \$ millions)					
Net sales	—	—	732	1,242	(321)	1,653
Cost of sales	—	—	(503)	(1,139)	308	(1,334)
Gross profit	—	—	229	103	(13)	319
Selling, general and administrative expenses	—	—	(26)	(87)	—	(113)
Amortization of intangible assets	—	—	(3)	(6)	—	(9)
Research and development expenses	—	—	(15)	(8)	—	(23)
Other (charges) gains, net	—	—	—	(3)	—	(3)
Foreign exchange gain (loss), net	—	—	—	(2)	—	(2)
Gain (loss) on disposition of businesses and assets, net	—	—	1	(1)	—	—
Operating profit (loss)	—	—	186	(4)	(13)	169
Equity in net earnings (loss) of affiliates	130	161	45	45	(326)	55
Interest expense	—	(49)	(9)	(16)	30	(44)
Refinancing expense	—	—	—	—	—	—
Interest income	—	13	16	2	(30)	1
Dividend income - cost investments	—	—	—	23	—	23
Other income (expense), net	—	—	—	4	—	4
Earnings (loss) from continuing operations before tax	130	125	238	54	(339)	208
Income tax (provision) benefit	3	5	(69)	(18)	4	(75)
Earnings (loss) from continuing operations	133	130	169	36	(335)	133
Earnings (loss) from operation of discontinued operations	—	—	—	—	—	—
Gain (loss) on disposition of discontinued operations	—	—	—	—	—	—
Income tax (provision) benefit from discontinued operations	—	—	—	—	—	—
Earnings (loss) from discontinued operations	—	—	—	—	—	—
Net earnings (loss)	133	130	169	36	(335)	133
Net (earnings) loss attributable to noncontrolling interests	—	—	—	—	—	—
Net earnings (loss) attributable to Celanese Corporation	133	130	169	36	(335)	133

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS**

	Three Months Ended June 30, 2012					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	
	As Adjusted <a href="#">(Note 1)</a>					
(In \$ millions)						
Net sales	—	—	734	1,239	(298)	1,675
Cost of sales	—	—	(517)	(1,112)	289	(1,340)
Gross profit	—	—	217	127	(9)	335
Selling, general and administrative expenses	—	—	(39)	(76)	—	(115)
Amortization of intangible assets	—	—	(4)	(9)	—	(13)
Research and development expenses	—	—	(17)	(8)	—	(25)
Other (charges) gains, net	—	—	6	(3)	(6)	(3)
Foreign exchange gain (loss), net	—	—	—	(1)	—	(1)
Gain (loss) on disposition of businesses and assets, net	—	—	—	—	—	—
Operating profit (loss)	—	—	163	30	(15)	178
Equity in net earnings (loss) of affiliates	220	250	50	49	(507)	62
Interest expense	—	(48)	(10)	(19)	32	(45)
Refinancing expense	—	—	—	—	—	—
Interest income	—	15	16	1	(32)	—
Dividend income - cost investments	—	—	—	84	—	84
Other income (expense), net	—	—	—	(1)	—	(1)
Earnings (loss) from continuing operations before tax	220	217	219	144	(522)	278
Income tax (provision) benefit	1	3	(43)	(22)	4	(57)
Earnings (loss) from continuing operations	221	220	176	122	(518)	221
Earnings (loss) from operation of discontinued operations	—	—	—	—	—	—
Gain (loss) on disposition of discontinued operations	—	—	—	—	—	—
Income tax (provision) benefit from discontinued operations	—	—	—	—	—	—
Earnings (loss) from discontinued operations	—	—	—	—	—	—
Net earnings (loss)	221	220	176	122	(518)	221
Net (earnings) loss attributable to noncontrolling interests	—	—	—	—	—	—
Net earnings (loss) attributable to Celanese Corporation	221	220	176	122	(518)	221



**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS**

Six Months Ended June 30, 2013

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
Net sales	—	—	1,412	2,449	(603)	3,258
Cost of sales	—	—	(978)	(2,233)	605	(2,606)
Gross profit	—	—	434	216	2	652
Selling, general and administrative expenses	—	—	(47)	(172)	—	(219)
Amortization of intangible assets	—	—	(7)	(13)	—	(20)
Research and development expenses	—	—	(31)	(18)	—	(49)
Other (charges) gains, net	—	—	4	(7)	(4)	(7)
Foreign exchange gain (loss), net	—	—	—	(3)	—	(3)
Gain (loss) on disposition of businesses and assets, net	—	—	—	(1)	—	(1)
Operating profit (loss)	—	—	353	2	(2)	353
Equity in net earnings (loss) of affiliates	271	328	82	94	(666)	109
Interest expense	—	(96)	(19)	(32)	60	(87)
Refinancing expense	—	—	—	—	—	—
Interest income	—	27	31	3	(60)	1
Dividend income - cost investments	—	—	—	47	—	47
Other income (expense), net	—	—	—	3	—	3
Earnings (loss) from continuing operations before tax	271	259	447	117	(668)	426
Income tax (provision) benefit	4	12	(113)	(55)	—	(152)
Earnings (loss) from continuing operations	275	271	334	62	(668)	274
Earnings (loss) from operation of discontinued operations	—	—	2	—	—	2
Gain (loss) on disposition of discontinued operations	—	—	—	—	—	—
Income tax (provision) benefit from discontinued operations	—	—	(1)	—	—	(1)
Earnings (loss) from discontinued operations	—	—	1	—	—	1
Net earnings (loss)	275	271	335	62	(668)	275
Net (earnings) loss attributable to noncontrolling interests	—	—	—	—	—	—
Net earnings (loss) attributable to Celanese Corporation	275	271	335	62	(668)	275

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS**

Six Months Ended June 30, 2012

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	As Adjusted (Note 1)					
	(In \$ millions)					
Net sales	—	—	1,374	2,488	(554)	3,308
Cost of sales	—	—	(995)	(2,260)	556	(2,699)
Gross profit	—	—	379	228	2	609
Selling, general and administrative expenses	—	—	(78)	(163)	—	(241)
Amortization of intangible assets	—	—	(9)	(17)	—	(26)
Research and development expenses	—	—	(32)	(18)	—	(50)
Other (charges) gains, net	—	—	7	(4)	(6)	(3)
Foreign exchange gain (loss), net	—	—	—	—	—	—
Gain (loss) on disposition of businesses and assets, net	—	—	—	—	—	—
Operating profit (loss)	—	—	267	26	(4)	289
Equity in net earnings (loss) of affiliates	413	457	90	91	(938)	113
Interest expense	—	(96)	(21)	(37)	64	(90)
Refinancing expense	—	—	—	—	—	—
Interest income	—	30	32	3	(64)	1
Dividend income - cost investments	—	—	—	84	—	84
Other income (expense), net	—	1	—	—	—	1
Earnings (loss) from continuing operations before tax	413	392	368	167	(942)	398
Income tax (provision) benefit	1	21	16	(23)	1	16
Earnings (loss) from continuing operations	414	413	384	144	(941)	414
Earnings (loss) from operation of discontinued operations	—	—	—	—	—	—
Gain (loss) on disposition of discontinued operations	—	—	—	—	—	—
Income tax (provision) benefit from discontinued operations	—	—	—	—	—	—
Earnings (loss) from discontinued operations	—	—	—	—	—	—
Net earnings (loss)	414	413	384	144	(941)	414
Net (earnings) loss attributable to noncontrolling interests	—	—	—	—	—	—
Net earnings (loss) attributable to Celanese Corporation	414	413	384	144	(941)	414

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	Three Months Ended June 30, 2013					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	
	(In \$ millions)					
Net earnings (loss)	133	130	169	36	(335)	133
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	26	26	(2)	(3)	(21)	26
Gain (loss) on interest rate swaps	2	2	(1)	—	(1)	2
Pension and postretirement benefits	—	—	—	—	—	—
Total other comprehensive income (loss), net of tax	28	28	(3)	(3)	(22)	28
Total comprehensive income (loss), net of tax	161	158	166	33	(357)	161
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	—	—	—
Comprehensive income (loss) attributable to Celanese Corporation	161	158	166	33	(357)	161

	Three Months Ended June 30, 2012					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	
	As Adjusted (Note 1)					
	(In \$ millions)					
Net earnings (loss)	221	220	176	122	(518)	221
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	(50)	(50)	17	11	22	(50)
Gain (loss) on interest rate swaps	—	—	—	—	—	—
Pension and postretirement benefits	(2)	(2)	(3)	—	5	(2)
Total other comprehensive income (loss), net of tax	(52)	(52)	14	11	27	(52)
Total comprehensive income (loss), net of tax	169	168	190	133	(491)	169
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	—	—	—
Comprehensive income (loss) attributable to Celanese Corporation	169	168	190	133	(491)	169

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	Six Months Ended June 30, 2013					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	
	(In \$ millions)					
Net earnings (loss)	275	271	335	62	(668)	275
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	(5)	(5)	3	2	—	(5)
Gain (loss) on interest rate swaps	3	3	(1)	—	(2)	3
Pension and postretirement benefits	—	—	—	—	—	—
Total other comprehensive income (loss), net of tax	(2)	(2)	2	2	(2)	(2)
Total comprehensive income (loss), net of tax	273	269	337	64	(670)	273
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	—	—	—
Comprehensive income (loss) attributable to Celanese Corporation	273	269	337	64	(670)	273

	Six Months Ended June 30, 2012					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	
	As Adjusted (Note 1)					
	(In \$ millions)					
Net earnings (loss)	414	413	384	144	(941)	414
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	(24)	(24)	6	5	13	(24)
Gain (loss) on interest rate swaps	1	1	—	—	(1)	1
Pension and postretirement benefits	(6)	(6)	(6)	(3)	15	(6)
Total other comprehensive income (loss), net of tax	(29)	(29)	—	2	27	(29)
Total comprehensive income (loss), net of tax	385	384	384	146	(914)	385
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	—	—	—
Comprehensive income (loss) attributable to Celanese Corporation	385	384	384	146	(914)	385

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATING BALANCE SHEET**

As of June 30, 2013

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
<b>ASSETS</b>						
Current Assets						
Cash and cash equivalents	—	—	401	706	—	1,107
Trade receivables - third party and affiliates	—	—	383	729	(183)	929
Non-trade receivables, net	32	439	1,825	429	(2,445)	280
Inventories, net	—	—	201	609	(72)	738
Deferred income taxes	—	—	64	7	(21)	50
Marketable securities, at fair value	—	—	45	—	—	45
Other assets	—	5	16	30	(20)	31
Total current assets	32	444	2,935	2,510	(2,741)	3,180
Investments in affiliates	1,953	3,762	1,666	558	(7,131)	808
Property, plant and equipment, net	—	—	846	2,479	—	3,325
Deferred income taxes	—	3	510	91	(2)	602
Other assets	—	1,896	128	437	(1,978)	483
Goodwill	—	—	305	467	—	772
Intangible assets, net	—	—	69	83	—	152
Total assets	1,985	6,105	6,459	6,625	(11,852)	9,322
<b>LIABILITIES AND EQUITY</b>						
Current Liabilities						
Short-term borrowings and current installments of long-term debt - third party and affiliates	—	1,622	232	132	(1,762)	224
Trade payables - third party and affiliates	—	—	281	618	(183)	716
Other liabilities	—	41	269	385	(256)	439
Deferred income taxes	—	21	—	25	(21)	25
Income taxes payable	—	—	515	93	(468)	140
Total current liabilities	—	1,684	1,297	1,253	(2,690)	1,544
Noncurrent Liabilities						
Long-term debt	—	2,460	804	1,572	(1,976)	2,860
Deferred income taxes	—	—	—	49	(2)	47
Uncertain tax positions	—	6	25	153	—	184
Benefit obligations	—	—	1,329	231	—	1,560
Other liabilities	—	2	96	1,054	(10)	1,142
Total noncurrent liabilities	—	2,468	2,254	3,059	(1,988)	5,793
Total Celanese Corporation stockholders' equity	1,985	1,953	2,908	2,313	(7,174)	1,985
Noncontrolling interests	—	—	—	—	—	—
Total equity	1,985	1,953	2,908	2,313	(7,174)	1,985
Total liabilities and equity	1,985	6,105	6,459	6,625	(11,852)	9,322

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATING BALANCE SHEET**

As of December 31, 2012

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
(In \$ millions)						
<b>ASSETS</b>						
Current Assets						
Cash and cash equivalents	10	—	275	674	—	959
Trade receivables - third party and affiliates	—	—	340	653	(166)	827
Non-trade receivables, net	31	444	1,754	484	(2,504)	209
Inventories, net	—	—	196	589	(74)	711
Deferred income taxes	—	—	62	8	(21)	49
Marketable securities, at fair value	—	—	52	1	—	53
Other assets	—	5	15	27	(16)	31
Total current assets	41	449	2,694	2,436	(2,781)	2,839
Investments in affiliates	1,692	3,437	1,579	570	(6,478)	800
Property, plant and equipment, net	—	—	813	2,537	—	3,350
Deferred income taxes	—	5	509	92	—	606
Other assets	—	1,927	132	414	(2,010)	463
Goodwill	—	—	305	472	—	777
Intangible assets, net	—	—	69	96	—	165
Total assets	1,733	5,818	6,101	6,617	(11,269)	9,000
<b>LIABILITIES AND EQUITY</b>						
Current Liabilities						
Short-term borrowings and current installments of long-term debt - third party and affiliates	—	1,584	208	159	(1,783)	168
Trade payables - third party and affiliates	—	—	269	546	(166)	649
Other liabilities	—	40	267	475	(307)	475
Deferred income taxes	—	21	—	25	(21)	25
Income taxes payable	—	—	419	73	(454)	38
Total current liabilities	—	1,645	1,163	1,278	(2,731)	1,355
Noncurrent Liabilities						
Long-term debt	—	2,467	872	1,597	(2,006)	2,930
Deferred income taxes	—	—	—	50	—	50
Uncertain tax positions	3	6	23	149	—	181
Benefit obligations	—	—	1,362	240	—	1,602
Other liabilities	—	8	101	1,055	(12)	1,152
Total noncurrent liabilities	3	2,481	2,358	3,091	(2,018)	5,915
Total Celanese Corporation stockholders' equity	1,730	1,692	2,580	2,248	(6,520)	1,730
Noncontrolling interests	—	—	—	—	—	—
Total equity	1,730	1,692	2,580	2,248	(6,520)	1,730
Total liabilities and equity	1,733	5,818	6,101	6,617	(11,269)	9,000

