



April 2, 2015

VIA ELECTRONIC MAIL (Hipolito.Gonzalez@nrc.gov)

Mr. Hipolito Gonzales, Branch Chief
Materials Safety Licensing Branch
Division of Material Safety, State, Tribal, and Rulemaking Programs
Office of Nuclear Material Safety and Safeguards
U.S. Nuclear Regulatory Commission
11555 Rockville Pike
Rockville, Maryland 20852-2738

SUBJECT: Notice of Indirect Transfer of Control; National Sealed Source and Device Registration Certificate Nos. NR-0220-S-103-S, NR-0220-S-120-S, NR-0220-S-126-S, and NR-0220-D-131-S.

Dear Mr. Gonzales:

Nordion (Canada) Inc. hereby notifies the U.S. Nuclear Regulatory Commission (“NRC”) of the planned indirect transfer of control of the above-listed National Sealed Source and Device Registration (“NSSDR”) certificates.¹ Nordion, a leading global provider of gamma technologies and medical isotopes, is an indirect, wholly-owned subsidiary of STHI Holdings, Inc. (“STHI”), a Delaware corporation. The proposed indirect transfer of control would result from the upstream acquisition of all of the outstanding shares of STHI by Sterigenics-Nordion Holdings, LLC (“SNH”), a Delaware limited liability company and newly-formed holding company. Specifically, on March 20, 2015, STHI Parent Company, LLC (“STHI Parent”, as Seller) and STHI entered into a definitive Stock Purchase Agreement with SNH (as Purchaser). Under the Stock Purchase Agreement, STHI Parent agreed to sell, and SNH agreed to acquire, all of the issued and outstanding shares of STHI. As a result of the proposed transaction, SNH will indirectly acquire Nordion. See Attachment 1, “Pre- and Post- Transaction Simplified Organizations.”

As shown in Attachment 1, STHI Parent and its various subsidiaries (including Nordion) are portfolio companies of the Chicago-based private equity firm GTCR, LLC (including its affiliates, “GTCR”). As a result of the proposed transaction, U.S.-based private equity firm Warburg Pincus LLC (“Warburg Pincus”) will acquire indirectly, through certain of its affiliated

¹ Transfers of control involving the NSSDR certificates are not subject to the prior written consent requirement of Section 184 of the Atomic Energy Act of 1954, which applies specifically to NRC licenses. Nonetheless, as a holder of four NSSDR certificates, Nordion is notifying the NRC of the planned indirect transfer of control of those certificates.

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investment funds and newly-formed holding companies, a majority, controlling interest in SNH, the proposed new indirect parent company of the Licensee. A new investment fund affiliated with GTCR will continue GTCR's equity investment through a minority, non-controlling equity interest in SNH.

Thus, the planned transaction will change ownership in the corporate structure many levels above Nordion and will not involve any changes to Nordion (Canada) Inc.'s name, organization, or personnel responsible for licensed activities.² The proposed indirect transfer of control also does not involve any amendment to Nordion's four NSSDR certificates; *i.e.*, no information on the face of the NSSDR certificates will change due to the proposed transaction. Moreover, there will be no new information or changes to any products, records, service arrangements, labeling, prior commitments, or quality assurance program associated with the NSSDR certificates. Therefore, the NSSDR certificates do not need to be amended due to the proposed transaction. For informational purposes, Attachment 2 contains the information requested by Section 13.6 of NUREG-1556, Vol. 3, *Consolidated Guidance About Materials Licenses: Applications for Sealed Source and Device Evaluation and Registration*.

The closing of the transaction is scheduled to occur on May 15, 2015, but depends upon the receipt of certain regulatory approvals. If you have any questions or comments, please contact me at 613-592-3400, ext. 2730 or via email at Jackie.Kavanagh@nordion.com.

Sincerely,



Jackie Kavanagh
Senior Manager, Nordion (Canada) Inc.

