

CELANESE CORP

FORM 8-K (Current report filing)

Filed 02/15/11 for the Period Ending 02/14/11

Address	222 W. LAS COLINAS BLVD., SUITE 900N IRVING, TX, 75039-5421
Telephone	972-443-4000
CIK	0001306830
Symbol	CE
SIC Code	2820 - Plastic Material, Synthetic Resin/Rubber, Cellulos (No Glass)
Industry	Commodity Chemicals
Sector	Basic Materials
Fiscal Year	12/31

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

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): February 15, 2011

CELANESE CORPORATION

(Exact Name of Registrant as specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation)

001-32410

(Commission File
Number)

98-0420726

(IRS Employer
Identification No.)

1601 West LBJ Freeway, Dallas, Texas 75234-6034

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (972) 443-4000

Not Applicable

(Former name or former address, if changed since last report):

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

On February 15, 2011, Mark W. Oberle, senior vice president, corporate affairs of Celanese Corporation (the "Company"), will address attendees of the Deutsche Bank Securities Inc. Small and Mid Cap Conference in Naples, Florida. The slideshow presentation that will accompany the remarks made by Mr. Oberle and other investor relations professionals of the Company, during the conference and at other investor sessions, is being furnished to the Securities and Exchange Commission and is attached hereto as Exhibit 99.1 and is incorporated herein solely for purposes of this Item 7.01 disclosure. A webcast of the presentation and a replay of the webcast will be available on the Company's website at www.celanese.com under Investor/Presentations & Webcasts.

The information set forth in this Item 7.01, as well as statements made by representatives of the Company during the course of the presentation, includes "forward-looking statements". All statements, other than statements of historical facts, included in this Item 7.01, the attached Exhibit 99.1, or made during the course of the presentation, that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Slide Presentation related to the presentation to be given by Celanese Corporation at the Deutsche Bank Securities Inc. Small and Mid Cap Conference on February 15, 2011 in Naples, Florida*

* In connection with the disclosure set forth in Item 7.01, the information in this Current Report, including the exhibits attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in this Current Report, including the exhibits, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CELANESE CORPORATION

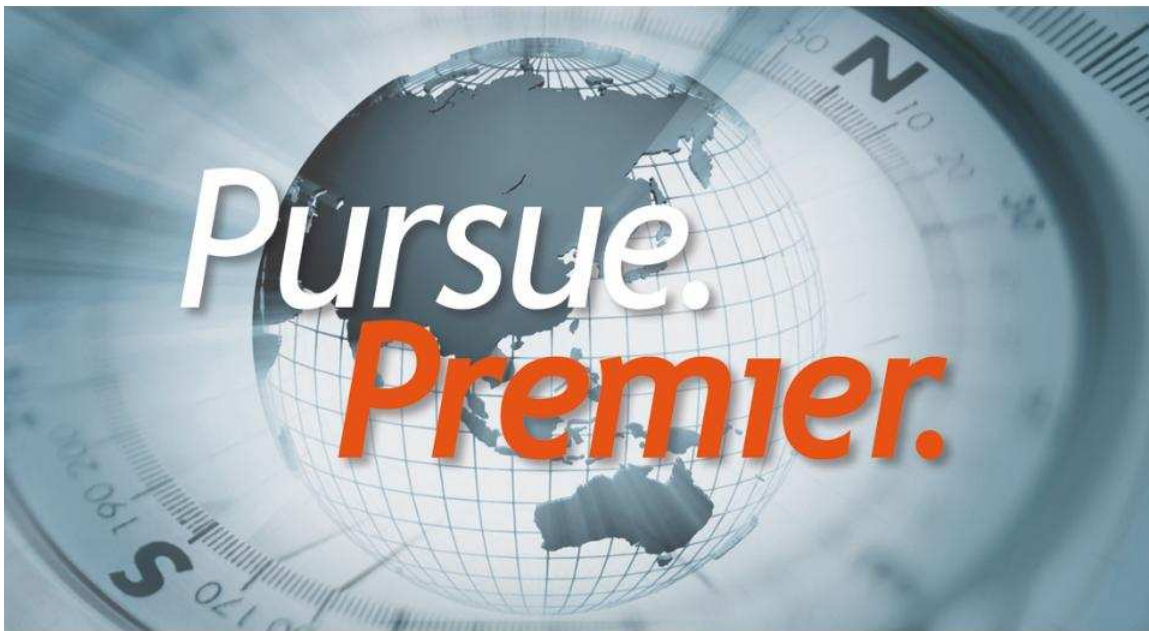
By /s/ James R. Peacock III
Name: James R. Peacock III
Title: Vice President, Deputy General Counsel and Assistant Corporate Secretary

Date: February 15, 2011

Exhibit Index

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Celanese Corporation

February 2011

Forward-Looking Statements

This presentation may contain "forward-looking statements," which include information concerning the company's plans, objectives, goals, strategies, future revenues or performance, capital expenditures, financing needs and other information that is not historical information. When used in this presentation, the words "outlook," "forecast," "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements are based upon current expectations and beliefs and various assumptions. There can be no assurance that the company will realize these expectations or that these beliefs will prove correct.

There are a number of risks and uncertainties that could cause actual results to differ materially from the results expressed or implied in the forward-looking statements contained in this presentation. These risks and uncertainties 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 business cycles, particularly in the automotive, electrical, electronics and construction industries; changes in the price and availability of raw materials; 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 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; compliance and other costs and potential disruption of production due to accidents or other unforeseen events or delays in construction or operation of facilities; potential liability for remedial actions and increased costs under existing or future environmental regulations, including those relating to climate change; potential liability resulting from pending or future litigation, or from changes in the laws, regulations or policies of governments or other governmental activities in the countries in which we operate; changes in currency exchange rates and interest rates; and various other factors discussed from time to time in the company's filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which it is made, and the company undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date on which it is made or to reflect the occurrence of anticipated or unanticipated events or circumstances.

Results Unaudited

The results in this presentation, together with the adjustments made to present the results on a comparable basis, have not been audited and are based on internal financial data furnished to management. Quarterly and LTM results should not be taken as an indication of the results of operations to be reported for any subsequent period or for the full fiscal year.

Use of Non-U.S. GAAP Financial Information

This presentation includes the following non-U.S. GAAP financial measures: operating EBITDA, proportional EBITDA, and adjusted earnings per share. These measurements are not recognized in accordance with U.S. GAAP and should not be viewed as an alternative to U.S. GAAP measures of performance. The most directly comparable financial measure presented in accordance with U.S. GAAP in our consolidated financial statements for operating EBITDA is net income; for proportional share EBITDA is equity in net earnings of affiliates; and for adjusted earnings per share is earnings per common share-diluted. Reconciliations of these non-U.S. GAAP financial measures are included in the Appendix.

