SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1 TO

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): January 31, 2002

Commission File No. 0-23621

MKS INSTRUMENTS, INC.
(Exact Name of Registrant as Specified in Charter)

MASSACHUSETTS	04-2277512
(State or Other Jurisdiction of Incorporation)	(I.R.S. Employer Identification No.)
SIX SHATTUCK ROAD, ANDOVER, MASSACHUSETTS	01810
(Address of Principal Executive Offices)	(Zip Code)

(978) 975-2350
(Registrant's Telephone Number, Including Area Code)

NOT APPLICABLE
(Former Name or Former Address, if Changed Since Last Report)

This report amends the Registrant's report on Form 8-K, initially filed on February 12, 2002, to provide financial statements of the business of Emerson and its subsidiaries operating as the "ENI Division" of Emerson and its subsidiaries (the "ENI Business") and to provide pro forma combined consolidated financial information not previously provided.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Financial Statements of Businesses Acquired

Included as Exhibit 99.2 to this Amendment No. 1 on Form 8-K/A, and incorporated herein by reference, are audited financial statements for the years ended September 30, 2001, 2000 and 1999 as follows:

Independent Auditors' Report

Combined Balance Sheets as of September 30, 2001 and 2000

Combined Statements of Income for the Years ended September 30, 2001, 2000 and 1999

Combined Statements of Divisional Control and Comprehensive Income for the Years ended September 30, 2001, 2000 and 1999

Combined Statements of Cash Flow for the Years ended September 30, 2001, 2000 and 1999

Notes to the Combined Financial Statements

(b) Unaudited Pro Forma Financial Information

Included as Exhibit 99.3 to this Amendment No. 1 on Form 8-K/A, and incorporated herein by reference, are unaudited pro forma combined consolidated financial statements for the year ended December 31, 2001 as follows:

Unaudited Pro Forma Combined Consolidated Balance Sheet as of December 31, 2001

Unaudited Pro Forma Combined Consolidated Statement of Operations for the Year ended December 31, 2001

Notes to the Unaudited Pro Forma Combined Consolidated Financial Statements

(c) Exhibits

Item No.	Description
+2.1(1)	Agreement and Plan of Merger with respect to the Acquisition of the ENI Business dated October 30, 2001 between the Registrant and Emerson Electric Co.
+4.1(2)	Shareholder Agreement dated as of January 31, 2002 among the Registrant and Emerson Electric Co.
23.1	Consent of KPMG LLP

+99.1(2)	Press Release dated February 1, 2002 issued by the Registrant
99.2	Combined Financial Statements as of September 30, 2001 and 2000 and for the Years ended September 30, 2001, 2000 and 1999 and Report of Independent Accountants thereon
99.3	Unaudited Pro Forma Combined Consolidated Financial Statements as of December 31, 2001 and for the Year ended December 31, 2001

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\+ Previously filed.

(1) Incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A (Commission File No. 000-23621) filed with the Securities and Exchange Commission on December 4, 2001.

(2) Incorporated by reference to the Registrant's report on Form 8-K filed with the Securities and Exchange Commission on February 12, 2002.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MKS INSTRUMENTS, INC.

Date: April 15, 2002

By: /s/ Ronald C. Weigner

Ronald C. Weigner
Vice President and Chief Financial Officer

EXHIBIT INDEX

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Exhibit 23.1

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
Emerson Electric Company:

We consent to the inclusion of our report dated January 17, 2002, with respect to the combined balance sheets of ENI as of September 30, 2001 and 2000, and the related combined statements of income, divisional control and comprehensive income, and cash flows for each of the years in the three-year period ended September 30, 2001, which report appears in the Form 8-K/A of MKS Instruments, Inc. dated April 15, 2002.

/s/ KPMG LLP

Rochester, New York
April 15, 2002

Exhibit 99.2

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Emerson Electric Co.:

We have audited the accompanying combined balance sheets of ENI as of September 30, 2001 and 2000, and the related combined statements of income, divisional control and comprehensive income, and cash flows for each of the years in the three-year period ended September 30, 2001. These combined financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these combined financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the combined financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall combined financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of ENI as of September 30, 2001 and 2000, and the results of its operations and its cash flows for each of the years in the three-year period ended September 30, 2001 in conformity with accounting principles generally accepted in the United States of America.

/s/ KPMG LLP

Rochester, New York
January 17, 2002

ENI

Combined Balance Sheets

September 30, 2001 and 2000

(In thousands)

ASSETS	2001	2000
Current assets:		
Cash	$ 2,452	2,702
Accounts receivable, less allowance for doubtful accounts of $104 and $123 at September 30, 2001 and 2000, respectively	8,139	17,973
Inventories, net	22,723	28,058
Deferred income taxes and other current assets	6,232	3,522
Forward contracts	88	--
Total current assets	39,634	52,255
Property and equipment, net	19,737	17,631
Goodwill, less accumulated amortization of $4,623 and $3,372 at September 30, 2001 and 2000, respectively	45,992	47,243
Other noncurrent assets, less accumulated amortization of $1,013 and and $713 at September 30, 2001 and 2000, respectively	1,967	957
Total assets	$ 107,330	118,086

LIABILITIES AND DIVISIONAL CONTROL

	2001	2000
Current liabilities:		
Accounts payable - trade	4,012	10,611
Accounts payable - intercompany, net	199	13,039
Deposits received from customers for product sales	484	727
Accrued expenses	4,962	8,116
Accrued warranty expense	3,658	760
Accrued purchase obligations	1,900	--
Income taxes	6,448	9,105
Deferred income taxes	35	--
Total current liabilities	21,698	42,358
Long-term debt	5,000	5,000
Other long-term liabilities	390	366
Deferred income taxes	792	1,128
Total liabilities	27,880	48,852
Divisional control:		
Divisional equity	80,341	69,632
Accumulated other comprehensive income (loss)	(891)	(398)
Total divisional control	79,450	69,234
Total liabilities and divisional control	$ 107,330	118,086

See accompanying notes to the combined financial statements.

