

CELANESE CORP

Filed by **BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD**

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 11/13/06

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)

Commodity Chemicals Industry

Basic Materials Sector

Fiscal Year 12/31

CELANESE CORP

FORM SC 13D/A

(Amended Statement of Beneficial Ownership)

Filed 11/13/2006

Address 1601 W. LBJ FREEWAY

DALLAS, Texas 75234

Telephone 972-443-4000

CIK 0001306830

Industry Chemical Manufacturing

Sector Basic Materials

Fiscal Year 12/31



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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 8)*

Celanese Corporation (Name of Issuer) Series A Common Stock, par value \$0.0001 per share (Title of Class of Securities) 150870 10 3 (CUSIP Number) Chinh E. Chu The Blackstone Group

New York, New York 10154 (212) 583-5000

Copy to:

345 Park Avenue

William R. Dougherty, Esq. Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, New York 10017 (212) 455-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 13, 2006 (Date of Event Which Require Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of \$\$240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. \square

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAMES OF REPORTING PERSONS:						
1	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
	Blacksto	one Ca	pital Partners (Cayman) Ltd. 1				
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):				
2	(a) □ (b) ☑						
3	SEC US	SE ON	LY:				
4	SOURC	E OF	FUNDS (SEE INSTRUCTIONS):				
•	00						
5	CHECK	IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):				
	_	NSHII	P OR PLACE OF ORGANIZATION:				
6	Cayman	Island	is				
		_	SOLE VOTING POWER:				
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	ARES		SHARED VOTING POWER:				
BENEF	ICIALLY	8					
	ED BY						
	ACH RTING	9	SOLE DISPOSITIVE POWER:				
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	13,851,5						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):						
12							
	PERCE	NT OI	CLASS REPRESENTED BY AMOUNT IN ROW (11):				
13	8.73%*						
	TYPE C	F RE	PORTING PERSON (SEE INSTRUCTIONS):				
14	00						

	NAMES	OF F	REPORTING PERSONS:
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_			IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):
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	CITIZE	NSHII	P OR PLACE OF ORGANIZATION:
6	Cayman	Island	ds
		_	SOLE VOTING POWER:
NUMI	BER OF	7	960,647
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	СH		SOLE DISPOSITIVE POWER:
	RTING SON	9	960,647
	TH		SHARED DISPOSITIVE POWER:
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4.4	AGGRE	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
11	960,647		
10	CHECK	IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
12			
	PERCE	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11):
13	0.61%*		
4.4	TYPE C	F RE	PORTING PERSON (SEE INSTRUCTIONS):
14	OO		

	NAMES	OF R	EPORTING PERSONS:				
1	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
	Blacksto	one Ca	pital Partners (Cayman) Ltd. 3				
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):				
2	(a) □ (b) ☑						
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	7,531,04						
12	CHECK	IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):				
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	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11):				
13	4.75%*						
	TYPE C	F RE	PORTING PERSON (SEE INSTRUCTIONS):				
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	NAMES	OF F	EPORTING PERSONS:				
1	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
	Blacksto	one Ca	pital Partners (Cayman) IV L.P.				
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):				
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13	PERCE	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11):				
13	8.73%*						
11	TYPE C	F RE	PORTING PERSON (SEE INSTRUCTIONS):				
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	NAMES	S OF F	REPORTING PERSONS:		
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			IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):		
			pital Partners (Cayman) IV-A L.P.		
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):		
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4	SOURC	E OF	FUNDS (SEE INSTRUCTIONS):		
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	CITIZE	NSHII	OR PLACE OF ORGANIZATION:		
6	Cayman Islands				
			SOLE VOTING POWER:		
NUMI	BER OF	7	220,038		
	ARES		SHARED VOTING POWER:		
	ICIALLY ED BY	8			
	ACH		SOLE DISPOSITIVE POWER:		
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	RSON ITH		220,038 SHARED DISPOSITIVE POWER:		
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12	CHECK		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):		
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	0.14%*				
14	TYPE C	OF RE	PORTING PERSON (SEE INSTRUCTIONS):		
14	PN				

