

Celanese CORP
Form 11-K
June 30, 2008

**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, 2007

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.

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, 2007 and 2006 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, 2007 and 2006, 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, 2007 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 27, 2008

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

| | As of December 31, | |
|--|---------------------------|-------------------|
| | 2007 | 2006 |
| | (In thousands) | |
| Assets | | |
| Investments: | | |
| At fair value (Note 3) | \$ 673,343 | \$ 731,214 |
| Loans to participants | 9,589 | 11,575 |
| Total investments | 682,932 | 742,789 |
| Receivables: | | |
| Accrued interest and dividends | 1,505 | 1,422 |
| Total receivables | 1,505 | 1,422 |
| Total assets | 684,437 | 744,211 |
| Liabilities | | |
| Administrative payables | 811 | 766 |
| Net assets available for benefits at fair value | 683,626 | 743,445 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contract (Note 3, 2006-Revised) | 4,689 | 2,680 |
| Net assets available for benefit | \$ 688,315 | \$ 746,125 |

See accompanying notes to financial statements.

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

| | Years Ended December 31, | |
|--|---------------------------------|-------------|
| | 2007 | 2006 |
| | (In thousands) | |
| Investment income: | | |
| Net appreciation of investments (Note 3) | \$ 23,663 | \$ 72,275 |
| Interest | 11,668 | 12,111 |
| Dividends | 904 | 704 |
| Other | 1,146 | 34 |
| Total investment income | 37,381 | 85,124 |
| Contributions: | | |
| Company, net of forfeitures | 9,490 | 9,895 |
| Participant | 20,249 | 20,607 |
| Rollovers | 634 | 734 |
| Total contributions | 30,373 | 31,236 |
| Administrative expenses | (2,196) | (2,071) |
| Withdrawals and distributions | (93,287) | (82,704) |
| Transfers (to) from other plans | (30,081) | 7,019 |
| Net increase (decrease) | (57,810) | 38,604 |
| Net assets available for benefits: | | |
| Beginning of year | 746,125 | 707,521 |
| End of year | \$ 688,315 | \$ 746,125 |

See accompanying notes to financial statements.

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 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.

Effective January 1, 2006, the Plan was amended to allow for participation of Meredosia Union employees. In September 2006, participant account balances of \$7,019,236 were transferred to the Plan from the Celanese Americas Retirement Savings Plan for Meredosia Union Employees. This transfer represents participant assets for employees that were transferred to the Plan as a result of a newly ratified collective bargaining agreement.

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, 2006 the plan was amended 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 3% of the participant's eligible compensation.

(d) Vesting

All Participants' contributions and income earned or losses incurred thereon are fully vested at all times. The Company's contributions and income earned or losses incurred thereon are vested either upon the completion of three years of service with the Company, as defined in the Plan document, death, retirement, total and permanent disability, involuntary termination of employment by the Company (other than for cause) or the attainment of age 65. Effective January 1, 2008, Participants will be immediately vested in Company contributions (Note 8).

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 2007 and 2006, Company contributions were reduced by \$252,938 and \$539,203 respectively, from forfeited non-vested accounts. At December 31, 2007 and 2006, forfeitures of \$170,715 and \$188,831, 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, 2007 was 5% to 10.5% with maturities ranging from 2008 to 2021.

(i) Investments

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

Options

Smart-Mix Fund Conservative

Investment Manager

JP Morgan Asset Management

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| | | |
|----------------------------|------------|--|
| Smart-Mix Fund | Moderate | JP Morgan Asset Management |
| Smart-Mix Fund | Aggressive | JP Morgan Asset Management |
| 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 |

Celanese Americas Retirement Savings Plan

Notes to Financial Statements (Continued)

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 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. During 2006, the Trustee purchased 341,550 shares of Celanese Corporation stock for the fund at an average price of \$19.92 per share and sold 243,804 shares of Celanese Corporation stock for the fund at an average price \$20.56 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.

The average yield of the investment contracts was 6.75% and 5.74% for the years ended December 31, 2007 and 2006, respectively. The stabilized interest rate (Crediting Rate) on investment contracts was 5.23% and 5.29% as of December 31, 2007 and 2006, 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.

(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.

