

## 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, 2014

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)

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

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

**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 14, 2014 was 155,248,348.

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CELANESE CORPORATION AND SUBSIDIARIES

Form 10-Q

For the Quarterly Period Ended June 30, 2014

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Item 1. Financial Statements

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In \$ millions, except share and per share data)			
Net sales	1,769	1,653	3,474	3,258
Cost of sales	(1,361)	(1,334)	(2,688)	(2,606)
Gross profit	408	319	786	652
Selling, general and administrative expenses	(119)	(113)	(223)	(219)
Amortization of intangible assets	(5)	(9)	(11)	(20)
Research and development expenses	(24)	(23)	(46)	(49)
Other (charges) gains, net	2	(3)	1	(7)
Foreign exchange gain (loss), net	(1)	(2)	(2)	(3)
Gain (loss) on disposition of businesses and assets, net	(2)	—	(3)	(1)
Operating profit (loss)	259	169	502	353
Equity in net earnings (loss) of affiliates	101	55	141	109
Interest expense	(40)	(44)	(79)	(87)
Refinancing expense	—	—	—	—
Interest income	2	1	2	1
Dividend income - cost investments	29	23	58	47
Other income (expense), net	1	4	1	3
Earnings (loss) from continuing operations before tax	352	208	625	426
Income tax (provision) benefit	(94)	(75)	(172)	(152)
Earnings (loss) from continuing operations	258	133	453	274
Earnings (loss) from operation of discontinued operations	(1)	—	(1)	2
Gain (loss) on disposition of discontinued operations	—	—	—	—
Income tax (provision) benefit from discontinued operations	1	—	1	(1)
Earnings (loss) from discontinued operations	—	—	—	1
Net earnings (loss)	258	133	453	275
Net (earnings) loss attributable to noncontrolling interests	1	—	2	—
Net earnings (loss) attributable to Celanese Corporation	259	133	455	275
Amounts attributable to Celanese Corporation				
Earnings (loss) from continuing operations	259	133	455	274
Earnings (loss) from discontinued operations	—	—	—	1
Net earnings (loss)	259	133	455	275
Earnings (loss) per common share - basic				
Continuing operations	1.66	0.83	2.91	1.71
Discontinued operations	—	—	—	0.01
Net earnings (loss) - basic	1.66	0.83	2.91	1.72
Earnings (loss) per common share - diluted				
Continuing operations	1.66	0.83	2.91	1.71
Discontinued operations	—	—	—	0.01
Net earnings (loss) - diluted	1.66	0.83	2.91	1.72
Weighted average shares - basic	155,751,779	159,676,462	156,124,714	159,679,408
Weighted average shares - diluted	156,054,232	160,142,156	156,424,665	160,138,959

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 June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In \$ millions)			
Net earnings (loss)	258	133	453	275
Other comprehensive income (loss), net of tax				
Unrealized gain (loss) on marketable securities	—	—	—	—
Foreign currency translation	(22)	26	(17)	(5)
Gain (loss) from cash flow hedges	(3)	2	(6)	3
Pension and postretirement benefits	(14)	—	(26)	—
Total other comprehensive income (loss), net of tax	(39)	28	(49)	(2)
Total comprehensive income (loss), net of tax	219	161	404	273
Comprehensive (income) loss attributable to noncontrolling interests	1	—	2	—
Comprehensive income (loss) attributable to Celanese Corporation	220	161	406	273

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

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

	As of June 30, 2014	As of December 31, 2013
	(In \$ millions, except share data)	
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (variable interest entity restricted - 2014: \$44)	1,064	984
Trade receivables - third party and affiliates (net of allowance for doubtful accounts - 2014: \$9; 2013: \$9)	1,045	867
Non-trade receivables, net	231	343
Inventories	816	804
Deferred income taxes	115	115
Marketable securities, at fair value	39	41
Other assets	29	28
Total current assets	3,339	3,182
Investments in affiliates	880	841
Property, plant and equipment (net of accumulated depreciation - 2014: \$1,770; 2013: \$1,672; variable interest entity restricted - 2014: \$252)	3,577	3,425
Deferred income taxes	271	289
Other assets (variable interest entity restricted - 2014: \$24)	332	341
Goodwill	794	798
Intangible assets, net	140	142
Total assets	9,333	9,018
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Short-term borrowings and current installments of long-term debt - third party and affiliates	158	177
Trade payables - third party and affiliates	839	799
Other liabilities	472	541
Deferred income taxes	10	10
Income taxes payable	64	18
Total current liabilities	1,543	1,545
Long-term debt	2,880	2,887
Deferred income taxes	228	225
Uncertain tax positions	158	200
Benefit obligations	1,125	1,175
Other liabilities	298	287
<b>Commitments and Contingencies</b>		
<b>Stockholders' Equity</b>		
Preferred stock, \$0.01 par value, 100,000,000 shares authorized (2014 and 2013: 0 issued and outstanding)	—	—
Series A common stock, \$0.0001 par value, 400,000,000 shares authorized (2014: 166,038,983 issued and 155,240,549 outstanding; 2013: 165,867,965 issued and 156,939,828 outstanding)	—	—
Series B common stock, \$0.0001 par value, 100,000,000 shares authorized (2014 and 2013: 0 issued and outstanding)	—	—
Treasury stock, at cost (2014: 10,798,434 shares; 2013: 8,928,137 shares)	(464)	(361)
Additional paid-in capital	73	53
Retained earnings	3,399	3,011
Accumulated other comprehensive income (loss), net	(53)	(4)
Total Celanese Corporation stockholders' equity	2,955	2,699
Noncontrolling interests	146	—
Total equity	3,101	2,699
Total liabilities and equity	9,333	9,018

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, 2014	
	Shares	Amount
	(In \$ millions, except share data)	
<b>Series A Common Stock</b>		
Balance as of the beginning of the period	156,939,828	—
Stock option exercises	150,368	—
Purchases of treasury stock	(1,870,297)	—
Stock awards	20,650	—
Balance as of the end of the period	155,240,549	—
<b>Treasury Stock</b>		
Balance as of the beginning of the period	8,928,137	(361)
Purchases of treasury stock, including related fees	1,870,297	(103)
Balance as of the end of the period	10,798,434	(464)
<b>Additional Paid-In Capital</b>		
Balance as of the beginning of the period		53
Stock-based compensation, net of tax		17
Stock option exercises, net of tax		3
Balance as of the end of the period		73
<b>Retained Earnings</b>		
Balance as of the beginning of the period		3,011
Net earnings (loss) attributable to Celanese Corporation		455
Series A common stock dividends		(67)
Balance as of the end of the period		3,399
<b>Accumulated Other Comprehensive Income (Loss), Net</b>		
Balance as of the beginning of the period		(4)
Other comprehensive income (loss), net of tax		(49)
Balance as of the end of the period		(53)
Total Celanese Corporation stockholders' equity		2,955
<b>Noncontrolling Interests</b>		
Balance as of the beginning of the period		—
Net earnings (loss) attributable to noncontrolling interests		(2)
Contributions from noncontrolling interests		148
Balance as of the end of the period		146
Total equity		3,101

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,	
	2014	2013
(In \$ millions)		
<b>Operating Activities</b>		
Net earnings (loss)	453	275
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities		
Other charges (gains), net of amounts used	(22)	(9)
Depreciation, amortization and accretion	151	158
Pension and postretirement net periodic benefit cost	(55)	(10)
Pension and postretirement contributions	(62)	(33)
Deferred income taxes, net	(9)	(6)
(Gain) loss on disposition of businesses and assets, net	4	1
Refinancing expense	—	—
Other, net	(5)	—
Operating cash provided by (used in) discontinued operations	(1)	(5)
Changes in operating assets and liabilities		
Trade receivables - third party and affiliates, net	(175)	(104)
Inventories	(15)	(29)
Other assets	25	(55)
Trade payables - third party and affiliates	55	72
Other liabilities	73	121
Net cash provided by (used in) operating activities	417	376
<b>Investing Activities</b>		
Capital expenditures on property, plant and equipment	(130)	(128)
Acquisitions, net of cash acquired	—	—
Proceeds from sale of businesses and assets, net	—	12
Capital expenditures related to Kelsterbach plant relocation	—	(6)
Capital expenditures related to Fairway Methanol LLC	(143)	(21)
Other, net	(10)	(34)
Net cash provided by (used in) investing activities	(283)	(177)
<b>Financing Activities</b>		
Short-term borrowings (repayments), net	1	(11)
Proceeds from short-term debt	25	27
Repayments of short-term debt	(43)	(24)
Proceeds from long-term debt	—	50
Repayments of long-term debt	(13)	(62)
Refinancing costs	—	—
Purchases of treasury stock, including related fees	(103)	(6)
Stock option exercises	3	3
Series A common stock dividends	(67)	(26)
Contributions from noncontrolling interests	148	—
Other, net	(1)	—
Net cash provided by (used in) financing activities	(50)	(49)
Exchange rate effects on cash and cash equivalents	(4)	(2)
Net increase (decrease) in cash and cash equivalents	80	148
Cash and cash equivalents as of beginning of period	984	959
Cash and cash equivalents as of end of period	1,064	1,107

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 on Form 10-Q ("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, 2014 and 2013 contained in this Quarterly Report were prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for all periods presented and include the accounts of the Company, its majority owned subsidiaries over which the Company exercises control and, when applicable, variable interest entities in which the Company is the primary beneficiary. 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 may 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, 2013, filed on February 7, 2014 with the SEC as part of the Company's Annual Report on Form 10-K.

Operating results for the three and six months ended June 30, 2014 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 ventures in which the Company owns or is exposed to less than 100% of the economics, 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.



## 2. Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"). ASU 2014-09 supersedes the revenue recognition requirements of FASB Accounting Standards Codification ("ASC") Topic 605, *Revenue Recognition* and most industry-specific guidance throughout the Accounting Standards Codification, resulting in the creation of FASB ASC Topic 606, *Revenue from Contracts with Customers*. ASU 2014-09 requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. This ASU provides alternative methods of retrospective adoption and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is not permitted. The Company is currently assessing the potential impact of adopting this ASU on its financial statements and related disclosures.

In April 2014, the FASB issued ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*, an amendment to FASB ASC Topic 205, *Presentation of Financial Statements* and FASB ASC Topic 360, *Property, Plant and Equipment*. The update revises the definition of discontinued operations by limiting discontinued operations reporting to disposals of components of an entity that represent strategic shifts that have (or will have) a major effect on an entity's operations and financial results, removing the lack of continuing involvement criteria and requiring discontinued operations reporting for the disposal of an equity method investment that meets the definition of discontinued operations. The update also requires expanded disclosures for discontinued operations, including disclosure of pretax profit or loss of an individually significant component of an entity that does not qualify for discontinued operations reporting. This ASU is effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2014. The Company will apply the guidance prospectively to disposal activity occurring after the effective date of this ASU.

## 3. Acquisitions, Dispositions and Plant Closures

### *Plant Closures*

- ***Roussillon, France***

In November 2013, the Company announced its intent to initiate an information and consultation process on the contemplated closure of its acetic anhydride facility in Roussillon, France. In December 2013, the Company announced it had completed the consultation process pursuant to which the Company ceased all manufacturing operations in December 2013. The Roussillon, France acetic anhydride operations are included in the Company's Acetyl Intermediates segment.

- ***Tarragona, Spain***

In November 2013, the Company announced its intent to initiate an information and consultation process on the contemplated closure of its vinyl acetate monomer ("VAM") facility in Tarragona, Spain. In December 2013, the Company announced it had completed the consultation process pursuant to which the Company ceased all manufacturing operations in December 2013. The Tarragona, Spain VAM operations are included in the Company's Acetyl Intermediates segment.

Exit costs related to the closure of the Company's Roussillon acetic anhydride operations and Tarragona VAM operations are recorded to Other (charges) gains, net in the unaudited interim consolidated statements of operations ([Note 14](#)).

## 4. Ventures and Variable Interest Entities

### *Ventures*

The Company's equity method investment, InfraServ GmbH & Co. Hoechst KG, is owned primarily by an entity included in Other Activities. The Company's Consumer Specialties and Acetyl Intermediates segments also each hold an ownership percentage. During the three months ended June 30, 2014, InfraServ GmbH & Co. Hoechst KG restructured the debt of a subsidiary resulting in additional equity in net earnings of affiliates of \$29 million attributable to Other Activities and \$6 million and \$13 million attributable to the Company's Consumer Specialties and Acetyl Intermediates segments, respectively ([Note 19](#)).

### **Consolidated Variable Interest Entities**

On February 4, 2014, the Company and Mitsui & Co., Ltd., of Tokyo, Japan ("Mitsui") formed a 50%-owned joint venture, Fairway Methanol LLC ("Fairway"), 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. Both Mitsui and the Company will supply their own natural gas to Fairway in exchange for methanol tolling under a cost-plus off-take arrangement. The planned methanol facility will have an annual capacity of 1.3 million tons and is expected to be operational in the second half of 2015. In exchange for ownership in the venture, the Company contributed net cash of \$6 million and pre-formation costs, including costs for long lead time materials, of \$103 million of which \$70 million was subject to reimbursement from Mitsui should the venture not form and was included in Non-trade receivables at December 31, 2013. Upon consolidation of the venture, the non-trade receivable was settled. Mitsui contributed cash in exchange for ownership in the venture.

The Company determined that Fairway is a variable interest entity ("VIE") in which the Company is the primary beneficiary. Under the terms of the joint venture agreements, the Company provides site services and day-to-day operations for the methanol facility. In addition, the joint venture agreements provide that the Company indemnifies Mitsui for environmental obligations that exceed a specified threshold, as well as an equity option between the partners. Accordingly, the Company consolidates the venture and records a noncontrolling interest for the share of the venture owned by Mitsui. Fairway is included in the Company's Acetyl Intermediates segment.

The carrying amount of the assets and liabilities associated with Fairway that are included in the unaudited consolidated balance sheet are as follows:

	<b>As of June 30, 2014</b>
	<b>(In \$ millions)</b>
Cash and cash equivalents	44
Property, plant and equipment	252
Other assets	24
Total assets <sup>(1)</sup>	320
Current liabilities	28
Total liabilities <sup>(2)</sup>	28

<sup>(1)</sup> Assets can only be used to settle the obligations of Fairway.

<sup>(2)</sup> Represents amounts owed by Fairway for reimbursement of expenditures.

### **Nonconsolidated Variable Interest Entities**

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 VIEs as of June 30, 2014 relates primarily to the recovery of capital expenditures for certain plant assets.

The carrying amount of the assets and liabilities associated with the obligations to nonconsolidated VIEs, as well as the maximum exposure to loss relating to these nonconsolidated VIEs are as follows:

	As of June 30, 2014	As of December 31, 2013
	(In \$ millions)	
Property, plant and equipment, net	102	111
Trade payables	54	56
Current installments of long-term debt	9	8
Long-term debt	128	136
Total liabilities	191	200
Maximum exposure to loss	309	318

The difference between the total liabilities associated with obligations to VIEs and the maximum exposure to loss primarily represents take-or-pay obligations for services included in the Company's unconditional purchase obligations ([Note 18](#)).

