Celanese Corp
Form 10-Q
October 20, 2015
Table of Contents

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

Form 10-Q

þ	QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the quarterly period ended September 30, 2015
	Or
o	TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Commission File Number) 001-32410
CELANESE CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	98-0420726 (I.R.S. Employer Identification No.)
222 W. Las Colinas Blvd., Suite 900N Irving, TX (Address of Principal Executive Offices)	75039-5421 (Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer þ
Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)
Smaller reporting company o

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

The number of outstanding shares of the registrant's Series A common stock, $0.0001 par value, as of October 13, 2015 was 146,711,401.

Table of Contents

CELANESE CORPORATION AND SUBSIDIARIES
Form 10-Q
For the Quarterly Period Ended September 30, 2015
TABLE OF CONTENTS

		Page
	PART I - FINANCIAL INFORMATION	
Item 1.	Financial Statements	3
	a) Unaudited Interim Consolidated Statements of Operations for the three and nine months ended September 30, 2015 and 2014	3
	b) Unaudited Interim Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2015 and 2014	4
	c) Unaudited Consolidated Balance Sheets as of September 30, 2015 and December 31, 2014	5
	d) Unaudited Interim Consolidated Statement of Equity for the nine months ended September 30, 2015	6
	e) Unaudited Interim Consolidated Statements of Cash Flows for the nine months ended September 30, 2015 and 2014	7
	f) Notes to the Unaudited Interim Consolidated Financial Statements	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	41
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	57
Item 4.	Controls and Procedures	57
	PART II - OTHER INFORMATION	
Item 1.	Legal Proceedings	58
Item 1A.	Risk Factors	58
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	58
Item 3.	Defaults Upon Senior Securities	58
Item 4.	Mine Safety Disclosures	58
Item 5.	Other Information	58
Item 6.	Exhibits	59
Signatures		60

Table of Contents

Item 1. Financial Statements
CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(In $ millions, except share and per share data)			
Net sales	1,413	1,769	4,340	5,243
Cost of sales	(1,110)	(1,333)	(3,281)	(4,021)
Gross profit	303	436	1,059	1,222
Selling, general and administrative expenses	(93)	(118)	(297)	(341)
Amortization of intangible assets	(3)	(5)	(9)	(16)
Research and development expenses	(19)	(22)	(98)	(68)
Other (charges) gains, net	(4)	20	(19)	21
Foreign exchange gain (loss), net	3	1	3	(1)
Gain (loss) on disposition of businesses and assets, net	(1)	(2)	(8)	(5)
Operating profit (loss)	186	310	631	812
Equity in net earnings (loss) of affiliates	50	52	138	193
Interest expense	(29)	(41)	(86)	(120)
Refinancing expense	—	(4)	—	(4)
Interest income	—	3	1	5
Dividend income - cost investments	26	29	80	87
Other income (expense), net	(8)	(2)	(6)	(1)
Earnings (loss) from continuing operations before tax	225	347	758	972
Income tax (provision) benefit	(74)	(90)	(170)	(262)
Earnings (loss) from continuing operations	151	257	588	710
Earnings (loss) from operation of discontinued operations	—	(7)	(3)	(8)
Income tax (provision) benefit from discontinued operations	—	2	1	3
Earnings (loss) from discontinued operations	—	(5)	(2)	(5)
Net earnings (loss)	151	252	586	705
Net (earnings) loss attributable to noncontrolling interests	10	1	16	3
Net earnings (loss) attributable to Celanese Corporation	161	253	602	708
Amounts attributable to Celanese Corporation				
Earnings (loss) from continuing operations	161	258	604	713
Earnings (loss) from discontinued operations	—	(5)	(2)	(5)
Net earnings (loss)	161	253	602	708
Earnings (loss) per common share - basic				
Continuing operations	1.07	1.67	3.97	4.58
Discontinued operations	—	(0.03)	(0.01)	(0.03)
Net earnings (loss) - basic	1.07	1.64	3.96	4.55
Earnings (loss) per common share - diluted				
Continuing operations	1.07	1.66	3.93	4.56
Discontinued operations	—	(0.03)	(0.01)	(0.03)
Net earnings (loss) - diluted	1.07	1.63	3.92	4.53
Weighted average shares - basic	149,800,029	154,427,554	152,153,057	155,552,777
Weighted average shares - diluted	151,004,081	155,174,528	153,420,449	156,325,511

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

Table of Contents

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(In $ millions)			
Net earnings (loss)	151	252	586	705
Other comprehensive income (loss), net of tax				
Unrealized gain (loss) on marketable securities	1	—	—	—
Foreign currency translation	(11)	(124)	(130)	(141)
Gain (loss) on cash flow hedges	(1)	(5)	2	(11)
Pension and postretirement benefits	—	(8)	1	(34)
Total other comprehensive income (loss), net of tax	(11)	(137)	(127)	(186)
Total comprehensive income (loss), net of tax	140	115	459	519
Comprehensive (income) loss attributable to noncontrolling interests	10	1	16	3
Comprehensive income (loss) attributable to Celanese Corporation	150	116	475	522

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

Table of Contents

CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED BALANCE SHEETS

	As of September 30, 2015	As of December 31, 2014
	(In $ millions, except share data)	
ASSETS		
Current Assets		
Cash and cash equivalents (variable interest entity restricted - 2015: $1; 2014: $1)	952	780
Trade receivables - third party and affiliates (net of allowance for doubtful accounts - 2015: $6; 2014: $9)	793	801
Non-trade receivables, net	231	241
Inventories	738	782
Deferred income taxes	15	29
Marketable securities, at fair value	30	32
Other assets	37	33
Total current assets	2,796	2,698
Investments in affiliates	868	876
Property, plant and equipment (net of accumulated depreciation - 2015: $1,990; 2014: $1,816; variable interest entity restricted - 2015: $754; 2014: $535)	3,778	3,733
Deferred income taxes	278	253
Other assets (variable interest entity restricted - 2015: $40; 2014: $24)	350	377
Goodwill	716	749
Intangible assets (net of accumulated amortization - 2015: $536; 2014: $556)	122	132
Total assets	8,908	8,818
LIABILITIES AND EQUITY		
Current Liabilities		
Short-term borrowings and current installments of long-term debt - third party and affiliates	463	137
Trade payables - third party and affiliates	608	757
Other liabilities	331	432
Deferred income taxes	7	7
Income taxes payable	107	5
Total current liabilities	1,516	1,338
Long-term debt	2,541	2,608
Deferred income taxes	122	141
Uncertain tax positions	165	159
Benefit obligations	1,103	1,211
Other liabilities	264	283
Commitments and Contingencies		
Stockholders' Equity		
Preferred stock, $0.01 par value, 100,000,000 shares authorized (2015 and 2014: 0 issued and outstanding)	—	—
Series A common stock, $0.0001 par value, 400,000,000 shares authorized (2015: 166,620,081 issued and 146,703,591 outstanding; 2014: 166,169,335 issued and 152,902,710 outstanding)	—	—
	—	—

