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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation CELANESE FOUNDATION		A Employer identification number 45-3766481
Number and street (or P O box number if mail is not delivered to street address) 222 W. LAS COLINAS BLVD STE 900N	Room/suite	B Telephone number 972-443-4000
City or town, state or province, country, and ZIP or foreign postal code IRVING, TX 75039		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,647,335.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		5,104,265.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<228.>			
b Gross sales price for all assets on line 6a		58,068.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		5,104,037.	0.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 1		8,914.	0.		1,762.
24 Total operating and administrative expenses. Add lines 13 through 23		8,914.	0.		1,762.
25 Contributions, gifts, grants paid		3,254,304.			1,515,466.
26 Total expenses and disbursements. Add lines 24 and 25		3,263,218.	0.		1,517,228.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,840,819.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

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11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

SCANNED SEP 28 2015

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	708,555.	4,318,982.	4,318,982.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ 335,505.				
	Less: allowance for doubtful accounts ▶ 7,152.	334,532.	328,353.	328,353.	
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	9,845.			
	c Investments - corporate bonds				
		11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,052,932.	4,647,335.	4,647,335.	
Liabilities		17 Accounts payable and accrued expenses		31,816.	
		18 Grants payable		1,710,961.	
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	1,742,777.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	258,224.	1,498,231.		
	25 Temporarily restricted	794,708.	1,406,327.		
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances	1,052,932.	2,904,558.		
	31 Total liabilities and net assets/fund balances	1,052,932.	4,647,335.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,052,932.
2 Enter amount from Part I, line 27a	2	1,840,819.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 2	3	10,807.
4 Add lines 1, 2, and 3	4	2,904,558.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,904,558.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 58,068.		58,296.	<228.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<228.>	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 <228.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	55,258.	785,975.	.070305
2012			
2011			
2010			
2009			

2 Total of line 1, column (d)	2	.070305
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.070305
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	0.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	0.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,517,228.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	0.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>DANA SMITH</u> Telephone no. ► <u>972-443-3945</u> Located at ► <u>222 W. LAS COLINAS BLVD STE 900N, IRVING, TX</u> ZIP+4 ► <u>75039</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
SEE STATEMENT 5	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,044.
b	Average of monthly cash balances	1b	1,882,972.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,885,016.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,885,016.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 6	4	1,885,016.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6	Minimum investment return. Enter 5% of line 5	6	0.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	0.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	0.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,517,228.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,517,228.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,517,228.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				15,959.
f Total of lines 3a through e	15,959.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,517,228.			0.	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				0.
e Remaining amount distributed out of corpus	1,517,228.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,533,187.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,533,187.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				15,959.
e Excess from 2014				1,517,228.

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** *Amounts included in line 2c not used directly for active conduct of exempt activities*
- e** Qualifying distributions made directly for active conduct of exempt activities.

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

SEE STATEMENT 7

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABODE CONTEMPLATIVE CARE FOR THE DYING PO BOX 47640 SAN ANTONIO, TX 78284		PC	CHARITABLE CONTRIBUTION	1,000.
ALEX'S LEMONADE STAND FOUNDATION 333 E LANCASTER AVE #414 WYNEWOOD, PA 19096		PC	CHARITABLE CONTRIBUTION	4,000.
AMERICAN CANCER SOCIETY 250 WILLIAMS ST, NW ATLANTA, GA 30303		PC	CHARITABLE CONTRIBUTION	2,000.
AVANCE 2060 SINGLETON BLVD #103 DALLAS, TX 75212		PC	CHARITABLE CONTRIBUTION	15,000.
ALZHEIMERS DIS & RELATED DISORDERS 4144 NORTH CENTRAL EXPRESSWAY, SUITE 750 DALLAS, TX 75204		PC	CHARITABLE CONTRIBUTION	34,000.
Total	SEE CONTINUATION SHEET(S)			1,515,466.
b Approved for future payment				
CITY YEAR 287 COLUMBUS AVENUE BOSTON, MA 02116		PC	CHARITABLE CONTRIBUTION	1,031,500.
ALZHEIMERS ASSOCIATION 4144 NORTH CENTRAL EXPRESSWAY, SUITE 750 DALLAS, TX 75204		PC	CHARITABLE CONTRIBUTION	30,000.
BIG BROTHERS BIG SISTERS 450 E JOHN CARPENTER FREEWAY IRVING, TX 75062		PC	CHARITABLE CONTRIBUTION	15,000.
Total	SEE CONTINUATION SHEET(S)			1,738,838.

Part XVI-A · Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	<228.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		<228.>		0.
13 Total. Add line 12, columns (b), (d), and (e)						<228.>

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|---|-------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets

b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.


