Celanese Corp
Form 10-Q
July 20, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2018
Or
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Commission File Number) 001-32410

CELANESE CORPORATION
(Exact Name of Registrant as Specified in its Charter)

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

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

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

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

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

Large accelerated filer þ	Accelerated filer o	Non-accelerated filer o	Smaller reporting company o	Emerging growth company o

(Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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

The number of outstanding shares of the registrant's Series A common stock, $0.0001 par value, as of July 13, 2018 was 135,018,148.

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

	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017 As Adjusted (Note 2)	Six Months Ended June 30, 2018	Six Months Ended June 30, 2017 As Adjusted (Note 2)
	(In $ millions, except share and per share data)			
Net sales	1,844	1,510	3,695	2,981
Cost of sales	(1,323)	(1,145)	(2,659)	(2,266)
Gross profit	521	365	1,036	715
Selling, general and administrative expenses	(136)	(117)	(283)	(220)
Amortization of intangible assets	(7)	(5)	(13)	(9)
Research and development expenses	(18)	(17)	(36)	(34)
Other (charges) gains, net	(3)	(2)	(3)	(57)
Foreign exchange gain (loss), net	3	(4)	2	(4)
Gain (loss) on disposition of businesses and assets, net	(2)	(2)	(2)	(3)
Operating profit (loss)	358	218	701	388
Equity in net earnings (loss) of affiliates	56	38	114	85
Non-operating pension and other postretirement employee benefit (expense) income	26	22	52	44
Interest expense	(32)	(30)	(65)	(59)
Interest income	—	1	2	1
Dividend income - cost investments	34	29	66	58
Other income (expense), net	—	3	4	4
Earnings (loss) from continuing operations before tax	442	281	874	521
Income tax (provision) benefit	(97)	(40)	(162)	(96)
Earnings (loss) from continuing operations	345	241	712	425
Earnings (loss) from operation of discontinued operations	—	(9)	(2)	(9)
Income tax (provision) benefit from discontinued operations	—	1	—	1
Earnings (loss) from discontinued operations	—	(8)	(2)	(8)
Net earnings (loss)	345	233	710	417
Net (earnings) loss attributable to noncontrolling interests	(1)	(2)	(3)	(3)
Net earnings (loss) attributable to Celanese Corporation	344	231	707	414
Amounts attributable to Celanese Corporation				
Earnings (loss) from continuing operations	344	239	709	422
Earnings (loss) from discontinued operations	—	(8)	(2)	(8)
Net earnings (loss)	344	231	707	414
Earnings (loss) per common share - basic				
Continuing operations	2.54	1.73	5.22	3.02
Discontinued operations	—	(0.06)	(0.01)	(0.05)
Net earnings (loss) - basic	2.54	1.67	5.21	2.97
Earnings (loss) per common share - diluted				
Continuing operations	2.52	1.72	5.19	3.01
Discontinued operations	—	(0.06)	(0.01)	(0.05)
Net earnings (loss) - diluted	2.52	1.66	5.18	2.96
Weighted average shares - basic	135,589,717	138,619,721	135,752,179	139,626,199

Weighted average shares - diluted	136,309,158	139,029,425	136,499,748	140,022,556

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

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(In $ millions)			
Net earnings (loss)	345	233	710	417
Other comprehensive income (loss), net of tax				
Unrealized gain (loss) on marketable securities	—	1	—	1
Foreign currency translation	(66)	78	(17)	106
Gain (loss) on cash flow hedges	6	1	5	(1)
Pension and postretirement benefits	—	—	1	5
Total other comprehensive income (loss), net of tax	(60)	80	(11)	111
Total comprehensive income (loss), net of tax	285	313	699	528
Comprehensive (income) loss attributable to noncontrolling interests	(1)	(2)	(3)	(3)
Comprehensive income (loss) attributable to Celanese Corporation	284	311	696	525

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

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED BALANCE SHEETS

	As of June 30, 2018	As of December 31, 2017
	(In $ millions, except share data)	
ASSETS		
Current Assets		
Cash and cash equivalents (variable interest entity restricted - 2018: $18; 2017: $19)	708	576
Trade receivables - third party and affiliates (net of allowance for doubtful accounts - 2018: $10; 2017: $9; variable interest entity restricted - 2018: $8; 2017: $5)	1,156	986
Non-trade receivables, net	289	244
Inventories	917	900
Marketable securities, at fair value	32	32
Other assets	51	54
Total current assets	3,153	2,792
Investments in affiliates	963	976
Property, plant and equipment (net of accumulated depreciation - 2018: $2,696; 2017: $2,584; variable interest entity restricted - 2018: $676; 2017: $697)	3,724	3,762
Deferred income taxes	163	366
Other assets (variable interest entity restricted - 2018: $6; 2017: $6)	392	338
Goodwill	1,069	1,003
Intangible assets (variable interest entity restricted - 2018: $24; 2017: $25)	325	301
Total assets	9,789	9,538
LIABILITIES AND EQUITY		
Current Liabilities		
Short-term borrowings and current installments of long-term debt - third party and affiliates	366	326
Trade payables - third party and affiliates	819	807
Other liabilities	314	354
Income taxes payable	111	72
Total current liabilities	1,610	1,559
Long-term debt, net of unamortized deferred financing costs	3,228	3,315
Deferred income taxes	248	211
Uncertain tax positions	149	156
Benefit obligations	557	585
Other liabilities	210	413
Commitments and Contingencies		
Stockholders' Equity		
Preferred stock, $0.01 par value, 100,000,000 shares authorized (2018 and 2017: 0 issued and outstanding)	—	—
Series A common stock, $0.0001 par value, 400,000,000 shares authorized (2018: 168,294,244 issued and 135,018,148 outstanding; 2017: 168,156,969 issued and 135,769,256 outstanding)	—	—
Treasury stock, at cost (2018: 33,276,096 shares; 2017: 32,387,713 shares)	(2,131)	(2,031)
Additional paid-in capital	208	175
Retained earnings	5,491	4,920
Accumulated other comprehensive income (loss), net	(188)	(177)
Total Celanese Corporation stockholders' equity	3,380	2,887

Noncontrolling interests	407	412
Total equity	3,787	3,299
Total liabilities and equity	9,789	9,538

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

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENT OF EQUITY

	Six Months Ended June 30, 2018	
	Shares	Amount
	(In $ millions, except share data)	
Series A Common Stock		
Balance as of the beginning of the period	135,769,256	—
Stock option exercises	—	—
Purchases of treasury stock	(888,383)	—
Stock awards	137,275	—
Balance as of the end of the period	135,018,148	—
Treasury Stock		
Balance as of the beginning of the period	32,387,713	(2,031)
Purchases of treasury stock, including related fees	888,383	(100)
Balance as of the end of the period	33,276,096	(2,131)
Additional Paid-In Capital		
Balance as of the beginning of the period		175
Stock-based compensation, net of tax		33
Balance as of the end of the period		208
Retained Earnings		
Balance as of the beginning of the period		4,920
Net earnings (loss) attributable to Celanese Corporation		707
Series A common stock dividends		(136)
Balance as of the end of the period		5,491
Accumulated Other Comprehensive Income (Loss), Net		
Balance as of the beginning of the period		(177)
Other comprehensive income (loss), net of tax		(11)
Balance as of the end of the period		(188)
Total Celanese Corporation stockholders' equity		3,380
Noncontrolling Interests		
Balance as of the beginning of the period		412
Net earnings (loss) attributable to noncontrolling interests		3
(Distributions to) contributions from noncontrolling interests		(8)
Balance as of the end of the period		407
Total equity		3,787

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

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30, 2018	2017
	(In $ millions)	
Operating Activities		
Net earnings (loss)	710	417
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities		
Depreciation, amortization and accretion	168	149
Pension and postretirement net periodic benefit cost	(46)	(40)
Pension and postretirement contributions	(24)	(24)
Deferred income taxes, net	55	4
(Gain) loss on disposition of businesses and assets, net	3	3
Stock-based compensation	39	19
Undistributed earnings in unconsolidated affiliates	3	25
Other, net	10	6
Operating cash provided by (used in) discontinued operations	(1)	6
Changes in operating assets and liabilities		
Trade receivables - third party and affiliates, net	(175)	(133)
Inventories	(17)	11
Other assets	(39)	1
Trade payables - third party and affiliates	36	33
Other liabilities	6	13
Net cash provided by (used in) operating activities	728	490
Investing Activities		
Capital expenditures on property, plant and equipment	(165)	(116)
Acquisitions, net of cash acquired	(144)	(268)
Proceeds from sale of businesses and assets, net	9	1
Other, net	(31)	(6)
Net cash provided by (used in) investing activities	(331)	(389)
Financing Activities		
Net change in short-term borrowings with maturities of 3 months or less	40	202
Proceeds from short-term borrowings	36	104
Repayments of short-term borrowings	(39)	(55)
Repayments of long-term debt	(43)	(58)
Purchases of treasury stock, including related fees	(100)	(300)
Stock option exercises	—	1
Series A common stock dividends	(136)	(116)
(Distributions to) contributions from noncontrolling interests	(8)	(8)
Other, net	(6)	(19)
Net cash provided by (used in) financing activities	(256)	(249)
Exchange rate effects on cash and cash equivalents	(9)	21
Net increase (decrease) in cash and cash equivalents	132	(127)
Cash and cash equivalents as of beginning of period	576	638
Cash and cash equivalents as of end of period	708	511

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

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CELANESE CORPORATION AND SUBSIDIARIES
NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

1. Description of the Company and Basis of Presentation

Description of the Company

Celanese Corporation and its subsidiaries (collectively, the "Company") is a global technology and specialty materials company. The Company's business involves processing chemical raw materials, such as methanol, carbon monoxide and ethylene, and natural products, including wood pulp, into value-added chemicals, thermoplastic polymers and other chemical-based products.

Definitions

In this Quarterly Report on Form 10-Q ("Quarterly Report"), the term "Celanese" refers to Celanese Corporation, a Delaware corporation, and not its subsidiaries. The term "Celanese US" refers to the Company's subsidiary, Celanese US Holdings LLC, a Delaware limited liability company, and not its subsidiaries.

Basis of Presentation

The unaudited interim consolidated financial statements for the three and six months ended June 30, 2018 and 2017 contained in this Quarterly Report were prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for all periods presented and include the accounts of the Company, its majority owned subsidiaries over which the Company exercises control and, when applicable, variable interest entities in which the Company is the primary beneficiary. The unaudited interim consolidated financial statements and other financial information included in this Quarterly Report, unless otherwise specified, have been presented to separately show the effects of discontinued operations.

In the opinion of management, the accompanying unaudited consolidated balance sheets and related unaudited interim consolidated statements of operations, comprehensive income (loss), cash flows and equity include all adjustments, consisting only of normal recurring items necessary for their fair presentation in conformity with US GAAP. Certain information and footnote disclosures normally included in financial statements prepared in accordance with US GAAP have been condensed or omitted in accordance with rules and regulations of the Securities and Exchange Commission ("SEC"). These unaudited interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements as of and for the year ended December 31, 2017, filed on February 9, 2018 with the SEC as part of the Company's Annual Report on Form 10-K.

Operating results for the three and six months ended June 30, 2018 are not necessarily indicative of the results to be expected for the entire year.

In the ordinary course of business, the Company enters into contracts and agreements relative to a number of topics, including acquisitions, dispositions, joint ventures, supply agreements, product sales and other arrangements. The Company endeavors to describe those contracts or agreements that are material to its business, results of operations or financial position. The Company may also describe some arrangements that are not material but in which the Company believes investors may have an interest or which may have been included in a Form 8-K filing. Investors should not assume the Company has described all contracts and agreements relative to the Company's business in this Quarterly Report.

For those consolidated ventures in which the Company owns or is exposed to less than 100% of the economics, the outside stockholders' interests are shown as noncontrolling interests.

During the three months ended March 31, 2018, the Company settled its dispute concerning the exercise of an option right by a partner in two of the Company's InfraServ equity affiliate investments. As a result of the settlement, the Company's ownership in InfraServ GmbH & Co. Gendorf KG and InfraServ GmbH & Co. Knapsack KG was reduced from 39% and 27%, to 30% and 22%, respectively.

The Company has reclassified certain prior period amounts primarily due to (1) the adoption of ASU 2017-07 (defined below in Note 2) and (2) to conform to the presentation of the Company's current reportable segments (Note 19).

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Estimates and Assumptions

The preparation of unaudited interim consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the unaudited interim consolidated financial statements and the reported amounts of Net sales, expenses and allocated charges during the reporting period. Significant estimates pertain to impairments of goodwill, intangible assets and other long-lived assets, purchase price allocations, restructuring costs and other (charges) gains, net, income taxes, pension and other postretirement benefits, asset retirement obligations, environmental liabilities and loss contingencies, among others. Actual results could differ from those estimates.

2. Recent Accounting Pronouncements

The following table provides a brief description of recent Accounting Standard Updates ("ASU") issued by the Financial Accounting Standards Board ("FASB"):

Standard	Description	Effective Date	Effect on the Financial Statements or Other Significant Matters
In February 2018, the FASB issued ASU 2018-02, Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income.	The new guidance allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act and will improve the usefulness of information reported to financial statement users.	January 1, 2019. Early adoption is permitted.	The Company is currently evaluating the impact of adoption on its financial statements and related disclosures.
In August 2017, the FASB issued ASU 2017-12, Targeted Improvements to Accounting for Hedging Activities.	The new guidance improves the financial reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results.	January 1, 2019. Early adoption is permitted.	The Company adopted the new guidance effective January 1, 2018, as part of the FASB's simplification initiative. The adoption of the new guidance did not have a material impact to the Company.
In March 2017, the FASB issued ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost.	The new guidance clarifies the presentation and classification of the components of net periodic benefit costs in the consolidated statement of operations.	January 1, 2018.	The Company adopted the new guidance effective January 1, 2018, using the retrospective transition method, as part of the FASB's simplification initiative. See Adoption of ASU 2017-07 section below for additional information.
In October 2016, the FASB issued ASU 2016-16, Intra-Entity Transfers of Assets Other Than Inventory.	The new guidance requires the income tax consequences of an intra-entity transfer of assets other than inventory to be recognized when the transfer occurs rather than deferring until an outside sale has occurred.	January 1, 2018.	The Company adopted the new guidance effective January 1, 2018, as part of the FASB's simplification initiative. The adoption of the new guidance did not have a material impact to the Company.

In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments.	The new guidance clarifies the presentation and classification of certain cash receipts and cash payments in the statement of cash flows.	January 1, 2018.	The Company adopted the new guidance effective January 1, 2018, as part of the FASB's simplification initiative. The adoption of the new guidance did not have a material impact to the Company.
In February 2016, the FASB issued ASU 2016-02, Leases. Since that date, the FASB has issued additional ASUs clarifying certain aspects of ASU 2016-02.	The new guidance supersedes the lease guidance under FASB Accounting Standards Codification ("ASC") Topic 840, Leases, resulting in the creation of FASB ASC Topic 842, Leases. The guidance requires a lessee to recognize in the statement of financial position a liability to make lease payments and a right-of-use asset representing its right to use the underlying asset for the lease term for both finance and operating leases. Subsequent guidance issued after February 2016 did not change the core principle of ASU 2016-02.	January 1, 2019. Early adoption is permitted.	The Company is currently evaluating its population of leases, and is continuing to assess all potential impacts of the standard, but currently believes the most significant impact relates to its accounting for manufacturing and logistics equipment, and real estate operating leases. The Company anticipates recognition of additional assets and corresponding liabilities related to leases upon adoption, but has not yet quantified these at this time. The Company plans to adopt the standard effective January 1, 2019, utilizing the modified retrospective transition method.

