

030-04621

Don Coleman  
President, Beverly Microwave Division

Nuclear Regulatory Commission  
Materials Safety and Inspection Branch  
Division of Industrial and Medical Nuclear Safety  
Office of Nuclear Material Safety and Safeguards  
Washington, DC 20555  
Attention: Michael Perkins

VIA FAX AND OVERNIGHT MAIL

January 6, 2011

Re: License No. 20-02237-03E Transfer of Control Amendment Application

Dear Mr. Perkins:

In connection with the Transfer of Control Amendment Application concerning Communications & Power Industries' NRC License No. 20-02237-03E that we submitted to you on December 13, 2010 (the "Application"), we have received the U.S. Nuclear Regulatory Commission (the "NRC") exempt distribution License No. 20-02237-03E, Amendment No. 14 (the "Amended License"). We are extremely grateful for your prompt attention to our Application, pursuant to which the Amended License was issued.

As you know, our Application was in connection with the contemplated purchase by Veritas Capital, through a wholly owned subsidiary named Catalyst Holdings, Inc., of all of the outstanding stock of CPI International, Inc., the parent company of Communications & Power Industries, Inc. (the "Transaction"). On the Application we indicated that the names of both Communications & Power Industries, Inc. and its Beverly Microwave Division would remain the same (License No. 20-02237-03E is currently held in the name "The Beverly Microwave Division of Communications & Power Industries, Inc."). However, within the last week it was determined that, for business reasons, both CPI International, Inc. and Communications & Power Industries, Inc. will be converted from Delaware corporations to Delaware limited liability companies immediately after the closing of the Transaction. The new name of Communications & Power Industries, Inc. will be Communications & Power Industries LLC and, as a result, the licensee's name will then be "The Beverly Microwave Division of Communications & Power Industries LLC." It is contemplated that shortly following the foregoing entity conversions, CPI International LLC (formerly CPI International, Inc.) will be liquidated and Communications & Power Industries LLC will be held directly by Catalyst Holdings, Inc. All of the other information in the Application, pursuant to which the Amended License was issued, remains unchanged from the original submission. Specifically, the licensed activities, including the facility, equipment, use, possession,

574216

We hereby respectfully request that the Amended License be further amended to reflect the new name of the licensee and its immediate parent, which will respectively be The Beverly Microwave Division of Communications & Power Industries LLC and Communications & Power Industries LLC, pursuant to the restructuring transactions outlined above. As we noted in our letter of December 13, 2010, the parties plan to consummate the Transaction (and the subsequent restructuring) as soon as practicable, with the intention to close within the next month. Your prompt attention to this matter would therefore be greatly appreciated.

If I can be of assistance with your review of the application, please feel free to contact me at 978-279-0663.

Sincerely,



Don Coleman



**FAX COVER SHEET**

DATE: 1/6/2011

TOTAL NO. OF PAGES: 3 (including cover sheet)

TO: (COMPANY): Nuclear Reg Commission

ATTENTION: Michael Perkins

FAX NO.: 301-415-5955

FROM: Don Coleman

SUBJECT: \_\_\_\_\_

SHOULD YOU HAVE ANY PROBLEMS WITH THIS MESSAGE, PLEASE CALL THE SENDER AT 978-922-6000, EXTENSION \_\_\_\_\_

**FAX NUMBERS**

Main Fax	978-922-8914
Marketing Fax	978-922-2736
Purchasing Fax	978-921-4770
Equipment Services Fax	978-921-8702
Accounts Payable Fax	978-922-6714
Human Resources Fax	978-927-8061