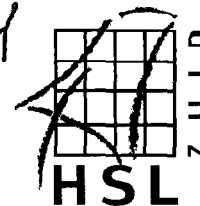


Fax

Venw/DEMO-2009/4824



To Thalys International
attn. M. Jadot

Copy -

Fax number [32] (2) 511 29 44

Subject Registrations HSL-Zuid

Number of pages 1

Date

15-11-99

Our reference

File

Document11

Your reference

-

Contact person

Jeroen Kok

Extension

0031 30 2728751

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).

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.

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,

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



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Ministry of Transport, Public Works
and Water Management
Project Organisation HSL
Attn. Mr. M. WIEDENHOF
P.O. Box 43
3500 AA Utrecht
The Netherlands

Fax 00 31 30 272 8843

Brussels, July 29 1999

Dear Sir,

In reaction to the Registration Document «HSL-Zuid Transport Contracts » and related to the consultation of potential operators for passenger services over "HSL-Zuid", we have the pleasure to subscribe officially for this offer.

This subscription is done as a consortium constituted by three partners, i.e.:

- La Société Nationale des Chemins de Fer Français (SNCF),
- La Société Nationale des Chemins de Fer Belges (SNCB-NMBS),
- Thalys International S.C.

Thalys International is a joint subsidiary of the SNCF and the SNCB and together we manage and operate the high speed train service Thalys in France and in Belgium. The operating in the Netherlands and in Germany is done in cooperation respectively with HST-VEM NV and Deutsche Bahn AG.

The annual turnover of our business reached an amount of 192 million euro in 1998.

As you will find in the attached information, we have a large experience with the launch of a new high speed train service and we have all necessary skills for the commercial and operational aspects of the national and international transport of passengers to make the HSL-Zuid transport services a success.

Thalys international srl/cvba

Place Stéphanie 20 Stefaniaplein • B-1050 Bruxelles/Brussel
TEL ++32 2 548 06 00 • FAX ++ 32 2 511 29 44 • URL <http://www.thalys.com>
TVA/BTW BE 455 370 557 • RCB/HRB 592 677 • Banque/Bank 210-0215200-09



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The attached appendice gives a brief description of Thalys International and its expertise.

Of course, we will stay at your disposal for any further information you may consider as necessary in this matter.

Yours faithfully,

For SNCF

Cécile QUEILLE

For SNCB

Leo PARDON

For Thalys International SC

Jean-Philippe DUPONT

Michel JADOT

Thalys International srl/evba



Verw/DEMO-2009/48 24.02

Appendices

A. Interest registration - HS-services contract(s)

I Details of Company

- se verdieping

Name	THALYS INTERNATIONAL
Current Trading Name	THALYS INTERNATIONAL
Previous Trading Names (if different)	WESTRAIL INTERNATIONAL
Principal Address	20, Place Stéphanie, 1050 Bruxelles
Name of contact persons	Jean-Philippe DUPONT Michel JADOT
Telephone	00 32 2 548 06 00
Facsimile	00 32 2 511 29 44
E-mail	j-ph.dupont@thalys-int.com / michel.jadot@thalys-int.com
Type of Organisation	société coopérative à responsabilité limitée
Country of registration	Belgium
Registration number	592 677
Year of registration	1995

Describe the nature of the business and the services the company provides

Commercial and operational management of the Thalys train services in Belgium, France, Germany and the Netherlands.

Is the company a subsidiary of another organisation : Yes/No. If yes, please provide :

Name of the parent companies **SNCB Group - SNCF Group**

What interest do the parent companies have in the company ?

SNCF Group has 70% of the shares, SNCB Group 30 %
Each group has 2 members in the board.

II Type of contract(s)

1. 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 | <u>yes</u> | no |
| • Domestic transport contract | yes | <u>no</u> |
| • The combination of the two | <u>yes</u> | no |

Thalys international srl/cvba



Venw/DGMB-2009/4824.02

1. Thalys International has a large experience to attract and accommodate passengers and make HSL-Zuid transport services a success.

On the one hand the company succeeded in the commercial and operational launch of the new high speed train service Thalys, for which it had done the market studies, conceived and marketed the commercial offer and put in place the services to the customers.

Thalys operates now on several routes linking Amsterdam and Köln to Brussels and Paris with intermediate stops in the major cities. The service has been extended to other destinations in Belgium and France and to ski destinations in the winter season.

On the other hand, thanks to its dynamic and flexible structure and its European open mind, the company has great expertise in co-operation with different partners, both in the railway sector with its shareholders (SNCF, SNCB) and partners (NS, HST-VEM, DB AG, Eurostar, distribution partners...) as outside the railway sector (Disneyland Paris, Avis, Galeries Lafayette, Bijenkorf, Nieuwe Kerk, American Express...)

As Thalys calls also at Schiphol and Roissy/CDG (new service between Brussels and Roissy/CDG will be implemented by the end of the year 99), partnerships with various airlines are being built in order to develop air-rail substitution.

An extension of the service to other destinations is being studied. Current direct Thalys destinations are shown on the map attached to the document.

