
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1/A

Tender Offer Statement
Pursuant to Section 14(d)(1)
of the Securities Exchange Act of 1934
(Amendment No. 5)
and
SCHEDULE 13D/A

Pursuant to Section 13(d)
of the Securities Exchange Act of 1934
(Amendment No. 5)

International Comfort Products Corporation
(Name of Subject Company)

Titan Acquisitions, Ltd.
United Technologies Corporation
(Bidders)

Ordinary Stock, No Par Value Per Share
(Title of Class of Securities)

458978-10-3
(CUSIP Number of Class of Securities)

William H. Trachsel, Esq.
Senior Vice President, General Counsel and Secretary
United Technologies Corporation
One Financial Plaza
Hartford, CT 06101
Tel. Number (860) 728-7000
(Name, Address and Telephone Number of Persons Authorized to
Receive Notices and Communications on Behalf of Bidders)

With a copy to:
Christopher E. Austin, Esq.
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, New York 10006
(212) 225-2000

1.
Name of Reporting Persons:
S.S. or I.R.S. Identification Nos. of Above Person

Titan Acquisitions Ltd.

2.
Check the Appropriate Box if a Member of a Group (a)
(See Instructions) (b)

3.
SEC Use Only

4.
Sources of Funds (see Instructions)
AF

5.
Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(e) or 2(f)

6.
Citizenship or Place of Organization
Province of New Brunswick, Ontario, Canada

7.
Aggregate Amount Beneficially Owned by Each Reporting
Person
15,809,508

8.
Check Box if the Aggregate Amount in Row (7) Excludes
Certain Shares
(See Instructions)

9.
Percent of Class Represented by Amount in Row (7)
38.7%

10.
Type of Reporting Person (See Instructions)
CO

1.
Name of Reporting Persons:
S.S. or I.R.S. Identification Nos. of Above Person

United Technologies Corporation
060570975

2.
Check the Appropriate Box if a Member of a Group (a)
(See Instructions) (b)

3.
SEC Use Only

4.
Sources of Funds (see Instructions)
WC & OO

5.
Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f)

6.
Citizenship or Place of Organization
Delaware

7.
Aggregate Amount Beneficially Owned by Each Reporting Person
15,809,508

8.
Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares (See Instructions)

9.
Percent of Class Represented by Amount in Row (7)
38.7%

10.
Type of Reporting Person (See Instructions)
CO

INTRODUCTION

Titan Acquisitions, Ltd., a corporation organized under the laws of the Province of New Brunswick, Canada ("Purchaser"), and United Technologies Corporation, a Delaware corporation ("Parent"), hereby amend their joint Tender Offer Statement on Schedule 14D-1 dated June 30, 1999 relating to an offer to purchase all outstanding ordinary shares (the "Shares") of International Comfort Products Corporation, a corporation continued under the federal laws of Canada (the "Company"), at US\$11.75 per Share (such Tender Offer Statement on Schedule 14D-1, the "Schedule 14D-1"). All terms defined in the Schedule 14D-1 have the same meanings in this Amendment.

Item 10. Additional Information.

(f) The following paragraph is hereby inserted after the last sentence:

On Wednesday, July 28, 1999, the Purchaser and Parent issued a press release announcing the extension of the Expiry Time of the Offer until 12:00 midnight, Toronto time, on Monday, August 9, 1999, unless further extended or withdrawn. A copy of the press release is attached hereto as Exhibit (a)(14) and is incorporated herein by reference.

SIGNATURES

After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

United Technologies Corporation

/s/ William Trachsel

By: _____

Name: William Trachsel

Title: Senior Vice President,
General Counsel & Secretary

Titan Acquisitions, Ltd.

/s/ Ari Bousbib

By: _____

Name: Ari Bousbib

Title: President

Dated July 29, 1999

EXHIBIT INDEX

The following items (a) (14) and (a) (15) are hereby added to the Exhibit Index:

Exhibit No. -----	Description -----
(a) (14)	Text of Press Release issued at 8:30 p.m. on July 28, 1999
(a) (15)	Notice of extension of Expiry Time disseminated to holders of Shares on July 29, 1999

UNITED TECHNOLOGIES CORPORATION EXTENDS TENDER OFFER FOR
INTERNATIONAL COMFORT PRODUCTS CORPORATION TO AUGUST 9, 1999

HARTFORD, CT, July 28, 1999 (8:30 p.m.) - United Technologies Corporation ("UTC") (NYSE: UTX) and Titan Acquisitions, Ltd. ("Titan"), a wholly-owned subsidiary of UTC, today announced that they have extended the expiration date for the tender offer (the "Offer") for all shares of International Comfort Products Corporation ("ICP") (AMEX: ICP) to 12:00 midnight, Toronto time, on Monday, August 9, 1999. The Offer had originally been scheduled to expire at 12:00 midnight, Toronto time, on Wednesday, July 28, 1999.

