

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 20)*

PHILADELPHIA SUBURBAN CORPORATION

(Name of Issuer)

Common Stock, par value \$0.50 per share

(Title of Class of Securities)

718009-6-08

(CUSIP Number)

Janice C. Hartman, Esq.
Kirkpatrick & Lockhart LLP
Henry W. Oliver Building
535 Smithfield Street
Pittsburgh, PA 15222
(412) 355-6500

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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)

August 1, 2000

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 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 Rule 13d-7 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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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Vivendi S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

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
7,366,488

BENEFICIALLY OWNED

9 SOLE DISPOSITIVE POWER
None

BY EACH

REPORTING PERSON WITH

10 SHARED DISPOSITIVE POWER
7,366,488

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,366,488

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

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

Approximately 18.0% (based upon 40,927,257 shares outstanding as of March 31, 2000 according to Philadelphia Suburban Corporation's Quarterly Report on Form 10-Q for the Quarter Ended March 31, 2000)

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
SS. 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 SEC USE ONLY

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

NUMBER OF SHARES	7	SOLE VOTING POWER None
BENEFICIALLY OWNED	8	SHARED VOTING POWER 752,586
BY EACH	9	SOLE DISPOSITIVE POWER None
REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER 752,586

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
752,586

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 1.8% (based upon 40,927,257 shares outstanding as of March 31, 2000 according to Philadelphia Suburban Corporation's Quarterly Report on Form 10-Q for the Quarter Ended March 31, 2000)

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
SS. 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 SEC USE ONLY

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	8	SHARED VOTING POWER	
		6,613,902	
BY EACH	9	SOLE DISPOSITIVE POWER	
		None	
REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER	
		6,613,902	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	6,613,902		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
	[]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	Approximately 16.2% (based upon 40,927,257 shares outstanding as of March 31, 2000 according to Philadelphia Suburban Corporation's Quarterly Report on Form 10-Q for the Quarter Ended March 31, 2000)		
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		
	Compagnie Generale Des Eaux		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a) []	
		(b) []	
3	SEC USE ONLY		
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	
NUMBER OF SHARES		None	
BENEFICIALLY OWNED	8	SHARED VOTING POWER	
		342,000	
BY EACH	9	SOLE DISPOSITIVE POWER	
		None	
REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER	
		342,000	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		

342,000

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

[]

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

Approximately 0.8% (based upon 40,927,257 shares outstanding as of March 31, 2000 according to Philadelphia Suburban Corporation's Quarterly Report on Form 10-Q for the Quarter Ended March 31, 2000)

14 TYPE OF REPORTING PERSON*

PN (limited partnership)

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 20, which amends and restates in its entirety the Statement on Schedule 13D dated September 7, 1983, as amended and restated, of Vivendi S.A. (formerly Compagnie Generale des Eaux), its wholly owned subsidiary Vivendi North America Company (formerly Anjou International Company), its controlled affiliate Vivendi Water S.A. and Vivendi Water S.A.'s wholly owned subsidiary Compagnie Generale Des Eaux, is filed to reflect the election of two executives of United States Filter Corporation, a controlled affiliate of Vivendi S.A. ("USFilter"), to the Board of Directors of Philadelphia Suburban Corporation, a Pennsylvania corporation (the "Issuer"), and to reflect information required pursuant to Rule 13d-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, relating to the shares of Common Stock, par value \$.50 per share, of the Issuer.

Item 1. Security and Issuer.

The Issuer's principal executive offices are located at 762 Lancaster Avenue, Bryn Mawr, Pennsylvania 19010. This statement relates to the shares of common stock, par value \$.50 per share, of the Issuer (the "Shares").

Item 2. Identity and Background.

(a) This statement is filed by Vivendi S.A., a French societe anonyme ("Vivendi"), its wholly owned subsidiary Vivendi North America Company ("VNAC," formerly Anjou International Company), its controlled affiliate 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").

