

Van W/DGMO-2009/5262

Projectorganisatie HSL-Zuid
Catherijnesingel 33
Radboudtoren, Level 5
3511 GC UTRECHT
3512 The Netherlands

For the attention of Mr. Roel Testroote.

Date : 2000-09-15
Subject : HSL Zuid pre qualification

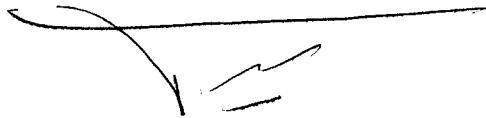
Dear Mr. Testroote,

Hereby you receive as requested, the pre qualification documents on behalf of the partners in our consortium. The partners in the consortium are SJ International, Connexxion and CGEA Connex.

As requested in your letter from 31 August 2000, we enclosed by this letter the requested sections A, B, C1, C2 and C3. Before October 2nd, you will receive the sections C4, D and E.

We are looking forward for your decisions on the follow up of the project.

Kind regards,



A.H. Kienhorst
CGEA Connex

Enclosed: 1 original and 4 copies

Request for Qualification Document

HSL-Zuid Transport Contracts

(1 original + 4 copies)

Part A: Information about the Applicant

The answers to these questions should be provided by the duly authorized officer of the Applicant. In cases where an Applicant is a consortium, the duly authorized officers of all consortium partners must duly answer these questions.

A 1 Applicant

Name	<i>Consortium: STARTRAC</i>
Authorised Officer	<i>Ton Kienhorst</i>

A 2 In case the Applicant is a consortium, who are, or will be, the shareholders in the Applicant?

Company Name	(Intended) Percentage holding
<i>SJ International AB</i>	<i>47,5%</i>
<i>CGEA Connex S.A.</i>	<i>47,5%</i>
<i>ConneXXion N.V.</i>	<i>5%</i>

A 3 Applicant's person for contact purpose (also in case the Applicant is a consortium)

Name	<i>Ton Kienhorst</i>
Address	Pompstertocht 14 9791 JJ Ten Boer Nederland
Telephone	050-3024136
Fax	050-3024137
E-mail	tonkien@hetnet.nl

A 4 What is the actual, or if applicable proposed, legal status of the Applicant?

For the tender period, a consortium

The consortium is now based on a memorandum of understanding that oblige partners, after the contracts has been awarded, to incorporate a SPV under Dutch law.

A 5 Where the Applicant is a consortium, an outline of the method for governing the relationships between each consortium partner should be provided.

SJ International, CGEA Connex and Connexion aim at building up their activities on the willingness to deliver services to the clients and to realize customer satisfaction. Although all parties in the consortium are widely and internationally experienced, we see an added value in cooperating on this important high speed service for an European network.

The structure of the consortium will be build on the following basic principles:

- To establish a steering committee for the legal decisions.
- To establish a project organization under the responsibility of the committee.
- To involve people in the committee and the project organization, from all parties in the consortium.
- To focus the experience of SJ International on the international services, CGEA Connex on the domestic services and Connexion on the Dutch market.

We will act in the consortium as one entity to the client.

We will finalize on the concrete organization shortly after receiving the bidding documents.

Part B: Information about each consortium partner (as identified at question A 1).

Each consortium partner should complete questions B 1 to B 3 (on separate copies) and provide the information relevant to their roles as set out in parts C and D.

B 1 Details of the company

Registered name	<i>CGEA Connex</i>
Current trading name	Connex
(if different) Previous trading name	<i>CGEA Transport</i>
Registered address	<i>169 Avenue Georges Clemenceau, Nanterre Cedex France</i>
Authorised Officer	<i>Jérôme JEAUFFROY</i>
Telephone	+33.1.46693000
Facsimile	+33.1.46693165
E-mail	Jerome.Jeauffroy@connex.se

Type of organisation

CGEA Connex is a group of transport companies

Country of registration

Registered number	RCS Nanterre B 383 607 090	Year of registration	02 September 1997
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I/We confirm that the authorised officer named in A 3 is authorised to act as the principal contact person on behalf of this/these companies in dealings with the State related to the tender of the HSL-Zuid transport contracts, as set out in this Qualification Document.

B 2 Parent of consortium partner company

Is the company in B 1 a subsidiary of another organisation? x Yes - No

If yes, please provide:

Name of parent company	CGEA S.A.
What interest does the parent company have in the company in B 1	100%

For each parent of the consortium partner please supply details specified in B 1.

B 3 Describe the nature of the business and the services which the company at B 1 provides.

CGEA Connex is one of the largest local passenger transport and private company and one of the leading companies of the World. The company's services at December 31, 1999 were provided through a fleet of approximately 10.000 busses and coaches and some 3.500 rail vehicles.

CGEA Connex employs around 35.000 people, mainly based in Europe and Australia.

