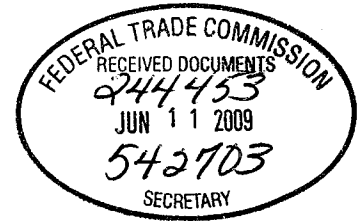


**ORIGINAL**

**UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES**



In the Matter of	)	
	)	
CSL Limited,	)	
a corporation	)	
	)	Docket No. 9337
and	)	
	)	PUBLIC
Cerberus-Plasma Holdings, LLC,	)	
a limited liability company.	)	

**MEMORANDUM OF POINTS AND AUTHORITIES  
IN OPPOSITION**

Respondents CSL Limited (“CSL” or the “Company”) and Cerberus-Plasma Holdings, LLC (“Talecris”) respectfully submit this memorandum in opposition to the motion of Complaint Counsel (the “FTC”) to place the Complaint on the public record.

**PRELIMINARY STATEMENT**

The underlying transaction (CSL’s proposed acquisition of Talecris) has been terminated, the parties will shortly move to dismiss the Complaint and no further action will be required of the Commission. No public interest will be served, therefore, by disclosing confidential business information.

The Complaint includes quotations and summaries extracted from confidential company documents that concern matters of business strategy and market analysis that are routinely protected from disclosure by federal courts and federal agencies. The documents were produced to the FTC under a claim of confidentiality and have not been previously made public.

The issue of whether such confidential information can be disclosed to the public is currently pending before the U.S. District Court for the District of Columbia (“District Court”). Respondents respectfully request that this tribunal abstain from deciding this motion and defer to the District Court’s ruling.

Should this tribunal choose to rule on the issue, Respondents request that the Complaint not be made public. The release of the confidential information has the potential to severely prejudice the Respondents. First, the information reveals confidential strategic analysis and other business secrets, including analysis of competitors, market conditions and capacity utilization. Second, the information has been selectively and misleadingly included in the Complaint in a manner calculated to cause readers to make unfair inferences about the implications of these documents. The misuse of these confidential documents threatens to harm Respondents’ substantial business reputations and good will.

There is absolutely no reason to publicly disclose this confidential information, the release of which would cause Respondents serious injury. The redacted version of the Complaint provides clear notice to the public of the FTC’s concerns and reasons for seeking to block the transaction at issue. It would be inappropriate to disclose the confidential information in the Complaint even if the parties were proceeding with the transaction. That prejudice is only heightened by the fact that Respondents have abandoned the transaction at issue here.

#### **THE RESPONDENTS AND THE PROPOSED TRANSACTION**

CSL is the progeny of a healthcare agency of the Australian government tracing its core plasma therapeutics business to the early 1950s when fractionated plasma on behalf of the Australian government.

The Company has an impeccable reputation as the provider of life-saving therapies, vaccines, and anti-venoms. In the past four and a half years, CSL has increased its production of the life-saving plasma products and the collection of the raw material, plasma, more than any other competitor. In addition to the plasma products at issue here, CSL is (a) the leading manufacturer of the flu vaccine, (b) the developer of Gardasil, the cancer-preventive treatment for millions of young women in the U.S., (c) the manufacturer of Cytogam, an important medicine critical to transplants, and (d) the first company to be awarded a contract with the U.S. Department of Health and Human Services to produce the H1N1 (“swine flu”) vaccine. At the core of CSL’s business is a commitment to patients, as evidenced by the many programs it offers to help patients maintain access to life-saving drugs even when their insurance lapses. Reputation among patients, patient groups, hospitals and health care providers is critical to CSL’s business.

Talecris Biotherapeutics Holdings Corp. was established as an independent entity in 2005 from the assets of the Bayer Plasma Products Business Group and Precision Plasma Services, Inc. Talecris is committed to providing high quality and innovative plasma-derived therapies that extend and enhance the lives of people suffering from chronic and acute, sometimes life-threatening, conditions. Talecris’s history of innovation includes developing the first ready-to-use 10% liquid IVIG product in North America and the first alpha-1 product globally. Talecris’s reputation for excellence that it has established with patients, patient groups, and health care providers is critical to its business success.

In August 2008, CSL agreed to purchase Talecris for \$3.1 billion (the “Transaction”) with the intent of integrating the assets of the two companies into a more efficient manufacturing spine. Prior to the abandonment of the Transaction, every plan CSL had for the

combined company contemplated that, as a result of the integration, CSL would relieve manufacturing bottlenecks at both companies, and substantially increase the supply of the products at issue here. Based upon CSL's reputation for commitment, dedication and responsibility to patients, doctors, group purchasing organizations, distributors, analysts, and patient groups praised the Transaction. Almost nine months after CSL filed the Transaction with the FTC, the FTC filed the Complaint seeking to prevent the merger and its efficiencies. On June 8, approximately two weeks after the FTC filed the Complaint, the parties abandoned the Transaction by mutual agreement.

### ARGUMENT

Public disclosure of the unredacted Complaint threatens irreparable harm to the businesses and reputations of CSL and Talecris. Complaint Counsel should not be allowed to reveal highly confidential and competitively sensitive information to the public and other competitors, particularly when the information is misleading and the underlying transaction at issue has been terminated.

#### **I. The Same Issue Is Currently Pending Before The District Court, And This Tribunal Should Stay Any Decision On The Issue**

The Commission has frequently recognized that a stay of administrative proceedings is appropriate pending the decision of collateral issues in the district court in order to avoid duplicative and potentially inconsistent rulings. *See, e.g., In re Dynamic Health of Florida, LLC*, 2005 FTC LEXIS 6, \*4-\*6 (Jan. 12, 2005) (issuing a stay in the proceeding pending decision of federal criminal court proceeding because the same issues were being addressed, the stay was limited, and sentencing was imminent); *In re California Dental Ass'n*, 1996 FTC LEXIS 277, \*8-\*12 (accord).

On the day after it filed its Complaint before this tribunal, the FTC filed a nearly identical complaint in the District Court, seeking a temporary restraining order and preliminary injunction to prevent Respondents from consummating the proposed merger. The parties have already fully briefed before the District Court the issue of whether the confidential information cited in the Complaint can be made public. A decision on the protection of the very same confidential information at issue here is imminent. To avoid the potential for disparate rulings, this tribunal should exercise its discretion to abstain from ruling on Complaint Counsel's motion to make the Complaint here public and defer to the District Court's ruling.

**II. The Complaint Contains Sensitive, Confidential Business Secrets, The Release Of Which Will Cause A Clearly Defined, Serious Injury To Respondents**

**A. The Complaint Contains Confidential Business Secrets**

In the event that this tribunal refuses to stay a decision on the motion, Complaint Counsel's motion should be denied. Complaint Counsel seeks to publicly disclose several paragraphs in the Complaint containing confidential business strategies and proprietary information. Such information should be protected from public disclosure and indeed is considered "nonpublic material" under section 4.10 of the FTC's own Rules. *See* 16 C.F.R. § 4.10(a)(2). This Rule notes that "competitively sensitive information"—such as the information at issue here—is not within the scope of the FTC policies encouraging wide public access to information.

The material for which the parties seek to avoid public disclosure — "pricing and marketing information," "perspectives of the players in [the] market, assessment of potential and existing competitors, evaluations of competitive conditions, discussions of the risks of entering into the market, and analyses of the barriers to entering that market"—is confidential business information. *See, e.g., Vesta Corset Co. v. Carmen Founds., Inc.*, No. 97 CIV. 5139 (WHP),

1999 WL 13257 at \*2 (S.D.N.Y. Jan. 13, 1999); *ACT, Inc. v. Sylvan Learning Sys.*, No. CIV. A. 99-63, 1999 WL 305300 at \*2 (E.D. Pa. May 14, 1999).

Complaint Counsel seeks disclosure of CSL's impressions of barriers to entry, Talecris's expansion plans, the price CSL previously offered to acquire Talecris, Talecris's internal impressions of CSL, CSL's impressions of marketplace dynamics and pricing trends, Talecris's impressions of marketplace dynamics and pricing trends, CSL's views of what it takes to succeed in the marketplace, and Talecris's responses to competition. *See* Compl. ¶¶ 5, 6, 8, 16-17, 30, 40-42, 63, 66, 69, 72, 74. This is exactly the type of information that should never be disseminated to competitors, who are sure to read any public version of the Complaint. *See F.T.C. v. Exxon Corporation*, 636 F.2d 1336, 1350 (D.C. Cir. 1980); *Bradburn Parent/Teacher Store, Inc. v. 3M*, No. Civ. A. 02-7676, 2004 WL 1146665 at \*1-3 (E.D. Pa. May 19, 2004) (accord).

None of the confidential statements and information at issue is public today. Complaint Counsel should not be allowed to make it public at the expense of CSL and Talecris.

**B. Disclosure Would Cause Serious, Irreparable Injury**

Complaint Counsel wrongly points to *H.P. Hood & Sons, Inc.* as supporting its motion. *See* Pl. Mem. at 4-6. Unlike *H.P. Hood*, the disclosure of ordinary business documents that contain non-confidential information such as customer lists is not at issue here. Rather, Respondents seek to keep confidential their business plans and strategies as well as their impressions of the competitive dynamics of the marketplace. Indeed, in *H.P. Hood*, the Commission explicitly noted that in certain cases it would be appropriate to protect such information from public disclosure because disclosure would result in "irreparable injury." *See H.P. Hood & Sons, Inc.*, 58 F.T.C. 1184, \*14 (1961). The FTC's motion presents precisely the

type of circumstance where disclosure of business confidential information is unnecessary, unfair, and would extensively and irreparably injure the parties.

The injury here would be particularly acute because the information could not only be used by competitors in the market, it could also irreparably harm Respondents' reputations, causing "serious competitive injury." See *In the Matter of Int'l Ass'n of Conference Interpreters*, 1996 FTC LEXIS 298 at \*2 (June 26, 1996). The selectively quoted materials would lead readers to unfair inferences regarding the parties' conduct.<sup>1</sup> This would be particularly unfair both because there will be no opportunity for the parties to present evidence in this proceeding to rebut such inferences and because the release of the confidential material in question would add little to the public's insight into the FTC's process in this matter.

### **III. The Public Interest Does Not Favor Disclosure**

The Commission recognizes that, once the risk of competitive injury is established as it has been here, the "principal countervailing consideration weighing in favor of disclosure should be the importance of the information in explaining the rationale of [the FTC's] decisions." See *In the Matter of General Foods Corporation*, 95 F.T.C. 352 at \*10 (1980). Confidential business records, including those contained in a complaint, should not be made public where the "prospective injury from disclosure outweighs the public interest in full knowledge" *In the Matter of RSP Corp.*, 88 F.T.C. 734 at \*2-3 (1976); see also *United States v. Hubbard*, 650 F.2d 293 (D.C. Cir. 1980).

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<sup>1</sup> Press reports concerning the FTC's complaint have already included unfounded inferences of misconduct unrelated to the transaction. The release of the unredacted Complaint, with its unfair and misleading excerpts from confidential documents would likely encourage similar reports, rather than providing any unbiased clarity as to the actual facts.

Public access to documents related to FTC proceedings allows the public to “evaluate the fairness and wisdom with which the decisions of public agencies have been made, and to permit affected parties to draw guidance from those decisions in determining their future conduct.” *In the Matter of RSP Corp.*, 88 F.T.C. 734 at \*2. For this reason, the FTC is only required to make public its final opinions and orders, *not* information gathered pursuant to an investigation. *In the Matter of Schering Plough Corporation*, 2001 FTC LEXIS 180 at \*6 (Sept. 17, 2001) (“the only materials that this Court must make available for public inspection and copying pursuant to the Administrative Procedure Act are “final opinions and orders.”); *see also* 5 U.S.C. § 552(a)(2); 16 C.F.R. 4.10(a)(8).

Given that Respondents abandoned the Transaction and, as a result, no decision on the Transaction will be forthcoming from this tribunal, Respondents’ interests in maintaining the confidentiality of their business records far outweighs any interest the public may have in accessing the information in question. There is no longer an action pending before this tribunal. The case will not be litigated to a final decision or order, and, therefore, the public has no need to evaluate the fairness of the proceeding.