Enclosures:

Attachment (1), Pre- and Post-Transaction Simplified Organizations
Attachment (2), Information Requested in NUREG-1556, Vol. 3, Section 13.6

cc: J. Neary, Warburg Pincus LLC

² Nordion holds two NRC byproduct material licenses (License Nos. License No. 54-28275-01 and 54-28275-02MD) and one 10 C.F.R. Part 110 export license (License No. PXB3.07-R). Nordion separately is seeking NRC consent to the indirect transfers of control of those licenses as a result of the proposed transaction, and on March 30, 2015, filed the necessary applications with the NRC's Region I Office, Division of Nuclear Materials Safety, Commercial, Industrial, R&D and Academic Branch, and the NRC's Office of International Programs. In addition, Nordion holds an NRC Quality Assurance ("QA") Program Approval for Radioactive Material Packages (Approval No. 0703, Rev. 10) issued pursuant to 10 C.F.R. Part 71. Nordion is providing a separate written notification of the planned indirect transfer of control of that QA Program Approval to the NRC's Inspections and Operations Branch, Division of Spent Fuel Management, Office of Nuclear Material Safety and Safeguards.

Attachment 1

PRE- AND POST-TRANSACTION SIMPLIFIED ORGANIZATIONS

FIGURE 1: PRE-TRANSACTION SIMPLIFIED ORGANIZATION

(DE indicates the entity is a Delaware entity)

G.P.s Controlled by GTCR LLC

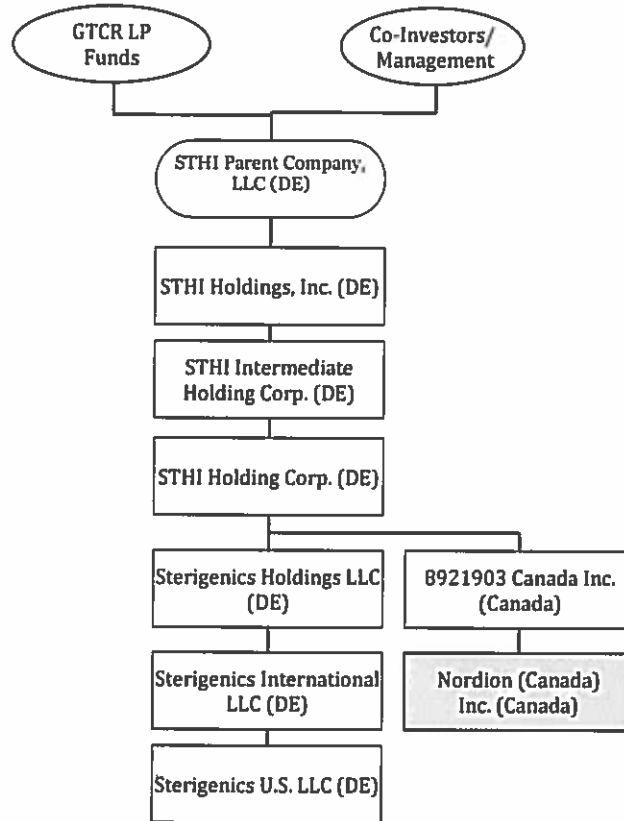
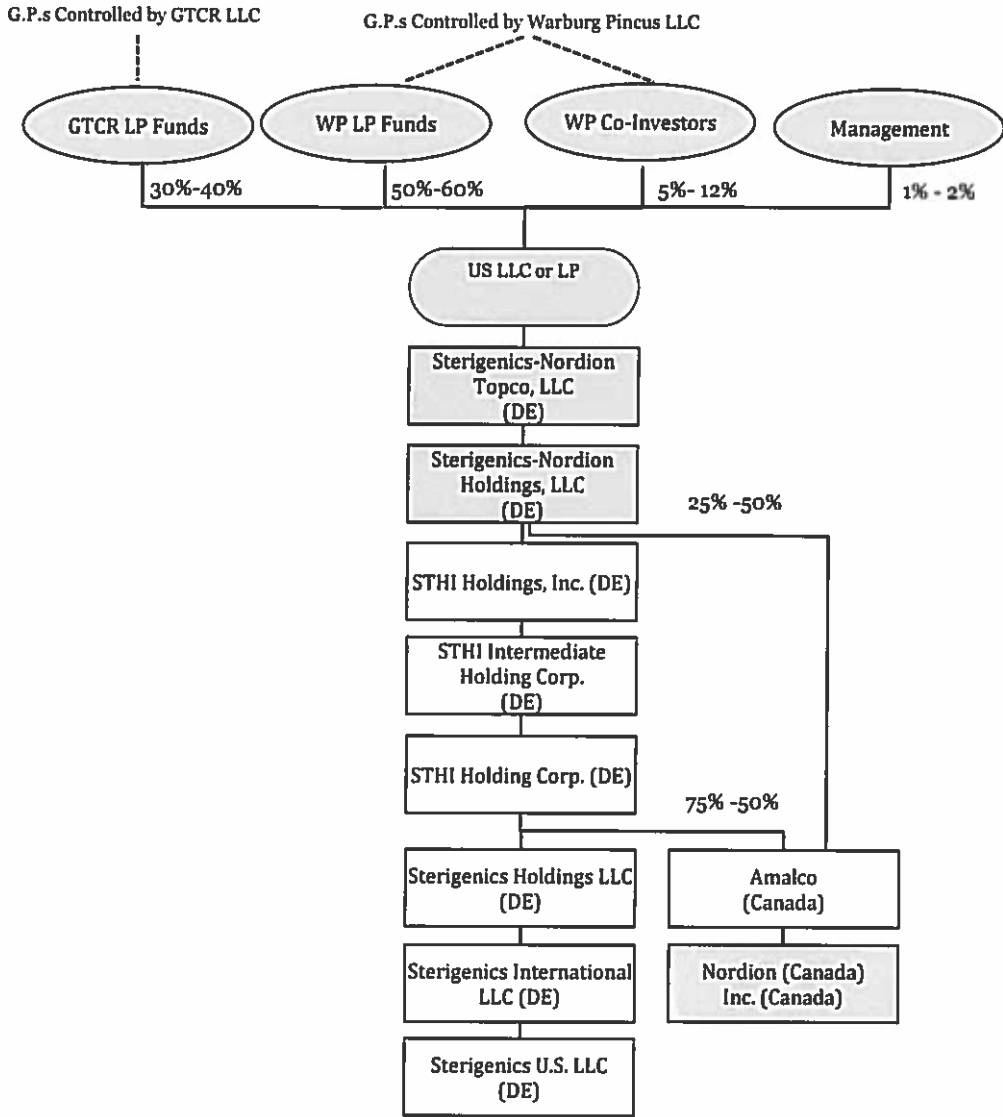