Under the terms of the Pre-Acquisition Agreement, dated June 23, 1999, among Titan, UTC and ICP, the Offer is conditioned upon, among other things, the approval by a Minister of the federal Cabinet of Canada of the application submitted by Titan on July 6, 1999 under the Investment Canada Act. Such approval has not yet been received. A Minister has 45 days from the receipt of such application to make his determination and may extend this period for an additional 30 days.

As of 6:00 p.m., Toronto time, on Wednesday, July 28, 1999, 38,273,502 ordinary shares of ICP were validly tendered in connection with the Offer comprising approximately 93.8% of the outstanding ordinary shares of ICP (or approximately 89.5% on a fully diluted basis).

This document is important and requires your immediate attention. If you are in any doubt as to how to deal with it, you should consult your investment dealer, stock broker, bank manager, lawyer or other professional adviser.

NOTICE OF EXTENSION
of the

OFFER TO PURCHASE FOR CASH

All of the Outstanding
Ordinary Shares
of

INTERNATIONAL COMFORT PRODUCTS CORPORATION

At US\$11.75 Per Share

by

TITAN ACQUISITIONS, LTD.
a Wholly-owned Subsidiary of

UNITED TECHNOLOGIES CORPORATION

The Offer has been extended and is now open for acceptance until 12:00
midnight (Toronto time), on Monday, August 9, 1999 unless further
extended or withdrawn.

Shareholders who wish to tender Shares should either (1) complete and sign the Letter of Transmittal (or a manually signed facsimile thereof) in accordance with the instructions in the Letter of Transmittal, dated June 30, 1999, mail or deliver it and any other required documents to the U.S. or Canadian Depositary (as defined in the Offer to Purchase and the accompanying Offering Circular, dated June 30, 1999 (collectively, the "Offer to Purchase")) and either deliver the certificates for such Shares to the U.S. or Canadian Depositary along with the Letter of Transmittal or tender such Shares pursuant to the procedures for book-entry transfer set forth in Section 3 of the Offer to Purchase or (2) request their broker, dealer, commercial bank, trust company or other nominee to effect the transaction for them. Any shareholder whose Shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact such broker, dealer, commercial bank, trust company or other nominee if such holder desires to tender such Shares. Any shareholder who desires to tender Shares and whose certificates representing such Shares are not immediately available, or who cannot comply with the procedure for book-entry transfer on a timely basis, may tender such Shares by following the procedures for guaranteed delivery set forth in Section 3 of the Offer to Purchase. All payments will be made in U.S. dollars, unless the holder tenders Shares to the Canadian Depositary and elects to receive payment in Canadian dollars by checking the appropriate box in the Letter of Transmittal, with the amount determined based on the market rate of exchange obtained by Purchaser (net of any applicable commissions or exchange charges) on the business day immediately preceding the date of the delivery of such payment by such Depositary. Questions and requests for assistance may be directed to the Information Agent, either Depositary or, in the case of questions and requests from U.S. investors only, the U.S. Dealer Manager at the addresses and telephone numbers set forth on the back cover of the Offer to Purchase. Requests for additional copies of the Offer to Purchase, the Letter of Transmittal, the Notice of Guaranteed Delivery and other related materials may be directed to the Information Agent or to brokers, dealers, commercial banks and trust companies. The Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery contain important information that should be read, together with this Notice of Extension, before any decision is made with respect to the Offer.

The Dealer Manager for the Offer in the United States is:

Salomon Smith Barney

July 28, 1999

NOTICE OF EXTENSION

TO: HOLDERS OF ORDINARY SHARES OF INTERNATIONAL COMFORT PRODUCTS CORPORATION.

This notice of extension (this "Notice") amends and supplements the Offer to Purchase and the accompanying Offering Circular dated June 30, 1999 (the "Offer to Purchase") of Titan Acquisitions, Ltd. (the "Purchaser") pursuant to which the Purchaser is offering to purchase the outstanding Ordinary Shares (the "Shares") of International Comfort Products Corporation (the "Company"). The Purchaser is a wholly-owned subsidiary of United Technologies Corporation (the "Parent").

