

Celanese CORP
Form 11-K
June 29, 2009

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 11-K
ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended: December 31, 2008

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 001-32410

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Celanese Americas Retirement Savings Plan

1601 W LBJ Freeway

Dallas, TX 75234

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Celanese Corporation

1601 W LBJ Freeway

Dallas, TX 75234

**Celanese Americas Retirement Savings Plan
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* Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.

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Report of Independent Registered Public Accounting Firm

To: Plan Administrator, Investment, and Benefit Committees of Celanese Americas Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the Celanese Americas Retirement Savings Plan (the Plan) as of December 31, 2008 and 2007 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule H, line 4i- schedule of assets (held at end of year) as of December 31, 2008 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PMB Helin Donovan, LLP

Austin, Texas

June 29, 2009

Table of Contents**Celanese Americas Retirement Savings Plan
Statements of Net Assets Available for Benefits**

| | As of December 31, | |
|--|---------------------------|----------------|
| | 2008 | 2007 |
| | (In thousands) | |
| Assets | | |
| Investments: | | |
| At fair value (Note 3) | \$ 462,880 | \$ 673,343 |
| Wrapper contracts | 315 | |
| Loans to participants | 8,802 | 9,589 |
| Total investments | 471,997 | 682,932 |
| Receivables: | | |
| Accrued interest and dividends | 879 | 1,505 |
| Total receivables | 879 | 1,505 |
| Total assets | 472,876 | 684,437 |
| Liabilities | | |
| Administrative payables | 398 | 811 |
| Net assets available for benefits at fair value | 472,478 | 683,626 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contract (Note 3) | 23,095 | 4,689 |
| Net assets available for benefit | \$ 495,573 | \$ 688,315 |

See accompanying notes to financial statements.

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**Celanese Americas Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits**

| | Years Ended December 31, | |
|---|-------------------------------------|----------------|
| | 2008 | 2007 |
| | (In thousands) | |
| Investment income: | | |
| Net appreciation (depreciation) of investments (Note 3) | \$ (176,796) | \$ 23,663 |
| Interest | 9,422 | 11,668 |
| Dividends | 1,512 | 904 |
| Other | 165 | 1,146 |
| Total investment income | (165,697) | 37,381 |
| Contributions: | | |
| Company, net of forfeitures | 10,142 | 9,490 |
| Participant | 20,673 | 20,249 |
| Rollovers | 679 | 634 |
| Total contributions | 31,494 | 30,373 |
| Administrative expenses | (1,332) | (2,196) |
| Withdrawals and distributions | (57,295) | (93,287) |
| Net transfers (to) from other plans | 88 | (30,081) |
| Net decrease | (192,742) | (57,810) |
| Net assets available for benefits: | | |
| Beginning of year | 688,315 | 746,125 |
| End of year | \$ 495,573 | \$ 688,315 |

See accompanying notes to financial statements.

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**Celanese Americas Retirement Savings Plan
Notes to Financial Statements**

(1) Description of the Plan

The Celanese Americas Retirement Savings Plan (the Plan) is a participant directed, defined contribution plan sponsored by Celanese Americas LLC/formerly Celanese Americas Corporation) and subsidiaries (Celanese or the Company), a wholly owned subsidiary of Celanese Corporation. The Plan covers certain employees of the Company and its participating affiliates (Participants). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Participants in the Plan should refer to the Plan document for more complete details of the Plan's provisions.

During 2007 assets of \$30,080,833 were transferred from the Plan in conjunction with Celanese Corporation's sale of its oxo products and derivatives business and the transfer of impacted employees to OXEA Corporation.

The Company has a trust agreement with State Street Bank & Trust Company (the Trustee). The trust agreement establishes a qualified trust for the Plan. The assets of the trust are managed by various investment managers appointed by the Company. The Company's Investment Committee oversees the Plan and has discretionary authority to appoint an agent to direct the purchase and sale of investments in the Plan. The Company appointed the Plan Administrator and Investment Committee as the named fiduciaries of the Plan.

(a) Eligibility

Employees are eligible to participate in the Plan as soon as administratively practicable following their date of hire (taking into account the need to enroll and the timing of the Company's payroll cycles).

(b) Participant Contributions

Participants may contribute from 2% to 80% of their eligible compensation, as defined in the Plan document and subject to certain Internal Revenue Service (IRS) limitations, through payroll deductions. Participants may designate contributions as either before-tax, after-tax or a combination of both. Participants' before-tax contributions and Company contributions are deferred compensation pursuant to Section 401(k) of the Internal Revenue Code (IRC).

(c) Company Contributions

The Company makes a contribution equal to the amount contributed by each Participant up to 5% of such Participant's eligible compensation for non-union participants, as defined in the Plan document. The Company's contribution for union participants varies, as defined in the Plan document, but does not exceed 5% of the Participant's eligible compensation. Effective January 1, 2009, the Plan was amended and restated to increase the matching contribution for the Calvert City union participants to a 100% match of the savings of Calvert City union participants, not to exceed 5% of the participant's eligible compensation.

(d) Vesting

All Participants' contributions and income earned or losses incurred thereon are fully vested at all times. Effective January 1, 2008, the Company's contributions and income earned or losses incurred thereon are also vested at all times (Note 8).