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

The Company's nonqualified trusts hold available-for-sale securities for funding requirements of the Company's nonqualified pension plans ([Note 11](#)).

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, 2014	As of December 31, 2013
	(In \$ millions)	
<b>Mutual Funds</b>		
Amortized cost	39	41
Gross unrealized gain	—	—
Gross unrealized loss	—	—
Fair value	39	41

See [Note 17 - Fair Value Measurements](#) for additional information regarding the fair value of the Company's marketable securities.

#### 6. Inventories

	As of June 30, 2014	As of December 31, 2013
	(In \$ millions)	
Finished goods	600	571
Work-in-process	52	59
Raw materials and supplies	164	174
Total	816	804

## 7. Goodwill and Intangible Assets, Net

### Goodwill

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates	Total
	(In \$ millions)				
<b>As of December 31, 2013</b>					
Goodwill	303	254	43	198	798
Accumulated impairment losses	—	—	—	—	—
Net book value	303	254	43	198	798
Exchange rate changes	(1)	(1)	—	(2)	(4)
<b>As of June 30, 2014</b>					
Goodwill	302	253	43	196	794
Accumulated impairment losses	—	—	—	—	—
Net book value	302	253	43	196	794

### Intangible Assets, Net

Finite-lived intangible assets 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, 2013	33	544	30	39	646
Acquisitions	—	—	—	10	10 <sup>(1)</sup>
Exchange rate changes	(1)	(4)	—	—	(5)
As of June 30, 2014	32	540	30	49	651
<b>Accumulated Amortization</b>					
As of December 31, 2013	(20)	(521)	(21)	(25)	(587)
Amortization	(2)	(7)	(1)	(1)	(11)
Exchange rate changes	—	4	—	—	4
As of June 30, 2014	(22)	(524)	(22)	(26)	(594)
Net book value	10	16	8	23	57

<sup>(1)</sup> Primarily represents intangible assets acquired related to Fairway with a weighted average amortization period of 27 years ([Note 4](#)).

Indefinite-lived intangible assets are as follows:

	Trademarks and Trade Names
	(In \$ millions)
As of December 31, 2013	83
Acquisitions	—
Accumulated impairment losses	—
Exchange rate changes	—
As of June 30, 2014	83

The Company's trademarks and trade names have an indefinite life. For the six months ended June 30, 2014, the Company did not renew or extend any intangible assets.

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

	(In \$ millions)
2015	11
2016	8
2017	7
2018	4
2019	3

#### 8. Current Other Liabilities

	As of June 30, 2014	As of December 31, 2013
	(In \$ millions)	
Asset retirement obligations	18	29
Current portion of benefit obligations	47	78
Customer rebates	38	48
Derivatives (Note 16)	7	12
Environmental (Note 12)	26	30
Insurance	10	14
Interest	24	24
Restructuring (Note 14)	39	60
Salaries and benefits	94	96
Sales and use tax/foreign withholding tax payable	14	12
Uncertain tax positions	64	64
Other	91	74
Total	472	541

#### 9. Noncurrent Other Liabilities

	As of June 30, 2014	As of December 31, 2013
	(In \$ millions)	
Asset retirement obligations	19	18
Deferred proceeds	52	53
Deferred revenue	26	28
Derivatives (Note 16)	6	3
Environmental (Note 12)	66	67
Income taxes payable	21	20
Insurance	55	50
Restructuring (Note 14)	1	2
Other	52	46
Total	298	287

## 10. Debt

	As of June 30, 2014	As of December 31, 2013
(In \$ millions)		
<b>Short-Term Borrowings and Current Installments of Long-Term Debt - Third Party and Affiliates</b>		
Current installments of long-term debt	23	24
Short-term borrowings, including amounts due to affiliates	100	103
Accounts receivable securitization facility	35	50
<b>Total</b>	<b>158</b>	<b>177</b>

The Company's weighted average interest rate on short-term borrowings, including amounts due to affiliates and borrowing under the accounts receivable securitization facility, was 3.4% as of June 30, 2014 compared to 3.2% as of December 31, 2013. The weighted average interest rate on the accounts receivable securitization facility was 0.7% as of June 30, 2014 and December 31, 2013.

	As of June 30, 2014	As of December 31, 2013
(In \$ millions)		
<b>Long-Term Debt</b>		
Senior credit facilities - Term C-2 loan due 2016	971	978
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
Pollution control and industrial revenue bonds due at various dates through 2030, interest rates ranging from 5.7% to 6.7%	169	169
Obligations under capital leases due at various dates through 2054	263	264
Subtotal	2,903	2,911
Current installments of long-term debt	(23)	(24)
<b>Total</b>	<b>2,880</b>	<b>2,887</b>

### 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").

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.

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"). In April 2011, Celanese US registered the 6.625% Notes under the Securities Act.

The Senior Notes are senior unsecured obligations of Celanese US and rank equally in right of payment with all other unsubordinated indebtedness of Celanese US. The Senior 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 indentures under which the Senior Notes were issued 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 2013, 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 Company's 2010 amended credit agreement (as amended and restated by the 2013 amendment agreement, the "Amended Credit Agreement"). The Amended Credit Agreement consists of a Term C-2 loan facility due 2016, a \$600 million revolving credit facility terminating in 2015 and an \$81 million credit-linked revolving facility, which was terminated on March 28, 2014.

As of June 30, 2014, the margin for borrowings under the Term C-2 loan facility was 2.0% above LIBOR (for US dollars) and 2.0% above the Euro Interbank Offered Rate ("EURIBOR") (for Euros), as applicable. As of June 30, 2014, the margin for borrowings under the revolving credit facility was 2.5% above LIBOR. The margin for borrowings under the revolving credit facility is subject to increase or decrease in certain circumstances based on changes in the Company's corporate credit ratings.

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 of 0.25% per annum.

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 April 2, 2007.

As a condition to borrowing funds or requesting letters of credit be issued under the revolving credit 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 amended first lien senior secured leverage ratios under the revolving credit facility are as follows:

	As of June 30, 2014		
Maximum	Estimate	Estimate, If Fully Drawn	
3.90	0.75	1.18	

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, 2014.

### Accounts Receivable Securitization Facility

In August 2013, the Company entered into a \$135 million US accounts receivable securitization facility pursuant to (i) a Purchase and Sale Agreement (the "Sale Agreement") among certain US subsidiaries of the Company (each an "Originator"), Celanese International Corporation ("CIC") and CE Receivables LLC, a wholly-owned, "bankruptcy remote" special purpose subsidiary of an Originator (the "Transferor") and (ii) a Receivables Purchase Agreement (the "Purchase Agreement"), among CIC, as servicer, the Transferor, various third-party purchasers (collectively, the "Purchasers") and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as administrator (the "Administrator").

As of June 30, 2014, the borrowing base was \$135 million. The Purchase Agreement expires in 2016, but may be extended for successive one year terms by agreement of the parties. All of the Transferor's assets have been pledged to the Administrator in

support of its obligations under the Purchase Agreement. During the six months ended June 30, 2014, the Company repaid \$15 million of borrowings outstanding under the accounts receivable securitization facility using cash on hand. As of June 30, 2014, the outstanding amount of accounts receivable transferred by the Originators to the Transferor was \$229 million.

The Company's balances available for borrowing are as follows:

	As of June 30, 2014
	(In \$ millions)
<b>Revolving Credit Facility</b>	
Borrowings outstanding	—
Letters of credit issued	—
Available for borrowing	600
<b>Accounts Receivable Securitization Facility</b>	
Borrowings outstanding	35
Letters of credit issued	79
Available for borrowing	21

#### 11. Benefit Obligations

In November 2013, the Company announced it would amend its US postretirement health care plan to (a) eliminate eligibility for all current and future US non-union employees; (b) terminate its US postretirement health care plan on December 31, 2014 for all US participants; and (c) offer certain eligible US participants a lump-sum buyout payment if they irrevocably waive all future benefits under the US postretirement health care plan and end their participation before December 31, 2014. These actions generated a prior service credit of \$92 million, which was recorded to Accumulated other comprehensive income (loss), net in the consolidated balance sheets.

Effective March 27, 2014, the Company eliminated eligibility for all current and future union employees at the Company's Narrows, Virginia facility in its US postretirement health care plan. These actions generated a prior service credit of \$5 million, which was recorded to Accumulated other comprehensive income (loss), net in the consolidated balance sheets.

The prior service credits attributable to the Company's US postretirement health care plan are being amortized ratably into the consolidated statements of operations through December 31, 2014. The Company recognized \$21 million and \$41 million of prior service credit amortization during the three and six months ended June 30, 2014, respectively, and made \$1 million and \$31 million in lump-sum buyout payments during the three and six months ended June 30, 2014, respectively.

The components of net periodic benefit cost are as follows:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2014		2013		2014		2013	
	Pension Benefits	Post-retirement Benefits	Pension Benefits	Post-retirement Benefits	Pension Benefits	Post-retirement Benefits	Pension Benefits	Post-retirement Benefits
	(In \$ millions)				(In \$ millions)			
Service cost	3	1	8	1	6	1	17	2
Interest cost	43	—	38	3	85	2	77	5
Expected return on plan assets	(54)	—	(56)	—	(108)	—	(112)	—
Amortization of prior service cost (credit), net	—	(22)	1	—	—	(41)	1	—
<b>Total</b>	<b>(8)</b>	<b>(21)</b>	<b>(9)</b>	<b>4</b>	<b>(17)</b>	<b>(38)</b>	<b>(17)</b>	<b>7</b>



Benefit obligation funding is as follows:

	As of June 30, 2014	Total Expected 2014
	(In \$ millions)	
Cash contributions to defined benefit pension plans	12	47
Benefit payments to nonqualified pension plans	11	22
Benefit payments to other postretirement benefit plans	39	54

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, 2014.

## 12. 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, 2014	As of December 31, 2013
	(In \$ millions)	
Demerger obligations (Note 18)	25	27
Divestiture obligations (Note 18)	21	21
Active sites	31	32
US Superfund sites	12	13
Other environmental remediation reserves	3	4
Total	92	97

### 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, demerger, 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 18). 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 US Environmental Protection Agency ("EPA"), 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 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 is scheduled to be completed next year. 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 was 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 sought recovery of costs arising from alleged discharges into the Lower Passaic River and was resolved as to the Company in December 2013.

The EPA issued a proposed plan for remedial alternatives to address cleanup of the lower 8-mile stretch of the Passaic River on April 11, 2014. The EPA estimates the cost for the alternatives will range from \$365 million to \$3.2 billion. The EPA's preferred alternative would involve dredging the Passaic River bank to bank and installing an engineered cap at an estimated cost of \$1.7 billion. The public comment period was extended and ends August 21, 2014, after which the EPA will evaluate all the input and make its final record of decision, which is expected in early 2015. Currently, the RI/FS is still ongoing and the EPA has not considered comments or determined the scope of the requested cleanup, nor have the final remedy and costs been determined. Additionally, the Company has found no evidence that it contributed any of the primary contaminants of concern to the Passaic River. Accordingly, the Company cannot reliably estimate its portion of the final costs for this matter at this time. The Company is vigorously defending these and all related matters and believes its ultimate allocable share of the cleanup costs will not be material.

#### ***Environmental Proceedings***

In January 2013, following self-disclosures by the Company, the Company's Meredosia, Illinois site received a Notice of Violation/Finding of Violation from the EPA Region 5 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, it does 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 Company's Industrial Specialties segment.

### **13. 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.

The Company's Board of Directors approved increases in the Company's Common Stock cash dividend rates as follows:

	Increase	Quarterly Common Stock Cash Dividend	Annual Common Stock Cash Dividend	Effective Date
	(In percentages)	(In \$ per share)		
April 2013	20	0.09	0.36	May 2013
July 2013	100	0.18	0.72	August 2013
April 2014	39	0.25	1.00	May 2014

**Treasury Stock**

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

	Authorized Amount
	(In \$ millions)
February 2008	400
October 2008	100
April 2011	129
October 2012	264
February 2014	172
As of June 30, 2014	1,065

These authorizations give management discretion in determining the timing and conditions under which shares may be repurchased. This repurchase program does not have an expiration date.

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

	Six Months Ended June 30,		Total From February 2008 Through June 30, 2014
	2014	2013	
Shares repurchased	1,870,297	137,692 <sup>(1)</sup>	18,199,004 <sup>(2)</sup>
Average purchase price per share	\$ 55.13	\$ 46.24	\$ 42.21
Amount spent on repurchased shares (in millions)	\$ 103	\$ 6	\$ 768

<sup>(1)</sup> Excludes 6,021 shares withheld from an executive officer to cover statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock. Restricted stock awards are 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 an executive officer to cover statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock. Restricted stock awards are 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,					
	2014			2013		
	Gross Amount	Income Tax (Provision) Benefit	Net Amount	Gross Amount	Income Tax (Provision) Benefit	Net Amount
	(In \$ millions)					
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	(12)	(10)	(22)	28	(2)	26
Gain (loss) from cash flow hedges	(3)	—	(3)	3 <sup>(1)</sup>	(1)	2
Pension and postretirement benefits	(22)	8	(14)	— <sup>(2)</sup>	—	—
<b>Total</b>	<b>(37)</b>	<b>(2)</b>	<b>(39)</b>	<b>31</b>	<b>(3)</b>	<b>28</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 gains of \$1 million related to the Company's equity method investments' pension plans.

	Six Months Ended June 30,					
	2014			2013		
	Gross Amount	Income Tax (Provision) Benefit	Net Amount	Gross Amount	Income Tax (Provision) Benefit	Net Amount
	(In \$ millions)					
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	(15)	(2)	(17)	(3)	(2)	(5)
Gain (loss) from cash flow hedges	(3)	(3)	(6)	5 <sup>(1)</sup>	(2)	3
Pension and postretirement benefits	(41)	15	(26)	— <sup>(2)</sup>	—	—
<b>Total</b>	<b>(59)</b>	<b>10</b>	<b>(49)</b>	<b>2</b>	<b>(4)</b>	<b>(2)</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 gains of \$1 million related to the Company's equity method investments' pension plans.

