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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

-----  
(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<br>None              |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED<br>BY<br>EACH REPORTING<br>PERSON<br>WITH | 8  | SHARED VOTING POWER<br>11,510,136      |
|  | 9  | SOLE DISPOSITIVE POWER<br>None         |
|  | 10 | SHARED DISPOSITIVE POWER<br>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!

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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<br>None             |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED<br>BY<br>EACH REPORTING<br>PERSON<br>WITH | 8  | SHARED VOTING POWER<br>1,175,915      |
|  | 9  | SOLE DISPOSITIVE POWER<br>None        |
|  | 10 | SHARED DISPOSITIVE POWER<br>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<br>None        |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED<br>BY<br>EACH REPORTING<br>PERSON<br>WITH | 8  | SHARED VOTING POWER<br>None      |
|  | 9  | SOLE DISPOSITIVE POWER<br>None   |
|  | 10 | SHARED DISPOSITIVE POWER<br>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\*

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\* 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<br>c/o Vivendi Universal<br>42, avenue de Friedland<br>75380 Paris, Cedex 08, France         | French      | Chairman and Executive Officer of Vivendi Universal  |
| Director              | Edgar Bronfman, Jr.<br>Lexa Partners LLC<br>390 Park Avenue, 4th floor<br>New York, NY 10022                    | U.S.        | Special Advisor and Chairman of Universal  |
| Director              | Eric Licoys<br>c/o Vivendi Universal<br>42, avenue de Friedland<br>75380 Paris, Cedex 08<br>France              | French      | Co-Chief Operating Officer of Universal; Havas Mediam  |
| Director              | Bernard Arnault<br>LVMH<br>30, avenue Montaigne<br>75008 Paris<br>France  | French      | Chairman and Officer of Hennessy Louis Christian D. Societe Civile Saint Emilion Participati |
| Director              | Edgar M. Bronfman<br>c/o Vivendi Universal<br>375 Park Avenue, 5th floor<br>New York, NY 10152-0192<br>USA      | U.S.        | President of Jewish Congregational Jewish Rest Organization Foundation Campus Life           |
| Director              | Richard H. Brown<br>Electronic Data Systems<br>5400 Legacy Drive<br>Plano, Texas 75024-3199<br>USA              | U.S.        | Chairman and Officer of Systems Co.  |
| Director              | Jean-Marc Espalioux<br>Accor<br>Tour Maine Montparnasse<br>33 avenue du Maine<br>75755 Paris Cedex 15<br>France | French      | Chairman of Management and CEO of  |
| Director              | Philippe Foriel-Destezet<br>Nescofin<br>43 Rutland gate<br>S.W. 71 ED London<br>England                         | French      | Director of Chairman of Finance S.A. Nescofin UK   |

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|  |   |          |   |
|--|---|----------|---|
| Director   | Jacques Friedman<br>80 avenue de Breteuil<br>75015 Paris  | French   | Director of<br>and TotalFi  |
| Director   | Esther Koplowitz<br>FCC<br>Plaza Pablo Ruiz Picasso<br>28020 Madrid<br>Spain                                | Spanish  | Director of<br>Construccio<br>Contratas (P<br>President of<br>Desvalido F   |
| Director   | Marie-Josée Kravis<br>Hudson Institute<br>625 Park Avenue<br>New York, NY 10021<br>USA                      | Canadian | Senior Fell<br>Hudson Inst<br>Director of<br>Canadian Im<br>of Commerce<br>International<br>Ford Motor<br>and USA Net |
| Director   | Henri Lachmann<br>Schneider Electric S.A.<br>43-45 Bd Franklin Roosevelt<br>92500 Rueil Malmaison<br>France | French   | Chairman an<br>Executive O<br>Schneider E   |
| Director   | Samuel Minzberg<br>Claridge Inc.<br>1170 Peel Street, 8th floor<br>Montreal, Quebec H3B 4P2                 | Canadian | Chairman an<br>Executive O<br>Claridge In   |
| Director   | Simon Murray<br>Simon Murray &<br>Associates (U.K) Ltd.<br>Princes House<br>38 Jermyn Street<br>England     | British  | Chairman of<br>Murray & As  |
| Director   | Serge Tchuruk<br>Alcatel<br>54, rue de la Boetie<br>75008 Paris<br>France                                   | French   | Chairman an<br>Executive O<br>Alcatel   |
| Director   | Marc Vienot<br>Societe Generale<br>Tour Societe Generale<br>92972 Paris La Defense<br>France                | French   | Honorary Ch<br>Director of<br>Generale; C<br>the Supervi<br>of Aventis<br>Chairman of<br>Europlace                    |
| II. Executive Officers<br>(other than those who are<br>also Directors) |   |          |   |
| Senior Executive Vice<br>President, Internet<br>and Telecom            | Philippe Germond<br>c/o Vivendi Universal<br>42, avenue de Friedland<br>75380 Paris, Cedex 08, France       | French   | Chairman an<br>Executive O<br>Cegetel Gro   |
| Senior Executive Vice  | Guillaume Hannezo   | French   |   |