2. Thalys International is involved in the commercial and operational management of the Thalys train services. This includes the following missions:
- analysis of the demand: market studies, conception of the offer, management of loyalty program for companies (TCP) and private customers (LYS)
 - definition and control of on board services (such as catering...)
 - operational management: management of the trainsets, yield management, Thalys optimisation centre, quality control
 - distribution policy, data management
 - communication, management of the brand
 - accounting and sharing of revenues and costs of the overall business

...

Thalys international srl/cvba

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The following numbers give a clear view of the Thalys activity in 1998.

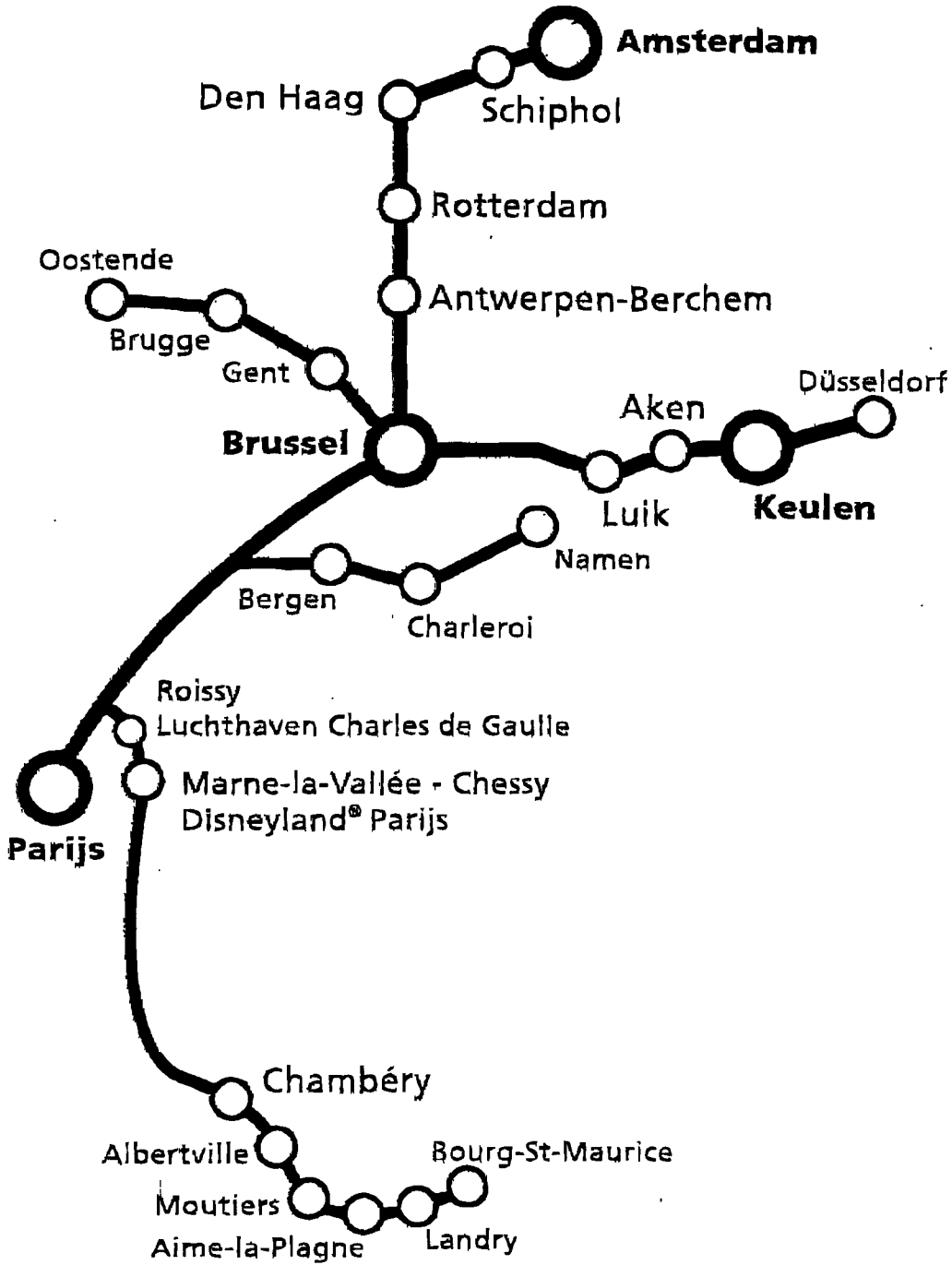
- mode of transport: high-speed train.
- number of passenger trips per year: 4.7 million
out of which Paris-Brussels: 2.5 million
Paris-Netherlands: 0.7 million
- number of passenger kilometres per year: 1723 million
out of which Paris-Brussels: 792 million
Paris-Netherlands: 338 million
- annual turnover: 192 million euro
out of which Paris-Brussels: 104 million euro
Paris-Netherlands: 32 million euro

3. SNCF, SNCB and Thalys International consider NS/HST-VEM to be their natural partner.

Thalys international scrl/cvba

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THALYS NETWORK

Thalys international srl/cvba

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