Signature of officer or trustee

Date 9-8-2015

PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

JANET H. QUINONES,
CPA

Preparer's signature

James H. Drummond CPA
09/03/15

Date

09/03/15

Check ☐ self-employed

PTIN

P00772218

Firm's name ► **THE MB GROUP, LLC**

Firm's EIN ▶ 20-3762051

Firm's address ▶ 5072 W PLANO PARKWAY, SUITE 150
PLANO, TX 75093

Phone no. **469-865-1040**

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

CELANESE FOUNDATION

Employer identification number

45-3766481

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization	Employer identification number
CELANESE FOUNDATION	45-3766481

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARK C. MURRAY 7326 MARQUETTE DALLAS, TX 75225	\$ 5,200.	Person ☒ Payroll ☒ Noncash ☐ (Complete Part II for noncash contributions)
2	SCOTT A. RICHARDSON 4212 CARUTH BLVD DALLAS, TX 75225	\$ 5,200.	Person ☒ Payroll ☒ Noncash ☐ (Complete Part II for noncash contributions)
3	PHILLIP MCDIVITT 3504 WOODLAND HILLS COURT FLOWER MOUND, TX 75022	\$ 5,460.	Person ☒ Payroll ☒ Noncash ☐ (Complete Part II for noncash contributions)
4	MARK ROHR 6506 NORTHHAVEN ROAD DALLAS, TX 75230	\$ 26,000.	Person ☒ Payroll ☒ Noncash ☐ (Complete Part II for noncash contributions)
5	MARK OBERLE 616 ABERDEEN WAY SOUTHLAKE, TX 76092	\$ 10,561.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
6	CHRIS JENSEN 503 WOOLLAKE DR ALLEN, TX 75013	\$ 11,418.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
CELANESE FOUNDATION	45-3766481

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	MIKE JACKSON 5859 SHORESIDE BEND IRVING, TX 75039	\$ 10,383.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
8	CELANESE CORPORATION 222 W. LAS COLINAS STE 900N IRVING, TX 75039	\$ 4,700,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
9	MARCEL VAN AMERONGEN STRAWINSKYLAAN 3105 AMSTERDAM, HOLLAND, NETHERLANDS	\$ 2,984.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
10	MARK MURRAY 7326 MARQUETTE ST DALLAS, TX 75225	\$ 2,589.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
11	GJON NIVICA 3601 MARQUETTE ST DALLAS, TX 75225	\$ 3,673.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
12	ASHISH KULKARNI 12827 OWENS GLEN DR FAIRFAX, VA 22030	\$ 3,035.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

CELANESE FOUNDATION

45-3766481

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	GJON NIVICA 3601 MARQUETTE ST DALLAS, TX 75225	\$ 3,703.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
CELANESE FOUNDATION	45-3766481

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	181 SHARES OF CELANESE CORPORATION STOCK	\$ 10,561.	10/24/14
6	200 SHARES OF CELANESE CORPORATION STOCK	\$ 11,418.	10/27/14
7	180 SHARES OF CELANESE CORPORATION STOCK	\$ 10,382.	10/29/14
9	50 SHARES OF CELANESE CORPORATION STOCK	\$ 2,984.	11/13/14
10	43 SHARES OF CELANESE CORPORATION STOCK	\$ 2,589.	11/19/14
11	61 SHARES OF CELANESE CORPORATION STOCK	\$ 3,673.	11/19/14

Name of organization

Employer identification number

CELANESE FOUNDATION

45-3766481

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
12	50 SHARES OF CELANESE CORPORATION STOCK	\$ 3,035.	12/02/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
13	61 SHARES OF CELANESE CORPORATION STOCK	\$ 3,703.	12/02/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization CELANESE FOUNDATION	Employer identification number 45-3766481
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