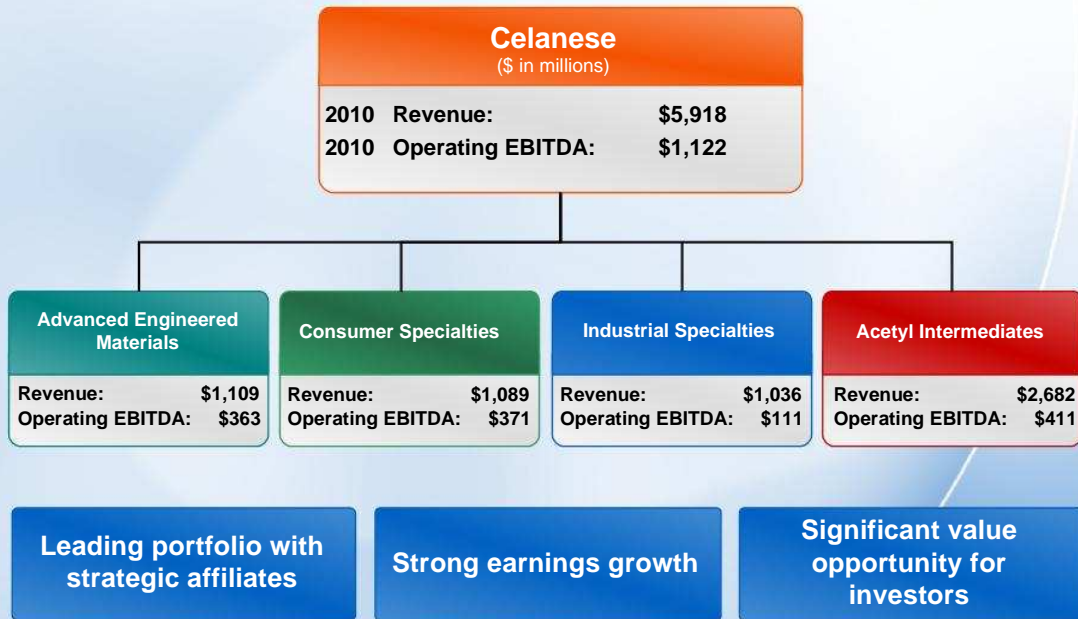
Operating EBITDA, a measure used by management to measure performance, is defined by the company as net earnings plus loss from discontinued operations, interest expense, taxes, and depreciation and amortization, and further adjusted for Other Charges and Adjustments. We may provide guidance on operating EBITDA and are unable to reconcile forecasted operating EBITDA to a U.S. GAAP financial measure because a forecast of Other Charges and Adjustments is not practical.

Proportional EBITDA of Affiliates is defined by the company as proportional operating profit plus the proportional depreciation and amortization of its equity investments.

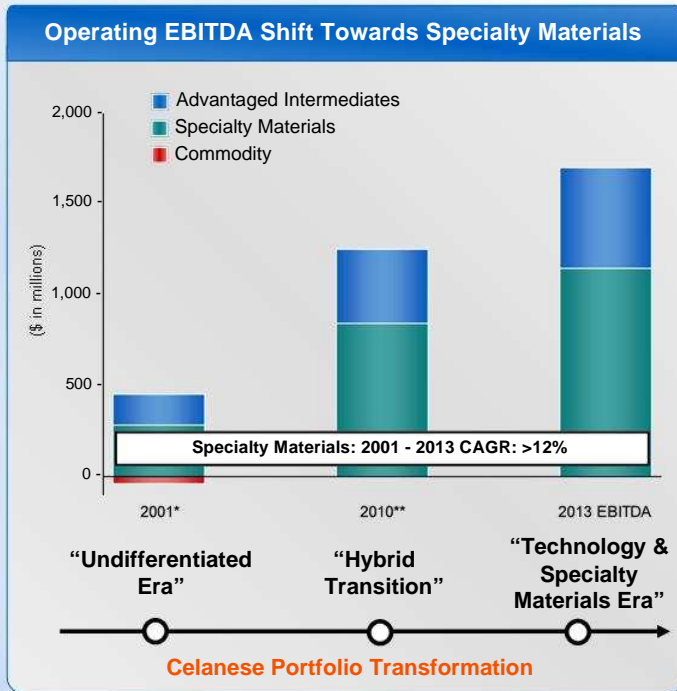
Adjusted earnings per share is defined by the company as net earnings (loss) available to common shareholders plus preferred dividends, adjusted for Other Charges and Adjustments, and divided by the number of basic common shares, diluted preferred shares, and options valued using the treasury method. We may provide guidance on an adjusted earnings per share basis and are unable to reconcile forecasted adjusted earnings per share to a U.S. GAAP financial measure without unreasonable effort because a forecast of Other Items is not practical.

Note: The tax rate used for adjusted earnings per share approximates the midpoint in a range of forecasted tax rates for the year, excluding changes in uncertain tax positions, discrete items and other material items adjusted out of our U.S. GAAP earnings for adjusted earnings per share purposes, and changes in management's assessments regarding the ability to realize deferred tax assets. We analyze this rate quarterly and adjust if there is a material change in the range of forecasted tax rates; an updated forecast would not necessarily result in a change to our tax rate used for adjusted earnings per share. The adjusted tax rate is an estimate and may differ significantly from the tax rate used for U.S. GAAP reporting in any given reporting period. It is not practical to reconcile our prospective adjusted tax rate to the actual U.S. GAAP tax rate in any future period.

Celanese technology-focused portfolio - building on a track record of execution and value creation



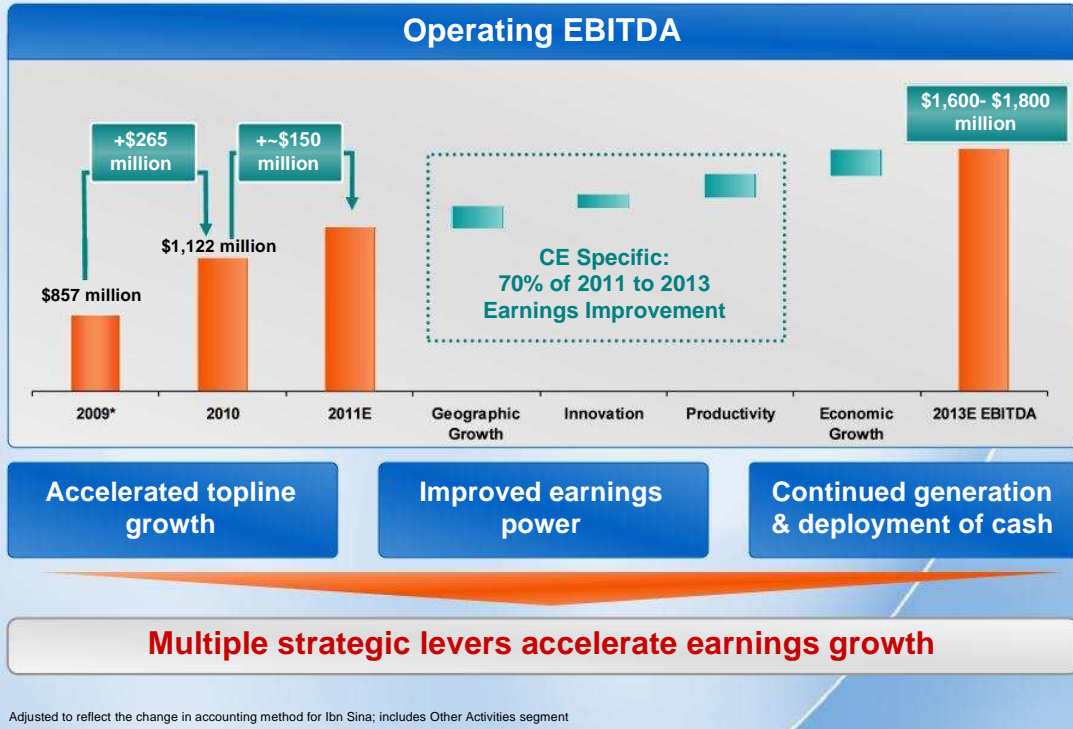
Today's Celanese: A Technology and Specialty Materials Company



