

Celanese CORP
Form SC 13D/A
November 13, 2006

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 8)***

Celanese Corporation
(Name of Issuer)
Series A Common Stock, par value \$0.0001 per share
(Title of Class of Securities)
150870 10 3
(CUSIP Number)
Chinh E. Chu
The Blackstone Group
345 Park Avenue
New York, New York 10154
(212) 583-5000

Copy to:

William R. Dougherty, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
November 13, 2006
(Date of Event Which Require Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Blackstone Capital Partners (Cayman) Ltd. 1

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 13,851,589

SHARES SHARED VOTING POWER:
BENEFICIALLY **8**
OWNED BY

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
13,851,589

WITH **10** SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
13,851,589

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
8.73%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
OO

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Blackstone Capital Partners (Cayman) Ltd. 2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 960,647

SHARED VOTING POWER:

SHARES
BENEFICIALLY OWNED BY **8**

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
960,647

WITH **10** SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

960,647

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.61%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Blackstone Capital Partners (Cayman) Ltd. 3

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 7,531,041

SHARED VOTING POWER:

SHARES
BENEFICIALLY OWNED BY **8**

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
7,531,041

WITH **10** SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,531,041

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

4.75%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Blackstone Capital Partners (Cayman) IV L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 13,851,589

SHARES SHARED VOTING POWER:
BENEFICIALLY **8**
OWNED BY

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER: 13,851,589
WITH	10	SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

13,851,589

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

8.73%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Blackstone Capital Partners (Cayman) IV-A L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

- (a)
- (b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 220,038

SHARED VOTING POWER:

SHARES
BENEFICIALLY OWNED BY **8**

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
220,038

WITH **10** SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
220,038

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0.14%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
PN

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Blackstone Family Investment Partnership (Cayman) IV-A L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

- (a)
- (b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 740,609

SHARED VOTING POWER:

SHARES
BENEFICIALLY OWNED BY **8**

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
740,609

WITH **10** SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
740,609

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0.47%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
PN

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Blackstone Chemical Coinvest Partners (Cayman) L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 7,531,041

SHARED VOTING POWER:

SHARES
BENEFICIALLY OWNED BY **8**

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
7,531,041

WITH **10** SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,531,041

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

4.75%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Blackstone Management Associates (Cayman) IV L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 22,343,277

SHARES SHARED VOTING POWER:
BENEFICIALLY **8**
OWNED BY

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER: 22,343,277
WITH	10	SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

22,343,277

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14.09%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Blackstone LR Associates (Cayman) IV Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 22,343,277

SHARES SHARED VOTING POWER:
BENEFICIALLY **8**
OWNED BY

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER: 22,343,277
WITH	10	SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

22,343,277

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14.09%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Peter G. Peterson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

United States of America

SOLE VOTING POWER:

7

NUMBER OF 22,435,610**

SHARED VOTING POWER:

SHARES
BENEFICIALLY OWNED BY **8**

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
22,435,610**

WITH **10** SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
22,435,610**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14.14%* **

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IN

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CUSIP No. 150870 10 3

NAMES OF REPORTING PERSONS:

1

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Stephen A. Schwarzman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

United States of America

SOLE VOTING POWER:

7

NUMBER OF 22,435,610**

SHARES SHARED VOTING POWER:
BENEFICIALLY **8**
OWNED BY

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
22,435,610**

WITH **10** SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
22,435,610**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14.14%* **

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IN

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* The calculation of the foregoing percentage is based on 158,668,666 shares of the Issuer's common stock outstanding as of November 7, 2006, which number was provided to the Reporting Persons by the Issuer.

** Includes 92,333 stock options exercisable for Series A Common Stock.

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ITEM 4. PURPOSE OF TRANSACTION

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

SIGNATURE

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This Amendment No. 8 amends and supplements the statement on Schedule 13D, originally filed with the Securities and Exchange Commission on March 30, 2005 (as it may be amended from time to time, the Schedule 13D) with respect to the Series A Common Stock, par value \$0.0001 per share (the Series A Common Stock) of Celanese Corporation, a Delaware corporation (the Issuer). Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D. Unless otherwise indicated herein, terms used but not defined in this Amendment No. 8 shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION.

