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VIVENDI UNIVERSAL
Form SC 13D/A
January 08, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

VIVENDI UNIVERSAL S.A.

(NAME OF ISSUER)

ORDINARY SHARES, NOMINAL VALUE 5.50 EUROS PER SHARE

(TITLE OF CLASS OF SECURITIES)

F9798210

(CUSIP NUMBER)

SARAH E. COGAN
SIMPSON THACHER & BARTLETT

425 LEXINGTON AVENUE, NEW YORK, NEW YORK 10017

(212) 455-3575

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

JANUARY 4, 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 Rule 13d-1(e), 13d-1(f) or 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 ("Act") or otherwise subject to the liabilities of that section of

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the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

 CUSIP NO. F9798210 PAGE 2 OF 28

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 EDGAR M. BRONFMAN, individually, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman, as Managing Partner of Bronfman Associates and as trustee or director of certain charitable foundations.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF
 SHARES 7 SOLE VOTING POWER
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON WITH 529,368

8 SHARED VOTING POWER
 32,922,715

9 SOLE DISPOSITIVE POWER
 529,368

10 SHARED DISPOSITIVE POWER
 32,922,715

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,452,083

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

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

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3.2%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

THE HON. CHARLES R. BRONFMAN, individually, as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman and as director or trustee of certain charitable foundations.

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

(b) []

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | | |
|---|-------------------|---------|
| 7 | SOLE VOTING POWER | 496,933 |
|---|-------------------|---------|

| | | |
|---|---------------------|-----------|
| 8 | SHARED VOTING POWER | 3,570,015 |
|---|---------------------|-----------|

| | | |
|---|------------------------|---------|
| 9 | SOLE DISPOSITIVE POWER | 496,933 |
|---|------------------------|---------|

| | | |
|----|--------------------------|-----------|
| 10 | SHARED DISPOSITIVE POWER | 3,570,015 |
|----|--------------------------|-----------|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,066,948

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

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

0.4%

14 TYPE OF REPORTING PERSON*.

IN

SCHEDULE 13D

CUSIP NO. F9798210 PAGE 4 OF 28

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
PHYLLIS LAMBERT, as trustee under a certain trust for the benefit of
descendants of the late Samuel Bronfman and as director of certain
charitable foundations.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON
WITH

0

8 SHARED VOTING POWER

2,247,976

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,247,976

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,247,976

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

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

0.2%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

CUSIP NO. F9798210 PAGE 5 OF 28

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
SAMUEL BRONFMAN II, individually and as trustee of a certain
charitable foundation.

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

(b) []

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

7 SOLE VOTING POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

163,392

8 SHARED VOTING POWER
192,000

9 SOLE DISPOSITIVE POWER

163,392

10 SHARED DISPOSITIVE POWER

192,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

355,392

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

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[]

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

LESS THAN 0.1%

14 TYPE OF REPORTING PERSON*

IN

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CUSIP NO. F9798210 PAGE 6 OF 28

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 EDGAR BRONFMAN, JR., individually, as trustee under a certain trust
 for the benefit of descendants of the late Samuel Bronfman and as
 trustee of a certain charitable foundation.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

7 SOLE VOTING POWER
 NUMBER OF
 SHARES 3,080,125
 BENEFICIALLY

8 SHARED VOTING POWER
 OWNED BY
 EACH 31,733,219
 REPORTING
 PERSON

9 SOLE DISPOSITIVE POWER
 WITH 3,080,125

10 SHARED DISPOSITIVE POWER
 31,733,751

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,813,876

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

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

3.4%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

CUSIP NO. F9798210 PAGE 7 OF 28

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
MATTHEW BRONFMAN, individually and as trustee under a certain trust
for the benefit of descendants of the late Samuel Bronfman.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

| | | | |
|--|----|--------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 192 |
| | 8 | SHARED VOTING POWER | 31,541,219 |
| | 9 | SOLE DISPOSITIVE POWER | 192 |
| | 10 | SHARED DISPOSITIVE POWER | 31,541,219 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,541,411

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

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

3.1%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
STEPHEN R. BRONFMAN, individually, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman and as director of certain charitable foundations.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) or 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

| | | |
|---|--------------------------|-----------|
| 7 | SOLE VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 3,942,661 |
| 8 | SHARED VOTING POWER | |
| | | 9,753,745 |
| 9 | SOLE DISPOSITIVE POWER | |
| | | 3,942,661 |
| 10 | SHARED DISPOSITIVE POWER | |
| | | 9,753,745 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,696,406

