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VIVENDI UNIVERSAL
Form SC 13D/A
July 08, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 22)*

PHILADELPHIA SUBURBAN CORPORATION

(Name of Issuer)

Common Stock, par value \$0.50 per share

(Title of Class of Securities)

718009-6-08

(CUSIP Number)

Andrew A. Bernstein, Esq.
Cleary, Gottlieb, Steen & Hamilton
41, avenue de Friedland
75008 Paris, France
33-1-40-74-68-00

Stephen P. Stanczak, Esq.
c/o United States Filter Corporation
40-004 Cook Street
Palm Desert, CA 92211
(760) 341-8126

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

July 8, 2002

(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.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 Section 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. 718009-6-08

Page 2

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

Vivendi Universal S.A. (formerly Vivendi S.A.)

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

3

4 SOURCE OF FUNDS*

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

7 SOLE VOTING POWER
None

NUMBER OF SHARES
BENEFICIALLY OWNED

8 SHARED VOTING POWER
11,095,875(1)

BY
EACH REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER
None

10 SHARED DISPOSITIVE POWER
11,095,875(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,095,875(1)

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

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

Approximately 16.2% (based upon 68,651,874 shares outstanding as of May 7, 2002 according to Philadelphia Suburban Corporation's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2002)

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) As of the date hereof, Vivendi Universal holds approximately 47.7% of the shares of Vivendi Environnement S.A., which beneficially owns, through certain of its subsidiaries, the securities covered by this statement. Vivendi Universal does not own any of the securities covered by this statement (other than through its interest in Vivendi Environnement) and disclaims beneficial ownership of

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such securities. This statement may not be construed as an admission by Vivendi Universal that it is the beneficial owner of any such securities.

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Page 3

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

Vivendi Environnement S.A.

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

3

4 SOURCE OF FUNDS*

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

| | | |
|--|----|--|
| | 7 | SOLE VOTING POWER None |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER 11,095,875 |
| | 9 | SOLE DISPOSITIVE POWER None |
| | 10 | SHARED DISPOSITIVE POWER 11,095,875 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,095,875

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

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

Approximately 16.2% (based upon 68,651,874 shares outstanding as of May 7, 2002 according to Philadelphia Suburban Corporation's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2002)

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

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Page 4

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

Vivendi North America Company (formerly Anjou International Company)
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
- 3
- 4 SOURCE OF FUNDS*

OO
- 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, U.S.A.
- | | | |
|--|----|-------------------------------------|
| | 7 | SOLE VOTING POWER None |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER 761,654 |
| | 9 | SOLE DISPOSITIVE POWER None |
| | 10 | SHARED DISPOSITIVE POWER 761,654 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

761,654
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 1.1% (based upon 68,651,874 shares outstanding as of May 7, 2002 according to Philadelphia Suburban Corporation's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2002)
- 14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Page 5

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

Vivendi Water S.A.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
- 3
- 4 SOURCE OF FUNDS*

OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

France
- | | | |
|--|----|--|
| | 7 | SOLE VOTING POWER None |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER 10,334,221 |
| | 9 | SOLE DISPOSITIVE POWER None |
| | 10 | SHARED DISPOSITIVE POWER 10,334,221 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,334,221
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 15.1% (based upon 68,651,874 shares outstanding as of May
7, 2002 according to Philadelphia Suburban Corporation's Quarterly
Report on Form 10-Q for the Quarter ended March 31, 2002)
- 14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 22 (this "Amendment"), which amends and supplements the Report on Schedule 13D dated August 1, 2000, as amended and restated (the "Schedule 13D"), of Vivendi Universal S.A. (formerly Vivendi S.A.), its indirect affiliates Vivendi North America Company (formerly Anjou

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International Company) and Vivendi Water S.A., and Vivendi Water S.A.'s wholly-owned subsidiary Compagnie Generale des Eaux, is filed to reflect the execution of a registration and stock purchase agreement by and among Vivendi Environment S.A., Vivendi Water S.A., Vivendi North America Company and the Issuer, and to reflect information required pursuant to Rule 13d-2 under the Securities Exchange Act of 1934, as amended, relating to the shares of common stock, par value \$0.55 per share, of the Issuer.

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.

Items 2(a) and (b) of Schedule 13D are amended and restated in their entirety as follows:

"(a) This statement is filed by Vivendi Universal S.A. (formerly Vivendi S.A.) ("Vivendi Universal" or "Vivendi"), Vivendi Environnement S.A. ("Environnement") and Environnement's subsidiaries Vivendi North America Company (formerly Anjou International Company) ("VNAC") and Vivendi Water S.A. ("Water" and, together with Vivendi, Environnement and VNAC, the "Filing Persons").