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

	Unrealized Gain (Loss) on Marketable Securities (Note 5)	Foreign Currency Translation	Gain (Loss) from Cash Flow Hedges (Note 16)	Pension and Postretire- ment Benefits (Note 11)	Accumulated Other Comprehensive Income (Loss), Net
	(In \$ millions)				
As of December 31, 2013	—	(3)	(44)	43	(4)
Other comprehensive income before reclassifications	—	(15)	(5)	—	(20)
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	2	(41)	(39)
Income tax (provision) benefit	—	(2)	(3)	15	10
<b>As of June 30, 2014</b>	<b>—</b>	<b>(20)</b>	<b>(50)</b>	<b>17</b>	<b>(53)</b>

**14. Other (Charges) Gains, Net**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In \$ millions)			
Employee termination benefits	(1)	(1)	(3)	(3)
Kelsterbach plant relocation	—	(2)	—	(4)
Plant/office closures	—	—	1	—
Other	3	—	3	—
<b>Total</b>	<b>2</b>	<b>(3)</b>	<b>1</b>	<b>(7)</b>

**2014**

During the three months ended June 30, 2014, the Company recorded a \$3 million adjustment to its initial estimate for asset retirement obligations related to the closure of its acetic anhydride operations in Roussillon, France and its VAM operations in Tarragona, Spain (Note 3).

During the six months ended June 30, 2014, the Company recorded \$2 million of employee termination benefits related to the closure of its acetic anhydride facility in Roussillon, France and its VAM facility in Tarragona, Spain (Note 3) and \$1 million for employee termination benefits related to a business optimization project included in the Company's Advanced Engineered Materials segment.

**2013**

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 Company's Industrial Specialties and Acetyl Intermediates segments.

During the six months ended June 30, 2013, the Company recorded \$4 million of costs related to the relocation of the Company's polyacetal ("POM") operations from Kelsterbach, Germany to Frankfurt Hoechst Industrial Park, Germany, which is included in the Company's Advanced Engineered Materials segment.

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, 2013	4	3	2	16	4	29
Additions	1	—	—	2	—	3
Cash payments	(1)	—	(1)	(10)	(1)	(13)
Other changes	—	—	—	—	—	—
Exchange rate changes	—	—	—	—	—	—
As of June 30, 2014	4	3	1	8	3	19
<b>Plant/Office Closures</b>						
As of December 31, 2013	—	—	—	33	—	33
Additions	—	—	—	—	—	—
Cash payments	—	—	—	(7)	—	(7)
Other changes	—	—	—	(5)	—	(5)
Exchange rate changes	—	—	—	—	—	—
As of June 30, 2014	—	—	—	21	—	21
<b>Total</b>	<b>4</b>	<b>3</b>	<b>1</b>	<b>29</b>	<b>3</b>	<b>40</b>

## 15. Income Taxes

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In percentages)			
Effective income tax rate	27	36	28	36

The decrease in the effective income tax rate for the three and six months ended June 30, 2014 was primarily due to lower losses in jurisdictions without income tax benefit and fewer valuation allowances established in certain jurisdictions against net deferred tax assets compared to the three and six months ended June 30, 2013.

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, 2014, the Company's uncertain tax positions decreased \$42 million primarily as a result of the reclassification of uncertain tax positions for net operating loss carryforwards in certain jurisdictions to deferred income tax assets in accordance with ASU 2013-11, *Presentation of Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, which was effective January 1, 2014.

The Company's US tax returns for the years 2009 through 2012 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 8](#)).

## 16. 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 10](#)). 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, 2014			
Notional Value	Effective Date	Expiration Date	Fixed Rate <sup>(1)</sup>
(In \$ millions)			(In percentages)
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 10](#)).

As of December 31, 2013			
Notional Value	Effective Date	Expiration Date	Fixed Rate <sup>(1)</sup>
(In \$ millions)			(In percentages)
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 10](#)).

### 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, 2014	As of December 31, 2013
	(In \$ millions)	
Total	748	869

In April 2014, the Company entered into a cross-currency swap contract to hedge its exposure to foreign currency exchange rate risk associated with certain intercompany loans. Under the terms of the contract, the Company makes interest payments in euros and receives interest in US dollars based on a notional amount at fixed rates over the life of the contract. In addition, the Company will pay euros to and receive US dollars from the counterparty at the maturity of the contract. The terms of the contract correspond to the related hedged intercompany loans. The cross-currency swap contract has been designated as a cash flow hedge, and accordingly, the effective portion of the unrealized gains and losses on the contract is reported in Accumulated other comprehensive income (loss) and reclassified to earnings over the period that the hedged loans affect earnings. The euro notional value is marked-to-market each reporting period based on the current spot rate and gains and losses are classified as Other income (expense), net in the unaudited interim consolidated statements of operations.

The cross-currency swap agreement is as follows:

As of June 30, 2014			
Notional Value	Effective Date	Expiration Date	Fixed Rate
(In millions)			(In percentages)
\$225	April 17, 2014	April 17, 2019	3.62
€162	April 17, 2014	April 17, 2019	2.77

### 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.

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

	Three Months Ended June 30,			
	2014		2013	
	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>Designated as Cash Flow Hedges</b>				
Interest rate swaps	(1) <sup>(1)</sup>	(2) <sup>(3)</sup>	1 <sup>(6)</sup>	(3) <sup>(3)</sup>
Cross-currency swap	(4) <sup>(2)</sup>	3 <sup>(4)</sup>	—	—
<b>Not Designated as Hedges</b>				
Foreign currency forwards and swaps	—	(3) <sup>(5)</sup>	—	(7) <sup>(5)</sup>
Total	(5)	(2)	1	(10)

<sup>(1)</sup> Excludes \$1 million of tax expense recognized in Other comprehensive income (loss).

<sup>(2)</sup> Excludes \$1 million of tax benefit recognized in Other comprehensive income (loss).

<sup>(3)</sup> Reclassified from Accumulated other comprehensive income (loss), net to Interest income (expense) in the unaudited interim consolidated statements of operations.

<sup>(4)</sup> Included in Other income (expense), net 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.

<sup>(6)</sup> 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).

	Six Months Ended June 30,			
	2014		2013	
	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>Designated as Cash Flow Hedges</b>				
Interest rate swaps	(1) <sup>(1)</sup>	(2) <sup>(3)</sup>	1 <sup>(6)</sup>	(5) <sup>(3)</sup>
Cross-currency swap	(4) <sup>(2)</sup>	3 <sup>(4)</sup>	—	—
<b>Not Designated as Hedges</b>				
Foreign currency forwards and swaps	—	(5) <sup>(5)</sup>	—	(4) <sup>(5)</sup>
Total	(5)	(4)	1	(9)

<sup>(1)</sup> Excludes \$4 million of tax expense recognized in Other comprehensive income (loss).

<sup>(2)</sup> Excludes \$1 million of tax benefit recognized in Other comprehensive income (loss).

<sup>(3)</sup> Reclassified from Accumulated other comprehensive income (loss), net to Interest income (expense) in the unaudited interim consolidated statements of operations.

<sup>(4)</sup> Included in Other income (expense), net 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.

<sup>(6)</sup> 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).



See [Note 17 - 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, interest rate swaps and cross-currency 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 10](#)).

	As of June 30, 2014	As of December 31, 2013
(In \$ millions)		
<b>Derivative Assets</b>		
Gross amount recognized	6	1
Gross amount offset in the consolidated balance sheets	—	—
Net amount presented in the consolidated balance sheets	6	1
Gross amount not offset in the consolidated balance sheets	2	1
Net amount	4	—
	As of June 30, 2014	As of December 31, 2013
	(In \$ millions)	
<b>Derivative Liabilities</b>		
Gross amount recognized	13	16
Gross amount offset in the consolidated balance sheets	—	1
Net amount presented in the consolidated balance sheets	13	15
Gross amount not offset in the consolidated balance sheets	2	1
Net amount	11	14

## 17. Fair Value Measurements

The Company follows the provisions of FASB ASC Topic 820, *Fair Value Measurement* ("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, cross-currency 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, cross-currency 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		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	39	—	39
<b>Derivatives Designated as Cash Flow Hedges</b>				
Cross-currency swap	Current Other assets	—	2	2
Cross-currency swap	Noncurrent Other assets	—	3	3
<b>Derivatives Not Designated as Hedges</b>				
Foreign currency forwards and swaps	Current Other assets	—	1	1
Total assets as of June 30, 2014		<u>39</u>	<u>6</u>	<u>45</u>
<b>Derivatives Designated as Cash Flow Hedges</b>				
Interest rate swaps	Current Other liabilities	—	(4)	(4)
Interest rate swaps	Noncurrent Other liabilities	—	(2)	(2)
Cross-currency swap	Current Other liabilities	—	(1)	(1)
Cross-currency swap	Noncurrent Other liabilities	—	(4)	(4)
<b>Derivatives Not Designated as Hedges</b>				
Foreign currency forwards and swaps	Current Other liabilities	—	(2)	(2)
Total liabilities as of June 30, 2014		<u>—</u>	<u>(13)</u>	<u>(13)</u>
<b>December 31, 2013</b>				
Mutual funds	Marketable securities, at fair value	41	—	41
<b>Derivatives Not Designated as Hedges</b>				
Foreign currency forwards and swaps	Current Other assets	—	1	1
Total assets as of December 31, 2013		<u>41</u>	<u>1</u>	<u>42</u>
<b>Derivatives Designated as Cash Flow Hedges</b>				
Interest rate swaps	Current Other liabilities	—	(5)	(5)
Interest rate swaps	Noncurrent Other liabilities	—	(3)	(3)
<b>Derivatives Not Designated as Hedges</b>				
Interest rate swaps	Current Other liabilities	—	(2)	(2)
Foreign currency forwards and swaps	Current Other liabilities	—	(5)	(5)
Total liabilities as of December 31, 2013		<u>—</u>	<u>(15)</u>	<u>(15)</u>

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

	Carrying Amount	Fair Value Measurement		Total
		Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	
(In \$ millions)				
<b>As of June 30, 2014</b>				
Cost investments	145	—	—	—
Insurance contracts in nonqualified trusts	57	57	—	57
Long-term debt, including current installments of long-term debt	2,903	2,718	263	2,981
<b>As of December 31, 2013</b>				
Cost investments	145	—	—	—
Insurance contracts in nonqualified trusts	62	62	—	62
Long-term debt, including current installments of long-term debt	2,911	2,696	264	2,960

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, 2014 and December 31, 2013, 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.

### 18. 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, trade compliance, 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.

#### 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. The arbitral panel bifurcated the case into a liability and damages phase. In December 2013, the arbitral panel ruled that Singapore Ltd. was not required to purchase minimum quantities under the express terms of the contract but, under the circumstances in 2012, had breached its implied duty of good faith. Both parties have filed opening briefs in the damages phase. Linde Gas was initially seeking \$38 million in damages. It is now seeking damages of \$68 million, of which the incremental amount relates to operations in 2012 and 2013 that the Company contends were not part of the liability phase of the arbitration, together with injunctive relief. A hearing on damages was held in May 2014 and a decision is expected in 2014. Based on the Company's evaluation of currently available information, the Company does not believe any Possible Loss, including any Possible Loss in excess of reserves, would have a significant adverse effect on the financial position of the Company, but could have a significant adverse effect on the results of operations or cash flows in any given period. The Company continues to vigorously defend the matter.

#### ***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.

In September 2011, the share valuation expert appointed by the court in connection with the Domination Agreement 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, thereby increasing the share value by a total of €2 million (including interest) and recommended that the amount of the guaranteed dividend be increased from €2.89 to €3.9, which added €1 million to the Domination Agreement claims. In March 2013, the expert issued a supplementary opinion affirming his previous views and calculations. On January 28, 2014, the court ruled and largely adopted the expert's valuation methodology; however, it raised the cash compensation from €41.92 to €49.43 and the guaranteed dividend from €2.89 to €3.61, which represent lesser amounts than those provided by the expert. BCP Holdings and certain plaintiffs have filed notices of appeal. For those claims brought under the Domination Agreement, based on the court's ruling, the Company does not believe that the Possible Loss, including any Possible Loss in excess of reserves, is material.

The court's ruling in the Domination Agreement case on the share price has no effect on cash compensation in the Squeeze-Out proceeding because the amount set by the court is lower than the price those stockholders already received in the Squeeze-Out. After a preliminary hearing in the Squeeze-Out proceeding, the Frankfurt District Court rendered a judgment on May 27, 2014 in favor of the Company finding that the former minority stockholders were not entitled to an increase of the Squeeze-Out cash compensation. The plaintiffs may appeal.

#### ***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 12](#)).

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, 2014 are \$66 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 12](#)).

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, which extend through 2037. The aggregate amount of outstanding indemnifications and guarantees provided for under these agreements is \$133 million as of June 30, 2014. 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, 2014, the Company had unconditional purchase obligations of \$3.4 billion, which extend through 2036.

## 19. Segment Information

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates	Other Activities	Eliminations	Consolidated
(In \$ millions)							
<b>Three Months Ended June 30, 2014</b>							
Net sales	389	289 <sup>(1)</sup>	333	901 <sup>(1)</sup>	—	(143)	1,769
Other (charges) gains, net	(1)	—	—	2	1	—	2
Operating profit (loss)	56	80	24	142	(43)	—	259
Equity in net earnings (loss) of affiliates	45	7	—	14	35	—	101
Depreciation and amortization	27	10	12	19	4	—	72
Capital expenditures	11	22	6	90	2	—	131 <sup>(2)</sup>
<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>(3)</sup>

<sup>(1)</sup> Net sales for Acetyl Intermediates and Consumer Specialties include inter-segment sales of \$143 million and \$0 million, respectively, for the three months ended June 30, 2014 and \$116 million and \$1 million, respectively, for the three months ended June 30, 2013.

<sup>(2)</sup> Includes an increase in accrued capital expenditures of \$6 million for the three months ended June 30, 2014.

<sup>(3)</sup> Excludes expenditures related to the relocation of the Company's POM operations in Germany and includes an increase in accrued capital expenditures of \$18 million for the three months ended June 30, 2013.

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates	Other Activities	Eliminations	Consolidated
(In \$ millions)							
<b>Six Months Ended June 30, 2014</b>							
Net sales	762	591 <sup>(1)</sup>	645	1,742 <sup>(1)</sup>	—	(266)	3,474
Other (charges) gains, net	(1)	—	—	2	—	—	1
Operating profit (loss)	113	179	44	239	(73)	—	502
Equity in net earnings (loss) of affiliates	78	8	—	15	40	—	141
Depreciation and amortization	53	21	26	40	7	—	147
Capital expenditures	20	50	10	166	3	—	249 <sup>(2)</sup>
<b>As of June 30, 2014</b>							
Goodwill and intangibles, net	364	276	58	236	—	—	934
Total assets	2,675	1,511	974	2,533	1,640	—	9,333
<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>(3)</sup>
<b>As of December 31, 2013</b>							
Goodwill and intangibles, net	368	278	60	234	—	—	940
Total assets	2,643	1,478	1,002	2,333	1,562	—	9,018

<sup>(1)</sup> Net sales for Acetyl Intermediates and Consumer Specialties include inter-segment sales of \$266 million and \$0 million, respectively, for the six months ended June 30, 2014 and \$228 million and \$4 million, respectively, for the six months ended June 30, 2013.

<sup>(2)</sup> Includes a decrease in accrued capital expenditures of \$24 million for the six months ended June 30, 2014.

