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ECOLAB INC
Form SC 13D/A
September 27, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

Ecolab Inc.

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

278865100

(CUSIP Number)

William A. Groll, Esq.
Cleary Gottlieb Steen & Hamilton LLP
City Place House
55 Basinghall Street
London EC2V 5EH
44-207 614 2200

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

September 21, 2005

(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 which is the subject of this Schedule 13D, and is filing this schedule because of 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(b) 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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 278865100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Henkel KGaA

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3

4 SOURCE OF FUNDS*

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

43,359,224

8 SHARED VOTING POWER
43,359,224

9 SOLE DISPOSITIVE POWER
43,359,224

10 SHARED DISPOSITIVE POWER
29,333,328

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,629,552

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

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

28.4

14 TYPE OF REPORTING PERSON*

CO

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 278865100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Henkel Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3

4 SOURCE OF FUNDS*

AF, WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER
29,333,328

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER
29,333,328

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
29,333,328

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.5%

14 TYPE OF REPORTING PERSON*

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CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 13 (this "Amendment") amends and supplements the Schedule 13D filed on December 20, 1989, as previously amended (the "Schedule 13D"), of Henkel KGaA ("KGaA" and, together with its affiliates, "The Henkel Group") and HC Investments, Inc., with respect to the Common Stock, par value \$1.00 per share ("Common Stock"), of Ecolab Inc. ("Ecolab" or the "Company"). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background.

The Schedule 13D is now no longer filed by Henkel Chemie Verwaltungsgesellschaft mbH ("Chemie"). As described in this Amendment, effective September 21, 2005, Chemie transferred back to KGaA the 43,359,224 shares of Common Stock it previously held and no longer holds any interest in the Common Stock.

The names, addresses, occupations and citizenship of the executive officers and members of the board of directors, or equivalent body, of each of KGaA and Henkel Corporation are set forth in Schedule I hereto. None of KGaA, Henkel Corporation or, to the best of their knowledge, Henkel of America, Inc. or any of the persons listed on Schedule I hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a 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 4. Purpose of Transaction.

As noted above, effective September 21, 2005, Chemie transferred all 43,359,224 shares of Common Stock it previously held to KGaA. The transfer was effected for internal organizational purposes of the The Henkel Group. There is no change to the plans or intentions of KGaA and its respective subsidiaries with respect to Ecolab, and no other change occurred in the relationship of any member of The Henkel Group with Ecolab.

In August 2005, Jochen Krautter retired from the Ecolab Board. In accordance with the Amended Stockholder's Agreement, Kasper Rorsted, Executive Vice President for Human Resources, Logistics, Information Technologies and Infrastructure Services of KGaA, was appointed to the Ecolab Board. Currently, Ulrich Lehner, Stefan Hamelmann and Mr. Rorsted serve as members of the Ecolab Board pursuant to the Amended Stockholder's Agreement.

KGaA intends to continue to review its investment in Common Stock from time to time and, depending upon certain factors, including without limitation the financial performance of Ecolab, the availability and price of shares of Common Stock on the open market, KGaA's overall relationship with Ecolab, and other general market and investment conditions, KGaA may determine

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either to acquire through open market purchases or otherwise additional shares of Common Stock, or, based upon such factors, to sell shares of Common Stock, from time to time, in each case to the extent permitted under the Amended Stockholder's Agreement and applicable law.

Except as set forth herein, KGaA and Henkel Corporation have no current plans or proposals that relate to or would result in any of the actions or events enumerated in clauses (a) through (j) of Item 4 of Schedule 13D, as promulgated by the Securities and Exchange Commission.

Item 5. Interest in Securities of the Issuer.

(a)-(b) At the date hereof, in the aggregate, the 72,692,552 shares of Common Stock owned by KGaA and Henkel Corporation represent approximately 28.4% of the 255,748,469 shares of Common Stock reported by Ecolab in its Quarterly Report on Form 10-Q to be outstanding as of July 31, 2005.