- ➔ Sustained earnings growth of 10 - 15%
- ➔ Relatively higher margins
- ➔ Modest earnings volatility
- ➔ High capital return

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* Celanese management estimates, based on unaudited similar information of predecessor company
** Excludes Other Activities segment

Earnings power of advantaged portfolio



* Adjusted to reflect the change in accounting method for Ibn Sina; includes Other Activities segment

Value growth levers drive increased earnings

Geographic Growth

- ▶ Emerging-region leadership
- ▶ Participation in > GDP growth markets in developed economies

Innovation

- ▶ Value-added products drive margin expansion
- ▶ Access to new application space supports accelerated growth
- ▶ Efficient manufacturing technologies

Productivity

- ▶ Deliver cost improvements
2x fixed cost inflation
- ▶ Strengthens operating leverage

Portfolio

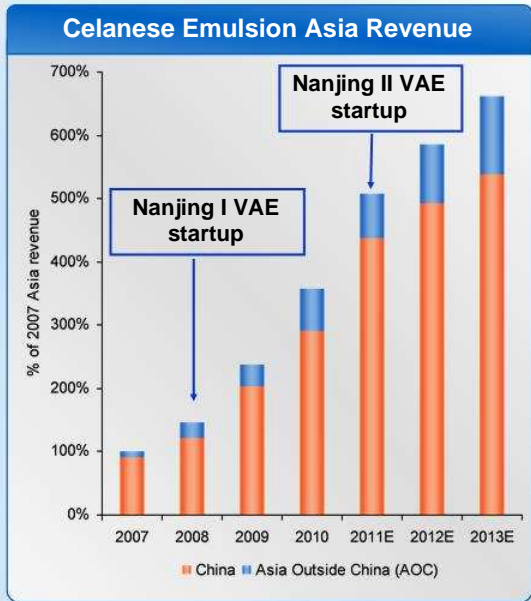
- ▶ Synergistic acquisition
- ▶ Portfolio extensions to reduce earnings volatility
- ▶ Emerging technologies

Increasing the earnings power of the portfolio to \$1.6 - \$1.8 billion

Diversified end-uses capture economic AND geographic growth

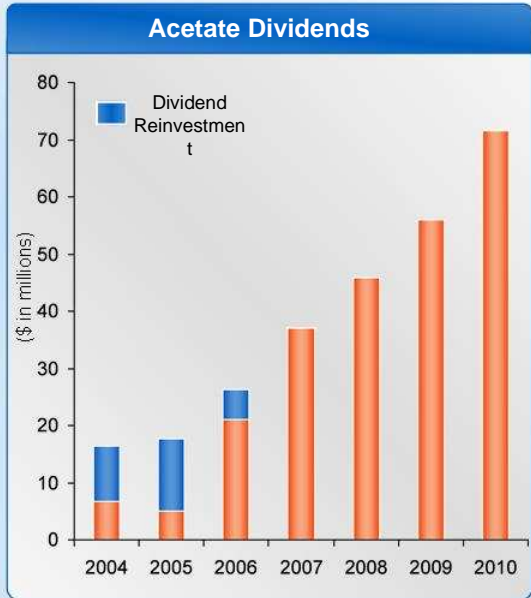


IS: Nanjing expansion supports vinyl system growth Celanese



- ### Asia Growth
- ▶ Vinyl system leadership
 - Focus on product technology differentiation
 - Partner with leading Western and Chinese companies
 - ▶ 2008 Nanjing I
 - Achieved a leading position in China for key segments
 - Sales growth 18 months ahead of plan
 - Developed business in other emerging regions
 - ▶ 2011 Nanjing II
 - Announced doubling of Nanjing VAE capacity in October 2009
 - Startup expected mid-2011

Expanding vinyl technology into emerging markets



Strong Partnership for Future Growth

- ▶ Dec 2009 - Announced Memorandum of understanding for next phase of China expansion
- ▶ April 2010 - Approved Memorandum of understanding NDRC approval
- ▶ Expansions lead to growth in earnings and

Kunming Cellulose Fibers Co., Ltd

Nantong Cellulose Fibers Co., Ltd

Zhuhai Cellulose Fibers Co., Ltd.

Expansion project approved with current China partner

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Increasing the earnings power of the portfolio to \$1.6 - \$1.8 billion

AEM: Application development with key customers drives increasing value per vehicle