ENI

Combined Statements of Income

Years ended September 30, 2001, 2000 and 1999

(In thousands)

	2001	2000	1999
Sales	$ 105,616	109,505	57,898
Cost of sales	68,306	56,648	32,463
Gross profit	37,310	52,857	25,435
Operating expenses:			
Research and development	13,879	11,464	7,275
Sales and marketing	7,574	8,717	6,314
General and administrative	5,942	5,315	3,087
Litigation	785	3,989	775
Amortization of goodwill	1,251	1,251	1,120
Income from operations	7,879	22,121	6,864
Other income (expense):			
Interest income	252	6	18
Interest expense	(235)	(193)	(199)
Foreign currency gain (loss)	(71)	(124)	11
Other, net	(685)	(455)	(50)
Income before income tax provision	7,140	21,355	6,644
Income tax expense	(3,074)	(8,201)	(2,695)
Net income	$ 4,066	13,154	3,949

See accompanying notes to the combined financial statements.

ENI

Combined Statements of Divisional Control and Comprehensive Income

Years ended September 30, 2001, 2000 and 1999

(In thousands)

	DIVISIONAL CONTROL	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	COMPREHENSIVE INCOME (LOSS)
Balance at September 30, 1998	$ 39,127	(369)	
Comprehensive income:			
Net income	3,949	--	3,949
Currency translation adjustments		420	420
Comprehensive income			$ 4,369
Goodwill recorded from step acquisition by Emerson	32,947	--	
Distributions to Emerson	(8,275)	--	
Balance at September 30, 1999	67,748	51	
Comprehensive income:			
Net income	13,154	--	13,154
Currency translation adjustments		(449)	(449)
Comprehensive income			$12,705
Distributions to Emerson	(11,270)	--	
Balance at September 30, 2000	69,632	(398)	
Comprehensive income:			
Net income	4,066	--	4,066
Currency translation adjustments		(546)	(546)
Translation adjustment from adoption of SFAS No. 133 (note 3), net of tax of $64		99	99
Change in fair value of forward contracts, net of tax of $35		53	53
Reclassification adjustment to earnings, net of tax of $64		(99)	(99)
Comprehensive income			$ 3,573
Contributions from Emerson	6,643	--	
Balance at September 30, 2001	$ 80,341	(891)	

See accompanying notes to the combined financial statements.

ENI

Combined Statements of Cash Flow

Years ended September 30, 2001, 2000 and 1999
(In thousands)

	2001	2000	1999
Operating activities:			
Net income	$ 4,066	13,154	3,949
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	3,118	2,135	2,088
Amortization of goodwill	1,251	1,251	1,120
Allowance for doubtful accounts	48	213	39
Writedown of inventory to net realizable value	4,374	463	496
(Gain) loss on disposal of assets	(7)	16	(20)
Deferred income taxes	(3,374)	(1,034)	(411)
Changes in assets and liabilities:			
Accounts receivable	9,786	(6,535)	(3,233)
Inventories	961	(17,392)	(677)
Other current assets	328	93	291
Accounts payable - trade	(6,599)	6,111	2,453
Accrued expenses and warranty expense	(256)	4,230	562
Accrued purchase obligations	1,900	--	--
Deposits received from customers for product sales	(243)	602	28
Other long-term liabilities	24	(74)	51
Income taxes payable	(2,657)	5,738	699
Other non-current assets	(1,309)	(764)	29
Net cash provided by operating activities	11,411	8,207	7,464
Investing activities:			
Capital expenditures	(4,918)	(6,985)	(1,003)
Net cash used in investing activities	(4,918)	(6,985)	(1,003)
Financing activities:			
Contributions from/distributions to Emerson, net of intercompany payables	(6,197)	1,183	(9,436)
Net cash provided by (used in) financing activities	(6,197)	1,183	(9,436)
Effect of exchange rates	(546)	(604)	444
Net increase (decrease) in cash	(250)	1,801	(2,531)
Cash, beginning of year	2,702	901	3,432
Cash, end of year	$ 2,452	2,702	901
Supplemental disclosures of cash flow information:			
Interest paid	$ 235	193	199
Income taxes paid	$ 9,105	3,367	2,668

See accompanying notes to the combined financial statements.

ENI

Notes to Combined Financial Statements

September 30, 2001, 2000 and 1999

(In thousands)

(1) BASIS OF PRESENTATION

The accompanying combined financial statements present the financial position, results of operations and cash flows of ENI. ENI is comprised of certain worldwide businesses of Emerson Electric Co. ("Emerson"), which are either divisions of U.S. corporations or foreign corporations, all of which are wholly-owned by Emerson. Emerson acquired certain of these businesses through a series of transactions beginning in 1989 and concluding in 1999. These purchases were accounted for as a step acquisition with the excess of the purchase price paid over the fair value of the identifiable assets accounted for as goodwill by ENI.