Of that total, Henkel Corporation directly beneficially owns 29,333,328 shares of Common Stock (approximately 11.5% of such total). Henkel Corporation and, by virtue of its indirect control of Henkel Corporation, KGaA share the power to vote and the power to dispose of these shares of Common Stock (subject to the provisions of the Amended Stockholder's Agreement).

KGaA directly beneficially owns the remaining 43,359,224 shares of Common Stock (approximately 16.9% of such total). KGaA has the sole power to vote and to dispose of these shares of Common Stock (subject to the provisions of the Amended Stockholder's Agreement).

(c) Except for the transfer of Common Stock by Chemie to KGaA as described herein, no transactions in shares of Common Stock were effected during the past 60 days by Chemie, Henkel Corporation or KGaA, or, to the best of their knowledge, by Henkel of America, Inc. or any of the other persons listed on Schedule I.

Signature

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

Dated: September 23, 2005

Henkel KGaA

By: /s/ Thomas Gerd Kuhn

Thomas Gerd Kuhn
Associate General Counsel

By: /s/ Joachim Jackle

Dr. Joachim Jackle
VP Corporate Finance

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Henkel Corporation

By: /s John E. Knudson

John E. Knudson
President, Chief Financial Officer

Exhibit Index

Exhibit 1	Stock Purchase Agreement by and among HC Investments, Inc., Henkel KGaA and Ecolab Inc. dated as of December 11, 1989	(i)
Exhibit 2	Amendment No. 1 to Stock Purchase Agreement by and among HC Investments, Inc., Henkel KGaA and Ecolab Inc. dated as of December 11, 1989	(i)
Exhibit 3	Confidentiality Agreement between Henkel KGaA and Ecolab Inc. dated November 13, 1989	(i)
Exhibit 4	Press Release issued by Ecolab Inc. and Henkel KGaA on December 11, 1989	(i)
Exhibit 5	Amendment No. 2 to Stock Purchase Agreement by and among HC Investments, Inc., Henkel KGaA and Ecolab Inc. dated as of September 11, 1990	(ii)
Exhibit 6	Umbrella Agreement by and between Henkel KGaA and Ecolab Inc. dated as of September 11, 1990	(ii)
Exhibit 7	Joint Venture Agreement by and between Henkel KGaA and Ecolab Inc. dated as of September 11, 1990	(ii)
Exhibit 8	Stockholder's Agreement between Henkel KGaA and Ecolab Inc. dated as of September 11, 1990	(ii)
Exhibit 9	Amendment No. 3 to Stock Purchase Agreement by and among HC Investments, Inc., Henkel KGaA and Ecolab Inc. dated as of March 8, 1991	(iii)
Exhibit 10	First Amendment to the Umbrella Agreement by and between Henkel KGaA and Ecolab Inc. dated as of March 8, 1991	(iii)
Exhibit 11	First Amendment to the Joint Venture Agreement by and between Henkel KGaA and Ecolab Inc. dated as of March 8, 1991	(iii)
Exhibit 12	First Amendment to the Stockholder's Agreement between Henkel KGaA and Ecolab Inc. dated as of March 8, 1991	(iii)
Exhibit 13	Amended and Restated Umbrella Agreement by and between Henkel KGaA and Ecolab Inc. dated as of June 26, 1991	(iv)

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Exhibit 14	Amended and Restated Joint Venture Agreement by and between Henkel KGaA and Ecolab Inc. dated as of June 26, 1991	(iv)
Exhibit 15	Amended and Restated Stockholder's Agreement between Henkel KGaA and Ecolab Inc. dated as of June 26, 1991	(iv)
Exhibit 16	Press Release issued by Ecolab Inc. and Henkel KGaA on July 11, 1991	(iv)
Exhibit 17	Amendment No. 1 to Amended and Restated Stockholder's Agreement between Henkel KGaA and Ecolab Inc. dated as of June 30, 2000	(v)
Exhibit 18	Master Agreement, dated as of December 7, 2000, between Ecolab Inc. and Henkel KGaA	(v)
Exhibit 19	Form of Amended Stockholder's Agreement	(v)
Exhibit 20	Purchases of Common Stock from December 14, 2000 through October 5, 2001	(vi)
Exhibit 21	Purchases of Common Stock from October 9, 2001 through November 23, 2001	(vii)
Exhibit 22	Agreement to be Bound by Chemie dated as of December 31, 2002	(viii)
Exhibit 23	Agreement to be Bound by Henkel Corporation dated as of December 15, 2004	(ix)

