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

the  $\operatorname{Act}$  but shall be subject to all other provisions of the  $\operatorname{Act}$  (however, see the  $\operatorname{Notes}$ ).

SCHEDULE 13D

| CUSIP NO.                            | F9798                               | 210                                |  |                             | PAGE                | 2                       | OF                    | 28       |
|--------------------------------------|-------------------------------------|------------------------------------|--|-----------------------------|---------------------|-------------------------|-----------------------|----------|
| 1                                    | I.R.S.<br>EDGAR<br>the be<br>Partne | IDENTIF M. BRONF nefit of r of Bro | ING PERSONS ICATION NO. OF A MAN, individual descendants of nfman Associates ndations. | ly, as trust<br>the late Sa | ee unde<br>amuel Br | r certain<br>confman, a | n trusts<br>as Managi | ng       |
| 2                                    | CHECK                               | THE APPR                           | OPRIATE BOX IF A   | A MEMBER OF                 | A GROUP             | *                       | (a                    | ) [      |
| 3                                    | SEC US                              | E ONLY                             |  |                             |                     |                         | d)<br>                | ) [ ]    |
| 4                                    | SOURCE                              | S OF FUN                           | <br>DS*  |                             |                     |                         |                       |          |
| 5                                    |                                     | <br>BOX IF D<br>2(d) or            | ISCLOSURE OF LEG   | GAL PROCEEDI                | INGS IS             | REQUIRED                | PURSUANT              | TO [     |
| 6                                    | CITIZE                              |                                    | PLACE OF ORGANI  | IZATION                     |                     |                         |                       |          |
| NUMBER OI SHARES BENEFICIAL OWNED BY | LLY                                 | 7                                  | SOLE VOTING POWE 529,368   | ER                          |                     |                         |                       |          |
| EACH<br>REPORTII<br>PERSON<br>WITH   | -                                   | 8                                  | SHARED VOTING PO   | OWER                        |                     |                         |                       |          |
| WIIH                                 |                                     | 9                                  | SOLE DISPOSITIVE   | <br>E POWER                 |                     |                         |                       |          |
|                                      |                                     |                                    | 529 <b>,</b> 368   |                             |                     |                         |                       |          |
|                                      |                                     | 10                                 | SHARED DISPOSIT  | TIVE POWER                  |                     |                         |                       |          |
|                                      |                                     |                                    | 32,922,715   |                             |                     |                         |                       |          |
| 11                                   | AGGREG.                             | AIE AMOU                           | NT BENEFICIALLY 33,452,083   | OWNED BY EA                 | ACH REPC            | KIING PE                | KSUN                  |          |
| 12                                   | CHECK                               | BOX IF T                           | HE AGGREGATE AMO   | OUNT IN ROW                 | (11) EX             | CLUDES C                | ERTAIN SH             | <br>ARES |
| 13                                   | PERCEN                              | T OF CLA                           | SS REPRESENTED E   |                             |                     | 1)                      |                       |          |

3.2% 14 TYPE OF REPORTING PERSON\* TN \_\_\_\_\_\_ SCHEDULE 13D CUSIP NO. F9798210 PAGE 3 OF 28 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. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [ ] SEC USE ONLY \_\_\_\_\_\_ SOURCES OF FUNDS\* \_\_\_\_\_\_ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)[ ] CITIZENSHIP OR PLACE OF ORGANIZATION CANADA \_\_\_\_\_\_ NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 496,933 OWNED BY EACH -----8 SHARED VOTING POWER REPORTING PERSON 3,570,015 WITH \_\_\_\_\_\_ SOLE DISPOSITIVE POWER 496,933 \_\_\_\_\_ 10 SHARED DISPOSITIVE POWER 3,570,015 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,066,948 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

| 13               | PERCE                     | NT OF C                      | CLASS REPRESENTED   | BY AMOUNT       | IN ROW (1 | 11)      |          |         |
|------------------|---------------------------|------------------------------|---|-----------------|-----------|----------|----------|---------|
|                  |                           |                              | 0.4   | 양               |           |          |          |         |
| 14               | TYPE (                    | OF REPO                      | RTING PERSON*.  |                 |           |          |          |         |
|                  |                           |                              | IN  |                 |           |          |          |         |
|                  |                           |                              | SCHE  | DULE 13D        |           |          |          |         |
| CUSIP NO.        | F979                      | 3210                         |   |                 | PAGE      | 4        | OF       | 28      |
| 1                | I.R.S<br>PHYLL:<br>descen | . IDENT<br>IS LAME<br>ndants | ORTING PERSONS TIFICATION NO. OF BERT, as trustee of the late Samu Coundations. | under a cer     | tain trus | st for t | he benef |         |
| 2                | CHECK                     | THE AP                       | PROPRIATE BOX IF  | A MEMBER O      | F A GROUE | *        |          | (a) [ ] |
|                  |                           |                              |   |                 |           |          |          | (b) [ ] |
| 3                | SEC U                     | SE ONLY                      | ·<br>'  |                 |           |          |          |         |
| 4                | SOURC                     | ES OF F                      | 'UNDS*  |                 |           |          |          |         |
| 5                |                           | BOX IF 2 (d) c               | DISCLOSURE OF L   | EGAL PROCEE     | DINGS IS  | REQUIRE  | D PURSUA | TO [ ]  |
| 6                | CITIZI                    | <br>ENSHIP                   | OR PLACE OF ORGA  | <br>NIZATION    |           |          |          |         |
|                  |                           | CAN                          | IADA  |                 |           |          |          |         |
|                  |                           | 7                            | SOLE VOTING PO  | <br>WER         |           |          |          |         |
| NUMBER O         |                           |                              | 0   |                 |           |          |          |         |
| OWNED B          |                           | 8                            | SHARED VOTING   | <br>POWER       |           |          |          |         |
| EACH<br>REPORTIN | G                         |                              | 2,247,976   |                 |           |          |          |         |
| PERSON<br>WITH   |                           | 9                            | SOLE DISPOSITI  |                 |           |          |          |         |
|                  |                           |                              | 0   |                 |           |          |          |         |
|                  |                           | 10                           | SHARED DISPOS   | <br>ITIVE POWER |           |          |          |         |
|                  |                           |                              | 2,247,976   |                 |           |          |          |         |
| 11               | AGGRE                     | GATE AM                      | OUNT BENEFICIALL  | Y OWNED BY      | EACH REPO | ORTING P | ERSON    |         |
|                  |                           |                              | 2,247,976   |                 |           |          |          |         |
|                  |                           |                              |   |                 |           |          |          |         |