The combined financial statements include the accounts of ENI and its Operating Group. The Operating Group includes operating divisions or subsidiaries whose activities are managed and directed by ENI but which are owned by other statutory entities within Emerson. These include the following: ENI Division of Astec America, Inc. ("ENI-AAI"), ENI Technology, Inc. ("ENI-Tech"), ENI Japan, Ltd. ("ENI-Japan"), ENI Germany Division of Astec Germany GMbH ("ENI-Germany"), ENI Taiwan, Ltd. ("ENI-Taiwan"), ENI Europe Division of Astec Europe, Ltd. ("ENI-Europe"), ENI Korea Division of Emerson Korea, Ltd. ("ENI-Korea"), ENI Asia Division of Astec International, Ltd. ("ENI-Asia"), ENI HK Manufacturing Division of Astec Custom Power (HK), Ltd. ("ENI-HK Mfg") and ENI China Division of Astec Power Supply (Shenzen) Co., Ltd. ("ENI-China").

It is Emerson's corporate policy to charge its divisions for all specifically identifiable corporate related costs, plus an expense allocation for general corporate services. The accompanying combined financial statements reflect these expense allocations. These allocations relate primarily to treasury, tax, legal, employee benefits, insurance, facility usage, and other administrative services performed on behalf of all divisions and are based upon a percentage of revenue which was approximately 1% each of the years in the three year period ended September 30, 2001, 2000 and 1999. This method of allocation is consistently applied by Emerson to all its operating groups. General costs allocated for such services have been reflected in ENI's results of operations and amounted to $1,286, $1,172 and $566 for the years ended September 30, 2001, 2000 and 1999 respectively. Because certain allocations may not be the same as those that would result from transactions among unrelated parties, the accompanying financial statements may not necessarily be indicative of the financial position, results of operations and cash flows if ENI were an independent entity.

(2) DESCRIPTION OF BUSINESS

ENI designs, manufactures, sells and supports high precision, high power electrical conversion and control systems in the United States, Europe and Asia. These systems are primarily used in thin film processing equipment in the global semiconductor, data storage, flat panel display ("FPD") and industrial coatings markets. The Company's products are integrated into the manufacturing tools of these industries to produce finished goods which include semiconductor integrated circuits ("ICs"), computer hard disks, FPDs, compact discs ("CDs"), and digital video discs ("DVDs"). The Company's products and systems refine, modify and control the raw electrical power generated by a utility and convert it into reliable solid-state power that can be readily used by production tools for advanced thin film processing applications. The Company's website is www.enipower.com.

(3) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ACCOUNTING FOR DERIVATIVES

On October 1, 2000, ENI adopted SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended, which requires companies to carry all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, if so, the reason for holding it.

(In thousands)

For the year ended September 30, 2001, ENI's use of derivatives is limited to foreign currency hedging agreements. In order to provide for foreign currency risk protection, the Company from time to time enters into foreign currency forward contracts to effectively exchange currency denominated in Yen for U.S. dollars. Of the approximately $8,850 of foreign currency forward contracts outstanding at September 30, 2001, all will mature in fiscal year 2002.

The effective portion of the gain or loss, net of tax, on a cash flow hedge is reported in other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings, and the ineffective portion is reported immediately in earnings. There was no ineffectiveness in fiscal 2001.

Activity in the other comprehensive income related to derivatives held by ENI during fiscal year 2001 is summarized below on a pre-tax basis:

Cumulative effect of adopting SFAS No. 133	$ 163
Less: reclassification adjustment	(163)
Net increase in fair value of derivatives	88
Accumulated derivative gain	$ 88

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at year end and the reported amounts of revenues and expenses during the reporting period. Certain significant estimates are disclosed throughout this report. Actual results could differ from these estimates.

ENI is subject to certain risks similar to other companies in its industry. These risks include the volatility of the semiconductor and semiconductor capital equipment industries, customer concentration within the markets which ENI serves, manufacturing facilities risks, management of growth, supply constraints and dependencies, rapid technological changes, competition, international sales risks, the Asian financial markets, and governmental regulations. A significant change in any of these risk factors could have a material impact on ENI.

ACCRUED WARRANTY EXPENSE

ENI accrues costs related to warranty obligations incurred in connection with the sale of its products. The reserve balance at September 30, 2001 also includes $1,800 of costs to retrofit certain parts for product sales made to a major customer during fiscal 2001. Management believes the warranty accrual is a reasonable estimate of future claims under warranty obligations.

REVENUE RECOGNITION

Typically ENI recognizes revenue upon shipment. However, ENI does ship products to certain customers on a trial basis for periods of 30 to 60 days. The corresponding revenue is recognized after the customer has agreed to purchase the goods as evidenced by a receipt of a signed purchase order from the customer. ENI records cash advances from customers that have not been shipped products as of year end as liabilities under deposits received from customers for product sales. Revenue is recognized upon subsequent shipment to the customer location.

COMBINATION

The combined financial statements include the accounts of ENI and all entities or divisions within the ENI group. All significant intercompany accounts and transactions have been eliminated in combination.