Except for three (3) shares held indirectly by Vivendi Universal, Water is a wholly owned subsidiary of Environnement. Vivendi Universal holds approximately 47.7% of the capital stock of Environnement. VNAC is a wholly owned subsidiary of Vivendi North America Operations, Inc. ("Operations"), a wholly-owned indirect subsidiary of Environnement.

(b) The business address of Vivendi Universal is 42 avenue de Friedland, 75380 Paris, Cedex 08, France. The business address of Environnement is 36-38 avenue Kleber, 75116 Paris, France. The business address of VNAC is 60 East 42nd Street, 36th Floor, New York, New York 10165. The business address of Water is 52 Rue d'Anjou 75008, Paris, France."

Item 2(c) is amended by deleting the fourth paragraph thereof and by amending and restating in its entirety the last paragraph thereof as follows:

"The names, residence or business addresses and present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted, of the executive officers and directors of Vivendi, Environnement and VNAC and the executive officers and members of the supervisory board of Water are set forth in Schedule 1 hereto and incorporated herein by reference."

Items 2(d) and (e) are amended by deleting the last paragraph thereof, respectively.

Item 2(f) is amended and restated in its entirety as follows:

"(f) The citizenship of the executive officers and the directors or supervisory board members, as applicable, of Vivendi, Environnement, VNAC and Water is set forth in Schedule 1 hereto and incorporated herein by reference."

Item 4. Purpose of Transaction.

Item 4 of Schedule 13D is amended by deleting the first sentence of the last paragraph thereof.

Item 5. Interest in Securities of the Issuer.

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Item 5 (a)-(c) of Schedule 13D is amended and restated in its entirety as follows:

"(a) As of July 8, 2002, Vivendi Universal could be deemed to be, through its 47.7% interest in Environnement, the beneficial owner of 11,095,875 Shares held by certain subsidiaries of Environnement. Vivendi Universal does not own any of the Shares (other than through its interest in Environnement) and disclaims beneficial ownership of any Shares. This Amendment may not be construed as an admission by Vivendi Universal that it is the beneficial owner of any Shares. To the best knowledge of Vivendi Universal, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

As of July 8, 2002, Environnement was, through its subsidiaries VNAC and Water, the beneficial owner of 11,095,875 Shares, constituting approximately 16.2% of the outstanding Shares (based upon 68,651,874 shares outstanding as of May 7, 2002 according to the Issuer's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2002). To the best knowledge of Environnement, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares, other than Andrew D. Seidel, a member of the Management Board of Environnement, who currently owns 875 Shares.

As of July 8, 2002, VNAC was the beneficial owner of 761,654 Shares, constituting approximately 1.1% of the outstanding Shares (based upon 68,651,874 shares outstanding as of May 7, 2002 according to the Issuer's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2002). To the best knowledge of VNAC, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

As of July 8, 2002, Water was the beneficial owner of 10,334,221 Shares, constituting approximately 15.1% of the outstanding Shares (based upon 68,651,874 shares outstanding as of May 7, 2002 according to the Issuer's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2002). To the best knowledge of Water, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

(b) Environnement has, through its subsidiaries VNAC and Water, the shared power to vote or direct the disposition of 11,095,875 Shares. VNAC and Water have the shared power to vote or direct the disposition of 761,654 Shares and 10,334,221 Shares, respectively.

(c) Neither Vivendi Universal nor, to the best of Vivendi Universal's knowledge, any executive officer or director of Vivendi Universal: (a) owns, or has any right to acquire, directly or indirectly, any Shares or (b) has, in the past sixty (60) days, effected any transactions in the Shares.

Neither Environnement nor, to the best of Environnement's knowledge, any executive officer or supervisory board member of Environnement: (a) owns, or has any right to acquire, directly or indirectly, any Shares or (b) has, in the past sixty (60) days, effected any transactions in the Shares, other than Andrew D. Seidel, a member of the Management Board of Environnement, who currently owns 875 Shares.

Neither VNAC nor, to the best of VNAC's knowledge, any executive officer or director of VNAC: (a) owns, or has any right to acquire, directly or indirectly, any Shares or (b) has, in the past sixty (60) days, effected any transactions in the Shares, other than 414,260 Shares sold by VNAC in a number of brokers' transactions effected from May 10, 2002 through May 24, 2002.