|   |                           |   | GGREGATE AMOUN'  |                        |                |         | CERIAIN          | 011111 | [ ]     |
|---|---------------------------|---|--|------------------------|----------------|---------|------------------|--------|---------|
| 13  | PERCEN                    | T OF CLASS R  | EPRESENTED BY  | AMOUNT IN              | ROW (          | L1)     |                  |        |         |
|   |                           |   | 0.2%   |                        |                |         |                  |        |         |
| 14  | TYPE C                    | F REPORTING   | PERSON*  |                        |                |         |                  |        |         |
|   |                           |   | IN   |                        |                |         |                  |        |         |
|   |                           |   | SCHEDULE   | 13D                    |                |         |                  |        |         |
| CUSIP NO.   | F9798                     | 210   |  | <br>I                  | PAGE           | 5       | OF               |        | 28      |
| 1   | I.R.S.<br>SAMUEI          |   | ION NO. OF ABO', individually  |                        | •              |         | *                |        |         |
| 2   | CHECK                     | THE APPROPRI  | ATE BOX IF A M   | EMBER OF A             | A GROUI        | ·*      |                  | (a)    | [ ]     |
|   |                           |   |  |                        |                |         |                  | (b)    | [       |
| 3   | SEC US                    | E ONLY  |  |                        |                |         |                  |        |         |
|   |                           |   |  |                        |                |         |                  |        |         |
| 4   | SOURCE                    | S OF FUNDS*   |  |                        |                |         |                  |        |         |
| 4<br>5  | CHECK                     |   | OSURE OF LEGAL   | PROCEEDIN              | <br><br>NGS IS | REQUIRE | D PURSU <i>i</i> |        |         |
|   | CHECK<br>ITEMS            | BOX IF DISCLO   | OSURE OF LEGAL   |                        |                | REQUIRE | D PURSUA         | ANT    |         |
| 5   | CHECK<br>ITEMS            | BOX IF DISCLO   | CE OF ORGANIZA   |                        |                | REQUIRE | D PURSU          | ANT    |         |
| 5   | CHECK<br>ITEMS<br>CITIZE  | BOX IF DISCLO 2(d) or 2(e)  NSHIP OR PLACUNITED ST.                               | CE OF ORGANIZA   |                        | NGS IS         | REQUIRE | D PURSUA         | ANT    |         |
| 5 6 NUMBER O  | CHECK<br>ITEMS<br>CITIZE  | BOX IF DISCLO 2(d) or 2(e)  NSHIP OR PLACUNITED ST.                               | CE OF ORGANIZA   | TION                   |                |         | D PURSUA         | ANT    |         |
| 5 6 NUMBER O SHARES BENEFICIA OWNED B                     | CHECK ITEMS CITIZE        | BOX IF DISCLO 2(d) or 2(e)  NSHIP OR PLAC  UNITED ST.                             | CE OF ORGANIZA' ATES VOTING POWER  | TION                   |                |         | D PURSUA         | ANT    |         |
| 5  6  NUMBER O SHARES BENEFICIA OWNED B EACH REPORTIN     | CHECK ITEMS CITIZE        | BOX IF DISCLO 2(d) or 2(e)  NSHIP OR PLAC  UNITED ST.                             | CE OF ORGANIZA' ATES VOTING POWER 163,392  | TION  TION             |                |         |                  |        |         |
| 5 6 NUMBER O SHARES BENEFICIA OWNED B EACH                | CHECK ITEMS CITIZE        | BOX IF DISCLE 2(d) or 2(e)  INSHIP OR PLAC  UNITED ST.  7 SOLE  8 SHAR            | CE OF ORGANIZA' ATES  VOTING POWER  163,392  ED VOTING POWE  | TION                   |                |         |                  |        |         |
| 5  NUMBER O SHARES BENEFICIA OWNED B EACH REPORTIN PERSON | CHECK ITEMS CITIZE        | BOX IF DISCLE 2(d) or 2(e)  INSHIP OR PLAC  UNITED ST.  7 SOLE  8 SHAR            | CE OF ORGANIZA  ATES  VOTING POWER  163,392  ED VOTING POWE  192,000  DISPOSITIVE PO                           | TION TION R OWER       |                |         |                  |        | [ ]<br> |
| 5  NUMBER O SHARES BENEFICIA OWNED B EACH REPORTIN PERSON | CHECK ITEMS CITIZE        | BOX IF DISCLO 2(d) or 2(e)  CONSHIP OR PLAC  UNITED ST.  7 SOLE  8 SHAR           | CE OF ORGANIZA  ATES  VOTING POWER  163,392  ED VOTING POWE  192,000  DISPOSITIVE PO                           | TION  TION  R  OWER    |                |         |                  |        | [ ]<br> |
| 5  NUMBER O SHARES BENEFICIA OWNED B EACH REPORTIN PERSON | CHECK ITEMS CITIZE        | BOX IF DISCLO 2(d) or 2(e)  CONSHIP OR PLAC  UNITED ST.  7 SOLE  8 SHAR           | CE OF ORGANIZA  ATES  VOTING POWER  163,392  ED VOTING POWE  192,000  DISPOSITIVE PO  163,392                  | TION  TION  R  OWER    |                |         |                  |        | [ ]<br> |
| 5  NUMBER O SHARES BENEFICIA OWNED B EACH REPORTIN PERSON | CHECK ITEMS CITIZE CITIZE | BOX IF DISCLO 2 (d) or 2 (e)  INSHIP OR PLAC  UNITED ST.  7 SOLE  8 SHAR:  9 SOLE | CE OF ORGANIZA  ATES  VOTING POWER  163,392  ED VOTING POWE  192,000  DISPOSITIVE PO  163,392  RED DISPOSITIVI | TION  R  OWER  E POWER |                |         |                  |        | [ ]<br> |