- (i) Previously filed as an Exhibit to the Schedule 13D on December 20, 1989.
- (ii) Previously filed as an Exhibit to Amendment No. 2 to the Schedule 13D on September 17, 1990.
- (iii) Previously filed as an Exhibit to Amendment No. 3 to the Schedule 13D on March 15, 1991.
- (iv) Previously filed as an Exhibit to Amendment No. 4 to the Schedule 13D on July 16, 1991.
- (v) Previously filed as an Exhibit to Amendment No. 5 to the Schedule 13D on December 15, 2000.
- (vi) Previously filed as an Exhibit to Amendment No. 6 to the Schedule 13D on October 9, 2001.
- (vii) Previously filed as an Exhibit to Amendment No. 7 to the Schedule 13D on November 26, 2001.
- (viii) Previously filed as an Exhibit to Amendment No. 9 to the Schedule 13D on January 8, 2003.
- (ix) Previously filed as an Exhibit to Amendment No. 12 to the Schedule 13D on February 1, 2005.

Schedule I

Officers and Directors of Henkel Corporation

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The following table sets forth the name, business address, position with Henkel Corporation and present principal occupation of each director and executive officer of Henkel Corporation. Except as set out below, each individual listed below is a citizen of the United States.

Name and Address -----	Position with Henkel Corporation and Present Principal Occupation or Employment -----
Dr. Jochen Krautter Henkelstrasse 67 40191 Dusseldorf Germany Citizen of Germany	Chairman of the Board of Henkel Corporation; Executive Vice President-Technologies of KGaA
Mr. Julian Colquitt Henkel Corporation 1001 Trout Brook Crossing Rocky Hill, CT 06067	Director of Henkel Corporation; President, TI of Henkel Corporation
Mr. John Kahl Henkel Consumer Adhesives, Inc. 32150 Just Imagine Drive Avon, Ohio 44011-1355	Director of Henkel Corporation; President, Henkel Consumer Adhesives of Henkel Corporation
Mr. John E. Knudson Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406	Director, President, Chief Financial Officer of Henkel Corporation
Mr. Gerald E. Kohlsmith Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406	Director of Henkel Corporation; President, TT of Henkel Corporation
Mr. Alois Linder Henkelstrasse 67 40191 Dusseldorf Germany Citizen of Austria	Director of Henkel Corporation; Executive Vice President-Consumer and Craftsmen Adhesives of KGaA
Mr. Raymond C. Alfisi Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406	Vice President, Information Technology of Henkel Corporation
Mr. Daniel J. Corcoran Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406	Assistant Treasurer of Henkel Corporation
Mr. Peter G. Dowling Henkel Corporation 1001 Trout Brook Crossing Rocky Hill, CT 06067	President, TO Americas of Henkel Corporation

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Ms. Christel Emerson
Henkel Corporation
The Triad, Suite 200
2200 Renaissance Boulevard
Gulph Mills, PA 19406

Trademark Counsel, Assistant General
Counsel and Assistant Secretary of
Henkel Corporation

Mr. Brian Friend
Henkel Corporation
The Triad, Suite 200
2200 Renaissance Boulevard
Gulph Mills, PA 19406

Assistant Secretary of Henkel
Corporation

Mr. Gregory Gaglione
Henkel Corporation
The Triad, Suite 200
2200 Renaissance Boulevard
Gulph Mills, PA 19406

Associate General Counsel and
Assistant Secretary of Henkel
Corporation

Mr. Stephen D. Harper
Henkel Corporation
The Triad, Suite 200
2200 Renaissance Boulevard
Gulph Mills, PA 19406