Series B common stock, $0.0001 par value, 100,000,000 shares authorized (2015 and 2014: 0 issued and outstanding)		
Treasury stock, at cost (2015: 19,916,490 shares; 2014: 13,266,625 shares)	(1,031)	(611)
Additional paid-in capital	127	103
Retained earnings	3,962	3,491
Accumulated other comprehensive income (loss), net	(292)	(165)
Total Celanese Corporation stockholders' equity	2,766	2,818
Noncontrolling interests	431	260
Total equity	3,197	3,078
Total liabilities and equity	8,908	8,818

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

Table of Contents

CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENT OF EQUITY

	Nine Months Ended September 30, 2015	
	Shares	Amount
	(In $ millions, except share data)	
Series A Common Stock		
Balance as of the beginning of the period	152,902,710	—
Stock option exercises	70,117	—
Purchases of treasury stock	(6,649,865)	—
Stock awards	380,629	—
Balance as of the end of the period	146,703,591	—
Treasury Stock		
Balance as of the beginning of the period	13,266,625	(611)
Purchases of treasury stock, including related fees	6,649,865	(420)
Balance as of the end of the period	19,916,490	(1,031)
Additional Paid-In Capital		
Balance as of the beginning of the period		103
Stock-based compensation, net of tax		22
Stock option exercises, net of tax		2
Balance as of the end of the period		127
Retained Earnings		
Balance as of the beginning of the period		3,491
Net earnings (loss) attributable to Celanese Corporation		602
Series A common stock dividends		(131)
Balance as of the end of the period		3,962
Accumulated Other Comprehensive Income (Loss), Net		
Balance as of the beginning of the period		(165)
Other comprehensive income (loss), net of tax		(127)
Balance as of the end of the period		(292)
Total Celanese Corporation stockholders' equity		2,766
Noncontrolling Interests		
Balance as of the beginning of the period		260
Net earnings (loss) attributable to noncontrolling interests		(16)
Contributions from noncontrolling interests		187
Balance as of the end of the period		431
Total equity		3,197

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

Table of Contents

CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30,	
	2015	2014
	(In $ millions)	
Operating Activities		
Net earnings (loss)	586	705
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities		
Asset impairments	1	—
Depreciation, amortization and accretion	257	226
Pension and postretirement net periodic benefit cost	(37)	(85)
Pension and postretirement contributions	(53)	(83)
Deferred income taxes, net	4	(8)
(Gain) loss on disposition of businesses and assets, net	7	5
Stock-based compensation	32	26
Undistributed earnings in unconsolidated affiliates	(16)	(51)
Other, net	6	15
Operating cash provided by (used in) discontinued operations	3	5
Changes in operating assets and liabilities		
Trade receivables - third party and affiliates, net	(16)	(175)
Inventories	20	7
Other assets	13	22
Trade payables - third party and affiliates	(98)	45
Other liabilities	17	142
Net cash provided by (used in) operating activities	726	796
Investing Activities		
Capital expenditures on property, plant and equipment	(168)	(189)
Acquisitions, net of cash acquired	(3)	—
Proceeds from sale of businesses and assets, net	—	—
Capital expenditures related to Fairway Methanol LLC	(263)	(275)
Other, net	(27)	(13)
Net cash provided by (used in) investing activities	(461)	(477)
Financing Activities		
Net change in short-term borrowings with maturities of 3 months or less	346	12
Proceeds from short-term borrowings	40	47
Repayments of short-term borrowings	(60)	(70)
Proceeds from long-term debt	—	387
Repayments of long-term debt	(18)	(19)
Purchases of treasury stock, including related fees	(420)	(201)
Stock option exercises	2	4
Series A common stock dividends	(131)	(106)
Contributions from noncontrolling interests	187	194
Other, net	(10)	(11)
Net cash provided by (used in) financing activities	(64)	237
Exchange rate effects on cash and cash equivalents	(29)	(30)
Net increase (decrease) in cash and cash equivalents	172	526
Cash and cash equivalents as of beginning of period	780	984
Cash and cash equivalents as of end of period	952	1,510

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

Table of Contents

CELANESE CORPORATION AND SUBSIDIARIES
NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
1. Description of the Company and Basis of Presentation
Description of the Company
Celanese Corporation and its subsidiaries (collectively, the "Company") is a global technology and specialty materials company. The Company's business involves processing chemical raw materials, such as methanol, carbon monoxide and ethylene, and natural products, including wood pulp, into value-added chemicals, thermoplastic polymers and other chemical-based products.
Definitions
In this Quarterly Report on Form 10-Q ("Quarterly Report"), the term "Celanese" refers to Celanese Corporation, a Delaware corporation, and not its subsidiaries. The term "Celanese US" refers to the Company's subsidiary, Celanese US Holdings LLC, a Delaware limited liability company, and not its subsidiaries.
Basis of Presentation
The unaudited interim consolidated financial statements for the three and nine months ended September 30, 2015 and 2014 contained in this Quarterly Report were prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for all periods presented and include the accounts of the Company, its majority owned subsidiaries over which the Company exercises control and, when applicable, variable interest entities in which the Company is the primary beneficiary. The unaudited interim consolidated financial statements and other financial information included in this Quarterly Report, unless otherwise specified, have been presented to separately show the effects of discontinued operations.
In the opinion of management, the accompanying unaudited consolidated balance sheets and related unaudited interim consolidated statements of operations, comprehensive income (loss), cash flows and equity include all adjustments, consisting only of normal recurring items necessary for their fair presentation in conformity with US GAAP. Certain information and footnote disclosures normally included in financial statements prepared in accordance with US GAAP may have been condensed or omitted in accordance with rules and regulations of the Securities and Exchange Commission ("SEC"). These unaudited interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements as of and for the year ended December 31, 2014, filed on February 6, 2015 with the SEC as part of the Company's Annual Report on Form 10-K.
Operating results for the three and nine months ended September 30, 2015 are not necessarily indicative of the results to be expected for the entire year.
In the ordinary course of business, the Company enters into contracts and agreements relative to a number of topics, including acquisitions, dispositions, joint ventures, supply agreements, product sales and other arrangements. The Company endeavors to describe those contracts or agreements that are material to its business, results of operations or financial position. The Company may also describe some arrangements that are not material but in which the Company believes investors may have an interest or which may have been included in a Form 8-K filing. Investors should not assume the Company has described all contracts and agreements relative to the Company's business in this Quarterly Report.
For those consolidated ventures in which the Company owns or is exposed to less than 100% of the economics, the outside stockholders' interests are shown as noncontrolling interests.
The Company has reclassified certain prior period amounts to conform to the current period's presentation.
Estimates and Assumptions
The preparation of unaudited interim consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the unaudited interim consolidated financial statements and the reported amounts of net sales, 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

Table of Contents

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

Goodwill and Other Intangible Assets

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, 2015 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.

The Company assesses the recoverability of the carrying amount of its indefinite-lived intangible assets either qualitatively or by utilizing the relief from royalty method under the income approach 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. In connection with the Company's annual indefinite-lived intangible assets impairment assessment, the Company did not record an impairment loss to indefinite-lived intangible assets during the nine months ended September 30, 2015 as the estimated fair value of each of the Company's indefinite-lived intangible assets exceeded the carrying value of the underlying assets by a substantial margin.

The Company's trademarks and trade names have an indefinite life. For the nine months ended September 30, 2015, the Company did not renew or extend any intangible assets.