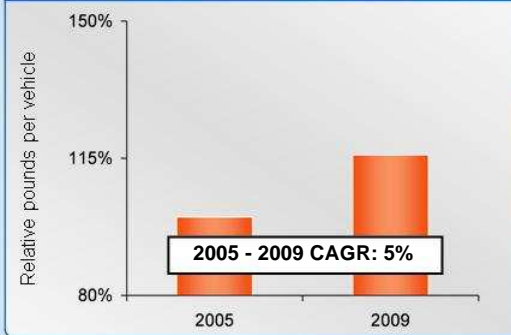
Key Global Automotive Trends

Fuel Efficiency

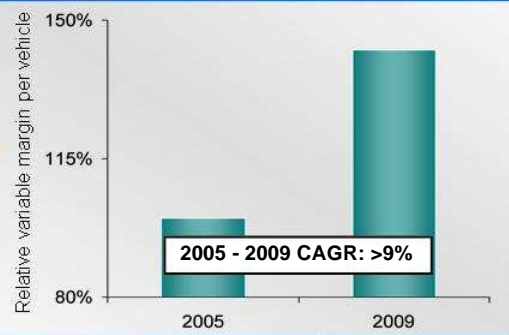
Safety Systems

Electrical Systems

Ticona Polymers Weight per Vehicle



Ticona Polymers Value per Vehicle

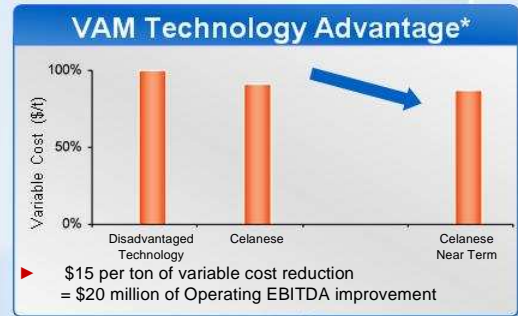
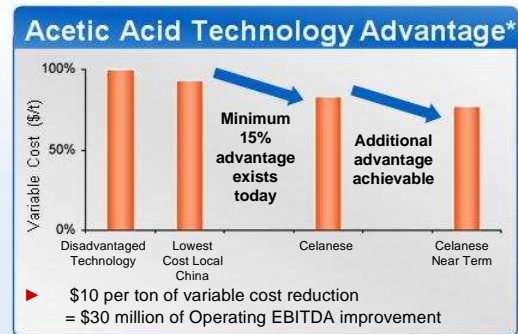
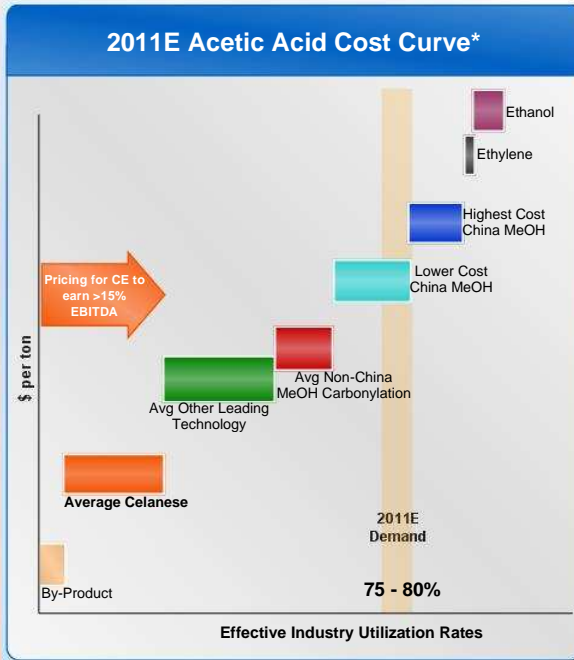


Strong history of translating applications into value

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Source: Celanese management estimates

AI: Attractive technology driven cost curve fueled by sustainable process innovation



Continued technology enhancement contributes to earnings growth

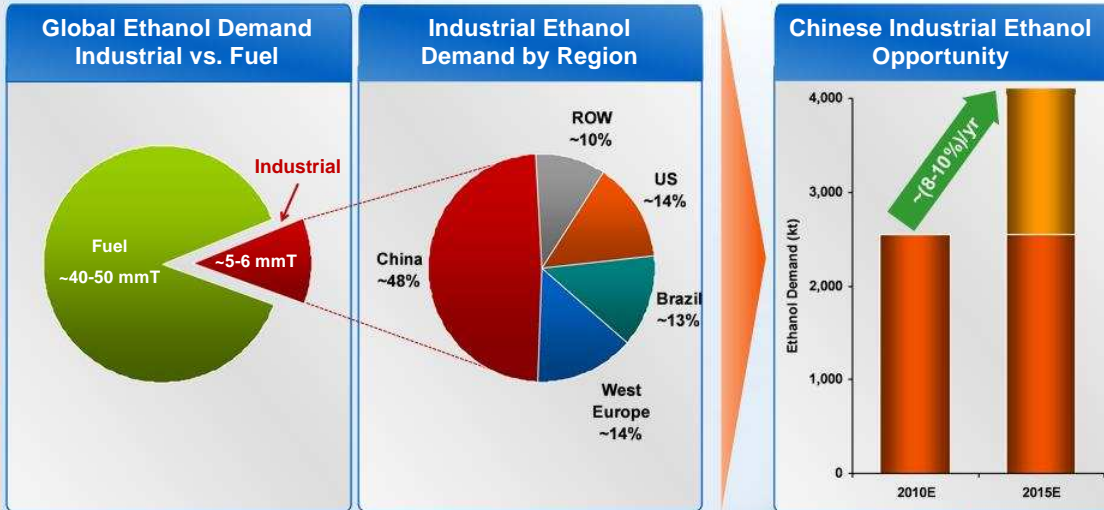
* Source: Celanese management estimates, available public information, based on recent raw material costs

AI: Paradigm shift in proprietary cost advantaged ethanol technology

	Prevailing Ethanol Technology	Celanese Ethanol Technology
Technology	Undifferentiated fermentation processes	Proprietary and breakthrough technology leveraging Celanese industry-leading acetyl platform
Feedstock	Corn, cassava, sugarcane, and other carbohydrates	Basic hydrocarbons
Growth	Economically constrained in target regions	High growth potential
Energy Balance	Low returns from energy inputs	High returns from energy invested



AI: Innovation creates opportunity for growth with increasing demand for industrial ethanol



Significant, and growing, demand in China (paints, coatings, inks, and pharmaceuticals)

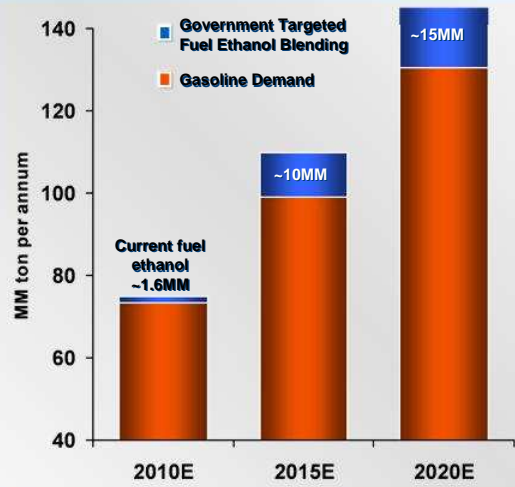
AI: Exploring fuel ethanol opportunities in commercially supportive regions



Focus on Regions with Favorable Commercial Environment

- ▶ Have desire to reduce dependence on imported energy
- ▶ Have access to economically attractive hydrocarbons
- ▶ Have policies which promote “technology and feedstock neutrality”

Example - China Fuel Ethanol



Potential extension of our technology breakthrough to fuel segment

Value growth levers drive increased earnings

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Productivity

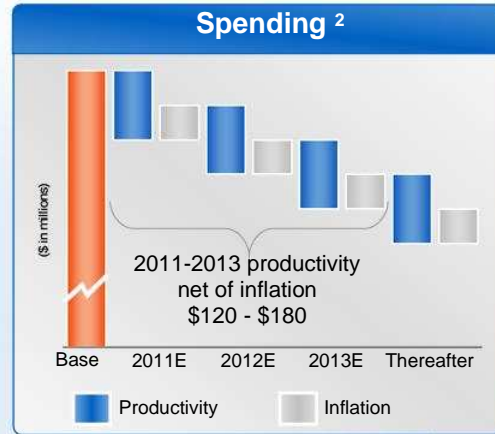
- ▶ Deliver cost improvements
2x fixed cost inflation
- ▶ Strengthens operating leverage

Portfolio

- ▶ Synergistic acquisition
- ▶ Portfolio extensions to reduce earnings volatility
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Increasing the earnings power of the portfolio to \$1.6 - \$1.8 billion