Moreover, the public version of the Complaint and the FTC’s own press releases (*see* Exhibit A) abundantly explain the reasons why the FTC challenged the proposed, but now abandoned, transaction. The release of snippets of confidential documents and other confidential information in the complaint would add little insight into the FTC’s theories beyond what is already disclosed.

On the other hand, the potential harm to Respondents is heightened by the abandonment of the Transaction. Respondents no longer have the opportunity at trial to refute the FTC’s misleading allegations, characterizations of statements taken out-of-context, and



inferences of wrongful conduct. The FTC's attempts to make these portions of the complaint public serve no purpose other than to punish parties no longer under review by this Agency.

#### **IV. CSL And Talecris Have Safeguarded Their Confidential Documents**

Complaint Counsel's quotations derive from materials submitted confidentially by the parties as part of the Hart-Scott-Rodino ("HSR") antitrust review process. Such material is protected from public disclosure during pre-complaint discovery. *See* 15 U.S.C. § 18a(h); *Lieberman v. Federal Trade Commission*, 771 F.2d 32 (2nd Cir. 1985). At every step of the way, CSL and Talecris sought confidential protection for the documents and information it disclosed. *See* Exs. B and C (letters accompanying CSL and Talecris productions to the FTC). As the Commission has noted, "the extent of measures taken by the party to guard the secrecy of the information" is germane to a consideration of the protection which should be afforded to the information. *See Bristol-Myers Co.*, 90 F.T.C. 455, \*5 (1977).

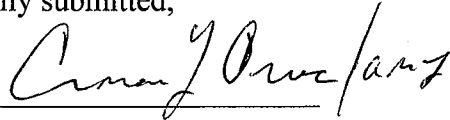
Complaint Counsel alleges that CSL and Talecris have not kept their information confidential because the same slides appear in both a Talecris and CSL document. *See* Pl. Mem. at 5-6, n.3, App. A-C. The reason for this is obvious. In May 2004, while Alberto Martinez was a CSL employee, Sam Lovick, also a CSL employee, authored Appendix B to Complaint Counsel's memorandum. On or about September 1, 2005, Mr. Martinez left CSL, became employed by Talecris, and thereafter authored Appendix A to Complaint Counsel's memorandum, which contains much of the same material as Complaint Counsel's Appendix B. That hardly amounts to CSL failing to protect its confidential information.

## CONCLUSION

For the foregoing reasons, Respondents respectfully request that the tribunal abstain from deciding the issue or, alternatively, order that the Complaint remain nonpublic.

Dated: June 10, 2009

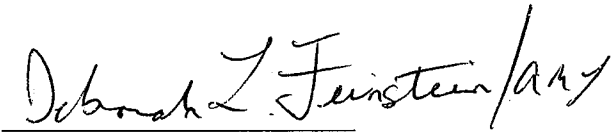
Respectfully submitted,

By: 

Arman Y. Oruc  
Andrew M. Lacy  
SIMPSON THACHER & BARTLETT LLP  
1155 F Street, NW  
Washington, D.C. 20004  
Telephone: (202) 636-5500  
Facsimile: (202) 636-5502

Kevin J. Arquit  
Joseph F. Wayland  
Aimee H. Goldstein  
SIMPSON THACHER & BARTLETT LLP  
425 Lexington Avenue  
New York, NY 10017  
Telephone: (212) 455-2000  
Facsimile: (212) 455-2502

*Attorneys for Respondent CSL Limited*

By: 

Deborah L. Feinstein  
Franklin Liss  
ARNOLD & PORTER LLP  
555 Twelfth Street, NW  
Washington, DC 20004  
Telephone: (202) 942-5000  
Facsimile: (202) 942-5999

*Attorneys for Respondent Cerberus-Plasma  
Holdings, LLC*

**CERTIFICATE OF SERVICE**

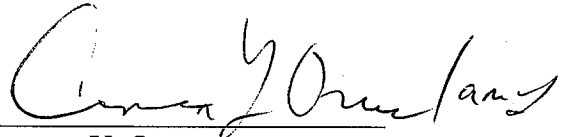
I hereby certify that on June 11, 2009, I caused to have both a paper original and electronic copy of the foregoing *Memorandum of Points and Authorities in Opposition* filed on behalf of Respondents, via hand-delivery, with:

Donald S. Clark  
Office of the Secretary  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W., H-135  
Washington, D.C. 20580

I further certify that on June 10, 2009, I caused to have a true and complete paper copy served via hand-delivery upon the following:

The Honorable D. Michael Chappell  
Chief Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W., H-135  
Washington, D.C. 20580

Matthew J. Reilly, Esq.  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580



Arman Y. Oruc  
Simpson Thacher & Bartlett LLP  
1155 F Street, NW  
Washington, D.C. 20004  
Telephone: (202) 636-5599  
[AOruc@stblaw.com](mailto:AOruc@stblaw.com)

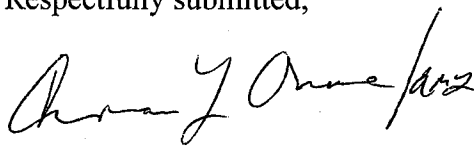
**UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES**

In the Matter of	)	
	)	
CSL Limited,	)	
a corporation	)	
	)	Docket No. 9337
and	)	
	)	PUBLIC
Cerberus-Plasma Holdings, LLC,	)	
a limited liability company.	)	

**RULE 4.2(c)(3)(iii) CERTIFICATION**

Pursuant to Rule 4.2(c)(3)(iii), Respondent Counsel hereby certifies that the electronic documents filed with their June 10, 2009 Memorandum of Points and Authorities in Opposition are true and correct copies of the paper original and that a paper copy with the original signature is being filed with the Secretary of the Commission.

Respectfully submitted,

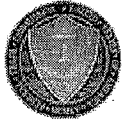


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Arman Y. Oruc  
On behalf of Respondent Counsel

Date: June 10, 2009





## Federal Trade Commission Protecting America's Consumers

For Release: 05/27/2009

### FTC Authorizes Suit To Stop CSL's Proposed \$3.1 Billion Acquisition of Talecris Biotherapeutics

The Federal Trade Commission has authorized a lawsuit to block CSL Limited's proposed \$3.1 billion acquisition of Talecris Biotherapeutics Holdings Corporation, charging that the deal would be illegal and would substantially reduce competition in the U.S. markets for four plasma-derivative protein therapies – Immune globulin (Ig), Albumin, Rho-D, and Alpha-1. These therapies are used to treat patients suffering from illnesses such as primary immunodeficiency diseases, chronic inflammatory demyelinating polyneuropathy, alpha-1 antitrypsin disease, and hemolytic disease of the newborn.

In approving the administrative complaint seeking to block the deal, the Commission also authorized the staff to seek a preliminary injunction in federal district court in Washington, D.C., to stop the transaction pending completion of the administrative trial.

"Now more than ever, it is critical that consumers benefit from vigorous competition in the health care sector – both to ensure competitive prices and to drive further innovation," said Richard Feinstein, Director of the FTC's Bureau of Competition. "Substantial consolidation has already occurred in the plasma protein industry, and these highly concentrated markets are already exhibiting troubling signs of coordinated behavior. The proposed acquisition would further consolidate the industry and increase the likelihood of collusion."

CSL, based in Victoria, Australia, is the world's second-largest supplier of plasma-derivative protein therapies. It produces and sells biotherapies used to treat several rare primary immune deficiency diseases, coagulation disorders, and inherited respiratory disease. CSL's wholly owned U.S. subsidiary, CSL Behring, is headquartered in King of Prussia, Pennsylvania. CSL Behring owns and operates more than 70 plasma collection facilities in the United States and Germany, and three manufacturing centers in Switzerland, Germany, and Illinois.

Talecris, a wholly owned subsidiary of defendant Cerberus-Plasma Holdings, LLC, is headquartered in New York, New York. The world's third-largest producer of plasma- derivative protein therapies, it began U.S. operations in 2005, when it acquired Bayer's worldwide plasma business. Like CSL, Talecris owns a number of plasma collection centers in the U.S., as well as manufacturing facilities in North Carolina and New York. Under an agreement and plan of merger dated August 12, 2008, CSL proposes to acquire all the outstanding voting securities of Talecris in a transaction valued at approximately \$3.1 billion.

According to the Commission's administrative complaint, CSL's proposed acquisition of Talecris would be anticompetitive and violate federal antitrust laws. The proposed acquisition would reduce the number of competitors in the U.S. markets for Ig and Albumin from five to four, leaving the top two remaining competitors – CSL and Baxter – accounting for more than 80 percent of each market. In addition, in the U.S. markets for Rho-D and Alpha-1, the proposed transaction would reduce the number of competitors from three to two.

This consolidation would continue the reduction in competition that has occurred over the past 19 years. In 1990, there were 13 plasma-derivative protein product competitors. This number was reduced to nine in 2003, and only five competitors remain today – CSL, Talecris, Baxter, Grifols, and Octapharma. The Commission's administrative complaint alleged that firms in the plasma industry have used this consolidation as a tool to limit supply and drive higher prices, rather than to provide benefits for consumers. The proposed acquisition of Talecris is particularly concerning because Talecris was undergoing substantial expansion that – absent the acquisition – would have increased availability and lowered prices of these life saving drugs. The complaint also charges that by reducing the number of competitors, and eliminating this ongoing expansion, the acquisition will make anticompetitive harm through coordinated interaction even more likely and more successful.

Finally, the complaint states that there are significant barriers to entry and expansion in these markets, including regulatory, intellectual property, and capital requirements, that make entry or expansion unlikely to occur to a degree that is sufficient to offset the alleged anticompetitive effects of the proposed transaction.

The Commission vote approving the filing of the administrative and federal district court complaints was 2-0, with

Commissioners Pamela Jones Harbour and William E. Kovacic recused. The administrative complaint was issued on May 27, 2009. The complaint for preliminary injunction will be filed under seal in the U.S. District Court for the District of Columbia.

**NOTE:** The Commission authorizes the filing of a complaint when it has "reason to believe" that the law has or is being violated, and it appears to the Commission that a proceeding is in the public interest. A complaint is not a finding or ruling that the defendants have actually violated the law.

Copies of the public versions of the Commission's complaints will be available soon from the FTC's Web site at <http://www.ftc.gov> and also from the FTC's Consumer Response Center, Room 130, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580. The FTC's Bureau of Competition works with the Bureau of Economics to investigate alleged anticompetitive business practices and, when appropriate, recommends that the Commission take law enforcement action. To inform the Bureau about particular business practices, call 202-326-3300, send an e-mail to [antitrust@ftc.gov](mailto:antitrust@ftc.gov), or write to the Office of Policy and Coordination, Room 383, Bureau of Competition, Federal Trade Commission, 600 Pennsylvania Ave, N.W., Washington, DC 20580. To learn more about the Bureau of Competition, read "Competition Counts" at <http://www.ftc.gov/competitioncounts>.

**MEDIA CONTACT:**

Mitchell J. Katz,  
*Office of Public Affairs*  
202-326-2161

**STAFF CONTACT:**

Nicholas A. Widnell,  
*Bureau of Competition*  
202-326-2138

(FTC File No. 081-2255)  
(CSL-Talecris.final.wpd)

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**E-mail this News Release**

If you send this link to someone else, the FTC will not collect any personal information about you or the recipient.

Related Items:

*in the Matter of* CSL Limited, a corporation, and Cerberus-Plasma Holdings, LLC, a limited liability company  
Docket No. 9337

Last Modified: Thursday, 28-May-2009 15:48:00 EDT





**SIMPSON TEACHER & BARTLETT LLP**

425 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017-3954  
(212) 455-2000

FACSIMILE (212) 455-2502

DIRECT DIAL NUMBER

212-455-7649

E-MAIL ADDRESS

KMCCARTHY@stblaw.com

**CONFIDENTIAL TREATMENT REQUESTED**

**BY FEDERAL EXPRESS**

December 3, 2008

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp., Transaction Identification No. 2008-1750

Gary Schorr, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

Dear Gary:

Enclosed please find our first production of responsive, non-privileged documents produced on behalf of our client CSL Limited ("CSL") and submitted in response to the Federal Trade Commission's ("FTC") Request for Additional Information dated October 10, 2008 ("Second Request").