2. Recent Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-11, Simplifying the Measurement of Inventory ("ASU 2015-11"). ASU 2015-11 applies to inventory that is measured using the first-in, first-out ("FIFO") or average cost method and requires measurement of that inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted. The Company does not expect the impact of adopting this ASU to be material to the Company's financial statements and related disclosures.

In May 2015, the FASB issued ASU 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) ("ASU 2015-07"). ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. This ASU also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, such disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. This ASU is effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2015. Early adoption is permitted. The Company does not expect the impact of adopting this ASU to be material to the Company's financial statements and related disclosures.

In April 2015, the FASB issued ASU 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs ("ASU 2015-03"). ASU 2015-03 requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying value of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by ASU 2015-03. In August 2015, the FASB issued ASU 2015-15, Interest - Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements ("ASU 2015-15"), which clarifies that the guidance in ASU 2015-03 does not apply to line-of-credit arrangements. ASU 2015-15 permits an entity to defer and present debt issuance costs as an asset and subsequently amortize these costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The amendments in ASU 2015-03 are effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2015. Early adoption is permitted. The Company does not expect the impact of adopting ASU 2015-03 to be material to the Company's financial statements and related disclosures.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"). ASU 2014-09 supersedes the revenue recognition requirements of FASB Accounting Standards Codification ("ASC") Topic 605, Revenue Recognition and most industry-specific guidance throughout the ASC, resulting in the creation of FASB ASC Topic 606, Revenue from Contracts with Customers. ASU 2014-09 requires entities to recognize revenue in a way that depicts the transfer

Table of Contents

of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. This ASU provides alternative methods of adoption. In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers, Deferral of the Effective Date ("ASU 2015-14"). ASU 2015-14 defers the effective date of ASU 2014-09 by one year to December 15, 2017 for fiscal years, and interim periods within those years, beginning after that date and permits early adoption of the standard, but not before the original effective date for fiscal years beginning after December 15, 2016. The Company is currently assessing the potential impact of adopting ASU 2014-09 on its financial statements and related disclosures.

3. Ventures and Variable Interest Entities

Consolidated Variable Interest Entities

In February 2014, the Company formed a joint venture, Fairway Methanol LLC ("Fairway"), with Mitsui & Co., Ltd., of Tokyo, Japan ("Mitsui"), in which the Company owns 50% of Fairway, for the production of methanol at the Company's integrated chemical plant in Clear Lake, Texas. The methanol unit utilizes natural gas in the US Gulf Coast region as a feedstock and benefits from the existing infrastructure at the Company's Clear Lake facility. Both Mitsui and the Company supply their own natural gas to Fairway in exchange for methanol tolling under a cost-plus off-take arrangement. The methanol facility has an annual capacity of 1.3 million tons. Fairway began production in October 2015.

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

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

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Cash and cash equivalents	1	1
Property, plant and equipment	754	535
Other assets	40	24
Total assets[(1)]	795	560
Trade payables	3	—
Current liabilities[(2)]	20	40
Long-term debt	5	—
Total liabilities	28	40

(1) Assets can only be used to settle the obligations of Fairway.

(2) Amounts owed by Fairway to the Company for reimbursement of expenditures.

Nonconsolidated Variable Interest Entities

The Company holds variable interests in entities that supply certain raw materials and services to the Company. The variable interests primarily relate to cost-plus contractual arrangements with the suppliers and recovery of capital expenditures for certain plant assets plus a rate of return on such assets. Liabilities for such supplier recoveries of capital expenditures have been recorded as capital lease obligations. The entities are not consolidated because the Company is not the primary beneficiary of the entities as it does not have the power to direct the activities of the entities that most significantly impact the entities' economic performance. The Company's maximum exposure to loss as a result of its involvement with these VIEs as of September 30, 2015 relates primarily to the recovery of capital expenditures for certain property, plant and equipment.

Table of Contents

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

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Property, plant and equipment, net	86	96
Trade payables	45	43
Current installments of long-term debt	9	9
Long-term debt	114	125
Total liabilities	168	177
Maximum exposure to loss	301	291

The difference between the total liabilities associated with obligations to unconsolidated VIEs and the maximum exposure to loss primarily represents take-or-pay obligations for services included in the Company's unconditional purchase obligations (Note 16).

4. 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 9) as follows:

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Amortized cost	30	32
Gross unrealized gain	—	—
Gross unrealized loss	—	—
Fair value	30	32

See Note 15 - Fair Value Measurements for further information regarding the fair value of the Company's marketable securities.

5. Inventories

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Finished goods	536	579
Work-in-process	53	53
Raw materials and supplies	149	150
Total	738	782

Table of Contents

6. Current Other Liabilities

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Asset retirement obligations	8	9
Benefit obligations (Note 9)	33	28
Customer rebates	38	53
Derivatives (Note 14)	6	13
Environmental (Note 10)	16	21
Insurance	8	9
Interest	20	19
Restructuring (Note 12)	15	21
Salaries and benefits	106	129
Sales and use tax/foreign withholding tax payable	23	13
Uncertain tax positions (Note 13)	—	59
Other	58	58
Total	331	432

7. Noncurrent Other Liabilities

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Asset retirement obligations	30	28
Deferred proceeds	43	47
Deferred revenue	16	21
Derivatives (Note 14)	—	10
Environmental (Note 10)	60	63
Income taxes payable	11	13
Insurance	54	51
Other	50	50
Total	264	283

Table of Contents

8. Debt

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Short-Term Borrowings and Current Installments of Long-Term Debt - Third Party and Affiliates		
Current installments of long-term debt	26	25
Short-term borrowings, including amounts due to affiliates(1)	62	77
Revolving credit facility(2)	345	—
Accounts receivable securitization facility(3)	30	35
Total	463	137

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(1) The weighted average interest rate was 3.8% and 4.7% as of September 30, 2015 and December 31, 2014, respectively.

(2) The weighted average interest rate was 1.7% and 0.0% as of September 30, 2015 and December 31, 2014, respectively.

(3) The weighted average interest rate was 0.7% as of September 30, 2015 and December 31, 2014.

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Long-Term Debt		
Senior credit facilities - Term C-2 loan due 2016	31	34
Senior credit facilities - Term C-3 loan due 2018	884	906
Senior unsecured notes due 2019, interest rate of 3.250%	336	364
Senior unsecured notes due 2021, interest rate of 5.875%	400	400
Senior unsecured notes due 2022, interest rate of 4.625%	500	500
Pollution control and industrial revenue bonds due at various dates through 2030, interest rates ranging from 5.7% to 6.7%	169	169
Obligations under capital leases due at various dates through 2054	247	260
Subtotal	2,567	2,633
Current installments of long-term debt	(26)	(25)
Total	2,541	2,608

Senior Notes

The Company has outstanding senior unsecured notes issued in public offerings registered under the Securities Act of 1933, as amended, as follows (collectively, the "Senior Notes"):

Senior Notes	Issue Date	Principal	Interest Rate	Interest Pay Dates		Maturity Date
		(In millions)	(In percentages)			
3.250% Notes	September 2014	€300	3.250	April 15	October 15	October 15, 2019
4.625% Notes	November 2012	$500	4.625	March 15	September 15	November 15, 2022
5.875% Notes	May 2011	$400	5.875	June 15	December 15	June 15, 2021

Table of Contents

The Senior Notes are senior unsecured obligations of Celanese US and rank equally in right of payment with all other unsubordinated indebtedness of Celanese US. The Senior Notes were issued under indentures (collectively, "Indentures") among Celanese US, Celanese and each of the domestic subsidiaries of Celanese US that guarantee its obligations under its senior secured credit facilities ("Subsidiary Guarantors") and Wells Fargo Bank, National Association, as trustee. The Senior Notes are guaranteed on a senior unsecured basis by Celanese and the Subsidiary Guarantors. The Indentures 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. Celanese US may redeem some or all of each of the Senior Notes, prior to their respective maturity dates, at a redemption price of 100% of the principal amount, plus a "make-whole" premium as specified in the applicable indenture, plus accrued and unpaid interest, if any, to the redemption date.

