

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

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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### Form 10-K

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2013  
OR  
 **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
(Commission File Number) 001-32410

 **Celanese**  
**CELANESE CORPORATION**

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

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

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

**222 West 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)*

**Securities registered pursuant to Section 12(b) of the Act**

**Title of Each Class**  
**Series A Common Stock, par value \$0.0001 per share**

**Name of Each Exchange**  
**on Which Registered**

**New York Stock Exchange**

**Securities registered pursuant to Section 12(g) of the Act**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 Website, 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

*(Do not check if a smaller reporting company)*

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

The aggregate market value of the registrant's Series A Common Stock held by non-affiliates as of June 30, 2013 (the last business day of the registrants' most recently completed second fiscal quarter) was \$4,681,520,256.

The number of outstanding shares of the registrant's Series A Common Stock, \$0.0001 par value, as of February 3, 2014 was 156,941,124.

#### DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the registrant's Definitive Proxy Statement relating to the 2014 annual meeting of stockholders, to be filed with the Securities and Exchange Commission, are incorporated by reference into Part III.

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CELANESE CORPORATION  
Form 10-K  
For the Fiscal Year Ended December 31, 2013

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

Certain statements in this Annual Report on Form 10-K ("Annual Report") or in other materials we have filed or will file with the Securities and Exchange Commission ("SEC"), and incorporated herein by reference, are forward-looking in nature as defined in Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. 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, the words "believe," "expect," "intend," "estimate," "anticipate," "project," "plan," "may," "can," "could," "might," "will" and similar expressions identify forward-looking statements, including statements that relate to such matters as planned and expected capacity increases and utilization rates; anticipated capital spending; environmental matters; legal proceedings; sources of raw materials and exposure to, and effects of hedging of raw material and energy costs and foreign currencies; interest rate fluctuations; global and regional economic, political, business and regulatory conditions; expectations, strategies, and plans for individual assets and products, business segments, as well as for the whole Company; cash requirements and uses of available cash; financing plans; pension expenses and funding; anticipated restructuring, divestiture, and consolidation activities; planned construction or operation of facilities; cost reduction and control efforts and targets and integration of acquired businesses.

Forward-looking statements are not historical facts or guarantees of future performance but instead represent only our beliefs at the time the statements were made regarding future events, which are subject to significant risks, uncertainties, and other factors, many of which are outside of our control and certain of which are listed above. Any or all of the forward-looking statements included in this Annual Report and in any other materials incorporated by reference herein may turn out to be materially inaccurate. This can occur as a result of incorrect assumptions, in some cases based upon internal estimates and analyses of current market conditions and trends, management plans and strategies, economic conditions, or as a consequence of known or unknown risks and uncertainties. Many of the risks and uncertainties mentioned in this Annual Report, such as those discussed in *Item 1A. Risk Factors*, *Item 3. Legal Proceedings* and *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* will be important in determining whether these forward-looking statements prove to be accurate. Consequently, neither our stockholders nor any other person should place undue reliance on our forward-looking statements and should recognize that actual results may differ materially from those anticipated by us.

All forward-looking statements made in this Annual Report are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed in this Annual 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. However, we may make further disclosures regarding future events, trends and uncertainties in our subsequent reports on Forms 10-K, 10-Q and 8-K to the extent required under the Exchange Act. The above cautionary discussion of risks, uncertainties and possible inaccurate assumptions relevant to our business includes factors we believe could cause our actual results to differ materially from expected and historical results. Other factors beyond those listed above or in *Item 1A. Risk Factors*, *Item 3. Legal Proceedings* and *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* below, including factors unknown to us and factors known to us which we have determined not to be material, could also adversely affect us.

## **Item 1. Business**

### ***Basis of Presentation***

In this Annual Report on Form 10-K, the term "Celanese" refers to Celanese Corporation, a Delaware corporation, and not its subsidiaries. The terms "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.

### ***Industry***

This Annual Report on Form 10-K includes industry data obtained from industry publications and surveys as well as our own internal company surveys. Third-party industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. The statements regarding the Company's industry position in this document are based on information derived from, among others, the *2012 IHS Chemicals Economics Handbook*.

### ***Overview***

The Company is a global technology and specialty materials company that engineers and manufactures a wide variety of products essential to everyday living. As a recognized innovator in product and process technology in the chemicals industry, we help to create applications that meet the needs of our customers worldwide. We are a leading global producer of high performance engineered polymers that are used in a variety of high-value applications. We are also one of the world's largest producers of acetyl products, which are intermediate chemicals for nearly all major industries.

Our highly-diversified product portfolio serves a broad range 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. Serving a diverse global customer base, our products hold leading global positions in the major product industries that we serve, supported by our large global production capacity, operating efficiencies, proprietary production technology and competitive cost structures.

Celanese's history began in 1918, the year that its predecessor company, The American Cellulose & Chemical Manufacturing Company, was incorporated. The company, which manufactured cellulose acetate, was founded by Swiss brothers Drs. Camille and Henri Dreyfus. Since that time, the Company has transformed into a leading global chemical company. The current Celanese was incorporated in 2005 under the laws of the State of Delaware and is a US-based public company traded on the NYSE under the ticker symbol CE.

Headquartered in Irving, Texas, our operations are primarily located in North America, Europe and Asia and consist of 27 global production facilities, and an additional 8 strategic affiliate production facilities. As of December 31, 2013, we employed approximately 7,430 people worldwide.

Due to our geographic breadth, our net sales are balanced across the global regions. See [Note 25 - Segment Information](#) in the accompanying consolidated financial statements for further details on our sales by geographic location.

### Business Segment Overview

We operate principally through four business segments: Advanced Engineered Materials, Consumer Specialties, Industrial Specialties and Acetyl Intermediates. See [Note 25 - Segment Information](#) in the accompanying consolidated financial statements for further details on our business segments.

The table below illustrates each business segment's net sales to external customers for the year ended December 31, 2013, as well as each business segment's major products and end-use applications.

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates
	(In \$ millions)			
<b>2013 Net Sales<sup>(1)</sup></b>	1,352	1,210	1,155	2,793
<b>Key Products</b>	<ul style="list-style-type: none"> <li>• Polyoxymethylene ("POM")</li> <li>• GUR<sup>®</sup> ultra-high molecular weight polyethylene</li> <li>• Polybutylene terephthalate ("PBT")</li> <li>• Long-fiber reinforced thermoplastics ("LFT")</li> <li>• Liquid crystal polymers ("LCP")</li> </ul>	<ul style="list-style-type: none"> <li>• Acetate tow</li> <li>• Acetate flake</li> <li>• Acetate film</li> <li>• Sunett<sup>®</sup> high intensity sweeteners</li> <li>• Sorbates</li> <li>• Qorus<sup>™</sup> sweetener system</li> </ul>	<ul style="list-style-type: none"> <li>• Conventional emulsions</li> <li>• Vinyl acetate ethylene ("VAE") emulsions</li> <li>• Ethylene vinyl acetate ("EVA") resins and compounds</li> <li>• Low-density polyethylene resins ("LDPE")</li> </ul>	<ul style="list-style-type: none"> <li>• Acetic acid</li> <li>• Vinyl acetate monomer ("VAM")</li> <li>• Acetic anhydride</li> <li>• Ethanol</li> <li>• Acetaldehyde</li> <li>• Ethyl acetate</li> <li>• Formaldehyde</li> <li>• Butyl acetate</li> </ul>
<b>Major End-Use Applications</b>	<ul style="list-style-type: none"> <li>• Fuel system components</li> <li>• Automotive safety systems</li> <li>• Conveyor belts</li> <li>• Battery separators</li> <li>• Electronics</li> <li>• Appliances</li> <li>• Filtrations</li> <li>• Medical Devices</li> <li>• Telecommunications</li> </ul>	<ul style="list-style-type: none"> <li>• Filter products</li> <li>• Beverages</li> <li>• Confections</li> <li>• Baked goods</li> </ul>	<ul style="list-style-type: none"> <li>• Paints</li> <li>• Coatings</li> <li>• Adhesives</li> <li>• Textiles</li> <li>• Paper finishing</li> <li>• Flexible packaging</li> <li>• Lamination products</li> <li>• Photovoltaic cell systems</li> <li>• Medical tubing</li> <li>• Automotive parts</li> </ul>	<ul style="list-style-type: none"> <li>• Paints</li> <li>• Coatings</li> <li>• Adhesives</li> <li>• Lubricants</li> <li>• Pharmaceuticals</li> <li>• Films</li> <li>• Textiles</li> <li>• Inks</li> <li>• Plasticizers</li> <li>• Esters</li> <li>• Solvents</li> </ul>

<sup>(1)</sup> Net sales for Consumer Specialties and Acetyl Intermediates exclude inter-segment sales of \$4 million and \$448 million, respectively, for the year ended December 31, 2013.

In conjunction with our focus on the Celanese brand in 2013, the names of our businesses changed to engineered materials (formerly Advanced Engineered Materials), cellulose derivatives (formerly Acetate Products), food ingredients (formerly Nutrinova), emulsion polymers (formerly Emulsions), EVA polymers (formerly EVA Performance Polymers) and intermediate chemistry (formerly Acetyl Intermediates). There has been no change to the names or composition of our business segments.

## Business Segments

### *Advanced Engineered Materials*

Our Advanced Engineered Materials segment includes our engineered materials business, which uses advanced polymer technology to produce a broad portfolio of high performance specialty polymers used in a wide spectrum of applications, including automotive, medical and electronics products, as well as other consumer and industrial applications. As a performance-driven solutions provider, our engineered materials business maintains its competitive advantage with leading technical and application expertise that enables innovation and new product development in concert with its customers. By focusing on new application development for its product lines, it often creates custom formulations to satisfy the technical and processing requirements of its customers' applications. With a strong specification position, our engineered materials business is able to build upon its differentiated polymer processing and material capability to create sustainable value for its high performance polymers. This business segment also includes four strategic affiliates that complement our global reach, improve our ability to capture growth opportunities in emerging economies and position us as a leading participant in the global specialty polymers industry. Together with our strategic affiliates, our engineered materials business is a leading participant in the global specialty polymers industry.

Our specialty polymers have chemical and physical properties that enable them to perform in a variety of conditions. These include enduring elevated temperatures, resisting adverse chemical interactions with solvents and withstanding deformation. POM, PBT and LFT are used in a broad range of performance-demanding applications including automotive components, medical devices, electronics, appliances and industrial applications. GUR® ultra-high molecular weight polyethylene is used in battery separators, conveyor belts, filtration equipment, coatings and medical devices. Primary end uses for LCP are electrical and electronics applications or products. These value-added applications in diverse end-uses support the business' global growth trends.

Value-in-use pricing for most of these products, particularly specialized product grades for targeted applications, generally reflect the value added in complex polymer chemistry, precision formulation and compounding, and the extensive application development services provided.

Our engineered materials business has polymerization, compounding and research and technology centers in Brazil, China, Germany and the US. In 2010, we announced the construction of a new 50,000 ton POM manufacturing facility in Saudi Arabia through our Ibn Sina affiliate. This facility is expected to be operational in 2016. In 2011, we opened a state-of-the art POM production facility in Frankfurt Hoechst Industrial Park, Germany. This POM facility is the world's largest and is expected to meet the increased global demand for innovative specialty solutions in polymer-based products.

- **Key Products**

**POM.** Polyoxymethylene, also commonly known as polyacetal in the chemical industry, is sold by our engineered materials business under the trademarks Celcon® and Hostaform®. POM is used for mechanical parts in automotive applications, including fuel system components, and in electrical, medical and consumer applications such as drug delivery systems and gears for large appliances. Polyplastics Co., Ltd., our 45%-owned strategic affiliate ("Polyplastics"), and Korea Engineering Plastics Co., Ltd., our 50%-owned strategic affiliate ("KEPCO"), also manufacture POM and other engineering resins in the Asia-Pacific region.

The primary raw material for POM is formaldehyde, which is manufactured from methanol. Our engineered materials business sources formaldehyde in the US from our intermediate chemistry business and manufactures formaldehyde in Germany from purchased methanol.

**Ultra-high molecular weight polyethylene.** Our ultra-high molecular weight polyethylene products, sold under the trademark GUR®, are highly engineered materials designed for heavy-duty industrial and automotive applications. They are used in items such as industrial conveyor belts, car battery separator panels, as well as specialty medical and consumer applications, such as sports prostheses and equipment. GUR® ultra-high molecular weight polyethylene micro powder grades are used for high-performance filters, membranes, diagnostic devices, coatings and additives for thermoplastics and elastomers. High tenacity fibers based on GUR® ultra-high molecular weight polyethylene are also used in protective ballistic applications. The primary raw material for GUR® ultra-high molecular weight polyethylene is ethylene.

**Polyesters.** Our products include a series of thermoplastic polyesters including Celanex® PBT, Celanex® PET (polyethylene terephthalate), Thermx® PCT (polycyclohexylene-dimethylene terephthalate) and Vandar®, as well as Riteflex®, a thermoplastic polyester elastomer. They are used in a wide variety of automotive, electrical and consumer applications, including ignition

system parts, radiator grilles, electrical switches, appliance and sensor housings, light emitting diodes ("LEDs") and technical fibers.

**LFT.** Celstran<sup>®</sup>, Compel<sup>®</sup> and Factor<sup>®</sup> are long-fiber reinforced thermoplastics that impart extra strength and stiffness, making them more suitable for larger parts than conventional thermoplastics. Both products are used in automotive, transportation and industrial applications, such as instrument panels, consoles and front end modules. The primary raw materials for LFT include polypropylene and a variety of fibers such as glass, stainless steel and carbon.

**LCP.** Liquid crystal polymers, such as Thermx<sup>®</sup>, Vectra<sup>®</sup> and Zenite<sup>®</sup>, are primarily used in electrical and electronics applications for precision parts with thin walls and complex shapes. They are also used in high heat cookware applications. Raw materials for LCP include acetic anhydride, which is sourced from our Acetyl Intermediates segment, and monomers such as hydroxybenzoic acid.

- **Geographic Regions**

Net sales by destination for the Advanced Engineered Materials segment by geographic region are as follows:

	Year Ended December 31,					
	2013		2012		2011	
	(In \$ millions, except percentages)					
North America	487	36%	460	36%	443	34%
Europe and Africa	562	41%	527	42%	623	48%
Asia-Pacific	251	19%	224	18%	188	15%
South America	52	4%	50	4%	44	3%
Total	1,352	100%	1,261	100%	1,298	100%

- **Customers**

Advanced Engineered Materials' principal customers are original equipment manufacturers and their suppliers serving the automotive, industrial, consumer and medical industries. By collaborating with its customers, our engineered materials business assists in developing and improving specialized applications and systems and offers customers global solutions. Our engineered materials business has long-standing relationships and multi-year arrangements with many of its major customers and utilizes distribution partners to expand its customer base.

- **Competition**

Advanced Engineered Materials' principal competitors include BASF SE, E. I. du Pont de Nemours and Company, DSM N.V., SABIC Innovative Plastics and Solvay S.A. Other regional competitors include Asahi Kasei Corporation, Mitsubishi Gas Chemical Company, Inc., Chevron Phillips Chemical Company, L.P., Braskem S.A., Lanxess AG, Teijin Limited, Sumitomo Corporation and Toray Industries, Inc.

**Consumer Specialties**

The Consumer Specialties segment includes our cellulose derivatives and food ingredients businesses, which serve consumer-driven applications. These businesses deliver growth primarily through manufacturing productivity, geographic expansions and targeting high-value opportunities in diverse applications, and generally are not dependent on gross domestic product.

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. We also hold an approximately 30% ownership interest in three separate ventures in China that produce acetate flake and acetate tow. China National Tobacco Corporation, a Chinese state-owned tobacco entity, has been our venture partner for over two decades and has driven successful growth in our cellulose derivatives business.

During 2012, the Company introduced CelFX<sup>™</sup> matrix technology, which redefines tobacco filtration performance, enabling unique product attributes and innovation, such as increased filter design flexibility and improved constituent reduction. CelFX<sup>™</sup> also supports a broad choice of enhancement additives and is engineered to run on existing equipment.

Our cellulose derivatives business has production sites in Belgium, Mexico, the United Kingdom and the US, along with sites at its three cellulose derivatives ventures in China. In November 2012, we ceased manufacturing acetate tow and acetate flake at our Spondon, Derby, United Kingdom site. We will continue to manufacture our Clarifoil® film at this facility.

Our food ingredients business is a leading international supplier of premium quality ingredients for the food and beverage and pharmaceutical industries and is one of the world's largest producers of food protection ingredients, such as potassium sorbates and sorbic acid. The business produces and sells Sunett® (acesulfame potassium), a high intensity sweetener, and the new sweetener system Qorus™, which was launched in 2013. Our food ingredients business' expertise is based on more than sixty years of experience in developing and marketing specialty ingredients to the food and beverage and pharmaceutical industries. While this business has traditionally focused on providing low calorie sweeteners in the beverage industry, it continues to target high-value opportunities in more diverse applications such as oral hygiene, pharmaceuticals, dairy and cereals.

Our food ingredients business has a production facility in Germany, with sales and distribution facilities in all major regions of the world.

- **Key Products**

**Acetate flake, acetate tow and acetate film.** Acetate tow is a fiber used primarily in cigarette filters. In order to produce acetate tow, we first produce acetate flake by processing wood pulp with acetic acid and acetic anhydride. Wood pulp generally comes from reforested trees and is purchased externally from a variety of sources, and acetic anhydride is an intermediate chemical that we produce from acetic acid. The acetate flake is then further processed into acetate tow. Acetate flake can also be solvent cast to create a film, which is primarily used in packaging for food and high-end luxury goods.

Sales of acetate tow amounted to 16%, 15% and 14% of our consolidated net sales for the years ended December 31, 2013, 2012 and 2011, respectively.

**Sunett® sweetener.** Acesulfame potassium, a high intensity sweetener sold under the trademark Sunett®, is used in a variety of beverages, confections and dairy products throughout the world. Sunett® sweetener is the ideal blending partner for caloric and non-caloric sweeteners and is recognized for its consistent product quality and reliable supply. The primary raw material for Sunett is diketene, which is derived from acetic acid.

**Qorus™ sweetener system.** Qorus™ was introduced in 2013 to assist food and beverage formulators in achieving their unique taste profile. This product enables the manufacturer to balance taste, without the need to mask certain notes, and ultimately delight the consumer with a pure, authentic taste. The Qorus™ sweetener system is designed for low- to no-calorie carbonated and non-carbonated beverages, flavored waters, energy drinks, milk and dairy products.

**Food protection ingredients.** Our food protection ingredients, potassium sorbate and sorbic acid (together "sorbates"), are mainly used in foods, beverages and personal care products. Sorbates pricing is extremely sensitive to demand and industry capacity and is not necessarily dependent on the cost of raw materials. The primary raw materials for sorbates are acetic acid, ethylene and potassium hydroxide.

- **Geographic Regions**

Net sales by destination for the Consumer Specialties segment by geographic region are as follows:

	Year Ended December 31,					
	2013		2012		2011	
	(In \$ millions, except percentages)					
North America	200	16%	200	17%	180	16%
Europe and Africa	460	38%	464	39%	459	40%
Asia-Pacific	483	40%	452	38%	456	39%
South America	67	6%	66	6%	63	5%
Total <sup>(1)</sup>	1,210	100%	1,182	100%	1,158	100%

<sup>(1)</sup> Excludes inter-segment sales of \$4 million, \$4 million and \$3 million for the years ended December 31, 2013, 2012 and 2011, respectively.



- **Customers**

Acetate tow is sold principally to the major tobacco companies that account for a majority of worldwide cigarette production. Contracts with most of our customers are generally entered into on an annual basis.

Customers of Clarifoil® include printers, carton manufacturers, retailers, packaging buyers, publishers and designers.

Our food ingredients business primarily sells Sunett® sweetener and Qorus™ sweetener system to a limited number of large multinational and regional customers in the food and beverage industry under long-term and annual contracts. Food protection ingredients are primarily sold through regional distributors to small and medium sized customers and directly to large multinational customers in the food industry.

- **Competition**

Our cellulose derivatives business' principal competitors include Daicel Corporation, Eastman Chemical Company, Solvay S.A. and Mitsubishi Rayon Co., Ltd.

The principal competitors for Sunett® sweetener and Qorus™ sweetener system include The NutraSweet Company, Ajinomoto Co., Inc. and Tate & Lyle PLC. The principal competitors for sorbates include Nantong Acetic Acid Chemical Co., Ltd. and Daicel Corporation.

**Industrial Specialties**

The Industrial Specialties segment, which includes our emulsion polymers and EVA polymers businesses, is active in every major global industrial sector and serves diverse industrial and consumer end-use applications. These include traditional vinyl-based end uses, such as paints and coatings and adhesives, as well as other unique, high-value end uses including solar cells and medical applications.

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. The business has production facilities in major global regions and is supported by expert technical service regionally. Our emulsion polymers products are sold under globally and regionally recognized brands including EcoVAE®, Mowilith®, Vinamul®, Celvolit®, BriteCoat®, TufCOR® and Avicor®. Our emulsion polymers business has production facilities in Canada, China, Germany, the Netherlands, Spain, Sweden and the US.

Our EVA polymers business is a leading North American manufacturer of a full range of specialty EVA resins and compounds as well as select grades of low-density polyethylene. Sold under the Ateva® and VitalDose® brands, these products are used in many applications, including flexible packaging films, lamination film products, hot melt adhesives, medical products, automotive, carpeting and photovoltaic cells. Our EVA polymers business has a production facility in Edmonton, Alberta, Canada.

The Industrial Specialties segment builds on our leading acetyl technology. Our Acetyl Intermediates segment produces VAM, a primary raw material for our emulsion polymers and EVA polymers businesses. Ethylene, another key raw material, is purchased externally from a variety of sources.

Our Industrial Specialties businesses have experienced significant growth in Asia, and we have made investments to support continued growth in the region. In 2011, we doubled the VAE emulsions capacity at our integrated chemical complex in Nanjing, China to meet the increased global demand for innovative specialty solutions in vinyl-based emulsions.

In addition to geographic growth, the Industrial Specialties businesses are focused on innovation efforts to increase value. The business segment has successfully launched new innovative products and technologies in non-traditional applications such as medical, carpet, textiles and paper.

- **Key Products**

Our emulsion polymers business produces conventional vinyl- and acrylate-based emulsions and VAE emulsions. Emulsions are made from VAM, ethylene, acrylate esters and styrene. VAE emulsions are a key component of water-based architectural coatings, adhesives, non-wovens, textiles, glass fiber and other applications.

Our EVA polymers business produces low-density polyethylene and EVA resins and compounds. EVA resins and compounds are produced in high-pressure reactors from ethylene and VAM.

- **Geographic Regions**

Net sales by destination for the Industrial Specialties segment by geographic region are as follows:

	Year Ended December 31,					
	2013		2012		2011	
	(in \$ millions, except percentages)					
North America	441	38%	475	40%	492	40%
Europe and Africa	500	44%	483	41%	550	45%
Asia-Pacific	199	17%	213	18%	169	14%
South America	15	1%	13	1%	12	1%
Total	1,155	100%	1,184	100%	1,223	100%

- **Customers**

Industrial Specialties' products are sold to a diverse group of regional and multinational customers. Customers of our emulsion polymers business are manufacturers of water-based paints and coatings, adhesives, paper, building and construction products, glass fiber, non-wovens and textiles. Customers of our EVA polymers business are engaged in the manufacture of a variety of products, including hot melt adhesives, automotive components, solar energy products, thermal laminations, flexible and food packaging materials, medical packaging and controlled-release medical devices.

- **Competition**

Principal competitors of our emulsion polymers business include The Dow Chemical Company, BASF SE, Dairen Chemical Corporation and Wacker Chemie AG.

Principal competitors of our EVA polymers business include E. I. du Pont de Nemours and Company, ExxonMobil Chemical and Arkema.

**Acetyl Intermediates**

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 pharmaceuticals. Our intermediate chemistry business also produces organic solvents and intermediates for pharmaceutical, agricultural and chemical products.

As an industry leader, our intermediate chemistry business has built on its leading technology, advantaged feedstock position and attractive competitive position to drive growth. With decades of experience, advanced proprietary process technology and favorable capital and production costs, we are a leading global producer of acetic acid and VAM. AOPlus<sup>®</sup>3 technology, introduced in 2011, extends our historical technology advantage and enables us to construct a greenfield acetic acid facility with a capacity of 1.8 million tons at a lower capital cost than our competitors. Vantage<sup>®</sup>2 technology, also introduced in 2011, could increase VAM capacity by up to 50% to meet growing customer demand globally. We believe our production technology is among the lowest cost in the industry and provides us with global growth opportunities through low cost expansions and a cost advantage over our competitors. Our intermediate chemistry business has production sites in China, Germany, Mexico, Singapore and the US.

Building on our acetic acid technology platform, we developed Celanese TCX<sup>®</sup> ethanol process technology to supply current and prospective customers with ethanol for industrial purposes and for other potential uses. Industrial ethanol is used in chemical and industrial applications for the manufacture of paints, coatings, inks and pharmaceuticals. This innovative process combines our proprietary and leading acetyl platform with advanced manufacturing technology to produce ethanol from hydrocarbon-sourced feedstocks.

In 2012, we completed construction of a technology development unit for industrial ethanol production at our facility in Clear Lake, Texas, which will allow us to continue the advancement of our acetyl and TCX<sup>®</sup> technologies. In 2013, we completed

modifications and enhancements to our existing integrated acetyl facility in Nanjing, China to further advance our TCX® technology. The modifications added approximately 275,000 tons of industrial ethanol production capacity.

- **Key Products**

**Acetyl Products.** Acetyl products include acetic acid, VAM, acetic anhydride and acetaldehyde. Acetic acid is primarily used to manufacture VAM, purified terephthalic acid and other acetyl derivatives. VAM is used in a variety of adhesives, paints, films, coatings and textiles. Acetic anhydride is a raw material used in the production of cellulose acetate, detergents and pharmaceuticals. Acetaldehyde is a major feedstock for the production of a variety of derivatives, such as pyridines, which are used in agricultural products. We manufacture acetic acid, VAM and acetic anhydride for our own use, as well as for sale to third parties.

Acetic acid and VAM, our basic acetyl intermediates products, are impacted by global supply and demand fundamentals and can be cyclical in nature. The principal raw materials in these products are carbon monoxide, which we generally purchase under long-term contracts, and methanol and ethylene, which we generally purchase under both long- and short-term contracts. Generally, methanol and ethylene are commodity products available from a wide variety of sources, while carbon monoxide is typically obtained from sources in close proximity.

Sales from acetyl products amounted to 32%, 32% and 34% of our consolidated net sales for the years ended December 31, 2013, 2012 and 2011, respectively.

**Solvents and Derivatives.** We manufacture a variety of solvents, formaldehyde and other chemicals, which in turn are used in the manufacture of paints, coatings, adhesives and other products. Many solvents and derivatives products are derived from our production of acetic acid. Primary products are:

- Ethyl acetate, an acetate ester that is a solvent used in coatings, inks and adhesives and in the manufacture of photographic films and coated papers;
- Butyl acetate, an acetate ester that is a solvent used in inks, pharmaceuticals and perfume;
- Formaldehyde, paraformaldehyde and formcels, which are primarily used to produce adhesive resins for plywood, particle board, coatings, POM engineering resins and a compound used in making polyurethane; and
- Other chemicals, such as crotonaldehyde, which are used by our food ingredients business for the production of sorbates, as well as raw materials for the fragrance and food ingredients industry.

Sales from solvents and derivatives products amounted to 11%, 11% and 12% of our consolidated net sales for the years ended December 31, 2013, 2012 and 2011, respectively.

- **Geographic Regions**

Net sales by destination for the Acetyl Intermediates segment by geographic region are as follows:

	Year Ended December 31,					
	2013		2012		2011	
	(In \$ millions, except percentages)					
North America	708	25%	698	25%	717	23%
Europe and Africa	848	30%	970	35%	1,110	36%
Asia-Pacific	1,137	41%	1,026	37%	1,166	38%
South America	100	4%	97	3%	90	3%
Total <sup>(1)</sup>	2,793	100%	2,791	100%	3,083	100%

<sup>(1)</sup> Excludes inter-segment sales of \$448 million, \$440 million and \$468 million for the years ended December 31, 2013, 2012 and 2011, respectively.

- **Customers**

Our intermediate chemistry business sells its products both directly to customers and through distributors. Acetic acid, VAM and acetic anhydride are global businesses and each has several large customers, but no individual customer comprises more than 10% of our consolidated net sales. Generally, we supply these global customers under multi-year contracts. Acetic acid, VAM and acetic anhydride customers produce polymers used in water-based paints, adhesives, paper coatings, polyesters, film modifiers, pharmaceuticals, cellulose acetate and textiles. We have long-standing relationships with most of these customers.

Solvents and derivatives are sold to a diverse group of regional and multinational customers under multi-year contracts and on the basis of long-standing relationships. Solvents and derivatives customers are primarily engaged in the production of paints, coatings and adhesives. We manufacture formaldehyde for our own use as well as for sale to a few regional customers that include manufacturers in the wood products and chemical derivatives industries. The sale of formaldehyde is based on long- and short-term agreements. Specialty solvents are sold globally to a wide variety of customers, primarily in the coatings and resins and the specialty products industries. These products serve global regions in the synthetic lubricant, agrochemical, rubber processing and other specialty chemical areas.

- **Competition**

Our principal competitors in the Acetyl Intermediates segment include BASF SE, BP PLC, Chang Chun Petrochemical Co., Ltd., Daicel Corporation, The Dow Chemical Company, Eastman Chemical Company, E. I. du Pont de Nemours and Company, LyondellBasell Industries N.V., Nippon Gohsei, Perstorp Inc., Jiangsu Sopo (Group) Co., Ltd., Showa Denko K.K. and Kuraray Co., Ltd.

**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 activities and results of our captive insurance companies. Our two wholly-owned captive insurance companies are a key component of our global risk management program, as well as a form of self-insurance for our liability and workers compensation risks. The captive insurance companies issue insurance policies to our subsidiaries to provide consistent coverage amid fluctuating costs in the insurance market and to lower long-term insurance costs through the reduction of certain fees and expenses. The captive insurance companies retain risk at levels approved by management and obtain reinsurance coverage from third parties to limit the net risk retained. One of the captive insurance companies also insures certain third-party risks. Other Activities also includes the interest cost, expected return on assets and net actuarial gains and losses components of our net periodic benefit cost for our defined benefit pension plans and other post retirement plans, which are not allocated to our business segments.

**Strategic Affiliates**

Our strategic affiliates represent an important component of our strategy for accelerated growth and global expansion. We have a substantial portfolio of affiliates in various regions, including Asia-Pacific, North America and the Middle East. These affiliates, some of which date back as far as the 1960s, have sizeable operations and are significant within their industries.

Our strategic affiliates have similar growth patterns and business models as our core businesses. With shared characteristics such as products, applications and manufacturing technology, these strategic affiliates complement and extend our technology and specialty materials portfolio. We have historically entered into these investments to gain access to local demand, minimize costs and accelerate growth in areas we believe have significant future business potential. Depending on the level of investment and other factors, we account for our strategic affiliates using either the equity method or cost method of accounting.

Our strategic affiliates contribute substantial sales, earnings and cash flows. During the year ended December 31, 2013, our equity method strategic affiliates generated combined sales of \$3 billion, resulting in our recording \$148 million of equity in net earnings of affiliates and \$121 million of dividends in the accompanying consolidated financial statements for the year ended December 31, 2013.

Our strategic affiliates as of December 31, 2013 are as follows:

	Location of Headquarters	Ownership	Partner(s)	Year Entered
<b>Equity Method Investments</b>				
Advanced Engineered Materials				
National Methanol Company	Saudi Arabia	25 %	Saudi Basic Industries Corporation/ Texas Eastern Arabian Corporation Ltd.	1981
Korea Engineering Plastics Co., Ltd	South Korea	50 %	Mitsubishi Gas Chemical Company, Inc./ Mitsubishi Corporation	1999
Polyplastics Co., Ltd.	Japan	45 %	Daicel Corporation	1964
Fortron Industries LLC	US	50 %	Kureha America Inc.	1992
<b>Cost Method Investments</b>				
Consumer Specialties				
Kunming Cellulose Fibers Co. Ltd.	China	30 %	China National Tobacco Corporation	1993
Nantong Cellulose Fibers Co. Ltd.	China	31 %	China National Tobacco Corporation	1986
Zhuhai Cellulose Fibers Co. Ltd.	China	30 %	China National Tobacco Corporation	1993

*National Methanol Company (Ibn Sina).* National Methanol Company represents approximately 1% of the world's methanol production capacity and is one of the world's largest producers of methyl tertiary-butyl ether ("MTBE"), a gasoline additive. Its production facilities are located in Saudi Arabia. We indirectly own a 25% interest in Ibn Sina through CTE Petrochemicals Company, a 50%/50% joint venture with Texas Eastern Arabian Corporation Ltd. (which also indirectly owns a 25% interest). The remaining 50% interest in Ibn Sina is held by the Saudi Basic Industries Corporation ("SABIC"). SABIC is responsible for all product marketing. Methanol is a key feedstock for POM production and is produced by our Ibn Sina affiliate which provides an economic hedge against raw material costs in our engineered materials business.

In April 2010, we announced that Ibn Sina will construct a 50,000 ton POM production facility in Saudi Arabia. The new facility will supply POM to support Advanced Engineered Materials' accelerated future growth plans as well as our venture partners' regional business development. Upon successful startup of the POM facility, our indirect economic interest in Ibn Sina will increase from 25% to 32.5%. SABIC's economic interest will remain unchanged.

*Korea Engineering Plastics Co., Ltd.* KEPCO is the leading producer of POM in South Korea. KEPCO is a venture between Celanese Holdings B.V. (50% ownership and a wholly-owned subsidiary of Celanese GmbH), Mitsubishi Gas Chemical Company, Inc. (40%) and Mitsubishi Corporation (10%). KEPCO has polyacetal production facilities in Ulsan, South Korea, compounding facilities for PBT and nylon in Pyongtaek, South Korea, and participates with Polyplastics and Mitsubishi Gas Chemical Company, Inc. in a world-scale POM facility in Nantong, China.

*Polyplastics Co., Ltd.* Polyplastics is a leading supplier of engineered plastics and is a venture between Daicel Corporation, Japan (55%) and Ticona LLC (45% ownership and a wholly-owned subsidiary of CNA Holdings LLC). Polyplastics is a manufacturer and/or marketer of POM, LCP and polyphenylene sulfide ("PPS"), with principal production facilities located in Japan and Malaysia.

*Fortron Industries LLC.* Fortron is a leading global producer of PPS, sold under the Fortron® brand, which is used in a wide variety of automotive and other applications, especially those requiring heat and/or chemical resistance. Fortron is a limited liability company whose members are Ticona Fortron Inc. (50% ownership and a wholly-owned subsidiary of CNA Holdings LLC) and Kureha America Inc. (50% ownership and a wholly-owned subsidiary of Kureha Corporation of Japan). Fortron's facility is located in Wilmington, North Carolina. This venture combines the sales, marketing, distribution, compounding and manufacturing expertise of Celanese with the PPS polymer technology expertise of Kureha.

*Cellulose derivatives strategic ventures.* We hold ownership interest in three separate acetate flake and acetate tow production ventures in China as follows: Nantong Cellulose Fibers Co. Ltd. (31%), Kunming Cellulose Fibers Co. Ltd. (30%) and Zhuhai Cellulose Fibers Co. Ltd. (30%). The China National Tobacco Corporation, the Chinese state-owned tobacco entity, controls the remaining ownership interest in each of these ventures.

Our cellulose derivatives ventures generally fund their operations using operating cash flow and pay dividends based on the ventures' performance for the preceding year. Prior to 2013, the ventures paid dividends during the second quarter of each fiscal

year. Beginning in 2013, the ventures pay dividends on a quarterly basis. In 2013, 2012 and 2011, we received cash dividends of \$92 million, \$83 million and \$78 million, respectively.

In 2012 our Nantong venture completed an expansion of its acetate flake and acetate tow capacity, each by 30,000 tons. We made contributions of \$29 million from 2009 through 2012 related to the capacity expansion in Nantong. Similar expansions since the ventures were formed have led to earnings growth and increased dividends for the Company.

According to the Euromonitor database services, China is estimated to have had a 42% share of the world's 2012 cigarette consumption. Cigarette consumption in China is expected to grow at a rate of 1.9% per year from 2012 through 2017. Combined, these ventures are a leader in Chinese domestic acetate production and we believe we are well positioned to supply Chinese cigarette producers.

Although our ownership interest in each of our cellulose derivatives ventures exceeds 20%, we account for these investments using the cost method of accounting because we determined that we cannot exercise significant influence over these entities due to local government investment in and influence over these entities, limitations on our involvement in the day-to-day operations and the present inability of the entities to provide timely financial information prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP").

- **Other Equity Method Investments**

*InfraServs.* We hold indirect ownership interests in several German InfraServ Groups that own and develop industrial parks and provide on-site general and administrative support to tenants. Our ownership interest in the equity investments in InfraServ affiliates are as follows:

	<b>As of December 31, 2013</b>
	<b>(In percentages)</b>
InfraServ GmbH & Co. Gendorf KG	39
InfraServ GmbH & Co. Knapsack KG	27
InfraServ GmbH & Co. Hoechst KG	32

### **Research and Development**

Our businesses are innovation-oriented and conduct research and development activities to develop new, and optimize existing, production technologies, as well as to develop commercially viable new products and applications. We consider the amounts spent during each of the last three fiscal years on research and development activities to be sufficient to execute our current strategic initiatives.

### **Intellectual Property**

We attach importance to protecting our intellectual property, including through patents, trademarks, copyrights and product designs in order to preserve our investment in research and development, manufacturing and marketing. Patents may cover processes, products, intermediate products and product uses. We also seek to register trademarks as a means of protecting the brand names of our Company and products. We protect our intellectual property against infringement and also seek to register design protection where appropriate.

*Patents.* In most industrial countries, patent protection exists for new substances and formulations, as well as for certain unique applications and production processes. However, we do business in regions of the world where intellectual property protection may be limited and difficult to enforce. We maintain strict information security policies and procedures wherever we do business. Such information security policies and procedures include data encryption, controls over the disclosure and safekeeping of confidential information, as well as employee awareness training. Moreover, we monitor competitive developments and defend against infringements on our intellectual property rights.

*Trademarks.* AOPlus<sup>®</sup>, AOPlus<sup>®</sup>2, AOPlus<sup>®</sup>3, Ateva<sup>®</sup>, Avicor<sup>®</sup>, BriteCoat<sup>®</sup>, Celanese<sup>®</sup>, Celanex<sup>®</sup>, Celcon<sup>®</sup>, CelFX<sup>™</sup>, Celstran<sup>®</sup>, Celvolit<sup>®</sup>, Clarifoil<sup>®</sup>, Compel<sup>®</sup>, Duroset<sup>®</sup>, EcoVAE<sup>®</sup>, Factor<sup>®</sup>, Fortron<sup>®</sup>, GUR<sup>®</sup>, Hostaform<sup>®</sup>, Impet<sup>®</sup>, Mowilith<sup>®</sup>, Nutrinova<sup>®</sup>, Qorus<sup>™</sup>, Riteflex<sup>®</sup>, Sunett<sup>®</sup>, TCX<sup>™</sup>, Thermx<sup>®</sup>, TufCOR<sup>®</sup>, Vandar<sup>®</sup>, VAntage<sup>®</sup>, VAntagePlus<sup>™</sup>, VAntage<sup>®</sup>2, Vectra<sup>®</sup>, Vinamul<sup>®</sup>, VitalDose<sup>®</sup>, Zenite<sup>®</sup> and certain other branded products and services named in this document are registered or reserved trademarks or service marks owned or licensed by Celanese. The foregoing is not intended to be an exhaustive or comprehensive list of all registered or reserved trademarks and service marks owned or licensed by Celanese. Fortron<sup>®</sup> is a registered trademark of Fortron Industries LLC.

Neither Celanese nor any particular business segment is materially dependent upon any one patent, trademark, copyright or trade secret.

#### **Environmental and Other Regulation**

Matters pertaining to environmental and other regulations are discussed in *Item 1A. Risk Factors, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – Accounting for Commitments and Contingencies*, and [Note 15 - Environmental](#) and [Note 23 - Commitments and Contingencies](#) in the accompanying consolidated financial statements.

#### **Employees**

The approximate number of employees employed by Celanese on a continuing basis throughout the world is as follows:

	<b>Employees as of December 31, 2013</b>
<b>North America</b>	
US	2,800
Canada	240
Mexico	670
Total	<b>3,710</b>
<b>Europe</b>	
Germany	1,550
Other Europe	1,070
Total	<b>2,620</b>
<b>Asia</b>	<b>1,030</b>
<b>Rest of World</b>	<b>70</b>
Total	<b>7,430</b>

#### **Backlog**

We do not consider backlog to be a significant indicator of the level of future sales activity. In general, we do not manufacture our products against a backlog of orders. Production and inventory levels are based on the level of incoming orders as well as projections of future demand. Therefore, we believe that backlog information is not material to understanding our overall business and should not be considered a reliable indicator of our ability to achieve any particular level of revenue or financial performance.

#### **Available Information — Securities and Exchange Commission ("SEC") Filings and Corporate Governance Materials**

We make available free of charge, through our internet website (<http://www.celanese.com>), our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as well as ownership reports on Form 3 and Form 4, as soon as reasonably practicable after electronically filing such material with, or furnishing it to, the SEC. References to our website in this report are provided as a convenience, and the information on our website is not, and shall not be deemed to be a part of this report or incorporated into any other filings we make with the SEC. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers, including Celanese Corporation, that electronically file with the SEC at <http://www.sec.gov>.

We also make available free of charge, through our website, our Corporate Governance Guidelines of our Board of Directors and the charters of each of the committees of the Board.

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

*Many factors could have an effect on our financial condition, cash flows and results of operations. We are subject to various risks resulting from changing economic, environmental, political, industry, business, financial and regulatory conditions. The factors described below represent our principal risks.*

### **Risks Related to Our Business**

***We are a company with operations around the world and are exposed to general economic, political and regulatory conditions and risks in the countries in which we have significant operations.***

We operate globally and have customers in many countries. Our major facilities are primarily located in North America, Europe and Asia, and we hold interests in affiliates that operate in the US, Germany, China, Japan, Malaysia, South Korea and Saudi Arabia. Our principal customers are similarly global in scope, and the prices of our most significant products are typically regional or world market prices. Also, our operations in certain foreign jurisdictions are subject to nationalization and expropriation risk, and some of our contractual relationships within these jurisdictions are subject to cancellation without full compensation for loss. In certain cases where we benefit from local government subsidies or other undertakings, such benefits are subject to the solvency of local government entities and are subject to termination without meaningful recourse or remedies. Consequently, our business and financial results are affected, directly and indirectly, by world economic, political and regulatory conditions.

In addition, conditions such as the uncertainties associated with war, terrorist activities, civil unrest, epidemics, pandemics, weather, natural disasters, the effects of climate change or political instability in any of the countries in which we operate or have significant customers or suppliers could affect us by causing delays or losses in the supply or delivery of raw materials and products, as well as increasing security costs, insurance premiums and other expenses. These conditions could also result in or lengthen economic recession in the US, Europe, Asia or elsewhere.

Failure to comply with applicable laws, rules, regulations or court decisions could expose us to fines, penalties and other costs. Moreover, changes in laws or regulations, such as unexpected changes in regulatory requirements (including import or export licensing requirements), or changes in reporting requirements of the US, Canadian, Mexican, German, European Union ("EU") or Asian governmental agencies, could increase the cost of doing business in these regions. Any of these conditions may have an effect on our business and financial results as a whole and may result in volatile current and future prices for our securities, including our stock.

In particular, we have invested significant resources in China and other Asian countries. This region's growth may slow, and we may fail to realize the anticipated benefits associated with our investment there and our financial results may be adversely impacted.

In addition, we have significant operations and financial relationships based in Europe. Historically sales originating in Europe have accounted for over one-third of our net sales and more than 40% in 2013. Adverse conditions in the European economy may negatively impact our overall financial results due to reduced economic growth and resulting decreased end-use customer demand.

As of December 31, 2013, we held \$219 million in cash in Europe. This cash is primarily invested in deposits in several European banks, a European money market fund that invests only in highly rated and liquid European sovereign debt and a US Treasury money market fund. The allocation of the cash invested in each of these options fluctuates based on market conditions. As of December 31, 2013, we also had \$106 million of direct investments in European sovereign debt and corporate bonds in our pension funds, accounting for less than 4% of our total pension fund assets, which may be affected if there are adverse conditions in the European economy. Finally, our ability to access additional liquidity from European financial institutions in the future may also be impaired.

***We are subject to risks associated with the increased volatility in the prices and availability of key raw materials and energy, which could have a significant adverse effect on the margins of our products and our financial results.***

We purchase significant amounts of ethylene, methanol, carbon monoxide and natural gas from third parties primarily for use in our production of basic chemicals in the Acetyl Intermediates segment, principally acetic acid, VAM and formaldehyde. We use a portion of our output of these chemicals, in turn, as inputs in the production of downstream products in all our business segments. We also purchase some of these raw materials for use in our Industrial Specialties segment, primarily for VAE emulsions and EVA production, as well as significant amounts of wood pulp for use in our production of cellulose acetate in



our Consumer Specialties segment. The price of many of these items is dependent on the available supply of that item and may increase significantly as a result of natural disasters, plant or production disruptions, strikes or other labor unrest, war or other outbreak of hostilities or terrorism, breakdown or degradation of transportation infrastructure used for delivery of strategic raw materials and energy commodities, or changes in laws or regulations. In particular, to the extent of our vertical integration in the production of chemicals, shortages in the availability of raw material chemicals, such as natural gas, ethylene and methanol, or the loss of our dedicated supplies of carbon monoxide, may have an increased adverse impact on us as it can cause a shortage in intermediate and finished products. Such shortages would adversely impact our ability to produce certain products and increase our costs resulting in reduced margins and adverse financial results.

We are exposed to volatility in the prices of our raw materials and energy. Although we have long-term supply agreements, multi-year purchasing and sales agreements and forward purchase contracts providing for the supply of ethylene, methanol, carbon monoxide, wood pulp, natural gas and electricity, the contractual prices for these raw materials and energy can vary with economic conditions and may be highly volatile. In addition to the factors noted above that may impact supply or price, factors that have caused volatility in our raw material prices in the past and which may do so in the future include:

- Shortages of raw materials due to increasing demand, e.g., from growing uses or new uses;
- Capacity constraints, e.g., due to construction delays, labor disruption, involuntary shutdowns or turnarounds;
- The inability of a supplier to meet our delivery orders or a supplier's choice not to fulfill orders or to terminate a supply contract or our inability to obtain or renew supply contracts on favorable terms;
- The general level of business and economic activity; and
- The direct or indirect effect of governmental regulation (including the impact of government regulation relating to climate change).

If we are not able to fully offset the effects of higher energy and raw material costs through price increases, productivity improvements or cost reduction programs, or if such commodities become unavailable, it could have a significant adverse effect on our ability to timely and profitably manufacture and deliver our products resulting in reduced margins and adverse financial results.

We have a practice of maintaining, when available, multiple sources of supply for materials. However, some of our individual plants may have single sources of supply for some of their raw materials, such as carbon monoxide, steam and ethylene. Although we have been able to obtain sufficient supplies of raw materials, there can be no assurance that unforeseen developments will not affect our raw material supply. Even if we have multiple sources of supply for a raw material, there can be no assurance that these sources can make up for the loss of a major supplier. It is also possible profitability will be adversely affected if we are required to qualify additional sources of supply to our specifications in the event of the loss of a sole supplier.

A portion of our supply of methanol in North America is currently obtained under a contract expiring in 2015. We are currently constructing a methanol plant in the US that we anticipate will be operational in the second half of 2015 to replace the majority of the methanol obtained under that contract. We have secured a bridge supply agreement that will supply us with methanol through the end of 2015.

***Production at our manufacturing facilities could be disrupted for a variety of reasons, which could prevent us from producing enough of our products to maintain our sales and satisfy our customers' demands.***

A disruption in production at one or more of our manufacturing facilities could have a material adverse effect on our business. Disruptions could occur for many reasons, including fire, natural disasters, weather, unplanned maintenance or other manufacturing problems, disease, strikes or other labor unrest, transportation interruption, government regulation, political unrest or terrorism. Alternative facilities with sufficient capacity or capabilities may not be available, may cost substantially more or may take a significant time to start production, each of which could negatively affect our business and financial performance. If one of our key manufacturing facilities is unable to produce our products for an extended period of time, our sales may be reduced by the shortfall caused by the disruption and we may not be able to meet our customers' needs, which could cause them to seek other suppliers. In particular, production disruptions at our manufacturing facilities that produce chemicals used as inputs in the production of chemicals in other business segments, such as acetic acid, VAM and formaldehyde, could have a more significant adverse effect on our business and financial performance and results of operation to the extent of such vertical integration. Furthermore, to the extent a production disruption occurs at a manufacturing facility that has been operating at or near full capacity, the resulting shortage of our product could be particularly harmful because production at the manufacturing facility may not be able to reach levels achieved prior to the disruption.

***Failure to develop new products and production technologies or to implement productivity and cost reduction initiatives successfully may harm our competitive position.***

Our operating results depend significantly on the development of commercially viable new products, product grades and applications, as well as process technologies, free of any legal restrictions. If we are unsuccessful in developing new products, applications and production processes in the future, our competitive position and operating results may be negatively affected. However, as we invest in new technology, we face the risk of unanticipated operational or commercialization difficulties, including an inability to obtain necessary permits or governmental approvals, the development of competing technologies, failure of facilities or processes to operate in accordance with specifications or expectations, construction delays, cost over-runs, the unavailability of financing, required materials or equipment and various other factors. Likewise, we have undertaken and are continuing to undertake initiatives in all business segments to improve productivity and performance and to generate cost savings. These initiatives may not be completed or beneficial or the estimated cost savings from such activities may not be realized.

***Our business exposes us to potential product liability claims and recalls, which could adversely affect our financial condition and performance.***

The development, manufacture and sales of specialty chemical products by us, including products produced for the food and beverage, cigarette, automobile, aerospace, medical device and pharmaceutical industries, involve a risk of exposure to product liability claims, product recalls, product seizures and related adverse publicity. A product liability claim or judgment against us could also result in substantial and unexpected expenditures, affect consumer or customer confidence in our products, and divert management's attention from other responsibilities. Although we maintain product liability insurance, there can be no assurance that this type or the level of coverage is adequate or that we will be able to continue to maintain our existing insurance or obtain comparable insurance at a reasonable cost, if at all. A product recall or a partially or completely uninsured judgment against us could have a material adverse effect on our results of operations or financial condition. Although we have standard contracting policies and controls, we may not always be able to contractually limit our exposure to third party claims should our failure to perform result in downstream supply disruptions or product recalls.

***We could be subject to damages based on claims brought against us by our customers or lose customers as a result of the failure of our products to meet certain quality specifications.***

Our products provide important performance attributes to our customers' products. If a product fails to perform in a manner consistent with quality specifications, a customer could seek replacement of the product or damages for costs incurred as a result of the product failing to perform as guaranteed. A successful claim or series of claims against us could have a material adverse effect on our financial condition and results of operations and could result in a loss of one or more key customers.

***Our future success depends in part on our ability to protect our intellectual property rights. Our inability to protect and enforce these rights could reduce our ability to maintain our industry position and our profit margins.***

We attach importance to our patents, trademarks, copyrights, know-how and trade secrets in order to protect our investment in research and development, and competitive commercial positions in manufacturing and marketing of our products. We have also adopted internal policies for protecting our know-how and trade secrets. In addition, we sometimes license patents and other technology from third parties. Our practice is to seek patent or trade secret protection for significant developments that provide us competitive advantages and freedom to practice for our businesses. Patents may cover catalysts, processes, products, intermediate products and product uses. These patents are usually filed throughout the world and provide varying periods and scopes of protection based on the filing date and the type of patent application. The legal life and scope of protection provided by a patent may vary among those countries in which we seek protection. As patents expire, the catalysts, processes and products described and claimed in those patents generally may become available for use by the public subject to our continued protection for associated know-how and trade secrets. We also seek to register trademarks as a means of protecting the brand names of our products, which brand names become more important once the corresponding product or process patents have expired. We operate in regions of the world where intellectual property protection may be limited and difficult to enforce and our continued growth strategy may bring us to additional regions with similar challenges. If we are not successful in protecting or maintaining our patent, license, trademark or other intellectual property rights, our revenues, results of operations and cash flows may be adversely affected.

***Our business is exposed to risks associated with the creditworthiness of our suppliers, customers and business partners and the industries in which our suppliers, customers and business partners participate are cyclical in nature, both of which may adversely affect our business and results of operations.***

Some of the industries in which our end-use customers participate, such as the automotive, electrical, construction and textile industries, are highly competitive, to a large extent driven by end-use applications, and may experience overcapacity, all of which may affect demand for and pricing of our products. Our business is exposed to risks associated with the creditworthiness of our key suppliers, customers and business partners and reductions in demand for our customers' products. These risks include the interruption of production at the facilities of our customers, the reduction, delay or cancellation of customer orders, delays in or the inability of customers to obtain financing to purchase our products, delays in or interruptions of the supply of raw materials we purchase and bankruptcy of customers, suppliers or other creditors. In addition, many of these industries are cyclical in nature, thus posing risks to us that vary throughout the year. The occurrence of any of these events may adversely affect our cash flow, profitability and financial condition. Furthermore, adverse conditions in the European economy could increase the likelihood and impact of these events for our European customers by potentially limiting end-use customer demand and restricting our customers' access to capital, which could continue to negatively affect our financial results.

***Environmental regulations and other obligations relating to environmental matters could subject us to liability for fines, clean-ups and other damages, require us to incur significant costs to modify our operations and increase our manufacturing and delivery costs.***

Costs related to our compliance with environmental laws and regulations, and potential obligations with respect to sites currently or formerly owned or operated by us, may have a significant negative impact on our operating results. We also have obligations related to the indemnity agreement contained in the demerger and transfer agreement between Celanese GmbH and Hoechst AG for environmental matters arising out of certain divestitures that took place prior to the demerger.

Our operations are subject to extensive international, national, state, local and other laws and regulations that govern environmental and health and safety matters. We incur substantial capital and other costs to comply with these requirements. If we violate any one of those laws or regulations, we can be held liable for substantial fines and other sanctions, including limitations on our operations as a result of changes to or revocations of environmental permits involved. Stricter environmental, safety and health laws and regulations could result in substantial costs and liabilities to us or limitations on our operations.

We are currently impacted by the National Emission Standard for Hazardous Air Pollutants for Industrial, Commercial, and Institutional Boilers and Process Heaters ("Boiler MACT"), which was published by the Environmental Protection Agency ("EPA") in the Federal Register on March 21, 2011 and revised on December 20, 2012. The Boiler MACT regulation requires us to make significant capital expenditures to comply with stricter emissions requirements for industrial boilers and process heaters at our Narrows, Virginia facility. Consequently, compliance with these laws and regulations may negatively affect our earnings and cash flows in a particular reporting period. See *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources* for further information related to the Boiler MACT project.

***Changes in environmental, health and safety regulations in the jurisdictions where we manufacture and sell our products could lead to a decrease in demand for our products.***

New or revised governmental regulations and independent studies relating to the effect of our products on health, safety or the environment may affect demand for our products and the cost of producing our products.

In June 2009, the California Office of Environmental Health Hazard Assessment ("OEHHA") formally proposed to add VAM, along with 11 other substances, to a list of chemicals "known to the state of California" to cause cancer. OEHHA is required to maintain this list under the Safe Drinking Water and Toxic Enforcement Act of 1986 ("Proposition 65"). Celanese successfully defeated the attempt to list VAM through a judicial challenge that is now final, and OEHHA has withdrawn VAM from its list of proposed chemicals for the Proposition 65 list. However, OEHHA initially proposed VAM to the Proposition 65 list as a result of a lawsuit by an environmental group. Activists may again seek to require OEHHA to consider listing VAM or other chemicals we produce on the Proposition 65 list. In addition, VAM or other chemicals we produce may be classified in other jurisdictions in a manner that would adversely affect demand for such products.

We are a producer of formaldehyde and plastics derived from formaldehyde. Several studies have investigated possible links between formaldehyde exposure and various end points including leukemia. The International Agency for Research on Cancer ("IARC"), a private research agency, has reclassified formaldehyde from Group 2A (probable human carcinogen) to Group 1 (known human carcinogen) based on studies linking formaldehyde exposure to nasopharyngeal cancer, a rare cancer in humans.

In October 2009, IARC also concluded based on a recent study that there is sufficient evidence for a causal association between formaldehyde and the development of leukemia. We expect the results of IARC's review will be examined and considered by government agencies with responsibility for setting worker and environmental exposure standards and labeling requirements.

Other pending initiatives potentially will require toxicological testing and risk assessments of a wide variety of chemicals, including chemicals used or produced by us. These initiatives include the Voluntary Children's Chemical Evaluation Program, High Production Volume Chemical Initiative and expected modifications to the Toxic Substances Control Act ("TSCA") in the US, as well as various European Commission programs, such as the Registration, Evaluation, Authorization and Restriction of Chemicals ("REACH").

The above-mentioned assessments in the US and Europe may result in heightened concerns about the chemicals involved and additional requirements being placed on the production, handling, labeling or use of the subject chemicals. Such concerns and additional requirements could also increase the cost incurred by our customers to use our chemical products and otherwise limit the use of these products, which could lead to a decrease in demand for these products. Such a decrease in demand would likely have an adverse impact on our business and results of operations.

***Our production facilities, including facilities we own and/ or operate, handle the processing of some volatile and hazardous materials that subject us to operating and other risks that could have a negative effect on our operating results.***

Our operations are subject to operating and other risks associated with chemical manufacturing, including the related storage and transportation of raw materials, finished products and waste. These risks include, among other things, pipeline and storage tank leaks and ruptures, explosions and fires and discharges or releases of toxic or hazardous substances.

These operating and other risks can cause personal injury, property damage, third-party damages and environmental contamination, and may result in the shutdown of affected facilities and the imposition of civil or criminal penalties. The occurrence of any of these events may disrupt production and have a negative effect on the productivity and profitability of a particular manufacturing facility, our operating results and cash flows.

***US federal regulations aimed at increasing security at certain chemical production plants and similar legislation that may be proposed in the future, if passed into law, may increase our operating costs and cause an adverse effect on our results of operations.***

Regulations are being implemented by the US Department of Homeland Security ("DHS") aimed at decreasing the risk, and effects, of potential terrorist attacks on chemical plants located within the US. Pursuant to these regulations, these goals would be accomplished in part through the requirement that certain high-priority facilities develop a prevention, preparedness, and response plan after conducting a vulnerability assessment. In addition, companies may be required to evaluate the possibility of using less dangerous chemicals and technologies as part of their vulnerability assessments and security plans and implementing feasible safer technologies in order to minimize potential damage to their facilities from a terrorist attack. We cannot determine with certainty the costs associated with any security measures that DHS may require.

***We are subject to risks associated with possible climate change legislation, regulation and international accords.***

Greenhouse gas emissions have become the subject of a large amount of international, national, regional, state and local attention. For example, the EPA has promulgated rules concerning greenhouse gas emissions. In addition, regulation of greenhouse gas also could occur pursuant to future US treaty obligations, statutory or regulatory changes under the Clean Air Act or new climate change legislation. In addition, cap and trade initiatives to limit greenhouse gas emissions have been introduced in the EU.

While not all are likely to become law, many countries are considering or have implemented regulatory programs to reduce greenhouse gas emissions. Future environmental legislative and regulatory developments related to climate change are possible, which could materially increase operating costs in the chemical industry and thereby increase our manufacturing and delivery costs.

***Our business and financial results may be adversely affected by various legal and regulatory proceedings.***

We are subject to legal and regulatory proceedings, lawsuits and claims in the normal course of business and could become subject to additional claims in the future, some of which could be material. The outcome of existing proceedings, lawsuits and claims may differ from our expectations because the outcomes of litigation, including regulatory matters, are often difficult to reliably predict. Various factors or developments can lead us to change current estimates of liabilities and related insurance receivables where applicable, or permit us to make such estimates for matters previously not susceptible to reasonable

estimates, such as a significant judicial ruling or judgment, a significant settlement, significant regulatory developments, or changes in applicable law. A future adverse ruling, settlement, or unfavorable development could result in charges that could have a material adverse effect on our business, results of operations or financial condition in any particular period. For a more detailed discussion of our legal proceedings, see *Item 3. Legal Proceedings* below.

***Changes in tax legislation or rates throughout the world could materially impact our results.***

Our future effective tax rate and related tax balance sheet attributes could be impacted by changes in tax legislation throughout the world. In particular, proposed US tax legislation could materially impact our results. Currently, the majority of our revenue is generated from customers located outside of the US, and a substantial portion of our assets and employees are located outside of the US. We have not accrued income taxes or foreign withholding taxes on undistributed earnings for most non-US subsidiaries, because those earnings are intended to be indefinitely reinvested in the operations of those subsidiaries. Certain tax proposals with respect to such earnings could substantially increase our tax expense, which would substantially reduce our income and have a material adverse effect on our results of operations and cash flows from operating activities.

Our future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, expirations of tax holidays, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws and regulations or their interpretation. We are subject to the regular examination of our income tax returns by various tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for taxes. It is possible the outcomes from these examinations will have a material adverse effect on our financial condition and operating results.

***Our significant non-US operations expose us to global exchange rate fluctuations that could adversely impact our profitability.***

Because we conduct a significant portion of our operations outside the US, fluctuations in currencies of other countries, especially the Euro, may materially affect our operating results. For example, changes in currency exchange rates may decrease our profits in comparison to the profits of our competitors whose principal operations are conducted in the US on the same products sold in the same industries and increase the cost of items required in our operations.