<sup>(3)</sup> Excludes expenditures related to the relocation of the Company's POM operations in Germany and includes an increase in accrued capital expenditures of \$1 million for the six months ended June 30, 2013.



## 20. Earnings (Loss) Per Share

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
(In \$ millions, except share data)				
<b>Amounts Attributable to Celanese Corporation</b>				
Earnings (loss) from continuing operations	259	133	455	274
Earnings (loss) from discontinued operations	—	—	—	1
Net earnings (loss)	259	133	455	275
Weighted average shares - basic	155,751,779	159,676,462	156,124,714	159,679,408
Dilutive stock options	156,658	213,834	161,114	216,890
Dilutive restricted stock units	145,795	251,860	138,837	242,661
Weighted average shares - diluted	156,054,232	160,142,156	156,424,665	160,138,959

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,	
	2014	2013	2014	2013
Stock options	—	95,225	—	94,329
Restricted stock units	—	—	—	—
Total	—	95,225	—	94,329

## 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 10). 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 the 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, 2014 and 2013 present such intercompany financing activities, contributions and dividends consistent with how such activity would be presented in a stand-alone statement of cash flows.

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, 2014					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	
	(In \$ millions)					
Net sales	—	—	679	1,357	(267)	1,769
Cost of sales	—	—	(501)	(1,149)	289	(1,361)
Gross profit	—	—	178	208	22	408
Selling, general and administrative expenses	—	—	(18)	(101)	—	(119)
Amortization of intangible assets	—	—	(2)	(3)	—	(5)
Research and development expenses	—	—	(13)	(11)	—	(24)
Other (charges) gains, net	—	—	—	2	—	2
Foreign exchange gain (loss), net	—	—	—	(1)	—	(1)
Gain (loss) on disposition of businesses and assets, net	—	—	(2)	—	—	(2)
Operating profit (loss)	—	—	143	94	22	259
Equity in net earnings (loss) of affiliates	259	282	48	89	(577)	101
Interest expense	—	(49)	(6)	(21)	36	(40)
Refinancing expense	—	—	—	—	—	—
Interest income	—	17	18	3	(36)	2
Dividend income - cost investments	—	—	—	29	—	29
Other income (expense), net	—	—	1	—	—	1
Earnings (loss) from continuing operations before tax	259	250	204	194	(555)	352
Income tax (provision) benefit	—	9	(52)	(46)	(5)	(94)
Earnings (loss) from continuing operations	259	259	152	148	(560)	258
Earnings (loss) from operation of discontinued operations	—	—	(1)	—	—	(1)
Gain (loss) on disposition of discontinued operations	—	—	—	—	—	—
Income tax (provision) benefit from discontinued operations	—	—	1	—	—	1
Earnings (loss) from discontinued operations	—	—	—	—	—	—
Net earnings (loss)	259	259	152	148	(560)	258
Net (earnings) loss attributable to noncontrolling interests	—	—	—	1	—	1
Net earnings (loss) attributable to Celanese Corporation	259	259	152	149	(560)	259

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

Three Months Ended June 30, 2013

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(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**

Six Months Ended June 30, 2014

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
Net sales	—	—	1,386	2,657	(569)	3,474
Cost of sales	—	—	(962)	(2,300)	574	(2,688)
Gross profit	—	—	424	357	5	786
Selling, general and administrative expenses	—	—	(27)	(196)	—	(223)
Amortization of intangible assets	—	—	(4)	(7)	—	(11)
Research and development expenses	—	—	(26)	(20)	—	(46)
Other (charges) gains, net	—	—	—	1	—	1
Foreign exchange gain (loss), net	—	—	—	(2)	—	(2)
Gain (loss) on disposition of businesses and assets, net	—	—	(5)	2	—	(3)
Operating profit (loss)	—	—	362	135	5	502
Equity in net earnings (loss) of affiliates	454	510	78	125	(1,026)	141
Interest expense	—	(95)	(12)	(40)	68	(79)
Refinancing expense	—	—	—	—	—	—
Interest income	—	31	35	4	(68)	2
Dividend income - cost investments	—	—	—	58	—	58
Other income (expense), net	—	—	4	(3)	—	1
Earnings (loss) from continuing operations before tax	454	446	467	279	(1,021)	625
Income tax (provision) benefit	1	8	(122)	(57)	(2)	(172)
Earnings (loss) from continuing operations	455	454	345	222	(1,023)	453
Earnings (loss) from operation of discontinued operations	—	—	(1)	—	—	(1)
Gain (loss) on disposition of discontinued operations	—	—	—	—	—	—
Income tax (provision) benefit from discontinued operations	—	—	1	—	—	1
Earnings (loss) from discontinued operations	—	—	—	—	—	—
Net earnings (loss)	455	454	345	222	(1,023)	453
Net (earnings) loss attributable to noncontrolling interests	—	—	—	2	—	2
Net earnings (loss) attributable to Celanese Corporation	455	454	345	224	(1,023)	455

**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 STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	<b>Three Months Ended June 30, 2014</b>					
	<b>Parent Guarantor</b>	<b>Issuer</b>	<b>Subsidiary Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
	(In \$ millions)					
Net earnings (loss)	259	259	152	148	(560)	258
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	(22)	(22)	(9)	2	29	(22)
Gain (loss) from cash flow hedges	(3)	(3)	—	(3)	6	(3)
Pension and postretirement benefits	(14)	(14)	(14)	—	28	(14)
Total other comprehensive income (loss), net of tax	(39)	(39)	(23)	(1)	63	(39)
Total comprehensive income (loss), net of tax	220	220	129	147	(497)	219
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	1	—	1
Comprehensive income (loss) attributable to Celanese Corporation	220	220	129	148	(497)	220

  

	<b>Three Months Ended June 30, 2013</b>					
	<b>Parent Guarantor</b>	<b>Issuer</b>	<b>Subsidiary Guarantors</b>	<b>Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
	(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) from cash flow hedges	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

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

	Six Months Ended June 30, 2014					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	
	(In \$ millions)					
Net earnings (loss)	455	454	345	222	(1,023)	453
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	(17)	(17)	7	(14)	24	(17)
Gain (loss) from cash flow hedges	(6)	(6)	—	(3)	9	(6)
Pension and postretirement benefits	(26)	(26)	(26)	—	52	(26)
Total other comprehensive income (loss), net of tax	(49)	(49)	(19)	(17)	85	(49)
Total comprehensive income (loss), net of tax	406	405	326	205	(938)	404
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	2	—	2
Comprehensive income (loss) attributable to Celanese Corporation	406	405	326	207	(938)	406

  

	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) from cash flow hedges	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

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

As of June 30, 2014

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
(In \$ millions)						
<b>ASSETS</b>						
Current Assets						
Cash and cash equivalents	2	—	208	854	—	1,064
Trade receivables - third party and affiliates	—	—	139	1,064	(158)	1,045
Non-trade receivables, net	34	469	2,160	507	(2,939)	231
Inventories, net	—	—	243	629	(56)	816
Deferred income taxes	—	—	75	57	(17)	115
Marketable securities, at fair value	—	—	39	—	—	39
Other assets	—	2	17	22	(12)	29
Total current assets	36	471	2,881	3,133	(3,182)	3,339
Investments in affiliates	2,920	4,781	1,910	609	(9,340)	880
Property, plant and equipment, net	—	—	964	2,613	—	3,577
Deferred income taxes	—	—	248	25	(2)	271
Other assets	—	1,989	141	303	(2,101)	332
Goodwill	—	—	305	489	—	794
Intangible assets, net	—	—	69	71	—	140
Total assets	2,956	7,241	6,518	7,243	(14,625)	9,333
<b>LIABILITIES AND EQUITY</b>						
Current Liabilities						
Short-term borrowings and current installments of long-term debt - third party and affiliates	—	1,790	188	343	(2,163)	158
Trade payables - third party and affiliates	—	—	346	651	(158)	839
Other liabilities	1	30	315	438	(312)	472
Deferred income taxes	—	17	—	10	(17)	10
Income taxes payable	—	—	492	55	(483)	64
Total current liabilities	1	1,837	1,341	1,497	(3,133)	1,543
Noncurrent Liabilities						
Long-term debt	—	2,461	832	1,657	(2,070)	2,880
Deferred income taxes	—	8	—	222	(2)	228
Uncertain tax positions	—	6	7	145	—	158
Benefit obligations	—	—	900	225	—	1,125
Other liabilities	—	9	118	210	(39)	298
Total noncurrent liabilities	—	2,484	1,857	2,459	(2,111)	4,689
Total Celanese Corporation stockholders' equity	2,955	2,920	3,320	3,141	(9,381)	2,955
Noncontrolling interests	—	—	—	146	—	146
Total equity	2,955	2,920	3,320	3,287	(9,381)	3,101
Total liabilities and equity	2,956	7,241	6,518	7,243	(14,625)	9,333



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

As of December 31, 2013

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
(In \$ millions)						
<b>ASSETS</b>						
Current Assets						
Cash and cash equivalents	—	—	284	700	—	984
Trade receivables - third party and affiliates	—	—	131	877	(141)	867
Non-trade receivables, net	33	482	2,166	586	(2,924)	343
Inventories, net	—	—	243	622	(61)	804
Deferred income taxes	—	—	74	58	(17)	115
Marketable securities, at fair value	—	—	41	—	—	41
Other assets	—	5	15	24	(16)	28
Total current assets	33	487	2,954	2,867	(3,159)	3,182
Investments in affiliates	2,667	4,458	1,677	594	(8,555)	841
Property, plant and equipment, net	—	—	969	2,456	—	3,425
Deferred income taxes	—	—	248	49	(8)	289
Other assets	—	1,965	144	285	(2,053)	341
Goodwill	—	—	305	493	—	798
Intangible assets, net	—	—	64	78	—	142
Total assets	2,700	6,910	6,361	6,822	(13,775)	9,018
<b>LIABILITIES AND EQUITY</b>						
Current Liabilities						
Short-term borrowings and current installments of long-term debt - third party and affiliates	—	1,713	122	373	(2,031)	177
Trade payables - third party and affiliates	—	—	312	628	(141)	799
Other liabilities	1	28	441	513	(442)	541
Deferred income taxes	—	17	—	10	(17)	10
Income taxes payable	—	—	460	32	(474)	18
Total current liabilities	1	1,758	1,335	1,556	(3,105)	1,545
Noncurrent Liabilities						
Long-term debt	—	2,468	825	1,646	(2,052)	2,887
Deferred income taxes	—	8	—	225	(8)	225
Uncertain tax positions	—	6	16	178	—	200
Benefit obligations	—	—	943	232	—	1,175
Other liabilities	—	3	91	202	(9)	287
Total noncurrent liabilities	—	2,485	1,875	2,483	(2,069)	4,774
Total Celanese Corporation stockholders' equity	2,699	2,667	3,151	2,783	(8,601)	2,699
Noncontrolling interests	—	—	—	—	—	—
Total equity	2,699	2,667	3,151	2,783	(8,601)	2,699
Total liabilities and equity	2,700	6,910	6,361	6,822	(13,775)	9,018

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

	Six Months Ended June 30, 2014					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
Net cash provided by (used in) operating activities	169	109	333	142	(336)	417
Investing Activities						
Capital expenditures on property, plant and equipment	—	—	(100)	(30)	—	(130)
Acquisitions, net of cash acquired	—	—	—	—	—	—
Proceeds from sale of businesses and assets, net	—	—	—	—	—	—
Deferred proceeds from Kelsterbach plant relocation	—	—	—	—	—	—
Capital expenditures related to Kelsterbach plant relocation	—	—	—	—	—	—
Capital expenditures related to Fairway Methanol LLC	—	—	(34)	(109)	—	(143)
Return of capital from subsidiary	—	—	51	—	(51)	—
Contributions to subsidiary	—	—	(97)	—	97	—
Intercompany loan receipts (disbursements)	—	3	(61)	—	58	—
Other, net	—	—	(6)	(4)	—	(10)
Net cash provided by (used in) investing activities	—	3	(247)	(143)	104	(283)
Financing Activities						
Short-term borrowings (repayments), net	—	61	10	(9)	(61)	1
Proceeds from short-term borrowings	—	—	—	25	—	25
Repayments of short-term borrowings	—	—	—	(43)	—	(43)
Proceeds from long-term debt	—	—	—	—	—	—
Repayments of long-term debt	—	(5)	(3)	(8)	3	(13)
Refinancing costs	—	—	—	—	—	—
Purchases of treasury stock, including related fees	(103)	—	—	—	—	(103)
Dividends to parent	—	(168)	(168)	—	336	—
Contributions from parent	—	—	—	97	(97)	—
Stock option exercises	3	—	—	—	—	3
Series A common stock dividends	(67)	—	—	—	—	(67)
Return of capital to parent	—	—	—	(51)	51	—
Contribution from noncontrolling interest	—	—	—	148	—	148
Other, net	—	—	(1)	—	—	(1)
Net cash provided by (used in) financing activities	(167)	(112)	(162)	159	232	(50)
Exchange rate effects on cash and cash equivalents	—	—	—	(4)	—	(4)
Net increase (decrease) in cash and cash equivalents	2	—	(76)	154	—	80
Cash and cash equivalents as of beginning of period	—	—	284	700	—	984
Cash and cash equivalents as of end of period	2	—	208	854	—	1,064

**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	—	—	(66)	(62)	—	(128)
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)
Capital expenditures related to Fairway Methanol LLC	—	—	(21)	—	—	(21)
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	—	—	—	—	—	—
Contribution from noncontrolling interest	—	—	—	—	—	—
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

## **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, 2013, filed on February 7, 2014 with the Securities and Exchange Commission ("SEC") as part of the Company's Annual Reporting on Form 10-K (the "2013 Form 10-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 2013 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 2013 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 their current levels of production costs and to improve productivity by implementing technological improvements to existing plants;
- increased price competition and the introduction of competing products by other companies;
- market acceptance of our technology;
- the ability to obtain governmental approvals and to construct facilities on terms and schedules acceptable to the Company;

- changes in the degree of intellectual property and other legal protection afforded to our products or technologies, or the theft of such intellectual property;
- compliance and other costs and potential disruption or interruption of production or operations due to accidents, interruptions in sources of raw materials, cyber security incidents, terrorism or political unrest, or other unforeseen events or delays in construction or operation of facilities, including as a result of geopolitical conditions, the occurrence of acts of war or terrorist incidents or as a result of weather or natural disasters;
- 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.

