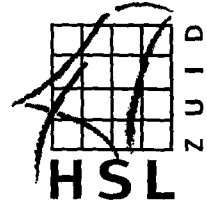


Fax

Ven W/DG/MLB_2009/4770



To CGEA
attn. A. Michon
Copy -
Fax number [33] 1 46 693 165
Subject Registrations HSL-Zuid
Number of pages 1

Date

15-11-99

Our reference

Dear Sir,

We are pleased to announce to you that the government has decided to proceed with the public tender of the international high-speed train services using the Dutch High Speed Line (HSL).

File

Document11

Your reference

-

The Dutch Railways (NS) were invited to bid for the domestic services, but decided to put forward an integrated plan for all services using HSL, plus the other major routes in The Netherlands. This proposal has not been accepted by the Government.

Contact person

Jeroen Kok

Extension

0031 30 2728751

The Government has given NS a last chance to sign a contract for the domestic services on the condition that they will not participate in the public tender for the international services, other than as a junior partner in a consortium. If NS does not accept this before the end of this week, the domestic HSL-services will be publicly tendered as well.

We would like to discuss with you the decision of the Dutch government and the tender procedure as soon as possible. May we call you this week to agree on a suitable time and venue?

Kindest regards,

A handwritten signature in black ink, appearing to be 'Jeroen Kok', written over a horizontal line.

Jeroen Kok

Project Manager HSL-South Transport

Projectorganisatie

Hogesnelheidslijn-Zuid

Address:

P.O. Box 43

3500 AA Utrecht

The Netherlands

Visiting address:

Catharijnesingel 33

Tel. +31 30 - 2728 400

Fax +31 30 - 2728 444

Gespreksverslag CGEA Transport

Datum: 28 juni 1999
Plaats: Hotel Le Meridien, Brussel
Aanwezig: Antoine Michon (Charge de Mission)
Jeroen Kok

Sfeer: Zeer open gesprek, toonde duidelijk zeer veel belangstelling, en nam de zaak zeer serieus. Was wel erg Frans, en ontgooide pas halverwege. Heeft duidelijk deuken opgelopen in NL, maar is als bedrijf ook verbonden aan een aanpak op langere termijn. "We verliezen soms een aanbesteding, maar daar doen we zoveel contacten mee op dat het ons sterker maakt bij de volgende sessie."

Verslag:

De vertrouwensvraag kwam erg pregnant aan de orde, zo pregnant, dat ik gevraagd heb hoe hij de Nederlandse overheid ziet:

Frons, daarna lachen: eerst LOVERS kapot maken, daarna weigeren om een deal te sluiten met de regionale concessie. Ze hebben geprobeerd om met het ministerie een deal te sluiten: "Wij trekken ons terug van het Kernnet, maar dan krijgen wij de concessie in Limburg." Dit is tot op heden niet gelukt. Daarna debacle in het Noorden. Hoe kan het zo zijn dat Noordnet 50% onder de kosten aanbiedt????

Ik weet niet of het effect heeft, maar ik heb het erg gespeeld op de persoonlijke toer, en benadrukt dat Diris eerst Telecom heeft gedaan, en nu aan de lat staat voor Railinfrastructure and services.

Ontwikkeling bedrijf.

Gaat erg goed met Vivendi (voorheen Generale Des Eaux). CGEA grootste transportbedrijf in Europa. Laatste succes is het winnen van het metronet in Stockholm, met 1 miljoen gebruikers per dag. Vanuit core business meer geïnteresseerd in het Shuttle vervoer Amsterdam - Rotterdam. Internationaal misschien op termijn, maar nu nog geen uitdaging.

Vervolg.

Zal zeer waarschijnlijk wel reageren op het Registration Document, maar blijft erg sceptisch over de kansen van een derde gezien de enorme belangen van NS, SNCF en NMBS: Jullie knagen aan de wortels van de macht

Vragen.

