



DETERMINATION OF MERGER NOTIFICATION M/24/067 – STRATEGIC VALUE PARTNERS / BLANCHARDSTOWN SHOPPING CENTRE

Section 21 of the Competition Act 2002

Proposed acquisition by Strategic Value Partners LLC of sole control of Blanche Developments Limited

Dated: 19 December 2024

Introduction

1. On 12 November 2024, in accordance with section 18(1)(a) of the Competition Act 2002, as amended (the “Act”), the Competition and Consumer Protection Commission (the “Commission”) received a notification of a proposed acquisition whereby Tigalda Bridge S.à.r.l (“Tigalda”), an entity that is indirectly held by investment funds managed by Strategic Value Partners LLC (“SVP”), would acquire sole control of Blanche Developments Limited (“BDL”) and the entire issued units in The Blanchardstown Fund (together the “Target Group”) (the “Proposed Transaction”).¹

The Proposed Transaction

2. The Commission considers that the undertakings involved have demonstrated a good faith intention to conclude an agreement for the purpose of section 18(1A)(b)(ii) of the Act. Pursuant to the agreement between Tigalda and Blanchardstown Holding S.à.r.l (“Blanchardstown Holding”), SVP, through Tigalda, will acquire sole control of the Target Group from Blanchardstown Holding.

The Undertakings Involved

The Acquirer – SVP

3. SVP is a global alternative investment firm managing over approximately €16.6 billion² in assets headquartered in Greenwich Connecticut, United States of America. SVP invests across

¹ SVP and the Target Group are referred to collectively in this determination as the “Parties”.

² The merger notification form states that SVP manages over \$18 billion dollars. Using the European Central Bank’s average exchange rate for 2024 where \$1 = €0.9223, this is approximately €16.6 billion.



private debt, event-driven transactions and hard assets, including real estate, infrastructure, airplanes and power plants. SVP has over 200 employees across its offices in the United States, London and Tokyo.

4. SVP has five portfolio companies that generate revenue in the State, which are active in a number of different industry sectors, as detailed in Table 1 below.

Table 1: Portfolio companies of SVP which generate revenue in the State

Portfolio Company	Sector	Description
Apcoa	Car park management	Apcoa Group GmbH (“Apcoa”) is a European car park operator which manages over 1.8 million spaces in more than 13,000 locations. Apcoa is headquartered in Germany and operates across 12 European countries, including the State. Apcoa conducts its Irish operations through its subsidiary Apcoa Parking Ireland Limited.
Deucalion Aviation	Aircraft financing and investment services	Deucalion Aviation Limited, headquartered in London, is a global aircraft servicing and investment platform which offers asset management, financing and investment services for airlines and investors.
Klöckner Pentaplast	Packaging solutions	Klöckner Pentaplast, headquartered in London and also known as “kp”, is a global manufacturer of sustainable and recyclable plastic films and high-barrier protective packaging for food, pharmaceutical, health and durable products.
Pfleiderer	Wood panel solutions	Pfleiderer, headquartered in Germany, is a manufacturer of premium engineered wood products and laminates, as well as specialty and industrial resins. It produces premium wood and laminate products for high-end applications in the Western European kitchen, furniture and construction markets.



The Vita Group	Manufacture of plastic products	The Vita Group, headquartered in Manchester, United Kingdom, is a provider of value-added and differentiated flexible polyurethane (“PU”) foam products. The Vita Group develops, manufactures and markets a wide range of flexible PU foam, latex and flooring products.
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Source: *The merger notification form*

The Target Group

5. The Target Group is ultimately controlled by affiliates of Goldman Sachs Group Inc (“Goldman Sachs”). The Target Group holds a number of real estate assets (the “Target Assets”) which consist of:
 - The Blanchardstown Centre, a two-level, enclosed shopping centre anchored by Dunnes Stores, Marks & Spencer, Zara and Primark, containing over 160 retail units.³
 - Two adjacent retail parks and external retail units anchored by TK Maxx, Harvey Norman, DFS, Woodies, Lifestyle Sports and Smyths, as well as other food outlets and smaller retail units⁴; and
 - A five-storey office building of 75,014 square feet (approximately 22,860 square metres), which currently serves as the Irish headquarters for its long-term tenant eBay, Inc.⁵
6. In addition, the Target Assets include three sites of development land at the Blanchardstown Centre which have planning permission for the construction of 1,319 residential units.

