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Celanese CORP
Form 11-K
June 28, 2006

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

FORM 11-K

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

(Mark One)

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

For the fiscal year ended: December 31, 2005

OR

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

For the transition period from _____ to _____

Commission File Number: 0-26001

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

Celanese Americas Retirement Savings Plan
1601 W LBJ Freeway
Dallas, TX 75234

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

Celanese Corporation
1601 W LBJ Freeway
Dallas, TX 75234

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

CELANESE AMERICAS RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

As of December 31, 2005 and 2004 and

for the Years Ended December 31, 2005 and 2004

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have audited the accompanying statements of net assets available for benefits of Celanese Americas Retirement Savings Plan (the Plan) as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Celanese Americas Retirement Savings Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule H, line 4i-schedule of assets (held at end of year) as of December 31, 2005 is presented for the purpose of additional analysis and is not a required part of the basic

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financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Dallas, Texas
June 27, 2006

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CELANESE AMERICAS RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2005 AND 2004

| | 2005 | 2004 |
|---|----------------|-----------|
| | ----- | ----- |
| | (In thousands) | |
| ASSETS | | |
| Investments: | | |
| Fair value | \$519,489 | \$518,640 |
| Contract value | 187,250 | 189,084 |
| | ----- | ----- |
| Total investments | 706,739 | 707,724 |
| | ----- | ----- |
| Receivables: | | |
| Accrued interest and dividends | 1,472 | 1,367 |
| | ----- | ----- |
| Total receivables | 1,472 | 1,367 |
| | ----- | ----- |
| Total assets | 708,211 | 709,091 |
| LIABILITIES | | |
| Payables | 690 | 467 |
| | ----- | ----- |
| Net assets available for benefits | \$707,521 | \$708,624 |
| | ===== | ===== |

See accompanying notes to financial statements.

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CELANESE AMERICAS RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR
BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

| | 2005 | 2004 |
|--|-------|-------|
| | ----- | ----- |

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(In thousands)

| | | |
|---|------------|------------|
| Investment income: | | |
| Net appreciation of investments (Note 3) | \$ 31,949 | \$ 54,015 |
| Interest | 12,114 | 11,232 |
| Dividends | 561 | 782 |
| Other | 488 | 102 |
| | ----- | ----- |
| Total investment income | 45,112 | 66,131 |
| | ----- | ----- |
| Contributions: | | |
| Company | 10,231 | 10,488 |
| Participant | 20,728 | 21,066 |
| Rollovers | 921 | 708 |
| | ----- | ----- |
| Total contributions | 31,880 | 32,262 |
| | ----- | ----- |
| Administrative expenses | (2,174) | (1,050) |
| Withdrawals and distributions | (91,320) | (71,983) |
| Transfers from(to) other plans (Note 1) | 15,399 | (11,081) |
| | ----- | ----- |
| Net increase(decrease) | (1,103) | 14,279 |
| Net assets available for benefits: | | |
| Beginning of year | 708,624 | 694,345 |
| | ----- | ----- |
| End of year | \$ 707,521 | \$ 708,624 |
| | ===== | ===== |

See accompanying notes to financial statements.

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CELANESE AMERICAS RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(1) DESCRIPTION OF THE PLAN

The Celanese Americas Retirement Savings Plan (the "Plan") is a participant directed, defined contribution plan sponsored by Celanese Americas Corporation and Subsidiaries ("Celanese" or the "Company"), a wholly owned subsidiary of Celanese Corporation. In October 2004, as part of an organizational restructuring, Celanese AG transferred all of the shares of Celanese Americas Corporation to Celanese Corporation, Celanese AG's ultimate parent. As a result of the organizational restructuring Celanese AG stock was eliminated as an investment option within the Plan. The Plan covers certain employees of the Company and its participating affiliates ("Participants"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Participants in the Plan should refer to the Plan document for more complete details of the Plan's provisions.

On May 3, 2004, the Plan transferred \$11,081,490 to the Dow Chemical Company Employee Savings Plan. The transfer represents participant assets for employees that were transferred from the Plan to the Dow Chemical Company Employee Savings Plan in conjunction with Celanese AG's sale of its acrylates business.

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In February 2005, participant account balances of \$15,398,640 were transferred into the Plan from the Retirement Savings Plan of the ICI Group. This transfer represents participant assets for employees that were transferred to Celanese in conjunction with the purchase of the Vinamul emulsions business of the National Starch and Chemical Company, a subsidiary of ICI.

The Company has a trust agreement with State Street Bank & Trust Company. The trust agreement establishes a qualified trust for the Plan. The assets of the trust are managed by various investment managers appointed by the Company.

The Company's Investment Committee oversees the Plan and has discretionary authority to appoint an agent to direct the purchase and sale of investments in the Plan. The Company appointed the Plan Administrator and Investment Committee as the named fiduciaries of the Plan.