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

(3) Investments

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

| | As of December 31, | |
|---|---------------------------|-------------|
| | 2007 | 2006 |
| | (In thousands) | |
| Quoted market price: | | |
| Interest bearing cash | \$ 9,276 | \$ 5,163 |
| US government securities | 30,395 | 31,518 |
| Common stock | 44,164 | 32,674 |
| Registered investment companies | 10,352 | 9,761 |
| | 94,187 | 79,116 |
| Investments at estimated fair value: | | |
| Common/collective trusts | 412,328 | 469,047 |
| Investment contracts | 166,828 | 183,051 |
| Investments at fair value | 673,343 | 731,214 |
| Participant loans | 9,589 | 11,575 |
| Total investments | \$ 682,932 | \$ 742,789 |

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

| | As of December 31 | |
|--------------------------------------|--------------------------|-------------|
| | 2007 | 2006 |
| | (In thousands) | |
| Alliance Collective Investment Trust | 154,752 | 190,003 |

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| | | |
|--|---------|---------|
| BGI Equity Index Fund 1 | 100,998 | 112,503 |
| BGI Russell 2000 Alpha Tilts Fund | 45,618 | 58,449 |
| CG International non-US Equity Fund | 43,765 | 39,281 |
| Bank of America, contract no. 02 011 | 57,175 | 61,916 |
| Caisse Depots et Consignations, contract no. 1837 01 | 57,167 | 61,899 |
| State Street Bank, contract no. 102063 | 57,175 | 61,916 |

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

| 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 Wrapper | 166,161 | | 4,689 |
| | \$ 166,828 | \$ | \$ 4,689 |

| 2006 | Investments at Fair Value | Wrapper Contracts at Fair Value (In thousands) | Adjustment to Contract Value |
|---|--|---|---|
| Cash | \$ 19 | \$ | \$ |
| US government securities | 199 | | |
| Interest-bearing cash | 673 | | |
| JP Morgan Intermediate Bond Fund Wrapper (revised) | 182,160 | | 2,680 |
| | \$ 183,051 | \$ | \$ 2,680 |

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. As the replacement costs of the wrapper contracts do not exceed the actual costs, the fair value of the wrapper was valued at zero for the years ended December 31, 2007 and 2006.

In the 2006 audited financial statements, Celanese disclosed the fair value of the wrapper contracts to be \$3,495,000 and the adjustment from fair value to contract value for fully benefit-responsive investments contracts to be

\$(815,000). Such presentation has been revised in the current financial statements to reflect the fair value of the wrapper at December 31, 2006 to be zero and the adjustment from fair value to contract value for fully benefit-responsive investments contracts to be \$2,680,000. With the revised presentation of the fair value of the wrapper, there is no change in Net Assets Available for Benefits.

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

During 2007 and 2006, 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 | |
|---|--|-------------|
| | 2007 | 2006 |
| | (In thousands) | |
| Quoted market price: | | |
| US government securities | \$ 1,490 | \$ (1,552) |
| Common stock | 3,231 | 1,288 |
| Celanese corporation common stock | 5,198 | 2,014 |
| Registered investment companies | 261 | (111) |
| | 10,180 | 1,639 |
| Investments at estimated fair value: | | |
| Common/collective trusts | 13,483 | 70,636 |
| | \$ 23,663 | \$ 72,275 |

(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

Celanese Americas Retirement Savings Plan

Notes to Financial Statements (Continued)

rules and clarifies the default investment provisions. The vesting rules are modified such that Participants are immediately vested in Company contributions.

(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, 2007 to Form 5500.

| | 2007 (In thousands) |
|--|--------------------------------------|
| Net assets available for benefits per the financial statements | \$ 688,315 |
| Add: Administrative payables | 319 |
| Net assets available for benefits per the Form 5500 | \$ 688,634 |

The following is a reconciliation of administrative expenses per the financial statements for the year ended December 31, 2007, to Form 5500

| | 2007 (In thousands) |
|--|--------------------------------------|
| Administrative expenses per the financial statements | \$ 2,196 |
| Less: Administrative expenses | 319 |
| Administrative expenses per the Form 5500 | \$ 1,877 |

Net assets available for benefits and administrative expenses per the financial statements include \$319,000 to accrue for administrative expenses incurred during the year ended December 31, 2007 and paid in 2008.