A substantial portion of our net sales is denominated in currencies other than the US dollar. In our consolidated financial statements, we translate our local currency financial results into US dollars based on average exchange rates prevailing during a reporting period or the exchange rate at the end of that period. During times of a strengthening US dollar our reported international sales, earnings, assets and liabilities will be reduced because the local currency will translate into fewer US dollars.

In addition to currency translation risks, we incur a currency transaction risk whenever one of our operating subsidiaries enters into a purchase or sales transaction using a currency different from the operating subsidiary's functional currency. Given the volatility of exchange rates, we may not be able to manage our currency transaction and translation risks effectively, and volatility in currency exchange rates may expose our financial condition or results of operations to a significant additional risk. Since a portion of our indebtedness is and will be denominated in currencies other than US dollars, a weakening of the US dollar could make it more difficult for us to repay our indebtedness denominated in foreign currencies unless we have cash flows in those foreign currencies from our foreign operations to repay such indebtedness.

We use financial instruments to hedge certain exposure to foreign currency fluctuations, but we cannot guarantee that our hedging strategies will be effective. In addition, the use of financial instruments creates counterparty settlement risk. Failure to effectively manage these risks could have an adverse impact on our financial position, results of operations and cash flows.

***We are subject to information technology security threats that could materially affect our business.***

We have been and will continue to be subject to advanced persistent information technology security threats. While some unauthorized access to our information technology systems occurs, we believe to date these threats have not had a material impact on our business. We seek to detect and investigate these security incidents and to prevent their recurrence but in some cases we might be unaware of an incident or its magnitude and effects. The theft, mis-use or publication of our intellectual property and/or confidential business information or the compromising of our systems or networks could harm our competitive position, cause operational disruption, reduce the value of our investment in research and development of new products and other strategic initiatives or otherwise adversely affect our business or results of operations. To the extent that any security breach results in inappropriate disclosure of our employees', customers' or vendors' confidential information, we may incur liability as a result. Although we attempt to mitigate these risks by employing a number of measures, including monitoring of

our systems and networks, and maintenance of backup and protective systems, our systems, networks, products and services remain potentially vulnerable to increasingly sophisticated advanced persistent threats that may have a material effect on our business. In addition, the devotion of additional resources to the security of our information technology systems in the future could significantly increase the cost of doing business or otherwise adversely impact our financial results.

***Our success depends upon our ability to attract and retain key employees and the identification and development of talent to succeed senior management.***

Our success depends on our ability to attract and retain key personnel, and we rely heavily on our management team. The inability to recruit and retain key personnel or the unexpected loss of key personnel may adversely affect our operations. In addition, because of our reliance on our management team, our future success depends in part on our ability to identify and develop talent to succeed senior management. The retention of key personnel and appropriate senior management succession planning will continue to be important to the successful implementation of our strategies.

***Significant changes in pension fund investment performance or assumptions relating to pension costs may have a material effect on the valuation of pension obligations, the funded status of pension plans and our pension cost.***

The cost of our pension plans is incurred over long periods of time and involves many uncertainties during those periods of time. Our funding policy for pension plans is to accumulate plan assets that, over the long run, will approximate the present value of projected benefit obligations. Our pension cost is materially affected by the discount rate used to measure pension obligations, the level and value of plan assets available to fund those obligations at the measurement date and the expected long-term rate of return on plan assets. Significant changes in investment performance or a change in the portfolio mix of invested assets will likely result in corresponding increases and decreases in the valuation of plan assets and a change in the discount rate will likely result in an increase or decrease in the valuation of pension obligations. The combined impact of these changes will affect the reported funded status of our pension plans as well as the net periodic pension cost in the following fiscal years. In recent years, an extended duration strategy in the asset portfolio has been implemented in some plans to reduce the influence of liability volatility due to changes in interest rates. If the funded status of a pension plan declines, we may be required to make unscheduled contributions in addition to those contributions for which we have already planned.

***Some of our employees are unionized, represented by workers councils or are subject to local laws that are less favorable to employers than the laws of the US.***

As of December 31, 2013, we had approximately 7,430 employees. Approximately 19% of our 2,800 US based employees are unionized. Our two US based collective bargaining agreements expire in 2014 and 2016. In addition, a large number of our employees are employed in countries in which employment laws provide greater bargaining or other employment rights than the laws of the US. Such employment rights require us to work collaboratively with the legal representatives of the employees to effect any changes to labor agreements. Most of our employees in Europe are represented by workers councils and/or unions that must approve any changes in terms and conditions of employment, including potentially salaries and benefits. They may also impede efforts to restructure our workforce. Although we believe we have a good working relationship with our employees and their legal representatives and the chances are low, a strike, work stoppage, or slowdown by our employees could occur, resulting in a disruption of our operations or higher ongoing labor costs.

***Provisions in our certificate of incorporation and bylaws, as well as any stockholders' rights plan, may discourage a takeover attempt.***

Provisions contained in our certificate of incorporation and bylaws could make it more difficult for a third party to acquire us, even if doing so might be beneficial to our stockholders. Provisions of our certificate of incorporation and bylaws impose various procedural and other requirements, which could make it more difficult for stockholders to effect certain corporate actions. For example, our certificate of incorporation authorizes our Board of Directors to determine the rights, preferences, privileges and restrictions of unissued series of preferred stock, without any vote or action by our stockholders. Thus, our Board of Directors can authorize and issue shares of preferred stock with voting or conversion rights that could adversely affect the voting or other rights of holders of our Series A common stock. These rights may have the effect of delaying or deterring a change of control of our Company. In addition, a change of control of our Company may be delayed or deterred as a result of our having three classes of directors (each class elected for a three year term) or as a result of any stockholders' rights plan that our Board of Directors may adopt. These provisions could limit the price that certain investors might be willing to pay in the future for shares of our Series A common stock.

***We may incur significant charges in the event we close or divest all or part of a manufacturing plant or facility.***

We periodically assess our manufacturing operations in order to manufacture and distribute our products in the most efficient manner. Based on our assessments, we may make capital improvements to modernize certain units, move manufacturing or distribution capabilities from one plant or facility to another plant or facility, discontinue manufacturing or distributing certain products or close or divest all or part of a manufacturing plant or facility. We also have shared services agreements at several of our plants and if such agreements are terminated or revised, we would assess and potentially adjust our manufacturing operations. The closure or divestiture of all or part of a manufacturing plant or facility could result in future charges that could be significant. See [Note 4 - Acquisitions, Dispositions, Ventures and Plant Closures](#) in the accompanying consolidated financial statements for further information.

***We may not be able to complete future acquisitions or successfully integrate future acquisitions into our business, which could adversely affect our business or results of operations.***

As part of our growth strategy, we intend to pursue acquisitions and joint venture opportunities. Successful accomplishment of this objective may be limited by the availability and suitability of acquisition candidates and by our financial resources, including available cash and borrowing capacity. Acquisitions involve numerous risks, including difficulty determining appropriate valuation, integrating operations, technologies, services and products of the acquired lines or businesses, personnel turnover and the diversion of management's attention from other business matters. In addition, we may be unable to achieve anticipated benefits from these acquisitions in the time frame that we anticipate, or at all, which could adversely affect our business or results of operations.

***The insurance coverage that we maintain may not fully cover all operational risks.***

We maintain property, business interruption and casualty insurance but such insurance may not cover all of the risks associated with the hazards of our business and is subject to limitations, including deductibles and maximum liabilities covered. We may incur losses beyond the limits, or outside the coverage, of our insurance policies, including liabilities for environmental remediation. In the future, the types of insurance we obtain and the level of coverage we maintain may be inadequate or we may be unable to continue to maintain our existing insurance or obtain comparable insurance at a reasonable cost.

***Differences in views with our joint venture participants may cause our joint ventures not to operate according to their business plans, which may adversely affect our results of operations.***

We currently participate in a number of joint ventures and may enter into additional joint ventures in the future. The nature of a joint venture requires us to share control with unaffiliated third parties. Differences in views among joint venture participants may result in delayed decisions or failure to agree on major decisions. If these differences cause the joint ventures to deviate from their business plans or to fail to achieve their desired operating performance, our results of operations could be adversely affected.

#### **Risks Related to Our Indebtedness**

***Our level of indebtedness and other liabilities could diminish our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or the chemicals industry and prevent us from meeting obligations under our indebtedness.***

Our total indebtedness is \$3.1 billion as of December 31, 2013. See [Note 13 - Debt](#) in the accompanying consolidated financial statements for further information. We also have numerous other obligations. See [Note 12 - Noncurrent Other Liabilities](#), [Note 14 - Benefit Obligations](#) and [Note 15 - Environmental](#) in the accompanying consolidated financial statements for further information.

Our level of indebtedness and other liabilities could have important consequences, including:

- Increasing our vulnerability to general economic and industry conditions including exacerbating the impact of any adverse business effects that are determined to be material adverse events under our existing senior credit facilities (the "Amended Credit Agreement");
- Requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on indebtedness and amounts payable in connection with the satisfaction of our other liabilities, therefore reducing our ability to use our cash flow to fund operations, capital expenditures and future business opportunities or pay dividends on our common stock;

- Exposing us to the risk of increased interest rates as certain of our borrowings are at variable rates of interest;
- Limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions and general corporate or other purposes; and
- Limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to our competitors who have less debt.

***We may incur additional indebtedness in the future, which could increase the risks described above.***

Although covenants under the Amended Credit Agreement and the indentures governing the \$600 million in aggregate principal amount of 6.625% Senior Notes due 2018, the \$400 million in aggregate principal amount of 5.875% Senior Notes due 2021, and the \$500 million in aggregate principal amount of 4.625% Senior Notes due 2022 (together, the "Senior Notes") limit our ability to incur certain additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and the indebtedness we could incur in compliance with these restrictions could be significant. To the extent that we incur additional indebtedness, the risks associated with our debt described above, including our possible inability to service our debt, including the Senior Notes, would increase.

***Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly and affect our operating results.***

Certain of our borrowings are at variable rates of interest and expose us to interest rate risk. If interest rates were to increase, our debt service obligations on our variable rate indebtedness would increase. As of December 31, 2013, we had \$790 million, €192 million and CNY470 million of variable rate debt and outstanding US-dollar interest rate swap agreements with a notional value of \$1.1 billion that expire January 2, 2014 and additional US-dollar interest rate swap agreements with notional value of \$500 million that are in effect January 2, 2014 and expire January 2, 2016. These interest rate swap agreements have the economic effect of modifying the US-dollar variable rate obligations into fixed interest obligations. Accordingly, a 1% increase in interest rates would increase annual interest expense by \$6 million.

See *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources, Item 7A. Quantitative and Qualitative Disclosures About Market Risk* below and [Note 21 - Derivative Financial Instruments](#) in the accompanying consolidated financial statements for further information.

***We may not be able to generate sufficient cash to service our indebtedness and may be forced to take other actions to satisfy obligations under our indebtedness, which may not be successful.***

Our ability to make scheduled payments on or to refinance our debt obligations depends on the financial condition and operating performance of our subsidiaries, which are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. The Amended Credit Agreement restricts our ability to dispose of assets and use the proceeds from the disposition. We may not be able to consummate those dispositions or to obtain the proceeds that we could realize from them and these proceeds may not be adequate to meet any debt service obligations then due.

***Restrictive covenants in our debt agreements may limit our ability to engage in certain transactions and may diminish our ability to make payments on our indebtedness or pay dividends.***

The Amended Credit Agreement, the indentures governing the Senior Notes and the Receivables Purchase Agreement (the "Purchase Agreement") governing our receivables securitization facility each contain various covenants that limit our ability to engage in specified types of transactions. The Amended Credit Agreement requires us to maintain a maximum first lien senior secured leverage ratio if there are outstanding borrowings or letters of credit issued under the revolving credit facility. Our ability to meet this financial ratio can be affected by events beyond our control, and we may not be able to meet this test at all.



The Amended Credit Agreement also 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.

In addition, the indentures governing the Senior Notes limit Celanese US's and certain of its subsidiaries' ability to, among other things, incur additional debt; pay dividends or make other restricted payments; consummate specified asset sales; enter into transactions with affiliates; incur liens, impose restrictions on the ability of a subsidiary to pay dividends or make payments to Celanese US and its restricted subsidiaries; merge or consolidate with any other person; and sell, assign, transfer, lease, convey or otherwise dispose of all or substantially all of Celanese US's assets or the assets of its restricted subsidiaries.

The Purchase Agreement also contains covenants including, but not limited to, restrictions on CE Receivables LLC, a wholly-owned, "bankruptcy remote" special purpose subsidiary of the Company, and certain other Company subsidiaries' 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; or engage in other businesses.

Such restrictions in our debt obligations could result in us having to obtain the consent of our lenders and holders of the Senior Notes in order to take certain actions. Disruptions in credit markets may prevent us from obtaining or make it more difficult or more costly for us to obtain such consents. Our ability to expand our business or to address declines in our business may be limited if we are unable to obtain such consents.

A breach of any of these covenants could result in a default, which, if not cured or waived, could have a material adverse effect on our business, financial condition and results of operations. Furthermore, a default under the Amended Credit Agreement could permit lenders to accelerate the maturity of our indebtedness under the Amended Credit Agreement and to terminate any commitments to lend. If we were unable to repay or refinance such indebtedness, the lenders under the Amended Credit Agreement could proceed against the collateral granted to them to secure that indebtedness. Our subsidiaries have pledged a significant portion of our assets as collateral to secure our indebtedness under the Amended Credit Agreement. If the lenders under the Amended Credit Agreement accelerate the repayment of such indebtedness, we may not have sufficient assets to repay such amounts or our other indebtedness, including the Senior Notes. In such event, we could be forced into bankruptcy or liquidation.

***Celanese and Celanese US are holding companies and depend on subsidiaries to satisfy their obligations under the Senior Notes and the guarantee of Celanese US's obligations under the Senior Notes by Celanese.***

As holding companies, Celanese and Celanese US conduct substantially all of their operations through their subsidiaries, which own substantially all of our consolidated assets. Consequently, the principal source of cash to pay Celanese and Celanese US's obligations, including obligations under the Senior Notes and the guarantee of the Celanese US's obligations under the Senior Notes by Celanese, is the cash that our subsidiaries generate from their operations. We cannot assure that our subsidiaries will be able to, or be permitted to, make distributions to enable Celanese US and/or Celanese to make payments in respect of their obligations. Each of our subsidiaries is a distinct legal entity and, under certain circumstances, applicable country or state laws, regulatory limitations and terms of our debt instruments may limit our subsidiaries' ability to distribute cash to Celanese US and Celanese. While the indentures governing the Senior Notes limit the ability of our subsidiaries to put restrictions on paying dividends or making other intercompany payments to us, these limitations are subject to certain qualifications and exceptions, which may have the effect of significantly restricting the applicability of those limits. In the event Celanese US and/or Celanese do not receive distributions from our subsidiaries, Celanese US and/or Celanese may be unable to make required payments on the Senior Notes, the guarantee of Celanese US's obligations under the Senior Notes by Celanese, or our other indebtedness.

**Item 1B. Unresolved Staff Comments**

None.

## Item 2. Properties

### Description of Property

We and our affiliates own or lease numerous production and manufacturing facilities throughout the world. We also own or lease other properties, including office buildings, warehouses, pipelines, research and development facilities and sales offices. We continuously review and evaluate our facilities as a part of our strategy to optimize our business portfolio. The following table sets forth a list of our principal offices, production and other facilities throughout the world as of December 31, 2013.

Site	Leased/Owned	Products/Functions
<b>Corporate Offices</b>		
Budapest, Hungary	Leased	Administrative offices
Irving, Texas, US	Leased	Corporate headquarters
Nanjing, China	Leased	Administrative offices
Shanghai, China	Leased	Administrative offices
Sulzbach, Germany	Leased	Administrative offices
<b>Advanced Engineered Materials</b>		
Auburn Hills, Michigan, US	Leased	Automotive Development Center
Bishop, Texas, US	Owned	POM, GUR <sup>®</sup> ultra-high molecular weight polyethylene, Compounding
Florence, Kentucky, US	Owned	Compounding
Frankfurt am Main, Germany <sup>(1)</sup>	Owned by InfraServ GmbH & Co. Hoechst KG <sup>(8)</sup>	POM, Compounding
Fuji City, Japan	Owned by Polyplastics Co., Ltd. <sup>(8)</sup>	POM, PBT, LCP, Compounding
Jubail, Saudi Arabia	Owned by National Methanol Company <sup>(8)</sup>	MTBE, Methanol
Kaiserslautern, Germany <sup>(1)</sup>	Leased	LFT
Kuantan, Malaysia	Owned by Polyplastics Co., Ltd. <sup>(8)</sup>	POM, Compounding
Nanjing, China <sup>(2)</sup>	Owned	LFT, GUR <sup>®</sup> ultra-high molecular weight polyethylene, Compounding
Oberhausen, Germany <sup>(1)</sup>	Leased	GUR <sup>®</sup> ultra-high molecular weight polyethylene
Shelby, North Carolina, US	Owned	LCP, Compounding
Suzano, Brazil <sup>(1)</sup>	Leased	Compounding
Ulsan, South Korea	Owned by Korea Engineering Plastics Co., Ltd. <sup>(8)</sup>	POM
Wilmington, North Carolina, US	Owned by Fortron Industries LLC <sup>(8)</sup>	PPS
Winona, Minnesota, US	Owned	LFT
<b>Consumer Specialties</b>		
Frankfurt am Main, Germany <sup>(3)</sup>	Owned by InfraServ GmbH & Co. Hoechst KG <sup>(8)</sup>	Sorbates, Sunett <sup>®</sup> sweetener, Qorus <sup>™</sup> sweetener system
Kunming, China	Leased by Kunming Cellulose Fibers Co. Ltd. <sup>(5)</sup>	Acetate tow
Lanaken, Belgium	Owned	Acetate tow
Nantong, China	Owned by Nantong Cellulose Fibers Co. Ltd. <sup>(6)</sup>	Acetate tow, Acetate flake
Narrows, Virginia, US	Owned	Acetate tow, Acetate flake
Ocotlán, Mexico	Owned	Acetate tow, Acetate flake
Spondon, Derby, United Kingdom <sup>(9)</sup>	Owned	Acetate film
Zhuhai, China	Leased by Zhuhai Cellulose Fibers Co. Ltd. <sup>(7)</sup>	Acetate tow

Site	Leased/Owned	Products/Functions
<b>Industrial Specialties</b>		
Boucherville, Quebec, Canada	Owned	Conventional emulsions
Edmonton, Alberta, Canada	Owned	LDPE, EVA
Enoree, South Carolina, US	Owned	Conventional emulsions, VAE emulsions
Frankfurt am Main, Germany <sup>(3)</sup>	Owned by InfraServ GmbH & Co. Hoechst KG <sup>(8)</sup>	Conventional emulsions, VAE emulsions
Geleen, Netherlands	Owned	VAE emulsions
Meredosia, Illinois, US	Owned	Conventional emulsions, VAE emulsions
Nanjing, China <sup>(2)</sup>	Owned	Conventional emulsions, VAE emulsions
Perstorp, Sweden	Owned	Conventional emulsions, VAE emulsions
Tarragona, Spain <sup>(1)</sup>	Leased	Conventional emulsions
Tarragona, Spain	Owned	VAE emulsions
<b>Acetyl Intermediates</b>		
Bay City, Texas, US <sup>(1)</sup>	Leased	VAM
Bishop, Texas, US	Owned	Formaldehyde
Cangrejera, Mexico	Owned	Acetic anhydride, Ethyl acetate
Clear Lake, Texas, US	Owned	Acetic acid, VAM
Frankfurt am Main, Germany <sup>(3)</sup>	Owned by InfraServ GmbH & Co. Hoechst KG <sup>(8)</sup>	Acetaldehyde, VAM, Butyl acetate
Jurong Island, Singapore <sup>(1)</sup>	Leased	Acetic acid, Butyl acetate, Ethyl acetate, VAM
Nanjing, China <sup>(2)</sup>	Owned	Acetic acid, Acetic anhydride, VAM
Pardies, France	Owned	Site is no longer operating
Roussillon, France <sup>(1)</sup>	Leased	Site is no longer operating
Tarragona, Spain <sup>(4)</sup>	Owned by Complejo Industrial Taqsa AIE <sup>(6)</sup>	Site is no longer operating

<sup>(1)</sup> Celanese owns the assets on this site and leases the land through the terms of a long-term land lease.

<sup>(2)</sup> Multiple Celanese business segments conduct operations at the Nanjing facility. Celanese owns the assets on this site. Celanese also owns the land through "land use right grants" for 46 to 50 years with the right to transfer, mortgage or lease such land during the term of the respective land use right grant.

<sup>(3)</sup> Multiple Celanese business segments conduct operations at the Frankfurt Hoechst Industrial Park located in Frankfurt am Main, Germany.

<sup>(4)</sup> Celanese owns the assets on this site and shares ownership in the land. Celanese's ownership percentage in the land is 15%.

<sup>(5)</sup> A Celanese cost method investment. Kunming Cellulose Fibers Co. Ltd. owns the assets on this site and leases the land from China National Tobacco Corporation.

<sup>(6)</sup> A Celanese cost method investment. Nantong Cellulose Fibers Co. Ltd. owns the assets on this site and the land through "land use right grants" with the right to transfer, mortgage or lease such land during the term of the respective land use right grant.

<sup>(7)</sup> A Celanese cost method investment. Zhuhai Cellulose Fibers Co. Ltd. owns the assets on this site and leases the land from China National Tobacco Corporation.

<sup>(8)</sup> A Celanese equity method investment.

<sup>(9)</sup> Celanese no longer manufactures acetate tow and acetate flake at the Spondon, Derby, United Kingdom site as of December 31, 2012.

### Item 3. Legal Proceedings

We are involved in a number of legal and regulatory proceedings, lawsuits, claims and investigations incidental to the normal conduct of our 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 it is named as a defendant. See [Note 15 - Environmental](#) and [Note 23 - Commitments and Contingencies](#) in the accompanying consolidated financial statements for a discussion of environmental matters and commitments and contingencies related to legal and regulatory proceedings.

### Item 4. Mine Safety Disclosures

None.

### Executive Officers of the Registrant

The names, ages and biographies of our executive officers as of February 7, 2014 are as follows:

Name	Age	Position
Mark C. Rohr	62	Chairman of the Board of Directors and Chief Executive Officer, President
Steven M. Sterin	42	Senior Vice President and Chief Financial Officer
Christopher W. Jensen	47	Senior Vice President, Finance
Lori A. Johnston	49	Senior Vice President, Human Resources
Gjon N. Nivica, Jr.	49	Senior Vice President, General Counsel and Corporate Secretary
Jay C. Townsend	55	Senior Vice President, Business Strategy Development and Procurement

**Mark C. Rohr** has been our Chairman of the Board of Directors and Chief Executive Officer and President since April 2012 and a member of our board of directors since April 2007. He served as a director and as the Executive Chairman of Albemarle Corporation, a global developer, manufacturer and marketer of highly-engineered specialty chemicals, from September 2011 until February 2012 and previously had served as the Chairman from 2008 to 2011, President from 2000 to 2010, Chief Operating Officer from 2000 to 2002 and Chief Executive Officer from 2002 to 2011 of Albemarle. Prior to that, Mr. Rohr served as Executive Vice President - Operations of Albemarle. Before joining Albemarle, Mr. Rohr held leadership roles with companies including Occidental Chemical Corporation and The Dow Chemical Company. Mr. Rohr has served on the board of directors of Ashland Inc. since 2008, and has served as a member of its audit committee and the environmental, health & safety committee. He also serves as Vice Chairman of the board of directors and chairman of the Finance, Audit and Membership Committee of the American Chemical Council. Mr. Rohr received a bachelor's degree in chemistry and chemical engineering from Mississippi State University.

**Steven M. Sterin** has served as our Senior Vice President and Chief Financial Officer since July 2007. Mr. Sterin previously led our fuel ethanol projects from November 2010 to January 2013 and served as our Vice President, Controller and Principal Accounting Officer from September 2005 to July 2007 and Director of Finance for Celanese Chemicals from 2003 to 2005 and Controller of Celanese Chemicals from 2004 to 2005. Prior to joining Celanese, Mr. Sterin worked for Reichhold, Inc., a subsidiary of Dainippon Ink and Chemicals, Incorporated, beginning in 1997. There he held a variety of leadership positions in the finance organization before serving as Treasurer from 2000 to 2001 and later as Vice President of Finance, Coating Resins from 2001 to 2003. Mr. Sterin began his career at Price Waterhouse LLP, an assurance, tax and advisory services firm, currently known as PricewaterhouseCoopers LLP. Mr. Sterin, a Certified Public Accountant, graduated from the University of Texas at Austin in May 1995, receiving both a bachelor's degree in business and a master's degree in professional accounting.

**Christopher W. Jensen** has served as our Senior Vice President, Finance since April 2011. From August 2010 to April 2011, Mr. Jensen served as our Senior Vice President, Finance and Treasurer. Prior to August 2010, Mr. Jensen served as our Vice President and Corporate Controller from March 2009 to July 2010. From May 2008 to February 2009, he served as Vice President of Finance and Treasurer. In his current capacity, Mr. Jensen has global responsibility for corporate finance, treasury operations, insurance risk management, pensions, global business services, corporate accounting, tax and general ledger accounting. Mr. Jensen was previously the Assistant Corporate Controller from March 2007 through April 2008, where he was responsible for SEC reporting, internal reporting, and technical accounting. In his initial role at Celanese from October 2005 through March 2007, he built and directed the Company's technical accounting function. From August 2004 to October 2005, Mr. Jensen worked in the inspections and registration division of the Public Company Accounting Oversight Board. He spent

13 years of his career at PricewaterhouseCoopers LLP, an assurance, tax and advisory services firm, in various positions in both the auditing and mergers & acquisitions groups. Mr. Jensen earned bachelor's and master's degrees in accounting from Brigham Young University and is a Certified Public Accountant.

**Lori A. Johnston** has served as our Senior Vice President, Human Resources since October 2012. Prior to joining Celanese, she was the Vice President, International Human Resources for Amgen, Inc., a biotechnology medicines company, and had served in various human resources positions of increasing importance with Amgen since 2001, except from January 2006 to April 2007 when she served as the Human Resources and Communications Director of the Michael and Susan Dell Foundation. Before joining Amgen, Ms. Johnston held a variety of leadership positions beginning in 1990 at Dell, Inc., a global information technology company, before serving as the Human Resources Director, Home and Small Business, from 1997 to 2001. Ms. Johnston earned a master's of human sciences degree from Our Lady of the Lake University and a bachelor's degree in psychology from the University of Central Oklahoma.

**Gjon N. Nivica, Jr.** has served as our Senior Vice President, General Counsel and Corporate Secretary since April 2009. Mr. Nivica previously served as Deputy General Counsel to Honeywell International Inc., a global technology and manufacturing leader, and Vice President and General Counsel of the Honeywell Transportation Systems business group from 2005 to 2009. Prior to that time, he was the Vice President and General Counsel of Honeywell Aerospace Electronic Systems from 2002 to 2005 and of Honeywell Engines Systems and Services from 1996 to 2002. Mr. Nivica began his career in 1989 as a corporate associate in the Los Angeles office of Gibson, Dunn & Crutcher, a global law firm, where he specialized in acquisitions, divestitures and general corporate and securities work, before becoming Mergers & Acquisitions Senior Counsel to AlliedSignal Aerospace Inc. from 1994 to 1996. Mr. Nivica received his J.D., magna cum laude, from Boston University Law School.

**Jay C. Townsend** has served as our Senior Vice President, Business Strategy Development and Procurement since 2010. In addition to his current role, Mr. Townsend has led our fuel ethanol projects with the responsibility of capitalizing on TCX<sup>®</sup>, our proprietary advanced technology process for the production of fuel ethanol, since February 2013. Mr. Townsend previously served as our Senior Vice President, Strategy and Business Development from 2007 to 2010, and as our Vice President of Business Strategy and Development from 2005 to 2006. Mr. Townsend joined Celanese in 1986 as a Business Analyst and has held several roles of increasing responsibility within the US and Europe. Mr. Townsend received his bachelor's degree in international finance from Widener University in 1980.

## PART II

### Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Market Information

Our Series A common stock has traded on the New York Stock Exchange under the symbol "CE" since January 21, 2005. The closing sale price of our Series A common stock, as reported by the New York Stock Exchange, on February 3, 2014 was \$48.83. The following table sets forth the high and low intraday sales prices per share of our Series A common stock, as reported by the New York Stock Exchange, and the dividends declared per share on our Series A common stock for the periods indicated.

	Price Range		Dividends Declared
	High	Low	
	(In \$ per share)		
<b>2013</b>			
Quarter ended March 31, 2013	50.68	42.03	0.075
Quarter ended June 30, 2013	51.58	41.55	0.090
Quarter ended September 30, 2013	53.00	44.49	0.180
Quarter ended December 31, 2013	58.56	51.21	0.180
<b>2012</b>			
Quarter ended March 31, 2012	52.59	42.25	0.060
Quarter ended June 30, 2012	49.80	33.24	0.060
Quarter ended September 30, 2012	43.18	32.77	0.075
Quarter ended December 31, 2012	45.31	34.96	0.075

#### Holders

No shares of Celanese's Series B common stock and no shares of Celanese's 4.25% convertible perpetual preferred stock ("Preferred Stock") are issued and outstanding. As of February 3, 2014, there were 34 holders of record of our Series A common stock. By including persons holding shares in broker accounts under street names, however, we estimate we have approximately 59,326 beneficial holders.

#### Dividend Policy

Our Board of Directors has a policy of declaring, subject to legally available funds, a quarterly cash dividend on each share of our Series A common stock as determined in its sole discretion. Our Board of Directors may, at any time, modify or revoke our dividend policy on our Series A common stock.

On February 6, 2014, we declared a cash dividend of \$0.18 per share on our Series A common stock amounting to \$28 million. The cash dividend was for the period from November 1, 2013 to January 31, 2014 and will be paid on February 28, 2014 to holders of record as of February 17, 2014.

The amount available to us to pay cash dividends is restricted by our Amended Credit Agreement and the Senior Notes. Any decision to declare and pay dividends in the future will be made at the discretion of our Board of Directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our Board of Directors may deem relevant.

### Celanese Purchases of its Equity Securities

The table below sets forth information regarding repurchases of our Series A common stock during the three months ended December 31, 2013:

Period	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares Remaining that may be Purchased Under the Program <sup>(2)</sup>
October 1 - 31, 2013	463,212	\$ 55.69	384,708	\$ 268,000,000
November 1 - 30, 2013	691,282	\$ 57.11	691,282	\$ 229,000,000
December 1 - 31, 2013	23,403	\$ 54.60	13,870	\$ 228,000,000
Total	<u>1,177,897</u>		<u>1,089,860</u>	

<sup>(1)</sup> Includes 78,504 and 9,533 for October and December 2013, respectively, related to shares withheld from employees to cover their statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock units.

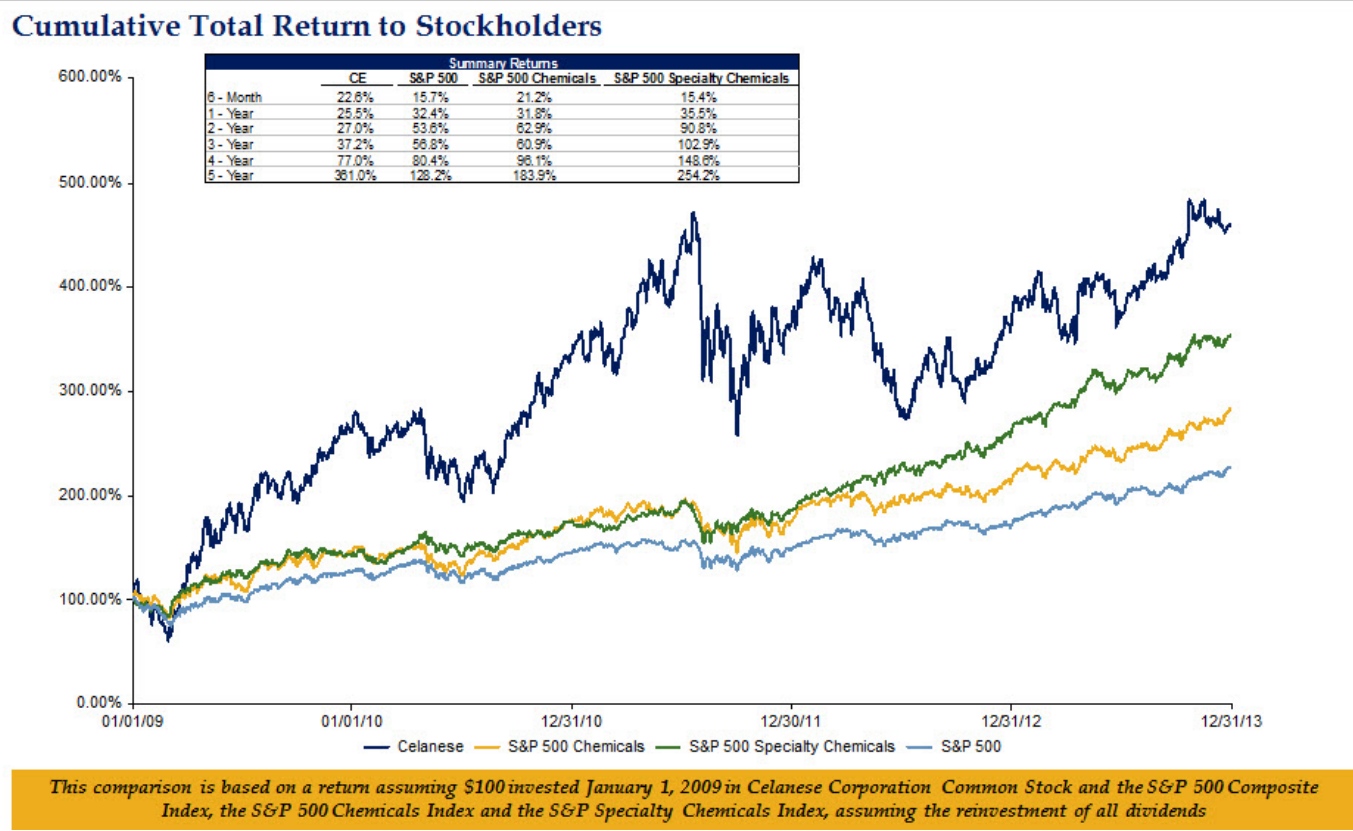
<sup>(2)</sup> Our Board of Directors authorized the repurchase of our Common Stock as follows:

	Authorized Amount
	(In \$ millions)
February 2008	400
October 2008	100
April 2011	129
October 2012	264
As of December 31, 2013	<u>893</u>

**Performance Graph**

The following Performance Graph and related information shall not be deemed "soliciting material" or to be "filed" with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

**Comparison of Cumulative Total Return**



**Recent Sales of Unregistered Securities**

Our deferred compensation plan offers certain of our senior employees and directors the opportunity to defer a portion of their compensation in exchange for a future payment amount equal to their deferrals plus or minus certain amounts based upon the market-performance of specified measurement funds selected by the participant. These deferred compensation obligations may be considered securities of Celanese. Participants were required to make deferral elections under the plan prior to January 1 of the year such deferrals will be withheld from their compensation. We relied on the exemption from registration provided by Section 4(2) of the Securities Act in making this offer to a select group of employees, fewer than 35 of which were non-accredited investors under the rules promulgated by the Securities and Exchange Commission.



**Item 6. Selected Financial Data**

The balance sheet data as of December 31, 2013 and 2012, and the statements of operations data for the years ended December 31, 2013, 2012 and 2011, all of which are set forth below, are derived from the consolidated financial statements included elsewhere in this Annual Report and should be read in conjunction with those financial statements and the notes thereto. The balance sheet data as of December 31, 2011, 2010 and 2009 and the statements of operations data for the years ended December 31, 2010 and 2009 shown below were derived from previously issued financial statements, adjusted for applicable discontinued operations and the change in accounting policy for defined benefit pension plans and other postretirement benefit plans described below.

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

Effective January 1, 2013, we elected to change our policy for recognizing actuarial gains and losses and changes in the fair value of plan assets for our defined benefit pension plans and other postretirement benefit plans. We now immediately recognize in operating results net actuarial gains and losses and the change in fair value of plan assets annually in the fourth quarter of each fiscal year and whenever a plan is required to be remeasured. The remaining components of our net periodic benefit cost are recorded on a quarterly basis. For further discussion, see [Note 2 - Summary of Accounting Policies](#) and [Note 14 - Benefit Obligations](#) in the accompanying consolidated financial statements.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(In \$ millions, except per share data)				
<b>Statement of Operations Data</b>					
Net sales	6,510	6,418	6,763	5,918	5,082
Other (charges) gains, net	(158)	(14)	(48)	(46)	(136)
Operating profit	1,508	175	402	398	144
Earnings (loss) from continuing operations before tax	1,609	321	467	433	105
Earnings (loss) from continuing operations	1,101	376	426	361	399
Earnings (loss) from discontinued operations	—	(4)	1	(49)	4
Net earnings (loss) attributable to Celanese Corporation	1,101	372	427	312	403
Earnings (loss) per common share					
Continuing operations — basic	6.93	2.37	2.72	2.31	2.71
Continuing operations — diluted	6.91	2.35	2.68	2.28	2.54
<b>Balance Sheet Data (as of the end of period)</b>					
Total assets	9,018	9,000	8,518	8,281	8,412
Total debt	3,064	3,098	3,017	3,218	3,501
Total Celanese Corporation stockholders' equity	2,699	1,730	1,341	926	586
<b>Other Financial Data</b>					
Depreciation and amortization	305	308	298	287	308
Capital expenditures <sup>(1)</sup>	408	339	364	222	167
Dividends paid per common share <sup>(2)</sup>	0.53	0.27	0.22	0.18	0.16

<sup>(1)</sup> Amounts include accrued capital expenditures. Amounts do not include capital expenditures related to capital lease obligations or capital expenditures related to the relocation and expansion of our POM plant in Kelsterbach. See [Note 24 - Supplemental Cash Flow Information](#) and [Note 27 - Plant Relocation](#) in the accompanying consolidated financial statements.

<sup>(2)</sup> Annual dividends for the year ended December 31, 2013 consist of one quarterly dividend payment of \$0.075 per share, one quarterly dividend payment of \$0.09 per share and two quarterly dividend payments of \$0.18 per share. Annual dividends for the year ended December 31, 2012 consist of two quarterly dividend payments of \$0.06 and two quarterly dividend payments of \$0.075 per share. See [Note 16 - Stockholders' Equity](#) in the accompanying consolidated financial statements.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*In this Annual Report on Form 10-K ("Annual 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 accompanying consolidated financial statements and notes to the consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").*

*Investors are cautioned that the forward-looking statements contained in this section and other parts of this Annual 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 "Forward-Looking Statements" below.*

### **Forward-Looking Statements**

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") and other parts of this Annual 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. Generally, words such as "believe," "expect," "intend," "estimate," "anticipate," "project," "plan," "may," "can," "could," "might," and "will," and similar expressions, as they relate to us are intended to identify forward-looking statements. These statements reflect our current views with respect to future events, are not guarantees of future performance and involve risks and uncertainties that are difficult to predict. Further, certain forward-looking statements are based upon assumptions as to future events that may not prove to be accurate. See "*Special Note Regarding Forward-Looking Statements*" at the beginning of this Annual Report for further discussion.

*Item 1A. Risk Factors* of this Annual Report also contains a description of certain risk factors that you should consider which 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 and wood pulp 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 Annual 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 Annual Report as anticipated, believed, estimated, expected, intended, planned or projected. We neither intend nor assume any obligation to update these forward-looking statements, which speak only as of their dates.

### **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.

In conjunction with our focus on the Celanese brand, the names of our businesses changed to engineered materials (formerly Advanced Engineered Materials), cellulose derivatives (formerly Acetate Products), food ingredients (formerly Nutrinova), emulsion polymers (formerly Emulsions), EVA polymers (formerly EVA Performance Polymers) and intermediate chemistry (formerly Acetyl Intermediates). There has been no change to the names or composition of our business segments.

### **2013 Highlights**

- Our Board of Directors increased our share repurchase authorization to \$400 million. As of December 31, 2013, we had \$228 million remaining under previous authorizations.
- We received all permits, including a final greenhouse gas permit, from the US Environmental Protection Agency for our methanol unit construction project at our Clear Lake, Texas facility. We began construction on the methanol unit and have plans for the unit to become operational in the second half of 2015.
- We ceased all manufacturing operations at our acetic anhydride facility in Roussillon, France and at our vinyl acetate monomer ("VAM") facility in Tarragona, Spain at the end of 2013. We expect savings from these closures to be in the range of \$20 million to \$30 million in 2014.
- We announced the expansion of production capacity under our joint venture agreements with Polyplastics Co., Ltd in Malaysia, Korea Engineering Plastics Co., Ltd. in Korea and Saudi Basic Industries Corporation in Saudi Arabia.

- In July 2013, we announced a 100% increase in our quarterly Series A common stock ("Common Stock") cash dividend, increasing the dividend rate from \$0.09 to \$0.18 per share of Common Stock on a quarterly basis and \$0.36 to \$0.72 per share of Common Stock on an annual basis. The new dividend rate began in August 2013. We previously announced a 20% increase in our quarterly Common Stock cash dividend, increasing the dividend rate from \$0.075 to \$0.09 per share of Common Stock on a quarterly basis and \$0.30 to \$0.36 per share of Common Stock on an annual basis. This new dividend rate was effective for May 2013.
- We signed a Memorandum of Understanding ("MOU") with PetroChina Company Limited to advance the development of synthetic fuel ethanol opportunities in China utilizing our proprietary TCX<sup>®</sup> ethanol process technology.
- We introduced six significant new product platforms from our engineered materials business at K-Fair 2013, the premier global trade fair for the plastics industry, including:
  - Next generation GUR<sup>®</sup> UHMW-PE with step change in material performance and processing efficiencies
  - Hostaform<sup>®</sup> XGC Glass Reinforced POM with superior mechanical properties
  - Fortron<sup>®</sup> ICE PPS with improved productivity and properties
  - Hostaform<sup>®</sup> PTX POM series for flexible applications
  - Hostaform<sup>®</sup> LPT POM for molded fuel tanks
  - Hostaform<sup>®</sup> POM S series expanded to include new XT grades with improved toughness
- We signed an agreement with Mitsui & Co., Ltd., of Tokyo, Japan, to establish a joint venture for the production of methanol at our integrated chemical plant in Clear Lake, Texas. The total investment in the facility is estimated to be \$800 million. Our portion of the investment is estimated to be \$300 million, in addition to previously invested assets at our Clear Lake facility. The planned methanol facility will have an annual capacity of 1.3 million tons.
- We signed a MOU with Pertamina, the state-owned energy company of the Republic of Indonesia, to begin the detailed project planning phase for the development of a fuel ethanol project in Indonesia. The MOU outlines the parties' intentions to establish a joint venture under which we would own a majority share and would license our leading TCX<sup>®</sup> technology to the joint venture under a separate technology licensing agreement. Under the detailed project planning phase of the MOU, we and Pertamina will select the first production location, initiate project permitting and negotiate coal supply and other industrial partner agreements.
- We received the JEC Innovation Award for the first thermoplastic composite tailplane for a helicopter. The new composite tailplane of the AgustaWestland AW169 helicopter results in 15 percent weight reduction from conventional composites and contributes considerably to fuel savings and lower emissions.
- We introduced a new generation of Thermx<sup>®</sup> PCT grades that deliver outstanding initial reflectance and reflectance stability under heat and light as required in light-emitting diode ("LED") lighting packages found in display backlight and general lighting.
- We elected Edward G. Galante to our board of directors. Mr. Galante is a former senior vice president of Exxon Mobil Corporation.

#### **2014 Outlook**

- We expect earnings growth in 2014 to be primarily driven by Celanese-specific initiatives including improving plant operations, upstream and downstream efficiencies and translating innovation into earnings. We anticipate economies around the world to improve in 2014 and to contribute to base business growth. Europe is expected to move into growth territory, China's export and domestic economies are anticipated to expand and North America should continue to improve. Our initiatives combined with some economic improvement should contribute to growth in 2014.

## ***Results of Operations***

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

Effective January 1, 2013, we elected to change our accounting policy for recognizing actuarial gains and losses and changes in the fair value of plan assets for our defined benefit pension plans and other postretirement benefit plans. We now immediately recognize changes in fair value of plan assets and net actuarial gains and losses annually in the fourth quarter of each fiscal year and whenever a plan is determined to qualify for a remeasurement during a fiscal year. The remaining components of net periodic benefit cost are recorded on a quarterly basis. For further discussion, see [Note 2 - Summary of Accounting Policies](#) and [Note 14 - Benefit Obligations](#) in the accompanying consolidated financial statements.

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

Financial Highlights

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions, except percentages)		
<b>Statement of Operations Data</b>			
Net sales	6,510	6,418	6,763
Gross profit	1,365	1,181	1,417
Selling, general and administrative expenses	(311)	(830)	(805)
Other (charges) gains, net	(158)	(14)	(48)
Operating profit (loss)	1,508	175	402
Equity in net earnings of affiliates	180	242	192
Interest expense	(172)	(185)	(221)
Refinancing expense	(1)	(3)	(3)
Dividend income - cost investments	93	85	80
Earnings (loss) from continuing operations before tax	1,609	321	467
Amounts attributable to Celanese Corporation			
Earnings (loss) from continuing operations	1,101	376	426
Earnings (loss) from discontinued operations	—	(4)	1
Net earnings (loss)	1,101	372	427
<b>Other Data</b>			
Depreciation and amortization	305	308	298
Operating margin <sup>(1)</sup>	23.2%	2.7%	5.9%
Other (charges) gains, net			
Employee termination benefits	(23)	(6)	(22)
Kelsterbach plant relocation	(13)	(7)	(47)
Plumbing actions	—	5	6
Asset impairments	(81)	(8)	(1)
Plant/office closures	(33)	—	—
Commercial disputes	(8)	2	15
Other	—	—	1
Total other (charges) gains, net	(158)	(14)	(48)

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

	As of December 31,	
	2013	2012
	(In \$ millions)	
<b>Balance Sheet Data</b>		
Cash and cash equivalents	984	959
Short-term borrowings and current installments of long-term debt - third party and affiliates	177	168
Long-term debt	2,887	2,930
Total debt	3,064	3,098

**Selected Data by Business Segment**

	Year Ended December 31,		Change <small>(In \$ millions, except percentages)</small>	Year Ended December 31,		Change
	2013	2012		2012	2011	
<b>Net Sales</b>						
Advanced Engineered Materials	1,352	1,261	91	1,261	1,298	(37)
Consumer Specialties	1,214	1,186	28	1,186	1,161	25
Industrial Specialties	1,155	1,184	(29)	1,184	1,223	(39)
Acetyl Intermediates	3,241	3,231	10	3,231	3,551	(320)
Other Activities	—	—	—	—	1	(1)
Inter-segment eliminations	(452)	(444)	(8)	(444)	(471)	27
Total	6,510	6,418	92	6,418	6,763	(345)
<b>Other (Charges) Gains, Net</b>						
Advanced Engineered Materials	(13)	(2)	(11)	(2)	(49)	47
Consumer Specialties	—	(4)	4	(4)	(3)	(1)
Industrial Specialties	(4)	—	(4)	—	—	—
Acetyl Intermediates	(141)	—	(141)	—	14	(14)
Other Activities	—	(8)	8	(8)	(10)	2
Total	(158)	(14)	(144)	(14)	(48)	34
<b>Operating Profit (Loss)</b>						
Advanced Engineered Materials	904	95	809	95	79	16
Consumer Specialties	346	251	95	251	229	22
Industrial Specialties	64	86	(22)	86	102	(16)
Acetyl Intermediates	153	269	(116)	269	458	(189)
Other Activities	41	(526)	567	(526)	(466)	(60)
Total	1,508	175	1,333	175	402	(227)
<b>Earnings (Loss) From Continuing Operations Before Tax</b>						
Advanced Engineered Materials	1,053	285	768	285	242	43
Consumer Specialties	441	341	100	341	309	32
Industrial Specialties	64	86	(22)	86	104	(18)
Acetyl Intermediates	158	282	(124)	282	468	(186)
Other Activities	(107)	(673)	566	(673)	(656)	(17)
Total	1,609	321	1,288	321	467	(146)
<b>Depreciation and Amortization</b>						
Advanced Engineered Materials	110	113	(3)	113	100	13
Consumer Specialties	41	45	(4)	45	44	1
Industrial Specialties	52	55	(3)	55	45	10
Acetyl Intermediates	86	80	6	80	96	(16)
Other Activities	16	15	1	15	13	2
Total	305	308	(3)	308	298	10
<b>Operating Margin</b>						
Advanced Engineered Materials	66.9%	7.5%		7.5%	6.1%	
Consumer Specialties	28.5%	21.2%		21.2%	19.7%	
Industrial Specialties	5.5%	7.3%		7.3%	8.3%	
Acetyl Intermediates	4.7%	8.3%		8.3%	12.9%	
Total	23.2%	2.7%		2.7%	5.9%	

### 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:

#### Year Ended December 31, 2013 Compared to Year Ended December 31, 2012

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

#### Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

	Volume	Price	Currency	Other	Total
	(In percentages)				
Advanced Engineered Materials	(2)	2	(3)	—	(3)
Consumer Specialties	(4)	6	—	—	2
Industrial Specialties	3	(3)	(3)	—	(3)
Acetyl Intermediates	—	(7)	(2)	—	(9)
Total Company	—	(3)	(2)	—	(5)

#### Consolidated Results – Year Ended December 31, 2013 Compared with Year Ended December 31, 2012

Net sales increased \$92 million for the year ended December 31, 2013 compared to the same period in 2012 primarily due to higher volumes in our Advanced Engineered Materials segment resulting from increased penetration in automotive applications in the Americas and Asia and targeted growth programs within Asia for our consumer and industrial applications.

Selling, general and administrative expenses decreased \$519 million, or 62.5%, for the year ended December 31, 2013 compared to the same period in 2012 primarily due to the impact of pension and other postretirement plan activity of \$513 million. Selling, general and administrative expenses as a percentage of sales decreased to 4.8% in 2013 from 12.9% in 2012.

The favorable impact of pension and other postretirement plan activity for the year ended December 31, 2013 compared to the same period in 2012 includes a change in net actuarial gain (loss) recorded to Other Activities of \$451 million, a net settlement/ curtailment gain related to actions taken on certain pension plans in the US, the United Kingdom and Canada allocated across the appropriate business segments and Other Activities of \$23 million, lower interest cost and expected return on plan assets recorded to Other Activities of \$34 million and prior service credit amortization related to a US postretirement health care plan allocated across all business segments and Other Activities of \$5 million. See [Note 14 - Benefit Obligations](#) in the accompanying consolidated financial statements for further information regarding this activity.

Other (charges) gains, net changed \$144 million, or 1,028.6%, for the year ended December 31, 2013 compared to the same period in 2012 primarily due to \$141 million of higher expenses in our Acetyl Intermediates segment. In December 2013, we closed our acetic anhydride facility in Roussillon, France and our vinyl acetate monomer ("VAM") facility in Tarragona, Spain. Accordingly, we recorded \$20 million of employee termination benefits, \$33 million of contract termination costs and \$34 million of long-lived asset impairment losses during the three months ended December 31, 2013. We also recorded long-lived asset impairment losses of \$46 million related to our Singapore acetic acid production unit during this period. See [Note 17 - Other \(Charges\) Gains, Net](#) in the accompanying consolidated financial statements for further information regarding these charges.

Operating profit increased \$1,333 million, or 761.7%, for the year ended December 31, 2013 compared to the same period in 2012 reflective of increased Net sales, decreased Selling, general and administrative expenses and the December 2013 recognition of a gain of \$742 million, which represents the deferred proceeds in excess of divested assets as a result of the 2006 settlement agreement with the Frankfurt, Germany Airport ("Fraport") to move our German polyacetal ("POM") operations. The proceeds are included in our Advanced Engineered Materials segment. See [Note 27 - Plant Relocation](#) in the



accompanying consolidated financial statements for further information. These increases more than offset the negative impact of Other (charges) gains, net. Operating profit as a percentage of sales for the year ended 2013 increased to 23.2% from 2.7% in 2012.

Equity in net earnings of affiliates decreased \$62 million for the year ended December 31, 2013 compared to the same period in 2012 primarily due to \$19 million of lower earnings from our Ibn Sina affiliate and \$18 million of lower earnings in our Polyplastics affiliate both included in our Advanced Engineered Materials segment. During the year ended December 31, 2013, our InfraServ Hoechst affiliate recorded one-time employee termination benefits resulting in a reduction of net earnings of affiliates of \$8 million of which \$1 million was attributable to our Consumer Specialties segment, \$2 million to our Acetyl Intermediates segment and \$5 million to Other Activities.

Our effective income tax rate for the year ended December 31, 2013 was 32% compared to (17)% for the year ended December 31, 2012. The effective tax rate for 2012 was favorably impacted by foreign tax credit carryforwards realized in the US and offset by deferred tax charges related to changes in assessment regarding the permanent reinvestment of certain foreign earnings.

#### **Consolidated Results – Year Ended December 31, 2012 Compared with Year Ended December 31, 2011**

Net sales decreased \$345 million, or 5.1%, for the year ended December 31, 2012 as compared to the same period in 2011 primarily due to lower pricing in our Acetyl Intermediates segment and unfavorable currency impacts across all our segments, except Consumer Specialties, due to the stronger US dollar against the Euro. Although Acetyl Intermediates volumes remained flat compared to the prior year, acetic acid pricing declined compared to 2011 as a result of the unfavorable economic conditions in Europe and Asia. Also in 2011, temporarily elevated industry utilization due to planned and unplanned outages of acetyl products resulted in higher industry pricing.

Selling, general and administrative expenses increased \$25 million, or 3.1%, for the year ended December 31, 2012 as compared to the same period in 2011 primarily due to an increase in our actuarial loss on our defined benefit pension plans and other postretirement plans of \$54 million as compared to the prior year partially offset by a reduction in business and functional optimization initiatives and other productivity spending.

Other (charges) gains, net changed \$34 million, or 70.8%, for the year ended December 31, 2012 as compared to the same period in 2011 primarily due to lower expenses related to the relocation of our German POM operations to the Frankfurt Hoechst Industrial Park in Germany. During the years ended December 31, 2012 and 2011, we recorded \$7 million and \$47 million of relocation expenses, respectively. Additionally, we recorded \$8 million of employee termination benefits during the year ended December 31, 2011 related to the relocation of our German POM plant. No additional employee termination benefits were recorded in 2012. See [Note 27 - Plant Relocation](#) in the accompanying consolidated financial statements for further information regarding the POM plant relocation. The German POM operations are included in our Advanced Engineered Materials segment. During the year ended December 31, 2011, we also received consideration of \$17 million in connection with the settlement of a claim against a bankrupt supplier. The resolution of this commercial dispute is included in our Acetyl Intermediates segment.

Operating profit decreased \$227 million, or 56.5%, for the year ended December 31, 2012 as compared to the same period in 2011 primarily due to lower pricing in our Acetyl Intermediates segment, unfavorable currency impacts and an increase in our actuarial loss on our defined benefit pension plans and other postretirement plans of \$83 million as compared to the prior year partially offset by the change in Other (charges) gains, net. Operating profit as a percentage of sales in 2012 decreased to 2.7% from 5.9% in 2011.

Equity in net earnings of affiliates increased \$50 million for the year ended December 31, 2012 as compared to the same period in 2011 primarily due to \$18 million in higher earnings in our Ibn Sina affiliate and \$13 million in our Polyplastics affiliate both included in our Advanced Engineered Materials segment. During the year ended December 31, 2012, a subsidiary of our InfraServ Hoechst affiliate restructured its debt resulting in additional net earnings of affiliates of \$22 million of which \$3 million was attributable to our Consumer Specialties segment, \$6 million to our Acetyl Intermediates segment and \$13 million to Other Activities.

Our effective income tax rate for the year ended December 31, 2012 was (17)% compared to 9% for the year ended December 31, 2011. The effective tax rate for 2012 was favorably impacted by foreign tax credit carryforwards realized in the US and offset by deferred tax charges related to changes in assessment regarding permanent reinvestment of certain foreign earnings.

**Business Segments – Year Ended December 31, 2013 Compared with Year Ended December 31, 2012**

**Advanced Engineered Materials**

	Year Ended December 31,		Change
	2013	2012	
	(In \$ millions, except percentages)		
Net sales	1,352	1,261	91
<b>Net Sales Variance</b>			
<i>Volume</i>	5%		
<i>Price</i>	1%		
<i>Currency</i>	1%		
<i>Other</i>	—%		
Other (charges) gains, net	(13)	(2)	(11)
Operating profit (loss)	904	95	809
Operating margin	66.9%	7.5%	
Equity in net earnings (loss) of affiliates	148	190	(42)
Earnings (loss) from continuing operations before tax	1,053	285	768
Depreciation and amortization	110	113	(3)

Our Advanced Engineered Materials segment includes our engineered materials business, which develops, produces and supplies a broad portfolio 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. The primary products of Advanced Engineered Materials are polyoxymethylene, also commonly known as polyacetal ("POM"), GUR<sup>®</sup> ultra-high molecular weight polyethylene, polybutylene terephthalate ("PBT"), long-fiber reinforced thermoplastics ("LFT") and liquid crystal polymers ("LCP"). POM, LFT and PBT are used in a broad range of products including automotive components, medical devices, electronics, appliances and industrial applications. GUR<sup>®</sup> ultra-high molecular weight polyethylene is used in battery separators, conveyor belts, filtration equipment, coatings and medical devices. Primary end uses for LCP are electrical and electronics applications or products. Polyphenylene sulfide ("PPS"), sold under the Fortron<sup>®</sup> brand, is a key product of Fortron Industries LLC, one of our strategic affiliates. PPS is used in a wide variety of automotive and other applications, especially those requiring heat and/or chemical resistance.

Advanced Engineered Materials' net sales increased \$91 million, or 7.2%, for the year ended December 31, 2013 compared to the same period in 2012 primarily due to increased POM and LFT volumes resulting from increased penetration in automotive applications in the Americas and Asia. Volumes in Asia also improved across all product lines due to targeted growth programs in consumer and industrial applications. Higher pricing and product mix, mainly for medical applications, also contributed to the increase in net sales for the year ended December 31, 2013.

Operating profit increased \$809 million, or 851.6%, for the year ended December 31, 2013 as compared to the same period in 2012 primarily driven by the recognition of a gain of \$742 million, which represents the deferred proceeds in excess of divested assets as a result of the 2006 settlement agreement with Fraport to move our German POM operations. Title to our Kelsterbach, Germany POM facility land and buildings transferred to Fraport during the three months ended December 31, 2013 triggering the gain recognition. Pension and other postretirement benefit plan activity of \$25 million primarily related to a curtailment gain in the US and prior service credit amortization contributed to the increase in operating profit. Increased volumes, a shift in product mix to higher margin medical applications and slightly lower raw material costs also contributed to increased operating profit. These changes were partially offset by higher energy costs of \$21 million resulting from higher prices and usage and an \$11 million negative impact from Other (charges) gains, net for the year ended December 31, 2013 as compared to the same period in 2012. The negative impact of Other (charges) gains, net primarily reflects an increase of \$6 million in costs associated with the relocation and expansion of our German POM operations and a 2012 \$4 million legal reserve reduction associated with plumbing actions.

Equity in net earnings (loss) of affiliates decreased \$42 million for the year ended December 31, 2013 compared to the same period in 2012 primarily due to decreases in earnings from our Ibn Sina and Polyplastics Co., Ltd. strategic affiliates of \$19 million and \$18 million, respectively. The decrease in Ibn Sina earnings was largely the result of the timing of turnaround

activity, lower methyl tertiary-butyl ether ("MTBE") pricing and lower sales volumes. Polyplastics Co., Ltd. earnings decreased due to slightly lower pricing, higher turnaround and sales expenses and restructuring charges related to one of their affiliates.

**Consumer Specialties**

	Year Ended December 31,		Change
	2013	2012	
	(In \$ millions, except percentages)		
Net sales	1,214	1,186	28
<b>Net Sales Variance</b>			
<i>Volume</i>	(4) %		
<i>Price</i>	6 %		
<i>Currency</i>	— %		
<i>Other</i>	— %		
Other (charges) gains, net	—	(4)	4
Operating profit (loss)	346	251	95
Operating margin	28.5 %	21.2%	
Equity in net earnings (loss) of affiliates	3	6	(3)
Dividend income - cost investments	92	83	9
Earnings (loss) from continuing operations before tax	441	341	100
Depreciation and amortization	41	45	(4)

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 tow and acetate film, primarily used in filter products applications. Our food ingredients business is a leading international supplier of premium quality ingredients for the food and beverage and pharmaceuticals industries and is one of world's largest producers of food protection ingredients, such as potassium sorbates and sorbic acid. Our food ingredients business produces and sells the Qorus™ sweetener system and Sunett® high intensity sweeteners.

Net sales for Consumer Specialties increased \$28 million, or 2.4%, for the year ended December 31, 2013 as compared to the same period in 2012 primarily due to higher pricing in the cellulose derivatives business partially offset by lower volumes in both the cellulose derivatives and food ingredients businesses. Acetate tow pricing increased 8% across all regions while volumes declined due to the cessation of manufacturing of acetate flake and acetate tow at our Spondon, United Kingdom facility in November 2012.

Operating profit increased \$95 million, or 37.8%, for the year ended December 31, 2013 as compared with the same period in 2012 primarily due to the increase in acetate tow pricing and a \$57 million favorable impact from the cessation of production of acetate flake and acetate tow at our Spondon, Derby, United Kingdom facility in November 2012, including lower energy and plant costs. Pension and other postretirement benefit plan activity of \$15 million primarily related to a curtailment gain in the US and prior service credit amortization contributed to the increase in operating profit.