These documents are embossed with a corporate identifier ("CSL") along with the initials of the custodian. The documents are also marked "Highly Confidential" and we ask that they be treated as such. For your reference, the enclosed load file is described below:

Custodian	Begin Bates No.	End Bates No.	No. of Records	No. of Images	No. of Native Files
Cuthbertson, Andrew	CSL-AC-0000001	CSL-AC-0003649	398	3,649	20
Levy, John	CSL-JL-0000001	CSL-JL-0010798	2,066	10,798	709
Green, Simon	CSL-SG-0000001	CSL-SG-0030489	5,077	30,489	1,925
Totals			7,541	44,936	2,654

In submitting these documents and related information CSL does not intend to waive any claim of privilege to which it is entitled. Accordingly, any inadvertent submission of any privileged information does not preclude the subsequent assertion of a claim of attorney-client, work product, or any other applicable privilege in the future with respect to the information.

LOS ANGELES

PALO ALTO

WASHINGTON, D.C.

BEIJING

HONG KONG

LONDON

TOKYO

Gary Schorr, Esq.

-2-

December 3, 2008

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,

A handwritten signature in black ink, appearing to read 'K McCarthy', with a stylized flourish at the end.

Kathryn A. McCarthy

Enclosures

SIMPSON THACHER & BARTLETT LLP

425 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017-3954  
(212) 455-2000

FACSIMILE (212) 455-2502

DIRECT DIAL NUMBER

212-455-7649

E-MAIL ADDRESS

KMCCARTHY@stblaw.com

**CONFIDENTIAL TREATMENT REQUESTED**

BY FEDERAL EXPRESS

December 17, 2008

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics  
Holdings Corp., Transaction Identification No. 2008-1750

Gary Schorr, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

Dear Gary:

Enclosed please find our second production of responsive, non-privileged documents produced on behalf of our client CSL Limited ("CSL") and submitted in response to the Federal Trade Commission's ("FTC") Request for Additional Information dated October 10, 2008 ("Second Request").

These documents are embossed with a corporate identifier ("CSL") along with the initials of the custodian. The documents are also marked "Highly Confidential" and we ask that they be treated as such. For your reference, the enclosed load file is described below:

<b>Custodian</b>	<b>Begin Bates</b>	<b>End Bates</b>	<b>No. of Records</b>	<b>No. of Pages</b>	<b>No. of Native Files</b>
Etchberger, Karen	CSL-KE- 0000001	CSL-KE-0015876	3,595	15,876	332
Romberg, Val	CSL-VR- 0000001	CSL-VR-0055111	9,664	55,111	1,411
Suesser, Berthold	CSL-BS- 0000001	CSL-BS-0005594	2,446	5,594	1,618
Unway, William	CSL-WU- 0000001	CSL-WU-0013661	1,741	13,661	887
<b>Totals</b>			17,446	90,242	4,248

In submitting these documents and related information CSL does not intend to waive any claim of privilege to which it is entitled. Accordingly, any inadvertent submission of any privileged information does not preclude the subsequent assertion of a claim of attorney-

LOS ANGELES

PALO ALTO

WASHINGTON, D.C.

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Gary Schorr, Esq.

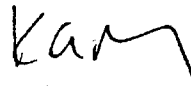
-2-

December 17, 2008

client, work product, or any other applicable privilege in the future with respect to the information.

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,



Kathryn A. McCarthy

Enclosures

SIMPSON THACHER & BARTLETT LLP

425 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017-3954  
(212) 455-2000

FACSIMILE (212) 455-2502

DIRECT DIAL NUMBER

E-MAIL ADDRESS

212-455-7649

KMCCARTHY@stblaw.com

**CONFIDENTIAL TREATMENT REQUESTED**

**BY FEDERAL EXPRESS**

December 30, 2008

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp., Transaction Identification No. 2008-1750

Gary Schorr, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

Dear Gary:

Enclosed please find our third production of responsive, non-privileged documents produced on behalf of our client CSL Limited ("CSL") and submitted in response to the Federal Trade Commission's ("FTC") Request for Additional Information dated October 10, 2008 ("Second Request").

These documents are embossed with a corporate identifier ("CSL") along with the initials of the custodian. The documents are also marked "Highly Confidential" and we ask that they be treated as such. For your reference, the enclosed load file is described below:

Custodian	Beginning Bates Number	End Bates Number	Number of Records	Number of Pages	Number of Natives
Confessore, David	CSL-DC-0000001	CSL-DC-0032920	7,649	32,920	1,937
Furby, Randy	CSL-RF-0000001	CSL-RF-0008306	1,377	8,306	319
Jocham, Uwe	CSL-UJ-0000001	CSL-UJ-0031008	6,003	31,008	1,510
Kiefer, Uli	CSL-UK-0000001	CSL-UK-0002587	626	2,587	123
Lefebvre, Robert	CSL-RL-0000001	CSL-RL-0008098	1,387	8,098	397
Martin, Roland	CSL-RM-0000001	CSL-RM-0010492	1,590	10,492	418
McDowell, Lisa	CSL-LM-0000001	CSL-LM-0010138	1,837	10,138	617
McNamee, Brian	CSL-BM-0000001	CSL-BM-0032098	4,795	32,098	1,227
Perreault, Paul	CSL-PP-0000001	CSL-PP-0022529	3,996	22,529	1,409
Powell, Lynne	CSL-LP-0000001	CSL-LP-0016638	2,904	16,638	750
Scrofani, Sergio	CSL-SS-0000001	CSL-SS-0006745	828	6,745	79
Turner, Peter	CSL-PT-0000001	CSL-PT-0011402	1,354	11,402	579
Walton, Paul	CSL-PW-0000001	CSL-PW-0038110	3,636	38,110	1,099
<b>13 Custodians</b>		<b>Total</b>	<b>37,982</b>	<b>231,071</b>	<b>10,464</b>

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Gary Schorr, Esq.

-2-

December 30, 2008

In addition to this third production, we also enclose a supplement to the second production dated December 17, 2008. In our second production, we inadvertently supplied you with an Excel spreadsheet named "CSL002\_Exceptions" which contained 37 documents classified as "password protected". After breaking the passwords, we were able to successfully process 35 of those documents to TIFF and have supplied those images, along with their supporting overlay load files. We were, however, unable to convert 2 of the 37 documents. In lieu of those 2 documents, we have provided placeholder TIFF files to designate that those 2 documents could not be converted. For identification purposes, the beginning bates numbers for the processed documents are the same as they were in the second production. Therefore, you will need to load the processed documents as an "overlay" to the second production data. The overlay should match the "BEGBATES" field, and every other field should overwrite the values that were loaded previously.

In submitting these documents and related information, CSL does not intend to waive any claim of privilege to which it is entitled. Accordingly, any inadvertent submission of any privileged information does not preclude the subsequent assertion of a claim of attorney-client, work product, or any other applicable privilege in the future with respect to the information.

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,

  
Kathryn A. McCarthy

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NEW YORK, N.Y. 10017-3954  
(212) 455-2000

FACSIMILE (212) 455-2502

DIRECT DIAL NUMBER

E-MAIL ADDRESS

212-455-7649

KMCCARTHY@stblaw.com

**CONFIDENTIAL TREATMENT REQUESTED**

**BY FEDERAL EXPRESS**

January 5, 2009

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp., Transaction Identification No. 2008-1750

Gary Schorr, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

Dear Gary:

Enclosed please find our fourth production of responsive, non-privileged documents produced on behalf of our client CSL Limited ("CSL") and submitted in response to the Federal Trade Commission's ("FTC") Request for Additional Information dated October 10, 2008 ("Second Request").

These documents are embossed with a corporate identifier ("CSL") along with the initials of the custodian. The documents are also marked "Highly Confidential" and we ask that they be treated as such. For your reference, the enclosed load file is described below:

Custodian	Beginning Bates No.	End Bates No.	No. of Records	No. of Pages	No. of Native Files
Azzarelli, Michelle	CSL-MA-0000001	CSL-MA-0004857	841	4,857	39
Casey, Wally	CSL-WC-0000001	CSL-WC-0010091	1,376	10,091	677
Gannon, Ronan	CSL-RG-0000001	CSL-RG-0032597	3,549	32,597	1,710
Hartmann, Paul	CSL-PH-0000001	CSL-PH-0010372	620	10,372	127
Kanigowski, Ted	CSL-TK-0000001	CSL-TK-0045802	10,962	45,802	5,130
Kunze, Jerry	CSL-JK-0000001	CSL-JK-0019156	3,314	19,156	1,017
Naylor, Gordon	CSL-GN-0000001	CSL-GN-0057119	13,624	57,119	4,494

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Gary Schorr, Esq.

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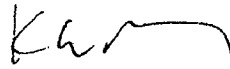
January 5, 2009

Custodian	Beginning Bates No.	End Bates No.	No. of Records	No. of Pages	No. of Native Files
Schneider, Wolfgang	CSL-WS-0000001	CSL-WS-0008758	2,444	8,758	783
Tomasso, MaryAnn	CSL-MT-0000001	CSL-MT-0004027	416	4,027	139
Tyler, Adam	CSL-AT-0000001	CSL-AT-0002391	875	2,391	250
			<b>38,021</b>	<b>195,170</b>	<b>14,366</b>

In submitting these documents and related information, CSL does not intend to waive any claim of privilege to which it is entitled. Accordingly, any inadvertent submission of any privileged information does not preclude the subsequent assertion of a claim of attorney-client, work product, or any other applicable privilege in the future with respect to the information.

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,



Kathryn A. McCarthy

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**CONFIDENTIAL TREATMENT REQUESTED**

**BY FEDERAL EXPRESS**

January 14, 2009

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp., Transaction Identification No. 2008-1750

Gary Schorr, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

Dear Gary:

Enclosed please find our fifth production of responsive, non-privileged documents produced on behalf of our client CSL Limited ("CSL") and submitted in response to the Federal Trade Commission's ("FTC") Request for Additional Information dated October 10, 2008 ("Second Request").