CELANESE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	178 SHS OF CELANESE CORP	D	11/01/13	03/25/14
b	181 SHS OF CELANESE CORP	D	10/24/14	10/27/14
c	200 SHS OF CELANESE CORP	D	10/27/14	10/28/14
d	180 SHS OF CELANESE CORP	D	10/29/14	10/30/14
e	50 SHS OF CELANESE CORP	D	11/13/14	11/14/14
f	104 SHS OF CELANESE CORP	D	11/19/14	11/20/14
g	111 SHS OF CELANESE CORP	D	12/02/14	12/03/14
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 9,765.		9,948.	<183.>
b 10,402.		10,561.	<159.>
c 11,562.		11,418.	144.
d 10,289.		10,383.	<94.>
e 2,966.		2,984.	<18.>
f 6,285.		6,263.	22.
g 6,799.		6,739.	60.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<183.>
b			<159.>
c			144.
d			<94.>
e			<18.>
f			22.
g			60.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<228.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
AMERICAN HEART ASSOCIATION 10900B STONE LAKE BLD STE 320 AUSTIN, TX 78759		PC	CHARITABLE CONTRIBUTION	5,000.
AMERICAN NATIONAL RED CROSS 2025 E STREET NW WASHINGTON, DC 20006		PC	CHARITABLE CONTRIBUTION	34,000.
BAOBEI FOUNDATION 2823 NEWPORT RD ANN ARBOR, MI 48103		PC	CHARITABLE CONTRIBUTION	2,500.
BAY AREA MEALS ON WHEELS 14045 SPACE CENTER BLVD HOUSTON, TX 77062		PC	CHARITABLE CONTRIBUTION	500.
BAYSIDE ACADEMY 303 DRYER AVE DAPHNE, AL 36526		PC	CHARITABLE CONTRIBUTION	424.
BIG BROTHER BIG SISTER 450 E JOHN CARPENTER FREEWAY IRVING, TX 75062		PC	CHARITABLE CONTRIBUTION	50,000.
BRADLEY HILLS ELEMENTARY SCHOOL PTA 8701 HARTSDALE AVE BETHESDA, MD 20817		PC	CHARITABLE CONTRIBUTION	5,000.
CAFE MOMENTUM P.O. BOX 190308 DALLAS, TX 75219		PC	CHARITABLE CONTRIBUTION	25,000.
CANCER SUPPORT COMMUNITY 8196 WALNUT HILL LN DALLAS, TX 75231		PC	CHARITABLE CONTRIBUTION	15,000.
CAPTAIN HOPES KIDS 10480 SHADY TRAIL SUITE 104 DALLAS, TX 75220		PC	CHARITABLE CONTRIBUTION	15,000.
Total from continuation sheets				1,459,466.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
CARROLL ATHLETIC BOOSTER CLUB 1501 W SOUTHLAKE BLVD SOUTHLAKE, TX 76092		PC	CHARITABLE CONTRIBUTION	2,000.
CATHOLIC CHARITIES 3629 CHURCH ST COVINGTON, KY 41015		PC	CHARITABLE CONTRIBUTION	474.
CHILDRENS ADVOCACY CENTER FOR DENTON CTY 1854 CAIN DR LEWISVILLE, TX 75077		PC	CHARITABLE CONTRIBUTION	50,595.
CHRISTIAN COMMUNITY ACTION 200 SOUTH MILL STREET LEWISVILLE, TX 75057		PC	CHARITABLE CONTRIBUTION	15,000.
CLEVELAND COUNTY ABUSE PREVENTION COOUNCIL, INC 407 W WARREN ST SHELBY, NC 28150		PC	CHARITABLE CONTRIBUTION	260.
DALLAS AREA HABITAT FOR HUMANITY 2800 N HAMPTON ROAD DALLAS, TX 75212		PC	CHARITABLE CONTRIBUTION	1,000.
DENTON FRIENDS FAMILY INC 4845 I-35E CORINTH, TX 76210		PC	CHARITABLE CONTRIBUTION	50,000.
DRISCOLL CHILDREN'S HOSPITAL 3533 S ALAMEDA ST CORPUS CHRISTI, TX 78411		PC	CHARITABLE CONTRIBUTION	199.
FAMILY PLACE P.O. BOX 7999 DALLAS, TX 75209		PC	CHARITABLE CONTRIBUTION	15,000.
FEED THE CHILDREN INC PO BOX 36 OKLAHOMA CITY, OK 73101		PC	CHARITABLE CONTRIBUTION	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
GOODWILL INDUSTRIES OF THE VALLEYS INC 2502 MELROSE AVE, NW SUITE A ROANOKE, VA 24017		PC	CHARITABLE CONTRIBUTION	307.
GREAT KIDS WITH ADHD DBA GREAT LAKES ACAD 6000 CUSTER RD, BLDG 7 PLANO, TX 75023		PC	CHARITABLE CONTRIBUTION	5,000.
GREENHILL SCHOOL 4141 SPRING VALLEY RD ADDISON, TX 75001		PC	CHARITABLE CONTRIBUTION	934.
HOPE COTTAGE 4209 MCKINNEY AVENUE DALLAS, TX 75205		PC	CHARITABLE CONTRIBUTION	34,000.
HOPE FOR THE WARRIORS 5101C BACKLICK RD ANNANDALE, VA 22003		PC	CHARITABLE CONTRIBUTION	500.
HOPES DOOR 860 AVE F SUITE 100 PLANO, TX 75074		PC	CHARITABLE CONTRIBUTION	34,000.
IDA OF THE NRV P.O. BOX 42 CHRISTIANSBURG, VA 24068		PC	CHARITABLE CONTRIBUTION	56.
IRVING CARES INC P.O. BOX 177425 IRVING, TX 75017		PC	CHARITABLE CONTRIBUTION	50,000.
JUNIOR ACHIEVEMENT 1201 EXECUTIVE DRIVE WEST RICHARDSON, TX 75081		PC	CHARITABLE CONTRIBUTION	15,000.
KIPP DALLAS 3200 S LANCASTER RD STE 230A DALLAS, TX 75216		PC	CHARITABLE CONTRIBUTION	15,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LITERACY INSTRUCTION FOR TEXAS 1610 S MALCOLM X BOULEVARD DALLAS, TX 75226		PC	CHARITABLE CONTRIBUTION	34,000.
LOAVES & FISHES INC P.O. BOX 11234 CHARLOTTE, NC 28220		PC	CHARITABLE CONTRIBUTION	500.
MARCH OF DIMES 1275 MAMARONECK AVE WHITE PLAINS, NY 10605		PC	CHARITABLE CONTRIBUTION	312.
METROCREST SOCIAL SERVICES 13801 HUTTON DR #150 FARMERS BRANCH, TX 75234		PC	CHARITABLE CONTRIBUTION	15,000.
MI ESCUELITA PRESCHOOL P.O. BOX 191487 DALLAS, TX 75219		PC	CHARITABLE CONTRIBUTION	15,000.
MICHAEL J FOX FOUND FOR PARKINSON GRAND CENTRAL STATION, P.O. BOX 4777 NEW YORK, NY 10163		PC	CHARITABLE CONTRIBUTION	792.
MIGRAINE RESEARCH 300 E 75TH ST, STE 3000 NEW YORK, NY 10021		PC	CHARITABLE CONTRIBUTION	1,000.
MISSISSIPPI STATE UNIV FOUNDATION INC 100 HUNTER HENRY MISSISSIPPI STATE, MS 39762		PC	CHARITABLE CONTRIBUTION	5,000.
MONTGOMERY CNTY FRIENDS OF ANIMAL CARE 125 N MAIN ST SUITE 500 #129 BLACKSBURY, VA 24060		PC	CHARITABLE CONTRIBUTION	110.
NEW BEGINNING CENTER INC 218 NORTH 10TH ST GARLAND, TX 75040		PC	CHARITABLE CONTRIBUTION	17,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEXUS RECOVERY CENTER 8733 LA PRADA DR DALLAS, TX 75228		PC	CHARITABLE CONTRIBUTION	15,000.
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL RD DALLAS, TX 75236		PC	CHARITABLE CONTRIBUTION	16,149.
NORTH TEXAS PUBLIC BROADCASTING 3000 HARRY HINES BLVD DALLAS, TX 75201		PC	CHARITABLE CONTRIBUTION	500.
NRCC EDUCATIONAL FOUNDATION 5251 STATE ROAD 373 DUBLIN, VA 24084		PC	CHARITABLE CONTRIBUTION	170.
OHLOOK PERFORMING ARTS CENTER INC. 1631 W NORTHWEST HIGHWAY GRAPEVINE, TX 76051		PC	CHARITABLE CONTRIBUTION	3,500.
PARISH EPISCOPAL SCHOOL 4101 SIGMA RD DALLAS, TX 75244		PC	CHARITABLE CONTRIBUTION	466.
REACT THYROID FOUNDATION INC P.O. BOX 11625 CHARLOTTE, NC 28220		PC	CHARITABLE CONTRIBUTION	405.
RESOURCE CENTER OF DALLAS INC 2701 REAGAN STREET DALLAS, TX 75219		PC	CHARITABLE CONTRIBUTION	15,500.
SAVING SUNNY INC P.O. BOX 4623 LOUISVILLE, KY 40204		PC	CHARITABLE CONTRIBUTION	325.
SD SCHOOL OF MINES AND TECH FOUNDATION 306 E ST JOSEPH ST RAPID CITY, SD 57701		PC	CHARITABLE CONTRIBUTION	283.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104		PC	CHARITABLE CONTRIBUTION	2,500.
ST MARKS SCHOOL OF TEXAS 10600 PRESTON RD DALLAS, TX 75230		PC	CHARITABLE CONTRIBUTION	5,000.
STOP HUNGER NOW 807 S GREAT S PARKWAY GRAND PRAIRIE, TX 75051		PC	CHARITABLE CONTRIBUTION	15,000.
SUSAN G KOMEN BREAST CANCER 5005 LYNDON B JOHNSON FREEWAY, 250 DALLAS, TX 75244		PC	CHARITABLE CONTRIBUTION	720.
TCU INSTITUTE OF CHILD DEVELOPMENT TCU BOX 297044 FORT WORTH, TX 76129		PC	CHARITABLE CONTRIBUTION	2,500.
THE STATE UNIVERSITY COLLEGE (ONEONTA) 308 NETZER ADMIN BLDG ONEONTA, NY 13820		PC	CHARITABLE CONTRIBUTION	3,775.
THE TURNING POINT P.O. BOX 866754 PLANO, TX 75086		PC	CHARITABLE CONTRIBUTION	34,000.
UNITED WAY OF GREATER HOUSTON 50 WAUGH DR HOUSTON, TX 77007		PC	CHARITABLE CONTRIBUTION	24,071.
UNITED FUND OF GILES COUNTY 1320 WENONAH AVE PEARISBURG, VA 24134		PC	CHARITABLE CONTRIBUTION	12,478.
UNITED WAY OF CARBON COUNTY PO BOX 545 LEHIGHTON, PA 18235		PC	CHARITABLE CONTRIBUTION	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
UNITED WAY OF GREATER CINCINNATI 2400 READING RD CINCINNATI, OH 45202		PC	CHARITABLE CONTRIBUTION	23,415.
UNITED WAY OF MATAGORDA & WHARTON CO 2417 AVENUE G BAY CITY, TX 77414		PC	CHARITABLE CONTRIBUTION	8,573.
UNITED WAY OF METROPOLITAN DALLAS INC 1800 NORTH LAMAR ST DALLAS, TX 75202		PC	CHARITABLE CONTRIBUTION	100,500.
UNITED WAY OF THE CAPE FEAR AREA 5919 OLEANDER DRIVE #115 WILMINGTON, NC 28403		PC	CHARITABLE CONTRIBUTION	5,468.
UNITED WAY OF THE COASTAL BEND 711 NORTH CARANCAHUA ST #302 CORPUS CHRISTI, TX 78401		PC	CHARITABLE CONTRIBUTION	10,792.
UNITED WAY OF THE GREATER WINONA AREA 902 E 2ND ST WINONA, MN 55987		PC	CHARITABLE CONTRIBUTION	4,926.
UNIVERSITY OF TX-MD ANDERSON P.O. BOX 250 AUSTIN, TX 78767		PC	CHARITABLE CONTRIBUTION	500.
UPLIFT EDUCATION 1825 MARKET CENTER BLVD DALLAS, TX 75207		PC	CHARITABLE CONTRIBUTION	34,500.
VOGEL ALCOVE 7557 RAMBLER ROAD, STE 262 DALLAS, TX 75231		PC	CHARITABLE CONTRIBUTION	17,000.
WORLD VISION P.O. BOX 9716 FEDERAL WAY, WA 98063		PC	CHARITABLE CONTRIBUTION	118.
Total from continuation sheets				