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|  |   |        |  |
|--|---|--------|--|
| President and Chief Financial Officer                  | c/o Vivendi Universal<br>42, avenue de Friedland<br>75380 Paris, Cedex 08, France                   |        |  |
| Senior Executive Vice President, Human Resources       | Andrew Kaslow<br>c/o Vivendi Universal<br>42, avenue de Friedland<br>75380 Paris, Cedex 08, France  | U.S.   |  |
| Chairman and CEO of UMG                                | Doug Morris<br>c/o Vivendi Universal<br>42, avenue de Friedland<br>75380 Paris, Cedex 08, France    | U.S.   |  |
| Senior Executive Vice President, Vivendi Environnement | Henri Proglío<br>c/o Vivendi Environnement<br>36-38 avenue Kleber<br>75116 Paris<br>France          | French | Chairman of Management<br>Chief Executive of Vivendi Environnement |
| Vice Chairman and CEO of Vivendi Universal Publishing  | Agnes Touraine<br>c/o Vivendi Universal<br>42, avenue de Friedland<br>75380 Paris, Cedex 08, France | French |  |

Directors and Executive Officers of  
Vivendi North America Company

| Position with Vivendi  | Name and Business Address<br>Except as otherwise indicated, the<br>Business Address of each person is<br>c/o Vivendi North America Company<br>60 East 42nd Street, 36th Floor<br>New York, NY 10165 | Citizenship | Pres<br>Occupati<br>Inclu<br>(princip<br>Address ( Busine |
|--|---|-------------|---|
| I. Directors   |   |             |   |
| President and Director   | Jerome Contamine  | French      |   |
| II. Executive Officers<br>(other than those who are<br>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<br>Except as otherwise indicated, the<br>Business Address of each person is<br>c/o Vivendi Water S.A.<br>52, rue d'Anjou<br>75008 Paris, France | Citizenship | Pres<br>Occupati<br>Inclu<br>(princip<br>Address (<br>Busine |
|--|---|-------------|--|
| I. Members of Supervisory Board  |   |             |  |
| Chairman and Chief Executive Officer   | Henri Proglío   | French      | Chairman of Management Chief Execu of Vivendi                |
| Member   | Pierre-Henri Galan<br>c/o Vivendi Universal<br>42, avenue de Friedland<br>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<br>Except as otherwise indicated, the<br>Business Address of each person is<br>c/o Compagnie Generale des Eaux<br>52, rue d'Anjou<br>75008 Paris, France | Citizenship | Occupation<br>Including<br>(principal<br>Address (Business |
|--|--|-------------|--|
| I. Members of Supervisory Board  |  |             |  |
| Chairman   | Paul Louis Girardot  | French      |  |
| Member   | Jean-Claude Douvry<br>c/o SADE CGTH<br>28, rue de la Baume<br>75008 Paris, France  | French      |  |
| Member   | Antoine Zacharias<br>c/o Vivendi Universal<br>42, avenue de Friedland<br>75380 Paris, Cedex 08, France   | French      |  |
| Member   | Edrif S.A.<br>(represented by Mr. Serge Michel)<br>5, rue Tronson du Coudray<br>75008 Paris, France  | French      |  |
| Member   | Marc Noel Vigier   | French      |  |
| II. Executive Officers<br>(other than those who are<br>also Members of the<br>Supervisory Board) |  |             |  |
| President and Chief<br>Executive Officer   | Henri Proglgio   | French      | Chairman of<br>Management<br>Chief Execu<br>of Vivendi     |
| Chief Operating Officer  | Olivier Barbaroux  | French      |  |
| Deputy General Manager   | Gerard Mohr  | French      | Deputy Gene<br>Manager of<br>Water S.A.                    |
| Deputy General Manager   | Olivier Grunberg   | French      | Chief Finan<br>of Vivendi                                  |
| General Secretary and Secretary<br>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

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Attorney-in-Fact

VIVENDI NORTH AMERICA COMPANY

By: /s/ Stephen P. Stanczak

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COMPAGNIE GENERALE DES EAUX

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