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Standard	Description	Effective Date	Effect on the Financial Statements or Other Significant Matters
In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities.	The new guidance updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments.	January 1, 2018.	The Company adopted the new guidance effective January 1, 2018, using the modified retrospective approach, as part of the FASB's simplification initiative. The new guidance resulted in a cumulative-effect adjustment of less than $1 million to January 1, 2018 Retained earnings.
In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. Since that date, the FASB has issued additional ASUs clarifying certain aspects of ASU 2014-09.	The new guidance requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. The new guidance provides alternative methods of adoption. Subsequent guidance issued after May 2014 did not change the core principle of ASU 2014-09.	January 1, 2018.	The Company adopted the new guidance effective January 1, 2018, using the modified retrospective approach, as part of the FASB's simplification initiative. The adoption of the new guidance resulted in less than $1 million impact to the consolidated financial statements and related disclosures (See Note 20).

Adoption of ASU 2017-07

ASU 2017-07 requires an entity to report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the statement of operations separately from the service cost component and outside a subtotal of Operating profit (loss). The new guidance represents a change in accounting principle. The Company adopted ASU 2017-07 on January 1, 2018 using the retrospective transition method. The adoption of this accounting standard resulted in a change in certain previously reported amounts, as follows:

	Three Months Ended June 30, 2017		
	As previously reported	Adoption of ASU 2017-07	As Adjusted
	(In $ millions)		
Cost of sales	(1,143)	(2)	(1,145)
Selling, general and administrative expenses	(96)	(21)	(117)
Other (charges) gains, net	(3)	1	(2)
Operating profit (loss)	240	(22)	218
Non-operating pension and other postretirement employee benefit (expense) income	—	22	22

	Six Months Ended June 30, 2017		
	As previously reported	Adoption of ASU 2017-07	As Adjusted
	(In $ millions)		

Cost of sales	(2,262)	(4)	(2,266)
Selling, general and administrative expenses	(179)	(41)	(220)
Other (charges) gains, net	(58)	1	(57)
Operating profit (loss)	432	(44)	388
Non-operating pension and other postretirement employee benefit (expense) income	—	44	44

The adoption of this accounting standard had no impact on the previously reported Earnings (loss) from continuing operations or Net earnings (loss) for this period.

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3. Acquisitions, Dispositions and Plant Closures
Acquisitions
•Omni Plastics
On February 1, 2018, using cash on hand and borrowings under the Company's senior unsecured revolving credit facility, the Company acquired 100% of the ownership interests of Omni Plastics, L.L.C. and its subsidiaries ("Omni Plastics"). Omni Plastics specializes in custom compounding of various engineered thermoplastic materials. The acquisition further strengthens the Company's global asset base by adding compounding capacity in the Americas. The acquisition was accounted for as a business combination and the acquired operations are included in the Engineered Materials segment.
Pro forma financial information since the respective acquisition date has not been provided as the acquisition did not have a material impact on the Company's financial information. The Company allocated the purchase price of the acquisition to identifiable assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. The excess of the purchase price over the aggregate fair values was recorded as goodwill. The Company calculated the fair value of the assets acquired using the income, market or cost approach (or a combination thereof). Fair values were determined based on Level 3 inputs including estimated future cash flows, discount rates, royalty rates, growth rates, sales projections, retention rates and terminal values, all of which require significant management judgment and are susceptible to change. The purchase price allocation is based upon preliminary information and is subject to change if additional information about the facts and circumstances that existed at the acquisition date becomes available. The final fair value of the net assets acquired may result in adjustments to the assets and liabilities, including goodwill. However, any subsequent measurement period adjustments are not expected to have a material impact on the Company's results of operations.
The preliminary purchase price allocation for the Omni Plastics acquisition is as follows:

	As of February 1, 2018
	(In $ millions)
Cash and cash equivalents	2
Trade receivables - third party and affiliates	12
Inventories	13
Property, plant and equipment, net	19
Intangible assets (Note 7)	35
Goodwill[1] (Note 7)	84
Other assets	1
Total fair value of assets acquired	166
Trade payables - third party and affiliates	(8)
Total debt	(12)
Total fair value of liabilities assumed	(20)
Net assets acquired	146

(1) Goodwill consists of expected revenue and operating synergies resulting from the acquisition, all of which is deductible for income tax purposes.

The amount of pro forma Net earnings (loss) of Omni Plastics included in the Company's unaudited interim consolidated statement of operations was less than 1% (unaudited) of its consolidated Net earnings (loss) had the acquisition occurred as of the beginning of 2018. The amount of Omni Plastics' Net earnings (loss) consolidated by the Company since the acquisition date was not material.

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• Acetate Tow Joint Venture

In June 2017, Celanese, through various subsidiaries, entered into an agreement with affiliates of The Blackstone Group L.P. (the "Blackstone Entities") to form a joint venture which would combine substantially all of the operations of the Company's cellulose derivatives business and the operations of the Rhodia Acetow cellulose acetate business formerly operated by Solvay S.A. and acquired by the Blackstone Entities in June 2017. The parties were subsequently unable to reach an agreement with the European Commission on acceptable conditions to allow the proposed joint venture to proceed. The demands by the European Commission eliminated the advantages at the heart of the transaction. As a result, on March 19, 2018, the Company and the Blackstone Entities abandoned their agreement to form the proposed joint venture.

• Nilit Plastics

In May 2017, using cash on hand and borrowings under the Company's senior unsecured revolving credit facility, the Company acquired the nylon compounding division of Nilit Group ("Nilit"), an independent producer of high performance nylon resins, fibers and compounds. Celanese acquired the nylon compounding product portfolio, customer agreements and manufacturing, technology and commercial facilities. The acquisition of Nilit increases the Company's global engineered materials product platforms, extends the operational model, technical and industry solutions capabilities and expands project pipelines. The acquisition was accounted for as a business combination and the acquired operations are included in the Engineered Materials segment. The Company allocated the purchase price of the acquisition to identifiable assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. The purchase price allocation was based on preliminary information. During the measurement period, the Company made certain adjustments to its purchase price allocation to adjust taxes and working capital, which resulted in a $2 million reduction to goodwill initially recorded.

Plant Closures

• Ocotlán, Mexico

On June 6, 2018, the Company announced the consolidation of its global acetate manufacturing operations by initiating the closure of its acetate tow manufacturing unit in Ocotlán, Mexico in 2018. The acetate flake unit will remain operational and is unaffected by these actions. The Ocotlán, Mexico operations are included in the Company's Acetate Tow segment.

The exit costs and shutdown costs related to the closure of the Ocotlán, Mexico acetate tow manufacturing unit (Note 14) are as follows:

	Three Months Ended June 30, 2018
	(In $ millions)
Restructuring[(1)]	1
Accelerated depreciation expense	3
Loss on disposition of assets, net	1
Total	5

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(1) Included in Other (charges) gains, net in the unaudited interim consolidated statement of operations.

The Company expects to incur additional exit and shutdown costs of approximately $16 million, primarily related to accelerated depreciation, through the remainder of 2018.

4. Ventures and Variable Interest Entities

Consolidated Variable Interest Entities

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

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

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

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Cash and cash equivalents	18	19
Trade receivables, net - third party and affiliate	15	9
Property, plant and equipment (net of accumulated depreciation - 2018: $110; 2017: $90)	676	697
Intangible assets (net of accumulated amortization - 2018: $3; 2017: $2)	24	25
Other assets	6	6
Total assets[(1)]	739	756
Trade payables	9	16
Other liabilities[(2)]	5	4
Total debt	5	5
Deferred income taxes	3	3
Total liabilities	22	28

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

(2) Primarily represents amounts owed by Fairway to the Company for reimbursement of expenditures.

Nonconsolidated Variable Interest Entities

The Company holds variable interests in entities that supply certain raw materials and services to the Company. The variable interests primarily relate to cost-plus contractual arrangements with the suppliers and recovery of capital expenditures for certain plant assets plus a rate of return on such assets. Liabilities for such supplier recoveries of capital expenditures have been recorded as capital lease obligations. The entities are not consolidated because the Company is not the primary beneficiary of the entities as it does not have the power to direct the activities of the entities that most significantly impact the entities' economic performance. The Company's maximum exposure to loss as a result of its involvement with these VIEs as of June 30, 2018, relates primarily to the recovery of capital expenditures for certain property, plant and equipment.

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

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Property, plant and equipment, net	48	53
Trade payables	36	25
Current installments of long-term debt	14	18
Long-term debt	68	76
Total liabilities	118	119
Maximum exposure to loss	160	164

The difference between the total liabilities associated with obligations to nonconsolidated VIEs and the maximum exposure to loss primarily represents take-or-pay obligations for services included in the Company's unconditional purchase obligations (Note 18).

5. Marketable Securities, at Fair Value

The Company's nonqualified trusts hold available-for-sale securities for funding requirements of the Company's nonqualified pension plans (Note 11) as follows:

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Amortized cost	32	32
Gross unrealized gain	—	—
Gross unrealized loss	—	—
Fair value	32	32

6. Inventories

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Finished goods	597	591
Work-in-process	60	57
Raw materials and supplies	260	252
Total	917	900

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7. Goodwill and Intangible Assets, Net

Goodwill

	Engineered Materials	Acetate Tow	Industrial Specialties	Acetyl Intermediates	Total
	(In $ millions)				
As of December 31, 2017	643	149	40	171	1,003
Acquisitions (Note 3)	84	—	—	—	84
Exchange rate changes	(13)	—	—	(5)	(18)
As of June 30, 2018[1]	714	149	40	166	1,069

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[1] There were $0 million of accumulated impairment losses as of June 30, 2018.

Intangible Assets, Net

Finite-lived intangible assets are as follows:

	Licenses	Customer-Related Intangible Assets	Developed Technology	Covenants Not to Compete and Other	Total
	(In $ millions)				
Gross Asset Value					
As of December 31, 2017	38	640	45	54	777
Acquisitions (Note 3)	—	32	—	3	35 [1]
Renewals	6 [2]	—	—	—	6
Exchange rate changes	(1)	(13)	—	—	(14)
As of June 30, 2018	43	659	45	57	804
Accumulated Amortization					
As of December 31, 2017	(33)	(496)	(30)	(32)	(591)
Amortization	(1)	(8)	(2)	(2)	(13)
Exchange rate changes	1	12	(1)	—	12
As of June 30, 2018	(33)	(492)	(33)	(34)	(592)
Net book value	10	167	12	23	212

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[1] Represents intangible assets acquired related to Omni Plastics (Note 3) with a weighted average amortization period of 11 years.

[2] During the three months ended June 30, 2018, the Company extended an exclusive acetyls research and development technology agreement license, which will be amortized over a period of 5 years.

Indefinite-lived intangible assets are as follows:

	Trademarks and Trade Names
	(In $ millions)
As of December 31, 2017	115
Acquisitions (Note 3)	—
Accumulated impairment losses	—
Exchange rate changes	(2)
As of June 30, 2018	113

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Estimated amortization expense for the succeeding five fiscal years is as follows:

	(In $ millions)
2019	22
2020	20
2021	19
2022	17
2023	14

8. Current Other Liabilities

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Asset retirement obligations	3	19
Benefit obligations (Note 11)	30	30
Customer rebates (Note 20)	52	65
Derivatives (Note 16)	6	3
Environmental (Note 12)	18	14
Insurance	5	5
Interest	24	17
Restructuring (Note 14)	7	5
Salaries and benefits	93	113
Sales and use tax/foreign withholding tax payable	34	16
Other	42	67
Total	314	354

9. Noncurrent Other Liabilities

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Asset retirement obligations	14	7
Deferred proceeds	46	47
Deferred revenue (Note 20)	6	6
Environmental (Note 12)	53	59
Income taxes payable	—	197
Insurance	43	43
Other	48	54
Total	210	413

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10. Debt

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Short-Term Borrowings and Current Installments of Long-Term Debt - Third Party and Affiliates		
Current installments of long-term debt	68	63
Short-term borrowings, including amounts due to affiliates[(1)]	96	86
Revolving credit facility[(2)]	125	97
Accounts receivable securitization facility[(3)]	77	80
Total	366	326

(1) The weighted average interest rate was 3.5% and 3.4% as of June 30, 2018 and December 31, 2017, respectively.
(2) The weighted average interest rate was 3.5% and 4.1% as of June 30, 2018 and December 31, 2017, respectively.
(3) The weighted average interest rate was 2.8% and 2.1% as of June 30, 2018 and December 31, 2017, respectively.

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Long-Term Debt		
Senior unsecured term loan due 2021[(1)]	481	494
Senior unsecured notes due 2019, interest rate of 3.250%	349	360
Senior unsecured notes due 2021, interest rate of 5.875%	400	400
Senior unsecured notes due 2022, interest rate of 4.625%	500	500
Senior unsecured notes due 2023, interest rate of 1.125%	872	897
Senior unsecured notes due 2025, interest rate of 1.250%	349	359
Pollution control and industrial revenue bonds due at various dates through 2030, interest rates ranging from 4.05% to 5.00%	169	169
Nilit bank loans due at various dates through 2026[(2)]	11	11
Obligations under capital leases due at various dates through 2054	182	208
Subtotal	3,313	3,398
Unamortized debt issuance costs[(3)]	(17)	(20)
Current installments of long-term debt	(68)	(63)
Total	3,228	3,315

(1) The margin for borrowings under the senior unsecured term loan due 2021 was 1.5% above LIBOR at current Company credit ratings.
(2) The weighted average interest rate was 1.3% and 1.3% as of June 30, 2018 and December 31, 2017, respectively.
(3) Related to the Company's long-term debt, excluding obligations under capital leases.

Senior Credit Facilities

In July 2016, Celanese, Celanese US and certain subsidiaries entered into a new senior credit agreement ("Credit Agreement") consisting of a $500 million senior unsecured term loan and a $1.0 billion senior unsecured revolving credit facility (with a letter of credit sublimit), each maturing in 2021. The Credit Agreement is guaranteed by Celanese, Celanese US and substantially all of its domestic subsidiaries (the "Subsidiary Guarantors").

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The Company's debt balances and amounts available for borrowing under its senior unsecured revolving credit facility are as follows:

	As of June 30, 2018 (In $ millions)
Revolving Credit Facility	
Borrowings outstanding[1]	125
Letters of credit issued	—
Available for borrowing[2]	875

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(1) The Company borrowed $535 million and repaid $507 million under its senior unsecured revolving credit facility during the six months ended June 30, 2018.

(2) The margin for borrowings under the senior unsecured revolving credit facility was 1.5% above LIBOR at current Company credit ratings.

Senior Notes

The Company has outstanding senior unsecured notes, issued in public offerings registered under the Securities Act of 1933 ("Securities Act"), as amended (collectively, the "Senior Notes"). The Senior Notes were issued by Celanese US and are guaranteed on a senior unsecured basis by Celanese and the Subsidiary Guarantors.

Accounts Receivable Securitization Facility

The Company has a US accounts receivable securitization facility involving receivables of certain of its domestic subsidiaries of the Company transferred to a wholly-owned, "bankruptcy remote" special purpose subsidiary of the Company ("SPE"). The securitization facility, which permits cash borrowings and letters of credit, expires in July 2019. All of the SPE's assets have been pledged to the administrative agent in support of the SPE's obligations under the facility.