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2007

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

| (B) Identity of Issuer | (C) Description of Investment Shares/Par | Rate | Mat Date (D) Cost |
|------------------------|---|----------------------------|----------------------|
| BEARING CASH | | | |
| | BGI MONEY MARKET FD FOR EBT | CASH HELD AT ALEX BROWN | |
| | | 11.000 | 11.00 |
| 5499B995 | | 6.000 | 6.00 |
| 5499B995 | | 5.000 | 5.00 |
| | BZW PRINCIPAL CASH | | |
| | | 1.140 | 1.14 |
| 2399A986 | | 0.280 | 0.28 |
| 2399A986 | | 0.860 | 0.86 |
| | MORGAN GUARANTY TRUST CO OF NY | LIQUIDITY FUND | |
| | | 3,764,386.69 | 3,764,386.69 |
| 1699B004 | | 410,785.35 | 410,785.35 |
| 1699B004 | | 177,841.89 | 177,841.89 |
| 1699B004 | | 103,336.56 | 103,336.56 |
| 1699B004 | | 3,072,422.89 | 3,072,422.89 |
| | MORGAN GUARANTY TRUST CO OF NY | LIQUIDITY FUND | |
| | | 866,892.75 | 866,892.75 |
| 1699B004 | | 866,892.75 | 866,892.75 |
| | MORGAN GUARANTY TRUST CO OF NY | LIQUIDITY FUND | |
| | | 189,002.12 | 189,002.12 |
| 1699B004 | | 189,002.12 | 189,002.12 |
| | * STATE STREET BANK & TRUST CO | SHORT TERM INVESTMENT FUND | |
| | | 4,455,608.19 | 4,455,608.19 |
| 574809S8 | | 1,514,024.11 | 1,514,024.11 |
| 574809S8 | | 1,319.28 | 1,319.28 |
| 574809S8 | | 2,828,795.04 | 2,828,795.04 |
| 574809S8 | | 111,469.76 | 111,469.76 |
| | | 9,275,901.89 | 9,275,901.89 |

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2007

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

| (A) | (B) Identity of Issuer | (C) Description of Investment Shares/Par | Rate | Mat Date (D) Cost | (E) Current Value |
|-----------------------|------------------------|---|-------|----------------------|----------------------|
| GOVERNMENT SECURITIES | | | | | |
| | | UNITED STATES TREAS BDS BD 28/11/15 5.250 | 5.250 | 11/15/2008 | |
| | | 3,000,000.00 | | 3,047,219.89 | 3,300,702 |
| MA | 912810FFO | 3,000,000.00 | | 3,047,219.89 | 3,300,702 |
| | | UNITED STATES TREAS BDS 5 1/4 02/15/29 | 5.250 | 02/15/2029 | |
| | | 16,875,000.00 | | 17,052,446.12 | 18,563,816 |
| MA | 912810FG8 | 16,875,000.00 | | 17,052,446.12 | 18,563,816 |
| | | UNITED STATES TREAS BDS | 5.375 | 02/15/2031 | |
| | | 140,000.00 | | 148,842.97 | 157,729 |
| MA | 912810FP8 | 140,000.00 | | 148,842.97 | 157,729 |
| | | UNITED STATES TREAS BDS 4 3/4 02/15/37 | 4.750 | 02/15/2037 | |
| | | 8,000,000.00 | | 7,961,477.98 | 8,372,496 |
| MA | 912810PT9 | 8,000,000.00 | | 7,961,477.98 | 8,372,496 |
| | | 28,015,000.00 | | 28,209,986.96 | 30,394,743 |

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
(Plan # 001)
CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
December 31, 2007