The company's turnover was multiplied by more than four between 1995 and 1999 to reach 2.3 billion EURO. This has been possible through a dynamic development policy based on both successful competitive tendering and strategic acquisitions.


Part C : Pre-qualification criteria

C1 Exclusion

The Applicant and each consortium partner should respond accordingly to the following questions regarding its corporate activities.

I declare that I am not a:

- a) person or legal entity in a state of bankruptcy or liquidation, which has ceased its business activities, or which is the subject of a moratorium or a settlement or in a similar situation as a result of a similar procedure under national laws or regulations;
- b) person or legal entity which is subject to a bankruptcy application or forms the subject of a procedure for a moratorium or settlement, or a similar procedure under national laws or regulations;
- c) person or legal entity which, by virtue of a judgement which has become final and conclusive, has been found guilty of an offence which raises doubts about the professional integrity of the Applicant, its shareholders, or member(s);
- d) person or legal entity which has committed a grave error in the performance of their profession, determined on any grounds for which the State can make a reasonable case;
- e) person or legal entity which has not met its obligations with regard to the payment of social security contributions, in accordance with the legal requirements in the country in which it is established or those of the Netherlands;
- f) person or legal entity which has not met its obligations with regard to the payment of taxes, in accordance with the legal requirements in the country in which it is established or those of the Netherlands; or
- g) person or legal entity which has been guilty of making false statements in the provision of information, including statements made for the purpose of an Application and the information submitted on the basis thereof.


Authorised officer(s)	Company name	Signature(s)
Jérôme JEAUFFROY	CGEA Connex S.A.	

C2

The Applicant and, in the case of a consortium, each of the consortium partners should complete the following declaration.

I declare that:

- a) I have applied in this qualification procedure only once and I am not an Applicant in my own right or consortium partner of another Applicant;
- b) I do not and will not have a conflict of interest that gives rise, or will give rise, to an unfair advantage against another Applicant;
- c) I have not and/or will not collude with any other Applicant at any point during the tender process;
- d) I will co-operate with any integrity study carried out by or on behalf of the State.


Authorised officer(s)	Company name	Signature(s)
Jérôme JEAUFFROY	CGEA Connex S.A.	

C3 Minimum requirements

The Applicant and each consortium partner should respond accordingly to the following questions.

I declare that the Applicant:

- a) contains at least one Registered Party (see Appendix A, *Important Definitions*);
- b) is a consortium of which each of its members have committed to at least 5% of the consortium's future equity base;
- c) does not include a rolling stock manufacturer nor that any member is part of an industrial group containing a rolling stock manufacturer¹;
- d) does not contain more than one of the Thalys Partners (see Appendix A, *Important Definitions*), either directly or indirectly (through companies belonging to the same Industrial Group (see Appendix A, *Important Definitions*) as one of the Thalys Partners);
- e) does not include more than two of the transport companies along the HSL-Zuid Corridor (see Appendix A, *Important Definitions*);
- f) does not contain a member that is – directly or indirectly² – a member of another Applicant³.

Authorised officer(s)	Company name	Signature(s)
Jérôme JEAUFFROY	CGEA Connex S.A.	

¹ In case an Applicant, or a member of a consortium applying for qualification, is part of an Industrial Group (see Appendix A, *Important Definitions*) that contains a rolling stock manufacturer, the Applicant must satisfy the State that there will be no conflict of interest in relation to rolling stock procurement;

² If shares are held in a company bidding with another consortium, compensation may be granted by the State provided less than 5% of the shares are held and the Applicant can demonstrate that the relationship is solely of a financial nature.

³ Notwithstanding the possibility that an Applicant may have a different consortium composition for each contract offered.

Venw/DGMO-2009/5262.02

POWER OF ATTORNEY

The undersigned, Antoine FREROT

Acting for and on behalf of **CGEA Connex**, a joint stock company organised and existing under the laws of France, with a capital of 126.552.080 Euros, registered under the number B 383 607 090 with the Commercial and Companies Register at Nanterre, with its registered office located at Parc des Fontaines - 169, avenue Georges Clémenceau - 92735 Nanterre Cedex, France, as *General Manager*,

Hereby irrevocably authorises

Mr Jérôme JEAUFFROY, C.E.O. in Connex Transport AB

In the framework of the tender process to operate the HSL Zuid line in the Netherlands (the "Project"),

To sign for and on behalf of **CGEA Connex**, all the documents necessary to tender for the Project, and do generally what is necessary for this purpose.

In witness whereof this Power of Attorney has been executed by **CGEA Connex** acting by Antoine FREROT, *General Manager*.