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATING STATEMENT OF CASH FLOWS**

Six Months Ended June 30, 2013

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
Net cash provided by (used in) operating activities	19	(42)	292	147	(40)	376
Investing Activities						
Capital expenditures on property, plant and equipment	—	—	(87)	(62)	—	(149)
Acquisitions, net of cash acquired	—	—	—	—	—	—
Proceeds from sale of businesses and assets, net	—	—	—	12	—	12
Deferred proceeds from Kelsterbach plant relocation	—	—	—	—	—	—
Capital expenditures related to Kelsterbach plant relocation	—	—	—	(6)	—	(6)
Return of capital from subsidiary	—	—	—	—	—	—
Contributions to subsidiary	—	—	—	—	—	—
Intercompany loan receipts (disbursements)	—	3	(64)	—	61	—
Other, net	—	—	(25)	(9)	—	(34)
Net cash provided by (used in) investing activities	—	3	(176)	(65)	61	(177)
Financing Activities						
Short-term borrowings (repayments), net	—	64	(2)	(9)	(64)	(11)
Proceeds from short-term borrowings	—	—	—	27	—	27
Repayments of short-term borrowings	—	—	—	(24)	—	(24)
Proceeds from long-term debt	—	—	50	—	—	50
Repayments of long-term debt	—	(5)	(18)	(42)	3	(62)
Refinancing costs	—	—	—	—	—	—
Purchases of treasury stock, including related fees	(6)	—	—	—	—	(6)
Dividends to parent	—	(20)	(20)	—	40	—
Contributions from parent	—	—	—	—	—	—
Stock option exercises	3	—	—	—	—	3
Series A common stock dividends	(26)	—	—	—	—	(26)
Return of capital to parent	—	—	—	—	—	—
Other, net	—	—	—	—	—	—
Net cash provided by (used in) financing activities	(29)	39	10	(48)	(21)	(49)
Exchange rate effects on cash and cash equivalents	—	—	—	(2)	—	(2)
Net increase (decrease) in cash and cash equivalents	(10)	—	126	32	—	148
Cash and cash equivalents as of beginning of period	10	—	275	674	—	959
Cash and cash equivalents as of end of period	—	—	401	706	—	1,107

**CELANESE CORPORATION AND SUBSIDIARIES**  
**UNAUDITED INTERIM CONSOLIDATING STATEMENT OF CASH FLOWS**

Six Months Ended June 30, 2012

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
Net cash provided by (used in) operating activities	6	(38)	248	256	(70)	402
<b>Investing Activities</b>						
Capital expenditures on property, plant and equipment	—	—	(93)	(90)	—	(183)
Acquisitions, net of cash acquired	—	—	(23)	—	—	(23)
Proceeds from sale of businesses and assets, net	—	—	1	—	—	1
Deferred proceeds from Kelsterbach plant relocation	—	—	—	—	—	—
Capital expenditures related to Kelsterbach plant relocation	—	—	—	(35)	—	(35)
Return of capital from subsidiary	—	—	—	—	—	—
Contributions to subsidiary	—	—	(3)	—	3	—
Intercompany loan receipts (disbursements)	—	3	(77)	—	74	—
Other, net	—	—	(9)	(34)	—	(43)
Net cash provided by (used in) investing activities	—	3	(204)	(159)	77	(283)
<b>Financing Activities</b>						
Short-term borrowings (repayments), net	—	77	(2)	(15)	(74)	(14)
Proceeds from short-term borrowings	—	—	—	24	—	24
Repayments of short-term borrowings	—	—	—	(24)	—	(24)
Proceeds from long-term debt	—	—	—	—	—	—
Repayments of long-term debt	—	(7)	(1)	(11)	—	(19)
Refinancing costs	—	—	—	—	—	—
Purchases of treasury stock, including related fees	(28)	—	—	—	—	(28)
Dividends to parent	—	(35)	(35)	—	70	—
Contributions from parent	—	—	—	3	(3)	—
Stock option exercises	55	—	—	—	—	55
Series A common stock dividends	(19)	—	—	—	—	(19)
Return of capital to parent	—	—	—	—	—	—
Other, net	29	—	—	—	—	29
Net cash provided by (used in) financing activities	37	35	(38)	(23)	(7)	4
Exchange rate effects on cash and cash equivalents	—	—	—	(5)	—	(5)
Net increase (decrease) in cash and cash equivalents	43	—	6	69	—	118
Cash and cash equivalents as of beginning of period	—	—	133	549	—	682
Cash and cash equivalents as of end of period	43	—	139	618	—	800



## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*In this Quarterly Report on Form 10-Q ("Quarterly Report"), the term "Celanese" refers to Celanese Corporation, a Delaware corporation, and not its subsidiaries. The terms the "Company," "we," "our" and "us," refer to Celanese and its subsidiaries on a consolidated basis. The term "Celanese US" refers to the Company's subsidiary, Celanese US Holdings LLC, a Delaware limited liability company, and not its subsidiaries.*

*The following discussion should be read in conjunction with the Celanese Corporation and Subsidiaries consolidated financial statements as of and for the year ended December 31, 2012, originally filed on February 8, 2013 with the Securities and Exchange Commission ("SEC") as part of the Company's Annual Reporting on Form 10-K (the "2012 Form 10-K") and updated to incorporate the effect of changes in the Company's pension accounting, filed on April 26, 2013 with the SEC as Exhibit 99.3 to a Current Report on Form 8-K (the "April 2013 Form 8-K") and the unaudited interim consolidated financial statements and notes thereto included elsewhere in this Quarterly Report.*

*Investors are cautioned that the forward-looking statements contained within this Quarterly Report involve both risk and uncertainty. Several important factors could cause actual results to differ materially from those anticipated by these statements. Many of these statements are macroeconomic in nature and are, therefore, beyond the control of management. See "Special Note Regarding Forward-Looking Statements" below and at the beginning of our 2012 Form 10-K.*

### **Special Note Regarding Forward-Looking Statements**

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") and other parts of this Quarterly Report contain certain forward-looking statements and information relating to us that are based on the beliefs of our management as well as assumptions made by, and information currently available to, us. You can identify these statements by the fact that they do not relate to matters of a strictly factual or historical nature and generally discuss or relate to forecasts, estimates or other expectations regarding future events. Generally, words such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "project," "may," "can," "could," "might," "will" and similar expressions, as they relate to us, are intended to identify forward-looking statements. These statements reflect our current views and beliefs with respect to future events at the time that the statements are made, are not historical facts or guarantees of future performance and are subject to significant risks, uncertainties and other factors that are difficult to predict and many of which are outside of our control. Further, certain forward-looking statements are based upon assumptions as to future events that may not prove to be accurate and, accordingly, should not have undue reliance placed upon them. All forward-looking statements made in this Quarterly Report are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed in this Quarterly Report will increase with the passage of time. We undertake no obligation, and disclaim any duty, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changes in our expectations or otherwise.

See *Part I - Item 1A. Risk Factors* of our 2012 Form 10-K and subsequent periodic filings we make with the SEC for a description of risk factors that could significantly affect our financial results. In addition, the following factors could cause our actual results to differ materially from those results, performance or achievements that may be expressed or implied by such forward-looking statements. These factors include, among other things:

- changes in general economic, business, political and regulatory conditions in the countries or regions in which we operate;
- the length and depth of product and industry business cycles particularly in the automotive, electrical, textiles, electronics and construction industries;
- changes in the price and availability of raw materials, particularly changes in the demand for, supply of, and market prices of ethylene, methanol, natural gas, wood pulp and fuel oil and the prices for electricity and other energy sources;
- the ability to pass increases in raw material prices on to customers or otherwise improve margins through price increases;
- the ability to maintain plant utilization rates and to implement planned capacity additions and expansions;
- the ability to reduce or maintain at their current levels production costs and improve productivity by implementing technological improvements to existing plants;
- increased price competition and the introduction of competing products by other companies;

- changes in the degree of intellectual property and other legal protection afforded to our products or technologies, or the theft of such intellectual property;
- costs and potential disruption or interruption of production or operations due to accidents, cyber security incidents, terrorism or political unrest, or other unforeseen events or delays in construction of facilities;
- potential liability for remedial actions and increased costs under existing or future environmental regulations, including those relating to climate change;
- potential liability resulting from pending or future litigation, or from changes in the laws, regulations or policies of governments or other governmental activities in the countries in which we operate;
- changes in currency exchange rates and interest rates;
- our level of indebtedness, which could diminish our ability to raise additional capital to fund operations or limit our ability to react to changes in the economy or the chemicals industry; and
- various other factors, both referenced and not referenced in this Quarterly Report.

Many of these factors are macroeconomic in nature and are, therefore, beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results, performance or achievements may vary materially from those described in this Quarterly Report as anticipated, believed, estimated, expected, intended, planned or projected.

#### **Overview**

We are a global technology and specialty materials company. We are one of the world's largest producers of acetyl products, which are intermediate chemicals, for nearly all major industries, as well as a leading global producer of high performance engineered polymers that are used in a variety of high-value applications. As a recognized innovator in the chemicals industry, we engineer and manufacture a wide variety of products essential to everyday living. Our broad product portfolio serves a diverse set of end-use applications including paints and coatings, textiles, automotive applications, consumer and medical applications, performance industrial applications, filter media, paper and packaging, chemical additives, construction, consumer and industrial adhesives, and food and beverage applications. Our products enjoy leading global positions due to our large global production capacity, operating efficiencies, proprietary production technology and competitive cost structures.

Our large and diverse global customer base primarily consists of major companies in a broad array of industries. We hold geographically balanced global positions and participate in diversified end-use applications. We combine a demonstrated track record of execution, strong performance built on shared principles and objectives, and a clear focus on growth and value creation. Known for operational excellence and execution of our business strategies, we deliver value to customers around the globe with best-in-class technologies and solutions.

#### **2013 Highlights:**

- We signed an agreement with Mitsui & Co., Ltd., of Tokyo, Japan, to establish a joint venture for the production of methanol at our integrated chemical plant in Clear Lake, Texas. The total investment in the facility is estimated to be \$800 million. Our portion of the investment is estimated to be \$300 million, in addition to previously invested assets at our Clear Lake facility. The planned methanol facility will have an annual capacity of 1.3 million tons and is expected to begin operations in mid-2015.
- We announced that our Board of Directors approved a 20% increase in our quarterly Series A Common Stock cash dividend. The Board of Directors increased the quarterly dividend rate from \$0.075 to \$0.09 per share of Common Stock on a quarterly basis and \$0.30 to \$0.36 per share of Common Stock on an annual basis. The new dividend rate began in May 2013.
- We signed a Memorandum of Understanding ("MOU") with Pertamina, the state-owned energy company of the Republic of Indonesia, to begin the detailed project planning phase for the development of a fuel ethanol project in Indonesia. The MOU outlines the parties' intentions to establish a joint venture under which we would own a majority share and would license our leading TCX<sup>®</sup> technology to the joint venture under a separate technology licensing agreement. Under the detailed project planning phase of the MOU, we and Pertamina will select the first production location, initiate project

permitting and negotiate coal supply and other industrial partner agreements. This phase of the MOU is expected to be completed by the end of 2013.

- We received the JEC Innovation Award for the first thermoplastic composite tailplane for a helicopter. The new composite tailplane of the AgustaWestland AW169 helicopter results in 15 percent weight reduction from conventional composites and contributes considerably to fuel savings and lower emissions.
- We introduced a new generation of Thermx<sup>®</sup> PCT grades that deliver outstanding initial reflectance and reflectance stability under heat and light as required in light-emitting diode ("LED") lighting packages found in display backlight and general lighting.
- We elected Edward G. Galante to our board of directors. Mr. Galante is a former senior vice president of Exxon Mobil Corporation.

### ***Results of Operations***

#### *Change in accounting policy regarding pension and other postretirement benefits*

Effective January 1, 2013, we elected to change our accounting policy for recognizing actuarial gains and losses and changes in the fair value of plan assets for our defined benefit pension plans and other postretirement benefit plans. We now immediately recognize changes in fair value of plan assets and net actuarial gains and losses annually in the fourth quarter of each fiscal year and whenever a plan is determined to qualify for a remeasurement during a fiscal year. The remaining components of net periodic benefit cost are recorded on a quarterly basis. For further discussion, see [Note 1 - Description of the Company and Basis of Presentation](#) in the accompanying unaudited interim consolidated financial statements.

In connection with the changes in accounting policy for pension and other postretirement benefits and to properly match the actual operational expenses each business segment is incurring, we changed our allocation of net periodic benefit cost. We now allocate only the service cost and amortization of prior service cost components of our pension and postretirement plans to each business segment on a ratable basis. All other components of net periodic benefit cost (interest cost, estimated return on assets and net actuarial gains and losses) are recorded to Other Activities as these components are considered financing activities managed at the corporate level. Financial information for prior periods has been retrospectively adjusted.

