

MSC Industrial Direct Co., Inc. Signs Definitive Agreement to Acquire ATS Industrial Supply, Inc.

- Acquires Rocky Mountain metalworking distributor -

MELVILLE, N.Y., Jan. 24, 2012 /PRNewswire/ -- **MSC INDUSTRIAL DIRECT CO., INC.** (NYSE: MSM), "MSC", one of the premier distributors of Metalworking and Maintenance, Repair and Operations ("MRO") supplies to industrial customers throughout the United States, announced today that it has signed a definitive agreement to acquire the assets and assume certain liabilities of ATS Industrial Supply, Inc. Terms of the transaction were not disclosed. The acquisition is expected to close on January 31, 2012, subject to the satisfaction of customary closing conditions. The Company will finance the acquisition using available cash. The Company also expects that the acquisition will be minimally dilutive by approximately \$0.01 or \$0.02 per share in fiscal 2012 including integration and acquisition expenses, and will be \$0.02-\$0.03 per share accretive to earnings in fiscal 2013 and increase further over time.

Established in 1970 and headquartered in Salt Lake City, UT, ATS Industrial Supply, Inc. is a leading metalworking and MRO industrial distributor in the Rocky Mountain region with over 40 years' experience distributing a broad range of industrial tools, cutting tools, abrasives, machinery, precision instrument supplies, and other MRO-related supplies to a large customer base ranging from small machine shops and fabricators to some of the largest aerospace and manufacturing concerns in the country. ATS Industrial Supply, Inc. serves its customers from locations in Salt Lake City, UT, Phoenix, AZ, and Tijuana, BC, Mexico. The company generated approximately \$34.5 million in sales in 2011.

David Sandler, Chief Executive Officer of MSC, stated, "We are pleased to acquire ATS Industrial Supply, Inc., a regional leader with excellent management and an emphasis on value-added services that fits well with the MSC model. In keeping with our long-term acquisition strategy, ATS builds out our geographic footprint, significantly increasing our presence in the Rocky Mountain region, while further extending our leadership position in metalworking. We welcome their talented team of associates to the Company and look forward to working together to grow our combined businesses."

David Hellberg, CEO of ATS Industrial Supply, Inc., said, "We are thrilled to be joining MSC, one of the largest distributors of MRO supplies in the United States. We believe this transaction represents a great opportunity for our associates, customers and suppliers, and look forward to benefitting from MSC's position as a leading player in the marketplace."

About MSC Industrial Direct Co., Inc.

MSC Industrial Direct Co., Inc. is one of the largest direct marketers and premier distributors of Metalworking and Maintenance, Repair and Operations ("MRO") supplies to industrial customers throughout the United States. MSC is recognized for its outstanding customer service with over 1,000 sales specialists, 600,000 industrial products, 3,000 suppliers, and 99% in-stock availability. For more information, visit MSC's website at <http://www.mscdirect.com>.

Note Regarding Forward-Looking Statements: Statements in this Press Release may constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future, including statements about the expected benefits of the acquisition, are forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those anticipated by these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Factors that could cause actual results to differ materially from those in forward-looking statements include: problems with successfully integrating acquired operations, current economic, political and social conditions, and general economic conditions in the markets in which the Company and ATS Industrial Supply, Inc. operate. Additional information concerning these and other risks is described under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the reports on Forms 10-K and 10-Q that the Company files with the U.S. Securities and Exchange Commission. The Company assumes no obligation to update any of these forward-looking statements.

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