Rationale for the Proposed Transaction

7. In the merger notification form, the Parties stated the following:

“The Proposed Transaction is considered an attractive investment opportunity for investment funds managed by SVP and is line with its investment strategy. From [Goldman Sach]’s perspective, the Proposed Transaction represents an opportunity to divest the Target Assets.”⁶

³ Located in Blanchardstown, Dublin 15.

⁴ Located in Blanchardstown, Dublin 15.

⁵ This office building’s address is Atrium Building, Navan Road, Blanchardstown, Dublin 15.

⁶ Merger notification form, paragraph 6.



Third Party Submissions

8. No submission was received.

Competitive Analysis

Horizontal Overlap

9. There is a horizontal overlap between the Parties in the supply of car parking spaces within the vicinity of the car park of the Target Assets. Apcoa, a portfolio company of SVP, manages and owns car parking spaces in the State, a small number of which are located near the Target Assets.⁷ The Target Group owns 5,500 car park spaces located at the Target Assets for the use of customers of the Blanchardstown Centre.

Vertical Relationship

10. The Parties state in the merger notification form that no actual vertical relationship exists between them. They state that there exists a theoretical vertical relationship between the activities of Apcoa and the car parking facility located at the Blanchardstown Centre owned by the Target Group. However, despite this potential vertical overlap, the operation of the car park in question, which is owned by the Target Group, is not currently licensed to a third-party car park management services provider (i.e. the Target Group does not currently procure car park management services from any third-party provider).
11. The Commission has reviewed the competitive effects arising from the potential vertical relationship between Apcoa, which is active in the upstream provision of car parking management services, and The Target Group which is active in the downstream provision of car parking spaces.

Market Definition

Views of the Parties

12. In the merger notification form, the Parties submit that the relevant product and geographic markets can be left open. However, citing previous decisional practice, the Parties identified the following potentially relevant market:
 - Car park management services in the State.

⁷ Apcoa manages ■ public car park spaces across ■ car parks within a ■ kilometre radius of the Target Assets.



13. The Parties do not offer any views on the relevant market definitions regarding the upstream market. The Commission has had regard to relevant previous determinations relating to the upstream market for the provision of car park management services, in line with its approach in *M/22/040 - Q-Park/Tazbell Services*, outlined below.

Relevant Markets

Car parking management services

Potential product market

14. In *M/19/012 – APCOA Parking/NCPS*,⁸ the Commission did not come to a definitive view on the relevant product market but, for the purpose of its review of the transaction, considered the potential product market for the provision of car park management services segmented by contract type, namely:

- (i) the provision of car parking management services via Lease Contracts;
- (ii) the provision of car parking management services via Management Contracts; and
- (iii) the provision of car parking management services via PAC Contracts.⁹

15. In *M/23/004 – John Laing/CCD Group*,¹⁰ the Commission also did not define a precise relevant product market but, for the purposes of its review of the transaction, it assessed the effects of the transaction by reference to the potential market for the supply of car parking management services.¹¹

16. In *M/22/040 - Q-Park/Tazbell Services*,¹² which concerned a merger of two providers of car parking management services, the Commission concluded that *“there is a relevant product market for the provision of car parking management services. The Commission does not need to determine the precise boundaries of this market.”*¹³ The Commission also noted in *M/22/040 - Q-Park/Tazbell Services* that, with regard to the proposed transaction in that case, *“the market for the provision of car parking management services should not be segmented by contract type”*.¹⁴

⁸ *M/19/012 APCOA Parking/NCPS*.

⁹ *M/19/012 APCOA Parking/NCPS*, paragraph 22.

¹⁰ *M/23/004 John Laing /CCD Group*.

¹¹ *M/23/004 John Laing /CCD Group*.

¹² *M/22/040 Q-Park/Tazbell*.

¹³ *M/22/040 Q-Park/Tazbell*, paragraph 3.165.

¹⁴ *M/22/040 Q-Park/Tazbell*, paragraph 3.73.



17. The Commission defines markets to the extent necessary depending on the particular circumstances of a given case. In this instance, it is not necessary for the Commission to define the precise relevant product market as doing so will not alter the Commission's assessment of the competitive effects of the Proposed Transaction. The Commission sees no reason to depart from its approach in *M/22/040 – Q-Park/Tazbell Services*. Therefore, for the purposes of its competitive assessment, the Commission has assessed the Proposed Transaction by reference to the following potential upstream product market:

- The provision of car parking management services.