	Three Months Ended June 30,			Six Months Ended June 30,		
	2013	2012 As Adjusted	Change	2013	2012 As Adjusted	Change
(unaudited) (In \$ millions)						
<b>Statement of Operations Data</b>						
Net sales	1,653	1,675	(22)	3,258	3,308	(50)
Gross profit	319	335	(16)	652	609	43
Selling, general and administrative expenses	(113)	(115)	2	(219)	(241)	22
Other (charges) gains, net	(3)	(3)	—	(7)	(3)	(4)
Operating profit (loss)	169	178	(9)	353	289	64
Equity in net earnings of affiliates	55	62	(7)	109	113	(4)
Interest expense	(44)	(45)	1	(87)	(90)	3
Dividend income - cost investments	23	84	(61)	47	84	(37)
Earnings (loss) from continuing operations before tax	208	278	(70)	426	398	28
<b>Amounts attributable to Celanese Corporation</b>						
Earnings (loss) from continuing operations	133	221	(88)	274	414	(140)
Earnings (loss) from discontinued operations	—	—	—	1	—	1
Net earnings (loss)	133	221	(88)	275	414	(139)
<b>Other Data</b>						
Depreciation and amortization	75	75	—	151	149	2
Operating margin <sup>(1)</sup>	10.2%	10.6%		10.8%	8.7%	
<b>Other (charges) gains, net</b>						
Employee termination benefits	(1)	(1)	—	(3)	(1)	(2)
Kelsterbach plant relocation	(2)	(2)	—	(4)	(2)	(2)
Total other (charges) gains, net	(3)	(3)	—	(7)	(3)	(4)

<sup>(1)</sup> Defined as operating profit (loss) divided by net sales.

	As of June 30, 2013	As of December 31, 2012
(unaudited) (In \$ millions)		
<b>Balance Sheet Data</b>		
Cash and cash equivalents	1,107	959
Short-term borrowings and current installments of long-term debt - third party and affiliates	224	168
Long-term debt	2,860	2,930
Total debt	3,084	3,098

**Selected Data by Business Segment**

	Three Months Ended June 30,		Change	Six Months Ended June 30,		Change
	2013	2012 As Adjusted		2013	2012 As Adjusted	
(unaudited) (In \$ millions, except percentages)						
<b>Net Sales</b>						
Advanced Engineered Materials	352	323	29	681	640	41
Consumer Specialties	314	327	(13)	609	591	18
Industrial Specialties	295	327	(32)	583	636	(53)
Acetyl Intermediates	809	821	(12)	1,617	1,673	(56)
Other Activities	—	—	—	—	—	—
Inter-segment eliminations	(117)	(123)	6	(232)	(232)	—
Total	1,653	1,675	(22)	3,258	3,308	(50)
<b>Other (Charges) Gains, Net</b>						
Advanced Engineered Materials	(2)	(2)	—	(4)	(2)	(2)
Consumer Specialties	—	4	(4)	—	3	(3)
Industrial Specialties	(1)	—	(1)	(2)	—	(2)
Acetyl Intermediates	—	1	(1)	(1)	1	(2)
Other Activities	—	(6)	6	—	(5)	5
Total	(3)	(3)	—	(7)	(3)	(4)
<b>Operating Profit (Loss)</b>						
Advanced Engineered Materials	39	23	16	75	47	28
Consumer Specialties	83	77	6	161	117	44
Industrial Specialties	18	35	(17)	33	55	(22)
Acetyl Intermediates	55	78	(23)	130	140	(10)
Other Activities	(26)	(35)	9	(46)	(70)	24
Total	169	178	(9)	353	289	64
<b>Earnings (Loss) From Continuing Operations Before Tax</b>						
Advanced Engineered Materials	84	78	6	160	145	15
Consumer Specialties	107	161	(54)	211	202	9
Industrial Specialties	18	35	(17)	33	55	(22)
Acetyl Intermediates	58	80	(22)	136	143	(7)
Other Activities	(59)	(76)	17	(114)	(147)	33
Total	208	278	(70)	426	398	28
<b>Depreciation and Amortization</b>						
Advanced Engineered Materials	27	28	(1)	56	55	1
Consumer Specialties	10	11	(1)	20	20	—
Industrial Specialties	12	13	(1)	24	28	(4)
Acetyl Intermediates	22	19	3	43	39	4
Other Activities	4	4	—	8	7	1
Total	75	75	—	151	149	2
<b>Operating Margin</b>						
Advanced Engineered Materials	11.1%	7.1%		11.0%	7.3%	
Consumer Specialties	26.4%	23.5%		26.4%	19.8%	
Industrial Specialties	6.1%	10.7%		5.7%	8.6%	
Acetyl Intermediates	6.8%	9.5%		8.0%	8.4%	
Total	10.2%	10.6%		10.8%	8.7%	

## Factors Affecting Business Segment Net Sales

The percentage increase (decrease) in net sales attributable to each of the factors indicated for each of our business segments is as follows:

### Three Months Ended June 30, 2013 Compared to Three Months Ended June 30, 2012

	Volume	Price	Currency (unaudited) (In percentages)	Other	Total
Advanced Engineered Materials	7	1	1	—	9
Consumer Specialties	(10)	6	—	—	(4)
Industrial Specialties	(7)	(4)	1	—	(10)
Acetyl Intermediates	2	(4)	1	—	(1)
Total Company	(1)	(1)	1	—	(1)

### Six Months Ended June 30, 2013 Compared to Six Months Ended June 30, 2012

	Volume	Price	Currency (unaudited) (In percentages)	Other	Total
Advanced Engineered Materials	3	2	1	—	6
Consumer Specialties	(4)	7	—	—	3
Industrial Specialties	(5)	(4)	1	—	(8)
Acetyl Intermediates	(1)	(3)	1	—	(3)
Total Company	(2)	(1)	1	—	(2)

### Consolidated Results – Three and Six Months Ended June 30, 2013 Compared with Three and Six Months Ended June 30, 2012

#### Three Months Ended June 30, 2013 Compared with Three Months Ended June 30, 2012

Net sales decreased \$22 million, or 1.3%, during the three months ended June 30, 2013 compared to the same period in 2012 primarily due to lower volumes in our Industrial Specialties and Consumer Specialties segments and lower pricing in our Acetyl Intermediates and Industrial Specialties segments. The results of our Industrial Specialties' segment reflect softer demand in Europe and Asia and reduced pricing in several end-use applications in the Americas. The lower volumes in our Consumer Specialties segment were the result of a temporary production interruption at our Narrows, Virginia Acetate Products facility during the three months ended March 31, 2012 that shifted volume into the three months ended June 30, 2012. These volume and pricing declines were partially offset by higher volumes in our Advanced Engineered Materials segment due to increased penetration in automotive applications in the Americas and targeted growth programs in Asia.

Operating profit decreased \$9 million, or 5.1%, during the three months ended June 30, 2013 compared to the same period in 2012. This decrease was primarily due to lower pricing in both our Acetyl Intermediates and Industrial Specialties segments resulting from weaker demand. The lower pricing was partially offset by lower raw material costs, including polypropylene and ethylene, higher volumes in our Advanced Engineered Materials segment and higher pricing in our Consumer Specialties segment.

Dividend income from cost investments decreased \$61 million compared to the same period in 2012 principally due to the timing of the dividend payments from our China Acetate ventures. Historically, our China Acetate ventures paid an annual cash dividend during the three months ended June 30 each year, while in 2013 dividends are being paid quarterly.

Our effective income tax rate for the three months ended June 30, 2013 was 36% compared to 21% for the three months ended June 30, 2012. The higher effective tax rate for the three months ended June 30, 2013 is attributable to losses in jurisdictions without tax benefit, increased earnings in high income tax jurisdictions and changes regarding the recoverability of deferred tax assets in certain jurisdictions. In 2012 the lower effective tax rate is primarily due to foreign tax credit carryforwards partially offset by deferred tax charges related to changes in assessment regarding permanent reinvestment of certain foreign earnings.

*Six Months Ended June 30, 2013 Compared with Six Months Ended June 30, 2012*

Net sales decreased \$50 million, or 1.5%, during the six months ended June 30, 2013 compared to the same period in 2012 primarily due to lower volumes across all business segments except for our Advanced Engineered Materials segment, and lower pricing in our Acetyl Intermediates and Industrial Specialties segments primarily attributable to weaker demand in Europe and Asia. The lower volumes were offset by increased acetate tow prices across all regions in our Consumer Specialties segment and higher pricing and volumes in our Advanced Engineered Materials segment due to increased penetration in automotive applications globally and targeted growth programs in Asia.

Operating profit increased \$64 million, or 22.1%, during the six months ended June 30, 2013 compared to the same period in 2012 primarily due to increased pricing in our Advanced Engineered Materials and Consumer Specialties segments as well as lower raw material costs, including ethylene, polypropylene, carbon monoxide and methanol. Lower energy and plant costs in our Consumer Specialties segment also contributed to increased operating profit. Decreased volumes and pricing in our Acetyl Intermediates and Industrial Specialties segments more than offset our savings from decreased raw material costs in those segments.

As a percentage of net sales, selling, general and administrative expenses decreased from 7.3% to 6.7% for the six months ended June 30, 2013 compared to the same period in 2012 primarily due to a decrease of \$25 million in selling, general and administrative expenses in Other Activities of which \$22 million relates to lower pension and other postretirement benefit costs.

Our effective income tax rate for the six months ended June 30, 2013 was 36% compared to (4)% for the six months ended June 30, 2012. The lower effective tax rate in 2012 was primarily due to foreign tax credit carryforwards of \$142 million recognized during the three months ended March 31, 2012, partially offset by \$38 million of deferred tax charges related to changes in our assessment regarding the permanent reinvestment of certain foreign earnings from our Polyplastics Co., Ltd affiliate.

Business Segments – Three and Six Months Ended June 30, 2013 Compared with Three and Six Months Ended June 30, 2012

Advanced Engineered Materials

	Three Months Ended June 30,		Change	Six Months Ended June 30,		Change
	2013	2012 As Adjusted		2013	2012 As Adjusted	
	(unaudited)					
	(In \$ millions, except percentages)					
Net sales	352	323	29	681	640	41
<b>Net Sales Variance</b>						
Volume	7%			3%		
Price	1%			2%		
Currency	1%			1%		
Other	—%			—%		
Other (charges) gains, net	(2)	(2)	—	(4)	(2)	(2)
Operating profit (loss)	39	23	16	75	47	28
Operating margin	11.1%	7.1%		11.0%	7.3%	
Equity in net earnings (loss) of affiliates	45	55	(10)	85	98	(13)
Earnings (loss) from continuing operations before tax	84	78	6	160	145	15
Depreciation and amortization	27	28	(1)	56	55	1

Our Advanced Engineered Materials segment develops, produces and supplies a broad offering of high performance specialty polymers for application in automotive, medical and electronics products, as well as other consumer and industrial applications. Together with our strategic affiliates, our Advanced Engineered Materials segment is a leading participant in the global specialty polymers industry.

Three Months Ended June 30, 2013 Compared with Three Months Ended June 30, 2012

Advanced Engineered Materials' net sales increased \$29 million, or 9.0%, for the three months ended June 30, 2013 compared to the same period in 2012 primarily due to increased volumes driven by increased penetration in automotive applications in the Americas and targeted growth programs in Asia.

Operating profit increased \$16 million, or 69.6%, for the three months ended June 30, 2013 compared to the same period in 2012. Increased volumes and higher pricing coupled with lower raw material costs of \$5 million, mainly ethylene and polypropylene, more than offset higher energy and plant costs of \$9 million.

Equity in net earnings (loss) of affiliates decreased \$10 million for the three months ended June 30, 2013 compared to the same period in 2012 primarily due to lower earnings from our National Methanol Company ("Ibn Sina") affiliate, largely driven by the timing of turnaround activity and lower methyl tertiary-butyl ether ("MTBE") pricing.

Six Months Ended June 30, 2013 Compared with Six Months Ended June 30, 2012

Advanced Engineered Materials' net sales increased \$41 million, or 6.4%, for the six months ended June 30, 2013 compared to the same period in 2012 primarily due to increased volumes and higher pricing. Volumes increased primarily due to increased penetration in automotive applications globally and targeted growth programs in Asia. Higher pricing and product mix, mainly for medical applications, also contributed to the increase in net sales for the six months ended June 30, 2013.

Operating profit increased \$28 million, or 59.6%, for the six months ended June 30, 2013 compared to the same period in 2012 driven primarily by higher pricing, increased volumes and lower raw material costs, mainly polypropylene and ethylene, partially offset by higher energy costs.



Equity in net earnings (loss) of affiliates decreased \$13 million for the six months ended June 30, 2013 compared to the same period in 2012 primarily due to lower earnings from our Polyplastics Company Ltd. and Ibn Sina strategic affiliates. The decrease in Ibn Sina earnings was largely the result of the timing of turnaround activity and lower MTBE pricing.

### Consumer Specialties

	Three Months Ended June 30,		Change	Six Months Ended June 30,		Change
	2013	2012 As Adjusted		2013	2012 As Adjusted	
	(unaudited)					
	(In \$ millions, except percentages)					
Net sales	314	327	(13)	609	591	18
<b>Net Sales Variance</b>						
Volume	(10)%			(4)%		
Price	6 %			7 %		
Currency	— %			— %		
Other	— %			— %		
Other (charges) gains, net	—	4	(4)	—	3	(3)
Operating profit (loss)	83	77	6	161	117	44
Operating margin	26.4 %	23.5%		26.4 %	19.8%	
Equity in net earnings (loss) of affiliates	1	1	—	3	2	1
Dividend income - cost investments	23	83	(60)	47	83	(36)
Earnings (loss) from continuing operations before tax	107	161	(54)	211	202	9
Depreciation and amortization	10	11	(1)	20	20	—

Our Consumer Specialties segment consists of our Acetate Products and Nutrinova businesses, which serve consumer-driven applications. Our Acetate Products business is a leading producer and supplier of acetate flake, acetate film and acetate tow, primarily used in filter products applications. Our Nutrinova business is a leading international supplier of premium quality ingredients for the food, beverage and pharmaceuticals industries.

