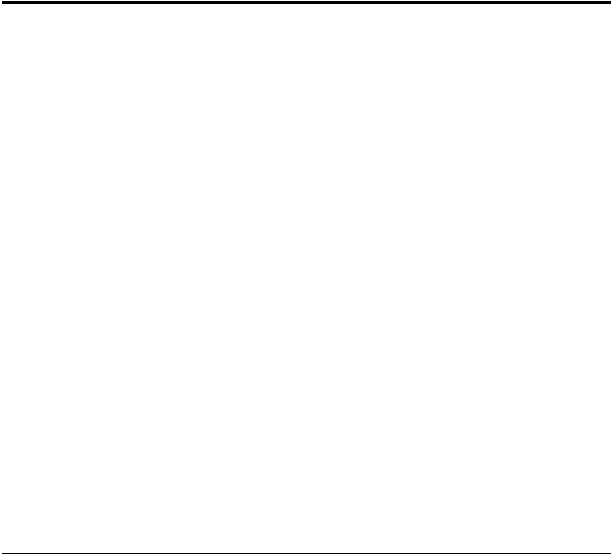


**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

COMMISSIONERS: Jon Leibowi



Holdings Corp, and their respective directors, officers, employees, agents, representatives, successors, and assigns of each.

- C. Commission means the Federal Trade Commission.
- D. Decision and Order means the:
 - 1. Proposed Decision and Order contained in the Consent Agreement in this matter until the issuance of a final Decision and Order by the Commission; and
 - 2. Final Decision and Order issued by the Commission following the issuance and service of a final Decision and Order by the Commission.
- E. Orders means the Decision and Order and this Order to Maintain Assets.

II.

IT IS FURTHER ORDERED that:

- A. From the date on which Respondent Grifols and Respondent Talcis sign the Consent Agreement and until the Effective Date Respondent Grifols and Respondent Talcis shall take such actions as are necessary to maintain the full economic viability, marketability and competitiveness of each of their assets included within the Divested Business to minimize any risk of loss of competitive potential of the Divested Business, and to prevent the destruction, removal, wasting, deterioration, or impairment of Divested Business, except for ordinary wear and tear. Respondent Grifols and Respondent Talcis shall not sell, transfer, encumber or otherwise impair any of their assets included within the Divested Business (other than in the manner prescribed in the Decision and Order) nor take any action that lessens the full economic viability, marketability or competitiveness of any of their assets included within the Divested Business.
- B. Respondent Grifols and Respondent Talcis shall retain all rights, title, and interest in each of their assets included within the Divested Business.
- C. Respondent Grifols and Respondent Talcis shall maintain the operations of each of their assets included within the Divested Business in the regular and ordinary course of business and in accordance with past practice (including regular repair and maintenance of the assets, as necessary) and/or as may be necessary to preserve the marketability, viability and competitiveness of Divested Business, and shall use their efforts to preserve the existing relationships with the following suppliers, vendors, distributors, customers, governmental agencies, employees, and others having business relations with the Divested Business. Respondent Grifols and Respondent Talcis, for each of their assets included within the Divested Business, shall be responsible for, among other things:

1. Providing sufficient working capital to operate at least at current rates of operation, to meet all capital calls with respect to such business and to carry on at least at their scheduled pace, all capital projects, business plans and promotional activities;
2. Continuing at least at their scheduled pace any additional expenditures authorized prior to the date the Consent Agreement was signed by Respondent Grifone and Respondent Taleris including, but not limited to, all research, development, manufacture, distribution, marketing and sales expenditures;
3. Providing such resource 7 47.8800 0.0000 Tle

raises, bonuses, vesting of pension benefits (as permitted by law), and additional incentives as may be necessary to prevent any diminution of the Divested Business competitiveness.

E.

