



November 21, 2016

Daniel Collins, 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 Regarding Parent Company Change in Corporate Form
Exempt Distribution License No. 32-31005-01E (Docket No. 030-37764)**

Dear Mr. Collins,

Sterigenics International LLC (“Sterigenics” or “the Licensee”) holds U.S. Nuclear Regulatory Commission (“NRC”) Exempt Distribution License No. 32-31005-01E (Docket No. 030-37764) (“the License”). The purpose of this letter is to provide notice regarding a change in corporate form of its ultimate parent holding company, which is now known as Sterigenics-Nordion Topco Parent, L.P., a Delaware limited partnership (Topco Parent). As previously described in connection with prior license transfer approvals, Topco Parent is owned by its management and various passive limited partnerships that are owned and controlled by Warburg Pincus, certain co-investors, and GTCR.

Topco Parent was formerly a limited liability company. In connection with a recent financing transaction (“Bond Offering”), Topco Parent was converted to a limited partnership on October 31, 2016. The conversion occurred by operation of Delaware law, and as such, the same entity continue to exist, but in different form. As such, the conversion did not result in any indirect transfer of control of any licenses held by various indirect subsidiaries of Topco Parent. In connection with the conversion, a new limited liability company owned and controlled by Warburg Pincus and GTCR was created to act as the general partner of Topco Parent. However, under the terms of Section 5.01(a) of the limited partnership agreement, this entity, Sterigenics-

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Nordion GP, LLC, delegated its authority as a general partner, *ab initio*, to the Board of the limited partnership, which has the same composition as the Board of the limited liability company prior to the conversion. Moreover, Section 5.01(b) of the limited partnership agreement provides that the Board is to be appointed in the same manner as the Board of the limited liability company prior to the conversion. Thus, no new legal entity has any rights to control Topco Parent or any of its subsidiaries, and there has been no direct or indirect transfer of control of any license in connection with the conversion or Bond Offering.

If you have any questions or comments, please contact me at 630.928.1758 or khoffman@sterigenics.com.

Sincerely,



Kathleen Hoffman
SVP – Global EH&S and Technical Services
Sterigenics International LLC