On November 13, 2006, pursuant to the consummation of a secondary offering of the Issuer's Series A Common Stock, BCP 1, BCP 2 and BCP 3 sold 17,222,715, 1,194,445 and 9,363,905 shares of Series A Common Stock, respectively, (or 27,781,065 shares in aggregate) at a price of \$21.10 per share. Immediately following the sale of the 27,781,065 shares, the Reporting Persons collectively own an aggregate of 22,343,277 shares of Series A Common Stock, representing approximately 14.09% of the total outstanding shares.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b). The information contained on the cover pages and in Item 4 of this Schedule 13D is incorporated herein by reference.

BCP 1 is the record owner of 13,851,589 shares of Series A Common Stock and has the direct power to dispose of such Series A Common Stock. BCP 2 is the record owner of 960,647 shares of Series A Common Stock and has the direct power to vote and dispose of such Series A Common Stock. BCP 3 is the record owner of 7,531,041 shares of Series A Common Stock and has the direct power to vote and dispose of such Common Stock. BCP IV owns all of the equity of BCP 1 and has indirect power to direct the voting and/or disposition of the Series A Common Stock held (via ownership or proxy) by BCP 1. BCP IV-A and BCP Family collectively own all of the equity of BCP 2 and have indirect power to direct the voting and disposition of the Series A Common Stock held by BCP 2. BCP Chemical owns all of the equity of BCP 3 and has indirect power to direct the voting and disposition of the Series A Common Stock held by BCP 3. BMA is the general partner of each of the Partnerships and has indirect power to direct the voting and/or disposition of the Series A Common Stock held (via ownership or proxy) by the BCP Stockholders. BLRA is the general partner of BMA and has indirect power to direct the voting and/or disposition of the Series A Common Stock held (via ownership or proxy) by the BCP Stockholders. Peter G. Peterson and Stephen A. Schwarzman are the controlling stockholders of BLRA and have indirect power to direct the voting and/or disposition of the Common Stock held (via ownership or proxy) by the BCP Stockholders.

BMA, as general partner of the Partnerships, BLRA, as general partner of BMA, and Peter G. Peterson and Stephen A. Schwarzman, as controlling stockholders of BLRA, may be deemed to beneficially own the shares of Series A Common Stock that the Partnerships may be deemed to beneficially own. Each of BMA, BLRA, Peter G. Peterson and Stephen A. Schwarzman disclaim beneficial ownership of such shares, except to the extent of their respective pecuniary interest therein.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 13, 2006

BLACKSTONE CAPITAL PARTNERS
(CAYMAN) LTD. 1

By: /s/ Chinh Chu

Name: Chinh Chu

Title: Director

BLACKSTONE CAPITAL PARTNERS
(CAYMAN) LTD. 2

By: /s/ Chinh Chu

Name: Chinh Chu

Title: Director

BLACKSTONE CAPITAL PARTNERS
(CAYMAN) LTD. 3

By: /s/ Chinh Chu

Name: Chinh Chu

Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its
general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general
partner

By: /s/ Chinh Chu

Name: Chinh Chu

Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV-A
L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its
general partner

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By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Chinh Chu

Name: Chinh Chu

Title: Director

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP
(CAYMAN) IV-A L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Chinh Chu

Name: Chinh Chu

Title: Director

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**BLACKSTONE CHEMICAL COINVEST PARTNERS
(CAYMAN) L.P.**

By: Blackstone Management Associates (Cayman) IV L.P., its
general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general
partner

By: /s/ Chinh Chu

Name: Chinh Chu
Title: Director

**BLACKSTONE MANAGEMENT ASSOCIATES
(CAYMAN) IV L.P.**

By: Blackstone LR Associates (Cayman) IV Ltd., its general
partner

By: /s/ Chinh Chu

Name: Chinh Chu
Title: Director

**BLACKSTONE LR ASSOCIATES
(CAYMAN) IV LTD.**

By: /s/ Chinh Chu

Name: Chinh Chu
Title: Director

PETER G. PETERSON

By: /s/ Peter G. Peterson

STEPHEN A. SCHWARZMAN

By: /s/ Stephen A. Schwarzman