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Neither Water nor, to the best of Water's knowledge, any executive officer or supervisory board member of Water (a) owns, or has any right to acquire, directly or indirectly, any Shares or (b) has, in the past sixty (60) days, effected any transactions in the Shares."

Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer.

Item 6 of Schedule 13D is amended and restated in its entirety as follows:

"On July 8, 2002, Environnement, Water, VNAC and the Issuer entered into a Registration and Stock Purchase Agreement (the "Agreement") relating to the Shares. Pursuant to the Agreement, on July 8, 2002 the Issuer filed a Registration Statement on Form S-3 ("Registration Statement") with the U.S. Securities and Exchange Commission ("Commission") for the resale of up to 9,885,256 Shares ("Registered Shares") by VNAC and Water, and the Issuer has agreed to use commercially reasonable efforts to have the Registration Statement declared effective by the Commission. The Issuer has also agreed to execute an underwriting agreement in the form attached to the Agreement (the "Underwriting Agreement") in connection with the public resale of the Registered Shares and to repurchase, on the terms and conditions set forth in the Agreement, up to 2,500,000 Shares (the "Buyback Shares") held by Water at the public offering price of the Registered Shares. The closing of the repurchase by the Issuer of the Buyback Shares will take place on later of (i) the 30th day following the closing of the purchase of the Registered Shares under the Underwriting Agreement and (ii) the closing date of the purchase of any over-allotment shares by the underwriters pursuant to the Underwriting Agreement. This summary is qualified in its entirety by reference to the Agreement, which is being filed herewith as an Exhibit to this Amendment and is incorporated by reference herein.

Except as set forth in the preceding paragraph, none of the Filing Persons nor, to the best of the Filing Persons' knowledge, any person named in Item 2 hereof, has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to any contract, arrangement, understanding or relationship concerning the transfer or the voting of any such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies."

Item 7. Material to be Filed as Exhibits.

1. Registration and Stock Purchase Agreement dated July 8, 2002, between Environnement, Water, VNAC and Philadelphia Suburban Corporation.
2. Joint Filing Agreement.
3. Special Power of Attorney of Vivendi Universal S.A. (formerly Vivendi S.A.)*
4. Special Power of Attorney of Vivendi North America Company*
5. Special Power of Attorney of Vivendi Water S.A.*

* Previously filed as an exhibit to Amendment 20 to Schedule 13D filed on August 1, 2000.

Schedule 1

Directors and Executive Officers of Vivendi Universal S.A.

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| Position with Vivendi | Name and Business Address | Citizenship | Present Occupation or Business Address (if different from Business Address) |
|-----------------------|--|-------------|---|
| I. Directors | | | |
| Chairman of the Board | Jean-Rene Fourtou c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France | French | Chairman and Executive Officer of Vivendi Universal |
| Director | Edgar Bronfman, Jr. Lexa Partners LLC 390 Park Avenue, 4th floor New York, NY 10022 | U.S. | Special Advisor and Chairman of Universal |
| Director | Claude Bebear AXA 25, avenue Matignon 75008 Paris France | French | Chairman of Board of AXA |
| Director | Gerard Kleisterlee Royal Philips Electronic P.O. Box 77900 Building HBT 14 1070 Amsterdam The Netherlands | Dutch | Chief Executive of Royal Philips |
| Director | Eric Licoys c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08 France | French | Executive Officer of Vivendi Universal and Chairman of Supervisory Groupe Cana |
| Director | Dominique Hoehn BNP Paribas 3, rue d'Antin 75009 Paris France | French | Chief Operating Officer of BNP Paribas |
| Director | Edgar M. Bronfman c/o Vivendi Universal 375 Park Avenue, 5th floor New York, NY 10152-0192 USA | U.S. | President of Jewish Congregation and Jewish Rest Home Organization Foundation and Campus Life |
| Director | Richard H. Brown Electronic Data Systems 5400 Legacy Drive Plano, Texas 75024-3199 USA | U.S. | Chairman and Officer of Electronic Data Systems Co. |