**2014 Highlights:**

- We announced the opening of our Commercial Technology Center in Seoul, Republic of Korea. The research and development center will support customer growth in South Korea and advance the technical capabilities of our product portfolio.
  - We announced the expansion of our compounding capabilities at our integrated chemical complex in Nanjing, China, to include polyphenylene sulfide ("PPS"). PPS is used to replace metals and thermosets in applications spanning the automotive, electronics and aerospace industries. The expansion is expected to be operational by the end of 2014.
  - We announced the expansion of our Florence, Kentucky facility to add compounding process lines to support demand for our engineered materials business. The unit is expected to be operational in the first quarter of 2015.
  - We announced the expansion of our Suzano, Brazil facility to include long-fiber reinforced thermoplastics production by mid-2015 to serve customers in Brazil and Latin America.
  - We announced our intent to construct a vinyl acetate ethylene ("VAE") emulsions unit in Southeast Asia. The unit will allow us to better serve customers with high-end applications in the architectural coatings, building and construction, carpet and paper industries. The unit is expected to begin production by mid-2016.
  - We increased our quarterly common stock cash dividend by 39 percent, from \$0.72 to \$1.00 per share of common stock on an annual basis. This increased our dividend payout ratio to approximately 20 percent.
  - We received the final greenhouse gas permit from the US Environmental Protection Agency for the methanol unit at our Clear Lake, Texas facility and began construction.
  - We announced our intent to explore plans to construct a methanol unit at our Bishop, Texas facility. We are preparing to apply for the necessary environmental permits and are seeking local economic incentives for this unit with an expected annual capacity of 1.3 million tons.
  - We received the Best Supplier Award from Whirlpool based on outstanding performance on quality, delivery and customer service.
  - Our engineered materials business introduced several differentiated polymer technologies that broaden our access to the utility industry, the oil and gas industry, original equipment manufacturers and companies that enhance supply chain efficiency. These include:
    - Composite technologies for the utility industry that deliver greater reliability, capacity and performance for utility transmission lines, as well as spoolable pipe systems that meet the harsh demands of deepwater operations in the oil and gas industry.
    - Anti-counterfeiting technologies that help original equipment manufacturers and suppliers ensure products contain components and parts that meet their specifications.
    - Polymers that feature excellent chemical and thermal resistance, high hardness, rigidity and dimensional stability to withstand extreme industrial environments required by the RFID (radio-frequency identification) industry.
-

**Results of Operations**

**Financial Highlights**

	Three Months Ended June 30,		Change	Six Months Ended June 30,		Change
	2014	2013		2014	2013	
(unaudited)						
(In \$ millions, except percentages)						
<b>Statement of Operations Data</b>						
Net sales	1,769	1,653	116	3,474	3,258	216
Gross profit	408	319	89	786	652	134
Selling, general and administrative expenses	(119)	(113)	(6)	(223)	(219)	(4)
Other (charges) gains, net	2	(3)	5	1	(7)	8
Operating profit (loss)	259	169	90	502	353	149
Equity in net earnings of affiliates	101	55	46	141	109	32
Interest expense	(40)	(44)	4	(79)	(87)	8
Dividend income - cost investments	29	23	6	58	47	11
Earnings (loss) from continuing operations before tax	352	208	144	625	426	199
<b>Amounts attributable to Celanese Corporation</b>						
Earnings (loss) from continuing operations	259	133	126	455	274	181
Earnings (loss) from discontinued operations	—	—	—	—	1	(1)
Net earnings (loss)	259	133	126	455	275	180
<b>Other Data</b>						
Depreciation and amortization	72	75	(3)	147	151	(4)
Operating margin <sup>(1)</sup>	14.6%	10.2%		14.5%	10.8%	
<b>Other (charges) gains, net</b>						
Employee termination benefits	(1)	(1)	—	(3)	(3)	—
Kelsterbach plant relocation	—	(2)	2	—	(4)	4
Plant/office closures	—	—	—	1	—	1
Other	3	—	3	3	—	3
Total other (charges) gains, net	2	(3)	5	1	(7)	8

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

	As of June 30, 2014	As of December 31, 2013
	(unaudited)	
(In \$ millions)		
<b>Balance Sheet Data</b>		
Cash and cash equivalents	1,064	984
Short-term borrowings and current installments of long-term debt - third party and affiliates	158	177
Long-term debt	2,880	2,887
Total debt	3,038	3,064

**Selected Data by Business Segment**

	Three Months Ended June 30,			Six Months Ended June 30,		
	2014	2013	Change	2014	2013	Change
(unaudited)						
(In \$ millions, except percentages)						
<b>Net Sales</b>						
Advanced Engineered Materials	389	352	37	762	681	81
Consumer Specialties	289	314	(25)	591	609	(18)
Industrial Specialties	333	295	38	645	583	62
Acetyl Intermediates	901	809	92	1,742	1,617	125
Other Activities	—	—	—	—	—	—
Inter-segment eliminations	(143)	(117)	(26)	(266)	(232)	(34)
Total	1,769	1,653	116	3,474	3,258	216
<b>Other (Charges) Gains, Net</b>						
Advanced Engineered Materials	(1)	(2)	1	(1)	(4)	3
Consumer Specialties	—	—	—	—	—	—
Industrial Specialties	—	(1)	1	—	(2)	2
Acetyl Intermediates	2	—	2	2	(1)	3
Other Activities	1	—	1	—	—	—
Total	2	(3)	5	1	(7)	8
<b>Operating Profit (Loss)</b>						
Advanced Engineered Materials	56	39	17	113	75	38
Consumer Specialties	80	83	(3)	179	161	18
Industrial Specialties	24	18	6	44	33	11
Acetyl Intermediates	142	55	87	239	130	109
Other Activities	(43)	(26)	(17)	(73)	(46)	(27)
Total	259	169	90	502	353	149
<b>Earnings (Loss) From Continuing Operations Before Tax</b>						
Advanced Engineered Materials	101	84	17	191	160	31
Consumer Specialties	115	107	8	244	211	33
Industrial Specialties	24	18	6	44	33	11
Acetyl Intermediates	157	58	99	255	136	119
Other Activities	(45)	(59)	14	(109)	(114)	5
Total	352	208	144	625	426	199
<b>Depreciation and Amortization</b>						
Advanced Engineered Materials	27	27	—	53	56	(3)
Consumer Specialties	10	10	—	21	20	1
Industrial Specialties	12	12	—	26	24	2
Acetyl Intermediates	19	22	(3)	40	43	(3)
Other Activities	4	4	—	7	8	(1)
Total	72	75	(3)	147	151	(4)
<b>Operating Margin</b>						
Advanced Engineered Materials	14.4%	11.1%		14.8%	11.0%	
Consumer Specialties	27.7%	26.4%		30.3%	26.4%	
Industrial Specialties	7.2%	6.1%		6.8%	5.7%	
Acetyl Intermediates	15.8%	6.8%		13.7%	8.0%	
Total	14.6%	10.2%		14.5%	10.8%	



## 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, 2014 Compared to Three Months Ended June 30, 2013

	Volume	Price	Currency (unaudited) (In percentages)	Other	Total
Advanced Engineered Materials	10	(1)	2	—	11
Consumer Specialties	(9)	1	—	—	(8)
Industrial Specialties	8	3	2	—	13
Acetyl Intermediates	(2)	12	1	—	11
Total Company	1	6	2	(2)	7

### Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2013

	Volume	Price	Currency (unaudited) (In percentages)	Other	Total
Advanced Engineered Materials	12	(2)	2	—	12
Consumer Specialties	(5)	2	—	—	(3)
Industrial Specialties	7	1	2	—	10
Acetyl Intermediates	(2)	9	1	—	8
Total Company	2	4	2	(1)	7

## Consolidated Results

### Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013

Net sales increased \$116 million, or 7%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher vinyl acetate monomer ("VAM") and acetic acid pricing in our Acetyl Intermediates segment resulting from permanent VAM capacity reductions in Europe and planned and unplanned industry outages in the US and Asia. Net sales also benefited from higher volumes globally in our Advanced Engineered Materials segment fueled by growth in automotive, industrial and medical applications and higher volumes in our Industrial Specialties segment in both Europe and Asia. These benefits were slightly offset by lower acetate tow volumes across all regions in our Consumer Specialties segment.

Operating profit increased \$90 million, or 53%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM and acetic acid pricing in our Acetyl Intermediates segment and a benefit of \$21 million from prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan, which was allocated across all business segments and Other Activities during the three months ended June 30, 2014. See [Note 11 - Benefit Obligations](#) in the accompanying unaudited interim consolidated financial statements for further information regarding this activity.

As a percentage of net sales, selling, general and administrative expenses remained unchanged at 7% for the three months ended June 30, 2014.

Equity in net earnings (loss) of affiliates increased \$46 million for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$48 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014. Our equity investment in InfraServ GmbH & Co. Hoechst KG is owned primarily by an entity included in Other Activities. Our Consumer Specialties and Acetyl Intermediates segments also each hold an ownership percentage.

Our effective income tax rate for the three months ended June 30, 2014 was 27% compared to 36% for the three months ended June 30, 2013. The lower effective income tax rate for the three months ended June 30, 2014 was primarily due to losses in

jurisdictions without income tax benefit and valuation allowances against net deferred tax assets established in certain jurisdictions, which unfavorably impacted the effective tax rate for the three months ended June 30, 2013.

*Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013*

Net sales increased \$216 million, or 7%, during the six months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM and acetic acid pricing in our Acetyl Intermediates segment and higher volumes globally in our Advanced Engineered Materials segment fueled by growth in automotive, medical and industrial applications.

Operating profit increased \$149 million, or 42%, during the six months ended June 30, 2014 compared to the same period in 2013 primarily driven by higher VAM and acetic acid pricing in our Acetyl Intermediates segment and a benefit of \$41 million from prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan, which was allocated across all business segments and Other Activities during the six months ended June 30, 2014.

As a percentage of net sales, selling, general and administrative expenses decreased from 7% to 6% for the six months ended June 30, 2014 compared to the same period in 2013.

Equity in net earnings (loss) of affiliates increased \$32 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$48 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014 offset by a \$9 million decrease in earnings from InfraServ GmbH & Co. Hoechst KG. Our strategic affiliates, Korea Engineering Plastics Co., Ltd. ("KEPCO") and National Methanol Company ("Ibn Sina"), also had a decrease in earnings of \$5 million and \$4 million, respectively, compared to the same period in 2013.

Our effective income tax rate for the six months ended June 30, 2014 was 28% compared to 36% for the six months ended June 30, 2013. The lower effective tax rate for the six months ended June 30, 2014 was primarily due to losses in jurisdictions without income tax benefit and valuation allowances against net deferred tax assets established in certain jurisdictions, which unfavorably impacted the effective tax rate for the six months ended June 30, 2013.

## Business Segments

### Advanced Engineered Materials

	Three Months Ended June 30,			Six Months Ended June 30,		
	2014	2013	Change	2014	2013	Change
	(unaudited)					
	(In \$ millions, except percentages)					
Net sales	389	352	37	762	681	81
<b>Net Sales Variance</b>						
Volume	10 %			12 %		
Price	(1)%			(2)%		
Currency	2 %			2 %		
Other	— %			— %		
Other (charges) gains, net	(1)	(2)	1	(1)	(4)	3
Operating profit (loss)	56	39	17	113	75	38
Operating margin	14.4 %	11.1%		14.8 %	11.0%	
Equity in net earnings (loss) of affiliates	45	45	—	78	85	(7)
Earnings (loss) from continuing operations before tax	101	84	17	191	160	31
Depreciation and amortization	27	27	—	53	56	(3)

Our Advanced Engineered Materials segment includes our engineered materials business which 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 engineered materials business is a leading participant in the global specialty polymers industry.

#### Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013

Net sales increased \$37 million, or 11%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes globally. Volumes in the Americas increased across nearly all product lines primarily driven by continued growth in automotive and industrial applications. In Europe, volumes increased across nearly all product lines with the largest volume growth in polyacetal ("POM") industrial, automotive and medical applications. In Asia, volumes for POM, GUR<sup>®</sup> and long-fiber reinforced thermoplastics ("LFT") increased driven by growth in automotive and industrial applications. Unfavorable pricing impacts from POM and LFT due to shifts in product and geographic sales mix were offset by favorable currency impacts.

Operating profit increased \$17 million, or 44%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes. Operating profit also benefited from \$7 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan.

Equity in net earnings (loss) of affiliates remained unchanged for the three months ended June 30, 2014 compared to the same period in 2013.

#### Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013

Net sales increased \$81 million, or 12%, for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes globally. Volumes in the Americas increased primarily driven by growth in POM and LFT in automotive applications and GUR<sup>®</sup> in medical and industrial applications. In Europe, volumes increased due to strong growth in automotive and industrial applications. In Asia, volumes increased across nearly all product lines resulting from a targeted customer focus and the implementation of growth strategies. Unfavorable pricing impacts from POM, GUR<sup>®</sup> and LFT due to shifts in product and geographic sales mix were offset by increased liquid crystal polymers ("LCP") pricing and favorable currency impacts.

Operating profit increased \$38 million, or 51%, for the six months ended June 30, 2014 compared to the same period in 2013 driven primarily by higher volumes. Operating profit also benefited from \$14 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan, which offset lower pricing and higher energy costs of \$5 million due to higher production volumes.

Equity in net earnings (loss) of affiliates decreased \$7 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to decreases in earnings from our KEPCO and Ibn Sina strategic affiliates of \$5 million and \$4 million, respectively. The decrease in KEPCO earnings was primarily due to increased costs associated with the expansion of its production capacity and higher methanol and steam costs. The decrease in Ibn Sina earnings was primarily the result of lower methyl tertiary-butyl ether ("MTBE") pricing partially offset by higher methanol pricing.

#### Consumer Specialties

	Three Months Ended June 30,		Change	Six Months Ended June 30,		Change
	2014	2013		2014	2013	
	(unaudited)					
	(In \$ millions, except percentages)					
Net sales	289	314	(25)	591	609	(18)
<b>Net Sales Variance</b>						
Volume	(9)%			(5)%		
Price	1 %			2 %		
Currency	— %			— %		
Other	— %			— %		
Other (charges) gains, net	—	—	—	—	—	—
Operating profit (loss)	80	83	(3)	179	161	18
Operating margin	27.7 %	26.4%		30.3 %	26.4%	
Equity in net earnings (loss) of affiliates	7	1	6	8	3	5
Dividend income - cost investments	28	23	5	57	47	10
Earnings (loss) from continuing operations before tax	115	107	8	244	211	33
Depreciation and amortization	10	10	—	21	20	1

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

#### Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013

Net sales decreased \$25 million, or 8%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to lower acetate tow volumes across all regions and lower acetate flake pricing under a legacy contract. These were slightly offset by a 5% increase in acetate tow pricing reflecting continued strong demand and higher acetate flake volumes.

Operating profit decreased \$3 million, or 4%, for the three months ended June 30, 2014 primarily due to lower acetate tow volumes, lower acetate flake pricing and a power outage at our cellulose derivatives facility in Narrows, Virginia. Operating profit was favorably impacted by higher acetate tow pricing, higher acetate flake volumes and lower raw material and energy costs of \$19 million as a result of productivity initiatives in our cellulose derivatives business. Operating profit also benefited from \$4 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan.