Senior Credit Facilities

In September 2014, Celanese US, Celanese and the Subsidiary Guarantors entered into an amendment agreement with the lenders under Celanese US's existing senior secured credit facilities in order to amend and restate the amended credit agreement dated September 16, 2013 (as amended and restated by the 2014 amendment agreement, the "Amended Credit Agreement"). Under the Amended Credit Agreement, all of the US dollar-denominated Term C-2 term loans and all but €28 million of the Euro-denominated Term C-2 term loans under the 2013 amended credit agreement were converted into, or refinanced by, the Term C-3 loan facility with an extended maturity date of October 2018. The non-extended portions of the Term C-2 loan facility continue to have a maturity date of October 2016. In addition, the maturity date of the Company's revolving credit facility was extended to October 2018 and the facility was increased to $900 million. Accordingly, the Amended Credit Agreement consists of the Term C-2 loan facility, the Term C-3 loan facility and a $900 million revolving credit facility.

As of September 30, 2015, the margin for borrowings under the Term C-2 loan facility was 2.0% above the Euro Interbank Offered Rate ("EURIBOR") and the margin for borrowings under the Term C-3 loan facility was 2.25% above LIBOR (for US dollars) and 2.25% above EURIBOR (for Euros), as applicable. As of September 30, 2015, the margin for borrowings under the revolving credit facility was 1.5% 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 corporate credit ratings of Celanese or Celanese US.

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

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

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

The Company's amended first lien senior secured leverage ratios under the revolving credit facility are as follows:

As of September 30, 2015		
Maximum	Estimate	Estimate, If Fully Drawn
3.90	0.88	1.25

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.

Table of Contents

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 $50 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 September 30, 2015.

Accounts Receivable Securitization Facility

In August 2013, the Company entered into a US accounts receivable securitization facility pursuant to (i) a Purchase and Sale Agreement ("Sale Agreement") among certain US subsidiaries of the Company (each an "Originator"), Celanese International Corporation ("CIC") and CE Receivables LLC, a wholly-owned, "bankruptcy remote" special purpose subsidiary of an Originator ("Transferor") and (ii) a Receivables Purchase Agreement ("Purchase Agreement"), among CIC, as servicer, the Transferor, various third-party purchasers (collectively, "Purchasers") and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as administrator ("Administrator"). The Purchase Agreement expires in 2016, but may be extended for successive one year terms by agreement of the parties. All of the Transferor's assets have been pledged to the Administrator in support of its obligations under the Purchase Agreement.

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

	As of September 30, 2015	
	(In $ millions)	
Revolving Credit Facility		
Borrowings outstanding	345	(1)
Letters of credit issued	—	
Available for borrowing	555	
Accounts Receivable Securitization Facility		
Borrowings outstanding	30	(2)
Letters of credit issued	74	
Available for borrowing	5	
Total borrowing base	109	
Maximum borrowing base	135	(3)

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(1) The Company borrowed $475 million and repaid $130 million during the nine months ended September 30, 2015. Borrowings were primarily used to fund repurchases of the Company's Series A common stock, par value $0.0001 per share ("Common Stock").

(2) The Company repaid $15 million of borrowings outstanding during the nine months ended September 30, 2015.

(3) Outstanding accounts receivable transferred by the Originators to the Transferor was $152 million.

Table of Contents

9. Benefit Obligations

The components of net periodic benefit cost are as follows:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2015		2014		2015		2014	
	Pension Benefits	Post-retirement Benefits	Pension Benefits	Post-retirement Benefits	Pension Benefits	Post-retirement Benefits	Pension Benefits	Post-retirement Benefits
	(In $ millions)				(In $ millions)			
Service cost	4	—	3	—	10	1	9	1
Interest cost	34	1	41	1	105	2	126	3
Expected return on plan assets	(53)	—	(54)	—	(158)	—	(162)	—
Recognized actuarial (gain) loss	—	—	—	—	—	1	—	—
Amortization of prior service cost (credit), net	—	—	—	(21) (1)	—	—	—	(62) (1)
Special termination benefit	1	—	—	—	2	—	—	—
Total	(14)	1	(10)	(20)	(41)	4	(27)	(58)

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(1) Primarily related to the elimination of eligibility for all current and future US employees to participate in the Company's US postretirement health care plan.

Benefit obligation funding is as follows:

	As of September 30, 2015	Total Expected 2015
	(In $ millions)	
Cash contributions to defined benefit pension plans	32	40
Benefit payments to nonqualified pension plans	17	22
Benefit payments to other postretirement benefit plans	4	5
Cash contributions to German multiemployer defined benefit pension plans (1)	5	6

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(1) The Company makes contributions based on specified percentages of employee contributions.

The Company's estimates of its US defined benefit pension plan contributions reflect the provisions of the Pension Protection Act of 2006.

10. Environmental

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.

Table of Contents

The components of environmental remediation reserves are as follows:

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Demerger obligations (Note 16)	22	25
Divestiture obligations (Note 16)	18	21
Active sites	20	23
US Superfund sites	14	12
Other environmental remediation reserves	2	3
Total	76	84

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 16). The Company provides for such obligations when the event of loss is probable and reasonably estimable. The Company believes that environmental remediation costs will not have a material adverse effect on the financial position of the Company, but may have a material adverse effect on the results of operations or cash flows in any given period.

US Superfund Sites

In the US, the Company may be subject to substantial claims brought by US federal or state regulatory agencies or private individuals pursuant to statutory authority or common law. In particular, the Company has a potential liability under the US Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended, and related state laws (collectively referred to as "Superfund") for investigation and cleanup costs at certain sites. At most of these sites, numerous companies, including the Company, or one of its predecessor companies, have been notified that the US Environmental Protection Agency ("EPA"), state governing bodies or private individuals consider such companies to be potentially responsible parties ("PRP") under Superfund or related laws. The proceedings relating to these sites are in various stages. The cleanup process has not been completed at most sites, and the status of the insurance coverage for some of these proceedings is uncertain. Consequently, the Company cannot accurately determine its ultimate liability for investigation or cleanup costs at these sites.