DEFINITIONS

Except as otherwise set forth in this Notice, the terms and conditions contained in the Offer to Purchase continue to be applicable in all respects, and this Notice should be read in conjunction therewith, the provisions of which (as hereby amended) are incorporated herein by reference. Unless the context requires otherwise, terms denoted by initial capital letters and not defined herein have the respective meanings set forth in the Offer to Purchase. All references to the "Offer" in this Notice and the Offer to Purchase shall be deemed to be, where appropriate, references to the Offer as amended by this Notice.

The definition of "Expiry Time" contained in the Offer is deleted and shall mean 12:00 midnight, Toronto time, on August 9, 1999, unless and until the Purchaser shall have extended the period of time during which the Offer is open, in which event the term "Expiry Time", shall mean the latest time and date at which the Offer, as so extended by the Purchaser, shall expire.

EXTENSION OF THE OFFER

The Purchaser hereby gives notice that it has varied the Offer by extending the Expiry Time from 12:00 midnight, Toronto time, on Wednesday, July 28, 1999 to 12:00 midnight, Toronto time, on Monday, August 9, 1999.

1. Manner and Time of Acceptance

The Offer is open for acceptance until 12:00 midnight (Toronto time) on August 9, 1999, or until such later time and date or times and dates to which the Offer may be extended, unless withdrawn by the Purchaser.

The manner of acceptance shall be in accordance with Section 3 of the Offer to Purchase.

2. Conditions of the Offer

The Offer continues to be conditional upon the Minimum Condition and the other conditions set out in Section 5 of the Offer to Purchase.

3. Payment for Deposited Shares

Payment shall be made in accordance with Section 2 of the Offer to Purchase.

4. Right to Withdraw

Holders of Shares have the right to withdraw deposited Shares under the circumstances and in the manner described in Section 4 of the Offer to Purchase, as amended hereby.

5. Amendment to the Offer to Purchase,
Letters of Transmittal and Notices of Guaranteed Delivery

The Offer to Purchase, Letters of Transmittal and Notices of Guaranteed Delivery are also hereby amended to give effect to the amendment contemplated by this Notice.

SUBSEQUENT EVENTS

Since June 30, 1999 (the date of the Offer to Purchase), the following events which are relevant to the Offer have occurred.

1. Appointment of Additional Officers

On July 14, 1999, Purchaser decided to appoint the following additional officers, each of whom concurrently serves as an employee of either Parent or Parent's wholly owned subsidiary, Carrier Corporation: William Brown (Vice President), Lawrence Mowell, Jr. (Vice President), Donald Cawley (Vice President), Robert Wylie (Vice President), Frank Hartman (Vice President), Gilles Renaud (Vice President and Treasurer), John Healy (Secretary), George Minnich (Assistant Treasurer), Christopher Witzky (Assistant Treasurer) and Christine Rua (Assistant Secretary).

2. Certain Legal Matters

Class Action. In a Memorandum Opinion dated July 20, 1999, the Chancery Court for the State of Tennessee, 17th Judicial District, Marshall County, at Lewisburg, rejected the claims of the plaintiffs in the class action relating to the Offer that had been filed against the Company and its directors by two shareholders of the Company in such Court (as described in the Offer to Purchase in Section 15 "Certain Legal Matters - Class Action"), and on July 23, 1999, the Court granted a motion by the plaintiffs to dismiss such class action voluntarily.

Shareholder Actions. On July 26, 1999, one of the plaintiffs in the class action referred to above filed an application against the Company and Montreal Trust Company of Canada, in its capacity as the Company's transfer agent, in the Superior Court of Justice in the Province of Ontario. The application sought, inter alia, (i) a temporary restraining order enjoining the Company and its transfer agent from transferring Shares to Purchaser and (ii) leave to bring a derivative action to recover from the officers and directors of the Company damages based on allegations of corporate waste resulting from the Company's granting incentives and bonuses to management in connection with the Offer. On July 27, 1999 the motion for a temporary restraining order was withdrawn, subject to the representation by the Company and Parent to the court that they would (a) take no steps to cause the Company to cease to exist prior to August 24, 1999 and (b) notify applicant's counsel no fewer than five days before any change of such intention prior to August 24, 1999. The withdrawal of such motion for a temporary restraining order was without prejudice to the right of the applicant to renew in the event of such a notification that the intentions of the Company or Parent have changed. Accordingly, no motion to enjoin the consummation of the Offer is pending before the court in such matter. A hearing relating to the application for leave to bring a derivative action against the officers and directors of the Company is scheduled for August 24, 1999.