Deze hadden met name betrekking op de betrouwbaarheid van de overheid en de afhankelijkheid van een internationale tender voor de goedkeuring SNCF en NMBS.



Venw/DGMO-2009/4770.02

Projectorganisatie HSL	
Datum contract	: 21-07-99
Registratienummer	: I199902378
Beh. eend. (nr)	:
Behandelaar	: M.W.

Mr M Wiedendief

Ministry of Transport, Public Works and
Water Management
Project Organisation HSL
PO Box 43
3500 AA Utrecht
The Netherlands

Dear sir,

Please find enclosed our answers to your registration questions, to register CGEA Transport as an interested party for the domestic transport contract. You will find also enclosed a copy of the CGEA's registration document from the Chamber of Commerce in Nanterre.

Best regards.

Antoine Michon

CGEA Transport Representative

Compagnie Générale d'Entreprises Automobiles

Siège Social : « Parc des Fontaines » - 169, avenue Georges Clemenceau - 92735 Nanterre Cedex - Tél : 01 46 69 30 00 - Telex : 613243 F - Télécopie : 01 46 69 30 01
Société Anonyme au capital de 415 643 000 F - Siret 572 221 034 00778 - R.C.S Nanterre B 572 221 034 - CCP Paris 408 75 K

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Interest registration – HSL-services contract**I Details of Company**

Name	CGEA Transport
Current Trading Name	CGEA Transport
Principal Address	169 Avenue Georges Clémenceau – 92735 Nanterre Ccdex
Name of contact person	Antoine MICHON
Telephone	33/01 46 69 33 89
Facsimile	33/01 46 69 31 65
E-mail	amichon@cgca.fr
Type of Organisation	SA
Country of Registration	France
Registration Number	RCS Nanterre B 383 607 090
Year of Registration	02 Septembre 1997

Nature of the business and the services the company provides:

CGEA Transport is a large international company, with a worldwide extensive knowledge of all aspects of the operation of public transport services, mastering all the transportation means - bus, light rail, trolley-bus, metro, taxi, coach, train- and all the skills - urban, regional, road and rail up to the management of all urban travels. CGEA Transport has the benefit of a very large experience in the delegated management, which is a mixed approach between public monopoly and deregulation, and is, therefore, totally used to have public partners.

With 31500 employees, a fleet of busses and coaches of more than 10 000 vehicles, 3500 rail units, and 1 billion of passengers transported a year, CGEA Transport is the largest private passenger transport operator in Europe.

Its turnover 1998 was of 4,3 billions Nlg with 75% of it outside France, and will be of 5 billions Nlg in 1999.

Its activities per country, can be described as follows:

England: CGEA Transport manages, through its subsidiary Connex, two railway franchises, which represents 17% of the rail market: 2,3 billions Nlg of turnover, 3400 trains per day, 2300 train units, 400 train stations operated, 7500 employees
For 200 millions of passengers transported a year.

France: CGEA Transport operates 40 urban networks and 25 interurban networks, with a turnover of 1,2 billions Nlg, 12500 employees, 5000 busses. Through its subsidiary CFTA, it operates regional rail services and industrial services.

Germany: CGEA Transport operates regional train services, regional and urban bus services and industrial railroad and logistics services through its subsidiary DEG, which realizes a yearly turnover of 170 millions Nlg and employs 700 persons.

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Scandinavia: CGEA Transport AB operates regional and urban bus services with 3000 busses in Sweden, Belgium, Denmark, Finland and Norway, and suburban railways, metros and tramways lines in Stockholm with more than 1000 train units. It realizes a turnover of 1,1 billion Nlg with 7500 employees.

Portugal: CGEA Transport is partner of Barraqueiro group which has a turnover of 270 millions Nlg, 3300 employees, 2000 busses and operates the Rail Link over Tejo.