|  |   |                                   |  |  |  |                      |          |              |               | [           |
|--|---|-----------------------------------|--|--|--|----------------------|----------|--------------|---------------|-------------|
| 13   | PERCENT   | OF                                | CLASS REPRE  | ESENTED BY A   | II TNUOMA  | N ROW (1             | L1)      |              |               |             |
|  |   |                                   | LESS TH  | HAN 0.1%   |  |                      |          |              |               |             |
| 14   | TYPE OF   | REPO                              | ORTING PERS  | SON*   |  |                      |          |              |               |             |
|  |   |                                   |  | IN   |  |                      |          |              |               |             |
|  |   |                                   |  | SCHEDULE   | 13D  |                      |          |              |               |             |
| CUSIP NO.  | . F97982  | 210                               |  |  |  | PAGE                 | 6        | OF           |               |             |
| 1  | I.R.S.<br>EDGAR E<br>for the                    | IDENT<br>BRONFN<br>bene           | MAN, JR., i<br>efit of des   | SONS  NO. OF ABOV  individually  scendants of  charitable  | y, as tru<br>f the lat   | ustee ur<br>te Samue | nder a c | certain      |               | <br>t       |
| 2  | CHECK T   | THE AE                            | PPROPRIATE   | BOX IF A ME  | EMBER OF   | A GROUE              | *        |              | <br>(a)       | [           |
|  |   |                                   |  |  |  |                      |          |              | (b)           | [           |
|  |   |                                   |  |  |  |                      |          |              |               |             |
| 3  | SEC USE   | E ONLY                            | ď  |  |  |                      |          |              |               |             |
| 3  | SEC USE   |                                   |  |  |  |                      |          |              |               |             |
|  | SOURCES   | OF E                              | FUNDS*   | RE OF LEGAL  | PROCEED:   | INGS IS              | REQUIRE  | <br>:D PURSU | <br><br>ANT ' | <br>TO<br>[ |
| 4  | SOURCES  CHECK E  ITEMS 2                       | OF E                              | FUNDS*  F DISCLOSUE  or 2(e)   | RE OF LEGAL<br>DF ORGANIZA   |  | INGS IS              | REQUIRE  | <br>D PURSU  |               |             |
| 4<br>5   | SOURCES  CHECK E  ITEMS 2                       | G OF E                            | FUNDS*  F DISCLOSUE  or 2(e)   | <br>DF ORGANIZAT   |  | INGS IS              | REQUIRE  | D PURSU      | ANT           |             |
| 4<br>5   | SOURCES  CHECK E  ITEMS 2  CITIZEN              | G OF E                            | FUNDS*  F DISCLOSUF  OR 2(e)  OR PLACE (                                       | <br>DF ORGANIZAT   |  | INGS IS              | REQUIRE  | D PURSU      | ANT           |             |
| 4 5 6 NUMBER ( SHARES  | SOURCES  CHECK E  ITEMS 2  CITIZEN              | S OF E BOX IE 2 (d) c             | FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOI                         | DF ORGANIZAT   |  | INGS IS              | REQUIRE  | D PURSU      | ANT           |             |
| 4 5 6 NUMBER C SHARES BENEFICIA OWNED B                      | SOURCES  CHECK E  ITEMS 2  CITIZEN  OF          | S OF E BOX IE C(d) C UNI TO       | FUNDS*  F DISCLOSUF  OR 2(e)  OR PLACE (  ITED STATES  SOLE VOT                | DF ORGANIZAT   | rion   | INGS IS              | REQUIRE  | D PURSU      | ANT           |             |
| 4 5 NUMBER C SHARES SENEFICIA OWNED E EACH REPORTIN          | SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  BY | S OF E BOX IE C(d) C UNI TO       | FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT                         | OF ORGANIZATES FING POWER 3,080,125  | FION   |                      |          |              | ANT           |             |
| 4 5 6 NUMBER C SHARES BENEFICIA OWNED B                      | SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  BY | S OF E BOX IE C(d) C UNI TO       | FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT                         | OF ORGANIZATES FING POWER 3,080,125 VOTING POWER   | rion   |                      | REQUIRE  |              | ANT           |             |
| 4  5  NUMBER ( SHARES BENEFICIA OWNED E EACH REPORTIN PERSON | SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  BY | S OF E BOX IE 2(d) C ISHIP UNI 7  | FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT                         | DF ORGANIZATED FOR THE POWER BY | FION  FION |                      |          |              |               |             |
| 4  5  NUMBER ( SHARES BENEFICIA OWNED E EACH REPORTIN PERSON | SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  BY | S OF E BOX IE 2 (d) C ISHIP UNI 7 | FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT  SHARED V  SOLE DIS     | DF ORGANIZATIONS SING POWER 3,080,125 VOTING POWER 31,733,219 SPOSITIVE PO   | FION  FION  R  DWER  |                      |          |              |               |             |
| 4  5  NUMBER ( SHARES BENEFICIA OWNED E EACH REPORTIN PERSON | SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  BY | S OF E BOX IE 2 (d) C ISHIP UNI 7 | FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT  SHARED V  SHARED       | DF ORGANIZATION OF ORGANIZATION OF OWER 3,080,125 OF ORGANIZATION OF OWER 31,733,219 OF OWE | FION  FION  R  DWER  |                      |          |              |               |             |
| 4  5  NUMBER ( SHARES BENEFICIA OWNED E EACH REPORTIN PERSON | SOURCES  CHECK E ITEMS 2  CITIZEN  OF  ALLY  SY | S OF E  BOX IE  C(d) C  UNI  T  8 | FUNDS*  F DISCLOSUF  OR PLACE (  ITED STATES  SOLE VOT  SHARED V  SHARED V  31 | DF ORGANIZATION OF ORGANIZATION OF OWER 3,080,125 OF ORGANIZATION OF OWER 31,733,219 OF ORGANIZATION OF OWER 31,733,219 OF ORGANIZATION OF OWER 31,733,219 OF ORGANIZATION OF OWER 31,080,125 OF OWER 31,08 | TION  R  DWER  POWER   |                      |          |              |               |             |