Water is owned 99.9% by Vivendi Environment S.A., a French corporation ("Environment") and a majority owned subsidiary of Vivendi, and 0.1% by Vivendi. USFilter is a wholly owned subsidiary of Vivendi North America Operations, Inc. ("Operations"). Operations is owned (i) 75.11% by Water, (ii) 16.43% by Compagnie Generale D'Entreprises Automobiles S.A., a wholly owned subsidiary of Environment, (iii) 6.03% by CGEAUX-International, Inc., a wholly owned subsidiary of CGE, and (iv) 2.43% by VNAC.

(b) The business address of Vivendi and Environment is 42 Avenue de Friedland, 75380 Paris, Cedex 08, France. The business address of VNAC is c/o Vivendi North America Management Services, Inc., 800 Third Avenue, New York, New York 10022. The business address of Water and CGE is 52 Rue d'Anjou 75008, Paris, France.

(c) Vivendi and its subsidiaries are involved in two major sectors: utilities (water, transport, waste management and energy) and communications (telecommunications, publishing, multimedia and audiovisual).

Water is dedicated to and engaged in water and wastewater management and activities.

Environment provides environmental services worldwide, including water and wastewater treatment, waste management, energy services and facilities management, and transportation systems management.

CGE is dedicated to and engaged in water and wastewater management and activities.

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 and VNAC and the executive officers and members of the supervisory board of Water and CGE are set forth in Schedule 1 hereto and incorporated herein by reference.

(d) During the last five years, neither Vivendi nor, to the best of Vivendi's knowledge, any of the directors or executive officers of Vivendi have been convicted in criminal proceedings (excluding traffic violations or similar misdemeanors).

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During the last five years, neither VNAC nor, to the best of VNAC's knowledge, any of the directors or executive officers of VNAC have been convicted in criminal proceedings (excluding traffic violations or similar misdemeanors).

During the last five years, neither Environment nor, to the best of Environment's knowledge, any of the supervisory board members or executive officers of Environment have been convicted in criminal proceedings (excluding traffic violations or similar misdemeanors).

During the last five years, neither Water nor, to the best of Water's knowledge, any of the supervisory board members or executive officers of Water have been convicted in criminal proceedings (excluding traffic violations or similar misdemeanors).

During the last five years, neither CGE nor, to the best of CGE's knowledge, any of the supervisory board members or executive officers of CGE have been convicted in criminal proceedings (excluding traffic violations or similar misdemeanors).

(e) During the last five years, neither Vivendi nor, to the best of Vivendi's knowledge, any of the directors or executive officers of Vivendi was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

During the last five years, neither VNAC nor, to the best of VNAC's knowledge, any of the directors or executive officers of VNAC was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

During the last five years, neither Environment nor, to the best of Environment's knowledge, any of the supervisory board members or executive officers of Environment was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

During the last five years, neither Water nor, to the best of Water's knowledge, any of the supervisory board members or executive officers of Water was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

During the last five years, neither CGE nor, to the best of CGE's knowledge, any of the supervisory board members or executive officers of CGE was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenship of the executive officers and the directors or supervisory board members, as applicable, of Vivendi, VNAC, Water and CGE is set forth in Schedule 1 hereto and incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration.

No purchases of Shares are reported by this Amendment No. 20.

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Item 4. Purpose of Transaction.

The Shares owned by the Filing Persons were acquired, and are being held, as an investment. Except as described in clause (c) below, none of the Filing Persons has any present plans or proposals which may be related to or would result in:

(a) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;

(b) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;

(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, on August 1, 2000, Richard J. Heckmann, Chairman of Water and USFilter, and Andrew D. Seidel, President and Chief Operating Officer of USFilter, were elected directors of the Issuer.

(d) Any material change in the present capitalization or dividend policy of the issuer;

(e) Any other material change in the Issuer's business or corporate structure;

(f) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;

(g) A class of securities of the Issuer being delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(h) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or

(i) Any action similar to any of those enumerated above.