On July 27, 1999, an individual who had tendered Shares in the Offer filed a purported class action in the United States District Court for the Middle District of Tennessee allegedly on behalf of all individuals who tendered Shares in the Offer. The defendants named in the complaint are Purchaser, Parent, the President of Purchaser and the person serving as Senior Vice President, General Counsel and Secretary of Parent. The complaint alleges, among other things, that certain of the arrangements disclosed in Item 3 of the Company's Recommendation Statement on Schedule 14D-9 with respect to the Offer under the caption "Arrangements with Directors and Executive Officers of the Company" and in Section 13 of the Offer to Purchase under the caption "Arrangements with Certain Employees of the Company" violate federal securities laws. Purchaser and Parent believe that all claims against the defendants are without merit and intend to defend these claims vigorously. The complaint seeks costs, attorneys' fees and compensatory damages, but plaintiff has not sought to enjoin the Offer in any respect.

Certain Regulatory Matters. Several regulatory matters, the determination of which are conditions of the Offer, have been satisfied. In particular, the 15-calendar-day waiting period applicable to the Offer under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 in the United States expired on July 21, 1999. The prescribed waiting period applicable to the Offer under the Competition Act (Canada) has also expired; however, the Minister of the federal Cabinet has not yet made a determination under the Investment Canada Act in respect of the application submitted by the Purchaser on July 6, 1999. As discussed in Section 15 of the Offer to Purchase, the Minister has 45 days from the receipt of such application to make his determination and may extend this period for an additional 30 days.

3. Shares Tendered

As at 6:00 p.m. (Toronto time) on July 28, 1999, the U.S. and Canadian Depositaries had received Letters of Transmittals (or other documents evidencing the tendering of Shares) representing approximately 38,273,502 Shares or 93.8% of the outstanding Shares (89.5% on a fully diluted basis).

STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides holders of Shares with, in addition to any other rights they may have at law, rights of rescission or to damages or both, if there is a misrepresentation in a circular or notice that is required to be delivered to such holders. However, such rights must be exercised within prescribed time limits. Holders of Shares should refer to the applicable provisions of the securities legislation of their province for particulars of those rights or consult a lawyer.

APPROVAL AND CERTIFICATE

DATED: July 28, 1999

The contents of the Offer to Purchase dated June 30, 1999 as amended by this Notice have been approved, and the sending, communication or delivery thereof to the shareholders of International Comfort Products Corporation has been authorized by the board of directors of the Purchaser. The foregoing contains no untrue statement of a material fact and does not omit to state a fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made. In addition, the foregoing does not contain any misrepresentation likely to affect the value or the market price of the securities which are the subject of the Offer.

"Ari Bousbib"

Ari Bousbib, President

As the sole member of the Board of Directors
of Titan Acquisitions, Ltd.:

"Ari Bousbib"

Ari Bousbib, Director

The Depository in the United States is:

Citibank, N.A.
By Courier:
915 Broadway, 5th Floor
New York, NY 10010

By Mail:
Citibank, N.A.
P.O. Box 685
Old Chelsea Station
New York, NY 10113

By Hand:
Citibank, N.A.
Corporate Trust Window
111 Wall Street, 5th Floor
New York, NY 10043

Facsimile for Eligible Institutions:
(212) 505-2248

To Confirm By Telephone:
(800) 270-0808

The Depository in Canada is:

Montreal Trust Company of Canada
Reorganization Department
151 Front Street West--8th Floor
Toronto, Ontario M5J 2N1
Tel: (416) 981-9633
Toll free: (800) 663-9097
Fax: (416) 981-9600

The Information Agent is:
Georgeson & Company Inc.

United States:
Wall Street Plaza
New York, New York 10005
Toll free: (800) 223-2064
Banks & Brokers Call Collect: (212) 440-9800

Canada:
Commerce Court West, Suite 1925
Toronto, Ontario M5L 1B9
Toll free: (800) 890-1037

The Dealer Manager in the United States is:
Salomon Smith Barney Inc.
7 World Trade Center
31st Floor
New York, New York 10048
Toll free: (800) 221-1629