	NAMES	NAMES OF REPORTING PERSONS:					
1	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
	Blacksto	one Fa	mily Investment Partnership (Cayman) IV-A L.P.				
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):				
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3	SEC US	E ON	LY:				
	SOURC	E OF	FUNDS (SEE INSTRUCTIONS):				
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	_	IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):				
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	740,609						
10	CHECK	IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):				
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	0.47%*	EDE	PORTING PERSON (SEE INSTRUCTIONS):				
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	NAMES	OF F	EPORTING PERSONS:					
1	S.S. OR	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
	Blacksto	Blackstone Chemical Coinvest Partners (Cayman) L.P.						
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):					
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	(b) 🗹							
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	ITH		SHARED DISPOSITIVE POWER:					
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11	AGGRE	CAH	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:					
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10	CHECK	IF TI	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):					
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		NT OI	CLASS REPRESENTED BY AMOUNT IN ROW (11):					
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	NAMES OF REPORTING PERSONS:							
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	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):							
		Blackstone Management Associates (Cayman) IV L.P.						
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):					
2	(a) □ (b) ☑							
	SEC US	E ON	LY:					
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4	SOURC	E OF	FUNDS (SEE INSTRUCTIONS):					
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_	CHECK	IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):					
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	CITIZE	NSHII	OR PLACE OF ORGANIZATION:					
6	Cayman	Island	ds					
		_	SOLE VOTING POWER:					
NUME	BER OF	7	22,343,277					
	ARES		SHARED VOTING POWER:					
	CIALLY ED BY	8						
	CH		SOLE DISPOSITIVE POWER:					
	RTING	9	22.242.277					
	SON ITH		22,343,277 SHARED DISPOSITIVE POWER:					
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	AGGRE	[GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:					
11								
1	22,343,2 CHECK		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):					
12	CHECK	. IF 11	TE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):					
13	PERCE	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11):					
	14.09%	*						
14	TYPE C)F RE	PORTING PERSON (SEE INSTRUCTIONS):					
14	PN							

	NAMES	OF R	EPORTING PERSONS:					
1	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):							
	Blacksto	Blackstone LR Associates (Cayman) IV Ltd.						
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):					
2	(a) □ (b) ☑							
	SEC US		LY:					
3								
	SOURC	E OF	FUNDS (SEE INSTRUCTIONS):					
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	OO CHECK	IE DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):					
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6	Cayman	Island	ls					
			SOLE VOTING POWER:					
NUM	DED OF	7	22.242.277					
	BER OF ARES		22,343,277 SHARED VOTING POWER:					
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	RTING SON	9	22,343,277					
	ITH		SHARED DISPOSITIVE POWER:					
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11	AGGRE	JOAII	E AMOUNT BENEFICIALET OWNED BY EACH REFORTING LEASON.					
	22,343,2	277						
10	CHECK	IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):					
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	_	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11):					
13	14.09%*	k						
	TYPE C	F RE	PORTING PERSON (SEE INSTRUCTIONS):					
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	00							

	NAMES OF REPORTING PERSONS:							
1	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):							
	Peter G.	Peter G. Peterson						
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):					
2	(a) □ (b) ☑							
	SEC US	E ON	LY:					
3								
4	SOURC	E OF	FUNDS (SEE INSTRUCTIONS):					
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_	CHECK	IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):					
5								
	CITIZE	NSHII	P OR PLACE OF ORGANIZATION:					
6	United S	States	of America					
			SOLE VOTING POWER:					
NUMI	BER OF	7	22,435,610**					
	ARES	_	SHARED VOTING POWER:					
	ICIALLY ED BY	8						
	ACH		SOLE DISPOSITIVE POWER:					
	RTING SON	9	22,435,610**					
	ITH		SHARED DISPOSITIVE POWER:					
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	AGGRE	EGATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:					
11	22 435 (510**						
	22,435,610** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):							
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	_	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11):					
13	14.14%							
			PORTING PERSON (SEE INSTRUCTIONS):					
14	IN							
	111							

	NAMES	OF F	EPORTING PERSONS:					
1	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):							
		Stephen A. Schwarzman						
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):					
2	(a) 🗆							
	(b) 🗹							
	SEC US	E ON	LY:					
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	SOURC	E OF	FUNDS (SEE INSTRUCTIONS):					
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5	CHECK	IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):					
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	CITIZE	NSHII	OR PLACE OF ORGANIZATION:					
6								
	United S	States	of America					
		7	SOLE VOTING POWER:					
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	ED BY ACH		SOLE DISPOSITIVE POWER:					
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	AGGRE	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:					
11	ricon	.0.111						
	22,435,6							
10	CHECK	IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):					
12								
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11):					
13	1.4.1.407.4	la slasla						
	14.14%*		OODTING BEDCON (SEE INSTRUCTIONS).					
14	TIPEC	IF KE	PORTING PERSON (SEE INSTRUCTIONS):					
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- * The calculation of the foregoing percentage is based on 158,668,666 shares of the Issuer's common stock outstanding as of November 7, 2006, which number was provided to the Reporting Persons by the Issuer.
- ** Includes 92,333 stock options exercisable for Series A Common Stock.

