



August 18, 2016

David Skeen, Deputy Director
Office of International Programs
U.S. Nuclear Regulatory Commission
11555 Rockville Pike
Rockville, Maryland 20852-2738

**SUBJECT: Application for Approval of Indirect Transfer of Control of
Export License No. PXB16.07**

Dear Mr. Skeen,

Pursuant to 10 C.F.R. Section 110.50(d) and Section 184 of the Atomic Energy Act, REVISS Services (UK) Limited ("REVISS UK"), and Nordion (Canada) Inc. ("Nordion"), hereby request written approval by the U.S. Nuclear Regulatory Commission ("NRC") of the proposed indirect transfer of control of NRC Export License No. PXB16.07 ("the License"). The License is held by REVISS UK's U.S. subsidiary, REVISS Services, Inc., an Illinois corporation ("the Licensee"). Under the proposed transaction, Nordion's wholly-owned Dutch subsidiary STR 2 BV would acquire REVISS UK through a stock purchase transaction, the result of which would be that the Licensee would become an indirect wholly-owned subsidiary of Nordion. Attachment 1 provides the basis for this request. Attachment 2 provides a pre- and post-transaction simplified organizational chart.

REVISS UK, a United Kingdom company headquartered in Abingdon, England, is a leading supplier of services to the radiation processing and isotopes/radiation sources industries. In particular, it supplied Cobalt-60 capacity in multi-million curie quantities from two different origins to the U.S. market, which remains in use today. REVISS UK owns a large fleet of containers suitable for the transport of radiation sources and provides related logistics support. The United Kingdom nuclear regulator oversees its use of radioactive materials in the United Kingdom. The Licensee is responsible for aspects of REVISS UK's U.S. operations. The License authorizes the Licensee to export to the United Kingdom and Argentina certain radioactive materials contained in sealed sources for testing, reuse, manufacturing, recycling, or disposal. The License is issued to the Licensee's U.S. office in Vernon Hills, Illinois. The Licensee is a wholly-owned subsidiary of REVISS UK, which in turn is a wholly owned subsidiary of REVISS Services Limited, a Cyprus company.

Nordion, a Canadian company headquartered in Ottawa, Ontario, is a leading global provider of gamma technologies and medical isotopes. It is a “known entity” to the NRC because it holds a number of NRC licenses and registration certificates, as listed in Attachment 3. Nordion is a subsidiary of Sterigenics International, LLC (“Sterigenics”).¹ STR 2 BV, which would acquire REVISS UK’s (and thereby the Licensee’s) stock under the proposed transaction, is a wholly-owned subsidiary of Nordion, created to effectuate the purchase of REVISS UK. Following the closing of the transaction, the Licensee would remain a wholly-owned subsidiary of REVISS UK, but REVISS UK would now be an indirect subsidiary of Nordion.

The proposed indirect transfer of control does not involve any amendment to the License and would not result in any changes to the Licensee’s name, organization, NRC-licensed activities, or personnel responsible for such licensed activities. The Licensee will continue to have the same equipment, facilities, personnel and procedures needed to protect public health and safety, and to secure the licensed material. The License does not need to be amended as a result of the proposed transaction.

The parties executed a stock purchase agreement on August 15, 2016, and transaction will close after the receipt of necessary regulatory approvals. The parties respectfully request the NRC’s expedited review and written approval of this application no later than September 30, 2016, in order to ensure no delay in closing the transaction. The parties further request that the NRC promptly post this application to its website for the 30-day comment period.

If you have any questions or comments pertaining to this transaction or the Nordion licenses or registrations, please contact Richard Wassenaar, Senior Manager, Transport Licensing and Gamma Radiation Safety, at Nordion (613-592-3400 x2539; Richard.Wassenaar@nordion.com). If you have any questions about the License, please contact John Schrader, Vice President and Radiation Safety Officer, at REVISS Services, Inc. (847-680-4522; John.Schrader@reviss.com).

Enclosures: Attachment 1, Application for Consent of Transfer of Control of Export License No. PXB16.07

Attachment 2, Pre- and Post-Transaction Simplified Organizational Chart


Attachment 3, Known Entity Documentation

cc: Amy Roma, Hogan Lovells US LLP
John L. Schrader, Vice President and Radiation Safety Officer,
REVISS Services, Inc.
Nader Mamish, Director, NRC Office of International Programs

¹ Both Nordion and Sterigenics are jointly indirectly owned by two U.S.-based private equity firms, GTCR and Warburg Pincus.

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the information contained in the Application for Approval of Indirect Transfer of Control of Export License No. PXB16.07 is true and correct.

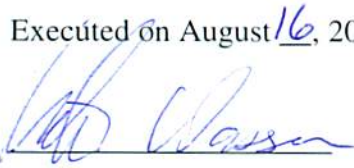
Executed on August 17, 2016.

A handwritten signature in blue ink, appearing to read 'I.A. Latham', written over a horizontal line.

Name: I.A. Latham
Title: Managing Director
REVISS Services (UK) Limited
179 Brook Drive, Milton Park
Abingdon, Oxon
England OX14 4SD

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the information contained in the Application for Approval of Indirect Transfer of Control of Export License No. PXB16.07 is true and correct.