(A) ELIGIBILITY

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

(B) PARTICIPANT CONTRIBUTIONS

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

(C) COMPANY CONTRIBUTIONS

The Company makes a contribution equal to the amount contributed by each Participant up to 5% of such Participant's eligible compensation for non-union participants, as defined in the

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Plan document. The Company's contribution for union participants varies, as defined in the Plan document, but does not exceed 3% of the Participant's eligible compensation.

(D) VESTING

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

(E) FORFEITURES

Forfeitures of non-vested Company contributions are used to reduce

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future employer contributions or to restore prior forfeitures under certain conditions. In 2005 and 2004, Company contributions were reduced by \$442 and \$157,371, respectively, from forfeited non-vested accounts. At December 31, 2005 and 2004, forfeitures of \$495,699 and \$377,395, respectively, were available for reducing future employer contributions or to restore prior forfeitures under certain conditions.

(F) DISTRIBUTIONS AND WITHDRAWALS

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

(G) PARTICIPANT ACCOUNTS

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

(H) PARTICIPANT LOANS

Participants who are actively working, and have a vested account balance of at least \$2,000, may borrow up to the lesser of 50% of the vested account balance or \$50,000 less the highest outstanding loan balance in the previous 12 months. The minimum loan available is \$1,000 and shall not exceed \$50,000. Loans are generally for periods of up to five years with the exception of the purchase of a primary residence in which case the loan can be for a period up to fifteen years. Loans are repaid in bi-weekly installments and include interest charges. The interest rate on new loans, fixed on the first business day of the month, is based on the Prime Lending Rate (per the Wall Street Journal) plus 1%. The range of interest rates for outstanding Participant loans as of December 31, 2005 and 2004 was 5% to 10.5% with maturities ranging from 2006 to 2020.

(I) INVESTMENTS

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

CELANESE AG STOCK

On December 16, 2003, BCP Crystal Acquisition GmbH & Co. KG ("BCP"), a German limited partnership controlled by a group of investor funds advised by The Blackstone Group, announced its intention to launch a

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voluntary public offer to acquire all of the outstanding

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shares, excluding treasury shares, of Celanese AG, for a price of euro 32.50 per share, without interest. On April 1, 2004, BCP announced that the minimum acceptance conditions for the offer had been met. One of the Plan's investment options for Participants included the company stock fund, which allowed Participants to invest in common shares of Celanese AG. Following the completion of the tender offer, Celanese AG shares were delisted from the New York Stock Exchange and the company stock fund was eliminated as an investment option. During 2004, the Plan eliminated the company stock fund as an investment option. During 2004, the Plan also added the Marsico Capital Management Fund as an investment option, which replaced the Janus Large Capital Fund as an investment option.

CELANESE CORPORATION STOCK

On August 8, 2005, an amendment was approved by the Plan whereby a "stock bonus plan" was adopted as a permanent feature of the Plan and shall be primarily invested in common shares of Celanese Corporation. This stock bonus plan limits employee holdings of Celanese Corporation common shares to twenty percent of the employee's total account balance under the Plan and imposes a 90 day restriction on reentry into the stock fund after a sale of stock. State Street Global Advisors was named as the fiduciary of the employer stock fund. The Trustee shall vote shares of Celanese stock in accordance with the instructions of the Participants in whose accounts the shares are held. Participants have the right to give such instructions whether they are vested or not. The trustee shall vote the total number of shares of Celanese Stock held by the Plan as of the date of the annual meeting of Celanese Corporation. Purchases and sales of Celanese Corporation stock are generally made on the open market on behalf of and as directed by Plan Participants. During 2005, the Trustee purchased 195,310 shares of Celanese Corporation stock for the fund at an average price of \$17.60 per share, and sold 6,755 shares of Celanese Corporation stock for the fund at an average price \$18.39 per share.

STABLE VALUE FUND

Included in the Plan's twelve investment options is the Stable Value Fund. The Stable Value Fund invests in a variety of investment grade fixed income securities, primarily U.S. Treasury, Agency, corporate, and mortgage-backed securities. The fund, also known as a synthetic guaranteed investment contract ("GIC"), also invests in a special kind of investment contract called a "benefit responsive wrap." The wrap provides for a guarantee of principal and a stabilized interest rate. The average yield of the investment contracts was 5.18% and 4.69% for the years ended December 31, 2005 and 2004, respectively. The crediting interest rate on investment contracts was 5.40% and 4.72% as of December 31, 2005 and 2004, respectively.

The crediting rates for certain GICs are reset quarterly and are based on the market value of the portfolio of assets underlying these contracts. Inputs used to determine the crediting rate include each contract's portfolio market value, current yield-to-maturity, duration (i.e. weighted average life) and market value relative to contract value. All contracts have a guaranteed rate of 0% or higher with respect to determining interest rates resets.