|  | PERCENT                          | OF CLA                   | ASS REPRESENTE   | ED BY AMO  | UNT IN ROW ( | (11)      |          |          |         |
|--|----------------------------------|--------------------------|--|--|--------------|-----------|----------|----------|---------|
|  |                                  |                          | 3.4  | 18   |              |           |          |          |         |
| 14   | TYPE OF                          | REPOR'                   | TING PERSON*   |  |              |           |          |          |         |
|  |                                  |                          | 1I<br>   | 1  |              |           |          |          |         |
|  |                                  |                          | SCF  | HEDULE 13  | D            |           |          |          |         |
| CUSIP NO.  | . F97982                         | 10                       |  |  | PAGE         | 7         | OF       |          | 28      |
| 1  | I.R.S.<br>MATTHEW                | IDENTII<br>BRONFI        | TING PERSONS<br>FICATION NO. (<br>MAN, individua<br>it of descenda                             | ally and   | as trustee u | ınder a d | certain  | trust    | <br>:   |
| 2  | CHECK T                          | HE APPI                  | ROPRIATE BOX 1   | F A MEMB   | ER OF A GROU | JP*       |          | (a)      | [ ]     |
|  |                                  |                          |  |  |              |           |          | (b)      | [ ]     |
| 3  | SEC USE                          | ONLY                     |  |  |              |           |          |          |         |
| 4  | SOURCES                          | OF FUI                   | <br>NDS*   |  |              |           |          |          |         |
| 5<br>5   | CHECK B                          | <br>OX TF I              | <br>DISCLOSURE OF  | TECAL DD   |              |           |          | יייוא או |         |
|  | ITEMS 2                          |                          |  | LEGAL PR   | OCEEDINGS IS | REQUIRE   | ID FORSC | JAIN I   | [ ]     |
| 6  | ITEMS 2                          | (d) or                   |  |  |              |           | D FURSC  |          |         |
| 6  | ITEMS 2                          | (d) or<br><br>SHIP O     | 2(e)   |  |              | REQUIRE   |          |          |         |
|  | ITEMS 2                          | (d) or  SHIP OR  UNITE   | 2(e)<br><br>R PLACE OF ORC   | GANIZATIO  |              |           |          |          |         |
| NUMBER C   | ITEMS 2 CITIZEN CITIZEN          | (d) or  SHIP OR  UNITE   | 2(e)  R PLACE OF ORC   | JANIZATIO  |              | REQUIRE   |          |          |         |
| NUMBER C   | ITEMS 2 CITIZEN CITIZEN  DF      | (d) or SHIP OH UNITH     | 2 (e)  R PLACE OF ORG  ED STATES  SOLE VOTING E  | GANIZATIO  |              | REQUIRE   |          |          |         |
| NUMBER C<br>SHARES<br>BENEFICIA  | ITEMS 2 CITIZEN CITIZEN  DF ALLY | (d) or SHIP OH UNITH     | 2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F   | G POWER  |              | . REQUIRE |          |          |         |
| NUMBER C<br>SHARES<br>BENEFICIA<br>OWNED E<br>EACH                               | ITEMS 2 CITIZEN CITIZEN  DF ALLY | (d) or SHIP OF UNITE 7   | 2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F  192  SHARED VOTING                           | GANIZATIO  POWER  POWER  POWER  POWER  | N            |           |          |          | []      |
| NUMBER C<br>SHARES<br>BENEFICIA<br>OWNED E<br>EACH<br>REPORTIN<br>PERSON         | ITEMS 2 CITIZEN CITIZEN  DF ALLY | (d) or SHIP OF UNITE 7   | 2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F  192  SHARED VOTING  31,541,21                | FANIZATIO  POWER  POWER  POWER  POWER  POWER   | N            |           |          |          | []      |
| NUMBER C<br>SHARES<br>BENEFICIA<br>OWNED E<br>EACH<br>REPORTIN<br>PERSON         | ITEMS 2 CITIZEN CITIZEN  DF ALLY | (d) or SHIP OF UNITE 7 8 | 2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F  192  SHARED VOTING  31,541,21                | FOWER  POWER  POWER  POWER  POWER  | N            |           |          |          | [ ]<br> |
| NUMBER C<br>SHARES<br>BENEFICIA<br>OWNED E<br>EACH<br>REPORTIN<br>PERSON         | ITEMS 2 CITIZEN CITIZEN  DF ALLY | (d) or SHIP OF UNITE 7 8 | 2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F  SHARED VOTING  31,541,21  SOLE DISPOSIT      | FOWER  POWER  POWER  POWER  POWER  POWER  POWER  POWER  POWER  | N            |           |          |          | [ ]<br> |
| NUMBER C<br>SHARES<br>BENEFICIA<br>OWNED E<br>EACH<br>REPORTIN<br>PERSON<br>WITH | ITEMS 2 CITIZEN DF ALLY 3Y       | (d) or SHIP OH UNITH 7 8 | 2 (e)  R PLACE OF ORCE  ED STATES  SOLE VOTING F  SHARED VOTING  31,541,21  SOLE DISPOSIT      | GANIZATIO  COWER  POWER  POWER | N  R  OWER   |           |          |          | [ ]<br> |
| NUMBER C<br>SHARES<br>BENEFICIA<br>OWNED E<br>EACH<br>REPORTIN<br>PERSON<br>WITH | ITEMS 2 CITIZEN DF ALLY 3Y       | (d) or SHIP OH UNITH 7 8 | 2 (e)  R PLACE OF ORCO  ED STATES  SOLE VOTING E  192  SHARED VOTING  31,541,21  SOLE DISPOSIT | GANIZATIO  COWER  COWER  COMER  COMER | N  R  OWER   | ORTING E  | PERSON   |          |         |

| 13                   | PERCENT                      | r of c                   | CLASS REPR | ESENTED B           | Y AMOUNT              | IN ROW (  | 11)      |                                 |                   |
|----------------------|------------------------------|--------------------------|------------|---------------------|-----------------------|-----------|----------|---------------------------------|-------------------|
|                      |                              |                          |            | 3.1%                |                       |           |          |                                 |                   |
| 14                   | TYPE OF                      | REPC                     | RTING PER  | SON*                |                       |           |          |                                 |                   |
|                      |                              |                          |            | IN                  |                       |           |          |                                 |                   |
|                      |                              |                          |            | SCHEDU              | LE 13D                |           |          |                                 |                   |
| CUSIP NO.            | F97982                       | <br>210                  |            |                     |                       | PAGE      | 8<br>    | OF                              | 28                |
| 1                    | I.R.S.<br>STEPHEN<br>the ber | IDENT<br>N R. E<br>nefit |            | NO. OF Alindividual | lly, as t<br>the late | rustee u  | nder cer | LY)<br>tain trust<br>and as di: |                   |
| 2                    | CHECK 1                      | <br>ГНЕ АР               | PROPRIATE  | BOX IF A            | MEMBER (              | DF A GROU | <br>P*   | ( (                             | a) [ }            |
|                      |                              |                          |            |                     |                       |           |          | ()                              | b) [ ]            |
| 3                    | SEC USE                      | E ONLY                   |            |                     |                       |           |          |                                 |                   |
| 4                    | SOURCES                      | <br>5 OF F               | 'UNDS*     |                     |                       |           |          |                                 |                   |
| 5                    | CHECK E                      |                          |            | RE OF LEGA          | AL PROCEF             | EDINGS IS | REQUIRE  | D PURSUAN                       | T TO [ ]          |
| 6                    | CITIZEN                      | NSHIP                    | OR PLACE   | OF ORGANI           | ZATION                |           |          |                                 |                   |
|                      |                              | CAN                      | IADA       |                     |                       |           |          |                                 |                   |
|                      |                              | 7                        | SOLE VO    | TING POWE           | <br>R                 |           |          |                                 |                   |
| NUMBER O             |                              |                          | 3,         | 942,661             |                       |           |          |                                 |                   |
| BENEFICIA<br>OWNED B |                              | 8                        | SHARED     | VOTING PO           | WER                   |           |          |                                 |                   |
| EACH<br>REPORTIN     | G                            |                          | 9,         | 753 <b>,</b> 745    |                       |           |          |                                 |                   |
| PERSON<br>WITH       |                              | 9                        | SOLE DI    | SPOSITIVE           |                       |           |          |                                 |                   |
|                      |                              |                          | 3,         | 942,661             |                       |           |          |                                 |                   |
|                      |                              | 10                       | SHARED     | DISPOSIT            |                       | ₹         |          |                                 |                   |
|                      |                              |                          | 9          | ,753,745            |                       |           |          |                                 |                   |
| 11                   | AGGREG <i>I</i>              | ATE AM                   | MOUNT BENE | FICIALLY (          | OWNED BY              | EACH REP  | ORTING P | ERSON                           |                   |
|                      |                              |                          | 13         | ,696,406            |                       |           |          |                                 |                   |
| 12                   | CHECK I                      | BOX IF                   | THE AGGR   | EGATE AMO           |                       | DW (11) E |          | CERTAIN SI                      | <br>HARES*<br>[ ] |