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**Celanese Americas Retirement Savings Plan
Notes to Financial Statements (Continued)**

(e) Forfeitures

Forfeitures of non-vested Company contributions are used to reduce future employer contributions or to restore prior forfeitures under certain conditions. In 2008 and 2007, Company contributions were reduced by \$134,222 and \$252,938 respectively, from forfeited non-vested accounts. At December 31, 2008 and 2007, forfeitures of \$174,853 and \$170,715, respectively, were available for reducing future employer contributions or to restore prior forfeitures under certain conditions.

(f) Distributions and Withdrawals

A Participant's entire vested account balance shall be payable upon termination of employment, retirement, disability or death. Participants who suffer a financial hardship may withdraw all or part of their vested account balance before tax contributions subject to certain provisions, as described in the Plan document. Distributions and withdrawals under the Plan are made in cash in the form of a lump sum. Payments are made as soon as administratively practicable within the provisions of the Plan. The Plan allows for in-service withdrawals of vested contributions under certain circumstances, as defined in the Plan document.

(g) Participant Accounts

Each Participant's account is credited with the Participant's contributions, the appropriate amount of the Company's contribution and an allocation of the Plan's earnings or losses and the investment management fees in accordance with the allocation provisions contained in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the Participant's vested account balance.

(h) Participant Loans

Participants who are actively working, and have a vested account balance of at least \$2,000, may borrow up to the lesser of 50% of the vested account balance or \$50,000 less the highest outstanding loan balance in the previous 12 months. The minimum loan available is \$1,000 and shall not exceed \$50,000. Loans are generally for periods of up to five years with the exception of the purchase of a primary residence in which case the loan can be for a period up to fifteen years. Loans are repaid in bi-weekly installments and include interest charges. The interest rate on new loans, fixed on the first business day of the month, is based on the Prime Lending Rate (per the Wall Street Journal) plus 1%. The range of interest rates for outstanding Participant loans as of December 31, 2008 was 5% to 10.5% with maturities ranging from 2009 to 2023.

Table of Contents**Celanese Americas Retirement Savings Plan
Notes to Financial Statements (Continued)****(i) Investments**

Plan Participants may direct the investment of their account in 1% increments among any of 20 investment options.

| Investment Option | Investment Manager |
|----------------------------|--|
| 2000 Retirement Portfolio | Alliance Bernstein |
| 2005 Retirement Portfolio | Alliance Bernstein |
| 2010 Retirement Portfolio | Alliance Bernstein |
| 2015 Retirement Portfolio | Alliance Bernstein |
| 2020 Retirement Portfolio | Alliance Bernstein |
| 2025 Retirement Portfolio | Alliance Bernstein |
| 2030 Retirement Portfolio | Alliance Bernstein |
| 2035 Retirement Portfolio | Alliance Bernstein |
| 2040 Retirement Portfolio | Alliance Bernstein |
| 2045 Retirement Portfolio | Alliance Bernstein |
| 2050 Retirement Portfolio | Alliance Bernstein |
| Core Bond Fund | Pacific Investment Management Co. |
| Government Securities Fund | Hoisington Investment Management Co. |
| S&P 500 Index Fund | Barclay's Global Investor |
| Large-Cap Value Fund | Alliance Bernstein Investment Management |
| Large-Cap Growth Fund | Marsico Capital Management |
| International Stock Fund | Capital Guardian Trust Company |
| Small-Cap Core Fund | Barclays Global Investors |
| Stable Value Fund | JP Morgan Asset Management |
| Celanese Stock Fund | State Street Global Advisors |

A Participant may transfer all or a portion of his or her interest, in 1% increments, from one investment fund to another. Each of the Plan's investment options is managed for the Plan by independent investment managers, who employ a specific set of investment criteria endorsed and monitored by the Company.

Celanese Stock Fund

The Celanese Stock Fund is a stock bonus plan (as defined by U.S. Treasury Regulation §1.401-1 (b)(i)(iii)) with a primary investment in common shares of Celanese Corporation. Participant holdings of Celanese Corporation common shares are limited to twenty percent of the Participants' total account balance under the Plan. There is a 30-day restriction on reentry into the Celanese Stock Fund after a sale of stock. State Street Global Advisors was named as the fiduciary of the Celanese Stock Fund. The Trustee shall vote shares of Celanese Corporation stock in accordance with the instructions of the Participants in whose accounts the shares are held. During 2008, the Trustee purchased 829,070 shares of Celanese Corporation stock for the fund at an average price of \$27.12 per share and sold 258,427 shares of Celanese Corporation stock for the fund at an average price \$39.06 per share. During 2007, the Trustee purchased 160,995 shares of Celanese Corporation stock for the fund at an average price of \$34.08 per share and sold 149,414 shares of Celanese Corporation stock for the fund at an average price \$36.74 per share.

Investment Contracts

The Plan invests in fully benefit-responsive investment contracts held in the Stable Value Fund, which are reported in the Statement of Changes in Net Assets Available for Benefits on a contract value basis. The Statement of Net Assets Available for Benefits presents fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Stable Value Fund permits all Participant initiated transactions as allowed by the Plan to occur at contract value. Events that would limit the Plan's ability to execute transactions at contract value are improbable, except for termination of the Plan by the Sponsor; Sponsor initiated withdrawals may be subject to a market adjustment.