Vivendi presently intends to review its investment position in the Issuer periodically and, depending on such review, market conditions and share prices, the Issuer's business, prospects and future developments and applicable legal requirements, Vivendi may seek to acquire (either directly or through a subsidiary, including VNAC, Water and CGE) additional Shares from time to time in the open market or in negotiated transactions or both as would result in Vivendi and its subsidiaries holding up to 19.99% of the outstanding Shares or may sell its Shares. Vivendi has advised the Issuer that any additional purchases of Shares will be solely for investment purposes.

Item 5. Interest in Securities of the Issuer.

(a) As of August 1, 2000, Vivendi was the beneficial owner of 7,366,488 Shares constituting approximately 18.0% of the outstanding Shares (based upon 40,927,257 Shares outstanding as of March 31, 2000 according to the Issuer's Quarterly Report on Form 10-Q for the Quarter Ended March 31, 2000). To

the best knowledge of Vivendi, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

As of August 1, 2000, VNAC was the beneficial owner of 752,586 Shares, constituting approximately 1.8% of the outstanding Shares based upon 40,927,257 Shares outstanding). Except as set forth on Schedule 1 hereto, and incorporated herein by reference, to the best knowledge of VNAC, no director or executive officer owns or has any right to acquire, directly or indirectly, any Shares.

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As of August 1, 2000, Environment was the beneficial owner of the 6,613,902 Shares beneficially owned by water, constituting approximately 16.2% of the outstanding Shares (based upon 40,927,257 Shares outstanding).

As of August 1, 2000, Water was the beneficial owner of 6,613,902 Shares, consisting of 6,271,902 Shares owned directly and 342,000 Shares owned by its subsidiary CGE, constituting approximately 16.2% of the outstanding Shares (based upon 40,927,257 Shares outstanding).

As of August 1, 2000, CGE was the beneficial owner of 342,000 Shares, constituting approximately 0.8% of the outstanding Shares (based upon 40,927,257 Shares outstanding).

(b) Vivendi has the shared power to vote or direct the disposition of 7,366,488 Shares. VNAC, Environment, Water and CGE have the shared power to vote or direct the disposition of 752,586 Shares, 6,613,902 Shares, 6,613,902 Shares and 342,000 Shares, respectively.

(c) Neither Vivendi nor, to the best of Vivendi's knowledge, any executive officer or director of Vivendi: (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 on Schedule 1 hereto and incorporated herein by reference, 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.

Neither Environment nor, to the best of Environment's knowledge, any executive officer or supervisory board member of Environment: (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.

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.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer.

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 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

Schedule 1

Directors and Executive Officers of Vivendi

Position with Vivendi	Name and Business Address	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer

I. Directors			

Chairman of the Board and Chief Executive Officer	Jean-Marie Messier c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chairman of the Board and Chief Executive Officer of Vivendi, Cegetel and Vivendi Environment
Vice Chairman and Director	Jean-Louis Beffa c/o Compagnie Saint Gobain les Miroirs	French	Chairman and Chief Executive Officer of Compagnie de Saint-Gobain
Director	Bernard Arnault LVMH 30, avenue Hoche 75008 Paris France	French	Chairman and Chief Executive Officer of Louis Vuitton Moet Hennessy, Christian Dior, Groupe Arnault S.A. and Compagnie Financiere du Nord
Director	Jean-Marc Espalioux Accor 2, rue de la Mare Neuve 91021 Evry Cedex France	French	Chairman and CEO of Accor; Accor; Director of Fiat France and Europcar International
Director	Philippe Foriel-Destezet Nescofin 43 Rutlandgate S.W. 71 ED London England	French	Chairman and Chief Executive Officer of Adecco, Alcila, Ecco, Idem France and Nescofin UK Limited
Director	Jacques Friedman AXA 9, Place Vendome 75001 Paris France	French	Chairman of the Supervisory Board of AXA
Director	Esther Koplowitz F.C.C.-Madrid-Spain Plaza Pablo Ruiz Picasso 28020 Madrid Spain	Spanish	Vice Chairman of the Board of Directors of FCC