**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 | | | | | |
| | | COMMON TRANSOCEAN INC | SHS NEW | | |
| | | | 8,420.000 | 1,147,400.18 | 1,205,323.00 |
| 05MV | G90073100 | | 8,420.000 | 1,147,400.18 | 1,205,323.00 |
| | | AT+ T INC | COM | | |
| | | | 17,888.000 | 728,709.43 | 743,425.28 |
| 05MV | 00206R102 | | 17,888.000 | 728,709.43 | 743,425.28 |
| | | AIR PRODS + CHEMS INC | COM | | |
| | | | 3,000.000 | 271,491.92 | 295,890.00 |
| 05MV | 009158106 | | 3,000.000 | 271,491.92 | 295,890.00 |
| | | AMERICA MOVIL SAB DE CV | SPONS ADR REPSTG SER L SHS | | |
| | | | 10,421.000 | 336,649.70 | 639,745.19 |
| 05MV | 02364W105 | | 10,421.000 | 336,649.70 | 639,745.19 |
| | | AMYLIN PHARMACEUTICALS INC | | | |
| | | | 8,816.000 | 331,438.39 | 326,192.00 |
| 05MV | 032346108 | | 8,816.000 | 331,438.39 | 326,192.00 |
| | | APPLE INC | COM NPV | | |
| | | | 6,888.000 | 951,571.53 | 1,364,375.04 |
| 05MV | 037833100 | | 6,888.000 | 951,571.53 | 1,364,375.04 |
| | | BOEING CO | COM | | |
| | | | 2,907.000 | 260,763.24 | 254,246.22 |
| 05MV | 097023105 | | 2,907.000 | 260,763.24 | 254,246.22 |
| | | CVS CAREMARK CORP | COM | | |
| | | | 17,110.000 | 671,462.28 | 680,122.50 |
| 05MV | 126650100 | | 17,110.000 | 671,462.28 | 680,122.50 |
| | | CAMERON INTL CORP | COM | | |
| | | | 4,008.000 | 132,417.47 | 192,905.04 |
| 05MV | 13342B105 | | 4,008.000 | 132,417.47 | 192,905.04 |

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* CELANESE CORP

DE COM SER A

| | | | | | |
|------|-----------|------------------|-------------|--------------|---------------|
| | | | 297,882.000 | 7,650,897.48 | 12,606,366.24 |
| 05MW | 150870103 | | 297,882.000 | 7,650,897.48 | 12,606,366.24 |
| | | CHINA MOBILE LTD | | | |
| | | | | | |
| | | | 1,000.000 | 46,144.10 | 86,870.00 |
| 05MV | 16941M109 | SPONSORED ADR | 1,000.000 | 46,144.10 | 86,870.00 |

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2007

**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 | (D) Mat Date Cost | (E) Current Value |
|-------------|------------------------|---|------------|----------------------|----------------------|
| | | CISCO SYS INC | COM | | |
| 05MV | 17275R102 | | 4,117.000 | 94,132.36 | 111,447.19 |
| | | | 4,117.000 | 94,132.36 | 111,447.19 |
| | | COCA COLA CO | COM | | |
| 05MV | 191216100 | | 4,904.000 | 301,677.82 | 300,958.48 |
| | | | 4,904.000 | 301,677.82 | 300,958.48 |
| | | FEDEX CORP | COM | | |
| 05MV | 31428X106 | | 1,452.000 | 120,100.07 | 129,474.84 |
| | | | 1,452.000 | 120,100.07 | 129,474.84 |
| | | GENENTECH INC | COM | | |
| 05MV | 368710406 | | 17,988.000 | 1,070,786.40 | 1,206,455.16 |
| | | | 17,988.000 | 1,070,786.40 | 1,206,455.16 |
| | | GENERAL DYNAMICS CORP | COM | | |
| 05MV | 369550108 | | 9,570.000 | 519,266.34 | 851,634.30 |
| | | | 9,570.000 | 519,266.34 | 851,634.30 |
| | | GOLDMAN SACHS GROUP INC | COM | | |
| 05MV | 38141G104 | | 5,910.000 | 990,428.09 | 1,270,945.50 |
| | | | 5,910.000 | 990,428.09 | 1,270,945.50 |
| | | GOOGLE INC | CL A | | |
| 05MV | 38259P508 | | 1,948.000 | 1,169,415.11 | 1,347,003.04 |
| | | | 1,948.000 | 1,169,415.11 | 1,347,003.04 |
| | | HEINEKEN N.V. | ADR | | |
| 05MV | 423012202 | | 9,540.000 | 221,287.36 | 304,803.00 |
| | | | 9,540.000 | 221,287.36 | 304,803.00 |
| | | HESS CORP | COM | | |
| 05MV | 42809H107 | | 10,003.000 | 1,029,606.46 | 1,008,902.58 |
| | | | 10,003.000 | 1,029,606.46 | 1,008,902.58 |
| | | HEWLETT PACKARD CO | COM | | |
| | | | 7,152.000 | 344,868.35 | 361,032.96 |