**Industrial Specialties**

	Year Ended December 31,		Change
	2013	2012	
	(In \$ millions, except percentages)		
Net sales	1,155	1,184	(29)
<b>Net Sales Variance</b>			
<i>Volume</i>	(1) %		
<i>Price</i>	(3) %		
<i>Currency</i>	2 %		
<i>Other</i>	— %		
Other (charges) gains, net	(4)	—	(4)
Operating profit (loss)	64	86	(22)
Operating margin	5.5 %	7.3%	
Earnings (loss) from continuing operations before tax	64	86	(22)
Depreciation and amortization	52	55	(3)

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 emulsion polymers products are sold under globally and regionally recognized brands including EcoVAE<sup>®</sup>, Mowilith<sup>®</sup>, Vinamul<sup>®</sup>, Celvolit<sup>®</sup>, BriteCoat<sup>®</sup>, TufCOR<sup>®</sup> and Avicor<sup>®</sup>. 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. Sold under the Ateva<sup>®</sup> and VitalDose<sup>®</sup> brands, these products are used in many applications, including flexible packaging films, lamination film products, hot melt adhesives, medical products, automotive, carpeting and photovoltaic cells.

Net sales decreased in Industrial Specialties \$29 million, or 2.4%, for the year ended December 31, 2013 compared to the same period in 2012 primarily reflecting lower pricing for both the emulsion polymers and EVA polymers businesses partially offset by favorable currency impacts resulting from a strong Euro and Chinese Renminbi to the US dollar. Lower pricing in our emulsion polymers business was driven by lower raw material costs across all regions, primarily VAM in Europe and Asia and ethylene in North America. Lower pricing across all product lines in our EVA polymers business was driven by lower raw material costs, primarily ethylene, lower demand in Asia and North America as well as strong supply into several end-use applications, including hot melt adhesives and photovoltaic cells.

Operating profit decreased \$22 million, or 25.6%, for the year ended December 31, 2013 compared to the same period in 2012 reflecting lower pricing in our EVA polymers businesses and a pension plan settlement loss of \$9 million in the United Kingdom partially offset by a curtailment gain in the US and prior service credit amortization.

## Acetyl Intermediates

	Year Ended December 31,		Change
	2013	2012	
	(In \$ millions, except percentages)		
Net sales	3,241	3,231	10
<b>Net Sales Variance</b>			
<i>Volume</i>	1 %		
<i>Price</i>	(2) %		
<i>Currency</i>	1 %		
<i>Other</i>	— %		
Other (charges) gains, net	(141)	—	(141)
Operating profit (loss)	153	269	(116)
Operating margin	4.7 %	8.3%	
Equity in net earnings (loss) of affiliates	5	11	(6)
Earnings (loss) from continuing operations before tax	158	282	(124)
Depreciation and amortization	86	80	6

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.

Net sales increased \$10 million, or 0.3%, for the year ended December 31, 2013 compared to the same period in 2012 reflecting slightly higher volumes due to muted demand, offset by pricing pressure on derivatives, particularly in Europe and Asia.

Operating profit decreased \$116 million, or 43.1%, for the year ended December 31, 2013 compared to the same period in 2012 primarily due to the negative impact of Other (charges) gains, net of \$141 million. As a result of the closure of our acetic anhydride facility in Roussillon, France and our VAM facility in Tarragona, Spain in December 2013, we recorded \$20 million of employee termination benefits, \$33 million of contract termination costs and \$34 million of long-lived asset impairment losses to fully write-off the related property, plant and equipment. Long-lived asset impairment losses of \$46 million were also recorded during the three months ended December 31, 2013 to fully write-off the property, plant and equipment at our Singapore acetic acid production unit.

Partially offsetting the negative impact of Other (charges) gains, net are increases to operating profit for the year ended December 31, 2013 as compared to the same period in 2012 resulting from lower raw material costs, mainly ethylene, and pension and other postretirement benefit plan activity of \$14 million primarily related to a curtailment gain in the US and prior service credit amortization.

### 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 activities and results of our captive insurance companies. Other Activities also includes the interest cost, expected return on assets and net actuarial gains and losses components of our net periodic benefit cost for our defined benefit pension plans and other post retirement plans, which are not allocated to our business segments.

Operating profit for Other Activities increased \$567 million, or 107.8%, for the year ended December 31, 2013 compared to the same period in 2012 primarily due to favorable changes in pension and other postretirement plan activity of \$555 million, primarily recorded to Selling, general and administrative expenses and a decrease in Other (charges) gains, net of \$8 million. Other (charges) gains, net was lower for the year ended December 31, 2013 primarily due to the absence of \$9 million in insurance losses paid compared to the same period in 2012. These charges were offset in our Consumer Specialties segment in 2012.

The favorable impact of pension and other postretirement plan activity for the year ended December 31, 2013 compared to the same period in 2012 includes a change in net actuarial gain (loss) of \$496 million, a net settlement/ curtailment gain related to actions taken on certain pension plans in the US, the United Kingdom and Canada of \$19 million, lower interest cost and expected return on plan assets recorded to Other Activities of \$38 million and prior service credit amortization related to a US postretirement health care plan allocated across all business segments and Other Activities of \$2 million. See [Note 14 - Benefit Obligations](#) in the accompanying consolidated financial statements for further information regarding this activity.

**Business Segment - Year Ended December 31, 2012 Compared with Year Ended December 31, 2011**

***Advanced Engineered Materials***

	Year Ended December 31,		Change
	2012	2011	
	(In \$ millions, except percentages)		
Net sales	1,261	1,298	(37)
<b>Net Sales Variance</b>			
<i>Volume</i>	(2) %		
<i>Price</i>	2 %		
<i>Currency</i>	(3) %		
<i>Other</i>	— %		
Other (charges) gains, net	(2)	(49)	47
Operating profit (loss)	95	79	16
Operating margin	7.5 %	6.1%	
Equity in net earnings (loss) of affiliates	190	161	29
Earnings (loss) from continuing operations before tax	285	242	43
Depreciation and amortization	113	100	13

Advanced Engineered Materials' net sales decreased \$37 million, or 2.9%, for the year ended December 31, 2012 compared to the same period in 2011. The decrease in net sales was primarily due to the weak economic conditions in Europe, particularly impacting demand for automotive and industrial applications in this region, partially offset by increased volumes in automotive applications in the Americas. The weak Euro had an unfavorable currency impact on net sales. 2% higher average pricing across most product lines partially offset the lower volumes and unfavorable currency impacts.

Operating profit increased \$16 million, or 20.3%, for the year ended December 31, 2012 as compared to the same period in 2011 primarily due to a change in other (charges) gains, net of \$47 million primarily associated with the relocation and expansion of our Kelsterbach, Germany POM production operations, which more than offset the higher depreciation of \$13 million mainly related to the new POM production facility in Frankfurt Hoechst Industrial Park. Increased pricing resulted in expanded margins, which partially offset lower volumes, unfavorable currency impacts and higher expenses of \$28 million, primarily related to plant maintenance, integrating manufacturing operations from recently acquired product lines and investing in our compounding operations in Asia.

For the year ended December 31, 2012, equity in net earnings (loss) of affiliates increased \$29 million primarily due to an \$18 million increase in earnings in our Ibn Sina affiliate, which provides an economic hedge against raw material costs used in our specialty polymer operations. The increase in Ibn Sina earnings was primarily driven by higher pricing of methanol and methyl tertiary-butyl ether. Operating and financial results of our Polyplastics affiliate for the year ended December 31, 2011 were modestly impacted by the March 2011 natural disasters in Japan and a plant turnaround during the three months ended December 31, 2011. No such events occurred in 2012 with earnings in our Polyplastics affiliate up \$13 million over 2011.

*Consumer Specialties*

	Year Ended December 31,		Change
	2012	2011	
	(In \$ millions, except percentages)		
Net sales	1,186	1,161	25
<b>Net Sales Variance</b>			
<i>Volume</i>	(4) %		
<i>Price</i>	6 %		
<i>Currency</i>	— %		
<i>Other</i>	— %		
Other (charges) gains, net	(4)	(3)	(1)
Operating profit (loss)	251	229	22
Operating margin	21.2 %	19.7%	
Equity in net earnings (loss) of affiliates	6	2	4
Dividend income - cost investments	83	78	5
Earnings (loss) from continuing operations before tax	341	309	32
Depreciation and amortization	45	44	1

Net sales for Consumer Specialties increased \$25 million, or 2.2%, for the year ended December 31, 2012 as compared to the same period in 2011 due to 6% higher pricing in our cellulose derivatives business, which more than offset the decline in volumes. Volumes declined in our cellulose derivatives business primarily due to actions taken to accommodate the November 2012 shutdown of our acetate tow and acetate flake manufacturing operations at our Spondon, Derby, United Kingdom site. Net sales for our food ingredients business remained flat over prior year.

Operating profit increased \$22 million, or 9.6%, for the year ended December 31, 2012 as compared with the same period in 2011 as higher pricing more than offset lower volumes and \$24 million in higher plant maintenance and energy costs. Plant maintenance costs included \$10 million of increased spending related to a temporary production outage during the three months ended March 31, 2012.

Other (charges) gains, net changed \$1 million for the year ended December 31, 2012 primarily due to insurance recoveries received of \$9 million related to an electrical disruption in 2010 at our cellulose derivatives manufacturing facility in Narrows, Virginia offset by \$8 million of long-lived asset impairment losses related to the closure of our Spondon, Derby, United Kingdom facility. The insurance recoveries were offset in our captive insurance companies included in Other Activities.

**Industrial Specialties**

	Year Ended December 31,		Change
	2012	2011	
	(In \$ millions, except percentages)		
Net sales	1,184	1,223	(39)
<b>Net Sales Variance</b>			
<i>Volume</i>	3 %		
<i>Price</i>	(3) %		
<i>Currency</i>	(3) %		
<i>Other</i>	— %		
Other (charges) gains, net	—	—	—
Operating profit (loss)	86	102	(16)
Operating margin	7.3 %	8.3%	
Earnings (loss) from continuing operations before tax	86	104	(18)
Depreciation and amortization	55	45	10

Net sales decreased in our Industrial Specialties segment \$39 million, or 3.2%, for the year ended December 31, 2012 compared to the same period in 2011. Volumes increased, reflecting the increased demand in North America and Asia for our emulsion polymer applications, but were not sufficient to offset the impacts of lower pricing and unfavorable currency, mostly due to the stronger dollar against the Euro. Lower pricing was primarily driven by lower raw material costs, a shift in product mix in our emulsion polymers business and soft global demand for photovoltaic applications.

Operating profit decreased \$16 million, or 15.7%, for the year ended December 31, 2012 compared to the same period in 2011. The decrease in operating profit is attributed to the 3% lower average pricing, partially offset by higher volumes as well as lower raw material costs of \$34 million, primarily related to ethylene and VAM. Depreciation and amortization increased \$10 million compared to prior year, primarily due to increased amortization in our emulsion polymers business related to the recent acquisition of finite-lived intangible assets and increased depreciation related to the China vinyl acetate ethylene ("VAE") emulsions capacity expansion.



### Acetyl Intermediates

	Year Ended December 31,		Change
	2012	2011	
	(In \$ millions, except percentages)		
Net sales	3,231	3,551	(320)
<b>Net Sales Variance</b>			
<i>Volume</i>	— %		
<i>Price</i>	(7) %		
<i>Currency</i>	(2) %		
<i>Other</i>	— %		
Other (charges) gains, net	—	14	(14)
Operating profit (loss)	269	458	(189)
Operating margin	8.3 %	12.9%	
Equity in net earnings (loss) of affiliates	11	5	6
Earnings (loss) from continuing operations before tax	282	468	(186)
Depreciation and amortization	80	96	(16)

Net sales decreased \$320 million, or 9.0%, for the year ended December 31, 2012 compared to the same period in 2011 due to lower pricing and unfavorable foreign currency impacts primarily driven by the weakening of the Euro against the US dollar. Volumes overall remained flat, with higher downstream product volumes, primarily VAM and acetic anhydride, offsetting the decline in acetic acid volumes. Acetic acid pricing and demand declined during the year ended December 31, 2012 as a result of the unfavorable economic conditions in Europe and Asia. Also in 2011, temporarily elevated industry utilization due to planned and unplanned outages of acetyl production facilities resulted in higher industry pricing.

Operating profit decreased \$189 million, or 41.3%, for the year ended December 31, 2012 compared to the same period in 2011 primarily due to the 7% decrease in sales prices and 2% impact of unfavorable foreign currency on sales. The decrease in operating profit was partially offset by lower raw materials costs of \$69 million and lower plant maintenance of \$20 million. Other (charges) gains, net changed \$14 million for the year ended December 31, 2012. During the year ended December 31, 2011 we received consideration of \$17 million in connection with the settlement of a claim against a bankrupt supplier. No such settlement was received in 2012. Depreciation and amortization decreased \$16 million primarily due to certain customer-related intangible assets being fully amortized in 2011.

### Other Activities

The operating loss for Other Activities increased \$60 million, or 12.9%, for the year ended December 31, 2012 compared to the same period in 2011 due to an increase in our actuarial loss on pension and postretirement plans of \$83 million and captive insurance losses paid of \$9 million during the year ended December 31, 2012 related to an electrical disruption in 2010 at our cellulose derivatives manufacturing facility in Narrows, Virginia. Insurance recovery costs were offset in our Consumer Specialties segment in 2012. These costs were partially offset by lower interest cost and expected return on plan assets recorded to Other Activities of \$23 million and a decrease of \$18 million in business and functional optimization initiatives, stock-based compensation costs and other productivity spending.

## 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 December 31, 2013 we have \$600 million available for borrowing under our revolving credit facility and \$18 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, in 2014. If our cash flow from operations is insufficient to fund our debt service and other obligations, we may be required to use other means available to us such as increasing our borrowings, reducing or delaying capital expenditures, seeking additional capital or seeking to restructure or refinance our indebtedness. There can be no assurance, however, that we will continue to generate cash flows at or above current levels.

On May 15, 2013, together with Mitsui & Co., Ltd., of Tokyo, Japan ("Mitsui"), we announced that we had signed an agreement to establish a joint venture for the production of methanol at our integrated chemical plant in Clear Lake, Texas. The planned methanol unit will utilize natural gas in the US Gulf Coast region as a feedstock and will benefit from the existing infrastructure at our Clear Lake facility. As a result, the total shared capital and expense investment in the facility is estimated to be \$800 million. Our portion of the investment is estimated to be \$300 million, in addition to previously invested assets at our Clear Lake facility. The planned methanol unit will have an annual capacity of 1.3 million tons and is expected to 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*, 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 site with new, natural gas-fired boilers and construction began during the first half of 2013. We anticipate the project will be completed in mid-2015. Our total investment is estimated at over \$150 million.

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 due to the construction of the Clear Lake methanol unit and conversion of our coal to gas boilers at our cellulose derivatives plant in Narrows, Virginia. The expected 2014 total cash outflows for capital expenditures includes our portion of the investment in the planned methanol unit at our Clear Lake, Texas plant.

As a result of the Roussillon acetic anhydride facility closure and the Tarragona VAM facility closure, we recorded personnel-related exit costs of \$20 million, contract termination costs of \$33 million, other facility shutdown costs of \$5 million and \$34 million of non-cash asset impairments during the three months ended December 31, 2013. The related cash outflows will occur over a one-year period.

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 as of December 31, 2013 were \$984 million, an increase of \$25 million from December 31, 2012. As of December 31, 2013, \$700 million of the \$984 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. While we may repatriate cash from time to time, 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. Cash and cash equivalents as of December 31, 2012 were \$959 million, an increase of \$277 million from December 31, 2011.

- **Net Cash Provided by Operating Activities**

Cash flow provided by operating activities increased by \$40 million for the year ended December 31, 2013 compared to the same period in 2012, with operating cash inflows increasing from \$722 million to \$762 million. Cash flow provided by operations for the year ended December 31, 2013 increased primarily as a result of stronger earnings performance and a \$192 million reduction in pension plan and other postretirement benefit plan contributions made during the year ended December 31, 2013 as compared to the prior year. These favorable impacts were partially offset by lower dividends from our equity investments, higher cash taxes paid and a less favorable change in trade working capital. The \$121 million decrease in dividends from our equity investments was primarily due to the absence of a \$75 million cash dividend received from our Polyplastics Co., Ltd. strategic affiliate in 2012 as a result of an amendment to our joint venture and other related agreements.

The less favorable impact of trade working capital on cash flow from operations is reflective of increases in trade receivables and inventories offset by increases in trade payables since December 31, 2012. Trade receivables increased due to higher net sales for the three months ended December 31, 2013 compared to the three months ended December 31, 2012. The increase in inventory levels was the result of strategic plant operating decisions and was consistent with the increase in trade payables due to the timing of invoice receipts and cash payments associated with raw material inventory.

Cash flow provided by operating activities increased by \$84 million for the year ended December 31, 2012 compared to the same period in 2011. The increase in cash provided by operations was positively impacted by the decrease in trade working capital, which was primarily due to the decrease in trade receivables. Trade receivables decreased primarily due to lower net sales during the three months ended December 31, 2012 compared to the three months ended December 31, 2011. The increase in cash provided by operations was also impacted by lower cash taxes paid of \$30 million, lower cash interest paid of \$37 million, offset by higher pension plan and other postretirement benefit plan contributions of \$79 million made during the year ended December 31, 2012 compared to the prior year.

Trade working capital is calculated as follows:

	As of December 31,		
	2013	2012	2011
	(In \$ millions)		
Trade receivables, net	867	827	871
Inventories	804	711	712
Trade payables - third party and affiliates	(799)	(649)	(673)
Trade working capital	872	889	910

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

Net cash used in investing activities was \$422 million and \$500 million for the years ended December 31, 2013 and 2012, respectively. Cash outflows were primarily for capital expenditures of \$370 million and \$361 million for the years ended December 31, 2013 and 2012, respectively, excluding amounts related to the relocation and expansion of our polyacetal ("POM") production facility in Frankfurt Hoechst Industrial Park, Germany. Capital expenditures for the year ended December 31, 2013 primarily related to capacity expansions, major investments to reduce future operating costs and improve plant reliability and environmental and health and safety initiatives. Capital expenditures relating to the relocation and expansion of our German POM operations amounted to \$7 million and \$49 million for the years ended December 31, 2013 and 2012, respectively. Acquisitions, net of cash acquired, decreased by \$23 million with no acquisitions during the year ended December 31, 2013. In 2012, we acquired certain assets from Ashland Inc.

Net cash used in investing activities was \$500 million and \$441 million for the years ended December 31, 2012 and 2011, respectively. Cash outflows were primarily for capital expenditures of \$361 million and \$349 million for the years ended December 31, 2012 and 2011, respectively, excluding amounts related to the relocation and expansion of our German POM operations. Capital expenditures for our German POM plant relocation and expansion were \$49 million and \$204 million for the years ended December 31, 2012 and 2011, respectively. In addition, during the year ended December 31, 2011, we received proceeds of \$158 million from the Frankfurt, Germany Airport related to the relocation of our German POM operations. No such proceeds were received during the year ended December 31, 2012.

Net cash used for acquisitions increased by \$15 million during the year ended December 31, 2012 as compared to the same period in 2011. In 2012, we acquired two emulsions product lines, Vinac® and Flexbond®, for \$23 million, while in 2011 we spent \$8 million on the acquisition of emulsions process technology.

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

Net cash used in financing activities increased \$375 million from a net cash inflow of \$49 million for the year ended December 31, 2012 to a net cash outflow of \$326 million for the year ended December 31, 2013. The increase in cash used in financing activities is primarily due to an increase in net repayments on short-term borrowings and long-term debt of \$144 million, an increase in stock repurchase transactions of \$119 million, a reduction in proceeds from stock option exercises of \$53 million and higher Series A common stock dividends of \$40 million. During the year ended December 31, 2013, we increased our Series A common stock quarterly cash dividend rate from \$0.075 to \$0.18 per share.

Net cash used in financing activities decreased \$302 million from a net cash outflow of \$253 million for the year ended December 31, 2011 to a net cash inflow of \$49 million for the year ended December 31, 2012. The decrease in net cash used in financing activities was primarily due to net borrowings of \$63 million in 2012 compared to net repayments of \$196 million in 2011. Net cash used in financing activities also benefited from higher stock option exercises in 2012 of \$62 million compared to \$20 million of stock option exercises in 2011. 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"). We used part of the proceeds from the 4.625% Notes to prepay \$400 million of our outstanding Term C loan facility. The remaining proceeds, together with cash on hand, were used to make a \$100 million contribution to our US pension plan.

In addition, exchange rates had a favorable impact of \$11 million and \$6 million on cash and cash equivalents for the years ended December 31, 2013 and December 31, 2012, respectively, compared to an unfavorable impact of \$2 million for the year ended December 31, 2011.

**Debt and Other Obligations**

- **Senior Notes**

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

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

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

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

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

October 15, 2014 at the redemption prices specified in the Indenture. Prior to October 15, 2014, Celanese US may redeem some or all of the 6.625% Notes at a redemption price of 100% of the principal amount, plus a "make-whole" premium as specified in the Indenture, plus accrued and unpaid interest, if any, to the redemption date. The 6.625% Notes are senior unsecured obligations of Celanese US and rank equally in right of payment with all other unsubordinated indebtedness of Celanese US. The 6.625% Notes are guaranteed on a senior unsecured basis by Celanese and the Subsidiary Guarantors.

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

- **Senior Credit Facilities**

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

In May 2011, Celanese US prepaid its outstanding Term B loan facility under the 2010 Amended Credit Agreement set to mature in 2014 with an aggregate principal amount of \$516 million using proceeds from the 5.875% Notes and cash on hand.

As a result of the Term B loan payoff by the issuance of the 5.875% Notes, we accelerated amortization of deferred financing costs of \$3 million, which is recorded as Refinancing expense in the accompanying consolidated statements of operations. In addition, we recorded deferred financing costs of \$8 million, which are being amortized over the term of the 5.875% Notes.

In November 2012, Celanese US prepaid \$400 million of its outstanding Term C loan facility under the 2010 Amended Credit Agreement set to mature in 2016 using proceeds from the 4.625% Notes.

As a result of the Term C loan paydown using proceeds from the issuance of the 4.625% Notes, \$3 million has been recorded as Refinancing expense in the accompanying consolidated statements of operations, which includes accelerated amortization of deferred financing costs and other refinancing expenses. In addition, we recorded deferred financing costs of \$8 million, which are being amortized over the term of the 4.625% Notes.

In anticipation of our change in pension accounting policy, in January 2013, we entered into a non-material amendment to the 2010 Amended Credit Agreement with the effect that certain computations for covenant compliance purposes will be evaluated as if the change in pension accounting policy had not occurred. The amendment also modified the 2010 Amended Credit Agreement in other, non-material respects.

On April 25, 2013, Celanese US reduced the Total Credit Linked Commitment (as defined in the 2010 Amended Credit Agreement) for the credit-linked revolving facility terminating on April 2, 2014 to \$200 million, and on September 10, 2013 to \$81 million.

On August 14, 2013, we entered into a non-material amendment to the 2010 Amended Credit Agreement to facilitate certain of the transactions contemplated by our intentions to establish a joint venture for methanol production in Clear Lake, Texas and to make other non-material amendments.

On September 16, 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 corresponding 2010 Amended Credit Agreement (as amended and restated by the 2013 amendment agreement, the "Amended Credit Agreement"). The Amended Credit Agreement provides for a reduction in the interest rates payable in connection with certain borrowings and consists of the Term C-2 loan facility due 2016, the \$600 million revolving credit facility terminating in 2015 and the \$81 million credit-linked revolving facility terminating in 2014.

As a result of the Amended Credit Agreement, \$1 million has been recorded as Refinancing expense in the consolidated statements of operations, which includes accelerated amortization of deferred financing costs and other refinancing expenses. In addition, we recorded deferred financing costs of \$2 million, which are being amortized over the term of the Term C-2 loan facility. As of December 31, 2013 deferred financing costs of \$27 million are included in noncurrent Other assets on the consolidated balance sheet.

In December 2013, Celanese US reduced the Total Credit Linked Commitment (as defined in the Amended Credit Agreement) for the credit-linked revolving facility terminating on April 2, 2014 to \$23 million.

As of December 31, 2013, 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 December 31, 2013, 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 our corporate credit ratings. Borrowings under the credit-linked revolving facility bear interest at a variable interest rate based on LIBOR, plus a margin, which varies based on our net leverage ratio.

Our estimated net leverage ratio and margin are as follows:

	As of December 31, 2013	
	Estimated Total Net Leverage Ratio	Estimated Margin
Credit-linked revolving facility	1.54	1.50%

Our margin on the credit-linked revolving facility may increase or decrease 0.25% based on the following:

Total Net Leverage Ratio	Margin over LIBOR or EURIBOR
< = 2.25	1.50 %
> 2.25	1.75 %

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, we pay quarterly commitment fees on the unused portions of the revolving credit facility and credit-linked revolving facility of 0.25% and 1.50% per annum, respectively.

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

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

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

As of December 31, 2013		
Maximum	Estimate	Estimate, if Fully Drawn
3.90	0.88	1.38

The Amended Credit Agreement contains covenants including, but not limited to, restrictions on our ability to incur indebtedness; grant liens on assets; merge, consolidate, or sell assets; pay dividends or make other restricted payments; make investments; prepay or modify certain indebtedness; engage in transactions with affiliates; enter into sale-leaseback transactions or hedge transactions; or engage in other businesses; as well as a covenant requiring maintenance of a maximum first lien senior secured leverage ratio.

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

We are in compliance with all of the covenants related to our debt agreements as of December 31, 2013.

- **Accounts Receivable Securitization Facility**

On August 28, 2013, we entered into a \$135 million US accounts receivable securitization facility pursuant to (i) a Purchase and Sale Agreement (the "Sale Agreement") among certain of our US subsidiaries (each an "Originator"), Celanese International Corporation ("CIC") and CE Receivables LLC, a newly formed, 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").

Under the Sale Agreement, each Originator will sell or contribute, on an ongoing basis, substantially all of its accounts receivable to the Transferor. Under the Purchase Agreement, the Transferor may obtain up to \$135 million (in the form of cash and/or letters of credit for our benefit) from the Purchasers through the sale of undivided interests in certain US accounts receivable. The borrowing base of the accounts receivable securitization facility is subject to downward adjustment based on the evaluation of eligible accounts receivables pursuant to the Purchase Agreement. As of December 31, 2013, the borrowing base was \$129 million.

The Purchase Agreement expires in 2016, but may be extended for successive one year terms by agreement of the parties. We account for the securitization facility as secured borrowings, and the accounts receivables sold pursuant to the facility are included in the consolidated balance sheet as Trade receivables - third party and affiliates. Borrowings under this facility are classified as short-term borrowings in the consolidated balance sheet. Once sold to the Transferor, the accounts receivable are legally separate and distinct from our other assets and are not available to our creditors should we become insolvent. All of the Transferor's assets have been pledged to the Administrator in support of its obligations under the Purchase Agreement.

On September 10, 2013, Celanese US prepaid \$100 million of borrowings outstanding under the credit-linked revolving facility set to mature in 2014 using funds drawn under the accounts receivable securitization facility.

During the three months ended December 31, 2013, Celanese US prepaid \$50 million of borrowings outstanding under the accounts receivable securitization facility set to mature on August 28, 2016 using cash on hand.

As of December 31, 2013, the outstanding amount of accounts receivable transferred by the Originators to the Transferor was \$199 million.

Balances available for borrowing are as follows:

	<b>As of December 31, 2013</b>
	<b>(In \$ millions)</b>
<b>Revolving Credit Facility</b>	
Borrowings outstanding	—
Letters of credit issued	—
Available for borrowing	600
<b>Credit-Linked Revolving Facility</b>	
Borrowings outstanding	—
Letters of credit issued	23
Available for borrowing	—
<b>Accounts Receivable Securitization Facility</b>	
Borrowings outstanding	50
Letters of credit issued	61
Available for borrowing	18

### Share Capital

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

Our Board of Directors approved increases in our Common Stock cash dividend rates as follows:

	<b>Increase</b>	<b>Quarterly Common Stock Cash Dividend</b>	<b>Annual Common Stock Cash Dividend</b>	<b>Effective Date</b>
	<b>(In percentages)</b>	<b>(In \$ per share)</b>		
April 2011	20	0.060	0.24	August 2011
April 2012	25	0.075	0.30	August 2012
April 2013	20	0.090	0.36	May 2013
July 2013	100	0.180	0.72	August 2013

On February 6, 2014, we declared a quarterly cash dividend of \$0.18 per share on our Common Stock amounting to \$28 million. The cash dividend is for the period from November 1, 2013 to January 31, 2014 and will be paid on February 28, 2014 to holders of record as of February 17, 2014.

Based on the increases in the Common Stock quarterly dividend rate during 2013 and the number of outstanding shares as of December 31, 2013, cash dividends to be paid in 2014 are expected to be at least 30% higher than those paid in 2013.

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

	<b>Authorized Amount</b>
	<b>(In \$ millions)</b>
February 2008	400
October 2008	100
April 2011	129
October 2012	264
As of December 31, 2013	<u>893</u>

On February 6, 2014, our Board of Directors approved an increase in our share repurchase authorization of our Common Stock to \$400 million. As of December 31, 2013, we had \$228 million remaining under previous authorizations.

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:

	<b>Year Ended December 31,</b>			<b>Total From February 2008 Through December 31, 2013</b>
	<b>2013</b>	<b>2012</b>	<b>2011</b>	
Shares repurchased	3,186,180 <sup>(1)</sup>	1,059,719 <sup>(1)</sup>	652,016	16,328,707 <sup>(2)</sup>
Average purchase price per share	\$ 51.38	\$ 42.44	\$ 46.99	\$ 40.72
Amount spent on repurchased shares (in millions)	\$ 164	\$ 45	\$ 31	\$ 665

<sup>(1)</sup> The years ended December 31, 2013 and 2012 exclude 6,021 shares and 5,823 shares, respectively, withheld from an executive officer to cover statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock awards. 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 awards.



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

On October 23, 2013, our Board of Directors approved the retirement of 18,250,900 shares of treasury stock. The retired shares are now included in our pool of authorized but unissued shares.

### **Contractual Debt and Cash Obligations**

The following table sets forth our fixed contractual debt and cash obligations as of December 31, 2013.

	Total	Payments due by period			
		Less Than 1 Year	Years 2 & 3	Years 4 & 5	After 5 Years
(In \$ millions)					
<b>Fixed Contractual Debt Obligations</b>					
Senior notes	1,500	—	—	600	900
Term C-2 loan facility	978	10	968	—	—
Interest payments on debt and other obligations	1,088 <sup>(1)</sup>	161	306	248	373
Capital lease obligations	264	14	33	42	175
Other debt	322 <sup>(2)</sup>	153	—	—	169
Total	4,152	338	1,307	890	1,617
Operating leases	410	63	103	55	189
Uncertain tax positions, including interest and penalties	264	64	—	—	200 <sup>(3)</sup>
Unconditional purchase obligations	3,724 <sup>(4)</sup>	757	1,054	611	1,302
Pension and other postretirement funding obligations	597 <sup>(5)</sup>	101	238	95	163
Environmental and asset retirement obligations	148	59	31	15	43
Total	9,295	1,382	2,733	1,666	3,514

<sup>(1)</sup> We have outstanding interest rate swap agreements with notional values of \$1.1 billion and \$0.5 billion that expire on January 2, 2014 and January 2, 2016, respectively, that have the economic effect of modifying the variable rate obligations associated with our US term loans into fixed interest obligations. The impact of these interest rate swaps was factored into the calculation of the future interest payments on long-term debt. Future interest expense is calculated using the rate in effect on December 31, 2013.

<sup>(2)</sup> Other debt is primarily made up of fixed rate pollution control and industrial revenue bonds, short-term borrowings from affiliated companies, our accounts receivable securitization facility and other bank obligations.

<sup>(3)</sup> Due to uncertainties in the timing of the effective settlement of tax positions with the respective taxing authorities, we are unable to determine the timing of payments related to our uncertain tax obligations, including interest and penalties. These amounts are therefore reflected in "After 5 Years".

<sup>(4)</sup> Unconditional purchase obligations primarily represent the take-or-pay provisions included in certain long-term purchase agreements. We do not expect to incur material losses under these arrangements. These amounts also include other purchase obligations such as maintenance and service agreements, energy and utility agreements, consulting contracts, software agreements and other miscellaneous agreements and contracts, obtained via a survey of the Company.

<sup>(5)</sup> Excludes expected payments from nonqualified trusts related to nonqualified pension plans of \$205 million.

### **Contractual Guarantees and Commitments**

As of December 31, 2013, we have current standby letters of credit of \$84 million and bank guarantees of \$16 million outstanding, which are irrevocable obligations of an issuing bank that ensure payment to third parties in the event that certain subsidiaries fail to perform in accordance with specified contractual obligations. The likelihood is remote that material payments will be required under these agreements. In addition, the senior notes issued by Celanese US are guaranteed by Celanese and certain domestic subsidiaries of Celanese US. See [Note 13 - Debt](#) in the accompanying consolidated financial statements for a description of this guarantee and the guarantees under our senior credit facility.

See [Note 23 - Commitments and Contingencies](#) in the accompanying consolidated financial statements for a discussion of commitments and contingencies related to legal and regulatory proceedings.

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

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

#### **Market Risks**

Please see *Item 7A. Quantitative and Qualitative Disclosure about Market Risk* of this Form 10-K for additional information about our Market Risks.

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

Our consolidated financial statements are based on the selection and application of significant accounting policies. The preparation of 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 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 believe the following accounting policies and estimates are critical to understanding the financial reporting risks present in the current economic environment. These matters, and the judgments and uncertainties affecting them, are also essential to understanding our reported and future operating results. See [Note 2 - Summary of Accounting Policies](#) in the accompanying consolidated financial statements for further discussion of our significant accounting policies.

- ***Recoverability of Long-Lived Assets***

##### *Recoverability of Goodwill and Indefinite-Lived Assets*

We assess goodwill for impairment at the reporting unit level. Our reporting units are either our operating business segments or one level below our operating business segments for which discrete financial information is available and for which operating results are regularly reviewed by business segment management and the chief operating decision maker. Our operating business segments have been designated as our reporting units and include our engineered materials, cellulose derivatives, food ingredients, emulsion polymers, EVA polymers and intermediate chemistry businesses. We assess the recoverability of the carrying amount of our goodwill and other indefinite-lived intangible assets annually during the third quarter of our fiscal year using June 30 balances or whenever events or changes in circumstances indicate that the carrying amount of the asset may not be fully recoverable. When assessing the recoverability of goodwill and other indefinite-lived intangible assets, we may first assess qualitative factors in determining whether it is more likely than not that the fair value of a reporting unit or other indefinite-lived intangible asset is less than its carrying amount. After assessing qualitative factors, if we determine that it is not more likely than not that the fair value of a reporting unit or other indefinite-lived intangible asset is less than its carrying amount, then performing a quantitative assessment is not required. If an initial qualitative assessment indicates that it is more likely than not the carrying amount exceeds the fair value of a reporting unit or other indefinite-lived intangible asset, a quantitative analysis will be performed. We may also elect to bypass the qualitative assessment and proceed directly to a quantitative analysis depending on the facts and circumstances.

In performing a quantitative analysis, recoverability of goodwill is measured using a discounted cash flow model incorporating discount rates commensurate with the risks involved for each reporting unit. Use of a discounted cash flow model is common practice in assessing impairment in the absence of available transactional market evidence to determine the fair value. The key assumptions used in the discounted cash flow valuation model include discount rates, growth rates, tax rates, cash flow projections and terminal value rates. Discount rates, growth rates and cash flow projections are the most sensitive and susceptible to change as they require significant management judgment. Discount rates are determined by using a weighted average cost of capital ("WACC"). The WACC considers market and industry data as well as company-specific risk factors for each reporting unit in determining the appropriate discount rate to be used. The discount rate utilized for each reporting unit is indicative of the return an investor would expect to receive for investing in such a business. Operational management, considering industry and company-specific historical and projected data, develops growth rates and cash flow projections for each reporting unit. Terminal value rate determination follows common methodology of capturing the present value of perpetual cash flow estimates beyond the last projected period assuming a constant WACC and low long-term growth rates. If the calculated fair value is less than the current carrying amount, impairment of the reporting unit may exist. If the

recoverability test indicates potential impairment, we calculate an implied fair value of goodwill for the reporting unit. The implied fair value of goodwill is determined in a manner similar to how goodwill is calculated in a business combination. If the implied fair value of goodwill exceeds the carrying amount of goodwill assigned to the reporting unit, there is no impairment. If the carrying amount of goodwill assigned to a reporting unit exceeds the implied fair value of the goodwill, an impairment loss is recorded to write down the carrying amount. An impairment loss cannot exceed the carrying amount of goodwill assigned to a reporting unit but may indicate certain long-lived and amortizable intangible assets associated with the reporting unit may require additional impairment testing.

Management tests other indefinite-lived intangible assets utilizing the relief from royalty method to determine the estimated fair value for each indefinite-lived intangible asset. The relief from royalty method estimates our theoretical royalty savings from ownership of the intangible asset. Key assumptions used in this model include discount rates, royalty rates, growth rates, tax rates, sales projections and terminal value rates. Discount rates, royalty rates, growth rates and sales projections are the assumptions most sensitive and susceptible to change as they require significant management judgment. Discount rates used are similar to the rates estimated by the WACC considering any differences in company-specific risk factors. Royalty rates are established by management and are periodically substantiated by third-party valuation consultants. Operational management, considering industry and company-specific historical and projected data, develops growth rates and sales projections associated with each indefinite-lived intangible asset. Terminal value rate determination follows common methodology of capturing the present value of perpetual sales estimates beyond the last projected period assuming a constant WACC and low long-term growth rates.

In connection with our annual indefinite-lived intangible assets impairment assessment, we recorded an impairment loss of \$1 million in Other (charges) gains, net during the nine months ended September 30, 2013 to write-off the total net book value of a trademark included in the Industrial Specialties segment. Other than this trademark, the estimated fair value for each of our other indefinite-lived intangible assets exceeded the carrying amount of the underlying asset by a substantial margin.

For all significant goodwill, the estimated fair value of the asset exceeded the carrying amount of the asset by a substantial margin at the date of the most recent impairment test.

No events or changes in circumstances occurred during the three months ended December 31, 2013 that would indicate that the carrying amount of the assets may not be fully recoverable. Accordingly, no additional impairment analysis was performed during that period.

#### *Recoverability of Long-Lived and Amortizable Intangible Assets*

We assess the recoverability of long-lived and amortizable intangible assets whenever events or circumstances indicate that the carrying amount of the asset may not be recoverable. Examples of a change in events or circumstances include, but are not limited to, a decrease in the market price of the asset, a history of cash flow losses related to the use of the asset or a significant adverse change in the extent or manner in which an asset is being used. To assess the recoverability of long-lived and amortizable intangible assets we compare the carrying amount of the asset or group of assets to the future net undiscounted cash flows expected to be generated by the asset or asset group. Long-lived and amortizable intangible assets are tested for recognition and measurement of an impairment loss at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. If such assets are considered impaired, the impairment recognized is measured as the amount by which the carrying amount of the asset exceeds the fair value of the asset.

The development of future net undiscounted cash flow projections require management projections related to sales and profitability trends and the remaining useful life of the asset. Projections of sales and profitability trends are the assumptions most sensitive and susceptible to change as they require significant management judgment. These projections are consistent with projections we use to manage our operations internally. When impairment is indicated, a discounted cash flow valuation model similar to that used to value goodwill at the reporting unit level, incorporating discount rates commensurate with risks associated with each asset, is used to determine the fair value of the asset to measure potential impairment. We believe the assumptions used are reflective of what a market participant would have used in calculating fair value.

Valuation methodologies utilized to evaluate goodwill and indefinite-lived intangible, amortizable intangible and long-lived assets for impairment were consistent with prior periods. We periodically engage third-party valuation consultants to assist us with this process. Specific assumptions discussed above are updated at the date of each test to consider current industry and company-specific risk factors from the perspective of a market participant. The current business environment is subject to evolving market conditions and requires significant management judgment to interpret the potential impact to our assumptions. To the extent that changes in the current business environment result in adjusted management projections, impairment losses may occur in future periods.

- ***Income Taxes***

We regularly review our deferred tax assets for recoverability and establish a valuation allowance if needed based on historical taxable income, projected future taxable income, applicable tax planning strategies, and the expected timing of the reversals of existing temporary differences. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In forming our judgment regarding the recoverability of deferred tax assets related to deductible temporary differences and tax attribute carryforwards, we give weight to positive and negative evidence based on the extent to which the forms of evidence can be objectively verified. We attach the most weight to historical earnings due to its verifiable nature. Weight is attached to tax planning strategies if the strategies are prudent and feasible and implementable without significant obstacles. Less weight is attached to forecasted future earnings due to its subjective nature, and expected timing of reversal of taxable temporary differences is given little weight unless the reversal of taxable and deductible temporary differences coincide. Valuation allowances are established primarily on net operating loss carryforwards and other deferred tax assets in the US, Luxembourg, France, Spain, China, the United Kingdom and Canada. We have appropriately reflected increases and decreases in our valuation allowance based on the overall weight of positive versus negative evidence on a jurisdiction by jurisdiction basis.

We record accruals for income taxes and associated interest that may become payable in future years as a result of audits by tax authorities. We recognize tax benefits when it is more likely than not (likelihood of greater than 50%), based on technical merits, that the position will be sustained upon examination. Tax positions that meet the more-likely-than-not threshold are measured using a probability weighted approach as the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement. Whether the more-likely-than-not recognition threshold is met for a tax position is a matter of judgment based on the individual facts and circumstances of that position evaluated in light of all available evidence.

The recoverability of deferred tax assets and the recognition and measurement of uncertain tax positions are subject to various assumptions and management judgment. If actual results differ from the estimates made by management in establishing or maintaining valuation allowances against deferred tax assets, the resulting change in the valuation allowance would generally impact earnings or Other comprehensive income depending on the nature of the respective deferred tax asset. In addition, the positions taken with regard to tax contingencies may be subject to audit and review by tax authorities, which may result in future taxes, interest and penalties.

- ***Benefit Obligations***

We have pension and other postretirement benefit plans covering substantially all employees who meet eligibility requirements. During 2013, we settled certain of our defined benefit pension plan obligations in the United Kingdom and Canada. Additionally, pension benefits offered to all US non-union participants in our US qualified defined benefit pension plan have been frozen and the plan was closed to new participants effective December 31, 2013.

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

The amounts recognized in the consolidated financial statements related to pension and other postretirement benefits are determined on an actuarial basis. A significant assumption used in determining our net periodic benefit cost is the expected long-term rate of return on plan assets. As of December 31, 2013, we assumed an expected long-term rate of return on plan assets of 8.5% for the US defined benefit pension plans, which represent approximately 88% and 86% of our fair value of pension plan assets and projected benefit obligation, respectively. On average, the actual return on the US qualified defined pension plans' assets over the long-term (20 years) has exceeded 8.5%.

Another estimate that affects our pension and other postretirement net periodic benefit cost is the discount rate used in the annual actuarial valuations of pension and other postretirement benefit plan obligations. At the end of each year, we determine the appropriate discount rate used to determine the present value of future cash flows currently expected to be required to settle the pension and other postretirement benefit obligations. The discount rate is generally based on the yield on high-quality corporate fixed-income securities. As of December 31, 2013, we increased the discount rate to 4.7% from 3.8% as of December 31, 2012 for the US plans.

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

On November 5, 2013, we announced we would eliminate eligibility for all US non-union individuals to our US postretirement health care plan and terminate this plan for all US non-union participants effective December 31, 2014.

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

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

The estimated change in pension and postretirement net periodic benefit cost that would occur in 2014 from a change in the indicated assumptions are as follows:

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

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

• **Accounting for Commitments and Contingencies**

We are subject to a number of legal and regulatory proceedings, lawsuits, claims, and investigations, incidental to the normal conduct of our past and current business, relating to and including product liability, intellectual property, land disputes, commercial contracts, employment, antitrust, workers' compensation, chemical exposure, asbestos exposure, prior acquisitions and divestitures, past waste disposal practices and release of chemicals into the environment, which are handled and defended in the ordinary course of business. We routinely assess the likelihood of any adverse judgments or outcomes to these matters as well as ranges of probable and reasonably estimable losses. Reasonable estimates involve judgments made by us after considering a broad range of information including: notifications, demands, settlements, which have been received from a regulatory authority or private party, estimates performed by independent consultants and outside counsel, available facts, identification of other potentially responsible parties and their ability to contribute, as well as prior experience. With respect to environmental remediation liabilities, it is our policy to accrue through fifteen years, unless we have government orders or other agreements that extend beyond fifteen years. A determination of the amount of loss contingency required, if any, is assessed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC")

Topic 450, *Contingencies*, and recorded if probable and estimable after careful analysis of each individual matter. The required reserves may change in the future due to new developments in each matter and as additional information becomes available.

#### Recent Accounting Pronouncements

See [Note 3 - Accounting Pronouncements](#) in the accompanying consolidated financial statements for a discussion of recent accounting pronouncements.

#### Item 7A. Quantitative and Qualitative Disclosures About Market Risk

##### Market Risks

Our financial market risk consists principally of exposure to currency exchange rates, interest rates and commodity prices. Exchange rate and interest rate risks are managed with a variety of techniques, including use of derivatives. We have in place policies of hedging against changes in currency exchange rates, interest rates and commodity prices as described below. Contracts to hedge exposures are primarily accounted for under FASB ASC Topic 815, *Derivatives and Hedging* ("FASB ASC Topic 815").

See [Note 21 - Derivative Financial Instruments](#) in the accompanying consolidated financial statements for further discussion of our market risk management and the related impact on our financial position and results of operations.

##### Interest Rate Risk Management

We use interest rate swap agreements to manage the interest rate risk of our total debt portfolio and related overall cost of borrowing. To reduce the interest rate risk inherent in our variable rate borrowings, we utilize interest rate swap agreements to convert a portion of our variable rate borrowings to a fixed rate obligation. A portion of these interest rate swap agreements are designated as cash flow hedges.

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

As of December 31, 2013			
Notional Value	Effective Date	Expiration Date	Fixed Rate <sup>(1)</sup>
(In \$ millions)			
1,100	January 2, 2012	January 2, 2014	1.71%
500	January 2, 2014	January 2, 2016	1.02%

<sup>(1)</sup> Fixes the LIBOR portion of our US-dollar denominated variable rate borrowings. See [Note 13 - Debt](#) in the accompanying consolidated financial statements for further information.

Upon issuance of the 4.625% Notes and \$400 million paydown of the Term C loan facility in November 2012, we dedesignated as cash flow hedges a notional value of \$395 million of the \$1.1 billion notional value US-dollar interest rate swap agreements expiring January 2, 2014, and a loss of \$6 million was reclassified out of Accumulated other comprehensive income (loss), net, into Interest expense in the accompanying consolidated statements of operations during the three months ended December 31, 2012. Future mark-to-market adjustments on these dedesignated interest rate swap agreements were recorded in Interest expense through their expiration on January 2, 2014. See [Note 13 - Debt](#) in the accompanying consolidated financial statements for further information.

As of December 31, 2013, we had \$790 million, €192 million and CNY470 million of variable rate debt and outstanding US-dollar interest rate swap agreements with a notional value of \$1.1 billion that expire January 2, 2014 and additional US-dollar interest rate swap agreements with a notional value of \$500 million that are in effect January 2, 2014 and expire January 2, 2016. These interest rate swap agreements have the economic effect of modifying the US-dollar variable rate obligations into fixed interest obligations. Accordingly, a 1% increase in interest rates would increase annual interest expense by \$6 million.

### **Foreign Exchange Risk Management**

The primary business objective of this hedging program is to maintain an approximately balanced position in foreign currencies so that exchange gains and losses resulting from exchange rate changes, net of related tax effects, are minimized. It is our policy to minimize currency exposures and to conduct operations either within functional currencies or using the protection of hedge strategies. Accordingly, we enter into foreign currency forwards and swaps to minimize our exposure to foreign currency fluctuations. From time to time we may also hedge our currency exposure related to forecasted transactions. Forward contracts are not designated as hedges under FASB ASC Topic 815.

The following table indicates the total US dollar equivalents of net foreign exchange exposure related to (short) long foreign exchange forward contracts outstanding by currency. All of the contracts included in the table below will have approximately offsetting effects from actual underlying payables, receivables, intercompany loans or other assets or liabilities subject to foreign exchange remeasurement.

	<u>2014 Maturity</u> <u>(In \$ millions)</u>
<b>Currency</b>	
Brazilian real	(12)
British pound sterling	(60)
Canadian dollar	46
Chinese renminbi	(106)
Euro	(228)
Hungarian forint	9
Japanese yen	(3)
Mexican peso	2
Singapore dollar	43
Swedish krona	(6)
Other	—
Total	<u>(315)</u>

Additionally, a portion of our assets, liabilities, revenues and expenses are denominated in currencies other than the US dollar. Fluctuations in the value of these currencies against the US dollar can have a direct and material impact on the business and financial results. For example, a decline in the value of the Euro versus the US dollar results in a decline in the US dollar value of our sales and earnings denominated in Euros due to translation effects. Likewise, an increase in the value of the Euro versus the US dollar would result in an opposite effect.

### **Commodity Risk Management**

We have exposure to the prices of commodities in our procurement of certain raw materials. We manage our exposure to commodity risk primarily through the use of long-term supply agreements, multi-year purchasing and sales agreements and forward purchase agreements. We regularly assess our practice of purchasing a portion of our commodity requirements under forward purchase agreements and other raw material hedging instruments in accordance with changes in market conditions. Forward purchases and swap contracts for raw materials are principally settled through actual delivery of the physical commodity. For qualifying contracts, we have 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 we would not settle net and the transaction would settle by 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.

**Item 8. Financial Statements and Supplementary Data**

Our consolidated financial statements and supplementary data are included in *Item 15. Exhibits and Financial Statement Schedules* of this Annual Report on Form 10-K.

**Quarterly Financial Information**

For a discussion of material events affecting performance in each quarter, see *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*. All amounts in the table below have been retroactively adjusted for the effects of discontinued operations and the change in accounting policy for defined benefit pension plans and other postretirement benefit plans described below.

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

Effective January 1, 2013, we elected to change our policy for recognizing actuarial gains and losses and changes in the fair value of plan assets for our defined benefit pension plans and other postretirement benefit plans. We now immediately recognize in operating results net actuarial gains and losses and the change in fair value of plan assets annually in the fourth quarter of each fiscal year and whenever a plan is required to be remeasured. The remaining components of our net periodic benefit cost are recorded on a quarterly basis. For further discussion, see [Note 2 - Summary of Accounting Policies](#) and [Note 14 - Benefit Obligations](#) in the accompanying consolidated financial statements.



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

	Three Months Ended			
	March 31, 2013	June 30, 2013	September 30, 2013	December 31, 2013
	(Unaudited)			
	(In \$ millions, except per share data)			
Net sales	1,605	1,653	1,636	1,616
Gross profit	333	319	346	367
Other (charges) gains, net	(4)	(3)	(4)	(147) <sup>(1)</sup>
Operating profit (loss)	184	169	211	944
Earnings (loss) from continuing operations before tax	218	208	228	955
Amounts attributable to Celanese Corporation				
Earnings (loss) from continuing operations	141	133	171	656
Earnings (loss) from discontinued operations	1	—	1	(2)
Net earnings (loss)	<u>142</u>	<u>133</u>	<u>172</u>	<u>654</u>
Net earnings (loss) per share — basic	0.89	0.83	1.09	4.16
Net earnings (loss) per share — diluted	0.89	0.83	1.08	4.15

	Three Months Ended			
	March 31, 2012	June 30, 2012	September 30, 2012	December 31, 2012
	(Unaudited)			
	(In \$ millions, except per share data)			
Net sales	1,633	1,675	1,609	1,501
Gross profit	274	335	328	244
Other (charges) gains, net	—	(3)	2	(13)
Operating profit (loss)	111	178	176	(290)
Earnings (loss) from continuing operations before tax	120	278	186	(263)
Amounts attributable to Celanese Corporation				
Earnings (loss) from continuing operations	193	221	129	(167)
Earnings (loss) from discontinued operations	—	—	(2)	(2)
Net earnings (loss)	<u>193</u>	<u>221</u>	<u>127</u>	<u>(169)</u>
Net earnings (loss) per share — basic	1.23	1.40	0.80	(1.06)
Net earnings (loss) per share — diluted	1.21	1.38	0.79	(1.06)

<sup>(1)</sup> Includes \$20 million of employee termination benefits, \$33 million of contract termination costs and \$34 million of long-lived asset impairment losses to fully write-off the related property, plant and equipment related to the closure of the our acetic anhydride facility in Roussillon, France and our vinyl acetate monomer ("VAM") facility in Tarragona, Spain in December 2013. Also includes long-lived asset impairment losses of \$46 million to fully write-off the property, plant and equipment at our Singapore acetic acid production unit.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. 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 Annual Report. Based on that evaluation, as of December 31, 2013, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective.

**Changes in Internal Control Over Financial Reporting**

During the three months ended December 31, 2013, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Report of Management on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our consolidated financial statements; providing reasonable assurance that receipts and expenditures of company assets are made in accordance with management authorization; and providing reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on our consolidated financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our consolidated financial statements would be prevented or detected.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control — Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2013. The Company's independent registered public accounting firm, KPMG LLP, has issued an audit report on the effectiveness of the Company's internal control over financial reporting. Their report follows.

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
Celanese Corporation:

We have audited Celanese Corporation and subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control — Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control — Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2013, and our report dated February 7, 2014 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Dallas, Texas  
February 7, 2014

**Item 9B. Other Information**

None.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item 10 is incorporated herein by reference from the sections captioned "Proposal 1: Election of Directors," "Corporate Governance" and "Stock Ownership Information - Section 16(a) Beneficial Ownership Reporting Compliance" of the Company's definitive proxy statement for the 2014 annual meeting of stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "2014 Proxy Statement"). Information about executive officers of the Company is contained in Part I of this Annual Report.

**Codes of Ethics**

The Company has adopted a Business Conduct Policy for directors, officers and employees along with a Financial Code of Ethics for its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. These codes are available on the corporate governance portal of the Company's investor relations website at <http://www.celanese.com>. The Company intends to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to and waivers from these codes by posting such information on the same website.

**Item 11. Executive Compensation**

The information required by this Item 11 is incorporated herein by reference from the sections captioned "Compensation Discussion and Analysis," "Risk Assessment of Compensation Practices," "Compensation Tables," "Potential Payments Upon Termination or Change In Control," "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report" of the 2014 Proxy Statement.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information with respect to beneficial ownership required by this Item 12 is incorporated herein by reference from the section captioned "Stock Ownership Information - Principal Stockholders and Beneficial Owners" of the 2014 Proxy Statement.

**Equity Compensation Plans****Securities Authorized for Issuance Under Equity Compensation Plans**

The following information is provided as of December 31, 2013 with respect to equity compensation plans:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	2,115,194 <sup>(1)</sup>	\$ 30.85	23,862,977 <sup>(2)</sup>
Equity compensation plans not approved by security holders <sup>(3)</sup>	212,373 <sup>(4)</sup>	\$ 28.01	—
Total	2,327,567 <sup>(5)</sup>		23,862,977

<sup>(1)</sup> Includes 1,737,550 restricted stock units ("RSUs") granted under the Celanese Corporation 2009 Global Incentive Plan, as amended and restated April 19, 2012 (the "2009 Plan"), including shares that may be issued pursuant to outstanding performance-based RSUs, assuming currently estimated maximum potential performance; actual shares may vary, depending on actual performance. Upon vesting, a share of the Company's Series A common stock is issued for each restricted stock unit. Column (b) does not take these awards into account because they do not have an exercise price.

<sup>(2)</sup> Includes shares available for future issuance under the Celanese Corporation 2009 Employee Stock Purchase Plan approved by stockholders on April 23, 2009 (the "ESPP"). As of December 31, 2013, an aggregate of 14,000,000 shares of our Series A common stock were available for future issuance under the ESPP. No shares have been offered for purchase under the ESPP as of December 31, 2013.

<sup>(3)</sup> The shares to be issued under plans not approved by stockholders relate to the Celanese Corporation 2004 Stock Incentive Plan (the "2004 Plan"), which is our former broad-based stock incentive plan for executive officers, key employees and directors. No further awards were made pursuant to the 2004 Plan upon stockholder approval of the 2009 Plan in April 2009. The 2004 Plan and the 2009 Plan are described in more detail in [Note 19 - Management Compensation Plans](#) in the accompanying consolidated financial statements. Additionally, there are 32,576 shares of phantom stock for compensation for director services deferred by certain of our non-employee directors under the 2008 Deferred Compensation Plan, which are not reflected in column (a). Each share of phantom stock represents the right to receive one share of Series A common stock.

<sup>(4)</sup> Includes no outstanding RSUs granted under the 2004 Plan.

<sup>(5)</sup> If the performance-based RSUs included in this total vest at the target performance level (as opposed to the superior performance level), the aggregate awards outstanding at December 31, 2013 would be 1,542,687. This is comprised of 567,935 stock options, 203,233 time-based RSUs granted to employees, 22,082 restricted stock awards granted to our Chief Executive Officer, 16,153 time-based RSUs granted to non-employee directors and 733,284 performance-based RSUs assuming target performance.

**Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required by this Item 13 is incorporated herein by reference from the section captioned "Certain Relationships and Related Person Transactions" and "Corporate Governance — Director Independence" of the 2014 Proxy Statement.

**Item 14. *Principal Accounting Fees and Services***

The information required by this Item 14 is incorporated herein by reference from the section captioned "Proposal 3: Ratification of Independent Registered Public Accounting Firm" of the 2014 Proxy Statement.

**PART IV**

**Item 15. *Exhibits, Financial Statement Schedules***

1. *Financial Statements.* The report of our independent registered public accounting firm and our consolidated financial statements are listed below and begin on [page 74](#) of this Annual Report on Form 10-K.

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2. *Financial Statement Schedules.*

The financial statement schedules required by this item, if any, are included as Exhibits to this Annual Report on Form 10-K.

3. *Exhibit List.*

See Index to Exhibits following our consolidated financial statements contained in this Annual Report on Form 10-K.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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  
Name: Mark C. Rohr  
Title: Chairman of the Board of Directors and Chief Executive Officer  
  
Date: February 7, 2014

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven M. Sterin and Christopher W. Jensen, and each of them, his or her true and lawful attorney-in-fact and agent, each of whom may act without joinder of the other, each with full power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that any such attorney-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934 and any rules, regulations and requirements of the US Securities and Exchange Commission in connection with the Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and any and all amendments hereto, as fully for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that any such said attorney-in-fact, acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MARK C. ROHR</u> Mark C. Rohr	Director, Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	February 7, 2014
<u>/s/ STEVEN M. STERIN</u> Steven M. Sterin	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 7, 2014
<u>/s/ CHRISTOPHER W. JENSEN</u> Christopher W. Jensen	Senior Vice President, Finance (Principal Accounting Officer)	February 7, 2014
<u>/s/ JAMES E. BARLETT</u> James E. Barlett	Director	February 7, 2014
<u>/s/ EDWARD G. GALANTE</u> Edward G. Galante	Director	February 7, 2014
<u>/s/ DAVID F. HOFFMEISTER</u> David F. Hoffmeister	Director	February 7, 2014
<u>/s/ JAY V. IHLENFELD</u> Jay V. Ihlenfeld	Director	February 7, 2014
<u>/s/ MARTIN G. MCGUINN</u> Martin G. McGuinn	Director	February 7, 2014

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> /s/ DANIEL S. SANDERS Daniel S. Sanders	Director	February 7, 2014
<hr/> /s/ FARAH M. WALTERS Farah M. Walters	Director	February 7, 2014
<hr/> /s/ JOHN K. WULFF John K. Wulff	Director	February 7, 2014



**CELANESE CORPORATION AND SUBSIDIARIES**  
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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Celanese Corporation:

We have audited the accompanying consolidated balance sheets of Celanese Corporation and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2013 and 2012, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2 to the consolidated financial statements, the Company has elected to change its method of accounting for pension and other postretirement benefit obligations in 2013. This method has been applied retrospectively to all periods presented.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control — Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 7, 2014 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Dallas, Texas  
February 7, 2014

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

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions, except share and per share data)		
Net sales	6,510	6,418	6,763
Cost of sales	(5,145)	(5,237)	(5,346)
Gross profit	1,365	1,181	1,417
Selling, general and administrative expenses	(311)	(830)	(805)
Amortization of intangible assets	(32)	(51)	(62)
Research and development expenses	(85)	(104)	(98)
Other (charges) gains, net	(158)	(14)	(48)
Foreign exchange gain (loss), net	(6)	(4)	—
Gain (loss) on disposition of businesses and assets, net	735	(3)	(2)
Operating profit (loss)	1,508	175	402
Equity in net earnings (loss) of affiliates	180	242	192
Interest expense	(172)	(185)	(221)
Refinancing expense	(1)	(3)	(3)
Interest income	1	2	3
Dividend income - cost investments	93	85	80
Other income (expense), net	—	5	14
Earnings (loss) from continuing operations before tax	1,609	321	467
Income tax (provision) benefit	(508)	55	(41)
Earnings (loss) from continuing operations	1,101	376	426
Earnings (loss) from operation of discontinued operations	—	(6)	2
Gain (loss) on disposition of discontinued operations	—	—	—
Income tax (provision) benefit from discontinued operations	—	2	(1)
Earnings (loss) from discontinued operations	—	(4)	1
Net earnings (loss)	1,101	372	427
Net (earnings) loss attributable to noncontrolling interests	—	—	—
Net earnings (loss) attributable to Celanese Corporation	1,101	372	427
Amounts attributable to Celanese Corporation			
Earnings (loss) from continuing operations	1,101	376	426
Earnings (loss) from discontinued operations	—	(4)	1
Net earnings (loss)	1,101	372	427
Earnings (loss) per common share - basic			
Continuing operations	6.93	2.37	2.72
Discontinued operations	—	(0.02)	0.01
Net earnings (loss) - basic	6.93	2.35	2.73
Earnings (loss) per common share - diluted			
Continuing operations	6.91	2.35	2.68
Discontinued operations	—	(0.02)	0.01
Net earnings (loss) - diluted	6.91	2.33	2.69
Weighted average shares - basic	158,801,150	158,359,914	156,226,526
Weighted average shares - diluted	159,334,219	159,830,786	158,970,283

See the accompanying notes to the consolidated financial statements.