3. defend legal claims, investigations or enforcement actions threatened or brought against Respondents or the ~~Side~~ Business; and

4. obtain legal advice

H. Respondent Grifols and Respondent Talecris shall institute procedures and requirements to ensure that:

1. Employees of Respondent Grifols or Respondent Talecris with access to Confidential Business Information do not provide, disclose or otherwise make available, directly or indirectly, any Confidential Business Information in contravention of this Order to Maintain Assets; and

2. Employees of Respondent Grifols and Respondent Talecris do not solicit, access or use any Confidential Business Information that they are prohibited under this Order to

III.

IT IS FURTHER ORDERED that:

- A. At anytime after Respondent Grifone Respondent Tatis sign the Consent Agent Ag 2nsen

days after notice by the staff of the Commission on Respondent Grifols and Respondent Talecris of the identity of any proposed Monitor, Respondent Grifols and Respondent Talecris shall be deemed to have consented to the selection of the proposed Monitor.

2. Not later than (10) days after appointment of the substitute Monitor, Respondent Grifols and Respondent Talecris shall execute an agreement that, subject to the prior approval of the Commission, confers on the Monitor all the rights and powers necessary to permit the Monitor to monitor Respondent Grifols and Respondent Talecris compliance with the relevant terms of the Orders in a manner consistent with the purposes of the Orders.

G. The Commission may, on its own initiative, or at the request of the Monitor, issue such additional orders or directions as may be necessary or appropriate to assure compliance with the requirements of the Orders.

H. A Monitor appointed pursuant to this Order may be the same person appointed as the Monitor pursuant to this Decision and Order and the Dispositive Trustee pursuant to the relevant provisions of this Decision and Order.

IV.

IT IS FURTHER ORDERED that within thirty (30) days after the date this Order to Maintain Assets becomes final, and thereafter until Respondent Grifols and Respondent Talecris have fully complied with their obligations under Paragraphs II, III, IV, VI, and VI of the later Decision and Order in this matter, Respondent Grifols and Respondent Talecris shall submit to the Commission a verified written report setting forth in detail the manner and form in which it intends to comply, and has complied with this Order to Maintain Assets and the later Decision and Order; *PROVIDED, HOWEVER*, that, after the Decision and Order in this matter becomes final, the reports due under this Order to Maintain Assets shall be consolidated with, and submitted to the Commission at the same time as, the reports required to be submitted by Respondent Grifols pursuant to Paragraph X.A. of the Decision and Order.

V.

IT IS FURTHER ORDERED that Respondent Grifols shall file with the Commission at least thirty (30) days prior to any proposed:

A. dissolution of the Respondent Grifols;

B. acquisition, merger or consolidation of Respondent Grifols;

C. other change in the Respondent Grifols, including 104.5200 0.0000 TD (nt Talec) Tj 38.8800 0.0000

VI.

IT IS FURTHER ORDERED that, for purposes of determining or securing compliance with this Order to Maintain Assets subject to a legally recognized privilege and upon written request and upon five (5) days notice to Respondent Grifols, Respondent Grifols, shall, without restraint or interference permit any duly authorized representative(s) of the Commission:

- A. access, during business office hours of Respondent Grifols and in the presence of counsel, to all facilities and access to inspect and copy books, ledgers, accounts, correspondence memoranda and all other records and documents in the possession or under the control of Respondent Grifols related to compliance with this Order to Maintain Assets, which copying services shall be provided by Respondent Grifols at its expense; and
- B. to interview officers, directors or employees of Respondent Grifols, who have counsel present, regarding such matters

VII.

IT IS FURTHER ORDERED that this Order to Maintain Assets shall terminate on the earlier of:

- A. Three (3) days after the Commission withdraws its acceptance of the Consent Agreement pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34; or
- B. The latter of:
 - 1. the day after the Effective Date;
 - 2. the day the related Decision and Order becomes final; or
- C. The day after the Commission otherwise directs that this Order to Maintain Assets is terminated.

By the Commission, Commissioner Kovacic recused.

Donald S. Clark
Secretary

SEAL
ISSUED: May 31, 2011