#### Three Months Ended June 30, 2013 Compared with Three Months Ended June 30, 2012

Net sales for Consumer Specialties decreased \$13 million, or 4.0%, for the three months ended June 30, 2013 compared to the same period in 2012 primarily due to lower volumes in our Acetate Products business resulting from a temporary production interruption at our Narrows, Virginia Acetate Products facility during the three months ended March 31, 2012 that shifted volume into the three months ended June 30, 2012. Lower volumes were partially offset by higher prices in acetate tow reflecting continued strong demand.

Operating profit increased \$6 million, or 7.8%, for the three months ended June 30, 2013 primarily due to higher pricing, lower energy costs of \$13 million and lower plant costs of \$12 million resulting from the cessation of production of acetate flake and tow at our Spondon, Derby, United Kingdom facility in November 2012. This was partially offset by the impact of lower sales volumes, higher raw material costs of \$6 million and the absence of \$6 million of insurance recoveries recorded in other (charges) gains, net during the three months ended June 30, 2012. Insurance recoveries were offset by a charge from our captive insurance companies included in Other Activities.

Dividend income from cost investments decreased \$60 million for the three months ended June 30, 2013 compared to the same period in 2012 due to the timing of the dividend payments from our China Acetate ventures. In the prior year, our China Acetate ventures paid an annual cash dividend of \$83 million during the three months ended June 30, 2012, while in 2013 dividends are being paid quarterly.

#### Six Months Ended June 30, 2013 Compared with Six Months Ended June 30, 2012

Net sales for Consumer Specialties increased \$18 million, or 3.0%, for the six months ended June 30, 2013 compared to the same period in 2012 primarily due to higher pricing in the Acetate Products business partially offset by lower volumes in both

the Acetate Products and Nutrinova businesses. Acetate tow pricing increased 9% across all regions while volumes declined due to the cessation of manufacturing of acetate flake and tow at our Spondon facility in November 2012.

Operating profit increased \$44 million, or 37.6%, for the six months ended June 30, 2013 compared to the same period in 2012 primarily due to the increase in pricing, lower energy costs and lower plant costs of \$23 million mainly resulting from the cessation of production of acetate flake and tow at our Spondon facility in November 2012. Lower volumes and higher raw material costs for both the Acetate Products and Nutrinova businesses partially offset the higher pricing and lower costs for the six months ended June 30, 2013 as did the absence of \$6 million of insurance recoveries recorded in other (charges) gains, net during the three months ended June 30, 2012. Insurance recoveries were offset by a charge from our captive insurance companies included in Other Activities.

Dividend income from cost investments decreased \$36 million for the six months ended June 30, 2013 compared to the same period in 2012, related to dividends received from our China Acetate ventures. In the prior year, our China Acetate ventures paid an annual cash dividend of \$83 million during the three months ended June 30, 2012, while in 2013 dividends are being paid quarterly.

#### Industrial Specialties

	Three Months Ended June 30,		Change	Six Months Ended June 30,		Change
	2013	2012 As Adjusted		2013	2012 As Adjusted	
	(unaudited) (In \$ millions, except percentages)					
Net sales	295	327	(32)	583	636	(53)
<b>Net Sales Variance</b>						
Volume	(7)%			(5)%		
Price	(4)%			(4)%		
Currency	1 %			1 %		
Other	— %			— %		
Other (charges) gains, net	(1)	—	(1)	(2)	—	(2)
Operating profit (loss)	18	35	(17)	33	55	(22)
Operating margin	6.1 %	10.7%		5.7 %	8.6%	
Earnings (loss) from continuing operations before tax	18	35	(17)	33	55	(22)
Depreciation and amortization	12	13	(1)	24	28	(4)

Our Industrial Specialties segment includes our Emulsions and EVA Performance Polymers businesses. Our Emulsions business is a leading global producer of vinyl acetate-based emulsions and develops products and application technologies to improve performance, create value and drive innovation in applications such as paints and coatings, adhesives, construction, glass fiber, textiles and paper. EVA Performance Polymers is a leading North American manufacturer of a full range of specialty ethylene vinyl acetate ("EVA") resins and compounds as well as select grades of low-density polyethylene. EVA Performance Polymers products are used in many applications, including flexible packaging films, lamination film products, hot melt adhesives, medical products, automotive, carpeting and photovoltaic cells.

#### Three Months Ended June 30, 2013 Compared with Three Months Ended June 30, 2012

Net sales decreased \$32 million, or 9.8%, for the three months ended June 30, 2013 compared to the same period in 2012 reflecting both lower volumes and lower pricing primarily in our EVA Performance Polymers business. Lower volumes in our EVA Performance Polymers business were driven by softer demand in Asia and the Americas while lower pricing resulted from weak global demand in several end-use applications, including hot melt adhesives and photovoltaic cells. Sales of our EVA Performance Polymers medical product applications decreased \$7 million compared to the same period in 2012 though sales from medical product applications are expected later in 2013. Our Emulsions business experienced softer demand in North America, particularly in textiles and paper applications, partially offset by seasonal demand for paints, coatings and adhesives in Europe and continuing growth in innovation applications in China.

Operating profit decreased \$17 million, or 48.6%, for the three months ended June 30, 2013 compared to the same period in 2012 primarily due to lower volumes and pricing in our EVA Performance Polymers business partially offset by lower raw material costs of \$5 million, primarily ethylene and vinyl acetate monomer ("VAM").

*Six Months Ended June 30, 2013 Compared with Six Months Ended June 30, 2012*

Net sales decreased \$53 million, or 8.3%, for the six months ended June 30, 2013 compared to the same period in 2012 reflecting lower volumes and lower pricing for both the Emulsions and EVA Performance Polymers businesses. Volume decreases in our EVA Performance Polymers business were driven by softer demand in Asia and the Americas while lower pricing resulted from weak global demand and strong competition in several end-use applications, including hot melt adhesives and photovoltaic cells. Sales of our EVA Performance Polymers medical product applications decreased \$7 million compared to the same period in 2012 though sales from medical product applications are expected later in 2013. Lower volumes in our Emulsions business were driven by softer demand in North America, particularly in our textiles and paper applications, slightly offset by modest volume increases in paper and adhesive applications in Europe despite continuing weak economic conditions and continued growth in innovative applications in paper and construction in China. Lower prices in our Emulsions business were driven by lower raw material costs in Europe and Asia.

Operating profit decreased \$22 million, or 40.0%, for the six months ended June 30, 2013 compared to the same period in 2012 primarily due to lower volumes and pricing driven by weaker demand. Raw material costs, primarily ethylene, decreased \$10 million compared to the same period in 2012 but were more than offset by lower pricing.

**Acetyl Intermediates**

	Three Months Ended June 30,		Change	Six Months Ended June 30,		Change
	2013	2012 As Adjusted		2013	2012 As Adjusted	
	(unaudited)					
	(In \$ millions, except percentages)					
Net sales	809	821	(12)	1,617	1,673	(56)
<b>Net Sales Variance</b>						
Volume	2 %			(1)%		
Price	(4)%			(3)%		
Currency	1 %			1 %		
Other	— %			— %		
Other (charges) gains, net	—	1	(1)	(1)	1	(2)
Operating profit (loss)	55	78	(23)	130	140	(10)
Operating margin	6.8 %	9.5%		8.0 %	8.4%	
Equity in net earnings (loss) of affiliates	1	2	(1)	4	3	1
Earnings (loss) from continuing operations before tax	58	80	(22)	136	143	(7)
Depreciation and amortization	22	19	3	43	39	4

Our Acetyl Intermediates segment produces and supplies acetyl products, including acetic acid, VAM, acetic anhydride and acetate esters. These products are generally used as starting materials for colorants, paints, adhesives, coatings and medicines. This business segment also produces organic solvents and intermediates for pharmaceutical, agricultural and chemical products.

*Three Months Ended June 30, 2013 Compared with Three Months Ended June 30, 2012*

Acetyl Intermediates' net sales decreased \$12 million, or 1.5%, during the three months ended June 30, 2013 compared to the same period in 2012 primarily due to lower global demand and pricing for downstream derivative products in Europe and Asia partially offset by increased acetic acid volumes.

Operating profit decreased \$23 million, or 29.5%, during the three months ended June 30, 2013 compared to the same period in 2012 primarily due to lower pricing for downstream derivative products. The decrease in operating profit was partially offset by higher volumes and lower raw material costs of \$11 million, mainly ethylene and methanol.

*Six Months Ended June 30, 2013 Compared with Six Months Ended June 30, 2012*

Acetyl Intermediates' net sales decreased \$56 million, or 3.3%, during the six months ended June 30, 2013 compared to the same period in 2012 primarily due to lower pricing as a result of weak demand in Asia and Europe and lower volumes in North America and Europe.

Operating profit decreased \$10 million, or 7.1%, during the six months ended June 30, 2013 compared to the same period in 2012 primarily due to lower pricing and volumes, partially offset by lower raw material costs of \$35 million, mainly ethylene, carbon monoxide and methanol.

**Other Activities**

Other Activities primarily consists of corporate center costs, including financing and administrative activities such as legal, accounting and treasury functions, interest income and expense associated with our financing and our captive insurance companies. Other Activities also includes the components of our net periodic benefit cost (interest cost, expected return on assets and net actuarial gains and losses) for our defined benefit pension plans and other post retirement plans not allocated to our business segments. For further discussion see [Note 1 - Description of the Company and Basis of Presentation](#).

*Three Months Ended June 30, 2013 Compared with Three Months Ended June 30, 2012*

Operating loss of \$26 million for Other Activities decreased \$9 million for the three months ended June 30, 2013 compared to the same period in 2012 primarily due to the absence of insurance recovery costs of \$6 million and lower pension and other postretirement benefit costs of \$11 million offset by a \$5 million increase in costs associated with business optimization initiatives and executive compensation. Insurance recovery costs were offset in our Consumer Specialties segment.

*Six Months Ended June 30, 2013 Compared with Six Months Ended June 30, 2012*

Operating loss of \$46 million for Other Activities decreased \$24 million for the six months ended June 30, 2013 compared to the same period in 2012 due to a decrease in selling, general and administrative expenses of \$25 million and other (charges) gains, net of \$5 million offset by an absence of favorable captive insurance reserve adjustments of \$5 million. Selling, general and administrative expenses were lower primarily due to lower pension and other postretirement benefit costs of \$22 million and a \$3 million decrease in costs associated with business optimization initiatives, executive compensation and other productivity restructuring related expenses. Other (charges) gains, net were lower for the six months ended June 30, 2013 primarily due to the absence of \$6 million in insurance recovery costs compared to the same period in 2012. These charges were offset in our Consumer Specialties segment.

**Liquidity and Capital Resources**

Our primary source of liquidity is cash generated from operations, available cash and cash equivalents and dividends from our portfolio of strategic investments. In addition, as of June 30, 2013, we have \$19 million available for borrowing under our credit-linked revolving facility and \$600 million available under our revolving credit facility to assist, if required, in meeting our working capital needs and other contractual obligations.

While our contractual obligations, commitments and debt service requirements over the next several years are significant, we continue to believe we will have available resources to meet our liquidity requirements, including debt service, for the next twelve months. If our cash flow from operations is insufficient to fund our debt service and other obligations, we may be required to use other means available to us such as increasing our borrowings, reducing or delaying capital expenditures, seeking additional capital or seeking to restructure or refinance our indebtedness. There can be no assurance, however, that we will continue to generate cash flows at or above current levels.

On May 15, 2013, together with Mitsui & Co., Ltd., of Tokyo, Japan, we announced that we had signed an agreement to establish a joint venture for the production of methanol at our integrated chemical plant in Clear Lake, Texas. The planned methanol unit will utilize natural gas in the US Gulf Coast region as a feedstock and will benefit from the existing infrastructure at our Clear Lake facility. As a result, the total shared capital and expense investment in the facility is estimated to be \$800 million. Our portion of the investment is estimated to be \$300 million, in addition to previously invested assets at our Clear Lake facility. The planned methanol unit will have an annual capacity of 1.3 million tons and is expected to begin operations in mid-2015.

As a result of the National Emission Standard for Hazardous Air Pollutants for Industrial, Commercial, and Institutional Boilers and Process Heaters ("Boiler MACT") regulations discussed in *Item 1A. Risk Factors* in our 2012 Form 10-K, we will be

required to make significant capital expenditures to comply with stricter emissions requirements for industrial boilers and process heaters at our facilities over the next two to three years. In October 2012, we received approval to proceed with replacing the coal-fired boilers at our Narrows, Virginia site with new, natural gas-fired boilers and construction began during the first half of 2013. We anticipate the project will be completed in mid-2015. Our total investment is estimated at over \$150 million.

In June 2011, we announced our plans to modify and enhance our existing integrated acetyl facility at the Nanjing Chemical Industrial Park with our TCX<sup>®</sup> advanced technology. The 275,000 ton per year unit is mechanically complete and we expect to be fully operational later this year. We are also considering constructing one, possibly two, additional industrial ethanol complexes in China, following necessary approvals, utilizing Celanese TCX<sup>®</sup> ethanol process technology to help supply applications for the growing Asia region.

Total cash outflows for capital expenditures, including the specific projects above, are expected to be in the range of \$375 million to \$400 million in 2013.