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A synthetic GIC provides for a guaranteed return on principal over a period of time through the use of underlying assets and a benefit responsive wrapper contract issued by a third party. The wrapper contract provides market and cash flow protection to the Plan. The value of the wrapper is determined by the difference between the fair value of the underlying assets and the contract value attributable by the wrapper to those assets. The value of the wrapper as of December 31, 2005 and 2004 was \$2,202,595 and \$(2,027,011), respectively.

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(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) BASIS OF PRESENTATION

The accompanying financial statements are prepared under the accrual method of accounting.

(B) VALUATION OF INVESTMENTS AND INCOME RECOGNITION

The Plan's investments are stated at fair value, which is determined through quoted market prices, except for the GIC, which is at contract value. Investments in the collective trust funds are valued at fair value based upon the quoted market values of the underlying assets, where available. Loans to Participants are valued at cost, which approximates fair value. All purchases and sales of securities are recorded on a trade-date basis.

Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year as well as net appreciation (depreciation) of the investments held at the end of the year.

(C) RISKS AND UNCERTAINTIES

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

(D) USE OF ESTIMATES

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

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(E) PAYMENT OF BENEFITS

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Benefits are recorded when paid.

(E) RECLASSIFICATIONS

The Plan has reclassified certain 2004 amounts to conform to the 2005 presentation.

(3) INVESTMENTS

The following table presents the total investments of the Plan segregated by valuation method. Investments that represent five percent or more of the Plan's net assets as of December 31 are marked with an asterisk (*).

| | As of December 31, | |
|---|--------------------|----------|
| | 2005 | 2004 |
| | (in thousands) | |
| QUOTED MARKET PRICE: | | |
| Celanese Corporation Common Stock | 3,605 | -- |
| Interest Bearing Cash | 6,939 | 8,519 |
| US Government Securities | 34,690 | 32,702 |
| Common Stock | 25,962 | 18,999 |
| Mutual Funds | 9,507 | 11,449 |
| | 80,703 | 71,669 |
| INVESTMENTS AT ESTIMATED FAIR VALUE: | | |
| Alliance Collective Investment Trust | 179,391* | 184,855* |
| BGI Equity Index Fund 1 | 106,227* | 112,807* |
| BGI Russell 2000 Alpha Tilts Fund F | 60,977* | 67,926* |
| Common/Collective Trusts | 80,181 | 69,022 |
| | 426,776 | 434,610 |
| INVESTMENTS AT ESTIMATED CONTRACT VALUE: | | |
| Liquidity Cash | 674 | 670 |
| U.S. Treasury Notes | 148 | 566 |
| JPMCB Intermediate Bond Fund | 184,226* | 189,875* |
| Bank of America - wrapper | 734 | (676) |
| Caisse Depots Et Consignations - wrapper | 734 | (675) |
| State Street Bank - wrapper | 734 | (676) |

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| | | |
|-----------------------|-----------|------------|
| | ----- | ----- |
| | 187,250 | 189,084 |
| | ----- | ----- |
| LOANS TO PARTICIPANTS | ----- | ----- |
| | 12,010 | 12,361 |
| | ----- | ----- |
| | \$706,739 | \$ 707,724 |
| | ===== | ===== |

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During 2005 and 2004, the Plan's investments (including investments bought and sold and held during the year) appreciated (depreciated) in value as follows (in thousands):

| | For years ended December 31, | |
|--------------------------------------|------------------------------|-----------|
| | ----- | ----- |
| | 2005 | 2004 |
| | ----- | ----- |
| QUOTED MARKET PRICE: | | |
| US Government Securities | \$ 1,029 | \$ 1,274 |
| Common Stock | 1,885 | 40,824 |
| Celanese Corporation, Common Stock | 293 | -- |
| Mutual Funds | (158) | 1,663 |
| | ----- | ----- |
| | 3,049 | 43,761 |
| | ----- | ----- |
| INVESTMENTS AT ESTIMATED FAIR VALUE: | | |
| Common/Collective Trusts | 28,900 | 10,254 |
| | ----- | ----- |
| | ===== | ===== |
| | \$ 31,949 | \$ 54,015 |
| | ===== | ===== |

(4) PLAN TERMINATION

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

(5) FEDERAL INCOME TAXES

The IRS has determined and informed the Company by a letter dated April 19, 2004, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since

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receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(6) ADMINISTRATIVE EXPENSES

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

(7) PARTIES-IN-INTEREST

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

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Celanese Americas Retirement Savings Plan

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PAGE: 1
PLAN YEAR ENDING: 12/31/05

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

THIS IS A COMPOSITE REPORT FOR:

| | |
|------|--------------------------|
| 05MA | HOISINGTON INV. MGMT CO |
| 05MB | BERNSTEIN |
| 05MD | JP MORGAN |
| 05ME | CELANESE SAV LOAN FUND |
| 05MG | PIMCO |
| 05MH | CAPITAL GUARDIAN |
| 05ML | JP MORGAN |
| 05MN | JP MORGAN |
| 05MO | JP MORGAN |
| 05MP | BARCLAYS |
| 05MQ | |
| 05MU | BARCLAYS |
| 05MV | MARSICO CAPITAL MGMT LLC |
| 05MW | SSGA |