Executed on August 16, 2016.

A handwritten signature in blue ink, appearing to read "Richard Wassenaar", is written over a horizontal line.

Richard Wassenaar, PhD, MCCPM
Senior Manager
Transport Licensing and Gamma Radiation Safety
Nordion (Canada) Inc.
447 March Rd
Ottawa, Ontario, Canada K2K 1X8

Attachment 1

**APPLICATION FOR CONSENT OF TRANSFER OF CONTROL
OF EXPORT LICENSE NO. PXB16.07**

This information is submitted consistent with NUREG-1556, Vol. 15, *Consolidated Guidance About Materials Licenses: Program-Specific Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses*, at Section 5.1 through 5.6.

SECTION 5.1. DESCRIPTION OF TRANSACTION

1. *A complete clear description of the transaction, including any transfer of stocks or assets, mergers, etc., so that legal counsel is able, when necessary, to differentiate between name changes and changes of ownership.*

Under the proposed transaction, REVISS Services Limited, a Cyprus company, will sell all of its shares in REVISS Services (UK) Limited, a United Kingdom company (“REVISS UK”), to STR 2 BV, a Dutch wholly-owned subsidiary of Nordion (Canada) Inc., a Canadian company (“Nordion”). REVISS UK is the parent company of REVISS Services, Inc., an Illinois company (“the Licensee”), which holds U.S. Nuclear Regulatory Commission (“NRC”) Export License No. PXB16.07 (“the License”). Following the closing of the transaction, the Licensee would remain a wholly-owned subsidiary of REVISS UK, but REVISS UK would now be an indirect subsidiary of Nordion. Thus, the proposed transaction would result in an indirect transfer of control over the License.

Nordion is a “known entity” to the NRC, as it also holds a number of NRC licenses and registrations. See Attachment 3 to this transmittal. It is a subsidiary of Sterigenics International, LLC (“Sterigenics”), which is also an NRC and Agreement State licensee.² Both Nordion and Sterigenics are portfolio companies of two U.S.-based private equity firms, the Chicago-based private equity firm GTCR LLC (approximately 40% owned), and the New York-based private equity firm Warburg Pincus LLC (approximately 60% owned). Attachment 2 to this transmittal provides a pre- and post-transaction simplified organizational chart.

The proposed indirect transfer of control does not involve any amendment to the License and would not result in any changes to the Licensee’s name, organization, NRC-licensed activities, or personnel responsible for such licensed activities. The Licensee will continue to have the same equipment, facilities, personnel and procedures needed to protect public health and safety, and to secure the licensed material. The License does not need to be amended as a result of the proposed transaction.

2. *The new name of the licensed organization. If there is no change, the licensee should so state.*

There will be no change in the name of the Licensee in connection with the proposed transaction.

² Sterigenics is a global leader in outsourced contract sterilization services, gamma technologies and medical isotopes.

3. *The new licensee contact and telephone number(s) to facilitate communications.*

The Licensee contact and telephone information will remain the same. The contact information is as follows:

John L. Schrader
Vice President and Radiation Safety Officer
One Hawthorn Place
175 E. Hawthorn Parkway, Suite 142
Vernon Hills, IL 60061
Phone: 847 680-4522
Fax: (847) 680-5159
John.Schrader@reviss.com

SECTION 5.2. CHANGES OF PERSONNEL

1. *Any changes in personnel having control over licensed activities (e.g., officers of a corporation and any changes in personnel named in the license such as radiation safety officer, authorized users, or any other persons identified in previous license applications as responsible for radiation safety or use of licensed material). The licensee should include information concerning the qualifications, training and responsibilities of new individuals.*

There are no planned changes in personnel having control over licensed activities.

2. *An indication of whether the transferor will remain in non-licensed business without the license.*

The Licensee will continue its present activities.

SECTION 5.3. CHANGES OF LOCATION, EQUIPMENT & PROCEDURES

1. *A complete description of any planned changes in organization, location, facility, equipment, or procedures (i.e., changes in operating or emergency procedures).*

No such changes are planned.

2. *A detailed description of any changes in the use, possession, location or storage of the licensed materials.*

No such changes are planned.

3. *Any changes in organization, location, facilities, equipment, procedures, or personnel that would require a license amendment even without the change of ownership.*

No such changes are planned.

SECTION 5.4. SURVEILLANCE RECORDS

1. *An indication of whether all surveillance items and records (e.g., calibrations, leak tests, surveys, inventories, and accountability requirements) will be current at the time of transfer. A description of the status of all surveillance requirements and records should also be provided.*

Such records will remain with the Licensee and are current.

SECTION 5.5 DECOMMISSIONING AND RELATED RECORDS TRANSFERS

1. *Confirmation that all records concerning the safe and effective decommissioning/closure of the facility; public dose and waste disposal by release to sewers, incineration, radioactive material spills, and on-site burials, have been transferred to the new licensee if licensed activities will continue at the same location.*

Such records will remain with the Licensee.

