Sterigenics

030-37764

February 22, 2011

Ms. Lisa Dimmick
Office of Federal and State Materials & Environmental Management Programs
US Nuclear Regulatory Commission
Mail Stop T-8 E24
Washington, DC 20555

Reference: License number 32-31005-01E

The company that holds the above referenced license and operates the San Diego irradiator is Sterigenics US, LLC (the "Licensee"), which is a wholly-owned subsidiary of Sterigenics International, Inc. Sterigenics International, Inc. is a wholly-owned subsidiary of Sterigenics Holdings, Inc. ("SHI"). On February 18, 2011, the stockholders of SHI entered into an agreement to sell 100% of the shares of SHI to STHI Holding Corp., which is an affiliate of GTCR Golder Rauner II, L.L.C. GTCR is a highly respected Chicago-based private equity fund. The sale transaction is expected to close within the next 45 days.

There will be no name change either for the Licensee operating the irradiator or for the irradiator facility as a result of the change in ownership of SHI, nor will there be any changes in the management staff of the Licensee operating the irradiator or SHI and its officers. All of the personnel at the facility are expected to remain with the Licensee after the transition, with the change being virtually undetectable at the facility level.

This is a notification of the pending sale of SHI only. The sale transaction will not result in any change in the control of radiation safety at the facility. Specifically,

1. Personnel named in the license, personnel qualifications and training programs will not change. There will be no change in corporate personnel having control of the facility.

2. There will be no changes in organization, location, design and operation, personnel (including radiation safety personnel), facility, equipment or procedures subject to the license.

3. There will be no changes in use, possession, location or storage of the regulated material under the license.

4. All records related to eventual facility decommissioning and to regulated operations will be maintained at the facility.

5. All financial assurances relating to the license and/or decommissioning (including all cost estimates) will continue to be maintained by the Licensee.

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6. Our company will continue to abide by all constraints, conditions, requirements, representations and commitments identified in the license for this facility.

The Thailand irradiator is operated by a separate wholly-owned subsidiary of Sterigenics International, Inc., and will continue to be following this transaction. The acquisition of SHI will have no effect on the relationship between the two facilities.

Should you require any further information or clarification on this matter, please contact me as soon as possible. Thank you for your immediate attention and assistance in this matter.

Sincerely,

Mark A. Smith, Ph.D., CHP
Vice President, Radiation Services