FOREIGN CURRENCIES

The functional currency for the ENI's foreign operations is the applicable local currency. ENI records a translation adjustment from translation of the combined financial statements of its foreign units which is recorded in accumulated other comprehensive income (loss). Net assets are translated at current exchange rates as of the balance sheet date, and income and expense items are translated at the average exchange rate for the year.

ENI recognizes gains or losses on all foreign currency transactions, other than intercompany transactions that are of a long-term nature. ENI recognized income (losses) on foreign currency transactions of $(71), $(124) and $11 for the years ended September 30, 2001, 2000 and 1999, respectively.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of ENI's cash, accounts receivable, accounts payable, accrued expenses and long-term debt approximates their respective carrying amounts.

CASH AND CASH EQUIVALENTS

For cash flow purposes, ENI considers all cash and highly liquid investments with original issue maturities of 90 days or less to be cash and cash equivalents.

CONCENTRATIONS OF RISK

Financial instruments, which potentially subject ENI to concentrations of credit risk, consist principally of cash and trade accounts receivable. ENI's cash is placed with high credit quality financial institutions. Concentrations of credit risk with respect to trade accounts receivable are concentrated among a small number of customers, the majority of which are in the semiconductor capital equipment industry. ENI's foreign subsidiaries receivables are primarily denominated in currencies other than the U.S. dollar. ENI performs ongoing credit evaluations of its customers, and generally does not require collateral pledges, as many of its customers are large, well-established companies. ENI maintains reserves for potential credit losses but historically has not experienced any significant losses. ENI does maintain significant concentrations of credit risk with certain major customers (see note 14).

INVENTORIES

Inventories include costs of materials, direct labor and manufacturing overhead. Inventories are valued at the lower of cost (first-in, first-out basis), or market.

COMPREHENSIVE INCOME (LOSS)

SFAS No. 130, Reporting Comprehensive Income, established rules for the reporting of comprehensive income and its components. Comprehensive income for the Company consists of net income and foreign currency translation adjustments and is presented in the combined statements of divisional control and comprehensive income.

GOODWILL AND INTANGIBLES

Prior to 1998, Emerson owned 51% of ENI through its ownership of Astec (BSR) Plc. ("Astec"). Emerson recorded goodwill relating to the original ownership of ENI and continued to record incremental goodwill in 1999 with its increased ownership through a step acquisition during fiscal year 1999. The incremental goodwill recorded through the step acquisition was pushed down to ENI from Emerson in the amount of $32,947 in 1999. All of the goodwill included in the accompanying combined balance sheets resulted from Emerson's acquisition of Astec.

Goodwill is amortized on the straight-line method over 40 years, based on the estimated economic life. The carrying value of goodwill is reviewed for recoverability based on the undiscounted cash flows of the businesses acquired over the remaining amortization period. Should the review indicate that goodwill is not recoverable, the company's carrying value of the goodwill would be reduced by the estimated shortfall of the cash flows. In addition, the company assesses long-lived assets for impairment under Financial Accounting Standards Board's (FASB) Statement of Financial Accounting Standards (SFAS) No. 121, Accounting for the Impairment of Long-Lived Assets to be Disposed Of. Under these rules, goodwill associated with assets acquired in a purchase business combination is included in impairment evaluations when events or circumstances exist that indicate the carrying amount of those assets may not be recoverable. No reduction of goodwill for impairment was necessary in 2001, 2000 or 1999.

Certain other assets consist of unamortized patent and bond issue costs. Patents are being amortized over a useful life of 3 years while capitalized bond costs are being amortized over the life of the bond using the effective interest method. Amortization expense was $300, $165 and $115 in the years ended September 30, 2001, 2000 and 1999, respectively.

DEMONSTRATION EQUIPMENT

Demonstration equipment represents manufactured products utilized for sales demonstration and evaluation purposes. The Company also utilizes this equipment in its customer service function as replacement and loaner equipment to existing customers.

The Company depreciates the equipment based on its estimated useful life in the sales and customer service functions. The depreciation is computed based on a 3-year life.

PROPERTY AND EQUIPMENT

Property and equipment is stated at cost. Additions, improvements, and major renewals are capitalized. Maintenance, repairs, and minor renewals are expensed as incurred. Depreciation is provided using the straight-line method over 40 years for buildings and improvements, and three to ten years for machinery and equipment. Amortization of leasehold improvements and leased equipment covered under capitalized leases is provided using the straight-line method over the lease term or the useful life of the assets, whichever is shorter.

IMPAIRMENT OF LONG-LIVED ASSETS

In accordance with Statement of Financial Accounting Standard ("SFAS") No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, ENI continually evaluates whether events and circumstances have occurred that indicate the remaining estimated useful life of long-lived assets requires revision or that all or a portion of the remaining balance may not be recoverable.

INCOME TAXES

Substantially all of ENI's operations are included in Emerson's U.S. federal, state or foreign income tax returns filed by Emerson legal entities. However, for purposes of preparing the financial statements of ENI, the tax provision has been determined as if ENI filed separate tax returns in each tax jurisdiction in which it operates (see note 8).

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(In thousands)

ADVERTISING COSTS

ENI expenses advertising costs as incurred. Advertising expenses were $289, $386 and $305 for the years ended September 30, 2001, 2000 and 1999, respectively.

SEGMENT REPORTING

SFAS No. 131, Disclosure about Segments of an Enterprise and Related Information, requires a business enterprise to report financial and descriptive information about its reportable operating segments. Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision-maker in deciding how to allocate resources and in assessing performance. ENI operates in principally one segment, power conversion and control systems and believes its business units have similar economic characteristics and meet the "aggregation criteria" of SFAS 131.