Asia-Pacific : CGEA Transport operates bus in Perth, monorail and tramway in Sydney, and has won in July 1999 a tender for the operation of 75 trains for a yearly turnover of 230 millions Nlg in Melbourne.

Name of the parent company: VIVENDI

CGEA Transport is subsidiary of Vivendi, which is involved in three main areas :

- Communications, with Telecommunications (fixed-line and mobile telephones), Publishing and multimédia, and Audiovisual
- Utilities, with Water, Energy, Waste Management and Transport
- Construction and Property

Interest of the parent company in CGEA Transport: 100%

II Type of contract(s)

Assuming the objectives and conditions laid out in this document and assuming both international and domestic contracts will be publicly offered, do you intend to register for:

- | | | |
|------------------------------------|------------|-----------|
| • International transport contract | yes | no |
| • Domestic transport contract | yes | no |
| • The combination of the two | yes | no |

CGEA Transport register only for the domestic transport contract

III Expertises

1/ **The specific expertise** and experiences CGEA Transport can bring to attract and accommodate passengers and make HSL -Zuid transport services a success are the following:

- Marketing expertise's: to increase ridership, with a mind of " customer focus ", including a new customer approach, focusing on marketing actions in favor of a more large range of new services. In this field, CGEA uses specific marketing tools.

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- Technical and legal expertise's: to reach a better quality of service while maintaining strict safety regulations
- Operational and human resources expertise's : to master operational costs in improving efficiency and motivation

Furthermore, CGEA Transport can bring its expertise regarding organization of operating companies, which is founded on decentralization, with flat hierarchy in operational units and with head office as a support unit. To maintain and develop entrepreneurial spirit with unity and cohesiveness, CGEA's operational organization is also founded on the needs of decentralization of decision making and empowerment of people. CGEA Transport can bring also its expertise's through its internal processes, with the purpose of integrating new operations and subsidiaries and of capitalizing on the group size; these processes concern:

- operational best practices exchange between countries
- integration of new companies
- acquisition and tenders
- managers' tank

2/ The activities and projects relevant to HSL-Zuid transport services that CGEA Transport is involved in, are the following:

Connex experience:

- train
- passenger trips per year : 200 millions
- type of involvement: Operational contract of 7 years, for one franchise, with industrial and commercial risks excluding investments in rolling stock. Operational contract of 15 years for the other one, with industrial and commercial risks including investments in rolling stock.
- annual turnover : For both franchises, 2,3 billions Nlg

Rail link over Tejo

- train
- passenger trips per year : 40 millions
- type of involvement: Contract of 30 years, with industrial and commercial risks, including financing of the rolling stock.
- Annual turnover : 55 millions Nlg

20/07/99

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Metrobus in Rouen

- Busses and Tramways
- Passenger trips per year : 30 millions
- Type of involvement : A 30 years concession contract, with industrial, commercial and financing risks (with investments for busses) for management of the whole intermodal network.
- Annual turnover : 100 millions Nlg

3/ Consortium. CGEA Transport has no intention, at this stage of the process, to form a consortium but to present an offer by itself. On the technical field, we have qualifications and means to handle with the domestic HSL lines ourselves or by subcontracting some parts. Looking from the point of view of the HSL customers, CGEA Transport wants and expects to develop partnerships to improve the total service of transport to its customers. Hereby we think of cooperation agreements on commercialisation of the services and intermodality management with the following companies:

- City transport companies; to develop a set of integrated tickets which enables the customers to make a more complete trip, and to tune the different timetables for rail and bus transport for a more convenient service.
- Regional transport companies; also to develop a set of integrated tickets and tuning the timetables.
- Taxi companies; to develop extra complementary transport to improve, for the customers, the total transport chain.
- Colleagues rail transport companies; to realize a complete set of travel possibilities which gives the potential customers to best total offer to realize a transfer from the use of cars to the use of rail transport.
- Travel agencies; to realize that the HSL lines can be used as a possibility for leisure trips.
- Information delivering companies; to ensure as much as possible that the HSL lines will be brought in a proper way to the attention of the potential and regular customers.
- Service companies; to improve our on board services for the customers.