Assistant General Counsel, Chief
Patent Counsel and Assistant
Secretary of Henkel Corporation

Mr. Klaus Kirchmayr
Henkel Corporation
1345 Gasket Drive
Elgin, Illinois 60120

Vice President-Corporate Purchasing
Americas of Henkel Corporation

Mr. Jeffrey C. Piccolomini
Henkel Corporation
The Triad, Suite 200
2200 Renaissance Boulevard
Gulph Mills, PA 19406

Senior Vice President, Finance of
Henkel Corporation

Mr. Kenneth R. Pina
Henkel Corporation
The Triad, Suite 200
2200 Renaissance Boulevard
Gulph Mills, PA 19406

Senior Vice President, Chief Legal
Officer and Secretary of Henkel
Corporation

Mr. John P. Preysner, Jr.
Henkel Corporation
1001 Trout Brook Crossing
Rocky Hill, CT 06067

Associate General Counsel and
Assistant Secretary of Henkel
Corporation

Mr. William B. Read
Henkel Corporation
The Triad, Suite 200
2200 Renaissance Boulevard
Gulph Mills, PA 19406

Senior Vice President, Human Resources
of Henkel Corporation

Mr. James E. Ripka
Henkel Corporation
The Triad, Suite 200
2200 Renaissance Boulevard
Gulph Mills, PA 19406

Vice President, Treasurer of Henkel
Corporation

Mr. Patrick Trippel
Henkel Corporation
15350 Barrance Parkway
Irvine, CA 92618

President, TTE of Henkel Corporation

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Officers and Directors of Henkel KGaA

The following table sets forth the name, business address, and position with KGaA and present principal occupation of each director, executive officer and controlling person of KGaA. Each individual listed below is a citizen of Germany, except Mr. Linder who is a citizen of the Republic of Austria, Mr. Van Bylen, who is a citizen of Belgium, and Mr. Vuursteen, who is a citizen of The Netherlands.

Name and Address -----	Present Principal Occupation or Employment -----
Supervisory Board: -----	
Mr. Albrecht Woeste Henkelstrasse 67 40191 Dusseldorf Germany	Owner of R. Woeste GmbH & Co. KG and Chairman of the Supervisory Board and Chairman of the Shareholders' Committee of KGaA
Mr. Winfried Zander Henkelstrasse 67 40191 Dusseldorf Germany	Vice Chairman of the Supervisory Board and Chairman of the Works Council of KGaA
Dr. Friderike Bagel Henkelstrasse 67 40191 Dusseldorf Germany	Attorney at Law/Tax Advisor
Mr. Engelbert Bassler Bungerstrasse 18 40597 Dusseldorf Germany	Member of the Works Council of KGaA
Mr. Hans Dietrichs Ziegeleistrasse 56 39307 Genthin Germany	Chairman of the Works Council of Henkel Genthin GmbH
Mr. Benedikt-Joachim Freiherr von Herman Henkelstrasse 67 40191 Dusseldorf Germany	Forester
Mr. Bernd Hinz Rheinstrasse 48 51371 Leverkusen Germany	Vice Chairman of the Works Council of KGaA

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Name and Address -----	Present Principal Occupation or Employment -----
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Supervisory Board: (continued)

Prof. Dr. Dr. h.c. Heribert Meffert Potstiege 56 48161 Munster Germany	Professor at the University of Munster and Former Director of the Institute for Marketing; Chairman of the Executive Board of the Bertelsmann Foundation
---	---

Mrs. Andrea Pichottka Konigsworther Platz 6 30167 Hannover Germany	Head of Organization/Marketing Department of IG Bergbau, Chemie, Energie (German Mining, Chemicals and Energy Trade Union)
---	--

Prof. Dr. Dr. h.c. Heinz Riesenhuber Bundesforschungsminister a.D. Deutscher Bundestag Platz der Republik 1 11011 Berlin Germany	Former Federal Minister for Research and Technology
---	--

Mr. Heinrich Thorbecke Henkelstrasse 67 40191 Dusseldorf Germany	Private Investor
---	------------------