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| | | | | | | |
|------|-----------|----------------------|-----|------------|------------|------------|
| 05MV | 428236103 | INTEL CORP | COM | 7,152.000 | 344,868.35 | 361,032.96 |
| | | | | 25,456.000 | 558,166.10 | 678,656.96 |
| 05MV | 458140100 | LAS VEGAS SANDS CORP | COM | 25,456.000 | 558,166.10 | 678,656.96 |
| | | | | 7,831.000 | 464,921.65 | 806,984.55 |
| 05MV | 517834107 | | | 7,831.000 | 464,921.65 | 806,984.55 |

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
(Plan # 001)
CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
December 31, 2007

**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 | (D) Mat Date Cost | (E) Current Value |
|-------------|------------------------|--|------------|----------------------|----------------------|
| | | LEHMAN BROTHERS HLDGS INC | COM | | |
| 05MV | 524908100 | | 11,967.00 | 690,712.37 | 783,120.48 |
| | | | 11,967.00 | 690,712.37 | 783,120.48 |
| | | LOCKHEED MARTIN CORP | COM | | |
| 05MV | 539830109 | | 10,835.000 | 921,788.18 | 1,140,492.10 |
| | | | 10,835.000 | 921,788.18 | 1,140,492.10 |
| | | LOWES COS INC | USDO.50 | | |
| 05MV | 548661107 | | 20,937.000 | 614,889.51 | 473,594.94 |
| | | | 20,937.000 | 614,889.51 | 473,594.94 |
| | | MGM MIRAGEINC | COM | | |
| 05MV | 552953101 | | 7,105.000 | 269,163.99 | 596,962.10 |
| | | | 7,105.000 | 269,163.99 | 596,962.10 |
| | | MASTERCARD INC | CL A | | |
| 05MV | 57636Q104 | | 4,421.000 | 455,261.58 | 951,399.20 |
| | | | 4,421.000 | 455,261.58 | 951,399.20 |
| | | MCDONALDS CORP | COM | | |
| 05MV | 580135101 | | 28,887.000 | 1,570,992.91 | 1,701,733.17 |
| | | | 28,887.000 | 1,570,992.91 | 1,701,733.17 |
| | | MERCK + CO INC | COM | | |
| 05MV | 589331107 | | 23,441.000 | 1,358,164.67 | 1,362,156.51 |
| | | | 23,441.000 | 1,358,164.67 | 1,362,156.51 |
| | | MERRILL LYNCH + CO INC | COM | | |
| 05MV | 590188108 | | 2,365.000 | 136,726.78 | 126,953.20 |
| | | | 2,365.000 | 136,726.78 | 126,953.20 |
| | | MICROSOFT CORP | COM | | |
| 05MV | 594918104 | | 33,532.000 | 1,206,544.00 | 1,193,739.20 |
| | | | 33,532.000 | 1,206,544.00 | 1,193,739.20 |
| | | MONSANTO CO NEW | COM | | |
| 05MV | 61166W101 | | 9,236.000 | 416,237.35 | 1,031,568.84 |
| | | | 9,236.000 | 416,237.35 | 1,031,568.84 |
| | | NORDSTROM INC | COM | | |
| 05MV | 655664100 | | 4,056.000 | 155,405.64 | 148,976.88 |
| | | | 4,056.000 | 155,405.64 | 148,976.88 |

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| | | PETROLEO BRASILEIRO SA | SPONSORED ADR | | |
|------|-----------|------------------------|---------------|------------|--------------|
| | | | 9,023.000 | 884,841.74 | 1,039,810.52 |
| 05MV | 71654V408 | | 9,023.000 | 884,841.74 | 1,039,810.52 |

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
(Plan # 001)
CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
December 31, 2007