Consistently delivering productivity over fixed cost inflation



- ▶ **Process technology improvements**
 - Catalyst / yield
 - Digitization
- ▶ **Energy reduction**
 - Multi-year initiative
 - Critical to meeting sustainability goals
- ▶ **Strategic programs**
 - Raw materials
- ▶ **Business process excellence**
 - Six Sigma
 - Lean manufacturing

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¹¹ Fixed costs exclude energov, fixed distribution, depreciation and amortization; FX adjusted; 2004 is pro forma of current portfolio based on Celanese management estimates
²¹ Assumes stable currency and raw material pricing

Value growth levers drive increased earnings

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Increasing the earnings power of the portfolio to \$1.6 - \$1.8 billion

Recent portfolio enhancements build on advantaged specialty materials



Advanced Engineered Materials

FACT LFT Acquisition

- ▶ Expands customer/application space
- ▶ Enables manufacturing footprint optimization
- ▶ Adds technology capabilities

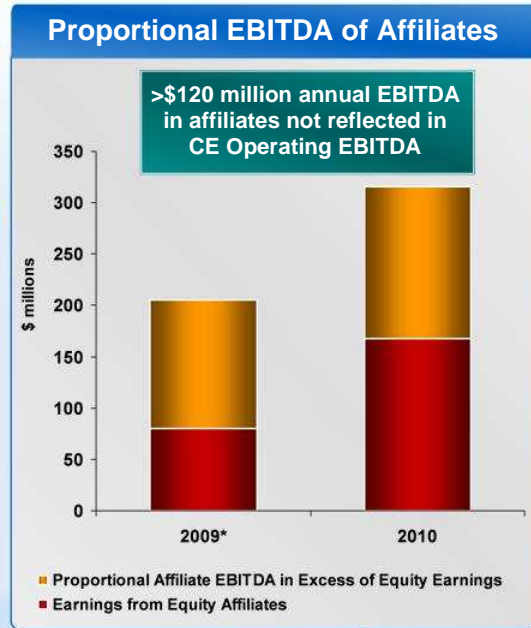
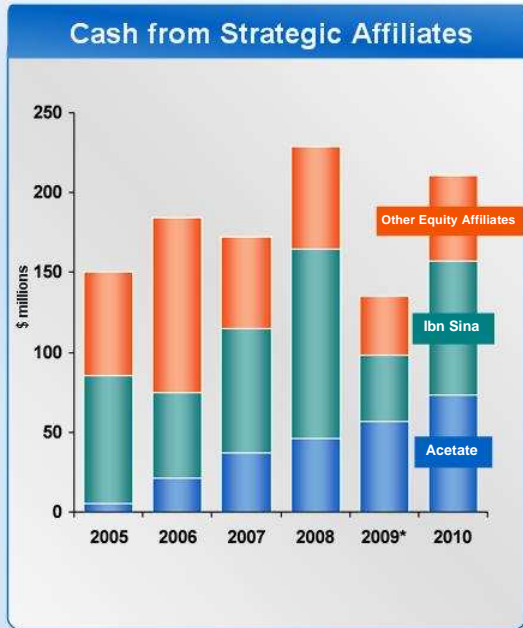
Ibn Sina POM Expansion

- ▶ Extends current relationship and advantaged raw material position
- ▶ Increases economic participation
- ▶ Supports future growth

DuPont LCP and PCT Acquisition

- ▶ Builds on leading technology platform
- ▶ Increases presence in high growth regions
- ▶ Provides access to new customers and application space

Increasing the earnings power of the business through effective cash deployment



Significant earnings AND cash contributions

20 * Full year 2009 excludes a one-time tax adjustment to Equity in net earnings of affiliates of \$19 million.

Strong cash generation continues throughout economic cycle



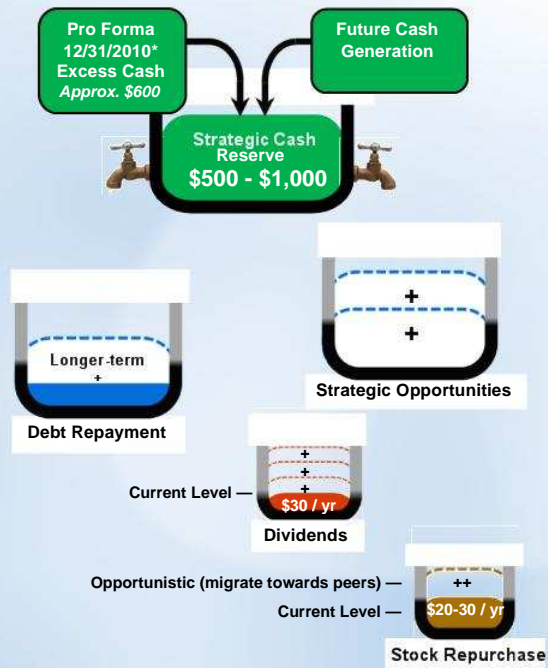
Available Cash	
<i>\$ in millions</i>	
Cash (as of 12/31/2010)	\$740
Operating Cash	~(\$100 - \$200)
Cash Available for Strategic Purposes	~\$600

2011E Adjusted Free Cash Outflows (off EBITDA Base)	
<i>\$ in millions</i>	
Cash Taxes	\$75 - \$100
Capital Expenditures	\$300 - \$350
Reserve/Other	\$100 - \$120
Net Interest	\$220 - \$230
Pension	\$120 - \$140
Working Capital	\$30 - \$50
Adjusted Free Cash Outflows*	\$845 - \$990

- ▶ Dividend, debt service and share repurchases of ~\$90-110 million
- ▶ Expect approximately \$100 million net cash outflow for Kelsterbach expansion in 2011, including capital expenditures and project expense

Strategic uses of cash

(\$ in Millions)



Comments

- ▶ Priority use of cash - strategic growth opportunities, M&A, and strategic reserve replenishment
- ▶ Debt paydown next largest use of cash
- ▶ Modest annual increases in dividends
- ▶ Flexible use of cash for opportunistic share repurchase
 - Share repurchase offsetting equity compensation dilution
 - Move towards industry norm

Increasingly advantaged portfolio drives 2011 earnings improvement



Advanced Engineered Materials

- ▶ 2x to 3x GDP revenue growth
- ▶ Strong earnings conversion
- ▶ Robust technology-rich pipeline

Consumer Specialties

- ▶ Continued earnings growth
- ▶ Closure of Spondon flake and tow
- ▶ Strong operating margins

Industrial Specialties

- ▶ Nanjing VAE capacity expansion
- ▶ Higher margin new products
- ▶ High growth EVA applications

Acetyl Intermediates

- ▶ Growth in Asia
- ▶ Process innovation and productivity
- ▶ Sustained acid margins

**~ \$150 million
Operating
EBITDA
improvement**

Represents ~ \$0.60 per share in 2011 earnings improvement

Celanese growth opportunities represent an attractive investment for shareholders



Leading portfolio with strategic affiliates

- ▶ Technology-focused; specialty materials
- ▶ Strategic affiliates: Add to attractive portfolio

Strong earnings growth

- ▶ Significant mid-term earnings growth opportunities
- ▶ Celanese-specific value growth levers

