



Sanso Corporation of Japan (“Nippon Sanso”),<sup>3</sup> or one or more, direct or indirect, wholly-owned subsidiaries of Matheson Tri-Gas.

Background

On April 15, 2004, Air Liquide and the Commission executed an Agreement Containing Consent Orders that included the Decision and Order and an Order to Hold

\_\_\_\_\_ to maintain Assets (collectively, the “Consent Agreement”) to settle the

Commission’s charges related to the proposed acquisition of Messer Griesheim GmbH (the

Atmospheric Carbon Divestiture Assets and Businesses to Metheson Tri-Com pursuant to the

proposed agreements as soon as practicable after the close of the public comment period.

Because this petition and its attachments contain confidential and competitively sensitive business information relating to the divestiture of the Atmospheric

Bureau of Competition on Negotiating Merger Remedies” (the “Merger Remedies Statement”)  
discuss a number of factors that help to identify a promising divestiture buyer. All of these  
factors demonstrate that Matheson Tri-Gas will be an excellent buyer, well suited for approval.

- A. **Matheson Tri-Gas is a well-established and experienced competitor in the production, refinement, distribution, marketing and sale of Atmospheric Gases.**

The Divestiture Study cited the buyer's experience in the relevant industry and



Matheson Tri-Gas's industrial gas business is concentrated in the Southern United

States where it currently operates five air separation units in Florida, New Mexico, and Texas. 12

It has several offices and a network of distributors in this area to provide its customers with

various industrial gases and customer support services. Currently, Matheson Tri-Gas has divided

[REDACTED]

separation plants. In fact, in the last three years alone, Nippon Sanso has assisted Matheson Tri-Gas in substantially upgrading Matheson Tri-Gas's Stafford, Texas facility and building a new state-of-the-art facility in Irving, Texas.

Further, through the divestiture due diligence and negotiations, Matheson Tri-Gas

has become familiar with the Atmospheric Gases Divestiture Assets and Businesses and has the





all incumbent industrial gas suppliers that could have acquired the

~~transportation, gas distribution assets and businesses. Metheson Tri Gas is~~

the only one with plants that already extend from Florida to New Mexico.

~~The acquisition would complement Metheson Tri Gas's network by adding~~

the distance between individual plants of the network, filling voids in the network's coverage through the addition of Louisiana and Mississippi, and extending the network to the Western United States, i.e., California. This

would offer significant interlinking opportunities within an extended network

~~and further contribute to the reliability of Metheson Tri Gas's industrial gas~~

Unique opportunities [REDACTED] [REDACTED] Of all incumbent

industrial gas suppliers that could have acquired the Atmospheric Gases

Divestiture Assets and Businesses, Matheson Tri-Gas is the only supplier with

an established presence in industrial gases for the semiconductor industry

As further evidence of Matheson Tri-Gas's determination to provide a single-source solution to its customers, Matheson Tri-Gas has also expanded or intends to expand its [REDACTED]. For example, Matheson Tri-Gas completed the expansion of a new ultra-high purity ammonia facility in LaPorte, Texas in 2003 to increase capacity and improve process

~~and in 2003 Matheson Tri-Gas announced the future capacity expansion of its state-of-the-art~~

~~hydrogen plant in Mary Johnsonville, Tennessee~~

certain capital expenditures to [REDACTED]. Matheson Tri-Gas will provide further, specific information about its capital expenditures plans under separate cover as part of its business plan

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Confidential and Proprietary Information of Matheson Tri-Gas

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

LIN or LOX caused by Air Liquide's acquisition of the Waxahachie, Texas plant. Rather, [REDACTED].

Matheson Tri-Gas's capacity in the Dallas area is [REDACTED]. Furthermore, the Dallas market place is characterized by very aggressive competition among all major industrial gas suppliers. Every major industrial gas producer is present in the region, with one or more plants, including Matheson Tri-Gas, Air Liquide, Air Products, Airgas, BOC, and Praxair.

E. [REDACTED]

[REDACTED]<sup>18</sup>

F. **Matheson Tri-Gas has the financial capability to successfully complete the transaction and invest in the Atmospheric Gases Divestiture Assets and Businesses going forward.**

The Merger Remedies Statement requires that the proposed buyer have "*the financial capability and incentives to acquire and operate the package of assets*"<sup>19</sup>

internally generated cash flow from Matheson Tri-Gas's other operations and, if required, additional debt.

**II. The Divestiture Agreement Satisfies the Requirements of the Decision and Order to Divest the Atmospheric Gases Divestiture Assets and Businesses**

Paragraph II. of the Decision and Order requires Air Liquide to divest the

Atmospheric Gases Divestiture Assets and Businesses Assets. Pursuant to this requirement, Air

Liquide has diligently sought a buyer that would be acceptable to the Commission and has

entered into all appropriate agreements more than [redacted] months before the deadline for

4 Purpose of the Decision and Order Paragraph 11.D. of the Decision and

[REDACTED]



Conclusion

[REDACTED]

**MATHESON TRI-GAS DIRECTORS AND OFFICERS**

<b>Matheson Tri-Gas Directors and Officers</b>
Taguchi, Hiroshi
Matsueda, Hirosuke
Hara, Fumio
Kobayashi, Kunihiro
Kroll, William
Samples, James
Hamada, Toshihiko
Masui, Yoshiyuki
Kowey, Rick
Nemoto, Roy
Kubo, Koichiro
Andrew, David

Bellitto, Joseph

William J. Kroll of Matheson Tri-Cor Inc. To Be Appointed to Nissan

**Sanso Corporation Board of Directors**

**Parsippany, NJ – May 18, 2004** – William J. Kroll, Chairman, President & CEO of Matheson Tri-

Nissan Corp. Corporation, one of the world's leading industrial gas companies, as of their June

[REDACTED]

[REDACTED]