The Company's debt balances and amounts available for borrowing under its securitization facility are as follows:

	As of June 30, 2018 (In $ millions)
Accounts Receivable Securitization Facility	
Borrowings outstanding[1]	77
Letters of credit issued	29
Available for borrowing	14
Total borrowing base	120
Maximum borrowing base[2]	120

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(1) The Company borrowed $25 million and repaid $28 million during the six months ended June 30, 2018.

(2) Outstanding accounts receivable transferred to the SPE was $176 million.

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Other Financing Arrangements

During the three months ended June 30, 2018, the Company entered into a factoring agreement with a global financial institution to sell certain accounts receivable on a non-recourse basis. These transactions are treated as a sale and are accounted for as a reduction in accounts receivable because the agreement transfers effective control over and risk related to the receivables to the buyer. The Company has no continuing involvement in the transferred receivables, other than collection and administrative responsibilities and, once sold, the accounts receivable are no longer available to satisfy creditors in the event of bankruptcy. The Company de-recognized $40 million of accounts receivable as of June 30, 2018.

Covenants

The Company's material financing arrangements contain customary covenants, including the maintenance of certain financial ratios, events of default and change of control provisions. Failure to comply with these covenants, or the occurrence of any other event of default, could result in acceleration of the borrowings and other financial obligations. The Company is in compliance with all covenants related to its debt agreements as of June 30, 2018.

11. Benefit Obligations

The components of net periodic benefit cost are as follows:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2018		2017		2018		2017	
	Pension Benefits	Post-retirement Benefits	Pension Benefits	Post-retirement Benefits	Pension Benefits	Post-retirement Benefits	Pension Benefits	Post-retirement Benefits
	(In $ millions)							
Service cost	3	—	2	—	5	—	4	—
Interest cost	26	1	26	1	52	1	53	1
Expected return on plan assets	(53)	—	(49)	—	(105)	—	(98)	—
Amortization of prior service cost (credit), net	—	—	—	(1)	—	—	—	(1)
Special termination benefit	1	—	1	—	1	—	1	—
Total	(23)	1	(20)	—	(47)	1	(40)	—

Benefit obligation funding is as follows:

	As of June 30, 2018	Total Expected 2018
	(In $ millions)	
Cash contributions to defined benefit pension plans	12	23
Benefit payments to nonqualified pension plans	11	21
Benefit payments to other postretirement benefit plans	1	5
Cash contributions to German multiemployer defined benefit pension plans[1]	4	8

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[1] The Company makes contributions based on specified percentages of employee contributions.

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

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12. Environmental

The Company is subject to environmental laws and regulations worldwide that impose limitations on the discharge of pollutants into the air and water, establish standards for the treatment, storage and disposal of solid and hazardous wastes, and impose record keeping and notification requirements. Failure to timely comply with these laws and regulations may expose the Company to penalties. The Company believes that it is in substantial compliance with all applicable environmental laws and regulations and engages in an ongoing process of updating its controls to mitigate compliance risks. The Company is also subject to retained environmental obligations specified in various contractual agreements arising from the divestiture of certain businesses by the Company or one of its predecessor companies.
The components of environmental remediation reserves are as follows:

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Demerger obligations (Note 18)	26	28
Divestiture obligations (Note 18)	17	17
Active sites	15	15
US Superfund sites	11	11
Other environmental remediation reserves	2	2
Total	71	73

Remediation

Due to its industrial history and through retained contractual and legal obligations, the Company has the obligation to remediate specific areas on its own sites as well as on divested, demerger, orphan or US Superfund sites (as defined below). In addition, as part of the demerger agreement between the Company and Hoechst AG ("Hoechst"), a specified portion of the responsibility for environmental liabilities from a number of Hoechst divestitures was transferred to the Company (Note 18). Certain of these sites, at which the Company maintains continuing involvement, were and continue to be designated as discontinued operations when closed. The Company provides for such obligations when the event of loss is probable and reasonably estimable. The Company believes that environmental remediation costs will not have a material adverse effect on the financial position of the Company, but may have a material adverse effect on the results of operations or cash flows in any given period.

US Superfund Sites

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

As events progress at each site for which it has been named a PRP, the Company accrues, as appropriate, a liability for site cleanup. Such liabilities include all costs that are probable and can be reasonably estimated. In establishing these liabilities, the Company considers the contaminants of concern, the potential impact thereof, the relationship of the contaminants of concern to its current and historic operations, its shipment of waste to a site, its percentage of total waste shipped to the site, the types of wastes involved, the conclusions of any studies, the magnitude of any remedial actions that may be necessary and the number and viability of other PRPs. Often the Company joins with other PRPs to sign joint defense agreements that settle, among PRPs, each party's percentage allocation of costs at the site.

Although the ultimate liability may differ from the estimate, the Company routinely reviews the liabilities and revises the estimate, as appropriate, based on the most current information available.

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One such site is the Diamond Alkali Superfund Site, which is comprised of a number of sub-sites, including the Lower Passaic River Study Area ("LPRSA"), which is the lower 17-mile stretch of the Passaic River ("Lower Passaic River Site"), and the Newark Bay Area. The Company and 70 other companies are parties to a May 2007 Administrative Order on Consent with the EPA to perform a Remedial Investigation/Feasibility Study ("RI/FS") at the Lower Passaic River Site in order to identify the levels of contaminants and potential cleanup actions, including the potential migration of contaminants between the Lower Passaic River Site and the Newark Bay Area. Work on the RI/FS is ongoing, with a goal to complete it in 2018.

In March 2016, the EPA issued its final Record of Decision concerning the remediation of the lower 8.3 miles of the Lower Passaic River Site ("Lower 8.3 Miles"). Pursuant to the EPA's Record of Decision, the Lower 8.3 Miles must be dredged bank to bank and an engineered cap must be installed at an EPA estimated cost of approximately $1.4 billion. The Company owned and/or operated facilities in the vicinity of the Lower 8.3 Miles, but has found no evidence that it contributed any of the contaminants of concern to the Passaic River. On June 30, 2018, Occidental Chemical Corporation ("OCC"), the successor to the Diamond Alkali Company, sued a subsidiary of the Company and 119 other parties alleging claims for joint and several damages, contribution and declaratory relief under Section 107 and 113 of Superfund for costs to clean up the LPRSA portion of the Diamond Alkali Superfund Site, Occidental Chemical Corporation v. 21st Century Fox America, Inc., et al, No. 2:18-CV-11273-JLL-JAD (U.S. District Court New Jersey), alleging that each of the defendants owned or operated a facility that contributed contamination to the LPRSA. With respect to the Company, the OCC lawsuit is limited to the former Celanese facility that Essex County, New Jersey has agreed to indemnify the Company for and does not change the Company's estimated liability for LPRSA cleanup costs. The Company is vigorously defending these matters and currently believes that its ultimate allocable share of the cleanup costs with respect to the Lower Passaic River Site, estimated at less than 1%, will not be material to the Company's results of operations, cash flows or financial position.

13. Stockholders' Equity

Common Stock

The Company's Board of Directors follows a policy of declaring, subject to legally available funds, a quarterly cash dividend on each share of the Company's Series A common stock, par value $0.0001 per share ("Common Stock"), unless the Company's Board of Directors, in its sole discretion, determines otherwise.

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

	Increase	Quarterly Common Stock Cash Dividend	Annual Common Stock Cash Dividend	Effective Date
	(In percentages)	(In $ per share)		
April 2017	28	0.46	1.84	May 2017
April 2018	17	0.54	2.16	May 2018

The Company's certificate of incorporation authorizes the issuance of up to 100,000,000 shares of Series B common stock, par value $0.0001 per share, none of which are issued or outstanding as of June 30, 2018 and December 31, 2017.

The Company declared a quarterly cash dividend of $0.54 per share on its Common Stock on July 16, 2018, amounting to $73 million. The cash dividend will be paid on August 6, 2018 to holders of record as of July 27, 2018.

Treasury Stock

	Six Months Ended June 30,		Total From February 2008 Through June 30, 2018
	2018	2017	
Shares repurchased	888,383	3,412,858	40,667,402
Average purchase price per share	$112.56	$ 88.88	$ 59.88

Shares repurchased (in $ millions)	$100	$ 303	$ 2,435
Aggregate Board of Directors repurchase authorizations during the period (in $ millions)[(1)]	$—	$ —	$ 3,866

(1) These authorizations give management discretion in determining the timing and conditions under which shares may be repurchased. This repurchase program began in February 2008 and does not have an expiration date.

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The purchase of treasury stock reduces the number of shares outstanding. The repurchased shares may be used by the Company for compensation programs utilizing the Company's stock and other corporate purposes. The Company accounts for treasury stock using the cost method and includes treasury stock as a component of stockholders' equity.

Other Comprehensive Income (Loss), Net

	Three Months Ended June 30,					
	2018			2017		
	Gross Amount	Income Tax (Provision) Benefit	Net Amount	Gross Amount	Income Tax (Provision) Benefit	Net Amount
	(In $ millions)					
Unrealized gain (loss) on marketable securities	—	—	—	1	—	1
Foreign currency translation	(72)	6	(66)	71	7	78
Gain (loss) on cash flow hedges	6	—	6	1	—	1
Pension and postretirement benefits	—	—	—	—	—	—
Total	(66)	6	(60)	73	7	80

	Six Months Ended June 30,					
	2018			2017		
	Gross Amount	Income Tax (Provision) Benefit	Net Amount	Gross Amount	Income Tax (Provision) Benefit	Net Amount
	(In $ millions)					
Unrealized gain (loss) on marketable securities	—	—	—	1	—	1
Foreign currency translation	(27)	10	(17)	99	7	106
Gain (loss) on cash flow hedges	4	1	5	(1)	—	(1)
Pension and postretirement benefits	1	—	1	5	—	5
Total	(22)	11	(11)	104	7	111

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

	Foreign Currency Translation	Gain (Loss) on Cash Flow Hedges (Note 16)	Pension and Postretirement Benefits (Note 11)	Accumulated Other Comprehensive Income (Loss), Net
	(In $ millions)			
As of December 31, 2017	(176)	2	(3)	(177)
Other comprehensive income (loss) before reclassifications	(27)	5	1	(21)
Amounts reclassified from accumulated other comprehensive income (loss)	—	(1)	—	(1)
Income tax (provision) benefit	10	1	—	11
As of June 30, 2018	(193)	7	(2)	(188)

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14. Other (Charges) Gains, Net

	Three Months Ended June 30, 2018	2017	Six Months Ended June 30, 2018	2017
	(In $ millions)			
Restructuring	(3)	(1)	(3)	(3)
InfraServ ownership change	—	(4)	—	(4)
Plant/office closures	—	3	—	(50)
Total	(3)	(2)	(3)	(57)

During the six months ended June 30, 2018 and 2017, the Company recorded $3 million and $3 million, respectively, of employee termination benefits primarily related to the Company's ongoing efforts to align its businesses around its core value drivers.

During the six months ended June 30, 2017, the Company provided notice of termination of a contract with a key raw materials supplier at its ethanol production unit in Nanjing, China. As a result, the Company recorded an estimated $50 million of plant/office closure costs primarily consisting of a $24 million contract termination charge and an $18 million reduction to its non-income tax receivable. The Nanjing, China ethanol production unit is included in the Company's Acetyl Intermediates segment.

The changes in the restructuring reserves by business segment are as follows:

	Engineered Materials	Acetate Tow	Industrial Specialties	Acetyl Intermediates	Other	Total
	(In $ millions)					
Employee Termination Benefits						
As of December 31, 2017	1	—	—	1	1	3
Additions	—	1	2	—	—	3
Cash payments	(1)	—	—	—	—	(1)
Other changes	—	—	—	—	—	—
Exchange rate changes	—	—	—	—	—	—
As of June 30, 2018	—	1	2	1	1	5
Other Plant/Office Closures						
As of December 31, 2017	—	—	—	2	—	2
Additions	—	—	—	—	—	—
Cash payments	—	—	—	—	—	—
Other changes	—	—	—	—	—	—
Exchange rate changes	—	—	—	—	—	—
As of June 30, 2018	—	—	—	2	—	2
Total	—	1	2	3	1	7

15. Income Taxes

	Three Months Ended June 30, 2018	2017	Six Months Ended June 30, 2018	2017
	(In percentages)			
Effective income tax rate	22	14	19	18

The higher effective income tax rate for the three months ended June 30, 2018 compared to the same period in 2017 is primarily due to increases in valuation allowances related to foreign tax credit carryforwards partially offset by the release of valuation allowances on net deferred tax assets in Singapore, reduction of the US statutory tax rate due to new tax legislation, commonly referred to as the Tax Cuts and Jobs Act (the "TCJA") and reduced losses not providing tax benefits in certain jurisdictions.

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In December 2017, the TCJA was enacted and was effective January 1, 2018. ASC 740, Accounting for Income Taxes, requires companies to recognize the effects of tax law changes in the period of enactment. This overhaul of the US tax law made a number of substantial changes, including the reduction of the corporate tax rate from 35% to 21%, establishing a dividends received deduction for dividends paid by foreign subsidiaries to the US, elimination or limitation of certain deductions (interest, domestic production activities and executive compensation), imposing a mandatory tax on previously unrepatriated earnings accumulated offshore since 1986 and establishing global minimum income tax and base erosion tax provisions related to offshore activities and affiliated party payments.

Due to the timing of the new tax law and the substantial changes it brings, the SEC issued Staff Accounting Bulletin No. 118 ("SAB 118"), which provides registrants a measurement period to report the impact of the new US tax law. During the measurement period, provisional amounts for the effects of the law are recorded to the extent a reasonable estimate can be made. To the extent that all information necessary is not available, prepared or analyzed, companies may recognize provisional estimated amounts for a period of up to one year following enactment of the TCJA.

For year-end 2017, the Company recorded provisional amounts for impacts of the new tax law including: the deemed repatriation tax on post 1986 accumulated earnings and profits, the deferred tax rate change effect of the new law, gross foreign tax credit carryforwards and related valuation allowances to offset foreign tax credit carryforwards. Certain items or estimates that result in impacts of the TCJA being provisional include: detailed foreign earnings calculations for 2017 and 2018, projected foreign cash balances for certain foreign subsidiaries and finalized computations of foreign tax credit availability. Finally, the Company considers it likely that further technical guidance regarding certain components of the new provisions included in the TCJA, as well as clarity regarding state income tax conformity to current federal tax code, may be issued. During the three months ended June 30, 2018, the Company recorded increases to provisional amounts for valuation allowances on foreign tax credits of $56 million. The changes in provisional amounts are primarily due to refined estimates of foreign source income and expense apportionment during the credit carryforward period and refined estimates of foreign tax credits generated during the carryforward period. The Company will continue to refine provisional amounts for the impacts of the TCJA as more refined information and further guidance become available.

The Company evaluates its deferred tax assets on a quarterly basis to determine whether a valuation allowance is necessary. Realization of deferred tax assets ultimately depends on the existence of sufficient taxable income in the applicable carryback or carryforward periods. Changes in the Company's estimates of future taxable income and prudent and feasible tax planning strategies will affect the estimate of the realization of the tax benefits of these foreign tax carryforwards. As such, the Company is currently evaluating tax planning strategies to enable use of the Company's foreign tax credit carryforwards that may decrease the Company's effective tax rate in future periods as the valuation allowance is reversed.

During the six months ended June 30, 2018, the Company's uncertain tax positions decreased $7 million, primarily due to favorable technical clarifications in Germany and foreign currency exchange fluctuations, partially offset by an increase in US positions.