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Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (C) DESCRIPTION OF INVESTMENT SHARES/PAR | RATE MAT DATE (D) COST |
|-----------------------|--|---|---------------------------|
| INTEREST BEARING CASH | | | |
| | BGI MONEY MARKET FD FOR EBT | CASH HELD AT ALEX BROWN | |
| | | 7.000 | 7.00 |
| 05MP | 05499B995 | 2.000 | 2.00 |
| 05MU | 05499B995 | 5.000 | 5.00 |
| | BZW PRINCIPAL CASH | | |
| | | 3.920 | 3.92 |
| 05MP | 12399A986 | 3.060 | 3.06 |
| 05MU | 12399A986 | 0.860 | 0.86 |
| | *MORGAN GUARANTY TRUST CO OF NY LIQUIDITY FUND | | 0.001 12/31/2006 |
| | | 5,032,141.51 | 5,032,141.51 |
| 05MD | 61699B004 | 611,460.70 | 611,460.70 |
| 05ML | 61699B004 | 295,131.07 | 295,131.07 |
| 05MN | 61699B004 | 149,612.27 | 149,612.27 |
| 05MO | 61699B004 | 3,975,937.47 | 3,975,937.47 |
| | *MORGAN GUARANTY TRUST CO OF NY LIQUIDITY FUND | | 0.010 12/31/2005 |
| | | 35,404.90 | 35,404.90 |
| 05MD | 61699B004 | 35,404.90 | 35,404.90 |
| | *STATE STREET BANK + TRUST CO | SHORT TERM INVESTMENT FUND | 1.000 12/31/2030 |
| | | 1,871,342.86 | 1,871,342.86 |
| 05MA | 8574809S8 | 952,357.41 | 952,357.41 |
| 05MQ | 8574809S8 | 1,194.81 | 1,194.81 |
| 05MV | 8574809S8 | 830,840.89 | 830,840.89 |
| 05MW | 8574809S8 | 86,949.75 | 86,949.75 |
| | | ----- | ----- |
| | | 6,938,900.19 | 6,938,900.19 |

[STATE STREET LOGO]

* Party-in-interest

Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (C) DESCRIPTION OF INVESTMENT SHARES/PAR | RATE | MAT (D) CO |
|----------------------------|------------------------|---|-------|---------------|
| U.S. GOVERNMENT SECURITIES | | | | |
| | | UNITED STATES TREAS BDS | 6.625 | 02/15 |
| 05MA | 912810EZ7 | 3,827,000.00 | | 4,55 |
| | | 3,827,000.00 | | 4,55 |
| | | UNITED STATES TREAS BDS | 6.375 | 08/15 |
| 05MA | 912810FA1 | 4,910,000.00 | | 5,48 |
| | | 4,910,000.00 | | 5,48 |
| | | UNITED STATES TREAS BDS | 5.250 | 11/15 |
| 05MA | 912810FF0 | 6,585,000.00 | | 6,68 |
| | | 6,585,000.00 | | 6,68 |
| | | UNITED STATES TREAS BDS | 5.250 | 02/15 |
| 05MA | 912810FG8 | 15,185,000.00 | | 15,18 |
| | | 15,185,000.00 | | 15,18 |
| | | 30,507,000.00 | | 31,91 |

[STATE STREET LOGO]

Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (C) DESCRIPTION OF INVESTMENT SHARES/PAR | RATE | (D) |
|---------------------------|------------------------|---|------|----------------------------|
| CORPORATE STOCKS - COMMON | | | | |
| | | UBS AG | | COMMON STOCK |
| 05MV | H8920M855 | 6,744.000 | | 570 |
| | | 6,744.000 | | 570 |
| | | AMERICA MOVIL S A DEC V | | SPONS ADR REPSTG SER L SHS |
| 05MV | 02364W105 | 2,348.000 | | 70 |
| | | 2,348.000 | | 70 |
| | | AMGEN INC | | COM |

