



nordion
SCIENCE ADVANCING HEALTH

May 21, 2014

Eric Benner, Chief
Rules, Inspections, and Operations Branch
Division of Spent Fuel Storage and Transportation
Office of Nuclear Material Safety and Safeguards
U.S. Nuclear Regulatory Commission
Washington, D.C. 20555-0001

ATTN: Document Control Desk

**SUBJECT: Quality Assurance Program Approval No. 0703, Revision No. 10
Notice of Indirect Transfer of Control of QA Program Approval**

Dear Mr. Benner:

Nordion Inc. ("Nordion"), on behalf of its indirect wholly owned subsidiary, Nordion (Canada) Inc., and STHI Holding Corp. ("STHI"), hereby notify the U.S. Nuclear Regulatory Commission ("NRC") of a planned indirect transfer of control of the above-captioned Quality Assurance Program resulting from the planned acquisition of Nordion (Canada) Inc. by STHI, the indirect parent company of Sterigenics U.S., LLC (together with STHI and other affiliates "Sterigenics"), a global leader in sterilization services headquartered in Oak Brook, Illinois.

Nordion is a leading provider of medical isotopes and sterilization technologies and its products are used daily by pharmaceutical and biotechnology companies, medical-device manufacturers, hospitals, clinics, and research laboratories. Both the Nordion and Nordion (Canada) Inc. are Canadian companies with offices in Canada, with the Nordion (Canada) Inc. located in Ottawa, Ontario, Canada. Nordion (Canada) Inc. possesses certain NRC licenses to distribute medical isotopes and to distribute, install and/or remove Co-60 from irradiators, and to provide installation, removal, and servicing of irradiators in the United States.¹

Like Nordion (Canada) Inc., Sterigenics is a world leader in contract sterilization and ionization services for the medical devices, food safety, and high performance/specialty materials industries. Sterigenics is a provider of high-quality contract sterilization and radiation processing services, with more than 30 years of experience in the operation, design, and development of gamma irradiation ("gamma") systems and facilities. Sterigenics maintains a worldwide network of facilities comprised of a number of gamma facilities and electron beam radiation facilities operating in the United States. Sterigenics is also an Agreement State licensee with a number of licenses that are unaffected by the planned transaction. See Attachment (1), "Sterigenics U.S., LLC Radioactive Materials Licenses."

¹ By separate correspondence, Nordion and STHI have requested NRC consent to the indirect transfer of Nordion (Canada) Inc.'s radioactive materials license Nos. 54-28275-02MD and 54-2875-01 and export license No. PXB3.07-R.

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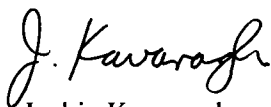
On March 28, 2014, Nordion announced that it has entered into a definitive arrangement agreement (the "Arrangement Agreement") to be acquired by Sterigenics, with Sterigenics acquiring all the issued and outstanding shares of Nordion as described below. As a result of the proposed transaction, STHI, a U.S. company, will indirectly acquire Nordion (Canada) Inc. The proposed transaction, as relevant for NRC purposes, will occur in the following steps that will all occur substantially simultaneously (i.e., they will occur pursuant to a court-approved plan of arrangement in a specified order on the same day):

- First, to facilitate the transaction, Nordion, its intermediate subsidiary company Laboratories Nordion Inc. (a holding company that is the direct parent company of Nordion (Canada) Inc.), and Nordion (Canada) Inc. will amalgamate (i.e., combine) into one company, with Nordion (Canada) Inc. being the name of the amalgamated company.
- Next, STHI's direct wholly owned subsidiary, 8832528 Canada Inc., will create a new subsidiary, referred to herein as "CanAcquisitionCo.," to facilitate the transaction.² CanAcquisitionCo. will pay cash to acquire all of the issued and outstanding common shares of Nordion (Canada) Inc., making Nordion (Canada) Inc. a CanAcquisitionCo. subsidiary.
- Finally, CanAcquisitionCo. will be amalgamated with Nordion (Canada) Inc., with Nordion (Canada) Inc. being the name of the amalgamated company.³

Thus, the planned transaction will change ownership above Nordion (Canada) Inc. The proposed indirect transfer of control does not involve any changes to the existing Quality Assurance Program or any changes to Nordion (Canada) Inc.'s name, organization, or personnel responsible for licensed activities. Accordingly, the approved Nordion (Canada) Inc. QA Program Rev. 10 will remain in place.

If you have questions or comments regarding the QA program, please contact me at (613) 592-3400 ext. 2730.

Sincerely,



Jackie Kavanagh
Senior Manager
EHS Compliance, Facility & Transportation Licensing
Nordion (Canada) Inc.

² 8832528 Canada Inc. is a new holding company and a direct subsidiary of STHI Holding Corp.

³ While the parties intend for this step to occur the same day as the previous steps, depending on timing it may occur one business day after the transaction closes, but no later.

Enclosure
Attachment (1), Sterigenics U.S., LLC Radioactive Materials Licenses

Attachment 1

**STERIGENICS U.S., LLC
RADIOACTIVE MATERIALS LICENSES**

Agreement State Radioactive Materials Licenses Held by Sterigenics U.S., LLC

State	License Number	Docket Number
NJ	RAD11001-507153	030-22307
NJ	RAD11001-507156	030-34162
CA	CA 5956	030-36690
CA	CA 3390	030-36691
AR	ARK-903-03521	030-36696
CA	CA 6579	030-36697
CA	CA 6268	030-36698
TX	L03851	030-36699
IL	IL 860122001	030-36741
IL	IL 860122001	030-36739
NC	NC 0974-1	030-36847
NC	NC 0701-1	030-36848
FL	FL 2244-1	