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**Celanese Americas Retirement Savings Plan
Notes to Financial Statements (Continued)**

The average yield of the investment contracts was 6.82% and 6.75% for the years ended December 31, 2008 and 2007, respectively. The stabilized interest rate (Crediting Rate) on investment contracts was 2.66% and 5.23% as of December 31, 2008 and 2007, respectively. The Crediting Rates are provided to participants in the fund on a designated pool of investments held by the fund, through contracts generally referred to as a wrapper . The contracts provide assurance that the adjustments to the interest Crediting Rate will not result in a future interest Crediting Rate that is less than zero.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America (US GAAP) for all periods presented.

(b) Valuation of Investments and Income Recognition

The Plan s investments are stated at fair value. Investments in the common/collective trust funds are valued at fair value based upon the quoted market values of the underlying assets, where available. Loans to Participants are valued at cost, which approximates fair value. All purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year as well as net appreciation (depreciation) of the investments held at the end of the year.

As of December 31, 2008, the Plan adopted the provisions of SFAS No. 157, Fair Value Measurements (SFAS No. 157) for financial assets and liabilities. SFAS No. 157 defines fair value, and increases disclosures surrounding fair value calculations.

(c) Risks and Uncertainties

The assets of the Plan consist primarily of investments held at fair value. These investments are subject to market risks and are influenced by such factors as investment objectives, interest rates, stock market performance, economic conditions, and world affairs. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants account balances and the amounts reported in the financial statements.

(d) Use of Estimates

The preparation of financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

(e) Payment of Benefits

Benefits are recorded when paid.

Table of Contents**Celanese Americas Retirement Savings Plan
Notes to Financial Statements (Continued)****(3) Investments**

The following table presents the total investments of the Plan segregated by valuation method.

| | As of December 31, | |
|---|---------------------------|-------------|
| | 2008 | 2007 |
| | (In thousands) | |
| Quoted market price: | | |
| Interest bearing cash | \$ 7,396 | \$ 9,276 |
| US government securities | 29,452 | 30,395 |
| Corporate stock common and preferred | 27,904 | 44,164 |
| Registered investment companies | 158,439 | 10,352 |
| | 223,191 | 94,187 |
| Investments at estimated fair value: | | |
| Common/collective trusts | 89,172 | 412,328 |
| Investment contracts | 150,517 | 166,828 |
| Investments at fair value | 462,880 | 673,343 |
| Wrapper contracts | 315 | |
| Participant loans | 8,802 | 9,589 |
| Total investments | \$ 471,997 | \$ 682,932 |

Investments representing five percent or more of the Plan's net assets as of December 31 are as follows:

| | As of December 31 | |
|--|--------------------------|-------------|
| | 2008 | 2007 |
| | (In thousands) | |
| Alliance Collective Investment Trust ¹ | 23,247 | 154,752 |
| BGI Equity Index Fund 1 | 31,052 | 100,998 |
| BGI Russell 2000 Alpha Tilts Fund ¹ | 14,758 | 45,618 |
| CG International non-US Equity Fund ¹ | 20,114 | 43,765 |
| Alliance Bernstein 2015 Ret | 32,046 | N/A |
| Alliance Bernstein 2020 Ret | 32,373 | N/A |
| Bank of America, contract no. 02 011 | 57,981 | 57,175 |
| Caisse Depots et Consignations, contract no. 1837 01 | 57,966 | 57,167 |
| State Street Bank, contract no. 102063 | 57,981 | 57,175 |

¹ No longer represents five percent or more of the Plan's net assets as of December 31, 2008.

Investment Contracts

| | Investments at Fair Value | Wrapper Contracts at Fair Value (In thousands) | Adjustment to Contract Value |
|----------------------------------|--|---|---|
| 2008 | | | |
| Cash | \$ | \$ | \$ |
| US government securities | 769 | | |
| Interest-bearing cash | 421 | | |
| JP Morgan Intermediate Bond Fund | 149,327 | | |
| Wrapper contracts | | 315 | 23,095 |
| | \$ 150,517 | \$ 315 | \$ 23,095 |

Table of Contents**Celanese Americas Retirement Savings Plan
Notes to Financial Statements (Continued)**

| 2007 | Investments at Fair Value | Wrapper Contracts at Fair Value (In thousands) | Adjustment to Contract Value |
|----------------------------------|--|---|---|
| Cash | \$ | \$ | \$ |
| US government securities | 307 | | |
| Interest-bearing cash | 360 | | |
| JP Morgan Intermediate Bond Fund | 166,161 | | |
| Wrapper contracts | | | 4,689 |
| | \$ 166,828 | \$ | \$ 4,689 |

The fair value of the wrapper is determined by calculating the present value of excess future wrapper fees. When the replacement cost of the wrapper contracts (a re-pricing provided annually by each issuer) is greater than the current wrapper fee, the difference is converted into the implied additional fee payment cash flows for the duration of the holding. The present value of that cash flow stream is calculated using a swap curve yield that is based on the duration of the holding, and adjusted for the holding's credit quality rating. Since the replacement costs of the wrapper contracts exceeded the actual costs as of December 31, 2008, the fair value of the wrapper contracts is valued at \$315,347. As of December 31, 2007, however, the replacement costs of the wrapper contracts did not exceed the actual costs and the fair value of the wrapper contracts was valued at zero.