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

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Net earnings (loss)	1,101	372	427
Other comprehensive income (loss), net of tax			
Unrealized gain (loss) on marketable securities	1	—	—
Foreign currency translation	20	5	(27)
Gain (loss) on interest rate swaps	6	7	27
Pension and postretirement benefits	58	(11)	—
Total other comprehensive income (loss), net of tax	85	1	—
Total comprehensive income (loss), net of tax	1,186	373	427
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—
Comprehensive income (loss) attributable to Celanese Corporation	1,186	373	427

See the accompanying notes to the consolidated financial statements.

**CELANESE CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

	As of December 31,	
	2013	2012
	(In \$ millions, except share data)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	984	959
Trade receivables - third party and affiliates (net of allowance for doubtful accounts - 2013: \$9; 2012: \$9)	867	827
Non-trade receivables, net	343	209
Inventories	804	711
Deferred income taxes	115	49
Marketable securities, at fair value	41	53
Other assets	28	31
Total current assets	3,182	2,839
Investments in affiliates	841	800
Property, plant and equipment (net of accumulated depreciation - 2013: \$1,672; 2012: \$1,506)	3,425	3,350
Deferred income taxes	289	606
Other assets	341	463
Goodwill	798	777
Intangible assets, net	142	165
Total assets	9,018	9,000
<b>LIABILITIES AND EQUITY</b>		
Current Liabilities		
Short-term borrowings and current installments of long-term debt - third party and affiliates	177	168
Trade payables - third party and affiliates	799	649
Other liabilities	541	475
Deferred income taxes	10	25
Income taxes payable	18	38
Total current liabilities	1,545	1,355
Long-term debt	2,887	2,930
Deferred income taxes	225	50
Uncertain tax positions	200	181
Benefit obligations	1,175	1,602
Other liabilities	287	1,152
Commitments and Contingencies		
Stockholders' Equity		
Preferred stock, \$0.01 par value, 100,000,000 shares authorized (2013 and 2012: 0 issued and outstanding)	—	—
Series A common stock, \$0.0001 par value, 400,000,000 shares authorized (2013: 165,867,965 issued and 156,939,828 outstanding; 2012: 183,629,237 issued and 159,642,401 outstanding)	—	—
Series B common stock, \$0.0001 par value, 100,000,000 shares authorized (2013 and 2012: 0 issued and outstanding)	—	—
Treasury stock, at cost (2013: 8,928,137 shares; 2012: 23,986,836 shares)	(361)	(905)
Additional paid-in capital	53	731
Retained earnings	3,011	1,993
Accumulated other comprehensive income (loss), net	(4)	(89)
Total Celanese Corporation stockholders' equity	2,699	1,730
Noncontrolling interests	—	—
Total equity	2,699	1,730
Total liabilities and equity	9,018	9,000

See the accompanying notes to the consolidated financial statements.

**CELANESE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EQUITY**

	Year Ended December 31,					
	2013		2012		2011	
	Shares	Amount	Shares	Amount	Shares	Amount
	(In \$ millions, except share data)					
Series A Common Stock						
Balance as of the beginning of the period	159,642,401	—	156,463,811	—	155,759,293	—
Stock option exercises	283,682	—	3,751,825	—	842,342	—
Purchases of treasury stock	(3,192,201)	—	(1,065,542)	—	(652,016)	—
Stock awards	205,946	—	492,307	—	514,192	—
Balance as of the end of the period	<u>156,939,828</u>	<u>—</u>	<u>159,642,401</u>	<u>—</u>	<u>156,463,811</u>	<u>—</u>
Treasury Stock						
Balance as of the beginning of the period	23,986,836	(905)	22,921,294	(860)	22,269,278	(829)
Purchases of treasury stock, including related fees	3,192,201	(164)	1,065,542	(45)	652,016	(31)
Retirement of treasury stock	(18,250,900)	708	—	—	—	—
Balance as of the end of the period	<u>8,928,137</u>	<u>(361)</u>	<u>23,986,836</u>	<u>(905)</u>	<u>22,921,294</u>	<u>(860)</u>
Additional Paid-In Capital						
Balance as of the beginning of the period		731		627		574
Retirement of treasury stock		(708)		—		—
Stock-based compensation, net of tax		19		12		17
Stock option exercises, net of tax		11		92		36
Balance as of the end of the period		<u>53</u>		<u>731</u>		<u>627</u>
Retained Earnings						
Balance as of the beginning of the period		1,993		1,664		1,271
Net earnings (loss) attributable to Celanese Corporation		1,101		372		427
Series A common stock dividends		(83)		(43)		(34)
Balance as of the end of the period		<u>3,011</u>		<u>1,993</u>		<u>1,664</u>
Accumulated Other Comprehensive Income (Loss), Net						
Balance as of the beginning of the period		(89)		(90)		(90)
Other comprehensive income (loss), net of tax		85		1		—
Balance as of the end of the period		<u>(4)</u>		<u>(89)</u>		<u>(90)</u>
Total Celanese Corporation stockholders' equity		<u>2,699</u>		<u>1,730</u>		<u>1,341</u>
Noncontrolling Interests						
Balance as of the beginning of the period		—		—		—
Net earnings (loss) attributable to noncontrolling interests		—		—		—
Balance as of the end of the period		<u>—</u>		<u>—</u>		<u>—</u>
Total equity		<u>2,699</u>		<u>1,730</u>		<u>1,341</u>

See the accompanying notes to the consolidated financial statements.

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

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Operating Activities			
Net earnings (loss)	1,101	372	427
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities			
Other charges (gains), net of amounts used	122	(12)	(6)
Depreciation, amortization and accretion	319	320	311
Pension and postretirement benefit expense	(35)	9	30
Pension and postretirement contributions	(96)	(288)	(209)
Actuarial (gain) loss on pension and postretirement plans	(104)	389	306
Pension curtailments and settlements, net	(52)	—	—
Deferred income taxes, net	344	(175)	(15)
(Gain) loss on disposition of businesses and assets, net	(737)	3	1
Refinancing expense	1	3	3
Other, net	(3)	53	56
Operating cash provided by (used in) discontinued operations	(4)	2	(9)
Changes in operating assets and liabilities			
Trade receivables - third party and affiliates, net	(23)	50	(83)
Inventories	(81)	6	(112)
Other assets	(110)	9	17
Trade payables - third party and affiliates	108	5	22
Other liabilities	12	(24)	(101)
Net cash provided by (used in) operating activities	762	722	638
Investing Activities			
Capital expenditures on property, plant and equipment	(370)	(361)	(349)
Acquisitions, net of cash acquired	—	(23)	(8)
Proceeds from sale of businesses and assets, net	13	1	6
Deferred proceeds from Kelsterbach plant relocation	—	—	159
Capital expenditures related to Kelsterbach plant relocation	(7)	(49)	(204)
Other, net	(58)	(68)	(45)
Net cash provided by (used in) investing activities	(422)	(500)	(441)
Financing Activities			
Short-term borrowings (repayments), net	(11)	2	(13)
Proceeds from short-term borrowings	177	71	70
Repayments of short-term borrowings	(123)	(71)	(73)
Proceeds from long-term debt	74	550	411
Repayments of long-term debt	(198)	(489)	(591)
Refinancing costs	(2)	(9)	(8)
Purchases of treasury stock, including related fees	(164)	(45)	(31)
Stock option exercises	9	62	20
Series A common stock dividends	(83)	(43)	(34)
Other, net	(5)	21	(4)
Net cash provided by (used in) financing activities	(326)	49	(253)
Exchange rate effects on cash and cash equivalents	11	6	(2)
Net increase (decrease) in cash and cash equivalents	25	277	(58)
Cash and cash equivalents as of beginning of period	959	682	740
Cash and cash equivalents as of end of period	984	959	682

See the accompanying notes to the consolidated financial statements.

**CELANESE CORPORATION AND SUBSIDIARIES**  
**NOTES TO THE 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.

In conjunction with the Company's focus on the Celanese brand, the names of the Company's reporting units have changed to engineered materials (formerly Advanced Engineered Materials), cellulose derivatives (formerly Acetate Products), food ingredients (formerly Nutrinova), emulsion polymers (formerly Emulsions), EVA polymers (formerly EVA Performance Polymers) and intermediate chemistry (formerly Acetyl Intermediates). There has been no change to the names or composition of the Company's business segments.

*Definitions*

In this Annual Report on Form 10-K ("Annual 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 consolidated financial statements contained in this Annual Report were prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for all periods presented. The consolidated financial statements and other financial information included in this Annual Report, unless otherwise specified, have been presented to separately show the effects of discontinued operations.

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 Annual Report.

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

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

**2. Summary of Accounting Policies**

• *Consolidation principles*

The consolidated financial statements have been prepared in accordance with US GAAP for all periods presented and include the accounts of the Company and its majority owned subsidiaries over which the Company exercises control. All intercompany accounts and transactions have been eliminated in consolidation.

• *Estimates and assumptions*

The preparation of 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 consolidated financial statements and the reported amounts of revenues, expenses and allocated charges during the reporting period. Significant estimates pertain to impairments of goodwill, intangible assets and other long-lived assets, purchase price allocations, restructuring costs and other (charges) gains, net, income taxes, pension and other postretirement



benefits, asset retirement obligations, environmental liabilities and loss contingencies, among others. Actual results could differ from those estimates.

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

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

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

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

In connection with the changes in accounting policy for pension and other postretirement benefits and in an attempt to properly match the actual operational expenses each business segment is incurring, the Company changed its allocation of net periodic benefit cost. Previously, the Company allocated all components of net periodic benefit cost to each business segment on a ratable basis. The Company now allocates only the service cost and amortization of prior service cost components of its pension and postretirement plans to its business segments. All other components of net periodic benefit cost are recorded to Other Activities. The components of net periodic benefit cost that are no longer allocated to each business segment include interest cost, expected return on assets and net actuarial gains and losses as these components are considered financing activities managed at the corporate level. The Company believes the revised expense allocation more appropriately matches the cost incurred for active employees to the respective business segment. Business segment information for all periods presented has been retrospectively adjusted ([Note 25](#)).

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

<b>Year Ended December 31, 2013</b>			
	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
<b>(In \$ millions, except per share data)</b>			
Cost of sales	(5,223)	78	(5,145)
Gross profit	1,287	78	1,365
Selling, general and administrative expenses	(514)	203	(311)
Research and development expenses	(95)	10	(85)
Operating profit (loss)	1,217	291	1,508
Earnings (loss) from continuing operations before tax	1,318	291	1,609
Income tax (provision) benefit	(406)	(102)	(508)
Earnings (loss) from continuing operations	912	189	1,101
Net earnings (loss)	912	189	1,101
Net earnings (loss) attributable to Celanese Corporation	912	189	1,101
Earnings (loss) per common share - basic			
Continuing operations	5.74	1.19	6.93
Discontinued operations	—	—	—
Net earnings (loss) - basic	<u>5.74</u>	<u>1.19</u>	<u>6.93</u>
Earnings (loss) per common share - diluted			
Continuing operations	5.72	1.19	6.91
Discontinued operations	—	—	—
Net earnings (loss) - diluted	<u>5.72</u>	<u>1.19</u>	<u>6.91</u>

<b>Year Ended December 31, 2012</b>			
	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
<b>(In \$ millions, except per share data)</b>			
Cost of sales	(5,226)	(11)	(5,237)
Gross profit	1,192	(11)	1,181
Selling, general and administrative expenses	(507)	(323)	(830)
Research and development expenses	(102)	(2)	(104)
Operating profit (loss)	511	(336)	175
Earnings (loss) from continuing operations before tax	657	(336)	321
Income tax (provision) benefit	(48)	103	55
Earnings (loss) from continuing operations	609	(233)	376
Net earnings (loss)	605	(233)	372
Net earnings (loss) attributable to Celanese Corporation	605	(233)	372
Earnings (loss) per common share - basic			
Continuing operations	3.84	(1.47)	2.37
Discontinued operations	(0.02)	—	(0.02)
Net earnings (loss) - basic	<u>3.82</u>	<u>(1.47)</u>	<u>2.35</u>
Earnings (loss) per common share - diluted			
Continuing operations	3.81	(1.46)	2.35
Discontinued operations	(0.02)	—	(0.02)
Net earnings (loss) - diluted	<u>3.79</u>	<u>(1.46)</u>	<u>2.33</u>

**Year Ended December 31, 2011**

	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
(In \$ millions, except per share data)			
Cost of sales	(5,329)	(17)	(5,346)
Gross profit	1,434	(17)	1,417
Selling, general and administrative expenses	(536)	(269)	(805)
Research and development expenses	(96)	(2)	(98)
Operating profit (loss)	690	(288)	402
Earnings (loss) from continuing operations before tax	755	(288)	467
Income tax (provision) benefit	(149)	108	(41)
Earnings (loss) from continuing operations	606	(180)	426
Net earnings (loss)	607	(180)	427
Net earnings (loss) attributable to Celanese Corporation	607	(180)	427
Earnings (loss) per common share - basic			
Continuing operations	3.88	(1.16)	2.72
Discontinued operations	0.01	—	0.01
Net earnings (loss) - basic	<u>3.89</u>	<u>(1.16)</u>	<u>2.73</u>
Earnings (loss) per common share - diluted			
Continuing operations	3.81	(1.13)	2.68
Discontinued operations	0.01	—	0.01
Net earnings (loss) - diluted	<u>3.82</u>	<u>(1.13)</u>	<u>2.69</u>

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

**Year Ended December 31, 2013**

	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
(In \$ millions)			
Net earnings (loss)	912	189	1,101
Pension and postretirement benefits	247	(189)	58
Total other comprehensive income (loss), net of tax	274	(189)	85

**Year Ended December 31, 2012**

	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
(In \$ millions)			
Net earnings (loss)	605	(233)	372
Pension and postretirement benefits	(244)	233	(11)
Total other comprehensive income (loss), net of tax	(232)	233	1

**Year Ended December 31, 2011**

	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
		(In \$ millions)	
Net earnings (loss)	607	(180)	427
Pension and postretirement benefits	(180)	180	—
Total other comprehensive income (loss), net of tax	(180)	180	—

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

**As of December 31, 2013**

	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
		(In \$ millions)	
Retained earnings	3,815	(804)	3,011
Accumulated other comprehensive income (loss), net	(808)	804	(4)

**As of December 31, 2012**

	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
		(In \$ millions)	
Retained earnings	2,986	(993)	1,993
Accumulated other comprehensive income (loss), net	(1,082)	993	(89)

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

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

	<b>2013</b>		
	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
		<b>(In \$ millions)</b>	
Retained earnings as of the beginning of the period	2,986	(993)	1,993
Net earnings (loss) attributable to Celanese Corporation	912	189	1,101
Retained earnings as of the end of the period	3,815	(804)	3,011
Accumulated other comprehensive income (loss), net as of the beginning of the period	(1,082)	993	(89)
Other comprehensive income (loss), net of tax	274	(189)	85
Accumulated other comprehensive income (loss), net as of the end of the period	(808)	804	(4)
	<b>2012</b>		
	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
		<b>(In \$ millions)</b>	
Retained earnings as of the beginning of the period	2,424	(760)	1,664
Net earnings (loss) attributable to Celanese Corporation	605	(233)	372
Retained earnings as of the end of the period	2,986	(993)	1,993
Accumulated other comprehensive income (loss), net as of the beginning of the period	(850)	760	(90)
Other comprehensive income (loss), net of tax	(232)	233	1
Accumulated other comprehensive income (loss), net as of the end of the period	(1,082)	993	(89)
	<b>2011</b>		
	<b>Previous Accounting Method</b>	<b>Effect of Change</b>	<b>As Reported</b>
		<b>(In \$ millions)</b>	
Retained earnings as of the beginning of the period	1,851	(580)	1,271
Net earnings (loss) attributable to Celanese Corporation	607	(180)	427
Retained earnings as of the end of the period	2,424	(760)	1,664
Accumulated other comprehensive income (loss), net as of the beginning of the period	(670)	580	(90)
Other comprehensive income (loss), net of tax	(180)	180	—
Accumulated other comprehensive income (loss), net as of the end of the period	(850)	760	(90)

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

Year Ended December 31, 2013		
Previous Accounting Method	Effect of Change	As Reported
(In \$ millions)		
Net earnings (loss)	912	1,101
Pension and postretirement benefit expense	—	(35)
Pension and postretirement contributions	—	(96)
Actuarial (gain) loss on pension and postretirement plans	—	(104)
Pension curtailments and settlements, net	—	(52)
Deferred income taxes, net	242	344
Other liabilities	16	12

Year Ended December 31, 2012		
Previous Accounting Method	Effect of Change	As Reported
(In \$ millions)		
Net earnings (loss)	605	372
Pension and postretirement benefit expense	—	9
Pension and postretirement contributions	—	(288)
Actuarial (gain) loss on pension and postretirement plans	—	389
Deferred income taxes, net	(73)	(175)
Other liabilities	(249)	(24)

Year Ended December 31, 2011		
Previous Accounting Method	Effect of Change	As Reported
(In \$ millions)		
Net earnings (loss)	607	427
Pension and postretirement benefit expense	—	30
Pension and postretirement contributions	—	(209)
Actuarial (gain) loss on pension and postretirement plans	—	306
Deferred income taxes, net	93	(15)
Other liabilities	(262)	(101)

- **Cash and cash equivalents**

All highly liquid investments with original maturities of three months or less are considered cash equivalents.

- **Inventories**

Inventories, including stores and supplies, are stated at the lower of cost or market. Cost for inventories is determined using the first-in, first-out ("FIFO") method. Cost includes raw materials, direct labor and manufacturing overhead. Cost for stores and supplies is primarily determined by the average cost method.

- **Investments in marketable securities**

The Company classifies its investments in debt and equity securities as "available-for-sale" and reports those investments at their fair market values in the consolidated balance sheets as Marketable securities, at fair value. Unrealized gains or losses, net of the related tax effect on available-for-sale securities, are excluded from earnings and are reported as a component of

Accumulated other comprehensive income (loss), net until realized. The cost of securities sold is determined by using the specific identification method.

A decline in the market value of any available-for-sale security below cost that is deemed to be other-than-temporary results in a reduction in the carrying amount to fair value. The impairment is charged to earnings and a new cost basis for the security is established. To determine whether impairment is other-than-temporary, the Company considers whether it has the ability and intent to hold the investment until a market price recovery and evidence indicating the cost of the investment is recoverable outweighs evidence to the contrary. Evidence considered in this assessment includes the reasons for the impairment, the severity and duration of the impairment, changes in value subsequent to year end and forecasted performance of the investee.

The Company reviews all investments for other-than-temporary impairment at least quarterly or as indicators of impairment exist. Indicators of impairment include the duration and severity of the decline in fair value below carrying value as well as the intent and ability to hold the investment to allow for a recovery in the market value of the investment. In addition, the Company considers qualitative factors that include, but are not limited to: (i) the financial condition and business plans of the investee including its future earnings potential, (ii) the investee's credit rating, and (iii) the current and expected market and industry conditions in which the investee operates. If a decline in the fair value of an investment is deemed by management to be other-than-temporary, the Company writes down the carrying value of the investment to fair value, and the amount of the write-down is included in net earnings. Such a determination is dependent on the facts and circumstances relating to each investment.

- **Investments in affiliates**

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 323, *Investments - Equity Method and Joint Ventures* ("FASB ASC Topic 323"), stipulates that the equity method should be used to account for investments whereby an investor has "the ability to exercise significant influence over operating and financial policies of an investee", but does not exercise control. FASB ASC Topic 323 generally considers an investor to have the ability to exercise significant influence when it owns 20% or more of the voting stock of an investee. FASB ASC Topic 323 lists circumstances under which, despite 20% ownership, an investor may not be able to exercise significant influence. Certain investments where the Company owns greater than a 20% ownership interest are accounted for under the cost method of accounting because the Company cannot exercise significant influence or control. The Company determined that it cannot exercise significant influence over these entities due to local government investment in and influence over these entities, limitations on the Company's involvement in the day-to-day operations and the present inability of the entities to provide timely financial information prepared in accordance with US GAAP.

In certain instances, the financial information of the Company's equity investees is not available on a timely basis. Accordingly, the Company records its proportional share of the investee's earnings or losses on a consistent lag of no more than one quarter.

The Company assesses the recoverability of the carrying value of its investments whenever events or changes in circumstances indicate a loss in value that is other than a temporary decline. A loss in value of an equity method or cost method investment, which is other than a temporary decline, will be recognized as the difference between the carrying amount of the investment and its fair value.

The Company's estimates of fair value are determined based on a discounted cash flow model. The Company periodically engages third-party valuation consultants to assist with this process.

- **Property, plant and equipment, net**

Land is recorded at historical cost. Buildings, machinery and equipment, including capitalized interest, and property under capital lease agreements, are recorded at cost less accumulated depreciation. The Company records depreciation and amortization in its consolidated statements of operations as either Cost of sales or Selling, general and administrative expenses consistent with the utilization of the underlying assets. Depreciation is calculated on a straight-line basis over the following estimated useful lives of depreciable assets:

Land improvements	20 years
Buildings and improvements	30 years
Machinery and equipment	20 years

Leasehold improvements are amortized over 10 years or the remaining life of the respective lease, whichever is shorter.

Accelerated depreciation is recorded when the estimated useful life is shortened. Ordinary repair and maintenance costs, including costs for planned maintenance turnarounds, that do not extend the useful life of the asset are charged to earnings as incurred. Fully depreciated assets are retained in property and depreciation accounts until sold or otherwise disposed. In the case of disposals, assets and related depreciation are removed from the accounts, and the net amounts, less proceeds from disposal, are included in earnings.

The Company also leases property, plant and equipment under operating and capital leases. Rent expense for operating leases, which may have escalating rentals or rent holidays over the term of the lease, is recorded on a straight-line basis over the lease term. Amortization of capital lease assets is included as a component of depreciation expense.

Assets acquired in business combinations are recorded at their fair values and depreciated over the assets' remaining useful lives or the Company's policy lives, whichever is shorter.

The Company assesses the recoverability of the carrying amount of its property, plant and equipment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. An impairment loss would be assessed when estimated undiscounted future cash flows from the operation and disposition of the asset group are less than the carrying amount of the asset group. Asset groups have identifiable cash flows and are largely independent of other asset groups. Measurement of an impairment loss is based on the excess of the carrying amount of the asset group over its fair value. Fair value is measured using discounted cash flows or independent appraisals, as appropriate. Impairment losses are recorded primarily to Other (charges) gains, net.

- ***Goodwill and other intangible assets***

Customer-related intangible assets and other intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives, which range from four to 20 years.

The excess of the purchase price over fair value of net identifiable assets and liabilities of an acquired business ("goodwill"), trademarks and trade names and other indefinite-lived intangible assets are not amortized, but rather tested for impairment, at least annually. The Company assesses the recoverability of the carrying amount of its reporting unit goodwill and other indefinite-lived intangible assets either qualitatively or quantitatively annually during the third quarter of its fiscal year using June 30 balances or whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. Impairment losses are recorded primarily to Other (charges) gains, net.

When assessing the recoverability of goodwill and other indefinite-lived intangible assets, the Company may first assess qualitative factors. If an initial qualitative assessment indicates that it is more likely than not the carrying amount exceeds fair value, a quantitative analysis may be required. The Company may also elect to skip the qualitative assessment and proceed directly to the quantitative analysis.

Recoverability of the carrying value of goodwill is measured at the reporting unit level based on the provisions of FASB ASC Topic 350, *Intangibles - Goodwill and Other* ("FASB ASC Topic 350"). In performing a quantitative analysis, the Company measures the recoverability of goodwill for each reporting unit using a discounted cash flow model incorporating discount rates commensurate with the risks involved, which is classified as a Level 3 measurement under FASB ASC Topic 820, *Fair Value Measurement* ("FASB ASC Topic 820"). The key assumptions used in the discounted cash flow valuation model include discount rates, growth rates, tax rates, cash flow projections and terminal value rates. Discount rates, growth rates and cash flow projections are the most sensitive and susceptible to change as they require significant management judgment. The Company may engage third-party valuation consultants to assist with this process. The valuation consultants assess fair value by equally weighting a combination of two market approaches (market multiple analysis and comparable transaction analysis) and the discounted cash flow approach.

If the calculated fair value is less than the current carrying amount, impairment of the reporting unit may exist. When the recoverability test indicates potential impairment, the Company, or in certain circumstances, a third-party valuation consultant engaged by the Company to assist with the process, will calculate an implied fair value of goodwill for the reporting unit. The implied fair value of goodwill is determined in a manner similar to how goodwill is calculated in a business combination. If the implied fair value of goodwill exceeds the carrying amount of goodwill assigned to the reporting unit, there is no impairment. If the carrying amount of goodwill assigned to a reporting unit exceeds the implied fair value of the goodwill, an impairment loss is recorded to write down the carrying amount. An impairment loss cannot exceed the carrying amount of goodwill assigned to a reporting unit but may indicate certain long-lived and amortizable intangible assets associated with the reporting unit may require additional impairment testing.



In performing a quantitative analysis, recoverability is measured by a comparison of the carrying amount of the indefinite-lived intangible asset over its fair value. Any excess of the carrying amount of the indefinite-lived intangible asset over its fair value is recognized as an impairment loss. The Company periodically engages third-party valuation consultants to assist with this process.

Management tests indefinite-lived intangible assets utilizing the relief from royalty method to determine the estimated fair value for each indefinite-lived intangible asset, which is classified as a Level 3 measurement under FASB ASC Topic 820. The relief from royalty method estimates the Company's theoretical royalty savings from ownership of the intangible asset. Key assumptions used in this model include discount rates, royalty rates, growth rates, tax rates, sales projections and terminal value rates. Discount rates, royalty rates, growth rates and sales projections are the assumptions most sensitive and susceptible to change as they require significant management judgment. Discount rates used are similar to the rates estimated by the weighted average cost of capital ("WACC") considering any differences in company-specific risk factors. Royalty rates are established by management and are periodically substantiated by third-party valuation consultants. Operational management, considering industry and company-specific historical and projected data, develops growth rates and sales projections associated with each indefinite-lived intangible asset. Terminal value rate determination follows common methodology of capturing the present value of perpetual sales estimates beyond the last projected period assuming a constant WACC and low long-term growth rates.

The Company assesses the recoverability of finite-lived intangible assets in the same manner as for property, plant and equipment as described above. Impairment losses are recorded primarily to Other (charges) gains, net.

- ***Financial instruments***

The Company manages its exposures to currency exchange rates, interest rates and commodity prices through a risk management program that includes the use of derivative financial instruments. The Company does not use derivative financial instruments for speculative trading purposes. The fair value of all derivative instruments is recorded as an asset or liability at the balance sheet date. Changes in the fair value of these instruments are reported in earnings or Accumulated other comprehensive income (loss), net, depending on the use of the derivative and whether it qualifies for hedge accounting treatment under the provisions of FASB ASC Topic 815, *Derivatives and Hedging* ("FASB ASC Topic 815").

Gains and losses on derivative instruments qualifying as cash flow hedges are recorded in Accumulated other comprehensive income (loss), net, to the extent the hedges are effective, until the underlying transactions are recognized in earnings. The ineffective portions of cash flow hedges, if any, are recognized in earnings immediately. Derivative instruments not designated as hedges are marked to market at the end of each accounting period with the change in fair value recorded in earnings.

- ***Concentrations of credit risk***

The Company is exposed to credit risk in the event of nonpayment by customers and counterparties. The creditworthiness of customers and counterparties is subject to continuing review, including the use of master netting agreements, where the Company deems appropriate. The Company minimizes concentrations of credit risk through diverse customers across many different industries and geographies. In addition, credit risk arising from derivative instruments is not significant because the counterparties to these contracts are primarily major international financial institutions and, to a lesser extent, major chemical companies. Where appropriate, the Company has diversified its selection of counterparties. Generally, collateral is not required from customers and counterparties and allowances are provided for specific risks inherent in receivables.

- ***Allowance for doubtful accounts***

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. The Company believes, based on historical results, the likelihood of actual write-offs having a material impact on financial results is low. The allowance for doubtful accounts is estimated using factors such as customer credit ratings, past collection history and general risk profile. Receivables are charged against the allowance for doubtful accounts when it is probable that the receivable will not be recovered.

- ***Deferred financing costs***

The Company capitalizes direct costs incurred to obtain debt financings and amortizes these costs using a method that approximates the effective interest rate method over the terms of the related debt. Upon the extinguishment of the related debt, any unamortized capitalized debt financing costs are immediately expensed.

- ***Environmental liabilities***

The Company manufactures and sells a diverse line of chemical products throughout the world. Accordingly, the Company's operations are subject to various hazards incidental to the production of industrial chemicals including the use, handling, processing, storage and transportation of hazardous materials. The Company recognizes losses and accrues liabilities relating to environmental matters if available information indicates that it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. Depending on the nature of the site, the Company accrues through 15 years, unless the Company has government orders or other agreements that extend beyond 15 years. If the event of loss is neither probable nor reasonably estimable, but is reasonably possible, the Company provides disclosure in the notes to the consolidated financial statements if the contingency is considered material. The Company estimates environmental liabilities on a case-by-case basis using the most current status of available facts, existing technology, presently enacted laws and regulations and prior experience in remediation of contaminated sites. Recoveries of environmental costs from other parties are recorded as assets when their receipt is deemed probable.

An environmental reserve related to cleanup of a contaminated site might include, for example, a provision for one or more of the following types of costs: site investigation and testing costs, cleanup costs, costs related to soil and water contamination resulting from tank ruptures and post-remediation monitoring costs. These reserves do not take into account any claims or recoveries from insurance. The measurement of environmental liabilities is based on the Company's periodic estimate of what it will cost to perform each of the elements of the remediation effort. The Company utilizes third parties to assist in the management and development of cost estimates for its sites. Changes to environmental regulations or other factors affecting environmental liabilities are reflected in the consolidated financial statements in the period in which they occur.

- ***Revenue recognition***

The Company recognizes revenue when title and risk of loss have been transferred to the customer, generally at the time of shipment of products, and provided that four basic criteria are met: (a) persuasive evidence of an arrangement exists; (b) delivery has occurred or services have been rendered; (c) the fee is fixed or determinable; and (d) collectibility is reasonably assured. Should changes in conditions cause the Company to determine revenue recognition criteria are not met for certain transactions, revenue recognition would be delayed until such time that the transactions become realizable and fully earned. Payments received in advance of meeting the above revenue recognition criteria are recorded as deferred revenue. Shipping and handling fees billed to customers in a sales transaction are recorded in Net sales and shipping and handling costs incurred are recorded in Cost of sales.

- ***Research and development***

The costs of research and development are charged as an expense in the period in which they are incurred.

- ***Insurance loss reserves***

The Company has two wholly-owned insurance companies (the "Captives") that are used as a form of self insurance for liability and workers compensation risks. The Captives enter into reinsurance arrangements to reduce their risk of loss. The reinsurance arrangements do not relieve the Captives from their obligations to policyholders. Failure of the reinsurers to honor their obligations could result in losses to the Captives. The Captives evaluate the financial condition of their reinsurers and monitor concentrations of credit risk to minimize their exposure to significant losses from reinsurer insolvencies and to establish allowances for amounts deemed non-collectible.

One of the Captives also insures certain third-party risks. The liabilities recorded by the Captives relate to the estimated risk of loss, which is based on management estimates and actuarial valuations, and unearned premiums, which represent the portion of the third-party premiums written applicable to the unexpired terms of the policies in-force. Liabilities are recognized for known claims when sufficient information has been developed to indicate involvement of a specific policy and the Company can reasonably estimate its liability. In addition, liabilities have been established to cover additional exposure on both known and unasserted claims. Estimates of the liabilities are reviewed and updated regularly. It is possible that actual results could differ significantly from the recorded liabilities. Premiums written are recognized as revenue as earned based on the terms of the policies. Capitalization of the Captives is determined by regulatory guidelines.

- ***Income taxes***

The provision for income taxes is determined using the asset and liability approach of accounting for income taxes. Under this approach, deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and net operating loss and tax credit

carryforwards. The amount of deferred taxes on these temporary differences is determined using the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, as applicable, based on tax rates and laws in the respective tax jurisdiction enacted as of the balance sheet date.

The Company reviews its deferred tax assets for recoverability and establishes a valuation allowance based on historical taxable income, projected future taxable income, applicable tax strategies and the expected timing of the reversals of existing temporary differences. A valuation allowance is provided when it is more likely than not (likelihood of greater than 50%) that some portion or all of the deferred tax assets will not be realized.

The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes. Tax positions are recognized only when it is more likely than not, based on technical merits, that the positions will be sustained upon examination. Tax positions that meet the more-likely-than-not threshold are measured using a probability weighted approach as the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement. Whether the more-likely-than-not recognition threshold is met for a tax position is a matter of judgment based on the individual facts and circumstances of that position evaluated in light of all available evidence.

The Company recognizes interest and penalties related to uncertain tax positions in Income tax (provision) benefit in the consolidated statement of operations.

- **Functional and reporting currencies**

For the Company's international operations where the functional currency is other than the US dollar, assets and liabilities are translated using period-end exchange rates, while the statement of operations amounts are translated using the average exchange rates for the respective period. Differences arising from the translation of assets and liabilities in comparison with the translation of the previous periods or from initial recognition during the period are included as a separate component of Accumulated other comprehensive income (loss), net.

### **3. Accounting Pronouncements**

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

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

In March 2013, the FASB issued ASU 2013-05, *Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity*, an amendment to FASB ASC Topic 830, *Foreign Currency Matters* ("FASB ASC Topic 830"). The update clarifies that complete or substantially complete liquidation of a foreign entity is required to release the cumulative translation adjustment ("CTA") for transactions occurring within a foreign entity. However, transactions impacting investments in a foreign entity may result in a full or partial release of CTA even though complete or substantially complete liquidation of the foreign entity has not occurred. Furthermore, for transactions involving step acquisitions, the CTA associated with the previous equity-method investment will be fully released when control is obtained and consolidation occurs. This ASU is effective for fiscal years beginning after

December 15, 2013. The Company will apply the guidance prospectively to derecognition events occurring after the effective date.

In February 2013, the FASB issued ASU 2013-04, *Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date*, an amendment to FASB ASC Topic 405, *Liabilities* ("FASB ASC Topic 405"). The update requires an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed as of the reporting date as the sum of the obligation the entity agreed to pay among its co-obligors and any additional amount the entity expects to pay on behalf of its co-obligors. This ASU is effective for annual and interim periods beginning after December 15, 2013 and is required to be applied retrospectively to all prior periods presented for those obligations that existed upon adoption of the ASU. The Company does not expect the impact of adopting this ASU to be material to the Company's financial position, results of operations or cash flows.

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

##### ***Acquisitions***

In January 2012, the Company completed the acquisition of certain assets from Ashland Inc., including two product lines, Vinac<sup>®</sup> and Flexbond<sup>®</sup>, to support the strategic growth of the Company's emulsion polymers business. In February 2011, the Company acquired a business primarily consisting of emulsions process technology from Crown Paints Limited. Both of the acquired operations are included in the Industrial Specialties segment. Pro forma financial information since the respective acquisition dates has not been provided as the acquisitions did not have a material impact on the Company's financial information.

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

##### ***Ventures***

On May 15, 2013, the Company and Mitsui & Co., Ltd., of Tokyo, Japan ("Mitsui"), signed an agreement to establish a joint venture for the production of methanol at the Company's integrated chemical plant in Clear Lake, Texas. The planned methanol unit will utilize natural gas in the US Gulf Coast region as a feedstock and will benefit from the existing infrastructure at the Company's Clear Lake facility. The planned methanol facility will have an annual capacity of 1.3 million tons and is expected to be operational in the second half of 2015. The Company has incurred pre-formation costs, including costs for long lead time materials, which are subject to reimbursement from Mitsui and are included in Non-trade receivables, net in the consolidated balance sheets ([Note 6](#)).

##### ***Plant Closures***

###### **• Roussillon, France**

On November 4, 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. On December 10, 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 operations are included in the Acetyl Intermediates segment.

The exit costs and plant shutdown costs related to the closure of the Roussillon facility ([Note 17](#)) are as follows:

	<b>Year Ended December 31,</b>
	<b>2013</b>
	<b>(In \$ millions)</b>
Employee termination benefits	(6)
Asset impairments	(3)
Contract termination costs	(3)
Total exit costs recorded to Other (charges) gains, net	<u>(12)</u>
Gain (loss) on disposition of assets, net	(1)
Other	(1)
Total plant shutdown costs	<u>(2)</u>

• **Tarragona, Spain**

On November 4, 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. On December 10, 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 Acetyl Intermediates segment.

The exit costs and plant shutdown costs related to the closure of the Tarragona VAM facility ([Note 17](#)) are as follows:

	<b>Year Ended December 31,</b>
	<b>2013</b>
	<b>(In \$ millions)</b>
Employee termination benefits	(14)
Asset impairments	(31)
Contract termination costs	(30)
Total exit costs recorded to Other (charges) gains, net	<u>(75)</u>
Gain (loss) on disposition of assets, net	(1)
Other	(2)
Total plant shutdown costs	<u>(3)</u>

• **Spondon, Derby, United Kingdom**

In August 2010, the Company announced it would consolidate its global acetate manufacturing capabilities by closing its acetate flake and acetate tow manufacturing operations in Spondon, Derby, United Kingdom. In November 2012, the Company ceased manufacturing acetate flake and acetate tow at its Spondon, Derby, United Kingdom site. The Company now serves its cellulose derivatives customers by optimizing its global production network, which includes facilities in Lanaken, Belgium; Narrows, Virginia; and Ocotlan, Mexico, as well as the Company's cellulose derivatives ventures in China. The Spondon, Derby, United Kingdom operations are included in the Consumer Specialties segment.

The exit costs and plant shutdown costs related to the closure of the acetate flake and acetate tow manufacturing operations in Spondon, Derby, United Kingdom are as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Employee termination benefits	—	(5)	(4)
Asset impairments	—	(8)	—
Total exit costs recorded to Other (charges) gains, net	—	(13)	(4)
Accelerated depreciation	—	(6)	(7)
Other	(3)	(5)	(3)
Total plant shutdown costs	(3)	(11)	(10)

#### 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 14](#)).

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 December 31,	
	2013	2012
	(In \$ millions)	
<b>Mutual Funds</b>		
Amortized cost	41	53
Gross unrealized gain	—	—
Gross unrealized loss	—	—
Fair value	41	53

See [Note 22 - Fair Value Measurements](#) for additional information regarding the fair value of the Company's marketable securities.

**6. Receivables, Net**

	As of December 31,	
	2013	2012
	(In \$ millions)	
Trade receivables - third party and affiliates	876	836
Allowance for doubtful accounts - third party and affiliates	(9)	(9)
Trade receivables - third party and affiliates, net	867	827

	As of December 31,	
	2013	2012
	(In \$ millions)	
Non-income taxes receivable	133	80
Reinsurance receivables	25	22
Income taxes receivable	23	53
Receivable from Mitsui venture ( <a href="#">Note 4</a> )	70	—
Other	92	55
Allowance for doubtful accounts - other	—	(1)
Non-trade receivables, net	343	209

**7. Inventories**

	As of December 31,	
	2013	2012
	(In \$ millions)	
Finished goods	571	514
Work-in-process	59	42
Raw materials and supplies	174	155
Total	804	711

## 8. Investments in Affiliates

The Company is a party to various transactions with affiliated companies. Entities in which the Company has an investment accounted for under the cost or equity method of accounting are considered affiliates; any transactions or balances with such companies are considered affiliate transactions.

### Equity Method

Equity method investments and ownership interests by business segment are as follows:

	Ownership as of December 31,		Carrying Value as of December 31,		Share of Earnings (Loss) Year Ended December 31,			Dividends and Other Distributions Year Ended December 31,		
	2013	2012	2013	2012	2013	2012	2011	2013	2012	2011
	(In percentages)				(In \$ millions)					
<b>Advanced Engineered Materials</b>										
Ibn Sina	25	25	68	55	111	130	112	(97)	(126)	(111)
Fortron Industries LLC	50	50	95	92	8	9	7	(5)	(3)	—
Korea Engineering Plastics Co., Ltd.	50	50	154	153	15	19	23	(19)	(23)	(22)
Polyplastics Co., Ltd. <sup>(3)</sup>	45	45	151	138	14	32	19	—	(81)	(45)
Una SA <sup>(1)</sup>	—	—	—	—	—	—	—	—	—	(3)
<b>Other Activities</b>										
InfraServ GmbH & Co. Gendorf KG	39	39	42	36	10	9	10	(6)	(7)	(3)
InfraServ GmbH & Co. Hoechst KG <sup>(4)</sup>	32	32	159	143	17	38	16	(9)	(18)	(16)
InfraServ GmbH & Co. Knapsack KG	27	27	22	22	4	5	5	(5)	(4)	(5)
<b>Consumer Specialties</b>										
Sherbrooke Capital Health and Wellness, L.P. <sup>(2)</sup>	10	10	5	5	1	—	—	—	—	—
Total			696	644	180	242	192	(141)	(262)	(205)

<sup>(1)</sup> The Company divested this investment in March 2011.

<sup>(2)</sup> The Company accounts for its ownership interest in Sherbrooke Capital Health and Wellness, L.P. under the equity method of accounting because the Company is able to exercise significant influence.

<sup>(3)</sup> During the year ended December 31, 2012, the Company amended its existing joint venture and other related agreements with Polyplastics Co., Ltd. The amended agreements, among other items, modified certain dividend rights, resulting in a net cash dividend payment to the Company of \$72 million during the three months ended March 31, 2012.

<sup>(4)</sup> InfraServ GmbH & Co. Hoechst KG is owned primarily by an entity included in the Company's Other Activities. The Company's Consumer Specialties segment and Acetyl Intermediates segment also each hold an ownership percentage. During the year ended December 31, 2012, a subsidiary of InfraServ GmbH & Co. Hoechst KG restructured its debt resulting in additional net earnings of affiliates of \$22 million attributable to the Company.



### Cost Method

Cost method investments and ownership interests by business segment are as follows:

	Ownership as of December 31,		Carrying Value as of December 31,		Dividend Income for the Year Ended December 31,		
	2013	2012	2013	2012	2013	2012	2011
	(In percentages)		(In \$ millions)				
<b>Consumer Specialties</b>							
Kunming Cellulose Fibers Co. Ltd.	30	30	14	14	13	13	12
Nantong Cellulose Fibers Co. Ltd.	31	31	106	106	68	59	56
Zhuhai Cellulose Fibers Co. Ltd.	30	30	14	14	11	11	10
<b>Other Activities</b>							
InfraServ GmbH & Co. Wiesbaden KG	8	8	6	6	1	2	2
Other <sup>(1)</sup>			5	16	—	—	—
Total			145	156	93	85	80

<sup>(1)</sup> The Company's Hoechst Italia SpA investment of \$9 million was liquidated during the three months ended June 30, 2013 resulting in a gain of \$2 million included in Other income (expense), net in the consolidated statements of operations. The Company's Complejo Industrial Taqsa A.I.E. investment was impaired during the three months ended December 31, 2013 as a result of the closure of the Company's Tarragona, Spain VAM facility (Note 4). An impairment loss of \$2 million is included in Other income (expense), net in the consolidated statements of operations.

### Transactions with Affiliates

Transactions with affiliates are as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Purchases	264	208	238
Sales	—	1	10
Interest income	—	—	1

Balances with affiliates are as follows:

	As of December 31,	
	2013	2012
	(In \$ millions)	
Non-trade receivables	31	11
Total due from affiliates	31	11
Short-term borrowings	26	36
Trade payables	24	9
Current Other liabilities	6	6
Total due to affiliates	56	51

The Company has agreements with certain affiliates, primarily real estate service companies ("InfraServ Entities") (Note 15), whereby excess affiliate cash is lent to and managed by the Company, at variable interest rates governed by those agreements.

## 9. Property, Plant and Equipment, Net

	As of December 31,	
	2013	2012
	(In \$ millions)	
Land	45	49
Land improvements	44	45
Buildings and building improvements	692	675
Machinery and equipment	3,965	3,760
Construction in progress	351	327
Gross asset value	5,097	4,856
Accumulated depreciation	(1,672)	(1,506)
Net book value	3,425	3,350

Assets under capital leases, net, included in the amounts above are as follows:

	As of December 31,	
	2013	2012
	(In \$ millions)	
Buildings	17	34
Machinery and equipment	297	290
Accumulated depreciation	(110)	(122)
Net book value	204	202

Capitalized interest costs and depreciation expense are as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Capitalized interest	9	7	4
Depreciation expense	280	261	232

During 2013, 2012 and 2011, certain long-lived assets were impaired ([Note 4](#) and [Note 17](#)).

## 10. Goodwill and Intangible Assets, Net

### Goodwill

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties (In \$ millions)	Acetyl Intermediates	Total
<b>As of December 31, 2011</b>					
Goodwill	294	246	35	185	760
Accumulated impairment losses	—	—	—	—	—
Net book value	<u>294</u>	<u>246</u>	<u>35</u>	<u>185</u>	<u>760</u>
Acquisitions (Note 4)	—	—	7	—	7
Exchange rate changes	<u>3</u>	<u>3</u>	<u>—</u>	<u>4</u>	<u>10</u>
<b>As of December 31, 2012</b>					
Goodwill	297	249	42	189	777
Accumulated impairment losses	—	—	—	—	—
Net book value	<u>297</u>	<u>249</u>	<u>42</u>	<u>189</u>	<u>777</u>
Acquisitions	—	—	—	—	—
Exchange rate changes	<u>6</u>	<u>5</u>	<u>1</u>	<u>9</u>	<u>21</u>
<b>As of December 31, 2013</b>					
Goodwill	303	254	43	198	798
Accumulated impairment losses	—	—	—	—	—
Net book value	<u><u>303</u></u>	<u><u>254</u></u>	<u><u>43</u></u>	<u><u>198</u></u>	<u><u>798</u></u>

The Company assesses the recoverability of the carrying amount of its reporting unit goodwill either qualitatively or quantitatively annually during the third quarter of its fiscal year using June 30 balances or whenever events or changes in circumstances indicate that the carrying amount of the asset may not be fully recoverable. In connection with the Company's annual goodwill impairment assessment, the Company did not record an impairment loss to goodwill during the nine months ended September 30, 2013 as the estimated fair value for each of the Company's reporting units exceeded the carrying amount of the underlying assets by a substantial margin. No events or changes in circumstances occurred during the three months ended December 31, 2013 that would indicate that the carrying amount of the assets may not be fully recoverable. Accordingly, no additional impairment analysis was performed during that period.

**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, 2011	32	513	27	24	596
Acquisitions (Note 4)	—	4	3	8	15
Exchange rate changes	—	8	—	—	8
As of December 31, 2012	32	525	30	32	619
Acquisitions	—	—	—	7	7 <sup>(1)</sup>
Exchange rate changes	1	19	—	—	20
As of December 31, 2013	33	544	30	39	646
<b>Accumulated Amortization</b>					
As of December 31, 2011	(13)	(433)	(14)	(18)	(478)
Amortization	(3)	(40)	(3)	(5)	(51)
Exchange rate changes	—	(7)	—	—	(7)
As of December 31, 2012	(16)	(480)	(17)	(23)	(536)
Amortization	(3)	(23)	(4)	(2)	(32)
Exchange rate changes	(1)	(18)	—	—	(19)
As of December 31, 2013	(20)	(521)	(21)	(25)	(587)
Net book value	13	23	9	14	59

<sup>(1)</sup> Weighted average amortization period of intangible assets acquired was 29 years.

Indefinite-lived intangible assets are as follows:

	Trademarks and Trade Names
	(In \$ millions)
<b>Gross Asset Value</b>	
As of December 31, 2011	79
Acquisitions (Note 4)	2
Accumulated impairment losses	—
Exchange rate changes	1
As of December 31, 2012	82
Acquisitions	—
Accumulated impairment losses	(1)
Exchange rate changes	2
As of December 31, 2013	83

The Company assesses the recoverability of the carrying amount of its indefinite-lived intangible assets annually during the third quarter of its fiscal year using June 30 balances or whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable.

Management assesses indefinite-lived intangible assets for impairment either qualitatively or by utilizing the relief from royalty method under the income approach to determine the estimated fair value for each indefinite-lived intangible asset. The relief from royalty method estimates the Company's theoretical royalty savings from ownership of the intangible asset. Key assumptions used in this model include discount rates, royalty rates, growth rates, sales projections and terminal value rates.

Discount rates, royalty rates, growth rates and sales projections are the assumptions most sensitive and susceptible to change as they require significant management judgment. Discount rates used are similar to the rates estimated by the weighted average cost of capital considering any differences in Company-specific risk factors. Royalty rates are established by management and are periodically substantiated by third-party valuation consultants. Operational management, considering industry and Company-specific historical and projected data, develops growth rates and sales projections associated with each indefinite-lived intangible asset. Terminal value rate determination follows common methodology of capturing the present value of perpetual sales estimates beyond the last projected period assuming a constant discount rate and low long-term growth rates.

If the calculated fair value as described above is less than the current carrying amount, impairment of the indefinite-lived intangible asset may exist. In connection with the Company's annual indefinite-lived intangible assets impairment assessment, the Company recorded an impairment loss of \$1 million in Other (charges) gains, net ([Note 17](#)) during the nine months ended September 30, 2013 to fully write-off the book value of a trademark included in the Industrial Specialties segment. Other than this trademark, the estimated fair value for each of the Company's other indefinite-lived intangible assets exceeded the carrying amount of the underlying asset by a substantial margin.

Specific assumptions, including discount rates, royalty rates, sales projections and terminal value rates, were updated at the date of the assessment to consider current industry and Company-specific risk factors from the perspective of a market participant. The current business environment is subject to evolving market conditions and requires significant management judgment to interpret the potential impact to the Company's assumptions. To the extent market changes result in adjusted assumptions, impairment losses may occur in future periods.

No events or changes in circumstances occurred during the three months ended December 31, 2013 that would indicate that the carrying amount of the assets may not be fully recoverable. Accordingly, no additional impairment analysis was performed during that period.

The Company's trademarks and trade names have an indefinite life. For the year ended December 31, 2013, the Company did not renew or extend any intangible assets.

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

	(In \$ millions)
2014	20
2015	11
2016	8
2017	7
2018	4

**11. Current Other Liabilities**

	As of December 31,	
	2013	2012
	(In \$ millions)	
Salaries and benefits	96	74
Environmental ( <a href="#">Note 15</a> )	30	21
Restructuring ( <a href="#">Note 17</a> )	60	30
Insurance	14	15
Asset retirement obligations	29	38
Derivatives ( <a href="#">Note 21</a> )	12	23
Current portion of benefit obligations ( <a href="#">Note 14</a> )	78	47
Interest	24	23
Sales and use tax/foreign withholding tax payable	12	17
Uncertain tax positions ( <a href="#">Note 18</a> )	64	65
Customer rebates	48	44
Other	74	78
Total	541	475

**12. Noncurrent Other Liabilities**

	As of December 31,	
	2013	2012
	(In \$ millions)	
Environmental ( <a href="#">Note 15</a> )	67	78
Insurance	50	58
Deferred revenue	28	36
Deferred proceeds <sup>(1)</sup>	53	909
Asset retirement obligations	18	26
Derivatives ( <a href="#">Note 21</a> )	3	8
Restructuring ( <a href="#">Note 17</a> )	2	—
Income taxes payable	20	2
Other	46	35
Total	287	1,152

<sup>(1)</sup> Proceeds received from the Frankfurt, Germany Airport as part of a settlement for the Company to cease operations and sell its Kelsterbach, Germany manufacturing site, included in the Advanced Engineered Materials segment, were recognized during the three months ended December 31, 2013 ([Note 27](#)).

Changes in asset retirement obligations are as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Balance at beginning of year	64	64	77
Additions <sup>(1)</sup>	5	3	—
Accretion	2	3	3
Payments	(23)	(12)	(10)
Revisions to cash flow estimates <sup>(2)</sup>	(2)	5	(5)
Exchange rate changes	1	1	(1)
Balance at end of year	<u>47</u>	<u>64</u>	<u>64</u>

<sup>(1)</sup> Primarily relates to sites which management no longer considers to have an indeterminate life.

<sup>(2)</sup> Primarily relates to revisions to the estimated cost and timing of future obligations.

Included in the asset retirement obligations for the years ended December 31, 2013 and 2012 is \$10 million and \$10 million, respectively, related to indemnifications received for a business acquired in 2005. The Company has a corresponding receivable of \$5 million in Non-trade receivables, net and \$5 million included in noncurrent Other assets in the consolidated balance sheet as of December 31, 2013.

Periodically, the Company will conclude a site no longer has an indeterminate life based on long-lived asset impairment triggering events and decisions made by the Company. Accordingly, the Company will record asset retirement obligations associated with such sites. To measure the fair value of the asset retirement obligations, the Company will use the expected present value technique, which is classified as a Level 3 measurement under FASB ASC Topic 820. The expected present value technique uses a set of cash flows that represent the probability-weighted average of all possible cash flows based on the Company's judgment. The Company uses the following inputs to determine the fair value of the asset retirement obligations based on the Company's experience with fulfilling obligations of this type and the Company's knowledge of market conditions: a) labor costs; b) allocation of overhead costs; c) profit on labor and overhead costs; d) effect of inflation on estimated costs and profits; e) risk premium for bearing the uncertainty inherent in cash flows, other than inflation; f) time value of money represented by the risk-free interest rate commensurate with the timing of the associated cash flows; and g) nonperformance risk relating to the liability, which includes the Company's own credit risk.

The Company has identified but not recognized asset retirement obligations related to certain of its existing operating facilities. Examples of these types of obligations include demolition, decommissioning, disposal and restoration activities. Legal obligations exist in connection with the retirement of these assets upon closure of the facilities or abandonment of the existing operations. However, the Company currently plans on continuing operations at these facilities indefinitely and therefore, a reasonable estimate of fair value cannot be determined at this time. In the event the Company considers plans to abandon or cease operations at these sites, an asset retirement obligation will be reassessed at that time. If certain operating facilities were to close, the related asset retirement obligations could significantly affect the Company's results of operations and cash flows.

### 13. Debt

	As of December 31,	
	2013	2012
	(In \$ millions)	
<b>Short-Term Borrowings and Current Installments of Long-Term Debt - Third Party and Affiliates</b>		
Current installments of long-term debt	24	60
Short-term borrowings, including amounts due to affiliates	103	108
Accounts receivable securitization facility	50	—
Total	<u>177</u>	<u>168</u>

The Company's weighted average interest rate on short-term borrowings, including amounts due to affiliates and borrowings under the accounts receivable securitization facility, was 3.2% as of December 31, 2013 compared to 4.0% as of December 31, 2012. The weighted average interest rate on the accounts receivable securitization facility was 0.7% as of December 31, 2013.

	As of December 31,	
	2013	2012
	(In \$ millions)	
<b>Long-Term Debt</b>		
Senior credit facilities - Term C loan due 2016	—	977
Senior credit facilities - Term C-2 loan due 2016	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
Credit-linked revolving facility due 2014, interest rate of 1.8%	—	50
Pollution control and industrial revenue bonds due at various dates through 2030, interest rates ranging from 5.7% to 6.7%	169	182
Obligations under capital leases due at various dates through 2054	264	244
Other bank obligations	—	37
Subtotal	<u>2,911</u>	<u>2,990</u>
Current installments of long-term debt	<u>(24)</u>	<u>(60)</u>
Total	<u>2,887</u>	<u>2,930</u>

#### Senior Notes

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

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

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



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

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

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

#### ***Senior Credit Facilities***

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

In May 2011, Celanese US prepaid its outstanding Term B loan facility under the 2010 Amended Credit Agreement set to mature in 2014 with an aggregate principal amount of \$516 million using proceeds from the 5.875% Notes and cash on hand.

As a result of the Term B loan payoff by the issuance of the 5.875% Notes, the Company accelerated amortization of deferred financing costs of \$3 million, which is recorded as Refinancing expense in the consolidated statements of operations. In addition, the Company recorded deferred financing costs of \$8 million, which are being amortized over the term of the 5.875% Notes.

In November 2012, Celanese US prepaid \$400 million of its outstanding Term C loan facility under the 2010 Amended Credit Agreement set to mature in 2016 using proceeds from the 4.625% Notes.

As a result of the Term C loan paydown using proceeds from the issuance of the 4.625% Notes, \$3 million has been recorded as Refinancing expense in the consolidated statements of operations, which includes accelerated amortization of deferred financing costs and other refinancing expenses. In addition, the Company recorded deferred financing costs of \$8 million, which are being amortized over the term of the 4.625% Notes.

In anticipation of the Company's change in pension accounting policy, in January 2013, the Company entered into a non-material amendment to the 2010 Amended Credit Agreement with the effect that certain computations for covenant compliance purposes will be evaluated as if the change in pension accounting policy had not occurred. The amendment also modified the 2010 Amended Credit Agreement in other, non-material respects.

On April 25, 2013, Celanese US reduced the Total Credit Linked Commitment (as defined in the 2010 Amended Credit Agreement) for the credit-linked revolving facility terminating on April 2, 2014 to \$200 million, and on September 10, 2013 to \$81 million.

On August 14, 2013, the Company entered into a non-material amendment to the 2010 Amended Credit Agreement to facilitate certain of the transactions contemplated by the Company's intentions to establish a joint venture for methanol production in Clear Lake, Texas and to make other non-material amendments.

On September 16, 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 corresponding 2010 Amended Credit Agreement (as amended and restated by the 2013 amendment agreement, the "Amended Credit Agreement"). The Amended Credit Agreement provides for a reduction in the interest rates payable in connection with certain borrowings and consists of the Term C-2 loan facility due 2016, the \$600 million revolving credit facility terminating in 2015 and the \$81 million credit-linked revolving facility terminating in 2014.

As a result of the Amended Credit Agreement, \$1 million has been recorded as Refinancing expense in the consolidated statements of operations, which includes accelerated amortization of deferred financing costs and other refinancing expenses. In addition, the Company recorded deferred financing costs of \$2 million, which are being amortized over the term of the Term C-2 loan facility.

In December 2013, Celanese US reduced the Total Credit Linked Commitment (as defined in the Amended Credit Agreement) for the credit-linked revolving facility terminating on April 2, 2014 to \$23 million.

Amortization of deferred financing costs is as follows:

	<b>Year Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
	(In \$ millions)		
Interest expense	5	4	4

Net deferred financing costs are as follows:

	<b>As of December 31,</b>	
	<b>2013</b>	<b>2012</b>
	(In \$ millions)	
Noncurrent Other assets	27	30

As of December 31, 2013, 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 December 31, 2013, 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. Borrowings under the credit-linked revolving facility bear interest at a variable interest rate based on LIBOR, plus a margin, which varies based on the Company's net leverage ratio.

The estimated net leverage ratio and margin are as follows:

	<b>As of December 31, 2013</b>	
	<b>Estimated Total Net Leverage Ratio</b>	<b>Estimated Margin</b>
Credit-linked revolving facility	1.54	1.50%

The margin on the credit-linked revolving facility may increase or decrease 0.25% based on the following:

<b>Total Net Leverage Ratio</b>	<b>Margin over LIBOR or EURIBOR</b>
< = 2.25	1.50 %
> 2.25	1.75 %

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

The Amended Credit Agreement is guaranteed by Celanese and certain domestic subsidiaries of Celanese US and is secured by a lien on substantially all assets of Celanese US and such guarantors, subject to certain agreed exceptions (including for certain real property and certain shares of foreign subsidiaries), pursuant to the Guarantee and Collateral Agreement, dated 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 first lien senior secured leverage ratios under the revolving credit facility are as follows:

As of December 31, 2013		
Maximum	Estimate	Estimate, if Fully Drawn
3.90	0.88	1.38

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; as well as a covenant requiring maintenance of a maximum first lien senior secured leverage ratio.

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 December 31, 2013.

#### **Accounts Receivable Securitization Facility**

On August 28, 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 newly formed, 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").

Under the Sale Agreement, each Originator will sell or contribute, on an ongoing basis, substantially all of its accounts receivable to the Transferor. Under the Purchase Agreement, the Transferor may obtain up to \$135 million (in the form of cash and/or letters of credit for the benefit of the Company and its subsidiaries) from the Purchasers through the sale of undivided interests in certain US accounts receivable. The borrowing base of the accounts receivable securitization facility is subject to downward adjustment based on the evaluation of eligible accounts receivables pursuant to the Purchase Agreement. As of December 31, 2013, the borrowing base was \$129 million.

The Purchase Agreement expires in 2016, but may be extended for successive one year terms by agreement of the parties. The Company accounts for the securitization facility as secured borrowings, and the accounts receivables sold pursuant to the facility are included in the consolidated balance sheet as Trade receivables - third party and affiliates. Borrowings under this facility are classified as short-term borrowings in the consolidated balance sheet. Once sold to the Transferor, the accounts receivable are legally separate and distinct from the other assets of the Company and are not available to the Company's creditors should the Company become insolvent. All of the Transferor's assets have been pledged to the Administrator in support of its obligations under the Purchase Agreement.

