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E ON AG
Form SC 13D/A
October 01, 2001

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

SCHEDULE 13D
(Rule 13d - 101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934*
(Amendment No. 4)

MEMC Electronic Materials, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

552715 10 4

(CUSIP Number)

Morton E. Grosz, Esq.
Chadbourne & Parke LLP
30 Rockefeller Plaza
New York, NY 10112
(212) 408-5100

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

September 30, 2001

(Date of Event which Requires 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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 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).

(Continued on following pages)
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1

NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

E.ON Aktiengesellschaft, formerly known as VEBA Aktiengesellschaft

2

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

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7

NUMBER OF SOLE VOTING POWER

SHARES 49,959,970*

8

BENEFICIALLY SHARED VOTING POWER

OWNED BY - 0 -

9

EACH SOLE DISPOSITIVE POWER

REPORTING 49,959,970

10

PERSON SHARED DISPOSITIVE POWER

WITH - 0 -

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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49,959,970

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

71.8%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

* TPG Partners III L.P., T3 Partners, L.P., T3 Partners II, L.P. and TPG Wafer Holdings LLC may be deemed to share voting power with respect to such shares as a result of the agreements described herein in item 4.

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1

NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

E.ON North America, Inc., formerly known as VEBA Corporation
74-2183834

2

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

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS*

Not Applicable

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF	7
SHARES	SOLE VOTING POWER
	21,490,942* (Does not include shares owned by any other Reporting Person)

BENEFICIALLY	8
OWNED BY	SHARED VOTING POWER
EACH	- 0 -

REPORTING	9
	SOLE DISPOSITIVE POWER
	21,490,942 (Does not include shares owned by any other Reporting Person)

PERSON	10
WITH	SHARED DISPOSITIVE POWER
	- 0 -

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	21,490,942 (Does not include shares owned by any other Reporting Person)

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	30.9% (Does not include shares owned by any other Reporting Person)

14	TYPE OF REPORTING PERSON*
	HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

* TPG Partners III L.P., T3 Partners, L.P., T3 Partners II, L.P. and TPG Wafer Holdings LLC may be deemed to share voting power with respect to such shares as a result of the agreements described herein in item 4.

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NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

VEBA Zweite Verwaltungsgesellschaft mbH

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7
NUMBER OF SOLE VOTING POWER
SHARES 28,469,028* (Does not include shares owned by any
other Reporting Person)

8
BENEFICIALLY SHARED VOTING POWER

OWNED BY - 0 -

9
EACH SOLE DISPOSITIVE POWER
REPORTING 28,469,028 (Does not include shares owned by any
other Reporting Person)

10
PERSON SHARED DISPOSITIVE POWER

WITH - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,469,028 (Does not include shares owned by any other Reporting
Person)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

40.9% (Does not include shares owned by any other Reporting Person)

14

TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

* TPG Partners III L.P., T3 Partners, L.P., T3 Partners II, L.P. and TPG Wafer Holdings LLC may be deemed to share voting power with respect to such shares as a result of the agreements described herein in item 4.

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This Amendment No. 4 ("Amendment No. 4") amends the Schedule 13D filed on October 30, 1998 (as amended by Amendment No. 1 filed on March 23, 1999, Amendment No. 2 filed on May 10, 1999 and Amendment No. 3 filed on September 27, 1999, the "Schedule 13D") by (i) E.ON Aktiengesellschaft, a German corporation formerly known as VEBA Aktiengesellschaft ("E.ON AG"), (ii) E.ON North America, Inc., a Delaware corporation formerly known as VEBA Corporation and a direct and indirect subsidiary of E.ON AG ("E.ON North America"), and (iii) VEBA Zweite Verwaltungsgesellschaft mbH, a German limited liability company and a direct wholly-owned subsidiary of E.ON AG ("VEBA Zweite"), relating to the common stock, par value \$0.01 per share, of MEMC Electronic Materials, Inc., a Delaware corporation (the "Company"). Capitalized terms used and not defined herein have the meanings ascribed to them in the Schedule 13D. Except as specifically amended hereby, the Schedule 13D remains in full force and effect.