During 2008 and 2007, the Plan's investments (including investments bought and sold and held during the year) appreciated (depreciated) in value as follows:

| | For the Years Ended December 31 | |
|---|--|-------------|
| | 2008 | 2007 |
| | (In thousands) | |
| Quoted market price: | | |
| US government securities | \$ 6,452 | \$ 1,490 |
| Corporate stock - common and preferred | (13,187) | 3,231 |
| Celanese corporation common stock | (14,201) | 5,198 |
| Registered investment companies | (94,178) | 261 |
| | (115,114) | 10,180 |
| Investments at estimated fair value: | | |
| Common/collective trusts | (61,997) | 13,483 |
| Wrapper contracts | 315 | |
| | \$ (176,796) | \$ 23,663 |

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**Celanese Americas Retirement Savings Plan
Notes to Financial Statements (Continued)**

As discussed in note 2, the Plan adopted SFAS No. 157 as of December 31, 2008. SFAS No. 157 establishes a three-tiered fair value hierarchy that prioritizes inputs to valuation techniques used in fair value calculations. The three levels of inputs are defined as follows:

- Level 1 unadjusted quoted prices for identical assets or liabilities in active markets accessible by the Company
- Level 2 inputs that are observable in the marketplace other than those inputs classified as Level 1
- Level 3 inputs that are unobservable in the marketplace and significant to the valuation

SFAS No. 157 requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs. If a financial instrument uses inputs that fall in different levels of the hierarchy, the instrument will be categorized based upon the lowest level of input that is significant to the fair value calculation.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008

| | Fair Value Measurement as of December 31, 2008 Using Quoted Prices in Active Markets for Identical Assets (Level 1) | | | Significant Other Observable Inputs (Level 2) | As of December 31, 2008 |
|--|--|--|------------|--|--|
| | | | | (In \$ thousands) | |
| Assets | | | | | |
| Investments | | | | | |
| Interest bearing cash | | | 7,396 | | 7,396 |
| US government securities | 29,452 | | | | 29,452 |
| Corporate stock - common and preferred | 27,904 | | | | 27,904 |
| Registered investment companies | 10,454 | | 147,985 | | 158,439 |
| Common/collective trusts | | | 89,172 | | 89,172 |
| Investment contracts | | | 150,517 | | 150,517 |
| Wrapper contracts | | | 315 | | 315 |
| Participant loans | | | 8,802 | | 8,802 |
| Total assets | | | 67,810 | 404,187 | 471,997 |

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**Celanese Americas Retirement Savings Plan
Notes to Financial Statements (Continued)**

(4) Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time, subject to the provisions of ERISA. Upon termination of the Plan, any Participant who is then an employee of the Company would become 100% vested in all Company contributions.

(5) Federal Income Taxes

The IRS has determined and informed the Company by a letter dated April 19, 2004, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(6) Administrative Expenses

Administrative expenses (principally record keeping costs and legal fees) are accrued and charged against the respective funds of the Plan. Investment management fees, taxes, brokerage commissions, and related fees are paid from the respective funds from which they are levied, assessed, or incurred. Certain administrative expenses of the Plan are paid by the Company. Expenses not paid by the Company are paid by the Plan.

(7) Parties-in-Interest

Certain Plan investments are shares of common/collective trusts managed by JPMorgan/American Century or State Street Bank & Trust Company. In addition, certain Plan investments are in interest bearing cash accounts managed by Morgan Guaranty Trust Company of New York. JPMorgan Retirement Plan Services is the record keeper and State Street Bank & Trust Company is the Trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These transactions are covered by an exemption from the prohibited transaction provisions of ERISA and the IRC. The Plan also invests in the common stock of the Plan Sponsor as well as makes loans to Plan participants, both of which qualify as parties-in-interest to the Plan and are exempt from prohibited transaction rules.

(8) Plan Amendment

During December 2007, the Plan was amended, effective January 1, 2008, to add an automatic enrollment feature and an automatic deferral increase feature. Additionally, the amendment modifies the Plan's vesting rules and clarifies the default investment provisions. The vesting rules are modified such that Participants are immediately vested in Company contributions.

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Notes to Financial Statements (Continued)****(9) Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2008 to Form 5500.

| | 2008 (In thousands) |
|--|------------------------------------|
| Net assets available for benefits per the financial statements | \$ 495,573 |
| Add: Change in accrued administrative payables | (49) |
| Net assets available for benefits per the Form 5500 | \$ 495,524 |

The following is a reconciliation of administrative expenses per the financial statements for the year ended December 31, 2008, to Form 5500

| | 2008 (In thousands) |
|--|------------------------------------|
| Administrative expenses per the financial statements | \$ 1,332 |
| Add: Change in accrued administrative expenses | 49 |
| Administrative expenses per the Form 5500 | \$ 1,381 |

Net assets available for benefits and administrative expenses per the financial statements include a \$49,394 reduction in the accrual for administrative expenses incurred during the year ended December 31, 2008 and paid in 2009 when compared to the year ended December 31, 2007 and paid in 2008.