Geographic market

18. While the Parties submit that the relevant geographic market can be left open, they also note that, following the decisional practice of the Commission, the geographic scope of the above potential product market is likely to be national (i.e., the State) citing the geographic market considered by the Commission in *M/22/040 - Q-Park/Tazbell*, where the Commission stated that *“most car parking management providers active in the provision of car parking management services are active across the State”*.¹⁵

19. In *M/22/040 – Q-Park/Tazbell Services* the Commission considered that the geographic market for the provision of car parking management services is national.¹⁶

20. The Commission defines markets to the extent necessary depending on the particular circumstances of a given case. In this instance, it is not necessary for the Commission to define the precise relevant geographic market as doing so will not alter the Commission's assessment of the competitive effects of the Proposed Transaction. The Commission sees no reason to depart from its approach in *M/22/040 – Q-Park/Tazbell Services*. Therefore, the Commission has assessed the likely competitive impact of the Proposed Transaction in the potential market for the provision of car parking management services in the State.

The provision of off-street parking spaces available to the public

Product market

¹⁵ M/22/040 Q-Park/Tazbell, paragraph 3.172.

¹⁶ M/22/040 Q-Park/Tazbell, paragraph 3.173.



21. In *M/24/040 - Q-Park/Tazbell* the Commission considered the market for the provision of off-street car parking spaces to the public. The Commission concluded that this market does not include public transport and is not segmented by customer type.¹⁷
22. The Commission defines markets to the extent necessary depending on the particular circumstances of a given case. In this instance, it is not necessary for the Commission to define the precise relevant product market as doing so will not alter the Commission's assessment of the competitive effects of the Proposed Transaction. The Commission sees no reason to depart from its approach in *M/22/040 – Q-Park/Tazbell Services*. Therefore, for the purposes of its competitive assessment the Commission has assessed the Proposed Transaction by reference to the following potential product market:
- The provision of off-street car parking spaces to the public.

Geographic market

23. In *M/24/040 - Q-Park/Tazbell Services*, the Commission concluded that the relevant geographic market for off-street car parking spaces was *“individual markets consisting of an 800 metre walking distance radius around car parks where the Parties overlap”*.¹⁸ The Commission noted that while a car park is not a customer's final destination, a customer is likely to park in a car park that *“is judged by the customer to be convenient for its final destination”*.¹⁹
24. Furthermore, in *M/24/040 – Q-Park/Tazbell*, the Commission conducted a sensitivity test by considering a wider geographic market of a 1.2km radius from the target's car parks.²⁰
25. The Commission defines markets to the extent necessary depending on the particular circumstances of a given case. In this instance, it is not necessary for the Commission to define the precise relevant geographic market as doing so will not alter the Commission's assessment of the competitive effects of the Proposed Transaction. The Commission sees no reason to depart from its approach in *M/22/040 – Q-Park/Tazbell Services*. Therefore, the Commission has considered the likely competitive impact of the Proposed Transaction in the potential

¹⁷ M/22/040 Q-Park/Tazbell, paragraph 3.166.

¹⁸ M/22/040 Q-Park/Tazbell, paragraph 3.200.

¹⁹ M/22/040 Q-Park/Tazbell, paragraph 3.190.

²⁰ M/22/040 Q-Park/Tazbell, paragraph 6.296.



market for the provision of off-street car parking spaces to the public within a 800 metre walking distance radius of the Target Assets. Consistent with its approach in *M/22/040 – Q-Park/Tazbell*, the Commission will also consider a 1.2km walking distance radius from the Target Assets. For the sake of completeness, the Commission has also considered the likely competitive impact of the Proposed Transaction in the potential market for the provision of off-street car parking spaces to the public within a 1.5 km walking distance radius of the Target Assets.

Conclusion on potential relevant markets

26. For the purposes of carrying out its competitive assessment of the Proposed Transaction, the Commission has assessed the Proposed Transaction by reference to the following potential relevant markets:
- a. The provision of car park management services in the State; and
 - b. The provision of off-street parking spaces available to the public within 800-metre, 1.2-kilometre and 1.5-kilometre walking distances of Blanchardstown Shopping centre.

Competitive assessment

Horizontal effects

27. As noted above, there is a horizontal relationship between the Target Group and Apcoa (a portfolio company of SVP) in the supply of off-street parking in the vicinity of the car parks of the Target Assets. In its assessment of the horizontal effects of the Proposed Transaction, the Commission considered below the market conditions within a 800 metres, 1.2 kilometres and 1.5 kilometres walking distance radius from the Target Assets.

The provision of off-street car parking spaces to the public within 800 metres of the Target Assets

28. Within an 800-metre walking distance of the Target Assets, the Commission is aware of at least two off-street carparks operated by YPS/CPMS which, together, account for a total of 750 spaces.²¹ The number of parking spaces managed by Apcoa in the same radius is ■ or ■% of the car parking spaces available to the public that the Commission is aware of within this radius.