Position with Vivendi	Name and Business Address	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
Director	Henri Lachmann Schneider S.A. 64/70 avenue Jean-Baptiste Clement 92646 Boulogne Billancourt France	French	Chairman and CEO of Schneider S.A. and Schneider Electric S.A.
Director	Eric Licoys Havas 31, rue du Colisee 75008 Paris, France	French	Chairman and CEO of Havas and General Manager of Vivendi
Director	Thomas Middelhoff Bertelsmann AG Carl-Bertelsmann-Strabe 270 D-33311 Gutersloh Germany	German	Chairman and CEO of Bertelsmann
Director	Simon Murray Simon Murray and Associates (U.K.) Ltd. Princes House 38 Jermyn Street England	British	Chairman, Simon Murray & Company
Director	Serge Tchuruk Alcatel 64, rue de la Boetie 75008 Paris, France	French	Chairman and Chief Executive Officer of Alcatel and Chairman of Alcatel USA Corp.
Director	Rene Thomas c/o Banexi 16 Blvd. des Italiens 75009 Paris, France	French	Honorary Chairman and Director of Banque Nationale de Paris and Vice Chairman of the Supervisory Board of Banque pour l'Expansion Industrielle-BANEXI
Director	Marc Vienot Paris Europlace 39, rue Cambon 75039 Paris, Cedex 1er France	French	Chairman of Paris-Europlace

Position with Vivendi	Name and Business Address Except as otherwise indicated, the Business Address of each person is c/o Vivendi	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
	42 Avenue de Friedland 75384, Paris, Cedex 08, France		

II. Executive Officers
(other than those who are also Directors)

Senior Executive Vice President, Vivendi Environment	Henri Proglgio	French	Chairman of the Board and Chief Executive Officer of CGEA, President and Chief Executive Officer of Vivendi
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Senior Executive Vice President, Vivendi Communications	Philippe Germond	French
Executive Vice President, Human Resources	Jean-Francois Colin	French
Chief Financial Officer	Guillaume Hannezo	French
Company Secretary	Jean-Francois Dubos	French
Corporate Communication	Christine Delavennat	French
International Affairs	Thierry de Beauce	French
Strategy and Business Development	Agnes Audier	French
Ethical Standards	Sylvie d'Arvisenet	French
Deputy Chief Executive Officer	Daniel Caille	French

Directors and Executive Officers of
Vivendi North America Company

Position with Vivendi North America Company	Name and Business Address Except as otherwise indicated, the Business Address of each person is c/o Vivendi North America Management Services, Inc. 800 Third Avenue, New York, NY 10022	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
I. Directors			
President and Director	Michel Avenas (1)	French	
II. Executive Officers (other than those who are also Directors)			
Vice President and Chief Financial Officer	Christian G. Farman	USA	
Vice President and General Counsel	Neil Lawrence Lane	USA	

1 Michel Avenas is the beneficial owner of 2,543 Shares.

Members of the Supervisory Board and Executive Officers of
Vivendi Water S.A.

Name and

Present Principal

Position with Vivendi Water, S.A.	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	Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
I. Members of the Supervisory Board			
Chairman	Richard J. Heckmann c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	USA	
Member, President and Chief Executive Officer	Henri Progllo c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chairman of the Board and Chief Executive Officer of CGEA, President and Chief Executive Officer of Vivendi Environment, Vivendi Water and Compagnie Generale des Eaux
Member	Pierre Henri Galan c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	
II. Executive Officers (other than those who are also Members of the Supervisory Board)			
Chief Financial Officer	Olivier Grunberg	French	Deputy General Manager of Compagnie Generale des Eaux

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Members of the Supervisory Board and Executive Officers of
Compagnie Generale Des Eaux