CELANESE FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WOUNDED WARRIOR PROJECT INC 4899 BELFORT RD STE 300 JACKSONVILLE, FL 32256		PC	CHARITABLE CONTRIBUTION	4,630.
CITY YEAR 287 COLUMBUS AVENUE BOSTON, MA 02116		PC	CHARITABLE CONTRIBUTION	550,000.
ALL INDIA MOVEMENT AIM FOR SEVA INC P.O. BOX 639 SAYLORSBURG, PA 18353		PC	CHARITABLE CONTRIBUTION	1,243.
ALS ASSOCIATION 27001 AGOURA ROAD, SUITE 250 AGOURA HILLS, CA 91301		PC	CHARITABLE CONTRIBUTION	50.
AMYOTROPHIC LATERAL SCLEROSIS ASSOCIATION 1275 K STREET NW WASHINGTON, DC 20005		PC	CHARITABLE CONTRIBUTION	50.
ASSOCIATION OF FORMER STUDENTS OF TEXAS A&M UNIVERSITY 505 GEORGE BUSH DR COLLEGE STATION, TX 77840		PC	CHARITABLE CONTRIBUTION	1,000.
BIG D POWDERPUFF TACKLING ALZHEIMERS INC P.O. BOX 191403 DALLAS, TX 75219		PC	CHARITABLE CONTRIBUTION	25.
BISHOP LYNCH HIGH SCHOOL 9750 FERGUSON RD DALLAS, TX 75228		PC	CHARITABLE CONTRIBUTION	3,100.
DANA-FARBER CANCER INSTITUTE INC. 44 BINNEY STREET BOSTON, MA 02115		PC	CHARITABLE CONTRIBUTION	100.
GREATER DALLAS ALZHEIMER'S ASSOCIATION 4144 NORTH CENTRAL EXPRESSWAY, SUITE 750 DALLAS, TX 75204		PC	CHARITABLE CONTRIBUTION	500.
Total from continuation sheets				

