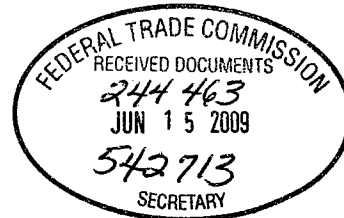


ORIGINAL



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

**COMMISSIONERS: Jon Leibowitz, Chairman
J. Thomas Rosch**

In the Matter of)

CSL Limited,)
a corporation)

and)

Cerberus-Plasma Holdings, LLC,)
a limited liability company.)
_____)

Docket No. 9337

PUBLIC

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents jointly move to dismiss the complaint in the above-captioned matter. On June 8, 2009, Respondents publicly announced that they are abandoning the proposed merger between CSL Limited and Cerberus-Plasma Holdings, LLC. As set forth in the attached letters, CSL Limited and Cerberus-Plasma Holdings, LLC have withdrawn their Hart-Scott-Rodino Notification and Report Forms filed for the proposed transaction. The complaint is now moot.

Accordingly, the parties respectfully request that the Commission dismiss the complaint.

A proposed order is attached.

Respectfully submitted,



Matthew J. Reilly
Jeffrey Perry
Nicholas Widnell
Federal Trade Commission
601 New Jersey Ave., N.W.
Washington, D.C. 20580
(202) 326-2350
Complaint Counsel

Joseph F. Wayland
Arman Y. Oruc
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017
(212) 455-3203
Counsel for CSL Limited

Deborah L. Feinstein
Franklin Liss
Arnold & Porter LLP
555 Twelfth Street, N.W.
Washington, DC 20004
(202) 942-5015
*Counsel for Cerberus-Plasma
Holdings, LLC*

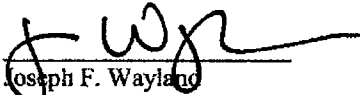
Dated: June 15, 2009

Accordingly, the parties respectfully request that the Commission dismiss the complaint.

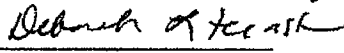
A proposed order is attached.

Respectfully submitted,

Matthew J. Reilly
Jeffrey Perry
Nicholas Widnell
Federal Trade Commission
601 New Jersey Ave., N.W.
Washington, D.C. 20580
(202) 326-2350
Complaint Counsel



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Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017
(212) 455-3203
Counsel for CSL Limited



Deborah L. Feinstein
Franklin Liss
Arnold & Porter LLP
555 Twelfth Street, N.W.
Washington, DC 20004
(202) 942-5015
*Counsel for Cerberus-Plasma
Holdings, LLC*

Dated: June 15, 2009

CERTIFICATE OF SERVICE


I HEREBY CERTIFY that on June 15, 2009, I served the attached Joint Motion to Dismiss Complaint upon the following:

Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, DC 20580

Hon. D. Michael Chappell
600 Pennsylvania Avenue, N.W.
Washington, DC 20580
Chief Administrative Law Judge

Kevin J. Arquit
Joseph F. Wayland
Aimee H. Goldstein
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, N.Y. 10017
Counsel for CSL Limited

William Baer
Deborah L. Feinstein
Franklin Liss
Arnold & Porter LLP
555 Twelfth Street, N.W.
Washington, D.C. 20004
Counsel for Cerberus-Plasma Holdings, LLC



Albert Y. Kim
Complaint Counsel

ARNOLD & PORTER LLP

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

June 8, 2009

VIA HAND DELIVERY

Premerger Notification Office
Bureau of Competition
Federal Trade Commission
600 Pennsylvania Avenue, NW
Room 303
Washington, DC 20580

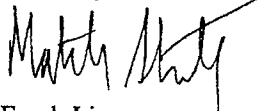
Director of Operations and Merger
Enforcement
Antitrust Division
U.S. Department of Justice
950 Pennsylvania Avenue, NW
Room 3335
Washington, DC 20530

Re: CSL Limited/Cerberus-Plasma Holdings, LLC, Premerger Notification
Transaction No. 20081750

To Whom it May Concern:

Please be advised that Cerberus-Plasma Holdings, LLC hereby withdraws its
notification pursuant to the Hart-Scott-Rodino Act in the above-referenced transaction.

Sincerely,



Frank Liss
Matthew Shultz

cc: Nicholas Widnell
Matthew Reilly

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

FACSIMILE: (202) 220-7702

DIRECT DEAL NUMBER
(202) 220-7783

E-MAIL ADDRESS
wkearney@stblaw.com

BY HAND DELIVERY

June 8, 2009

Re: CSL Limited/Cerberus-Plasma Holdings, LLC
Transaction Identification Number 2008-1750

Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580
Attn: B. Michael Verne

Director of Operations and Merger Enforcement
Antitrust Division, Room #3335
Department of Justice
950 Pennsylvania Avenue
Washington, D.C. 20530

Ladies/Gentlemen:

On September 10, 2008, we submitted on behalf of CSL Limited ("CSL") the requisite number of copies of the Notification and Report Form and one set of documentary attachments (the "HSR Filing"), as required by the Rules of the Federal Trade Commission ("FTC"), 16 C.F.R. §801 *et seq.*, promulgated under Section 7A of the Clayton Act, as amended by Title II of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. §18a. The HSR Filing was made with respect to a transaction in which CSL would acquire certain voting securities of Talecris Biotherapeutics Holdings Corp. from Cerberus-Plasma Holdings, LLC.

SIMPSON THACHER & BARTLETT LLP

Premerger Notification Office
Department of Justice

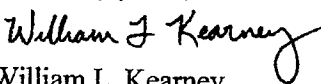
-2-

June 8, 2009

Effective immediately, we hereby respectfully request withdrawal of the HSR Filing. Please destroy all documents relating to this matter (Transaction Identification Number 2008-1750).

Because the Form and related documentary attachments contain confidential financial and other information, CSL respectfully requests that the Form and related documentary attachments be treated as confidential documents to the fullest extent permitted by law. We note in this regard that the confidentiality provisions of Section 7A(h) of the Clayton Act, as added by the Act, provides explicitly that any information or documentary material filed pursuant to Section 7A is exempt from disclosure under the Freedom of Information Act. Accordingly, we specifically request that, if any person who is not an employee of either the FTC or the Department of Justice ("DOJ") requests an opportunity to inspect or copy any part of the Form or any of the documentary attachments thereto or information contained therein, whether in the course of administrative or judicial action or proceedings or otherwise, we be immediately notified of such request and be furnished with a copy of all written materials pertaining thereto (including the request itself and any determination by the FTC or the DOJ with respect thereto), and that we be given sufficient advance notice of any intended release of any such materials so that any available remedies may be pursued, if appropriate.

Very truly yours,


William L. Kearney

cc: Matthew J. Reilly, Esq.