TABLE OF CONTENTS

ITEM 4. PURPOSE OF TRANSACTION ITEM 5. INTEREST IN SECURITIES OF THE ISSUER SIGNATURE

This Amendment No. 8 amends and supplements the statement on Schedule 13D, originally filed with the Securities and Exchange Commission on March 30, 2005 (as it may be amended from time to time, the "Schedule 13D") with respect to the Series A Common Stock, par value \$0.0001 per share (the "Series A Common Stock") of Celanese Corporation, a Delaware corporation (the "Issuer"). Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D. Unless otherwise indicated herein, terms used but not defined in this Amendment No. 8 shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION.

On November 13, 2006, pursuant to the consummation of a secondary offering of the Issuer's Series A Common Stock, BCP 1, BCP 2 and BCP 3 sold 17,222,715, 1,194,445 and 9,363,905 shares of Series A Common Stock, respectively, (or 27,781,065 shares in aggregate) at a price of \$21.10 per share. Immediately following the sale of the 27,781,065 shares, the Reporting Persons collectively own an aggregate of 22,343,277 shares of Series A Common Stock, representing approximately 14.09% of the total outstanding shares.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b). The information contained on the cover pages and in Item 4 of this Schedule 13D is incorporated herein by reference.

BCP 1 is the record owner of 13,851,589 shares of Series A Common Stock and has the direct power to dispose of such Series A Common Stock. BCP 2 is the record owner of 960,647 shares of Series A Common Stock and has the direct power to vote and dispose of such Series A Common Stock. BCP 3 is the record owner of 7,531,041 shares of Series A Common Stock and has the direct power to vote and dispose of such Common Stock. BCP IV owns all of the equity of BCP 1 and has indirect power to direct the voting and/or disposition of the Series A Common Stock held (via ownership or proxy) by BCP 1. BCP IV-A and BCP Family collectively own all of the equity of BCP 2 and have indirect power to direct the voting and disposition of the Series A Common Stock held by BCP 2. BCP Chemical owns all of the equity of BCP 3 and has indirect power to direct the voting and disposition of the Series A Common Stock held by BCP 3. BMA is the general partner of each of the Partnerships and has indirect power to direct the voting and/or disposition of the Series A Common Stock held (via ownership or proxy) by the BCP Stockholders. BLRA is the general partner of BMA and has indirect power to direct the voting and/or disposition of the Series A Common Stock held (via ownership or proxy) by the BCP Stockholders of BLRA and have indirect power to direct the voting and/or disposition of the Common Stock held (via ownership or proxy) by the BCP Stockholders.

BMA, as general partner of the Partnerships, BLRA, as general partner of BMA, and Peter G. Peterson and Stephen A. Schwarzman, as controlling stockholders of BLRA, may be deemed to beneficially own the shares of Series A Common Stock that the Partnerships may be deemed to beneficially own. Each of BMA, BLRA, Peter G. Peterson and Stephen A. Schwarzman disclaim beneficial ownership of such shares, except to the extent of their respective pecuniary interest therein.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 13, 2006

BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 1

By: /s/ Chinh Chu

Name: Chinh Chu Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 2

By: /s/ Chinh Chu

Name: Chinh Chu Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 3

By: /s/ Chinh Chu

Name: Chinh Chu Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Chinh Chu

Name: Chinh Chu Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV-A L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Chinh Chu

Name: Chinh Chu Title: Director

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP (CAYMAN) IV-A L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Chinh Chu

Name: Chinh Chu Title: Director

BLACKSTONE CHEMICAL COINVEST PARTNERS (CAYMAN) L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Chinh Chu

Name: Chinh Chu Title: Director

BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) IV L.P.

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Chinh Chu

Name: Chinh Chu Title: Director

BLACKSTONE LR ASSOCIATES (CAYMAN) IV LTD.

By: /s/ Chinh Chu

Name: Chinh Chu Title: Director

PETER G. PETERSON

By: /s/ Peter G. Peterson

STEPHEN A. SCHWARZMAN

By: /s/ Stephen A. Schwarzman