As events progress at each site for which it has been named a PRP, the Company accrues, as appropriate, a liability for site cleanup. Such liabilities include all costs that are probable and can be reasonably estimated. In establishing these liabilities, the Company considers its shipment of waste to a site, its percentage of total waste shipped to the site, the types of wastes involved, the conclusions of any studies, the magnitude of any remedial actions that may be necessary and the number and viability of other PRPs. Often the Company joins with other PRPs to sign joint defense agreements that settle, among PRPs, each party's percentage allocation of costs at the site. Although the ultimate liability may differ from the estimate, the Company routinely reviews the liabilities and revises the estimate, as appropriate, based on the most current information available.

One such site is the Lower Passaic River Study Area, which is the lower 17-mile stretch of the Passaic River ("Site"). The Company and 70 other companies are parties to a May 2007 Administrative Order on Consent with the EPA to perform a Remedial Investigation/Feasibility Study ("RI/FS") at the Site in order to identify the levels of contaminants and potential cleanup actions. Work on the RI/FS is ongoing, with a goal to complete it in 2016. Cost estimates for the various alternatives at the Site range from $365 million to $3.2 billion.

On April 11, 2014, the EPA issued its proposed, independent evaluation of remediation alternatives for a portion of the Site. The EPA's preferred plan for this portion of the Site would involve dredging bank to bank and installing an engineered cap at an estimated cost of $1.7 billion. The parties involved have submitted comments to the EPA challenging the science, scope, necessity and viability of the EPA's proposed plan as the EPA's preferred remedy for this portion of the Site is inconsistent with the remedy being developed in the RI/FS for the full Site. The EPA will evaluate all the inputs and is expected to issue a final decision concerning this portion of the Site in 2015. Any subsequent order from the EPA requiring clean-up actions could be judicially challenged.

Table of Contents

While the final remedy remains uncertain, the Company has found no evidence that it contributed any of the primary contaminants of concern to the Passaic River. The Company is vigorously defending this matter and currently believes that its ultimate allocable share of the cleanup costs, estimated at substantially less than 1%, will not be material.

11. 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 Common Stock, unless the Company's Board of Directors, in its sole discretion, determines otherwise. The amount available to pay cash dividends is restricted by the Company's Amended Credit Agreement and the Indentures.

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

	Increase	Quarterly Common Stock Cash Dividend	Annual Common Stock Cash Dividend	Effective Date
	(In percentages)	(In $ per share)		
April 2014	39	0.25	1.00	May 2014
April 2015	20	0.30	1.20	May 2015

Treasury Stock

	Nine Months Ended September 30, 2015		Nine Months Ended September 30, 2014	Total From February 2008 Through September 30, 2015
Shares repurchased	6,640,601	(1)	3,515,301	27,307,796
Average purchase price per share	$63.31		$57.19	$48.90
Cash paid for repurchased shares (in millions)	$420		$201	$1,335
Aggregate Board of Directors repurchase authorizations during the period (in millions)(2)	$1,000		$172	$2,366

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(1) Excludes 9,264 shares withheld from an executive officer to cover statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock. Restricted stock awards are considered outstanding at the time of issuance. Accordingly, the shares withheld are treated as treasury shares.

(2) These authorizations give management discretion in determining the timing and conditions under which shares may be repurchased. This repurchase program began in February 2008 and does not have an expiration date. On September 9, 2015, the Board of Directors approved a new $1.0 billion share repurchase authorization.

The purchase of treasury stock reduces the number of shares outstanding. 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.

Table of Contents

Other Comprehensive Income (Loss), Net

	Three Months Ended September 30,					
	2015			2014		
	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	—	1	—	—	—
Foreign currency translation	(8)	(3)	(11)	(127)	3	(124)
Gain (loss) on cash flow hedges	(1)	—	(1)	(8)	3	(5)
Pension and postretirement benefits	—	—	—	(16)	8	(8)
Total	(8)	(3)	(11)	(151)	14	(137)

	Nine Months Ended September 30,					
	2015			2014		
	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	(1)	—	—	—	—
Foreign currency translation	(125)	(5)	(130)	(142)	1	(141)
Gain (loss) on cash flow hedges	3	(1)	2	(11)	—	(11)
Pension and postretirement benefits	—	1	1	(57)	23	(34)
Total	(121)	(6)	(127)	(210)	24	(186)

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

	Unrealized Gain (Loss) on Marketable Securities (Note 4)	Foreign Currency Translation	Gain (Loss) on Cash Flow Hedges (Note 14)	Pension and Postretirement Benefits (Note 9)	Accumulated Other Comprehensive Income (Loss), Net
	(In $ millions)				
As of December 31, 2014	1	(151)	(4)	(11)	(165)
Other comprehensive income (loss) before reclassifications	1	(125)	(2)	—	(126)
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	5	—	5
Income tax (provision) benefit	(1)	(5)	(1)	1	(6)
As of September 30, 2015	1	(281)	(2)	(10)	(292)

Table of Contents

12. Other (Charges) Gains, Net

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(In $ millions)			
Employee termination benefits	(6)[1]	(3)	(20)[1]	(6)
Asset impairments	(1)	—	(1)	—
Plant/office closures	—	1	—	2
Commercial disputes	3	21	2	21
Other	—	1	—	4
Total	(4)	20	(19)	21

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(1) Includes $1 million of special termination benefits included in Benefit obligations in the unaudited consolidated balance sheets and is included in the Company's Industrial Specialties segment.

2015

During the three and nine months ended September 30, 2015, the Company recorded $6 million and $20 million, respectively, of employee termination benefits related to the Company's ongoing efforts to align its businesses around its core value drivers.

During the three months ended September 30, 2015, the Company recorded $6 million and $4 million, respectively, in accelerated depreciation related to the Company's intent to cease operations of its vinyl acetate ethylene ("VAE") emulsions unit in Meredosia, Illinois and the contemplated closure of its VAE and conventional emulsions units in Tarragona, Spain. The accelerated depreciation is included in Cost of sales in the unaudited interim consolidated statements of operations and is included in the Company's Industrial Specialties segment. As a result of the anticipated VAE emulsions unit closure in Meredosia, Illinois, the Company expects to record exit costs in the range of $20 million to $25 million during the fourth quarter of 2015.

During the nine months ended September 30, 2015, the Company also recorded $39 million in accelerated depreciation expense related to property, plant and equipment no longer in use at the Company's ethanol technology development unit in Clear Lake, Texas. The Company believes that further development of its ethanol technology can be achieved through the utilization of other existing assets. The accelerated depreciation is included in Research and development expenses in the unaudited interim consolidated statements of operations and is included in the Company's Acetyl Intermediates segment.

2014

During the three months ended September 30, 2014, the Company received consideration of $6 million in connection with the settlement of a claim against a bankrupt supplier. The resolution of this commercial dispute is included in the Acetyl Intermediates segment. In addition, the Company recovered $15 million from an arbitration award against a former utility operator at its cellulose derivatives manufacturing facility in Narrows, Virginia, which is included in the Consumer Specialties segment.

During the nine months ended September 30, 2014, the Company recorded a $3 million adjustment to its initial estimate for asset retirement obligations related to the closure of its acetic anhydride facility in Roussillon, France and its vinyl acetate monomer ("VAM") facility in Tarragona, Spain. In addition, during the nine months ended September 30, 2014, the Company recorded $4 million of employee termination benefits related to the closure of its acetic anhydride facility in Roussillon, France and its VAM facility in Tarragona, Spain.

