



03 APR -1 AM 7:21

March 31, 2003

Via Overnight Express Service

Securities and Exchange Commission
Office of International Corporate Finance
450 Fifth Street, N.W.
Washington, D.C. 20549

SUPPL



Re: SPL WorldGroup B.V.
File No. 82-34708
Additional Submission Pursuant to Rule 12g3-2(b)
under the Securities Exchange Act of 1934

PROCESSED
JUN 03 2003
THOMSON
FINANCIAL

Ladies and Gentlemen:

The following additional information is furnished on behalf of SPL WorldGroup B.V., or the Company, a private limited liability company organized under the laws of The Netherlands, pursuant to the exemption granted to the Company under Rule 12g3-2(b) under the Securities Exchange Act of 1934. The Company's file number is 82-34708.

We are enclosing the following documents that arose since the date of the Company's last submission:

1. Additional Information the Company has posted on its internet website

By providing the foregoing information, the Company is not admitting that all of such information is material to an investment decision in its equity securities.

If you have any questions or require any additional information, please contact me at (415) 357-4767 or Robert A. Zuccaro of Latham & Watkins at (212) 906-1295.

dlw
6/2



Please acknowledge receipt of this letter and the enclosures by stamping the enclosed copy of this letter and returning it to me in the enclosed self-addressed stamped envelope.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Richard V. Zolezzi', is written over the typed name.

Richard V. Zolezzi
Senior Vice President and
General Counsel

cc: Robert A. Zuccaro, Esq.

Enclosures



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What Customers Are Saying about SPL

SPL clients talk about their successful experiences with SPL's customer management solutions. Select a video clip below to find out more!

*NOTE: The videos below require either Real Player or Windows Media Player. If you don't have it installed on your computer, you can download these players for free. Click on your choice of players below to begin a download.

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What Customers Are Saying About: Successful Implementations

Our successful implementation record is something we pride ourselves on — hear more from Australia Gas Light (AGL), Minnesota Power and Aquila (formerly UtiliCorp) about their go-live experiences with SPL.

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What Customers Are Saying About: Flexibility

Flexibility is important to Texas Utilities (TXU), Idaho Power and Omaha Public Power District (OPPD) — find out more.

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What Customers Are Saying About: The SPL Business Advantage

Learn more about how Aquila (formerly UtiliCorp) and Minnesota Power have experienced the SPL Advantage first hand.

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What Customers Are Saying About: Adaptability

Hear from Idaho Power and npower on the adaptability of SPL solutions.

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SPL WorldGroup and Alliances

At SPL WorldGroup, we understand that our clients are facing more complex challenges with their *customer care and billing requirements* than ever before. To add to that challenge there are even more choices of technology, software and services. Creating the right business solution often requires the integration of different software products, technologies and services.

Forming proactive alliance partnerships with the best complementary product, service and technology providers is the foundation of our alliance vision — so our clients can leverage the most effective and complete business solution available today.

SPL recognizes and manages two types of alliances to deliver world-class customer-management benefit to our customers:

- ✦ [System Integrator \(SI\) Alliance Partners](#)
- ✦ [Technical Alliance Partners](#)



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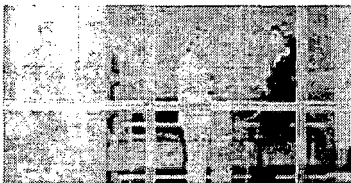
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There is tremendous business benefit when an alliance is formed with SPL... to the partner, and to the customer.

Benefits to Our Customers

The SPL Alliance Program was built specifically with the customer in mind. SPL recognizes the ever-changing needs and demands of the complex industry in which we operate. Partnering with the best complementary organizations to jointly scan the market, anticipate customer needs and build innovative solutions enables the success of all parties involved — customer, partner and SPL. SPL also recognizes that the need of each customer is unique. To offer the best-suited solutions to customers, SPL has partnered with companies that do just that: offer a unique value to SPL customers.