RECENT ACCOUNTING PRONOUNCEMENTS

In July 2001, the FASB issued SFAS No. 141, Business Combinations and SFAS No. 142, Goodwill and Other Intangible Assets. SFAS No. 141 requires the purchase methods of accounting, eliminates the pooling-of-interest method, and eliminates the amortization of goodwill for business combinations initiated after June 30, 2001. SFAS No. 142, which ENI will adopt as of October 1, 2001, requires, among other things, the discontinuance of goodwill amortization for business combinations initiated before July 1, 2001. SFAS No. 142 also requires ENI to complete a transitional goodwill impairment test within six months from the date of adoption. ENI is currently assessing but has not yet determined the impact of SFAS No. 142 on its financial statements.

In July 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations. SFAS No. 143 (effective for financial statements issued for fiscal year beginning after June 15, 2002) requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. ENI does not believe that the adoption of SFAS No. 143 will have any impact on its financial reporting.

In August 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS No. 144 establishes a single accounting model, based on the framework established in FASB Statement No. 121, for long-lived assets to be disposed of by sale. This statement also resolves significant implementation issues related to SFAS No. 121. The provisions of this statement are effective for financial statements issued for fiscal years beginning after December 15, 2001. ENI does not believe that the adoption of SFAS No. 144 will have a material impact on its financial reporting.

(4) ACCOUNTS RECEIVABLE - TRADE

Accounts receivable - trade consisted of the following:

	SEPTEMBER 30, 2001	SEPTEMBER 30, 2000
Domestic	$ 3,932	9,854
Foreign	4,311	8,242
Allowance for doubtful accounts	(104)	(123)
	$ 8,139	17,973

ENI

Notes to Combined Financial Statements

September 30, 2001, 2000 and 1999

(In thousands)

(5) INVENTORIES

Inventories consisted of the following at September 30, 2001 and 2000:

	SEPTEMBER 30, 2001	SEPTEMBER 30, 2000
Parts and raw materials	$12,061	15,675
Work-in-process	5,695	8,554
Finished goods	4,967	3,829
	$22,723	28,058

(6) PROPERTY AND EQUIPMENT, NET

Property and equipment, along with their useful lives, consists of the following at September 30, 2001 and 2000:

	2001	2000	AVERAGE USEFUL LIFE (YEARS)
Land	$ 325	325	--
Buildings and improvements	12,753	11,137	40-50
Leasehold improvements	577	110	3
Machinery and equipment	5,092	4,277	4-10
Furniture and fixtures	2,849	2,163	10
Computer equipment	13,800	12,136	3
Construction in progress	826	1,416	--
	36,222	31,564	
Less accumulated depreciation and amortization	(16,485)	(13,933)	
Property and equipment, net	$ 19,737	17,631	

Depreciation and amortization expense of property and equipment for the years ended September 30, 2001, 2000 and 1999 approximated $2,818, $1,970 and $1,973, respectively.

(7) GEOGRAPHIC INFORMATION

ENI operates in a single industry segment, power conversion and control systems, with operations in Europe, the Far East and the United States. Financial information by geographic area is as follows:

	EUROPE	FAR EAST	U.S.	OTHER	TOTAL
Revenue:					
2001	$4,181	72,893	88,669	(60,127)	105,616
2000	3,542	66,789	88,658	(49,484)	109,505
1999	5,417	37,569	44,285	(29,373)	57,898

(In thousands)

Earnings before interest and taxes (EBIT):					
2001	989	10,556	(3,764)	(658)	7,123
2000	302	14,584	9,642	(2,986)	21,542
1999	754	4,565	(1,933)	3,439	6,825
Operating expenses:					
2001	833	5,007	26,544	(2,953)	29,431
2000	1,000	5,226	27,193	(2,683)	30,736
1999	898	5,315	16,928	(4,570)	18,571
Assets:					
2001	3,094	27,021	86,676	(9,461)	107,330
2000	2,464	26,118	95,943	(6,439)	118,086
1999	2,193	12,597	77,557	(4,144)	88,203

Intercompany sales among the Company's geographic areas are recorded on the basis of intercompany prices established by the Company.

(8) INCOME TAXES

As described in note 2, substantially all of ENI's operations are included in Emerson's, or its subsidiaries, U.S. federal, state or foreign income tax returns. However, for purposes of preparing the accompanying combined financial statements of ENI, the tax provision has been determined as if ENI filed separate tax returns in each tax jurisdiction.