IV Consultation questions – HSL-Zuid transport contracts**Tender Process**

1. From a potential bidder's perspective the following considerations for a tender have to be pointed out, as important ones :
The issues as access, for potential new operators, to the current situation data bases (studies...) or transparency of the rules and criteria in the tender process are crucial to achieve a fair level playing field. In particular, it is necessary to ensure that :
 - all competitors have a sufficient basic information on the present situation and the same level of knowledge about the (expected) operation, quality and passenger flows.
 - All operators will have fair conditions for procuring the rolling stock (see point 2 below)

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- all operators will be equally charged for services (maintenance, use information systems, ticketing systems, etc.).
 - all operators can use the necessary means (offices, station facilities, etc.).
2. The Government can help facilitating the process, regarding arrangements to procure rolling stock during the tender and contracting process by arranging the building of a ROSCO (Rolling Stock Company) with involvement of the Government. This ROSCO can not only be used to procure the rolling stock, but can also be helpful for maintenance.

Objectives

3. In order to ensure as much as possible the objectives of the Government it is important to see to the following kind of conditions or contents for the contracts:
- To give the operator a mission regarding management and coordination of a politics defined by the government in the field of intermodality rail/road and interoperability between operators. This could lead to:
 - improve the timetables for the customers
 - improve the intermodality connections with the other transport networks,
 - set up an interoperability system (ticketing system) between HSL transport and the other transportation means - see the above mentioned point III 3- and, for example, to give the operator a role in the several groups who are talking about the policy regarding transport, to realize a shift in the several transport modes .
 - Fair, and for the operator stimulating, charges for non-performance of the promised quality.
 - Structural and measurable possibilities for the customers to give suggestions, wishes and remarks about the delivered services.

Contracts on offer

4. In general, the contract period is related to the level of investments (hard investments like e.g. rolling stock, or soft investments like e.g. education of personnel, setting up quality systems). Especially in this case of the start of the HSL-line, it is important to give the operator and the Government the possibility to develop the total offer and service, especially in terms of intermodality and interoperability; this means extra investments in building up a reliable and steady relation with the potential customers : In this framework, a period of 10 years for an initial contract without investments in rolling stock, or a duration of 15 years, for a contract with investments in rolling stock, seems the most appropriate period, with a possibility of an additional option of 5 years after this initial period.
5. CGEA Transport only register for domestic transport.

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20/07/99

6. It is important, in our point of view, for the Government to be involved to organise a close coordination between operators, especially between domestic HSL and conventionnel train operators. It is also important to give the operator, especially in the start up phase, the financial possibilities to invest in the building up of a good relation with the potential customers. Also to invest in the positioning of the HSL lines in the total offer of transport possibilities. This can be related to the level of payment for the use of the track. A possibility could be to relate the level of payment to the total number of passengers using the HSL line. Another possibility could be to arrange some other initial funds for the mentioned goals. Also important seems the fact that the operator can get the possibility to improve the offer regarding the timetable, so to ensure the possibility for enough capacity and slots if the customer's demand require this.
7. The offer for domestic and international transport seems very different from the point of view of the potential customers. Not only the demands will differ, but also the relation with the competitive transport possibilities are very different. E.g. for international transport the airplane (with all its characteristics) is a competitor, for the domestic transport it will be mainly the car . Furthermore, the rolling stocks requirements and the operational constraints are different and could lead to a domestic operational concept made separately from the international one. Therefor bidding can be better made separately for domestic and international transport .In that case, it seems good if the Government could be involved to organise close coordination between operators.
8. For allowing domestic passengers on international train services between Rotterdam and Amsterdam, could be better based on voluntary arrangements between the operators of domestic and international trains. In that case it seems good if the Government could also supervise the negotiations or the result of the negotiations, to verify that the arrangements made also fit the objectives of the Government. Open competition could be contra-productive in some ways. Some of the other possibilities mentioned in the question could be an outcome of the negotiations. A situation of voluntary co-operation will give the best optimization of the interest of the customers and the efficiency demands for the operators.
9. As said in question 8, contract arrangements to ensure good voluntary co-operation could be made in the contract, making explicit the role of the Government. Of course it is important to make sure that for instance, the timetable of the domestic and international transport is not interfering with each other. This should also be the case between the domestic HSL line and the normal domestic transport. Some arrangement for this should be set up in the contract.

