

From: [Roma, Amy C.](#)
To: [Lawyer, Dennis](#)
Cc: ["Polonsky, Alex S."; Jackie.KAVANAGH@nordion.com](#)
Subject: Courtesy copy of NRC post-closing notification letter for Nordion indirect license transfer
Date: Tuesday, May 19, 2015 3:23:13 PM
Attachments: [Notification Letter \(5-19-15\).pdf](#)

Dennis:

In the NRC approval letter for the indirect license transfer of Nordion (Canada) Inc.'s NRC License No. 54-28275-02MD (Docket No. 03030793) and License No. 54-28275-01 (Docket No. 03030788), dated May 4, 2015, the NRC requested that Nordion inform the NRC when the transaction discussed in the approval has closed.

The transaction closed on Friday, May 15, 2015. Attached is a courtesy copy of the post-closing notification letter that was submitted today to the NRC via Fed Ex overnight delivery. The original was submitted to Blake Welling, Chief of the Commercial, Industrial, R&D and Academic Branch in the Division of Nuclear Materials Safety for NRC Region I, with a paper copy also provided to you.

Please let me know if you have any questions.

Kind regards,

Amy

Amy Roma

Partner

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May 19, 2015

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

SUBJECT: License No. 54-28275-02MD (Docket No. 03030793) and License No. 54-28275-01 (Docket No. 03030788); Notice of Closing Related to Indirect Transfer of Control of Licenses

Dear Mr. Welling:

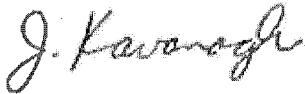
Nordion (Canada) Inc. ("Nordion") hereby notifies the U.S. Nuclear Regulatory Commission ("NRC") of the completion of the indirect transfer of control of the above-captioned licenses. As a result of the transfer, which is described in Nordion's March 30, 2015 license transfer application, and which was approved by NRC Region I on May 4, 2015, Warburg Pincus LLC now indirectly holds a majority controlling interest in Nordion.

In the NRC's May 4, 2015 approval letter, the NRC requested to be notified promptly after the transaction is finalized, and to be provided with a copy of the signed "sale agreement" confirming completion of the transaction. The transaction closed on May 15, 2015. A copy of the Cross-Receipt confirming completion of the transaction is attached.

In the March 30, 2015 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 Nordion would inform the NRC. The parties have decided not to perform this amalgamation; therefore the direct upstream intermediate parent of Nordion, 8921903 Canada, Inc., currently remains unchanged.

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

Sincerely,



Jackie Kavanagh
Senior Manager of EHS Compliance, Facility & Transportation Licensing
Nordion (Canada) Inc.

Enclosure:

Attachment (1), Cross Receipt dated May 15, 2015

cc:

D. Lawyer, NRC

J. Neary, Warburg Pincus LLC

A. Polonsky, Morgan Lewis & Bockius, LLP

A. Roma, Hogan Lovells US LLP

Attachment 1

CROSS-RECEIPT DATED MAY 15, 2015

Cross-Receipt dated May 15, 2015

STERIGENICS-NORDION HOLDINGS, LLC, a Delaware limited liability company (the "Purchaser"), in connection with the consummation of the transactions contemplated by the Stock Purchase Agreement, dated as of March 20, 2015, by and among the Purchaser, STHI Parent Company, LLC, a Delaware limited liability company and STHI Holdings, Inc., a Delaware corporation (as amended, the "Purchase Agreement"), hereby acknowledges receipt of a stock certificate representing all of the Shares (as defined in the Purchase Agreement).

STHI PARENT COMPANY, LLC hereby acknowledges receipt from the Purchaser of a wire transfer of immediately available funds equal to the Estimated Cash Consideration, less the Escrow Amount (each as defined in the Purchase Agreement), representing payment for the above-mentioned Shares (such payment being subject to adjustment in accordance with Section 2.03 of the Purchase Agreement), in full satisfaction of the Purchaser's obligations pursuant to Section 2.02(a) of the Purchase Agreement.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of
the day and year first above written

STERIGENICS-NORDION HOLDINGS, LLC

By: 

Name: ~~James C.~~ Neary

Title: President

[Signature Page to Cross Receipt]

STH PARENT COMPANY, LLC

By: 

Name: Constantine S. Mihas

Title: Authorized Signatory

Signature Page to Cross-Receipt