In connection with the Company's US federal income tax audit for 2009 and 2010, the Company has received $192 million of proposed pre-tax adjustments related to various intercompany charges. In January 2018, the Company received proposed pre-tax adjustments for its 2011 and 2012 audit cycle in the amount of $198 million. In the event the Company is wholly unsuccessful in its defense and absent expected offsetting adjustments from foreign tax authorities, the proposed adjustments would result in the consumption of approximately $136 million of prior foreign tax credit carryforwards, which are substantially offset with a valuation allowance due to uncertain recoverability. The Company believes these proposed adjustments to be without merit and is vigorously defending its position.

The Company has initiated the appeal process for the 2009 and 2010 examination years. As negotiations progress, the Company will evaluate its position and will record any anticipated impacts accordingly. The Company does not currently anticipate a material impact from the appeals process related to the 2009 and 2010 examination years.

16. Derivative Financial Instruments

Net Investment Hedges

The Company uses derivative instruments, such as foreign currency forwards, and non-derivative financial instruments, such as foreign currency denominated debt, that may give rise to foreign currency transaction gains or losses to hedge the foreign currency exposure of net investments in foreign operations. Accordingly, the effective portion of gains and losses from remeasurement of derivative and non-derivative financial instruments is included in foreign currency translation within

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Accumulated other comprehensive income (loss), net in the unaudited consolidated balance sheets. Gains and losses are reclassified to earnings in the period the hedged investment is sold or liquidated.

The total notional amount of foreign currency denominated debt designated as a net investment hedge of net investments in foreign operations are as follows:

	As of June 30, 2018	As of December 31, 2017
	(In € millions)	
Total	1,050	1,050

Derivatives Not Designated As Hedges

Foreign Currency Forwards and Swaps

Gross notional values of the foreign currency forwards and swaps not designated as hedges are as follows:

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Total	876	740

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

	Gain (Loss) Recognized in Other Comprehensive Income (Loss)		Gain (Loss) Recognized in Earnings (Loss)		Statement of Operations Classification
	Three Months Ended June 30,				
	2018	2017	2018	2017	
	(In $ millions)				
Designated as Cash Flow Hedges					
Commodity swaps	6	2	1	1	Cost of sales
Foreign currency forwards	1	(1)	—	—	Cost of sales
Total	7	1	1	1	
Designated as Net Investment Hedges					
Foreign currency denominated debt (Note 10)	70	(56)	—	—	N/A
Total	70	(56)	—	—	
Not Designated as Hedges					
Foreign currency forwards and swaps	—	—	21	(3)	Foreign exchange gain (loss), net; Other income (expense), net
Total	—	—	21	(3)	

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	Gain (Loss) Recognized in Other Comprehensive Income (Loss)		Gain (Loss) Recognized in Earnings (Loss)		Statement of Operations Classification
	Six Months Ended June 30,				
	2018	2017	2018	2017	
	(In $ millions)				
Designated as Cash Flow Hedges					
Commodity swaps	4	1	1	2	Cost of sales
Foreign currency forwards	1	(1)	—	—	Cost of sales
Total	5	—	1	2	
Designated as Net Investment Hedges					
Foreign currency denominated debt (Note 10)	35	(69)	—	—	N/A
Total	35	(69)	—	—	
Not Designated as Hedges					
Foreign currency forwards and swaps	—	—	17	(2)	Foreign exchange gain (loss), net; Other income (expense), net
Total	—	—	17	(2)	

See Note 17 for further information regarding the fair value of the Company's derivative instruments.

Certain of the Company's commodity swaps and foreign currency forwards and swaps permit the Company to net settle all contracts with the counterparty through a single payment in an agreed upon currency in the event of default or early termination of the contract, similar to a master netting arrangement.

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

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	
Derivative Assets		
Gross amount recognized	24	13
Gross amount offset in the consolidated balance sheets	8	4
Net amount presented in the consolidated balance sheets	16	9
Gross amount not offset in the consolidated balance sheets	5	3
Net amount	11	6

	As of June 30, 2018	As of December 31, 2017
	(In $ millions)	

Derivative Liabilities		
Gross amount recognized	14	7
Gross amount offset in the consolidated balance sheets	8	4
Net amount presented in the consolidated balance sheets	6	3
Gross amount not offset in the consolidated balance sheets	5	3
Net amount	1	—

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17. Fair Value Measurements

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

Derivatives. Derivative financial instruments, including commodity swaps and foreign currency forwards and swaps, are valued in the market using discounted cash flow techniques. These techniques incorporate Level 1 and Level 2 fair value measurement inputs such as spot rates and foreign currency exchange rates. These market inputs are utilized in the discounted cash flow calculation considering the instrument's term, notional amount, discount rate and credit risk. Significant inputs to the derivative valuation for commodity swaps and foreign currency forwards and swaps are observable in the active markets and are classified as Level 2 in the fair value measurement hierarchy.

	Fair Value Measurement			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total	Balance Sheet Classification
	(In $ millions)			
As of June 30, 2018				
Derivatives Designated as Cash Flow Hedges				
Commodity swaps	—	5	5	Current Other assets
Commodity swaps	—	2	2	Noncurrent Other assets
Derivatives Not Designated as Hedges				
Foreign currency forwards and swaps	—	9	9	Current Other assets
Total assets	—	16	16	
Derivatives Not Designated as Hedges				
Foreign currency forwards and swaps	—	(6)	(6)	Current Other liabilities
Total liabilities	—	(6)	(6)	
As of December 31, 2017				
Derivatives Designated as Cash Flow Hedges				
Commodity swaps	—	2	2	Current Other assets
Commodity swaps	—	2	2	Noncurrent Other assets
Derivatives Not Designated as Hedges				
Foreign currency forwards and swaps	—	5	5	Current Other assets
Total assets	—	9	9	
Derivatives Not Designated as Hedges				
Foreign currency forwards and swaps	—	(3)	(3)	Current Other liabilities
Total liabilities	—	(3)	(3)	

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

	Carrying Amount	Fair Value Measurement Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
	(In $ millions)			
As of June 30, 2018				
Cost investments	165	—	—	—
Insurance contracts in nonqualified trusts	42	42	—	42
Long-term debt, including current installments of long-term debt	3,313	3,198	182	3,380
As of December 31, 2017				
Cost investments	159	—	—	—
Insurance contracts in nonqualified trusts	42	42	—	42
Long-term debt, including current installments of long-term debt	3,398	3,299	208	3,507

In general, the cost investments included in the table above are not publicly traded and their fair values are not readily determinable. The Company believes the carrying values approximate fair value. Insurance contracts in nonqualified trusts consist of long-term fixed income securities, which are valued using independent vendor pricing models with observable inputs in the active market and therefore represent a Level 2 fair value measurement. The fair value of long-term debt is based on valuations from third-party banks and market quotations and is classified as Level 2 in the fair value measurement hierarchy. The fair value of obligations under capital leases, which are included in long-term debt, is based on lease payments and discount rates, which are not observable in the market and therefore represents a Level 3 fair value measurement.

As of June 30, 2018, and December 31, 2017, the fair values of cash and cash equivalents, receivables, trade payables, short-term borrowings and the current installments of long-term debt approximate carrying values due to the short-term nature of these instruments. These items have been excluded from the table with the exception of the current installments of long-term debt.

18. Commitments and Contingencies

Commitments

Guarantees

The Company has agreed to guarantee or indemnify third parties for environmental and other liabilities pursuant to a variety of agreements, including asset and business divestiture agreements, leases, settlement agreements and various agreements with affiliated companies. Although many of these obligations contain monetary and/or time limitations, others do not provide such limitations. The Company has accrued for all probable and reasonably estimable losses associated with all known matters or claims. These known obligations include the following:

- Demerger Obligations

In connection with the Hoechst demerger, the Company agreed to indemnify Hoechst, and its legal successors, for various liabilities under the demerger agreement, including for environmental liabilities associated with contamination arising either from environmental damage in general ("Category A") or under 19 divestiture agreements entered into by Hoechst prior to the demerger ("Category B") (Note 12).

The Company's obligation to indemnify Hoechst, and its legal successors, is capped under Category B at €250 million. If and to the extent the environmental damage should exceed €750 million in aggregate, the Company's obligation to indemnify Hoechst and its legal successors applies, but is then limited to 33.33% of the remediation cost without further limitations. Cumulative payments under the divestiture agreements as of June 30, 2018, are $83 million. Most of the divestiture agreements have become time barred and/or any notified environmental damage claims have been partially settled.

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The Company has also undertaken in the demerger agreement to indemnify Hoechst and its legal successors for (i) 33.33% of any and all Category A liabilities that result from Hoechst being held as the responsible party pursuant to public law or current or future environmental law or by third parties pursuant to private or public law related to contamination and (ii) liabilities that Hoechst is required to discharge, including tax liabilities, which are associated with businesses that were included in the demerger but were not demerged due to legal restrictions on the transfers of such items. These indemnities do not provide for any monetary or time limitations. The Company has not been requested by Hoechst to make any payments in connection with this indemnification. Accordingly, the Company has not made any payments to Hoechst and its legal successors.

Based on the Company's evaluation of currently available information, including the lack of requests for indemnification, the Company cannot estimate the Possible Loss for the remaining demerger obligations, if any, in excess of amounts accrued.

• Divestiture Obligations

The Company and its predecessor companies agreed to indemnify third-party purchasers of former businesses and assets for various pre-closing conditions, as well as for breaches of representations, warranties and covenants. Such liabilities also include environmental liability, product liability, antitrust and other liabilities. These indemnifications and guarantees represent standard contractual terms associated with typical divestiture agreements and, other than environmental liabilities, the Company does not believe that they expose the Company to significant risk (Note 12).

The Company has divested numerous businesses, investments and facilities through agreements containing indemnifications or guarantees to the purchasers. Many of the obligations contain monetary and/or time limitations, which extend through 2037. The aggregate amount of outstanding indemnifications and guarantees provided for under these agreements is $122 million as of June 30, 2018. Other agreements do not provide for any monetary or time limitations.

Based on the Company's evaluation of currently available information, including the number of requests for indemnification or other payment received by the Company, the Company cannot estimate the Possible Loss for the remaining divestiture obligations, if any, in excess of amounts accrued.

Purchase Obligations

In the normal course of business, the Company enters into various purchase commitments for goods and services. The Company maintains a number of "take-or-pay" contracts for purchases of raw materials, utilities and other services. Certain of the contracts contain a contract termination buy-out provision that allows for the Company to exit the contracts for amounts less than the remaining take-or-pay obligations. Additionally, the Company has other outstanding commitments representing maintenance and service agreements, energy and utility agreements, consulting contracts and software agreements. As of June 30, 2018, the Company had unconditional purchase obligations of $1.6 billion, which extend through 2036.

Contingencies

The Company is involved in legal and regulatory proceedings, lawsuits, claims and investigations incidental to the normal conduct of business, relating to such matters as product liability, land disputes, insurance coverage disputes, commercial contracts, employment, antitrust or competition compliance, intellectual property, personal injury and other actions in tort, workers' compensation, chemical exposure, asbestos exposure, taxes, trade compliance, acquisitions and divestitures, claims of legacy stockholders, past waste disposal practices and release of chemicals into the environment. The Company is actively defending those matters where the Company is named as a defendant and, based on the current facts, does not believe the outcomes from these matters will be material to the Company's results of operations, cash flows or financial position.

European Commission

In May 2017, the Company learned that the European Commission opened a competition law investigation involving certain subsidiaries of the Company with respect to certain ethylene purchases. The Company is cooperating with the European Commission. Because the investigation is on-going, and the many uncertainties and variables involved, the Company is unable at this time to determine the outcome of this investigation and whether, and in what amount, any potential fines would be assessed.

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19. Segment Information

Effective January 1, 2018, the Company reorganized its operating and reportable segments to align with recent structural and management reporting changes. The change reflects the movement of its food ingredients business from the Consumer Specialties reportable segment into the Engineered Materials reportable segment. The former Consumer Specialties reportable segment was renamed the Acetate Tow segment, and the former Advanced Engineered Materials reportable segment was renamed the Engineered Materials segment. This reorganization better reflects how the Company manages its food ingredients' related products commercially. Engineered Materials and food ingredients are both project-based models which focus on delivering customized solutions and are led by the same senior management team.

	Engineered Materials	Acetate Tow	Industrial Specialties	Acetyl Intermediates	Other Activities	Eliminations	Consolidated
	(In $ millions)						
	Three Months Ended June 30, 2018						
Net sales	664	162	288 [1]	861 [2]	—	(131)	1,844
Other (charges) gains, net (Note 14)	—	(1)	(2)	—	—	—	(3)
Operating profit (loss)	114	39	22	251	(68)	—	358
Equity in net earnings (loss) of affiliates	53	—	—	2	1	—	56
Depreciation and amortization	33	13	10	26	4	—	86
Capital expenditures	26	10	5	44	3	—	88 [3]
	Three Months Ended June 30, 2017 - As Adjusted (Note 2)						
Net sales	546	163	262 [1]	649 [2]	—	(110)	1,510
Other (charges) gains, net (Note 14)	(2)	(1)	—	3	(2)	—	(2)
Operating profit (loss)	105	41	26	109	(63)	—	218
Equity in net earnings (loss) of affiliates	38	—	—	2	(2)	—	38
Depreciation and amortization	27	10	10	26	2	—	75
Capital expenditures	14	7	6	28	3	—	58 [3]

(1) Includes intersegment sales of $1 million and $1 million for the three months ended June 30, 2018 and 2017, respectively.

(2) Includes intersegment sales of $130 million and $109 million for the three months ended June 30, 2018 and 2017, respectively.

(3) Includes an increase in accrued capital expenditures of $9 million and $4 million for the three months ended June 30, 2018 and 2017, respectively.

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	Engineered Materials	Acetate Tow	Industrial Specialties	Acetyl Intermediates	Other Activities	Eliminations	Consolidated
	(In $ millions)						
	Six Months Ended June 30, 2018						
Net sales	1,329	330	562 [1]	1,732 [2]	—	(258)	3,695
Other (charges) gains, net (Note 14)	—	(1)	(2)	—	—	—	(3)
Operating profit (loss)	241	85	45	482	(151)	(1)	701
Equity in net earnings (loss) of affiliates	107	—	—	3	4	—	114
Depreciation and amortization	65	23	19	52	6	—	165
Capital expenditures	47	10	9	74	5	—	145 [3]
	As of June 30, 2018						
Goodwill and intangible assets, net	993	154	45	202	—	—	1,394
Total assets	4,029	1,071	850	2,688	1,151	—	9,789
	Six Months Ended June 30, 2017 - As Adjusted (Note 2)						
Net sales	1,060	354	507 [1]	1,268 [2]	—	(208)	2,981
Other (charges) gains, net (Note 14)	(2)	(2)	—	(50)	(3)	—	(57)
Operating profit (loss)	209	103	51	136	(111)	—	388
Equity in net earnings (loss) of affiliates	81	—	—	3	1	—	85
Depreciation and amortization	52	20	18	52	4	—	146
Capital expenditures	24	13	10	48	4	—	99 [3]
	As of December 31, 2017						
Goodwill and intangible assets, net	902	154	46	202	—	—	1,304
Total assets	3,866	1,163	861	2,657	991	—	9,538

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(1) Includes intersegment sales of $3 million and $2 million for the six months ended June 30, 2018 and 2017, respectively.

(2) Includes intersegment sales of $255 million and $206 million for the six months ended June 30, 2018 and 2017, respectively.

(3) Includes a decrease in accrued capital expenditures of $20 million and $17 million for the six months ended June 30, 2018 and 2017, respectively.