Table of Contents

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)					
Employee Termination Benefits						
As of December 31, 2014	4	1	1	5	3	14
Additions	6	1	3	1	8	19
Cash payments	(2)	(1)	(1)	(4)	(2)	(10)
Other changes	(3)	—	—	—	(3)	(6)
Exchange rate changes	(1)	—	—	(1)	—	(2)
As of September 30, 2015	4	1	3	1	6	15
Plant/Office Closures						
As of December 31, 2014	—	—	—	7	—	7
Additions	—	—	—	—	—	—
Cash payments	—	—	—	(6)	—	(6)
Other changes	—	—	—	—	—	—
Exchange rate changes	—	—	—	(1)	—	(1)
As of September 30, 2015	—	—	—	—	—	—
Total	4	1	3	1	6	15

13. Income Taxes

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(In percentages)			
Effective income tax rate	33	26	22	27

The lower effective income tax rate for the nine months ended September 30, 2015 is primarily attributable to a $30 million reduction of prior year tax positions due to audit closures and technical judicial clarifications and the implementation of the Company's centralized European headquarters. For the three months ended September 30, 2015, the effective income tax rate was negatively impacted by changes in jurisdictional earnings, that provided no tax benefit.

In February 2015, the Company established a centralized European headquarters for the purpose of improving the operational efficiencies and profitability of its European operations and certain global product lines. These activities will directly impact the Company's mix of earnings and product flows and will result in both favorable and unfavorable tax rate impacts in the jurisdictions in which the Company operates.

For the nine months ended September 30, 2015, the Company's uncertain tax positions decreased $53 million, primarily due to a $45 million decrease resulting from audit closures and technical judicial clarifications (Note 6) and exchange rate fluctuations of $14 million, partially offset by interest and other changes in uncertain tax positions.

The Company's US tax returns for the years 2009 through 2012 are currently under audit by the US Internal Revenue Service and certain of the Company's subsidiaries are under audit in jurisdictions outside of the US. The Company does not expect any material changes in the unrecognized tax benefits within the next twelve months related to the settlement of one or more of these audits or lapse of applicable statutes of limitations.

Table of Contents

14. Derivative Financial Instruments

Interest Rate Swaps

The Company fixes the LIBOR portion of its US dollar denominated variable rate borrowings (Note 8) with interest rate swap derivative arrangements as follows:

As of September 30, 2015

Notional Value (In $ millions)	Effective Date	Expiration Date	Fixed Rate (In percentages)
500	January 2, 2014	January 2, 2016	0.94

As of December 31, 2014

Notional Value (In $ millions)	Effective Date	Expiration Date	Fixed Rate (In percentages)
500	January 2, 2014	January 2, 2016	1.02

Foreign Currency Forwards and Swaps

Gross notional values of the foreign currency forwards and swaps are as follows:

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Total	788	1,336

Cross-currency Swaps

On March 31, 2015, the Company settled its cross-currency swap agreements with notional values of $250 million/€193 million, expiring September 11, 2020, and $225 million/€162 million, expiring April 17, 2019, in exchange for cash of $88 million. The Company recorded a net loss of $1 million, which is included in Other income (expense), net in the unaudited interim consolidated statement of operations. The Company classifies cash flows from derivative instruments designated as cash flow hedges in the same category of the consolidated statement of cash flows as the cash flows from the items being hedged. Accordingly, the settlement of the cross-currency swap agreements is included in Net cash provided by (used in) operating activities in the unaudited interim consolidated statement of cash flows for the nine months ended September 30, 2015.

Table of Contents

Information regarding changes in the fair value of the Company's derivative and non-derivative instruments is as follows:

	Gain (Loss) Recognized in Other Comprehensive Income (Loss)		Gain (Loss) Recognized in Earnings (Loss)		Statement of Operations Classification
	Three Months Ended September 30,				
	2015	2014	2015	2014	
	(In $ millions)				
Designated as Cash Flow Hedges					
Interest rate swaps	—	—	—	(1)	Interest expense
Cross-currency swaps	—	(9)	—	25	Other income (expense), net; Interest expense
Total	—	(9)	—	24	
Designated as Net Investment Hedges					
3.250% Notes	—	9	—	—	Foreign currency translation
Total	—	9	—	—	
Not Designated as Hedges					
Foreign currency forwards and swaps	—	—	—	(4)	Foreign exchange gain (loss), net; Other income (expense), net
Total	—	—	—	(4)	

	Gain (Loss) Recognized in Other Comprehensive Income (Loss)		Gain (Loss) Recognized in Earnings (Loss)		Statement of Operations Classification
	Nine Months Ended September 30,				
	2015	2014	2015	2014	
	(In $ millions)				
Designated as Cash Flow Hedges					
Interest rate swaps	—	(1)	—	(3)	Interest expense
Cross-currency swaps	—	(13)	46	28	Other income (expense), net; Interest expense
Total	—	(14)	46	25	
Designated as Net Investment Hedges					
3.250% Notes	28	9	—	—	Foreign currency translation
Term C-2 and Term C-3 loans[(1)]	—	—	—	—	Foreign currency translation
Total	28	9	—	—	
Not Designated as Hedges					
Interest rate swaps	—	—	(1)	—	Interest expense
Foreign currency forwards and swaps	—	—	(68)	(9)	Foreign exchange gain (loss), net; Other income (expense),

				net
Total	—	—	(69)	(9)

(1) During the three months ended March 31, 2015, the Company designated the Euro-based principal amount of its Term C-2 loan and its Term C-3 loan as a net investment hedge of its investment in a wholly-owned international subsidiary whose functional currency is the Euro to mitigate the volatility caused by the changes in foreign currency exchange rates of the Euro with respect to the US dollar.

23

Table of Contents

See Note 15 - Fair Value Measurements for further information regarding the fair value of the Company's derivative instruments.

Certain of the Company's foreign currency forwards and swaps and interest rate swaps 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 8).

Information regarding the gross amounts of the Company's derivative instruments and the amounts offset in the unaudited consolidated balance sheets is as follows:

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Derivative Assets		
Gross amount recognized	2	55
Gross amount offset in the consolidated balance sheets	—	—
Net amount presented in the consolidated balance sheets	2	55
Gross amount not offset in the consolidated balance sheets	2	4
Net amount	—	51

	As of September 30, 2015	As of December 31, 2014
	(In $ millions)	
Derivative Liabilities		
Gross amount recognized	6	23
Gross amount offset in the consolidated balance sheets	—	—
Net amount presented in the consolidated balance sheets	6	23
Gross amount not offset in the consolidated balance sheets	2	4
Net amount	4	19

15. Fair Value Measurements

The Company's financial assets and liabilities are measured at fair value on a recurring basis as follows:

Marketable Securities. Where possible, the Company utilizes quoted prices in active markets to measure available-for-sale equity securities, including mutual funds. Such items are classified as Level 1 in the fair value measurement hierarchy. 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, including interest rate swaps, cross-currency swaps and foreign currency forwards and swaps, are valued in the market using discounted cash flow techniques. These techniques incorporate Level 1 and Level 2 fair value measurement inputs such as interest rates and foreign currency exchange rates. These market inputs are utilized in the discounted cash flow calculation considering the instrument's term, notional amount, discount rate and credit risk. Significant inputs to the derivative valuation for interest rate swaps, cross-currency swaps and foreign currency forwards and swaps are observable in the active markets and are classified as Level 2 in the fair value measurement hierarchy.