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CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2008

**COMPOSITE
 SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
 (HELD AT END OF YEAR)**

| (A) Fund | (B) Identity of Issuer | (C) Description of Investment Shares/Par | Rate | Mat Date (D) Cost | (E) Current Value |
|-----------------------|------------------------|--|-------------------------------|----------------------|----------------------|
| INTEREST BEARING CASH | | | | | |
| | | BGI MONEY MARKET FD FOR EBT | CASH HELD AT ALEX BROWN | | |
| | | | 11.000 | 11.00 | 11.00 |
| 05MP | 05499B995 | | 6.000 | 6.00 | 6.00 |
| 05MU | 05499B995 | | 5.000 | 5.00 | 5.00 |
| | | BZW PRINCIPAL CASH | | | |
| | | | 1.140 | 1.14 | 1.14 |
| 05MP | 12399A986 | | 0.280 | 0.28 | 0.28 |
| 05MU | 12399A986 | | 0.860 | 0.86 | 0.86 |
| | | MORGAN GUARANTY TRUST CO OF NY | LIQUIDITY FUND | 0.001 | 12/31/2009 |
| | | | 2,434,006.52 | 2,434,006.52 | 2,434,006.52 |
| 05MO | 61699B004 | | 2,434,006.52 | 2,434,006.52 | 2,434,006.52 |
| | | MORGAN GUARANTY TRUST CO OF NY | LIQUIDITY FUND | 0.001 | 12/31/2040 |
| | | | 447,267.59 | 447,267.59 | 447,267.59 |
| 05MO | 61699B004 | | 447,267.59 | 447,267.59 | 447,267.59 |
| | | MORGAN GUARANTY TRUST CO OF NY | LIQUIDITY FUND | 0.004 | 12/31/2007 |
| | | | 189,002.12 | 189,002.12 | 189,002.12 |
| 05MO | 61699B004 | | 189,002.12 | 189,002.12 | 189,002.12 |
| | | * STATE STREET BANK & TRUST CO | SHORT TERM INVESTMENT FUND | 1.000 | 12/31/2030 |
| | | | 4,325,495.68 | 4,325,495.68 | 4,325,495.68 |
| 05MA | 8574809S8 | | 2,873,561.27 | 2,873,561.27 | 2,873,561.27 |
| 05MQ | 8574809S8 | | 1,356.58 | 1,356.58 | 1,356.58 |
| 05MV | 8574809S8 | | 1,352,969.32 | 1,352,969.32 | 1,352,969.32 |
| 05MW | 8574809S8 | | 97,608.51 | 97,608.51 | 97,608.51 |
| | | | 7,395,784.05 | 7,395,784.05 | 7,395,784.05 |

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CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2008

**COMPOSITE
 SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
 (HELD AT END OF YEAR)**

| (A) Fund | (B) Identity of Issuer | (C) Description of Investment Shares/Par | Rate | Mat Date (D) Cost | (E) Current Value |
|----------------------------|------------------------|---|-------|----------------------|----------------------|
| U.S. GOVERNMENT SECURITIES | | | | | |
| | | UNITED STATES TREAS BDS 5 1/4 02/15/29 | 5.250 | 02/15/2029 | |
| | | | | 9,999,713.49 | 12,272,999.97 |
| 05MA | 912810FG8 | | | 9,999,713.49 | 12,272,999.97 |
| | | UNITED STATES TREAS BDS 4 1/2 02/15/36 | 4.500 | 02/15/2036 | |
| | | | | 2,553,417.97 | 3,321,485.00 |
| 05MA | 912810FTO | | | 2,553,417.97 | 3,321,485.00 |
| | | UNITED STATES TREAS BDS 4 3/4 02/15/37 | 4.750 | 02/15/2037 | |
| | | | | 9,961,181.11 | 13,857,740.91 |
| 05MA | 912810PT9 | | | 9,961,181.11 | 13,857,740.91 |
| | | | | 22,514,312.57 | 29,452,225.88 |
| | | | | 21,700,000.00 | 29,452,225.88 |
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CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2008

**COMPOSITE
 SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
 (HELD AT END OF YEAR)**

| (A) Fund | (B) Identity of Issuer | (C) Description of Investment Shares/Par | Rate | Mat Date (D) Cost | (E) Current Value |
|----------------------------|------------------------|--|------|----------------------|----------------------|
| CORPORATE STOCKS PREFERRED | | | | | |
| | WACHOVIA CORP | NON CULULATIVE | | | |
| | NEW | PERP CL A PFD | | | |
| | | 3,325.000 | | 63,900.04 | 73,017.00 |
| 05MV | 929903276 | 3,325.000 | | 63,900.04 | 73,017.00 |
| | | 3,325.000 | | 63,900.04 | 73,017.00 |
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|-------------------------|------------------------|--|---------------|----------------------|----------------------|
| CORPORATE STOCKS COMMON | | | | | |
| | | TRANSOCEAN INC | NAMEN AKT | | |
| | | | 8,844.000 | 804,684.28 | 417,879.00 |
| 05MV | H8817H100 | | 8,844.000 | 804,684.28 | 417,879.00 |
| | | ABB LTD | SPONSORED ADR | | |
| | | | 6,970.000 | 92,444.47 | 104,619.70 |
| 05MV | 000375204 | | 6,970.000 | 92,444.47 | 104,619.70 |
| | | AIR PRODS + CHEMS INC | COM | | |
| | | | 3,000.000 | 271,491.92 | 150,810.00 |
| 05MV | 009158106 | | 3,000.000 | 271,491.92 | 150,810.00 |
| | | AMAZON COM INC | COM | | |
| | | | 1,239.000 | 53,560.78 | 63,535.92 |
| 05MV | 023135106 | | 1,239.000 | 53,560.78 | 63,535.92 |
| | | APPLE INC | COM NPV | | |
| | | | 5,798.000 | 968,271.60 | 494,859.30 |
| 05MV | 037833100 | | 5,798.000 | 968,271.60 | 494,859.30 |
| | | CVS CAREMARK CORP | COM | | |
| | | | 19,372.000 | 737,313.67 | 556,751.28 |
| 05MV | 126650100 | | 19,372.000 | 737,313.67 | 556,751.28 |
| | | CAMERON INTL CORP | COM | | |
| | | | 3,926.000 | 129,708.33 | 80,483.00 |
| 05MV | 13342B105 | | 3,926.000 | 129,708.33 | 80,483.00 |
| | | CELANESE CORP DE | COM SER A | | |
| | | | 868,525.000 | 21,380,001.52 | 10,795,765.75 |
| 05MW | 150870103 | | 868,525.000 | 21,380,001.52 | 10,795,765.75 |
| | | COSTCO WHSL CORP NEW | COM | | |
| | | | 7,322.000 | 478,814.98 | 384,405.00 |
| 05MV | 22160K105 | | 7,322.000 | 478,814.98 | 384,405.00 |