Position with Compagnie Generale des Eaux	Name and Business Address Except as otherwise indicated, the Business Address of each person is c/o Compagnie Generale Des Eaux 52 Rue d'Anjou 75008 Paris, France	Citizenship	Present Principal Occupation or Employment, Including the Name (principal business) and Address (if different than Business Address) of Employer
I. Members of the Supervisory Board			
Member	Jean-Marie Messier c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chairman of the Board and Chief Executive Officer of Vivendi, Cegetel and Vivendi Environment
Member	Guillaume Hannezo c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chief Financial Officer, Vivendi
Member	Antoine Zacharias c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chief Executive Officer, SGE (Vivendi Construction and Property Subsidiary)
Member (represented by Mr. Serge Michel)	Edrif S.A. 5, rue Tronson du Coudray 75008 Paris, France	French	A public limited company whose business is the study, design and operation of project in the fields of finance, industry, trade, housing or agriculture
II. Executive Officers (other than those who are also Members of the Supervisory Board)			
President and Chief Executive Officer	Henri Progllo c/o Vivendi 42 Avenue de Friedland 75380 Paris, Cedex 08, France	French	Chairman of the Board and Chief Executive Officer of CGEA, President and Chief Executive Officer of Vivendi Environment, Vivendi Water and Compagnie Generale des Eaux

Chief Operating Officer	Oliver Barbaroux	French
Deputy General Manager	Gerard Mohr	French
Deputy General Manager	Olivier Grunberg	French
General Secretary and Secretary of the Supervisory Board	Patrick Spilliaert	French

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VIVENDI S.A.

By /s/ Stephen P. Stanczak

Name: Stephen P. Stanczak
Attorney-in-Fact

VIVENDI NORTH AMERICA COMPANY

By /s/ Stephen P. Stanczak

Name: Stephen P. Stanczak
Attorney-in-Fact

COMPAGNIE GENERALE DES EAUX

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

Dated: August 4, 2000

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Filing Persons (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, par value \$.50 per share (the "Shares"), of Philadelphia Suburban Corporation, a Pennsylvania corporation, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of the 12th day of April, 2000.

VIVENDI S.A.

By /s/ Guillaume Hannezo

Name: Guillaume Hannezo
Title: Chief Financial Officer

VIVENDI NORTH AMERICA COMPANY

By /s/ Michel Avenas

Name: Michel Avenas
Title: President

COMPAGNIE GENERALE DES EAUX

By /s/ Henri Proglgio

Name: Henri Proglgio
Title: President and Chief Executive Officer

VIVENDI WATER S.A.

By /s/ Henri Proglgio

Name: Henri Proglgio
Title: President and Chief Executive Officer

EXHIBIT 2

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Vivendi, the undersigned, a French corporation, does hereby make, constitute and appoint Stephen P. Stanczak and Kevin L. Spence, and each of them singly, its true and lawful attorney in fact for the undersigned and in its name and place and stead, to sign, execute and deliver to the Securities and Exchange Commission on behalf of the undersigned any and all forms required under Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended, or any of the rules or regulations promulgated thereunder, as a result of the undersigned holding any securities of Philadelphia Suburban Corporation, a Pennsylvania corporation, such appointment to continue for so long as the undersigned shall continue to be subject to the reporting requirements under said Section 13 or Section 16 as a result of being, or having been, a holder of any of the securities of Philadelphia Suburban Corporation.

Each of said attorneys in fact is hereby authorized and designated, among other things, to file any and all Schedules 13D, and any amendments thereto or restatements thereof, and any and all Forms 3, 4 and 5 with the Securities and

Exchange Commission on behalf of the undersigned.

This power revokes any other special power previously granted with respect to the matters described herein. Any person dealing with either of said attorneys may rely without inquiry on the continuing validity of this power unless he has notice that it has been revoked by the undersigned.

IN WITNESS WHEREOF, as an authorized representative of Vivendi, I have hereunto set my hand and seal this 12th day of April, 2000.

VIVENDI

By: /s/ Guillaume Hannezo

Name: Guillaume Hannezo
Title: Chief Financial Officer

CUSIP No. 718009-6-08

13D

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EXHIBIT 3

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Vivendi North America Company, the undersigned, a Delaware corporation, does hereby make, constitute and appoint Stephen P. Stanczak and Kevin L. Spence, and each of them singly, its true and lawful attorney in fact for the undersigned and in its name and place and stead, to sign, execute and deliver to the Securities and Exchange Commission on behalf of the undersigned any and all forms required under Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended, or any of the rules or regulations promulgated thereunder, as a result of the undersigned holding any securities of Philadelphia Suburban Corporation, a Pennsylvania corporation, such appointment to continue for so long as the undersigned shall continue to be subject to the reporting requirements under said Section 13 or Section 16 as a result of being, or having been, a holder of any of the securities of Philadelphia Suburban Corporation.