CELANESE FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
HABITAT FOR HUMANITY 4840 SW PHILOMATH BLVD CORVALLIS, OR 97333		PC	CHARITABLE CONTRIBUTION	25.
HIGHLAND PARK ISD EDUCATION FOUNDATION 4201 GRASSMERE LN DALLAS, TX 75205		PC	CHARITABLE CONTRIBUTION	500.
KIDDS KIDS KRADDICK FOUNDATION 220 LAS COLINAS BLVD STE C-120 IRVING, TX 75039		PC	CHARITABLE CONTRIBUTION	200.
LEUKEMIA & LYMPHOMA SOCIETY - NORTH TEXAS CHAPTER 8111 LBJ FREEWAY SUITE 425 DALLAS, TX 75251		PC	CHARITABLE CONTRIBUTION	50.
LIFESONG FOR ORPHANS INC 202 N FORD ST GRIDLEY, IL 61744		PC	CHARITABLE CONTRIBUTION	1,000.
LITTLE STAR CENTER INC 12726 HAMILTON CROSSING BLVD CARMEL, IN 46032		PC	CHARITABLE CONTRIBUTION	1,000.
METROPLEX MAGYAR CULTURAL CIRCLE 19011 KELLER-HICKS ROAD PORT WORTH, TX 76177		PC	CHARITABLE CONTRIBUTION	1,000.
OPENING DOORS IMMIGRATION SERVICES 2200 N BELL AVE DENTON, TX 76209		PC	CHARITABLE CONTRIBUTION	50.
PINK SOLES IN MOTION 317 PHILLIPS DR COPPELL, TX 75019		PC	CHARITABLE CONTRIBUTION	374.
SOUTHWESTERN DIABETIC FOUNDATION INC 201 W CALIFORNIA STREET GAINESVILLE, TX 76240		PC	CHARITABLE CONTRIBUTION	158.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
ST MONICA SCHOOL ENDOWMENT TRUST 9933 MIDWAY RD DALLAS, TX 75220		PC	CHARITABLE CONTRIBUTION	624.
TARRANT AREA FOOD BANK 2600 CULLEN ST FORT WORTH, TX 76107		PC	CHARITABLE CONTRIBUTION	50.
THE STATE UNIVERSITY COLLEGE AT ONEONTA FOUNDATION CORPORATION 308 NETZER ADMINISTRATION BUILDING ONEONTA, NY 13820		PC	CHARITABLE CONTRIBUTION	1,600.
AIDS ARMS INC 351 W JEFFERSON BLVD STE 300 DALLAS, TX 75208		PC	CHARITABLE CONTRIBUTION	50.
FREEDOM TO MARRY INC 155 W 19TH ST, 2ND FLOOR NEW YORK, NY 10011		PC	CHARITABLE CONTRIBUTION	50.
ALS WORLDWIDE 5808 DAWLEY DR FITCHBURG, WI 53711		PC	CHARITABLE CONTRIBUTION	100.
LEUKEMIA & LYMPHOMA SOCIETY INC 1311 MAMARONECK AVE WHITE PLAINS, NY 10605		PC	CHARITABLE CONTRIBUTIONS	1,140.
MOVEMBER FOUNDATION 8559 HIGUERA ST CULVER CITY, CA 90232		PC	CHARITABLE CONTRIBUTION	100.
DUCK TEAM 6 908 AUDELIA RD 200-281 RICHARDSON, TX 75081		PC	CHARITABLE CONTRIBUTION	100.
Total from continuation sheets				