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

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

1.3%

14 TYPE OF REPORTING PERSON*

IN

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 ELLEN J. BRONFMAN HAUPTMAN, individually, as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman and as director of a certain charitable foundation.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

| | |
|--|------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 709,700 |
| 8 SHARED VOTING POWER | 6,418,869 |
| 9 SOLE DISPOSITIVE POWER | 709,700 |
| 10 SHARED DISPOSITIVE POWER | 6,418,869 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,128,569

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

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

0.7%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
MILDRED KALIK, as trustee under certain trusts for the benefit of
descendants of the late Samuel Bronfman.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

(b)

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

7 SOLE VOTING POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

8 SHARED VOTING POWER
32,730,431

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER

32,730,431

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,730,431

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

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

3.2%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 MAYO A. SHATTUCK, III, as trustee under certain trusts for the benefit
 of descendants of the late Samuel Bronfman.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

7 SOLE VOTING POWER
 NUMBER OF SHARES 0

8 SHARED VOTING POWER
 OWNED BY EACH REPORTING PERSON 32,730,431

9 SOLE DISPOSITIVE POWER
 WITH 0

10 SHARED DISPOSITIVE POWER
 32,730,431

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,730,431

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

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

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3.2%

14 TYPE OF REPORTING PERSON*

IN

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 JOHN S. WEINBERG, individually, as trustee under a certain trust for
 the benefit of John S. Weinberg and as trustee under certain trusts
 for the benefit of descendants of the late Samuel Bronfman.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

| | | | |
|--------------|----|--------------------------|------------|
| | 7 | SOLE VOTING POWER | |
| NUMBER OF | | | 800 |
| SHARES | | | |
| BENEFICIALLY | | | |
| OWNED BY | 8 | SHARED VOTING POWER | |
| EACH | | | 32,734,831 |
| REPORTING | | | |
| PERSON | | | |
| WITH | 9 | SOLE DISPOSITIVE POWER | |
| | | | 800 |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | | 32,734,831 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,735,631

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

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

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3.2%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ARNOLD M. LUDWICK, as trustee under a certain trust for the benefit of descendants of the late Samuel Bronfman and as a director of certain charitable foundations.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

8 SHARED VOTING POWER
7,505,769

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

7,505,769

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,505,769

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

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

0.7%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

CUSIP NO. F9798210 PAGE 14 OF 28

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 ROBERT S. VINEBERG, as trustee under certain trusts for the benefit of
 descendants of the late Samuel Bronfman.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

| | | | |
|---|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | |
| NUMBER OF SHARES | | | 0 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | |
| | | | 8,623,038 |
| | 9 | SOLE DISPOSITIVE POWER | |
| | | | 0 |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | | 8,623,038 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,623,038

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

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

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0.8%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
E. LEO KOLBER, as trustee under a certain trust for the benefit of
descendants of the late Samuel Bronfman.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

| | | | |
|---------------------|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | |
| NUMBER OF SHARES | | | 0 |
| BENEFICIALLY | | | |
| OWNED BY | 8 | SHARED VOTING POWER | |
| EACH | | | 2,247,500 |
| REPORTING | | | |
| PERSON | 9 | SOLE DISPOSITIVE POWER | |
| WITH | | | 0 |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | | 2,247,500 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,247,500

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

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

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0.2%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
SAMUEL MINZBERG, individually and as trustee under a certain trust for
the benefit of descendants of the late Samuel Bronfman.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

| | | | |
|--|----|--------------------------|-----------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 750 |
| | 8 | SHARED VOTING POWER | 2,247,500 |
| | 9 | SOLE DISPOSITIVE POWER | 750 |
| | 10 | SHARED DISPOSITIVE POWER | 2,247,500 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,248,250

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

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

0.2%

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14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 BRUCE I. JUDELSON, individually and as trustee under a certain trust
 for the benefit of descendants of the late Samuel Bronfman.

