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PHILADELPHIA SUBURBAN CORP
Form SC 13D/A
May 13, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 21)*

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

May 10, 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 Section 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. 718009608

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
BY
EACH REPORTING
PERSON
WITH | 8 | SHARED VOTING POWER
11,510,136 |
| | 9 | SOLE DISPOSITIVE POWER
None |
| | 10 | SHARED DISPOSITIVE POWER
11,510,136 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,510,136
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*[]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 16.8% (based upon 68,486,101 shares outstanding as of
March 1, 2002 according to Philadelphia Suburban Corporation's Annual
Report on Form 10K for the fiscal year ended December 31, 2001)
- 14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

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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 1,175,915
	9	SOLE DISPOSITIVE POWER None
	10	SHARED DISPOSITIVE POWER 1,175,915

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,175,915

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

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

Approximately 1.7% (based upon 68,486,101 shares outstanding as of
March 1, 2002 according to Philadelphia Suburban Corporation's Annual
Report on Form 10K for the fiscal year ended December 31, 2001)

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON

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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	8	SHARED VOTING POWER
BENEFICIALLY OWNED		10,334,221
BY	9	SOLE DISPOSITIVE POWER
EACH REPORTING		None
PERSON	10	SHARED DISPOSITIVE POWER
WITH		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 68,486,101 shares outstanding as of
March 1, 2002 according to Philadelphia Suburban Corporation's Annual
Report on Form 10K for the fiscal year ended December 31, 2001)

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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Compagnie Generale des Eaux

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	8	SHARED VOTING POWER
BENEFICIALLY OWNED		None
BY		
EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		None
WITH		
	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None

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

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

0%

14 TYPE OF REPORTING PERSON*

PN (limited partnership)

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 21 (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 subsidiaries Vivendi North America Company (formerly Anjou 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 resignation from the Board of Directors of Philadelphia Suburban Corporation, a Pennsylvania corporation (the "Issuer"), of a member of the supervisory board and a member of the management board of Vivendi Environnement S.A., a majority owned subsidiary of Vivendi Universal S.A., 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.

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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"), its indirect subsidiaries Vivendi North America Company (formerly Anjou International Company) ("VNAC") and Vivendi Water S.A. ("Water"), and Water's wholly owned subsidiary Compagnie Generale des Eaux ("CGE" and, together with Vivendi, VNAC and Water, the "Filing Persons").

Except for three (3) shares held indirectly by Vivendi Universal, Water is a wholly owned subsidiary of Vivendi Environnement S.A., a French corporation ("Environnement"). Vivendi Universal holds approximately 63% 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 and CGE is 52 Rue d'Anjou 75008, Paris, France."

Item 4. Purpose of Transaction.

Item 4 of Schedule 13D is amended by:

(i) Amending and restating paragraph (c) of Item 4 as follows:

"(c) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board. However, Richard J. Heckmann, a member of the Supervisory Boards of Environnement and Water, resigned as a director of the Issuer in January 2002, and Andrew D. Seidel, a member of the Management Board of Environnement, resigned as a director of the Issuer on May 9, 2002. As of the date hereof, none of the members of the Board of Directors of the Issuer are directors or executive officers of Vivendi Universal nor of any of its direct or indirect subsidiaries."

(ii) Deleting the last paragraph of Item 4 and adding the following paragraphs at the end thereof:

"VNAC has authorized the immediate sale, in one or more broker's transactions, of up to 684,861 Shares. Each of VNAC and Water presently intends to fully divest its interest in the Issuer by (i) selling, pledging or otherwise disposing of, directly or indirectly, additional Shares in the open market and/or in negotiated transactions, (ii) issuing securities exchangeable into any Shares, (iii) entering into any swap, hedge or other arrangements that transfers, in whole or in part, any of the economic consequences of ownership of the Shares, and (iv) entering into one or more transactions which would have the same effect as (i) through (iii) above, in each case from time to time as permitted under applicable U.S. securities laws and regulations, and until such time as VNAC, Water and their affiliates cease to hold any Shares. VNAC and Water will continue to review their investment position in the Issuer periodically and, depending on such review, market conditions and share prices,

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the Issuer's business, prospects and future developments and applicable legal requirements, VNAC and Water may decide to change their divestment strategy relating to the Shares at any time."

Item 5. Interest in Securities of the Issuer.

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

"(a) As of May 10, 2002, Vivendi Universal was, through its indirect subsidiaries VNAC and Water, the beneficial owner of 11,510,136 Shares constituting approximately 16.8% of the outstanding Shares (based upon 68,486,101 shares outstanding as of March 1, 2002 according to the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2001). 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 May 10, 2002, Environnement was, through its subsidiaries VNAC and Water, the beneficial owner of the 11,510,136 Shares, constituting approximately 16.8% of the outstanding Shares (based upon 68,486,101 shares outstanding as of March 1, 2002 according to the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2001). 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 May 10, 2002, VNAC was the beneficial owner of 1,175,915 Shares, constituting approximately 1.7% of the outstanding Shares (based upon 68,486,101 shares outstanding as of March 1, 2002 according to the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2001). 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 May 10, 2002, Water was the beneficial owner of 10,334,221 Shares, constituting approximately 15.1% of the outstanding Shares (based upon 68,486,101 shares outstanding as of March 1, 2002 according to the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2001). To the best knowledge of Water, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