Significant value opportunity for investors

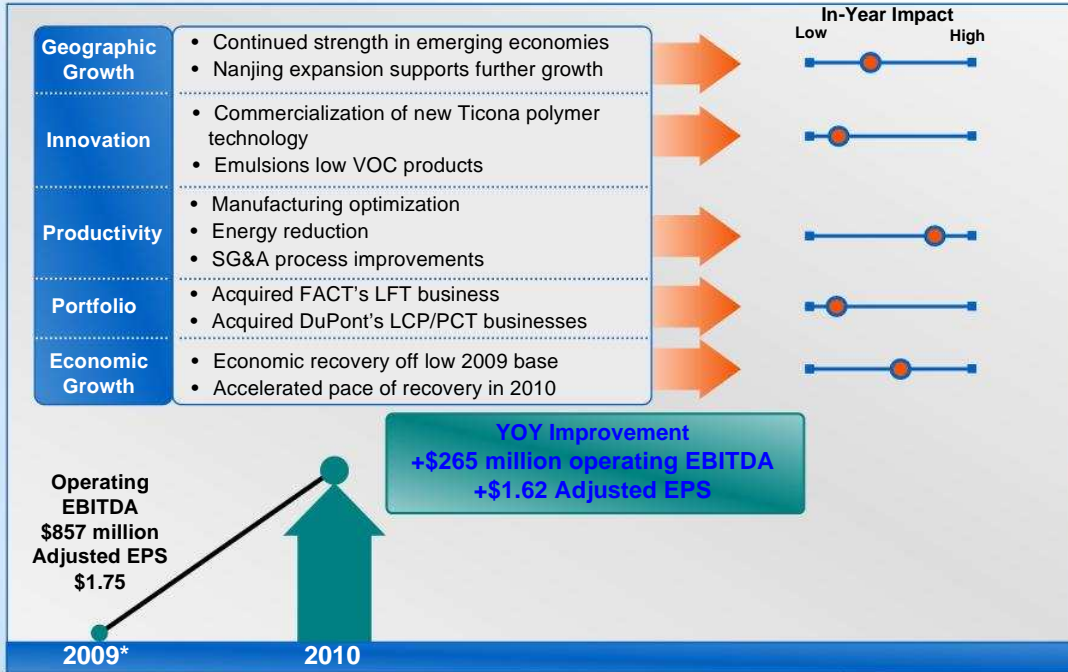
- ▶ Increasingly confident in strategic objective of \$1.6 to \$1.8 billion mid-term operating EBITDA
- ▶ Cash deployment opportunities add to value creation



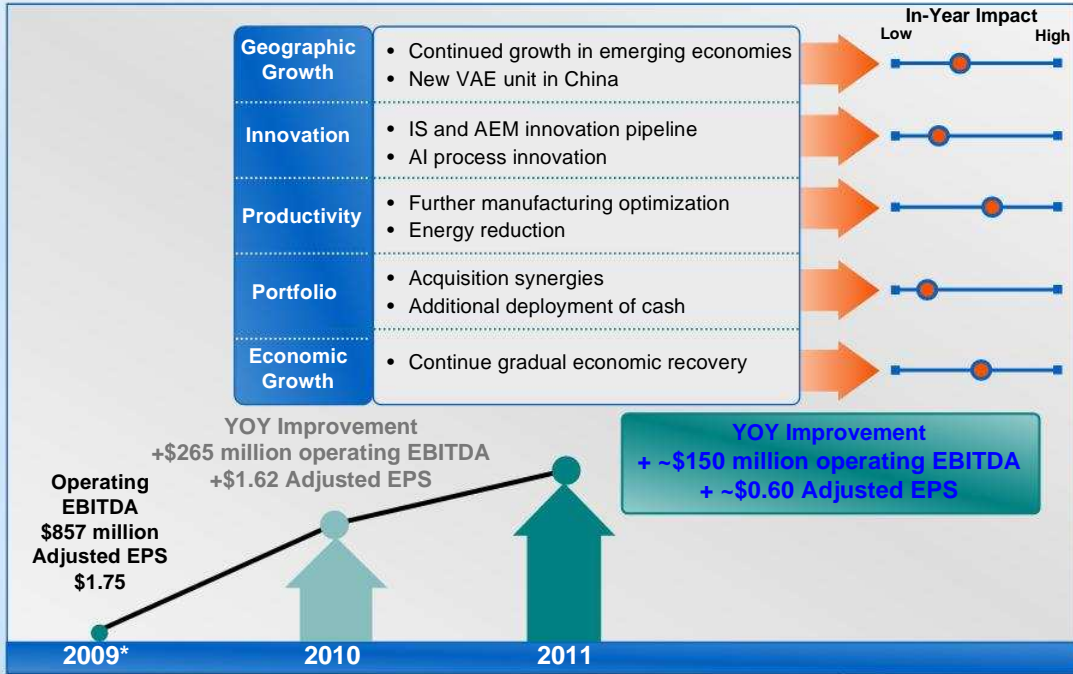
Celanese Corporation

APPENDIX

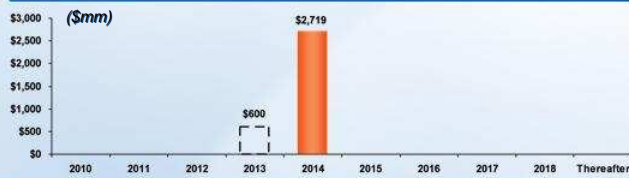
Confident in short-term earnings growth



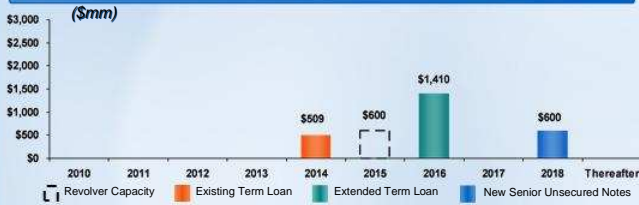
Confident in short-term earnings growth



Before Transaction



After Transaction



Net Interest Cost



Benefits

- ▶ Staggered maturities
- ▶ Maintained revolver availability
- ▶ Maintained flexibility

Impact on Interest Cost

- ▶ Minimal effect in 2010
- ▶ Net interest in 2011 approximately \$225 million
- ▶ Significant decrease in 2012 as fixed LIBOR declines sharply

Reg G: Segment Data and Reconciliation of Operating Profit (Loss) to Operating EBITDA - Non-U.S. GAAP Measure (Table 1) - unaudited