Equity in net earnings (loss) of affiliates increased \$6 million for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$6 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

Dividend income from cost investments increased \$5 million for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher earnings from our cellulose derivatives ventures resulting from higher volumes and higher acetate tow pricing as well as lower energy costs.

*Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013*

Net sales decreased \$18 million, or 3%, for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to lower acetate tow volumes in Europe and lower acetate flake pricing under a legacy contract. These were slightly offset by a 6% increase in acetate tow pricing reflecting continued strong demand and higher acetate flake volumes.

Operating profit increased \$18 million, or 11%, for the six months ended June 30, 2014 compared to the same period in 2013 despite lower net sales which were offset by lower raw material and energy costs of \$20 million as a result of productivity initiatives in our cellulose derivatives business and \$8 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan.

Equity in net earnings (loss) of affiliates increased \$5 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$6 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

Dividend income from cost investments increased \$10 million for the six months ended June 30, 2014 compared to the same period in 2013, primarily due to higher earnings from our cellulose derivatives ventures resulting from higher volumes and acetate tow pricing as well as lower energy costs.

**Industrial Specialties**

	Three Months Ended June 30,		Change	Six Months Ended June 30,		Change
	2014	2013		2014	2013	
	(unaudited)					
	(In \$ millions, except percentages)					
Net sales	333	295	38	645	583	62
<b>Net Sales Variance</b>						
Volume	8%			7%		
Price	3%			1%		
Currency	2%			2%		
Other	—%			—%		
Other (charges) gains, net	—	(1)	1	—	(2)	2
Operating profit (loss)	24	18	6	44	33	11
Operating margin	7.2%	6.1%		6.8%	5.7%	
Earnings (loss) from continuing operations before tax	24	18	6	44	33	11
Depreciation and amortization	12	12	—	26	24	2

Our Industrial Specialties segment includes our emulsion polymers and EVA polymers businesses. Our emulsion polymers 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. Our EVA polymers business 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 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, 2014 Compared with Three Months Ended June 30, 2013*

Net sales increased \$38 million, or 13%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes in both our emulsion polymers and EVA polymers businesses and higher pricing and favorable currency impacts (due to a stronger Euro to the US dollar) in our emulsion polymers business. In our emulsion polymers business, volume increases were driven by organic growth in our paints and coatings products in Europe and Asia and higher

adhesive and construction product volumes in Asia. Higher pricing was primarily due to higher raw material costs for VAM in Europe, Asia and North America. In our EVA polymers business, volume increases were primarily driven by higher automotive and hot melt adhesives product volumes in North America as a result of our initiative to shift volumes from Asia to North America. Volume declines in Asia partially offset the volume increases in North America.

Operating profit increased \$6 million, or 33%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes in North America for our EVA polymers business. In our emulsion polymers business, operating profit benefited from increased volumes, pricing and \$2 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan. These benefits were partially offset by a \$14 million increase in raw material prices, primarily VAM, across all regions of our emulsion polymers business.

*Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013*

Net sales increased \$62 million, or 11%, for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes, pricing and favorable currency impacts, resulting from a stronger Euro to the US dollar. In our emulsion polymers business, volume increases were driven by higher demand for proprietary paints and coatings products in Europe primarily due to unseasonably warm weather conditions during the three months ended March 31, 2014. In Asia, volumes increased primarily in adhesive and construction products and paints and coatings products. Higher pricing in our emulsion polymers business was primarily driven by higher raw material costs for VAM in Europe, Asia and North America. In our EVA polymers business, volume increases were primarily driven by higher automotive and hot melt adhesives product volumes in North America as a result of our initiative to shift volumes from Asia to North America. Volume declines in Asia partially offset the volume increases in North America.

Operating profit increased \$11 million, or 33%, for the six months ended June 30, 2014 compared to the same period in 2013 primarily attributable to higher sales volumes and pricing. In our emulsion polymers business, operating profit benefited from increased volumes, pricing and \$4 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan. These increases in operating profit for our emulsion polymers business were partially offset by higher raw material prices, primarily VAM, of \$14 million across all regions. In our EVA polymers business, higher sales volumes and pricing were partially offset by higher raw material costs of \$2 million, primarily ethylene and VAM, in all regions.

*Acetyl Intermediates*

	Three Months Ended June 30,		Change	Six Months Ended June 30,		Change
	2014	2013		2014	2013	
	(unaudited)					
	(In \$ millions, except percentages)					
Net sales	901	809	92	1,742	1,617	125
<b>Net Sales Variance</b>						
<i>Volume</i>	(2)%			(2)%		
<i>Price</i>	12 %			9 %		
<i>Currency</i>	1 %			1 %		
<i>Other</i>	— %			— %		
Other (charges) gains, net	2	—	2	2	(1)	3
Operating profit (loss)	142	55	87	239	130	109
Operating margin	15.8 %	6.8%		13.7 %	8.0%	
Equity in net earnings (loss) of affiliates	14	1	13	15	4	11
Earnings (loss) from continuing operations before tax	157	58	99	255	136	119
Depreciation and amortization	19	22	(3)	40	43	(3)

Our Acetyl Intermediates segment includes our intermediate chemistry business which 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, 2014 Compared with Three Months Ended June 30, 2013*

Net sales increased \$92 million, or 11%, during the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM pricing resulting from permanent capacity reductions in Europe and planned and unplanned industry outages in the US and Asia, offset by slightly lower volumes. Net sales for the three months ended June 30, 2014 also benefited from higher acetic acid pricing resulting from planned and unplanned industry outages in China and favorable currency impacts resulting from a stronger Euro to the US dollar.

Operating profit increased \$87 million, or 158%, during the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM and acetic acid pricing. Operating profit also benefited from favorable currency impacts resulting from a stronger Euro to the US dollar and \$4 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan. These benefits were partially offset by lower sales volumes and higher raw material costs of \$15 million, mainly methanol and ethylene.

Equity in net earnings (loss) of affiliates increased \$13 million for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$13 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

*Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013*

Net sales increased \$125 million, or 8%, during the six months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM pricing slightly offset by lower volumes resulting from permanent capacity reductions in Europe and planned and unplanned industry outages in the US and Asia. Net sales for the six months ended June 30, 2014 also benefited from higher acetic acid pricing resulting from planned and unplanned industry outages in China and favorable currency impacts resulting from a stronger Euro to the US dollar. These increases to net sales were partially offset by lower acetic acid volumes due to a turnaround at our unit in Clear Lake, Texas during the three months ended June 30, 2014.

Operating profit increased \$109 million, or 84%, during the six months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM and acetic acid pricing and lower plant costs reflective of Celanese specific actions to improve plant operations. Operating profit also benefited from favorable currency impacts resulting from a stronger Euro to the US dollar and \$8 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan. These benefits were partially offset by lower sales volumes, higher raw material costs of \$29 million, mainly methanol, and higher energy costs of \$7 million.

Equity in net earnings (loss) of affiliates increased \$11 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$13 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

**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 certain components of our net periodic benefit cost (interest cost, expected return on plan assets and net actuarial gains and losses) for our defined benefit pension plans and other postretirement plans not allocated to our business segments.

*Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013*

The operating loss for Other Activities increased \$17 million, or 65%, for the three months ended June 30, 2014 compared to the same period in 2013 driven by an increase in selling, general and administrative expenses of \$14 million. The increase in selling, general and administrative expenses was primarily due to higher performance-based incentive compensation costs of \$6 million and higher functional spend of \$8 million. Pension and other postretirement benefit costs increased \$4 million due to higher interest cost and a lower expected return on plan assets offset by a benefit of \$4 million of prior service credit

amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan.

Equity in net earnings (loss) of affiliates increased \$27 million for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$29 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

*Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013*

The operating loss for Other Activities increased \$27 million, or 59%, for the six months ended June 30, 2014 compared to the same period in 2013 driven by an increase in selling, general and administrative expenses of \$20 million. The increase in selling, general and administrative expenses was primarily due to higher performance-based incentive compensation costs of \$12 million and higher costs associated with business optimization initiatives of \$6 million. Pension and other postretirement benefit costs increased \$9 million resulting from a higher interest cost and a lower expected return on plan assets offset by a benefit of \$7 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan.

Equity in net earnings (loss) of affiliates increased \$23 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$29 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

**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, 2014, we have \$600 million available for borrowing under our revolving credit facility and \$21 million available under our accounts receivable securitization 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.

In February 2014, together with Mitsui & Co., Ltd., of Tokyo, Japan ("Mitsui"), we formed a 50%-owned joint venture, Fairway Methanol LLC ("Fairway"), 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 be operational in the second half of 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 2013 Form 10-K, we are required to make significant capital expenditures to comply with stricter emissions requirements for industrial boilers and process heaters at our Narrows, Virginia cellulose derivatives facility. In October 2012, we received approval to proceed with replacing the coal-fired boilers at our Narrows, Virginia facility with new, natural gas-fired boilers. We began construction during the first half of 2013 and anticipate the project will be completed in mid-2015. Our total investment is estimated at over \$150 million.

Total cash outflows for capital expenditures, including the specific projects above, are expected to be in the range of \$450 million to \$500 million in 2014 primarily due to the construction of the Clear Lake methanol unit and replacement of our coal-fired boilers with natural gas-fired boilers at our cellulose derivatives plant in Narrows, Virginia.

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 \$80 million to \$1,064 million as of June 30, 2014 compared to December 31, 2013. As of June 30, 2014, \$810 million of the \$1,064 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**

Net cash provided by operating activities increased \$41 million to \$417 million for the six months ended June 30, 2014 compared to \$376 million for the same period in 2013. Net cash provided by operations for the six months ended June 30, 2014 increased primarily as a result of stronger earnings performance, a \$21 million increase in dividends received from our equity method investments and a \$10 million increase in dividends received from our cellulose derivatives ventures. These favorable impacts were offset by a \$74 million increase in cash used in trade working capital and a \$29 million increase in pension and postretirement benefit plan contributions made during the six months ended June 30, 2014 compared to the same period in 2013 due to lump-sum buyout payments related to the elimination of benefits for certain participants under a US postretirement health care plan. The increase in cash used in trade working capital is primarily due to the increase in trade receivables due to higher net sales for the three months ended June 30, 2014.

Trade working capital is calculated as follows:

	As of June 30, 2014	As of December 31, 2013	As of June 30, 2013	As of December 31, 2012
			(unaudited)	
			(In \$ millions)	
Trade receivables, net	1,045	867	929	827
Inventories	816	804	738	711
Trade payables - third party and affiliates	(839)	(799)	(716)	(649)
Trade working capital	1,022	872	951	889

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

Net cash used in investing activities increased \$106 million to \$283 million for the six months ended June 30, 2014 compared to \$177 million for the same period in 2013. During the six months ended June 30, 2014, capital expenditures relating to Fairway amounted to \$143 million, \$122 million higher than in the same period in 2013. Cash outflows for capital expenditures, excluding capital expenditures relating to Fairway, were \$130 million for the six months ended June 30, 2014, \$2 million higher than during the same period in 2013 and are primarily related to capacity expansions, major investments to reduce future operating costs, improve plant reliability and environmental and health and safety initiatives.

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

Net cash used in financing activities increased \$1 million from a net cash outflow of \$49 million for the six months ended June 30, 2013 to a net cash outflow of \$50 million for the six months ended June 30, 2014. The change in cash used in financing activities is primarily due to a \$148 million contribution received from Mitsui during the six months ended June 30, 2014 in exchange for ownership in Fairway. This cash inflow was offset by an increase in stock repurchase transactions of \$97 million, higher Series A Common Stock dividends of \$41 million and a net increase in net repayments on short-term borrowings and short-term debt of \$9 million. We increased our Series A Common Stock quarterly cash dividend rate from \$0.09 per share as of June 30, 2013 to \$0.25 per share as of June 30, 2014.

## Debt and Other Obligations

There have been no material changes to our debt or other obligations described in our 2013 Form 10-K other than those disclosed in [Note 10 - Debt](#) in the accompanying unaudited interim consolidated financial statements.

### **Share Capital**

There have been no material changes to our share capital described in our 2013 Form 10-K other than those disclosed in [Note 13 - Stockholders' Equity](#) in the accompanying unaudited interim consolidated financial statements.

### **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 2013 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 2013 Form 10-K. We discuss our critical accounting policies and estimates in the MD&A of our 2013 Form 10-K.

### **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 2013 Form 10-K. See also [Note 16 - 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, 2014, 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, trade compliance, 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 12 - Environmental](#) and [Note 18 - Commitments and Contingencies](#) in the accompanying unaudited interim consolidated financial statements for a discussion of material environmental matters and material commitments and contingencies related to legal and regulatory proceedings. There have been no significant developments in the "Legal Proceedings" described in our 2013 Form 10-K other than those disclosed in [Note 12 - Environmental](#) and [Note 18 - 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 2013 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, 2014:

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program (unaudited)	Approximate Dollar Value of Shares Remaining that may be Purchased Under the Program <sup>(2)</sup>
April 1-30, 2014	1,554 <sup>(1)</sup>	\$ 59.48	—	\$ 347,000,000
May 1-31, 2014	834,923	\$ 59.87	834,923	\$ 297,000,000
June 1-30, 2014	—	\$ —	—	\$ 297,000,000
Total	<u>836,477</u>		<u>834,923</u>	

<sup>(1)</sup> Represents 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
February 2014	172
As of June 30, 2014	<u>1,065</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 (incorporated by reference to Exhibit 3.2 to the Quarterly Report on Form 10-K filed with the SEC on July 19, 2013).
10.1*‡	Form of 2014 Time-Based Restricted Stock Unit Award Agreement (for non-employee directors).
10.2*‡	Agreement and General Release, dated May 6, 2014, between Celanese Corporation and Steven M. Sterin.
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

‡ Indicates a management contract or compensatory plan or arrangement

## 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 18, 2014

By: /s/ CHRISTOPHER W. JENSEN  
Christopher W. Jensen  
Senior Vice President, Finance and  
Interim Chief Financial Officer

Date: July 18, 2014

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## Section 2: EX-10.1 (EX 10.1)

**Exhibit 10.1**

[Form of 2014 Director Time-RSU Award Agreement]



### CELANESE CORPORATION 2009 GLOBAL INCENTIVE PLAN

#### TIME-BASED RESTRICTED STOCK UNIT AWARD AGREEMENT DATED <<GRANT DATE>>

<<NAME>>

Pursuant to the terms and conditions of the Celanese Corporation 2009 Global Incentive Plan, you have been awarded Time-Based Restricted Stock Units, subject to the restrictions described in this Agreement:

<<# Units>> **Units**

This grant is made pursuant to the Time-Based Restricted Stock Unit Award Agreement dated as of <<GRANT DATE>> between Celanese and you, which Agreement is attached hereto and made a part hereof.