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| | | | | | |
|------|-----------|-----------------------------|-----------|-------------|-------|
| 05MV | 031162100 | AMYLIN PHARMACEUTICALS INC | | 8,669.000 | 698 |
| | | | | 8,669.000 | 698 |
| 05MV | 032346108 | APPLE COMPUTER | COM NPV | 5,303.000 | 172 |
| | | | | 5,303.000 | 172 |
| 05MV | 037833100 | BURLINGTON NORTHN SANTA FE | COM | 16,574.000 | 973 |
| | | | | 16,574.000 | 973 |
| 05MV | 12189T104 | CVS CORP | COM | 6,612.000 | 372 |
| | | | | 6,612.000 | 372 |
| 05MV | 126650100 | CATERPILLAR INC | COM | 9,504.000 | 215 |
| | | | | 9,504.000 | 215 |
| 05MV | 149123101 | *CELANESE CORP DE | COM SER A | 14,271.000 | 614 |
| | | | | 14,271.000 | 614 |
| 05MW | 150870103 | CHICAGO MERCANTILE EXCHANGE | COM | 188,555.000 | 3,317 |
| | | | | 188,555.000 | 3,317 |
| 05MV | 167760107 | COUNTRYWIDE FINL CORP | COM | 1,658.000 | 356 |
| | | | | 1,658.000 | 356 |
| 05MV | 222372104 | | | 13,939.000 | 444 |
| | | | | 13,939.000 | 444 |

[STATE STREET LOGO]

* Party-in-interest

Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (C) DESCRIPTION OF INVESTMENT SHARES/PAR | RATE | MAT DATE (D) COST |
|-------------|------------------------|---|------------|----------------------|
| 05MV | 31428X106 | FEDEX CORP COM | 9,791.000 | 799,316.78 |
| | | | 9,791.000 | 799,316.78 |
| 05MV | 35100E104 | FOUR SEASONS HOTELS INC LTD VTG SH | 3,104.000 | 166,560.64 |
| | | | 3,104.000 | 166,560.64 |
| 05MV | 368710406 | GENENTECH INC COM | 19,233.000 | 1,012,457.40 |
| | | | 19,233.000 | 1,012,457.40 |
| 05MV | 369550108 | GENERAL DYNAMICS CORP COM | 4,193.000 | 437,689.28 |
| | | | 4,193.000 | 437,689.28 |

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| FUND | IDENTITY OF ISSUER | DESCRIPTION OF INVESTMENT | RATE | MAT DATE |
|------|--------------------|---------------------------|-------------|------------|
| 05MV | 369604103 | GENERAL ELEC CO | COM | |
| | | | 21,268.000 | 667,294.28 |
| | | | 21,268.000 | 667,294.28 |
| 05MV | 372917104 | GENZYME CORP | COM GEN DIV | |
| | | | 3,146.000 | 233,928.59 |
| | | | 3,146.000 | 233,928.59 |
| 05MV | 38141G104 | GOLDMAN SACHS GROUP INC | COM | |
| | | | 2,836.000 | 343,931.72 |
| | | | 2,836.000 | 343,931.72 |
| 05MV | 38259P508 | GOOGLE INC | CL A | |
| | | | 1,834.000 | 421,984.30 |
| | | | 1,834.000 | 421,984.30 |
| 05MV | 406216101 | HALLIBURTON CO | COM | |
| | | | 4,717.000 | 322,183.28 |
| | | | 4,717.000 | 322,183.28 |
| 05MV | 437076102 | HOME DEPOT INC | COM | |
| | | | 10,046.000 | 398,847.82 |
| | | | 10,046.000 | 398,847.82 |
| 05MV | 48666K109 | KB HOME | COM | |
| | | | 5,492.000 | 315,813.78 |
| | | | 5,492.000 | 315,813.78 |
| 05MV | 524908100 | LEHMAN BROTHERS HLDGS INC | COM | |
| | | | 6,972.000 | 777,459.83 |
| | | | 6,972.000 | 777,459.83 |

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Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (C) DESCRIPTION OF INVESTMENT SHARES/PAR | RATE | MAT DATE (D) COST |
|-------------|------------------------|---|------------|----------------------|
| 05MV | 526057104 | LENNAR CORP | CL A | |
| | | | 6,095.000 | 325,657.51 |
| | | | 6,095.000 | 325,657.51 |
| 05MV | 539830109 | LOCKHEED MARTIN CORP | COM | |
| | | | 4,108.000 | 245,508.32 |
| | | | 4,108.000 | 245,508.32 |
| 05MV | 548661107 | LOWES COS INC | USD0.50 | |
| | | | 18,203.000 | 1,069,191.74 |
| | | | 18,203.000 | 1,069,191.74 |
| 05MV | 552676108 | M.D.C. HOLDINGS INC | COM | |
| | | | 3,084.000 | 161,957.45 |
| | | | 3,084.000 | 161,957.45 |
| 05MV | | MGM MIRAGEINC | COM | |
| | | | 16,275.000 | 616,557.90 |

