



May 12, 2015

VIA HAND DELIVERY

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

**SUBJECT: NRC Export License No. PXB3.07-R (NRC Docket No. 11006113);
Notice of Receipt of all Regulatory Approvals Necessary to Close Transaction**

Dear Mr. Mamish,

Pursuant to the U.S. Nuclear Regulatory Commission's ("NRC") May 4, 2015 "Order Approving Indirect Transfer of License for Export License No. PXB3.07-R" ("Order"), STHI Holdings Inc. ("STHI") hereby notifies the NRC of the receipt of all regulatory approvals necessary to close the transaction and complete the indirect transfer of control of the above-captioned license. As a result of the transfer, which is described in a March 30, 2015 license transfer application, and which was approved by NRC OIP on May 4, 2015, funds affiliated with Warburg Pincus LLC will indirectly hold a majority controlling interest in Nordion.

In the Order, STHI was directed to inform you of the receipt of all required regulatory approvals for the transaction no later than one business day prior to closing the transaction. This letter serves to inform the NRC that all required regulatory approvals have been received and the closing of the transaction is expected to occur on May 15, 2015. The Order also states that the Order will become null and void if the proposed indirect transfer is not completed within 60 days after May 4. If the closing is postponed, and the new proposed closing date is more than 60 days after May 4, then STHI will notify the NRC.

Finally, in the March 30 license transfer application, Nordion also committed to update the NRC about one part of the transaction. In Attachment 1 of the application, the parties explained that they intended to amalgamate the immediate upstream parent of Nordion into a new Canadian company, referred to as "Amalco". In footnote 2 of Attachment 1, the parties noted that if they were not going to perform this amalgamation step, then we would inform the NRC. The parties have decided not to perform this amalgamation; therefore the immediate upstream intermediate parent of Nordion, 8921903 Canada, Inc., will remain unchanged.

Mr. Mamish

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If you have any questions or comments, please contact me at (630) 928-1758 or Jackie Kavanagh at (613) 592-3400 ext. 2730.

Sincerely,



Kathy Hoffman

Senior Vice President for Global Environmental, Health & Safety
STHI Holdings Inc.

cc:

D. Skeen, NRC

G. Langlie, NRC

J. Kavanagh, Nordion (Canada) Inc.

J. Neary, Warburg Pincus LLC

A. Polonsky, Morgan Lewis & Bockius, LLP

A. Roma, Hogan Lovells US LLP