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|-------------|------------------------|--|------------|----------------------|----------------------|
| | | DEER + CO | COM | | |
| 05MV | 244199105 | 1,910.000 | | 70,999.26 | 73,191.20 |
| | | 1,910.000 | | 70,999.26 | 73,191.20 |
| | | DEVON ENERGY CORPORATION NEW | COM | | |
| 05MV | 25179M103 | 1,047.000 | | 79,426.43 | 68,798.37 |
| | | 1,047.000 | | 79,426.43 | 68,798.37 |
| | | DISNEY WALT CO | DISNEY COM | | |
| 05MV | 254687106 | 3,451.000 | | 85,087.36 | 78,303.19 |
| | | 3,451.000 | | 85,087.36 | 78,303.19 |
| | | GENENTECH INC | COM | | |
| 05MV | 368710406 | 12,988.000 | | 773,147.30 | 1,076,835.08 |
| | | 12,988.000 | | 773,147.30 | 1,076,835.08 |
| | | GENERAL DYNAMICS CORP | COM | | |
| 05MV | 369550108 | 9,570.000 | | 519,266.34 | 551,136.30 |
| | | 9,570.000 | | 519,266.34 | 551,136.30 |
| | | GILEAD SCIENCES INC | COM | | |
| 05MV | 375558103 | 3,206.000 | | 153,802.76 | 163,954.84 |
| | | 3,206.000 | | 153,802.76 | 163,954.84 |
| | | GOLDMAN SACHS GROUP INC | COM | | |
| 05MV | 38141G104 | 5,208.000 | | 746,742.90 | 439,503.12 |
| | | 5,208.000 | | 746,742.90 | 439,503.12 |
| | | GOOGLE INC | CL A | | |
| 05MV | 38259P508 | 732.000 | | 264,296.75 | 225,199.80 |
| | | 732.000 | | 264,296.75 | 225,199.80 |
| | | HESS CORP | COM | | |
| 05MV | 42809H107 | 10,003.000 | | 1,029,606.46 | 536,560.92 |
| | | 10,003.000 | | 1,029,606.46 | 536,560.92 |
| | | JPMORGAN CHASE + CO | COM | | |
| 05MV | 46625H100 | 5,959.000 | | 208,649.78 | 187,887.27 |
| | | 5,959.000 | | 208,649.78 | 187,887.27 |
| | | COM | | | |

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| | | | | | |
|------|-----------|-------------------------|------------|------------|------------|
| | | JOHNSON + JOHNSON | | | |
| | | | 3,236.000 | 191,296.40 | 193,609.88 |
| 05MV | 478160104 | | 3,236.000 | 191,296.40 | 193,609.88 |
| | | LAS VEGAS SANDS CORP | COM | | |
| | | | 48,816.000 | 612,852.73 | 289,478.88 |
| 05MV | 517834107 | | 48,816.000 | 612,852.73 | 289,478.88 |
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 (HELD AT END OF YEAR)**

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|-------------|-----------------------|--|---------------|----------------------|----------------------|
| | | LOCKHEED MARTIN CORP | COM | | |
| 05MV | 539830109 | 10,835.000 | | 921,788.18 | 911,006.80 |
| | | 10,835.000 | | 921,788.18 | 911,006.80 |
| | | LOWES COS INC | USDO.50 | | |
| 05MV | 548661107 | 26,277.000 | | 735,123.13 | 565,481.04 |
| | | 26,277.000 | | 735,123.13 | 565,481.04 |
| | | MASTERCARD INC | CL A | | |
| 05MV | 57636Q104 | 4,223.000 | | 446,842.67 | 603,593.39 |
| | | 4,223.000 | | 446,842.67 | 603,593.39 |
| | | MCDONALDS CORP | COM | | |
| 05MV | 580135101 | 25,267.00 | | 1,374,122.55 | 1,571,354.73 |
| | | 25,267.00 | | 1,374,122.55 | 1,571,354.73 |
| | | MONSANTO CO NEW | COM | | |
| 05MV | 61166W101 | 10,552.000 | | 546,639.48 | 742,333.20 |
| | | 10,552.000 | | 546,639.48 | 742,333.20 |
| | | NIKE INC | CL B | | |
| 05MV | 654106103 | 8,378.000 | | 456,346.42 | 427,278.00 |
| | | 8,378.000 | | 456,346.42 | 427,278.00 |
| | | NORFOLK SOUTHN CORP | COM | | |
| 05MV | 655844108 | 8,360.000 | | 498,501.70 | 393,338.00 |
| | | 8,360.000 | | 498,501.70 | 393,338.00 |
| | | ORACLE CORP | COM | | |
| 05MV | 68389X105 | 4,393.000 | | 79,018.46 | 77,887.89 |
| | | 4,393.000 | | 79,018.46 | 77,887.89 |
| | | PETROLED BRASILEIRO SA | SPONSORED ADR | | |
| 05MV | 71654V408 | 4,008.000 | | 190,867.42 | 98,155.92 |
| | | 4,008.000 | | 190,867.42 | 98,155.92 |

