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***Case No COMP/M.6122 -  
ORIZONIA / BCD  
TRAVEL / JV***

Only the English text is available and authentic.

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

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Article 6(1)(b) NON-OPPOSITION  
Date: 26/04/2011

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EUROPEAN COMMISSION

Brussels, 26.04.2011  
C(2011) 2974 final

PUBLIC VERSION

SIMPLIFIED MERGER  
PROCEDURE

**To the notifying parties**

Dear Madam(s) and/or Sir(s),

**Subject: Case No COMP/M.6122 - ORIZONIA / BCD TRAVEL / JV  
Commission decision pursuant to Article 6(1)(b) of Council Regulation (EC) No  
139/2004<sup>1</sup>**

1. On 28.03.2011, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which : (i) the undertakings Viajes Iberia S.A. ('Viajes Iberia', Spain) belonging to the Orizonia Group, itself jointly controlled by the Grupo Santander (Spain) and by The Carlyle Group (USA), and BCD Travel Business Spain S.L. ('BCD Spain', Spain) belonging to the BCD Travel Group, acquire within the meaning of Article 3(1)(b) of the Merger Regulation joint control of BCD Travel Viajes Iberia (Spain) by way of purchase of shares in a newly created company constituting a joint venture; and (ii) Viajes Iberia acquires within the meaning of Article 3(1)(b) of the Merger Regulation control of part of BCD Spain by way of transfer of assets<sup>2</sup>.
2. The business activities of the undertakings concerned are:
  - Viajes Iberia provides travel agency services for both leisure and business travellers, primarily in Spain.

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<sup>1</sup> OJ L 24, 29.1.2004, p. 1 ("the Merger Regulation"). With effect from 1 December 2009, the Treaty on the Functioning of the European Union ("TFEU") has introduced certain changes, such as the replacement of "Community" by "Union" and "common market" by "internal market". The terminology of the TFEU will be used throughout this decision.

<sup>2</sup> Publication in the Official Journal of the European Union No C105, 05.04.2011, p.9

- Orizonia Group is active as a tour operator and wholesale supplier of charter flights. In addition, it provides travel agency and hotel accommodation services, mostly in Spain.
  - BCD Spain provides business travel management services in Spain.
  - BCD Travel Group provides business travel management services world-wide.
  - BCD Travel Viajes Iberia will provide business travel management services in Spain.
3. After examination of the notification, the European Commission has concluded that the notified operation falls within the scope of the Merger Regulation and of paragraph 5(c) of the Commission Notice on a simplified procedure for treatment of certain concentrations under Council Regulation (EC) No 139/2004<sup>3</sup>.
4. For the reasons set out in the Notice on a simplified procedure, the European Commission has decided not to oppose the notified operation and to declare it compatible with the internal market and with the EEA Agreement. This decision is adopted in application of Article 6(1)(b) of the Merger Regulation.

*For the Commission*

*(signed)*  
*Alexander ITALIANER*  
*Director General*

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<sup>3</sup> OJ C 56, 5.3.2005, p. 32.