²¹ Response from SVP to follow-up questions from the Commission, provided on 4 December 2024.



The provision of off-street car parking spaces to the public within 1.2 kilometres metres of the Target

Assets

29. Within a 1.2 kilometre walking distance of the Target Assets, the Commission is aware of at least six off-street car parks operated by either YPS/CPMS or Euro Car Parks which, together, account for a total of 1085 spaces.²² The number of parking spaces managed by Apcoa in the same radius is ■■■ or ■■■% of the car parking spaces available to the public that the Commission is aware of within this radius.

The provision of off-street car parking spaces to the public within 1.5 kilometres of the Target Assets

30. Within a 1.5 kilometre walking distance of the Target Asset the Commission is aware of at least eight off-street car parks operated by either: YPS/CPMS, Euro Car Parks, Irish Rail or Tesco which, together, account for a total of 1,585 spaces.²³ The number of parking spaces managed by Apcoa in the same radius is ■■■ or ■■■% of the car parking spaces available to the public that the Commission is aware of within this radius.

The Commission's conclusions on horizontal effects

31. The Commission considers that the Proposed Transaction raises no horizontal competition concerns in any of the above-mentioned walking distance radii from the Target Assets for the reasons set out below.

32. First, the number of car parking spaces which Apcoa manages within each walking distance radius is minimal, as set out in paragraphs 2728 to 3030. Within the 800 metres walking distance radius, Apcoa manages ■% of the off-street car parking spaces available to the public, this extends to ■% and ■% in both the 1.2 kilometre and 1.5 kilometre radii respectively.

33. Second, following implementation of the Proposed Transaction, alternative public car parks managed and/or provided by alternatives to SVP exist in each of the walking distance radii from the Target Assets (e.g., YPS, Euro Car Parks and Tesco).

34. Third, the Commission considers that the Target Assets' car park is designed for customers shopping in Blanchardstown Shopping Centre and is free to customers who shop in

²² Response from SVP to follow-up questions from the Commission, provided on 4 December 2024.

²³ Response from SVP to follow-up questions from the Commission, provided on 4 December 2024.



Blanchardstown Shopping Centre. Therefore, the Commission considers that the Apcoa car parks located within each of the walking distance radii are not a strong competitive constraint on the Target Assets' car park.

35. In light of the above, the Commission considers that the Proposed Transaction does not raise any horizontal competition concerns in respect if the narrower potential markets for the supply of off-street parking spaces within: 800 metres; 1.2 kilometres and 1.5 kilometres of the car parks of the Target Assets.

Vertical relationship

36. The Commission is of the view that the potential vertical relationship between the supply of off-street parking by Target Group and the provision of car park management services by Apcoa post-Proposed Transaction would not be likely to result in a significant lessening of competition in the State for the following reasons:

- a. Input foreclosure: The Proposed Transaction will not give SVP, through Apcoa, the ability or incentive to engage in input foreclosure. Apcoa's market share for the provision of car park management services in 2022 was approximately [REDACTED]%. Other providers of such services include, for example, Q-Park/Park Rite, Euro Car Parks, Best Car Parks and iPáirc who are active either on a national or more localised basis throughout the State.
- b. Customer foreclosure: The Commission considers that customer foreclosure would not be possible as the 5,500 car parking spaces owned by the Target Group comprises a *de minimis* proportion of the overall number of car parking spaces in the State. Therefore, the merged entity would neither have the ability nor incentive to engage in customer foreclosure following implementation of the Proposed Transaction. Furthermore, as noted previously, the Target Group currently does not procure car parking management services from any provider in the State.

Conclusion on potential relevant markets

32. In light of the above, the Commission considers that the Proposed Transaction will not substantially lessen competition in any market for goods or services in the State.

Ancillary Restraints



37. No ancillary restraints were notified.



Determination

The Competition and Consumer Protection Commission, in accordance with section 21(2)(a) of the Competition Act 2002, as amended, has determined that, in its opinion, the result of the proposed acquisition whereby Tigalda Bridge S.à.r.l, an entity that is indirectly held by investment funds managed by Strategic Value Partners LLC, would acquire sole control of Blanchardstown Developments Limited and the entire issued units in The Blanchardstown Fund, will not be to substantially lessen competition in any market for goods or services in the State, and, accordingly, that the acquisition may be put into effect.

For the Competition and Consumer Protection Commission.

Úna Butler

Member

Competition and Consumer Protection Commission