

Q-4

From: Matthews, John E.
To: Nguyen, Janice; nader.namish@nrc.gov; Arthur.Burrit@nrc.gov
Cc: Gotfrit, Neil; Wassenaar, Richard; Rocco.Marcantonio@nordion.com; Polonsky, Alex S.; Clausen, Scott
Subject: [External_Sender] Response to RAIs re License Transfer Applications
Date: Monday, November 19, 2018 4:30:40 PM
Attachments: 2018-11-19 Nordion Response to RAIs.pdf

Janice,

Attached is Nordion's Response to the RAIs you emailed today to Nordion today. The letter is executed by Rocco Marcantonio, who serves as a Director on the Boards of Directors of all of the entities involved in the proposed internal restructuring, and he is authorized to act on behalf of those companies.

54-28275-01
03030788

Regards,

John

54-28275-02 MID
03030793

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"Each time a man stands up for an ideal, or acts to improve the lot of others, or strikes out against injustice, he sends forth a tiny ripple of hope, and crossing each other from a million different centers of energy and daring, those ripples build a current that can sweep down the mightiest walls of oppression and resistance." -- Robert Kennedy



610268/610285
NMSS/RGN1 MATERIALS-002



November 19, 2018

Arthur Burritt, Chief
Commercial, Industrial, R&D, and Academic Branch
Division of Nuclear and Materials Safety
U.S. Nuclear Regulatory Commission, Region I
2100 Renaissance Boulevard, Suite 100
King of Prussia, PA 19406-2713

Nader L. Mamish, Director
Office of International Programs
U.S. Nuclear Regulatory Commission
11555 Rockville Pike
Rockville, MD 20852-2738

**SUBJECT: RADIOACTIVE MATERIALS LICENSE
LICENSE NOS. 54-28275-01 & 54-28275-02MD
DOCKET NOS. 03030788 & 03030793**

**EXPORT LICENSE
LICENSE NO. PXB3.10
DOCKET NO. 11006070**

**RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION
(Mail Control Numbers 610268 and 610285)**

Dear Messrs. Burritt and Mamish:

By letters dated October 17, 2018, Nordion (Canada), Inc. ("Nordion") requested the consent of the U.S. Nuclear Regulatory Commission ("NRC") to a transfer of control of the above-captioned licenses resulting from an internal restructuring whereby Nordion would become a newly registered company directly owned by its current indirect parent company, STR 2 BV, an intermediate parent holding company registered in the Netherlands. Following the proposed transactions, the resulting new Nordion (Canada), Inc. will have the same bylaws, same directors, same officers, same personnel, and same operations as today. No changes are expected in connection with this restructuring, other than that Nordion will technically be a new legal entity with a different registration number as a federal Canadian corporation.



By email dated November 19, 2018 from Janice Nguyen, Senior Health Physicist, the nRC issued a Request for Additional Information (RAIs) to Nordion. Nordion's Response to these RAIs is provided in Attachment 1.

The companies involved in the proposed restructuring are as follows:

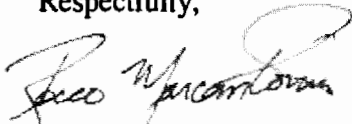
1. Nordion
2. 8921903 Canada Inc. ("8921903"), Nordion's current direct parent intermediate holding company
3. Lakeshore Health Centre Inc. ("Lakeshore"), a non-operating wholly owned subsidiary of Nordion that has no assets and no operations
4. Nordion Sterilization ("Sterilization"), an affiliated sister company

In the restructuring, Nordion will merge with 8921903 and Lakeshore, and the emerging company will register as a new corporation with the same bylaws as the current Nordion. This new company will merge with Sterilization, and the emerging company will be named Nordion (Canada), Inc. This company will in all respects be the same as the current Nordion.

If the NRC has any questions about the proposed internal corporate reorganization described in this letter or the Application, or wishes to obtain any additional information about the transfer of the Licenses, please contact Richard Wassenaar, Director, Regulatory Affairs and EHS, at (613) 592-3400 ext. 2539.

