



Matheson Tri-Gas Acquires Valley National Gases from CI Capital Partners

NEW YORK, NY and BASKING RIDGE, NJ — March 30, 2009 – Matheson Tri-Gas, Inc. (“MTG”), a global manufacturer and supplier of industrial, medical, electronics and specialty gases and welding supplies headquartered in Basking Ridge, New Jersey, and CI Capital Partners LLC (“CI Capital”), a New York-based private equity firm, announced today that they have signed a definitive agreement under which MTG will acquire Valley National Gases (“Valley”), the largest privately-held distributor of industrial and medical gases and welding supplies in the United States. MTG is the largest subsidiary of Taiyo Nippon Sanso Corporation (“TNSC”) which is one of the top five global producers of industrial, medical, electronics and specialty gases and is headquartered in Japan.

Hirosuke Matsueda, President of TNSC, said “The acquisition of Valley National Gases supports TNSC’s global expansion strategy and we are thrilled that our MTG team has successfully finalized the agreement. This acquisition also reinforces our commitment to developing a national presence in the United States.”

“Valley’s history of expansion and success brought to the forefront the vision for this deal,” said William J. Kroll, Chairman and Chief Executive Officer of MTG. “This acquisition creates a tremendous opportunity for MTG by adding distribution capacity throughout the Eastern and Midwest regions of the United States and helps to solidify our national supplier status. As we’ve demonstrated over the past several years, achieving rapid growth through select acquisitions is a priority for us.”

“We are excited to become part of MTG and look forward to providing our customers with an expanded line of products and services,” said Michael Ziegler, Chief Executive Officer of Valley. “Our operations complement one another very well, and the combination will allow MTG to establish a national distribution network. Both Valley and MTG share a commitment to the highest standards of safety and customer service, a commitment that will remain the core focus once the acquisition is complete.”

Joost Thesseling, Principal at CI Capital, said, “Valley is a great example of our long history of partnering with high-caliber management teams in growing fundamental businesses operating in large and fragmented markets. Valley’s management team has done an extraordinary job of managing rapid growth while maintaining consistently good service and safe operations. CI Capital and management repositioned Valley for growth and completed eight add-on acquisitions, increasing pro-forma revenue by more than 33% since 2007.” Frederick Iseman, Chairman of CI Capital, added, “We are very pleased with an excellent outcome for our investors.” Steve Lefkowitz, CI Capital’s President, said, “We are fortunate to have partnered in this transaction with Mike Ziegler and Howard Hubert, who shared our vision of the significant opportunities in the industrial gas distribution market.”

Completion of the transaction, which is expected to occur in the second quarter of this year, is subject to HSR review and customary closing conditions.

Berenson & Company and Credit Suisse served as financial advisors to Valley for the transaction. Paul, Weiss, Rifkind, Wharton & Garrison LLP provided legal representation to CI Capital and to Valley.

The Bridgeford Group, a unit of The Mizuho Financial Group, acted as financial advisor to MTG for the transaction. Legal representation was provided to MTG by Kelley Drye & Warren LLP.

About Matheson Tri-Gas, Inc.

Matheson Tri-Gas, Inc. is a single source for industrial, medical, specialty and electronic gases, gas handling equipment, high performance purification systems, engineering and gas management services, and on-site gas generation with a mission to deliver innovative solutions for global customer requirements. Matheson Tri-Gas, Inc. is the largest subsidiary of Taiyo Nippon Sanso Corporation, one of the top five suppliers of industrial, specialty, and electronics gases in the world.

About Valley National Gases, LLC

Valley National Gases, headquartered in Independence, OH, is the largest domestic privately-held packager and distributor of industrial, medical, and specialty gases, welding supplies and propane. Valley National Gases operates 95 branches in 18 states, with 12 production and distribution centers in the eastern and midwestern United States.

About CI Capital Partners LLC

Valley National Gases was acquired in February 2007 by New York-based private equity firm CI Capital Partners LLC. In addition to Valley, current CI Capital Partners portfolio companies include American Residential Services, a leading provider of HVAC and plumbing services; Prodigy Health Group, a rapidly expanding health care services company; Ply Gem Industries, one of the largest North American manufacturers of residential siding and windows; KIK Custom Products, the largest North American contract manufacturer of branded and retailer-branded consumer products; Conney Safety Products, a full-service distributor of safety products; and CoVant Technologies, a government services company led by the former executives and board of directors of Anteon Corporation.

Contacts:

For CI Capital Partners:

David Lilly
Kekst and Company
212-521-4800

For Matheson Tri-Gas:

Stephen Stroud
Matheson Tri-Gas, Inc.