For the client implementing an SPL customer management solution in cooperation with one or more alliance partners the benefits may include:

- ◆ The choice of best-in-class system integrators, offering a variety of strengths and solutions to best fit each client's unique needs
- ◆ Provide a selection of firms with which customers may already have long-standing relationships
- ◆ Provide a selection of system integrators that have experience integrating SPL solutions in the market
- ◆ System integrators whose experience in the market enables them to best anticipate project risks and provide experienced risk-mitigation strategies and solutions
- ◆ Experienced integrators provide improved efficiencies on an implementation project — for example, in integration, interface and conversion
- ◆ SPL's partners have regular communication in and out of SPL, keeping the consultants on your projects best equipped with the latest in SPL product knowledge and service methodologies

Our aim is not to partner with every system integrator organization out there, but to partner with the ones we believe are positioned to bring the greatest value to you, the customer. We look to build partnerships with organizations that have a proven track record in customer satisfaction and success.

Should you have comments or suggestions you would like to share about the SPL Alliance Program, please send your comments to alliances@splwg.com. We welcome your thoughts and inputs in making our Alliance Program a success for you.





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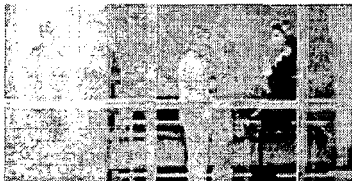
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There is tremendous business benefit when an alliance is formed with SPL... to the partner, and to the customer.

Benefits to You, the Partner.

The unique value proposition SPL creates with each alliance partner provides a clear channel of opportunity for you to explore and reap in the market.

We have a dedicated Channel Strategy team who works with each partner to build and execute an Alliance Partner Plan, which can include marketing, sales, support and other initiatives. SPL provides the framework to partner success, by offering a best-in-class training curriculum, web seminars, sales tools, strong delivery methodology, and more.

You can expect a strong competitive advantage by teaming with SPL. Not only are we committed to ensuring the quality and innovation built into our products and services, but we also pride ourselves on our reputation for being ethical, trusted and reliable.

SPL Alliance Program Benefits may include:

- Demonstration and training CorDaptix license
- Silver level support from SPL's Customer Service Group
- A dedicated SPL Alliance Manager
- Regular receipt of upgrades of CorDaptix
- Invitations to webcasts and information sessions reserved exclusively for Alliance Partners and SPL employees
- Training discounts
- SPL sales and marketing support tools
- Regular Alliance pipeline reviews
- Use of the SPL Approved Alliance Partner Logo
- Reciprocal links to and from the SPL web site and the Alliance Partner web site
- Access to the SPL Alliance Portal for content exclusive to Alliance Partners
- Plug-in development ownership and toolkit

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Should you have comments or suggestions you would like to share about the SPL Alliance Program, please send your comments to alliances@splwg.com. We welcome your thoughts and inputs in making our Alliance Program a success for you.





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BEA is the world's leading application infrastructure software company with more than 12,500 customers around the world, including the majority of the Fortune Global 500.

Companies turn to BEA to help them evolve their existing enterprise software applications from inflexible, redundant, legacy client/server architectures to highly responsive, mature Web infrastructures. Companies built on BEA software are able to use IT to effect rapid change within their organizations and achieve breakthrough levels of efficiency and responsiveness. The BEA WebLogic® Enterprise Platform provides the application infrastructure foundation that simplifies the flow of information, decreases the costs of managing applications, and makes an enterprise more agile, productive, and connected. BEA's platform is also the de facto standard for more than 2,100 systems integrators (SIs), independent software vendors (ISVs), and application service providers (ASPs) who partner with BEA to ensure the successful deployment of your solution.

SPL maintains a partnership with BEA that allows SPL to employ BEA's Tuxedo, Jolt, and WebLogic middleware applications to support its leading-edge technology and CorDaptix® product. The BEA components provide an environment assisting CorDaptix in achieving open integration standards and high scalability.

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technology. The organisation employs around 53,000 people worldwide and reported 2001 global revenues of more than 8.4 billion euros.