On September 10, 2013, Celanese US prepaid \$100 million of borrowings outstanding under the credit-linked revolving facility set to mature in 2014 using funds drawn under the accounts receivable securitization facility.

During the three months ended December 31, 2013, Celanese US prepaid \$50 million of borrowings outstanding under the accounts receivable securitization facility set to mature on August 28, 2016 using cash on hand.

As of December 31, 2013, the outstanding amount of accounts receivable transferred by the Originators to the Transferor was \$199 million.

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

	<b>As of December 31, 2013</b>
	<b>(In \$ millions)</b>
<b>Revolving Credit Facility</b>	
Borrowings outstanding	—
Letters of credit issued	—
Available for borrowing	600
<b>Credit-Linked Revolving Facility</b>	
Borrowings outstanding	—
Letters of credit issued	23
Available for borrowing	—
<b>Accounts Receivable Securitization Facility</b>	
Borrowings outstanding	50
Letters of credit issued	61
Available for borrowing	18

Principal payments scheduled to be made on the Company's debt, including short-term borrowings, are as follows:

	<b>(In \$ millions)</b>
2014	177
2015	25
2016	976
2017	20
2018	622
Thereafter	1,244
Total	<u>3,064</u>

#### **14. Benefit Obligations**

*Pension obligations.* Pension obligations are established for benefits payable in the form of retirement, disability and surviving dependent pensions. The commitments result from participation in defined contribution and defined benefit plans, primarily in the US. Benefits are dependent on years of service and the employee's compensation. Supplemental retirement benefits provided to certain employees are nonqualified for US tax purposes. Separate nonqualified trusts have been established for US nonqualified plans. Pension costs under the Company's retirement plans are actuarially determined.

The Company sponsors defined benefit pension plans in North America, Europe and Asia. Independent trusts or insurance companies administer the majority of these plans.

During the three months ended December 31, 2013, the Company settled certain of its defined benefit pension plan obligations in the United Kingdom and Canada, which resulted in the recognition of settlement losses of \$9 million in the consolidated statement of operations. Additionally, effective December 31, 2013, benefits offered to all US non-union eligible employees in the Company's US qualified defined benefit pension plan have been frozen and the US qualified defined benefit pension plan was closed to new participants. Accumulated benefits earned and service rendered through December 31, 2013 under the US qualified defined benefit pension plan provisions will continue to be considered for purposes of determining retirement benefits and eligibility for early retirement. These actions resulted in the recognition of a curtailment gain of \$61 million in the consolidated statements of operations for the three months ended December 31, 2013.

The Company sponsors various defined contribution plans in North America, Europe and Asia covering certain employees. Employees may contribute to these plans and the Company will match these contributions in varying amounts. The Company's matching contribution to the defined contribution plans are based on specified percentages of employee contributions.

The Company participates in a multiemployer defined benefit plan and a multiemployer defined contribution plan in Germany covering certain employees. The Company's contributions to the multiemployer defined benefit plan are based on specified percentages of employee contributions as outlined in a works council agreement, covering all German entity employees hired prior to January 1, 2012. As of January 1, 2012, the multiemployer defined benefit pension plan described above was closed to new employees. Qualifying employees hired in Germany after December 31, 2011 are covered by a multiemployer defined contribution plan. The Company's contributions to the multiemployer defined contribution plan are based on specified percentages of employee contributions, similar to the multiemployer defined benefit plan, but at a lower rate.

Statutory regulations and the works council agreement require the contributions to fully fund the multiemployer plans. The risks of participating in the multiemployer plans are different from single-employer plans in the following aspects:

- Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, any underfunding may be borne by the remaining participants, especially since regulations strictly enforce funding requirements.
- If the Company chooses to stop participating in the multiemployer plan, the Company may be required to pay the plan an amount based on the underfunded status of the plan, referred to as the withdrawal liability.

Based on the 2013 unaudited and 2012 audited multiemployer defined benefit plan's financial statements, the plan is 100% funded in 2013, 2012 and 2011. The number of employees covered by the Company's multiemployer defined benefit plan remained relatively stable year over year from 2011 to 2013, resulting in minimal changes to employer contributions. The Company's participation in the German multiemployer defined benefit plan is not considered individually significant to that plan as the Company's contributions were less than 5% in both 2013 and 2012. No other factors would indicate the Company's participation in the German multiemployer defined benefit plan is individually significant.

Contributions to the Company's defined contribution plans and multiemployer plans are as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Defined contribution plans	19	17	15
Multiemployer pension plan	8	6	6

*Other postretirement obligations.* Certain retired employees receive postretirement health care and life insurance benefits under plans sponsored by the Company, which has the right to modify or terminate these plans at any time. The cost for coverage is shared between the Company and the retiree. The cost of providing retiree health care and life insurance benefits is actuarially determined and accrued over the service period of the active employee group. The Company's policy is to fund benefits as claims and premiums are paid. The US plan was closed to new participants effective January 1, 2006.

On November 5, 2013, the Company announced it would amend its US postretirement health care plan to (a) eliminate eligibility for all US non-union individuals not eligible to participate prior to November 5, 2013; (b) terminate its US postretirement health care plan on December 31, 2014 for all US non-union participants eligible to participate prior to November 5, 2013; and (c) offer certain eligible US non-union individuals 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, net in the consolidated balance sheets and will be amortized ratably into the consolidated statements of operations beginning November 1, 2013 through December 31, 2014. As of December 31, 2013, the Company had made \$23 million in lump-sum buyout payments to US non-union individuals.

Summarized information on the Company's pension and postretirement benefit plans is as follows:

	Pension Benefits As of December 31,		Postretirement Benefits As of December 31,	
	2013	2012	2013	2012
	(In \$ millions)			
<b>Change in Projected Benefit Obligation</b>				
Projected benefit obligation as of beginning of period	4,199	3,761	292	281
Service cost	34	28	2	1
Interest cost	154	170	9	11
Participant contributions	—	—	23	22
Plan amendments	(1)	—	(92)	4
Net actuarial (gain) loss <sup>(1)</sup>	(119)	466	(37)	12
Settlements	(172)	—	(23)	—
Benefits paid	(244)	(242)	(43)	(46)
Federal subsidy on Medicare Part D	—	—	6	6
Curtailments	(67)	—	—	—
Exchange rate changes	6	16	(1)	1
Other	9	—	—	—
Projected benefit obligation as of end of period	<u>3,799</u>	<u>4,199</u>	<u>136</u>	<u>292</u>
<b>Change in Plan Assets</b>				
Fair value of plan assets as of beginning of period	2,896	2,562	—	—
Actual return on plan assets	171	294	—	—
Employer contributions	59	270	43	24
Participant contributions	—	—	23	22
Settlements	(173)	—	(23)	—
Benefits paid <sup>(4)</sup>	(244)	(242)	(43)	(46)
Exchange rate changes	—	12	—	—
Fair value of plan assets as of end of period	<u>2,709</u>	<u>2,896</u>	<u>—</u>	<u>—</u>
Funded status as of end of period	<u>(1,090)</u>	<u>(1,303)</u>	<u>(136)</u>	<u>(292)</u>
<b>Amounts Recognized in the Consolidated Balance Sheets Consist of:</b>				
Noncurrent Other assets	11	26	—	—
Current Other liabilities	(23)	(23)	(55)	(24)
Benefit obligations	(1,078)	(1,306)	(81)	(268)
Net amount recognized	<u>(1,090)</u>	<u>(1,303)</u>	<u>(136)</u>	<u>(292)</u>
<b>Amounts Recognized in Accumulated Other Comprehensive Income Consist of:</b>				
Net actuarial (gain) loss <sup>(2)</sup>	9	9	—	—
Prior service (benefit) cost <sup>(3)</sup>	(3)	6	(75)	4
Net amount recognized	<u>6</u>	<u>15</u>	<u>(75)</u>	<u>4</u>

<sup>(1)</sup> Primarily relates to change in discount rates.

<sup>(2)</sup> Amount includes accumulated other comprehensive losses of \$9 million and \$9 million as of December 31, 2013 and 2012, respectively, related to the pension plans of the Company's equity method investments.

<sup>(3)</sup> Amount shown net of an income tax expense of \$26 million and income tax benefit of \$4 million as of December 31, 2013 and 2012, respectively, in the consolidated statements of equity ([Note 16](#)).

<sup>(4)</sup> Includes benefit payments to nonqualified pension plans of \$22 million and \$22 million as of December 31, 2013 and 2012, respectively.

The percentage of US and international projected benefit obligation at the end of the period is as follows:

	Pension Benefits As of December 31,		Postretirement Benefits As of December 31,	
	2013	2012	2013	2012
	(In percentages)			
US plans	86	84	75	88
International plans	14	16	25	12
Total	100	100	100	100

The percentage of US and international fair value of plan assets at the end of the period is as follows:

	Pension Benefits As of December 31,	
	2013	2012
	(In percentages)	
US plans	88	83
International plans	12	17
Total	100	100

Pension plans with projected benefit obligations in excess of plan assets are as follows:

	As of December 31,	
	2013	2012
	(In \$ millions)	
Projected benefit obligation	3,749	3,986
Fair value of plan assets	2,648	2,657

Included in the above table are pension plans with accumulated benefit obligations in excess of plan assets as follows:

	As of December 31,	
	2013	2012
	(In \$ millions)	
Accumulated benefit obligation	3,715	3,881
Fair value of plan assets	2,633	2,654

The accumulated benefit obligation for all defined benefit pension plans is as follows:

	As of December 31,	
	2013	2012
	(In \$ millions)	
Accumulated benefit obligation	3,778	4,096

The components of net periodic benefit costs are as follows:

	Pension Benefits Year Ended December 31,			Postretirement Benefits Year Ended December 31,		
	2013	2012	2011	2013	2012	2011
	(In \$ millions)					
Service cost	34	28	28	2	1	1
Interest cost	154	170	182	9	11	13
Expected return on plan assets	(223)	(204)	(195)	—	—	—
Amortization of prior service cost	1	2	1	(12)	1	—
Recognized actuarial (gain) loss	(67)	377	293	(37)	12	13
Curtailed (gain) loss	(61)	—	—	—	—	—
Settlement (gain) loss	9	—	—	—	—	—
Special termination benefits	—	—	—	—	—	—
Total	(153)	373	309	(38)	25	27

Amortization of Accumulated other comprehensive income (loss), net into net periodic benefit cost in 2014 is expected to be as follows:

	Pension Benefits	Postretirement Benefits
	(In \$ millions)	
Prior service cost	—	(78)

The Company maintains nonqualified pension plans funded with nonqualified trusts for certain US employees as follows:

	As of December 31,	
	2013	2012
	(In \$ millions)	
<b>Nonqualified Trust Assets</b>		
Marketable securities, at fair value	41	53
Noncurrent Other assets, consisting of insurance contracts	62	66
<b>Nonqualified Pension Obligations</b>		
Current Other liabilities	22	22
Benefit obligations	247	264

Expense relating to the nonqualified pension plans included in net periodic benefit cost, excluding returns on the assets held by the nonqualified trusts, is as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Total	6	17	18

#### Valuation

The Company applies the long-term expected rate of return to the fair value of plan assets and immediately recognizes the change in fair value of plan assets and net actuarial gains and losses annually in the fourth quarter of each fiscal year and whenever a plan is required to be remeasured. Events requiring a plan remeasurement will be recognized in the quarter in which such remeasurement event occurs. The remaining components of the Company's net periodic benefit cost are recorded on a quarterly basis. The policy changes have no impact on future pension and postretirement benefit plan funding or pension and postretirement benefits paid to participants.



The principal weighted average assumptions used to determine benefit obligation are as follows:

	Pension Benefits As of December 31,		Postretirement Benefits As of December 31,	
	2013	2012	2013	2012
	(In percentages)			
<b>Discount Rate Obligations</b>				
US plans	4.7	3.8	4.3	3.4
International plans	3.7	3.6	4.5	3.8
Combined	4.6	3.8	4.4	3.5
<b>Rate of Compensation Increase</b>				
US plans	3.0	4.0		
International plans	2.8	2.9		
Combined	3.0	3.8		

The principal weighted average assumptions used to determine benefit cost are as follows:

	Pension Benefits Year Ended December 31,			Postretirement Benefits Year Ended December 31,		
	2013	2012	2011	2013	2012	2011
	(In percentages)					
<b>Discount Rate Obligations</b>						
US plans	3.8	4.6	5.3	3.4	4.3	4.9
International plans	3.6	4.7	5.1	3.8	4.0	5.0
Combined	3.8	4.6	5.3	3.5	4.3	4.9
<b>Expected Return on Plan Assets</b>						
US plans	8.5	8.5	8.5			
International plans	5.8	6.0	6.0			
Combined	8.0	8.1	8.1			
<b>Rate of Compensation Increase</b>						
US plans	4.0	4.0	4.0			
International plans	2.9	2.9	2.7			
Combined	3.8	3.8	3.6			

The expected rate of return is assessed annually and is based on long-term relationships among major asset classes and the level of incremental returns that can be earned by the successful implementation of different active investment management strategies. Equity returns are based on estimates of long-term inflation rate, real rate of return, 10-year Treasury bond premium over cash and equity risk premium. Fixed income returns are based on maturity, long-term inflation, real rate of return and credit spreads. The US qualified defined benefit plans' actual return on assets for the year ended December 31, 2013 was 7.9% versus an expected long-term rate of asset return assumption of 8.5%.

In the US, the rate used to discount pension and other postretirement benefit plan liabilities was based on a yield curve developed from market data of over 300 Aa-grade non-callable bonds at December 31, 2013. This yield curve has discount rates that vary based on the duration of the obligations. The estimated future cash flows for the pension and other benefit obligations were matched to the corresponding rates on the yield curve to derive a weighted average discount rate.

The Company determines its discount rates in the Euro zone using the iBoxx Euro Corporate AA Bond indices with appropriate adjustments for the duration of the plan obligations. In other international locations, the Company determines its discount rates based on the yields of high quality government bonds with a duration appropriate to the duration of the plan obligations.

On January 1, 2013, the Company's health care cost trend assumption for US postretirement medical plan's net periodic benefit cost was 7.5% for the first year, declining 0.5% per year to an ultimate rate of 5%. On January 1, 2012, the Company's health care cost trend assumption for US postretirement medical plan's net periodic benefit cost was 7.5% for the first year, declining 0.5% per year to an ultimate rate of 5%. On January 1, 2011, the Company's health care cost trend assumption for US postretirement medical plan's net periodic benefit cost was 8% for the first four years declining 0.5% per year to an ultimate rate of 5%.

Assumed health care cost trend rates for US postretirement medical plans have a significant effect on the amounts reported for the health care plans.

The impact of a one percentage point change in the assumed health care cost trend is as follows:

	<b>Trend Rate Change</b>	
	<b>Decreases 1%</b>	<b>Increases 1%</b>
	(In \$ millions)	
Postretirement obligations	7	8
Service and interest cost	—	1

**Plan Assets**

The investment objectives for the Company's pension plans are to earn, over a moving twenty-year period, a long-term expected rate of return, net of investment fees and transaction costs, sufficient to satisfy the benefit obligations of the plan, while at the same time maintaining adequate liquidity to pay benefit obligations and proper expenses, and meet any other cash needs, in the short- to medium-term.

The weighted average target asset allocations for the Company's pension plans in 2014 are as follows:

	<b>US Plans</b>	<b>International Plans</b>
		(In percentages)
Bonds - domestic to plans	53	71
Equities - domestic to plans	26	20
Equities - international to plans	20	3
Other	1	6
Total	100	100

The equity and debt securities objectives are to provide diversified exposure across the US and global equity markets and to manage the risks and returns of the plans through the use of multiple managers and strategies. The fixed income strategy is designed to reduce liability-related interest rate risk by investing in bonds that match the duration and credit quality of the plan liabilities. Derivatives based strategies may be used to improve the effectiveness of the hedges.

FASB ASC Topic 820 establishes a 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 levels of inputs used to measure fair value are 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 defined benefit plan assets are measured at fair value on a recurring basis and include the following items:

*Cash and Cash Equivalents:* Foreign and domestic currencies as well as short term securities are valued at cost plus accrued interest, which approximates fair value.

*Equity securities, treasuries and corporate debt:* Valued at the closing price reported on the active market in which the individual securities are traded. Automated quotes are provided by multiple pricing services and validated by the plan custodian. These securities are traded on exchanges as well as in the over the counter market.

*Registered Investment Companies:* Composed of various mutual funds and other investment companies whose diversified portfolio is comprised of foreign and domestic equities, fixed income securities, and short term investments. Investments are valued at the net asset value of units held by the plan at year-end.

*Common/Collective Trusts:* Composed of various funds whose diversified portfolio is comprised of foreign and domestic equities, fixed income securities, and short term investments. Investments are valued at the net asset value of units held by the plan at year-end.

*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, foreign currency forwards and swaps, and options are observable in the active markets and are classified as Level 2 in the hierarchy.

*Collateralized mortgage obligations and mortgage backed securities:* Fair value is estimated based on valuations obtained from third-party pricing services for identical or comparable assets. Mortgage Backed Securities are traded in the over the counter broker/dealer market.

*Insurance contracts:* Valued at contributions made, plus earnings, less participant withdrawals and administrative expenses, which approximates fair value.

*Short-term investment funds:* Foreign and domestic currencies as well as short-term securities are valued at cost plus accrued interest, which approximates fair value.

*Other:* Composed of real estate investment trust common stock valued at closing price as reported on the active market in which the individual securities are traded.

The fair values of pension plan assets are as follows:

	Fair Value Measurement					
	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Total	
	As of December 31,					
	2013	2012	2013	2012	2013	2012
	(In \$ millions)					
<b>Assets</b>						
Cash and cash equivalents	8	15	—	—	8	15
<b>Common/collective trusts</b>						
Loans	—	—	51	55	51	55
Equities	—	—	179	176	179	176
<b>Derivatives</b>						
Swaps	—	—	49	10	49	10
Other	—	—	—	1	—	1
<b>Equity securities</b>						
US companies	462	359	—	—	462	359
International companies	426	450	—	—	426	450
<b>Fixed income</b>						
Collateralized mortgage obligations	—	—	1	2	1	2
Corporate debt	—	—	855	822	855	822
Treasuries, other debt	4	102	390	349	394	451
Mortgage backed securities	—	—	26	31	26	31
Registered investment companies	—	—	124	278	124	278
Securities lending collateral	6	10	—	—	6	10
Short-term investments	—	—	131	229	131	229
Insurance contracts	—	—	34	31	34	31
Other	15	22	8	8	23	30
Total investments, at fair value	921	958	1,848	1,992	2,769	2,950
<b>Liabilities</b>						
<b>Derivatives</b>						
Swaps	—	—	48	10	48	10
Other	—	—	1	—	1	—
Obligations under securities lending	6	10	—	—	6	10
Total liabilities	6	10	49	10	55	20
Total net assets <sup>(1)</sup>	915	948	1,799	1,982	2,714	2,930

<sup>(1)</sup> Total net assets excludes non-financial plan receivables and payables of \$26 million and \$31 million, respectively, as of December 31, 2013 and \$29 million and \$63 million, respectively, as of December 31, 2012. Non-financial items include due to/from broker, interest receivables and accrued expenses.

The financial objectives of the qualified pension plans are established in conjunction with a comprehensive review of each plan's liability structure. The Company's asset allocation policy is based on detailed asset/liability analysis. In developing investment policy and financial goals, consideration is given to each plan's demographics, the returns and risks associated with current and alternative investment strategies and the current and projected cash, expense and funding ratios of each plan. Investment policies must also comply with local statutory requirements as determined by each country. A formal asset/liability study of each plan is undertaken every three to five years or whenever there has been a material change in plan demographics, benefit structure or funding status and investment market. The Company has adopted a long-term investment horizon such that the risk and duration of investment losses are weighed against the long-term potential for appreciation of assets. Although there cannot be complete assurance that these objectives will be realized, it is believed that the likelihood for their realization is reasonably high, based upon the asset allocation chosen and the historical and expected performance of the asset classes utilized by the plans. The intent is for investments to be broadly diversified across asset classes, investment styles, market sectors, investment managers, developed and emerging markets and securities in order to moderate portfolio volatility and risk. Investments may be in separate accounts, commingled trusts, mutual funds and other pooled asset portfolios provided they all conform to fiduciary standards.

External investment managers are hired to manage pension assets. Investment consultants assist with the screening process for each new manager hired. Over the long-term, the investment portfolio is expected to earn returns that exceed a composite of market indices that are weighted to match each plan's target asset allocation. The portfolio return should also (over the long-term) meet or exceed the return used for actuarial calculations in order to meet the future needs of each plan.

Employer contributions for pension benefits and postretirement benefits are estimated to be \$69 million and \$54 million, respectively, in 2014. Employer contributions to and benefit payments from nonqualified trusts related to nonqualified pension plans are estimated to be \$22 million in 2014.

Pension benefits and postretirement benefit cost expected to be paid are as follows:

	Pension Benefit Payments <sup>(1)</sup>	Postretirement Benefit	
		Company Portion of Benefit Cost <sup>(2)</sup>	Expected Federal Subsidy
		(In \$ millions)	
2014	231	68 <sup>(3)</sup>	2
2015	232	5	—
2016	232	5	—
2017	234	6	—
2018	236	6	—
2019-2023	1,212	27	—

<sup>(1)</sup> Payments are expected to be made primarily from plan assets.

<sup>(2)</sup> Payments are expected to be made primarily from Company assets.

<sup>(3)</sup> Includes \$49 million of expected lump-sum buyout payments to US non-union individuals in connection with the elimination of US postretirement health care benefits.

#### **Other Obligations**

Additional benefit obligations are as follows:

	As of December 31,	
	2013	2012
	(In \$ millions)	
Long-term disability	10	22
Other	6	6

## 15. 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.

Environmental expenditures for preventative and remediation efforts are as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Capital expenditures	90	40	30
Other expenditures <sup>(1)</sup>	49	45	41

<sup>(1)</sup> Includes expenditures for US Superfund sites of \$2 million, \$2 million and \$2 million for the years ended December 31, 2013, 2012 and 2011, respectively.

The components of environmental remediation reserves are as follows:

	As of December 31,	
	2013	2012
	(In \$ millions)	
Demerger obligations <a href="#">(Note 23)</a>	27	31
Divestiture obligations <a href="#">(Note 23)</a>	21	21
Active sites	32	28
US Superfund sites	13	15
Other environmental remediation reserves	4	4
Total	97	99

### Remediation

Due to its industrial history and through retained contractual and legal obligations, the Company has the obligation to remediate specific areas on its own sites as well as on divested, 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 [\(Note 23\)](#). 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.

Remediation expense is recorded as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Cost of sales	9	10	2
Selling, general and administrative expenses	1	3	6

The Company did not record any insurance recoveries during 2013 or have any receivables for insurance recoveries related to these matters as of December 31, 2013. As of December 31, 2013 and 2012, there were receivables of \$4 million and \$6 million, respectively, from the former owner of the Company's Spondon, Derby, United Kingdom acetate flake, tow and film business, which was acquired in 2007.

### **German InfraServ Entities**

On January 1, 1997, coinciding with a reorganization of the Hoechst businesses in Germany, real estate service companies ("InfraServ Entities") were created to own directly the land and property and to provide various technical and administrative services at each of the manufacturing locations. The Company owns manufacturing facilities at the InfraServ location in Frankfurt am Main-Hoechst, Germany and holds equity interests in the companies, which own and operate the former Hoechst sites in Frankfurt am Main-Hoechst, Gendorf and Knapsack, all of which are located in Germany.

InfraServ Entities are liable for any residual contamination and other pollution because they own the real estate on which the individual facilities operate. In addition, Hoechst, and its legal successors, as the responsible party under German public law, is liable to third parties for all environmental damage that occurred while it was still the owner of the plants and real estate (Note 23). The contribution agreements entered into in 1997 between Hoechst and the respective operating companies, as part of the divestiture of these companies, provide that the operating companies will indemnify Hoechst, and its legal successors, against environmental liabilities resulting from the transferred businesses. Additionally, the InfraServ Entities have agreed to indemnify Hoechst, and its legal successors, against any environmental liability arising out of or in connection with environmental pollution of any site.

The InfraServ partnership agreements provide that, as between the partners, each partner is responsible for any contamination caused predominantly by such partner. Any liability, which cannot be attributed to an InfraServ partner and for which no third party is responsible, is required to be borne by the InfraServ partnership. Also, under lease agreements entered into by an InfraServ partner as landlord, the tenants agreed to pay certain remediation costs on a pro rata basis.

If an InfraServ partner defaults on its respective indemnification obligations to eliminate residual contamination, the owners of the remaining participation in the InfraServ companies have agreed to fund such liabilities, subject to a number of limitations. To the extent that any liabilities are not satisfied by either the InfraServ Entities or their owners, these liabilities are to be borne by the Company in accordance with the demerger agreement. However, Hoechst, and its legal successors, will reimburse the Company for two-thirds of any such costs. Likewise, in certain circumstances the Company could be responsible for the elimination of residual contamination on several sites that were not transferred to InfraServ companies, in which case Hoechst, and its legal successors, must also reimburse the Company for two-thirds of any costs so incurred. The German InfraServ Entities are owned partially by the Company (Note 8), as noted below, and the remaining ownership is held by various other companies. The Company's ownership interest and environmental liability participation percentages for such liabilities, which cannot be attributed to an InfraServ partner are as follows:

	As of December 31, 2013		
	Ownership	Liability	Reserves <sup>(1)</sup>
	(In percentages)		(In \$ millions)
InfraServ GmbH & Co. Gendorf KG	39	10	17
InfraServ GmbH & Co. Knapsack KG	27	22	1
InfraServ GmbH & Co. Hoechst KG	32	40	79

<sup>(1)</sup> Gross reserves maintained by the respective InfraServ entity.

### **US Superfund Sites**

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

As events progress at each site for which it has been named a PRP, the Company accrues, as appropriate, a liability for site cleanup. Such liabilities include all costs that are probable and can be reasonably estimated. In establishing these liabilities, the Company considers its shipment of waste to a site, its percentage of total waste shipped to the site, the types of wastes

involved, the conclusions of any studies, the magnitude of any remedial actions that may be necessary and the number and viability of other PRPs. Often the Company joins with other PRPs to sign joint defense agreements that settle, among PRPs, each party's percentage allocation of costs at the site. Although the ultimate liability may differ from the estimate, the Company routinely reviews the liabilities and revises the estimate, as appropriate, based on the most current information available.

One such site is the Lower Passaic River Study Area. The Company and 70 other companies are parties to a May 2007 Administrative Order on Consent with the US Environmental Protection Agency ("EPA") to perform a Remedial Investigation/Feasibility Study ("RI/FS") of the contaminants in the lower 17-mile stretch known as the Lower Passaic River Study Area. The RI/FS is ongoing and may take several more years to complete. The Company is among a group of settling parties to a June 2012 Administrative Order on Consent with the EPA to perform a removal action on a small section of the river. The Company 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.

In 2007, the EPA issued a draft study that evaluated alternatives for early remedial action of a portion of the Passaic River at an estimated cost of \$900 million to \$2.3 billion. Several parties commented on the draft study, and the EPA has announced its intention to issue a proposed plan in 2014. Although the Company's assessment that the contamination allegedly released by the Company is likely an insignificant aspect of the final remedy, because the RI/FS is still ongoing, and the EPA has not finalized its study or the scope of requested cleanup the Company cannot reliably estimate its portion of the final remedial costs for this matter at this time. However, the Company currently believes that its portion of the costs would be less than approximately 1% to 2%. The Company is vigorously defending these and all related matters.

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

On January 7, 2013, following self-disclosures by the Company, the Company's Meredosia, Illinois site received a Notice of Violation/Finding of Violation from the 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 Industrial Specialties segment.

## **16. 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 terms of the Company's Amended Credit Agreement and the Senior Notes.

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

	<b>Increase</b>	<b>Quarterly Common Stock Cash Dividend</b>	<b>Annual Common Stock Cash Dividend</b>	<b>Effective Date</b>
	<b>(In percentages)</b>	<b>(In \$ per share)</b>		
April 2011	20	0.060	0.24	August 2011
April 2012	25	0.075	0.30	August 2012
April 2013	20	0.090	0.36	May 2013
July 2013	100	0.180	0.72	August 2013



### **Treasury Stock**

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

	<b>Authorized Amount</b>
	<b>(In \$ millions)</b>
February 2008	400
October 2008	100
April 2011	129
October 2012	264
As of December 31, 2013	<u>893</u>

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:

	<b>Year Ended December 31,</b>			<b>Total From February 2008 Through December 31, 2013</b>
	<b>2013</b>	<b>2012</b>	<b>2011</b>	
Shares repurchased	3,186,180 <sup>(1)</sup>	1,059,719 <sup>(1)</sup>	652,016	16,328,707 <sup>(2)</sup>
Average purchase price per share	\$ 51.38	\$ 42.44	\$ 46.99	\$ 40.72
Amount spent on repurchased shares (in millions)	\$ 164	\$ 45	\$ 31	\$ 665

<sup>(1)</sup> The years ended December 31, 2013 and 2012 exclude 6,021 shares and 5,823 shares, respectively, withheld from an executive officer to cover statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock awards. 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 awards.

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.

On October 23, 2013, the Company's Board of Directors approved the retirement of 18,250,900 shares of treasury stock. The retired shares are now included in the Company's pool of authorized but unissued shares.

*Other Comprehensive Income (Loss), Net*

	Year Ended December 31,								
	2013			2012			2011		
	Gross Amount	Income Tax (Provision) Benefit	Net Amount	Gross Amount	Income Tax (Provision) Benefit	Net Amount	Gross Amount	Income Tax (Provision) Benefit	Net Amount
	(In \$ millions)								
Unrealized gain (loss) on marketable securities	1 <sup>(1)</sup>	—	1	—	—	—	—	—	—
Foreign currency translation	55	(35)	20	13	(8)	5	(29)	2	(27)
Gain (loss) on interest rate swaps	9	(3)	6	10 <sup>(2)</sup>	(3)	7	37 <sup>(3)</sup>	(10)	27
Pension and postretirement benefits	88	(30)	58	(12) <sup>(4)</sup>	1	(11)	(2)	2	—
<b>Total</b>	<b>153</b>	<b>(68)</b>	<b>85</b>	<b>11</b>	<b>(10)</b>	<b>1</b>	<b>6</b>	<b>(6)</b>	<b>—</b>

<sup>(1)</sup> Amount includes \$1 million of unrealized gains associated with the Company's equity method investments' marketable securities.

<sup>(2)</sup> Amount includes \$2 million of gains associated with the Company's equity method investments' derivative activity.

<sup>(3)</sup> Amount includes \$2 million of gains associated with the Company's equity method investments' derivative activity.

<sup>(4)</sup> Amount includes amortization of actuarial losses of \$10 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) on Interest Rate Swaps (Note 21)	Pension and Postretirement Benefits (Note 14)	Accumulated Other Comprehensive Income (Loss), Net
	(In \$ millions)				
As of December 31, 2010	(1)	(1)	(84)	(4)	(90)
Current period change	—	(29)	37	(2)	6
Income tax (provision) benefit	—	2	(10)	2	(6)
As of December 31, 2011	(1)	(28)	(57)	(4)	(90)
Current period change	—	13	10	(12)	11
Income tax (provision) benefit	—	(8)	(3)	1	(10)
As of December 31, 2012	(1)	(23)	(50)	(15)	(89)
Other comprehensive income (loss) before reclassifications	1	55	(2)	99	153
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	11	(11)	—
Income tax (provision) benefit	—	(35)	(3)	(30)	(68)
As of December 31, 2013	—	(3)	(44)	43	(4)

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

	Year Ended December 31,		
	2013	2012	2011
		(In \$ millions)	
Employee termination benefits	(23)	(6)	(22)
Kelsterbach plant relocation ( <a href="#">Note 27</a> )	(13)	(7)	(47)
Plumbing actions	—	5	6
Asset impairments	(81)	(8)	(1)
Plant/office closures	(33)	—	—
Commercial disputes	(8)	2	15
Other	—	—	1
Total	(158)	(14)	(48)

**2013**

During the three months ended December 31, 2013, the Company recorded \$6 million of employee termination benefits, \$3 million of contract termination costs and \$3 million of long-lived asset impairment losses related to the December 2013 closure of its acetic anhydride facility in Roussillon, France. In addition, the Company recorded \$14 million of employee termination benefits, \$30 million of contract termination costs and \$31 million of long-lived asset impairment losses as a result of the December 2013 closure of its VAM facility in Tarragona, Spain. The long-lived asset impairment losses related to both the Company's Roussillon acetic anhydride facility and Tarragona VAM facility were measured at the dates of impairment to fully write-off the related property, plant and equipment at both facilities ([Note 4](#)).

During the three months ended December 31, 2013, the Company determined its Singapore acetic acid production unit should be assessed for impairment based on local market conditions affecting demand for acetic acid and downstream products, the cost to operate the unit, contractual obligations and an interim arbitration ruling ([Note 23](#)). As a result, the Company concluded that the long-lived assets at its Singapore acetic acid production unit were fully impaired. Accordingly, the Company recorded long-lived asset impairment losses, measured at the date of impairment, of \$46 million to fully write-off the related property, plant and equipment. The Singapore acetic acid operations are included in the Acetyl Intermediates segment.

The Company calculated the respective fair values of the long-lived assets of the Roussillon, France acetic anhydride facility, the Tarragona, Spain VAM facility and the Singapore acetic acid unit using a discounted cash flow model incorporating discount rates commensurate with the risks involved for each of the reporting units. This fair value measurement of long-lived assets is classified as Level 3 measurements under FASB ASC Topic 820. The key assumptions used in the discounted cash flow valuation models included discount rates, growth rates, cash flow projections and terminal value rates. Discount rates, growth rates and cash flow projections involve significant judgment and are based on management's estimate of current and forecasted market conditions and cost structure.

**2012**

During the year ended December 31, 2012, the Company recorded \$5 million of employee termination benefits, related to the closure of the Company's acetate flake and acetate tow manufacturing operations at its Spondon, Derby, United Kingdom site ([Note 4](#)). Also during the year ended December 31, 2012, the Company concluded that certain long-lived assets were partially impaired at its acetate flake and acetate tow manufacturing operations in Spondon, Derby, United Kingdom. Accordingly, the Company wrote down the related property, plant and equipment to its fair value of \$3 million, measured at the date of impairment, resulting in long-lived asset impairment losses of \$8 million for the year ended December 31, 2012. The Company calculated the fair value using a discounted cash flow model incorporating discount rates commensurate with the risks involved for the reporting unit. This fair value measurement of long-lived assets is classified as a Level 3 measurement under FASB ASC Topic 820. The key assumptions used in the discounted cash flow valuation model include discount rates, growth rates, cash flow projections and terminal value rates. Discount rates, growth rates and cash flow projections involve significant judgment and are based on management's estimate of current and forecasted market conditions and cost structure.

2011

As a result of the Company's Pardies, France "Project of Closure" and the closure of the Company's acetate flake and acetate tow manufacturing operations at its Spondon, Derby, United Kingdom site, the Company recorded \$4 million and \$4 million, respectively, of employee termination benefits during the year ended December 31, 2011. Additionally, during the year ended December 31, 2011, the Company recorded \$8 million of employee termination benefits related to the relocation of the Company's polyacetal ("POM") operations located in Kelsterbach, Germany to Frankfurt Hoechst Industrial Park, Germany (Note 27) and \$6 million of employee termination benefits related to a business optimization project, which is included in the Other Activities segment.

During the year ended December 31, 2011, the Company received consideration of \$17 million in connection with the settlement of a claim against a bankrupt supplier (Note 23). The resolution of this commercial dispute is included in the Acetyl Intermediates 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, 2011	8	18	—	5	11	42
Additions	—	5	—	2	1	8
Cash payments	(2)	(11)	—	(3)	(3)	(19)
Other changes	—	—	—	(1)	(2)	(3)
Exchange rate changes	—	1	—	—	—	1
As of December 31, 2012	6	13	—	3	7	29
Additions	—	—	3	20	—	23
Cash payments	(2)	(10)	(1)	(8)	(2)	(23)
Other changes	—	—	—	—	(1)	(1)
Exchange rate changes	—	—	—	1	—	1
As of December 31, 2013	4	3	2	16	4	29
<b>Plant/Office Closures</b>						
As of December 31, 2011	—	—	—	1	1	2
Additions	—	—	—	—	—	—
Cash payments	—	—	—	—	—	—
Other changes	—	—	—	—	(1)	(1)
Exchange rate changes	—	—	—	—	—	—
As of December 31, 2012	—	—	—	1	—	1
Additions	—	—	—	33	—	33
Cash payments	—	—	—	(1)	—	(1)
Other changes	—	—	—	—	—	—
Exchange rate changes	—	—	—	—	—	—
As of December 31, 2013	—	—	—	33	—	33
Total	4	3	2	49	4	62

## 18. Income Taxes

### Income Tax Provision

Earnings (loss) from continuing operations before tax by jurisdiction are as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
US	806	195	60
International <sup>(1)</sup>	803	126	407
Total	1,609	321	467

<sup>(1)</sup> Includes aggregate earnings generated by operations in Bermuda, Luxembourg, the Netherlands and Hong Kong of \$275 million, \$320 million and \$317 million for the years ended December 31, 2013, 2012 and 2011, respectively, which have an aggregate effective income tax rate of 4.0%, 5.6% and 4.0% for each year, respectively.

The income tax provision (benefit) consists of the following:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
<b>Current</b>			
US	78	41	24
International	83	76	32
Total	161	117	56
<b>Deferred</b>			
US	194	(66)	(11)
International	153	(106)	(4)
Total	347	(172)	(15)
Total	508	(55)	41

A reconciliation of the significant differences between the US federal statutory tax rate of 35% and the effective income tax rate on income from continuing operations is as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions, except percentages)		
Income tax provision computed at US federal statutory tax rate	563	112	163
Change in valuation allowance	89	29	7
Equity income and dividends	(44)	(31)	(25)
(Income) expense not resulting in tax impact, net	(33)	(39)	(16)
US tax effect of foreign earnings and dividends	35	42	48
Foreign tax credits	(38)	(187)	(66)
Other foreign tax rate differentials	(55)	(2)	(58)
Legislative changes	(19)	—	—
Tax-deductible interest on foreign equity investments and other related items	11	11	(3)
State income taxes, net of federal benefit	11	4	4
Other, net	(12)	6	(13)
Income tax provision (benefit)	<u>508</u>	<u>(55)</u>	<u>41</u>
Effective income tax rate	32%	(17) %	9%

Federal and state income taxes have not been provided on accumulated but undistributed earnings of \$3.2 billion as of December 31, 2013 as such earnings have been permanently reinvested in the business. The determination of the amount of the unrecognized deferred tax liability related to the undistributed earnings is not practicable.

The effective tax rate for continuing operations for the year ended December 31, 2013 was 32% compared to 17% for the year ended December 31, 2012. The effective tax rate for 2012 was favorably impacted by recognition of significant benefits from foreign tax credits.

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

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

### **Deferred Income Taxes**

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the consolidated deferred tax assets and liabilities are as follows:

	<b>As of December 31,</b>	
	<b>2013</b>	<b>2012</b>
	<b>(In \$ millions)</b>	
<b>Deferred Tax Assets</b>		
Pension and postretirement obligations	374	579
Accrued expenses	139	58
Inventory	10	—
Net operating loss	563	398
Tax credit carryforwards	94	206
Other	165	370
Subtotal	1,345	1,611
Valuation allowance <sup>(1)</sup>	(461)	(399)
Total	884	1,212
<b>Deferred Tax Liabilities</b>		
Depreciation and amortization	479	479
Investments in affiliates	142	83
Other	94	70
Total	715	632
Net deferred tax assets (liabilities)	169	580

<sup>(1)</sup> Includes deferred tax asset valuation allowances primarily for the Company's deferred tax assets in the US, Luxembourg, France, Spain, China, Singapore, the United Kingdom and Germany, as well as other foreign jurisdictions. These valuation allowances relate primarily to net operating loss carryforward benefits and other net deferred tax assets, all of which may not be realizable.

For the year ended December 31, 2013, the valuation allowance increased by \$62 million primarily due to \$89 million of losses generated with no currently realizable income tax benefit as well as \$8 million related to exchange rate changes partially offset by net operating loss expirations of \$33 million.

### **Legislative Changes**

On October 31, 2013, the Mexican National Congress passed new tax legislation. Among other things, the new legislation maintains a corporate tax rate of 30%, eliminates the tax consolidation rules and repeals the business flat tax ("IETU") for years beginning after December 31, 2013. The Company was subject to the IETU in 2013 and for prior periods and is now required to record deferred income taxes on an income tax basis. As a result, the Company realized a deferred income tax benefit of \$46 million for the year ended December 31, 2013.

The Company has historically filed consolidated income tax returns in Mexico. Under the new tax legislation, the Company was required to recapture previously deferred income taxes related to income tax loss carryforwards, intercompany dividends and differences between consolidated and individual company taxable earnings. The Company recorded additional tax expense of \$27 million related to these new rules for the year ended December 31, 2013, resulting in a net income tax benefit of \$19 million.

### **Net Operating Loss Carryforwards**

As of December 31, 2013, the Company has US federal net operating loss carryforwards of \$31 million that are subject to limitation. These net operating loss carryforwards begin to expire in 2021. At December 31, 2013, the Company also had state net operating loss carryforwards, net of federal tax impact, of \$43 million, \$42 million of which are offset by a valuation allowance due to uncertain recoverability. A portion of these net operating loss carryforwards expired in 2013.

The Company also has foreign net operating loss carryforwards as of December 31, 2013 of \$1.8 billion primarily for Luxembourg, France, Spain, Canada, China, Singapore, the United Kingdom and Germany with various expiration dates. Net operating losses in China have various carryforward periods and began to expire in 2011. Net operating losses in most other foreign jurisdictions do not have an expiration date.

#### **Uncertain Tax Positions**

Activity related to uncertain tax positions is as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
As of the beginning of the year	207	211	244
Increases in tax positions for the current year	17	6	—
Increases in tax positions for prior years	57	42	37
Decreases in tax positions for prior years	(32)	(19)	(54)
Decreases due to settlements	(2)	(33)	(16)
As of the end of the year	247	207	211
Total uncertain tax positions that if recognized would impact the effective tax rate	258	237	230
Total amount of interest expense (benefit) and penalties recognized in the consolidated statements of operations	4	6	(1)
Total amount of interest expense and penalties recognized in the consolidated balance sheets	65	61	55

The Company primarily operates in the US, Germany, Canada, China, Mexico and Singapore. Examinations are ongoing in a number of these jurisdictions including Germany for the years 2001 to 2004 and 2005 to 2007, France for the years 2008 to 2010 and the US for the years 2009 and 2010. The Company's US federal income tax returns for 2003 and forward are open for examination under statute. The Company's German corporate tax returns for 2001 and forward are open for examination under statute. A further change in uncertain tax positions may occur within the next twelve months related to the settlement of one or more tax examinations or the lapse of applicable statutes of limitations. Such amounts have been reflected as the current portion of uncertain tax positions ([Note 11](#)).

On December 23, 2013, the French Tax Authority ("FTA") issued audit assessment claims against the Company that could result in incremental tax expense of €81 million, including interest and penalties. The assessment suggests that for the years 2008 to 2010, the Company transferred value from its otherwise profitable facility in Pardies, France to subsidize other global manufacturing operations outside of France. If the FTA were to prevail on any of its claims, any amounts due would first be offset against net operating loss carryforwards of €33 million, which were generated as a result of losses incurred. The Company believes the FTA assessment lacks merit and plans to defend the matter. Based on the Company's analysis of the technical merits of the issue, no significant amounts have been accrued for this tax uncertainty.

#### **19. Management Compensation Plans**

##### **General Plan Description**

In April 2009, the Company and its stockholders approved a global incentive plan, which replaced the Company's 2004 Stock Incentive Plan ("2004 SIP"). The 2009 Global Incentive Plan ("2009 GIP") enables the compensation committee of the Board of Directors to award incentive and nonqualified stock options, stock appreciation rights, shares of Common Stock, restricted stock awards, restricted stock units ("RSUs") and incentive bonuses (which may be paid in cash or stock or a combination thereof), any of which may be performance-based, with vesting and other award provisions that provide effective incentive to Company employees (including officers), non-management directors and other service providers. Under the 2009 GIP, the Company may not grant RSUs with the right to participate in dividends or dividend equivalents.

In April 2012, the 2009 GIP was amended to, among other things, increase the maximum number of shares that may be issued under the 2009 GIP by 8,000,000 shares to 13,350,000 shares plus (a) any shares of Common Stock that remain available for issuance under the 2004 Stock Incentive Plan (not including any shares of Common Stock that are subject to outstanding awards under the 2004 SIP or any shares of Common Stock that were issued pursuant to awards under the 2004 SIP) and



(b) any awards under the 2004 stock incentive plan that remain outstanding that cease for any reason to be subject to such awards (other than by reason of exercise or settlement of the award to the extent that such award is exercised for or settled in vested and non-forfeitable shares).

Total shares available for awards and total shares subject to outstanding awards are as follows:

	<b>As of December 31, 2013</b>	
	<b>Shares Available for Awards</b>	<b>Shares Subject to Outstanding Awards</b>
2009 GIP	9,862,977	2,115,194
2004 SIP	—	212,373 <sup>(1)</sup>

<sup>(1)</sup> No RSUs remaining outstanding under the 2004 SIP.

Upon the termination of a participant's employment with the Company by reason of death or disability, retirement or by the Company without cause (as defined in the respective award agreements), an award in amount equal to (a) the value of the award granted multiplied by (b) a fraction, (x) the numerator of which is the number of full months between grant date and the date of such termination, and (y) the denominator of which is the term of the award, such product to be rounded up to the nearest whole number, and reduced by (c) the value of any award that previously vested, and generally vest on the original vesting date. Upon the termination of a Participant's employment with the Company for any other reason, any unvested portion of the award shall be forfeited and canceled without consideration.

The Company realized income tax benefits from stock option exercises and RSU vestings as follows:

	<b>Year Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
	<i>(In \$ millions)</i>		
Income tax benefit realized	2	31	25
Amount reversed in current year related to prior year	—	1	9

### **Stock Options**

It is the Company's policy to grant stock options with an exercise price equal to the average of the high and low price of the Company's Common Stock on the grant date. Options issued under the 2009 GIP have a term of seven years and vest on a graded basis over either three or four years. The estimated value of the Company's stock-based awards less expected forfeitures is recognized over the awards' respective vesting period on a straight-line basis.

Generally, vested stock options are exercised through a broker-assisted cashless exercise program. A broker-assisted cashless exercise is the simultaneous exercise of a stock option by an employee and a sale of the shares through a broker. Authorized shares of the Company's Common Stock are used to settle stock options.

Beginning in October 2010 through April 2012, the Company granted awards of stock options to certain executive officers of the Company that require a holding period of one year subsequent to exercising a stock option award for net profit shares acquired upon exercise. Net profit shares is the aggregate number of shares as determined by the Company's human resources department representing the total number of shares remaining after taking into account the following costs related to exercise: (a) the aggregate option price with respect to the exercise; (b) the amount of all applicable taxes with respect to the exercise, assuming the participant's maximum applicable federal, state and local tax rates (and applicable employment taxes); and (c) any transaction costs.

The fair value of each option granted is estimated on the grant date using the Black-Scholes option pricing method. The weighted average assumptions used in the model are as follows:

	Year Ended December 31,		
	2013	2012	2011
Risk-free interest rate	0.68%	0.78%	0.81%
Estimated life in years	4.50	4.59	4.75
Dividend yield	0.64%	0.70%	0.60%
Volatility	49.50%	50.31%	45.00%

The computation of the expected volatility assumption used in the Black-Scholes calculations for new grants is based on the Company's historical volatilities. When establishing the expected life assumptions, the Company reviews annual historical employee exercise behavior of option grants with similar vesting periods.

The summary of changes in stock options outstanding is as follows:

	Number of Options (In thousands)	Weighted Average Exercise Price (In \$)	Weighted Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (In \$ millions)
As of December 31, 2012	823	29.93	4.4	12
Granted	8	46.87		
Exercised	(284)	30.77		
Forfeited	—	—		
Expired	—	—		
As of December 31, 2013	547	29.75	3.6	14
Options exercisable at end of year	415	27.44	3.2	12

The weighted average grant date fair values of stock options granted is as follows:

	Year Ended December 31,		
	2013	2012	2011
Total	18.50	(In \$) 16.21	11.38

The total intrinsic value of stock options exercised is as follows:

	Year Ended December 31,		
	2013	2012	2011
Intrinsic value	6	(In \$ millions) 110	20

As of December 31, 2013, the Company had \$1 million of total unrecognized compensation expense related to stock options, excluding actual forfeitures, which is expected to be recognized over the weighted average period of two years.

#### **Restricted Stock Units**

The Company's RSUs are net settled by withholding shares of the Company's Common Stock to cover minimum statutory income taxes and remitting the remaining shares of the Company's Common Stock to an individual brokerage account. Authorized shares of the Company's Common Stock are used to settle RSUs.

*Performance-based RSUs.* The Company generally grants performance-based RSUs to the Company's executive officers and certain employees once per year. The Company may also grant performance-based RSUs to certain new employees or to employees who assume positions of increasing responsibility at the time those events occur. The number of performance-based

RSUs that ultimately vest is dependent on one or both of the following according to the terms of the specific award agreement: the achievement of (a) internal profitability targets (performance condition) and (b) market performance targets measured by the comparison of the Company's stock performance versus a defined peer group (market condition).

Outstanding performance-based RSUs granted prior to 2013 generally cliff-vest during the Company's quarter-end September 30 black-out period three years from the date of grant. Outstanding performance-based RSUs granted in 2013 generally vest in two tranches with the final tranche vesting three years from the date of grant.

The ultimate number of shares of the Company's Common Stock issued will range from zero to stretch, with stretch defined individually under each award, net of shares used to cover minimum statutory personal income taxes withheld. A market condition is factored into the estimated fair value per unit and a performance condition is factored into the compensation expense for each award based on the probability of achieving internal profitability measures, as applicable. Compensation expense is recognized on a straight-line basis over the term of the respective grant, less estimated forfeitures. Performance-based RSUs are canceled to the extent actual results of internal profitability measures are less than target, as defined individually under each award.

A summary of changes in nonvested performance-based RSUs outstanding is as follows:

	<b>Number of Units</b>	<b>Weighted Average Fair Value</b>
	<b>(In thousands)</b>	<b>(In \$)</b>
As of December 31, 2012	429	42.22
Granted	540	47.30
Vested	(189)	41.16
Canceled	(28)	41.16
Forfeited	(19)	46.29
As of December 31, 2013	<u>733</u>	<u>46.18</u>

The fair value of shares vested for performance-based RSUs is as follows:

	<b>Year Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
	<b>(In \$ millions)</b>		
Total	10	12	14

The fair value of the Company's performance-based RSUs with a market condition granted during 2012 and 2011 was estimated at the grant date using a Monte Carlo simulation approach less the present value of the expected dividends not received during the performance period. Monte Carlo simulation was utilized to randomly generate future stock returns for the Company and each company in the defined peer group for each grant based on company-specific dividend yields, volatilities and stock return correlations. These returns were used to calculate future performance-based RSU vesting percentages and the simulated values of the vested performance-based RSUs were then discounted to present value using a risk-free rate, yielding the expected value of these performance-based RSUs.

The range of assumptions used in the Monte Carlo simulation approach is as follows:

	<b>Year Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Risk-free interest rate	N/A	0.38%	0.38%
Dividend yield	N/A	0.00 - 4.37 %	0.00 - 4.37 %
Volatility	N/A	25 - 90 %	25 - 90 %

The fair value of the Company's performance-based RSUs with a performance condition granted in 2013 is equal to the average of the high and low price of the Company's Common Stock on the grant date less the present value of the expected dividends not received during the vesting period.

*Time-based RSUs.* The Company grants non-employee Directors time-based RSUs annually that generally vest one year after grant. The Company also grants time-based RSUs to the Company's executives and certain employees that vest ratably over intervals ranging from three to four years. The fair value of the time-based RSUs is equal to the average of the high and low price of the Company's Common Stock on the grant date less the present value of the expected dividends not received during the vesting period.

A summary of changes in nonvested time-based RSUs outstanding is as follows:

	Employee Time-Based RSUs		Director Time-Based RSUs	
	Number of Units	Weighted Average Fair Value	Number of Units	Weighted Average Fair Value
	(In thousands)	(In \$)	(In thousands)	(In \$)
As of December 31, 2012	431	34.41	16	47.48
Granted	25	49.56	16	48.51
Vested	(211)	33.79	(16)	47.48
Forfeited	(20)	30.39	—	—
As of December 31, 2013	225 <sup>(1)</sup>	37.02	16	48.51

<sup>(1)</sup> Includes 66,108 of restricted stock awards granted to the Company's Chief Executive Officer on April 5, 2012, of which 22,013 and 22,013 vested on October 1, 2012 and April 5, 2013, respectively.

The fair value of shares vested for time-based RSUs is as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Total	12	13	7

Beginning in October 2010 through April 2012, the Company granted both time-based RSUs and performance-based RSUs to executive officers and certain employees of the Company that require a holding period of seven years from the grant date of the awards for 0% to 75% of the shares vested, depending on salary level, as specified in each individual agreement. The fair value of the RSUs with holding periods were discounted due to the lack of transferability of these RSUs during the holding period as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In percentages)		
Holding period discount	N/A	30	30

The holding period discount was determined using the weighted average results as calculated under the Chaffe and Finnerty models.

As of December 31, 2013, there was \$41 million of unrecognized compensation cost related to RSUs, excluding actual forfeitures, which is expected to be recognized over a weighted average period of two years.

## 20. Leases

Rent expense recorded under all operating leases is as follows:

	Year Ended December 31,		
	2013	2012	2011
Total	160	165	173

Future minimum lease payments under non-cancelable rental and lease agreements, which have initial or remaining terms in excess of one year are as follows:

	As of December 31, 2013	
	Capital Leases	
	(In \$ millions)	
2014		46
2015		46
2016		48
2017		48
2018		48
Later years		294
Sublease income		—
Minimum lease commitments		530
Less amounts representing interest		(266)
Present value of net minimum lease obligations		264

	As of December 31, 2013	
	Operating Leases	
	(In \$ millions)	
2014		63
2015		55
2016		48
2017		29
2018		26
Later years		189
Sublease income		(12)
Minimum lease commitments		398

The Company expects that, in the normal course of business, leases that expire will be renewed or replaced by other leases.

## 21. 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 13](#)). 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 agreements are as follows:

As of December 31, 2013			
Notional Value	Effective Date	Expiration Date	Fixed Rate <sup>(1)</sup>
(In \$ millions)			
1,100	January 2, 2012	January 2, 2014	1.71%
500	January 2, 2014	January 2, 2016	1.02%

<sup>(1)</sup> Fixes the LIBOR portion of the Company's US-dollar denominated variable rate borrowings ([Note 13](#)).

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

<sup>(1)</sup> Fixes the LIBOR portion of the Company's US-dollar denominated variable rate borrowings ([Note 13](#)).

Interest rate swap activity is as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Hedging activities - Interest expense	(11)	(14)	(55)
Ineffective portion - Other income (expense), net	—	—	—

Upon issuance of the 4.625% Notes and \$400 million paydown of the Term C loan facility on November 13, 2012 ([Note 13](#)), the Company dedesignated as cash flow hedges a notional value of \$395 million of the \$1.1 billion notional value US-dollar interest rate swap agreements expiring January 2, 2014, and a loss of \$6 million was reclassified out of Accumulated other comprehensive income (loss), net, into Interest expense in the consolidated statements of operations during the three months ended December 31, 2012. Future mark-to-market adjustments on these dedesignated interest rate swap agreements were recorded in Interest expense in the consolidated statement of operations through their expiration on January 2, 2014.

#### **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. 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 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 consolidated statements of operations.

The following table indicates the total US dollar equivalents of net foreign exchange exposure related to (short) long foreign exchange forward contracts outstanding by currency. All of the contracts included in the table below will have approximately offsetting effects from actual underlying payables, receivables, intercompany loans or other assets or liabilities subject to foreign exchange remeasurement.

	<b>2014 Maturity</b>
	<b>(In \$ millions)</b>
<b>Currency</b>	
Brazilian real	(12)
British pound sterling	(60)
Canadian dollar	46
Chinese renminbi	(106)
Euro	(228)
Hungarian forint	9
Japanese yen	(3)
Mexican peso	2
Singapore dollar	43
Swedish krona	(6)
Other	—
Total	<u>(315)</u>

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

	<b>As of December 31,</b>	
	<b>2013</b>	<b>2012</b>
	<b>(In \$ millions)</b>	
Total	869	902

#### **Commodity Risk Management**

The Company has exposure to the prices of commodities in its procurement of certain raw materials. The Company manages its exposure to commodity risk primarily through the use of long-term supply agreements, multi-year purchasing and sales agreements and forward purchase contracts. The Company regularly assesses its practice of using forward purchase contracts and other raw material hedging instruments in accordance with changes in economic conditions. Forward purchases and swap contracts for raw materials are principally settled through physical delivery of the commodity. For qualifying contracts, the Company has elected to apply the normal purchases and normal sales exception of FASB ASC Topic 815 based on the probability at the inception and throughout the term of the contract that the Company would not settle net and the transaction would result in the physical delivery of the commodity. As such, realized gains and losses on these contracts are included in the cost of the commodity upon the settlement of the contract.

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

	Year Ended December 31, 2013		Year Ended December 31, 2012		Year Ended December 31, 2011	
	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)	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	(2) <sup>(1)</sup>	(11) <sup>(2)</sup>	(12) <sup>(3)</sup>	(14) <sup>(2)</sup>	(24) <sup>(4)</sup>	(55) <sup>(2)</sup>
<b>Not Designated as Hedges</b>						
Interest rate swaps	—	—	—	(6) <sup>(5)</sup>	—	(4) <sup>(5)</sup>
Foreign currency forwards and swaps	—	(23) <sup>(6)</sup>	—	(6) <sup>(6)</sup>	—	16 <sup>(6)</sup>
Total	<u>(2)</u>	<u>(34)</u>	<u>(12)</u>	<u>(26)</u>	<u>(24)</u>	<u>(43)</u>

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

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

<sup>(3)</sup> Amount excludes \$2 million of gains associated with the Company's equity method investments' derivative activity and \$3 million of tax expense recognized in Other comprehensive income (loss).

<sup>(4)</sup> Amount excludes \$2 million of gains associated with the Company's equity method investments' derivative activity and \$10 million of tax expense recognized in Other comprehensive income (loss).

<sup>(5)</sup> Included in Interest expense in the consolidated statements of operations.

<sup>(6)</sup> Included in Foreign exchange gain (loss), net for operating activity or Other income (expense), net for non-operating activity in the consolidated statements of operations.

See [Note 22 - Fair Value Measurements](#) for additional information regarding the fair value of the Company's derivative agreements.

Certain of the Company's foreign currency forwards and swaps and interest rate swap arrangements permit the Company to net settle all contracts with the counterparty through a single payment in an agreed upon currency in the event of default or early termination of the contract, similar to a master netting arrangement. The Company's interest rate swap agreements are subject to cross collateralization under the Guarantee and Collateral Agreement entered into in conjunction with the Term loan borrowings ([Note 13](#)).

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



	As of December 31,	
	2013	2012
	(In \$ millions)	
<b>Derivative Liabilities</b>		
Gross amount recognized	16	32
Gross amount offset in the consolidated balance sheets	1	1
Net amount presented in the consolidated balance sheets	15	31
Gross amount not offset in the consolidated balance sheets	1	2
Net amount	14	29

## 22. Fair Value Measurements

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

The three levels of inputs are defined as follows:

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

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

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

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

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

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

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

		Fair Value Measurement					
		Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Total	
Balance Sheet Classification		As of December 31,					
		2013	2012	2013	2012	2013	2012
		(In \$ millions)					
Mutual funds	Marketable securities, at fair value	41	53	—	—	41	53
<b>Derivatives Not Designated as Hedges</b>							
Foreign currency forwards and swaps	Current Other assets	—	—	1	2	1	2
Total assets		41	53	1	2	42	55
<b>Derivatives Designated as Cash Flow Hedges</b>							
Interest rate swaps	Current Other liabilities	—	—	(5)	(10)	(5)	(10)
Interest rate swaps	Noncurrent Other liabilities	—	—	(3)	(7)	(3)	(7)
<b>Derivatives Not Designated as Hedges</b>							
Interest rate swaps	Current Other liabilities	—	—	(2)	(5)	(2)	(5)
Interest rate swaps	Noncurrent Other liabilities	—	—	—	(1)	—	(1)
Foreign currency forwards and swaps	Current Other liabilities	—	—	(5)	(8)	(5)	(8)
Total liabilities		—	—	(15)	(31)	(15)	(31)

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

		Fair Value Measurement							
		Carrying Amount		Significant Other Observable Inputs (Level 2)		Unobservable Inputs (Level 3)		Total	
		As of December 31,							
		2013	2012	2013	2012	2013	2012	2013	2012
		(In \$ millions)							
Cost investments		145	156	—	—	—	—	—	—
Insurance contracts in nonqualified trusts		62	66	62	66	—	—	62	66
Long-term debt, including current installments of long-term debt		2,911	2,990	2,747	2,886	264	244	3,011	3,130

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

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

### **23. 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.

#### ***Polyester Staple Antitrust Litigation***

CNA Holdings LLC ("CNA Holdings"), the successor in interest to Hoechst Celanese Corporation ("HCC"), Celanese Americas Corporation and Celanese GmbH (collectively, the "Celanese Entities") and Hoechst, the former parent of HCC, were named as defendants for alleged antitrust violations in a consolidated proceeding by a Multi-District Litigation Panel in the US District Court for the Western District of North Carolina styled *In re Polyester Staple Antitrust Litigation*, MDL 1516. In June 2008, the court dismissed these actions with prejudice against all Celanese Entities in consideration of a payment by the Company.