Made in NANTERRE
This 12th September 2000

CGEA Connex
Acting by Antoine FREROT
General Manager

Antoine Frerot

Request for Qualification Document
HSL-Zuid Transport Contracts

(1 original + 4 copies)

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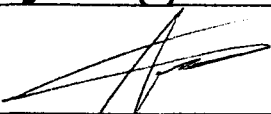
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Kepie van DGM0-2009/5262.02

POWER OF ATTORNEY

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Hereby irrevocably authorises

Mr Jérôme JEAUFFROY, C.E.O. in Connex Transport AB

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To sign for and on behalf of **CGEA Connex**, all the documents necessary to tender for the Project, and do generally what is necessary for this purpose.

In witness whereof this Power of Attorney has been executed by **CGEA Connex** acting by Antoine FREROT, *General Manager*.

Made in NANTERRE
This 12th September 2000

CGEA Connex
Acting by Antoine FREROT
General Manager

Antoine Frerot

DQMO-2009/5262.04

SJ International AB
Stockholm, 11 September 2000
Page 2 of 2

- **Question C4b.** The SJ Group has had experience in operation of at least one other type of passenger transport services, with a turnover from such activities of at least 10 million Euro in each of the last 3 accounting years. The SJ Group has had ferry operations with passenger transport services with a turnover for the years 1997 to 1999 as follows:

(Amounts in millions of SEK and Euro, respectively)

	1999		1998		1997	
	SEK	Euro ¹⁾	SEK	Euro ¹⁾	SEK	Euro ¹⁾
Total turnover	1,514	170	1,495	167	1,243	144

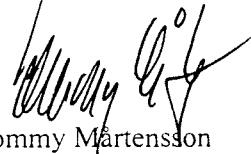
¹⁾Converted at annual average exchange rate for SEK/Euro

Source: Annual Reports

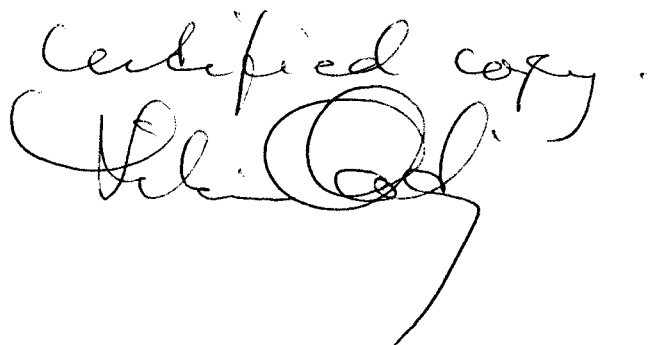
Of total turnover for each of the above years relate well above 10 million Euro to passenger traffic services.

Very truly yours,

Arthur Andersen AB



Tommy Mårtensson

Certified copy:




Datum

2000-08-22

C4-d

HSL-Zud, Netherlands

VenW/D&TCO-2009/5262.05

Dear Sirs,

At the request of SJ International AB ("SJ International"), registration No. 556334-4620, Stockholm, Sweden, we have been asked to give a general opinion on our relationship.

SJ International AB is wholly-owned by Statens Järnvägar AB ("SJ"), which is a state business utility entity.

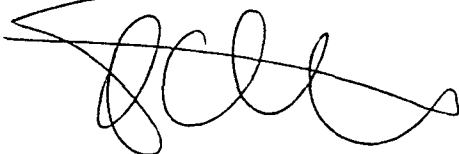
The SJ Group is an esteemed customer of ours and we confirm that the companies in the SJ Group have fulfilled all their obligations to us.

We are briefed about SJ's intention to bid for the HSL-Zud, Netherlands, operation. It is our belief that SJ International will be able to raise the funds necessary for the operation.

This opinion is given without any commitment, liability or responsibility from our side and shall not be construed as a guarantee by us.

Yours faithfully,

NORDBANKEN AB (publ)
Corporate Group



Holger Otterheim
Head of Corporate Division Sweden



Ulla Hermann
Vice President

Nordbanken AB (publ)
Stora Företag, Sverige/Corporate Division, Sweden S 11
Besöksadress Malmsskillnadsgatan 23
Postadress 105 71 STOCKHOLM
Telefon 08-614 92 49
Telefax 08-614 85 55
E-postadress annika.gillander-schols@nb.se



Date

Our ref

B1-1

Your date

Your ref

Venw/DGMO-2009/5262.06

To whom it may concern

Re: SJ International AB

Mr Sunit Ray is appointed managing director of SJ International AB. He is competent to and shall be in charge of the day-to-day management of the company according to guidelines and instructions laid down by the board. Under the Swedish Companies Act 1975 the managing director may also without first asking for the board's authorisation take steps which with regard to the scope and nature of the company's operations are unusual or of great importance where a resolution to be made by the board cannot be awaited without considerable inconvenience to the company. In such a case the board of directors shall be informed as soon as possible of the steps taken.

Stockholm September 13th 2000

Magnus Westerlind

certified copy

General Counsel
Swedish State Railways

POSTAL ADDRESS
SJ Legal Department
S-105 50 STOCKHOLM
Sweden

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