As of May 10, 2002, CGE did not beneficially own any Shares. To the best knowledge of CGE, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

(b) Vivendi Universal has, through its indirect subsidiaries VNAC and Water, the shared power to vote or direct the disposition of 11,510,136 Shares. Environnement has, through its subsidiaries VNAC and Water, the shared power to vote or direct the disposition of 11,510,136 Shares. VNAC and Water have the shared power to vote or direct the disposition of 1,175,915 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 Richard J. Heckmann, a member of the Supervisory Board of Environnement,

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who sold 875 Shares on April 30, 2002 and Andrew D. Seidel, a member of the Management Board of Environnement, who currently owns 875 Shares. To the best knowledge of Environnement, Mr. Heckmann does not currently own any 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.

Except as set forth in Schedule 1 hereto and incorporated herein by reference, 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.

Neither CGE nor, to the best of CGE's knowledge, any executive officer or director of CGE: (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 to read in its entirety as follows:

"On May 10, 2002, VNAC placed a sale order with Deutsche Banc Alex. Brown Inc. ("DB"), pursuant to which DB has been requested to execute the sale of up to 684,861 Shares in one or more broker's transactions within the meaning of the Securities Act of 1933, as amended, in coordination with VNAC with respect to the material terms, including price, of such transactions.

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. Joint Filing Agreement.*
2. Special Power of Attorney of Vivendi Universal S.A. (formerly Vivendi S.A.)*
3. Special Power of Attorney of Vivendi North America Company*
4. Special Power of Attorney of Vivendi Water S.A.*
5. Special Power of Attorney of Compagnie Generale Des Eaux*

* 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 including (principal Address (if Business Emp
I. Directors			
Chairman of the Board	Jean-Marie Messier 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, Chairman of Universal
Director	Eric Licoys c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08 France	French	Co-Chief Operating Officer of Universal; Havas Medim
Director	Bernard Arnault LVMH 30, avenue Montaigne 75008 Paris France	French	Chairman and Officer of Hennessy Louis Christian D. Societe Civile Saint Emili Participati
Director	Edgar M. Bronfman c/o Vivendi Universal 375 Park Avenue, 5th floor New York, NY 10152-0192 USA	U.S.	President of Jewish Cong Jewish Rest Organizatio Foundation Campus Life
Director	Richard H. Brown Electronic Data Systems 5400 Legacy Drive Plano, Texas 75024-3199 USA	U.S.	Chairman and Officer of Systems Co.
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	Philippe Foriel-Destezet Nescofin 43 Rutland gate S.W. 71 ED London England	French	Director of Chairman of Finance S.A. Nescofin UK

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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 (P President of 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 International 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 75008 Paris France	French	Chairman an Executive O Alcatel
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)			
Senior Executive Vice President, Internet and Telecom	Philippe Germond c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French	Chairman an Executive O Cegetel Gro
Senior Executive Vice	Guillaume Hannezo	French	

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President and Chief Financial Officer	c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France		
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 Executive of Vivendi Environnement
Vice Chairman and CEO of Vivendi Universal Publishing	Agnes Touraine c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French	

Directors and Executive Officers of
Vivendi North America Company

Position with Vivendi	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	Citizenship	Pres Occupati Inclu (princip Address (Busine
I. Directors			
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	

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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 (Busine
I. Members of Supervisory Board			
Chairman and Chief Executive Officer	Henri Proglïo	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(1)	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
(1) Richard J. Heckmann sold 875 Shares on April 30, 2002. Mr. Heckmann does not beneficially own any Shares as of the date of this Amendment.			

Members of Supervisory Board and Executive Officers of
Compagnie Generale des Eaux

Pres

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Position with Vivendi	Name and Business Address Except as otherwise indicated, the Business Address of each person is c/o Compagnie Generale des Eaux 52, rue d'Anjou 75008 Paris, France	Citizenship	Occupation Including (principal Address (Business
I. Members of Supervisory Board			
Chairman	Paul Louis Girardot	French	
Member	Jean-Claude Douvry c/o SADE CGTH 28, rue de la Baume 75008 Paris, France	French	
Member	Antoine Zacharias c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French	
Member	Edrif S.A. (represented by Mr. Serge Michel) 5, rue Tronson du Coudray 75008 Paris, France	French	
Member	Marc Noel Vigier	French	
II. Executive Officers (other than those who are also Members of the Supervisory Board)			
President and Chief Executive Officer	Henri Proglío	French	Chairman of Management Chief Execu of Vivendi
Chief Operating Officer	Olivier Barbaroux	French	
Deputy General Manager	Gerard Mohr	French	Deputy Gene Manager of Water S.A.
Deputy General Manager	Olivier Grunberg	French	Chief Finan of Vivendi
General Secretary and Secretary of the Supervisory Board	Patrick Spilliaert	French	

Signature

After reasonable inquiry and to the best of our knowledge and

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belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: May 10, 2002

VIVENDI UNIVERSAL S.A.

By: /s/ Stephen P. Stanczak

Name: Stephen P. Stanczak
Attorney-in-Fact

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

COMPAGNIE GENERALE DES EAUX

By: /s/ Stephen P. Stanczak

Name: Stephen P. Stanczak
Attorney-in-Fact