REFERENCE 0100021507/ MINITEL

EXTRAIT KBIS DGTG-2009/4770.02

IMMATRICULATION AU REGISTRE DU COMMERCE ET DES SOCIETES
EN DATE DU : 02 SEPTEMBRE 1997
NUMERO DE REGISTRE DU COMMERCE :
R.C.S. NANTERRE B 383 607 090 (97B04368)
EXTRAIT AU : 18 MARS 1999

RENSEIGNEMENTS RELATIFS A LA PERSONNE

RAISON SOCIALE (DENOMINATION) - SIGLE
CGEA TRANSPORT

FORME JURIDIQUE : SOCIETE ANONYME
AU CAPITAL DE 790.950.500 FRANCS

ADRESSE DU SIEGE
163/169 AVE GEORGES CLEMENCEAU 92000 NANTERRE

DUREE DE LA SOCIETE : JUSQU' AU 21 NOVEMBRE 2090
DATE D'ARRETE DES COMPTES LE 31 DECEMBRE

CONSTITUTION

DEPOT DE L'ACTE : LE 20 NOVEMBRE 1991 NUMERO 025816 AU GREFFE DU
TRIBUNAL DE NANTERRE
PUBLICATION : JOURNAL AFFICHES PARISIENNES DU 02 NOVEMBRE 1991

TRANSFERT DE VERSAILLES

DEPOT D'ACTE AU GREFFE DE NANTERRE LE 02 SEPTEMBRE 1997 NUMERO
022445
PUBLICATION AU GREFFE DU NOUVEAU SIEGE : JOURNAL SPECIAL DES
SOCIETES DU 21 JUIN 1997

ADMINISTRATION

PRESIDENT DU CONSEIL D'ADMINISTRATION MONSIEUR PROGLIO HENRI
NE(E) LE 29 JUIN 1949 COMMUNE DE NAISSANCE ANTIBES 06600 PAYS
FRANCE
NATIONALITE FRANCAISE
6 PGE BELMONTET 92210 SAINT CLOUD

DIRECTEUR GENERAL MONSIEUR FREROT ANTOINE
NE(E) LE 03 JUIN 1958 COMMUNE DE NAISSANCE FONTAINEBLEAU 77300
PAYS FRANCE
NATIONALITE FRANCAISE
21 RUE DE SAINTONGE 75003 PARIS

DIRECTEUR GENERAL MONSIEUR KUCH GUSTAVE

PAGE 01

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EXTRAIT K&S

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EXTRAIT AU 18 MARS 1999

NE(E) LE 16 MARS 1939 COMMUNE DE NAISSANCE MULHOUSE 68100 PAYS FRANCE NATIONALITE FRANCAISE 27 AV DU 11 NOVEMBRE 1918 92190 NEUDON

ADMINISTRATEUR MONSIEUR MESSIER JEAN-MARIE NE(E) LE 13 DECEMBRE 1956 COMMUNE DE NAISSANCE GRENOBLE 38000 PAYS FRANCE NATIONALITE FRANCAISE 64 BD DE COURCELLES 75017 PARIS

ADMINISTRATEUR MONSIEUR LICOYS ERIC NE(E) LE 26 AOUT 1938 COMMUNE DE NAISSANCE SURESNES 92150 PAYS FRANCE NATIONALITE FRANCAISE 83 RUE DES TENNEROLLES 92210 SAINT CLOUD

