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VIVENDI UNIVERSAL
Form SC 13D/A
September 25, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 23)*

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)

September 25, 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 ss. 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 718009-6-08

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*

00

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
2,500,001(1)

9 SOLE DISPOSITIVE POWER
None

10 SHARED DISPOSITIVE POWER
2,500,001(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,500,001(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 3.6% (based upon 68,858,761 shares outstanding as of
July 30, 2002 according to Philadelphia Suburban Corporation's
Quarterly Report on Form 10-Q for the Quarter ended June 30,
2002)

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) As of the date hereof, Vivendi Universal holds approximately 40.8% of the

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

SCHEDULE 13D

 CUSIP No. 718009-6-08

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*

00

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
 2,500,001

9 SOLE DISPOSITIVE POWER
 None

10 SHARED DISPOSITIVE POWER
 2,500,001

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,500,001

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

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

Approximately 3.6% (based upon 68,858,761 shares outstanding as of July 30, 2002 according to Philadelphia Suburban Corporation's

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Quarterly Report on Form 10-Q for the Quarter ended June 30, 2002)

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 718009-6-08

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
None

9 SOLE DISPOSITIVE POWER
None

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)

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N/A

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 718009-6-08

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
2,500,001

9 SOLE DISPOSITIVE POWER
None

10 SHARED DISPOSITIVE POWER
2,500,001

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,500,001

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

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

Approximately 3.6% (based upon 68,858,761 shares outstanding as of
July 30, 2002 according to Philadelphia Suburban Corporation's
Quarterly Report on Form 10-Q for the Quarter ended June 30, 2002)

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14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 23 (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 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.

The second paragraph of Item 2(a) is amended and restated in its entirety as follows:

"Except for three (3) shares held indirectly by Vivendi Universal, Water is a wholly owned subsidiary of Environnement. Vivendi Universal holds approximately 40.8% 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."

The last paragraph of Item 2(c) is amended and restated in its entirety 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, Water and VNAC are set forth in Schedule 1 hereto and incorporated herein by reference."

Item 4. Purpose of Transaction.

The first paragraph of Item 4 is amended and restated in its entirety as follows:

"The Shares owned by the Filing Persons were acquired, and are being held, as an investment. None of the Filing Persons has any present plans or proposals which may be related to or would result in:"

Paragraph (c) of Item 4 is amended and restated in its entirety 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."

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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 September 25, 2002, Vivendi Universal could be deemed to be, through its 40.8% interest in Environnement, the beneficial owner of 2,500,001 Shares held by Water. 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 September 25, 2002, Environnement was, through its subsidiary Water, the beneficial owner of 2,500,001 Shares, constituting approximately 3.6% of the outstanding Shares (based upon 68,858,761 shares outstanding as of July 30, 2002 according to the Issuer's Quarterly Report on Form 10-Q for the Quarter ended June 30, 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 September 25, 2002, Water was the beneficial owner of 2,500,001 Shares, constituting approximately 3.6% of the outstanding Shares (based upon 68,858,761 shares outstanding as of July 30, 2002 according to the Issuer's Quarterly Report on Form 10-Q for the Quarter ended June 30, 2002). 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 September 25, 2002, VNAC did not beneficially own any Shares. To the best knowledge of VNAC, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

(b) Environnement has, through its subsidiary Water, the shared power to vote or direct the disposition of 2,500,001 Shares. Water has the shared power to vote or direct the disposition of 2,500,001 Shares.

(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 (i) 875 Shares owned by Andrew D. Seidel, a member of the Management Board of Environnement, (ii) 7,834,220 Shares sold by Water on September 25, 2002 to the members of an underwriting syndicate led by Deutsche Bank Securities Inc. and UBS Warburg LLC (collectively, the "Underwriters") pursuant to an underwriting agreement dated September 19, 2002 by and among the Underwriters, the Issuer, Water and VNAC (the "Underwriting Agreement"), and (iii) 761,655 Shares sold by VNAC to the Underwriters pursuant to the Underwriting Agreement.