The components of the provision (benefit) for income taxes are:

	2001	2000	1999
Current income taxes:			
Federal	$ 1,733	4,327	1,264
Foreign	4,892	4,520	1,952
State	(177)	258	151
	6,448	9,105	3,367
Deferred income taxes:			
Federal	(2,672)	(666)	(448)
Foreign and state	(702)	(238)	(224)
	(3,374)	(904)	(672)
Total	$ 3,074	8,201	2,695

The U.S. and foreign components of income before income taxes are as follows:

	2001	2000	1999
U.S.	$ (4,428)	9,387	1,312
Foreign	11,568	11,968	5,332
	$ 7,140	21,355	6,644

(In thousands)

The primary components of the Company's deferred tax assets and liabilities at September 30, 2001 and 2000 are as follows:

	2001	2000
Gross deferred tax assets:		
Deferred compensation	$ 201	61
Accruals deductible for tax purposes when paid	3,614	2,158
Allowance for inventories and doubtful accounts	1,663	221
	5,478	2,440
Gross deferred tax liabilities:		
Foreign currency forward exchange contracts	(35)	--
Accelerated depreciation	(792)	(1,128)
	(827)	(1,128)
Net deferred income tax asset	$ 4,651	1,312

Reconciliations between the actual provision for income taxes and that computed by applying a U.S. statutory rate to income before taxes are as follows:

	2001	2000	1999
Taxes computed at 35%	$ 2,499	7,474	2,325
State income taxes, net of federal income tax benefit	(322)	116	64
Profits taxed at other than U.S. statutory rate	459	173	(86)
Nondeductible goodwill	438	438	392
	$ 3,074	8,201	2,695

At September 30, 2001, 2000 and 1999, no valuation allowance has been recorded. Based upon the level of historical taxable income and projections for future taxable income, management believes it is more likely than not that the benefits of the deferred tax assets will be realized.

(9) EMPLOYEE BENEFITS

ENI has a 401(k) Plan sponsored by Emerson which covers all permanent employees who have completed 30 days of continuous service. Prior to July 1, 1998, participation in the plan was open to all employees of ENI, subject to the service requirements noted above except that hourly employees were excluded from participation. Under the Plan, participants may defer up to 15% of their gross pay up to a maximum limit as determined by law. Participants are immediately vested in their contributions. Upon the completion of one year of service, ENI provides a matching contribution for participants in the Plan equal to 50% of the contributions by an employee subject to a maximum matching contribution of 50% of the employees contribution not to exceed 2-1/2% of gross pay. ENI's total contributions to the plan were approximately $339, $231 and $226 for the years ended September 30, 2001, 2000 and 1999, respectively. Vesting in ENI's matching contribution is based on years of service, with a participant becoming fully vested after five years of service.

(In thousands)

ENI also maintains a defined-contribution Profit Sharing plan for U.S. employees. Employees become eligible to participate in the plan on January 1 following attainment of age 21 and the completion of one year of service. The plan is non-contributory by the employee. The Company's contributions are discretionary. Participant vesting in the Plan is based on years of service, with a participant becoming fully vested after five years of service. The expenses of the plan are also paid by ENI. ENI's total contributions to the plan were approximately $350, $625 and $555 for the years ended September 30, 2001, 2000 and 1999, respectively.

DEFINED BENEFIT PLANS

ENI-Japan maintains a retirement plan for its President whereby upon retirement the President receives a lump-sum benefit (subject to Emerson approval). The retirement benefit is calculated by multiplying his monthly salary upon termination by his years of service and by a coefficient determined by the Board of Directors. Per the Plan document, the benefit is to be paid six months after the vote or approval of the shareholders. At September 30, 2001 and 2000, ENI estimated that shareholder approval is more likely than not and accrued an estimated benefit obligation based upon the provisions above in the amount of $333 in 2001 and $305 in 2000, respectively.

ENI also maintains a noncontributory, defined benefit pension plan covering substantially all employees of its Japanese division which approximates 30 people. Benefits are based on salary and years of service. The benefit obligation is approximately $468 and $376 at September 30, 2001 and 2000, respectively. The plan is funded through plan assets held in trust with a fair value of $367 and $344 at September 30, 2001 and 2000, respectively. The net periodic pension costs approximated $49, $69 and $92 for 2001, 2000 and 1999, respectively. ENI has not funded the unfunded balances at September 30, 2001 and 2000.

(10) LONG-TERM DEBT

In 1984, ENI entered into a long-term debt agreement with the County of Monroe Industrial Development Agency (COMIDA) for a manufacturing facility located in Rochester, New York. The terms mirror that of the underlying Industrial Development Revenue Bond which calls for payments of interest only through July 1, 2014, at which time the Bond is repayable in a lump sum of $5,000. Interest is reset annually based on bond remarketing, with an option by ENI to elect a fixed rate, all subject to a maximum rate of 13% per annum. At September 30, 2001 the interest rate was 2.75%. The bond is effectively secured by the building, since title does not legally transfer to ENI until payment of the $5,000.

(11) LEASES

ENI leases certain equipment as well as office and factory space under operating leases which expire at various dates through September 2004. Total expense under the operating leases amounted to $940, $661 and $500 for the years ended September 30, 2001, 2000 and 1999, respectively. Future minimum lease payments required under these lease agreements for each of the next five years and thereafter are as follows:

	OPERATING
2002	$1,377
2003	1,341
2004	1,186
2005	992
2006 and thereafter	557
	$5,453

(In thousands)

(12) LITIGATION

The Company is involved in litigation arising in the normal course of business. In the opinion of management, an adverse outcome to any of this litigation would not have a material effect on the financial condition of the Company.

In March 2001, ENI agreed to settle a patent infringement lawsuit for $1,500. This settlement has been accrued at September 30, 2000, with the expense classified as operating expense. Associated legal costs of $785, $2,489 and $775 are also included in operating expenses for 2001, 2000 and 1999, respectively.