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| | | | |
|----------|---|----------|---|
| Director | Jean-Marc Espalioux Accor Tour Maine Montparnasse 33 avenue du Maine 75755 Paris Cedex 15 France | French | Chairman of Management and CEO of |
| Director | Jacques Friedman 80 avenue de Breteuil 75015 Paris | French | Director of and TotalFi |
| Director | Esther Koplowitz FCC Plaza Pablo Ruiz Picasso 28020 Madrid Spain | Spanish | Director of Construccio Contratas (President o Desvalido F |
| Director | Marie-Josée Kravis Hudson Institute 625 Park Avenue New York, NY 10021 USA | Canadian | Senior Fell Hudson Inst Director of Canadian Im of Commerce Internation Ford Motor and USA Net |
| Director | Henri Lachmann Schneider Electric S.A. 43-45 Bd Franklin Roosevelt 92500 Rueil Malmaison France | French | Chairman an Executive O Schneider E |
| Director | Samuel Minzberg Claridge Inc. 1170 Peel Street, 8th floor Montreal, Quebec H3B 4P2 | Canadian | Chairman an Executive O Claridge In |
| Director | Simon Murray Simon Murray & Associates (U.K) Ltd. Princes House 38 Jermyn Street England | British | Chairman of Murray & As |
| Director | Serge Tchuruk Alcatel 54, rue de la Boetie Alcatel 75008 Paris France | French | Chairman an Executive O |
| Director | Marc Vienot Societe Generale Tour Societe Generale 92972 Paris La Defense France | French | Honorary Ch Director of Generale; C the Supervi of Aventis Chairman of Europlace |

II. Executive Officers
(other than those who are
also Directors)

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| | | | |
|---|--|--------|---|
| Senior Executive Vice President, Internet and Telecom | Philippe Germond c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France | French | Chairman and Executive O Cegetel Gro |
| Senior Executive Vice President and Chief Financial Officer | Guillaume Hannezo c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France | French | |
| Senior Executive Vice President, Human Resources | Andrew Kaslow c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France | U.S. | |
| Chairman and CEO of UMG | Doug Morris c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France | U.S. | |
| Senior Executive Vice President, Vivendi Environnement | Henri Proglío c/o Vivendi Environnement 36-38 avenue Kleber 75116 Paris France | French | Chairman of Management Chief Execu of Vivendi Environneme |
| Vice Chairman and CEO of Vivendi Universal Publishing | Agnes Touraine c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France | French | |

Members of Supervisory Board and Executive Officers
of Vivendi Environnement S.A.

| Position with Vivendi | Name and Business Address | Citizenship | Present Occupation o including (principal b Address (if d Business A Empl |
|------------------------------------|---|-------------|---|
| I. Members of Supervisory Board | | | |
| Chairman | Jean-Marie Messier c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France | French | Chairman and Executive O Vivendi Uni |
| Member | Eric Licoys c/o Vivendi Universal 42, avenue de Friedland | French | Co-Chief Op Officer of Universal; |

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| | | | |
|--------|---|---------|--|
| | 75380 Paris, Cedex 08 France | | Havas Medim |
| Member | Daniel Bouton 22, rue Notre Dame de Lorette 75009 Paris France | French | Chairman and Executive O Societe Gen |
| Member | Jean-Marc Espalioux Accor Tour Maine Montparnasse 33 avenue du Maine 75755 Paris Cedex 15 France | French | Chairman of Management and CEO of |
| Member | Paul-Louis Girardot 40, rue des Chapelles 92310 Sevres France | French | Director of Committee o Normandy Ba Authority |
| Member | Catherine Gros Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France | French | Executive V President - Relations o Universal |
| Member | Guillaume Hannezo Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France | French | Senior Exec President a Financial O Vivendi Uni |
| Member | Richard Heckman 72551 Clancy Lane Rancho Mirage, CA 92270 U.S.A. | U.S. | Director of Water S.A. |
| Member | Esther Koplowitz FCC Plaza Pablo Ruiz Picasso 28020 Madrid Spain | Spanish | Director of Construccio Contratas (I President o Desvalido F |
| Member | Arthur Laffer P.O. Box 1167 Rancho Santa Fe, CA 92607 U.S.A. | U.S. | Founding Me the Congres Advisory Bo |
| Member | Serge Michel 8, avenue Le Notre 78170 La Celle Saint-Cloud | French | Chairman of |
| Member | Georges Ralli Lazard Freres & Cie. 121, boulevard Haussman 75008 Paris France | French | Managing Di The Lazard |
| Member | Murray Stuart Longacre Guildford Road Chobham Woking CMG plc Surrey GU24 8EA Great Britain | British | Director of of Scotland Old Mutual |

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| | | | |
|--------|--|--------|--|
| Member | Antoine Zacharias Vinci 1, cours Ferdinand de Lesseps 92851 Rueil Malmaison, France | French | Chairman and Executive Officer Vinci |
|--------|--|--------|--|