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

#### ***Commercial Actions***

In June 2012, Linde Gas Singapore Pte. Ltd. ("Linde Gas"), a raw materials supplier based in Singapore, initiated arbitration proceedings in New York against the Company's subsidiary, Celanese Singapore Pte. Ltd. ("Singapore Ltd."), alleging that Singapore Ltd. had breached a certain requirements contract for carbon monoxide by temporarily idling Singapore Ltd.'s acetic acid facility in Jurong Island, Singapore. The Company filed its answer in August 2012. Linde Gas is seeking damages in the amount of \$38 million for the period ended December 31, 2012, in addition to other unspecified damages. The 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. A hearing on damages will likely be held in the first half of 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.

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

In September 2011, the share valuation expert appointed by the court rendered an opinion. The expert opined that the fair cash compensation for these stockholders (145,387 shares) should be increased from €41.92 to €51.86. This non-binding opinion recommends a total increase in share value of €2 million (including interest) for those claims under the Domination Agreement. The opinion has no effect on the Squeeze-Out proceeding because the share price recommended is lower than the price those stockholders already received in the Squeeze-Out. However, the opinion also advocates that the guaranteed dividend should be increased from €2.89 to €3.79, aggregating an increase in total guaranteed dividends of €1 million to the Squeeze-Out claimants. The Company and plaintiffs submitted written responses arguing for alternative valuations during the three months ended December 31, 2011. In March 2013, the expert issued his supplementary opinion affirming his previous views and calculations. The Company has submitted written objections regarding the calculations. The court held a hearing on January 28, 2014. On February 4, 2014, the court issued a preliminary determination adopting the expert's valuation methodology. The parties have 14 days to appeal after being served with the final decision. The plaintiffs may appeal. Separately, no expert has yet been appointed in the Squeeze-Out proceedings.

For those claims brought under the Domination Agreement, based on the court's preliminary determination, the Company does not believe that the Possible Loss is material.

For those remaining claims brought by the Squeeze-Out claimants, based on the Company's evaluation of currently available information, including that the amount of the fair cash compensation sought is unspecified, unsupported or uncertain, there are significant facts in dispute and the court has not yet appointed an expert, the Company cannot estimate the Possible Loss, if any, at this time.

### ***Guarantees***

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

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

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

- ***Demerger Obligations***

In connection with the Hoechst demerger, the Company agreed to indemnify Hoechst, and its legal successors, for various liabilities under the demerger agreement, including for environmental liabilities associated with contamination arising either from environmental damage in general ("Category A") or under 19 divestiture agreements entered into by Hoechst prior to the demerger ("Category B") ([Note 15](#)).

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 December 31, 2013 are \$64 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 15](#)).

The Company has divested numerous businesses, investments and facilities through agreements containing indemnifications or guarantees to the purchasers. Many of the obligations contain monetary and/or time limitations, ranging from one year to thirty years. The aggregate amount of outstanding indemnifications and guarantees provided for under these agreements is \$133 million as of December 31, 2013. Other agreements do not provide for any monetary or time limitations.

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

***Purchase Obligations***

In the normal course of business, the Company enters into various purchase commitments for goods and services. The Company maintains a number of "take-or-pay" contracts for purchases of raw materials, utilities and other services. Certain of the contracts contain a contract termination buy-out provision that allows for the Company to exit the contracts for amounts less than the remaining take-or-pay obligations. The Company does not expect to incur any material losses under take-or-pay contractual arrangements. Additionally, the Company has other outstanding commitments representing maintenance and service agreements, energy and utility agreements, consulting contracts and software agreements. As of December 31, 2013, the Company had unconditional purchase obligations of \$3.7 billion, which extend through 2036.

The Company holds variable interests in entities that supply certain raw materials and services to the Company. The variable interests primarily relate to cost-plus contractual arrangements with the suppliers and recovery of capital expenditures for certain plant assets plus a rate of return on such assets. Liabilities for such supplier recoveries of capital expenditures have been recorded as capital lease obligations. The entities are not consolidated because the Company is not the primary beneficiary of the entities as it does not have the power to direct the activities of the entities that most significantly impact the entities' economic performance. The Company's maximum exposure to loss as a result of its involvement with these variable interest entities ("VIEs") as of December 31, 2013 relates primarily to early contract termination fees.

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

	As of December 31,	
	2013	2012
	(In \$ millions)	
Property, plant and equipment, net	111	118
Trade payables	49	41
Current installments of long-term debt	8	7
Long-term debt	136	140
Total	193	188
Maximum exposure to loss	311	273

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 unconditional purchase obligations discussed above.

#### 24. Supplemental Cash Flow Information

Supplemental cash flow information for cash and non-cash activities is as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Taxes paid, net of refunds	129	64	94
Interest paid, net of amounts capitalized	166	189	226
<b>Noncash Investing and Financing Activities</b>			
Capital lease obligations	28	7	38
Accrued capital expenditures	38	(22)	15
Asset retirement obligations	9	8	(2)
Accrued Kelsterbach capital expenditures	(2)	(14)	(33)
Accrued acquisition of intangible assets	—	(2)	—
Lease incentives	3	6	3
Capital expenditure reimbursement	(70)	—	—

#### 25. Segment Information

##### *Business Segments*

The Company operates through the following business segments according to the nature and economic characteristics of its products as well as the manner in which the information is used internally by the Company's key decision maker, who is the Company's Chief Executive Officer.

- ***Advanced Engineered Materials***

The Company's Advanced Engineered Materials segment includes the engineered materials business, which develops, produces and supplies a broad portfolio of high performance specialty polymers for application in automotive, medical and electronics products, as well as other consumer and industrial applications. Together with its strategic affiliates, the Company's engineered materials business is a leading participant in the global specialty polymers industry. The primary products of Advanced Engineered Materials are used in a broad range of end-use products including automotive components, medical devices, electronics, appliances, industrial applications, battery separators, conveyor belts, filtration equipment, coatings, electrical applications and products.

- **Consumer Specialties**

The Company's Consumer Specialties segment includes the cellulose derivatives and food ingredients businesses, which serve consumer-driven applications. These businesses are aggregated by the Company into one reportable segment based on similar economic characteristics and similar production processes, classes of customers and selling and distribution practices. The Company's cellulose derivatives business is a leading global producer and supplier of acetate flake, acetate film and acetate tow, primarily used in filter products applications. The Company's food ingredients business is a leading global supplier of premium quality ingredients for the food and beverage and pharmaceuticals industries and is one of world's largest producers of food protection ingredients, such as potassium sorbates and sorbic acid. The Company's food ingredients business produces and sells the Qorus™ sweetener system and Sunett® high intensity sweeteners.

- **Industrial Specialties**

The Company's Industrial Specialties segment includes the emulsion polymers and EVA polymers businesses, which are operating segments aggregated by the Company into one reportable segment based on similar products, production processes, classes of customers and selling and distribution practices as well as economic similarities over a normal business cycle. The Company's 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. The Company's EVA polymers business is a leading North American manufacturer of a full range of specialty ethylene vinyl acetate resins and compounds as well as select grades of low-density polyethylene. The Company's 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.

- **Acetyl Intermediates**

The Company's Acetyl Intermediates segment includes the intermediate chemistry business, which produces and supplies acetyl products, including acetic acid, vinyl acetate monomer, acetic anhydride and acetate esters. These products are generally used as starting materials for colorants, paints, adhesives, coatings and medicines. The Acetyl Intermediates segment also produces organic solvents and intermediates for pharmaceutical, agricultural and chemical products.

Building on the Company's acetic acid platform, Celanese TCX® ethanol process technology was developed to supply current and prospective customers with ethanol for industrial purposes and for other potential uses. This innovative process combines the Company's proprietary and leading acetyl platform with highly advanced manufacturing technology to produce ethanol from hydrocarbon-sourced feedstocks.

- **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 financing activities and results of the Company's captive insurance companies. Other Activities also includes the components of net periodic benefit cost (interest cost, expected return on assets and net actuarial gains and losses) for the Company's defined benefit pension plans and other post retirement plans not allocated to the Company's business segments.

The business segment management reporting and controlling systems are based on the same accounting policies as those described in the summary of significant accounting policies in [Note 2](#).

Sales and revenues related to transactions between business segments are generally recorded at values that approximate third-party selling prices.

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates	Other Activities	Eliminations	Consolidated
(In \$ millions)							
<b>Year Ended December 31, 2013</b>							
Net sales	1,352	1,214 <sup>(1)</sup>	1,155	3,241 <sup>(1)</sup>	—	(452)	6,510
Other (charges) gains, net	(13)	—	(4)	(141)	—	—	(158)
Operating profit (loss)	904	346	64	153	41	—	1,508
Equity in net earnings (loss) of affiliates	148	3	—	5	24	—	180
Depreciation and amortization	110	41	52	86	16	—	305
Capital expenditures	67	116	33	184	8	—	408 <sup>(3)</sup>
<b>As of December 31, 2013</b>							
Goodwill and intangible assets, net	368	278	60	234	—	—	940
Total assets	2,643	1,478	1,002	2,333	1,562	—	9,018
<b>Year Ended December 31, 2012</b>							
Net sales	1,261	1,186 <sup>(1)</sup>	1,184	3,231 <sup>(1)</sup>	—	(444)	6,418
Other (charges) gains, net	(2)	(4) <sup>(2)</sup>	—	—	(8) <sup>(2)</sup>	—	(14)
Operating profit (loss)	95	251	86	269	(526)	—	175
Equity in net earnings (loss) of affiliates	190	6	—	11	35	—	242
Depreciation and amortization	113	45	55	80	15	—	308
Capital expenditures	51	65	38	169	16	—	339 <sup>(3)</sup>
<b>As of December 31, 2012</b>							
Goodwill and intangible assets, net	372	276	65	229	—	—	942
Total assets	2,703	1,296	963	2,238	1,800	—	9,000
<b>Year Ended December 31, 2011</b>							
Net sales	1,298	1,161 <sup>(1)</sup>	1,223	3,551 <sup>(1)</sup>	1	(471)	6,763
Other (charges) gains, net	(49)	(3)	—	14	(10)	—	(48)
Operating profit (loss)	79	229	102	458	(466)	—	402
Equity in net earnings (loss) of affiliates	161	2	—	5	24	—	192
Depreciation and amortization	100	44	45	96	13	—	298
Capital expenditures	64	92	71	122	15	—	364 <sup>(3)</sup>

<sup>(1)</sup> Net sales for Acetyl Intermediates and Consumer Specialties include inter-segment sales of \$448 million and \$4 million, respectively, for the year ended December 31, 2013; \$440 million and \$4 million, respectively, for the year ended December 31, 2012; and \$468 million and \$3 million, respectively, for the year ended December 31, 2011.

<sup>(2)</sup> Includes \$9 million of insurance recoveries received from the Company's captive insurance companies related to the Narrows, Virginia facility that eliminates in consolidation.

<sup>(3)</sup> Excludes expenditures related to the relocation of the Company's POM operations in Germany ([Note 27](#)) and includes an increase in accrued capital expenditures of \$38 million for the year ended December 31, 2013, a decrease of \$22 million for the year ended December 31, 2012 and an increase of \$15 million for the year ended December 31, 2011.



### Geographical Area Information

Revenues and noncurrent assets are presented based on the location of the business. The net sales based on the geographic location of the Company's facilities are as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions)		
Belgium	525	504	461
Canada	249	284	323
China	863	733	667
Germany	2,049	2,082	2,328
Mexico	256	257	241
Singapore	578	561	722
US	1,808	1,811	1,772
Other	182	186	249
Total	6,510	6,418	6,763

Property, plant and equipment, net based on the geographic location of the Company's facilities is as follows:

	As of December 31,	
	2013	2012
	(In \$ millions)	
Belgium	64	60
Canada	141	148
China	653	642
Germany	1,301	1,328
Mexico	145	128
Singapore	53	109
US	969	813
Other	99	122
Total	3,425	3,350

### 26. Earnings (Loss) Per Share

	Year Ended December 31,		
	2013	2012	2011
	(In \$ millions, except share data)		
<b>Amounts attributable to Celanese Corporation</b>			
Earnings (loss) from continuing operations	1,101	376	426
Earnings (loss) from discontinued operations	—	(4)	1
Net earnings (loss)	1,101	372	427
Weighted average shares - basic	158,801,150	158,359,914	156,226,526
Dilutive stock options	227,624	848,439	1,930,072
Dilutive RSUs	305,445	622,433	813,685
Weighted average shares - diluted	159,334,219	159,830,786	158,970,283

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

	Year Ended December 31,		
	2013	2012	2011
Stock options	37,696	25,906	69,395
RSUs	2,610	3,996	735
Total	40,306	29,902	70,130

## 27. Plant Relocation

In November 2006, the Company finalized a settlement agreement with the Frankfurt, Germany Airport ("Fraport") that required the Company to cease operations at its Kelsterbach, Germany POM site and sell the site, including land and buildings, to Fraport, resolving several years of legal disputes related to the planned Fraport expansion. Under the original agreement, Fraport agreed to pay the Company a total of €670 million. Subsequent revisions to the original agreement discounted the total proceeds to €652 million in consideration for accelerating certain payments to the Company.

Title to the land and buildings transferred to Fraport during the three months ended December 31, 2013 upon completion of certain activities as specified in the settlement agreement. The settlement agreement did not require the proceeds from the settlement be used to build or relocate the existing POM operations; however, based on a number of factors, the Company built a new expanded production facility in the Frankfurt Hoechst Industrial Park in the Rhine Main area in Germany.

The Company ceased POM operations at the Kelsterbach, Germany site prior to July 31, 2011. In September 2011, the Company announced the opening of its new POM production facility in Frankfurt Hoechst Industrial Park, Germany.

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

	Year Ended December 31,			Total From Inception Through December 31, 2013
	2013	2012	2011	
	(In \$ millions)			
Deferred proceeds <sup>(1)</sup>	—	—	158	907
Costs expensed	13	7	47	126
Costs capitalized <sup>(2)</sup>	5	35	171	1,132
Lease buyout	—	—	—	22
Employee termination benefits	—	—	8	8
Gain on disposition <sup>(3)</sup>	742	—	—	742

<sup>(1)</sup> Included in noncurrent Other liabilities in the consolidated balance sheets. Amounts reflect the US dollar equivalent at the time of receipt.

<sup>(2)</sup> Includes a decrease in accrued capital expenditures of \$2 million, \$14 million and \$33 million for the years ended December 31, 2013, 2012 and 2011, respectively.

<sup>(3)</sup> Upon transfer of title to the land and buildings to Fraport during the three months ended December 31, 2013, deferred proceeds of €651 million were recognized in Gain (loss) on disposition of businesses and assets, net in the consolidated statements of operations. Such proceeds were reduced by assets of €6 million included in Property, plant and equipment, net and €104 million included in noncurrent Other assets in the consolidated balance sheets.

## **28. 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 13](#)). The Issuer and Subsidiary Guarantors are 100% owned subsidiaries of the Parent Guarantor. The Parent Guarantor and Subsidiary Guarantors have guaranteed the Notes fully and unconditionally and jointly and severally.

For cash management purposes, the Company transfers cash between Parent Guarantor, Issuer, Subsidiary Guarantors and non-guarantors through intercompany financing arrangements, contributions or declaration of dividends between the respective parent and its subsidiaries. The transfer of cash under these activities facilitates the ability of the recipient to make specified third-party payments for principal and interest on the Company's outstanding debt, Common Stock dividends and Common Stock repurchases. The consolidating statements of cash flow for the years ended December 31, 2013, 2012 and 2011 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 consolidating financial information for the Parent Guarantor, the Issuer, the Subsidiary Guarantors and the non-guarantors are as follows:

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

	Year Ended December 31, 2013					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
Net sales	—	—	2,799	4,911	(1,200)	6,510
Cost of sales	—	—	(1,827)	(4,531)	1,213	(5,145)
Gross profit	—	—	972	380	13	1,365
Selling, general and administrative expenses	—	—	53	(364)	—	(311)
Amortization of intangible assets	—	—	(11)	(21)	—	(32)
Research and development expenses	—	—	(53)	(32)	—	(85)
Other (charges) gains, net	—	—	2	(156)	(4)	(158)
Foreign exchange gain (loss), net	—	—	—	(6)	—	(6)
Gain (loss) on disposition of businesses and assets, net	—	—	(2)	737	—	735
Operating profit (loss)	—	—	961	538	9	1,508
Equity in net earnings (loss) of affiliates	1,096	1,180	116	158	(2,370)	180
Interest expense	—	(192)	(34)	(70)	124	(172)
Refinancing expense	—	(1)	—	—	—	(1)
Interest income	—	55	65	5	(124)	1
Dividend income - cost investments	—	—	—	93	—	93
Other income (expense), net	—	—	(52)	52	—	—
Earnings (loss) from continuing operations before tax	1,096	1,042	1,056	776	(2,361)	1,609
Income tax (provision) benefit	5	54	(326)	(229)	(12)	(508)
Earnings (loss) from continuing operations	1,101	1,096	730	547	(2,373)	1,101
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)	1,101	1,096	731	546	(2,373)	1,101
Net (earnings) loss attributable to noncontrolling interests	—	—	—	—	—	—
Net earnings (loss) attributable to Celanese Corporation	1,101	1,096	731	546	(2,373)	1,101

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

Year Ended December 31, 2012

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
Net sales	—	—	2,692	4,829	(1,103)	6,418
Cost of sales	—	—	(1,906)	(4,423)	1,092	(5,237)
Gross profit	—	—	786	406	(11)	1,181
Selling, general and administrative expenses	—	—	(440)	(390)	—	(830)
Amortization of intangible assets	—	—	(18)	(33)	—	(51)
Research and development expenses	—	—	(74)	(30)	—	(104)
Other (charges) gains, net	—	—	17	(22)	(9)	(14)
Foreign exchange gain (loss), net	—	—	—	(4)	—	(4)
Gain (loss) on disposition of businesses and assets, net	—	—	(1)	(2)	—	(3)
Operating profit (loss)	—	—	270	(75)	(20)	175
Equity in net earnings (loss) of affiliates	369	473	199	201	(1,000)	242
Interest expense	—	(198)	(42)	(73)	128	(185)
Refinancing expense	—	(3)	—	—	—	(3)
Interest income	—	59	65	6	(128)	2
Dividend income - cost investments	—	—	—	85	—	85
Other income (expense), net	—	—	(10)	15	—	5
Earnings (loss) from continuing operations before tax	369	331	482	159	(1,020)	321
Income tax (provision) benefit	3	38	(16)	15	15	55
Earnings (loss) from continuing operations	372	369	466	174	(1,005)	376
Earnings (loss) from operation of discontinued operations	—	—	(5)	(1)	—	(6)
Gain (loss) on disposition of discontinued operations	—	—	—	—	—	—
Income tax (provision) benefit from discontinued operations	—	—	2	—	—	2
Earnings (loss) from discontinued operations	—	—	(3)	(1)	—	(4)
Net earnings (loss)	372	369	463	173	(1,005)	372
Net (earnings) loss attributable to noncontrolling interests	—	—	—	—	—	—
Net earnings (loss) attributable to Celanese Corporation	372	369	463	173	(1,005)	372

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

Year Ended December 31, 2011

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
Net sales	—	—	2,572	5,240	(1,049)	6,763
Cost of sales	—	—	(1,861)	(4,510)	1,025	(5,346)
Gross profit	—	—	711	730	(24)	1,417
Selling, general and administrative expenses	—	—	(402)	(403)	—	(805)
Amortization of intangible assets	—	—	(17)	(45)	—	(62)
Research and development expenses	—	—	(67)	(31)	—	(98)
Other (charges) gains, net	—	—	23	(71)	—	(48)
Foreign exchange gain (loss), net	—	—	—	—	—	—
Gain (loss) on disposition of businesses and assets, net	—	—	(1)	—	(1)	(2)
Operating profit (loss)	—	—	247	180	(25)	402
Equity in net earnings (loss) of affiliates	425	590	165	166	(1,154)	192
Interest expense	—	(217)	(41)	(41)	78	(221)
Refinancing expense	—	(3)	—	—	—	(3)
Interest income	—	23	48	10	(78)	3
Dividend income - cost investments	—	—	—	80	—	80
Other income (expense), net	—	—	(39)	53	—	14
Earnings (loss) from continuing operations before tax	425	393	380	448	(1,179)	467
Income tax (provision) benefit	2	32	(49)	(35)	9	(41)
Earnings (loss) from continuing operations	427	425	331	413	(1,170)	426
Earnings (loss) from operation of discontinued operations	—	—	3	(1)	—	2
Gain (loss) on disposition of discontinued operations	—	—	—	—	—	—
Income tax (provision) benefit from discontinued operations	—	—	(1)	—	—	(1)
Earnings (loss) from discontinued operations	—	—	2	(1)	—	1
Net earnings (loss)	427	425	333	412	(1,170)	427
Net (earnings) loss attributable to noncontrolling interests	—	—	—	—	—	—
Net earnings (loss) attributable to Celanese Corporation	427	425	333	412	(1,170)	427

**CELANESE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)**

Year Ended December 31, 2013

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
Net earnings (loss)	1,101	1,096	731	546	(2,373)	1,101
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	1	1	1	—	(2)	1
Foreign currency translation	20	20	(10)	(8)	(2)	20
Gain (loss) on interest rate swaps	6	6	—	—	(6)	6
Pension and postretirement benefits	58	58	56	2	(116)	58
Total other comprehensive income (loss), net of tax	85	85	47	(6)	(126)	85
Total comprehensive income (loss), net of tax	1,186	1,181	778	540	(2,499)	1,186
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	—	—	—
Comprehensive income (loss) attributable to Celanese Corporation	1,186	1,181	778	540	(2,499)	1,186

**CELANESE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)**

	Year Ended December 31, 2012					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	
	(In \$ millions)					
Net earnings (loss)	372	369	463	173	(1,005)	372
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	5	5	(12)	1	6	5
Gain (loss) on interest rate swaps	7	7	(1)	3	(9)	7
Pension and postretirement benefits	(11)	(11)	(2)	(11)	24	(11)
Total other comprehensive income (loss), net of tax	1	1	(15)	(7)	21	1
Total comprehensive income (loss), net of tax	373	370	448	166	(984)	373
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	—	—	—
Comprehensive income (loss) attributable to Celanese Corporation	373	370	448	166	(984)	373



**CELANESE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)**

Year Ended December 31, 2011

	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
	(In \$ millions)					
Net earnings (loss)	427	425	333	412	(1,170)	427
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	—	—	—	—	—	—
Foreign currency translation	(27)	(27)	(6)	6	27	(27)
Gain (loss) on interest rate swaps	27	27	1	1	(29)	27
Pension and postretirement benefits	—	—	(2)	2	—	—
Total other comprehensive income (loss), net of tax	—	—	(7)	9	(2)	—
Total comprehensive income (loss), net of tax	427	425	326	421	(1,172)	427
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	—	—	—
Comprehensive income (loss) attributable to Celanese Corporation	427	425	326	421	(1,172)	427

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

As of December 31, 2012

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

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

	Year Ended December 31, 2013					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	
	(In \$ millions)					
Net cash provided by (used in) operating activities	228	105	766	154	(491)	762
Investing Activities						
Capital expenditures on property, plant and equipment	—	—	(249)	(121)	—	(370)
Acquisitions, net of cash acquired	—	—	—	—	—	—
Proceeds from sale of businesses and assets, net	—	—	—	13	—	13
Deferred proceeds from Kelsterbach plant relocation	—	—	—	—	—	—
Capital expenditures related to Kelsterbach plant relocation	—	—	—	(7)	—	(7)
Return of capital from subsidiary	—	—	—	—	—	—
Contributions to subsidiary	—	—	(20)	—	20	—
Intercompany loan receipts (disbursements)	—	5	(131)	—	126	—
Other, net	—	—	(45)	(13)	—	(58)
Net cash provided by (used in) investing activities	—	5	(445)	(128)	146	(422)
Financing Activities						
Short-term borrowings (repayments), net	—	131	(8)	(3)	(131)	(11)
Proceeds from short-term borrowings	—	—	—	177	—	177
Repayments of short-term borrowings	—	—	—	(123)	—	(123)
Proceeds from long-term debt	—	24	50	—	—	74
Repayments of long-term debt	—	(34)	(121)	(48)	5	(198)
Refinancing costs	—	(2)	—	—	—	(2)
Purchases of treasury stock, including related fees	(164)	—	—	—	—	(164)
Dividends to parent	—	(229)	(229)	(33)	491	—
Contributions from parent	—	—	—	20	(20)	—
Stock option exercises	9	—	—	—	—	9
Series A common stock dividends	(83)	—	—	—	—	(83)
Return of capital to parent	—	—	—	—	—	—
Other, net	—	—	(4)	(1)	—	(5)
Net cash provided by (used in) financing activities	(238)	(110)	(312)	(11)	345	(326)
Exchange rate effects on cash and cash equivalents	—	—	—	11	—	11
Net increase (decrease) in cash and cash equivalents	(10)	—	9	26	—	25
Cash and cash equivalents as of beginning of period	10	—	275	674	—	959
Cash and cash equivalents as of end of period	—	—	284	700	—	984

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

	Year Ended December 31, 2012					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	
	(In \$ millions)					
Net cash provided by (used in) operating activities	7	(100)	396	489	(70)	722
Investing Activities						
Capital expenditures on property, plant and equipment	—	—	(170)	(191)	—	(361)
Acquisitions, net of cash acquired	—	—	(23)	—	—	(23)
Proceeds from sale of businesses and assets, net	—	—	1	—	—	1
Deferred proceeds from Kelsterbach plant relocation	—	—	—	—	—	—
Capital expenditures related to Kelsterbach plant relocation	—	—	—	(49)	—	(49)
Return of capital from subsidiary	—	—	—	—	—	—
Contributions to subsidiary	—	—	(3)	—	3	—
Intercompany loan receipts (disbursements)	—	5	(53)	—	48	—
Other, net	—	—	(9)	(59)	—	(68)
Net cash provided by (used in) investing activities	—	5	(257)	(299)	51	(500)
Financing Activities						
Short-term borrowings (repayments), net	—	53	5	(3)	(53)	2
Proceeds from short-term borrowings	—	—	—	71	—	71
Repayments of short-term borrowings	—	—	—	(71)	—	(71)
Proceeds from long-term debt	—	500	50	—	—	550
Repayments of long-term debt	—	(414)	(10)	(70)	5	(489)
Refinancing costs	—	(9)	—	—	—	(9)
Purchases of treasury stock, including related fees	(45)	—	—	—	—	(45)
Dividends to parent	—	(35)	(35)	—	70	—
Contributions from parent	—	—	—	3	(3)	—
Stock option exercises	62	—	—	—	—	62
Series A common stock dividends	(43)	—	—	—	—	(43)
Return of capital to parent	—	—	—	—	—	—
Other, net	29	—	(7)	(1)	—	21
Net cash provided by (used in) financing activities	3	95	3	(71)	19	49
Exchange rate effects on cash and cash equivalents	—	—	—	6	—	6
Net increase (decrease) in cash and cash equivalents	10	—	142	125	—	277
Cash and cash equivalents as of beginning of period	—	—	133	549	—	682
Cash and cash equivalents as of end of period	10	—	275	674	—	959

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

	Year Ended December 31, 2011					Consolidated
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non- Guarantors	Eliminations	
	(In \$ millions)					
Net cash provided by (used in) operating activities	41	(127)	446	368	(90)	638
Investing Activities						
Capital expenditures on property, plant and equipment	—	—	(145)	(204)	—	(349)
Acquisitions, net of cash acquired	—	—	(8)	—	—	(8)
Proceeds from sale of businesses and assets, net	—	—	1	5	—	6
Deferred proceeds from Kelsterbach plant relocation	—	—	—	159	—	159
Capital expenditures related to Kelsterbach plant relocation	—	—	—	(204)	—	(204)
Return of capital from subsidiary	—	100	—	—	(100)	—
Contributions to subsidiary	—	(100)	—	—	100	—
Intercompany loan receipts (disbursements)	—	5	(307)	—	302	—
Other, net	—	—	(15)	(30)	—	(45)
Net cash provided by (used in) investing activities	—	5	(474)	(274)	302	(441)
Financing Activities						
Short-term borrowings (repayments), net	—	307	(5)	(8)	(307)	(13)
Proceeds from short-term borrowings	—	—	—	70	—	70
Repayments of short-term borrowings	—	—	—	(73)	—	(73)
Proceeds from long-term debt	—	400	—	11	—	411
Repayments of long-term debt	—	(532)	(9)	(55)	5	(591)
Refinancing costs	—	(8)	—	—	—	(8)
Purchases of treasury stock, including related fees	(31)	—	—	—	—	(31)
Dividends to parent	—	(45)	(45)	—	90	—
Contributions from parent	—	—	100	—	(100)	—
Stock option exercises	20	—	—	—	—	20
Series A common stock dividends	(34)	—	—	—	—	(34)
Return of capital to parent	—	—	—	(100)	100	—
Other, net	4	—	(8)	—	—	(4)
Net cash provided by (used in) financing activities	(41)	122	33	(155)	(212)	(253)
Exchange rate effects on cash and cash equivalents	—	—	—	(2)	—	(2)
Net increase (decrease) in cash and cash equivalents	—	—	5	(63)	—	(58)
Cash and cash equivalents as of beginning of period	—	—	128	612	—	740
Cash and cash equivalents as of end of period	—	—	133	549	—	682

## 29. Subsequent Events

On February 6, 2014, the Company declared a quarterly cash dividend of \$0.18 per share on its Common Stock amounting to \$28 million. The cash dividend is for the period from November 1, 2013 to January 31, 2014 and will be paid on February 28, 2014 to holders of record as of February 17, 2014.

On February 6, 2014, the Company's Board of Directors approved an increase in its share repurchase authorization of its Common Stock to \$400 million. As of December 31, 2013, the Company had \$228 million remaining under previous authorizations.

On February 4, 2014, the Company entered into a joint venture agreement with Mitsui to form Fairway Methanol LLC ([Note 4](#)). The venture has a term of 20 years, subject to a 10 year renewal. The Company holds a variable interest in Fairway Methanol LLC as the primary beneficiary. Accordingly, the Company will consolidate Fairway Methanol LLC and will report a noncontrolling interest for the share of the venture owned by Mitsui. Upon formation, the Company contributed construction in progress and was reimbursed for pre-formation costs paid by the Company through the date of formation ([Note 6](#)).

## INDEX TO EXHIBITS

Exhibits will be furnished upon request for a nominal fee, limited to reasonable expenses.

Exhibit Number	Description
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-Q filed with the SEC on July 19, 2013).
4.1	Form of certificate of Series A Common Stock (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-1 (File No. 333-120187) filed with the SEC on January 13, 2005).
4.2	Indenture, dated September 24, 2010, by and among Celanese US Holdings LLC, the guarantors party thereto, and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on September 29, 2010).
4.3	Indenture, dated May 6, 2011, by and between Celanese US Holdings LLC, Celanese Corporation and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the SEC on May 6, 2011).
4.4	First Supplemental Indenture, 5.875% Senior Notes due 2021, dated May 6, 2011, by and between Celanese US Holdings LLC, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed with the SEC on May 6, 2011).
4.5	Second Supplemental Indenture, 4.625% Senior Notes due 2022, dated November 13, 2012, by and between Celanese US Holdings LLC, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the SEC on November 13, 2012).
10.1†	Credit Agreement, dated April 2, 2007, among Celanese Holdings LLC, Celanese US Holdings LLC, the subsidiaries of Celanese US Holdings LLC from time to time party thereto as borrowers, the Lenders party thereto, Deutsche Bank AG, New York Branch, as administrative agent and as collateral agent, Merrill Lynch Capital Corporation as syndication agent, ABN AMRO Bank N.V., Bank of America, N.A., Citibank NA, and JP Morgan Chase Bank NA, as co-documentation agents (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on May 28, 2010).
10.1(a)	Amended and Restated Credit Agreement, dated September 29, 2010, among Celanese Corporation, Celanese US Holdings LLC, the subsidiaries of Celanese US Holdings LLC from time to time party thereto as borrowers and guarantors, Deutsche Bank AG, New York Branch, as administrative agent and collateral agent, Deutsche Bank Securities LLC and Banc of Americas Securities LLC as joint lead arrangers and joint book runners, HSBC Securities (USA) Inc., JPMorgan Chase Bank, N.A., and The Royal Bank of Scotland PLC, as Co-Documentation Agents, the other lenders party thereto, and certain other agents for such lenders (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the SEC on September 29, 2010).
10.1(b)	Amendment No. 1, dated January 23, 2013, among Celanese Corporation, Celanese US Holdings LLC, Celanese Americas LLC, the lenders party thereto, and Deutsche Bank AG, New York Branch, as administrative agent and as collateral agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on April 2, 2013).
10.1(c)	Amendment No. 2, dated August 14, 2013, among Celanese Corporation, Celanese US Holdings LLC, certain subsidiaries of Celanese US Holdings LLC, the lenders party thereto and Deutsche Bank AG, New York Branch, as administrative agent and as collateral agent (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed with the SEC on October 21, 2013).
10.1(d)	Amendment Agreement, dated September 16, 2013, among Celanese Corporation, Celanese US Holdings LLC, certain subsidiaries of Celanese US Holdings LLC, the lenders party thereto, Deutsche Bank AG, New York Branch, as administrative agent and as collateral agent, and Deutsche Bank Securities Inc., as lead arranger and book runner (containing an Amended and Restated Credit Agreement) (incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q filed with the SEC on October 21, 2013).
10.1(e)	Guarantee and Collateral Agreement, dated April 2, 2007, by and among Celanese Holdings LLC, Celanese US Holdings LLC, certain subsidiaries of Celanese US Holdings LLC and Deutsche Bank AG, New York Branch (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on May 28, 2010).



Exhibit Number	Description
10.2	Purchase and Sale Agreement, dated August 28, 2013, among Celanese Acetate LLC, Celanese Ltd., Ticona Polymers, Inc. and CE Receivables LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on September 3, 2013).
10.2(a)	Receivables Purchase Agreement, dated August 28, 2013, among Celanese International Corporation, CE Receivables LLC, various Conduit Purchasers, Related Committed Purchasers, LC Banks and Purchaser Agents, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as administrator (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on September 3, 2013).
10.2(b)*	First Amendment to Receivables Purchase Agreement, dated October 31, 2013, among Celanese International Corporation, CE Receivables LLC, various Conduit Purchasers, Related Committed Purchasers, LC Banks and Purchaser Agents, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as administrator.
10.2(c)	Performance Guaranty, dated August 28, 2013, by Celanese US Holdings LLC in favor of The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as administrator (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the SEC on September 3, 2013).
10.3‡	Celanese Corporation 2004 Deferred Compensation Plan (incorporated by reference to Exhibit 10.21 to the Registration Statement on Form S-1 (File No. 333-120187) filed with the SEC on January 3, 2005).
10.3(a)‡	Amendment to Celanese Corporation 2004 Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on April 3, 2007).
10.3(b)‡	Form of 2007 Deferral Agreement between Celanese Corporation and award recipient (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on April 3, 2007).
10.4‡	Celanese Corporation 2008 Deferred Compensation Plan (incorporated by reference to Exhibit 10.6 to the Annual Report on Form 10-K filed on February 29, 2008).
10.4(a)‡	Amendment Number One to Celanese Corporation 2008 Deferred Compensation Plan dated December 11, 2008 (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-8 filed with the SEC on April 23, 2009).
10.4(b)*‡	Amendment Number Two to Celanese Corporation 2008 Deferred Compensation Plan dated December 22, 2008.
10.5‡	Celanese Corporation 2004 Stock Incentive Plan (incorporated by reference to Exhibit 10.8 to the Annual Report on Form 10-K filed with the SEC on February 11, 2011).
10.5(a)‡	Form of Nonqualified Stock Option Agreement (for employees) between Celanese Corporation and award recipient (incorporated by reference to Exhibit 10.8(a) to the Annual Report on Form 10-K filed with the SEC on February 11, 2011).
10.5(b)‡	Form of Amendment to Nonqualified Stock Option Agreement (for employees) between Celanese Corporation and award recipient (incorporated by reference to Exhibit 10.5(b) to the Annual Report on Form 10-K filed with the SEC on February 12, 2010).
10.5(c)‡	Form of Amendment Two to Nonqualified Stock Option Agreement (for executive officers) between Celanese Corporation and award recipient (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on January 26, 2009).
10.5(d)‡	Form of Nonqualified Stock Option Agreement (for non-employee directors) between Celanese Corporation and award recipient (incorporated by reference to Exhibit 10.8(d) to the Annual Report on Form 10-K filed with the SEC on February 11, 2011).
10.6‡	Celanese Corporation 2009 Global Incentive Plan (incorporated by reference to Exhibit 4.4 to the Registration Statement on Form S-8 filed with the SEC on April 23, 2009).
10.6(a)‡	Form of 2009 Nonqualified Stock Option Award Agreement between Celanese Corporation and award recipient, together with a schedule identifying substantially identical agreements between Celanese Corporation and each of its executive officers identified thereon (incorporated by reference to Exhibit 10.7 to the Quarterly Report on Form 10-Q filed with the SEC on July 29, 2009).
10.6(b)‡	Time-Vesting Restricted Stock Unit Agreement, dated April 23, 2009, between Celanese Corporation and Gjon N. Nivica, Jr. (incorporated by reference to Exhibit 10.10 to the Quarterly Report on Form 10-Q filed with the SEC on July 29, 2009).

Exhibit Number	Description
10.6(c)‡	Form of 2010 Performance-Vesting Restricted Stock Unit Award Agreement) between Celanese Corporation and award recipient (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on September 13, 2010).
10.6(d)‡	Form of 2010 Time-Vesting Restricted Stock Unit Award Agreement between Celanese Corporation and award recipient (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on September 13, 2010).
10.6(e)‡	Form of 2010 Nonqualified Stock Option Award Agreement between Celanese Corporation and award recipient (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the SEC on September 13, 2010).
10.6(f)‡	Form of Time-Vesting Restricted Stock Unit Award Agreement (for non-employee directors) between Celanese Corporation and award recipient (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed with the SEC on July 22, 2011).
10.6(g)‡	Form of 2011 Performance-Vesting Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on September 13, 2011).
10.6(h)‡	Form of 2011 Time-Vesting Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on September 13, 2011).
10.6(i)‡	Form of 2011 Nonqualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the SEC on September 13, 2011).
10.6(j)‡	Form of Nonqualified Stock Option Award Agreement for Chief Executive Officer (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q filed with the SEC on July 25, 2012).
10.6(k)‡	Form of Time-Vesting Restricted Stock Award Agreement for Chief Executive Officer (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q filed with the SEC on July 25, 2012).
10.6(l)‡	Form of Performance-Vesting Restricted Stock Unit Award Agreement for Chief Executive Officer (incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q filed with the SEC on July 25, 2012).
10.6(m)‡	Form of Amendment to 2010 and 2011 Nonqualified Stock Option Award Agreements, dated April 18, 2012, together with a schedule identifying each of the executive officers with substantially identical agreements (incorporated by reference to Exhibit 10.6 to the Quarterly Report on Form 10-Q filed with the SEC on July 25, 2012).
10.6(n)‡	Form of Amendment to 2010 and 2011 Time-Vesting Restricted Stock Unit Award Agreements, dated April 18, 2012, together with a schedule identifying each of the executive officers with substantially identical agreements (incorporated by reference to Exhibit 10.7 to the Quarterly Report on Form 10-Q filed with the SEC on July 25, 2012).
10.6(o)‡	Form of Amendment to 2010 and 2011 Performance-Vesting Restricted Stock Unit Award Agreements, dated April 18, 2012, together with a schedule identifying each of the executive officers with substantially identical agreements (incorporated by reference to Exhibit 10.8 to the Quarterly Report on Form 10-Q filed with the SEC on July 25, 2012).
10.7‡	Celanese Corporation 2009 Global Incentive Plan, as Amended and Restated, April 19, 2012 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on April 23, 2012).
10.7(a)‡	Form of 2012 Time-Vesting Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.6(a) to the Annual Report on Form 10-K filed with the SEC on February 8, 2013).
10.7(b)‡	Form of 2012 Nonqualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.6(b) to the Annual Report on Form 10-K filed with the SEC on February 8, 2013).
10.7(c)‡	Form of 2013 Performance-Based Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on February 12, 2013).
10.7(d)*‡	Form of 2013 Time-Vesting Restricted Stock Unit Award Agreement.
10.7(e)*‡	Form of 2013 Nonqualified Stock Option Award Agreement.
10.7(f)*‡	Form of 2013 Time-Based Restricted Stock Unit Award Agreement (for non-employee directors).

Exhibit Number	Description
10.8‡	Celanese Corporation 2009 Employee Stock Purchase Program (incorporated by reference to Exhibit 4.5 to the Registration Statement on Form S-8 filed on April 23, 2009).
10.9‡	Executive Severance Benefits Plan, dated July 21, 2010 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on July 27, 2010).
10.9(a)‡	Executive Severance Benefits Plan, amended effective February 6, 2013 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on February 12, 2013).
10.10‡	Summary of pension benefits for David N. Weidman (updated to include revisions effective after the summary was first filed as Exhibit 10.34 to the Annual Report on Form 10-K filed with the SEC on March 31, 2005) (incorporated by reference to Exhibit 10.13 to the Annual Report on Form 10-K filed with the SEC on February 11, 2011).
10.11(a)‡	Offer Letter, dated February 25, 2009, between Celanese Corporation and Gjon N. Nivica, Jr. (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q filed with the SEC on April 28, 2009).
10.11(b)‡	Letter Agreement, dated November 4, 2011, between Celanese Corporation and Mark C. Rohr (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on November 7, 2011).
10.11(c)‡	Agreement and Amendment, dated March 27, 2012, between Celanese Corporation and David N. Weidman (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed with the SEC on April 24, 2012).
10.11(d)‡	Agreement and General Release, dated June 12, 2012, between Celanese Corporation and Jacquelyn H. Wolf (incorporated by reference to Exhibit 10.10(e) to the Annual Report on Form 10-K filed with the SEC on February 8, 2013).
10.11(e)‡	Offer Letter, dated September 8, 2012, between Celanese Corporation and Lori A. Johnston (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed with the SEC on October 23, 2012).
10.11(f)‡	Agreement and Amendment, dated March 18, 2013, between Celanese Corporation and Douglas M. Madden (incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q filed with the SEC on April 19, 2013).
10.12‡	Change in Control Agreement, dated April 1, 2008, between Celanese Corporation and David N. Weidman, together with a schedule identifying other substantially identical agreements between Celanese Corporation and each of its name executive officers identified thereon and identifying the material differences between each of those agreements and the filed Changed of Control Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on April 7, 2008).
10.12(a)‡	Change in Control Agreement, dated May 1, 2008, between Celanese Corporation and Christopher W. Jensen (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed with the SEC on July 23, 2008).
10.12(b)‡	Form of 2010 Change in Control Agreement between Celanese Corporation and participant, together with a schedule of substantially identical agreements between Celanese Corporation and the individuals identified thereon (incorporated by reference to Exhibit 10.7 to the Quarterly Report on Form 10-Q filed with the SEC on July 29, 2010).
10.12(c)‡	Form of Amendment No. 1 to 2010 Form of Change in Control Agreement between Celanese Corporation and participant, together with a schedule of substantially identical agreements between Celanese Corporation and the individuals identified thereon (incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q filed with the SEC on October 26, 2011).
10.12(d)‡	Form of 2012 Change in Control Agreement between Celanese Corporation and participant, together with a schedule identifying each of the executive officers with substantially identical agreements (incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q filed with the SEC on July 25, 2012).
10.13‡	Form of Long-Term Incentive Claw-Back Agreement between Celanese Corporation and award recipient (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on January 26, 2009).
10.14*‡	Celanese Americas Supplemental Retirement Savings Plan, amended and restated effective January 1, 2009.
10.14(a)*‡	First Amendment to Celanese Americas Supplemental Retirement Savings Plan dated April 10, 2013.

Exhibit Number	Description
10.15*‡	Summary of Non-Employee Director Compensation.
10.16	Share Purchase and Transfer Agreement and Settlement Agreement, dated August 19, 2005 between Celanese Europe Holding GmbH & Co. KG, as purchaser, and Paulson & Co. Inc., and Arnhold and S. Bleichroeder Advisers, LLC, each on behalf of its own and with respect to shares owned by the investment funds and separate accounts managed by it, as the sellers (incorporated by reference to Exhibit 10.30 to the Annual Report on Form 10-K filed with the SEC on February 11, 2011).
10.17	Translation of Letter of Intent, dated November 29, 2006, among Celanese AG, Ticona GmbH and Fraport AG (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed November 29, 2006).
12.1*	Statement of Computation of Ratio of Earnings to Fixed Charges.
21.1*	List of subsidiaries of Celanese Corporation.
23.1*	Consent of Independent Registered Public Accounting Firm of Celanese Corporation, KPMG LLP.
23.2*	Consent of Independent Auditors of CTE Petrochemicals Company, BDO USA, LLP.
23.3*	Consent of Independent Auditors of National Methanol Company, BDO Dr. Mohamed Al-Amri & Co.
24.1*	Power of Attorney (included on the signature page of this Annual Report on Form 10-K).
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.
99.1*	Audited financial statements as of December 31, 2013 and 2012 and for each of the years in the three year period ended December 31, 2013 for CTE Petrochemicals Company.
99.2*	Audited financial statements as of December 31, 2013 and 2012 and for each of the years in the three year period ended December 31, 2013 for National Methanol Company.
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.

† Portions of this exhibit have been omitted pursuant to a request for confidential treatment filed with the SEC under Rule 24b-2 of the Securities Exchange Act of 1934, as amended. The omitted portions of this exhibit have been separately filed with the SEC.

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## Section 2: EX-10.2(B) (EXHIBIT 10.2(B))

**Exhibit 10.2(b)**

### FIRST AMENDMENT TO RECEIVABLES PURCHASE AGREEMENT

THIS FIRST AMENDMENT TO RECEIVABLES PURCHASE AGREEMENT, dated as of October 31, 2013 (this “Amendment”), is entered into by and among CE RECEIVABLES LLC, a Delaware limited liability company, as seller (the “Seller”), CELANESE INTERNATIONAL CORPORATION, a Delaware corporation (“Celanese International”), as initial servicer (in such capacity, together with its successors and permitted assigns in such capacity, the “Servicer”), VICTORY RECEIVABLES CORPORATION, as a Conduit Purchaser, MARKET STREET FUNDING LLC (“Market Street”), as a Conduit Purchaser and as Assignor (as defined below), PNC BANK, NATIONAL ASSOCIATION (“PNC”), as a Related Committed Purchaser, as an LC Bank, as a Purchaser Agent and as Assignee (as defined below) and THE BANK OF TOKYO-MITSUBISHI UFJ, LTD., NEW YORK BRANCH, as administrator (in such capacity, together with its successors and assigns in such capacity, the “Administrator”), as a Related

Committed Purchaser, as an LC Bank and as a Purchaser Agent.

#### RECITALS

The parties hereto have entered into that certain Receivables Purchase Agreement, dated as of August 28, 2013 (as amended, supplemented or otherwise modified from time to time, the "Agreement").

Market Street, as the assignor (in such capacity, the "Assignor"), desires to sell, assign and delegate to PNC, as the assignee (in such capacity, the "Assignee"), all of the Assignor's rights under, interest in, title to and obligations under the Agreement and the other Transaction Documents (collectively, the "Assigned Documents"), and the Assignee desires to purchase and assume from the Assignor all of the Assignor's rights under, interest in, title to and obligations under the Assigned Documents.

Upon giving effect to the assignment and assumption contemplated in Section 2 of this Amendment, each of the parties hereto desires that Market Street cease to be a party to the Agreement and each of the other Assigned Documents to which it is a party and to be discharged from its duties and obligations as a Purchaser or otherwise under the Agreement and each of the other Assigned Documents.

The parties hereto desire to amend the Agreement as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Certain Defined Terms. Capitalized terms used but not defined herein shall have the meanings set forth for such terms in Exhibit I to the Agreement.

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2. Assignment and Assumption.

(i) Sale and Assignment by Assignor to Assignee. At or before 2:00 pm (New York time) on the date hereof, the Assignee shall pay to the Assignor, in immediately available funds, (a) the amount set forth on Schedule I hereto (such amount, the “Capital Payment”) representing 100.00% of the aggregate Capital of the Assignor under the Agreement on the date hereof and (b) the amount set forth on Schedule I hereto representing all accrued but unpaid (whether or not then due) Discount, Fees and other costs and expenses owing to the Assignor to but excluding the date hereof (such amount, the “CP Costs and Other Costs”; together with the Capital Payment, collectively, the “Payoff Amount”). Upon the Assignor’s receipt of the Payoff Amount in its entirety, the Assignor hereby sells, transfers, assigns and delegates to the Assignee, without recourse, representation or warranty except as otherwise provided herein, and the Assignee hereby irrevocably purchases, receives, accepts and assumes from the Assignor, all of the Assignor’s rights under, interest in, title to and all its obligations under the Agreement and the other Assigned Documents. Without limiting the generality of the foregoing, the Assignor hereby assigns to the Assignee all of its right, title and interest in the Pool Receivables, all Related Security with respect to the Pool Receivables and all Collections with respect thereto and all of Assignor’s right to receive payments of Capital, Discount and Fees under the Agreement and the Assigned Documents.

Payment of each portion of the Payoff Amount shall be made by wire transfer of immediately available funds in accordance with the payment instructions set forth on Schedule II hereto.

(ii) Removal of Assignor. From and after the Effective Date (as defined below), the Assignor shall cease to be a party to the Agreement and each of the other Assigned Documents to which it was a party and shall no longer have any rights or obligations under the Agreement or any other Assigned Document (other than such rights and obligations which by their express terms survive termination thereof).

(iii) Limitation on Liability. Notwithstanding anything to the contrary set forth in this Amendment, the Assignee does not accept or assume any liability or responsibility for any breach, failure or other act or omission on the part of the Assignor, or any indemnification or other cost, fee or expense related thereto, in each case which occurred or directly or indirectly arose out of an event which occurred prior to the Effective Date.

(iv) Acknowledgement and Agreement. Each of the parties and signatories hereto (a) hereby acknowledges and agrees to the sale, assignment and assumption set forth in clause (i) above, (b) expressly waives any notice or other applicable requirements set forth in any Transaction Document as a prerequisite or condition precedent to such sale, assignment and assumption (other than as set forth herein) and (c) acknowledges and agrees that this Section 2 shall be deemed to be in form and substance substantially similar to a Transfer Supplement.

3. Amendments to the Agreement. As of the Effective Date (as defined below), the Agreement is hereby amended as follows:

(i) The following new Section 1.1(c) is hereby added to the Agreement immediately following existing Section 1.1(b):

(c) Each of the parties hereto hereby acknowledges and agrees that from and after the First Amendment Effective Date, the Purchaser Group that includes PNC, as a Purchaser Agent and as a Purchaser, shall not include a Conduit Purchaser, and each request by the Seller for ratable Purchases by the Conduit Purchasers pursuant to Section 1.1(a)(i) shall be deemed to be a request that the Related Committed Purchasers in PNC's Purchaser Group make their ratable share of such Purchases.

(ii) Section 1.9 of the Agreement is hereby replaced in its entirety with the following:

Section 1.9 Inability to Determine Euro-Rate or LMIR.

(a) If the Administrator (or any Purchaser Agent) reasonably determines on any day (which determination shall be final and conclusive absent manifest error) that, by reason of circumstances affecting the interbank eurodollar market generally, (i) deposits in dollars are not being offered to banks in the interbank eurodollar market for such day, (ii) adequate means do not exist for ascertaining the Euro-Rate or LMIR for such day or (iii) the Euro-Rate or LMIR does not accurately reflect the cost to any Purchaser (as determined by such Purchaser or such Purchaser's Purchaser Agent) of maintaining any Portion of Capital during any Settlement Period (or portion thereof), then the Administrator (or any Purchaser Agent) shall give notice thereof to the Seller. Thereafter, until the Administrator or such Purchaser Agent notifies the Seller that the circumstances giving rise to such suspension no longer exist, (A) no Portion of Capital shall be funded at the Alternate Rate determined by reference to the Euro-Rate or LMIR and (B) the Discount for any outstanding Portions of Capital then funded at the Alternate Rate determined by reference to the Euro-Rate or LMIR shall be converted to the Alternate Rate determined by reference to the Base Rate.

(b) If, on any day, the Administrator shall have been notified by any Affected Person that such Affected Person has reasonably determined (which determination shall be final and conclusive) that any Change in Law, or compliance by such Affected Person with any Change in Law, shall make it unlawful or impossible for such Affected Person to fund or maintain any Portion of Capital at the Alternate Rate determined by reference to the Euro-Rate or LMIR, the Administrator shall notify the Seller thereof. Upon receipt of such notice, until the Administrator notifies the Seller that the circumstances giving rise to such determination

no longer apply, (A) no Portion of Capital shall be funded at the Alternate Rate determined by reference to the Euro-Rate or LMIR and (B) the Discount for any outstanding Portions of Capital then funded at the Alternate Rate determined by reference to the Euro-Rate or LMIR shall be converted to the Alternate Rate determined by reference to the Base Rate either (i) on the last day of the then current Settlement Period (or solely with respect to LMIR, immediately) if such Affected Person may lawfully continue to maintain such Portion of Capital at the Alternate Rate determined by reference to the Euro-Rate or LMIR to such day, or (ii) immediately, if such Affected Person may not lawfully continue to maintain such Portion of Capital at the Alternate Rate determined by reference to the Euro-Rate or LMIR to the last day of the then current Settlement Period (or solely with respect to LMIR, immediately).

(iii) The notice information for PNC in each of its capacities under the Agreement is hereby replaced in its entirety with the following:

Address: PNC Bank, National Association  
Three PNC Plaza  
225 Fifth Avenue  
Pittsburgh, PA 15222-2707  
Attention: Robyn Reeher  
Telephone: (412) 768-3090  
Facsimile: (412) 762-9184  
Email: robyn.reeher@pnc.com

(iv) The following new defined terms and definitions thereof are hereby added to Exhibit I to the Agreement in appropriate alphabetical order:

“First Amendment Effective Date” means the date on which that certain First Amendment to this Agreement, dated as of October 31, 2013, becomes effective in accordance with its terms.

“LMIR” means for any day during any Settlement Period, the one-month eurodollar rate for U.S. dollar deposits as reported on the Reuters Screen LIBOR01 Page or any other page that may replace such page from time to time for the purpose of displaying offered rates of leading banks for London interbank deposits in United States dollars, as of 11:00 a.m. (London time) on such day, or if such day is not a Business Day, then the immediately preceding Business Day (or if not so reported, then as determined by the Administrator from another recognized source for interbank quotation), in each case, changing when and as such rate changes.

“PNC” means PNC Bank, National Association and its successors and assigns.



(v) The definition of “Alternate Rate” set forth in Exhibit I to the Agreement is replaced in its entirety with the following:

“Alternate Rate” means, for any Settlement Period for any Capital (or portion thereof) funded by any Purchaser other than through the issuance of Notes, an interest rate per annum equal to: (a) solely with respect to PNC, as a Purchaser, (i) the daily weighted average LMIR for such Settlement Period (weighed based on the amount of the applicable Purchaser’s outstanding Capital on each day) or (ii) solely for any Portion of Capital for such Settlement Period for which LMIR is unavailable as described in Section 1.9, the daily average Base Rate for such Settlement Period or (b) with respect to any Purchaser other than PNC, (i) the Euro-Rate for such Settlement Period or (ii) solely for any Portion of Capital for such Settlement Period for which the Euro-Rate is unavailable as described in Section 1.9, the daily average Base Rate for such Settlement Period; provided, however, that the “Alternate Rate” for any day while a Termination Event has occurred and is continuing shall be an interest rate equal to the Default Rate.

(vi) The definition of “Business Day” set forth in Exhibit I to the Agreement is replaced in its entirety with the following:

“Business Day” means any day other than a Saturday, Sunday or other day on which commercial banks are authorized to close under the laws of, or are in fact closed in, New York City and Dallas, Texas, and if this definition of “Business Day” is utilized in connection with the Euro-Rate or LMIR, such day is also a day on which dealings in deposits in U.S. Dollars are conducted by and between banks in the London interbank eurodollar market.

(vii) The definition of “Default Rate” set forth in Exhibit I to the Agreement is replaced in its entirety with the following:

“Default Rate” means, at any time, an interest rate per annum equal to: (a) solely with respect to PNC, as a Purchaser, the greater of (i) LMIR plus 2.00% per annum and (ii) the Base Rate or (b) with respect to any Purchaser other than PNC, the greater of (i) the Euro-Rate plus 2.00% per annum and (ii) the Base Rate.

(viii) The definition “Year” set forth in the definition of “Discount” set forth in Exhibit I to the Agreement is hereby amended by replacing the term “Euro-Rate” where it appears therein with the phrase “Euro-Rate or LMIR”.

(ix) Schedule IV to the Agreement is hereby replaced in its entirety with Exhibit A attached hereto.

(x) Annex B to the Agreement is hereby replaced in its entirety with Exhibit B attached hereto.

(xi) Annex C to the Agreement is hereby replaced in its entirety with Exhibit C attached hereto.

4. Representations and Warranties. Each of the Seller and the Servicer hereby certifies, represents and warrants to the Administrator, each Purchaser Agent and each Purchaser that on and as of the date hereof:

(i) Representations and Warranties. The representations and warranties made by such Person in the Transaction Documents are true and correct as of the date hereof and after giving effect to this Amendment (unless stated to relate solely to an earlier date, in which case such representations or warranties were true and correct as of such earlier date).

(ii) Enforceability. The execution and delivery by such Person of this Amendment, and the performance of each of its obligations under this Amendment and the other Transaction Documents to which such Person is a party, as amended hereby, are within each of its organizational powers and have been duly authorized by all necessary organizational action on its part. This Amendment and the other Transaction Documents to which such Person is a party, as amended hereby, are such Person's valid and legally binding obligations, enforceable in accordance with its terms.

(iii) No Termination Event. After giving effect to this Amendment and the transactions contemplated hereby, no Termination Event or Unmatured Termination Event has occurred and is continuing.

5. Effect of Amendment. Except as expressly amended and modified by this Amendment, all provisions of the Agreement shall remain in full force and effect. After this Amendment becomes effective, all references in the Agreement and each of the other Transaction Documents to "this Agreement", "hereof", "herein", or words of similar effect referring to the Agreement shall be deemed to be references to the Agreement, as amended by this Amendment. This Amendment shall not be deemed to expressly or impliedly waive, amend or supplement any provision of the Agreement (or any related document or agreement) other than as expressly set forth herein.

6. Effectiveness. This Amendment shall become effective on the date hereof (the "Effective Date") upon satisfaction of each of the following conditions:

- (a) receipt by the Administrator and each Purchaser Agent of counterparts of this Amendment; and
- (b) receipt by the Assignor of the Payoff Amount in its entirety in accordance with Section 2 of this Amendment.

7. Counterparts. This Amendment may be executed in any number of counterparts and by different parties on separate counterparts, and each counterpart shall be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. Counterparts of this Amendment may be delivered by facsimile transmission or other electronic transmission, and such counterparts shall be as effective as if original counterparts had been physically delivered, and thereafter shall be binding on the parties hereto and their respective successors and assigns.

8. Governing Law. THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO ANY OTHERWISE APPLICABLE CONFLICTS OF LAW PRINCIPLES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK).

9. Section Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment, the Agreement or any other Transaction Document or any provision hereof or thereof.

10. Transaction Document. This Amendment shall constitute a Transaction Document under the Agreement.

11. No Proceedings. Each party hereto hereby covenants and agrees that it will not institute against, or join any other Person in instituting against, Market Street any bankruptcy, reorganization, arrangement, insolvency or liquidation proceeding, or any other proceeding under any federal or state bankruptcy or similar law, for one year and one day after the latest maturing Note issued by Market Street is paid in full. The provisions of this Section 11 shall survive any termination of the Agreement.

12. Successors and Assigns. This Amendment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and permitted assigns.

13. Further Assurances. Each of the Seller and the Servicer hereby agrees to do all such things and execute all such documents and instruments, at the Seller's sole expense, as the Assignee may reasonably consider necessary or desirable to give full effect to the assignment and assumption set forth in Section 2 of this Amendment.

14. Severability. Each provision of this Amendment shall be severable from every other provision of this Amendment for the purpose of determining the legal enforceability of any provision hereof, and the unenforceability of one or more provisions of this Amendment in one jurisdiction shall not have the effect of rendering such provision or provisions unenforceable in any other jurisdiction.

[signature pages begin on next page]

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their respective officers thereunto duly authorized, as of the date first above written.