On a stand-alone basis, Celanese and its immediate 100% owned subsidiary, Celanese US Holdings LLC ("Celanese US"), have no material assets other than the stock of their subsidiaries and no independent external operations of their own. Accordingly, they generally depend on the cash flow of their subsidiaries and their ability to pay dividends and make other distributions to Celanese and Celanese US in order to meet their obligations, including their obligations under senior credit facilities and senior notes and to pay dividends on Celanese Series A common stock.

#### **Cash Flows**

Cash and cash equivalents increased \$148 million to \$1,107 million as of June 30, 2013 compared to December 31, 2012. As of June 30, 2013, \$706 million of the \$1,107 million of cash and cash equivalents was held by our foreign subsidiaries. If these funds are needed for our operations in the US, we may be required to accrue and pay US taxes to repatriate these funds. Our intent is to permanently reinvest these funds outside of the US, with the possible exception of funds that have been previously subject to US federal and state taxation. Our current plans do not demonstrate a need to repatriate cash held by our foreign subsidiaries in a taxable transaction to fund our US operations.

#### • **Net Cash Provided by Operating Activities**

Cash flow provided by operations decreased \$26 million for the six months ended June 30, 2013 compared to the same period in 2012, with operating cash inflows decreasing from \$402 million to \$376 million. Cash flow provided by operations for the six months ended June 30, 2013 decreased primarily as a result of the absence of a \$75 million cash dividend received from our Polyplastics Company Ltd. strategic affiliate and a change in the timing of cash dividends received from our China Acetate ventures. In the prior year, our China Acetate ventures paid an annual cash dividend of \$83 million during the six months ended June 30, 2012, while cash dividends received from our China Acetate ventures during the six months ended June 30, 2013 were \$47 million and are being paid quarterly in 2013. The decrease in cash provided by operations was partially offset by a \$72 million reduction in pension plan and other postretirement benefit plan contributions made during the six months ended June 30, 2013 compared to the same period in 2012.

Trade working capital is calculated as follows:

	As of June 30, 2013	As of December 31, 2012	As of June 30, 2012	As of December 31, 2011
			(unaudited)	
			(In \$ millions)	
Trade receivables, net	929	827	957	871
Inventories	738	711	726	712
Trade payables - third party and affiliates	(716)	(649)	(688)	(673)
Trade working capital	951	889	995	910

#### • **Net Cash Provided by (Used in) Investing Activities**

Net cash used in investing activities decreased \$106 million for the six months ended June 30, 2013 compared to the same period in 2012, with cash outflows decreasing from \$283 million to \$177 million. During the six months ended June 30, 2013,

capital expenditures relating to the relocation and expansion of our polyacetal ("POM") production facility in Frankfurt Hoechst Industrial Park, Germany amounted to \$6 million, \$29 million less than in the same period in 2012.

Cash outflows for capital expenditures, excluding capital expenditures relating to our German POM facility, were \$149 million for the six months ended June 30, 2013, \$34 million lower than during the same period in 2012. Capital expenditures for the six months ended June 30, 2013 are primarily related to capacity expansions, major investments to reduce future operating costs and environmental and health and safety initiatives. Acquisitions, net of cash acquired, decreased by \$23 million with no acquisitions in the six months ended June 30, 2013. In 2012, we acquired certain assets from Ashland Inc.

- ***Net Cash Provided by (Used in) Financing Activities***

Net cash used in financing activities increased \$53 million for the six months ended June 30, 2013 compared to the same period in 2012. The change in cash used in financing activities is primarily due to a reduction in proceeds from stock option exercises of \$52 million and higher common stock dividends of \$7 million offset by a \$10 million reduction in net repayments on short-term borrowings and long-term debt.

***Debt and Other Obligations***

- ***Senior Notes***

In November 2012, Celanese US completed an offering of \$500 million in aggregate principal amount of 4.625% senior unsecured notes due 2022 (the "4.625% Notes") in a public offering registered under the Securities Act of 1933, as amended (the "Securities Act"). The 4.625% Notes are guaranteed on a senior unsecured basis by Celanese and each of the domestic subsidiaries of Celanese US that guarantee its obligations under its senior secured credit facilities (the "Subsidiary Guarantors").

The 4.625% Notes were issued under an indenture, dated May 6, 2011, as amended by a second supplemental indenture, dated November 13, 2012 (the "Second Supplemental Indenture"), among Celanese US, Celanese, the Subsidiary Guarantors and Wells Fargo Bank, National Association, as trustee. Celanese US will pay interest on the 4.625% Notes on March 15 and September 15 of each year which commenced on March 15, 2013. Prior to November 15, 2022, Celanese US may redeem some or all of the 4.625% Notes at a redemption price of 100% of the principal amount, plus a "make-whole" premium as specified in the Second Supplemental Indenture, plus accrued and unpaid interest, if any, to the redemption date. The 4.625% Notes are senior unsecured obligations of Celanese US and rank equally in right of payment with all other unsubordinated indebtedness of Celanese US.

In May 2011, Celanese US completed an offering of \$400 million in aggregate principal amount of 5.875% senior unsecured notes due 2021 (the "5.875% Notes") in a public offering registered under the Securities Act. The 5.875% Notes are guaranteed on a senior unsecured basis by Celanese and the Subsidiary Guarantors.

The 5.875% Notes were issued under an indenture and a first supplemental indenture, each dated May 6, 2011 (the "First Supplemental Indenture"), among Celanese US, Celanese, the Subsidiary Guarantors and Wells Fargo Bank, National Association, as trustee. Celanese US pays interest on the 5.875% Notes on June 15 and December 15 of each year which commenced on December 15, 2011. Prior to June 15, 2021, Celanese US may redeem some or all of the 5.875% Notes at a redemption price of 100% of the principal amount, plus a "make-whole" premium as specified in the First Supplemental Indenture, plus accrued and unpaid interest, if any, to the redemption date. The 5.875% Notes are senior unsecured obligations of Celanese US and rank equally in right of payment with all other unsubordinated indebtedness of Celanese US.

In September 2010, Celanese US completed the private placement of \$600 million in aggregate principal amount of 6.625% senior unsecured notes due 2018 (the "6.625% Notes" and, together with the 4.625% Notes and the 5.875% Notes, collectively the "Senior Notes") under an indenture dated September 24, 2010 (the "Indenture") among Celanese US, Celanese, the Subsidiary Guarantors and Wells Fargo Bank, National Association, as trustee. In April 2011, Celanese US registered the 6.625% Notes under the Securities Act. Celanese US pays interest on the 6.625% Notes on April 15 and October 15 of each year which commenced on April 15, 2011. The 6.625% Notes are redeemable, in whole or in part, at any time on or after October 15, 2014 at the redemption prices specified in the Indenture. Prior to October 15, 2014, Celanese US may redeem some or all of the 6.625% Notes at a redemption price of 100% of the principal amount, plus a "make-whole" premium as specified in the Indenture, plus accrued and unpaid interest, if any, to the redemption date. The 6.625% Notes are senior unsecured obligations of Celanese US and rank equally in right of payment with all other unsubordinated indebtedness of Celanese US. The 6.625% Notes are guaranteed on a senior unsecured basis by Celanese and the Subsidiary Guarantors.

The Indenture, the First Supplemental Indenture and the Second Supplemental Indenture contain covenants, including, but not limited to, restrictions on the Company's ability to incur indebtedness; grant liens on assets; merge, consolidate, or sell assets; pay dividends or make other restricted payments; engage in transactions with affiliates; or engage in other businesses.

• **Senior Credit Facilities**

In September 2010, Celanese US, Celanese, and certain of the domestic subsidiaries of Celanese US entered into an amendment agreement with the lenders under Celanese US's existing senior secured credit facilities in order to amend and restate the corresponding Credit Agreement, dated as of April 2, 2007 (as previously amended, the "Existing Credit Agreement", and as amended and restated by the amendment agreement, the "Amended Credit Agreement"). The Amended Credit Agreement consists of the Term C loan facility due 2016, the Term B loan facility due 2014, a \$600 million revolving credit facility terminating in 2015 and a \$228 million credit-linked revolving facility terminating in 2014.

In May 2011, Celanese US prepaid its outstanding Term B loan facility under the Amended Credit Agreement set to mature in 2014 with an aggregate principal amount of \$516 million using proceeds from the 5.875% Notes and cash on hand.

In November 2012, Celanese US prepaid \$400 million of its outstanding Term C loan facility under the Amended Credit Agreement set to mature in 2016 using proceeds from the 4.625% Notes.

On April 25, 2013, Celanese US reduced the Total Unutilized Credit Linked Commitment (as defined in the Amended Credit Agreement) for the credit-linked revolving facility terminating in 2014 to \$200 million. We are currently evaluating alternative solutions in response to the upcoming termination of the credit-linked revolving facility in 2014.

As a condition to borrowing funds or requesting that letters of credit be issued under the revolving credit facility, our first lien senior secured leverage ratio (as calculated as of the last day of the most recent fiscal quarter for which financial statements have been delivered under the revolving facility) cannot exceed the threshold as specified below. Further, our first lien senior secured leverage ratio must be maintained at or below that threshold while any amounts are outstanding under the revolving credit facility.

Our amended first lien senior secured leverage ratios and the borrowing capacity under the revolving credit facility are as follows:

	As of June 30, 2013			Borrowing Capacity (In \$ millions)
	First Lien Senior Secured Leverage Ratio			
	Maximum	Estimate (unaudited)	Estimate, If Fully Drawn	
Revolving credit facility	3.90	1.00	1.55	600

The balances available for borrowing are as follows:

	As of June 30, 2013 (unaudited) (In \$ millions)
<b>Revolving Credit Facility</b>	
Borrowings outstanding	—
Letters of credit issued	—
Available for borrowing	600
<b>Credit-Linked Revolving Facility</b>	
Borrowings outstanding	100
Letters of credit issued	81
Available for borrowing	19

The Amended Credit Agreement contains covenants including, but not limited to, restrictions on our ability to incur indebtedness; grant liens on assets; merge, consolidate, or sell assets; pay dividends or make other restricted payments; make

investments; prepay or modify certain indebtedness; engage in transactions with affiliates; enter into sale-leaseback transactions or hedge transactions; or engage in other businesses.

The Amended Credit Agreement also maintains a number of events of default, including a cross default to other debt of Celanese, Celanese US, or their subsidiaries, including the Senior Notes, in an aggregate amount equal to more than \$40 million and the occurrence of a change of control. Failure to comply with these covenants, or the occurrence of any other event of default, could result in acceleration of the borrowings and other financial obligations under the Amended Credit Agreement.

We are in compliance with all of the covenants related to our debt agreements as of June 30, 2013.

In anticipation of our change in pension accounting policy, in January 2013, the Company entered into a non-material amendment to the Amended Credit Agreement with the effect that certain computations for covenant compliance purposes will be evaluated as if the change in pension accounting policy had not occurred. The amendment also modified the Amended Credit Agreement in other, non-material respects.

### Share Capital

Our Board of Directors follows a policy of declaring, subject to legally available funds, a quarterly cash dividend on each share of our Series A Common Stock, par value \$0.0001 per share ("Common Stock") unless the Board of Directors, in its sole discretion, determines otherwise. The amount available to pay cash dividends is restricted by our Amended Credit Agreement and the Senior Notes.

Our Board of Directors authorized the repurchase of our Common Stock as follows:

	<b>Authorized Amount</b> (unaudited) (In \$ millions)
February 2008	400
October 2008	100
April 2011	129
October 2012	264
As of June 30, 2013	<u>893</u>

The authorization gives management discretion in determining the timing and conditions under which shares may be repurchased. The repurchase program does not have an expiration date.

The share repurchase activity pursuant to this authorization is as follows:

	<b>Three Months Ended June 30,</b>		<b>Total From February 2008 Through June 30, 2013</b>
	<b>2013</b>	<b>2012</b>	
		(unaudited)	
Shares repurchased	137,692 <sup>(1)</sup>	636,710	13,280,219 <sup>(2)</sup>
Average purchase price per share	\$ 46.24	\$ 45.09	\$ 38.23
Amount spent on repurchased shares (in millions)	\$ 6	\$ 28	\$ 507

<sup>(1)</sup> Excludes 6,021 shares withheld from employee to cover statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock. Restricted stock is considered outstanding at the time of issuance and therefore, the shares withheld are treated as treasury shares.

<sup>(2)</sup> Excludes 11,844 shares withheld from employee to cover statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock. Restricted stock is considered outstanding at the time of issuance and therefore, the shares withheld are treated as treasury shares.



The purchase of treasury stock reduces the number of shares outstanding and the repurchased shares may be used by us for compensation programs utilizing our stock and other corporate purposes. We account for treasury stock using the cost method and include treasury stock as a component of stockholders' equity.

#### ***Contractual Obligations***

Except as otherwise described in this report, there have been no material revisions outside the ordinary course of business to our contractual obligations as described in our 2012 Form 10-K.

#### **Off-Balance Sheet Arrangements**

We have not entered into any material off-balance sheet arrangements.

#### **Critical Accounting Policies and Estimates**

Our unaudited interim consolidated financial statements are based on the selection and application of significant accounting policies. The preparation of unaudited interim consolidated financial statements in conformity with US Generally Accepted Accounting Principles ("US GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the unaudited interim consolidated financial statements and the reported amounts of revenues, expenses and allocated charges during the reporting period. Actual results could differ from those estimates. However, we are not currently aware of any reasonably likely events or circumstances that would result in materially different results.

We describe our significant accounting policies in Note 2, Summary of Accounting Policies, of the Notes to the Consolidated Financial Statements included in our April 2013 Form 8-K. We discuss our critical accounting policies and estimates in the MD&A of our 2012 Form 10-K.