1. Item 2 of the Schedule 13D is hereby amended, supplemented and restated by deleting in their entirety paragraphs (a), (b), (c) and (e) and replacing them with the following:

(a) This statement is filed jointly by E.ON Aktiengesellschaft (formerly known as VEBA Aktiengesellschaft), a German corporation ("E.ON AG"), E.ON North America, Inc. (formerly known as VEBA Corporation), a Delaware corporation and a direct and indirect wholly-owned subsidiary of E.ON AG ("E.ON North America") and VEBA Zweite Verwaltungsgesellschaft mbH, a German limited liability company and a direct wholly-owned subsidiary of E.ON AG ("VEBA Zweite", and together with E.ON AG and E.ON North America, the "Reporting Persons"). The Reporting Persons are filing this statement jointly pursuant to a Joint Filing Agreement attached to Amendment No. 1 filed on March 23, 1999 as Exhibit 48 thereto and incorporated by reference herein.

(b) The address of E.ON AG's principal office is E.ON - Platz 1, 40479 Duesseldorf, Germany. The address of E.ON North America's principal office is 405 Lexington Avenue, New York, NY 10174. The address of VEBA Zweite's principal office is E.ON - Platz 1, 40479 Duesseldorf, Germany. The name, business address and principal occupation of each of the directors and executive officers of each of E.ON AG, E.ON North America and VEBA Zweite are set forth on Schedule I hereto and incorporated by reference herein.

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(c) The principal business of E.ON AG is to be a management holding company for one of the largest industrial groups in Germany on the basis of market capitalization at year-end 2000. E.ON AG is currently organized into eight separate

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business divisions: electricity, oil, chemicals, real estate, telecommunications, distribution/logistics, aluminum and silicon wafers. The principal business of E.ON North America is to be a holding company for E.ON AG's interests in the United States. The principal business of VEBA Zweite is to be a holding company for the shares of Common Stock of the Company held by it.

(e) On September 28, 2000, the Securities and Exchange Commission instituted an Order Instituting Public Proceedings pursuant to Section 21C of the Securities Exchange Act of 1934, as amended (the "Exchange Act") , Making Findings and Imposing a Cease-and-Desist Order against E.ON AG (file No. 3-10318). In the Order, the Securities and Exchange Commission found that E.ON AG committed violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. Pursuant to the Order, the Securities and Exchange Commission ordered that E.ON AG cease and desist from committing or causing any violation and any future violation of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder and determined to accept an Offer of Settlement submitted by E.ON AG.

Except as set forth above, during the last five years none of the Reporting Persons nor, to the best of their knowledge, any of the executive officers or directors of any of the Reporting Persons, has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 2 of the Schedule 13D is further amended and supplemented by deleting in its entirety Schedule I attached to the Schedule 13D and replacing it with Schedule I attached to this Amendment No. 4.

2. Item 4 of the Schedule 13D is hereby amended and supplemented by the following information:

Pursuant to the Purchase Agreement, dated as of September 30, 2001 (the "TPG Purchase Agreement"), among E.ON AG, E.ON North America, E.ON International Finance B.V., a Dutch corporation, FIDELIA Corporation, a Delaware corporation, and VEBA Zweite, on the one hand (collectively, the "Sellers"), and TPG Partners III, L.P., a Delaware limited partnership, T(3) Partners, L.P., a Delaware limited partnership, T(3) Partners II, L.P., a Delaware limited partnership (the "TPG Entities") and TPG Wafer Holdings LLC, a Delaware limited liability company ("Buyer"), on the other hand, E.ON North America and VEBA Zweite have each agreed, subject to the satisfaction or waiver of various conditions set forth in the TPG Purchase Agreement, to sell all of the shares of Common Stock owned by them to Buyer for \$2.00. In addition, the Purchase Agreement