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|-------------|------------------------|--|----------|----------------------|----------------------|
| | | PRAXAIR INC | COM | | |
| 05MV | 74005P104 | 8,238.000 | | 501,087.14 | 489,007.68 |
| | | 8,238.000 | | 501,087.14 | 489,007.68 |
| | | QUALCOMM INC | COM | | |
| 05MV | 747525103 | 11,849.000 | | 554,725.47 | 424,549.67 |
| | | 11,849.000 | | 554,725.47 | 424,549.67 |
| | | SCHERING PLOUGH CORP | COM | | |
| 05MV | 806605101 | 10,664.000 | | 172,380.59 | 181,607.92 |
| | | 10,664.000 | | 172,380.59 | 181,607.92 |
| | | SCHLUMBERGER LTD | COM | | |
| 05MV | 806857108 | 4,407.000 | | 285,503.14 | 186,548.31 |
| | | 4,407.000 | | 285,503.14 | 186,548.31 |
| | | TARGET CORP | COM | | |
| 05MV | 87612E106 | 7,378.000 | | 342,171.94 | 254,762.34 |
| | | 7,378.000 | | 342,171.94 | 254,762.34 |
| | | US BANCORP DEL | COM NEW | | |
| 05MV | 902973304 | 22,467.000 | | 675,789.39 | 561,899.67 |
| | | 22,467.000 | | 675,789.39 | 561,899.67 |
| | | UNION PAC CORP | COM | | |
| 05MV | 907818108 | 15,470.000 | | 737,001.05 | 739,466.00 |
| | | 15,470.000 | | 737,001.05 | 739,466.00 |
| | | VISA INC | COM CL A | | |
| 05MV | 92826C839 | 11,787.000 | | 809,033.92 | 618,228.15 |
| | | 11,787.000 | | 809,033.92 | 618,228.15 |
| | | WAL MART STORES INC | COM | | |
| 05MV | 931142103 | 5,984.000 | | 328,666.80 | 335,463.04 |
| | | 5,984.000 | | 328,666.80 | 335,463.04 |
| | | WELLS FARGO + CO NEW | COM | | |
| 05MV | 949746101 | 29,713.000 | | 794,634.75 | 875,939.24 |
| | | 29,713.000 | | 794,634.75 | 875,939.24 |
| | | WYNN RESORTS LTD | COM | | |
| | | 3,961.00 | | 258,585.08 | 167,391.86 |

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| | | | | | |
|------|-----------|------------|---------------|---------------|---------------|
| 05MV | 983134107 | | 3,961.00 | 258,585.08 | 167,391.86 |
| | | YUM BRANDS | COM | | |
| | | | 21,332.000 | 522,500.58 | 671,958.00 |
| 05MV | 988498101 | | 21,332.000 | 522,500.58 | 671,958.00 |
| | | | 1,286,665.000 | 40,882,795.88 | 27,830,818.65 |
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|---|------------------------|--|------|----------------------|----------------------|
| LOANS TO PARTICIPANTS OTHER LOANS TO PARTICIPANTS | | | | | |
| | | 8,802,457.260 | | 8,802,457.26 | 8,802,457.26 |
| 05ME | 53999S985 | 8,802,457.260 | | 8,802,457.26 | 8,802,457.26 |
| | | 8,802,457.260 22 | | 8,802,457.26 | 8,802,457.26 |

