

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. 2)
and
SCHEDULE 13D/A

Pursuant to Section 13(d)
of the Securities Exchange Act of 1934
(Amendment No. 2)

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 & 00

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 4. Source and Amount of Funds or Other Consideration.

(a), (b) The following sentence is hereby inserted after the first sentence:

The references to "privately placed notes" and "arranged bank credit facilities" in "Section 11. Source and Amount of Funds" are deemed to have been deleted.

Item 9. Financial Statements of Certain Bidders.

The following sentence is hereby inserted after the first sentence:

The SEC maintains an Internet site on the World Wide Web at that contains reports, proxy statements and other information filed by Parent with the SEC.

Item 10. Additional Information.

(b), (c) The following sentence is hereby inserted after the last sentence:

In connection with the HSR Act, Purchaser filed a Notification and Report Form relating to the Offer with the Antitrust Division and the FTC on July 6, 1999.

(f) The following two paragraphs are hereby inserted after the last sentence:

Notwithstanding anything to the contrary in the Offer to Purchase, the Offer Conditions in paragraphs (c) through (i) of Section 5 of the Offer to Purchase must be satisfied or waived on or before the Expiry Time.

In the last paragraph under the sub-heading "Certain Company Projections" in "Section 9. Certain Information Concerning the Company", the second to last sentence is deemed to have been replaced with the following sentence: "Accordingly, actual results may vary from such projections, and neither Parent or Purchaser nor any of their respective affiliates or representatives assumes any responsibility for the accuracy or validity of any of the projections."

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 16, 1999