

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

In the Matter of

GRIFOLS, S.A.  
a corporation

and

TALECRIS BIOTHERAPEUTICS  
HOLDINGS CORP.  
a corporation.

File No. 1010153

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission ("Commission"), having initiated an investigation of the proposed acquisition by Grifols, S.A. of Talecris Biotherapeutics Holding Corp. (hereinafter "Proposed Respondents"), and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Orders ("Consent Orders") and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Grifols is a corporation organized, existing and doing business under and by virtue of the laws of Spain with its office and principal place of business located at Avinguda de la Generalitat, 152, Parc Empresarial Can Sant Joan, 08174 Sant Cugat de Valles, Barcelona, Spain, and with its office and principal place of business in the United States located at 2410 Lillyvale Avenue, Los Angeles, CA 90032.
2. Proposed Respondent Talecris is a corporation organized, existing and doing business under and by virtue of the laws of Delaware, with its office and principal place of business located at 4101 Research Commons, 79 T.W. Alexander Drive, Research Triangle Park, North Carolina 27709.



publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which case it will take such action as it may consider appropriate or issue or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order in disposition of the proceeding.

9. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
10. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (b) issue and serve its Order to Maintain Assets, and (c) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
11. When final, the Decision and Order and Order to Maintain Assets shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order and Order to Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order and the Order to Maintain Assets to Proposed Respondent Grifols or Proposed Respondent Talecris by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to the office within the United States of Alicia B. Proska of Proskauer Rose LLP (if to Proposed Respondent Grifols) or Deborah L. Feinstein of Arnold & Porter LLP (if to Proposed Respondent Tale) – shall constitute service as to the relevant Proposed Respondent. Proposed Respondents waive any right they may have to any other manner of service. Proposed Respondents also waive any right they may otherwise have to service of any Exhibits incorporated by reference into the Decision and Order or Order to Maintain Assets, and agree that they are bound to comply with and will comply with the Decision and Order and Order to Maintain Assets to the same extent as if they had been served with copies of the Exhibits, where Proposed Respondents are already in possession of copies of such Exhibits.
12. The Complaint may be used in construing the terms of the Decision and Order and Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
13. By signing this Consent Agreement, Proposed Respondents present and warrant that they can accomplish the full relief contemplated by the attached Decision and Order (including

effectuating all required divestitures, assignments, and transfers) and Order to Maintain Assets and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are (1) within the control of the parties to this Consent Agreement, or (2) will be in the control of the parties to this Consent Agreement after the proposed acquisition.

14. Proposed Respondents have read the draft Complaint, the Decision and Order, and the Order to Maintain Assets contemplated hereby. Proposed Respondents understand that once the Decision and Order and Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order and Order to Maintain Assets.

15. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and Order to Maintain Assets from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties under the ITD (Respondents for E

GRIFOLS, S.A.

By: \_\_\_\_\_  
Victor Grifols Roura  
President & Chief Executive Officer  
GRIFOLS, S.A.  
Date: \_\_\_\_\_

By: \_\_\_\_\_  
Alicia Batts, Esq.  
Rhett R. Krulla, Esq.  
Proskauer Rose LLP  
Counsel for Grifols, S.A.  
Date: \_\_\_\_\_

TALECRIS BIOTHERAPEUTICS  
HOLDINGS CORP.

By: \_\_\_\_\_  
Lawrence D. Stern  
Chairman and Chief Executive Officer  
TALECRIS BIOTHERAPEUTICS  
HOLDINGS CORP.  
Date: \_\_\_\_\_

By: \_\_\_\_\_  
William Bær, Esq.  
Deborah L. Feinstein, Esq.  
Arnold & Porter LLP  
Counsel for Talecris Biotherapeutics  
Holdings Corp.  
Date: \_\_\_\_\_

FEDERAL TRADE COMMISSION

By: \_\_\_\_\_  
Peter Herick  
Attorney  
Bureau of Competition

APPROVED:

By: \_\_\_\_\_  
Matthew J. Rilly  
Assistant Director  
Bureau of Competition  
Date: \_\_\_\_\_

\_\_\_\_\_  
Norman A. Armstrong Jr.  
Deputy Director  
Bureau of Competition  
Date: \_\_\_\_\_

\_\_\_\_\_  
Richard A. Feinstein  
Director  
Bureau of Competition  
Date: \_\_\_\_\_