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 761,655 Shares sold by VNAC to the Underwriters pursuant to the Underwriting Agreement.

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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, other than 7,834,220 Shares sold by VNAC to the Underwriters pursuant to the Underwriting Agreement."

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, which was declared effective by the Commission on September 19, 2002. Each of Water, VNAC and the Issuer executed the Underwriting Agreement in the form attached to the Agreement on September 19, 2002.

Pursuant to the Underwriting Agreement, on September 25, 2002 the Underwriters acquired 8,595,875 Shares from Water and VNAC at \$18.25 per Share (the "Offering Price"), less underwriting discounts and commission of \$0.78 per Share (the "Underwriting Discount"), in connection with the public resale of the Registered Shares. In addition, the Underwriters have an option to purchase up to an additional 1,289,381 Shares (the "Option Shares") from Water at any time within 30 days from the date of the Underwriting Agreement at the Offering Price less the Underwriting Discount. On September 25, 2002, the Underwriters delivered a written exercise notice to purchase all of the Option Shares and designated September 27, 2002 as the closing date for such purchase.

Pursuant the Agreement, the Issuer shall repurchase all of the remaining 1,210,620 Shares (the "Buyback Shares") held by Water at the Offering Price on October 25, 2002. Upon the consummation of the purchase of the Option Shares by the Underwriters and the purchase of the Buyback Shares by the Issuer, none of the Filing Persons shall beneficially own any Shares.

This summary is qualified in its entirety by reference to the Agreement and the Underwriting Agreement, which are being filed herewith as Exhibits to this Amendment and are incorporated by reference herein.

Except as set forth in the preceding paragraphs, 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.

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1. Registration and Stock Purchase Agreement dated July 8, 2002, between Vivendi Environnement S.A., Vivendi Water S.A., Vivendi North America Company and Philadelphia Suburban Corporation.(1)
2. Underwriting Agreement dated September 19, 2002 between Philadelphia Suburban Corporation, Vivendi Water S.A., Vivendi North America Company and Deutsche Bank Securities Inc. and UBS Warburg LLC, as Representatives of the several underwriters named therein. 3. Joint Filing Agreement.(1)
4. Special Power of Attorney of Vivendi North America Company(2)
5. Special Power of Attorney of Vivendi Water S.A.(2)

-
- (1) Previously filed as an exhibit to Amendment 22 to Schedule 13D filed on July 8, 2002.
 - (2) 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.

Position with Vivendi	Name and Business Address	Citizenship	Pres Occupati inclu (princip Address (Busine Em

I. Directors			

Chairman of the Board	Jean-Rene Fourtou c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French	Chairman an Executive O Vivendi Uni
Director	Edgar Bronfman, Jr. Lexa Partners LLC 390 Park Avenue, 4th floor New York, NY 10022	U.S.	Special Adv Chairman of Universal
Director	Claude Bebear AXA 25, avenue Matignon 75008 Paris France	French	Chairman of Board of AX
Director	Gerhard Kleisterlee	German	Chief Execu

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Position with Vivendi	Name and Business Address	Citizenship	Occupation
	Royal Philips Electronic P.O. Box 77900 Building HBT 14 1070 Amsterdam The Netherlands		of Royal Ph
Director	Dominique Hoenn BNP Paribas 3, rue d'Antin 75009 Paris France	French	Chief Opera of BNP Pari
Director	Edgar M. Bronfman c/o Vivendi Universal 375 Park Avenue, 5th floor New York, NY 10152-0192 USA	U.S.	President o Jewish Cong Jewish Rest Organizatio Foundation Campus Life
			Pres Occupati includ (princip Address (Busine Em
Position with Vivendi	Name and Business Address	Citizenship	Occupation
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 Friedmann 80 avenue de Breteuil 75015 Paris France	French	Director of and TotalFi
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