provides for the Buyer to purchase from each of the respective Sellers all of the debt of the Company and its subsidiaries held by such Seller for \$4.00. The Company's earnings performance in 2002 could increase the purchase price by a maximum of \$150 million. Pursuant to the TPG Purchase Agreement the Sellers would not be entitled to receive any additional consideration if the Company's fiscal 2002 EBITDA is less than US\$100 million and would receive US\$30 million, US\$75 million or US\$150 million of additional consideration if the Company's fiscal 2002 EBITDA equals or exceeds US\$100 million, US\$150 million or US\$300 million, respectively. The purpose of entering into the TPG Purchase Agreement is in furtherance of E.ON AG's strategy to focus on its core businesses and to dispose of its interests in certain of its non-core business areas over time, including but not limited to the disposition of shares of Common Stock indirectly owned by E.ON AG.

Pursuant to Section 6.08 of the TPG Purchase Agreement, the Sellers, including each of the Reporting Persons, have agreed, until the Closing (as defined in the TPG Purchase Agreement) or the termination of the TPG Purchase Agreement, whichever occurs first, not to (i) solicit, initiate or encourage the submission of inquiries, proposals or offers from any individual, corporation partnership, limited liability company or other entity, other than the TPG Entities or any of their affiliates (an "Entity") relating to the purchase of the Common Stock or the debt of the Company and its subsidiaries or any portion thereof or the acquisition of all or a significant portion of the assets or equity or debt interest of the Company, whether by merger, tender offer or otherwise (an "Acquisition Proposal"), (ii) enter into or participate in any discussions regarding an Acquisition Proposal with any Entity or (iii) otherwise cooperate with, or assist or participate in, facilitate or encourage, any effort or attempt by any Entity to make an Acquisition Proposal. In addition, until the TPG Purchase Agreement is terminated or until the occurrence of the Closing, whichever occurs first, each of the Sellers, including the Reporting Persons, has agreed that, at any meeting of stockholders of the Company or at any adjournment thereof or in any other circumstances upon which a stockholders' vote, consent or other approval is sought, each of E.ON North America and VEBA Zweite shall be present (in person or by proxy) and shall vote (or cause to be voted) its shares of Common Stock against (and shall not execute any written consent in favor of) (i) any merger agreement or merger, consolidation, combination, sale of substantial assets, reorganization, recapitalization, dissolution, liquidation or winding up of or by the Company or any other Acquisition Proposal or (ii) any amendment of the Company's certificate of incorporation or by-laws or other proposal or transaction involving the Company or any of its subsidiaries, which amendment or other proposal or transaction would in any manner impede, frustrate, delay, prevent or nullify the transactions contemplated by the TPG Purchase Agreement or the Company Restructuring (as defined below). Each of VEBA Zweite and E.ON North America further agreed not to commit or agree to take any action inconsistent with the foregoing.

Pursuant to Section 6.11 of the TPG Purchase Agreement, E.ON North America and VEBA Zweite have agreed, under certain circumstances, to provide the Company with capital contributions in an aggregate amount not to exceed fifty

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million dollars (\$50,000,000) less the amount of the increase in the permitted borrowing amount under certain credit facilities (the "Required Pre-Closing Capital Contribution"). The Company will not issue any securities in connection with any Required Pre-Closing Capital Contribution. Any Required Pre-Closing Capital Contribution would be made at such times as determined by E.ON North America and VEBA Zweite in their reasonable judgment and are required to be used by the Company only for certain specified funding needs. The Company has no obligation to repay E.ON North America and VEBA Zweite any Required Pre-Closing Capital Contribution.

In addition, at the Closing E.ON North America and VEBA Zweite have agreed to make a capital contribution to the Company in an aggregate amount equal to (w) five million dollars (\$5,000,000) to enable the Company to make a contribution to its defined benefit plan plus (x) the excess, if any of (A) fifty million dollars (\$50,000,000) over (B) the sum of (y) the aggregate capital contributions made by E.ON North America and VEBA Zweite prior to the Closing, and (z) the aggregate amount borrowed by the Company under the Second Amended and Restated Credit Agreement dated as of September 4, 2001 among the Company, a subsidiary of the Company and E.ON AG in excess of \$50 million (\$50,000,000).

