

***Case No COMP/M.4882 -
GOLDMAN SACHS /
H.P.***

Only the English text is available and authentic.

**REGULATION (EC) No 139/2004
MERGER PROCEDURE**

Article 6(1)(b) NON-OPPOSITION
Date: 30/11/2007

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COMMISSION OF THE EUROPEAN COMMUNITIES

Brussels, 30/11/2007

SG-Greffe(2007) D/207407

PUBLIC VERSION

MERGER PROCEDURE
ARTICLE 6(1)(b) DECISION

SIMPLIFIED PROCEDURE

To the notifying party:

Dear Sir,

**Subject: Case COMP/M.4882 - GOLDMAN SACHS / H.P.
Notification of 25 October 2007 pursuant to Article 4 of Council Regulation
(EC) No. 139/2004¹
Publication in the Official Journal of the European Union No. 2007/C 265/13**

1. On 25/10/2007, the Commission received a notification of a proposed concentration pursuant to Article 4 of Council Regulation (EC) No 139/2004, by which ELQ Investors Ltd. ("ELQ") of the United Kingdom, controlled by The Goldman Sachs Group Inc of the USA., ("GS") acquires within the meaning of Article 3(1)(b) of the Council Regulation control of the whole of H.P. Gesellschaft für Beteiligungsverwaltung mbH and HP-Pelzer Beteiligungsholding GmbH & Co Systeme KG of Germany (together "HP Pelzer") by way of purchase of shares and conclusion of an agreement between the shareholders of H.P. Gesellschaft für Beteiligungsverwaltung mbH.

¹ OJ L 24, 29.1.2004 p. 1

2. The business activities of the undertakings concerned are:
 - for GS: investment banking, trading and principal investments, asset management and securities services;
 - for HP Pelzer: the design, production, sale and distribution of interior and exterior sound absorbing systems, interior linings and carpets for motor vehicles.
3. After examination of the notification, the Commission has concluded that the notified operation falls within the scope of Council Regulation (EC) No. 139/2004 and of paragraph 5(b) of the Commission Notice on a simplified procedure for treatment of certain concentrations under Council Regulation (EC) No. 139/2004².
4. For the reasons set out in the Notice on a simplified procedure, the Commission has decided not to oppose the notified operation and to declare it compatible with the common market and with the EEA Agreement. This decision is adopted in application of Article 6(1)(b) of Council Regulation (EC) No. 139/2004.

For the Commission
signed
Philip LOWE
Director General

² OJ C 56, 05.3.2005 p.32