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

3 SEC USE ONLY

4 SOURCES OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

| | | | |
|--|----|--------------------------|---------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 242,368 |
| | 8 | SHARED VOTING POWER | 0 |
| | 9 | SOLE DISPOSITIVE POWER | 242,368 |
| | 10 | SHARED DISPOSITIVE POWER | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 242,368

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 LESS THAN 0.1%

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

14 TYPE OF REPORTING PERSON*

IN

CUSIP No.F9798210

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
ANDELL INVESTMENTS (LUXEMBOURG) S.A.R.L., a corporation organized under the laws of Luxembourg.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
LUXEMBOURG

7 SOLE VOTING POWER
NUMBER OF 10,000,000
SHARES
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 0
EACH 9 SOLE DISPOSITIVE POWER
REPORTING 10,000,000
PERSON
WITH 10 SHARED DISPOSITIVE POWER
0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,000,000

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

[]

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

1.0%

14 TYPE OF REPORTING PERSON*

CO

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This Statement on Schedule 13D, as amended, to which this amendment relates (the "Schedule 13D"), filed pursuant to Rule 13d-1 of the Rules and Regulations under the Securities Exchange Act of 1934, as amended, by each of the individuals and entities identified on the cover pages to this Schedule 13D (such persons and entities, collectively, the "Reporting Persons"), relating to the ordinary shares, nominal value 5.50 euros per share (the "Ordinary Shares"), of Vivendi Universal S.A., a societe anonyme organized under the laws of France ("Vivendi Universal"), is hereby amended as set forth below.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 is hereby supplemented as follows:

The Schedule 13D is being filed jointly by the Reporting Persons. The agreement among the Reporting Persons relating to the joint filing of the Schedule 13D is attached hereto as Exhibit 1.

The name, business address, principal business or occupation and citizenship of each of the Reporting Persons is supplemented by adding the following information:

| NAME AND BUSINESS ADDRESS | PRINCIPAL BUSINESS OR OCCUPATION | CITIZENSHIP |
|--|----------------------------------|-------------|
| PHYLLIS LAMBERT Canadian Centre for Architecture 1920 Baile Street Montreal, Quebec Canada H3H 2S2 | Architect | Canada |
| E. LEO KOLBER 1170 Peel Street 8th Floor Montreal, Quebec Canada H3B 4P2 | Member of the Canadian Senate | Canada |

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SAMUEL MINZBERG
1170 Peel Street
8th Floor
Montreal, Quebec
Canada H3B 4P2

President and Chief Executive Officer of
Claridge Inc.

Canada

During the last five years, none of the Reporting Persons has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding has been 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.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated as follows:

CURRENT OWNERSHIP

As of the date hereof and after giving effect to the transactions described below under "Recent Transactions," Bronfman Associates, a New York general partnership ("BA"), owns directly 31,541,219 Vivendi Universal American Depositary Shares ("ADSs"), or approximately 3.1% of the Ordinary Shares. Edgar M. Bronfman is the Managing Partner of BA, the Edgar Miles Bronfman Trust (the "EMBT") directly and indirectly holds a 99% general partnership interest and the children of Edgar M. Bronfman, including Samuel Bronfman II, Edgar Bronfman, Jr. and Matthew Bronfman, directly and indirectly hold the other partnership interest in BA. The EMBT owns no Vivendi Universal Securities directly (the term "Vivendi Universal Securities" refers to, collectively, Ordinary Shares, ADSs, exchangeable shares ("Exchangeable Shares") of Vivendi Universal Exchangeco Inc., a Canadian subsidiary of Vivendi Universal, and Vivendi Universal voting rights). Edgar M. Bronfman, Edgar Bronfman, Jr., Matthew Bronfman, Mildred Kalik, Mayo A. Shattuck III and John S. Weinberg are the trustees of the EMBT, and Edgar M. Bronfman, Mildred Kalik, Mayo A. Shattuck III and John S. Weinberg are the trustees of the PBBT/Edgar Miles Bronfman Family Trust (the "PBBT/EMBFT"), both of which are trusts for the benefit of Edgar M. Bronfman and his descendants. The PBBT/EMBFT owns directly 1,189,212 ADSs, or approximately 0.1% of the Ordinary Shares.

The Charles Rosner Bronfman Family Trust (the "CRBFT") and The Charles R. Bronfman Discretionary Trust (the "CRBDT"), trusts for the benefit of Charles R. Bronfman and his descendants, own directly (in the case of the CRBDT) or indirectly (in the case of the CRBFT) 6,373,038 Exchangeable Shares and 242,208 ADSs, or approximately 0.6% and less than 0.1% of the Ordinary Shares, respectively. The CRBFT is the sole voting shareholder of Esarbee Investments Limited, a corporation existing under the laws of Canada, which owns directly 6,373,038 Exchangeable Shares. Stephen R. Bronfman, Ellen J. Bronfman Hauptman, Arnold M. Ludwick and Robert S. Vineberg are the trustees of the CRBFT. Bruce I. Judelson is the trustee of the CRBDT.