FIGURE 2: POST-TRANSACTION SIMPLIFIED ORGANIZATION



Attachment 2

Information Requested in Section 13.6 of NUREG-1556, Vol. 3, *Consolidated Guidance About Materials Licenses: Applications for Sealed Source and Device Evaluation and Registration.*

1. Delineate the facility's name and location where the products are manufactured.

The products will continue to be manufactured by Nordion (Canada) Inc. at 447 March Road, Ottawa, Ontario, Canada, K2K 1X8.

2. Specify the serial number of the last unit that was distributed by the old company prior to the name/address change, and the number of completed units that were transferred to be distributed by the old company to the new company.

There is no name or address change resulting from the transaction, and all distributions will continue to be made by Nordion (Canada) Inc.

3. Provide change of ownership information discussing transfer of products, records custody, and servicing arrangements for products previously distributed.

Ownership of all products, records custody, and servicing arrangements remain with Nordion (Canada) Inc.

4. Provide a new label for the devices indicating the new company name and the effective date of the label change.

There is no new company name.

5. Confirm that no changes were made to the product since its initial registration or last amendment.

The transaction does not affect the products covered by the SSDRs.

6. Verify that previous commitments made by the old company have not changed.

Nordion's commitments under the SSDRs, as applicable, are not changing as a result of the transaction.

7. Provide details about the quality assurance program under the new ownership or at the new location.

There is no change of location and no change to Nordion (Canada) Inc.'s quality assurance program.