Mr. Michael Vassiliadis Konigsworther Platz 6 30167 Hannover Germany	Member of the Executive Committee of IG Bergbau, Chemie, Energie (German Mining, Chemicals and Energy Trade Union)
---	--

Mr. Bernhard Walter 60301 Frankfurt Germany	Former Chairman of the Board of Managing Directors of Dresdner Bank AG
---	---

Mr. Werner Wenning 51368 Leverkusen Germany	Chairman of the Executive Board of Bayer AG
---	--

Dr. Anneliese Wilsch-Irrgang Flotowstrasse 2a 40593 Dusseldorf Germany	Chairman of the Management Personnel Representatives of KGaA
---	---

Name and Address -----	Present Principal Occupation or Employment -----
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Supervisory Board: (continued)

Mr. Rolf Zimmermann Halbuschstrasse 122 40591 Dusseldorf Germany	Member of the Works Council of KGaA
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Management Board:

Prof. Dr. Ulrich Lehner Henkelstrasse 67 40191 Dusseldorf Germany	Chairman of the Management Board of KGaA
--	--

Dr. Jochen Krautter Henkelstrasse 67 40191 Dusseldorf Germany	Executive Vice President-Technologies of KGaA
--	---

Mr. Alois Linder Henkelstrasse 67 40191 Dusseldorf Germany	Executive Vice President-Consumer and Craftsmen Adhesives of KGaA
---	---

Mr. Kasper Rorsted Henkelstrasse 67 40191 Dusseldorf Germany	Executive Vice President-Human Resources, Logistics, Information Technologies and Infrastructure Services of KGaA
---	---

Dr. Friedrich Stara Henkelstrasse 67 40191 Dusseldorf Germany	Executive Vice President-Laundry & Home Care of KGaA
--	--

Dr. Lothar Steinebach Henkelstrasse 67 40191 Dusseldorf Germany	Executive Vice President and Chief Financial Officer of KGaA
--	--

Mr. Hans Van Bylen Henkelstrasse 67 40191 Dusseldorf Germany	Executive Vice President- Cosmetics/ Toiletries of KGaA
---	---

Name and Address

Present Principal Occupation or Employment

Shareholders' Committee:

Mr. Albrecht Woeste Henkelstrasse 67 40191 Dusseldorf Germany	Owner of R. Woeste GmbH & Co. KG and Chairman of the Supervisory Board and Chairman of the Shareholders' Committee of KGaA
--	--

Mr. Stefan Hamelmann Henkelstrasse 67 40191 Dusseldorf Germany	Vice Chairman of the Shareholders' Committee of KGaA; Private Investor
---	--

Christoph Henkel Henkelstrasse 67	Vice Chairman of the Shareholders' Committee of KGaA; Independent
--------------------------------------	---

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40191 Dusseldorf Germany	Entrepreneur and Business Executive
Dr. Paul Achleitner Königsstrasse 28 80802 München Germany	Member of the Board of Allianz AG
Dr. Simone Bagel-Trah Henkelstrasse 67 40191 Dusseldorf Germany	Private Investor
Dr. h.c. Ulrich Hartmann E.ON-Platz 1 40479 Dusseldorf Germany	Chairman of the Supervisory Board of E.ON AG
Mr. Burkhard Schmidt Stubbenhuk 7 20459 Hamburg Germany	Managing Director of Jahr Vermögensverwaltung GmbH & Co. KG
Mr. Konstantin von Unger Henkelstrasse 67 40191 Dusseldorf Germany	Founding Partner, Blue Corporate Finance

Name and Address	Present Principal Occupation or Employment
-----	-----

Shareholders' Committee: (continued)

Mr. Karel Vuursteen Dijsselhofplantsoen 10 NL-1077 BL Amsterdam The Netherlands	Former Chairman of the Board of Management of Heineken Holding N.V.
Dr. Hans-Dietrich Winkhaus Henkelstrasse 67 40191 Dusseldorf Germany	Former President and Chief Executive Officer of KGaA