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**CELANESE CORPORATION  
2009 GLOBAL INCENTIVE PLAN**

**TIME-BASED RESTRICTED STOCK UNIT AWARD AGREEMENT  
(Non-Employee Director)**

This Time-Based Restricted Stock Unit Award Agreement (the "Agreement"), is made and entered into effective as of <<Grant Date>> (the "Grant Date"), by and between Celanese Corporation, a Delaware corporation (the "Company"), and <<NAME>> (the "Participant"). Capitalized terms used, but not otherwise defined, herein shall have the meanings ascribed to such terms in the Celanese Corporation 2009 Global Incentive Plan, as Amended and Restated April 19, 2012 (as amended from time to time, the "2009 Plan").

1. **Time-Based RSU Award:** The Company hereby grants to the Participant, pursuant to the terms of the 2009 Plan and this Agreement, an award (the "Award") of <<# Units>> time-based Restricted Stock Units (the "RSUs") representing the right to receive an equal number of Common Shares upon vesting. The Participant hereby acknowledges and accepts such Award upon the terms and subject to the conditions, restrictions and limitations contained in this Agreement and the 2009 Plan.

2. **Vesting of Restricted Stock Units:**

(a) **Normal Vesting.** Subject to Sections 2(b) and 2(c) below, the RSUs shall vest on the first anniversary of the Grant Date (the "Vesting Date").

(b) **Change in Control.** Notwithstanding any other provision of this Agreement to the contrary, upon the occurrence of a Change in Control, the RSUs, to the extent not previously forfeited or canceled, shall immediately vest and a number of Common Shares equal to such RSUs shall be delivered to the Participant within thirty (30) days of the occurrence of such Change in Control.

(c) **Termination of Service.**

(i) Upon the termination of the Participant's service with the Company as a director due to the Participant's death or Disability, a prorated portion of RSUs will vest in an amount equal to (A) the number of unvested RSUs multiplied by (B) a fraction, the numerator of which is the number of complete and partial calendar months that have transpired from the Grant Date to the date of termination, and the denominator of which is twelve months, such product to be rounded up to the nearest whole number. The prorated number of RSUs shall vest on the applicable Vesting Date. The remaining portion of the Award shall be forfeited and cancelled without consideration.

(ii) Upon the termination of the Participant's service with the Company as a director due to voluntary resignation prior to the next regularly scheduled meeting of the Company's stockholders at which directors are elected, or removal for cause, the Award shall be forfeited and cancelled without consideration.

(iii) Upon the termination of the Participant's service with the Company as a director due to retirement by reason of the Company's Director Retirement Guideline, or for any other reason not listed in Section 2(c)(i) or (c)(ii), the Award shall vest on the Vesting Date.

3. **Settlement of RSUs:** Subject to Section 2 of this Agreement, and except to the extent the Participant has elected that delivery be deferred in accordance with the rules and procedures prescribed by the Board or the Compensation and Management Development Committee (which rules and procedures, among other things, shall be consistent with the requirements of Section 409A of the Code), the Company shall deliver to the Participant (or to a Company-designated brokerage account) as soon as administratively practicable following the Vesting Date (but in no event later than 2 ½ months after the Vesting Date), in complete settlement of all vested RSUs, a number of Common Shares equal to the number of vested RSUs.

4. **Rights as a Stockholder:** The Participant shall have no voting, dividend or other rights as a stockholder with respect to the Award until the RSUs have vested and Common Shares have been delivered pursuant to this Agreement.

5. **Non-Transferability of Award:** The RSUs may not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by the Participant other than by will or by the laws of descent and distribution, and any such purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance shall be void and unenforceable against the Company; provided, that the Participant may designate a beneficiary, on a form provided by the Company, to receive any portion of the Award payable hereunder following the Participant's death.

6. **Securities Laws:** The Company may impose such restrictions, conditions or limitations as it determines appropriate as to the timing and manner of any resales by the Participant or other subsequent transfers by the Participant of any Common Shares issued as a result of the vesting or settlement of the RSUs, including without limitation (a) restrictions under an insider trading policy, and (b) restrictions as to the use of a specified brokerage firm for such resales or other transfers. Upon the acquisition of any Common Shares pursuant to the vesting or settlement of the RSUs, the Participant will make or enter into such written representations, warranties and agreements as the Company may reasonably request in order to comply with applicable securities laws or with this Agreement and the 2009 Plan. All accounts in which such Common Shares are held or any certificates for Common Shares shall be subject to such stop transfer orders and other restrictions as the Company may deem advisable under the rules, regulations and other requirements of the Securities and Exchange Commission, any stock exchange or quotation system upon which the Common Shares are then listed or quoted, and any applicable federal or state securities law, and the Company may cause a legend or legends to be put on any such certificates (or other appropriate restrictions and/or notations to be associated with any accounts in which such Common Shares are held) to make appropriate reference to such restrictions.

7. **Severability:** In the event that any provision of this Agreement is declared to be illegal, invalid or otherwise unenforceable by a court of competent jurisdiction, such provision shall be reformed, if possible, to the extent necessary to render it legal, valid and enforceable, or otherwise deleted, and the remainder of this Agreement shall not be affected except to the extent necessary to reform or delete such illegal, invalid or unenforceable provision.

8. **Further Assurances:** Each party shall cooperate and take such action as may be reasonably requested by either party hereto in order to carry out the provisions and purposes of this Agreement.

9. **Binding Effect:** The Award and this Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective permitted heirs, beneficiaries, successors and assigns.



10. **Electronic Delivery:** By executing this Agreement, the Participant hereby consents to the delivery of any and all information (including, without limitation, information required to be delivered to the Participant pursuant to applicable securities laws), in whole or in part, regarding the Company and its subsidiaries, the 2009 Plan, and the Award via electronic mail, the Company's or a plan administrator's web site, or other means of electronic delivery.

11. **Governing Law:** The Award and this Agreement shall be interpreted and construed in accordance with the laws of the state of Delaware and applicable federal law, without regard to the conflicts of laws provisions thereof.

12. **Restricted Stock Units Subject to Plan:** By entering into this Agreement the Participant agrees and acknowledges that the Participant has received and read a copy of the 2009 Plan and the 2009 Plan's prospectus. The RSUs and the Common Shares issued upon vesting of such RSUs are subject to the 2009 Plan, which is hereby incorporated by reference. In the event of any conflict between any term or provision of this Agreement and a term or provision of the 2009 Plan, the applicable terms and provisions of the 2009 Plan shall govern and prevail.

13. **Validity of Agreement:** This Agreement shall be valid, binding and effective upon the Company on the Grant Date. However, the RSUs granted pursuant to this Agreement shall be forfeited by the Participant and this Agreement shall have no force and effect if it is not duly executed by the Participant and delivered to the Company on or before <<Validity Date>>.

14. **Headings:** The headings preceding the text of the sections hereof are inserted solely for convenience of reference, and shall not constitute a part of this Agreement, nor shall they affect its meaning, construction or effect.

15. **Compliance with Section 409A of the Code:** Notwithstanding any provision in this Agreement to the contrary, this Agreement will be interpreted and applied so that the Agreement does not fail to meet, and is operated in accordance with, the requirements of Section 409A of the Code. The Company reserves the right to change the terms of this Agreement and the 2009 Plan without the Participant's consent to the extent necessary or desirable to comply with the requirements of Section 409A of the Code, the Treasury regulations and other guidance thereunder. Further, in accordance with the restrictions provided by Treasury Regulation Section 1.409A-3(j)(2), any subsequent amendments to this Agreement or any other agreement, or the entering into or termination of any other agreement, affecting the RSUs provided by this Agreement shall not modify the time or form of issuance of the RSUs set forth in this Agreement.

16. **Definitions:** The following terms shall have the following meanings for purposes of this Agreement, notwithstanding any contrary definition in the 2009 Plan:

(a) "*Change in Control*" of the Company means:

(i) Any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) (a "Person") becomes the beneficial owner (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 50% or more of either (A) the then-outstanding shares of common stock of the Company (the "Outstanding Company Common Stock") or (B) the combined voting power of the then-outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); provided, however, that, for purposes of this subparagraph, the following acquisitions shall

not constitute a Change of Control: (i) any acquisition directly from the Company, (ii) any acquisition by the Company, (iii) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any Affiliate, or (iv) any acquisition pursuant to a transaction that complies with clauses (A), (B) or (C) in paragraph (iii) of this definition; or

(ii) Individuals who, as of the effective date of this Agreement, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the effective date of this Agreement whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual was a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or

(iii) Consummation of a reorganization, merger, statutory share exchange or consolidation or similar transaction involving the Company or any of its subsidiaries, a sale or other disposition of all or substantially all of the assets of the Company, or the acquisition of assets or stock of another entity by the Company or any of its subsidiaries (each, a "Business Combination"), in each case unless, following such Business Combination, (A) all or substantially all of the individuals and entities that were the beneficial owners of the Outstanding Company Common Stock and the Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of the then-outstanding shares of common stock (or, for a non-corporate entity, equivalent securities) and the combined voting power of the then-outstanding voting securities entitled to vote generally in the election of directors (or, for a non-corporate entity, equivalent governing body), as the case may be, of the entity resulting from such Business Combination (including, without limitation, an entity that, as a result of such transaction, owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership immediately prior to such Business Combination of the Outstanding Company Common Stock and the Outstanding Company Voting Securities, as the case may be, (B) no Person (excluding any corporation resulting from such Business Combination or any employee benefit plan (or related trust) of the Company or such corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 50% or more of, respectively, the then-outstanding shares of common stock of the corporation resulting from such Business Combination or the combined voting power of the then-outstanding voting securities of such corporation, except to the extent that such ownership existed prior to the Business Combination, and (C) at least a majority of the members of the board of directors (or, for a non-corporate entity, equivalent governing body) of the entity resulting from such Business Combination were members of the Incumbent Board at the time of the execution of the initial agreement or of the action of the Board providing for such Business Combination; or

(iv) Approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

Notwithstanding the foregoing, if it is determined that an Award hereunder is subject to the requirements of Section 409A and the Change in Control is a “payment event” under Section 409A for such Award, the Company will not be deemed to have undergone a Change in Control unless the Company is deemed to have undergone a “change in control event” pursuant to the definition of such term in Section 409A.

(b) “Disability” has the same meaning as “Disability” in the Celanese Corporation 2008 Deferred Compensation Plan or such other meaning as determined by the Board in its sole discretion.

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed on its behalf by its duly authorized officer and the Participant has also executed this Agreement in duplicate.

**CELANESE CORPORATION**

By: /s/ Mark C. Rohr  
Chairman and Chief Executive

This Agreement has been accepted and agreed to by the undersigned Participant.

**PARTICIPANT**

<<NAME>>, Director

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**Section 3: EX-10.2 (EX 10.2)**

Exhibit 10.2



**AGREEMENT AND GENERAL RELEASE**

Celanese Corporation, its’ subsidiaries and its affiliates (“Company”), 222 W. Las Colinas Blvd., Irving, Texas 75039 and **Steven M. Sterin**, his heirs, executors, administrators, successors, and assigns (“Employee”), agree that:

**1. Last Day of Employment.** The last day of employment with the Company is: **November 1, 2014 (Separation Date)**. In order to remain on the payroll until the aforementioned date and receive the Consideration set forth in Paragraph “3” below, Employee shall comply with all Company policies and procedures and perform his duties faithfully, to the best of his ability and to the satisfaction of the Company while devoting his full business efforts and time to the Company and to the promotion of its business as needed, including but not limited to: work on projects assigned to him by the Chairman and CEO and assistance with transition duties.

**2. Early Separation Date.** If Employee voluntarily resigns as an employee prior to the Separation Date (such date referenced as the “Early Separation Date” or “ESD”), Employee will be released as of the ESD. Employee will still be eligible for the Consideration set forth in Paragraph 3 below. However, Employee agrees to waive any additional salary payment for the balance of the time period commencing on the date of the ESD through the Separation Date. In addition, the bonus payment, LTI and vacation payout set forth in either Paragraphs 3 (c), (d), (f) will be prorated to the ESD. For purposes of this Agreement, the last day of employment will be either the Separation Date or ESD, whichever is applicable.

**3. Consideration.** Each separate installment under this Agreement shall be treated as a separate payment for purposes of determining whether such payment is subject to or exempt from compliance with the requirements of Section 409A of the Internal Revenue Code. In consideration for signing this Agreement and compliance with the promises made herein, Company and Employee agree:

- a. **Voluntary Resignation.** Employee agrees to voluntarily resign from employment with the Company effective on the Separation Date or ESD. Employee will execute upon the execution of this Agreement, in writing, a voluntary resignation of employment letter as a condition of this Agreement using the format set forth at Exhibit A. Employee resigned his officer positions with the company on or about May 6, 2014. It is understood that, should Employee be appointed to a seat or seats on the Board of Directors or other such governing body of another business entity (corporation, partnership, etc.), his Separation Date or ESD will not be accelerated. It is further understood however, that prior to the Separation Date Employee shall not accept an appointment as referenced above, without the express written consent of the Company, which consent will not be unreasonably withheld.

- b. **Separation Pay.** The Company will pay an amount equal to his current annual base salary (**\$630,000.00**), plus target bonus (**\$504,000.00**), for a total payment of **\$1,134,000.00**, less any lawful deductions. Such amount shall be paid in installments. The first installment in the amount of **\$567,000.00** (representing 50% of the total payment) shall be paid on the first available pay period after the Separation Date (approximately November 16, 2014), or ESD, if the Employee has previously signed and returned this Agreement and the letter enclosed at Exhibit B. If Employee signs and returns the Agreement after the Separation Date or ESD, payment will be made on the first available pay period, seven (7) days after Employee signs and returns this Agreement and the letter enclosed at Exhibit B.

The remaining **\$567,000.00** will be paid in three (3) substantially equal bi-weekly installments that begin on the second available pay period (November 28, 2014) or second available pay period after the ESD, as long as the Employee has previously signed and returned this Agreement and the letter enclosed at Exhibit B. Otherwise, the payments will commence in three (3) substantially equal bi-weekly installments that begin on the second pay period, after the Separation Date or ESD and after Employee signs and returns this Agreement and the letter enclosed at Exhibit B.

- a. **Bonus.** Employee will be eligible to receive a pro-rata bonus payout based on the number of full months of service completed in 2014, up to the Separation Date or ESD. Bonus payout will be based on the Employee's annual bonus; which is 80% of Employee's annual base salary, times the Employee's personal modifier of a 1.0, modified for actual Company performance. The 2014 bonus payout will be paid to the Employee during the 2015 calendar year, but in no event later than March 30, 2015.
- b. **Long-Term Equity and Cash Awards.** The Company will fulfill its obligations to Employee pursuant to the terms of the signed equity award agreements. The Company and Employee agree that the total equity awards, for which the Employee is eligible, are set forth at Exhibit C, if he departs on the Separation Date. If he departs on the ESD the equity awards will be prorated accordingly as set forth in Paragraph 2.
- e. **Pension and 401(k) Plan Vesting.** *If Employee is eligible, the Company will fulfill* its obligations according to the terms of the respective Plans.
- f. **Unused Vacation.** The Company will pay to Employee wages for any unused vacation for 2014 and any approved vacation carried over from 2013 under the standard procedure for calculating and paying any unused vacation to separated employees. The gross amount due to Employee, less any lawful deductions, will be payable within 30 days of the Separation Date or ESD; subject to the Employee providing the details of any vacation days utilized during 2013 and 2014 through the exit interview process.
- g. **Company Benefit Plans.** Healthcare & dental plan coverage based on Employee's current health & dental plan elections will continue until the end of the month in which

Employee separates. All other normal Company programs (e.g., life insurance, long term disability, 401(k) contributions, etc.) will continue through the Separation Date.