**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 |
|-------------|------------------------|---|---------------|----------------------|----------------------|
| | | PRAXAIR INC | COM | | |
| 05MV | 74005P104 | | 8,238.000 | 501,087.14 | 730,792.98 |
| | | | 8,238.000 | 501,087.14 | 730,792.98 |
| | | QUALCOMM INC | COM | | |
| 05MV | 747525103 | | 5,238.000 | 216,269.68 | 206,115.30 |
| | | | 5,238.000 | 216,269.68 | 206,115.30 |
| | | SCHERING PLOUGH CORP | COM | | |
| 05MV | 806605101 | | 18,531.000 | 514,187.23 | 493,665.84 |
| | | | 18,531.000 | 514,187.23 | 493,665.84 |
| | | SCHLUMBERGER LTD | COM | | |
| 05MV | 806857108 | | 10,080.000 | 715,545.44 | 991,569.60 |
| | | | 10,080.000 | 715,545.44 | 991,569.60 |
| | | TESCO PLC | SPONSORED ADR | | |
| 05MV | 881575302 | | 8,567.000 | 247,728.71 | 239,876.00 |
| | | | 8,567.000 | 247,728.71 | 239,876.00 |
| | | TOYOTA MTR CO | ADR 2 COM | | |
| 05MV | 892331307 | | 5,122.000 | 524,845.41 | 543,802.74 |
| | | | 5,122.000 | 524,845.41 | 543,802.74 |
| | | UNION PAC CORP | COM | | |
| 05MV | 907818108 | | 6,707.000 | 608,776.48 | 842,533.34 |
| | | | 6,707.000 | 608,776.48 | 842,533.34 |
| | | UNITEDHEALTH GROUP INC | COM | | |
| 05MV | 91324P102 | | 23,385.0000 | 752,526.21 | 1,361,007.00 |
| | | | 23,385.0000 | 752,526.21 | 1,361,007.00 |
| | | WELLS FARGO + CO NEW | COM | | |
| 05MV | 949746101 | | 5,507.000 | 188,580.63 | 166,256.33 |
| | | | 5,507.000 | 188,580.63 | 166,256.33 |
| | | WYNN RESORTS LTD | COM | | |
| 05MV | 983134107 | | 3,995.000 | 260,804.69 | 447,959.35 |
| | | | 3,995.000 | 260,804.69 | 447,959.35 |
| | | YUM BRANDS INC | COM | | |

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| | | | | |
|------|-----------|-------------|---------------|---------------|
| 05MV | 988498101 | 21,332.000 | 522,500.58 | 816,375.64 |
| | | 21,332.000 | 522,500.58 | 816,375.64 |
| | | 766,718.000 | 33,147,182.75 | 44,164,220.33 |

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2007

**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 |
|-------------|------------------------|--|------|----------------------|----------------------|
| | | LOANS TO PARTICIPANTS | | | |
| | | OTHER LOANS TO PARTICIPANTS | | | |
| | | | | 9,588,989.98 | 9,588,989.98 |
| 05ME | 53999S985 | | | 9,588,989.98 | 9,588,989.98 |
| | | | | 9,588,989.98 | 9,588,989.98 |

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2007

**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 |
|---------------------------|------------------------|---|----------------------------------|----------------------|----------------------|
| COMMON/ COLLECTIVE TRUSTS | | | | | |
| | | ALLIANCE COLLECTIVE INVT TR | BERNSTEIN STRATEGIC VALUE COL | | |
| | | | 9,493,956.287 | 86,443,340.90 | 154,751,487.45 |
| 05MB | 018564823 | | 9,493,956.287 | 86,443,340.90 | 154,751,487.45 |
| | | * JPMCB SPECIAL SITUATION | PROPERTY FUND | | |
| | | | 349.694 | 314,951.64 | 610,822.75 |
| 05ML | 03499B925 | | 49.453 | 45,258.28 | 86,379.79 |
| 05MN | 03499B925 | | 300.241 | 269,693.36 | 524,442.96 |
| | | BGI EQUITY INDEX FUND I | | | |
| | | | 2,196,553.993 | 69,125,525.05 | 100,997,552.60 |
| 05MP | 05799K984 | | 2,196,553.993 | 69,125,525.05 | 100,997,552.60 |
| | | BGI RUSSEL 2000 ALPHA | TILTS CL F | | |
| | | | 2,876,302.644 | 38,056,791.48 | 45,618,159.93 |
| 05MU | 05999K966 | | 2,876,302.644 | 38,056,791.48 | 45,618,159.93 |

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CG INTL NON US
EQUITY

| | | | | |
|------|-----------|---------------|---------------|---------------|
| | | 1,131,161.500 | 34,935,604.21 | 43,764,638.44 |
| 05MH | 12599Q971 | 1,131,161.500 | 34,935,604.21 | 43,764,638.44 |

INTREPID AMERICA COMMINGLED PENSION TR

| | | | | |
|------|-----------|-------------|--------------|--------------|
| | | 9719929 | | |
| | | 357,478.917 | 6,809,337.54 | 7,020,885.93 |
| 05MD | 46299E961 | 45,196.890 | 862,079.51 | 887,666.92 |
| 05ML | 46299E961 | 97,861.920 | 1,854,528.07 | 1,922,008.11 |
| 05MN | 46299E961 | 214,420.107 | 4,092,729.96 | 4,211,210.90 |