(13) RELATED PARTY TRANSACTIONS

ENI leases production and office space in China, Hong Kong, Japan, and United Kingdom from an affiliated company. The lease relating to this space has no fixed term with a monthly payment of approximately $19, $12 and $5 for the years ended September 30, 2001, 2000 and 1999. Approximately $225, $145, and $63 was charged to rent expense attributable to these leases for the years ended September 30, 2001, 2000 and 1999, respectively.

ENI participates in a number of employee benefit plans, including profit sharing, pension, health care and life insurance, and workers compensation, which are administered by Emerson (see note 9).

ENI has limited external borrowings and there has been no allocation of Emerson's consolidated borrowings and related interest expense to ENI. If ENI were an independent entity, its capital structure may have been significantly different.

(14) MAJOR CUSTOMERS

The Division's sales to major customers (purchases in excess of 10% of total sales) are to entities which are primarily manufacturers of semiconductor capital equipment and disk storage equipment and, for the years ended September 30, 2001, 2000 and 1999 are as follows (rounded to the nearest whole percentage):

	2001	2000	1999
Customer A	30%	26%	26%
Customer B	22%	24%	17%
Customer C	17%	17%	11%
	69%	67%	54%

(15) SUBSEQUENT EVENT (UNAUDITED)

MKS Instruments, Inc. announced on October 31, 2001 that is has entered into a definitive agreement to acquire the ENI division of Emerson. Under the terms of the agreement, MKS will issue 12 million shares of common stock to Emerson in exchange for the business and assets of ENI. The transaction is valued at $251 million. MKS will also assume approximately $3.5 million of net debt. The transaction was completed in the first calendar quarter of 2002.

Exhibit 99.3

UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL STATEMENTS

The following unaudited pro forma combined consolidated financial statements present the effect of the acquisition of the ENI business by MKS Instruments, Inc. ("MKS") to be accounted for as a purchase. The unaudited pro forma combined consolidated balance sheet presents the combined consolidated financial position of MKS and ENI as of December 31, 2001 assuming that the proposed acquisition had occurred as of that date. Such pro forma information is based upon the historical consolidated balance sheet of MKS as of December 31, 2001, and the historical combined balance sheet of the ENI business as of September 30, 2001. The unaudited pro forma combined consolidated statement of operations for the year ended December 31, 2001 gives effect to the acquisition by MKS of the ENI business as if the acquisition had occurred at the beginning of the period presented and includes the ENI business' combined statement of operations for the year ended September 30, 2001 with that of MKS' consolidated statement of operations for the year ended December 31, 2001.

Unaudited pro forma combined consolidated financial information is presented for illustrative purposes only and is not necessarily indicative of the financial position or results of operations that would have actually been reported had the acquisition occurred at the beginning of the period presented, nor is it necessarily indicative of future financial position or results of operations. These unaudited pro forma combined consolidated financial statements are based upon the respective historical financial statements of MKS and the ENI business, as adjusted, and do not incorporate, nor do they assume, any benefits from cost savings or synergies of operations of the combined company.

UNAUDITED PRO FORMA COMBINED
CONSOLIDATED BALANCE SHEET

	As of December 31, 2001			
	Historical			
	MKS	ENI	Pro Forma Adjustments	Pro Forma Combined
	(in thousands)			
ASSETS				
Current assets:				
Cash and cash equivalents	$ 120,869	$ 2,452	$ (952)A	$122,369
Short-term investments	16,625	--	--	16,625
Trade accounts receivable, net	35,778	8,139	--	43,917
Inventories	56,954	22,723	10 B	79,687
Deferred tax assets	16,426	5,478	--	21,904
Other current assets	16,353	842	--	17,195
Total current assets	263,005	39,634	(942)	301,697
Property, plant and equipment, net	69,634	19,737	--	89,371
Goodwill, net	31,114	45,992	(45,992)A 207,527 B	238,641
Acquired intangible assets, net	21,171	--	34,600 B	55,771
Long-term investments	11,029	--	--	11,029
Other assets	15,236	1,967	(593)C	16,610
Total assets	411,189	107,330	194,600	713,119
LIABILITIES, STOCKHOLDERS' EQUITY AND DIVISIONAL CONTROL				
Current liabilities:				
Short-term borrowings	9,238	--	--	9,238
Current portion of long-term debt	5,074	--	--	5,074
Current portion of capital lease obligations	503	--	--	503
Accounts payable	9,668	4,012	--	13,680
Accounts payable - related party, net	--	199	--	199
Deposits received from customers for product sales	--	484	--	484
Accrued compensation	6,116	2,013	--	8,129
Other accrued expenses	15,551	8,507	5,046 B	29,104
Income taxes payable	--	6,448	--	6,448
Deferred tax liability	--	35	--	35
Total current liabilities	46,150	21,698	5,046	72,894
Long-term debt	10,916	5,000		15,916
Long-term portion of capital lease obligations	341	--		341
Deferred tax liability	--	792	13,840 B	14,632
Other liabilities	911	390	--	1,301
Commitments and contingencies				
Stockholders' equity and divisional control				
Preferred Stock	--	--	--	--
Common Stock	113	--	--	113
Additional paid-in capital	285,252	--	261,264 B	546,516
Retained earnings	68,160	--	(6,100)D	62,060
Divisional equity		80,341	(80,341)E	--
Accumulated other comprehensive loss	(654)	(891)	891 E	(654)
Total stockholders' equity and divisional control	352,871	79,450	175,714	608,035
Total liabilities, stockholders' equity and divisional control	$ 411,189	$ 107,330	$ 194,600	$713,119