Table of Contents

	Fair Value Measurement Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total	Balance Sheet Classification
	(In $ millions)			
As of September 30, 2015				
Mutual funds	30	—	30	Marketable securities, at fair value
Derivatives Not Designated as Hedges				
Foreign currency forwards and swaps	—	2	2	Current Other assets
Total assets	30	2	32	
Designated as Net Investment Hedges				
3.250% Notes[1]	—	—	—	Long-term Debt
Term C-2 and Term C-3 loans[1]	—	—	—	Long-term Debt
Derivatives Not Designated as Hedges				
Interest rate swaps	—	(1)	(1)	Current Other liabilities
Foreign currency forwards and swaps	—	(5)	(5)	Current Other liabilities
Total liabilities	—	(6)	(6)	
As of December 31, 2014				
Mutual funds	32	—	32	Marketable securities, at fair value
Derivatives Designated as Cash Flow Hedges				
Cross-currency swaps	—	9	9	Current Other assets
Cross-currency swaps	—	43	43	Noncurrent Other assets
Derivatives Not Designated as Hedges				
Foreign currency forwards and swaps	—	3	3	Current Other assets
Total assets	32	55	87	
Derivatives Designated as Cash Flow Hedges				
Cross-currency swaps	—	(2)	(2)	Current Other liabilities
Cross-currency swaps	—	(10)	(10)	Noncurrent Other liabilities
Designated as a Net Investment Hedge				
3.250% Notes[1]	—	—	—	Long-term Debt
Derivatives Not Designated as Hedges				
Interest rate swaps	—	(4)	(4)	Current Other liabilities
Foreign currency forwards and swaps	—	(7)	(7)	Current Other liabilities
Total liabilities	—	(23)	(23)	

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[1] Included in the unaudited consolidated balance sheets at carrying amount.

Table of Contents

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

	Carrying Amount	Fair Value Measurement		
		Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
	(In $ millions)			
As of September 30, 2015				
Cost investments	147	—	—	—
Insurance contracts in nonqualified trusts	48	48	—	48
Long-term debt, including current installments of long-term debt	2,567	2,301	247	2,548
As of December 31, 2014				
Cost investments	145	—	—	—
Insurance contracts in nonqualified trusts	56	56	—	56
Long-term debt, including current installments of long-term debt	2,633	2,398	260	2,658

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 fair value 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 fair value measurement hierarchy. The fair value of obligations under capital leases, which are included in long-term debt, is based on lease payments and discount rates, which are not observable in the market and therefore represents a Level 3 fair value measurement.

As of September 30, 2015 and December 31, 2014, 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.

16. 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, claims of legacy stockholders, 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.

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.

Table of Contents

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 10).

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 September 30, 2015 are $71 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 10).

The Company has divested numerous businesses, investments and facilities through agreements containing indemnifications or guarantees to the purchasers. Many of the obligations contain monetary and/or time limitations, which extend through 2037. The aggregate amount of outstanding indemnifications and guarantees provided for under these agreements is $205 million as of September 30, 2015. 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 September 30, 2015, the Company had unconditional purchase obligations of $2.7 billion, which extend through 2036.

27

Table of Contents

17. Segment Information

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates	Other Activities	Eliminations	Consolidated
	(In $ millions)						
	Three Months Ended September 30, 2015						
Net sales	326	247 (1)	274	680 (2)	—	(114)	1,413
Other (charges) gains, net (Note 12)	(2)	—	—	—	(2)	—	(4)
Operating profit (loss)	58	77	19	54	(22)	—	186
Equity in net earnings (loss) of affiliates	43	1	—	2	4	—	50
Depreciation and amortization	26	15	20	17	2	—	80
Capital expenditures	17	13	13	52	2	—	97 (3)
	Three Months Ended September 30, 2014						
Net sales	366	291 (1)	314	937 (2)	—	(139)	1,769
Other (charges) gains, net (Note 12)	—	16	(1)	5	—	—	20
Operating profit (loss)	51	105	16	174	(36)	—	310
Equity in net earnings (loss) of affiliates	43	—	—	2	7	—	52
Depreciation and amortization	27	11	12	21	2	—	73
Capital expenditures	23	22	7	150	1	—	203 (3)

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(1) Net sales for Consumer Specialties includes intersegment sales of $0 million and $2 million for the three months ended September 30, 2015 and 2014, respectively.

(2) Net sales for Acetyl Intermediates includes intersegment sales of $114 million and $137 million for the three months ended September 30, 2015 and 2014, respectively.

(3) Includes a decrease in accrued capital expenditures of $7 million and an increase of $12 million for the three months ended September 30, 2015 and 2014, respectively.

Table of Contents

	Advanced Engineered Materials	Consumer Specialties	Industrial Specialties	Acetyl Intermediates	Other Activities	Eliminations	Consolidated
	(In $ millions)						
	Nine Months Ended September 30, 2015						
Net sales	1,015	723 [1]	843	2,100 [2]	—	(341)	4,340
Other (charges) gains, net (Note 12)	(6)	(1)	(2)	(2)	(8)	—	(19)
Operating profit (loss)	184	216	76	239	(84)	—	631
Equity in net earnings (loss) of affiliates	117	2	—	4	15	—	138
Depreciation and amortization	75	38	39	93 [4]	7	—	252
Capital expenditures	50	50	32	260	4	—	396 [3]
	As of September 30, 2015						
Goodwill and intangible assets, net	343	253	49	193	—	—	838
Total assets	2,523	1,290	874	2,658	1,563	—	8,908
	Nine Months Ended September 30, 2014						
Net sales	1,128	882 [1]	959	2,679 [2]	—	(405)	5,243
Other (charges) gains, net (Note 12)	(1)	16	(1)	7	—	—	21
Operating profit (loss)	164	284	60	413	(109)	—	812
Equity in net earnings (loss) of affiliates	121	8	—	17	47	—	193
Depreciation and amortization	80	32	38	61	9	—	220
Capital expenditures	43	72	17	316	4	—	452 [3]
	As of December 31, 2014						
Goodwill and intangible assets, net	358	261	54	208	—	—	881
Total assets	2,484	1,491	823	2,495	1,525	—	8,818

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(1) Net sales for Consumer Specialties includes intersegment sales of $0 million and $2 million for the nine months ended September 30, 2015 and 2014, respectively.

(2) Net sales for Acetyl Intermediates includes intersegment sales of $341 million and $403 million for the nine months ended September 30, 2015 and 2014, respectively.

(3) Includes a decrease in accrued capital expenditures of $35 million and $12 million for the nine months ended September 30, 2015 and 2014, respectively.

(4) See Note 12 - Other (Charges) Gains, Net for further information.

