



**News Release**

March 30, 2009

**Matheson Tri-Gas to acquire largest independent industrial gas distributor in United States**

Matheson Tri-Gas Inc., a wholly-owned subsidiary of Taiyo Nippon Sanso Corporation, has signed a contract for the acquisition of Valley National Gases LLC, the largest independent distributor of industrial gases in the U.S.

**Details of Matheson Tri-Gas Inc.**

Head office: 150 Allen Road, Suite 302 Basking Ridge, NJ 07920

Representative: William J. Kroll (CEO)

**Outline of scheduled acquisition**

According to the purchase contract signed between Matheson Tri-Gas (MTG) and CI Capital Partners LLC, which holds 100% of equity in Valley National Gases LLC (VNG), MTG is to purchase all issued shares of VNG. Assuming that the various conditions to which the acquisition is subject under the purchase contract are met, including receipt of approval from the Federal Trade Commission, the acquisition should be completed by mid-May of this year.

**Outline of Valley National Gases LLC**

Representative: Michael Ziegler (CEO)

Head office: Metro Office Center Building, 6500 Rockside Road, Suite 200,

Independence, OH 44131

Established: 1958

Business lines: Supply and sale of industrial gases and related equipment

Balance-sheet date: June 30 (change to Dec. 31 scheduled with effect from 2009)



Employees: approx. 940

Number of business sites: 95 locations in 18 states

Net/ total assets and principal performance indicators

(US\$ million)

	Estimates for 2008 calendar year (Note 1)
Operating revenue	313
EBITDA	62 (Note 2)
Net assets	392
Total assets	514

Notes:

1. Simple sum of the latter half of the period ended June 30, 2008 and the first half of the current term ending June 30, 2009
2. One-time expenses are excluded from calculation. M&A expenses during the period are annualized.

### **Future plans**

Through the purchase of Valley National Gases, which possesses a strong marketing base in the U.S. Midwest and Northeast, the TNSC Group will acquire a launching pad for the eventual development of its industrial gases business across the entire continental United States. For this reason, TNSC plans to further expand VNG's business scale and to make continued efforts to improve its operational profitability. Specifically, TNSC will construct new air separation plants within VNG's operational area to provide fully integrated industrial gas services from production to sale, thereby establishing a market-leading position in those regions.

We also plan to expand our specialty gases operations and helium operations, including the construction of helium filling stations, and to optimize our production control system within those areas. Through the acquisition of VNG, we intend to begin a process of aggressively expanding our marketing activities throughout the United States, and to raise the efficiency of our industrial gas operations in that country as a whole.

We are confident that this acquisition will produce operational synergies that will lead to increased earnings in the amount of approximately US\$18 million per annum.



Final details regarding the purchase price of VNG and the estimated impact of the purchase on the consolidated business performance of the TNSC Group will be released when they become available.

**Outline of counterparty in purchase agreement**

Name: CI Capital Partners LLC

Representative: Frederick J. Iseman

Address: 500 Park Avenue, New York, NY 10022

Nature of business: Private equity investment

Equity stake in VNG: 100%

**Equity holdings of TNSC in VNG, before and after**

Prior to purchase: zero

After purchase: 100%