ADMINISTRATEUR MONSIEUR HANNEZO GUILLAUME NE(E) LE 24 JANVIER 1961 COMMUNE DE NAISSANCE BOULOGNE BILLANCOURT 92100 PAYS FRANCE NATIONALITE FRANCAISE 84 AV DU ROULE 92200 NEUILLY SUR SEINE

ADMINISTRATEUR MONSIEUR CANS CLAUDE NE(E) LE 16 AVRIL 1922 COMMUNE DE NAISSANCE TOURS 37000 PAYS FRANCE NATIONALITE FRANCAISE 14 DOM ST FRANCOIS D ASSISE 78170 LA CELLE SAINT CLOUD

ADMINISTRATEUR MONSIEUR DAUBERLIEU BERTRAND NE(E) LE 08 DECEMBRE 1930 COMMUNE DE NAISSANCE PARIS 75014 ARRONDISSEMENT 14 PAYS FRANCE NATIONALITE FRANCAISE 120 RUE DE CDT ROLLAND 13008 MARSILLE

ADMINISTRATEUR MONSIEUR GIRARDOT PAUL LOUIS NE(E) LE 18 JUILLET 1933 COMMUNE DE NAISSANCE MULHOUSE 68100 PAYS FRANCE NATIONALITE FRANCAISE 40 RUE DES CHAPELLES 92910 SEVRES

COMMISSAIRE AUX COMPTES TITULAIRE SALUSTRO REYDEL 2 AVE ROCHE 75008 PARIS

COMMISSAIRE AUX COMPTES TITULAIRE BARBIER FRINAULT ET COMPAGNIE 41 RUE YBRY 92200 NEUILLY SUR SEINE

COMMISSAIRE AUX COMPTES SUPPLEANT LUNEAU HUBERT 2 AVE ROCHE 75008 PARIS

COMMISSAIRE AUX COMPTES SUPPLEANT MONSIEUR CRESPY JEAN NATIONALITE FRANCAISE 132 BD SAINT GERMAIN 75006 PARIS

L'ORIGINAL DELIVRE PAR LE GREFFE DU TRIBUNAL DE COMMERCE EST ETABLI SUR PAPIER TRAME

EXTRAIT KBIS

EXTRAIT AU 18 MARS 1999

DGML0-2009/4770.02

RENSEIGNEMENTS RELATIFS A L'ACTIVITE COMMERCIALE :

ORIGINE DE LA SOCIETE : CETTE SOCIETE, DEJA CONSTITUEE, TRANSFERE
SON SIEGE DE LA CHAMOISERIE 78920 ECOUEVILLY
A COMPTER DU 01 JUILLET 1997 ANCIEN N° RCS 92B01246

ORIGINE DU FONDS : CREATION D' UN FONDS DE COMMERCE

ACTIVITE : TRANSPORTS EN COMMUN DE VOYAGEURS

ADRESSE DU PRINCIPAL ETABLISSEMENT
163/169 AVE GEORGES CLEMENCEAU 92000 NANTERRE

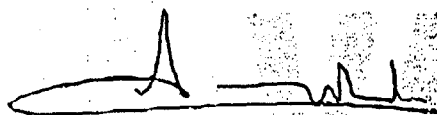
DEBUT D'EXPLOITATION LE 31 DECEMBRE 1991

MODE D'EXPLOITATION : EXPLOITATION DIRECTE

OBSERVATIONS

EXTRAIT DELIVRE A NANTERRE LE 22 MARS 1999 SUR 03 PAGES.

LE GREFFIER ,



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LE G A R A N T

COPIE

L'ORIGINAL DÉLIVRÉ PAR LE GREFFE DU TRIBUNAL DE COMMERCE EST ÉTABLI SUR PAPIER TRAMÉ