| 13  | PERCEN'                  | I OF CI           | LASS REP                 | RESENTED E   | BY AMOUNT                | IN ROW (               | <br>11)  |                               |      |
|---|--------------------------|-------------------|--------------------------|--|--------------------------|------------------------|----------|-------------------------------|------|
|   |                          |                   |                          | 1.3%   |                          |                        |          |                               |      |
| 14  | TYPE O                   | <br>F REPOI       | <br>RTING PE             | <br>RSON*  |                          |                        |          |                               |      |
|   |                          |                   |                          | IN   |                          |                        |          |                               |      |
|   |                          |                   |                          |  |                          |                        |          |                               |      |
|   |                          |                   |                          | SCHEDU   | JLE 13D                  |                        |          |                               |      |
| CUSIP NO.                                     | . F97982                 | 210               |                          |  |                          | PAGE                   | 9        | OF                            | 2    |
| 1   | I.R.S.<br>ELLEN<br>trust | IDENT:<br>J. BRON | NFMAN HAU<br>e benefit   | N NO. OF A   | ndividuall<br>endants of | Ly, as tr<br>f the lat | ustee un | LY)<br>der a cert<br>Bronfman |      |
| 2   | CHECK '                  | <br>THE API       | PROPRIATI                | <br>E BOX IF <i>A</i>                                  | A MEMBER (               | OF A GROU              | <br>P*   | ( <i>ē</i>                    | a) [ |
|   |                          |                   |                          |  |                          |                        |          | (b                            | ) [  |
| 3   | SEC USI                  | E ONLY            |                          |  |                          |                        |          |                               |      |
| 4   | SOURCE                   | S OF FU           | JNDS*                    |  |                          |                        |          |                               |      |
| 5   | CHECK I                  |                   |                          | URE OF LEC   | GAL PROCE                | EDINGS IS              | REQUIRE  | D PURSUANI                    | OT 7 |
| 6   | CITIZE                   | NSHIP (           | OR PLACE                 | OF ORGAN   | ZATION                   |                        |          |                               |      |
|   |                          |                   |                          |  |                          |                        |          |                               |      |
|   |                          | CANA              | ADA                      |  |                          |                        |          |                               |      |
| NUMBER C                                      |                          | CAN <i>i</i><br>7 |                          | OTING POWE   | <br>IR                   |                        |          |                               |      |
| NUMBER C                                      |                          |                   | SOLE V                   | <br>OTING POWE   | <br>IR                   |                        |          |                               |      |
| SHARES<br>BENEFICIA<br>OWNED E                | ALLY                     | 7                 | SOLE V0                  |  |                          |                        |          |                               |      |
| SHARES BENEFICIA OWNED E EACH REPORTIN        | ALLY<br>BY               | 7                 | SOLE VO                  | 9 <b>,</b> 700<br>                                     | OWER                     |                        |          |                               |      |
| SHARES<br>BENEFICIA<br>OWNED E<br>EACH        | ALLY<br>BY               | 7                 | SOLE VO 709 SHARED 6,418 | 9,700<br><br>VOTING PO                                 | )WER                     |                        |          |                               |      |
| SHARES BENEFICIA OWNED E EACH REPORTIN PERSON | ALLY<br>BY               | 7                 | SOLE VO                  | 9,700<br><br>VOTING PO<br>8,869<br><br>ISPOSITIVE      | OWER                     |                        |          |                               |      |
| SHARES BENEFICIA OWNED E EACH REPORTIN PERSON | ALLY<br>BY               | 7                 | SOLE VO                  | 9,700<br><br>VOTING PO<br>8,869<br><br>ISPOSITIVE      | OWER POWER               |                        |          |                               |      |
| SHARES BENEFICIA OWNED E EACH REPORTIN PERSON | ALLY<br>BY               | 7 8 9             | SOLE VO                  | 9,700<br>VOTING PO<br>8,869<br><br>ISPOSITIVE<br>9,700 | OWER POWER               |                        |          |                               |      |
| SHARES BENEFICIA OWNED E EACH REPORTIN PERSON | ALLY<br>BY<br>NG         | 7 8 9 10          | SOLE VO                  | 9,700  VOTING PO  8,869  ISPOSITIVE  9,700  D DISPOSIT | DWER E POWER CIVE POWER  | <br>?                  |          |                               |      |

| 13                   | PERCEN         | T OF   | CLASS          | S REPI          | RESEN          | NTED E                  | BY AMOUN                         | II II   | N ROW  | (11) |            |       |            |         |
|----------------------|----------------|--------|----------------|-----------------|----------------|-------------------------|----------------------------------|---------|--------|------|------------|-------|------------|---------|
|                      |                |        |                | (               | 0.7%           |                         |                                  |         |        |      |            |       |            |         |
| 14                   | TYPE O         | F REP  | ORTIN          | IG PEI          | RSON*          | *                       |                                  |         |        |      |            |       |            |         |
|                      |                |        |                | :               | IN             |                         |                                  |         |        |      |            |       |            |         |
|                      |                |        |                |                 | S              | SCHEDU                  | JLE 13D                          |         |        |      |            |       |            |         |
| CUSIP NO.            | <br>F9798      | 210    |                |                 |                |                         |                                  |         | PAGE   |      | <br>10     |       | <br>OF     |         |
| 1                    | MILDRE         | IDEN'  | TIFIC<br>IK, a | CATION<br>as tr | N NO.<br>ustee | . OF <i>F</i><br>e unde | ABOVE PE<br>er certa<br>L Bronfm | ain t   |        |      |            |       | fit of     |         |
| 2                    | CHECK          | THE A  | PPROP          | PRIATI          | E BOX          | X IF <i>P</i>           | A MEMBEF                         | ROF     | A GRO  | UP*  |            |       | (a         | ) [     |
|                      |                |        |                |                 |                |                         |                                  |         |        |      |            |       | (b         | ) [     |
| 3                    | SEC US         | E ONL  | Y              |                 |                |                         |                                  |         |        |      |            |       |            |         |
| 4                    | SOURCE         | S OF 1 | FUNDS          | <br>S*          |                |                         |                                  |         |        |      |            |       |            |         |
| 5                    | CHECK<br>ITEMS |        |                |                 | URE C          | OF LEG                  | GAL PROC                         | CEEDI   | INGS I | S RE | <br>QUIREI | D PUI | <br>RSUANT | OT<br>] |
| 6                    | CITIZE         | NSHIP  | OR P           | PLACE           | OF C           | ORGANI                  | ZATION                           |         |        |      |            |       |            |         |
|                      |                | UN     | ITED           | STATI           | ES             |                         |                                  |         |        |      |            |       |            |         |
|                      |                | 7      | <br>SC         | DLE V           | OTING          | G POWE                  | <br>ER                           |         |        |      |            |       |            |         |
| NUMBER O             | F              |        |                |                 |                | 0                       |                                  |         |        |      |            |       |            |         |
| BENEFICIA<br>OWNED B |                | 8      | <br>SH         | <br>HARED       | VOTI           | <br>ING PC              | OWER                             |         |        |      |            |       |            |         |
| EACH<br>REPORTIN     | G              |        |                | 32              | ,730,          | ,431                    |                                  |         |        |      |            |       |            |         |
| PERSON<br>WITH       |                | 9      | <br>SC         | DLE D           |                | <br>SITIVE              | <br>E POWER                      |         |        |      |            |       |            |         |
|                      |                |        |                |                 |                | 0                       |                                  |         |        |      |            |       |            |         |
|                      |                | 10     | <br>S          | <br>SHAREI      | <br>D DIS      | <br>SPOSIT              | <br>TIVE POW                     | <br>IER |        |      |            |       |            |         |
|                      |                |        |                | 3:              | 2 <b>,</b> 730 | 0,431                   |                                  |         |        |      |            |       |            |         |
| 11                   | AGGREG         | ATE AI | <br>MOUNT      | BENI            | <br>EFICI      | <br>IALLY               | OWNED E                          |         |        |      |            |       | N          |         |
|                      |                |        |                | 3:              | 2 <b>,</b> 730 | 0,431                   |                                  |         |        |      |            |       |            |         |
|                      | <br>CHECK      |        |                |                 |                |                         |                                  |         |        |      |            |       |            |         |