**CE RECEIVABLES LLC,**  
as the Seller

By: /s/ Chuck B. Kyrish  
Name: Chuck B. Kyrish  
Title: Vice President and Treasurer

S-1

*First Amendment to RPA  
(Celanese)*

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**CELANESE INTERNATIONAL  
CORPORATION,**  
as the initial Servicer

By: /s/ Chuck B. Kyrish  
Name: Chuck B. Kyrish  
Title: Treasurer

S-2

*First Amendment to RPA  
(Celanese)*

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**THE BANK OF TOKYO-MITSUBISHI UFJ,  
LTD., NEW YORK BRANCH,**  
as a Related Committed Purchaser  
and as an LC Bank

By: /s/ Mark Campbell  
Name: Mark Campbell  
Title: Authorized Signatory

S-3

*First Amendment to RPA  
(Celanese)*

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**THE BANK OF TOKYO-MITSUBISHI UFJ,  
LTD., NEW YORK BRANCH,**  
as a Purchaser Agent

By: /s/ Eric Williams  
Name: Eric Williams  
Title: Managing Director

S-4

*First Amendment to RPA  
(Celanese)*

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**THE BANK OF TOKYO-MITSUBISHI UFJ,  
LTD., NEW YORK BRANCH,**  
as Administrator

By: /s/ Eric Williams  
Name: Eric Williams  
Title: Managing Director

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*First Amendment to RPA  
(Celanese)*

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**VICTORY RECEIVABLES CORPORATION,**  
as a Conduit Purchaser

By: /s/ David V. DeAngelis  
Name: David V. DeAngelis  
Title: Vice President

**PNC BANK, NATIONAL ASSOCIATION,**  
as Related Committed Purchaser,  
as an LC Bank and as Assignee

By: /s/ Jason D. Rising  
Name: Jason D. Rising  
Title: Senior Vice President

**PNC BANK, NATIONAL ASSOCIATION,**  
as a Purchaser Agent

By: /s/ Jason D. Rising  
Name: Jason D. Rising  
Title: Senior Vice President

S-8

*First Amendment to RPA  
(Celanese)*

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**MARKET STREET FUNDING LLC,**  
as a Conduit Purchaser and as Assignor

By: /s/ Doris J. Hearn  
Name: Doris J. Hearn  
Title: Vice President

S-9

*First Amendment to RPA  
(Celanese)*

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ASSIGNMENTS AND PAYMENT AMOUNTS

Section 1.

Capital Payment: \$50,000,000.00

Section 2.

Discount: \$8,584.33  
Fees: \$34,895.83  
Other Amounts: \$0  
CP Costs and Other Costs: \$43,480.16

Schedule I

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WIRING INSTRUCTIONS

Wiring instructions with respect to amounts payable to the Assignor:

Bank Name:	PNC Bank, National Association
ABA #:	43000096
Account #:	1002422076
Account Name:	Market Street Funding LLC
Reference:	CE Receivables LLC

Schedule II

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**SCHEDULE IV**

**PURCHASER GROUPS AND MAXIMUM COMMITMENTS**

<b>Purchaser Group of PNC</b>		
<u>Party</u>	<u>Capacity</u>	<u>Maximum Commitment</u>
PNC	Related Committed Purchaser and LC Bank	\$67,500,000 (in aggregate for both such capacities)
PNC	Purchaser Agent	N/A

<b>Purchaser Group of Victory</b>		
<u>Party</u>	<u>Capacity</u>	<u>Maximum Commitment</u>
Victory	Conduit Purchaser	N/A
BTMU	Related Committed Purchaser and LC Bank	\$67,500,000 (in aggregate for both such capacities)
BTMU	Purchaser Agent	N/A

Schedule IV

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**FORM OF PURCHASE NOTICE**

\_\_\_\_\_, 20\_\_

The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch  
1251 Avenue of the Americas, 12<sup>th</sup> Floor  
New York, NY 10020

[Each other Purchaser Agent]

Ladies and Gentlemen:

Reference is hereby made to the Receivables Purchase Agreement, dated as of August 28, 2013 (as amended, restated, supplemented or otherwise modified, the "Receivables Purchase Agreement"), among CE Receivables LLC, ("Seller"), Celanese International Corporation, as Servicer, the various Conduit Purchasers, Related Committed Purchasers, LC Banks and Purchaser Agents from time to time party thereto, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as administrator (in such capacity, the "Administrator"). Capitalized terms used in this Purchase Notice and not otherwise defined herein shall have the meanings assigned thereto in the Receivables Purchase Agreement.

[This letter constitutes a Purchase Notice pursuant to Section 1.2(a) of the Receivables Purchase Agreement. Seller desires to sell an undivided percentage ownership interest in a pool of receivables on \_\_\_\_\_, [20\_\_\_\_]<sup>1</sup>, for a purchase price of \$\_\_\_\_\_ <sup>2</sup> (of which \$\_\_\_\_\_ will be funded by the PNC Purchaser Group and \$\_\_\_\_\_ will be funded by the Victory Purchaser Group). Subsequent to this Purchase, the Aggregate Capital will be \$\_\_\_\_\_].<sup>3</sup>

[This letter constitutes a Purchase Notice pursuant to Section 1.12(a) of the Receivables Purchase Agreement. Seller desires that [\_\_\_\_\_] , as LC Bank, issue a Letter of Credit with a face amount of \$\_\_\_\_\_ on \_\_\_\_\_, [20\_\_\_\_]<sup>4</sup>. Subsequent to this purchase, the Aggregate LC Amount will be \$\_\_\_\_\_ and the Aggregate Capital will be \$\_\_\_\_\_].<sup>5</sup>

<sup>1</sup> Must be at least two (2) Business Days from the date of this Purchase Notice.

<sup>2</sup> Such amount shall not be less than \$1,000,000 (or such lesser amount as agreed to by the Administrator and each Purchaser Agent) and shall be in integral multiples of \$500,000 in excess thereof.

<sup>3</sup> In the case of a Cash Purchase Request.

<sup>4</sup> Must be at least two (2) Business Days from the date of this Purchase Notice.

<sup>5</sup> In the case of a request for an issuance of a Letter of Credit.



Seller hereby represents and warrants as of the date hereof, and as of the date of such Purchase, as follows:

(i) the representations and warranties contained in Exhibit III of the Receivables Purchase Agreement are true and correct in all material respects on and as of such dates as though made on and as of such dates and shall be deemed to have been made on such dates (except for representations and warranties that are expressly made as of an earlier date, in which case such representations and warranties shall be true and correct in all material respects as of such earlier date);

(ii) no Termination Event or Unmatured Termination Event has occurred and is continuing, or would result immediately after giving effect to such purchase;

(iii) immediately after giving effect to the purchase proposed hereby, the Aggregate Capital plus the Aggregate LC Amount shall not exceed the Purchase Limit, and the Purchased Interest shall not exceed 100%; and

(iv) the Termination Date shall not have occurred.

Annex B-2

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IN WITNESS WHEREOF, the undersigned has caused this Purchase Notice to be executed by its duly authorized officer as of the date first above written.

**CE RECEIVABLES LLC**

By: \_\_\_\_\_  
Name:  
Title:

Annex B-3

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**FORM OF PAYDOWN NOTICE**

\_\_\_\_\_, 20\_\_\_\_

The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch  
1251 Avenue of the Americas, 12<sup>th</sup> Floor  
New York, NY 10020

[Each other Purchaser Agent]

Celanese International Corporation  
222 W. Las Colinas Blvd., Ste. 900  
Irving, TX 75039

Ladies and Gentlemen:

Reference is hereby made to the Receivables Purchase Agreement, dated as of August 28, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Receivables Purchase Agreement"), among CE Receivables LLC, as Seller, Celanese International Corporation, as Servicer, the various Conduit Purchasers, Related Committed Purchasers, LC Banks and Purchaser Agents from time to time party thereto, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as Administrator. Capitalized terms used in this Paydown Notice and not otherwise defined herein shall have the meanings assigned thereto in the Receivables Purchase Agreement.

This letter constitutes a Paydown Notice pursuant to Section 1.4(f)(i) of the Receivables Purchase Agreement. The Seller desires to reduce the Aggregate Capital on \_\_\_\_\_, \_\_\_\_\_<sup>6</sup> by the application of \$ \_\_\_\_\_<sup>7</sup> (of which \$ \_\_\_\_\_ will reduce Capital funded by the PNC Purchaser Group, \$ \_\_\_\_\_ will reduce Capital funded by the Victory Purchaser Group in cash to reduce Aggregate Capital by such amount). Subsequent to this paydown, the Aggregate Capital will be \$ \_\_\_\_\_.

<sup>6</sup> Notice must be given at least two (2) Business Days prior to the requested paydown date.

<sup>7</sup> Such reduction shall not be less than \$1,000,000 and shall be in integral multiples of \$500,000 in excess thereof.

IN WITNESS WHEREOF, the undersigned has caused this paydown notice to be executed by its duly authorized officer as of the date first above written.

**CE RECEIVABLES LLC**

By: \_\_\_\_\_  
Name:  
Title:

Annex C-2

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**Section 3: EX-10.4(B) (EXHIBIT 10.4(B))**

**Exhibit 10.4(b)**

**AMENDMENT NUMBER TWO**

**to the**

**CELANESE CORPORATION DEFERRED COMPENSATION PLAN**

WHEREAS, Celanese Corporation (the "Company") previously adopted the Celanese Corporation Deferred Compensation Plan (the "Plan") effective January 1, 2008;

WHEREAS, Section 12.2 of the Plan provides that the Company may amend the Plan at any time; and

WHEREAS, the Compensation Committee of the Company's Board of Directors has determined that it is in the best interests of the Company to amend the Plan in the manner set forth below, and has directed that the Plan's administrative committee (the "Committee") prepare and sign such amendment.

NOW, THEREFORE, the Plan is amended as follows:

1. Section 1.26 is deleted and replaced with the following:
  - 1.26 "Participant" shall mean any Employee or Director (a) who is selected to participate in the Plan and (b) whose executed Election Form, Beneficiary Designation Form and other required enrollment forms are submitted to the Committee.
2. Section 1.29 is deleted and replaced with the following:
  - 1.29 [RESERVED]
3. The references to "Plan Agreement" in Section 2.2(a) and the first sentence of Section 3.7(b) are deleted.
4. The phrase "that is accepted by the Committee" in the third sentence of Section 3.8(b) is deleted.

5. The phrase "acceptance by the Committee" in the second to last sentence of Section 10.2 is changed to "filing" and the phrase "and accepted by the Committee" in the last sentence of Section 10.2 is deleted.
6. Section 10.6 is deleted and is replaced with the following:
  - 10.6 **Discharge of Obligations**. The payment of benefits under the Plan to a Beneficiary shall fully and completely discharge all Employers and the Committee from all further obligations under this Plan with respect to the Participant.
7. The phrase "and accepted by" is deleted from the last sentence of Section 11.2.
8. Sections 12.3 and 12.4 are deleted and replaced with the following:
  - 12.3 [RESERVED]
  - 12.4 **Effect of Payment**. The full payment of the Participant's vested Account Balance in accordance with the applicable provisions of the Plan shall completely discharge all obligations to a Participant and his or her designated Beneficiaries under this Plan.
9. Section 16.2 is deleted and replaced with the following:
  - 16.2 **Interrelationship of the Plan and the Trust**. The provisions of the Plan shall govern the rights of a Participant to receive distributions pursuant to the Plan. The provisions of the Trust shall govern the rights of the Employers, Participants and the creditors of the Employers to the assets transferred to the Trust. Each Employer shall at all times remain liable to carry out its obligations under the Plan.
10. Section 17.3 is deleted and replaced with the following:
  - 17.3 **Employer's Liability**. The Company's liability for the payment of benefits shall be defined only by the Plan. The Company shall have no obligation to a Participant under the Plan except as expressly provided in the Plan. Employers under the Plan shall have no obligations to pay any amounts under the Plan.

The changes made by this amendment are effective on the date set forth below.

IN WITNESS WHEREOF, this Amendment Number Two is signed this day 22nd day of December, 2008.

**CELANESE CORPORATION DEFERRED  
COMPENSATION PLAN COMMITTEE**

For the Committee

By: /s/ Patrick R. Carroll

ATTEST: /s/ Jan Dean  
Jan Dean

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**Section 4: EX-10.7(D) (EXHIBIT 10.7(D))**

**Exhibit 10.7(d)**



**CELANESE CORPORATION  
2009 GLOBAL INCENTIVE PLAN**

**TIME-VESTING 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-Vesting Restricted Stock Units, subject to the restrictions described in this Agreement:

**RSU Award**

<<Units>> Units

This grant is made pursuant to the Time-Vesting 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-VESTING RESTRICTED STOCK UNIT AWARD AGREEMENT**

This Time-Vesting Restricted Stock Unit Award Agreement (the "Agreement") is made and entered into 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 from time to time, the "2009 Plan").

1. **Time-Vesting RSU Award:** In order to encourage Participant's contribution to the successful performance of the Company, the Company hereby grants to Participant as of the Grant Date, pursuant to the terms of the 2009 Plan and this Agreement, an award (the "Award") of time-vesting Restricted Stock Units ("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. **Time-Based Vesting:** Subject to Section 3 and Section 6 of this Agreement, «Number\_Units\_\_33» RSUs shall vest on <<vesting 1>>; «Number\_Units\_\_33» RSUs shall vest on <<vesting 2>>; and «Number\_Units\_\_34» RSUs shall vest on <vesting 3>. Each such date shall be referred to as a "Vesting Date". Each period between the Grant Date and a Vesting Date shall be referred to as a "Vesting Period".

3. **Effects of Certain Events Prior to Vesting:**

(a) Upon the termination of the Participant's employment by the Company without Cause or due to the Participant's [Retirement, ]<sup>1</sup> death or Disability, a prorated portion of the RSUs that remain unvested will vest in an amount equal to (i) the unvested RSUs in each Vesting Period multiplied by (ii) a fraction, the numerator of which is the number of complete and partial calendar months from the Grant Date to the date of termination without Cause or due to the Participant's [Retirement, ]<sup>1</sup> death or Disability, and the denominator of which is the number of complete and partial calendar months in each applicable Vesting Period, such product to be rounded up to the nearest whole number. In any such case, such prorated number of unvested RSUs that vest in accordance with the preceding sentence will be subject to any applicable taxes under Section 7 upon such vesting, which may be rounded up in each case to avoid fractional shares. In the case of termination of the Participant's employment by the Company without Cause [or due to the Participant's Retirement]<sup>1</sup>, the pro rated RSUs will be settled in accordance with the provisions of Section 4 following the applicable Vesting Date(s). In the case of termination of the Participant's employment due to the Participant's death or Disability and notwithstanding any provision of Section 4 to the contrary, the pro rated RSUs will be settled as soon as administratively practicable (but in no event later than 2 ½ months) after the date of such termination of employment due to death or Disability by delivery of a number of Common Shares equal to the number of such pro rated RSUs.

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<sup>1</sup> Remove all bracketed verbiage relating to "Retirement" and the effects thereof from award agreements given for retention or in other special circumstances; the verbiage should be retained (without brackets) for new hire awards.

[To the extent permitted by applicable country, state or province law, as consideration for the vesting provisions upon Retirement contained above in this Section 3(a), upon Retirement, the Participant shall enter into a departure and general release of claims agreement with the Company that includes two-year noncompetition and non-solicitation covenants in a form acceptable to the Company.]<sup>1</sup>

(b) The remaining unvested portion of the Award shall be immediately forfeited and cancelled without consideration as of the date of the Participant's termination of employment without Cause or due to the Participant's [Retirement,]<sup>1</sup> death or Disability.

(c) Upon the termination of the Participant's employment for any other reason, the unvested portion of the Award shall be immediately forfeited and cancelled without consideration as of the date of the Participant's termination of employment.

4. **Settlement of RSUs:** Subject to Sections 3, 6 and 7 of this Agreement, the Company shall deliver to the Participant (or to a Company-designated brokerage firm or plan administrator) as soon as administratively practicable following the applicable Vesting Date (but in no event later than 2 ½ months after the applicable Vesting Date), in complete settlement of all RSUs vesting on such Vesting Date, a number of Common Shares equal to the number of RSUs vesting on such Vesting Date.

5. **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

6. **Change in Control; Dissolution:**

(a) Notwithstanding any other provision of this Agreement to the contrary, upon the occurrence of a Change in Control with respect to any unvested RSUs granted pursuant to this Agreement that have not previously been forfeited:

(1) If (i) a Participant's rights to the unvested portion of the Award are not adversely affected in connection with the Change in Control, or, if adversely affected, a substitute award with an equivalent (or greater) economic value and no less favorable vesting conditions is granted to the Participant upon the occurrence of a Change in Control, and (ii) the Participant's employment is terminated by the Company (or its successor) without Cause within two years following the Change in Control, then the unvested portion of the Award (or, as applicable, the substitute award) shall immediately vest and a number of Common Shares equal to the number of unvested RSUs shall be delivered to the Participant within thirty (30) days following the date of termination, subject to the provisions of Section 7.

(2) If a Participant's right to the unvested portion of the Award is adversely affected in connection with the Change in Control and a substitute award is not made pursuant to Section 6(a)(1) above, then upon the occurrence of a Change in Control, the unvested portion of the Award shall immediately vest and a number of Common Shares equal to the number of unvested RSUs shall be delivered to the Participant within thirty (30) days following the Change in Control, subject to the provisions of Section 7; and

(b) Notwithstanding any other provision of this Agreement to the contrary, in the event of a corporate dissolution of the Company that is taxed under Section 331 of the Internal Revenue Code of 1986, as amended, then in accordance with Treasury Regulation Section



1.409A-3(j)(4)(ix)(A), this Agreement shall terminate and any RSUs granted pursuant to this Agreement that have not previously been forfeited shall immediately become Common Shares and shall be delivered to the Participant within thirty (30) days following such dissolution.

7. **Income and Other Taxes:** The Company shall not deliver Common Shares in respect of any RSUs unless and until the Participant has made arrangements satisfactory to the Committee to satisfy applicable withholding tax obligations for US federal, state, and local income taxes (or the foreign counterpart thereof) and applicable employment taxes. Unless otherwise permitted by the Committee, withholding shall be effected at the minimum statutory rates by withholding RSUs in connection with the vesting and/or settlement of RSUs. The Participant acknowledges that the Company shall have the right to deduct any taxes required to be withheld by law in connection with the delivery of Common Shares issued in respect of any vested RSUs from any amounts payable by it to the Participant (including, without limitation, future cash wages). The Participant acknowledges and agrees that amounts withheld by the Company for taxes may be less than amounts actually owed for taxes by the Participant in respect of the Award. Any vested RSUs shall be reflected in the Company's records as issued on the respective dates of issuance set forth in this Agreement, irrespective of whether delivery of such Common Shares is pending the Participant's satisfaction of his or her withholding tax obligations.

8. **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.

9. **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.

10. **Other Agreements:** Subject to Sections 10(a) and 10(b) of this Agreement, this Agreement and the 2009 Plan constitute the entire understanding between the Participant and the Company regarding the Award, and any prior agreements, commitments or negotiations concerning the Award are superseded.

- (a) The Participant acknowledges that as a condition to the receipt of the Award, the Participant:
  - (1) shall have delivered to the Company an executed copy of this Agreement;

- (2) shall be subject to the Company's stock ownership guidelines, to the extent applicable to the Participant;
- (3) shall be subject to policies and agreements adopted by the Company from time to time, and applicable laws and regulations, requiring the repayment by the Participant of incentive compensation under certain circumstances, without any further act or deed or consent of the Participant; and
- (4) shall have delivered to the Company an executed copy of the Long-Term Incentive Claw-Back Agreement (if a current version of such Long-Term Incentive Claw-Back Agreement is not already on file, as determined by the Committee in its sole discretion). For purposes hereof, "Long-Term Incentive Claw-Back Agreement" means an agreement between the Company and the Participant associated with the grant of long-term incentives of the Company, which contains terms, conditions, restrictions and provisions regarding one or more of (i) noncompetition by the Participant with the Company, and its customers and clients; (ii) nonsolicitation and non-hiring by the Participant of the Company's employees, former employees or consultants; (iii) maintenance of confidentiality of the Company's and/or clients' information, including intellectual property; (iv) nondisparagement of the Company; and (v) such other matters deemed necessary, desirable or appropriate by the Company for such an agreement in view of the rights and benefits conveyed in connection with an award.

(b) If the Participant is a non-resident of the U.S., there may be an addendum containing special terms and conditions applicable to awards in the Participant's country. The issuance of the Award to any such Participant is contingent upon the Participant executing and returning any such addendum in the manner directed by the Company.

11. **Not a Contract for Employment; No Acquired Rights; Agreement Changes:** Nothing in the 2009 Plan, this Agreement or any other instrument executed in connection with the Award shall confer upon the Participant any right to continue in the Company's employ or service nor limit in any way the Company's right to terminate the Participant's employment at any time for any reason. The grant of RSUs hereunder, and any future grant of awards to the Participant under the 2009 Plan, is entirely voluntary and at the complete and sole discretion of the Company. Neither the grant of these RSUs nor any future grant of awards by the Company shall be deemed to create any obligation to grant any further awards, whether or not such a reservation is expressly stated at the time of such grants. The Company has the right, at any time and for any reason, to amend, suspend or terminate the 2009 Plan; provided, however, that no such amendment, suspension, or termination shall adversely affect the Participant's rights hereunder.

12. **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.

13. **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.

14. **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.

15. **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.

16. **Personal Data:** By accepting the Award under this Agreement, the Participant hereby consents to the Company's use, dissemination and disclosure of any information pertaining to the Participant that the Company determines to be necessary or desirable for the implementation, administration and management of the 2009 Plan.

17. **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.

18. **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.

19. **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>>.

20. **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.

21. **Compliance with Section 409A of the Internal Revenue 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 Code Section 409A. 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. In addition, if the Participant is a "specified employee" within the meaning of Code Section 409A, as determined by the Company, any payment made in connection with the Participant's separation from service shall not be made earlier than six (6) months and one day after the date of such separation from service to the extent required by Code Section 409A.

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

- (a) "*Cause*" means (i) the Participant's willful failure to perform the Participant's duties to the Company (other than as a result of total or partial incapacity due to physical or mental illness) for a period of 30 days following written notice by the Company to Participant of such failure, (ii) conviction of, or a plea of nolo contendere to, (x) a felony under the laws of the United States or any state thereof or any similar criminal act in a jurisdiction outside the United States or (y) a crime involving moral turpitude, (iii) the Participant's willful malfeasance or

willful misconduct which is demonstrably injurious to the Company or its affiliates, (iv) any act of fraud by the Participant, (v) any material violation of the Company's business conduct policy, (vi) any material violation of the Company's policies concerning harassment or discrimination, (vii) the Participant's conduct that causes material harm to the business reputation of the Company or its affiliates, or (viii) the Participant's breach of any confidentiality, intellectual property, non-competition or non-solicitation provisions applicable to the Participant under the Long-Term Incentive Claw-Back Agreement or any other agreement between the Participant and the Company.

(b) “*Change in Control*” of the Company shall mean, in accordance with Treasury Regulation Section 1.409A-3(i)(5), any of the following:

(i) any one person, or more than one person acting as a group, acquires ownership of stock of the Company that, together with stock held by such person or group, constitutes more than 50% of the total voting power of the stock of the Company; or

(ii) a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board prior to the date of the appointment or election; or

(iii) any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value equal to 50% or more of all of the assets of the Company immediately prior to such acquisition or acquisitions.

(c) “*Disability*” has the same meaning as “Disability” in the Celanese Corporation 2008 Deferred Compensation Plan or such other meaning as determined by the Committee in its sole discretion, provided that in all events a “Disability” under this Agreement shall constitute a “disability” within the meaning of Treasury Regulation Section 1.409A-3(i)(4).

[(d) “*Retirement*” of the Participant shall mean a voluntary separation from service on or after the date when the Participant is both {55 years of age and has ten years}<sup>2</sup> of service with the Company, as determined by the Company in its discretion based on payroll records. Retirement shall not include voluntary separation from service in which the Company could have terminated the Participant’s employment for Cause.]<sup>1</sup>

[signature page follows]

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<sup>2</sup> For the CEO, replace bracketed language with “60 years of age and has five years”.

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 Officer

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

**PARTICIPANT**

By: \_\_\_\_\_  
Name: <<NAME>>  
Employee ID: <<Personnel Number>>  
Date: \_\_\_\_\_

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**Section 5: EX-10.7(E) (EXHIBIT 10.7(E))**

**Exhibit 10.7(e)**



**CELANESE CORPORATION  
2009 GLOBAL INCENTIVE PLAN**

**NONQUALIFIED STOCK OPTION AWARD AGREEMENT  
DATED <<Grant Date>>**

<<NAME>>

Pursuant to the terms and conditions of the Celanese Corporation 2009 Global Incentive Plan, you have been awarded Nonqualified Stock Options with respect to Celanese Common Stock, subject to the restrictions described in this Agreement:

**Stock Option Award**

<<# Shares>> Shares

This grant is made pursuant to the Nonqualified Stock Option 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  
NONQUALIFIED STOCK OPTION AWARD AGREEMENT**

This Nonqualified Stock Option Award Agreement (the “Agreement”) is made and entered into 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 from time to time, the “2009 Plan”).

1. **Grant of Option:** In order to encourage Participant’s contribution to the successful performance of the Company, the Company hereby grants to Participant as of the Grant Date, pursuant to the terms of the 2009 Plan and this Agreement, an award (the “Award”) of nonqualified stock options (the “Option”) to purchase all or any part of the number of Common Shares that are covered by such Option at the Exercise Price per share, in each case as specified below. The Participant hereby acknowledges and accepts such Award upon the terms and subject to the performance requirements and other conditions, restrictions and limitations contained in this Agreement and the 2009 Plan.

Number of Common Shares Subject to Option	<<# Shares>>
Grant Date:	<<Grant Date>>
Exercise Price Per Share:	<<Exercise Price>>
Expiration Date:	<<Expiration Date>>
Vesting Schedule (each date on which a portion of the Option vests and become exercisable, a “Vesting Date”, and each period between the Grant Date and a Vesting Date, a “Vesting Period”)	<<Vesting Schedule>>

2. **Non-Qualified Stock Option:** The Option is not intended to be an incentive stock option under Section 422 of the Code and this Agreement will be interpreted accordingly.

3. **Exercise of Option:**

(a) The Option shall not be exercisable as of the Grant Date. After the Grant Date, to the extent not previously exercised, and subject to termination or acceleration as provided in this Agreement or in the 2009 Plan, the Option shall be exercisable to the extent it becomes vested, as described in this Agreement, to purchase up to that number of Common Shares as set forth above, subject to the Participant’s continued employment with the Company (except as set forth in Section 4 below). The vesting period and/or exercisability of the Option may be adjusted by the Committee to reflect the decreased level of employment during any period in which the Participant is on an approved leave of absence or is employed on a less than full time basis.

(b) To exercise the Option (or any part thereof), the Participant shall notify the Company and its designated stock plan administrator or agent, as specified by the Company (the “Administrator”), and indicate both (i) the number of whole shares of Common Stock the Participant wishes to purchase pursuant to such Option, and (ii) how the Participant wishes the shares of Common Stock to be registered (*i.e.* – in the Participant’s name or in the Participant’s and the Participant’s spouse’s name as community property or as joint tenants with rights of survivorship).

(c) The exercise price (the "Exercise Price") of the Option is set forth in Section 1. The Company shall not be obligated to issue any Common Shares until the Participant shall have paid the total Exercise Price for that number of Common Shares. The Exercise Price may be paid in any of the following forms, or in a combination thereof: (i) cash or its equivalent, (ii) by means of tendering to the Company Common Shares owned by the Participant without reference to this Option, (iii) if there is a public market for the Common Shares at the time of exercise, subject to such rules as may be established by the Committee, through delivery of irrevocable instructions to a broker to sell the Common Shares otherwise deliverable upon the exercise of the Option and deliver promptly to the Company an amount equal to the aggregate Exercise Price, or (iv) any other method approved by the Committee.

(d) Common Shares will be issued as soon as practical following exercise of the Option. Notwithstanding the above, the Company shall not be obligated to deliver any Common Shares during any period in which the Company determines that the exercisability of the Option or the delivery of Common Shares pursuant to this Agreement would violate any federal, state or other applicable laws.

4. **Effects of Certain Events:**

(a) Upon the termination of Participant's employment by the Company without Cause or due to the Participant's death or Disability, a prorated portion of the unvested portion of the Option will vest in an amount equal to (i) the unvested Option in each Vesting Period multiplied by (ii) a fraction, the numerator of which is the number of complete and partial calendar months from the Grant Date to the date of termination without Cause or due to the Participant's death or Disability, and the denominator of which is the number of complete and partial calendar months in each applicable Vesting Period, such product to be rounded up to the nearest whole number. The Participant (or the Participant's estate, beneficiary or legal representative) may exercise the vested portion of the Option until the earlier of (1) the twelve-month anniversary of the date of such termination of employment or (2) the Expiration Date. The remaining portion of the Option shall be forfeited and cancelled without consideration.

[Upon the termination of the Participant's employment with the Company upon Retirement, a prorated portion of the unvested portion of the Option will vest on the normal Vesting Dates in an amount equal to (i) the unvested Option in each Vesting Period multiplied by (ii) a fraction, the numerator of which is the number of complete and partial calendar months from the Grant Date to the date of termination for Retirement, and the denominator of which is the number of complete and partial calendar months in each applicable Vesting Period, such product to be rounded up to the nearest whole number. To the extent permitted by applicable country, state or province law, as consideration for the vesting provisions upon Retirement contained in this paragraph, upon Retirement, the Participant shall enter into a departure and general release of claims agreement with the Company that includes two-year noncompetition and non-solicitation covenants in a form acceptable to the Company. The Participant (or the Participant's estate, beneficiary or legal representative) may exercise the vested portion of the Option until the Expiration Date. The remaining portion of the Option shall be forfeited and cancelled without consideration.]<sup>1</sup>

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<sup>1</sup> Remove all bracketed verbiage relating to "Retirement" and the effects thereof from award agreements given for retention or in other special circumstances; the verbiage should be retained (without brackets) for new hire awards.

(b) Upon the termination of a Participant's employment with the Company by reason of the Participant's voluntary resignation [(other than Retirement)]<sup>1</sup>, (i) the unvested portion of the Option shall be immediately forfeited and cancelled without consideration as of the date of the Participant's termination of employment, and (ii) the Participant may exercise the vested portion of the Option until the earlier of (1) 90 days following the date of such termination of employment and (2) the Expiration Date.

(c) Upon the termination of a Participant's employment with the Company for "Cause", the vested and unvested portion of the Option shall be immediately forfeited and cancelled without consideration as of the date of the Participant's termination of employment.

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

6. **Change in Control:** Notwithstanding any other provision of this Agreement to the contrary, upon the occurrence of a Change in Control, with respect to any unexercised Options granted pursuant to this Agreement that have not previously been forfeited:

(a) If (i) the Participant's rights to the unexercisable portion of the Option is not adversely affected in connection with the Change in Control, or, if adversely affected, a substitute award with an equivalent (or greater) economic value and no less favorable vesting conditions is granted to the Participant upon the occurrence of a Change in Control, and (ii) the Participant's employment is terminated by the Company (or its successor) without Cause within two years following the Change in Control, then the unexercisable portion of the Option (or, as applicable, the substitute award) shall immediately vest and become exercisable, and shall remain exercisable for such period (not less than 12 months, or through the Expiration Date if earlier) as specified by the Committee and communicated to the Participant.

(b) If the Participant's rights to the unexercisable portion of the Option is adversely affected in connection with the Change in Control and a substitute award is not made pursuant to Section 6(a) above, then upon the occurrence of a Change in Control, the unexercisable portion of the Option shall immediately vest and become exercisable, and shall remain exercisable for such period (not less than 12 months, or through the Expiration Date if earlier) as specified by the Committee and communicated to the Participant.

7. **Income and Other Taxes:** The Company shall not deliver Common Shares in respect of the exercise of the Option unless and until the Participant has made arrangements satisfactory to the Committee to satisfy applicable withholding tax obligations for US federal, state, and local income taxes (or the foreign counterpart thereof) and applicable employment taxes. Unless otherwise permitted by the Committee, withholding shall be effected at the minimum statutory rates by withholding Common Shares issuable in connection with the exercise of the Option. The Participant acknowledges that the Company shall have the right to deduct any taxes required to be withheld by law in connection with the delivery of Common Shares issued in respect to the exercise of the Option from any amounts payable by it to the Participant (including, without limitation, future cash wages). The Participant acknowledges and agrees that amounts withheld by the Company for taxes may be less than amounts actually owed for taxes by the Participant in respect of the Award.

8. **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 exercise of the Option, 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 exercise of the Option, 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.

9. **Non-Transferability of Award:** The Option may not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by the Participant otherwise 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.

10. **Other Agreements:** Subject to Sections 10(a) and 10(b) of this Agreement, this Agreement and the 2009 Plan constitute the entire understanding between the Participant and the Company regarding the Award, and any prior agreements, commitments or negotiations concerning the Award are superseded.

(a) The Participant acknowledges that as a condition to the receipt of the Award, the Participant:

- (1) shall have delivered to the Company an executed copy of this Agreement;
- (2) shall be subject to the Company's stock ownership guidelines, to the extent applicable to the Participant;
- (3) shall be subject to policies and agreements adopted by the Company from time to time, and applicable laws and regulations, requiring the repayment by the Participant of incentive compensation under certain circumstances, without any further act or deed or consent of the Participant; and
- (4) shall have delivered to the Company an executed copy of the Long-Term Incentive Claw-Back Agreement (if a current version of such Long-Term Incentive Claw-Back Agreement is not already on file, as determined by the Committee in its sole discretion). For purposes hereof, "Long-Term Incentive Claw-Back Agreement" means an agreement between the Company and the Participant associated with the grant of long-term incentives of the Company, which contains terms, conditions, restrictions and provisions regarding one or more of (i) noncompetition by the Participant with the Company, and its customers and clients; (ii) nonsolicitation and non-hiring by the Participant of the Company's employees, former employees or consultants; (iii) maintenance of confidentiality of the Company's and/or clients' information, including intellectual property; (iv) nondisparagement of the Company; and (v) such other matters deemed necessary, desirable or appropriate by the Company for such an agreement in view of the rights and benefits conveyed in connection with an award.

(b) If the Participant is a non-resident of the U.S., there may be an addendum containing special terms and conditions applicable to awards in the Participant's country. The

issuance of the Award to any such Participant is contingent upon the Participant executing and returning any such addendum in the manner directed by the Company.

11. **Not a Contract for Employment; No Acquired Rights**: Nothing in the 2009 Plan, this Agreement or any other instrument executed in connection with the Award shall confer upon the Participant any right to continue in the Company's employ or service nor limit in any way the Company's right to terminate the Participant's employment at any time for any reason. The grant of Options hereunder, and any future grant of awards to the Participant under the 2009 Plan, is entirely voluntary and at the complete and sole discretion of the Company. Neither the grant of these Options nor any future grant of awards by the Company shall be deemed to create any obligation to grant any further awards, whether or not such a reservation is expressly stated at the time of such grants. The Company has the right, at any time and for any reason, to amend, suspend or terminate the 2009 Plan; provided, however, that no such amendment, suspension, or termination shall adversely affect the Participant's rights hereunder.

12. **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.

13. **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.

14. **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.

15. **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.

16. **Personal Data**: By accepting the Award under this Agreement, the Participant hereby consents to the Company's use, dissemination and disclosure of any information pertaining to the Participant that the Company determines to be necessary or desirable for the implementation, administration and management of the 2009 Plan.

17. **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.

18. **Option 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 Option and the Common Shares issued upon exercise of such Option 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.

19. **Validity of Agreement**: This Agreement shall be valid, binding and effective upon the Company on the Grant Date. However, the Option 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>>.

20. **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.

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

(a) “*Cause*” means (i) the Participant's willful failure to perform the Participant's duties to the Company (other than as a result of total or partial incapacity due to physical or mental illness) for a period of 30 days following written notice by the Company to Participant of such failure, (ii) conviction of, or a plea of nolo contendere to, (x) a felony under the laws of the United States or any state thereof or any similar criminal act in a jurisdiction outside the United States or (y) a crime involving moral turpitude, (iii) the Participant's willful malfeasance or willful misconduct which is demonstrably injurious to the Company or its affiliates, (iv) any act of fraud by the Participant, (v) any material violation of the Company's business conduct policy, (vi) any material violation of the Company's policies concerning harassment or discrimination, (vii) the Participant's conduct that causes material harm to the business reputation of the Company or its affiliates, or (viii) the Participant's breach of any confidentiality, intellectual property, non-competition or non-solicitation applicable to the Participant under the Long-Term Incentive Claw-Back Agreement or any other agreement between the Participant and the Company.

(b) “*Change in Control*” of the Company shall mean, in accordance with Treasury Regulation Section 1.409A-3(i)(5), any of the following:

(i) any one person, or more than one person acting as a group, acquires ownership of stock of the Company that, together with stock held by such person or group, constitutes more than 50% of the total voting power of the stock of the Company; or

(ii) a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board prior to the date of the appointment or election; or

(iii) any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value equal to 50% or more of all of the assets of the Company immediately prior to such acquisition or acquisitions.

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

[(d) “*Retirement*” of the Participant shall mean a voluntary separation from service on or after the date when the Participant is both {55 years of age and has ten years}<sup>2</sup> of service with the Company, as determined by the Company in its discretion based on payroll records. Retirement shall not include voluntary separation from service in which the Company could have terminated the Participant’s employment for Cause.]<sup>1</sup>

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<sup>2</sup> For the CEO, replace bracketed language with “60 years of age and has five years”.

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 Officer

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

**PARTICIPANT**

By: \_\_\_\_\_  
Name: <<NAME>>  
Employee ID: <<Personnel Number>>  
Date: \_\_\_\_\_

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**Section 6: EX-10.7(F) (EXHIBIT 10.7(F))**

**Exhibit 10.7(f)**



**CELANESE CORPORATION  
2009 GLOBAL INCENTIVE PLAN**

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

<<NAME>>

<<# Units>> Units

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:

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>> 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 calendar months that have transpired from the Grant Date to the date of termination, and the denominator of which is the number of complete calendar months in the vesting period, such product to be rounded up to the nearest whole number. The prorated number of RSUs shall vest and a number of Common Shares equal to such prorated number of RSUs shall be delivered to the Participant within thirty (30) days following 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 Compensation 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 that have not previously been settled.

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 Internal Revenue 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 Internal Revenue Code of 1986, as amended, and the regulations thereunder. 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 Internal Revenue Code Section 409A, 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 shall mean, in accordance with Treasury Regulation Section 1.409A-3(i)(5), any of the following:

(i) any one person, or more than one person acting as a group, acquires ownership of stock of the Company that, together with stock held by such person or

group, constitutes more than 50% of the total voting power of the stock of the Company; or

(ii) a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board prior to the date of the appointment or election; or

(iii) any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value equal to 50% or more of all of the assets of the Company immediately prior to such acquisition or acquisitions.

(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 Officer

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

**Participant**

\_\_\_\_\_  
<<NAME>>, Director

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**Section 7: EX-10.13 (EXHIBIT 10.13)**

**Exhibit 10.13**

**Summary of Non-Employee Director Compensation**

Each non-employee director of Celanese Corporation (the “Company”) is entitled to (i) an annual cash retainer of \$85,000, which is paid in quarterly installments, in arrears, and (ii) an annual equity retainer of \$95,000 in restricted stock units (awarded at the first regular board meeting following the Annual Meeting of Stockholders). In addition, the chair of the nominating and corporate governance committee and the environmental, health & safety committee receives an annual fee of \$10,000, and the chair of the audit committee and the compensation committee receives an annual fee of \$20,000. The lead director receives an annual fee of \$25,000. These amounts are paid in quarterly installments, in arrears, and prorated for actual service.

Non-employee directors are also entitled to participate in the Company's 2008 Deferred Compensation Plan, which is an unfunded, nonqualified deferred compensation plan that allows directors the opportunity to defer a portion of their compensation in exchange for a future payment amount equal to their deferrals plus or minus certain amounts based upon the market performance of specified measurement funds selected by the participant.

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**Section 8: EX-10.14 (EXHIBIT 10.14)**

**Exhibit 10.14**



SUPPLEMENTAL RETIREMENT SAVINGS PLAN

AMENDED AND RESTATED

EFFECTIVE JANUARY 1, 2009

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CELANESE AMERICAS  
SUPPLEMENTAL RETIREMENT SAVINGS PLAN

AMENDED AND RESTATED  
EFFECTIVE JANUARY 1, 2009

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CELANESE AMERICAS  
SUPPLEMENTAL RETIREMENT SAVINGS PLAN

WHEREAS, HNA Holdings, Inc. (formerly Hoechst Celanese Corporation), a predecessor to Celanese Americas Corporation, previously adopted this unfunded, non-qualified “top hat” plan (within the meaning of sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”)) for certain of its employees who are part of a select group of management or highly compensated employees within the meaning of ERISA, in order to supplement the benefits payable to those employees under its qualified defined contribution plan; and

WHEREAS, Celanese Americas Corporation has amended and restated the Plan in the past and now wishes to again amend and restate the Plan, effective January 1, 2009, as follows:

ARTICLE I

PURPOSE

1.1 Celanese Americas Corporation, desiring to provide systematically for the payment of supplemental benefits to a select group of management or highly compensated employees within the meaning of ERISA herewith continues this unfunded, non-qualified plan known as the Celanese Americas Supplemental Retirement Savings Plan. For Plan Years beginning on and after January 1, 2009, such employees are no longer required to also participate in the Celanese Americas Retirement Savings Plan.

ARTICLE II

DEFINITIONS

Except where otherwise clearly indicated by context, the masculine shall include the feminine and the singular shall include the plural, and vice-versa.

- 2.1 “Account” shall mean the separate entry maintained in the records of the Benefits Committee which represents each Participant’s interest in the Plan.
- 2.2 “Account Balance” shall mean the amount of total benefits in the Participant’s account established for the purposes of this Plan and the Prior Plan.
- 2.3 “Base Salary” shall mean the Participant’s base salary for a calendar year, including any base salary deferred by the Participant under any plan providing for the deferral of compensation that is maintained by the Company or any of its subsidiaries, whether such plan is qualified under Section 401(a) of the Code or nonqualified.
- 2.4 “Beneficiary” shall mean the person, if any, entitled to receive benefits under the Qualified Savings Plan after the Participant’s death.

- 2.5 “Benefits Committee” shall mean the persons appointed by the Board of Directors to supervise the administration of the Plan.
- 2.6 “Board of Directors” shall mean the board of directors of the Company.
- 2.7 “Change in Control” has the meaning set forth in the Celanese Corporation Deferred Compensation Plan (effective January 1, 2009).
- 2.8 “Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.
- 2.9 “Company” shall mean Celanese Americas Corporation and its successors.
- 2.10 “Company Contribution” shall mean the amount contributed by the Company on behalf of the Participant as described in Section 4.1 of the Plan.
- 2.11 “Employee” shall mean each individual employed by a Participating Company who is also a member of a select group of management or highly compensated employees but shall not include any individual hired by a Participating Company on or after January 1, 2001.
- 2.12 “Participant” shall mean each Employee of a Participating Company who meets the eligibility requirements set forth in Section 3.1.

2.13 “Participating Company” shall mean the Company and each other organization which is designated by the Benefits Committee to adopt the Plan by action of its board of directors or other governing body and which does adopt the Plan.

For the purpose of determining whether a Participant has experienced a Separation from Service, the term “Participating Company” shall mean:

(a) The entity for which the Participant performs services and with respect to which the legally binding right to compensation deferred under this Plan arises; and

(b) All other entities with which the entity described above would be aggregated and treated as a single employer under Code Section 414(b) (controlled group of corporations) and Code Section 414(c) (a group of trades or businesses, whether or not incorporated, under common control), as applicable. In order to identify the group of entities described in the preceding sentence, the Benefits Committee shall use an ownership threshold of at least 50% as a substitute for the 80% minimum ownership threshold that appears in, and otherwise must be used when applying, the applicable provisions of (A) Code Section 1563 for determining a controlled group of corporations under Code Section 414(b), and (B) Treasury Regulation Section 1.414(c)-2 for determining the trades or businesses that are under common control under Code Section 414(c).

- 2.14 “Plan” shall mean the Celanese Americas Supplemental Retirement Savings Plan, as set forth herein and as amended from time to time.
- 2.15 “Section 409A” means Code Section 409A and the regulations and other guidance promulgated thereunder.
- 2.16 “Separation from Service” has the meaning set forth in the Celanese Americas Supplemental Retirement Pension Plan.
- 2.17 “Stable Value Fund” shall mean the Stable Value Fund offered under the Qualified Savings Plan.
- 2.18 “Valuation Date” shall mean every business day on which the New York Stock Exchange is open.



ARTICLE III

ELIGIBILITY

3.1 Eligible Participants. Any Employee who has a full year Base Salary in excess of the Code Section 401(a)(17) limit will be eligible to participate in the Plan for the Plan Year in which such eligibility requirement is met. Notwithstanding any other provision of the Plan, no individual hired by a Participating Company on or after January 1, 2001 is eligible to participate in the Plan.

3.2 Eligibility for Company Contribution. To be eligible for a Company Contribution for a given Plan Year, a Participant must either be (a) actively employed with a Participating Company on the January 1 following that Plan Year, or (b) retire from employment with a Participating Company effective January 1 following that Plan Year.

ARTICLE IV

SUPPLEMENTAL SAVINGS CONTRIBUTIONS AND EARNINGS

4.1 Amount of Contributions. The annual amount of Company Contributions made on behalf of each Participant to his Account under this Plan shall be equal to the amount calculated by subtracting the limit on compensation set forth in Code Section 401(a)(17) from the Base Salary and multiplying the remainder by 5%.

4.2 Amount of Interest. The interest credited each Participant's Account in the Stable Value Fund on each Valuation Date will be based on a formula that incorporates the yield of an underlying portfolio of investment grade fixed income securities. This interest crediting rate will be adjusted periodically for changes in the market value of the portfolio.

4.3 Notice. A Participant who is entitled to benefits from this Plan shall receive a notice describing the amount of the benefits payable to him, as determined under Section 3.1.

ARTICLE V

BENEFIT PAYMENTS

5.1 Benefit Payments. A lump sum distribution of a Participant's Account Balance will be paid to the Participant on the first day of the seventh calendar month following the date of the Participant's Separation from Service (unless the Participant dies prior to such first day of the seventh calendar month, in which case the lump sum shall be paid to the Participant's Beneficiary on the first day of the calendar month after the Participant's death), and during that delayed payment period, the Participant's Account will continue to be credited with interest pursuant to Section 4.2.

ARTICLE VI

DEATH BENEFITS

6.1 Amount of Benefits. The amount of the benefits payable from this Plan to a Beneficiary, if any, shall be the amount in the Participant's Account established for the purposes of this Plan. Such amount shall be paid to the Participant's Beneficiary in a lump sum on the first day of the calendar month after the Participant's death.

6.2 Notice. A Beneficiary who is entitled to benefits from this Plan shall receive a notice setting forth the amount of the benefits payable to him.

ARTICLE VII

FUNDING

7.1 Unfunded Plan. The Plan is, and shall continue to be, an unfunded plan. The Participating Companies shall not save, set aside, or earmark any monies or other property for the purpose of paying benefits that may later become payable hereunder to Participant or his surviving Spouse or Beneficiary.

7.2 Payment from General Assets. The benefits payable under the Plan shall be paid from the general assets of the Participating Companies when benefit payments are due and owing. Nothing contained in this Plan shall constitute a guarantee by the Participating Companies or by any other entity or person that the assets of the Participating Companies will be sufficient to pay benefits hereunder.

7.3 Interest and Rights. No Participant or Beneficiary shall have any interest in the assets of the Participating Companies because he is entitled to receive benefits under this Plan. A Participant or Beneficiary shall have only the rights of a general unsecured creditor of the Participating Companies with respect to his benefits.

7.4 Change in Control. Upon a Change in Control the Company shall, as soon as practicable but in no event later than the effective date of the Change in Control, contribute to an irrevocable "rabbi" trust (the "Trust") such amount that is sufficient to fund the Trust for 100% of the accrued benefit liabilities under the Plan. Notwithstanding the foregoing, no assets shall be transferred to the Trust for any Participant who is an "applicable covered employee" (as such term is defined in Code Section 409A(b)(3)(D)) during (i) any period during which the

Celanese Americas Retirement Pension Plan, the Celanese Americas Pension Plan for Meredosia Union Employees or any successor plan is in “at-risk” status (as such term is defined in Code Section 430(i)), (ii) any period the Company or any Participating Company is a debtor in a case under Title 11 of the United States Code or similar Federal or State law or (iii) the twelve month period beginning on the date which is six months prior to the date of termination of the Celanese Americas Retirement Pension Plan, the Celanese Americas Pension Plan for Meredosia Union Employees or any successor plan where, as of the date of such termination, such plan is not sufficient for benefit liabilities (within the meaning of Section 4041 of the Employee Retirement Income Security Act of 1984, as amended). In addition, no assets shall be transferred to the Trust if such transfer would violate any of the restrictions under Code Section 409A(b).

ARTICLE VIII

ADMINISTRATION

8.1 Plan Administrator. The Benefits Committee shall be the administrator of the Plan and shall control and manage the operation of the Plan.

8.2 Duties and Powers of Benefits Committee.

(a) The Benefits Committee shall have all powers necessary to administer the Plan in accordance with its terms and applicable law, and shall also have discretionary authority to determine eligibility for benefits and to construe the terms of the Plan. Any construction, interpretation, or application of the Plan by the Benefits Committee shall be final, conclusive, and binding on all persons.

(b) To the extent applicable, the Benefits Committee shall have the same specific duties and powers with respect to this Plan as it has with respect to the Qualified Savings Plan. Similarly, the Benefits Committee shall be subject to the same limits on its responsibilities with respect to this Plan as it is with respect to the Qualified Savings Plan.

8.3 Claims Procedure.

(a) In the event that the Benefits Committee denies, in whole or in part, a claim for benefits by a Participant or his beneficiary, the Benefits Committee shall furnish notice of the adverse determination to the claimant, setting forth (1) the specific reasons for the adverse determination, (2) specific reference to the pertinent Plan provisions on which the adverse determination is based, (3) a description of any additional information necessary for the claimant to perfect the claim and an explanation of why such information is necessary, and (4) a description of the Plan's review procedures and the time limits applicable to such procedures, including a statement of the claimant's right to bring a civil action under section 502(a) of ERISA following an adverse benefit determination on review.

(b) The notice described in Subsection (a) shall be forwarded to the claimant within 90 days of the Benefits Committee's receipt of the claim; provided, however, that in special circumstances the Benefits Committee may extend the response period for up to an additional 90 days, in which event it shall notify the claimant in writing of the extension before the expiration of the initial 90 day period, and shall specify the reason or reasons for the extension.



(c) Within 60 days of receipt of a notice of an adverse determination, a claimant or his duly authorized representative may petition the Benefits Committee in writing for a full and fair review of the adverse determination. The claimant or his duly authorized representative shall have the opportunity to review relevant documents and to submit issues and comments in writing to the Benefits Committee. The Benefits Committee shall review the adverse determination and shall communicate its decision and the reasons therefor to the claimant in writing within 60 days of receipt of the petition setting forth (1) the specific reasons for the adverse determination, (2) specific reference to the pertinent Plan provisions on which the adverse determination is based, (3) a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to the claimant's claim for benefits, and (4) a statement describing any voluntary appeal procedures offered by the Plan and claimant's right to obtain information regarding such procedures and a statement of the claimant's right to bring an action under section 502(a) of ERISA. However, in special circumstances the Benefits Committee may extend the response period for up to an additional 60 days, in which event it shall notify the claimant in writing prior to the commencement of the extension.

(d) If for any reason the written notice of the adverse benefit determination described in Subsection (a) is not furnished within 90 days of the Benefits Committee's receipt of a claim for benefits, the claim shall be deemed to be denied. Likewise, if for any reason the written decision on review described in Subsection (c) is not furnished within the time prescribed, the claim shall be deemed to be denied on review.

ARTICLE IX

AMENDMENT AND TERMINATION

9.1 Power of Amendment and Termination.

(a) It is the intention of each Participating Company that this Plan will be permanent. However, each Participating Company reserves the right to terminate its participation in this Plan at any time by action of its board of directors or other governing body. Furthermore, the Plan may be amended or terminated at any time by written action of the Board of Directors. The Plan also may be amended by the Benefits Committee, provided such amendment either (1) does not increase the cost to the Participating Companies by more than \$250,000 annually, as determined by an enrolled actuary selected by the Benefits Committee; or (2) is required as a result of any business acquisition or divestiture approved by the Board of Directors.

(b) Each amendment to the Plan shall be in writing and shall be binding on each Participating Company. No amendment shall have the effect of retroactively depriving Participants of benefits already accrued under the Plan.

(c) Any amendment or termination of the Plan shall become effective as of the date designated by the Board of Directors, or, if appropriate, the Benefits Committee. In addition, following a Plan termination, Participant Account Balances shall remain in the Plan and shall not be distributed until such amounts become eligible for distribution in accordance with the other applicable provisions of the Plan. Notwithstanding the preceding sentence, to the extent permitted by Treasury Regulation Section 1.409A-3(j)(4)(ix), the Board of Directors may

provide that upon termination of the Plan, all Account Balances of the Participants shall be distributed, subject to and in accordance with any rules established by the Board of Directors deemed necessary to comply with the applicable requirements and limitations of Treasury Regulation Section 1.409A-3(j)(4)(ix).

(d) Notwithstanding anything herein to the contrary, following the occurrence of a Change in Control, there shall be no modification to or revocation of the provisions of Section 7.4 without the written consent of the Board of Directors serving immediately prior to the Change in Control, except for amendments necessary to comply with applicable law.

ARTICLE X

MISCELLANEOUS PROVISIONS

10.1 Effective Date. The effective date of this amended and restated Plan shall be January 1, 2009.

10.2 Plan Year. The plan year of the Plan shall be the calendar year (January 1st through December 31st).

10.3 No Employment Rights. Neither the action of the Company in establishing the Plan, nor any provisions of the Plan, nor any action taken by the Participating Companies or the Benefits Committee shall be construed as giving to any employee of a Participating Company the right to payment except to the extent of the benefits to which he may become entitled under the Plan.

10.4 Loss of Eligibility and Benefits. Notwithstanding a Participant's satisfaction of the requirements for participation herein, such Participant may nevertheless be deemed to be ineligible to participate or to continue to participate in the Plan and be denied benefits hereunder if, upon consideration of the facts and circumstances and any advice or recommendation of a Participating Company, the Board of Directors finds that such Participant has either before or after a Separation from Service:

- (i) violated any Participating Company policies or the policies of any of its subsidiaries or affiliates, or
- (ii) directly or indirectly competed against a Participating Company or any of its subsidiaries or affiliates (where indirect competition could include, but not be limited to, the Participant's having worked for or with others who compete against the Participating Company or any of its subsidiaries or affiliates or do work that the Participating Company or any of its subsidiaries or affiliates may otherwise have had the opportunity to compete for), or
- (iii) committed a crime or other offense, or
- (iv) acted in a way considered adverse to a Participating Company or any of its subsidiaries or affiliates, or
- (v) has taken an action, or has omitted to act in such a way, that is considered contrary to a Participating Company's interests or the interests of any of its subsidiaries or affiliates.

10.5 Governing Law. Except to the extent superseded by the Employee Retirement Income Security Act of 1974, as amended from time to time, all questions pertaining to the validity, construction, and operation of the Plan shall be determined in accordance with the laws of the state of Delaware.

10.6 Severability of Provisions. If any provision of this Plan is determined to be void by any court of competent jurisdiction, the Plan shall continue to operate and, for the purposes of the jurisdiction of that court only, shall be deemed not to include the provision(s) determined to be void.

10.7 Mailing Address. Benefit payments and notifications hereunder shall be deemed made when mailed to the last address furnished to the Benefits Committee.

10.8 Spendthrift Clause.

(a) No benefit payable at any time under this Plan and no interest or expectancy herein shall be anticipated, assigned, or alienated by any Participant, surviving Spouse, or Beneficiary, or subject to attachment, garnishment, levy, execution, or other legal or equitable process.

(b) Any attempt to alienate or assign a benefit hereunder, whether currently or hereafter payable, shall be void. No benefit shall in any manner be liable for or subject to the debts or liability of any Participant, surviving Spouse, or Beneficiary. If any Participant, surviving Spouse, or Beneficiary attempts to or does alienate or assign his benefit under the Plan or any part thereof, or if by reason of his bankruptcy or other event happening at any time such benefit would devolve upon anyone else or would not be enjoyed by him, then the Benefits Committee may terminate payment of such benefit and hold or apply it for the benefit of the Participant, surviving Spouse, or Beneficiary.

10.9 Incapacity. If the Benefits Committee deems any individual who is entitled to receive payments hereunder to be incapable of receiving or disbursing the same by reason of illness, infirmity, or incapacity of any kind, such payments shall be applied directly for the comfort, support, and maintenance of the individual, or shall be paid to any responsible person caring for the individual who is determined by the Benefits Committee to be qualified to receive and disburse such payments for the individual's benefit; and the receipt of such person shall be a complete acquittance for the payment of the benefit. Payments pursuant to this Section shall be complete discharge to the extent thereof of any and all liability of the Participating Companies and the Benefits Committee.

10.10 Tax Withholding. The Benefits Committee shall have the right to withhold from benefit payments any and all local, state, and federal taxes which may be withheld in accordance with applicable law. In addition, a Participant's Participating Company shall withhold from the Participant's Base Salary the Participant's share of Federal Insurance Contributions Act (FICA) taxes and other employment taxes that are owed on Company Contributions credited to the Participant's Account. If necessary, a Participating Company may instruct the Benefits Committee to pay all or any portion of such FICA taxes (and income taxes that are required to be withheld on such FICA tax payment) from the Participant's Account in accordance with the requirements of Treasury Regulation Section 1.409A-3(j)(4) (vi) and the Participant's Account Balance shall be reduced by such payment.



10.11 Distribution Delays. A payment under the Plan shall be made on the date specified in the Plan or as soon as administratively practicable thereafter. However, if for administrative or any other reasons there is a delay in the payment beyond the date specified in the Plan, the payment shall not be delayed beyond the last day permitted under Treasury Regulation Section 1.409A-3(d) for treating a delayed payment as having been made on the applicable specified payment date.

10.12 Compliance with Section 409A. It is intended that this Plan comply with the provisions of Section 409A. This Plan shall be administered in a manner consistent with this intent, and any provision that would cause the Plan to fail to satisfy Section 409A shall have no force and effect until amended to comply with Section 409A (which amendment may be retroactive to the extent permitted by Section 409A and may be made by the Company without the consent of the affected Participants).

Notwithstanding anything herein to the contrary, in the event that all or any portion of a Participant's benefit under this Plan is includible in the Participant's income as a result of a failure to comply with the requirements of Section 409A, the Board of Directors may direct the Plan to pay to the Participant during the Plan Year in which such failure is identified a lump sum payment from the Participant's Account equal to the amount that is required to be included in the Participant's income as a result of such failure. The Participant's Account Balance shall be reduced by the amount of such payment.

Executed this 31st day of December, 2008.

CELANESE AMERICAS CORPORATION  
BENEFITS COMMITTEE

By: /s/ Jan Dean

By: /s/Patrick R. Carroll

By: /s/ Michael Summers

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## **Section 9: EX-10.14(A) (EXHIBIT 10.14(A))**

**Exhibit 10.14(a)**

**FIRST AMENDMENT TO THE  
CELANESE AMERICAS SUPPLEMENTAL RETIREMENT SAVINGS PLAN  
AS AMENDED AND RESTATED  
EFFECTIVE AS OF JANUARY 1, 2009**

WHEREAS, Celanese Americas LLC (the "Company") sponsors the Celanese Americas Supplemental Retirement Savings Plan (the "Plan"); and

WHEREAS, the Plan was amended and restated effective as of January 1, 2009; and

WHEREAS, pursuant to Section 9.1 of the Plan, the Company's Benefits Committee has the authority to amend the Plan

NOW, THEREFORE, Sections 4.2 and 10.5 the Plan are hereby amended and restated as follows:

4.2 Amount of Interest. Each Participant's Account shall be increased by an earnings adjustment amount on each Valuation Date. The earnings adjustment amount on each Valuation Date shall be the rate of return of the 1-3 Year Government/Credit Bond Index Fund-F under the Qualified Savings Plan since the most recent Valuation Date multiplied by the Participant's Account Balance on the most recent Valuation Date.

10.5 Governing Law. Except to the extent preempted by federal law, the Plan shall be construed in accordance with the laws of the State of Texas without regard to conflict of law rules, and all disputes and controversies shall be subject to the exclusive venue and jurisdiction of the federal courts located in the Northern District of Texas.

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IN WITNESS WHEREOF, the Company has caused this First Amendment to the Plan to be executed by its duly authorized representative on this 10th day of April, 2013.

CELANESE BENEFITS COMMITTEE

By: /s/ James Coppens

By: /s/ Christopher W. Jensen

By: /s/ Jan Dean

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## Section 10: EX-10.15 (EXHIBIT 10.15)

**Exhibit 10.15**

### Summary of Non-Employee Director Compensation

Each non-employee director of Celanese Corporation (the “Company”) is entitled to (i) an annual cash retainer of \$100,000\*, which is paid in quarterly installments, in arrears, and (ii) an annual equity retainer of \$120,000\*\* in restricted stock units (awarded at the first regular board meeting following the Annual Meeting of Stockholders). In addition, the chair of the nominating and corporate governance committee and the environmental, health, safety and public policy committee receives an annual fee of \$10,000, and the chair of the audit committee and the compensation and management development committee receives an annual fee of \$20,000. The lead director receives an annual fee of \$25,000. These amounts are paid in quarterly installments, in arrears, and prorated for actual service.

Non-employee directors are also entitled to participate in the Company’s 2008 Deferred Compensation Plan, which is an unfunded, nonqualified deferred compensation plan that allows directors the opportunity to defer a portion of their compensation in exchange for a future payment amount equal to their deferrals plus or minus certain amounts based upon the market performance of specified measurement funds selected by the participant.

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\* Increased from \$85,000 beginning August 1, 2013.

\*\* Increased from \$95,000 beginning at the 2014 Annual Meeting.