These documents are embossed with a corporate identifier ("CSL") along with the initials of the custodian. The documents are also marked "Highly Confidential" and we ask that they be treated as such. For your reference, the enclosed load file is described below:

Production Number	Custodian	Beginning Bates	End Bates	No. of Records	No. of Pages	No. of Natives
CSL005	Azzarelli, Michelle	CSL-MA-0004858	CSL-MA-0005262	49	405	0
CSL005	Beatty, Bruce	CSL-BB-0000001	CSL-BB-0048444	13,170	48,444	6,412
CSL005	Casey, Wally	CSL-WC-0010092	CSL-WC-0010465	17	374	2
CSL005	Confessore, David	CSL-DC-0032921	CSL-DC-0033753	202	833	67
CSL005	Cuthbertson, Andrew	CSL-AC-0003650	CSL-AC-0004065	47	416	3

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Production Number	Custodian	Beginning Bates	End Bates	No. of Records	No. of Pages	No. of Natives
CSL005	Davies, Jeff	CSL-JD-0000001	CSL-JD-0044096	7,125	44,096	1,849
CSL005	Etchberger, Karen	CSL-KE-0015877	CSL-KE-0016520	140	644	18
CSL005	Furby, Randy	CSL-RF-0008307	CSL-RF-0008943	200	637	57
CSL005	Gannon, Ronan	CSL-RG-0032598	CSL-RG-0033574	151	977	99
CSL005	Green, Simon	CSL-SG-0030490	CSL-SG-0031895	229	1,406	60
CSL005	Hartmann, Paul	CSL-PH-0010373	CSL-PH-0010632	22	260	0
CSL005	Jocham, Uwe	CSL-UJ-0031009	CSL-UJ-0035066	353	4,058	77
CSL005	Kanigowski, Ted	CSL-TK-0045803	CSL-TK-0047772	350	1,970	110
CSL005	Keavany, Mike	CSL-MK-0000001	CSL-MK-0009715	3,492	9,715	249
CSL005	Kiefer, Uli	CSL-UK-0002588	CSL-UK-0002916	77	329	32
CSL005	Kunze, Jerry	CSL-JK-0019157	CSL-JK-0020429	177	1,273	102
CSL005	Lefebvre, Bob	CSL-RL-0008099	CSL-RL-0008923	180	825	98
CSL005	Levy, John	CSL-JL-0010799	CSL-JL-0011223	84	425	27
CSL005	Martin, Roland	CSL-RM-0010493	CSL-RM-0011079	138	587	89

Production Number	Custodian	Beginning Bates	End Bates	No. of Records	No. of Pages	No. of Natives
CSL005	McDowell, Lisa	CSL-LM-0010139	CSL-LM-0010540	37	402	10
CSL005	McNamee, Brian	CSL-BM-0032099	CSL-BM-0033642	302	1,544	108
CSL005	Naylor, Gordon	CSL-GN-0057120	CSL-GN-0068213	2,466	11,094	966
CSL005	Perreault, Paul	CSL-PP-0022530	CSL-PP-0023844	150	1,315	43
CSL005	Powell, Lynne	CSL-LP-0016639	CSL-LP-0018888	285	2,250	124
CSL005	Promotional Materials	CSL-PM-0000001	CSL-PM-0001060	108	1,060	0
CSL005	Romberg, Val	CSL-VR-0055112	CSL-VR-0058931	387	3,820	63
CSL005	Schneider, Wolfgang	CSL-WS-0008759	CSL-WS-0010726	623	1,968	289
CSL005	Scrofani, Sergio	CSL-SS-0006746	CSL-SS-0006825	20	80	1
CSL005	SharePoint	CSL-SH-0000001	CSL-SH-0000517	44	517	20
CSL005	Suesser, Berthold	CSL-BS-0005595	CSL-BS-0006046	88	452	34
CSL005	Tomasso, MaryAnn	CSL-MT-0004028	CSL-MT-0004074	13	47	5
CSL005	Turner, Peter	CSL-PT-0011403	CSL-PT-0016259	716	4,857	247

Production Number	Custodian	Beginning Bates	End Bates	No. of Records	No. of Pages	No. of Natives
CSL005	Tyler, Adam	CSL-AT-0002392	CSL-AT-0002408	10	17	3
CSL005	Unway, William	CSL-WU-0013662	CSL-WU-0014545	198	884	140
CSL005	Walton, Paul	CSL-PW-0038111	CSL-PW-0039840	244	1,730	85
CSL005	Mamora, Judith	CSL-JM-0000001	CSL-JM-0022161	5,323	22,161	2,286
CSL005	Board Minutes	CSL-MI-0000001	CSL-MI-0019686	81	19,686	0
CSL005	Strategic Plans	CSL-SP-0000001	CSL-SP-0000243	12	243	3
			<b>Total</b>	<b>37,310</b>	<b>191,801</b>	<b>13,778</b>

By way of reference, one copy of all current promotional materials for relevant products is produced under "Promotional Materials." Certain integration materials were located on a Sharepoint drive and are produced under "Sharepoint." All Board Materials are centrally located under the custodian "Board Materials." Finally, for ease of reference, annual strategic plans are produced under the custodian "Strategic Plans."

Because of certain technical delays, we intend to produce to you on January 21, 2009, the files of Dennis Jackman, Sam Lovick, and regularly prepared financial reports which will be produced for ease of reference under "Financial Reports." There may also be several small "stub" productions from certain custodians – although the majority of those stub productions are included here. As you know, we are working on translating over 1000 German documents from various custodians. We will endeavor to produce those documents to you on a rolling basis before we substantially comply with the Second Request.

In submitting these documents and related information CSL does not intend to waive any claim of privilege to which it is entitled. Accordingly, any inadvertent submission of any privileged information does not preclude the subsequent assertion of a claim of attorney-client, work product, or any other applicable privilege in the future with respect to the information.

Gary Schorr, Esq.

-5-

January 14, 2009

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,



Kathryn A. McCarthy

Enclosures

SIMPSON THACHER & BARTLETT LLP

425 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017-3954  
(212) 455-2000

FACSIMILE (212) 455-2502

DIRECT DIAL NUMBER

212-455-7649

E-MAIL ADDRESS

KMCCARTHY@stblaw.com

**CONFIDENTIAL TREATMENT REQUESTED**

**BY FEDERAL EXPRESS**

January 20, 2009

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp., Transaction Identification No. 2008-1750

Gary Schorr, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

Dear Gary:

Enclosed please find our sixth production of responsive, non-privileged documents produced on behalf of our client CSL Limited ("CSL") and submitted in response to the Federal Trade Commission's ("FTC") Request for Additional Information dated October 10, 2008 ("Second Request").

These documents are embossed with a corporate identifier ("CSL") along with the initials of the custodian. The documents are also marked "Highly Confidential" and we ask that they be treated as such. For your reference, the enclosed load file is described below:

[REDACTED]						
Beatty, Bruce	CSL-BB	CSL-BB-0048444	CSL-BB-0048553	6	110	0
CSL Behring - Financial	CSL-CB	CSL-CB-0000001	CSL-CB-0006745	754	6,745	69
CSL Group - Financial	CSL-CG	CSL-CG-0000001	CSL-CG-0001333	75	1,333	0
CSL Limited - Financial	CSL-CL	CSL-CL-0000001	CSL-CL-0001399	30	1,399	6
Davies, Jeff	CSL-JD	CSL-JD-0044097	CSL-JD-0044105	4	9	0
Etchberger, Karen	CSL-KE	CSL-KE-0016521	CSL-KE-0016533	2	13	0
Furby, Randy	CSL-RF	CSL-RF-0008944	CSL-RF-0008967	9	24	3

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Gannon, Ronan	CSL-RG	CSL-RG-0033575	CSL-RG-0043855	1,315	10,281	664
Jackman, Dennis	CSL-DJ	CSL-DJ-0000001	CSL-DJ-0027134	3,660	27,134	702
Jocham, Uwe	CSL-UJ	CSL-UJ-0035067	CSL-UJ-0035092	12	26	8
Lefebvre, Bob	CSL-RL	CSL-RL-0008924	CSL-RL-0008943	3	20	0
Levy, John	CSL-JL	CSL-JL-0011224	CSL-JL-0011303	37	80	24
Lovick, Sam	CSL-SL	CSL-SL-0000001	CSL-SL-0040521	5,528	40,521	1,676
Mamora, Judith	CSL-JM	CSL-JM-0022162	CSL-JM-0022228	19	67	1
Martin, Roland	CSL-RM	CSL-RM-0011080	CSL-RM-0011082	1	3	0
McNamee, Brian	CSL-BM	CSL-BM-0012394	CSL-BM-0012395.0 12	1	13	0
McNamee, Brian	CSL-BM	CSL-BM-0023438	CSL-BM-0023438.0 01	1	2	0
McNamee, Brian	CSL-BM	CSL-BM-0033643	CSL-BM-0033742	24	100	0
Naylor, Gordon	CSL-GN	CSL-GN-0068214	CSL-GN-0068216	1	3	0
Perreault, Paul	CSL-PP	CSL-PP-0005535	CSL-PP-0005535.0 47	1	48	0
Perreault, Paul	CSL-PP	CSL-PP-0023845	CSL-PP-0023852	2	8	0
Powell, Lynne	CSL-LP	CSL-LP-0014413	CSL-LP-0014413.0 20	1	21	0
Walton, Paul	CSL-PW	CSL-PW-0004018	CSL-PW-0004018.0 11	1	12	0
			<b>Total</b>	<b>11,487</b>	<b>87,972</b>	<b>3,153</b>

Gary Schorr, Esq.

-3-

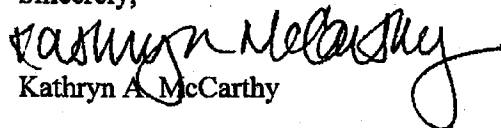
January 20, 2009

By way of explanation, the materials which will be described in response to Interrogatory 24 are produced here under three Bates ranges entitled CSL Behring - Financial, CSL Group - Financial and CSL Limited - Financial. In addition, we discovered several tiff images in our fifth production that were corrupted. These images are reproduced under their original Bates numbers with suffixes added to accommodate the additional tiff pages not included in our fifth production because of this corruption issue. As you will see, there are also several small "stub" productions from certain custodians included here. As you know, we continue to work on translating over 1000 German documents from various custodians, which are the only documents not yet produced (other than attachments which will accompany the interrogatories). We will endeavor to produce those translated documents to you as soon as possible.

In submitting these documents and related information, CSL does not intend to waive any claim of privilege to which it is entitled. Accordingly, any inadvertent submission of any privileged information does not preclude the subsequent assertion of a claim of attorney-client, work product, or any other applicable privilege in the future with respect to the information.

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,

  
Kathryn A. McCarthy

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FACSIMILE (212) 455-2502

DIRECT DIAL NUMBER

212-455-7649

E-MAIL ADDRESS

KMCCARTHY@stblaw.com

**CONFIDENTIAL TREATMENT REQUESTED**

**BY FEDERAL EXPRESS**

January 27, 2009

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp., Transaction Identification No. 2008-1750

Gary Schorr, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

Dear Gary:

Enclosed please find our seventh production of responsive, non-privileged documents produced on behalf of our client CSL Limited ("CSL") and submitted in response to the Federal Trade Commission's ("FTC") Request for Additional Information dated October 10, 2008 ("Second Request").

These documents are embossed with a corporate identifier ("CSL") along with the initials of the custodian. The documents are also marked "Highly Confidential" and we ask that they be treated as such. For your reference, the enclosed load file is described below:

Custodian	Bates Prefix	Beginning Bates	End Bates	No. of Records	No. of Pages	No. of Natives
Lovick, Sam	CSL-SL	CSL-SL-0040522	CSL-SL-0040543	2	22	0
Mamora, Judith	CSL-JM	CSL-JM-0022229	CSL-JM-0022426	26	198	0
Martin, Roland	CSL-RM	CSL-RM-0011083	CSL-RM-0013514	75	2,432	0
McNamee, Brian	CSL-BM	CSL-BM-0033743	CSL-BM-0039193	127	5,451	0
Scrofani, Sergio	CSL-SS	CSL-SS-0006826	CSL-SS-0006835	4	10	0
			<b>Total</b>	<b>234</b>	<b>8,113</b>	<b>0</b>

The documents came from a final quality control sweep of our database. For your information, we will be producing certain contracts responsive to several interrogatories tomorrow and the rest of the translations by the end of the week. In submitting these documents

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Gary Schorr, Esq.


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January 27, 2009

and related information CSL does not intend to waive any claim of privilege to which it is entitled. Accordingly, any inadvertent submission of any privileged information does not preclude the subsequent assertion of a claim of attorney-client, work product, or any other applicable privilege in the future with respect to the information.

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,



Kathryn A. McCarthy

Enclosures

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DIRECT DIAL NUMBER

212-455-7649

E-MAIL ADDRESS

KMCCARTHY@stblaw.com

**CONFIDENTIAL TREATMENT REQUESTED**

**BY FEDERAL EXPRESS**

January 28, 2009

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp., Transaction Identification No. 2008-1750

Gary Schorr, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

Dear Gary:

Enclosed please find our eighth production of responsive, non-privileged documents produced on behalf of our client CSL Limited ("CSL") and submitted in response to the Federal Trade Commission's ("FTC") Request for Additional Information dated October 10, 2008 ("Second Request").