With more than 6,000 dedicated consultants engaged in Energy, Chemicals Mining and Utilities projects across Europe, North America and Asia Pacific, Cap Gemini Ernst & Young's Energy, Utilities & Chemicals Global Sector Unit serves the business consulting and information technology needs of many of the world's largest players of this industry.

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Deloitte Consulting can be found on the Internet at www.dc.com.

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Energy Solutions Plus, Inc., (ESP) founded in November 1996 and based out of Forest, Virginia, is a premier provider of specialized integration and consulting services to companies within the energy and utility industry.

ESP delivers business and technology solutions to help our clients navigate and excel in the changing marketplace. ESP accomplishes this by leveraging business knowledge and intimate understanding of the energy and utilities industry, with technical capabilities to deliver cost-effective solutions.

ESP's core competencies include:

- Thorough understanding of the Electric and Gas markets in the US and Canada
- Lifecycle Application Development and Support
- Program and Project Management
- Intimate Product Knowledge of Wholesale and Retail Applications
- EDI Standards and Integration

ESP consultants understand both the business and technology components of a solution and how they can complement one another to meet customers' strategic business needs. ESP is focused almost exclusively on the energy and utility industry and is entrenched in the current restructuring within this market. Given our special focus, we are well positioned to understand the business issues that energy or utilities organizations face.

ESP technology consultants have diversified technical backgrounds with an average of five years experience as systems and technology integrators in the energy and utility industry. The ability of ESP to truly understand client's business needs and the appropriate system / technology solutions is a key factor that positions ESP well to help clients be successful. ESP provides technology consulting services for mainframe platforms, multi-layer client server platforms, web/eCommerce platforms, and wireless/mobile dispatch platforms.

ESP is a growing organization, proving to build its business even in the challenging economic environment. Net revenue for FY2001 was approximately \$13.08 million, the highest annual revenue in the company's history, representing an increase of 65 percent over 2000. These results exceeded the company's expectations by 8.3% or approximately \$1M. Celebrating five successful years in business and a record 2001, with substantially increased revenues and a 75 percent rise in client-base, ESP is well positioned to continue demonstrating to the market that ESP is a leading player in the energy industry.

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Group 1 Software's DOC1 suite is an integrated, end-to-end customer communications management solution, providing both print and Web delivery. The solution gives businesses complete control of the document lifecycle, from content design, generation, and presentation to archive, retrieval and payment. When coupled with SPL's CorDaptix System, energy and services companies can produce customer-focused communications, such as bills, notices and correspondence for both print and electronic delivery. These critical customer documents can be distributed wherever they're needed — presented to a CSR for customer care, displayed on the Web or securely delivered to the customer's e-mail inbox.

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SPL WorldGroup partners with HP as a hardware and operating system platform partner for our CorDaptix[®] and related products.

HP is a leading provider of products, technologies, solutions and services to consumers and business. The company's offerings span IT infrastructure, personal computing and access devices, global services, and imaging and printing.

Their \$4 billion (U.S.) annual R&D investment fuels the invention of products, solutions and new technologies, so that we can better serve customers and enter new markets. We invent, engineer and deliver technology solutions that drive business value, create social value and improve the lives of our customers.

The new HP is the result of a May 3, 2002, merger with Compaq Computer Corporation. The merged company would have had combined revenue of approximately \$81.7 billion (U.S.) in fiscal 2001, with operations in more than 160 countries.

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IBM is the world's largest information technology company, with more than 80 years of leadership in helping businesses innovate. IBM strives to lead in the creation, development and manufacture of the industry's most

advanced information technologies, including computer systems, software, networking systems, storage devices and microelectronics. IBM's worldwide network of solutions and services professionals translates these advanced technologies into business value for customers.

Business Partners are key to IBM's strategy for 2003. IBM announced in February of 2003 its new initiatives designed to enable its network of 90,000 Business Partners to deliver e-business on demand solutions to customers of all sizes. The initiatives, part of a \$100 million investment by IBM in Business Partner sales and marketing enablement. IBM Business Partners will play a critical role in the company's plans to help customers integrate business processes with technology to become on demand businesses -- more responsive to customer needs, resilient to marketplace demands, and flexible to competitive threats.