II. Executive Officers
(Members of the Management Board)

| | | | |
|----------|---|--------|--|
| Chairman | Henri Proglío Vivendi Environnement 36-38, avenue Kleber 75116 Paris, France | French | Chief Executive of Vivendi Environnement |
|----------|---|--------|--|

| | | | |
|--------|--|--------|---|
| Member | Jerome Contamine Vivendi Environnement 36-38, avenue Kleber 75116 Paris, France | French | Executive Vice President, Vivendi Environnement |
|--------|--|--------|---|

| | | | |
|--------|--|--------|---------------------------------|
| Member | Antoine Frerot Vivendi Environnement 36-38, avenue Kleber 75116 Paris, France | French | Chief Executive of Connexion |
|--------|--|--------|---------------------------------|

| | | | |
|--------|---|--------|----------------------------|
| Member | Denis Gasquet Vivendi Environnement 36-38, avenue Kleber 75116 Paris, France | French | Chief Executive of Onyx |
|--------|---|--------|----------------------------|

| | | | |
|--------|---|--------|------------------------------|
| Member | Jean-Pierre Denis Vivendi Environnement 36-38, avenue Kleber 75116 Paris, France | French | Chief Executive of Dalkia |
|--------|---|--------|------------------------------|

| | | | |
|--------|--|------|---|
| Member | Andy Seidel United States Filter Corporation 40-004 Cook Street Palm Desert, CA 92211 U.S.A. | U.S. | Chief Executive of United States Filter Corporation |
|--------|--|------|---|

Directors and Executive Officers of
Vivendi North America Company

| | | | |
|-----------------------|---|-------------|---|
| | Name and Business Address Except as otherwise indicated, the Business Address of each person is c/o Vivendi North America Company 60 East 42nd Street, 36th Floor New York, NY 10165 | | Pres Occupati Inclu (princip Address (Busine |
| Position with Vivendi | | Citizenship | |

I. Directors

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| | | |
|------------------------|------------------|--------|
| President and Director | Jerome Contamine | French |
|------------------------|------------------|--------|

II. Executive Officers
(other than those who are
also Directors)

| | | |
|-------------------------|-----------------|--------|
| Treasurer and Secretary | Philippe Beaute | French |
|-------------------------|-----------------|--------|

| | | |
|---------------------|--------------------|--------|
| Assistant Treasurer | Philippe Messenger | French |
|---------------------|--------------------|--------|

| | | |
|---------------------|------------------|---------|
| Assistant Treasurer | Stephen Dunkling | British |
|---------------------|------------------|---------|

Members of Supervisory Board and Executive Officers of
Vivendi Water S.A.

| Position with Vivendi | Name and Business Address Except as otherwise indicated, the Business Address of each person is c/o Vivendi Water S.A. 52, rue d'Anjou 75008 Paris, France | Citizenship | Pres Occupati Inclu (princip Address (B Busine |
|-----------------------|---|-------------|---|
|-----------------------|---|-------------|---|

I. Members of Supervisory
Board

| | | | |
|---|---------------|--------|--|
| Chairman and Chief Executive Officer | Henri Proglio | French | Chairman of Management Chief Execu of Vivendi |
|---|---------------|--------|--|

| | | |
|--------|---|--------|
| Member | Pierre-Henri Galan c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France | French |
|--------|---|--------|

| | | |
|--------|---------------------|------|
| Member | Richard J. Heckmann | U.S. |
|--------|---------------------|------|

II. Executive Officers
(other than those who are
also Members of the
Supervisory Board)

| | | | |
|-------------------------|------------------|--------|--|
| Chief Financial Officer | Olivier Grunberg | French | Deputy Gene Manager of Generale de |
|-------------------------|------------------|--------|--|

| | | |
|-------------------------|-------------------|--------|
| Chief Operating Officer | Olivier Barbaroux | French |
|-------------------------|-------------------|--------|

| | | | |
|------------------------|-------------|--------|--|
| Deputy General Manager | Gerard Mohr | French | Deputy Gene Manager of Generale de |
|------------------------|-------------|--------|--|

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: July 8, 2002

VIVENDI UNIVERSAL S.A.

By: /s/ Stephen P. Stanczak

Name: Stephen P. Stanczak
Attorney-in-Fact

VIVENDI ENVIRONNEMENT S.A.

By: /s/ Jerome Contamine

Name: Jerome Contamine
Chief Financial Officer

VIVENDI NORTH AMERICA COMPANY

By: /s/ Stephen P. Stanczak

Name: Stephen P. Stanczak
Attorney-in-Fact

VIVENDI WATER S.A.

By: /s/ Stephen P. Stanczak

Name: Stephen P. Stanczak
Attorney-in-Fact