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| | | | | | |
|------|-----------|-----------------------|-----|------------|------------|
| 05MV | 552953101 | MEDTRONIC INC | COM | 16,275.000 | 616,557.90 |
| | | | | 10,371.000 | 526,516.19 |
| 05MV | 585055106 | MOTOROLA INC | COM | 10,371.000 | 526,516.19 |
| | | | | 32,837.000 | 728,569.31 |
| 05MV | 620076109 | PEPSICO INC | COM | 32,837.000 | 728,569.31 |
| | | | | 2,551.000 | 133,187.71 |
| 05MV | 713448108 | PROCTER AND GAMBLE CO | COM | 2,551.000 | 133,187.71 |
| | | | | 13,816.000 | 730,718.67 |
| 05MV | 742718109 | PROGRESSIVE CORP OHIO | COM | 13,816.000 | 730,718.67 |
| | | | | 2,357.000 | 250,075.62 |
| 05MV | 743315103 | QUALCOMM INC | COM | 2,357.000 | 250,075.62 |
| | | | | 17,209.000 | 601,564.08 |
| 05MV | 747525103 | QUEST DIAGNOSTICS INC | COM | 17,209.000 | 601,564.08 |
| | | | | 5,840.000 | 243,936.80 |
| 05MV | 74834L100 | | | 5,840.000 | 243,936.80 |

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Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (C) DESCRIPTION OF INVESTMENT SHARES/PAR | RATE MAT DATE (D) COST |
|-------------|------------------------|---|---------------------------|
| | SLM CORP | COM | |
| 05MV | 78442P106 | 14,070.000 | 572,930.40 |
| | | 14,070.000 | 572,930.40 |
| | ST JOE CO | COM | |
| 05MV | 790148100 | 2,794.000 | 196,444.55 |
| | | 2,794.000 | 196,444.55 |
| | STARBUCKS CORP | COM | |
| 05MV | 855244109 | 13,758.000 | 303,210.42 |
| | | 13,758.000 | 303,210.42 |
| | STATION CASINOS INC | | |
| 05MV | 857689103 | 1,525.000 | 102,251.25 |
| | | 1,525.000 | 102,251.25 |
| | TARGET CORP | COM | |
| 05MV | 87612E106 | 12,803.000 | 667,877.18 |
| | | 12,803.000 | 667,877.18 |
| | TOLL BROS INC | COM | |
| | | 3,104.000 | 108,025.61 |

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| | | | | | |
|------|-----------|------------------------|-----------|------------|--------------|
| 05MV | 889478103 | TOYOTA MTR CO | ADR 2 COM | 3,104.000 | 108,025.61 |
| | | | | 5,587.000 | 572,493.42 |
| 05MV | 892331307 | UCBH HLDGS INC | COM | 5,587.000 | 572,493.42 |
| | | | | 4,631.000 | 92,356.38 |
| 05MV | 90262T308 | UNION PAC CORP | COM | 4,631.000 | 92,356.38 |
| | | | | 4,994.000 | 366,818.98 |
| 05MV | 907818108 | UNITEDHEALTH GROUP INC | COM | 4,994.000 | 366,818.98 |
| | | | | 33,214.000 | 1,057,775.84 |
| 05MV | 91324P102 | WALGREEN CO | COM | 33,214.000 | 1,057,775.84 |
| | | | | 4,710.000 | 213,197.48 |
| 05MV | 931422109 | WYNN RESORTS LTD | COM | 4,710.000 | 213,197.48 |
| | | | | 2,776.000 | 156,848.41 |
| 05MV | 983134107 | | | 2,776.000 | 156,848.41 |

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Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (C) DESCRIPTION OF INVESTMENT SHARES/PAR | RATE MAT DATE (D) COST |
|-------------|------------------------|---|---------------------------|
| | YUM BRANDS INC | COM | |
| | | 10,666.000 | 522,500.58 |
| 05MV | 988498101 | 10,666.000 | 522,500.58 |
| | ZIMMER HOLDINGS INC | COM | |
| | | 7,458.000 | 551,519.41 |
| 05MV | 98956P102 | 7,458.000 | 551,519.41 |
| | | ----- | ----- |
| | | 621,645.000 | 24,823,241.49 |

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Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING:12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (C) DESCRIPTION OF INVESTMENT SHARES/PAR | RATE MAT DATE (D) COST |
|-------------------------------|---|---|---------------------------|
| LOANS TO PARTICIPANTS - OTHER | | | |
| | *LOANS TO PARTICIPANTS Interest rates from 5.0% to 10.5% | | |
| 05ME | 53999S985 | 12,010,037.910 | 12,010,037.91 |
| | | 12,010,037.910 | 12,010,037.91 |
| | | ----- | ----- |
| | | 12,010,037.910 | 12,010,037.91 |

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* Party-in-interest

Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (C) DESCRIPTION OF INVESTMENT SHARES/PAR | RATE M (D) |
|--------------------------|-----------------------------|---|---------------|
| COMMON/COLLECTIVE TRUSTS | | | |
| | ALLIANCE COLLECTIVE INVT TR | BERNSTEIN STRATEGIC VALUE COL | |
| 05MB | 018564823 | 12,999,317.032 | 110,46 |
| | | 12,999,317.032 | 110,46 |
| | * JPMCB SPECIAL SITUATION | PROPERTY FUND | |
| 05ML | 03499B925 | 462.465 | 41 |
| 05MN | 03499b925 | 162.224 | 14 |
| | | 300.241 | 26 |
| | BGI EQUITY INDEX FUND I | | |
| 05MP | 05799K984 | 2,816,934.956 | 79,51 |
| | | 2,816,934.956 | 79,51 |
| | BGI RUSSEL 2000 ALPHA | TILTS CL F | |
| | | 4,252,262.320 | 50,77 |

