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COMP/M.5838 - BERTELSMANN/PLANETA/CIRCULO

SECTION 1.2

Description of the concentration

Clayton, Dubilier & Rice Fund VIII, L.P. ("CD&R Fund VIII", Cayman Islands) and the Goldman Sachs Group, Inc. ("Goldman Sachs", USA) propose to acquire joint control of Harrington Group Inc. ("HGI", Delaware, USA).

CD&R Fund VIII is a private equity fund managed by Clayton, Dubulier & Rice LLC, an entity affiliated with Clayton, Dubilier & Rice ("CD&R"). CD&R Fund VIII is controlled by its general partner, CD&R Associates VIII, Ltd. CD&R is a private equity investment group based in the U.S. which originates, structures and frequently acts as a lead equity investor in management buyouts, strategic minority equity investments and other strategic investments. It makes such investments through a number of different funds (the "CD&R Funds"). The CD&R Fund control a number of portfolio companies which are active in a variety of economic sectors.

Goldman Sachs is a global investment banking, securities and investment management firm that provide a wide range of banking, securities, and investment services worldwide.

HGI is a mail-order, home-site provider of specialty medical products serving chronic disease patients. HGI operates through two divisions, Edgepark Medical Supplies and Independence Medical. Its activities are conducted solely in the US (with a de minimis volume of sales in Canada).

The notified concentration is a suitable candidate for the simplified procedure because it meets the conditions set out in paragraph 5(a) of the Commission's Notice on simplified procedure for the treatment of certain concentrations under Council Regulation (EC) No. 139/2004, since HGI has no actual or foreseen activities within the EEA.