These documents are embossed with a corporate identifier ("CSL") along with the initials of the custodian. The documents are also marked "Highly Confidential" and we ask that they be treated as such. For your reference, the enclosed load file is described below:

<b>Custodian</b>	<b>Bates Prefix</b>	<b>Beginning Bates</b>	<b>End Bates</b>	<b>No. of Records</b>	<b>No. of Pages</b>	<b>No. of Natives</b>
Contracts	CSL-CON	CSL-CON-0000001	CSL-CON-0003240	285	3,240	0
Keavany, Mike	CSK-MK	CSL-MK-0009716	CSL-MK-0010227	186	512	0
Strategic Plans	CSL-SP	CSL-SP-0000244	CSL-SP-0000408	1	165	0
			<b>TOTAL</b>	<b>472</b>	<b>3,917</b>	<b>0</b>

This production contains contracts, documents relating to contract negotiations, and licenses responsive to either Specification 14(e) or 29. The contracts are produced under the custodian name "Contracts" and have been pulled from central files. The documents related to contract negotiations were pulled from the files of Michael Keavany and thus produced under his name. We shall provide you an index of which contracts are responsive to Specification 14 and which are responsive to Specification 29 in our Interrogatory Responses. There is also one

Gary Schorr, Esq.

-2-

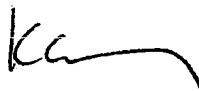
January 28, 2009

additional Strategic Plan included in this production that has not been previously produced. We plan on producing the translated documents by the end of the week.

In submitting these documents and related information CSL does not intend to waive any claim of privilege to which it is entitled. Accordingly, any inadvertent submission of any privileged information does not preclude the subsequent assertion of a claim of attorney-client, work product, or any other applicable privilege in the future with respect to the information.

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,



Kathryn A. McCarthy

Enclosures

SIMPSON TEACHER & BARTLETT LLP  
601 PENNSYLVANIA AVENUE, N.W., NORTH BUILDING  
WASHINGTON, D.C. 20004  
(202) 220-7700

FACSIMILE (202) 220-7702

Llew Dav  
BDAVE  
1/30/09

DIRECT DIAL NUMBER

202-220-7739

E-MAIL ADDRESS

BDAVE@stblaw.com

**CONFIDENTIAL TREATMENT REQUESTED**

VIA EMAIL

January 30, 2009

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp., Transaction Identification No. 2008-1750

Gary Schorr, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

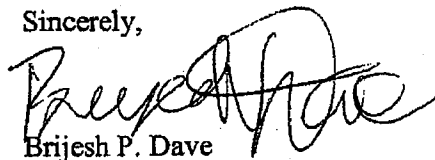
Dear Gary:

Please find enclosed CSL's Limited's response to the Federal Trade Commission's October 10, 2008 Request for Additional Information and Documentary Material Issued to CSL (Limited). This material is highly confidential and we ask that you treat it as such.

In submitting this material, CSL does not intend to waive any applicable claim of privilege. Accordingly, any inadvertent submission of privileged information does not preclude the subsequent assertion of a claim of privilege (attorney-client, attorney work product or any other applicable privilege) with respect to the subject information.

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,

  
Brijesh P. Dave

NEW YORK

LOS ANGELES

PALO ALTO

BEIJING

HONG KONG

LONDON

TOKYO

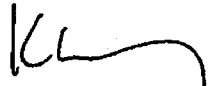
Gary Schorr, Esq.

-2-

February 9, 2009

investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,

A handwritten signature in black ink, appearing to read 'KMcCarthy', with a long horizontal flourish extending to the right.

Kathryn A. McCarthy

Enclosures

SIMPSON THACHER & BARTLETT LLP

425 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017-3954  
(212) 455-2000

FACSIMILE (212) 455-2502

DIRECT DIAL NUMBER  
(212) 455-7649

E-MAIL ADDRESS  
kmccarthy@stblaw.com

**CONFIDENTIAL TREATMENT REQUESTED**

**BY HAND**

February 12, 2009

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp., Transaction Identification No. 2008-1750

Llewellyn Davis, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

Dear Llewellyn:

Pursuant to conversations between Aimee Goldstein and Garry Gibbs, attached please find our final set of additional responsive, non-privileged documents. These documents are produced on behalf of our client CSL Limited ("CSL") and submitted in response to the Federal Trade Commission's ("FTC") Request for Additional Information dated October 10, 2008 ("Second Request").

These documents are embossed with a corporate identifier ("CSL") along with the initials of the custodian. The documents are also marked "Highly Confidential" and we ask that they be treated as such. For your reference, the enclosed load file is described below:

Custodian	BeginBates	EndBates	No. of Families	No. of Records	No. of Pages	No. of Natives
Beatty, Bruce	CSL-BB-0050030	CSL-BB-0050129	10	14	100	3
Casey, Wally	CSL-WC-0010466	CSL-WC-0010626	15	25	161	12
Confessore, David	CSL-DC-0034569	CSL-DC-0035184	67	113	616	11
Cuthbertson, Andrew	CSL-AC-0004066	CSL-AC-0004073	4	5	8	0
Davies, Jeff	CSL-JD-0044739	CSL-JD-0044873	11	41	135	18
Etchberger, Karen	CSL-KE-0016769	CSL-KE-0017085	46	88	317	9
Furby, Randy	CSL-RF-	CSL-RF-	39	68	558	11

LOS ANGELES

PALO ALTO

WASHINGTON, D.C.

BEIJING

HONG KONG

LONDON

TOKYO

SIMPSON THACHER & BARTLETT LLP

425 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017-3954  
(212) 455-2000

FACSIMILE (212) 455-2502

DIRECT DIAL NUMBER  
(212) 455-7649

E-MAIL ADDRESS  
kmccarthy@stblaw.com

**CONFIDENTIAL TREATMENT REQUESTED**

BY HAND

February 9, 2009

Re: Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp., Transaction Identification No. 2008-1750

Gary Schorr, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20580

Dear Gary:

Pursuant to your conversations with Aimee Goldstein, attached please find additional responsive, non-privileged documents from the files of Paul Walton and Brian McNamee. These documents are produced on behalf of our client CSL Limited ("CSL") and submitted in response to the Federal Trade Commission's ("FTC") Request for Additional Information dated October 10, 2008 ("Second Request").

These documents are embossed with a corporate identifier ("CSL") along with the initials of the custodian. The documents are also marked "Highly Confidential" and we ask that they be treated as such. For your reference, the enclosed load file is described below:

Custodian	Req. Bates No.	End Bates No.	No. of Documents (Families)	No. of Records	No. of Pages	No. of Native Files
Walton, Paul	CSL-PW-0039889	CSL-PW-0041541	64	124	1,653	14
McNamee, Brian	CSL-BM-0039194	CSL-BM-0040244	62	152	1,051	29

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your



Custodian	Log Bates	End Bates	No. of Bundles	No. of Records	No. of Pages	No. of Natives
	0009151	0009708				
Gannon, Ronan	CSL-RG-0043865	CSL-RG-0044105	31	79	241	67
Green, Simon	CSL-SG-0032890	CSL-SG-0033108	25	48	219	9
Hartmann, Paul	CSL-PH-0010633	CSL-PH-0010635	1	3	3	2
Jackman, Dennis	CSL-DJ-0027770	CSL-DJ-0030923	151	612	3,154	35
Jocham, Uwe	CSL-UJ-0039465	CSL-UJ-0040657	88	226	1,193	37
Kanigowski, Ted	CSL-TK-0048245	CSL-TK-0048417	19	47	173	10
Keavany, Mike	CSL-MK-0010228	CSL-MK-0010382	33	33	155	0
Kiefer, Uli	CSL-UK-0003042	CSL-UK-0003125	12	21	84	3
Kunze, Jerry	CSL-JK-0020430	CSL-JK-0020434	2	3	5	1
Lefebvre, Bob	CSL-RL-0008944	CSL-RL-0009322	7	38	379	2
Levy, John	CSL-JL-0011304	CSL-JL-0011447	20	26	144	4
Lovick, Sam	CSL-SL-0040925	CSL-SL-0041516	48	191	592	28
Mamora, Judith	CSL-JM-0022523	CSL-JM-0023803	68	291	1,281	99
Martin, Roland	CSL-RM-0015227	CSL-RM-0016246	19	88	1,020	11
McDowell, Lisa	CSL-LM-0010541	CSL-LM-0010547	1	2	7	0
McNamee, Brian	CSL-BM-0040245	CSL-BM-0040422	2	5	178	0
Naylor, Gordon	CSL-GN-0068696	CSL-GN-0070363	149	430	1,668	163
Perreault, Paul	CSL-PP-0024000	CSL-PP-0025372	75	195	1,373	39
Powell, Lynne	CSL-LP-0019010	CSL-LP-0019100	8	27	91	10
Romberg, Val	CSL-VR-0059836	CSL-VR-0062341	116	240	2,506	21

Llewellyn Davis, Esq.

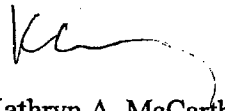
-3-

February 12, 2009

Custodian	Begin Dates	End Dates	No. of Emails	No. of Records	No. of Pages	No. of Native
Schneider, Wolfgang	CSL-WS- 0013622	CSL-WS- 0014100	39	115	479	51
Scrofani, Sergio	CSL-SS- 0006836	CSL-SS- 0007109	17	24	274	0
SharePoint	CSL-SH- 0000518	CSL-SH- 0000591	8	8	74	2
Suesser, Berthold	CSL-BS- 0006689	CSL-BS- 0006728	2	6	40	3
Tomasso, MaryAnn	CSL-MT- 0004075	CSL-MT- 0004129	6	26	55	10
Turner, Peter	CSL-PT- 0016787	CSL-PT- 0016792	2	3	6	1
Unway, William	CSL-WU- 0016020	CSL-WU- 0016188	4	21	169	3
Walton, Paul	CSL-PW- 0041542	CSL-PW- 0041557	2	4	16	0
		<b>Total</b>	<b>1,147</b>	<b>3,166</b>	<b>17,474</b>	<b>675</b>

The information in this letter is subject to the confidentiality provisions of Section 7A of the Clayton Act, 15 U.S.C. § 18a, and all other confidentiality protections applicable under the law. Please be advised that this letter and the information contained herein constitute confidential, proprietary information and trade secrets, the disclosure of which may cause significant economic harm to CSL. Such material is thus exempt from disclosure under the Freedom of Information Act, or otherwise. Therefore, we request that this letter be treated as highly confidential and returned to the undersigned or destroyed when you have completed your investigation. In addition, we respectfully request that we be notified in the event that the FTC for any reason considers disclosing the information contained herein to a third party.

Sincerely,



Kathryn A. McCarthy

Enclosures



December 4, 2008

**VIA HAND DELIVERY**

James Whitelaw  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Room 7151  
Washington, D.C. 20580

Re: *Proposed Acquisition by CSL Limited of certain voting securities of  
Talecris Biotherapeutics Holdings Corp. from Cerberus-Plasma Holdings,  
LLC;*  
*Transaction Identification Number: 2008-1750*

Dear Mr. Whitelaw:

Enclosed please find one DVD containing a sample production in Concordance format in response to the October 10, 2008 Request for Additional Information in the above-referenced matter. Outlined below is our proposed production format which conforms to the the Federal Trade Commission guidelines dated October 21, 2008 previously provided to us.

**Overview**

Talecris will make its production electronically on DVDs or hard drives. The data will be produced in either single-page TIFF images (word processing documents, presentations, email, email attachments, etc.) or for certain types of documents (Microsoft Excel spreadsheets and Microsoft Access databases), Talecris will produce the files in native format. Talecris will produce associated metadata, where available, and accompanying load files (in Concordance or other acceptable format) for each document. The metadata provided will vary depending on the type of document. To the extent such metadata is available, Talecris will produce the metadata fields listed in Exhibit A, in the accompanying load files for each production.

Talecris will eliminate duplicate emails and electronic documents found in the files of the same custodian from its electronic production. Any email forwarding another email, however, is a separate electronic document and will be produced as such. Any duplicate containing or reflecting any comment, suggestion, underlining, highlighting, observation or any other alteration to the duplicate text will be separately produced.