| 13                   | PERCENT                                    | OF CI           | LASS 1         | REPRE        | SENTE    | D BY      | AMO   | UNT    | IN I      | ROW      | (11  | )     |           |      |      |        |
|----------------------|--|-----------------|----------------|--------------|----------|-----------|-------|--------|-----------|----------|------|-------|-----------|------|------|--------|
|                      |  |                 |                |              | 3        | 3.2%      |       |        |           |          |      |       |           |      |      |        |
| 14                   | TYPE OF                                    | REPO            | RTING          | PERS         |          |           |       |        |           |          |      |       |           |      |      |        |
|                      |  |                 |                |              |          | IN        |       |        |           |          |      |       |           |      |      |        |
|                      |  |                 |                |              |          |           |       |        |           |          |      |       |           |      |      |        |
|                      |  |                 |                |              | SCH      | IEDUL     | E I   | 3D     |           |          |      |       |           |      |      |        |
| CUSIP NO.            | F979821                                    | 10              |                |              |          |           |       |        | P.        | AGE      |      | 11    |           | OF   |      | 28     |
| 1                    | NAME OF<br>I.R.S. I<br>MAYO A.<br>of desce | IDENT:<br>SHAT: | IFICA<br>TUCK, | TION<br>III, | NO. C    | rust      | ee ı  | ınder  | cei       | rtai     |      |       |           | the  | bene | efit   |
| 2                    | CHECK                                      | THE A           | PPROPI         | RIATE        | BOX      | IF A      | MEN   | 1BER   | OF A      | A GF     | ROUP | *     |           |      | (a)  | [ ]    |
|                      |  |                 |                |              |          |           |       |        |           |          |      |       |           |      | (b)  | [ ]    |
| 3                    | SEC USE                                    | ONLY            |                |              |          |           |       |        |           |          |      |       |           |      |      |        |
| 4                    | SOURCES                                    | OF FU           | UNDS*          |              |          |           |       |        |           |          |      |       |           |      |      |        |
| 5                    | CHECK BO                                   |                 |                |              | <br>E OF | LEGA      | .L PI | ROCEE  | DING      | <br>GS 1 | IS R | EQUII | <br>RED P | URSU |      | TO [ ] |
| 6                    | CITIZENS                                   | <br>SHIP (      | OR PL          | ACE O        | F ORG    | <br>GANIZ | ATIC  | <br>)N |           |          |      |       |           |      |      |        |
|                      |  | UNI             | TED S          | TATES        |          |           |       |        |           |          |      |       |           |      |      |        |
|                      |  | 7               | SOLI           | <br>E VOT    | ING P    | OWER      |       |        |           |          |      |       |           |      |      |        |
| NUMBER O<br>SHARES   | F  |                 |                |              |          | 0         |       |        |           |          |      |       |           |      |      |        |
| BENEFICIA<br>OWNED B |  | 8               | SHAI           | <br>RED V    | OTING    | POW       | ER    |        |           |          |      |       |           |      |      |        |
| EACH<br>REPORTIN     | G  |                 |                |              | 32,73    | 30,43     | 1     |        |           |          |      |       |           |      |      |        |
| PERSON<br>WITH       |  | 9               | SOL            | <br>E DIS    | POSIT    | IVE       | POWE  | <br>ER |           |          |      |       |           |      |      |        |
|                      |  |                 |                |              |          |           | 0     |        |           |          |      |       |           |      |      |        |
|                      |  | 10              | SH             | ARED         | DISPO    | SITI      | VE I  | OWEF   |           |          |      |       |           |      |      |        |
|                      |  |                 |                |              | 32,73    | 30,43     | 1     |        |           |          |      |       |           |      |      |        |
| 11                   | AGGREGAT                                   | re amo          | OUNT I         | BENEF        | ICIAL    | LY O      | WNEI  | BY     | EAC       | H RE     | EPOR | TING  | PERS      | ON   |      |        |
|                      |  |                 |                |              | 32,73    | 30,43     | 1     |        |           |          |      |       |           |      |      |        |
| 12                   | CHECK BO                                   | OX IF           | THE A          | aggre        | GATE     | AMOU      | NT I  | N RC   | <br>)W (1 |          |      |       |           |      |      |        |
| 13                   | PERCENT                                    | OF CI           |                |              | SENTE    |           |       |        |           |          |      |       |           |      |      |        |

|                     |                            |                                 |   | 3.2%                         |              |                     |                        |         |      |
|---------------------|----------------------------|---------------------------------|---|------------------------------|--------------|---------------------|------------------------|---------|------|
| 14                  | TYPE C                     | F REPORT                        | CING PERSON*  |                              |              |                     |                        |         |      |
|                     |                            |                                 |   | IN                           |              |                     |                        |         |      |
|                     |                            |                                 | SCH   | HEDULE 13D                   |              |                     |                        |         |      |
| CUSIP NO.           | <br>F9798                  | 210                             |   |                              | PAGE         | 12                  | <br>OF                 |         | 28   |
| 1                   | I.R.S.<br>JOHN S<br>the be | IDENTIF<br>. WEINBE<br>nefit of | TING PERSONS TICATION NO. C ERG, individua Tohn S. Weir t of descenda | ılly, as tru<br>nberg and as | stee unde    | er a cer<br>under c | tain trus<br>ertain tr |         |      |
| 2                   | CHECK                      | THE APPR                        | ROPRIATE BOX I  | F A MEMBER                   | OF A GRO     | <br>UP*             |                        |         | [ ]  |
| 3                   | SEC US                     | E ONLY                          |   |                              |              |                     |                        | (b)<br> | [ ]  |
| 4                   | SOURCE                     | S OF FUN                        | IDS*  |                              |              |                     |                        |         |      |
| 5                   |                            | BOX IF D<br>2(d) or             | DISCLOSURE OF 2 (e)   | LEGAL PROCE                  | EDINGS I     | S REQUIR            | ED PURSU <i>f</i>      | NT      | TO [ |
| 6                   | CITIZE                     |                                 | PLACE OF ORG  | GANIZATION                   |              |                     |                        |         |      |
| NUMBER O            | F                          | 7                               | SOLE VOTING F   | OWER                         |              |                     |                        |         |      |
| SHARES<br>BENEFICIA | LLY                        |                                 |   | 800                          |              |                     |                        |         |      |
| OWNED B<br>EACH     | Y                          | 8                               | SHARED VOTING   | G POWER                      |              |                     |                        |         |      |
| REPORTIN<br>PERSON  | G                          |                                 | 32 <b>,</b> 73  | 84 <b>,</b> 831<br>          |              |                     |                        |         |      |
| WITH                |                            | 9                               | SOLE DISPOSIT   | IVE POWER                    |              |                     |                        |         |      |
|                     |                            |                                 |   | 800                          |              |                     |                        |         |      |
|                     |                            | 10                              | SHARED DISPO  | SITIVE POWE                  | IR           |                     |                        |         |      |
|                     |                            |                                 | 32,7  | 34,831                       |              |                     |                        |         |      |
| 11                  | AGGREG                     | ATE AMOU                        | JNT BENEFICIAI  | LY OWNED BY                  | EACH RE      | PORTING :           | PERSON                 |         |      |
|                     |                            |                                 | 32,7  | '35 <b>,</b> 631             |              |                     |                        |         |      |
| 12                  | CHECK                      | BOX IF T                        | THE AGGREGATE   |                              |              |                     | CERTAIN                |         |      |
| <br>13              | PERCEN                     | T OF CLA                        | <br>ASS REPRESENTE  | D BY AMOUNT                  | <br>' IN ROW | <br>(11)            |                        |         |      |