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Director	Fernando Falco RACE 10, Jose Abascal 28003 Madrid Spain	Spanish	Chairman and Automovil C Espana (RAC Chairman of Extremadura
Director	Marc Vienot c/o Societe Generale Tour Societe Generale 92972 Paris La Defense France	French	Honorary Ch Director of Generale; C the Supervi of Aventis Chairman of Europlace

Position with Vivendi	Name and Business Address	Citizenship	Pres Occupati includ (princip Address (B Busine Em
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II. Executive Officers
(other than those who are
also Directors)

Senior Executive Vice President and Chief Financial Officer	Jacques Espinasse 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.	
Senior Executive Vice President, Divestitures, Mergers and Acquisitions	Robert de Metz c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French	
Chief Operating Officer	Jean-Bernard Levy c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French	
Director of Communication	Michel Bourgeois c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French	
Executive Vice President and General Counsel	Jean-Francois Dubos c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French	

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

Position with Vivendi Environnement	Name and Business Address	Citizenship	Pres Occupati inclu (princip Address (Busine Em
I. Members of Supervisory Board			
Chairman	Jean-Rene Fourtou c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08 France	French	Chairman and Executive Officer of Vivendi Universal
Member	Daniel Bouton 22, rue Notre Dame de Lorette 75009 Paris France	French	Chairman and Executive Officer of Societe Generale
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 of Normandy Basin Authority
Member	Jean Azema c/o Groupama 8, rue d'Astorg 75008 Paris France	French	Chief Executive Officer of Groupama
Member	Jacques Epinasse c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08 France	French	Senior Executive Officer and President of Financial Operations of Vivendi Universal
Member	Richard Heckman 72551 Clancy Lane Rancho Mirage, CA 92270 U.S.A.	U.S.	Director of Water S.A.

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Position with Vivendi Environnement	Name and Business Address	Citizenship	Pres Occupati inclu (princip Address (Busine Em
Member	Esther Koplowitz FCC Plaza Pablo Ruiz Picasso 28020 Madrid Spain	Spanish	Director of Construccio Contratas (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 France	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 Surrey GU24 8EA Great Britain	British	Director of of Scotland Old Mutual CMG plc
Member	Antoine Zacharias Vinci 1, cours Ferdinand de Lesseps 92851 Rueil Malmaison France	French	Chairman an Executive O Vinci
Member	Jean-Marie Messier 64, boulevard des Courcelles 75017 Paris France	French	

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Position with Vivendi Environnement	Name and Business Address	Citizenship	(principal Address (Business Em
II. Executive Officers (Members of the Management Board)			
Chairman	Henri Proglio Vivendi Environnement 36-38, avenue Kleber 75116 Paris, France	French	Chief Execu of Vivendi Environneme
Member	Jerome Contamine Vivendi Environnement 36-38, avenue Kleber 75116 Paris, France	French	Executive V President, Vivendi Env
Member	Antoine Frerot Vivendi Environnement 36-38, avenue Kleber 75116 Paris, France	French	Chief Execu of Connex
Member	Denis Gasquet Vivendi Environnement 36-38, avenue Kleber 75116 Paris, France	French	Chief Execu of Onyx
Member	Jean-Pierre Denis Vivendi Environnement 36-38, avenue Kleber 75116 Paris, France	French	Chief Execu of Dalkia
Member	Andy Seidel United States Filter Corporation 40-004 Cook Street Palm Desert, CA 92211 U.S.A.	U.S.	Chief Execu of United S Corporation

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			

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 President and Sole 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

Directors 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
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I. Directors

Chairman and Chief Executive Officer	Henri Proglío	French	Chairman of Management Chief Execu of Vivendi
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Director	Pierre-Henri Galan c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French	
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Director	Richard J. Heckmann	U.S.	
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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
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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: September 25, 2002

VIVENDI UNIVERSAL S.A.

By: /s/ Dominique Gibert

Name: Dominique Gibert
Deputy Chief Financial Officer

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