* JPMCB STRATEGIC
PROPERTY FND

| | | | | |
|------|-----------|-----------|--------------|--------------|
| | | 1,412.767 | 1,518,083.76 | 2,607,840.73 |
| 05MD | 46599C921 | 424.264 | 394,970.74 | 783,153.16 |
| 05ML | 46599C921 | 408.065 | 450,951.88 | 753,251.26 |
| 05MN | 46599C921 | 580.438 | 672,161.14 | 1,071,436.31 |

* JPMCB EAFE REI
FUND

| | | | | |
|------|-----------|------------|------------|------------|
| | | 21,521.026 | 338,565.57 | 437,307.27 |
| 05MD | 46799F989 | 21,521.026 | 338,565.57 | 437,307.27 |

* JPMBC EMERGING
MARKETS EQUITY REF 29803779

| | | | | |
|------|-----------|------------|------------|--------------|
| | | 25,656.610 | 435,586.78 | 1,034,217.94 |
| 05ML | 46799G953 | 10,487.691 | 144,126.26 | 422,758.82 |
| 05MN | 46799G953 | 15,168.919 | 291,460.52 | 611,459.12 |

* JPMBC US ACTIVE
FIXED CORE FD REF 29803773

| | | | | |
|--|--|-------------|--------------|--------------|
| | | 342,868.218 | 9,109,649.16 | 9,915,748.87 |
|--|--|-------------|--------------|--------------|

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05MD 46799G961

172,803.196

4,458,477.57

4,997,468.43

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2007

**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 |
|-------------|------------------------|---|-------------|----------------------|-------------------------|
| 05ML | 46799G961 | | 112,908.955 | 3,064,813.26 | 3,265,326.98 |
| 05MN | 46799G961 | | 57,156.067 | 1,586,358.33 | 1,652,953.46 |
| | | * JPMCB US QDV SMALL CAP CORE EQ 97199691 | | | |
| | | | 60,632.658 | 1,127,290.80 | 1,052,582.94 |
| 05MD | 46799S981 | | 14,434.818 | 275,116.87 | 250,588.44 |
| 05ML | 46799S981 | | 9,850.961 | 183,818.93 | 171,012.68 |
| 05MN | 46799S981 | | 36,346.879 | 668,355.00 | 630,981.82 |
| | | * JPMCB US SMARTINDEX FUND | | | |
| | | | 343,724.668 | 9,636,977.20 | 10,019,574.07 |
| 05MD | 467997987 | | 133,006.853 | 3,736,256.66 | 3,877,149.76 |
| 05ML | 467997987 | | 109,128.720 | 3,072,082.27 | 3,181,102.19 |
| 05MN | 467997987 | | 101,589.095 | 2,828,638.27 | 2,961,322.12 |
| | | * JPMBC EAFE EQUITY OPP FD REF 29803782 | | | |
| | | | 182,829.033 | 2,550,096.22 | 4,349,502.70 |
| 05MD | 467999926 | | 22,345.767 | 284,231.68 | 531,605.80 |
| 05ML | 467999926 | | 46,971.522 | 630,532.83 | 1,117,452.51 |
| 05MN | 467999926 | | 113,511.744 | 1,635,331.71 | 2,700,444.39 |
| | | * JPMBC US REAL ESTATE SECS FD REF 29803783 | | | |
| | | | 46,862.380 | 1,166,657.38 | 1,643,463.67 |
| 05ML | 467999934 | | 14,530.763 | 336,077.63 | 509,593.86 |
| 05MN | 467999934 | | 32,331.617 | 830,579.75 | 1,133,869.81 |
| | | * JPMBC EAFE PLUS FUND REF 29803781 | | | |
| | | | 163,874.061 | 2,777,937.16 | 3,654,391.56 |
| 05ML | 467999942 | | 45,242.805 | 797,703.86 | 1,008,914.55 |