20. Revenue Recognition

Accounting Policies

Revenue is recognized when performance obligations under the terms of a contract with a customer are satisfied. The majority of the Company's contracts have a single performance obligation to transfer products. Accordingly, the Company recognizes revenue when title and risk of loss have been transferred to the customer, generally at the time of shipment of products. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring products and is generally based upon a negotiated, formula, list or fixed price. The Company sells its products both directly to customers and through distributors generally under agreements with payment terms typically less than 90 days.

The Company has elected to account for shipping and handling as activities to fulfill the promise to transfer the good. As such, shipping and handling fees billed to customers in a sales transaction are recorded in Net sales and shipping and handling costs incurred are recorded in Cost of sales. The Company has elected to exclude from Net sales any value add, sales and other taxes

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which it collects concurrent with revenue-producing activities. These accounting policy elections are consistent with the manner in which the Company historically recorded shipping and handling fees and taxes.
The adoption of ASU 2014-09 (Note 2) resulted in an immaterial impact to the individual financial statement line items of the Company's unaudited interim consolidated statement of operations during the three and six months ended June 30, 2018.
Contract Estimates
The nature of certain of the Company's contracts gives rise to variable consideration, which may be constrained, including retrospective volume-based rebates to certain customers. The Company issues retrospective volume-based rebates to customers when they purchase a certain volume level, and the rebates are applied retroactively to prior purchases. The Company also issues prospective volume-based rebates to customers when they purchase a certain volume level, and the rebates are applied to future purchases. Prospective volume-based rebates represent a material right within the contract and therefore are considered to be separate performance obligations. For both retrospective and prospective volume-based rebates, the Company estimates the level of volumes based on anticipated purchases at the beginning of the period and records a rebate accrual for each purchase toward the requisite rebate volume. These estimated rebates are included in the transaction price of the Company's contracts with customers as a reduction to Net sales and are included in Current Other liabilities in the unaudited consolidated balance sheets (Note 8). This methodology is consistent with the manner in which the Company historically estimated and recorded volume-based rebates.
The majority of the Company's revenue is derived from contracts (i) with an original expected length of one year or less and (ii) contracts for which it recognizes revenue at the amount in which it has the right to invoice as product is delivered. The Company has elected the practical expedient not to disclose the value of remaining performance obligations associated with these types of contracts. However, the Company has certain contracts that represent take-or-pay revenue arrangements in which the Company's performance obligations extend over multiple years. As of June 30, 2018, the Company had $873 million of remaining performance obligations related to take-or-pay contracts. The Company expects to recognize approximately $149 million of its remaining performance obligations as Net sales in 2018, $235 million in 2019, an additional $182 million in 2020 and the balance thereafter.
The Company has certain contracts which contain performance obligations which are immaterial in the context of the contract with the customer. The Company has elected the practical expedient not to assess whether these promised goods or services are performance obligations.
Contract Balances
Contract liabilities primarily relate to advances or deposits received from the Company's customers before revenue is recognized. These amounts are recorded as deferred revenue and are included in Noncurrent Other liabilities in the unaudited consolidated balance sheets (Note 9).
The Company does not have any material contract assets as of June 30, 2018.
Disaggregated Revenue
In general, the Company's business segmentation is aligned according to the nature and economic characteristics of its products and customer relationships and provides meaningful disaggregation of each business segment's results of operations.
The Company manages its Engineered Materials business segment through its project management pipeline, which is comprised of a broad range of projects which are solutions-based and are tailored to each customers' unique needs. Projects are identified and selected based on success rate and may involve a number of different polymers per project for use in multiple end-use applications. Therefore, the Company is agnostic toward products and end-use markets for the Engineered Materials business segment.
Within the Acetate Tow business segment, the Company's primary product is acetate tow, which is managed through contracts with a few major tobacco companies and accounts for a significant amount of filters used in cigarette production worldwide.
The Company manages its Industrial Specialties and Acetyl Intermediates business segments by leveraging its ability to sell chemicals externally to end-use markets or downstream to its emulsion polymers business (within its Industrial Specialties segment). Decisions to sell externally and geographically or downstream and along the acetyl chain are

based on market demand, trade flows and maximizing the value of its chemicals. Therefore, the Company's strategic focus is on executing within this integrated chain model and less on driving product-specific revenue.

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Further disaggregation of Net sales by business segment and geographic destination is as follows:

	Three Months Ended June 30, 2018	Six Months Ended June 30,
	(In $ millions)	
Engineered Materials		
North America	191	370
Europe and Africa	331	668
Asia-Pacific	126	258
South America	16	33
Total	664	1,329
Acetate Tow		
North America	33	68
Europe and Africa	48	118
Asia-Pacific	68	119
South America	13	25
Total	162	330
Industrial Specialties		
North America	93	181
Europe and Africa	138	274
Asia-Pacific	52	96
South America	4	8
Total(1)	287	559
Acetyl Intermediates		
North America	192	394
Europe and Africa	201	382
Asia-Pacific	310	644
South America	28	57
Total(2)	731	1,477

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(1) Excludes intersegment sales of $1 million and $3 million for the three and six months ended June 30, 2018, respectively.

(2) Excludes intersegment sales of $130 million and $255 million for the three and six months ended June 30, 2018, respectively.

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21. Earnings (Loss) Per Share

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(In $ millions, except share data)			
Amounts attributable to Celanese Corporation				
Earnings (loss) from continuing operations	344	239	709	422
Earnings (loss) from discontinued operations	—	(8)	(2)	(8)
Net earnings (loss)	344	231	707	414
Weighted average shares - basic	135,589,717	138,619,721	135,752,179	139,626,199
Incremental shares attributable to equity awards	719,441	409,704	747,569	396,357
Weighted average shares - diluted	136,309,158	139,029,425	136,499,748	140,022,556

During the three and six months ended June 30, 2018 and 2017, there were no anti-dilutive equity awards excluded from the computation of diluted net earnings per share.

22. Consolidating Guarantor Financial Information

The Senior Notes were issued by Celanese US ("Issuer") and are guaranteed by Celanese Corporation ("Parent Guarantor") and the Subsidiary Guarantors (Note 10). The Issuer and Subsidiary Guarantors are 100% owned subsidiaries of the Parent Guarantor. The Parent Guarantor and Subsidiary Guarantors have guaranteed the Notes fully and unconditionally and jointly and severally.

For cash management purposes, the Company transfers cash between the Parent Guarantor, Issuer, Subsidiary Guarantors and non-guarantors through intercompany financing arrangements, contributions or declaration of dividends between the respective parent and its subsidiaries. The transfer of cash under these activities facilitates the ability of the recipient to make specified third-party payments for principal and interest on the Company's outstanding debt, Common Stock dividends and Common Stock repurchases. The unaudited interim consolidating statements of cash flows for the six months ended June 30, 2018 and 2017 present such intercompany financing activities, contributions and dividends consistent with how such activity would be presented in a stand-alone statement of cash flows.

The Company has not presented separate financial information and other disclosures for each of its Subsidiary Guarantors because it believes such financial information and other disclosures would not provide investors with any additional information that would be material in evaluating the sufficiency of the guarantees.

The unaudited interim consolidating financial statements for the Parent Guarantor, the Issuer, the Subsidiary Guarantors and the non-guarantors are as follows:

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

	Three Months Ended June 30, 2018					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net sales	—	—	586	1,566	(308)	1,844
Cost of sales	—	—	(457)	(1,171)	305	(1,323)
Gross profit	—	—	129	395	(3)	521
Selling, general and administrative expenses	—	—	(51)	(85)	—	(136)
Amortization of intangible assets	—	—	(1)	(6)	—	(7)
Research and development expenses	—	—	(7)	(11)	—	(18)
Other (charges) gains, net	—	—	—	(3)	—	(3)
Foreign exchange gain (loss), net	—	—	—	3	—	3
Gain (loss) on disposition of businesses and assets, net	—	—	(3)	1	—	(2)
Operating profit (loss)	—	—	67	294	(3)	358
Equity in net earnings (loss) of affiliates	344	341	312	53	(994)	56
Non-operating pension and other postretirement employee benefit (expense) income	—	—	24	2	—	26
Interest expense	—	(5)	(31)	(8)	12	(32)
Interest income	—	10	2	2	(14)	—
Dividend income - cost investments	—	—	—	32	2	34
Other income (expense), net	—	(1)	—	1	—	—
Earnings (loss) from continuing operations before tax	344	345	374	376	(997)	442
Income tax (provision) benefit	—	(1)	(69)	(28)	1	(97)
Earnings (loss) from continuing operations	344	344	305	348	(996)	345
Earnings (loss) from operation of discontinued operations	—	—	(1)	1	—	—
Income tax (provision) benefit from discontinued operations	—	—	—	—	—	—
Earnings (loss) from discontinued operations	—	—	(1)	1	—	—
Net earnings (loss)	344	344	304	349	(996)	345
Net (earnings) loss attributable to noncontrolling interests	—	—	—	(1)	—	(1)
Net earnings (loss) attributable to Celanese Corporation	344	344	304	348	(996)	344

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

	Three Months Ended June 30, 2017 - As Adjusted (Note 2)					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net sales	—	—	563	1,222	(275)	1,510
Cost of sales	—	—	(459)	(966)	280	(1,145)
Gross profit	—	—	104	256	5	365
Selling, general and administrative expenses	—	—	(44)	(73)	—	(117)
Amortization of intangible assets	—	—	(1)	(4)	—	(5)
Research and development expenses	—	—	(7)	(10)	—	(17)
Other (charges) gains, net	—	—	(1)	(1)	—	(2)
Foreign exchange gain (loss), net	—	—	—	(4)	—	(4)
Gain (loss) on disposition of businesses and assets, net	—	—	(2)	—	—	(2)
Operating profit (loss)	—	—	49	164	5	218
Equity in net earnings (loss) of affiliates	231	233	163	34	(623)	38
Non-operating pension and other postretirement employee benefit (expense) income	—	—	20	2	—	22
Interest expense	—	(6)	(24)	(8)	8	(30)
Interest income	—	6	1	2	(8)	1
Dividend income - cost investments	—	—	—	30	(1)	29
Other income (expense), net	—	(1)	1	3	—	3
Earnings (loss) from continuing operations before tax	231	232	210	227	(619)	281
Income tax (provision) benefit	—	(1)	(8)	(34)	3	(40)
Earnings (loss) from continuing operations	231	231	202	193	(616)	241
Earnings (loss) from operation of discontinued operations	—	—	—	(9)	—	(9)
Income tax (provision) benefit from discontinued operations	—	—	—	1	—	1
Earnings (loss) from discontinued operations	—	—	—	(8)	—	(8)
Net earnings (loss)	231	231	202	185	(616)	233
Net (earnings) loss attributable to noncontrolling interests	—	—	—	(2)	—	(2)
Net earnings (loss) attributable to Celanese Corporation	231	231	202	183	(616)	231

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

	Six Months Ended June 30, 2018					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net sales	—	—	1,168	3,138	(611)	3,695
Cost of sales	—	—	(905)	(2,365)	611	(2,659)
Gross profit	—	—	263	773	—	1,036
Selling, general and administrative expenses	—	—	(110)	(173)	—	(283)
Amortization of intangible assets	—	—	(2)	(11)	—	(13)
Research and development expenses	—	—	(15)	(21)	—	(36)
Other (charges) gains, net	—	—	—	(3)	—	(3)
Foreign exchange gain (loss), net	—	—	—	2	—	2
Gain (loss) on disposition of businesses and assets, net	—	—	(5)	3	—	(2)
Operating profit (loss)	—	—	131	570	—	701
Equity in net earnings (loss) of affiliates	707	701	586	106	(1,986)	114
Non-operating pension and other postretirement employee benefit (expense) income	—	—	47	5	—	52
Interest expense	—	(10)	(60)	(17)	22	(65)
Interest income	—	18	4	4	(24)	2
Dividend income - cost investments	—	—	—	64	2	66
Other income (expense), net	—	—	—	4	—	4
Earnings (loss) from continuing operations before tax	707	709	708	736	(1,986)	874
Income tax (provision) benefit	—	(2)	(105)	(55)	—	(162)
Earnings (loss) from continuing operations	707	707	603	681	(1,986)	712
Earnings (loss) from operation of discontinued operations	—	—	(1)	(1)	—	(2)
Income tax (provision) benefit from discontinued operations	—	—	—	—	—	—
Earnings (loss) from discontinued operations	—	—	(1)	(1)	—	(2)
Net earnings (loss)	707	707	602	680	(1,986)	710
Net (earnings) loss attributable to noncontrolling interests	—	—	—	(3)	—	(3)
Net earnings (loss) attributable to Celanese Corporation	707	707	602	677	(1,986)	707

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

	Six Months Ended June 30, 2017 - As Adjusted (Note 2)					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net sales	—	—	1,152	2,399	(570)	2,981
Cost of sales	—	—	(904)	(1,932)	570	(2,266)
Gross profit	—	—	248	467	—	715
Selling, general and administrative expenses	—	—	(78)	(142)	—	(220)
Amortization of intangible assets	—	—	(2)	(7)	—	(9)
Research and development expenses	—	—	(14)	(20)	—	(34)
Other (charges) gains, net	—	—	(7)	(50)	—	(57)
Foreign exchange gain (loss), net	—	—	—	(4)	—	(4)
Gain (loss) on disposition of businesses and assets, net	—	—	(4)	1	—	(3)
Operating profit (loss)	—	—	143	245	—	388
Equity in net earnings (loss) of affiliates	414	407	264	77	(1,077)	85
Non-operating pension and other postretirement employee benefit (expense) income	—	—	40	4	—	44
Interest expense	—	(12)	(47)	(15)	15	(59)
Interest income	—	12	2	2	(15)	1
Dividend income - cost investments	—	—	—	59	(1)	58
Other income (expense), net	—	(1)	1	4	—	4
Earnings (loss) from continuing operations before tax	414	406	403	376	(1,078)	521
Income tax (provision) benefit	—	8	(71)	(33)	—	(96)
Earnings (loss) from continuing operations	414	414	332	343	(1,078)	425
Earnings (loss) from operation of discontinued operations	—	—	—	(9)	—	(9)
Income tax (provision) benefit from discontinued operations	—	—	—	1	—	1
Earnings (loss) from discontinued operations	—	—	—	(8)	—	(8)
Net earnings (loss)	414	414	332	335	(1,078)	417
Net (earnings) loss attributable to noncontrolling interests	—	—	—	(3)	—	(3)
Net earnings (loss) attributable to Celanese Corporation	414	414	332	332	(1,078)	414

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

	Three Months Ended June 30, 2018					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net earnings (loss)	344	344	304	349	(996)	345
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	—	—	5	13	(18)	—
Foreign currency translation	(66)	(66)	(109)	(132)	307	(66)
Gain (loss) on cash flow hedges	6	6	5	6	(17)	6
Total other comprehensive income (loss), net of tax	(60)	(60)	(99)	(113)	272	(60)
Total comprehensive income (loss), net of tax	284	284	205	236	(724)	285
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	(1)	—	(1)
Comprehensive income (loss) attributable to Celanese Corporation	284	284	205	235	(724)	284

	Three Months Ended June 30, 2017					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net earnings (loss)	231	231	202	185	(616)	233
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	1	1	1	1	(3)	1
Foreign currency translation	78	78	96	119	(293)	78
Gain (loss) on cash flow hedges	1	1	1	1	(3)	1
Total other comprehensive income (loss), net of tax	80	80	98	121	(299)	80
Total comprehensive income (loss), net of tax	311	311	300	306	(915)	313
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	(2)	—	(2)
Comprehensive income (loss) attributable to Celanese Corporation	311	311	300	304	(915)	311