Effective January 1, 2013, we elected to change our policy for recognizing actuarial gains and losses and changes in the fair value of plan assets for our defined benefit pension plans and other postretirement benefit plans. We now immediately recognize changes in the fair value of plan assets and net actuarial gains and losses annually in the fourth quarter of each fiscal year and whenever a plan is determined to qualify for a remeasurement during a fiscal year. The remaining components of our net periodic benefit cost are recorded on a quarterly basis. Our critical accounting policy related to pension accounting is revised as follows.

- ***Benefit Obligations***

We have pension and other postretirement benefit plans covering substantially all employees who meet eligibility requirements. With respect to its US qualified defined benefit pension plan, minimum funding requirements are determined by the Pension Protection Act of 2006. Various assumptions are used in the calculation of the actuarial valuation of the employee benefit plans. These assumptions include the discount rate, compensation levels, expected long-term rates of return on plan assets and trends in health care costs. In addition to the above mentioned assumptions, actuarial consultants use factors such as withdrawal and mortality rates to estimate the projected benefit obligation. The actuarial assumptions used may differ materially from actual results due to changing market and economic conditions, higher or lower withdrawal rates or longer or shorter life spans of participants. These differences may result in a significant impact to the amount of net periodic benefit cost recorded in future periods.

The amounts recognized in the consolidated financial statements related to pension and other postretirement benefits are determined on an actuarial basis. A significant assumption used in determining our net periodic benefit cost is the expected long-term rate of return on plan assets. As of December 31, 2012, we assumed an expected long-term rate of return on plan assets of 8.5% for the US defined benefit pension plans, which represent approximately 83% and 84% of our fair value of pension plan assets and projected benefit obligation, respectively. On average, the actual return on the US qualified defined pension plans' assets over the long-term (20 years) has exceeded 8.5%.

Another estimate that affects our pension and other postretirement net periodic benefit cost is the discount rate used in the annual actuarial valuations of pension and other postretirement benefit plan obligations. At the end of each year, we determine the appropriate discount rate, used to determine the present value of future cash flows currently expected to be required to settle the pension and other postretirement benefit obligations. The discount rate is generally based on the yield on high-quality corporate fixed-income securities. As of December 31, 2012, we decreased the discount rate to 3.8% from 4.6% as of December 31, 2011 for the US plans.

Other postretirement benefit plans provide medical and life insurance benefits to retirees who meet minimum age and service requirements. The key determinants of the accumulated postretirement benefit obligation ("APBO") are the discount rate and the health care cost trend rate. The health care cost trend rate has a significant effect on the reported amounts of APBO and related expense.

Pension assumptions are reviewed annually on a plan and country-specific basis by third-party actuaries and senior management. Such assumptions are adjusted as appropriate to reflect changes in market rates and outlook. Actuarial gains and losses generated by changes in actuarial assumptions are recognized in net periodic benefit cost annually in the fourth quarter of each fiscal year and whenever a plan is required to be remeasured.

We determine the long-term expected rate of return on plan assets by considering the current target asset allocation, as well as the historical and expected rates of return on various asset categories in which the plans are invested. A single long-term expected rate of return on plan assets is then calculated for each plan as the weighted average of the target asset allocation and the long-term expected rate of return assumptions for each asset category within each plan. Differences between actual rates of return of plan assets and the long-term expected rate of return on plan assets are recognized in net periodic benefit cost annually in the fourth quarter of each fiscal year and whenever a plan is required to be remeasured.

The estimated change in pension and postretirement net periodic benefit costs that would occur in 2013 from a change in the indicated assumptions are as follows:

	<u>Change in Rate</u>	<u>Net Periodic Benefit Costs</u>
		(In \$ millions)
<b>US Pension Benefits</b>		
Decrease in the discount rate	0.50%	(8)
Decrease in the long-term expected rate of return on plan assets <sup>(1)</sup>	0.50%	12
<b>US Postretirement Benefits</b>		
Decrease in the discount rate	0.50%	(1)
Increase in the annual health care cost trend rates	1.00%	—
<b>Non-US Pension Benefits</b>		
Decrease in the discount rate	0.50%	(1)
Decrease in the long-term expected rate of return on plan assets	0.50%	2
<b>Non-US Postretirement Benefits</b>		
Decrease in the discount rate	0.50%	—
Increase in the annual health care cost trend rates	1.00%	—

<sup>(1)</sup> Excludes nonqualified pension plans.

#### Recent Accounting Pronouncements

See [Note 2, Recent Accounting Pronouncements](#), in the accompanying unaudited interim consolidated financial statements included in this Quarterly Report on Form 10-Q for a discussion of recent accounting pronouncements.

#### Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk for our Company has not changed materially from the foreign exchange, interest rate and commodity risks disclosed in Item 7A. Quantitative and Qualitative Disclosures about Market Risk in our 2012 Form 10-K. See also [Note 15, Derivative Financial Instruments](#), in the accompanying unaudited interim consolidated financial statements for further discussion of our market risk management and the related impact on our financial position and results of operations.

#### Item 4. Controls and Procedures

##### Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15

(b) as of the end of the period covered by this report. Based on that evaluation, as of June 30, 2013, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective.

#### **Changes in Internal Control Over Financial Reporting**

During the period covered by this report, there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **PART II — OTHER INFORMATION**

#### **Item 1. Legal Proceedings**

We are involved in a number of legal and regulatory proceedings, lawsuits and claims incidental to the normal conduct of our business, relating to such matters as product liability, land disputes, contracts, antitrust, intellectual property, workers' compensation, chemical exposure, asbestos exposure, prior acquisitions and divestitures, past waste disposal practices and release of chemicals into the environment. The Company is actively defending those matters where it is named as a defendant. Due to the inherent subjectivity of assessments and unpredictability of outcomes of legal proceedings, the Company's litigation accruals and estimates of possible loss or range of possible loss may not represent the ultimate loss to the Company from legal proceedings. See [Note 11, Environmental](#), and [Note 17, Commitments and Contingencies](#), in the accompanying unaudited interim consolidated financial statements for a discussion of material environmental matters and commitments and contingencies related to legal and regulatory proceedings. There have been no significant developments in the "Legal Proceedings" described in our 2012 Form 10-K other than those disclosed in [Note 11, Environmental](#), and [Note 17, Commitments and Contingencies](#), in the accompanying unaudited interim consolidated financial statements.

#### **Item 1A. Risk Factors**

There have been no material changes to the risk factors under Part I, Item 1A of our 2012 Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The table below sets forth information regarding repurchases of our Common Stock during the three months ended June 30, 2013:

Period	Total Number of Shares Purchased	Average Price Paid per Share (unaudited)	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares Remaining that may be Purchased Under the Program <sup>(2)</sup>
April 1-30, 2013	67,355 <sup>(1)</sup>	\$ 44.55	61,290	\$ 389,000,000
May 1-31, 2013	30,492	\$ 49.20	30,492	\$ 388,000,000
June 1-30, 2013	45,910	\$ 46.23	45,910	\$ 386,000,000
Total	<u>143,757</u>		<u>137,692</u>	

<sup>(1)</sup> Includes 6,065 shares withheld from employees to cover their statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock units.

<sup>(2)</sup> Our Board of Directors authorized the repurchase of our Common Stock as follows:

	Authorized Amount (In \$ millions)
February 2008	400
October 2008	100
April 2011	129
October 2012	264
As of June 30, 2013	<u>893</u>

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed with the SEC on February 11, 2011).
3.2**	Third Amended and Restated By-laws, effective as of October 23, 2008.
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema Document.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

\* Filed herewith

\*\* Refiled herewith solely for the purpose of complying with Item 10(d) of Regulation S-K

## 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 thereunto duly authorized.

### CELANESE CORPORATION

By: /s/ MARK C. ROHR  
Mark C. Rohr  
Chairman of the Board of Directors and  
Chief Executive Officer

Date: July 19, 2013

By: /s/ STEVEN M. STERIN  
Steven M. Sterin  
Senior Vice President and  
Chief Financial Officer

Date: July 19, 2013

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## Section 2: EX-3.2 (EXHIBIT 3.2)

Exhibit 3.2

### CELANESE CORPORATION

#### THIRD AMENDED AND RESTATED BY-LAWS

Effective as of October 23, 2008

##### ARTICLE I

##### OFFICES

Section 1.01. *Registered Office.* The Corporation shall maintain its registered office in the State of Delaware at The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801. The Corporation may also have offices in such other places in the United States or elsewhere as the Board of Directors may, from time to time, appoint or as the business of the Corporation may require.

##### ARTICLE II

##### MEETINGS OF STOCKHOLDERS

Section 2.01. *Annual Meetings.* Annual meetings of stockholders may be held at such place, either within or without the State of Delaware, and at such time and date as the Board of Directors shall determine. The Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as described in Section 2.11 of these By-laws in accordance with Section 211(a)(2) of the General Corporation Law of the State of Delaware (the "DGCL").

Section 2.02. *Special Meetings.* Subject to the Certificate of Incorporation, special meetings of stockholders, unless otherwise prescribed by statute, may be called at any time by the Chairman of the Board, the Board of Directors or a committee of the Board of Directors which has been duly designated by the Board of Directors and whose powers and authority, as provided in a resolution of the Board of Directors, include the power to call special meetings of stockholders and no special meetings of stockholders shall be called by any other person or persons.

Section 2.03. *Notice of Stockholder Nominations and Other Business.*

(A) *Annual Meetings of Stockholders.*

(1) Nominations of persons for election to the Board of Directors and the proposal of business other than nominations to be considered by the stockholders may be made at an annual meeting of stockholders only: (a) pursuant to the Corporation's notice of meeting (or any supplement thereto); (b) by or at the direction of the Chairman of the Board or the Board of Directors; or (c) by any stockholder of the Corporation who is entitled to vote at the meeting, who complied with the notice procedures set forth in paragraphs (A)(2) and (A)(3) of this Section 2.03 and who was a stockholder of record at the time such notice is delivered to the Secretary of the Corporation.

(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this Section 2.03, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation, and any such proposed business other than nominations of persons for election to the Board of Directors must constitute a proper matter for stockholder action. To be timely, a stockholder's notice must be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is changed by more than thirty (30) days from the anniversary date of the previous year's meeting, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth

(10th) day following the day on which public announcement (as defined below) of the date of such meeting is first made by the Corporation. Public announcement of an adjournment or postponement of an annual meeting shall not commence a new time period (or extend any time period) for the giving of a stockholder's notice.

(3) Such stockholder's notice also shall set forth: (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director: (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the By-laws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner (within the meaning of Section 13(d) of the Exchange Act), if any, on whose behalf the business is being proposed; (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made or the other business is being proposed: (i) the name and address of such stockholder, as they appear on the Corporation's books and records, and the name and address of such beneficial owner, (ii) the class and number of shares of capital stock of the Corporation which are owned of record by such stockholder and such beneficial owner as of the date of the notice, and the stockholder's agreement to notify the Corporation in writing within five (5) business days after the record date for such meeting of the class and number of shares of capital stock of the Corporation owned of record by the stockholder and such beneficial owner as of the record date for the meeting, (iii) a representation that the stockholder intends to appear in person or by proxy at the meeting to propose such nomination or other business; and (d) as to the stockholder giving the notice or, if the notice is given on behalf of a beneficial owner on whose behalf the nomination is made or the other business is being proposed, as to such beneficial owner: (i) the class and number of shares of capital stock of the Corporation which are beneficially owned by such stockholder or beneficial owner as of the date of the notice, and the stockholder's agreement to notify the Corporation in writing within five (5) business days after the record date for such meeting of the class and number of shares of capital stock of the Corporation beneficially owned by such stockholder or beneficial owner as of the record date for the meeting, (ii) a description of any agreement, arrangement or understanding with respect to the nomination or other business between or among such stockholder or beneficial owner and any other person, including without limitation any agreements that would be required to be described or reported pursuant to Item 5 or Item 6 of Exchange Act Schedule 13D (regardless of whether the requirement to file a Schedule 13D is applicable to the stockholder or beneficial owner) and the stockholder's agreement to notify the Corporation in writing within five (5) business days after the record date for such meeting of any such agreement, arrangement or understanding in effect as of the record date for the meeting, (iii) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder or beneficial owner, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the share price of any class of the Corporation's capital stock, or increase or decrease the voting power of the stockholder or beneficial owner with respect to shares of stock of the Corporation, and the stockholder's agreement to notify the Corporation in writing within five (5) business days after the record date for such meeting of any such agreement, arrangement or understanding in effect as of the record date for the meeting, and (iv) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends: (x) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to elect the nominee or approve or adopt the other business being proposed and/or (y) otherwise to solicit proxies from stockholders in support of such nomination or other business. The foregoing notice requirements shall not apply to a stockholder if the stockholder has notified the Corporation of his or her intention to present a stockholder proposal at an annual meeting only pursuant to and in compliance with Rule 14a-8 (or any successor thereof) promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation, including information relevant to a determination as to whether such proposed nominee can be considered an independent director.

(B) *Special Meetings of Stockholders.* Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting.

Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting: (1) by or at the direction of the Board of Directors or (2) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is entitled to vote at the meeting, who complies with the notice procedures set forth in this Section 2.03 and who is a stockholder of record at the time such notice is delivered to the Secretary of the Corporation. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice as required by paragraphs (A)(2) and (A)(3) of this Section 2.03 shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the tenth (10th) day following the day on which public announcement is first made by the Corporation of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(C) *General.* (1) Only such persons who are nominated in accordance with the procedures set forth in this Section 2.03 shall be eligible for election to serve as directors and only such other business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section. Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, the Chairman of the Board shall have the power and duty to determine whether a nomination or any other business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in these By-laws (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination is made or other business is being proposed solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies in support of such stockholder's nominee or other business in compliance with such stockholder's representation as required by clause (d)(iv) of paragraph A(3) of this Section 2.03). If any proposed nomination or other business is not in compliance with these By-laws, the chairman of the meeting of stockholders shall have the power and duty to declare to the meeting that any such nomination or other business was not properly brought before the meeting and in accordance with the provisions of these By-laws, and that such nomination or other business not properly brought before the meeting shall not be transacted. Notwithstanding the foregoing provisions of this Section 2.03, unless otherwise required by law, if the stockholder does not provide the information required under clauses (c)(ii) and (d)(i)-(iii) of paragraph A(3) of this Section 2.03 to the Corporation within five (5) business days following the record date for an annual or special meeting of stockholders of the Corporation or if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting to present a nomination or other business, such nomination shall be disregarded and such other business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 2.03, to be considered a qualified representative of the stockholder, a person must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(2) Whenever used in these By-laws, "public announcement" shall mean disclosure: (a) in a press release released by the Corporation, provided such press release is released by the Corporation following its customary procedures, as reported by the Dow Jones News Service, Associated Press or a comparable national news service, or is generally available on internet news sites, or (b) in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) of the Exchange Act.

(3) Nothing in these By-laws shall be deemed to affect any rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances.

Section 2.04. *Notice of Meetings.* Whenever stockholders are required or permitted to take any action at a meeting, a timely written notice or electronic transmission, in the manner provided in Section 232 of the DGCL, of the meeting, which shall state the place, if any, date and time of the meeting, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at



such meeting, and, in the case of a special meeting, the purposes for which the meeting is called, shall be mailed to or transmitted electronically by the Secretary of the Corporation to each stockholder of record entitled to vote thereat. Unless otherwise provided by law, the certificate of incorporation or these by-laws, the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting.

Section 2.05. *Quorum*. Unless otherwise required by law or the Certificate of Incorporation, the holders of a majority of the voting power of the outstanding shares of stock entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of stockholders. When a quorum is once present to organize a meeting, the quorum is not broken by the subsequent withdrawal of any stockholders.

Section 2.06. *Voting*. At all meetings of the stockholders, each stockholder shall be entitled to vote, in person or by proxy, the shares of voting stock owned by such stockholder of record on the record date for the meeting. When a quorum is present or represented at any meeting, the vote of the holders of a majority of the voting power of the shares of stock present in person or represented by proxy and entitled to vote thereon shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, the rules or regulations of any stock exchange applicable to the Corporation, or applicable law or pursuant to any regulation applicable to the Corporation or its securities, of the Certificate of Incorporation or of these By-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Notwithstanding the foregoing sentence, at each meeting of the stockholders for the election of directors at which a quorum is present, each director shall be elected by the vote of the majority of the votes cast; provided, that if as of a date that is ten (10) days in advance of the date the corporation files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission the number of nominees exceeds the number of directors to be elected, the directors, not exceeding the authorized number of directors as fixed by the Board of Directors in accordance with the Certificate of Incorporation, shall be elected by a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted 'for' a director must exceed the number of shares voted 'against' that director. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these By-laws.

Section 2.07. *Chairman of Meetings*. The Chairman of the Board of Directors, if one is elected, or, in his absence or disability, the President of the Corporation, shall preside at all meetings of the stockholders.

Section 2.08. *Secretary of Meeting*. The Secretary of the Corporation shall act as Secretary at all meetings of the stockholders. In the absence or disability of the Secretary, the Chairman of the Board of Directors or the President shall appoint a person to act as Secretary at such meetings.

Section 2.09. *Consent of Stockholders in Lieu of Meeting*. Except as otherwise provided in the Certificate of Incorporation, any action required to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested.

Every written consent shall bear the date of signature of each stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the date the earliest dated consent is delivered to the Corporation, a written consent or consents signed by a sufficient number of holders to take action are delivered to the Corporation in the manner prescribed in the first paragraph of this Section 2.09. A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes of this Section 2.09 to the extent permitted by law. Any such consent shall be delivered in accordance with Section 228(d)(1) of the DGCL. Prompt

notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing or electronic transmission and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date of such meeting had been the date that written consents signed by a sufficient number of stockholders or members to take the action were delivered to the Corporation as provided by law.

Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 2.10. *Adjournment.* At any meeting of stockholders of the Corporation, if less than a quorum be present, a majority of the stockholders entitled to vote thereat, present in person or by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. Any business may be transacted at the adjourned meeting that might have been transacted at the meeting originally noticed. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 2.11. *Remote Communication.* If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxy holders not physically present at a meeting of stockholders may, by means of remote communication:

(a) participate in a meeting of stockholders; and

(b) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication,

*provided, that*

(i) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder;

(ii) the Corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and

(iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 3.01. *Powers.* The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. The Board of Directors shall exercise all of the powers and duties conferred by law except as provided by the Certificate of Incorporation or these By-laws.

Section 3.02. *Number and Term.* Subject to the Certificate of Incorporation, the number of directors shall be fixed by resolution of the Board of Directors. The Board of Directors shall be elected by the stockholders at their annual meeting, and the term of each elected director shall be as set forth in the Certificate of Incorporation. Directors need not be stockholders.

Section 3.03. *Resignations.* Any director may resign at any time upon notice given in writing or by electronic transmission. The resignation shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 3.04. *Removal.* Directors of the Corporation may be removed in the manner provided in the Certificate of Incorporation.

Section 3.05. *Vacancies and Newly Created Directorships.* Vacancies occurring on the Board of Directors and newly created directorships resulting from any increase in the number of directors shall be filled in accordance with the Certificate of Incorporation.

Section 3.06. *Meetings.* Regular meetings of the Board of Directors may be held at such places and times as shall be determined from time to time by the Board of Directors or as may be specified in a notice of meeting. Special meetings of the Board of Directors may be called by the President, and shall be called by the President or the Secretary if directed by the Board of Directors. Notice need not be given of regular meetings of the Board of Directors. At least one business day before each special meeting of the Board of Directors, written or oral (either in person or by telephone), notice of the time, date and place of the meeting and the purpose or purposes for which the meeting is called, shall be given to each director.

Section 3.07. *Quorum, Voting and Adjournment.* One-third of the total number of directors or any committee thereof shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the Certificate of Incorporation, these By-laws or any contract or agreement to which the Corporation is a party, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present thereat may adjourn such meeting to another time and place. Notice of such adjourned meeting need not be given if the time and place of such adjourned meeting are announced at the meeting so adjourned.

Section 3.08. *Committees.* The Board of Directors may by resolution designate one or more committees, including but not limited to an Audit Committee, each such committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors establishing such committee, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matters: (a) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the DGCL to be submitted to stockholders for approval or (b) adopting, amending or repealing any bylaw of the Corporation. All committees of the Board of Directors shall keep minutes of their meetings and shall report their proceedings to the Board of Directors when requested or required by the Board of Directors.

Section 3.09. *Action Without a Meeting.* Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or any committee thereof, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed in the minutes of proceedings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form or shall be in electronic form if the minutes are maintained in electronic form.

Section 3.10. *Compensation.* The Board of Directors shall have the authority to fix the compensation of directors for their services. A director may also serve the Corporation in other capacities and receive compensation therefore.

Section 3.11. *Remote Meeting.* Unless otherwise restricted by the Certificate of Incorporation, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting by means of conference telephone or other communications equipment in which all persons participating in the meeting can hear each other. Participation in a meeting by means of conference telephone or other communications equipment shall constitute the presence in person at such meeting.

## ARTICLE IV

### OFFICERS

Section 4.01. *Number.* The officers of the Corporation shall include a President and a Secretary, both of whom shall be elected by the Board of Directors and who shall hold office for such terms as shall be determined by the Board of Directors and until their successors are elected and qualify or until their earlier resignation or removal. In addition, the Board of Directors may elect a Chairman of the Board of Directors, one or more Vice Presidents, including an Executive Vice President, a Treasurer and one or more Assistant Treasurers and one or more Assistant Secretaries, who shall hold their office for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The initial officers shall be elected at the first meeting of the Board of Directors and, thereafter, at the annual organizational meeting of the Board of Directors. Any number of offices may be held by the same person.

Section 4.02. *Other Officers and Agents.* The Board of Directors may appoint such other officers and agents as it deems advisable, who shall hold their office for such terms and shall exercise and perform such powers and duties as shall be determined from time to time by the Board of Directors.

Section 4.03. *Chairman.* The Chairman of the Board of Directors shall be a member of the Board of Directors and shall preside at all meetings of the Board of Directors and of the stockholders. In addition, the Chairman of the Board of Directors shall have such powers and perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 4.04. *President.* The President shall be the Chief Executive Officer of the Corporation. He shall exercise such duties as customarily pertain to the office of President and Chief Executive Officer, and shall have general and active management of the property, business and affairs of the Corporation, subject to the supervision and control of the Board of Directors. He shall perform such other duties as prescribed from time to time by the Board of Directors or these By-laws.

In the absence, disability or refusal of the Chairman of the Board of Directors to act, or the vacancy of such office, the President shall preside at all meetings of the stockholders and of the Board of Directors. Except as the Board of Directors shall otherwise authorize, the President shall execute bonds, mortgages and other contracts on behalf of the Corporation, and shall cause the seal to be affixed to any instrument requiring it and, when so affixed, the seal shall be attested by the signature of the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer.

Section 4.05. *Vice Presidents.* Each Vice President, if any are elected, of whom one or more may be designated an Executive Vice President, shall have such powers and shall perform such duties as shall be assigned to him by the President or the Board of Directors.

Section 4.06. *Treasurer.* The Treasurer shall have custody of the corporate funds, securities, evidences of indebtedness and other valuables of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation, taking proper vouchers therefore. He shall render to the President and Board of Directors, upon their request, a report of the financial condition of the Corporation. If required by the Board of Directors, he shall give the Corporation a bond for the faithful discharge of his duties in such amount and with such surety as the Board of Directors shall prescribe.

The Treasurer shall have such further powers and perform such other duties incident to the office of Treasurer as from time to time are assigned to him by the Board of Directors.

Section 4.07. *Secretary.* The Secretary shall: (a) cause minutes of all meetings of the stockholders and directors to be recorded and kept; (b) cause all notices required by these By-laws or otherwise to be given properly; (c) see that the minute books, stock books, and other nonfinancial books, records and papers of the Corporation are kept properly; and (d) cause all reports, statements, returns, certificates and other documents to be prepared and filed when and as required. The Secretary shall have such further powers and perform such other duties as prescribed from time to time by the Board of Directors.

Section 4.08. *Assistant Treasurers and Assistant Secretaries.* Each Assistant Treasurer and each Assistant Secretary, if any are elected, shall be vested with all the powers and shall perform all the duties of the Treasurer and Secretary, respectively, in the absence or disability of such officer, unless or until the Board of Directors shall otherwise determine. In addition, Assistant Treasurers and Assistant Secretaries shall have such powers and shall perform such duties as shall be assigned to them by the Board of Directors.

Section 4.09. *Corporate Funds and Checks.* The funds of the Corporation shall be kept in such depositories as shall from time to time be prescribed by the Board of Directors. All checks or other orders for the payment of money shall be signed by the President or the Secretary or such other person or agent as may from time to time be authorized and with such countersignature, if any, as may be required by the Board of Directors.

Section 4.10. *Contracts and Other Documents.* The President and the Secretary, or such other officer or officers as may from time to time be authorized by the Board of Directors or any other committee given specific authority in the premises by the Board of Directors during the intervals between the meetings of the Board of Directors, shall have power to sign and execute on behalf of the Corporation deeds, conveyances and contracts, and any and all other documents requiring execution by the Corporation.

Section 4.11. *Compensation.* The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors (subject to any employment agreements that may then be in effect between the Corporation and the relevant officer). None of such officers shall be prevented from receiving such compensation by reason of the fact that he is also a director of the Corporation. Nothing contained herein shall preclude any officer from serving the Corporation, or any subsidiary, in any other capacity and receiving such compensation by reason of the fact that he is also a director of the Corporation.

Section 4.12. *Ownership of Stock of Another Corporation.* Unless otherwise directed by the Board of Directors, the President or the Secretary, or such other officer or agent as shall be authorized by the Board of Directors, shall have the power and authority, on behalf of the Corporation, to attend and to vote at any meeting of stockholders of any corporation in which the Corporation holds stock and may exercise, on behalf of the Corporation, any and all of the rights and powers incident to the ownership of such stock at any such meeting, including the authority to execute and deliver proxies and consents on behalf of the Corporation.

Section 4.13. *Delegation of Duties.* In the absence, disability or refusal of any officer to exercise and perform his duties, the Board of Directors may delegate to another officer such powers or duties.

Section 4.14. *Resignation and Removal.* Any officer of the Corporation may be removed from office for or without cause at any time by the Board of Directors. Any officer may resign at any time in the same manner prescribed under Section 3.03 of these By-laws.

Section 4.15. *Vacancies.* The Board of Directors shall have power to fill vacancies occurring in any office.

## ARTICLE V

### STOCK

Section 5.01. *Certificates of Stock.* The shares of stock of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of the Corporation's stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of the Corporation by, the Chairman of the Board of Directors or the President or a Vice President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary, certifying the number and class of shares of stock in the Corporation owned by him. Any or all of the signatures on the certificate may be a facsimile. The Board of Directors shall have the power to appoint one or more transfer agents and/or registrars for the transfer or registration of certificates of stock of any class, and may require stock certificates to be countersigned or registered by one or more of such transfer agents and/or registrars.

Section 5.02. *Transfer of Shares.* Shares of stock of the Corporation shall be transferable upon its books by the holders thereof, in person or by their duly authorized attorneys or legal representatives, upon surrender to the Corporation by delivery thereof to the person in charge of the stock and transfer books and ledgers. Such certificates shall be cancelled and new certificates shall thereupon be issued. A record shall be made of each transfer. Whenever any transfer of shares shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer if, when the certificates are presented, both the transferor and transferee request the Corporation to do so. The Board of Directors shall have power and authority to make such rules and regulations as it may deem necessary or proper concerning the issue, transfer and registration of certificates for shares of stock of the Corporation.