IBM's business model is relatively straightforward. IBM sells services, hardware and software. These offerings are bolstered by IBM's research and development capabilities. The fundamental strength of this business model is IBM's ability to assemble the optimal mix of these offerings to design tailored solutions for customers and to continue to win in the marketplace. From 1994 to 2001, IBM's business model has produced \$633 billion of revenue, \$85 billion of cash flows from operations, and \$49 billion of net income. Revenue in 2001 was \$85.9 billion, net income \$7.7 billion and number of employees was 319, 876.

In October 2002, IBM acquired PricewaterhouseCoopers Consulting, the global management consulting and technology services unit of PricewaterhouseCoopers. The combination has created the industry's largest business and information technology services provider, with approximately 180,000 professionals serving customers in 160 countries and annual revenue of \$35 billion (2001). IBM Global Services integrates a broad range of capabilities -- services, consulting, hardware, software and research -- to help companies of all sizes realize the full value of information technology.

In recent years, IBM has achieved strong profitability in spite of a volatile and uncertain global business environment. In addition, the company gained market share in the key business segments of services, software, storage and servers.

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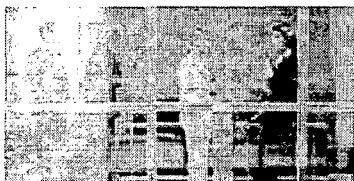
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LogicaCMG is a global solutions company providing management and IT consultancy, systems integration and outsourcing services. With additional expertise in wireless technology, the company supports clients across diverse

markets including telecoms, financial services, energy and utilities, industry, distribution and transport and the public sector. Formed in December 2002 through the merger of Logica and CMG the company has offices in 34 countries and over 60 years of combined experience in the IT services arena. LogicaCMG is the number two European quoted IT services company and is listed on both the London and Amsterdam stock exchanges.

More information is available from www.logicacmg.com

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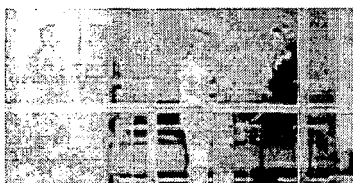
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SPL partners with Oracle as a database provider for our CIS Plus and related products.

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PeopleSoft.

PeopleSoft (Nasdaq: PSFT) is the world's leading provider of business enterprise software. PeopleSoft pure internet software enables organizations to reduce costs and increase productivity through real-time

collaboration with their customers, suppliers, and employees. PeopleSoft's integrated, best-of-breed applications include Customer Relationship Management, Supply Chain Management, Human Resource Management, Financial Management, and Application Infrastructure. More than 4,700 organizations in 107 countries run on PeopleSoft software.

Headquartered in Pleasanton, California, the company employees 8,500 people. Total revenue in the year 2001 was \$2.07 billion.

SPL offers integration between its CIS PLUS[®] product and PeopleSoft's financial and human resources applications. CIS PLUS is a leading customer information system that enables utilities to better support the individual needs and billing requirements of each customer account. PeopleSoft and SPL are currently working on the second phase of this development project, which will provide even deeper architectural integration between the two software products. As part of this effort, SPL is initiating a port to the PeopleTools development environment that will optimize technical and functional integration between the operational and back office aspects of a utility's operations.

Visit our Partner's web site: www.peoplesoft.com

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SPL and Siebel have formed an alliance to deliver an integrated enterprise solution that meets the needs of large energy distribution and retail services companies seeking to implement a customer information system and ready their call centers for deregulated markets. SPL's customer care and billing software is integrated with Siebel eEnergy to allow utilities to manage all customer life cycle processes efficiently-from marketing, customer acquisition, and service initiation to billing, payment processing, and credit and collections-leading to more effective operations and improved overall customer satisfaction.

SPL and Siebel are currently investigating the extension of the partnership to extend the CorDaptix integration to support Siebel's UAN architecture.