	Three Months Ended December 31, 2009		Twelve Months Ended December 31, 2009	
	2010	As Adjusted ¹	2010	As Adjusted ¹
(In \$ millions)				
Net Sales				
Advanced Engineered Materials	274	239	1,109	808
Consumer Specialties	281	267	1,098	1,084
Industrial Specialties	249	229	1,036	974
Acetyl Intermediates	799	743	3,082	2,603
Other Activities ¹	1	1	2	2
Intersegment eliminations	(87)	(91)	(409)	(389)
Total	1,507	1,388	5,919	5,092
Operating Profit (Loss)				
Advanced Engineered Materials	33	34	184	38
Consumer Specialties	59	47	164	231
Industrial Specialties	11	16	89	89
Acetyl Intermediates	94	72	243	92
Other Activities ¹	(69)	(60)	(179)	(160)
Total	138	109	501	290
Other Charges and Other Adjustments²				
Advanced Engineered Materials	(14)	(3)	(36)	-
Consumer Specialties	13	4	97	10
Industrial Specialties	6	(8)	(19)	(26)
Acetyl Intermediates	6	7	62	103
Other Activities ¹	5	17	11	30
Total	16	17	115	117
Depreciation and Amortization Expense³				
Advanced Engineered Materials	19	19	72	72
Consumer Specialties	9	13	37	50
Industrial Specialties	10	11	41	46
Acetyl Intermediates	25	29	97	111
Other Activities ¹	2	2	11	11
Total	65	74	258	280
Business Operating EBITDA				
Advanced Engineered Materials	38	50	220	110
Consumer Specialties	81	64	298	291
Industrial Specialties	27	19	111	109
Acetyl Intermediates	125	108	402	306
Other Activities ¹	(52)	(41)	(157)	(119)
Total	219	200	874	687
Equity Earnings, Cost - Dividend Income and Other Income (Expense)				
Advanced Engineered Materials	30	18	143	76
Consumer Specialties	(1)	1	73	57
Industrial Specialties	-	-	-	-
Acetyl Intermediates	2	3	9	9
Other Activities ¹	12	6	23	18
Total	43	28	248	160
Operating EBITDA				
Advanced Engineered Materials	68	68	363	186
Consumer Specialties	80	65	371	348
Industrial Specialties	27	19	111	109
Acetyl Intermediates	127	111	411	315
Other Activities ¹	(40)	(35)	(134)	(101)
Total	262	228	1,122	857

¹ Other Activities primarily includes corporate selling, general and administrative expenses and the results from captive insurance companies.
² See Table 7 for details.
³ Excludes accelerated depreciation and amortization associated with plant closures included in Other Charge and Other Adjustments above. See Table A for details.
⁴ The company's for-Share investment is nonincluded in the Advanced Engineered Materials segment using the equity method of accounting. These results were previously reported in the Acetyl Intermediates segment using the cost method of accounting. Amounts have been retrospectively adjusted to reflect these changes.

Reg G: Reconciliation of consolidated Operating EBITDA to net earnings (loss) - Non-U.S. GAAP Measure (Table 1A) - unaudited



<i>(in \$ millions)</i>	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2010	2009	2010	2009
		<i>As adjusted³</i>		<i>As adjusted³</i>
Net earnings (loss) attributable to Celanese Corporation	56	6	375	498
(Earnings) loss from discontinued operations	45	(4)	49	(4)
Interest income	(5)	(1)	(7)	(8)
Interest expense	58	51	204	207
Refinancing expense	-	-	16	-
Income tax provision (benefit)	27	85	112	(243)
Depreciation and amortization expense ²	65	74	258	290
Other charges (gains), net ¹	1	13	48	136
Other adjustments ¹	15	4	67	(19)
Operating EBITDA	262	228	1,122	857
Detail by Segment				
Advanced Engineered Materials	68	68	363	186
Consumer Specialties	80	65	371	348
Industrial Specialties	27	19	111	109
Acetyl Intermediates	127	111	411	315
Other Activities ⁴	(40)	(35)	(134)	(101)
Operating EBITDA	262	228	1,122	857

¹ See Table 7 for details.

² Excludes accelerated depreciation and amortization associated with plant closures as detailed in the table below and included in Other adjustments above.

³ The company's Ina Sna investment is now included in the Advanced Engineered Materials segment using the equity method of accounting. These results were previously reported in the Acetyl Intermediates segment using the cost method of accounting. Amounts have been retrospectively adjusted to reflect these changes.

<i>(in \$ millions)</i>	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2010	2009	2010	2009
Advanced Engineered Materials	-	1	4	1
Consumer Specialties	4	-	5	-
Industrial Specialties	-	(1)	-	5
Acetyl Intermediates	-	1	20	12
Other Activities ⁴	(1)	-	-	-
Accelerated depreciation and amortization	3	1	29	18
Depreciation and amortization expense ²	65	74	258	290
Total depreciation and amortization	68	75	287	308

⁴ Other Activities primarily includes corporate selling, general and administrative expenses and the results from captive insurance companies.

Reg G: Reconciliation of other charges and other adjustments (Table 2) - Non-U.S. GAAP Measure - unaudited



Other Charges:

<i>(in \$ millions)</i>	Three Months Ended		Twelve Months Ended	
	December 31,		December 31,	
	2010	2009	2010	2009
Employee termination benefits	6	11	32	105
Plant/office closures	-	(3)	4	17
Ticona Kelsterbach plant relocation	9	6	26	16
Plumbing actions	(17)	(7)	(57)	(10)
Asset impairments	1	6	74	14
Insurance recoveries	-	-	(18)	(6)
Resolution of commercial disputes	2	-	(13)	-
Total	1	13	48	136

Other Adjustments: ¹

<i>(in \$ millions)</i>	Three Months Ended		Twelve Months Ended		Income Statement Classification
	December 31,		December 31,		
	2010	2009	2010	2009	
Business optimization	6	4	16	7	Cost of sales / SG&A
Ticona Kelsterbach plant relocation	(6)	(3)	(13)	-	Cost of sales
Plant closures	3	9	17	25	Cost of sales / SG&A
Contract termination	-	-	22	-	Cost of sales
(Gain) loss on disposition of assets	5	-	(10)	-	(Gain) loss on disposition
(Gain) on sale of PVOH business	-	-	-	(34)	(Gain) loss on disposition
Write-off of other productive assets	1	-	18	-	Cost of sales
Other ²	6	(6)	17	(17)	Various
Total	15	4	67	(19)	
Total other charges and other adjustments	16	17	115	117	

¹ These items are included in net earnings but not included in other charges.

² The twelve months ended December 31, 2009 includes a one-time adjustment to Equity in net earnings (loss) of affiliates of \$ 19 million.