The Stephen Rosner Bronfman Substitute Trust (the "SRBST"), a trust for the benefit of Stephen R. Bronfman and his descendants, is the sole shareholder of Stepworth Holdings Inc., a corporation existing under the laws of Canada, which owns directly 2,247,500 Exchangeable Shares, or approximately 0.2% of the Ordinary Shares. Charles R. Bronfman, Phyllis Lambert, Stephen R. Bronfman, E. Leo Kolber, Robert S. Vineberg and Samuel Minzberg are the trustees of the SRBST. Claridge SRB Investments Inc., a corporation existing under the

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laws of Canada ("SRB Investments"), owns directly 2,668,161 ADSs and 1,274,500 Ordinary Shares, or an aggregate of approximately 0.4% of the Ordinary Shares. Stephen R. Bronfman is the sole shareholder of SRB Investments.

CRB Associates, Limited Partnership, a Connecticut limited partnership ("CRB Associates"), owns directly 2,500 Exchangeable Shares, which represent less than 0.1% of the Ordinary Shares. The general partner of CRB Associates is the CRBFT, which holds a 98.2% general partnership interest. A corporation owned by a trust for the benefit of Stephen R.

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Bronfman holds a 1.8% limited partnership interest in CRB Associates.

Andell Investments (Luxembourg) S.a.r.l., a corporation organized under the laws of Luxembourg ("Andell"), owns directly 10,000,000 ADSs, or approximately 1.0% of the Ordinary Shares. Each of the C. Bronfman Family Trust (the "C.BFT") and the CB Family Trust ("CB FT") holds 40% of the capital stock of Andell, and The Charles Bronfman Trust (the "CBT") holds 20% of the capital stock of Andell. The C.BFT, CB FT and the CBT are trusts for the benefit of Charles R. Bronfman and his descendants.

Edgar M. Bronfman, Charles R. Bronfman and Phyllis Lambert are siblings.

The Claridge Foundation, a charitable foundation, the members and directors of which include Charles R. Bronfman, Stephen R. Bronfman and Arnold M. Ludwick, owns directly 1,086,900 ADSs, or approximately 0.1% of the Ordinary Shares. The Chastell Foundation, a charitable foundation, the members and directors of which include Charles R. Bronfman, Stephen R. Bronfman, Ellen J. Bronfman Hauptman and Arnold M. Ludwick, owns directly 43,331 ADSs, which represent less than 0.1% of the Ordinary Shares. The Samuel Bronfman Foundation, a charitable foundation, the trustees of which include Edgar M. Bronfman, Charles R. Bronfman, Samuel Bronfman II and Edgar Bronfman, Jr., owns directly 192,000 ADSs, which represent less than 0.1% of the Ordinary Shares. The Samuel and Saidye Bronfman Family Foundation, a charitable foundation, the directors of which include Phyllis Lambert and Stephen R. Bronfman, owns directly 192 ADSs, which represent less than 0.1% of the Ordinary Shares. The Saidye Bronfman Foundation, a charitable foundation, the directors of which include Edgar M. Bronfman, Charles R. Bronfman, Phyllis Lambert and Stephen R. Bronfman, owns directly 284 ADSs, which represent less than 0.1% of the Ordinary Shares.

Edgar M. Bronfman owns directly 888 ADSs and holds currently exercisable options to acquire 528,480 ADSs; Charles R. Bronfman owns directly 800 ADSs and holds currently exercisable options to acquire 496,133 ADSs; Samuel Bronfman II owns directly 192 ADSs and holds currently exercisable options to acquire 163,200 ADSs; Edgar Bronfman, Jr. owns directly 792 ADSs, holds currently exercisable options to acquire 3,079,333 ADSs and, through an investment in the Joseph E. Seagram & Sons, Inc. 401(k) Plan with a value of \$26,234 as of December 4, 2000, owns indirectly approximately 532 ADSs; Matthew Bronfman owns directly 192 ADSs; Ellen J. Bronfman Hauptman owns directly 690,500 Ordinary Shares and 19,200 ADSs; John S. Weinberg owns directly 800 ADSs; and Samuel Minzberg owns directly 750 ADSs. A trust for the benefit of John S. Weinberg, of which he is a trustee, owns 4,400 ADSs. Bruce I. Judelson owns, through an Individual Retirement Account, 160 ADSs. Except with respect to the ADSs held by Edgar Bronfman, Jr. through the 401(k) Plan, each of such persons has the sole power to vote, or direct the voting of, and the sole power to dispose of, or direct the disposition of, the ADSs stated to be owned directly by such person. In addition, the spouse of Edgar M. Bronfman owns directly 1,472 ADSs, and the spouse of Charles R. Bronfman owns indirectly 9,600 ADSs.