3.2% \_\_\_\_\_\_ 14 TYPE OF REPORTING PERSON\* -----SCHEDULE 13D PAGE 13 OF 28 CUSIP NO. F9798210 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. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (b) [ ] SEC USE ONLY \_\_\_\_\_\_ SOURCES OF FUNDS\* \_\_\_\_\_\_ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)[ ] CITIZENSHIP OR PLACE OF ORGANIZATION CANADA \_\_\_\_\_\_ 7 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER EACH REPORTING 7,505,769 PERSON \_\_\_\_\_ 9 SOLE DISPOSITIVE POWER WITH 0 \_\_\_\_\_\_ 10 SHARED DISPOSITIVE POWER 7,505,769 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,505,769 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

| 13                   | PERCENT  | OF C             | LASS REI        | PRESENTED                                    | BY AM   | OUNT I     | IN ROW  | (11)  |        |       |           |        |
|----------------------|----------|------------------|-----------------|--|---------|------------|---------|-------|--------|-------|-----------|--------|
|                      |          |                  |                 |  | 0.7%    |            |         |       |        |       |           |        |
| 14                   | TYPE OF  | REPO             | RTING PE        | ERSON*                                       |         |            |         |       |        |       |           |        |
|                      |          |                  |                 |  | IN      |            |         |       |        |       |           |        |
|                      |          |                  |                 | SCHE   | EDULE 1 | 3D         |         |       |        |       |           |        |
| CUSIP NO.            | F979821  | 10               |                 |  |         |            | PAGE    |       | 14     | (     | <br>OF    | 28     |
| 1                    | ROBERT S | IDENT:<br>S. VII | IFICATIONEBERG, | ERSONS<br>ON NO. OF<br>as trust<br>late Samu | ee und  | er cer     | rtain t |       |        |       | benefi    | .t of  |
| 2                    | CHECK TH | HE API           | PROPRIA         | TE BOX IF                                    | A MEM   | BER OF     | A GRO   | OUP*  |        |       | (a)       | [ ]    |
|                      |          |                  |                 |  |         |            |         |       |        |       | (b)       | [ ]    |
| 3                    | SEC USE  | ONLY             |                 |  |         |            |         |       |        |       |           |        |
| 4                    | SOURCES  | OF F             | JNDS*           |  |         |            |         |       |        |       |           |        |
| 5                    | CHECK BO |                  |                 | SURE OF I                                    | LEGAL P | <br>ROCEED | OINGS   | IS RE |        | D PUR | <br>SUANT | TO [ ] |
| 6                    | CITIZENS | SHIP (           | OR PLACE        | E OF ORGA                                    | ANIZATI | <br>ON     |         |       |        |       |           |        |
|                      |          | CAN              | ADA             |  |         |            |         |       |        |       |           |        |
| NUMBER O             | г        | 7                | SOLE V          | VOTING PC                                    | )WER    |            |         |       |        |       |           |        |
| SHARES               |          |                  |                 |  | 0       |            |         |       |        |       |           |        |
| BENEFICIA<br>OWNED B |          | 8                | SHAREI          | O VOTING                                     | POWER   |            |         |       |        |       |           |        |
| EACH<br>REPORTIN     | G        |                  |                 | 8,623,                                       | 038     |            |         |       |        |       |           |        |
| PERSON<br>WITH       |          | 9                | SOLE I          | DISPOSITI                                    | VE POW  | <br>ER     |         |       |        |       |           |        |
|                      |          |                  |                 |  | 0       |            |         |       |        |       |           |        |
|                      |          | 10               | SHARI           | ED DISPOS                                    | SITIVE  |            |         |       |        |       |           |        |
|                      |          |                  |                 | 8,623,0                                      | 38      |            |         |       |        |       |           |        |
| 11                   | AGGREGAT | TE AM            | OUNT BE         | NEFICIALI                                    | Y OWNE  | D BY E     | EACH RI | EPORT | 'ING P | ERSON |           |        |
|                      |          |                  |                 | 8,623,0                                      | 38      |            |         |       |        |       |           |        |
| 12                   | CHECK BO | OX IF            | THE AGO         | GREGATE A                                    | AMOUNT  | IN ROW     | V (11)  | EXCL  | UDES   | CERTA | IN SHA    | ARES*  |
| 13                   | PERCENT  | OF C             | LASS REI        | PRESENTED                                    |         |            | IN ROW  |       |        |       |           |        |

|                               |                 |                 | 0.8%   |               |             |           |       |                     |
|-------------------------------|-----------------|-----------------|--|---------------|-------------|-----------|-------|---------------------|
| 14                            | TYPE            | OF REPO         | RTING PERSON*  |               |             |           |       |                     |
|                               |                 |                 | IN   |               |             |           |       |                     |
|                               |                 |                 | SCHEDULE   | 13D           |             |           |       |                     |
| CUSIP NO.                     | F979            | <br>8210        |  | PAGE          | <br>15      | OF        |       | 28                  |
| 1                             | I.R.S<br>E. LEG | . IDENT         | RTING PERSONS IFICATION NO. OF ABOV R, as trustee under a of the late Samuel B | a certain tru |             | -         | of    |                     |
| 2                             | CHECK           | THE API         | PROPRIATE BOX IF A ME  | EMBER OF A GR | OUP*        |           | (a) [ | -                   |
| 3                             | SEC U           | SE ONLY         |  |               |             | ·         |       |                     |
| 4                             | SOURCI          | ES OF F         | JNDS*  |               |             |           |       |                     |
| 5                             |                 | BOX IF 2 (d) o: | DISCLOSURE OF LEGAL<br>r 2(e)  | PROCEEDINGS   | IS REQUIREI | PURSUAN   | _     | <br>C<br>[ ]        |
| 6                             | CITIZ           | ENSHIP (        | DR PLACE OF ORGANIZAT  | rion          |             |           |       |                     |
|                               |                 | 7               | SOLE VOTING POWER  |               |             |           |       |                     |
| NUMBER O                      |                 |                 | 0  |               |             |           |       |                     |
| BENEFICIA<br>OWNED B'<br>EACH |                 | 8               | SHARED VOTING POWER  | ₹             |             |           |       |                     |
| REPORTING PERSON              | G               |                 | 2,247,500  |               |             |           |       |                     |
| WITH                          |                 | 9               | SOLE DISPOSITIVE PO  | OWER          |             |           |       |                     |
|                               |                 |                 | 0  |               |             |           |       |                     |
|                               |                 | 10              | SHARED DISPOSITIVE   |               |             |           |       |                     |
|                               |                 |                 | 2,247,500  |               |             |           |       |                     |
| 11                            | AGGRE           | GATE AM         | OUNT BENEFICIALLY OWN  | NED BY EACH R | EPORTING PE | ERSON     |       |                     |
|                               |                 |                 | 2,247,500  |               |             |           |       |                     |
| 12                            | CHECK           | BOX IF          | THE AGGREGATE AMOUNT   | Γ IN ROW (11) |             | CERTAIN S |       | <br>Es <sup>†</sup> |
| 13                            | PERCEI          | NT OF C         | LASS REPRESENTED BY A  | AMOUNT IN ROW | (11)        |           |       |                     |

