

# **CELANESE CORP**

Reported by  
**PETERSON PETER G**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 01/20/05 for the Period Ending 01/19/05

Address	222 W. LAS COLINAS BLVD., SUITE 900N IRVING, TX, 75039-5421
Telephone	972-443-4000
CIK	0001306830
Symbol	CE
Fiscal Year	12/31

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
<b>Blackstone LR Associates (Cayman) IV Ltd.</b>			<b>1/19/2005</b>		<b>Celanese CORP [CE]</b>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<b>C/O THE BLACKSTONE GROUP, 345 PARK AVENUE</b>			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10154</b>					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)					

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Series B common stock, par value \$0.0001 per share</b>	<b>57051899</b>	<b>I</b>	<b>See footnotes <a href="#">(1)</a> <a href="#">(2)</a> <a href="#">(3)</a> <a href="#">(4)</a> <a href="#">(5)</a> <a href="#">(6)</a> <a href="#">(7)</a></b>
<b>Series B common stock, par value \$0.0001 per share</b>	<b>3956714</b>	<b>I</b>	<b>See footnotes <a href="#">(1)</a> <a href="#">(2)</a> <a href="#">(3)</a> <a href="#">(4)</a> <a href="#">(5)</a> <a href="#">(6)</a> <a href="#">(7)</a></b>
<b>Series B common stock, par value \$0.0001 per share</b>	<b>31018837</b>	<b>I</b>	<b>See footnotes <a href="#">(1)</a> <a href="#">(2)</a> <a href="#">(3)</a> <a href="#">(4)</a> <a href="#">(5)</a> <a href="#">(6)</a> <a href="#">(7)</a></b>

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

#### Explanation of Responses:

- The 92,027,450 shares of Celanese Corporation's Series B common stock reported as beneficially owned in the above table reflects the 152.772947 for one common stock split, expected to be effected immediately after the consummation of the initial public offering by Celanese Corporation.
- Blackstone Capital Partners (Cayman) Ltd. 1 ("Cayman 1"), Blackstone Capital Partners (Cayman) Ltd. 2 ("Cayman 2") and Blackstone Capital Partners (Cayman) Ltd. 3 ("Cayman 3" and, collectively with Cayman 1 and Cayman 2, the "Cayman Entities") respectively own 57,051,899, 3,956,714, and 31,018,837 shares of the Series B common stock reported as beneficially owned in the above table. Blackstone Capital Partners (Cayman) IV L.P. ("BCP IV") owns 100% of Cayman 1. Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP") and Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP IV-A") collectively own 100% of Cayman 2. Blackstone Chemical Coinvest Partners (Cayman) L.P. ("BCCP" and, collectively with BCP IV, BFIP and BCP IV-A, the "Blackstone Funds") owns 100% of Cayman 3. Each of the Blackstone Funds may be deemed to be the beneficial owner of the shares of Series B common stock held by the Cayman Entities (continued on footnote 3)
- (footnote 2 continued) owned by such Blackstone Funds. Blackstone Management Associates (Cayman) IV L.P. ("BMA") is the general partner of each of the Blackstone Funds and, therefore, may be deemed to be the beneficial owner of the shares of Series B common stock held by the Cayman Entities. Blackstone LR Associates (Cayman) IV Ltd. ("BLRA") is the general partner of BMA and may, therefore, be deemed to be the beneficial owner of the shares of Series B common stock held by the Cayman Entities.
- Messrs. Peter G. Peterson and Stephen A. Schwarzman are directors and controlling persons of BLRA and, as such, may be deemed to share beneficial ownership of the shares of Series B common stock held by the Cayman Entities.

- (5) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.
- (6) Information with respect to each of the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (7) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, each of the Reporting Persons, other than the Cayman Entities, herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of Series B common stock covered by this Statement. Each of BLRA, BMA, Messrs. Peter G. Peterson and Stephen A. Schwarzman disclaims beneficial ownership of the Series B common stock, except to the extent of its or his pecuniary interest in such shares of Series B common stock.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone LR Associates (Cayman) IV Ltd. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Capital Partners (Cayman) Ltd 1 C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Capital Partners (Cayman) Ltd 2 C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Capital Partners (Cayman) Ltd 3 C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
PETERSON PETER G C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		

**Signatures**

/s/ Robert L. Friedman, Director (See signatures of other Reporting Persons attached as Exhibit 99.1)

1/20/2005

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and

appoints Robert L. Friedman as the undersigned's true and lawful attorney-in-

fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file the SEC's Form, Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Celanese Corporation, a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney- in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney- in-fact to act in their discretion on information provided to such attorney- in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set forth below.

*Signature: /s/ Stephen A. Schwarzman*  
*Name: Stephen A. Schwarzman*

*Dated: January 20, 2005*

**Witness:**

*/s/ Shaylyn A. Romney*  
*Signature*

**Shaylyn A. Romney**

**Name**

Dated: January 20, 2005

**LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and

appoints Robert L. Friedman as the undersigned's true and lawful attorney-in-

fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file the SEC's Form, Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Celanese Corporation, a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney- in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney- in-fact to act in their discretion on information provided to such attorney- in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set forth below.

*Signature: /s/ Peter G. Peterson*  
*Name: Peter G. Peterson*

*Dated: January 20, 2005*

**Witness:**

*/s/ Laurie Carlson*  
*Signature*

**Laurie Carlson**

**Name**

Dated: January 20, 2005

**Joint Filer Information**

Date of Event Requiring Statement: January 19, 2005

Issuer Name and Ticker or Trading Symbol: Celanese Corporation (CE)

Designated Filer: Blackstone LR Associates (Cayman) IV Ltd.

Other Joint Filers: Blackstone Capital Partners (Cayman) Ltd.1,  
Blackstone Capital Partners (Cayman) Ltd.2,  
Blackstone Capital Partners (Cayman) Ltd.3,  
Peter G Peterson, Stephen A Schwarzman

Addresses: The principal business address of each of the Joint Filers above is c/o The Blackstone Group, 345 Park Avenue, New York, New York 10154

Signatures: Blackstone Capital Partners (Cayman) Ltd.1

By: /s/ Robert L. Friedman  
-----  
Name: Robert L. Friedman  
Title: Director

Blackstone Capital Partners (Cayman) Ltd.2

By: /s/ Robert L. Friedman  
-----  
Name: Robert L. Friedman  
Title: Director

Blackstone Capital Partners (Cayman) Ltd.3

By: /s/ Robert L. Friedman  
-----  
Name: Robert L. Friedman  
Title: Director

/s/ Robert L. Friedman, as  
Attorney in Fact  
-----  
Peter G. Peterson

/s/ Robert L. Friedman, as  
Attorney in Fact  
-----  
Stephen A. Schwarzman