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# ARNOLD & PORTER LLP

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James Whitelaw  
December 3, 2008  
Page 2

## Hard Copy Documents

Talecris will produce hard copy documents in electronic form as images with related identifying information (e.g. bates numbers and custodians). Talecris will scan pages attached to each other as one document and scan loose pages as one document where they appear to be a stand-alone document.

## Email

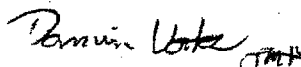
Talecris will produce email documents and their attachments as images with associated metadata. If any part of an email or its attachments is responsive, the email and all attachments will be produced. For emails with Excel spreadsheet or Access database attachments, Talecris will provide native files upon request.

## Other Electronic Documents

Talecris will produce word processing documents, presentations, and other electronic files (except for Microsoft Excel spreadsheets) as images with associated metadata. For Microsoft Excel spreadsheets, Talecris will produce these files in their native format with associated metadata, and with a cross reference to the Concordance load file (or other acceptable format).

Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris requests confidential treatment of these materials pursuant to all applicable statutes and rules.

Sincerely,

  
Dominic E. Vote<sup>1</sup>

---

<sup>1</sup> Admitted only in Maryland; Practicing under the supervision of principles at the firm pending admission to the D.C. Bar.

---

ARNOLD & PORTER LLP

---

James Whitelaw  
December 3, 2008  
Page 3

Enclosures

Cc: Garry Gibbs, Esq.  
Franklin Liss, Esq.

James Whitelaw  
December 3, 2008  
Page 4

**Exhibit A -- Metadata Fields to be Provided**

1. From
2. To
3. Cc
4. Bcc
5. Subject
6. docDate
7. Timesent
8. Datecrtd
9. Datesvd
10. Datercvd
11. Filesize
12. Atttitle
13. Applicat
14. Filepath

December 5, 2008

**BY HAND-DELIVERY**

Gary Schorr, Esq.  
Garry Gibbs, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580

Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Schorr and Mr. Gibbs:

Enclosed please find one DVD containing responsive, non-privileged documents in Concordance format in partial response to the October 10, 2008 Request for Additional Information in the above-referenced matter. Included are hardcopy documents collected from the following custodians:

Custodian	Begin Bates	End Bates
Reid Lerner	TAL000000001	TAL000010437
Dan Menichella	TAL000010438	TAL000020547
George Oliver	TAL000020548	TAL000022883
Tim Shannon	TAL000022884	TAL000033258
Sumeet Sud	TAL000033259	TAL000039617

Also enclosed is one DVD containing responsive, non-privileged audio files in .wav format from custodian George Oliver.

Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.



---

ARNOLD & PORTER LLP

---

Gary Schorr and Garry Gibbs  
12/5/2008  
Page 2

Sincerely,

*Dominic Vote* TMT

Dominic E. Vote<sup>1</sup>

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.  
Matthew Shultz, Esq.

---

<sup>1</sup> Admitted only in Maryland; practicing under the supervision of principles at the firm pending admission to the D.C. Bar.

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ARNOLD & PORTER LLP

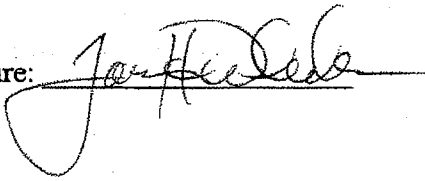
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Gary Schorr and Garry Gibbs  
12/5/2008  
Page 3

**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: 12/5/08 Name and Title: WHITEHEAD [Print]

Signature: 

December 12, 2008

**BY HAND-DELIVERY**Gary Schorr, Esq.  
Garry Gibbs, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics  
Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Schorr and Mr. Gibbs:

Enclosed please find one DVD containing responsive, non-privileged documents in Concordance format in partial response to the October 10, 2008 Request for Additional Information in the above-referenced matter. Included are hardcopy documents collected from the following custodians:

Custodian	Begin Bates	End Bates
Michael Crescenzi	TAL000039618	TAL000041523
Andrew DiDomenico	TAL000041524	TAL000043784
John Hanson	TAL000043785	TAL000085730
Amy McGrath	TAL000085731	TAL000088224
Ken McNish	TAL000088225	TAL000091168

Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.

---

ARNOLD & PORTER LLP

---

Gary Schorr and Garry Gibbs  
12/5/2008  
Page 2

Sincerely,

*Dominic Vote* JD/A

Dominic E. Vote<sup>1</sup>

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.  
Matthew Shultz, Esq.

---

<sup>1</sup> Admitted only in Maryland; practicing under the supervision of principals at the firm pending admission to the D.C. Bar.

---

ARNOLD & PORTER LLP

---


Gary Schorr and Garry Gibbs  
12/5/2008  
Page 3

**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: 12/12/08

Name and Title: Marvis Brown [Print]  
Lit Suppt Spec.

Signature: 

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**ARNOLD & PORTER LLP**

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202.942.5000  
202.942.5999 Fax  
555 Twelfth Street, NW  
Washington, DC 20004-1206

December 22, 2008

***BY HAND-DELIVERY***

Gary Schorr, Esq.  
Garry Gibbs, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580

Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Schorr and Mr. Gibbs:

Enclosed please find one hard drive containing responsive, non-privileged documents in Concordance format in partial response to the October 10, 2008 Request for Additional Information in the above-referenced matter. Included are electronic documents collected from the following custodians:

<b>Custodian</b>	<b>Begin Dates</b>	<b>End Dates</b>
Robin Bateman	TAL000091169	TAL000165493
Michael Crescenzi	TAL000165494	TAL000166583
Reid Lerner	TAL000166584	TAL000167254
Ken McNish	TAL000167255	TAL000171658
Jim Moose	TAL000171659	TAL000189685
Bruce Nogales	TAL000189686	TAL000196789
George Oliver	TAL000196790	TAL000201049
Steve Petteway	TAL000201050	TAL000246278
Drayton Virkler	TAL000246279	TAL000248362
Bill Zabel	TAL000248363	TAL000255816

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ARNOLD & PORTER LLP

---

Gary Schorr and Garry Gibbs  
12/22/2008  
Page 2

Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.

Sincerely,



Dominic E. Vote<sup>1</sup>

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.  
Matthew Shultz, Esq.

---

<sup>1</sup> Admitted only in Maryland; practicing under the supervision of principals at the firm pending admission to the D.C. Bar.

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ARNOLD & PORTER LLP

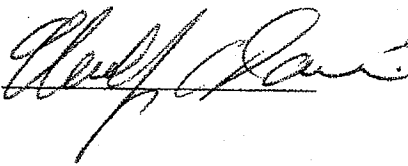
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Gary Schorr and Garry Gibbs  
12/22/2008  
Page 3

**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: 12/22/2008 Name and Title: Hewellyn Davis, Law Clerk [Print]

Signature: 



December 24, 2008

**BY HAND-DELIVERY**Gary Schorr, Esq.  
Garry Gibbs, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Schorr and Mr. Gibbs:

Enclosed please find one hard drive containing responsive, non-privileged documents in Concordance format in partial response to the October 10, 2008 Request for Additional Information in the above-referenced matter. Included are electronic documents collected from the Talecris files of the following custodians:<sup>1</sup>

Custodian	Begin Bates	End Bates
John Perkins	TAL000255817	TAL000262601
Lawrence Stern	TAL000262602	TAL000292904

Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.

---

<sup>1</sup> Messrs Perkins and Stern were previously employed by Cerberus and we are in the process of determining whether Cerberus is in the possession of any additional responsive documents from these custodians.

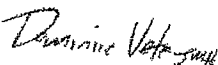
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ARNOLD & PORTER LLP

---

Gary Schorr and Garry Gibbs  
12/24/2008  
Page 2

Sincerely,

  
Dominic E. Vote<sup>2</sup>

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.  
Matthew Shultz, Esq.

---

<sup>2</sup> Admitted only in Maryland; practicing under the supervision of principals at the firm pending admission to the D.C. Bar.

---

ARNOLD & PORTER LLP

---

Gary Schorr and Garry Gibbs  
12/24/2008  
Page 3

**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: 12/24/08 Name and Title: Hendryh Dous - Law Clerk [Print]

Signature: 

January 2, 2009

**BY HAND-DELIVERY**Gary Schorr, Esq.  
Garry Gibbs, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Schorr and Mr. Gibbs:

Enclosed please find one DVD containing responsive, non-privileged documents in Concordance format in partial response to the October 10, 2008 Request for Additional Information in the above-referenced matter. Included are hardcopy documents collected from the following custodians:

<b>Custodian</b>	<b>Begin Bates</b>	<b>End Bates</b>
John Perkins	TAL000292905	TAL000296173
Lawrence Stern	TAL000296174	TAL000309713
Bill Zabel	TAL000309714	TAL000316370

Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.

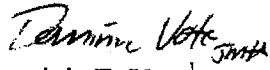
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ARNOLD & PORTER LLP

---

Gary Schorr and Garry Gibbs  
1/2/2009  
Page 2

Sincerely,

  
Dominic E. Vote<sup>1</sup>

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.  
Matthew Shultz, Esq.

---

<sup>1</sup> Admitted only in Maryland; practicing under the supervision of principals at the firm pending admission to the D.C. Bar.

---

ARNOLD & PORTER LLP

---

Gary Schorr and Garry Gibbs  
1/2/2009  
Page 3

**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: 1/2/09

Name and Title: Maureen Boyle [Print]

Signature: Maureen Boyle

*Maureen Boyle*  
*Legal Assistant*

---

# ARNOLD & PORTER LLP

---

202.942.5000  
202.942.5999 Fax  
555 Twelfth Street, NW  
Washington, DC 20004-1206

January 9, 2009

***BY HAND-DELIVERY***

Gary Schorr, Esq.  
Garry Gibbs, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580

Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Schorr and Mr. Gibbs:

Enclosed please find one hard drive containing responsive, non-privileged documents in Concordance format in partial response to the October 10, 2008 Request for Additional Information in the above-referenced matter. Included are hardcopy and electronic documents collected from the following custodians:

Custodian	Begin Bates	End Bates
Andrew DiDomenico	TAL000316371	TAL000321812
Charlie Gayer	TAL000321813	TAL000332914
Detlef Kehm	TAL000332915	TAL000350912
James Kenamer	TAL000350913	TAL000363828
Keith Kosinski	TAL000363829	TAL000493229
Kimberly Kustron	TAL000493230	TAL000551228
Thomas Lynch	TAL000551229	TAL000602247
Dan Menichella	TAL000602248	TAL000624069
Don Sedlack	TAL000624070	TAL000638396

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# ARNOLD & PORTER LLP

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Gary Schorr and Garry Gibbs  
1/9/2009  
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Custodian	Begin Bates	End Bates
Lawrence Stern	TAL000638397	TAL000639970
Wendy Wilson	TAL000639971	TAL000659752

Please note that only hardcopy documents for Lawrence Stern are included in this production.

Please do not hesitate to contact me or Dominic Vote if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.

Sincerely,

  
Matthew M. Shultz

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.,  
Dominic E. Vote<sup>1</sup>, Esq.

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<sup>1</sup> Admitted only in Maryland; practicing under the supervision of principals at the firm pending admission to the D.C. Bar.