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

	Six Months Ended June 30, 2018					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net earnings (loss)	707	707	602	680	(1,986)	710
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	—	—	5	13	(18)	—
Foreign currency translation	(17)	(17)	(46)	(58)	121	(17)
Gain (loss) on cash flow hedges	5	5	4	5	(14)	5
Pension and postretirement benefits	1	1	1	1	(3)	1
Total other comprehensive income (loss), net of tax	(11)	(11)	(36)	(39)	86	(11)
Total comprehensive income (loss), net of tax	696	696	566	641	(1,900)	699
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	(3)	—	(3)
Comprehensive income (loss) attributable to Celanese Corporation	696	696	566	638	(1,900)	696

	Six Months Ended June 30, 2017					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net earnings (loss)	414	414	332	335	(1,078)	417
Other comprehensive income (loss), net of tax						
Unrealized gain (loss) on marketable securities	1	1	1	1	(3)	1
Foreign currency translation	106	106	126	158	(390)	106
Gain (loss) on cash flow hedges	(1)	(1)	(1)	(1)	3	(1)
Pension and postretirement benefits	5	5	4	6	(15)	5
Total other comprehensive income (loss), net of tax	111	111	130	164	(405)	111
Total comprehensive income (loss), net of tax	525	525	462	499	(1,483)	528
Comprehensive (income) loss attributable to noncontrolling interests	—	—	—	(3)	—	(3)
Comprehensive income (loss) attributable to Celanese Corporation	525	525	462	496	(1,483)	525

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATING BALANCE SHEET

	As of June 30, 2018					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
ASSETS						
Current Assets						
Cash and cash equivalents	2	—	93	613	—	708
Trade receivables - third party and affiliates	—	—	125	1,180	(149)	1,156
Non-trade receivables, net	37	506	452	416	(1,122)	289
Inventories, net	—	—	259	710	(52)	917
Marketable securities, at fair value	—	—	32	—	—	32
Other assets	—	50	16	75	(90)	51
Total current assets	39	556	977	2,994	(1,413)	3,153
Investments in affiliates	3,341	4,510	4,329	844	(12,061)	963
Property, plant and equipment, net	—	—	1,200	2,524	—	3,724
Deferred income taxes	—	13	—	172	(22)	163
Other assets	—	1,565	240	192	(1,605)	392
Goodwill	—	—	314	755	—	1,069
Intangible assets, net	—	—	103	222	—	325
Total assets	3,380	6,644	7,163	7,703	(15,101)	9,789
LIABILITIES AND EQUITY						
Current Liabilities						
Short-term borrowings and current installments of long-term debt - third party and affiliates	—	169	163	286	(252)	366
Trade payables - third party and affiliates	—	—	327	641	(149)	819
Other liabilities	—	74	267	445	(472)	314
Income taxes payable	—	—	488	113	(490)	111
Total current liabilities	—	243	1,245	1,485	(1,363)	1,610
Noncurrent Liabilities						
Long-term debt	—	3,060	1,525	213	(1,570)	3,228
Deferred income taxes	—	—	67	203	(22)	248
Uncertain tax positions	—	—	9	142	(2)	149
Benefit obligations	—	—	269	288	—	557
Other liabilities	—	—	105	147	(42)	210
Total noncurrent liabilities	—	3,060	1,975	993	(1,636)	4,392
Total Celanese Corporation stockholders' equity	3,380	3,341	3,943	4,818	(12,102)	3,380
Noncontrolling interests	—	—	—	407	—	407
Total equity	3,380	3,341	3,943	5,225	(12,102)	3,787
Total liabilities and equity	3,380	6,644	7,163	7,703	(15,101)	9,789

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATING BALANCE SHEET

	As of December 31, 2017					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
ASSETS						
Current Assets						
Cash and cash equivalents	—	—	230	346	—	576
Trade receivables - third party and affiliates	—	—	89	988	(91)	986
Non-trade receivables, net	38	482	279	385	(940)	244
Inventories, net	—	—	277	672	(49)	900
Marketable securities, at fair value	—	—	32	—	—	32
Other assets	—	60	12	93	(111)	54
Total current assets	38	542	919	2,484	(1,191)	2,792
Investments in affiliates	2,850	4,283	3,916	861	(10,934)	976
Property, plant and equipment, net	—	—	1,145	2,617	—	3,762
Deferred income taxes	—	6	206	158	(4)	366
Other assets	—	1,295	171	165	(1,293)	338
Goodwill	—	—	314	689	—	1,003
Intangible assets, net	—	—	48	253	—	301
Total assets	2,888	6,126	6,719	7,227	(13,422)	9,538
LIABILITIES AND EQUITY						
Current Liabilities						
Short-term borrowings and current installments of long-term debt - third party and affiliates	—	76	148	369	(267)	326
Trade payables - third party and affiliates	—	1	300	598	(92)	807
Other liabilities	—	71	302	273	(292)	354
Income taxes payable	—	—	471	92	(491)	72
Total current liabilities	—	148	1,221	1,332	(1,142)	1,559
Noncurrent Liabilities						
Long-term debt	—	3,128	1,254	233	(1,300)	3,315
Deferred income taxes	—	—	—	215	(4)	211
Uncertain tax positions	—	—	1	157	(2)	156
Benefit obligations	—	—	277	308	—	585
Other liabilities	—	—	255	158	—	413
Total noncurrent liabilities	—	3,128	1,787	1,071	(1,306)	4,680
Total Celanese Corporation stockholders' equity	2,888	2,850	3,711	4,412	(10,974)	2,887
Noncontrolling interests	—	—	—	412	—	412
Total equity	2,888	2,850	3,711	4,824	(10,974)	3,299
Total liabilities and equity	2,888	6,126	6,719	7,227	(13,422)	9,538

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATING STATEMENT OF CASH FLOWS

	Six Months Ended June 30, 2018					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net cash provided by (used in) operating activities	238	432	115	630	(687)	728
Investing Activities						
Capital expenditures on property, plant and equipment	—	—	(109)	(56)	—	(165)
Acquisitions, net of cash acquired	—	—	(144)	—	—	(144)
Proceeds from sale of businesses and assets, net	—	—	—	9	—	9
Return of capital from subsidiary	—	—	218	—	(218)	—
Contributions to subsidiary	—	—	(16)	—	16	—
Intercompany loan receipts (disbursements)	—	(272)	(10)	—	282	—
Other, net	—	—	(7)	(24)	—	(31)
Net cash provided by (used in) investing activities	—	(272)	(68)	(71)	80	(331)
Financing Activities						
Net change in short-term borrowings with maturities of 3 months or less	—	90	11	(51)	(10)	40
Proceeds from short-term borrowings	—	—	—	36	—	36
Repayments of short-term borrowings	—	—	—	(39)	—	(39)
Proceeds from long-term debt	—	—	272	—	(272)	—
Repayments of long-term debt	—	(12)	(13)	(18)	—	(43)
Purchases of treasury stock, including related fees	(100)	—	—	—	—	(100)
Dividends to parent	—	(238)	(449)	—	687	—
Contributions from parent	—	—	—	16	(16)	—
Series A common stock dividends	(136)	—	—	—	—	(136)
Return of capital to parent	—	—	—	(218)	218	—
(Distributions to) contributions from noncontrolling interests	—	—	—	(8)	—	(8)
Other, net	—	—	(5)	(1)	—	(6)
Net cash provided by (used in) financing activities	(236)	(160)	(184)	(283)	607	(256)
Exchange rate effects on cash and cash equivalents	—	—	—	(9)	—	(9)
Net increase (decrease) in cash and cash equivalents	2	—	(137)	267	—	132
Cash and cash equivalents as of beginning of period	—	—	230	346	—	576
Cash and cash equivalents as of end of period	2	—	93	613	—	708

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CELANESE CORPORATION AND SUBSIDIARIES
UNAUDITED INTERIM CONSOLIDATING STATEMENT OF CASH FLOWS

	Six Months Ended June 30, 2017					
	Parent Guarantor	Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(In $ millions)					
Net cash provided by (used in) operating activities	415	342	351	283	(901)	490
Investing Activities						
Capital expenditures on property, plant and equipment	—	—	(82)	(34)	—	(116)
Acquisitions, net of cash acquired	—	(11)	(12)	(264)	19	(268)
Proceeds from sale of businesses and assets, net	—	—	—	20	(19)	1
Return of capital from subsidiary	—	—	9	—	(9)	—
Contributions to subsidiary	—	—	—	—	—	—
Intercompany loan receipts (disbursements)	—	(74)	(11)	—	85	—
Other, net	—	—	(1)	(5)	—	(6)
Net cash provided by (used in) investing activities	—	(85)	(97)	(283)	76	(389)
Financing Activities						
Net change in short-term borrowings with maturities of 3 months or less	—	161	2	50	(11)	202
Proceeds from short-term borrowings	—	—	—	104	—	104
Repayments of short-term borrowings	—	—	—	(55)	—	(55)
Proceeds from long-term debt	—	—	74	—	(74)	—
Repayments of long-term debt	—	—	(1)	(57)	—	(58)
Purchases of treasury stock, including related fees	(300)	—	—	—	—	(300)
Dividends to parent	—	(415)	(306)	(180)	901	—
Stock option exercises	1	—	—	—	—	1
Series A common stock dividends	(116)	—	—	—	—	(116)
Return of capital to parent	—	—	—	(9)	9	—
(Distributions to) contributions from noncontrolling interests	—	—	—	(8)	—	(8)
Other, net	—	—	(17)	(2)	—	(19)
Net cash provided by (used in) financing activities	(415)	(254)	(248)	(157)	825	(249)
Exchange rate effects on cash and cash equivalents	—	—	—	21	—	21
Net increase (decrease) in cash and cash equivalents	—	3	6	(136)	—	(127)
Cash and cash equivalents as of beginning of period	—	—	51	587	—	638
Cash and cash equivalents as of end of period	—	3	57	451	—	511

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

In this Quarterly Report on Form 10-Q ("Quarterly Report"), the term "Celanese" refers to Celanese Corporation, a Delaware corporation, and not its subsidiaries. The terms the "Company," "we," "our" and "us," refer to Celanese and its subsidiaries on a consolidated basis. The term "Celanese US" refers to the Company's subsidiary, Celanese US Holdings LLC, a Delaware limited liability company, and not its subsidiaries.

The following discussion should be read in conjunction with the Celanese Corporation and Subsidiaries consolidated financial statements as of and for the year ended December 31, 2017 filed on February 9, 2018 with the Securities and Exchange Commission ("SEC") as part of the Company's Annual Reporting on Form 10-K ("2017 Form 10-K") and the unaudited interim consolidated financial statements and notes to the unaudited interim consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Investors are cautioned that the forward-looking statements contained in this section and other parts of this Quarterly Report involve both risk and uncertainty. Several important factors could cause actual results to differ materially from those anticipated by these statements. Many of these statements are macroeconomic in nature and are, therefore, beyond the control of management. See "Forward-Looking Statements" below and at the beginning of our 2017 Form 10-K.

Forward-Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") and other parts of this Quarterly Report contain certain forward-looking statements and information relating to us that are based on the beliefs of our management as well as assumptions made by, and information currently available to, us. Generally, words such as "believe," "expect," "intend," "estimate," "anticipate," "project," "plan," "may," "can," "could," "might," and "will," and similar expressions, as they relate to us are intended to identify forward-looking statements. These statements reflect our current views and beliefs with respect to future events at the time that the statements are made, are not historical facts or guarantees of future performance and involve risks and uncertainties that are difficult to predict and many of which are outside of our control. Further, certain forward-looking statements are based upon assumptions as to future events that may not prove to be accurate. All forward-looking statements made in this Quarterly Report are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed in this Quarterly Report will increase with the passage of time. We undertake no obligation, and disclaim any duty, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changes in our expectations or otherwise.

Risk Factors

See Part I - Item 1A. Risk Factors of our 2017 Form 10-K and subsequent periodic filings we make with the SEC for a description of certain risk factors that you should consider which could significantly affect our financial results. In addition, the following factors could cause our actual results to differ materially from those results, performance or achievements that may be expressed or implied by such forward-looking statements. These factors include, among other things:

- changes in general economic, business, political and regulatory conditions in the countries or regions in which we operate;
- the length and depth of product and industry business cycles particularly in the automotive, electrical, textiles, electronics and construction industries;
- changes in the price and availability of raw materials, particularly changes in the demand for, supply of, and market prices of ethylene, methanol, natural gas, wood pulp and fuel oil and the prices for electricity and other energy sources;
- the ability to pass increases in raw material prices on to customers or otherwise improve margins through price increases;
- the ability to maintain plant utilization rates and to implement planned capacity additions, expansions and maintenance;
- the ability to reduce or maintain current levels of production costs and to improve productivity by implementing technological improvements to existing plants;

- increased price competition and the introduction of competing products by other companies;
- the ability to identify desirable potential acquisition targets and to consummate acquisition or investment transactions, including obtaining regulatory approvals, consistent with our strategy;

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- market acceptance of our technology;
- the ability to obtain governmental approvals and to construct facilities on terms and schedules acceptable to us;
- changes in tariffs, tax rates or legislation throughout the world including, but not limited to, adjustments, changes in estimates or interpretations that may impact recorded or future tax impacts associated with tax legislation in the US, commonly referred to as the Tax Cuts and Jobs Act (the "TCJA") enacted in December 2017;
- changes in the degree of intellectual property and other legal protection afforded to our products or technologies, or the theft of such intellectual property;
- compliance and other costs and potential disruption or interruption of production or operations due to accidents, interruptions in sources of raw materials, cyber security incidents, terrorism or political unrest, or other unforeseen events or delays in construction or operation of facilities, including as a result of geopolitical conditions, the occurrence of acts of war or terrorist incidents or as a result of weather or natural disasters;
- potential liability for remedial actions and increased costs under existing or future environmental regulations, including those relating to climate change;
- potential liability resulting from pending or future claims or litigation, including investigations or enforcement actions, or from changes in the laws, regulations or policies of governments or other governmental activities, in the countries in which we operate;
- changes in currency exchange rates and interest rates;
- our level of indebtedness, which could diminish our ability to raise additional capital to fund operations or limit our ability to react to changes in the economy or the chemicals industry; and
- various other factors, both referenced and not referenced in this Quarterly Report.

Many of these factors are macroeconomic in nature and are, therefore, beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results, performance or achievements may vary materially from those described in this Quarterly Report as anticipated, believed, estimated, expected, intended, planned or projected. We neither intend nor assume any obligation to update these forward-looking statements, which speak only as of their dates.

Overview

We are a global technology and specialty materials company. We are one of the world's largest producers of acetyl products, which are intermediate chemicals, for nearly all major industries, as well as a leading global producer of high performance engineered polymers that are used in a variety of high-value applications. As a recognized innovator in the chemicals industry, we engineer and manufacture a wide variety of products essential to everyday living. Our broad product portfolio serves a diverse set of end-use applications including paints and coatings, textiles, automotive applications, consumer and medical applications, performance industrial applications, filtration applications, paper and packaging, chemical additives, construction, consumer and industrial adhesives, and food and beverage applications. Our products enjoy leading global positions due to our differentiated business models, large global production capacity, operating efficiencies, proprietary technology and competitive cost structures.

Our large and diverse global customer base primarily consists of major companies in a broad array of industries. We hold geographically balanced global positions and participate in diversified end-use applications. We combine a demonstrated track record of execution, strong performance built on shared principles and objectives, and a clear focus on growth and value creation. Known for operational excellence and execution of our business strategies, we deliver value to customers around the globe with best-in-class technologies and solutions.

