

Part II. Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached.

Blank lined area for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See attached.

Blank lined area for providing information on loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached.

Blank lined area for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Kathlyn Olson* Date ▶ 30 May 2017
Print your name ▶ *Kathlyn Olson* Title ▶

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Zane Burgstahler	<i>Zane B. gsth</i>	05/24/17		P01374119
Firm's name ▶ Ernst & Young LLP	Firm's EIN ▶ 34-6565596		Phone no. 312-879-2000	
Firm's address ▶ 155 North Wacker Dr, Chicago, IL 60606-1787				

Sterigenics-Nordion Holdings, LLC and Sterigenics-Nordion Topco, LLC

Attachment to Form 8937, Report of Organizational Action Affecting Basis of Securities

The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Internal Revenue Code of 1986, as amended (the “Code”). Holders of the Existing Term Loan (as defined below) should consult their own tax advisors regarding the particular tax consequences of the Exchange (as defined below) to them, including the applicability and effect of all U.S. federal, state and local and non-U.S. tax laws.

Form 8937, Part II, Line 14

On April 4, 2017 (the “**Amendment Date**”), Sterigenics-Nordion Holdings, LLC (“**Borrower**”), Sterigenics-Nordion Topco, LLC (“**Holdings**”, and together with Borrower, “**Sterigenics**”), JPMorgan Chase Bank, N.A., as administrative agent, and the other parties thereto entered into the Refinancing Amendment (the “**Amendment**”) with respect to the Credit Agreement dated as of May 15, 2015 (“**Credit Agreement**”). The Amendment alters certain provisions applicable to the term loan facility that was outstanding under the Credit Agreement prior to the Amendment Date (the “**Existing Term Loan**”). Sterigenics has determined that the Amendment constitutes a “significant modification” of the Existing Term Loan within the meaning of Treasury Regulation § 1.1001-3(e), resulting in a deemed exchange of the Existing Term Loan for a new term loan (the “**New Term Loan**”) for U.S. federal income tax purposes.

Form 8937, Part II, Line 15

The exchange of Existing Term Loan for New Term Loan pursuant to the Exchange may qualify as a “recapitalization” (within the meaning of Section 368(a)(1)(E) of the Code) for U.S. federal income tax purposes. The Exchange would appear to qualify as a recapitalization if, and only if, the Existing Term Loan and New Term Loan each constitute “securities” of Borrower for U.S. federal income tax purposes. The term “security” is not defined in the Code or in the Treasury Regulations issued thereunder for these purposes.

If the Exchange qualifies as a recapitalization for U.S. federal income tax purposes, a holder’s aggregate tax basis in the New Term Loan received in the Exchange generally would equal such holder’s aggregate adjusted tax basis in its Existing Term Loan immediately prior to the Exchange.

If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, the Exchange would be a taxable transaction for U.S. federal income tax purposes. In that case, a holder’s aggregate tax basis in the New Term Loan received in the Exchange generally would equal the issue price of the New Term Loan.

Holders of the Existing Term Loan should consult their own tax advisors regarding the possible classification of the Existing Term Loan and New Term Loan as securities of Borrower, and to determine the tax consequences of the Exchange to them.

Form 8937, Part II, Line 16

If the Exchange qualifies as a recapitalization for U.S. federal income tax purposes, a holder's aggregate tax basis in the New Term Loan received in the Exchange generally would equal such holder's aggregate adjusted tax basis in its Existing Term Loan immediately prior to the Exchange.

If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, a holder's aggregate tax basis in the New Term Loan received in the Exchange generally would equal the issue price of the New Term Loan.

Sterigenics has determined that the New Term Loan is part of an issue a substantial amount of which was issued for money within the meaning of Treasury Regulation § 1.1273-2(a). Accordingly, Sterigenics has determined that the issue price of the New Term Loan as of the Amendment Date was as follows:

Debt Tranche	Issue Price (%)
New Term Loan	99.75%

Holders of the Existing Term Loan should consult their own tax advisors to determine the tax consequences of the Exchange to them.

Form 8937, Part II, Line 17

Sections 354, 358, 368, 1001, and 1012 of the Code.

Form 8937, Part II, Line 18

If the Exchange qualifies as a recapitalization for U.S. federal income tax purposes, no loss would be recognized for U.S. federal income tax purposes.

If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, the Exchange may result in a loss to a holder in an amount generally equal to the excess (if any) of the holder's adjusted tax basis in its Existing Term Loan over the fair market value of its New Term Loan.

Form 8937, Part II, Line 19

The reportable tax year is 2017 with respect to calendar year taxpayers.