0.2% 14 TYPE OF REPORTING PERSON\* TN \_\_\_\_\_\_ SCHEDULE 13D CUSIP NO. F9798210 PAGE 16 OF 28 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) [ ] SEC USE ONLY SOURCES OF FUNDS\* \_\_\_\_\_\_ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)CITIZENSHIP OR PLACE OF ORGANIZATION CANADA \_\_\_\_\_\_ SOLE VOTING POWER NUMBER OF SHARES 750 BENEFICIALLY OWNED BY \_\_\_\_\_\_ 8 SHARED VOTING POWER EACH REPORTING 2,247,500 PERSON WITH 9 SOLE DISPOSITIVE POWER 750 \_\_\_\_\_ 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)

| 14  | TYPE C  | F REP               | ORTIN          | G PE | RSON         | 1*    |          |         |      |          |         |          |       |       |      |      |                 |
|---|---|---------------------|----------------|------|--------------|-------|----------|---------|------|----------|---------|----------|-------|-------|------|------|-----------------|
|   |   |                     |                |      |              |       | I        | N       |      |          |         |          |       |       |      |      |                 |
|   |   |                     |                |      |              | SCHE  | EDUL     | Æ 1     | 3D   |          |         |          |       |       |      |      |                 |
| CUSIP NO.                                   | F9798   | 210                 |                |      |              |       |          |         |      |          | PAGE    |          | 17    |       | OF   |      | 28              |
| 1   | NAME CI.R.S.<br>BRUCE<br>for th                         | IDEN                | TIFIC<br>DELSO | ATIO | N NO<br>ndiv | ). OF | ally     | an      | d as | trı      | ıste    | e un     | der a | cer   |      | trus | <br>st          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ |                     |                |      |              |       |          |         |      |          |         |          |       |       |      |      |                 |
| 3   | SEC USE ONLY  |                     |                |      |              |       |          |         |      |          |         |          |       |       |      |      |                 |
| 4   | SOURCE  | S OF                | <br>FUNDS      | *    |              |       |          |         |      |          |         |          |       |       |      |      |                 |
| 5   | CHECK<br>ITEMS  |                     |                |      | URE          | OF I  | LEGA     | <br>L P | ROCE | <br>EDII | <br>NGS | <br>IS R | EQUIF | RED P | URSU |      | <br>ro<br>[ ]   |
| 6   | CITIZE  |                     | OR P           |      |              | ORGA  | ANIZ     | ATI     | ON   |          |         |          |       |       |      |      |                 |
|   |   | 7 SOLE VOTING POWER |                |      |              |       |          |         |      |          |         |          |       |       |      |      |                 |
| NUMBER OF SHARES                            | ?   |                     |                |      |              | 24    | 12,3     | 868     |      |          |         |          |       |       |      |      |                 |
| BENEFICIA OWNED B EACH REPORTIN PERSON WITH |   | 8                   | <br>SH         | ARED | VOT          | ING   | POW      | IER     |      |          |         |          |       |       |      |      |                 |
|   | G   |                     |                |      |              |       |          | 0       |      |          |         |          |       |       |      |      |                 |
|   | 9 SOLE DISPOSITIVE POWER                                |                     |                |      |              |       |          |         |      |          |         |          |       |       |      |      |                 |
|   |   |                     |                |      |              | 24    | 12,3     | 868     |      |          |         |          |       |       |      |      |                 |
|   |   | 10                  | <br>S          | HARE | D DI         | SPOS  | <br>SITI | VE      | POWE |          |         |          |       |       |      |      |                 |
|   |   |                     |                |      |              |       |          | 0       |      |          |         |          |       |       |      |      |                 |
| 11  | AGGREG  | ATE A               | <br>MOUNT      | BEN  | EFIC         | CIALI | LY O     | WNE     | D BY | EAC      | CH R    | EPOR     | TING  | PERS  | ON   |      |                 |
|   |   |                     |                |      |              | 24    | 12,3     | 868     |      |          |         |          |       |       |      |      |                 |
| 12  | CHECK   | BOX I               | <br>F THE      |      |              |       |          |         |      |          |         |          | LUDES |       | TAIN | SHAI | <br>RES*<br>[ ] |
| 13  | PERCEN  | T OF                | <br>CLASS      | REP  | RESE         | NTED  | <br>D BY | AM      | TNUC | IN       | ROW     | (11      | .)    |       |      |      |                 |
|   |   |                     |                |      | LES          | S TH  | HAN      | 0.1     | 90   |          |         |          |       |       |      |      |                 |

TYPE OF REPORTING PERSON\* 14 ΤN SCHEDULE 13D CUSIP No.F9798210 Page 18 of 28 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. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [ ] 3 SEC USE ONLY SOURCE OF FUNDS\* CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ] CITIZENSHIP OR PLACE OF ORGANIZATION LUXEMBOURG 7 SOLE VOTING POWER 10,000,000 NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY 0 OWNED BY EACH 9 SOLE DISPOSITIVE POWER REPORTING 10,000,000 PERSON 10 SHARED DISPOSITIVE POWER WITH 0

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

PHYLLIS LAMBERT Canadian Centre for Architecture 1920 Baile Street Montreal, Quebec Canada H3H 2S2

Architect

E. LEO KOLBER Member of the Canadian Senate

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

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CITI

Cana

Cana

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

President and Chief Executive Officer of Claridge Inc.

Cana

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

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.

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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.

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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  $59.0482\ \text{Euros}$ .

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.

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#### 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

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

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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

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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

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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

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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)

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

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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

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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

descendants of the late Samuel Bronfman

By: /s/ Mildred Kalik

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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

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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

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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

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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

Bronfman

By: /s/ Michel Boucher

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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

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Michel Boucher Attorney-in-Fact