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| | | | | |
|------|-----------|----------------------------------|---------------|-------|
| 05MU | 05999K966 | | 4,252,262.320 | 50,77 |
| | | CG INTL NON US EQUITY | | |
| 05MH | 12599Q971 | | 825,361.643 | 19,48 |
| | | | 825,361.643 | 19,48 |
| | | * JPMCB STRATEGIC PROPERTY | | |
| | | FND | | |
| | | | 1,455.194 | 1,52 |
| 05MD | 46599C921 | | 501.657 | 44 |
| 05ML | 46599C921 | | 408.065 | 45 |
| 05MN | 46599C921 | | 545.472 | 62 |
| | | * JPMCB EAFE REI FUND | | |
| 05MD | 46799F989 | | 23,109.788 | 21 |
| | | | 23,109.788 | 21 |
| | | * JPMBC EMERGING MARKETS EQUITY | | |
| | | REF 29803779 | | |
| | | | 22,889.409 | 25 |
| 05ML | 46799G953 | | 12,114.880 | 12 |
| 05MN | 46799G953 | | 10,774.529 | 12 |
| | | * JPMBC US ACTIVE FIXED CORE FD | | |
| | | REF 29803773 | | |
| | | | 637,782.901 | 15,86 |
| 05MD | 46799G961 | | 388,219.351 | 9,44 |
| 05ML | 46799G961 | | 178,315.760 | 4,55 |
| 05MN | 46799G961 | | 71,247.790 | 1,86 |
| | | * JPMBC US DISCIPLINED EQUITY FD | | |
| | | REF 29803764 | | |
| | | | 406,410.029 | 8,20 |
| 05MD | 46799G979 | | 163,786.326 | 3,17 |

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* Party-in-interest

Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (C) DESCRIPTION OF INVESTMENT SHARES/PAR | RATE MAT DATE (D) COST |
|-------------|------------------------|---|---------------------------|
| 05ML | 46799G979 | 132,391.867 | 2,715,086.16 |
| 05MN | 46799G979 | 110,231.836 | 2,315,969.58 |
| | | * JPMBC US ANALYST FUND | |
| | | REF 29803784 | |
| | | | 932,783.594 |
| 05MD | 46799G987 | 189,927.771 | 1,577,224.59 |
| 05ML | 46799G987 | 240,843.703 | 2,293,687.00 |

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| | | | | |
|------|-----------|----------------------------------|----------------|----------------|
| 05MN | 46799G987 | | 502,012.120 | 4,939,300.86 |
| | | * JPMBC EAFE EQUITY OPP FD | REF 29803782 | |
| | | | 238,650.602 | 2,520,945.35 |
| 05MD | 467999926 | | 39,406.903 | 331,670.78 |
| 05ML | 467999926 | | 74,182.872 | 788,502.88 |
| 05MN | 467999926 | | 125,060.827 | 1,400,771.69 |
| | | * JPMBC US REAL ESTATE SECS FD | REF 29803783 | |
| | | | 43,686.042 | 831,174.53 |
| 05ML | 467999934 | | 14,826.920 | 263,499.84 |
| 05MN | 467999934 | | 28,859.122 | 567,674.69 |
| | | * JPMBC EAFE PLUS FUND | REF 29803781 | |
| | | | 200,220.341 | 2,737,866.78 |
| 05ML | 467999942 | | 57,414.889 | 799,262.61 |
| 05MN | 467999942 | | 142,805.452 | 1,938,604.17 |
| | | * JPMBC US STRATEGIC SML CO EQ | REF29803776 | |
| | | | 172,117.297 | 3,448,753.29 |
| 05MD | 47299X926 | | 35,900.097 | 570,573.50 |
| 05ML | 47299X926 | | 54,535.268 | 1,117,615.10 |
| 05MN | 47299X926 | | 81,681.932 | 1,760,564.69 |
| | | * JPMBC CORP HIGH YIELD FD | REF 29803775 | |
| | | | 62,752.990 | 939,799.02 |
| 05ML | 47299X934 | | 28,180.731 | 413,739.51 |
| 05MN | 47299X934 | | 34,572.259 | 526,059.51 |
| | | * JPMBC EMERGING MKTS FIX INC FD | REF 29803773 | |
| | | | 45,974.828 | 956,869.69 |
| 05ML | 47299X942 | | 20,646.510 | 416,998.25 |
| 05MN | 47299X942 | | 25,328.318 | 539,871.44 |
| | | * JPMBC EMG MKTS FOCUSED FUND | REF 29803785 | |
| | | | 17,022.578 | 227,728.08 |
| 05MN | 47299X967 | | 17,022.578 | 227,728.08 |
| | | | ----- | ----- |
| | | | 23,699,194.009 | 307,182,426.13 |