The obligations of Buyer under the TPG Purchase Agreement are subject to the following conditions precedent, among other things, (i) each of VEBA Zweite and E.ON North America having assigned to Buyer any and all contractual rights that it may have to require the Company to register all or a portion of its shares of Common Stock with the Securities and Exchange Commission, (ii) Buyer having received the resignations of Dr. Alfred Oberholz, Dr. Wilhelm Simson, Dr. Hans Michael Gaul, Helmut Mamsch and Paul T. O'Brien from the Board of Directors of the Company and (iii) Buyer and the Company having reached an agreement upon the terms and provision of, and executed and delivered a definitive agreement in form and substance satisfactory to Buyer with respect to an exchange by Buyer of all outstanding debt of the Company and its subsidiaries purchased by Buyer pursuant to the TPG Purchase Agreement for newly issued debt and equity securities of the Company and all conditions thereto having been materially satisfied or waived. The obligations of Sellers under the TPG Purchase Agreement are subject to, among other things, the Company and certain of its subsidiaries releasing each of the Sellers, including the Reporting Persons, and certain other affiliates of E.ON AG (collectively, the "E.ON Released Parties") from certain actions, causes of action, suits, debts or other damages including any matter, cause or thing relating to or arising out of or in connection with any E.ON Released Party's being (including any action taken or omitted by any E.ON Released Party in connection with

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being) a shareholder of the Company (the form of general release is attached hereto as Exhibit 60).

3. Item 5 of the Schedule 13D is hereby amended and supplemented by deleting in its entirety paragraph (b) and replacing them with the following:

(b) VEBA Zweite and E.ON North America own of record 28,469,028 and 21,490,942 shares of Common Stock, respectively, and have the power to vote and dispose of such shares of Common Stock owned of record by it. E.ON AG, indirectly (acting through its wholly-owned subsidiaries, E.ON North America and VEBA Zweite), has the power to direct the vote, and to direct the disposition of

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in the statement is true, complete and correct. This statement may be signed in counterpart copies.

Date: September 30, 2001

E.ON AG

By: /s/ Paul Brandimarte

Name: Paul Brandimarte
Title: Attorney in Fact

By: /s/ Joseph Supp

Name: Joseph Supp
Title: Attorney in Fact

Date: September 30, 2001

E.ON NORTH AMERICA, INC.

By: /s/ Paul Brandimarte

Name: Paul Brandimarte
Title: Vice President

Date: September 30, 2001

VEBA ZWEITE
VERWALTUNGSGESELLSCHAFT MBH

By: /s/ Paul Brandimarte

Name: Paul Brandimarte
Title: Attorney in Fact

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SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS OF

E.ON AG

The name, business address, present principal occupation or employment and citizenship, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each of the directors and executive officers of E.ON AG is set forth below.

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Name and Business Address -----	Position with E.ON AG -----	Principal Occupation, if other than as Executive Officer of E.ON AG -----
Dr. Klaus Liesen Vorsitzender des Aufsichtsrates der RUHRGAS AG Huttropstrasse 60 45138 Essen	Member of the Supervisory Board, Chairman	Chairman of the Supervisory Board, Ruhrgas AG
Hubertus Schmoldt Vorsitzender der IG BERGBAU, CHEMIE, ENERGIE Konigsworther Platz 6 30167 Hannover	Member of the Supervisory Board, Deputy Chairman	Chairman of the Board of Management, Industriegewerkschaft Bergbau Chemie, Energie
Dr. Karl-Hermann Baumann Vorsitzender des Aufsichtsrates Siemens AG Wittelsbacher Platz 2 80333 Muenchen	Member of the Supervisory Board	Chairman of the Supervisory Board of Siemens AG
Ralf Blauth DEGUSSA-HUELS AG Paul-Baumann-Strasse 1 45764 Marl	Member of the Supervisory Board	Industrial Clerk, Degussa AG
Dr. Rolf-E. Breuer Sprecher des Vorstandes DEUTSCHE BANK AG Taunusanlage 12 60325 Frankfurt	Member of the Supervisory Board	Spokesperson of the Board of Management, Deutsche Bank AG