CELANESE FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BUCKNER FOUNDATION 700 NORTH PEARL STREET DALLAS, TX 75201		PC	CHARITABLE CONTRIBUTION	15,000.
CAPE MOMENTUM P.O. BOX 190308 DALLAS, TX 75219		PC	CHARITABLE CONTRIBUTION	50,000.
CHILDRENS ADVOCACY CENTER FOR DENTON CTY 1854 CAIN DR LEWISVILLE, TX 75077		PC	CHARITABLE CONTRIBUTION	50,000.
CHRISTIAN COMMUNITY ACTION 200 SOUTH MILL STREET LEWISVILLE, TX 75057		PC	CHARITABLE CONTRIBUTION	30,000.
GIRLS INC. OF METRO DALLAS 4411 MEADOW ST DALLAS, TX 75215		PC	CHARITABLE CONTRIBUTION	15,000.
HOPE COTTAGE 4209 MCKINNEY AVENUE DALLAS, TX 75205		PC	CHARITABLE CONTRIBUTION	30,000.
HOPES DOOR 860 AVE F SUITE 100 PLANO, TX 75074		PC	CHARITABLE CONTRIBUTION	30,000.
IRVING CARES INC P.O. BOX 177425 IRVING, TX 75017		PC	CHARITABLE CONTRIBUTION	50,000.
JUNIOR ACHIEVEMENT 1201 EXECUTIVE DRIVE WEST RICHARDSON, TX 75081		PC	CHARITABLE CONTRIBUTION	50,000.
MI ESCUELITA PRESCHOOL P.O. BOX 191487 DALLAS, TX 75219		PC	CHARITABLE CONTRIBUTION	15,000.
Total from continuation sheets				662,338.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW BEGINNING CENTER INC. 218 NORTH 10TH ST GARLAND, TX 75040		PC	CHARITABLE CONTRIBUTION	50,000.
PATRIOT PAWS SERVICE DOGS 254 RANCH TRAIL ROCKWALL, TX 75032		PC	CHARITABLE CONTRIBUTION	15,000.
RESOURCE CENTER OF DALLAS INC 2701 REAGAN STREET DALLAS, TX 75219		PC	CHARITABLE CONTRIBUTION	30,000.
STOP HUNGER NOW 807 S GREAT S PARKWAY GRAND PRAIRIE, TX 75051		PC	CHARITABLE CONTRIBUTION	30,000.
THE FAMILY PLACE 11722 MARSH LN #354 DALLAS, TX 75229		PC	CHARITABLE CONTRIBUTION	30,000.
VOGEL ALCOVE 7557 RAMBLER ROAD, STE 262 DALLAS, TX 75231		PC	CHARITABLE CONTRIBUTION	30,000.
FRIENDS OF ELDER CITIZENS 705 COMMERCE ST PALACIOS, TX 77465		PC	CHARITABLE CONTRIBUTION	12,417.
THE HARVEST HOUSE 331 E HICKORY ST DENTON, TX 76201		PC	CHARITABLE CONTRIBUTION	12,418.
CRISIS CENTER 4210 JUNIUS ST DALLAS, TX 75246		PC	CHARITABLE CONTRIBUTION	12,418.
BOYS AND GIRLS CLUB OF KINGSVILLE 1238 EAST KENEDY AVENUE KINGSVILLE, TX 78363		PC	CHARITABLE CONTRIBUTION	9,701.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS AND GIRLS CLUB OF ALICE 793 SOUTH TEXAS BLVD ALICE, TX 78332		PC	CHARITABLE CONTRIBUTION	9,701.
THE WOMEN'S SHELTER OF SOUTH TEXAS 813 BUFORD ST CORPUS CHRISTI, TX 78404		PC	CHARITABLE CONTRIBUTION	9,701.
DRISCOLL CHILDREN'S HOSPITAL 3533 S ALAMEDA ST CORPUS CHRISTI, TX 78411		PC	CHARITABLE CONTRIBUTION	9,701.
RONALD MCDONALD HOUSE CHARITIES OF CORPUS 3402 FT WORTH ST CORPUS CHRISTI, TX 78411		PC	CHARITABLE CONTRIBUTION	9,701.
FOOD BANK OF CORPUS CHRISTI 826 KRILL STREET CORPUS CHRISTI, TX 78408		PC	CHARITABLE CONTRIBUTION	9,701.
READING PARTNERS 2910 SWISS AVENUE DALLAS, TX 75204		PC	CHARITABLE CONTRIBUTION	1,000.
LITERACY INSTRUCTION FOR TEXAS 1610 S MALCOLM X BOULEVARD DALLAS, TX 75226		PC	CHARITABLE CONTRIBUTION	1,000.
REAL SCHOOL GARDENS 1700 UNIVERSITY DRIVE #260 FORT WORTH, TX 76107		PC	CHARITABLE CONTRIBUTION	1,000.
UPLIFT EDUCATION 1825 MARKET CENTER BLVD DALLAS, TX 75207		PC	CHARITABLE CONTRIBUTION	1,000.
AVANCE DALLAS 2060 SINGLETON BLVD #103 DALLAS, TX 75212		PC	CHARITABLE CONTRIBUTION	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KIPP DALLAS 3200 S LANCASTER RD STE 230A DALLAS, TX 75216		PC	CHARITABLE CONTRIBUTION	1,000.
AMERICAN CANCER SOCIETY INC. 250 WILLIAMS ST, NW ATLANTA, GA 30303		PC	CHARITABLE CONTRIBUTION	1,000.
CANCER SUPPORT COMMUNITY 8196 WALNUT HILL LN DALLAS, TX 75231		PC	CHARITABLE CONTRIBUTION	1,000.
COLLIN COUNTY CHILDRENS ADVOCACY CENTER 2205 LOS RIOS BLVD PLANO, TX 75074		PC	CHARITABLE CONTRIBUTION	1,000.
BACK OF MY FEET P.O. BOX 42439 AUSTIN, TX 78704		PC	CHARITABLE CONTRIBUTION	1,000.
CASA OF COLLIN COUNTY 101 EAST DAVIS ST MCKINNEY, TX 75069		PC	CHARITABLE CONTRIBUTION	1,000.
NORTH TEXAS NATIONAL MS SOCIETY 2105 LUNA RD #390 CARROLTON, TX 75006		PC	CHARITABLE CONTRIBUTION	1,000.
NEXUS RECOVERY CENTER 8733 LA PRADA DR DALLAS, TX 75228		PC	CHARITABLE CONTRIBUTION	1,000.
TEXPROTECTS 2904 FLOYD ST DALLAS, TX 75204		PC	CHARITABLE CONTRIBUTION	1,000.
YWCA OF METROPOLITAN DALLAS 1621 W WALNUT HILL IRVING, TX 75038		PC	CHARITABLE CONTRIBUTION	1,000.
Total from continuation sheets				