[STATE STREET LOGO]

* Party-in-interest

Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

(A)
FUND

(B) IDENTITY OF ISSUER

(C) DESCRIPTION OF INVESTMENT
SHARES/PAR

RATE MA
(D) C

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REGISTERED INVESTMENT COMPANY

| | PIMCO FDS PAC INVT MGMT SER | TOTAL RETURN FD II ADMIN CL | |
|------|-----------------------------|-----------------------------|---------|
| 05MG | 693390544 | 952,592.789 | 9,867,0 |
| | | 952,592.789 | 9,867,0 |
| | | ----- | ----- |
| | | 952,592.789 | 9,867,0 |

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Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| (A) FUND | (B) IDENTITY OF ISSUER | (E) CURRENT VALUE |
|--|------------------------|----------------------|
| ----- | | |
| INSURANCE CO. GENERAL ACCOUNT [Underlying assets] | | |
| Liquidity Cash | | 673,938 |
| U.S. Treasury Note | | 148,289 |
| JPMCB Intermediate Bond Fund | | 184,225,564* |
| Bank of America - wrapper | | 734,125 |
| Caisse Depots Et Consignations - wrapper | | 734,125 |
| State Street Bank - wrapper | | 734,345* |
| ----- | | |
| Contract Value of Benefit Responsive Synthetic GIC | | 187,250,386 |

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* Party-in-interest

Celanese Americas Retirement Savings Plan

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PLAN YEAR ENDING: 12/31/05

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

| ASSET CATEGORY | UNITS | COST | CURRENT VALUE |
|---|-----------------|----------------|----------------|
| INTEREST BEARING CASH | 6,938,900.190 | 6,938,900.19 | 6,938,900.19 |
| CERTIFICATES OF DEPOSIT | 0.000 | 0.00 | 0.00 |
| U.S. GOVERNMENT SECURITIES | 30,507,000.000 | 31,911,079.26 | 34,689,980.01 |
| CORP. DEBT INSTR. - PREFERRED | 0.000 | 0.00 | 0.00 |
| CORP. DEBT INSTR. - ALL OTHER | 0.000 | 0.00 | 0.00 |
| CORPORATE STOCKS - PREFERRED | 0.000 | 0.00 | 0.00 |
| CORPORATE STOCKS - COMMON | 621,645.000 | 24,823,241.49 | 29,567,463.02 |
| PARTN./JOINT VENTURE INTERESTS | 0.000 | 0.00 | 0.00 |
| REAL ESTATE-INCOME PRODUCING | 0.000 | 0.00 | 0.00 |
| REAL ESTATE-NON INC. PRODUCING | 0.000 | 0.00 | 0.00 |
| LOANS SECURED BY MTGES-RESID | 0.000 | 0.00 | 0.00 |
| LOANS SECURED BY MTGES-COM'L | 0.000 | 0.00 | 0.00 |
| LOANS TO PARTIC. - MORTGAGES | 0.000 | 0.00 | 0.00 |
| LOANS TO PARTICIPANTS - OTHER (Interest rates range from 5% to 10.5%) | 12,010,037.910 | 12,010,037.91 | 12,010,037.91 |
| OTHER | 0.000 | 0.00 | 0.00 |
| COMMON/COLLECTIVE TRUSTS | 23,699,194.009 | 307,182,426.13 | 426,775,547.31 |
| POOLED SEPARATE ACCOUNTS | 0.000 | 0.00 | 0.00 |
| 103-12 INVESTMENTS | 0.000 | 0.00 | 0.00 |
| REGISTERED INVESTMENT COMPANY | 952,592.789 | 9,867,029.69 | 9,506,876.04 |
| INSURANCE CO. GENERAL ACCOUNT | 187,250,386.400 | 187,250,386.40 | 187,250,386.40 |
| ** ASSET CATEGORY NOT FOUND ** | 0.000 | 0.00 | 0.00 |
| GRAND TOTALS | 261,979,756.298 | 579,983,101.07 | 706,739,190.88 |

See report of independent registered public accounting firm.

RUN DATE: 04/03/06

[STATE STREET LOGO]

SIGNATURES

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

CELANESE AMERICAS RETIREMENT SAVINGS PLAN

Date: June 27, 2006

By: /s/ Steven M. Sterin

Steven M. Sterin
Vice President, Controller, and Principal
Accounting Officer of Celanese Corporation
Vice President and Corporate Controller of
Celanese Americas Corporation

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INDEX TO EXHIBITS

| Exhibit Number | Description |
|----------------|--|
| 23.1 | Consent of Independent Registered Public Accounting Firm |