

OFFICE OF THE CLERK

APR 2 10 55 AM '84

INSTRUMENT OF APPOINTMENT AND ACCEPTANCE OF SUCCESSOR
 DONALD C. WILKINSLEY
 TRUSTEESHIP, dated as of March 15, 1984 among CELANESE
 CORPORATION, a corporation duly organized and existing under
 the laws of the State of Delaware, having its principal
 office at 1211 Avenue of the Americas, New York, New York
 10036, the successor corporation to Fiber Industries, Inc.,
 pursuant to an Assumption Agreement dated as of November 30,
 1983 (the "Corporation"), BANKERS TRUST COMPANY, a corporation
 duly organized and existing under the laws of the State of
 New York, having its principal corporate trust office at 4
 Albany Street, New York, New York (the "Resigning Corporate
 Trustee"), and James F. Conlan, (the "Resigning Individual
 Trustee"; together, the "Resigning Trustees"), and CITIBANK,
 N.A., a national association duly organized and existing
 under the laws of the United States of America, having its
 principal corporate trust office at 5 Hanover Square, New
 York, New York, (the "Successor Corporate Trustee") and
 Robert T. Kirchner (the "Successor Individual Trustee";
 together, the "Successor Trustees"), The Prudential Insurance
 Company of America and Metropolitan Life Insurance Company
 (hereinafter sometimes called the "Bondholders"):

RECITALS

There are presently issued and outstanding \$7,000,000
 principal amount of the Corporation's 5% First Mortgage and

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