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## Section 11: EX-12.1 (EXHIBIT 12.1)

**Exhibit 12.1**

### Celanese Corporation and Subsidiaries Statement of Computation of Ratio of Earnings to Fixed Charges

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

Effective January 1, 2013, we elected to change our policy for recognizing actuarial gains and losses and changes in the fair value of plan assets for our defined benefit pension plans and other postretirement benefit plans. We now immediately recognize in operating results net actuarial gains and losses and the change in fair value of plan assets annually in the fourth quarter of each fiscal year and whenever a plan is required to be remeasured. The remaining components of our net periodic benefit cost are recorded on a quarterly basis. Financial information for prior periods has been retrospectively adjusted.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(In \$ millions, except ratios)				
Earnings:					
Earnings (loss) from continuing operations before tax	1,609	321	467	433	105
Subtract					
Equity in net earnings of affiliates	(180)	(242)	(192)	(168)	(99)
Add					
Income distributions from equity investments	141	262	205	138	78
Amortization of capitalized interest	3	2	2	2	2
Total fixed charges	234	247	283	262	268
Total earnings as defined before fixed charges	1,807	590	765	667	354
Fixed charges:					
Interest expense	172	185	221	204	207
Capitalized interest	9	7	4	2	2
Estimated interest portion of rent expense	53	55	58	53	49
Cumulative preferred stock dividends	—	—	—	3	10
Guaranteed payment to minority shareholders	—	—	—	—	—
Total fixed charges	234	247	283	262	268
Ratio of earnings to fixed charges	7.7x	2.4x	2.7x	2.5x	1.3x

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## Section 12: EX-21.1 (EXHIBIT 21.1)

### Exhibit 21.1

#### List of Subsidiaries of Celanese Corporation

Name of Company	Jurisdiction
<b>Aggregate Ownership of more than 50% (100% aggregate ownership unless otherwise indicated)</b>	
1776461 Canada Inc.	Canada
Acetex Chimie S.A.	France
Acetex (Cyprus) Ltd.	Cyprus
Acetex Derivatives, SAS	France
Acetex Intermediates, SAS	France
Acetyls Holdco Cayman Ltd.	Cayman Islands
Alberta Ag - Industries Ltd.	Canada
Amcel International Co., Inc.	Delaware
BCP Holdings GmbH	Germany
CAPE Holding GmbH†	Germany
CCC Environmental Management and Solutions GmbH & Co. KG	Germany
CCC Environmental Management and Solutions Verwaltungs-GmbH	Germany
CE Receivables LLC	Delaware
Celanese (China) Holding Co., Ltd.	China
Celanese (Nanjing) Acetyl Derivatives Co., Ltd.	China
Celanese (Nanjing) Acetyl Intermediates Co., Ltd.	China
Celanese (Nanjing) Chemical Co., Ltd.	China
Celanese (Nanjing) Diversified Chemical Co., Ltd.	China
Celanese (Shanghai) International Trading Co., Ltd.	China
Celanese Acetate Limited	United Kingdom
Celanese Acetate LLC	Delaware
Celanese Advanced Materials Inc.†	Delaware
Celanese Alpine S. à r.l. & Co. KG	Germany
Celanese Americas LLC	Delaware
Celanese Argentina S.A.	Argentina
Celanese Canada Inc.	Canada
Celanese Chemicals Europe GmbH	Germany
Celanese Chemicals Ibérica S.L	Spain
Celanese Chemicals Inc.	Delaware
Celanese Chemicals India Private Ltd	India
Celanese Chemicals S.A. (Pty) Ltd.	South Africa
Celanese Chemicals UK Ltd.	United Kingdom
Celanese Deutschland Holding GmbH	Germany
Celanese do Brasil Ltda.	Brazil
Celanese Emulsions B.V	Netherlands
Celanese Emulsions GmbH	Germany
Celanese Emulsions Ltd.	United Kingdom
Celanese Emulsions Norden AB	Sweden
Celanese Emulsions Pension Plan Trustees Ltd	United Kingdom
Celanese EVA Performance Polymers Corporation	North Carolina
Celanese EVA Performance Polymers Inc.	Canada
Celanese EVA Performance Polymers Partnership	Canada
Celanese Far East Ltd.	Hong Kong



Celanese GmbH	Germany
Celanese Holding GmbH	Germany
Celanese Holdings B.V	Netherlands
Celanese Holdings Luxembourg S.à r.l	Luxembourg
Celanese Hungary Kft.	Hungary
Celanese International Corporation	Delaware
Celanese International Holdings Luxembourg S.à r.l	Luxembourg
Celanese Japan Limited	Japan
Celanese Korea Ltd.	Korea
Celanese Ltd.	Texas
Celanese Mexico Holdings LLC	Delaware
Celanese PTE. Ltd.	Singapore
Celanese S.A.	Argentina
Celanese S.A./N.V.	Belgium
Celanese Singapore PTE. Ltd.	Singapore
Celanese Singapore VAM PTE. Ltd.	Singapore
Celanese (Thailand) Limited	Thailand
Celanese US Holdings LLC	Delaware
Celanese Ventures USA, Inc.†	Delaware
Celstran GmbH	Germany
Celtran Inc.	Delaware
Celwood Insurance Company	Vermont
CNA Funding LLC	Delaware
CNA Holdings LLC	Delaware
Crystal US Sub 3 Corp.	Delaware
Edmonton Methanol Company	Canada
Elwood Insurance Limited	Bermuda
Estech GmbH & Co. KG†	Germany
FKAT LLC	Delaware
Grupo Celanese, S. de R.L. de C.V. <sup>2</sup>	Mexico
HNA Acquisition ULC	Canada
Infraserv Verwaltungs GmbH	Germany
KEP Americas Engineering Plastics, LLC	Delaware
KEP Europe GmbH	Germany
Majoriva GmbH	Germany
Methanol Holdco Cayman Ltd.	Cayman Islands
Northern Mountains Celcan LP	Canada
NutriCapital Inc.	Delaware
Nutrinova Benelux S.A./N.V.	Belgium
Nutrinova France S.à r.l†	France
Nutrinova Inc.	Delaware
Nutrinova Nutrition Specialties & Food Ingredients GmbH	Germany
PT Celanese Indonesia Operations	Indonesia
RIOMAVA GmbH	Germany
Servicios Corporativos Celanese S. de R.L. de C.V.	Mexico
Tenedora Tercera de Toluca S. de R.L. de C.V.	Mexico
Ticona Austria GmbH	Austria
Ticona CR s.r.o	Czech Republic
Ticona Fortron Inc.	Delaware
Ticona France S.à r.l	France

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Ticona GmbH	Germany
Ticona Industrial Co. Ltd.	South Korea
Ticona Italia S.r.L	Italy
Ticona Korea Ltd.	Korea
Ticona LLC	Delaware
Ticona PBT Holding B.V.	Netherlands
Ticona Polymers Inc.	Delaware
Ticona Polymers Ltda.	Brazil
Ticona Technische Polymere gAG	Russia
Ticona UK Limited	United Kingdom
Transatlantique Chimie S.A.	France
Tydeus Erste Vermögensverwaltungs GmbH	Germany
Tydeus Zweite Vermögensverwaltungs GmbH	Germany
US Pet Film Inc.	Delaware

#### **Aggregate Ownership of 50% or less**

CTE Petrochemicals Co. <sup>3</sup>	Cayman Islands
Fairway Methanol LLC <sup>3</sup>	Delaware
Fortron Industries, LLC <sup>3</sup>	North Carolina
InfraServ GmbH & Co. Gendorf KG <sup>4</sup>	Germany
Infraserv GmbH & Co. Hoechst KG <sup>5</sup>	Germany
InfraServ GmbH & Co. Knapsack KG <sup>6</sup>	Germany
InfraServ GmbH & Co. Wiesbaden KG <sup>7</sup>	Germany
Korea Engineering Plastics Co., Ltd. <sup>3</sup>	Korea
Kunming Cellulose Fibers Company, Limited <sup>8</sup>	China
National Methanol Company <sup>9</sup>	Saudi Arabia
Nantong Cellulose Fibers Company, Limited <sup>10</sup>	China
Polyplastics Company, Ltd. <sup>11</sup>	Japan
Zhuhai Cellulose Fibers Company, Limited <sup>8</sup>	China

<sup>1</sup> Aggregate ownership is 51.00%

<sup>2</sup> Aggregate ownership is 99.89%

<sup>3</sup> Aggregate ownership is 50.00%

<sup>4</sup> Aggregate ownership is 32.43%

<sup>5</sup> Aggregate ownership is 39.00%

<sup>6</sup> Aggregate ownership is 27.00%

<sup>7</sup> Aggregate ownership is 7.90%

<sup>8</sup> Aggregate ownership is 30.00%

<sup>9</sup> Aggregate ownership is 25.00%

<sup>10</sup> Aggregate ownership is 30.68%

<sup>11</sup> Aggregate ownership is 45.00%

† In liquidation

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## **Section 13: EX-23.1 (EXHIBIT 23.1)**

**Exhibit 23.1**

### **Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Celanese Corporation:

We consent to the incorporation by reference in the registration statements on Form S-8 (Nos. 333-122789, 333-128048, 333-158734, 333-158736, 333-166358, and 333-180932) and on Form S-3 (No. 333-173822) of Celanese Corporation of our reports dated February 7, 2014, with respect to the consolidated balance sheets of Celanese Corporation as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2013, and the effectiveness of internal control over financial reporting as of December 31, 2013, which reports appear in the December 31, 2013 annual report on Form 10-K of Celanese Corporation. Our report on the consolidated financial statements refers to a change in the method of accounting for pension and other postretirement benefit obligations.

/s/ KPMG LLP

Dallas, Texas  
February 7, 2014

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## Section 14: EX-23.2 (EXHIBIT 23.2)

Exhibit 23.2

### Consent of Independent Auditors

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-173822) and Form S-8 (Nos. 333-122789, 333-128048, 333-158734, 333-158736, 333-166358 and 333-180932) of Celanese Corporation of our report dated February 7, 2014, relating to the financial statements of CTE Petrochemicals Company which appear in this Annual Report on Form 10-K of Celanese Corporation.

/s/ BDO USA, LLP

Dallas, Texas  
February 7, 2014

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## Section 15: EX-23.3 (EXHIBIT 23.3)

Exhibit 23.3

### Consent of Independent Auditors

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-173822) and Form S-8 (Nos. 333-122789, 333-128048, 333-158734, 333-158736, 333-166358 and 333-180932) of Celanese Corporation of our report dated February 4, 2014, relating to the financial statements of National Methanol Company (Ibn Sina) (which expresses an unqualified opinion and includes an emphasis of matter paragraph relating to differences between accounting principles generally accepted in Saudi Arabia and accounting principles generally accepted in the United States of America) which appear in this Annual Report on Form 10-K of Celanese Corporation.

For BDO Dr. Mohamed Al-Amri & Co.

/s/ Gihad M. Al-Amri  
Certified Public Accountant  
Registration No. 362

Dammam, Saudi Arabia  
February 7, 2014

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## Section 16: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

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

I, Mark C. Rohr, certify that:

1. I have reviewed this annual report on Form 10-K 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

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Mark C. Rohr  
*Chairman of the Board of Directors and  
Chief Executive Officer*  
Date: February 7, 2014

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## Section 17: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

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

I, Steven M. Sterin certify that:

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

/s/ STEVEN M. STERIN

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Steven M. Sterin  
*Senior Vice President and  
Chief Financial Officer*  
Date: February 7, 2014

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## Section 18: EX-32.1 (EXHIBIT 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 Annual Report of Celanese Corporation (the "Company") on Form 10-K for the period ending December 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark C. Rohr, Chairman of the Board of Directors and Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

/s/ MARK C. ROHR

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Mark C. Rohr  
*Chairman of the Board of Directors and  
Chief Executive Officer*

Date: February 7, 2014

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## Section 19: EX-32.2 (EXHIBIT 32.2)

Exhibit 32.2

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

In connection with the Annual Report of Celanese Corporation (the "Company") on Form 10-K for the period ending December 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven M. Sterin, Senior Vice President and Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

/s/ STEVEN M. STERIN

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Steven M. Sterin  
*Senior Vice President and  
Chief Financial Officer*

Date: February 7, 2014

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## Section 20: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

**CTE PETROCHEMICALS COMPANY  
FINANCIAL STATEMENTS  
Index to Financial Statements**

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## **INDEPENDENT AUDITOR'S REPORT**

To the Board of Directors and Partners of  
CTE Petrochemicals Company

We have audited the accompanying financial statements of CTE Petrochemicals Company, which comprise the balance sheets as of December 31, 2013 and 2012, and the related statements of operations, comprehensive income (loss), partners' capital, and cash flows for the three years in the period ended December 31, 2013, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of CTE Petrochemicals Company as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the three years in the period ended December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

/s/ BDO USA, LLP

Dallas, Texas  
February 7, 2014

**CTE PETROCHEMICALS COMPANY**  
**STATEMENTS OF OPERATIONS**

	Year Ended December 31,		
	2013	2012	2011
		(In thousands)	
Equity in net earnings of Ibn Sina	\$ 214,704	\$ 267,172	\$ 232,250
Administrative expenses	(45)	(67)	(119)
Withholding tax expense	(10,320)	(12,712)	(11,329)
Net earnings	<u>\$ 204,339</u>	<u>\$ 254,393</u>	<u>\$ 220,802</u>

See the accompanying notes to the financial statements.

**CTE PETROCHEMICALS COMPANY**  
**STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	Year Ended December 31,		
	2013	2012	2011
		(In thousands)	
Net earnings	\$ 204,339	\$ 254,393	\$ 220,802
Other comprehensive income (loss)			
Pension and postretirement benefits	(300)	(700)	(5,642)
Total other comprehensive income (loss), net of tax	(300)	(700)	(5,642)
Total comprehensive income, net of tax	<u>\$ 204,039</u>	<u>\$ 253,693</u>	<u>\$ 215,160</u>

See the accompanying notes to the financial statements.

**CTE PETROCHEMICALS COMPANY  
BALANCE SHEETS**

	As of December 31,	
	2013	2012
	(In thousands)	
<b>Assets</b>		
Current assets		
Cash	\$ 298	\$ 71
Total current assets	298	71
Investment in Ibn Sina	164,193	156,048
Total assets	\$ 164,491	\$ 156,119
<b>Liabilities and Partners' Capital</b>		
Current liabilities		
Accrued liabilities	\$ 45	\$ 60
Total current liabilities	45	60
Partners' capital	164,446	156,059
Total liabilities and partners' capital	\$ 164,491	\$ 156,119

See the accompanying notes to the financial statements

**CTE PETROCHEMICALS COMPANY  
STATEMENTS OF PARTNERS' CAPITAL**

	2013			2012			2011		
	Texas Eastern Arabian Ltd.	Elwood Insurance Ltd.	Total	Texas Eastern Arabian Ltd.	Elwood Insurance Ltd.	Total	Texas Eastern Arabian Ltd.	Elwood Insurance Ltd.	Total
	(In thousands)			(In thousands)			(In thousands)		
<b>Partners' Capital</b>									
Balance as of the beginning of the year	\$ 78,703	\$ 85,448	\$ 164,151	\$ 73,256	\$ 77,976	\$ 151,232	\$ 72,344	\$ 73,195	\$ 145,539
Net earnings	102,170	102,169	204,339	127,197	127,196	254,393	110,401	110,401	220,802
Net dividends	(103,160)	(92,492)	(195,652)	(121,750)	(119,724)	(241,474)	(109,489)	(105,620)	(215,109)
Balance as of the end of the year	77,713	95,125	172,838	78,703	85,448	164,151	73,256	77,976	151,232
Accumulated Other Comprehensive Income (Loss), Net									
Balance as of the beginning of the year	(4,046)	(4,046)	(8,092)	(3,696)	(3,696)	(7,392)	(875)	(875)	(1,750)
Pension and postretirement benefits	(150)	(150)	(300)	(350)	(350)	(700)	(2,821)	(2,821)	(5,642)
Balance as of the end of the year	(4,196)	(4,196)	(8,392)	(4,046)	(4,046)	(8,092)	(3,696)	(3,696)	(7,392)
Total Partners' Capital	\$ 73,517	\$ 90,929	\$ 164,446	\$ 74,657	\$ 81,402	\$ 156,059	\$ 69,560	\$ 74,280	\$ 143,840

See the accompanying notes to the financial statements.

**CTE PETROCHEMICALS COMPANY**  
**STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
Operating activities			
Net earnings	\$ 204,339	\$ 254,393	\$ 220,802
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Equity in net earnings of Ibn Sina	(214,704)	(267,172)	(232,250)
Dividends received	206,259	254,251	226,570
Accrued liabilities	(15)	5	55
Net cash provided by operating activities	195,879	241,477	215,177
Financing activities			
Dividends paid	(195,652)	(241,474)	(215,109)
Net cash used in financing activities	(195,652)	(241,474)	(215,109)
Net change in cash	227	3	68
Cash at beginning of year	71	68	—
Cash at end of year	\$ 298	\$ 71	\$ 68

See the accompanying notes to the financial statements.



**CTE PETROCHEMICALS COMPANY  
NOTES TO FINANCIAL STATEMENTS**

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

CTE Petrochemicals Company ("CTE" or the "Company") is a common general partnership (the "Partnership") which was formed on January 27, 1981 pursuant to the laws of the Cayman Islands, British West Indies. The original partners, Celanese Arabian Inc. ("Celanese Arabian") and Texas Eastern Arabian Ltd. ("Texas Eastern"), a wholly owned subsidiary of Duke Energy Corporation ("Duke"), each acquired an equal ownership interest in CTE. Through a series of transactions, Elwood Insurance Limited ("Elwood"), a wholly owned subsidiary of Celanese Corporation ("Celanese"), acquired Celanese Arabian's original interest in CTE, and Celanese and Duke continue to have an equal ownership interest, including profit and loss distribution, through their respective subsidiaries, Elwood and Texas Eastern.

CTE's primary asset is its 50% investment in National Methanol Company ("Ibn Sina"). Ibn Sina, a Saudi limited liability company registered under the laws of Saudi Arabia, is owned equally by CTE and Saudi Basic Industries Corporation ("SABIC"), a privately-held Saudi Arabian joint stock company. Ibn Sina was formed in 1981 and is in the business of operating a petrochemical complex which produces methanol and methyl tertiary butyl ether ("MTBE").

On April 1, 2010, Elwood, Texas Eastern and SABIC expanded the scope of Ibn Sina to include the creation of a polyacetal ("POM") production facility and extended the term of the joint venture to 2032. The capital required to build the POM plant is funded equally by SABIC and CTE. Elwood and Texas Eastern provide 65% and 35%, respectively, of the POM funding requirements of CTE. Once the POM plant becomes commercially operational, which is estimated to occur in 2016, CTE's respective earnings will be split 65% and 35% to Elwood and Texas Eastern, respectively. However, the partners' equal ownership percentage in CTE will remain unchanged. Elwood and Texas Eastern will continue to share the power to direct the activities that most significantly impact the Company's economic performance. SABIC will continue to have 50% ownership in Ibn Sina, including its respective share of profits and losses.

**Basis of Presentation**

The financial statements were prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for all periods presented.

**2. Summary of Accounting Policies**

• **Estimates and assumptions**

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and revenues and expenses. These estimates, based on best available information at the time, could differ from actual results.

• **Investment in Ibn Sina**

The Company accounts for its investment in Ibn Sina using the equity method of accounting as it has the ability to exercise significant influence over operating and financial policies of Ibn Sina, but does not exercise control. Under the equity method, the investment, originally recorded at cost, is adjusted to recognize the Company's share in net earnings or losses of Ibn Sina and reduced by dividends received.

The Company assesses the recoverability of the carrying value of its investment whenever events or changes in circumstances indicate a loss in value that is other than a temporary decline. A loss in value of an equity-method investment which is other than a temporary decline will be recognized as the difference between the carrying amount of the investment and its fair value, and such loss, if any, would be charged to earnings. No such losses have been recognized.

• **Dividends**

The Company records dividends when received as reduction of its investment. Historically, Ibn Sina has distributed a substantial portion of the after tax earnings to its partners. CTE remits the dividends to its partners, Elwood and Texas Eastern, simultaneously when received from Ibn Sina.

#### • Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) is the Company's share of Ibn Sina's gains or losses for pension and postretirement benefits that are not recognized immediately as a component of net periodic pension cost.

### 3. Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, an amendment to FASB ASC Topic 220 ("2013-02"). The update requires disclosure of amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present either on the face of the statement of operations or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. This ASU is effective prospectively for the Company for annual periods beginning January 1, 2014. The Company will comply with the disclosure requirements of this ASU for the year ending December 31, 2014.

In February 2013, the FASB issued ASU 2013-04, *Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date*, an amendment to FASB ASC Topic 405, *Liabilities* ("FASB ASC Topic 405"). The update requires an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed as of the reporting date as the sum of the obligation the entity agreed to pay among its co-obligors and any additional amount the entity expects to pay on behalf of its co-obligors. This ASU is effective for annual and interim periods beginning after December 15, 2013 and is required to be applied retrospectively to all prior periods presented for those obligations that existed upon adoption of the ASU. The Company does not expect the impact of adopting this ASU to be material to the Company's financial position, results of operations or cash flows.

### 4. Investment in Ibn Sina

The following are summarized US GAAP financial statement results of Ibn Sina as of and for the years ended December 31 (in thousands):

	Year Ended December 31,		
	2013	2012	2011
Total Assets	\$ 551,865	\$ 551,500	\$ 529,100
Debt	—	—	—
Total Liabilities	231,849	231,958	222,123
Net Sales	1,179,823	1,345,146	1,242,616
Operating Income	541,741	665,050	576,476
Net Income	479,945	591,487	515,650

The laws of Saudi Arabia require different allocations of income taxes to capital balances based upon the respective partner's country of domicile. Accordingly, CTE's percentage of Ibn Sina's net income in equity is not proportioned to its ownership percentages.

### 5. Withholding Taxes

The financial statements reflect no provision or liability for income taxes because the Company's financial results are included in the income tax returns of the Partners for the years ended December 31, 2013, 2012 and 2011. The Company incurs withholding tax from the Saudi Arabian government at a rate of 5% on dividends received from its investment in Ibn Sina. Withholding taxes are reported as withholding tax expense on the Company's statements of operations when dividends are received. Amounts shown as withholding tax expense were paid to the Saudi Arabian government in the respective periods presented. For the years ended December 31, 2013, 2012 and 2011 taxes paid were \$10.3 million, \$12.7 million and \$11.3 million, respectively.

### 6. Subsequent Events

Subsequent events were updated through February 7, 2014, the date at which the financial statements were available to be issued.

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## Section 21: EX-99.2 (EXHIBIT 99.2)

Exhibit 99.2

NATIONAL METHANOL COMPANY (IBN SINA)  
(A SAUDI LIMITED LIABILITY COMPANY)

FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT  
YEARS ENDED DECEMBER 31, 2013, 2012 and 2011

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## INDEPENDENT AUDITOR'S REPORT

To the management  
National Methanol Company (Ibn Sina)  
Al-Jubail, Saudi Arabia

We have audited the accompanying financial statements of National Methanol Company (Ibn Sina), which comprise the balance sheets as of December 31, 2013 and 2012, and the related statements of income, cash flows, and partners' equity for the three years in the period ended December 31, 2013, and the related notes to the financial statements, which, as described in Note 2 to the financial statements, have been prepared on the basis of accounting principles generally accepted in Saudi Arabia.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in Saudi Arabia; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of National Methanol Company (Ibn Sina) as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the three years in the period ended December 31, 2013 in accordance with accounting principles generally accepted in Saudi Arabia.

### **Emphasis of Matter**

As discussed in Note 2 to the financial statements, National Methanol Company (Ibn Sina) prepares its financial statements in accordance with accounting principles generally accepted in Saudi Arabia, which differs from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Note 22 to the financial statements. Our opinion is not modified with respect to this matter.

For BDO Dr. Mohamed Al-Amri & Co.

/s/ Gihad M. Al-Amri  
Certified Public Accountant  
Registration No. 362

Dammam, Saudi Arabia  
February 4, 2014

**NATIONAL METHANOL COMPANY (IBN SINA)**  
(A SAUDI LIMITED LIABILITY COMPANY)

**BALANCE SHEETS**  
**AS OF DECEMBER 31, 2013 AND 2012**

	Notes	2013 SR 000	2012 SR 000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	3	102,152	419,343
Receivable from related parties	15	583,220	554,140
Inventories	4	216,340	240,024
Other receivables and prepayments	5	77,547	65,867
<b>Total current assets</b>		<b>979,259</b>	<b>1,279,374</b>
<b>Non-current assets</b>			
Property, plant and equipment	6	971,101	715,537
Intangible assets	7	91,955	34,535
Other non-current assets	8	12,522	17,403
<b>Total non-current assets</b>		<b>1,075,578</b>	<b>767,475</b>
<b>TOTAL ASSETS</b>		<b>2,054,837</b>	<b>2,046,849</b>
<b>LIABILITIES AND PARTNERS' EQUITY</b>			
<b>Current liabilities</b>			
Accounts payable	10	62,154	70,917
Accrued and other current liabilities	11	564,965	570,851
<b>Total current liabilities</b>		<b>627,119</b>	<b>641,768</b>
Non-current liabilities	12	118,575	121,680
<b>Total liabilities</b>		<b>745,694</b>	<b>763,448</b>
<b>Partners' equity</b>			
Share capital	1	558,000	558,000
Statutory reserve	18	279,000	279,000
Retained earnings		472,143	446,401
<b>Total partners' equity</b>		<b>1,309,143</b>	<b>1,283,401</b>
<b>TOTAL LIABILITIES AND PARTNERS' EQUITY</b>		<b>2,054,837</b>	<b>2,046,849</b>

The accompanying notes form an integral part of these financial statements

**NATIONAL METHANOL COMPANY (IBN SINA)**  
(A SAUDI LIMITED LIABILITY COMPANY)

**STATEMENTS OF INCOME**  
**YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011**

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	Notes	2013 SR 000	2012 SR 000	2011 SR 000
Sales	15	4,424,335	5,044,298	4,659,811
Cost of sales	15	(2,344,509)	(2,524,445)	(2,474,365)
<b>Gross profit</b>		<b>2,079,826</b>	2,519,853	2,185,446
Distribution expenses		(371)	(478)	(1,011)
General and administrative expenses	14,15	(26,469)	(25,439)	(20,221)
<b>Operating income</b>		<b>2,052,986</b>	2,493,936	2,164,214
Financial charges		(21)	—	(14)
Other income, net		8,192	11,752	15,029
<b>NET INCOME</b>		<b>2,061,157</b>	2,505,688	2,179,229

The accompanying notes form an integral part of these financial statements

**NATIONAL METHANOL COMPANY (IBN SINA)**  
(A SAUDI LIMITED LIABILITY COMPANY)

**STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011**

	<b>2013</b>	2012	2011
	<b>SR 000</b>	SR 000	SR 000
<b>OPERATING ACTIVITIES</b>			
Net income	<b>2,061,157</b>	2,505,688	2,179,229
Adjustments for:			
Provision for obsolete inventories	<b>337</b>	—	—
Depreciation	<b>107,917</b>	111,258	159,248
Loss on write-off of property, plant and equipment	<b>91</b>	5	—
Amortization	<b>52,532</b>	50,508	29,593
End-of-service indemnities	<b>15,234</b>	14,806	14,669
Changes in operating assets and liabilities:			
Receivable from related parties	<b>(29,080)</b>	(51,543)	(40,467)
Inventories	<b>23,347</b>	(38,296)	17,474
Other receivables and prepayments	<b>(11,680)</b>	(9,023)	(19,149)
Accounts payable	<b>(8,763)</b>	30,953	(6,574)
Accrued and other current liabilities	<b>67,486</b>	16,799	18,316
Other liabilities	<b>(334)</b>	(3,581)	3,675
End-of-service indemnities paid	<b>(18,005)</b>	(16,119)	(3,153)
Zakat and income tax paid	<b>(313,300)</b>	(311,623)	(186,229)
<b>Net cash from operating activities</b>	<b>1,946,939</b>	2,299,832	2,166,632
<b>INVESTING ACTIVITIES</b>			
Additions to property, plant and equipment, net	<b>(363,777)</b>	(96,113)	(239,665)
Proceeds from disposal of property, plant and equipment	<b>205</b>	—	—
Additions to intangible assets	<b>(109,952)</b>	(21,937)	(53,963)
Other non-current assets	<b>4,881</b>	3,520	33,097
<b>Net cash used in investing activities</b>	<b>(468,643)</b>	(114,530)	(260,531)
<b>FINANCING ACTIVITIES</b>			
Dividends paid net of zakat and income tax	<b>(1,795,487)</b>	(2,161,299)	(1,845,995)
<b>Cash used in financing activities</b>	<b>(1,795,487)</b>	(2,161,299)	(1,845,995)
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(317,191)</b>	24,003	60,106
Cash and cash equivalents, January 1	<b>419,343</b>	395,340	335,234
<b>CASH AND CASH EQUIVALENTS, DECEMBER 31</b>	<b>102,152</b>	419,343	395,340

The accompanying notes form an integral part of these financial statements

**NATIONAL METHANOL COMPANY (IBN SINA)**  
(A SAUDI LIMITED LIABILITY COMPANY)

**STATEMENTS OF PARTNERS' EQUITY**  
**YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011**

	Notes	Saudi Basic Industries Corporation SR 000	CTE Petrochemicals Company SR 000	Total SR 000
<b>Share capital</b>				
December 31, 2013, 2012 and 2011	1	<b>279,000</b>	<b>279,000</b>	<b>558,000</b>
<b>Statutory reserve</b>				
December 31, 2013, 2012 and 2011	18	<b>139,500</b>	<b>139,500</b>	<b>279,000</b>
<b>Retained earnings</b>				
January 1, 2011		172,989	138,390	311,379
Net income for the year		1,089,615	1,089,614	2,179,229
Zakat and income tax for the year	13	(28,549)	(226,441)	(254,990)
Amounts withheld from partners towards zakat and income tax		—	113,099	113,099
Dividends related to the year 2010, net		(173,185)	(139,564)	(312,749)
Dividends related to the current year		(823,173)	(823,172)	(1,646,345)
December 31, 2011		237,697	151,926	389,623
Net income for the year		1,252,844	1,252,844	2,505,688
Zakat and income tax for the year	13	(33,030)	(254,581)	(287,611)
Amounts withheld from partners towards zakat and income tax		—	169,770	169,770
Dividends related to the year 2011, net		(237,853)	(153,178)	(391,031)
Dividends related to the current year		(970,019)	(970,019)	(1,940,038)
December 31, 2012		249,639	196,762	446,401
Net income for the year		<b>1,030,579</b>	<b>1,030,578</b>	<b>2,061,157</b>
Zakat and income tax for the year	13	<b>(26,144)</b>	<b>(213,784)</b>	<b>(239,928)</b>
Amounts withheld from partners towards zakat and income tax		—	<b>191,997</b>	<b>191,997</b>
Dividends related to the year 2012, net		<b>(249,915)</b>	<b>(194,431)</b>	<b>(444,346)</b>
Dividends related to the current year		<b>(771,569)</b>	<b>(771,569)</b>	<b>(1,543,138)</b>
<b>December 31, 2013</b>		<b>232,590</b>	<b>239,553</b>	<b>472,143</b>
<b>Total partners' equity</b>				
<b>December 31, 2013</b>		<b>651,090</b>	<b>658,053</b>	<b>1,309,143</b>
December 31, 2012		668,139	615,262	1,283,401
December 31, 2011		656,197	570,426	1,226,623

The accompanying notes form an integral part of these financial statements

**NATIONAL METHANOL COMPANY (IBN SINA)**  
(A SAUDI LIMITED LIABILITY COMPANY)

**NOTES TO THE FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011**

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**1. ORGANIZATION AND ACTIVITIES**

National Methanol Company ("Ibn Sina") ("the Company") is a Saudi limited liability company registered under Commercial Registration No. 2055000779 dated 19 Rajab 1401H (May 23, 1981).

The Company is owned equally by Saudi Basic Industries Corporation ("SABIC"), a Saudi Arabian joint stock company and CTE Petrochemicals Company ("CTE"), a partnership registered in Cayman Islands, British West Indies. CTE is equally owned by Elwood Insurance Ltd., a Bermuda Corporation and Texas Eastern Arabian Ltd., a Bermuda Corporation (collectively "the Partners").

The authorized share capital of the Company is SR 742 million divided into 7,420 units of SR 100,000 each. The paid up capital at December 31, 2013 and 2012 was SR 558 million comprised of 5,580 units of SR 100,000 each.

The Company's principal business activity is to operate a petrochemical complex at Al-Jubail Industrial City which produces Methanol and Methyl Tertiary Butyl Ether ("MTBE"). The Company's Methanol and MTBE plants commenced commercial operations on November 1, 1984 and July 1, 1994, respectively. SABIC distributes and markets the Company's products.

During 2010, the partners agreed to expand the Company's activities by establishing a plant for the manufacturing of polyoxymethylene ("POM").

The Company's registered office is in Al-Jubail Industrial City in the Kingdom of Saudi Arabia.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accompanying financial statements have been prepared in compliance with the accounting standards issued by the Saudi Organization for Certified Public Accountants ("SOCPA"). The following is a summary of significant accounting policies applied by the Company:

**Accounting convention**

The financial statements are prepared under the historical cost convention.

**Revenue recognition**

Product sales are made to SABIC ("the Marketer"). Upon delivery of products to the Marketer, sales are recorded at provisional selling prices net of marketing expenses paid directly by the Marketer. These selling prices are later adjusted based upon actual selling prices received by the Marketer from third parties. Adjustments are recorded as they become known to the Company.

**Distribution and general and administrative expenses**

Distribution expenses principally comprise of costs incurred in the distribution and sale of the Company's products / services. All other expenses are classified as general and administrative expenses.

General and administrative expenses include indirect costs not specifically part of production costs as required under the accounting standards issued by SOCPA. Allocations between general and administrative expenses and cost of sales, when required, are made on a consistent basis.

**Accounts receivable**

Accounts receivable are stated at the original invoice amount less an allowance for any uncollectible amounts. Adjustments are recorded as they become known to the Company. An estimate for doubtful debts is made when the collection of the accounts receivable amount is considered doubtful. Bad debts are written off as incurred.



**NOTES TO THE FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011**

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**Inventories**

Finished goods and chemicals are stated at the lower of cost or net realizable value. Cost of finished goods, chemicals, spare parts and supplies is determined on a weighted average cost basis. Inventories of finished goods include cost of materials, labor and an appropriate portion of direct overheads.

Inventory items that are considered as essential to ensure continuous plant operations are treated as capital spare parts and are classified as plant and equipment and are depreciated using the depreciation rate relevant to the corresponding plant and equipment.

**Property, plant and equipment**

Property, plant and equipment are stated at cost net of accumulated depreciation except for construction in progress which is stated at cost. Expenditure on maintenance and repairs is expensed, while expenditure for betterments are capitalized. Depreciation is provided over the estimated useful lives of the applicable assets using the straight-line method. Leasehold improvements are amortized over the shorter of the estimated useful life or the remaining term of the lease. The estimated years of depreciation of the principal classes of assets are as follows:

	<u>Years</u>
Buildings	33
Plant and equipment	5-20
Catalyst	1-6
Furniture, fixtures and vehicles	4-10

The cost incurred for utilities facilities sharing agreement, which is included under POM project under construction, is stated at cost less the share of SABIC and its affiliate (collectively "the parties") in the project. Initially, the total cost incurred for the utilities facilities sharing agreement is recorded by the Company and the share received from the parties is reduced from the total cost incurred.

**Shared power project under construction**

The shared power project is stated at cost less the share of SABIC and its affiliates (collectively "the parties") in the project. Initially, the total cost incurred for the shared power project is recorded by the Company and the share received from the parties is reduced from the total cost incurred.

**Intangible assets**

Intangible assets anticipated to provide identifiable future benefits are classified as non-current assets, and are amortized using the straight-line method over their estimated useful lives. Such intangibles assets and their expected amortization periods are as follows:

*Employee home ownership ("HOP") costs*

Costs incurred in connection with the construction of employee housing are capitalized with the related assets and are amortized using the straight-line method over a period of five years.

*Planned turnaround costs*

Planned turnaround costs are deferred and amortized over the period until the date of the next planned turnaround. Should an unexpected turnaround occur prior to the previously envisaged date of planned turnaround, then the previously unamortized deferred costs are immediately expensed and the new turnaround costs are amortized over the period likely to benefit from such costs.

*Software development costs*

Software development costs are deferred and amortized using the straight-line method over a period of five years.

*Shared Services Organization ("SSO") costs*

Company's share in SSO's capital expenditure is deferred and amortized using the straight-line method over a period of five years.

**NOTES TO THE FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011**

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**Impairment**

At each balance sheet date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognized as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognized as income immediately.

**Production advances**

Amounts received from affiliates in respect of capital advances to finance tangible assets of the Company are included under non-current liabilities and are amortized over the estimated useful lives of the related assets using the straight-line method.

**End-of-service indemnities**

End-of-service indemnities, required by the Saudi Arabian labor law, are provided in the financial statements based on the employees' length of service.

**Employees' home ownership program**

The Company has a home ownership program that offers eligible Saudi employees home ownership opportunities.

Unsold housing units constructed for eventual sale to eligible employees are included under property, plant and equipment and depreciated over 33 years.

When the houses are allocated to the employees, the cost of houses constructed and sold to the employees under the program is transferred from property, plant and equipment to other non-current assets. Down payments and installments of purchase price received from employees are set off against the other non-current assets.

The cost of the houses and the related purchase price is removed from other non-current assets when the title to the houses is transferred to the employees, at which time, no significant gain or loss is expected to result to the Company.

**Employees' saving plan**

The Company maintains an employee saving plan. The contributions from the participants are deposited in a separate bank account and provision is established for the Company's contribution.

**Dividends**

Dividends are recognised as a liability at the time of their approval by the Board of Directors. Interim dividends are recorded as and when approved by the Board of Directors.

**Foreign currency translation**

Foreign currency transactions are translated into Saudi Riyals at the rates of exchange prevailing at the time of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to Saudi Riyals at the exchange rates prevailing at that date. Gains and losses from settlement and translation of foreign currency transactions are included in the statement of income.

NOTES TO THE FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011

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**Zakat and income tax**

The Company is subject to the Regulations of the Department of Zakat and Income Tax ("DZIT") in the Kingdom of Saudi Arabia. Zakat and income tax are provided on an accruals basis and charged to retained earnings. The zakat charge is computed at 2.5% on the zakat base or adjusted net income, whichever is higher. Income tax is computed at 20% of adjusted net income. Any difference in the estimate is recorded when the final assessment is approved, at which time the provision is cleared.

As per the requirements of the standard issued by the Saudi Organization for Certified Public Accountants, zakat and income tax provisions for mixed companies are presented as a separate item in the statement of partners' equity. Any amount withheld or recovered from partners towards zakat and income tax is added back to the partners' equity.

**By-product sales**

Sales of by-products are credited to cost of sales.

**Technology and innovation**

Technology and innovation costs are expensed when incurred.

**Leasing**

Leases are classified as capital leases whenever the terms of the lease transfer substantially all of the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Rentals payable under operating leases are charged to income on a straight-line basis over the term of the operating lease.

**3. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents include cash, demand deposits, and fixed term deposits with maturities of three months or less from the date of acquisitions. At December 31, 2013 and 2012, cash and cash equivalents are as follows:

	<b>2013</b>	2012
	<b>SR 000</b>	SR 000
Cash and bank balances	<b>102,152</b>	175,593
Time deposits	—	243,750
	<b>102,152</b>	419,343

Cash and bank balances at December 31, 2013 include employees saving plan deposits held in a separate bank account of SR 5.4 million (2012: SR 5.0 million), which are not available to the Company.

**4. INVENTORIES**

	<b>2013</b>	2012
	<b>SR 000</b>	SR 000
Finished goods	<b>128,820</b>	120,673
Raw materials	<b>26,433</b>	31,058
Spare parts and supplies	<b>56,137</b>	53,440
Goods in transit	<b>4,950</b>	34,853
	<b>216,340</b>	240,024

Inventories at December 31, 2013 are shown net of allowance for obsolescence of SR 12.6 million (2012: SR 12.3 million). The spare parts inventory primarily relates to plant and machinery and, accordingly, this inventory is expected to be utilized over a period exceeding one year.

NOTES TO THE FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011

5. OTHER RECEIVABLES AND PREPAYMENTS

	2013 SR 000	2012 SR 000
Advances to related parties (note 15)	50,427	44,711
Prepayments	15,781	15,945
Others	11,339	5,211
	<u>77,547</u>	<u>65,867</u>

6. PROPERTY, PLANT AND EQUIPMENT

2013

	Buildings SR 000	Plant and equipment SR 000	Catalyst SR 000	Furniture, fixtures and vehicles SR 000	Construction in progress SR 000	Total SR 000
<b>Cost</b>						
January 1, 2013	311,681	2,294,565	172,777	89,518	222,204	3,090,745
Additions	—	15,951	56,037	1,155	290,713	363,856
Transfers	—	19,831	1,944	138	(21,913)	—
Disposals	—	(430)	—	(356)	—	(786)
<b>December 31, 2013</b>	<u>311,681</u>	<u>2,329,917</u>	<u>230,758</u>	<u>90,455</u>	<u>491,004</u>	<u>3,453,815</u>
<b>Accumulated depreciation</b>						
January 1, 2013	233,797	1,921,469	141,338	78,604	—	2,375,208
Charge for year	9,438	82,791	12,746	2,942	—	107,917
Disposals/adjustments	—	(301)	—	(110)	—	(411)
<b>December 31, 2013</b>	<u>243,235</u>	<u>2,003,959</u>	<u>154,084</u>	<u>81,436</u>	<u>—</u>	<u>2,482,714</u>
<b>Net book value</b>						
<b>December 31, 2013</b>	<u>68,446</u>	<u>325,958</u>	<u>76,674</u>	<u>9,019</u>	<u>491,004</u>	<u>971,101</u>

**NOTES TO THE FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011**

**2012**

	Buildings SR 000	Plant and equipment SR 000	Catalyst SR 000	Furniture, fixtures and vehicles SR 000	Construction in progress SR 000	Total SR 000
<b>Cost</b>						
January 1, 2012	311,681	2,264,307	171,121	86,100	161,579	2,994,788
Additions	—	7,914	98	1,238	86,863	96,113
Transfers	—	22,500	1,558	2,180	(26,238)	—
Disposals	—	(156)	—	—	—	(156)
December 31, 2012	311,681	2,294,565	172,777	89,518	222,204	3,090,745
<b>Accumulated depreciation</b>						
January 1, 2012	224,279	1,842,464	121,445	75,913	—	2,264,101
Charge for year	9,518	79,156	19,893	2,691	—	111,258
Disposals	—	(151)	—	—	—	(151)
December 31, 2012	233,797	1,921,469	141,338	78,604	—	2,375,208
<b>Net book value</b>						
December 31, 2012	77,884	373,096	31,439	10,914	222,204	715,537

The Company has renewed its industrial land lease agreement with the Royal Commission for Jubail and Yanbu for a period of 10 years commencing from 1 Jumada 'I, 1432H (April 5, 2011).

At December 31, 2013 and 2012, construction in progress mainly represents costs incurred and advances paid in respect of catalyst housing units under construction, POM and the shared power project.

**POM project under construction**

The POM project under construction at December 31, 2013 amounted to SR 355.8 million (2012: SR 160.6 million). This comprises of costs incurred by the Company for the construction of the POM plant and related facilities at Jubail Industrial City, Kingdom of Saudi Arabia. Construction related costs at December 31, 2013 and 2012, comprise of construction costs under various agreements and directly attributable costs to bring the asset to the location and condition necessary for it to be capable of operating in a manner intended by the management. Directly attributable costs mainly include employee benefits, licensing fees and engineering costs.

During 2013, the Company awarded the engineering, procurement and construction (“EPC”) contract for POM project under construction to a third party amounting to SR 1,451.3 million. The POM project is expected to be completed in 2016.

Also during 2013, the Company entered into an agreement for utilities facilities sharing agreement with SABIC and its affiliate. The cost incurred for these shared utilities facilities are included under POM project under construction and are presented net of SABIC and its affiliate related share which amounted to SR 49.2 million as of December 31, 2013 (2012: SR 12.5 million).

**NOTES TO THE FINANCIAL STATEMENTS**  
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**Shared power project under construction**

During 2013, the Company entered into an agreement for EPC phase of the shared power project, with SABIC and its affiliates. Also, during 2013 the Company awarded the EPC contract for the shared power project to a third party amounting to SR 321.6 million. The shared power project is expected to be completed in 2015.

During 2012, the Company entered into an agreement for front end engineering design phase with SABIC and its affiliates for the shared power project to facilitate the Company's POM project and existing Methanol and MTBE plants.

The total cost incurred, provisional share of the parties, share of the POM project, and cost attributable to existing Methanol and MTBE plants recorded in construction in progress are as follows:

	<b>2013</b>	2012
	<b>SR 000</b>	SR 000
	<b>(cumulative)</b>	<b>(cumulative)</b>
Total cost incurred for the shared power project	<b>154,868</b>	48,132
Less: provisional share of the parties	<b>(123,906)</b>	(40,032)
Total cost attributable to the Company	<b>30,962</b>	8,100
Share attributable to the POM project under construction	<b>26,044</b>	7,546
Share attributable to existing Methanol and MTBE plants	<b>4,918</b>	554

**7. INTANGIBLE ASSETS**

**2013**

	Employee home ownership costs SR 000	Turnaround costs SR 000	Software development costs SR 000	SSO costs SR 000	Total SR 000
<b>Cost</b>					
January 1, 2013	5,877	291,656	18,963	—	316,496
Additions	—	100,907	—	9,045	109,952
<b>December 31, 2013</b>	<b>5,877</b>	<b>392,563</b>	<b>18,963</b>	<b>9,045</b>	<b>426,448</b>
<b>Accumulated amortization</b>					
January 1, 2013	4,927	259,288	17,746	—	281,961
Charge for the year	950	49,659	1,022	901	52,532
<b>December 31, 2013</b>	<b>5,877</b>	<b>308,947</b>	<b>18,768</b>	<b>901</b>	<b>334,493</b>
<b>Net book value</b>					
<b>December 31, 2013</b>	<b>—</b>	<b>83,616</b>	<b>195</b>	<b>8,144</b>	<b>91,955</b>

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2012

	Employee home ownership costs SR 000	Turnaround costs SR 000	Software development costs SR 000	Total SR 000
<b>Cost</b>				
January 1, 2012	5,877	269,719	18,963	294,559
Additions	—	21,937	—	21,937
December 31, 2012	5,877	291,656	18,963	316,496
<b>Accumulated amortization</b>				
January 1, 2012	3,752	210,116	17,585	231,453
Charge for the year	1,175	49,172	161	50,508
December 31, 2012	4,927	259,288	17,746	281,961
<b>Net book value</b>				
December 31, 2012	950	32,368	1,217	34,535

8. OTHER NON-CURRENT ASSETS

	2013 SR 000	2012 SR 000
Employee home ownership receivables	10,932	15,623
Others	1,590	1,780
	<b>12,522</b>	<b>17,403</b>

9. BANK FACILITIES

The Company has bank facilities amounting to SR 187.5 million from a local commercial bank for overdraft, short-term loans, letters of credit, guarantees etc. and bearing interest at commercial rates. The amount utilized at December 31, 2013 amounted to SR 12.3 million (2012: SR 24.9 million).

The Company is currently under negotiations with commercial banks for long-term loans for POM project which is expected to be finalized in first quarter of 2014.

10. ACCOUNTS PAYABLE

	2013 SR 000	2012 SR 000
Trade accounts payable	34,195	11,541
Due to related parties (note 15)	27,959	59,376
	<b>62,154</b>	<b>70,917</b>

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**11. ACCRUED AND OTHER CURRENT LIABILITIES**

	<b>2013</b>	2012
	<b>SR 000</b>	SR 000
Suppliers' accruals (note 15)	<b>456,485</b>	406,838
Technology and innovation costs (note 14,15)	<b>2,399</b>	1,557
Zakat and income tax (note 13)	<b>44,503</b>	117,875
Withholding tax	<b>12,941</b>	14,402
Others	<b>48,637</b>	30,179
	<b>564,965</b>	570,851

**12. NON-CURRENT LIABILITIES**

	<b>2013</b>	2012
	<b>SR 000</b>	SR 000
End-of-service indemnities	<b>103,676</b>	106,447
Employees' saving plan (note 17)	<b>9,844</b>	9,551
Other deferred credits	<b>5,055</b>	5,682
	<b>118,575</b>	121,680

The movement in end-of-service indemnities provision is as follows:

	<b>2013</b>	2012
	<b>SR 000</b>	SR 000
January 1	<b>106,447</b>	107,760
Additional provision for the year	<b>15,234</b>	14,806
Utilization of provision	<b>(18,005)</b>	(16,119)
<b>December 31</b>	<b>103,676</b>	106,447

Other deferred credits represent capital advances received from two affiliated companies for their share of the capital cost of a commonly used Truck Loading Facility which is owned and managed by the Company. These advances are being amortized to income over a period of twenty years, which approximates the period over which the related assets are depreciated by the Company.



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**13. ZAKAT AND INCOME TAX**

The principal elements of the zakat base are as follows:

	<b>2013</b>	2012	2011
	<b>SR 000</b>	SR 000	SR 000
Non-current assets	<b>1,075,578</b>	767,475	814,716
Spare parts and supplies	<b>56,137</b>	53,440	36,157
Non-current liabilities	<b>118,575</b>	121,680	126,574
Opening partners' equity	<b>1,283,401</b>	1,226,623	1,148,379
Dividends paid	<b>1,795,487</b>	2,161,299	1,845,995
Net income	<b>2,061,157</b>	2,505,688	2,179,229

Some of these amounts have been adjusted in arriving at the zakat charge for the year.

The movement in zakat and income tax provision is as follows:

	<b>2013</b>	2012	2011
	<b>SR 000</b>	SR 000	SR 000
<b>Zakat</b>			
January 1	<b>33,043</b>	28,601	19,806
Provision for the year	<b>26,278</b>	33,043	28,601
Over provision for the prior year	<b>(134)</b>	(13)	(52)
Payments during the year	<b>(32,909)</b>	(28,588)	(19,754)
December 31	<b>26,278</b>	33,043	28,601
	<b>2013</b>	2012	2011
	<b>SR 000</b>	SR 000	SR 000
<b>Income tax</b>			
January 1	<b>84,832</b>	113,286	53,319
Provision for the year	<b>210,222</b>	254,604	226,385
Under/(over) provision for the prior year	<b>3,562</b>	(23)	56
Payments during the year	<b>(280,391)</b>	(283,035)	(166,474)
December 31	<b>18,225</b>	84,832	113,286

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The charge for the year for zakat and income tax is as follows:

	<b>2013</b>	2012	2011
	<b>SR 000</b>	SR 000	SR 000
Zakat for the current year	<b>26,278</b>	33,043	28,601
Over provision of zakat for the prior year	<b>(134)</b>	(13)	(52)
Income tax for the current year	<b>210,222</b>	254,604	226,385
Under/(over) provision for income tax for the prior year	<b>3,562</b>	(23)	56
Charged to retained earnings	<b>239,928</b>	287,611	254,990

**Outstanding assessments**

Zakat and income tax assessments have been finalized with DZIT up to 2004.

During 2011, the DZIT issued assessments for the years 2005 and 2006 demanding additional income tax, zakat, delay fine and withholding tax amounting to SR 6.4 million. Additionally, during 2012, the DZIT issued revised assessments for the years 2005 and 2006 demanding additional income tax, zakat, delay fine and withholding tax amounting to SR 7.9 million.

During 2012, the DZIT has withdrawn the 2004 assessment. The DZIT demanded the Company to pay SR 1,914 as final settlement for the 2004 assessment which was paid by the Company during 2012.

During 2013, the Company paid SR 2.7 million for 2005 and 2006 additional assessments. Also, during 2013, the Company has made an appeal to the Higher Appeal Committee for 2005 and 2006 additional assessments issued by DZIT and has issued a bank guarantee for the related appeal amounting to SR 4.2 million.

Additional liabilities that may become payable in connection with zakat, income taxes, delay fines and costs related to the appeals will be borne by the partners of the Company.

The DZIT did not issue assessments for the year 2007 onwards as these years are in process by the DZIT.

**14. GENERAL AND ADMINISTRATIVE EXPENSES**

	<b>2013</b>	2012	2011
	<b>SR 000</b>	SR 000	SR 000
Employee benefits	<b>11,875</b>	11,106	7,684
Technology and innovation (note 15)	<b>10,043</b>	9,995	10,245
Depreciation	<b>369</b>	221	10
Other	<b>4,182</b>	4,117	2,282
	<b>26,469</b>	25,439	20,221

**15. RELATED PARTY TRANSACTIONS AND BALANCES**

Product sales are made to the Marketer. Receivable from related parties at December 31, 2013 and 2012 mainly represent receivables from the Marketer for the product sales made.

Certain feedstock material is purchased from the related parties. During 2013 such feedstock material purchased amounted to SR 8.5 million (2012: SR 17.9 million) (2011: SR 15.5 million).

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By-product sales are made to the related parties. During 2013 by-product sales amounted to SR 82.8 million (2012 : SR 100.8 million) (2011: SR 82.8 million).

All procurement services, including warehousing, transporting and arranging for delivery of materials related to the Company's spare parts, supplies and materials are provided by SABIC under the terms of the procurement services agreement entered between the Company and SABIC. Procurement services are provided by SABIC through the SSO. SABIC charged the Company SR 5.0 million in 2013 (2012: SR 5.2 million) (2011: SR 5.8 million) as procurement services fees.

Advances to the related parties included under other receivables and prepayments represent advances to SSO.

In addition to procurement services, SSO provides accounting, human resources, information technology, engineering, and other general services to the Company. The total amount charged in respect of these services was SR 28.4 million in 2013 (2012: SR 20.3 million) (2011: SR 16.3 million).

SABIC Terminal Services Limited (Sabtank) provides shipping and material handling services to the Company. The total service fee charged by the related party in this respect amounted to SR 8.6 million in 2013 (2012: SR 12.7 million) (2011: SR 7.6 million).

The partners also provide the Company with certain required technical, research and development, administrative and other services in accordance with executed agreements. The Company has a Technology and Innovation Service agreement with SABIC, under which SABIC provides research and development services to the Company. The Company is required to pay an annual fee under the agreement, which is calculated at one percent of Methanol sales plus the lesser of US \$1 million or one percent of MTBE sales. A summary of the amounts charged by the partners is as follows:

	<b>2013</b>	2012	2011
	<b>SR 000</b>	SR 000	SR 000
SABIC - for technology and innovation services	<b>10,043</b>	9,995	10,245

Suppliers' accruals included under accrued and other current liabilities include amounts payable to the related parties amounting to SR 4.9 million (2012: SR 21.7 million) (2011: SR 4.8 million).

**16. OPERATING LEASE ARRANGEMENTS**

	<b>2013</b>	2012	2011
	<b>SR 000</b>	SR 000	SR 000
Charges under operating leases recognized as an expense during the year	<b>10,854</b>	15,748	7,636

Operating lease charges represent rentals payable for vehicles, properties and land. Rentals are fixed at the start of each lease term for a period of 4 years for vehicles and 1 to 2 years for properties.

**17. EMPLOYEES' SAVING PLAN**

The Company administers a saving plan covering substantially all of the Company's employees. Participating employees may elect to contribute 1 to 15 percent of their basic salary. The Company matches cumulative employee contributions at a rate which increases by 10 percent each year until completion of ten years of participation, at which time Company's cumulative contributions equal the employee's cumulative contributions. The Company's contributions to the saving plan are accrued monthly and are not funded.

Employees are always fully vested in their contribution. The employees are fully vested in the Company's accruals generally after one year of participation in the plan. Employees may withdraw their contribution at any time under certain conditions, and have

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the option to repay such withdrawals. All fully vested amounts are payable to the employees upon retirement or termination of participation in the plan. Upon completion of ten years participation in the plan, Saudi employees may elect to continue their participation or to collect all fully vested amounts and to rejoin the plan as if for the first time.

**18. STATUTORY RESERVE**

In accordance with Regulations for Companies in Saudi Arabia, the Company has established a statutory reserve by appropriation of 10% of net income until the reserve equaled 50% of the share capital. This reserve is not available for dividends distribution.

**19. RISK MANAGEMENT**

Financial instruments carried on the balance sheet principally include cash and cash equivalents, accounts receivable from related parties and other receivables, accounts payable and accrued and other current liabilities.

**Credit Risk** is the risk that one party will fail to discharge its obligation and will cause the other party to incur a financial loss. Receivables are generally from related parties. Cash is substantially placed with banks with sound credit ratings. Trade accounts receivable are carried net of provision for doubtful debts, if any.

**Interest Rate Risk** is the risk that the value of financial instruments will fluctuate due to changes in the market interest rates. The Company has no significant interest bearing long-term assets or liabilities.

**Liquidity Risk** is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at an amount close to its fair value. Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet any future commitments.

**Currency Risk** is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Management monitors the fluctuations in currency exchange rates and manages their effect on the financial statements accordingly.

**Fair Value** is the amount for which an asset could be exchanged, or a liability settled between knowledgeable willing parties in an arm's length transaction. As the Company's financial instruments are compiled under the historical cost convention, differences can arise between their book values and fair value estimates. Management believes that the fair value of the Company's financial assets and liabilities are not materially different from their carrying values.

**20. CONTINGENCIES AND CAPITAL COMMITMENTS**

The Company was contingently liable for bank guarantees issued on behalf of the Company in the normal course of business amounting to SR 6.2 million (2012: SR 2.0 million) (2011: SR 2.0 million).

At December 31, the Company had the following capital commitments:

	<b>2013</b>	2012	2011
	<b>SR 000</b>	SR 000	SR 000
Commitments for acquisition of property, plant and equipment	<u><b>1,673,499</b></u>	<u>234,880</u>	<u>136,815</u>

**21. COMPARATIVE FIGURES**

Certain prior year figures have been reclassified to conform with the current year's presentation. Such reclassifications have no impact on the Company's net income and the partners' equity.

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22. SUMMARY OF PRINCIPAL DIFFERENCES BETWEEN ACCOUNTING STANDARDS ISSUED BY THE SAUDI ORGANIZATION FOR CERTIFIED PUBLIC ACCOUNTANTS (SAUDI GAAP) AND GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN THE UNITED STATES (US GAAP)

The Company is a Saudi limited liability company registered in the Kingdom of Saudi Arabia and prepares its financial statements in accordance with Saudi GAAP. Saudi GAAP varies in certain respects from US GAAP. The material differences between accounting principles, practices and methods under Saudi GAAP and US GAAP and their effect on net income and partners' equity for the years ended December 31, 2013, 2012 and 2011 are presented below, with an explanation of the adjustments. There are no material effects on the balance sheets or the statements of cash flows under Saudi GAAP for the purposes of reconciliation to US GAAP. In addition, comprehensive income under Saudi GAAP is the same as net income.

(a) Reconciliation of net income

	2013 SR 000	2012 SR 000	2011 SR 000
<b>Net income under Saudi GAAP</b>	<b>2,061,157</b>	2,505,688	2,179,229
Adjustments:			
(i) Zakat and income tax	<b>(239,928)</b>	(287,611)	(254,990)
(ii) Deferred tax	<b>(835)</b>	11,015	6,070
(iii) Actuarial valuation adjustments for end of service indemnities	<b>(14,533)</b>	(14,331)	337
(iv) Other	<b>(6,067)</b>	(435)	3,044
<b>Net income under US GAAP</b>	<b>1,799,794</b>	2,214,326	1,933,690

(b) Reconciliation of partners' equity

	2013 SR 000	2012 SR 000	2011 SR 000
<b>Partners' equity under Saudi GAAP</b>	<b>1,309,143</b>	1,283,401	1,226,623
(ii) Deferred tax	<b>22,243</b>	23,078	12,063
(iii) Actuarial valuation adjustments for end of service indemnities	<b>(116,052)</b>	(98,988)	(78,751)
(iv) Other	<b>(15,275)</b>	(9,208)	(8,773)
<b>Partners' equity under US GAAP</b>	<b>1,200,059</b>	1,198,283	1,151,162

(c) Summary of reconciling items to US GAAP

(i) Zakat and income tax

Under Saudi GAAP, companies with both Saudi and foreign partners (commonly referred to as mixed companies) are required to present income tax and zakat as a separate line item in the statement of partners' equity. However, under US GAAP, income tax and zakat are viewed as expenses attributable to the Company's operations. Accordingly, income tax and zakat are recognized in the statements of income.

(ii) Deferred tax

The Company has not recognized deferred income tax under Saudi GAAP. Under US GAAP, deferred tax assets and deferred tax liabilities are recognized for future tax consequences of events, which have been recognized in an entity's financial statements or tax returns. The Company recognized deferred tax assets and liabilities for the portion

of temporary differences subject to income tax, that is, the portion of the taxable income attributable to the foreign partner. Deferred tax assets and liabilities attributable to zakat, which is also considered as a tax based on income, are not material and, as such, have not been recorded.

**(iii) Actuarial valuation adjustment for end of service indemnities (“EOSI”)**

Under Saudi GAAP, the Company's EOSI obligations is calculated as the current amount of the aggregate vested benefits to which each employee is entitled, assuming each employee had left the Company at the balance sheet date. However, under US GAAP, EOSI is deemed to be a defined benefit plan, and requires recognition of a liability, known as projected benefit obligation, for the actuarial present value as of the balance sheet date of all benefits attributed by the benefit formula to employee services prior to that date. Since EOSI is unfunded, under US GAAP, a liability is recognized equal to the projected benefit obligation. Net periodic pension costs comprise of service costs, interest costs, and gains and losses. In addition, gains or losses that are not recognized immediately as a component of net periodic pension cost are recognized as increases or decreases in other comprehensive income/loss as they arise, and subsequently amortized to income using the corridor approach.

**(iv) Other**

Other adjustments include the impact on net income and partners' equity primarily for intangible assets capitalized under Saudi GAAP which should be expensed under US GAAP, interest-free loans to employees recorded at historical cost under Saudi GAAP that are recorded at amortized cost under US GAAP, and certain items of property, plant and equipment which are capitalized under Saudi GAAP which should be expensed as incurred under US GAAP.