CELANESE FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE TURNING POINT P.O. BOX 866754 PLANO, TX 75086		PC	CHARITABLE CONTRIBUTION	1,000.
AMERICAN NATIONAL RED CROSS 2025 E STREET NW WASHINGTON, DC 20006		PC	CHARITABLE CONTRIBUTION	1,000.
DENTON COUNTY FRIENDS OF FAMILIY 4845 I-35E CORINTH, TX 76210		PC	CHARITABLE CONTRIBUTION	1,000.
CAPTAIN HOPES KIDS 10480 SHADY TRAIL SUITE 104 DALLAS, TX 75220		PC	CHARITABLE CONTRIBUTION	1,000.
UNITED WAY OF MATAGORDA & WHARTON CO 2417 AVENUE G BAY CITY, TX 77414		PC	CHARITABLE CONTRIBUTION	2,902.
UNITED WAY OF THE COASTAL BEND 711 NORTH CARANCAHUA ST #302 CORPUS CHRISTI, TX 78401		PC	CHARITABLE CONTRIBUTION	3,284.
UNITED FUND OF GILES COUNTY 1320 WENONAH AVE PEARISBURG, VA 24134		PC	CHARITABLE CONTRIBUTION	3,719.
THE UNITED WAY OF GREATER HOUSTON 50 WAUGH DR HOUSTON, TX 77007		PC	CHARITABLE CONTRIBUTION	7,041.
UNITED WAY OF GREATER CINCINNATI 2400 READING RD CINCINNATI, OH 45202		PC	CHARITABLE CONTRIBUTION	7,375.
UNITED WAY OF THE GREATER WINONA AREA 902 E 2ND ST WINONA, MN 55987		PC	CHARITABLE CONTRIBUTION	1,556.
Total from continuation sheets				