Effective January 1, 2018, we adopted Accounting Standards Update 2017-07, which clarifies the presentation and classification of the components of net periodic benefit costs in the unaudited interim consolidated statements of operations. See Note 2 - Recent Accounting Pronouncements in the accompanying unaudited interim consolidated financial statements for further information.

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Also effective January 1, 2018, we reorganized our operating and reportable segments to align with recent structural and management reporting changes. See Note 19 - Segment Information in the accompanying unaudited interim consolidated financial statements for further information.

Results of Operations

Financial Highlights

	Three Months Ended June 30,			Six Months Ended June 30,		
	2018	2017 (As Adjusted) (Note 2)	Change	2018	2017 (As Adjusted) (Note 2)	Change
	(unaudited) (In $ millions, except percentages)					
Statement of Operations Data						
Net sales	1,844	1,510	334	3,695	2,981	714
Gross profit	521	365	156	1,036	715	321
Selling, general and administrative ("SG&A") expenses	(136)	(117)	(19)	(283)	(220)	(63)
Other (charges) gains, net	(3)	(2)	(1)	(3)	(57)	54
Operating profit (loss)	358	218	140	701	388	313
Equity in net earnings (loss) of affiliates	56	38	18	114	85	29
Non-operating pension and other postretirement employee benefit (expense) income	26	22	4	52	44	8
Interest expense	(32)	(30)	(2)	(65)	(59)	(6)
Dividend income - cost investments	34	29	5	66	58	8
Earnings (loss) from continuing operations before tax	442	281	161	874	521	353
Earnings (loss) from continuing operations	345	241	104	712	425	287
Earnings (loss) from discontinued operations	—	(8)	8	(2)	(8)	6
Net earnings (loss)	345	233	112	710	417	293
Net earnings (loss) attributable to Celanese Corporation	344	231	113	707	414	293
Other Data						
Depreciation and amortization	86	75	11	165	146	19
SG&A expenses as a percentage of Net sales	7.4 %	7.7 %		7.7 %	7.4 %	
Operating margin[1]	19.4 %	14.4 %		19.0 %	13.0 %	
Other (charges) gains, net						
Restructuring	(3)	(1)	(2)	(3)	(3)	—
InfraServ ownership change	—	(4)	4	—	(4)	4
Plant/office closures	—	3	(3)	—	(50)	50
Total Other (charges) gains, net	(3)	(2)	(1)	(3)	(57)	54

[1] Defined as Operating profit (loss) divided by Net sales.

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	As of June 30, 2018	As of December 31, 2017
	(unaudited)	
	(In $ millions)	
Balance Sheet Data		
Cash and cash equivalents	708	576
Short-term borrowings and current installments of long-term debt - third party and affiliates	366	326
Long-term debt, net of unamortized deferred financing costs	3,228	3,315
Total debt	3,594	3,641

Factors Affecting Business Segment Net Sales

The percentage increase (decrease) in Net sales attributable to each of the factors indicated for each of our business segments is as follows:

Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017

	Volume	Price	Currency	Other	Total
	(unaudited)				
	(In percentages)				
Engineered Materials	11	7	4	—	22
Acetate Tow	1	(2)	—	—	(1)
Industrial Specialties	—	5	5	—	10
Acetyl Intermediates	8	22	4	(1)	33
Total Company	7	13	4	(2)	22

Six Months Ended June 30, 2018 Compared to Six Months Ended June 30, 2017

	Volume	Price	Currency	Other	Total
	(unaudited)				
	(In percentages)				
Engineered Materials	15	5	5	—	25
Acetate Tow	(5)	(3)	1	—	(7)
Industrial Specialties	(1)	6	6	—	11
Acetyl Intermediates	5	27	5	—	37
Total Company	7	14	5	(2)	24

Consolidated Results

Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017

Net sales increased $334 million, or 22%, for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher pricing across most of our segments;
- higher volume in our Engineered Materials segment, primarily related to our base business driven by new project launches and pipeline growth, and Net sales generated from acquisitions. See Note 3 - Acquisitions, Dispositions and Plant Closures in the accompanying unaudited interim consolidated financial statements for further information;
- higher volume in our Acetyl Intermediates segment, primarily due to higher demand for acetic acid and solvents; and

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- a favorable currency impact across most of our segments resulting from a strong Euro relative to the US dollar.

Operating profit increased $140 million, or 64%, for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher Net sales;

partially offset by:

- higher raw material costs across most of our segments;
- higher spending of $24 million and $23 million in our Acetyl Intermediates and Engineered Materials segments, respectively; and
- higher functional spending and incentive compensation costs of $16 million.

Our effective income tax rate for the three months ended June 30, 2018 was 22% compared to 14% for the same period in 2017. The higher effective income tax rate for the three months ended June 30, 2018 compared to the same period in 2017 is primarily due to increases in valuation allowances related to foreign tax credit carryforwards partially offset by the release of valuation allowances on net deferred tax assets in Singapore, reduction of the US statutory tax rate due to the TCJA and reduced losses not providing tax benefits in certain jurisdictions.

See Note 15 - Income Taxes in the accompanying unaudited interim consolidated financial statements for further information.

Six Months Ended June 30, 2018 Compared to Six Months Ended June 30, 2017

Net sales increased $714 million, or 24%, for the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher pricing across most of our segments;
- a favorable currency impact across all of our segments resulting from a strong Euro relative to the US dollar; and
- higher volume in our Engineered Materials segment, primarily related to our base business driven by new project launches and pipeline growth, and Net sales generated from acquisitions. See Note 3 - Acquisitions, Dispositions and Plant Closures in the accompanying unaudited interim consolidated financial statements for further information.

Operating profit increased $313 million, or 81%, for the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher Net sales; and
- a favorable impact of $50 million to Other (charges) gains, net. During the six months ended June 30, 2017, we provided notice of termination of a contract with a key raw materials supplier at our ethanol production unit in Nanjing, China. As a result, we recorded a $24 million contract termination charge and an $18 million reduction to our non-income tax receivable, which did not recur in the current year. See Note 14 - Other (Charges) Gains, Net in the accompanying unaudited interim consolidated financial statements for further information;

partially offset by:

- higher raw material costs across most of our segments;
- higher spending of $44 million and $24 million in our Engineered Materials and Acetyl Intermediates segments, respectively; and
- higher functional and project spending, and incentive compensation costs of $46 million.

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Business Segments

Engineered Materials

	Three Months Ended June 30, 2018	2017	Change	% Change	Six Months Ended June 30, 2018	2017	Change	% Change
	(unaudited)							
	(In $ millions, except percentages)							
Net sales	664	546	118	21.6 %	1,329	1,060	269	25.4 %
Net Sales Variance								
Volume	11 %				15 %			
Price	7 %				5 %			
Currency	4 %				5 %			
Other	— %				— %			
Other (charges) gains, net	—	(2)	2	(100.0)%	—	(2)	2	(100.0)%
Operating profit (loss)	114	105	9	8.6 %	241	209	32	15.3 %
Operating margin	17.2%	19.2%			18.1 %	19.7 %		
Equity in net earnings (loss) of affiliates	53	38	15	39.5 %	107	81	26	32.1 %
Depreciation and amortization	33	27	6	22.2 %	65	52	13	25.0 %

Our Engineered Materials segment includes our engineered materials business, our food ingredients business and certain strategic affiliates. Our engineered materials business develops, produces and supplies a broad portfolio of high performance specialty polymers for automotive and medical applications, as well as industrial products and consumer electronics. Together with our strategic affiliates, our engineered materials business is a leading participant in the global specialty polymers industry. Our food ingredients business is a leading global supplier of acesulfame potassium for the food and beverage industry and is a leading producer of food protection ingredients, such as potassium sorbate and sorbic acid.

The pricing of products by the Engineered Materials segment is primarily based on the value of the material we produce and is largely independent of changes in the cost of raw materials. Therefore, in general, margins may expand or contract in response to changes in raw material costs.

Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017

Net sales increased for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher volume within our base business driven by new project launches and pipeline growth, and Net sales generated from acquisitions;
- higher pricing for most of our products due to customer mix; and
- a favorable currency impact resulting from a strong Euro relative to the US dollar.

Operating profit increased for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher Net sales;

partially offset by:

- higher spending of $23 million, primarily related to our acquisitions of Omni Plastics, L.L.C. ("Omni Plastics") and the nylon compounding division of Nilit Group ("Nilit"), as these acquired businesses incur ongoing spending;
- higher energy and raw material costs, primarily for methanol; and
- higher depreciation and amortization expense, primarily related to our acquired businesses.

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Equity in net earnings (loss) of affiliates increased for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- an increase in equity investment in earnings of $8 million from our Ibn Sina strategic affiliate as a result of an increase in our indirect economic ownership from 25% to 32.5% due to the startup of its polyoxymethylene ("POM") production facility in Saudi Arabia during the three months ended December 31, 2017 and an increase in methyl tertiary-butyl ether pricing. Equity investment in earnings also increased by $4 million from our Polyplastics Co., Ltd. ("PPC") strategic affiliate as a result of higher POM pricing.

Six Months Ended June 30, 2018 Compared to Six Months Ended June 30, 2017

Net sales increased for the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher volume within our base business driven by new project launches and pipeline growth, and Net sales generated from acquisitions;
- higher pricing for most of our products due to customer mix; and
- a favorable currency impact resulting from a strong Euro relative to the US dollar.

Operating profit increased for the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher Net sales;

partially offset by:

- higher spending of $44 million, primarily related to our acquisitions of Nilit and Omni Plastics, as these acquired businesses incur ongoing spending, as well as increased distribution costs;
- higher raw material costs, primarily for methanol, and freight costs; and
- higher depreciation and amortization expense, primarily related to our acquired businesses.

Equity in net earnings (loss) of affiliates increased for the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- an increase in equity investment in earnings of $17 million from our Ibn Sina strategic affiliate primarily as a result of an increase in our indirect economic ownership from 25% to 32.5% due to the startup of its POM production facility in Saudi Arabia during the three months ended December 31, 2017 and $3 million from our PPC strategic affiliate as a result of higher POM pricing.

On February 1, 2018, we completed the acquisition of 100% of the ownership interests of Omni Plastics. Omni Plastics specializes in custom compounding of various engineered thermoplastic materials. The acquisition further strengthens our global asset base by adding compounding capacity in the Americas. See Note 3 - Acquisitions, Dispositions and Plant Closures in the accompanying unaudited interim consolidated financial statements for further information.

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Acetate Tow

	Three Months Ended June 30, 2018	2017	Change	% Change	Six Months Ended June 30, 2018	2017	Change	% Change
	(unaudited)							
	(In $ millions, except percentages)							
Net sales	162	163	(1)	(0.6)%	330	354	(24)	(6.8)%
Net Sales Variance								
Volume	1 %				(5)%			
Price	(2)%				(3)%			
Currency	— %				1 %			
Other	— %				— %			
Other (charges) gains, net	(1)	(1)	—	— %	(1)	(2)	1	(50.0)%
Operating profit (loss)	39	41	(2)	(4.9)%	85	103	(18)	(17.5)%
Operating margin	24.1 %	25.2%			25.8 %	29.1%		
Dividend income - cost investments	33	28	5	17.9 %	65	57	8	14.0 %
Depreciation and amortization	13	10	3	30.0 %	23	20	3	15.0 %

Our Acetate Tow segment serves consumer-driven applications. We are a leading global producer and supplier of acetate tow and acetate flake, primarily used in filter products applications.

The pricing of products within the Acetate Tow segment is sensitive to demand and is primarily based on the value of the material we produce. Many sales in these businesses are conducted under contracts with pricing for one or more years. As a result, margins may expand or contract in response to changes in raw material costs over these similar periods, and we may be unable to adjust pricing also due to other factors, such as the intense level of competition in the industry.

Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017

Net sales decreased for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- lower acetate tow pricing due to lower global industry utilization.

Operating profit decreased for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- lower Net sales.

On June 6, 2018, we announced the consolidation of our global acetate manufacturing operations by initiating the closure of our acetate tow manufacturing unit in Ocotlán, Mexico in 2018. The acetate flake unit will remain operational and is unaffected by these actions. No significant exit and shutdown costs were incurred for the three months ended June 30, 2018. We expect to incur additional exit and shutdown costs of approximately $16 million, primarily related to accelerated depreciation, through the remainder of 2018. See Note 3 - Acquisitions, Dispositions and Plant Closures in the accompanying unaudited interim consolidated financial statements for further information.

Six Months Ended June 30, 2018 Compared to Six Months Ended June 30, 2017

Net sales decreased for the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- lower acetate tow volume and pricing due to lower global industry utilization.

Operating profit decreased for the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- lower Net sales;

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In June 2017, Celanese, through various subsidiaries, entered into an agreement with affiliates of The Blackstone Group L.P. (the "Blackstone Entities") to form a joint venture which would combine substantially all of the operations of our cellulose derivatives business and the operations of the Rhodia Acetow cellulose acetate business formerly operated by Solvay S.A. and acquired by the Blackstone Entities in June 2017. The parties were subsequently unable to reach an agreement with the European Commission on acceptable conditions to allow the proposed joint venture to proceed. The demands by the European Commission eliminated the advantages at the heart of the transaction. As a result, on March 19, 2018, we and the Blackstone Entities abandoned our agreement to form the proposed joint venture. See Note 3 - Acquisitions, Dispositions and Plant Closures in the accompanying unaudited interim consolidated financial statements for further information.

Industrial Specialties

	Three Months Ended June 30,		Change	% Change	Six Months Ended June 30,		Change	% Change
	2018	2017			2018	2017		
	(unaudited)							
	(In $ millions, except percentages)							
Net sales	288	262	26	9.9 %	562	507	55	10.8 %
Net Sales Variance								
Volume	— %				(1)%			
Price	5 %				6 %			
Currency	5 %				6 %			
Other	— %				— %			
Other (charges) gains, net	(2)	—	(2)	100.0 %	(2)	—	(2)	100.0 %
Operating profit (loss)	22	26	(4)	(15.4)%	45	51	(6)	(11.8)%
Operating margin	7.6 %	9.9 %			8.0 %	10.1 %		
Depreciation and amortization	10	10	—	— %	19	18	1	5.6 %

Our Industrial Specialties segment includes our emulsion polymers and ethylene vinyl acetate ("EVA") polymers businesses. Our emulsion polymers business is a leading global producer of vinyl acetate-based emulsions and develops products and application technologies to improve performance, create value and drive innovation in applications such as paints and coatings, adhesives, construction, glass fiber, textiles and paper. Our EVA polymers business is a leading North American manufacturer of a full range of specialty EVA resins and compounds as well as select grades of low-density polyethylene. EVA polymers products are used in many applications, including flexible packaging films, lamination film products, hot melt adhesives, automotive parts and carpeting.

Pricing of our products within Industrial Specialties is influenced by changes in the cost of raw materials. Therefore, in general, there is a direct correlation between the cost of raw materials and our Net sales for most Industrial Specialties products. This impact to pricing typically lags changes in raw material costs over months or quarters.

Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017

Net sales increased for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher pricing in our emulsion polymers business due to higher raw material costs for vinyl acetate monomer ("VAM") in Europe and Asia; and
- a favorable currency impact resulting from a strong Euro relative to the US dollar.

Operating profit decreased for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher raw material costs of $12 million, primarily VAM;

largely offset by:

- higher Net sales.

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Six Months Ended June 30, 2018 Compared to Six Months Ended June 30, 2017

Net sales increased for the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher pricing in our emulsion polymers business due to higher raw material costs for VAM across all regions; and
- a favorable currency impact resulting from a strong Euro relative to the US dollar.