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ARNOLD & PORTER LLP

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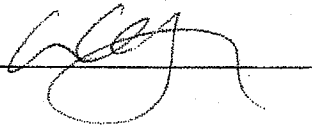
Gary Schorr and Garry Gibbs  
1/9/2009  
Page 3

**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: JAN 09 2009

Name and Title: Alpa D. Gardhi [Print]

Signature: 

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# ARNOLD & PORTER LLP

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202.942.5000  
202.942.5999 Fax  
555 Twelfth Street, NW  
Washington, DC 20004-1206

January 16, 2009

***BY HAND-DELIVERY***

Gary Schorr, Esq.  
Garry Gibbs, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580

Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Schorr and Mr. Gibbs:

Enclosed please find one hard drive containing responsive, non-privileged documents in Concordance format in partial response to the October 10, 2008 Request for Additional Information in the above-referenced matter. Included are hardcopy and electronic documents collected from the following custodians:

<b>Custodian</b>	<b>Begin Bates</b>	<b>End Bates</b>
Joel Abelson	TAL000659753	TAL000681037
Craig Farquharson	TAL000681038	TAL000725967
John Hanson	TAL000725968	TAL000799807
Jeff Jones	TAL000799808	TAL000831424
James Kramer (Predecessor of Lawrence Stern)	TAL000831425	TAL000839268
Mary Kuhn	TAL000839269	TAL000905712
Mary Ann Lamb	TAL000905713	TAL001200414
Alberto Martinez (Predecessor of Lawrence Stern)	TAL001200415	TAL001239047

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# ARNOLD & PORTER LLP

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Gary Schorr and Garry Gibbs

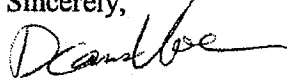
1/9/2009

Page 2

Custodian	Begin Bates	End Bates
Amy McGrath	TAL001239048	TAL001284486
Gunnar Riemann (Predecessor of Lawrence Stern)	TAL001284487	TAL001291057
Tim Shannon	TAL001291058	TAL001345553
Julie B. Smith (Predecessor of Lawrence Stern)	TAL001345554	TAL001345786
Sumeet Sud	TAL001345787	TAL001446693
Joseph Zuraw	TAL001446694	TAL001502975

Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.

Sincerely,



Dominic E. Vote

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.  
Matthew Shultz, Esq.

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ARNOLD & PORTER LLP

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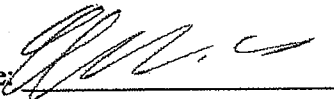
Gary Schorr and Garry Gibbs  
1/9/2009  
Page 3

**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: 1/17/09

Name and Title: Hewitt C Davis [Print]

Signature: 

January 27, 2009

*R. Parker*  
*1/27/09*

***BY HAND-DELIVERY***

Gary Schorr, Esq.  
Garry Gibbs, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580

Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Schorr and Mr. Gibbs:

Enclosed please find one hard drive containing responsive, non-privileged documents in Concordance format in partial response to the October 10, 2008 Request for Additional Information in the above-referenced matter. As you will notice, there are a large number of custodians included in today's production whose documents have already been substantially produced. For such custodians, today's production represents a very small quantity of documents that were previously withheld as a result of our quality control and privilege review processes, but have subsequently been deemed responsive upon additional review.

Additionally, today's production contains certain documents from the files of Aldo Perez, Senior Director Finance Sales Ops - Analysis & Reporting, relating to the allocation of products among various countries. Although these documents are likely also in the files of various custodians on the search list, we have compiled them from the files of Aldo Perez as a convenience because they represent a comprehensive set of such documents.

Ampersand Talecris Shared Drive documents are responsive documents collected from a shared drive maintained by Ampersand Ventures. Both Richard Charpie and Stuart Auerbach maintained access to such documents. We believe that the Additional Cerberus Documents primarily contain e-mails sent to distribution lists for which specific, individual file owner information was not readily available. This set of documents may contain other documents for which, individual file owner information was not readily available.

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# ARNOLD & PORTER LLP

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Gary Schorr and Garry Gibbs  
1/27/2009  
Page 2

Included are hardcopy and electronic documents collected from the following custodians:

Custodian	Begin Bates	End Bates
Aldo Perez	TAL001502976	TAL001503719
Robin Bateman	TAL001503720	TAL001611563
John Bretl	TAL001611564	TAL001800873
Eric Epstein	TAL001800874	TAL001871879
John Gaither	TAL001871880	TAL002053588
Mary Ann Lamb	TAL002053589	TAL002094019
Thomas Lynch	TAL002094020	TAL002126767
Jim Moose	TAL002126768	TAL002189924
Bruce Nogales	TAL002189925	TAL002223043
John Perkins	TAL002223044	TAL002246560
Steve Petteway	TAL002246561	TAL002378851
Joel Abelson	TAL002378852	TAL002385573
Sam Altman	TAL002385574	TAL002387458
Ampersand Talecris Shared Drive	TAL002387459	TAL002390430
Stuart Auerbach	TAL002390431	TAL002393035
George Oliver	TAL002393036 TAL002707238	TAL002396574 TAL002710128

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# ARNOLD & PORTER LLP

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Gary Schorr and Garry Gibbs

1/27/2009

Page 3

Custodian	Begin Bates	End Bates
Richard Charpie	TAL002396575	TAL002398956
Latitia Colbert-Reid (Predecessor of Andrew DiDomenico)	TAL002398957	TAL002403031
Michael Crescenzi	TAL002403032	TAL002405839
Andrew DiDomenico	TAL002405840	TAL002406291
Craig Farquharson	TAL002406292	TAL002416585
Charlie Gayer	TAL002416586	TAL002417983
Joe Gibbons (Predecessor of Ken McNish)	TAL002417984	TAL002419195
Greg Gonzales	TAL002419196	TAL002422364
Leslie Hall	TAL002422365	TAL002426107
John Hanson	TAL002426108	TAL002448697
Cathryn Hope (Predecessor of Michael Crescenzi)	TAL002459274	TAL002478618
Jeff Jones	TAL002478619	TAL002481584
Detlef Kehm	TAL002481585	TAL002483056
Greg Kelly (Predecessor of Drayton Virkler)	TAL002483057	TAL002484486
James Kennamer	TAL002484487	TAL002485588
Keith Kosinski	TAL002485589	TAL002516359
James Kramer	TAL002516360	TAL002520142

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Gary Schorr and Garry Gibbs

1/27/2009

Page 4

Custodian	Begin Bates	End Bates
Mary Kuhn	TAL002520143	TAL002542798
Kimberly Kustron	TAL002542799	TAL002552875
Talecris Legal Department	TAL002552876 TAL002935797	TAL002566253 TAL002936250
James Lenehan	TAL002566254	TAL002577265
Reid Lerner	TAL002577266	TAL002613896
Alberto Martinez (Predecessor of Lawrence Stern)	TAL002613897	TAL002653351
Steve Mayer	TAL002653352	TAL002690371
Amy McGrath	TAL002690372	TAL002696422
Ken McNish	TAL002696423	TAL002700638
Dan Menichella	TAL002700639	TAL002707237
Current Selling Aids and Promotional Materials	TAL002710129	TAL002710188
James Renna	TAL002710189	TAL002726351
Gunnar Riemann (Predecessor of Lawrence Stern)	TAL002726352	TAL002729928
Don Sedlack	TAL002729929	TAL002737513
Tim Shannon	TAL002737514	TAL002827518
Lawrence Stern	TAL002827519	TAL002922635
Sumeet Sud	TAL002922636	TAL002935796



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Gary Schorr and Garry Gibbs  
1/27/2009  
Page 5

Custodian	Begin Bates	End Bates
Additional Cerberus Documents	TAL002936251	TAL002937584
Drayton Virkler	TAL002937585	TAL002941782
Ruedi Waeger	TAL002941783	TAL002942421
Kenneth Wilson (Predecessor of Ken McNish)	TAL002942422	TAL002943900
Wendy Wilson	TAL002943901	TAL002948982
Bill Zabel	TAL002948983	TAL002959788
Joseph Zuraw	TAL002959789	TAL002968060

Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.

Sincerely,

  
Dominic E. Vote

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.  
Matthew Shultz, Esq.

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ARNOLD & PORTER LLP

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Gary Schorr and Garry Gibbs  
1/27/2009  
Page 6

**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: \_\_\_\_\_ Name and Title: \_\_\_\_\_ [Print]

Signature: \_\_\_\_\_

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**ARNOLD & PORTER LLP**

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202.942.5000  
202.942.5999 Fax  
555 Twelfth Street, NW  
Washington, DC 20004-1206

January 29, 2009

***BY HAND-DELIVERY***

Gary Schorr, Esq.  
Garry Gibbs, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580

Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Schorr and Mr. Gibbs:

Enclosed please find one DVD containing responsive, non-privileged documents in Concordance format in partial response to the October 10, 2008 Request for Additional Information in the above-referenced matter.

Included are hardcopy and electronic documents collected from the following custodians:

<b>Custodian</b>	<b>Begin Dates</b>	<b>End Dates</b>
Joel Abelson	TAL002968061	TAL002968070
Robin Bateman	TAL002968071	TAL002968100
John Bretl	TAL002968101	TAL002968137
Eric Epstein	TAL002968138	TAL002968138
Craig Farquharson	TAL002968139	TAL002968170
John Hanson	TAL002968171	TAL002968188
Cathryn Hope (Predecessor of Michael Crescenzi)	TAL002968189	TAL002968201
Detlef Kehm	TAL002968202	TAL002968213

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# ARNOLD & PORTER LLP

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Gary Schorr and Garry Gibbs

1/29/2009

Page 2

Custodian	Begin Bates	End Bates
Mary Kuhn	TAL002968214	TAL002968308
Kimberly Kustron	TAL002968309	TAL002968328
Mary Ann Lamb	TAL002968329	TAL002968806
Thomas Lynch	TAL002968807	TAL002968864
Alberto Martinez (Predecessor of Lawrence Stern)	TAL002968865	TAL002969741
Amy McGrath	TAL002969742	TAL002969867
Bruce Nogales	TAL002969868	TAL002969922
Steve Petteway	TAL002969923	TAL002969960
Gunnar Riemann	TAL002969961	TAL002970335
Don Sedlack	TAL002970336	TAL002970341
Tim Shannon	TAL002970342	TAL002970476
Lawrence Stern	TAL002970477	TAL002970826
Sumeet Sud	TAL002970827	TAL002970969
Talecris Legal Department	TAL002970970	TAL002971040
Wendy Wilson	TAL002971041	TAL002971050
Bill Zabel	TAL002971051	TAL002971058
Joseph Zuraw	TAL002971059	TAL002971123

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ARNOLD & PORTER LLP

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Gary Schorr and Garry Gibbs  
1/29/2009  
Page 3

Additionally, enclosed please also find a hard drive labeled TAL00291124, which contains a chronological file of FDA submissions. This material is being provided in response to Specification 30, as modified by the November 7, 2008 letter of Garry Gibbs to Franklin W. Liss.

Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.

Sincerely,

  
Dominic E. Vote

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.  
Matthew Shultz, Esq.

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ARNOLD & PORTER LLP

---

Gary Schorr and Garry Gibbs

1/29/2009

Page 4

**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: 1/29/09

Name and Title: Alan Davis, Law Clerk [Print]

Signature: 

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# ARNOLD & PORTER LLP

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202.942.5000  
202.942.5999 Fax  
555 Twelfth Street, NW  
Washington, DC 20004-1206

February 20, 2009

***BY HAND-DELIVERY***

Garry Gibbs, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580

Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Gibbs:

Enclosed please find a hard copy and one CD containing a Complete Privilege Log, in Excel format, for Lawrence Stern, John Perkins, Keith Kosinski, Bill Zabel, and Bruce Nogales, in response to your letter of February 9, 2009.