Each of said attorneys in fact is hereby authorized and designated, among other things, to file any and all Schedules 13D, and any amendments thereto or restatements thereof, and any and all Forms 3, 4 and 5 with the Securities and Exchange Commission on behalf of the undersigned.

This power revokes any other special power previously granted with respect to the matters described herein. Any person dealing with either of said attorneys may rely without inquiry on the continuing validity of this power unless he has notice that it has been revoked by the undersigned.

IN WITNESS WHEREOF, as an authorized representative of Vivendi North America Company, I have hereunto set my hand and seal this 1st day of April, 2000.

VIVENDI NORTH AMERICA COMPANY

By: /s/ Michel Avenas

Name: Michel Avenas
Title: President

CUSIP No. 718009-6-08

13D

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EXHIBIT 4

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Vivendi Water S.A., the undersigned, a French corporation, does hereby make, constitute and appoint Stephen P. Stanczak and Kevin L. Spence, and each of them singly, its true and lawful attorney in fact for the undersigned and in its name and place and stead, to sign, execute and deliver to the Securities and Exchange Commission on behalf of the undersigned any and all forms required under Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended, or any of the rules or regulations promulgated thereunder, as a result of the undersigned holding any securities of Philadelphia Suburban Corporation, a Pennsylvania corporation, such appointment to continue for so long as the undersigned shall continue to be subject to the reporting requirements under said Section 13 or Section 16 as a result of being, or having been, a holder of any of the securities of Philadelphia Suburban Corporation.

Each of said attorneys in fact is hereby authorized and designated, among other things, to file any and all Schedules 13D, and any amendments thereto or restatements thereof, and any and all Forms 3, 4 and 5 with the Securities and Exchange Commission on behalf of the undersigned.

This power revokes any other special power previously granted with respect to the matters described herein. Any person dealing with either of said attorneys may rely without inquiry on the continuing validity of this power unless he has notice that it has been revoked by the undersigned.

IN WITNESS WHEREOF, as an authorized representative of Vivendi Water S.A., I have hereunto set my hand and seal this 12th day of April, 2000.

VIVENDI WATER S.A.

By: /s/ Henri Proglgio

Name: Henri Proglgio
Title: President and Chief Executive
Officer

EXHIBIT 5

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Compagnie Generale Des Eaux, the undersigned, a French corporation, does hereby make, constitute and appoint Stephen P. Stanczak and Kevin L. Spence, and each of them singly, its true and lawful attorney in fact for the undersigned and in its name and place and stead, to sign, execute and deliver to the Securities and Exchange Commission on behalf of the undersigned any and all forms required under Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended, or any of the rules or regulations promulgated thereunder, as a result of the undersigned holding any securities of Philadelphia Suburban Corporation, a Pennsylvania corporation, such appointment to continue for so long as the undersigned shall continue to be subject to the reporting requirements under said Section 13 or Section 16 as a result of being, or having been, a holder of any of the securities of Philadelphia Suburban Corporation.

Each of said attorneys in fact is hereby authorized and designated, among other things, to file any and all Schedules 13D, and any amendments thereto or restatements thereof, and any and all Forms 3, 4 and 5 with the Securities and Exchange Commission on behalf of the undersigned.

This power revokes any other special power previously granted with respect to the matters described herein. Any person dealing with either of said attorneys may rely without inquiry on the continuing validity of this power unless he has notice that it has been revoked by the undersigned.

IN WITNESS WHEREOF, as an authorized representative of Vivendi North America Company, I have hereunto set my hand and seal this 12th day of April, 2000.

COMPAGNIE GENERALE DES EAUX

By: /s/ Henri Proglío

Name: Henri Proglío
Title: President & Chief Executive
Officer