The power to vote, or direct the voting of, and the power to dispose of, or direct the disposition of, the Vivendi Universal Securities owned by each of the aforementioned trusts (both directly and, in the case of the CRBFT and the SRBST, indirectly as a sole shareholder of certain corporations mentioned above) and foundations is shared by the respective trustees or directors of such trusts or foundations, except with respect to the CRBDT, which has a single trustee with sole power to vote, or direct the voting of, and sole power to dispose of, or direct the disposition of, the Vivendi Universal Securities directly owned by such trust. The power to vote, or direct the voting of, and the power to dispose of, or direct the disposition of, the Vivendi Universal Securities owned by Andell is reported in the Schedule 13D as being held by Andell. The power to vote, or direct the voting of, and the power to dispose of, or direct the disposition of, the Vivendi Universal Securities owned by SRB Investments is reported in the Schedule 13D as being held by Stephen R. Bronfman, its sole shareholder.

Each person identified in the Schedule 13D expressly disclaims any beneficial interest in the Vivendi Universal Securities, except for those ADSs and Ordinary Shares which are stated to be owned directly by such person, and except to the extent of such person's beneficial interest in a trust which owns Vivendi Universal Securities.

The persons filing this statement expressly disclaim (i) that the trustees of the trusts referred to in the Schedule 13D act as a group with the trustees of any other trusts referred to in the Schedule 13D, and (ii) that any group exists with respect to the Vivendi Universal Securities referred to in the Schedule 13D.

The number of Vivendi Universal Securities over which each of the Reporting Persons exercises voting or dispositive power, either sole or shared, is set forth on the cover pages hereto. Such cover pages reflect the beneficial ownership of an aggregate of 61,847,397 Vivendi Universal Securities, which represent an aggregate of approximately 6.0% of the Ordinary Shares.

Percentages set forth on such cover pages and in this Item 5 were calculated based on 1,085,297,393 outstanding Ordinary Shares, which Vivendi Universal has advised the Reporting Persons represent the number of outstanding Ordinary Shares as of January 7, 2002, less 52,536,672 Ordinary Shares, which Vivendi Universal has advised the Reporting Persons represent Ordinary Shares held in treasury by Vivendi Universal. Vivendi Universal has advised the Reporting Persons that the number of outstanding Ordinary Shares includes Ordinary Shares corresponding to the outstanding ADSs and Exchangeable Shares.

RECENT TRANSACTIONS

On November 15, 2001, the C.BFT and Columbus Capital Corporation ("Columbus") each sold 200,000 Ordinary Shares in market sales on the Paris Bourse at a price per Ordinary Share of 60.1105 Euros.

On November 19, 2001, the C.BFT sold an aggregate of 950,000 Ordinary Shares in market sales on the Paris Bourse at a price per Ordinary Share of 60.2252 Euros.

On November 20, 2001, the C.BFT sold an aggregate of 116,000 Ordinary Shares in market sales on the Paris Bourse at a price per Ordinary Share of 60.0819 Euros.

On November 22, 2001, the C.BFT sold an aggregate of 310,000 Ordinary Shares in market sales on the Paris Bourse at a price per Ordinary Share of 59.0482 Euros.

On November 23, 2001, the C.BFT sold an aggregate of 5,000 Ordinary Shares in market sales on the Paris Bourse at a price per Ordinary Share of 59.3500 Euros.

In addition, on November 22, 2001, Columbus transferred 690,500 Ordinary Shares to Ellen J. Bronfman Hauptman in exchange for a \$39,983,490 Demand Promissory Note bearing interest at the U.S. prime rate less 2.75%. On November 30, 2001, Columbus transferred 2,668,161 ADSs and 1,274,500 Ordinary Shares to SRB Investments in exchange for an interest free Cdn\$313,881,827 Demand Promissory Note. After giving effect to such transactions, Columbus no longer directly holds any Vivendi Universal Securities.