Acting as Director of and on behalf of Nordion (Canada), Inc., 8921903 Canada Inc., Lakeshore Health Centre Inc., and Nordion Sterilization, I declare under penalty of perjury that the foregoing and the responses in Attachment 1 are true and correct. I also affirm that I will be a Director of the new Nordion (Canada), Inc., and I am authorized to make representations in that capacity. Executed on the 19th day of November 2018.

Respectfully,



Rocco Marcantonio
Director
Nordion (Canada), Inc.
8921903 Canada Inc.
Lakeshore Health Centre Inc.
Nordion Sterilization

Attachment 1: Response to Request for Additional Information

ATTACHMENT 1

Response to Request for Additional Information

Material License No. 54-28275-01
Material License No. 54-28275-02MD
License No. PXB3.10

**RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION
REGARDING LICENSE TRANSFER REQUEST**

Background

By letters dated October 17, 2018, Nordion (Canada), Inc. ("Nordion") requested consent of the U.S. Nuclear Regulatory Commission ("NRC") to a transfer of control of the above-captioned licenses resulting from an internal restructuring whereby Nordion would become a newly registered company directly owned by its current indirect parent company, STR 2 BV, an intermediate parent holding company registered in the Netherlands. Following the proposed transactions, the resulting new Nordion (Canada), Inc. will have the same bylaws, same directors, same officers, same personnel, and same operations as today. No changes are expected in connection with this restructuring, other than that Nordion will technically be a new legal entity with a different registration number as a federal Canadian corporation.

The NRC requested that the Nordion respond to the following Request for Additional Information, and the responses that follow are provided by and submitted on behalf of Nordion and its affiliated companies involved in the proposed internal restructuring.

Request for Additional Information and Response:

RAI-1: Please have senior management from 8921903 Canada, Inc. confirm that they concur with all statements and commitments made in the October 17, 2018 letter (ML18298A278).

8921903 Canada, Inc. confirms that it concurs with all statements and commitments made in the October 17, 2018 letter.

RAI-2: You indicated that the Nordion will be merged with its parent company, 8921903 Canada, Inc. and "several other non-licensee affiliated companies." Please identify what these other non-licensee affiliated companies are, and indicate their relationship with Nordion (Canada) Inc. (i.e. do these companies currently have partial ownership of Nordion (Canada), Inc. or 8921903 Canada, Inc.)? Please also have senior management from these non-licensee affiliated companies confirm that they concur with all statements and commitments made in the October 17, 2018 letter (ML18298A278).

The companies involved in the proposed restructuring are as follows:

1. Nordion
2. 8921903 Canada Inc. ("8921903"), Nordion's current direct parent intermediate holding company
3. Lakeshore Health Centre Inc. ("Lakeshore"), a non-operating wholly owned subsidiary of Nordion that has no assets and no operations
4. Nordion Sterilization ("Sterilization"), an affiliated sister company

Nordion owns Lakeshore. Sterilization has no current ownership interest in Nordion. In the restructuring, Nordion will merge with 8921903 and Lakeshore, and the emerging company will register as a new corporation with the same bylaws as the current Nordion. This new company will merge with Sterilization, and the emerging company will be named Nordion (Canada), Inc. ("New Nordion"). This company will in all material respects be the same as the current Nordion.

These companies confirm that they concur with all statements and commitments made in the October 17, 2018 letter.

***RAI-3:** Please confirm that the transferor and transferee(s) agree to the conditions of the transfer.*

Nordion and New Nordion confirm that they agree to the conditions of the transfer.

***RAI-4:** Please confirm that the transferee(s) will abide by all constraints, conditions, requirements, representations, and commitments of the transferor or that the transferee(s) will submit a complete description of the proposed licensed program.*

New Nordion confirms that it will abide by all constraints, conditions, requirements, representations, and commitments of the transferor.

***RAI-5:** Describe any planned changes in the organization (i.e. specifically, is there a change in membership of the board of directors).*

There are no planned changes in the organization, including no planned change in membership of the board of directors.

***RAI-6:** Confirm that there are no changes in the reporting structure between the Radiation Safety Officer and senior management regarding radiation safety and activities authorized by your license.*

New Nordion confirms that there will be no changes in the reporting structure between the Radiation Safety Officer and senior management regarding radiation safety and activities authorized by its licenses.