Table of Contents

18. Earnings (Loss) Per Share

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(In $ millions, except share data)			
Amounts attributable to Celanese Corporation				
Earnings (loss) from continuing operations	161	258	604	713
Earnings (loss) from discontinued operations	—	(5)	(2)	(5)
Net earnings (loss)	161	253	602	708
Weighted average shares - basic	149,800,029	154,427,554	152,153,057	155,552,777
Incremental shares attributable to equity awards	1,204,052	746,974	1,267,392	772,734
Weighted average shares - diluted	151,004,081	155,174,528	153,420,449	156,325,511

During the three and nine months ended September 30, 2015, 15,079 and 45,393 equity award shares, respectively, were not included in the computation of diluted net earnings per share as their effect would have been antidilutive. During the same periods in 2014, there were no anti-dilutive equity awards excluded from the computation of diluted net earnings per share.

19. Consolidating Guarantor Financial Information

The Senior Notes were issued by Celanese US ("Issuer") and are guaranteed by Celanese Corporation ("Parent Guarantor") and the Subsidiary Guarantors (Note 8). The Issuer and Subsidiary Guarantors are 100% owned subsidiaries of the Parent Guarantor. The Parent Guarantor and Subsidiary Guarantors have guaranteed the Notes fully and unconditionally and jointly and severally.

For cash management purposes, the Company transfers cash between the Parent Guarantor, Issuer, Subsidiary Guarantors and non-guarantors through intercompany financing arrangements, contributions or declaration of dividends between the respective parent and its subsidiaries. The transfer of cash under these activities facilitates the ability of the recipient to make specified third-party payments for principal and interest on the Company's outstanding debt, Common Stock dividends and Common Stock repurchases. The unaudited interim consolidating statements of cash flows for the nine months ended September 30, 2015 and 2014 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.

Table of Contents

The unaudited interim consolidating financial statements for the Parent Guarantor, the Issuer, the Subsidiary Guarantors and the non-guarantors are as follows:
CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

	Three Months Ended September 30, 2015					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net sales	—	—	553	1,119	(259)	1,413
Cost of sales	—	—	(424)	(974)	288	(1,110)
Gross profit	—	—	129	145	29	303
Selling, general and administrative expenses	—	—	(22)	(71)	—	(93)
Amortization of intangible assets	—	—	(1)	(2)	—	(3)
Research and development expenses	—	—	(9)	(10)	—	(19)
Other (charges) gains, net	—	—	1	(5)	—	(4)
Foreign exchange gain (loss), net	—	—	—	3	—	3
Gain (loss) on disposition of businesses and assets, net	—	—	(2)	1	—	(1)
Operating profit (loss)	—	—	96	61	29	186
Equity in net earnings (loss) of affiliates	161	173	77	47	(408)	50
Interest expense	—	(23)	(2)	(8)	4	(29)
Refinancing expense	—	—	—	—	—	—
Interest income	—	2	—	2	(4)	—
Dividend income - cost investments	—	—	—	26	—	26
Other income (expense), net	—	(1)	1	(8)	—	(8)
Earnings (loss) from continuing operations before tax	161	151	172	120	(379)	225
Income tax (provision) benefit	—	10	(30)	(45)	(9)	(74)
Earnings (loss) from continuing operations	161	161	142	75	(388)	151
Earnings (loss) from operation of discontinued operations	—	—	—	—	—	—
Income tax (provision) benefit from discontinued operations	—	—	—	—	—	—
Earnings (loss) from discontinued operations	—	—	—	—	—	—
Net earnings (loss)	161	161	142	75	(388)	151
Net (earnings) loss attributable to noncontrolling interests	—	—	—	10	—	10
Net earnings (loss) attributable to Celanese Corporation	161	161	142	85	(388)	161

Table of Contents

CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

	Three Months Ended September 30, 2014					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net sales	—	—	749	1,340	(320)	1,769
Cost of sales	—	—	(492)	(1,133)	292	(1,333)
Gross profit	—	—	257	207	(28)	436
Selling, general and administrative expenses	—	—	(18)	(100)	—	(118)
Amortization of intangible assets	—	—	(1)	(4)	—	(5)
Research and development expenses	—	—	(12)	(10)	—	(22)
Other (charges) gains, net	—	—	21	(1)	—	20
Foreign exchange gain (loss), net	—	—	—	1	—	1
Gain (loss) on disposition of businesses and assets, net	—	—	(3)	1	—	(2)
Operating profit (loss)	—	—	244	94	(28)	310
Equity in net earnings (loss) of affiliates	252	291	49	40	(580)	52
Interest expense	—	(52)	(6)	(20)	37	(41)
Refinancing expense	—	(4)	—	—	—	(4)
Interest income	—	18	18	4	(37)	3
Dividend income - cost investments	—	—	—	29	—	29
Other income (expense), net	—	—	—	(2)	—	(2)
Earnings (loss) from continuing operations before tax	252	253	305	145	(608)	347
Income tax (provision) benefit	1	(1)	(82)	(16)	8	(90)
Earnings (loss) from continuing operations	253	252	223	129	(600)	257
Earnings (loss) from operation of discontinued operations	—	—	(7)	—	—	(7)
Income tax (provision) benefit from discontinued operations	—	—	2	—	—	2
Earnings (loss) from discontinued operations	—	—	(5)	—	—	(5)
Net earnings (loss)	253	252	218	129	(600)	252
Net (earnings) loss attributable to noncontrolling interests	—	—	—	1	—	1
Net earnings (loss) attributable to Celanese Corporation	253	252	218	130	(600)	253

32

Table of Contents

CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

	Nine Months Ended September 30, 2015					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net sales	—	—	1,885	3,426	(971)	4,340
Cost of sales	—	—	(1,329)	(2,969)	1,017	(3,281)
Gross profit	—	—	556	457	46	1,059
Selling, general and administrative expenses	—	—	(75)	(222)	—	(297)
Amortization of intangible assets	—	—	(4)	(5)	—	(9)
Research and development expenses	—	—	(68)	(30)	—	(98)
Other (charges) gains, net	—	—	(2)	(17)	—	(19)
Foreign exchange gain (loss), net	—	—	—	3	—	3
Gain (loss) on disposition of businesses and assets, net	—	—	(5)	(3)	—	(8)
Operating profit (loss)	—	—	402	183	46	631
Equity in net earnings (loss) of affiliates	602	696	283	122	(1,565)	138
Interest expense	—	(107)	(15)	(28)	64	(86)
Refinancing expense	—	—	—	—	—	—
Interest income	—	15	39	11	(64)	1
Dividend income - cost investments	—	—	—	80	—	80
Other income (expense), net	—	(1)	2	(7)	—	(6)
Earnings (loss) from continuing operations before tax	602	603	711	361	(1,519)	758
Income tax (provision) benefit	—	(1)	(112)	(46)	(11)	(170)
Earnings (loss) from continuing operations	602	602	599	315	(1,530)	588
Earnings (loss) from operation of discontinued operations	—	—	(3)	—	—	(3)
Income tax (provision) benefit from discontinued operations	—	—	1	—	—	1
Earnings (loss) from discontinued operations	—	—	(2)	—	—	(2)
Net earnings (loss)	602	602	597	315	(1,530)	586
Net (earnings) loss attributable to noncontrolling interests	—	—	—	16		