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| | | | | | |
|------|-----------|---|-------------|--------------|---------------|
| 05MN | 467999942 | | 118,631.256 | 1,980,233.30 | 2,645,477.01 |
| | | * JPMCB US ACTIVE CORE PLUS | | | |
| | | | 377,145.851 | 5,515,453.00 | 6,173,877.58 |
| 05ML | 46899C951 | | 116,511.944 | 1,705,666.97 | 1,907,300.52 |
| 05MN | 46899C951 | | 260,633.907 | 3,809,786.03 | 4,266,577.06 |
| | | * JPMCB CORE BOND FUND REF 97199695 | | | |
| | | | 891,864.637 | 9,479,186.45 | 10,051,314.46 |
| 05MD | 46899E981 | | 450,877.778 | 4,766,435.50 | 5,081,392.46 |
| 05ML | 46899E981 | | 286,133.299 | 3,044,463.39 | 3,224,722.28 |
| 05MN | 46899E981 | | 154,853.560 | 1,668,287.56 | 1,745,199.62 |
| | | * JPMBC US STRATEGIC SML CO EQ REF 29803776 | | | |
| | | | 153,823.799 | 3,413,862.49 | 5,140,791.37 |
| 05MD | 47299X926 | | 20,692.107 | 328,867.30 | 691,530.22 |
| 05ML | 47299X926 | | 55,210.248 | 1,262,953.89 | 1,845,126.49 |
| 05MN | 47299X926 | | 77,921.444 | 1,822,041.30 | 2,604,134.66 |

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2007

**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 |
|-------------|------------------------|---|----------------|----------------------|----------------------|
| | | * JPMBC CORP HIGH YIELD FD | | | |
| | | REF 29803775 | | | |
| | | | 62,752.990 | 939,799.02 | 1,290,829.01 |
| O5ML | 47299X934 | | 28,180.731 | 413,739.51 | 579,677.64 |
| O5MN | 47299X934 | | 34,572.259 | 526,059.51 | 711,151.37 |
| | | * JPMBC EMERGING MKTS FIX INC FD | | | |
| | | REF 29803773 | | | |
| | | | 42,334.460 | 883,345.05 | 1,594,739.11 |
| O5ML | 47299X942 | | 17,006.142 | 343,473.61 | 640,621.37 |
| O5MN | 47299X942 | | 25,328.318 | 539,871.44 | 954,117.74 |
| | | * JPMBC EMG MKTS FOCUSED FUND | | | |
| | | REF 29803785 | | | |
| | | | 11,257.906 | 150,608.29 | 597,457.07 |
| O5MN | 47299X967 | | 11,257.906 | 150,608.29 | 597,457.07 |
| | | | 18,784,364.099 | 284,728,649.15 | 412,327,185.45 |

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
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**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 |
|-------------------------------|------------------------|---|-------------|----------------------|----------------------|
| REGISTERED INVESTMENT COMPANY | | | | | |
| | | PIMCO TOTAL RETURN FD | INSTL CL | | |
| 05MG | 693390700 | | 968,421.267 | 10,121,569.65 | 10,352,423.34 |
| | | | 968,421.267 | 10,121,569.65 | 10,352,423.34 |
| | | | 968,421.267 | 10,121,569.65 | 10,352,423.34 |

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
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 December 31, 2007

**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 |
|------------|------------------------|---|-------|----------------------|----------------------|
| | | INSURANCE CO. GENERAL ACCOUNT | | | |
| | | BANK OF AMERICA | | | |
| | | CONTRACT NO. 02 011 | 5.000 | 12/31/2055 | |
| | | 57,174,888.39 | | 57,174,888.39 | 57,174,888.39 |
| 05MO | 05999T9U4 | 57,174,888.39 | | 57,174,888.39 | 57,174,888.39 |
| | | CAISSE DEPOTS ET CONSIGNATIONS | | | |
| | | CONTRACT 1837 01 | 5.000 | 12/31/2055 | |
| | | 57,167,052.34 | | 57,167,052.34 | 57,167,052.34 |
| 05MO | 1289969F4 | 57,167,052.34 | | 57,167,052.34 | 57,167,052.34 |
| | | * STATE STREET BANK | | | |
| | | CONTRACT 102063 | 5.000 | 12/31/2055 | |
| | | 57,174,888.65 | | 57,174,888.65 | 57,174,888.65 |
| 05MO | 8579939G6 | 57,174,888.65 | | 57,174,888.65 | 57,174,888.65 |
| | | 171,516,829.38 | | 171,516,829.38 | 171,516,829.38 |

* Party-in-interest

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/ Miguel Desdin

Miguel Desdin
*Vice President and Controller of
Celanese Corporation
(Principal Accounting Officer)
Vice President of Celanese Americas Corporation*

Date: June 27, 2008