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Name and Business Address -----	Position with E.ON AG -----	Principal Occupation, if other than as Executive Officer of E.ON AG -----
Dr. Gerhard Cromme as of Oct 1, 2001: Vorsitzender des Aufsichtsrates Thyssen Krupp AG August-Thyssen-Str. 1 40211 Duesseldorf	Member of the Supervisory Board	as of Oct 1, 2001: Chairman the Supervisory Board, Thyssen Krupp AG
Wolf-Ruediger Hinrichsen	Member of the Supervisory	

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E.ON AG
Volks-und
Energiewirtschaft
E.ON-Platz 1
40479 Duesseldorf

Board; Head of the Economic
Affairs Department, E.ON AG

Ulrich Hocker
Hauptgeschäftsführer
Deutsche Schutzvereinigung
für Wertpapierbesitz e.V.
Humboldtstrasse 9
40237 Duesseldorf

Member of the Supervisory
Board

General Manager, German
Investor Protection Associat

and:

Postfach 14 02 43
40072 Duesseldorf

Dr. Jochen Holzer,
Honorary Senator
E. ON - Verbindungsburo
Postfach 2020 42
80020 Muenchen

Member of the Supervisory
Board

Former Chairman of the
Supervisory Board of
VIAG AG 1993-1998

Jan Kahmann
ver.di
Theodor-Heuss-Strasse 1
70174 Stuttgart

Member of the Supervisory
Board

Head of Industrial Sector 11
traffic, ver.di

Dr. h.c. Andre Leysen
Vorsitzender des
Verwaltungsrates
der GEVAERT N.V.
Septestraat 27
B-2640 Mortsel

Member of the Supervisory
Board

Chairman of the Administrati
Board, Gevaert N.V.

Dagobert Millinghaus
BRENNTAG AG
Humboldttring 15
45472 Muelheim/Ruhr

Member of the Supervisory
Board

Accounting and Administratio
Manager, Brenntag AG

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Name and Business Address

Position with
E.ON AG

Principal Occupation, if
other than as
Executive Officer of E.ON AG

Margret Moenig-Raane
Stellvertretende Vorsitzende
ver di
Potsdamer Platz 10
10785 Berlin

Member of the Supervisory
Board

Vice President, ver di, form
Chairwoman, Gewerkschaft
Handel, Banken und
Versicherungen

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Ulrich Otte Gesamtbetriebsratsvorsitzender E.ON Energie AG Brienner Str. 40 80333 Muenchen	Member of the Supervisory Board	Systems Engineer, E.ON Energy AG
Armin Schreiber E.ON Kraftwerke GmbH Kernkraftwerk Grafenrheinfeld Kraftwerkstrasse 97506 Grafenrheinfeld	Member of the Supervisory Board	Electrical Engineer, E.ON Kernkraft GmbH, Former member of the Supervisory Board of VIAG AG 1997-2000
Dr. Henning Schulte-Noelle Vorsitzender des Vorstandes der ALLIANZ AG Koniginstrasse 28 80802 Muenchen	Member of the Supervisory Board	Chairman of the Board of Management, Allianz AG
Kurt F. Viermetz Vorsitzender des Aufsichtsrates Bayerische Hypotheken- und Vereinsbank Am Tucherpark 16 80538 Muenchen	Member of the Supervisory Board	Chairman of the Supervisory Board, Bayerische Hypotheken und Vereinsbank; Retired Vice Chairman and Director of the Board of J.P. Morgan & Co. Incorporated
Dr. Bernd W. Voss Mitglied des Vorstandes DRESDNER BANK AG Juergen-Ponto-Platz 1 60329 Frankfurt/Main	Member of the Supervisory Board	Member of the Board of Management, Dresdner Bank AG
Dr. Peter Weber DEGUSSA AG Gebaude 1148 / PB01 45764 Marl	Member of the Supervisory Board	Director Legal Department, Degussa AG
Kurt Weslowski VEBA OEL AG Werk Scholven Pawiker Strasse 30 45896 Gelsenkirchen	Member of the Supervisory Board	Chemical Worker, VEBA Oel AG