Operating profit decreased for the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher raw material costs of $29 million, primarily VAM;

largely offset by:

- higher Net sales.

Acetyl Intermediates

	Three Months Ended June 30, 2018	2017	Change	% Change	Six Months Ended June 30, 2018	2017	Change	% Change
	(unaudited) (In $ millions, except percentages)							
Net sales	861	649	212	32.7 %	1,732	1,268	464	36.6 %
Net Sales Variance								
Volume	8 %				5 %			
Price	22 %				27 %			
Currency	4 %				5 %			
Other	(1)%				— %			
Other (charges) gains, net	—	3	(3)	(100.0)%	—	(50)	50	(100.0)%
Operating profit (loss)	251	109	142	130.3 %	482	136	346	254.4 %
Operating margin	29.2 %	16.8%			27.8 %	10.7 %		
Equity in net earnings (loss) of affiliates	2	2	—	— %	3	3	—	— %
Depreciation and amortization	26	26	—	— %	52	52	—	— %

Our Acetyl Intermediates segment includes our intermediate chemistry business which produces and supplies acetyl products, including acetic acid, VAM, acetic anhydride and acetate esters. These products are generally used as starting materials for colorants, paints, adhesives, coatings and medicines. This business segment also produces organic solvents and intermediates for pharmaceutical, agricultural and chemical products.

Pricing of acetic acid, VAM and other acetyl products is influenced by industry utilization rates and changes in the cost of raw materials. Therefore, in general, there is a directional correlation between these factors and our Net sales for most intermediate chemistry products. This impact to pricing typically lags changes in raw material costs over months or quarters.

Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017

Net sales increased for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher pricing due to higher industry utilization rates, which positively impacted pricing for most of our products;
- higher volume for acetic acid and solvents, which represents approximately two-thirds of the increase in volume, primarily due to higher demand in Asia; and
- a favorable currency impact resulting from a strong Euro relative to the US dollar.

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Operating profit increased for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher Net sales;

partially offset by:

- higher raw material and distribution costs, primarily for acetic acid and methanol; and
- higher spending of $24 million, primarily due to a duty exception in the free trade agreement between Europe and Mexico recognized during the three months ended June 30, 2017, which did not recur in the current year.

Six Months Ended June 30, 2018 Compared to Six Months Ended June 30, 2017

Net sales increased during the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher pricing due to higher industry utilization rates, which positively impacted pricing for most of our products;
- higher volume for acetic acid, which represents all of the increase in volume, primarily due to higher demand in China; and
- a favorable currency impact resulting from a strong Euro relative to the US dollar.

Operating profit increased during the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher Net sales; and
- a favorable impact of $50 million to Other (charges) gains, net. During the six months ended June 30, 2017, we provided notice of termination of a contract with a key raw materials supplier at our ethanol production unit in Nanjing, China. As a result, we recorded a $24 million contract termination charge and an $18 million reduction to our non-income tax receivable, which did not recur in the current year. See Note 14 - Other (Charges) Gains, Net in the accompanying unaudited interim consolidated financial statements for further information;

partially offset by:

- higher raw material and distribution costs, primarily for methanol and acetic acid; and
- higher spending of $24 million, primarily due to a duty exception in the free trade agreement between Europe and Mexico recognized during the six months ended June 30, 2017, which did not recur in the current year.

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Other Activities

	Three Months Ended June 30,		Change	% Change	Six Months Ended June 30,		Change	% Change
	2018	2017 (As Adjusted) (Note 2)			2018	2017 (As Adjusted) (Note 2)		
	(unaudited)							
	(In $ millions, except percentages)							
Other (charges) gains, net	—	(2)	2	(100.0)%	—	(3)	3	(100.0)%
Operating profit (loss)	(68)	(63)	(5)	7.9 %	(151)	(111)	(40)	36.0 %
Equity in net earnings (loss) of affiliates	1	(2)	3	(150.0)%	4	1	3	300.0 %
Non-operating pension and other postretirement employee benefit (expense) income	26	22	4	18.2 %	52	44	8	18.2 %
Depreciation and amortization	4	2	2	100.0 %	6	4	2	50.0 %

Other Activities primarily consists of corporate center costs, including administrative activities such as finance, information technology and human resource functions, interest income and expense associated with our financing activities and results of our captive insurance companies. Other Activities also includes the interest cost, expected return on assets and net actuarial gains and losses components of our net periodic benefit cost for our defined benefit pension plans and other postretirement plans, which are not allocated to our business segments.

Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017

Operating loss increased for the three months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher functional spending and incentive compensation costs of $16 million;

largely offset by:

- a favorable currency impact of $7 million resulting from a strong Euro relative to the US dollar; and
- a favorable impact to Other (charges) gains, net. A partner in our InfraServ equity affiliate investments exercised an option right to purchase additional ownership interests in the InfraServ entities from us. The purchase of these interests reduced our ownership interests in InfraServ GmbH & Co. Gendorf KG and InfraServ GmbH & Co. Knapsack KG (the "InfraServ Ownership Change"). Accordingly, during the three months ended June 30, 2017, we reduced the carrying value of these investments by $4 million, which did not recur in the current year. See Note 1 - Description of the Company and Basis of Presentation in the accompanying unaudited interim consolidated financial statements for further information.

Six Months Ended June 30, 2018 Compared to Six Months Ended June 30, 2017

Operating loss increased for the six months ended June 30, 2018 compared to the same period in 2017 primarily due to:

- higher functional and project spending of $24 million, primarily related to ongoing merger, acquisition and integration related costs; and
- higher incentive compensation cost of $22 million.

partially offset by:

- a favorable impact to Other (charges) gains, net primarily due to the InfraServ Ownership Change.

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Liquidity and Capital Resources

Our primary source of liquidity is cash generated from operations, available cash and cash equivalents and dividends from our portfolio of strategic investments. In addition, as of June 30, 2018, we have $875 million available for borrowing under our senior unsecured revolving credit facility and $14 million available under our accounts receivable securitization facility to assist, if required, in meeting our working capital needs and other contractual obligations.

While our contractual obligations, commitments and debt service requirements over the next several years are significant, we continue to believe we will have available resources to meet our liquidity requirements, including debt service, for the next twelve months. If our cash flow from operations is insufficient to fund our debt service and other obligations, we may be required to use other means available to us such as increasing our borrowings, reducing or delaying capital expenditures, seeking additional capital or seeking to restructure or refinance our indebtedness. There can be no assurance, however, that we will continue to generate cash flows at or above current levels.

Total cash outflows for capital expenditures are expected to be in the range of $325 million to $350 million in 2018 primarily due to additional investments in growth opportunities in our Engineered Materials and Acetyl Intermediates segments.

On a stand-alone basis, Celanese and its immediate 100% owned subsidiary, Celanese US, have no material assets other than the stock of their subsidiaries and no independent external operations of their own. Accordingly, they generally depend on the cash flow of their subsidiaries and their ability to pay dividends and make other distributions to Celanese and Celanese US in order to meet their obligations, including their obligations under senior credit facilities and senior notes and to pay dividends on our Series A common stock, par value $0.0001 per share ("Common Stock").

Cash Flows

Cash and cash equivalents increased $132 million to $708 million as of June 30, 2018 compared to December 31, 2017. As of June 30, 2018, $572 million of the $708 million of cash and cash equivalents was held by our foreign subsidiaries. Under the TCJA, we have incurred a charge associated with the repatriation of previously unremitted foreign earnings, including foreign held cash. These funds are largely accessible, if needed in the US to fund operations. See Note 15 - Income Taxes in the accompanying unaudited interim consolidated financial statements for further information.

- Net Cash Provided by (Used in) Operating Activities

Net cash provided by operating activities increased $238 million to $728 million for the six months ended June 30, 2018 compared to $490 million for the same period in 2017. Net cash provided by operating activities for the six months ended June 30, 2018 increased primarily due to:

- an increase in net earnings;

partially offset by:

- unfavorable trade working capital of $67 million primarily due to an increase in trade receivables as a result of an increase in Net sales in our Acetyl Intermediates segment.

- Net Cash Provided by (Used in) Investing Activities

Net cash used in investing activities decreased $58 million to $331 million for the six months ended June 30, 2018 compared to $389 million for the same period in 2017, primarily due to:

- a net cash outflow of $268 million related to the acquisition of Nilit in May 2017, which did not recur this year;

partially offset by:

- a net cash outflow of $144 million related to the acquisition of Omni in February 2018; and
- an increase of $49 million in capital expenditures related to growth opportunities in our Engineered Materials and Acetyl Intermediates segments.

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- Net Cash Provided by (Used in) Financing Activities

Net cash used in financing activities of $256 million for the six months ended June 30, 2018 was flat as compared to June 30, 2017 primarily due to:

- a decrease in net borrowings on short-term debt of $214 million, primarily as a result of higher borrowings under our revolving credit facility and accounts receivable securitization facility during the six months ended June 30, 2017 in connection with the acquisition of Nilit and related to the timing of share repurchases of our Common Stock;

largely offset by:

- a decrease of $200 million in share repurchases of our Common Stock during the six months ended June 30, 2018.

Debt and Other Obligations

There have been no material changes to our debt or other obligations described in our 2017 Form 10-K other than those disclosed above and in Note 10 - Debt in the accompanying unaudited interim consolidated financial statements.

Other Financing Arrangements

During the three months ended June 30, 2018, we entered into a factoring agreement with a global financial institution to sell certain accounts receivable on a non-recourse basis. These transactions are treated as a sale and are accounted for as a reduction in accounts receivable because the agreement transfers effective control over and risk related to the receivables to the buyer. We have no continuing involvement in the transferred receivables, other than collection and administrative responsibilities and, once sold, the accounts receivable are no longer available to satisfy creditors in the event of bankruptcy. We de-recognized $40 million of accounts receivable as of June 30, 2018.

Share Capital

We declared a quarterly cash dividend of $0.54 per share on our Common Stock on July 16, 2018, amounting to $73 million. The cash dividend will be paid on August 6, 2018 to holders of record as of July 27, 2018.

There have been no material changes to our share capital described in our 2017 Form 10-K other than those disclosed above and in Note 13 - Stockholders' Equity in the accompanying unaudited interim consolidated financial statements.

Contractual Obligations

Except as otherwise described in this report, there have been no material revisions outside the ordinary course of business to our contractual obligations as described in our 2017 Form 10-K.

Off-Balance Sheet Arrangements

We have not entered into any material off-balance sheet arrangements.

Critical Accounting Policies and Estimates

Our unaudited interim consolidated financial statements are based on the selection and application of significant accounting policies. The preparation of unaudited interim consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the unaudited interim consolidated financial statements and the reported amounts of Net sales, expenses and allocated charges during the reporting period. Actual results could differ from those estimates. However, we are not currently aware of any reasonably likely events or circumstances that would result in materially different results.

We describe our significant accounting policies in Note 2 - Summary of Accounting Policies, of the Notes to the Consolidated Financial Statements included in our 2017 Form 10-K. We discuss our critical accounting policies and estimates in MD&A in our 2017 Form 10-K.

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Recent Accounting Pronouncements

See Note 2 - Recent Accounting Pronouncements in the accompanying unaudited interim consolidated financial statements included in this Quarterly Report for information regarding recent accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk for the Company has not changed materially from the foreign exchange, interest rate and commodity risks disclosed in Item 7A. Quantitative and Qualitative Disclosures about Market Risk in our 2017 Form 10-K. See also Note 16 - Derivative Financial Instruments in the accompanying unaudited interim consolidated financial statements for further discussion of our market risk management and the related impact on the Company's financial position and results of operations.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this report. Based on that evaluation, as of June 30, 2018, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting

On February 1, 2018, we acquired 100% of the ownership interests of Omni Plastics, L.L.C. and its subsidiaries. See Note 3 - Acquisitions, Dispositions and Plant Closures in the accompanying unaudited interim consolidated financial statements for further information.

During the period covered by this report, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II — OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in a number of legal and regulatory proceedings, lawsuits, claims and investigations incidental to the normal conduct of its business, relating to such matters as product liability, land disputes, insurance coverage disputes, contracts, employment, antitrust and competition, intellectual property, personal injury and other actions in tort, workers' compensation, chemical exposure, asbestos exposure, taxes, trade compliance, acquisitions and divestitures, claims of legacy stockholders, past waste disposal practices and release of chemicals into the environment. The Company is actively defending those matters where it is named as a defendant. Due to the inherent subjectivity of assessments and unpredictability of outcomes of legal proceedings, the Company's litigation accruals and estimates of possible loss or range of possible loss may not represent the ultimate loss to the Company from legal proceedings. See Note 12 - Environmental and Note 18 - Commitments and Contingencies in the accompanying unaudited interim consolidated financial statements for a discussion of material environmental matters and material commitments and contingencies related to legal and regulatory proceedings. There have been no significant developments in the "Legal Proceedings" described in our 2017 Form 10-K other than those disclosed in Note 12 - Environmental and Note 18 - Commitments and Contingencies in the accompanying unaudited interim consolidated financial statements. See Part I - Item 1A. Risk Factors of our 2017 Form 10-K for certain risk factors relating to these legal proceedings.

Item 1A. Risk Factors

There have been no material changes to the risk factors under Part I, Item 1A of our 2017 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Repurchases of our Common Stock during the three months ended June 30, 2018 are as follows:

Period	Total Number of Shares Purchased[1]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares Remaining that may be Purchased Under the Program[2]
	(unaudited)			
April 1-30, 2018	749	$110.98	—	$1,531,000,000
May 1-31, 2018	614,725	$110.78	613,845	$1,463,000,000
June 1-30, 2018	278,757	$116.53	274,538	$1,431,000,000
Total	894,231		888,383	

(1) Includes 749, 880 and 4,219 shares for April, May and June 2018, respectively, related to shares withheld from employees to cover their withholding requirements for personal income taxes related to the vesting of restricted stock units.

(2) Our Board of Directors authorized the repurchase of $3.9 billion of our Common Stock since February 2008. See Note 13 - Stockholders' Equity in the accompanying unaudited interim consolidated financial statements for further information.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

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Item 6. Exhibits[1]

Exhibit Number	Description
3.1	Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed with the SEC on October 18, 2016).
3.1(a)	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Celanese Corporation (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on April 22, 2016).
3.2	Fifth Amended and Restated By-laws, amended effective July 16, 2018 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on July 18, 2018).
10.1‡	Celanese Corporation 2018 Global Incentive Plan, dated as of April 23, 2018 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on April 20, 2018).
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema Document.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

* Filed herewith.

† The schedules to this agreement have been omitted in accordance with Item 601(b)(2) of Regulation S-K. The Company agrees to furnish a copy of any schedule to the SEC upon request.

‡ Indicates a management contract or compensatory plan or arrangement.

(1) The Company and its subsidiaries have in the past issued, and may in the future issue from time to time, long-term debt. The Company may not file with the applicable report copies of the instruments defining the rights of holders of long-term debt to the extent that the aggregate principal amount of the debt instruments of any one series of such debt instruments for which the instruments have not been filed has not exceeded or will not exceed 10% of the assets of the Company at any pertinent time. The Company hereby agrees to furnish a copy of any such instrument(s) to the SEC upon request.

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SIGNATURES

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

CELANESE CORPORATION

By: /s/ MARK C. ROHR
Mark C. Rohr
Chairman of the Board of Directors and Chief Executive Officer

Date: July 20, 2018

By: /s/ SCOTT A. RICHARDSON
Scott A. Richardson
Senior Vice President and Chief Financial Officer

Date: July 20, 2018