2. *A description of the status of the facility. Specifically, the presence or absence of contamination should be documented. If contamination is present, will decontamination occur before transfer? If not, is the transferee knowledgeable of the extent and levels of contamination and applicable decommissioning requirements, and does the transferee agree to assume full liability for the decontamination of the facility or site?*

The status of the Licensee's U.S. facility will remain unchanged, and the liability for any decommissioning or decontamination will remain with the Licensee.

3. *A description of any decontamination plans, including financial surety arrangements of the transferee. This should include information about how the transferee and transferor propose to divide the transferor's assets and responsibility for any cleanup needed at the time of transfer.*

The Licensee is not required to maintain these plans or provide decommissioning financial assurance under the License.

SECTION 5.6. TRANSFEREE'S COMMITMENT TO ABIDE BY THE TRANSFEROR'S COMMITMENTS

Confirmation that the transferee agrees to abide by all commitments and representations previously made by the transferor. These include, but are not limited to: maintaining decommissioning records; implementing decontamination activities and decommissioning of the site; and completing corrective actions for open inspection items and enforcement actions.

With regard to contamination of facilities and equipment, the transferee should confirm, in writing, that it accepts full liability for the site, and should provide evidence of adequate resources to fund decommissioning; or the transferor should provide a commitment to decontaminate the facility before the change of control or ownership.

With regard to open inspection items, etc., the transferee should confirm, in writing, that it accepts full responsibility for open inspection items and/or any resulting enforcement actions; or the transferee proposes alternative measures for meeting the requirements; or the transferor provides a commitment to close out all such actions with NRC before license transfer.

The indirect change in control resulting from the proposed transaction would not create a new licensee. The Licensee will continue to abide by the requirements in the License and NRC regulations. There are no open inspection items pertaining to the License.

1. *Documentation that the transferor and transferee agree to the change in ownership or control of the licensed material and activity, and the conditions of the transfer; and the transferee is made aware of all open inspection items and its responsibility for possible resulting enforcement actions.*

All the parties referenced herein have agreed to the indirect change in control over the Licensee. There are no open inspection items pertaining to the License.

2. *A commitment by the transferee to abide by all constraints, conditions, requirements, representations, commitments identified in the existing licenses. If not, the transferee must provide a description of its program to ensure compliance with the license and regulations.*

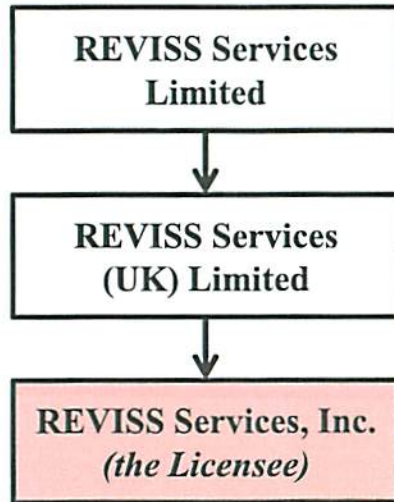
The indirect change in control resulting from the transaction would not create a new licensee and would not change the Licensee's existing commitments under the License and NRC regulations. Following the transaction, the Licensee agrees to continue to abide by all constraints, conditions, requirements, representations, and commitments identified in the existing License.

Attachment 2

**PRE- AND POST-TRANSACTION
SIMPLIFIED ORGANIZATIONAL CHART**

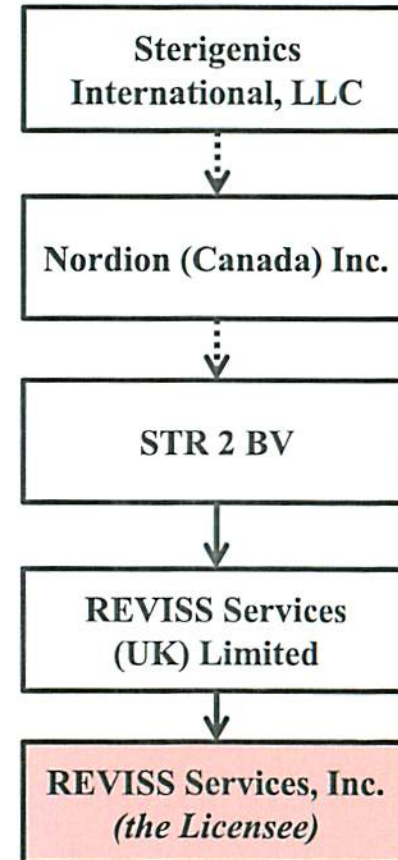
Simplified Organizational Chart

PRE-TRANSACTION



→ Indicates direct ownership
.....→ Indicates indirect ownership

POST-TRANSACTION



Attachment 3

KNOWN ENTITY DOCUMENTATION

NORDION NRC LICENSES & REGISTRATIONS

| Type | License Number |
|--|---|
| NRC Byproduct Materials License | 54-28275-01 54-28275-02MD |
| NRC Export License | PXB3.08 |
| NRC Sealed Source Device Registrations | NR-0220-S-103-S NR-0220-S-120-S NR-0220-S-126-S NR-0220-S-132-S NR-0220-D-131-S |