- h. COBRA Reimbursement.** If Employee applies for COBRA benefits, the Company will pay medical and dental coverage via COBRA for **twelve (12) months** beyond the month of separation, or ESD. Thereafter, Employee shall be entitled to elect to continue such COBRA coverage for an additional six (6) months, the remainder of the COBRA period, at his expense.
- i. Outplacement Services.** The Employer will pay for outplacement services by the Company's preferred provider for **twelve (12) months**, available seven (7) days after signing the Release.
- j. Return of Company Property.** Employee will surrender to Company, on a mutually agreeable date, all Company materials, including, but not limited to his Company laptop computer, phone, credit card, calling cards, etc. Employee will be responsible for resolving any outstanding balances on the Company credit card.
- k. Withholding.** The payments and other benefits provided under this Agreement shall be reduced by applicable withholding taxes and other lawful deductions.

4. **No Consideration Absent Execution of this Agreement.** Employee understands and agrees that he would not receive the monies and/or benefits specified in Paragraph 3 above, unless Employee signs this Agreement on the signature page without having revoked this Agreement pursuant to Paragraph 13 below and the fulfillment of the promises contained herein.

5. **General Release of Claims.** Employee knowingly and voluntarily releases and forever discharges, to the full extent permitted by law, in all countries, including but not limited to the U.S., the People's Republic of China (PRC), U.K. and Germany, the Company, its parent corporation, affiliates, subsidiaries, divisions, predecessors, successors and assigns and the current and former employees, officers, directors and agents thereof (collectively referred to throughout the remainder of this Agreement as "Company"), of and from any and all claims, known and unknown, asserted and unasserted, Employee has or may have against Company as of the date of execution of this Agreement, including, but not limited to, any alleged violation of:

- Title VII of the Civil Rights Act of 1964, as amended;
- The Civil Rights Act of 1991;
- Sections 1981 through 1988 of Title 42 of the United States Code, as amended;
- The Employee Retirement Income Security Act of 1974, as amended;
- The Immigration Reform and Control Act, as amended;
- The Americans with Disabilities Act of 1990, as amended;
- The Age Discrimination in Employment Act of 1967, as amended;
- The Workers Adjustment and Retraining Notification Act, as amended;
- The Occupational Safety and Health Act, as amended;
- The Sarbanes-Oxley Act of 2002;
- The Wall Street Reform Act of 2010 (Dodd Frank);

- The Family Medical Leave Act of 1993 (FMLA);
- The Texas Civil Rights Act, as amended;
- The Texas Minimum Wage Law, as amended;
- Equal Pay Law for Texas, as amended;
- Any other federal, state or local civil or human rights law, or any other local, state or federal law, regulation or ordinance including but not limited to the State of Texas; or any law, regulation or ordinance of a foreign country, including but not limited to the PRC, Federal Republic of Germany and the UK.
- Any public policy, contract, tort, or common law;
- The employment, labor and benefits laws and regulations in all countries in addition to the U.S. including but not limited to the U.K. and Germany;
- Any claim for costs, fees, or other expenses including attorneys' fees incurred in these matters.

**Affirmations.** Employee affirms that he has not filed, caused to be filed, or presently is a party to any claim, complaint, or action against Company in any forum or form. Provided, however, that the foregoing does not affect any right to file an administrative charge with the Equal Employment Opportunity Commission ("EEOC"), or a charge or complaint under the Wall Street Reform Act of 2010, subject to the restriction that if any such charge or complaint is filed, Employee agrees not to violate the confidentiality provisions of this Agreement and Employee further agrees and covenants that should he or any other person, organization, or other entity file, charge, claim, sue or cause or permit to be filed any charge or claim with the EEOC, the Securities and Exchange Commission (SEC), any other governmental body, civil action, suit or legal proceeding against the Company involving any matter occurring at any time in the past, Employee will not seek or accept any personal relief (including, but not limited to, monetary award, recovery, relief or settlement) in such charge, civil action, suit or proceeding.

Employee further affirms that he has reported all hours worked as of the date of this release and has been paid and/or has received all leave (paid or unpaid), compensation, wages, bonuses, commissions, and/or benefits to which he may be entitled and that no other leave (paid or unpaid), compensation, wages, bonuses, commissions and/or benefits are due to him, except as provided in this Agreement. Employee furthermore affirms that he has no known workplace injuries or occupational diseases and has been provided and/or has not been denied any leave requested under the Family Medical Leave Act.

6. **Confidentiality.** Employee agrees and recognizes that any knowledge or information of any type whatsoever of a confidential nature relating to the business of the Company or any of its subsidiaries, divisions or affiliates, including, without limitation, all types of trade secrets, client lists or information, employee lists or information, information regarding product development, marketing plans, management organization, operating policies or manuals, performance results, business plans, financial records, or other financial, commercial, business or technical information (collectively "Confidential Information"), must be protected as confidential, not copied, disclosed or used other than for the benefit of the Company at any time unless and until such knowledge or information is in the public domain through no wrongful act by Employee. Employee further agrees

not to divulge to anyone (other than the Company or any persons employed or designated by the Company), publish or make use of any such Confidential Information without the prior written consent of the Company, except by an order of a court having competent jurisdiction or under subpoena from an appropriate government agency.

7. **Non-competition/Non-solicitation/Non-hire.** Employee acknowledges and recognizes the highly competitive nature of the business of the Company. Without the express written permission of Celanese, for a period of **two (2) years**, following the Separation Date or ESD (the "**Restricted Period**"), Employee acknowledges and agrees that he will not: (i) directly or indirectly solicit sales of like products similar to those produced or sold by Company; or (ii) directly engage or become employed with any business that competes with the business of Celanese, including but not limited to: direct sales, supply chain, marketing, or manufacturing for a producer of products similar to those produced or licensed by Celanese. In addition, for two (2) years, Employee will not directly or indirectly solicit, nor hire employees of Celanese for employment. However, nothing in this provision shall restrict Employee from owning, solely as an investment, publicly traded securities of any company which is engaged in the business of Celanese if Employee (i) is not a controlling person of, or a member of a group which controls; and (ii) does not, directly or indirectly, own 5% or more of any class of securities of any such company.

8. **Governing Law and Interpretation.** This Agreement shall be governed and conformed in accordance with the laws of the State of Texas, without regard to its conflict of laws provision. In the event Employee or Company breaches any provision of this Agreement, Employee and Company affirm that either may institute an action to specifically enforce any term or terms of this Agreement. Should any provision of this Agreement be declared illegal or unenforceable by any court of competent jurisdiction and cannot be modified to be enforceable, excluding the general release language, such provision shall immediately become null and void, leaving the remainder of this Agreement in full force and effect.

9. **Non-admission of Wrongdoing.** The parties agree that neither this Agreement nor the furnishing of the consideration for this Release shall be deemed or construed at any time for any purpose as an admission by Company of any liability or unlawful conduct of any kind.

10. **Non-Disparagement.** Employee agrees not to disparage, or make disparaging remarks or send any disparaging communications concerning, the Company, its reputation, its business, and/or its directors, officers, managers. Likewise the Company's senior management agrees not to disparage, or make any disparaging remark or send any disparaging communication concerning Employee, his reputation and/or his business.

11. **Future Cooperation after Separation Date.** After the Separation Date or ESD, Employee agrees to make reasonable efforts to assist Company including but not limited to: responding to telephone calls, assisting with transition duties, assisting with issues that arise after the Separation Date or ESD and assisting with the defense or prosecution of any lawsuit or claim. This includes but is not limited to providing deposition testimony, attending hearings and testifying on behalf of the Company. The Company will reimburse Employee for reasonable time and expenses in connection with any future cooperation after the Separation Date or ESD, at his current annual base

pay, converted to an hourly rate of \$ 303/hr. Time and expenses can include loss of pay or using vacation time at a future employer. The Company shall reimburse the Employee within 30 days of remittance by Employee to the Company of such time and expenses incurred.

12. **Injunctive Relief.** Employee agrees and acknowledges that the Company will be irreparably harmed by any breach, or threatened breach by his of this Agreement and that monetary damages would be grossly inadequate. Accordingly, he agrees that in the event of a breach, or threatened breach by him of this Agreement the Company shall be entitled to apply for immediate injunctive or other preliminary or equitable relief, as appropriate, in addition to all other remedies at law or equity.

13. **Review Period.** Employee is hereby advised he has up to twenty-one (21) calendar days, from the date he receives it, to review this Agreement and to consult with an attorney prior to execution of this Agreement. Employee agrees that any modifications, material or otherwise, made to this Agreement do not restart or affect in any manner the original twenty-one (21) calendar day consideration period.

14. **Revocation Period and Effective Date.** If Employee signs and returns to the Company a copy of this Agreement, he has a period of seven (7) days (the "Revocation Period") following the date of such execution to revoke this Agreement, after which time this agreement will become effective (the "Effective Date") if not previously revoked. In order for the revocation to be effective, written notice must be received by the Company no later than close of business on the seventh day after Employee signs this Agreement at which time the Revocation Period shall expire.

15. **Amendment.** This Agreement may not be modified, altered or changed except upon express written consent of both parties wherein specific reference is made to this Agreement.

16. **Entire Agreement.** This Agreement sets forth the entire agreement between the parties hereto, and fully supersedes any prior obligation of the Company to Employee. Employee acknowledges that he has not relied on any representations, promises, or agreements of any kind made to him in connection with his decision to accept this Agreement, except for those set forth in this Agreement. Notwithstanding the foregoing, it is expressly understood and agreed that the Equity Agreements and the Long Term Incentive Award Claw Back Agreement executed by Employee on or about January 6, 2009 shall remain in full force and effect.

17. HAVING ELECTED TO EXECUTE THIS AGREEMENT, TO FULFILL THE PROMISES AND TO RECEIVE THE SUMS AND BENEFITS IN PARAGRAPH "3" ABOVE, EMPLOYEE FREELY AND KNOWINGLY, AND AFTER DUE CONSIDERATION, ENTERS INTO THIS AGREEMENT INTENDING TO WAIVE, SETTLE AND RELEASE ALL CLAIMS HE HAS OR MIGHT HAVE AGAINST COMPANY.



IN WITNESS WHEREOF, the parties hereto knowingly and voluntarily executed this Release as of the date set forth below.

**Employee**

**Celanese Corporation**

By: /s/ Steven M. Sterin  
Steven M. Sterin

By: /s/ Lori A. Johnston

Date: 5/6/14

Date: 5/6/2014

Steven Sterin  
Celanese  
Las Colinas Site

Re: Agreement and General Release

Dear Steven,

This letter confirms that on May 5, 2014 I personally delivered to you the enclosed Agreement and General Release. You have until May 26, which is at least 21 days after receipt, to consider this Agreement and General Release, in which you waive important rights, including those under the Age Discrimination in Employment Act. To this end, we advise you to consult with an attorney of your choosing prior to executing this Agreement and General Release.

Very truly yours,

/s/ Lori A. Johnston  
Lori Johnston

**Exhibit A**

Date:

To: Mark C. Rohr

From: Steven Sterin

Subject: Letter of Voluntary Resignation From Employment

Dear Mark:

The purpose of this letter is to inform you that I have decided to resign from employment with Celanese, effective \_\_\_\_\_, 2014.

Sincerely,

\_\_\_\_\_  
Steven M. Sterin

**Exhibit B**

May \_\_, 2014

Lori Johnston  
Celanese  
222 W. Las Colinas Blvd.  
Suite 900 N.  
Irving, TX 75039

Re: Agreement and General Release

Dear Lori:

On \_\_\_\_\_, 2014 I executed an Agreement and General Release between Celanese and me. I was advised by Celanese, in writing, to consult with an attorney of my choosing, prior to executing this Agreement and General Release.

I have at no time revoked my acceptance or execution of that Agreement and General Release and hereby reaffirm my acceptance of that Agreement and General Release. Therefore, in accordance with the terms of our Agreement and General Release, I hereby request payment of the Consideration described in Paragraph 3 of that Agreement.

Very truly yours,

\_\_\_\_\_  
Steven Sterin

**Exhibit C**

Summary of LTI Awards

## Separation Equity Calculations

Separation Date Assumption: 11/1/2014

2011 Stock Options (1)						
Vesting Period	Options Granted	Exercise Price	Numerator	Denominator	Prorated	Exercisable
10/3/2011 - 10/1/2015	5,214	\$ 32.51	37	48	4,020	10/1/2015
<b>Total Prorated 2011 Option Award Value</b>						
2013 Performance-Based RSU and Time Vested RSUs						
Vesting Period	Target Award	Numerator	Denominator	Prorated Amount	Timing of Payment	
<b>2013 Performance RSU Award: (2)</b>						
02/6/2013 - 02/01/2015	10,606	21	24	9,281	Feb. 2015	
02/6/2013 - 01/01/2016	10,607	21	35	6,365	Jan. 2016	
<b>Total Prorated 2013 LTI Award Value</b>						
2014 Performance-Based RSU and Time Vested RSUs						
Vesting Period	Target Award	Numerator	Denominator	Prorated Amount	Timing of Payment	
<b>2014 Performance RSU Award: (2)</b>						
02/6/2014 - 02/01/2016	10,300	9	24	3,863	Feb. 2016	
02/6/2014 - 01/01/2017	10,301	9	35	2,649	Jan. 2017	
<b>Total Prorated 2014 LTI Award Value</b>						

(1) 2011 Stock Options - pro rate on termination date; become immediately vested and are exercisable for one-year following termination, Options are subject to holding requirement (per agreement)

(2) 2013 & 2014 PRSUs - pro rate on terminate date and pay out on original vesting date subject to performance adjustment (per agreement)

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## Section 4: EX-31.1 (EX 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*

July 18, 2014

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## Section 5: EX-31.2 (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, Christopher W. Jensen, 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/ CHRISTOPHER W. JENSEN

Christopher W. Jensen

*Senior Vice President, Finance and*

*Interim Chief Financial Officer*

July 18, 2014

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## Section 6: EX-32.1 (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, 2014 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*

July 18, 2014

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## Section 7: EX-32.2 (EX 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, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher W. Jensen, Senior Vice President, Finance and Interim 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/ CHRISTOPHER W. JENSEN

Christopher W. Jensen

*Senior Vice President, Finance and*

*Interim Chief Financial Officer*

July 18, 2014

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