**Reg G: Equity affiliate preliminary results - Total
(Table 3) - Non-U.S. GAAP Measure - unaudited**



(in \$ millions)	Three Months Ended		Twelve Months Ended	
	December 31,		December 31,	
	2010	2009	2010	2009
	As Adjusted ⁵		As Adjusted ⁵	
Net Sales				
Ticona Affiliates - Asia ¹	400	344	1,543	1,105
Ticona Affiliates - Middle East ²	205	203	923	630
Infraserv Affiliates ³	579	642	2,070	2,186
Total	1,184	1,189	4,536	3,921
Operating Profit				
Ticona Affiliates - Asia ¹	43	23	222	58
Ticona Affiliates - Middle East ²	84	87	400	253
Infraserv Affiliates ³	31	16	101	103
Total	158	126	723	414
Depreciation and Amortization				
Ticona Affiliates - Asia ¹	22	21	85	87
Ticona Affiliates - Middle East ²	8	11	33	31
Infraserv Affiliates ³	26	28	101	103
Total	56	60	219	221
Affiliate EBITDA⁴				
Ticona Affiliates - Asia ¹	65	44	307	145
Ticona Affiliates - Middle East ²	92	98	433	284
Infraserv Affiliates ³	57	44	202	206
Total	214	186	942	635
Net Income				
Ticona Affiliates - Asia ¹	27	-	134	15
Ticona Affiliates - Middle East ²	74	76	357	222
Infraserv Affiliates ³	20	11	75	72
Total	121	87	566	309
Net Debt				
Ticona Affiliates - Asia ¹	53	131	53	131
Ticona Affiliates - Middle East ²	(64)	(39)	(64)	(39)
Infraserv Affiliates ³	277	491	277	491
Total	266	583	266	583

¹Ticona Affiliates - Asia accounted for using the equity method includes Polyplastics (45%), Korean Engineering Plastics (50%), Fortron Industries (50%), Una SA (50%).

²Ticona Affiliates - Middle East accounted for using the equity method includes National Methanol Company (IBN Sina) (25%).

³Infraserv Affiliates accounted for using the equity method includes Infraserv Hoechst (32%), Infraserv Gendorf (39%) and Infraserv Knapsack (27%).

⁴Affiliate EBITDA, a non-U.S. GAAP measure, is the sum of Operating Profit and Depreciation and Amortization.

⁵The company's bin Sina investment is now included in the Advanced Engineered Materials segment using the equity method of accounting. These results were previously reported in the Acetyl Intermediates segment using the cost method of accounting. Amounts have been retrospectively adjusted to reflect these changes.

Reg G: Equity affiliate preliminary results and Celanese proportional share (Table 3 continued) - Non-U.S. GAAP Measure - unaudited



(in \$ millions)	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2010	2009	2010	2009
	As Adjusted ¹		As Adjusted ¹	
Proportional Net Sales				
Ticona Affiliates - Asia ¹	185	159	713	510
Ticona Affiliates - Middle East ²	61	50	231	157
Infinnovy Affiliates ³	199	210	679	707
Total	445	419	1,623	1,374
Proportional Operating Profit				
Ticona Affiliates - Asia ¹	20	11	103	28
Ticona Affiliates - Middle East ²	21	22	100	63
Infinnovy Affiliates ³	11	6	33	33
Total	52	39	236	124
Proportional Depreciation and Amortization				
Ticona Affiliates - Asia ¹	10	10	39	40
Ticona Affiliates - Middle East ²	2	3	8	8
Infinnovy Affiliates ³	8	9	33	33
Total	20	22	80	81
Proportional Affiliate EBITDA⁴				
Ticona Affiliates - Asia ¹	30	21	142	68
Ticona Affiliates - Middle East ²	23	25	108	71
Infinnovy Affiliates ³	19	15	66	66
Total	72	61	316	205
Equity in net earnings of affiliates (as reported on the Income Statement)				
Ticona Affiliates - Asia ^{1,7}	13	-	63	7
Ticona Affiliates - Middle East ²	17	18	81	51
Infinnovy Affiliates ³	7	4	24	22
Total	37	22	168	80
Proportional Affiliate EBITDA in excess of Equity in net earnings of affiliates⁴				
Ticona Affiliates - Asia ¹	17	21	79	61
Ticona Affiliates - Middle East ²	6	7	27	20
Infinnovy Affiliates ³	12	11	42	44
Total	35	39	148	125
Proportional Net Debt				
Ticona Affiliates - Asia ¹	23	58	23	58
Ticona Affiliates - Middle East ²	(16)	(10)	(16)	(10)
Infinnovy Affiliates ³	89	89	89	162
Total	96	210	96	210

¹ Ticona Affiliates - Asia accounted for using the equity method includes Polyplastic (40%), Acron Engineering Plastics (50%), Farnon Industries (50%), Lura SA (50%).

² Ticona Affiliates - Middle East accounted for using the equity method includes National Materials Company (50%), National Chemicals (25%).

³ Infinnovy Affiliates accounted for using the equity method includes Infinnovy Horrocks (50%), Infinnovy Gencoat (50%) and Infinnovy Knipsack (27%).

⁴ Affiliate EBITDA includes U.S. dollar amounts as the sum of Operating Profit and Depreciation and Amortization.

⁵ Equity in net earnings of affiliates includes the proportionate share of earnings of affiliates, not including the proportionate share of EBITDA.

⁶ Calculated as Affiliate EBITDA less Equity in net earnings of affiliates, not including in Celanese's EBITDA.

⁷ The year ended December 31, 2009 includes a one-time impairment to Equity in net earnings of affiliates of \$ 6 million.

The company's 50% investment in Lura is included in our Adjusted Earnings Materials segment using the equity method of accounting. These results were previously reported in the Affiliates segment using the cost method of accounting. Amounts have been retroactively adjusted to reflect these changes.

**Reg G: Reconciliation of adjusted EPS (Table 4) -
Non-U.S. GAAP Measure - unaudited**



<i>(in \$ millions, except per share data)</i>	Three Months Ended December 31,				Twelve Months Ended December 31,			
	2010		2009		2010		2009	
		per share	As Adjusted ⁵	per share		per share	As Adjusted ⁵	per share
Earnings (loss) from continuing operations	101	0.64	2	0.00	424	2.68	494	3.14
Deduct income tax (provision) benefit	(27)		(85)		(112)		243	
Earnings (loss) from continuing operations before tax	128		87		536		251	
Other charges and other adjustments ¹	16		17		115		117	
Refinancing expense ²	-		-		16		-	
Adjusted earnings (loss) from continuing operations before tax	144		104		667		368	
Income tax (provision) benefit on adjusted earnings ³	(29)		(24)		(133)		(93)	
Less: Noncontrolling interests	-		-		-		-	
Adjusted earnings (loss) from continuing operations	115	0.73	80	0.51	534	3.37	275	1.75
<i>Diluted shares (in millions)⁴</i>								
Weighted average shares outstanding	155.7		144.1		154.6		143.7	
Assumed conversion of preferred stock	-		12.1		1.6		12.1	
Dilutive restricted stock units	0.6		0.3		0.4		0.2	
Dilutive stock options	2.0		1.9		1.8		1.1	
Total diluted shares	158.3		158.4		158.4		157.1	

¹ See Table 7 for details.

² Relates to the issuance of senior unsecured notes and the amendment and extension of the existing credit agreement.

³ The adjusted effective tax rate is 20% for the three and twelve months ended December 31, 2010. The adjusted effective tax rate is 29% for the six months ended June 30, 2009 and 23% for the six months ended December 31, 2009.

⁴ Potentially dilutive shares are included in the adjusted earnings per share calculation when adjusted earnings are positive.

⁵ The company's Ibn Sina investment is now included in the Advanced Engineered Materials segment using the equity method of accounting. These results were previously reported in the Acetyl Intermediates segment using the cost method of accounting. Amounts have been retrospectively adjusted to reflect these changes.