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|--------------------------|------------------------|--|-------------------------------------|----------------------|----------------------|
| COMMON/COLLECTIVE TRUSTS | | | | | |
| | | ALLIANCE COLLECTIVE INVT TR | BERNSTEIN STRATEGIC VALUE COL | | |
| 05MB | 018564823 | | 2,647,738.637 | 28,348,697.07 | 23,247,145.23 |
| | | | 2,647,738.637 | 28,348,697.07 | 23,247,145.23 |
| | | BGI EQUITY INDEX FUND F | | | |
| 05MP | 05599Z991 | | 2,248,503.395 | 47,136,710.57 | 31,051,831.88 |
| | | | 2,248,503.395 | 47,136,710.57 | 31,051,831.88 |
| | | BGI RUSSEL 2000 ALPHA | TILTS CL F | | |
| 05MU | 05999K966 | | 1,394,940.961 | 18,730,051.32 | 14,758,475.37 |
| | | | 1,394,940.961 | 18,730,051.32 | 14,758,475.37 |
| | | CAP GUARDIAN 003 01 | COMMINGLED ACCT GK19 | | |
| 05MH | 140185976 | | 641,597.212 | 32,685,703.71 | 20,114,072.60 |
| | | | 641,597.212 | 32,685,703.71 | 20,114,072.60 |
| | | | 6,932,780.205 | 126,901,162.67 | 89,171,525.08 |
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|-------------|------------------------|--|------|----------------------|----------------------|
| | | REGISTERED INVESTMENT COMPANY | | | |
| | | ALLIANCE BERNSTEIN 2000 RET | | | |
| 05MY | 01859M937 | 504,586.976 | | 4,789,843.64 | 3,774,310.58 |
| | | 504,586.976 | | 4,789,843.64 | 3,774,310.58 |
| | | ALLIANCE BERNSTEIN 2005 RET | | | |
| 05MZ | 01859M945 | 1,424,003.659 | | 13,605,806.15 | 9,982,265.65 |
| | | 1,424,003.659 | | 13,605,806.15 | 9,982,265.65 |
| | | ALLIANCE BERNSTEIN 2010 RET | | | |
| 05MO | 01859M952 | 2,701,400.102 | | 26,624,783.79 | 17,937,296.68 |
| | | 2,701,400.102 | | 26,624,783.79 | 17,937,296.68 |
| | | ALLIANCE BERNSTEIN 2015 RET | | | |
| 05M1 | 01859M960 | 4,991,570.515 | | 49,462,952.93 | 32,045,882.71 |
| | | 4,991,570.515 | | 49,462,952.93 | 32,045,882.71 |
| | | ALLIANCE BERNSTEIN 2020 RET | | | |
| 05M2 | 01859M978 | 5,213,044.861 | | 51,129,473.98 | 32,373,008.59 |
| | | 5,213,044.861 | | 51,129,473.98 | 32,373,008.59 |
| | | ALLIANCE BERNSTEIN 2025 RET | | | |
| 05M3 | 01859M986 | 3,939,529.354 | | 38,688,778.52 | 23,794,757.30 |
| | | 3,939,529.354 | | 38,688,778.52 | 23,794,757.30 |
| | | ALLIANCE BERNSTEIN 2030 RET | | | |
| 05M4 | 01859M994 | 2,443,245.880 | | 23,883,184.32 | 14,537,312.99 |
| | | 2,443,245.880 | | 23,883,184.32 | 14,537,312.99 |

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| | | | | | |
|------|-----------|----------------------------------|----------------|----------------|----------------|
| | | ALLIANCE BERSTEIN 2035 RET | | | |
| | | | 1,372,479.202 | 13,087,502.40 | 8,111,352.08 |
| 05M5 | 01859N919 | | 1,372,479.202 | 13,087,502.40 | 8,111,352.08 |
| | | ALLIANCE BERSTEIN 2040 RET | | | |
| | | | 470,381.873 | 4,352,177.52 | 2,779,956.87 |
| 05M6 | 01859N927 | | 470,381.873 | 4,352,177.52 | 2,779,956.87 |
| | | ALLIANCE BERSTEIN 2045 RET | | | |
| | | | 228,527.696 | 2,108,653.35 | 1,350,598.68 |
| 05M7 | 01859N935 | | 228,527.696 | 2,108,653.35 | 1,350,598.68 |
| | | ALLIANCE BERSTEIN 2050 RET | | | |
| | | | 219,652.118 | 1,986,900.39 | 1,298,144.02 |
| 05M8 | 01859N943 | | 219,652.118 | 1,986,900.39 | 1,298,144.02 |
| | | PIMCO TOTAL RETURN FD | | | |
| | | | | | |
| | | | 1,030,929.350 | 10,917,803.62 | 10,453,623.61 |
| 05MG | 693390700 | | 1,030,929.350 | 10,917,803.62 | 10,453,623.61 |
| | | | | | |
| | | | 24,539,351.586 | 240,637,860.61 | 158,438,509.76 |
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|-------------------------------|------------------------|--|-------|----------------------|----------------------|
| INSURANCE CO. GENERAL ACCOUNT | | | | | |
| | | CONTRACT NO. 02 | | | |
| | BANK OF AMERICA | 011 | 5.000 | 12/31/2055 | |
| | | 57,980,980.03 | | 57,980,980.83 | 57,980,980.83 |
| 05MO | 05999T9U4 | 57,980,980.83 | | 57,980,980.83 | 57,980,980.83 |
| | CAISSE DEPOTS ET | CONTRACT 1837 | | | |
| | CONSIGNATIONS | 01 | 5.000 | 12/31/2055 | |
| | | 57,966,009.75 | | 57,966,009.75 | 57,966,009.75 |
| 05MO | 1289969F4 | 57,966,009.75 | | 57,966,009.75 | 57,966,009.75 |
| | * STATE STREET | | | | |
| | BANK | CONTRACT 102063 | 5.000 | 12/31/2055 | |
| | | 57,980,979.98 | | 57,980,979.98 | 57,980,979.98 |
| 05MO | 8579939G6 | 57,980,979.98 | | 57,980,979.98 | 57,980,979.98 |
| | | 173,927,970.56 | | 173,927,970.56 | 173,927,970.56 |

* Party-in-interest

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SIGNATURES

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

Celanese Americas Retirement Savings Plan

By: /s/ Christopher W. Jensen
Christopher W. Jensen
Vice President and Corporate Controller of Celanese Corporation
(Principal Accounting Officer)
President and Treasurer of Celanese Americas LLC

Date: June 29, 2009