UNAUDITED PRO FORMA COMBINED CONSOLIDATED
STATEMENT OF OPERATIONS

	For the Year Ended December 31, 2001			
	Historical			
	MKS	ENI	Pro Forma Adjustments	Pro Forma Combined
	(in thousands)			
Net sales	$ 286,808	$ 105,616	--	392,424
Cost of sales	201,225	68,306	63 F	269,594
Gross profit	85,583	37,310	(63)	122,830
Research and development	37,964	13,879	33 F	51,876
Selling, general and administrative	70,185	14,301	16 F	84,208
			(294)C	
Amortization of goodwill and acquired intangibles	11,026	1,251	(1,251)G	16,705
			5,679 D	
Goodwill impairment charge	3,720	--	--	3,720
Merger expenses	7,708	--	--	7,708
Purchase of in-process research and development	2,340	--	--	2,340
Income (loss) from operations	(47,360)	7,879	(4,246)	(43,727)
Interest income (expense), net	3,683	17	--	3,700
Other income (expense), net	(2,379)	(756)	--	(3,135)
Income (loss) before income taxes	(46,056)	7,140	(4,246)	(43,162)
Provision for income taxes (benefit)	(15,013)	3,074	(2,132)H	(14,071)
Net income (loss)	$ (31,043)	$ 4,066	$ (2,114)	$ (29,091)
Net income (loss) per share:				
Basic	$ (0.83)	$ --		$ (0.59)
Diluted	$ (0.83)	$ --		$ (0.59)
Weighted average common shares outstanding:				
Basic	37,493	--	12,000 B	49,493
Diluted	37,493	--	12,000 B	49,493

NOTES TO UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL STATEMENTS

(TABLES IN THOUSANDS)

1. BASIS OF PRESENTATION

On January 31, 2002, MKS completed its acquisition of the ENI Business of Emerson Electric Co. ("Emerson"), pursuant to an Agreement and Plan of Merger with respect to the acquisition of the ENI Business dated October 30, 2001 (the "Acquisition Agreement") between the Company and Emerson. The Company issued an aggregate of 12.0 million shares of its common stock to Emerson, in exchange for the businesses and assets of ENI. The acquisition has been accounted for under the purchase method.

The reasons for the acquisition of ENI business was based upon the ability to offer higher value and more highly integrated application solutions by combining ENI's solid-state power conversion technology with the Company's core competency in plasma and reactive gas solutions.

The value of the MKS common stock was approximately $21.7720 per share based on the average closing price of MKS' common stock for the five-day period including the date of the announcement of the signing of the merger agreement and the two days preceding and succeeding such date.

The purchase consideration is as follows:

Common stock	$261,264
Estimated transaction expenses	5,046
	$266,310

The preliminary allocation of the purchase price using balances as of September 30, 2001 is summarized below:

Accounts receivable	$ 8,139
Inventories	22,733
Property and equipment	19,737
Developed technology	30,100
Patents	2,400
Customer relationships	2,100
In-process research and development	6,100
Goodwill	207,527
Other net liabilities	(18,686)
Deferred tax liability	(13,840)
	$ 266,310

The $6.1 million amount allocated to in-process research and development represents the purchased in-process technology for projects that had not yet reached technological feasibility and had no future alternative use. Based on preliminary assessments, the value of these projects was determined by estimating the resulting net cash flows from the sale of the products resulting from the completion of the projects, reduced by the portion of the revenue attributable to developed technology and the percentage of completion of the project. The resulting cash flows were then discounted back to their present value at appropriate discount rates.

The nature of the efforts to develop the purchased in-process research and development into commercially viable products principally relates to the completion of planning, designing, prototyping and testing activities that are necessary to establish that the product can be produced to meet its design specification including function, features and technical performance requirements. The resulting net cash flows from such products are based on estimates of revenue, cost of revenue, research and development costs, sales and marketing costs, and income taxes from such projects.

The amounts allocated to in-process research and development will be charged to the statement of operations in the first quarter of fiscal 2002.

Goodwill represents the excess of purchase price over the fair value of the underlying net identifiable assets. The deferred tax assets and liabilities relate to differences between book and tax bases of acquired assets and liabilities assumed.

2. PRO FORMA ADJUSTMENTS

A. Reflects the elimination of certain excluded assets and liabilities under the terms of the acquisition.

B. Reflects the acquisition of the ENI business based on the purchase price described in Note 1.

C. Reflects the elimination of the ENI business' historical patent amortization and accumulated net balance.

D. Reflects amortization of developed technology, patents and customer relationships over their estimated useful lives ranging from six to eight years as if the acquisition occurred at the beginning of each period presented. The $6.1 million amount allocated to in-process research and development has not been included in the unaudited pro forma combined consolidated statement of operations as it is nonrecurring, but is included as a reduction in retained earnings in the unaudited combined consolidated balance sheet. This amount will be expensed in the first quarter of fiscal 2002.

E. Reflects the elimination of historical divisional control amounts of the ENI business.

F. Additional depreciation from changing the estimated useful life of the ENI Rochester building from 40 to 30 years.

G. Reflects the elimination of the ENI business' historical amortization of goodwill.

H. Represents pro forma combined consolidated benefit for income taxes at a rate of 32.6% of loss from operations before income taxes for the year ended December 31, 2001 based on MKS' historical rate for the year ended December 31, 2001.