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Name and Business Address -----	Position with E.ON AG -----	Principal Occupation, if other than as Executive Officer of E.ON AG -----
------------------------------------	-----------------------------------	--

Ulrich Hartmann*	Member of the Board of Management, Chairman and Co-Chief Executive Officer;
------------------	---

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Corporate Communications,
Corporate and Public Affairs,
Investor Relations,
Supervisory Board Relations;
formerly Chairman of the
Board of Management of VEBA AG

Prof. Dr. Wilhelm Simson*

Member of the Board of
Management, Chairman and
Co-Chief Executive Officer;
Group Strategy, Post-Merger
Integration, Executive
Development, Audit; formerly
Chairman of the Board of
Management and Chief
Executive Officer of VIAG AG

Dr. Hans Michael Gaul*

Member of the Board of
Management; Controlling/
Corporate Planning, M&A,
Legal Affairs; formerly
Member of the Board of
Management of VEBA AG

Dr. Manfred Krueper*

Member of the Board of
Management; Labor Relations,
Personnel, Infrastructure and
Services, Procurement,
Organization; formerly Member
of the Board of Management of
VEBA AG

Dr. Erhard Schipporeit*

Member of the Board of
Management, Chief Financial
Officer; Finance, Accounting,
Taxes, IT; formerly Member of
the Board of Management of
VIAG AG.

* The business address of each of these persons is: E.ON AG, E.ON - Platz 1,
40479 Duesseldorf, Germany

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DIRECTORS AND EXECUTIVE OFFICERS OF

E.ON North America, Inc.

The name, business address, present principal occupation or employment and citizenship, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each of the directors and executive officers of E.ON North America, Inc. is set forth below.

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Name and Business Address**	Position with E.ON North America, Inc.	Principal Occupation, if other than as Executive Officer of E.ON North America, Inc.
Dr. Manfred Krueper	Director, Chairman	Member of the Board of Management of E.ON AG; Group Human Resource Management
Dr. Hans Michael Gaul	Director	Member of the Board of Management of E.ON AG
Georg Budenbender	Director, President & CEO	
A. Paul Brandimarte, Jr.	Director, Vice President, General Counsel and Secretary	
Joseph J. Supp	Vice President-Tax	
Ronald W. Smyth, Jr.	Vice President-Finance	

** The business address of each of the persons listed below is: E.ON North America, Inc., 405 Lexington Avenue, New York, NY 10174.

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DIRECTORS AND EXECUTIVE OFFICERS OF
VEBA ZWEITE VERWALTUNGSGESELLSCHAFT MBH

The name, business address, present principal occupation or employment and citizenship, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each of the directors and executive officers of VEBA Zweite Verwaltungsgesellschaft mbH ("VEBA Zweite") is set forth below.

Name and Business Address***	Position with VEBA Zweite	Principal Occupation, if other than as Executive Officer of VEBA Zweite
Ulrich Hueppe	Managing Director	Executive Vice President of E.ON AG
Dr. Rolf Pohlig	Managing Director	Executive Vice President of E.ON AG

*** The business address of each of the persons listed below is: E.ON AG, E.ON-Platz 1, 40479 Duesseldorf, Germany

EXHIBIT INDEX

- Exhibit 57 Purchase Agreement, dated as of September 30, 2001 among E.ON AG, E.ON North America, Inc., E.ON International Finance B.V., Fidelia Corporation, VEBA Zweite Verwaltungsgesellschaft, mbH, TPG Partners III, L.P., T(3)Partners, L.P., T(3)Partners II, L.P. and TPG Wafer Holdings LLC.
- Exhibit 58 Share Ownership
- Exhibit 59 Loan Agreements
- Exhibit 60 Form of General Release
- Exhibit 61 Power of Attorney dated September 17, 2001 from VEBA Zweite to the persons specified therein.
- Exhibit 62 Power of Attorney dated September 17, 2001 from E.ON AG to the persons specified therein.