Please also find one hard drive containing documents previously withheld as privileged, that we have subsequently determined are non-privileged and responsive. The hard drive contains electronic documents collected from the following custodians:

Custodian	Begin Dates	End Dates
Abelson, Joel	TAL002971124	TAL002971155
Bateman, Robin	TAL002971156	TAL002971596
Bretl, John	TAL002971597	TAL002971832
Crescenzi, Michael	TAL002971833	TAL002972053
Epstein, Eric	TAL002972054	TAL002973665
Farquharson, Craig	TAL002973666	TAL002973779
Gaither, John	TAL002973780 TAL002989315	TAL002975426 TAL002989318
Hanson, John	TAL002975427	TAL002975738

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# ARNOLD & PORTER LLP

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Garry Gibbs  
February 20, 2009  
Page 2

Custodian	Begin Dates	End Dates
Ingersoll, Brett	TAL002975739	TAL002976088
Jones, Jeff	TAL002976089	TAL002976141
Kehm, Detlef	TAL002976142	TAL002976161
Kosinski, Keith	TAL002976162	TAL002977433
Kuhn, Mary	TAL002977434	TAL002977657
Kustron, Kimberly	TAL002977658	TAL002977689
Lamb, Mary Ann	TAL002977690	TAL002977887
Lenahan, James	TAL002977888	TAL002978216
Lerner, Reid	TAL002978217	TAL002978244
Lynch, Thomas	TAL002978245	TAL002978458
Martinez, Alberto (Predecessor of Lawrence Stern)	TAL002978459	TAL002978911
Mayer, Steve	TAL002978912	TAL002979587
McGrath, Amy	TAL002979588	TAL002979607
Menichella, Dan	TAL002979608	TAL002979663
Moose, Jim	TAL002979664	TAL002980532
Nogales, Bruce	TAL002980533	TAL002980807
Perkins, John	TAL002980808 TAL002989319	TAL002981273 TAL002989330
Petteway, Steve	TAL002981274	TAL002981389



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# ARNOLD & PORTER LLP

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Garry Gibbs  
February 20, 2009  
Page 3

Custodian	Begin Bates	End Bates
Renna, James	TAL002981390	TAL002981392
Sedlack, Don	TAL002981393 TAL002989331	TAL002981566 TAL002989343
Shannon, Tim	TAL002981567	TAL002982139
Stern, Lawrence	TAL002982140 TAL002989344	TAL002988208 TAL002989369
Sud, Sumeet	TAL002988209	TAL002988532
Virkler, Drayton	TAL002988533	TAL002988761
Wilson, Wendy	TAL002988762	TAL002988767
Zabel, Bill	TAL002988768	TAL002989267
Zuraw, Joseph	TAL002989268	TAL002989314

Talecris' Response to the Second Request noted that the inadvertent production of documents does not constitute waiver of any applicable privilege. *See* Response of Talecris Biotherapeutics Holdings Corp. to the Request For Additional Information and Documentary Material Issued October 10, 2008, at page 3, ¶ 6. We have determined that some responsive privileged documents were previously inadvertently produced. We request the recall of these documents, which are set forth on the recall chart also enclosed. (In some instances we are recalling entire documents; in other cases we are recalling the documents, and producing them in properly redacted form.)

The recall chart lists the documents we are recalling by their original production bates range. It also lists the new production bates ranges for documents that have now been produced in redacted form. Each of these changes to the production is also reflected in the enclosed Privilege Log. Please destroy all copies of the documents identified by their original bates range in the recall chart.

Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.

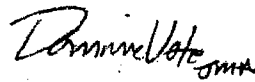
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ARNOLD & PORTER LLP

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Garry Gibbs  
February 20, 2009  
Page 4

Sincerely,



Dominic E. Vote

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.  
Matthew Shultz, Esq.

Document Production Recalls of Talecris Biotherapeutics Holdings Corp;  
 FTC Transaction Identification Number: 2008-1750

SOURCE	ORIGINAL PRODUCTION BEGIN DATES	ORIGINAL PRODUCTION END DATES	NEW BEGIN DATES	NEW END DATES
Bretl, John	TAL001796822	TAL001796822		
Bretl, John	TAL001796823	TAL001796823		
Bretl, John	TAL001796824	TAL001796824		
Epstein, Eric	TAL001845251	TAL001845251		
Gaither, John			TAL002989317	TAL002989318
Gaither, John	TAL001997664	TAL001997664		
Gaither, John	TAL001997665	TAL001997665		
Gaither, John	TAL001997728	TAL001997729		
Gaither, John	TAL001997730	TAL001997730		
Hanson, John	TAL000755279	TAL000755281		
Jones, Jeff	TAL002480830	TAL002480830		
Jones, Jeff	TAL002481204	TAL002481204		
Jones, Jeff	TAL002481205	TAL002481205		
Kosinski, Keith	TAL000375803	TAL000375803		
Kosinski, Keith	TAL000456566	TAL000456566		
Kosinski, Keith	TAL000456567	TAL000456567		
Kosinski, Keith	TAL002487431	TAL002487431		
Kosinski, Keith	TAL002487432	TAL002487432		
Kosinski, Keith	TAL000370322	TAL000370322		
Kosinski, Keith	TAL000370323	TAL000370323		
Kosinski, Keith	TAL000370364	TAL000370364		
Kosinski, Keith	TAL000374669	TAL000374669		
Kosinski, Keith	TAL000378960	TAL000378961		
Kosinski, Keith	TAL000378962	TAL000378962		
Kuhn, Mary	TAL002539820	TAL002539820		
Lynch, Thomas	TAL000566597	TAL000566600	TAL002978297	TAL002978300
Mayer, Steve	TAL002660943	TAL002660944		
Mayer, Steve	TAL002677798	TAL002677798		
Nogales, Bruce	TAL002202657	TAL002202657		
Perkins, John			TAL002989328	TAL002989330
Perkins, John			TAL002989319	TAL002989323

Document Production Recalls of Talecris Biotherapeutics Holdings Corp;  
 FTC Transaction Identification Number: 2008-1750

SOURCE	ORIGINAL PRODUCTION BEGIN DATES	ORIGINAL PRODUCTION END DATES	NEW BEGIN DATES	NEW END DATES
Perkins, John			TAL002989324	TAL002989325
Perkins, John			TAL002989326	TAL002989327
Perkins, John	TAL000258316	TAL000258317	TAL002980848	TAL002980849
Perkins, John	TAL000262367	TAL000262368	TAL002980854	TAL002980855
Perkins, John	TAL000262589	TAL000262592	TAL002980858	TAL002980861
Perkins, John	TAL002239775	TAL002239775		
Perkins, John	TAL000256124	TAL000256124		
Perkins, John	TAL000256125	TAL000256125		
Sedlack, Don			TAL002989338	TAL002989340
Sedlack, Don			TAL002989341	TAL002989343
Sedlack, Don	TAL000626665	TAL000626667	TAL002989331	TAL002989333
Sedlack, Don	TAL000626697	TAL000626699	TAL002989334	TAL002989336
Stern, Lawrence			TAL002989344	TAL002989367
Stern, Lawrence			TAL002989368	TAL002989369
Stern, Lawrence	TAL000307305	TAL000307307	TAL002986310	TAL002986312
Stern, Lawrence	TAL002845801	TAL002845802	TAL002983168	TAL002983169
Stern, Lawrence	TAL002860732	TAL002860738		
Stern, Lawrence	TAL002883390	TAL002883391		
Stern, Lawrence	TAL002904746	TAL002904746		
Stern, Lawrence	TAL000266067	TAL000266067		
Stern, Lawrence	TAL000266068	TAL000266068		
Stern, Lawrence	TAL000266089	TAL000266089		
Stern, Lawrence	TAL002828187	TAL002828187		
Zabel, Bill	TAL000251236	TAL000251237		
Zabel, Bill	TAL002952539	TAL002952540		
Zabel, Bill	TAL002952680	TAL002952681		
Zabel, Bill	TAL002952730	TAL002952730		
Zabel, Bill	TAL002953301	TAL002953303		
Zabel, Bill	TAL002953426	TAL002953428		
Zabel, Bill	TAL002953436	TAL002953439	TAL002989232	TAL002989234

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ARNOLD & PORTER LLP


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Garry Gibbs  
February 20, 2009  
Page 5

**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: 9/01/02 4:37 Name and Title: How Dow D [Print]

Signature: 

March 26, 2009

**BY HAND-DELIVERY**Nicholas A. Widnell, Esq.  
Federal Trade Commission  
601 New Jersey Avenue, NW  
Washington, DC 20580Re: **Proposed Acquisition by CSL Limited of Talecris Biotherapeutics Holdings Corp; Transaction Identification Number: 2008-1750**

Dear Mr. Widnell:

Per your March 12, 2009 letter regarding potentially privileged documents found in Talecris' document productions, please find enclosed a list of partially privileged documents we would like to recall from our production. Also enclosed is a CD containing properly redacted versions of each of the recalled documents as well as several documents that were errantly withheld in their entirety, but are now being properly produced in redacted form. Each of these changes to Talecris' document productions is reflected in the enclosed privilege log.<sup>1</sup>

The enclosed CD contains electronic documents from the following custodians:

<b>Custodian</b>	<b>Begin Dates</b>	<b>End Dates</b>
Bretl, John	TAL002989872	TAL002990226
Epstein, Eric	TAL002990227	TAL002990248
Gaither, John	TAL002990249	TAL002990532
Hanson, John	TAL002990533	TAL002990538

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<sup>1</sup> Please refer to the comprehensive name and title reference list provided with the privilege log produced on February 20, 2009 in reviewing the enclosed privilege log.

Nicholas A. Widnell  
 March 26, 2009  
 Page 2

Custodian	Begin Dates	End Dates
Ingersoll, Brett	TAL002990539	TAL002990552
Kosinski, Keith	TAL002990553	TAL002990950
Kramer, James (Predecessor of Lawrence Stern)	TAL002990951	TAL002991016
Lenahan, James	TAL002991017	TAL002991030
Martinez, Alberto (Predecessor of Lawrence Stern)	TAL002991031	TAL002991115
Mayer, Steve	TAL002991116	TAL002991136
Perkins, John	TAL002991137	TAL002991308
Stern, Lawrence	TAL002991309	TAL002991706

While we appreciate your efforts to identify and alert us as to documents that may have been inadvertently produced, we would like to make clear that we have in place a rigorous multi-tiered review process for the purpose of preventing any such occurrences. However, with a document production of such massive scale it is nearly impossible to completely remove human error from the process. Thus far we have reviewed over two million documents for responsiveness, we have produced over 450,000 documents to the FTC, and we have re-reviewed and logged over 4,000 privileged or partially privileged documents for the purposes of the log. Under such circumstances it is highly likely that some small number of documents will inadvertently be coded incorrectly. Indeed, taking into account each of the previous recall letters, the documents that have been errantly coded and inadvertently produced still represent less than a tenth of a percentage point of all documents produced to the government in this matter.

As such, Talecris has taken, and continues to take, extensive precautions to prevent the disclosure of any privileged materials and expressly reserves the right to claim any and all applicable privileges over any additional inadvertently produced documents that have yet to be identified.

Nicholas A. Widnell  
March 26, 2009  
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Please do not hesitate to contact me if you have any questions regarding the enclosed materials. Talecris respectfully requests confidential treatment of these materials pursuant to all applicable statutes and rules.

Sincerely,



Dominic E. Vote

Enclosures

Cc: Franklin Liss, Esq.  
Christopher Flack, Esq.  
Matthew Shultz, Esq.



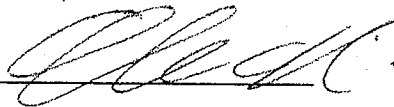
Nicholas A. Widnell  
March 26, 2009  
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**Acknowledgement Receipt**

The above referenced production was received by the Federal Trade Commission:

Date: 3/26/09

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Bretl John	TAL001734425	TAL001734432	TAL002990007	TAL002990014
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Bretl John	TAL001796822	TAL001796822	TAL002990102	TAL002990148
Bretl John	TAL001796823	TAL001796823	TAL002990149	TAL002990187
Bretl John	TAL001796824	TAL001796824	TAL002990188	TAL002990226
Epstein, Eric	TAL001837266	TAL001837267	TAL002990227	TAL002990228
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Ingersoll, Brett	TAL002469068	TAL002469069	TAL002990545	TAL002990546
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Kosinski, Keith	TAL002486654	TAL002486654	TAL002990556	TAL002990592

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Kosinski, Keith	TAL000374669	TAL000374669	TAL002990766	TAL002990812
Kosinski, Keith	TAL000374959	TAL000374959	TAL002990813	TAL002990814
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Kosinski, Keith	TAL002488706	TAL002488708	TAL002990817	TAL002990819
Kosinski, Keith	TAL002488709	TAL002488709	TAL002990820	TAL002990856
Kosinski, Keith	TAL002488712	TAL002488716	TAL002990857	TAL002990861
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Lenehan James	TAL002572736	TAL002572737	TAL002991017	TAL002991018
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Martinez, Alberto	TAL001209342	TAL001209345	TAL002991031	TAL002991034
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