



Madison Dearborn Partners

FOR IMMEDIATE RELEASE:

Madison Dearborn Partners to Acquire Ikaria

Existing Shareholders, Including New Mountain Capital and Company Management, will Receive Minority Positions; Transaction Values Ikaria at Approximately \$1.6 Billion

Chicago, IL and Hampton, NJ, December 24, 2013 – Madison Dearborn Partners announced today that it has signed a definitive agreement under which it will acquire a majority ownership position in Ikaria, Inc., a leading provider of proprietary and innovative therapies for the critical care units in hospitals. Existing Ikaria shareholders, including New Mountain Capital and certain members of the company’s management team, will receive a minority stake in the acquiror company. The transaction, which values Ikaria at approximately \$1.6 billion, is expected to be completed in the first quarter of 2014, pending customary closing conditions for transactions of this type.

Ikaria is the exclusive provider of the INOMAX® therapy package, the system through which the only U.S. Federal Drug Administration-approved INO (inhaled nitric oxide) therapy is delivered to treat hypoxic respiratory failure (HRF) in newborn infants born at or near term. INOMAX is sold directly to hospitals and includes the INOMAX drug, the drug-delivery system, on-site training and 24/7/365 technical assistance and support. Ikaria has a significant installed base of devices at more than 650 hospitals throughout North America, including all major academic medical centers and large tertiary hospitals, and a strong reputation for highly attentive customer service.

“We are pleased to join the Ikaria team as the company’s new majority shareholder,” said Tim Sullivan, a Managing Director at Madison Dearborn. “The company is very well positioned for continued strong growth by virtue of its critical therapy, long-standing relationships with hospital administration and exceptional management team. We look forward to working with New Mountain and Ikaria’s other investors to apply our industry resources to ensure that the company continues to grow through the delivery of its important therapies to hospitals’ critical-care units.”

The transaction also includes the separation of certain non-commercial products in the Ikaria pipeline that are focused on outpatient therapies, which will be distributed to Ikaria’s current shareholders. Two near-term critical care therapies in Ikaria’s pipeline will remain with Ikaria, providing future growth opportunities.

“We welcome Madison Dearborn to Ikaria and are excited that we’ll soon be able to benefit from their industry relationships and expertise,” said Daniel Tassé, Chairman and Chief Executive Officer of Ikaria. “Over the past few years, we have built a strong business thanks to our employees and the committed and unwavering support of our shareholders. We’re pleased that our accomplishments have attracted another world-class health care investor in Madison Dearborn. We will focus on completing this transaction in a timely manner and continuing to provide our very important product, INOMAX, to our customers.”

Ikaria has a vision to be the leader in providing innovative therapies to address the significant needs of critically ill patients in neonatal intensive care units (NICUs), intensive care units (ICUs), emergency departments, operating rooms and cardiac catheter laboratories. Madison Dearborn is supportive of Ikaria's current growth strategy including expanding into international markets such as Japan, India and China and completing targeted strategic acquisitions.

Ikaria is being advised on the transaction by Credit Suisse, its lead advisor, and Morgan Stanley. Fried, Frank, Harris, Shriver & Jacobson LLP and Wilmer Cutler Pickering Hale and Dorr LLP serve as legal advisors to Ikaria. Madison Dearborn is being advised by Barclays and Goldman Sachs. Kirkland & Ellis LLP serves as legal advisor to Madison Dearborn. Credit Suisse will lead the debt financing related to the transaction.

About Ikaria

Ikaria, Inc. is a critical care company focused on developing and commercializing innovative therapies designed to address the significant needs of critically ill patients. It is offered through the INOMAX therapy package, an all-inclusive offering of drug product, drug-delivery system, on-site training and 24/7/365 technical assistance and support. The INOMAX therapy package also is marketed in Puerto Rico, Canada, Australia, Mexico and Japan. Ikaria is headquartered in Hampton, NJ, with a research facility in Madison, WI, and manufacturing facilities in Port Allen, LA and Madison, WI. Please visit www.ikaria.com.

About Madison Dearborn Partners

Madison Dearborn Partners, based in Chicago, is a leading private equity investment firm in the United States. Since Madison Dearborn's formation in 1992, the firm has raised six funds with aggregate capital of over \$18 billion and has completed approximately 125 investments. Madison Dearborn invests in businesses across a broad spectrum of industries, including health care; basic industries; business and government services; consumer; financial and transaction services; and telecom, media and technology services. Its noteworthy investments include Sage Products, Sirona Dental, Team Health, VWR International, CDW, TransUnion, and Yankee Candle. For more information, please visit www.mdcp.com.

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