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***Case No COMP/M.6702 -
CARLYLE / BC
PARTNERS /
HAMILTON
SUNDSTRAND
INDUSTRIAL***

Only the English text is available and authentic.

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

Article 6(1)(b) NON-OPPOSITION
Date: 10/10/2012

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EUROPEAN COMMISSION

Brussels, 10.10.2012
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PUBLIC VERSION

SIMPLIFIED MERGER
PROCEDURE

To the notifying parties:

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

**Subject: Case No COMP/M.6702- CARLYLE / BC PARTNERS / HAMILTON
SUNDSTRAND INDUSTRIAL
Commission decision pursuant to Article 6(1)(b) of Council Regulation (EC) No
139/2004¹**

1. On 06/09/2012, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which The Carlyle Group ("Carlyle", United States) and BC Partners Limited ("BCP", Guernsey), through their jointly owned acquisition vehicle Silver II Acquisition S.à.r.l. (Luxembourg), acquire within the meaning of Article 3(1)(b) of the Merger Regulation joint control of Hamilton Sundstrand Industrial ("HSI"), a division of Hamilton Sundstrand Corporation (United States) which belongs to United Technologies Corporation (United States), by way of purchase of shares in the companies that form part of HSI : Sullair Corporation, Sundyne Coporation and Milton Roy Company.

¹ 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.

2. The business activities of the undertakings concerned are:
 - for Carlyle: global alternative asset management, sponsoring funds that invest globally across four investment disciplines (buyout, credit alternatives, growth capital and real estate) in a range of industries;
 - for BCP: management of private equity investment funds;
 - for HSI: manufacture of industrial pumps and compressors².
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(b) of the Commission Notice on a simplified procedure for treatment of certain concentrations under Council Regulation (EC) No 139/2004³.
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

² Publication in the Official Journal of the European Union No C 275, 12.9.2012, p.5.

³ OJ C 56, 5.3.2005, p. 32.