Visit our Partner's web site: www.siebel.com

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For its Version 2.x CIS products, SPL maintains a partnership with Software AG that allows SPL to employ Software AG's object-oriented programming languages and middleware applications to support its leading-edge

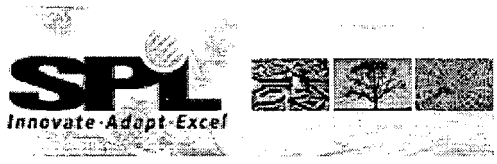
technology. Software AG components provide superior object-oriented development environments, streamline the CIS PLUS data transfer processes, and manage the software environment.

Visit our Partner's web site:<http://www.softwareag.com>

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SPL has carefully chosen partner organizations it believes to offer the best, most complementary services to its customers. SPL provides System Integrator Alliance Partners with best-in-class training and support to help ensure the success of our customers. This level of support is exclusively provided to our partners.

SPL Integrator Alliance partners are approved SPL solution implementers, and also include market-leading providers of services such as business process reengineering, training, industry solutions expertise, or management consulting.

Organizations providing consulting and integrator services for solutions that include the CorDaptix™ application. SPL's System Integrator Alliance Partners provide the complementary consulting skills and adjunct solution development expertise to better satisfy client needs worldwide.

The SI Alliance Partners have the services to integrate SPL's products as part of a customer management and billing and/or complete solution to the client.



Deloitte Consulting

Soon to become Brakton.



Interested in becoming an Approved Systems Integrator Alliance Partner?

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Technical Alliance Partners

SPL's Technical Alliance Partners are market leaders in supplying the products, technologies, and services upon which SPL solutions are certified. These products included hardware, database storage and operating systems.

Our Technical Alliance Partners are software companies who provide SPL customer with solutions and applications that complement or integrate with SPL products.

Our Technical Alliance Partners include:



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Interested in becoming an System Integrator Alliance Partner?

SPL takes its Alliance Partner Program very seriously, to ensure that each partner forged delivers real value and success for the partner companies, our customers, ar SPL.

Please complete the application below, submit online, and an SPL Alliance Manager will follow up with you within 10 business days of your application submission. Thank you.

*All fields below are required

Contact Information



Salutation: ▼

First Name:

Last Name:

Title:

Company:

Company URL:

Address:

City:

State/Province: ▼ Zip:

Country: ▼

Phone: Fax:

Email:

Application Data

Are you interested in becoming a:
(Choose One)

- Systems Integrator Alliance Partner
- Technical Alliance Partner

Date Company Established

Total Number of Customers World-wide

Total Number of Energy & Utility Customers World-wide

Total Number of Employees World-wide

Total Number of Energy & Utility Employees World-wide

Annual Revenue

Annual Energy & Utilities Revenue

Company Description

Please provide a brief overview of your company.

Solutions Description

Please provide an overview of the products, services, and solutions your company provides.

Target Market

Please provide a brief description of the target market you would like to address with SPL.

In which geographic regions are you interested in forming a partnership?

(Choose All that Apply)

- North America
- South America
- EMEA
- APAC

Value Proposition

Why does your organization want to partner with SPL? What is the value our partnership could provide to the market? Your answers should reflect your company key market strengths.

Other Partnerships

Please describe other partnerships or relationships you have relevant to the energy utilities space.

Previous Interaction with SPL

Please describe any instances where you have worked with SPL in the past.

Customer References

Please list two customer references within the energy and utilities market, within a region you are interested in forming a relationship with SPL:

First Reference

Company Name:

Contact Name:

Title:

Phone:

Email:

Description of the solution provided

Please list two customer references within the energy and utilities market, within a region you are interested in forming a relationship with SPL:

Second Reference

Company Name:

Contact Name:

Title:

Phone:

Email:

Description of the solution provided

Please list two customer references within the energy and utilities market, within a region you are interested in forming a relationship with SPL:

Submit!

If you have any questions, or would like additional information, please contact SPL's Alliance Partners Program, via email at alliances@splwg.com.

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