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3 Grants and Contributions Approved for Future Payment (Continuation)

Total from continuation sheets

FORM 990-PF	OTHER EXPENSES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	1,505.	0.		1,505.	
SUPPLIES	257.	0.		257.	
UNCOLLECTIBLE PROMISES	7,152.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	8,914.	0.		1,762.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	2
DESCRIPTION	AMOUNT				
UNREALIZED GAIN	240.				
BOOK ADJUSTMENT PRIOR YEAR UNCOLLECTIBLE PLEDGES	10,567.				
TOTAL TO FORM 990-PF, PART III, LINE 3	10,807.				

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10			STATEMENT	3
NAME OF CONTRIBUTOR	ADDRESS				
CELANESE CORPORATION	222 W. LAS COLINAS BLVD STE 900N IRVING, TX 75039				
MARK ROHR	6506 NORTHAVEN ROAD DALLAS, TX 75230				

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 4
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GRETCHEN ROSSWURM 222 W. LAS COLINAS STE 900N IRVING, TX 75039	PRESIDENT 1.00	0.	0.	0.
DANA SMITH 222 W. LAS COLINAS STE 900N IRVING, TX 75039	VICE PRESIDENT 40.00	0.	0.	0.
JAMES R. PEACOCK III 222 W. LAS COLINAS STE 900N IRVING, TX 75039	SECRETARY 1.00	0.	0.	0.
CHUCK B. KYRISH 222 W. LAS COLINAS STE 900N IRVING, TX 75039	TREASURER 1.00	0.	0.	0.
MARK ROHR 222 W. LAS COLINAS STE 900N IRVING, TX 75039	BOARD OF DIRECTOR 0.10	0.	0.	0.
LORI JOHNSTON 222 W. LAS COLINAS STE 900N IRVING, TX 75039	BOARD OF DIRECTOR 0.10	0.	0.	0.
CHRIS JENSEN 222 W. LAS COLINAS STE 900N IRVING, TX 75039	BOARD OF DIRECTOR 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	5
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ACTIVITY ONE

THE FOUNDATION CONDUCTED, WITH THE ASSISTANCE OF CELANESE CORPORATION, AN ANNUAL CAMPAIGN TO SUPPORT LOCAL NONPROFIT ORGANIZATIONS IN THE AREAS OF FUNDAMENTAL EDUCATION, HEALTH, SHELTER, HUNGER, CIVIL RIGHTS, AND WATER. PLEDGES BY EMPLOYEES OF THE CORPORATION WERE COLLECTED VIA PAYROLL DEDUCTION OR ONE-TIME PAYMENT AND DISTRIBUTED BY THE FOUNDATION.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

0.

FORM 990-PF	CASH DEEMED CHARITABLE EXPLANATION STATEMENT	STATEMENT	6
	PART X, LINE 4		

In accordance with Reg. 53.4942(a)-2(c)(3)(iv), the above-referenced foundation is excluding from its minimum investment return (MIR) calculation a total of \$ \$1,885,106 in cash that it deems held for charitable activities. This amount is in excess of 1.5% of the fair market value of the foundation's non-charitable assets. The following information is submitted in support of the exclusion from MIR of this amount

1. Fair market value of foundation's non-charitable assets: \$ 0.00

2. 1.5% of line 1: \$ 0.00

3. Facts and circumstances justifying the exclusion of an amount in excess of the amount on line 2:

Celanese Foundation is a private foundation within the meaning of section 509(a) of the code. The Foundation only receives contributions from Celanese Corporation and Celanese Corporation's employees through payroll deductions and stock donations. The Foundation's assets are considered exempt purpose assets because they are and will be used by the Foundation solely for carrying out the Foundation's purpose. The Foundation has very minimal administrative expenses as most services are in kind donations. Although immediate use is not practical, definite plans exist to begin using the assets within a reasonable period of time. These assets are not held for the production of income or for investment.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

MARK ROHR
CHRIS JENSEN