



**UNITED STATES
NUCLEAR REGULATORY COMMISSION**
REGION I
2100 RENAISSANCE BOULEVARD, SUITE 100
KING OF PRUSSIA, PA 19406-2713

May 4, 2015

Docket Nos. 03030788
03030793
Control Nos. 586393
586394

License Nos. 54-28275-01
54-28275-02MD

Jackie Kavanagh
Senior Manager
Nordion (Canada) Inc.
447 March Road
Ottawa, ON K2K1X8
Canada

SUBJECT: NORDION (CANADA) INC., CONSENT TO TRANSFER LICENSE, CONTROL NOS. 586393 AND 586394

Dear Ms. Kavanagh:

By letter dated March 30, 2015, Nordion (Canada) Inc. requested written consent by the U.S. Nuclear Regulatory Commission (NRC) to a proposed indirect transfer of control of the above licenses. The proposed indirect transfer of control would result from Nordion (Canada) Inc.'s ultimate parent company, STHI Parent Company, LLC, selling, and Sterigenics-Nordion Holdings, LLC, a newly formed holding company, purchasing all outstanding shares of STHI Holdings, Inc. A newly formed acquisition vehicle, Sterigenics-Nordion Topco, LLC, will acquire all of the outstanding shares of STHI Holdings, Inc., through its wholly-owned subsidiary, Sterigenics-Nordion Holdings, LLC. Under this proposed transaction, Warburg Pincus LLC, a New York-based private equity firm, will indirectly hold a majority controlling interest in Nordion (Canada) Inc.'s ultimate parent company, Sterigenics-Nordion Topco, LLC. We understand that this transfer will not result in any change to the licensee's name, personnel having control over licensed activities, surveillance records, use of licensed material, or location or possession of licensed material.

Based on the above understandings, and as more fully detailed in the enclosed NRC staff's Safety Evaluation Report, which documents the NRC staff's safety review of the request, the NRC consents to the proposed transfer. Please note that you will need to notify us promptly, in writing, after the transaction has been finalized and include a signed copy of the sale agreement confirming completion of the transaction. With this information, we can issue an administrative amendment to your NRC licenses to reflect the transaction, if necessary. Please notify the NRC in writing, if this planned sale has not been consummated within 30 days of the date of this letter or this consent may be deemed null and void. Please contact Dennis Lawyer at 610-337-5366, or by e-mail dennis.lawyer@nrc.gov if you have any questions regarding this letter.

Based on the above understandings, the NRC consents to the proposed indirect transfer of control of NRC Materials License Nos. 54-28275-01 and 54-28275-02MD. Future changes in

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the licensee's name, licensed use, licensed materials, licensed location, or persons responsible for licensed material require submission of a request to amend the license. NRC approval must be received prior to implementation of the proposed change.

In accordance with 10 CFR 2.390 of the NRC's "Agency Rules of Practice and Procedure," a copy of this letter will be available electronically for public inspection in the NRC Public Document Room or from the Publicly Available Records component of NRC's Agencywide Documents Access and Management System (ADAMS). ADAMS is accessible from the NRC website at <http://www.nrc.gov/reading-rm/adams.html>.

Thank you for your cooperation in this matter.

Sincerely,

Original signed by Dennis R. Lawyer

Dennis R. Lawyer
Health Physicist
Commercial, Industrial, R&D and Academic
Branch
Division of Nuclear Materials Safety

Enclosure:
Safety Evaluation Report

cc:
Philip Danks, Radiation Safety Officer
Richard Decaire, Radiation Safety Officer
Luc Desgagne, Senior Licensing Coordinator

DOCUMENT NAME: G:\WordDocs\Current\Lic Cvr Letter\L54-28275-01.586393.doc

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