On January 3, 2002, Claridge Properties Ltd. transferred 2,247,500 Exchangeable Shares to Stepworth Holdings Inc., a company owned by the SRBST, in exchange for a Cdn\$207,612,543 Demand Note bearing interest at 2% per annum, and 2,500 Exchangeable Shares to CRB Associates in exchange for a \$144,625 Demand Note bearing interest at 2% per annum.

On January 4, 2002, Edgar Bronfman, Jr. exercised employee stock options for 570,000 ADSs and sold the 570,000 ADSs at an average price of \$56.86 per ADS in market sales.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

EXHIBITS:

1. Joint Filing Agreement among each of the Reporting Persons.
2. Power of Attorney.

SIGNATURES

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

DATED: January 8, 2002

EDGAR M. BRONFMAN, individually, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman, as Managing Partner of Bronfman Associates and as trustee or director of certain charitable foundations

By: /s/ Frank W. Raysor, II

Frank W. Raysor, II
Attorney-in-Fact (Pursuant to a Power of Attorney previously filed with the

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Securities and Exchange Commission)

THE HON. CHARLES R. BRONFMAN, individually,
as trustee under a certain trust for the
benefit of descendants of the late Samuel
Bronfman and as director or trustee of
certain charitable foundations

By: /s/ Michel Boucher

Michel Boucher
Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

PHYLLIS LAMBERT, as trustee under a certain
trust for the benefit of descendants of the
late Samuel Bronfman and as director of
certain charitable foundations

By: /s/ Michel Boucher

Michel Boucher
Attorney-in-Fact

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SAMUEL BRONFMAN II, individually and as
trustee of a certain charitable foundation

By: /s/ Matthew Bronfman

Matthew Bronfman
Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

EDGAR BRONFMAN, JR., individually, as
trustee under a certain trust for the
benefit of descendants of the late Samuel
Bronfman and as trustee of a certain
charitable foundation

By: /s/ Frank W. Raysor, II

Frank W. Raysor, II
Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

MATTHEW BRONFMAN, individually and as
trustee under a certain trust for the
benefit of descendants of the late Samuel
Bronfman

By: /s/ Frank W. Raysor, II

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Frank W. Raysor, II
Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

STEPHEN R. BRONFMAN, individually, as
trustee under certain trusts for the benefit
of descendants of the late Samuel Bronfman
and as director of certain charitable
foundations

By: /s/ Michel Boucher

Michel Boucher
Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

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ELLEN J. BRONFMAN HAUPTMAN, individually, as
trustee under a certain trust for the
benefit of descendants of the late Samuel
Bronfman and as director of a certain
charitable foundation

By: /s/ Michel Boucher

Michel Boucher
Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

MILDRED KALIK, as trustee under certain
trusts for the benefit of descendants of the
late Samuel Bronfman

/s/ Mildred Kalik

MILDRED KALIK

MAYO A. SHATTUCK, III, as trustee under
certain trusts for the benefit of
descendants of the late Samuel Bronfman

By: /s/ Mildred Kalik

Mildred Kalik

Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

JOHN S. WEINBERG, individually, as trustee
under a certain trust for the benefit of
John S. Weinberg and as trustee under
certain trusts for the benefit of

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descendants of the late Samuel Bronfman

By: /s/ Mildred Kalik

Mildred Kalik
Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

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ARNOLD M. LUDWICK, as trustee under a
certain trust for the benefit of descendants
of the late Samuel Bronfman and as a
director of certain charitable foundations

By: /s/ Michel Boucher

Michel Boucher
Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

ROBERT S. VINEBERG, as trustee under certain
trusts for the benefit of descendants of the
late Samuel Bronfman

By: /s/ Michel Boucher

Michel Boucher
Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

E. LEO KOLBER, as trustee under certain
trusts for the benefit of descendants of the
late Samuel Bronfman

By: /s/ Michel Boucher

Michel Boucher
Attorney-in-Fact

SAMUEL MINZBERG, individually and as trustee
under certain trusts for the benefit of
descendants of the late Samuel Bronfman

By: /s/ Michel Boucher

Michel Boucher
Attorney-in-Fact

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BRUCE I. JUDELSON, individually and as
trustee under a certain trust for the
benefit of descendants of the late Samuel

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Bronfman

By: /s/ Michel Boucher

Michel Boucher
Attorney-in-Fact (Pursuant to a Power
of Attorney previously filed with the
Securities and Exchange Commission)

ANDELL INVESTMENTS (LUXEMBOURG) S.A.R.L.

By: /s/ Michel Boucher

Michel Boucher
Attorney-in-Fact