Section 5.03. *Lost, Stolen, Destroyed or Mutilated Certificates.* A new certificate of stock may be issued in the place of any certificate previously issued by the Corporation alleged to have been lost, stolen or destroyed, and the Board of Directors may, in their discretion, require the owner of such lost, stolen or destroyed certificate, or his legal representative, to give the Corporation a bond, in such sum as the Board of Directors may direct, in order to indemnify the Corporation against any claims that may be made against it in connection therewith. A new certificate of stock may be issued in the place of any certificate previously issued by the Corporation that has become mutilated without the posting by the owner of any bond upon the surrender by such owner of such mutilated certificate.

Section 5.04. *Fixing Date for Determination of Stockholders of Record.* In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date: (a) in the case of determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting; (b) in the case of determination of stockholders entitled to express consent to corporate action in writing without a meeting, shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors; and (c) in the case of any other action, shall not be more than sixty (60) days prior to such other action. If no record date is fixed: (x) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (y) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action of the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation in accordance with applicable law, or, if prior action by the Board of Directors is required by law, shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action; and (z) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 5.05. *Registered Stockholders.* Prior to the surrender to the Corporation of the certificate or certificates for a share or shares of stock with a request to record the transfer of such share or shares, the Corporation may treat the registered owner as the person entitled to receive dividends, to vote, to receive notifications, and otherwise to exercise all the rights and powers of an owner. To the fullest extent permitted by law, the Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof.

## ARTICLE VI

### NOTICE AND WAIVER OF NOTICE

Section 6.01. *Notice.* If mailed, notice to stockholders shall be deemed given when deposited in the mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation. Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders may be given by electronic transmission in the manner provided in Section 232 of the DGCL.

Section 6.02. *Waiver of Notice.* A written waiver of any notice, signed by a stockholder or director, or waiver by electronic transmission by such person, whether given before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such person. Neither the business nor the purpose of any meeting need be specified in such a waiver. Attendance at any meeting (in person or by remote communication) shall constitute waiver of notice except attendance for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VII  
INDEMNIFICATION

Section 7.01. *Indemnification Respecting Third Party Claims.*

(A) *Indemnification of Directors and Officers.* The Corporation, to the fullest extent permitted and in the manner required, by the laws of the State of Delaware as in effect from time to time shall indemnify in accordance with the following provisions of this Article any person who was or is made a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including any appeal thereof), whether civil, criminal, administrative, regulatory or investigative in nature (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation, or, if at a time when he or she was a director or officer of the Corporation, is or was serving at the request of, or to represent the interests of, the Corporation as a director, officer, partner, member, trustee, fiduciary, employee or agent (a "Subsidiary Officer") of another corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise including any charitable or not-for-profit public service organization or trade association (an "Affiliated Entity"), against expenses (including attorneys' fees and disbursements), costs, judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, that the Corporation shall not be obligated to indemnify against any amount paid in settlement unless the Corporation has consented to such settlement. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful. Notwithstanding anything to the contrary in the foregoing provisions of this paragraph, a person shall not be entitled, as a matter of right, to indemnification pursuant to this paragraph against costs or expenses incurred in connection with any action, suit or proceeding commenced by such person against the Corporation or any Affiliated Entity or any person who is or was a director, officer, partner, member, fiduciary, employee or agent of the Corporation or a Subsidiary Officer of any Affiliated Entity in their capacity as such, but such indemnification may be provided by the Corporation in a specific case as permitted by Section 7.06 of this Article.

(B) *Indemnification of Employees and Agents.* The Corporation may indemnify any employee or agent of the Corporation in the manner and to the same or a lesser extent that it shall indemnify any director or officer under paragraph (A) above in this Section 7.01.

Section 7.02. *Indemnification Respecting Derivative Claims.*

(A) *Indemnification of Directors and Officers.* The Corporation, to the fullest extent permitted and in the manner required, by the laws of the State of Delaware as in effect from time to time shall indemnify, in accordance with the following provisions of this Article, any person who was or is made a party to or is threatened to be made a party to any threatened, pending or completed action or suit (including any appeal thereof) brought by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Corporation, or, if at a time when he or she was a director or officer of the Corporation, is or was serving at the request of, or to represent the interests of, the Corporation as a Subsidiary Officer of an Affiliated Entity against expenses (including attorneys' fees and disbursements) and costs actually and reasonably incurred by such person in connection with such action or suit if such person acted in good faith and in a manner such person

reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless, and only to the extent that, the Court of Chancery of the State of Delaware or the court in which such judgment was rendered shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and costs as the Court of Chancery of the State of Delaware or such other court shall deem proper. Notwithstanding anything to the contrary in the foregoing provisions of this paragraph, a person shall not be entitled, as a matter of right, to indemnification pursuant to this paragraph against costs and expenses incurred in connection with any action or suit in the right of the Corporation commenced by such Person, but such indemnification may be provided by the Corporation in any specific case as permitted by Section 7.06 of this Article.

(B) *Indemnification of Employees and Agents.* The Corporation may indemnify any employee or agent of the Corporation in the manner and to the same or a lesser extent that it shall indemnify any director or officer under paragraph (A) above in this Section 7.02.

Section 7.03. *Determination of Entitlement to Indemnification.* Any indemnification to be provided under Section 7.01 or 7.02 of this Article (unless ordered by a court of competent jurisdiction) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper under the circumstances because such person has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made in accordance with any applicable procedures authorized by the Board of Directors and in accordance with the DGCL. In the event a request for indemnification is made by any person referred to in paragraph (a) of Section 7.01 or 7.02 of this Article, the Corporation shall use its best efforts to cause such determination to be made not later than 90 days after such request is made.

Section 7.04. *Right to Indemnification in Certain Circumstances.*

(A) *Indemnification of Successful Party.* Notwithstanding the other provisions of this Article, to the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in any of paragraphs (A) or (B) of Section 7.01 or 7.02 of this Article, in defense of any claim, issue or matter therein, or in any action, suit or proceeding brought by the director or officer to enforce rights to indemnification or advancement of expenses and costs granted pursuant to this Article, such person shall be indemnified against expenses (including attorneys' fees and disbursements) and costs actually and reasonably incurred by such person in connection therewith.

(B) *Indemnification for Service As a Witness.* To the extent any person who is or was a director or officer of the Corporation has served or prepared to serve as a witness in any action, suit or proceeding (whether civil, criminal, administrative, regulatory or investigative in nature), including any investigation by any legislative body or any regulatory or self-regulatory body by which the Corporation's business is regulated, by reason of his or her services as a director or officer of the Corporation or his or her service as a Subsidiary Officer of an Affiliated Entity at a time when he or she was a director or officer of the Corporation (assuming such person is or was serving at the request of, or to represent the interests of, the Corporation as a Subsidiary Officer of such Affiliated Entity) but excluding service as a witness in an action or suit commenced by such person (unless such expenses were incurred with the approval of the Board of Directors, a committee thereof or the Chairman, a Vice Chairman or the Chief Executive Officer of the Corporation), the Corporation shall indemnify such person against out-of-pocket costs and expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith and shall use its best efforts to provide such indemnity within 45 days after receipt by the Corporation from such person of a statement requesting such indemnification, averring such service and reasonably evidencing such expenses and costs; it being understood, however, that the Corporation shall have no obligation under this Article to compensate such person for such person's time or efforts so expended. The Corporation may indemnify any employee or agent of the Corporation to the same or a lesser extent as it may indemnify any director or officer of the Corporation pursuant to the foregoing sentence of this paragraph.

Section 7.05. *Advances of Expenses.*

(A) *Advances to Directors and Officers.* To the fullest extent not prohibited by applicable law, expenses and costs, incurred by any person referred to in paragraph (a) of Section 7.01 or 7.02 of this Article in defending a civil, criminal, administrative, regulatory or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking in writing by or on



behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified in respect of such costs and expenses by the Corporation as authorized by this Article.

(B) *Advances to Employees and Agents.* To the fullest extent not prohibited by applicable law, expenses and costs incurred by any person referred to in paragraph (B) of Section 7.01 or 7.02 of this Article in defending a civil, criminal, administrative, regulatory or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, a committee thereof or an officer of the Corporation authorized to so act by the Board of Directors upon receipt of an undertaking in writing by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation in respect of such costs and expenses as authorized by this Article.

Section 7.06. *Indemnification Not Exclusive.* The provision of indemnification to or the advancement of expenses and costs to any person under this Article, or the entitlement of any person to indemnification or advancement of expenses and costs under this Article, shall not limit or restrict in any way the power of the Corporation to indemnify or advance expenses and costs to such person in any other way permitted by law or be deemed exclusive of, or invalidate, any right to which any person seeking indemnification or advancement of expenses and costs may be entitled under any law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's capacity as an officer, director, employee or agent of the Corporation and as to action in any other capacity.

Section 7.07. *Corporate Obligations; Reliance.* The rights granted pursuant to this Article shall vest at the time a person becomes a director or officer of the Corporation and shall be deemed to create a binding contractual obligation on the part of the Corporation to directors and officers of the Corporation, and such persons in acting in their capacities as officers or directors of the Corporation or Subsidiary Officers of any Affiliated Entity shall be entitled to rely on such provisions of this Article, without giving notice thereof to the Corporation.

Section 7.08. *Accrual of Claims; Successors.* The indemnification and advancement of expenses and costs provided or permitted under the foregoing provisions of this Article shall or may, as the case may be, apply in respect of any expense, cost, judgment, fine, penalty or amount paid in settlement, whether or not the claim or cause of action in respect thereof accrued or arose before or after the effective date of such provisions of this Article. The right of any person who is or was a director, officer, employee or agent of the Corporation to indemnification or advancement of expenses and costs as provided under the foregoing provisions of this Article shall continue after he or she shall have ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, distributees, executors, administrators and other legal representatives of such person. Any repeal or modification of the provisions of this Article shall be prospective only and shall not adversely affect the rights of any person who is or was a director, officer, employee or agent of the Corporation hereunder at the time of any act or omission occurring prior to such repeal or modification.

Section 7.09. *Insurance.* The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of, or to represent the interests of, the Corporation as a Subsidiary Officer of any Affiliated Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article or applicable law.

Section 7.10. *Definitions of Certain Terms.* For purposes of this Article: (i) references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed into the Corporation in a consolidation or merger if such corporation would have been permitted (if its corporate existence had continued) under applicable law to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request, or to represent the interests of, such constituent corporation as a director, officer, employee or agent of any Affiliated Entity shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued; (ii) references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; (iii) references to "serving at the request of the Corporation" shall include any service as a director, officer, partner, member, trustee, fiduciary, employee or agent of the Corporation or any Affiliated Entity which service imposes duties on, or involves services by, such director,

officer, partner, member, trustee, fiduciary, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries; and (iv) a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interest of the Corporation" as referred to in this Article.

## ARTICLE VIII

### MISCELLANEOUS

Section 8.01. *Electronic Transmission.* For purposes of these By-laws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 8.02. *Corporate Seal.* The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in charge of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

Section 8.03. *Fiscal Year.* The fiscal year of the Corporation shall end on December 31 of each year, or such other twelve consecutive months as the Board of Directors may designate.

Section 8.04. *Section Headings.* Section headings in these By-laws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 8.05. *Inconsistent Provisions.* In the event that any provision of these By-laws is or becomes inconsistent with any provision of the Certificate of Incorporation, the DGCL or any other applicable law, the provision of these By-laws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.

## ARTICLE IX

### AMENDMENTS

Section 9.01. *Amendments.* Subject to the Certificate of Incorporation these By-laws may be amended, added to, rescinded or repealed at any meeting of the Board of Directors or of the stockholders; provided, however, that, notwithstanding any other provisions of these By-laws or any provision of law which might otherwise permit a lesser vote of the stockholders, the affirmative vote of the holders of at least 80% in voting power of all shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required in order for the stockholders to alter, amend or repeal Sections 2.02, 2.03, 3.02, 3.03, 3.04, 3.05 or this proviso of Section 9.01 of the By-laws or to adopt provisions inconsistent therewith.

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## Section 3: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

**CERTIFICATION  
PURSUANT TO 17 CFR 240.13a-14  
PROMULGATED UNDER  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark C. Rohr, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Celanese Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ MARK C. ROHR

Mark C. Rohr

Chairman of the Board of Directors and

Chief Executive Officer

Date: July 19, 2013

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## Section 4: EX-31.2 (EXHIBIT 31.2)

**CERTIFICATION  
PURSUANT TO 17 CFR 240.13a-14  
PROMULGATED UNDER  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Steven M. Sterin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Celanese Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ STEVEN M. STERIN

Steven M. Sterin  
Senior Vice President and  
Chief Financial Officer  
Date: July 19, 2013

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## Section 5: EX-32.1 (EXHIBIT 32.1)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Celanese Corporation (the "Company") on Form 10-Q for the period ending June 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark C. Rohr, Chairman of the Board of Directors and Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ MARK C. ROHR

Mark C. Rohr  
Chairman of the Board of Directors and  
Chief Executive Officer  
Date: July 19, 2013

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## Section 6: EX-32.2 (EXHIBIT 32.2)

Exhibit 32.2

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Celanese Corporation (the "Company") on Form 10-Q for the period ending June 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven M. Sterin, Senior Vice President and Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ STEVEN M. STERIN

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Steven M. Sterin  
*Senior Vice President and  
Chief Financial Officer*  
Date: July 19, 2013

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