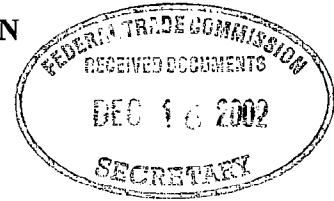


**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**



In the Matter of
Chicago Bridge & Iron Company, N.V.
a foreign corporation,

Chicago Bridge & Iron Company,
a corporation

Docket No. 9300

and
Pitt Des-Moines, Inc.,
a corporation.

**WITNESS' RESPONSE TO COMPLAINT COUNSEL'S MOTION FOR LEAVE TO
DEPOSE MR. JEAN-PIERRE JOLLY**

Mr. Jean-Pierre Jolly has received word that Complaint Counsel has filed a motion for leave to take his deposition. Mr. Jolly is coming to Washington, D.C. in order to testify in this matter and is scheduled to testify Wednesday morning, December 18, 2002. Mr. Jolly is coming as a witness for Chicago Bridge & Iron ("CBI").

Mr. Jolly is an officer of Technigaz, a French corporation. The undersigned is counsel to Technigaz, and was unaware of telephone interviews by CBI and the FTC with Mr. Jolly during summer 2002. Upon receiving copies of Mr. Jolly's declarations given at the request of the two parties, counsel was concerned about some of the statements and conclusions of law that Mr. Jolly had expressed in the declaration given for the FTC. After conferring with Mr. Jolly and other officers of Technigaz, counsel contacted Complaint Counsel in Washington, D.C. and expressed concern about some aspects of Mr. Jolly's declaration given to the FTC. In order to rectify the concerns that Technigaz's counsel had with such declaration, counsel offered to the

FTC to produce Mr. Jolly for live testimony. After some delay, the FTC refused such offer and indicated they would rely on the declaration.

The FTC has had ample opportunity to talk with Mr. Jolly. Mr. Jolly has informed counsel that he spent in excess of 4.5 hours on the telephone with several people calling from the FTC on at least two separate occasions. Mr. Jolly, who is a French national and not familiar with the U.S. legal system, said that he was bombarded with questions from several different people and was exhausted by the questioning. Further deposition of Mr. Jolly, immediately before his testimony in court, would have the potential for being similarly exhausting, which is increased by the fact that Mr. Jolly will have just arrived from Paris after a long trans Atlantic flight.

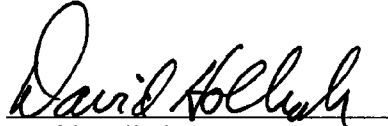
Upon learning of the FTC's desire to depose Mr. Jolly, counsel for Technigaz telephoned FTC on Thursday, December 12, 2002, and offered to make Mr. Jolly available for an interview for an hour on the afternoon of December 17, 2002. The interview would be limited to facts and circumstances that have occurred after Mr. Jolly's declaration given to the FTC in August 2002 and the number of people from FTC at the interview would be limited to two persons, only one of whom could ask questions. This offer was intended to enable the FTC to renew their contact with Mr. Jolly and to inform themselves of any matters since the date of the declaration as to which he might testify at trial. FTC refused this offer.

Neither CBI nor the FTC has had any contact with Mr. Jolly since summer 2002. Neither side is prejudiced by new information available only to the other.

The FTC has personally interviewed Mr. Jolly for an extensive period of time, as indicated above. They should be aware of his command of English and whether he will need the assistance of a translator.

Asking Mr. Jolly to testify twice in a twenty-four hour period, on both Tuesday and Wednesday, December 17 and 18, is requesting too much of an individual who has just arrived from Europe and who is voluntarily appearing in the trial.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "David Hollrah", written over a horizontal line.

David Hollrah
Morris, Lendais, Hollrah & Snowden
1980 Post Oak Boulevard, Suite 700
Houston, Texas 77056
(713) 966-7200

Counsel for SN Technigaz SA

December 13, 2002

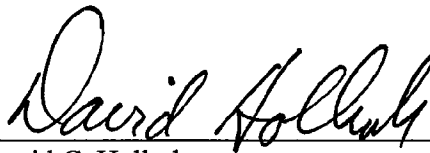
CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing Witness' Response to Complaint Counsel's Motion for Leave to Depose Mr. Jean-Pierre Jolly has been served via telefax transmission upon the following:

Andrew Shapiro
Winston & Strawn
35 West Wacker Drive
Chicago, Illinois 60601-9703
Attorney for Respondents
Chicago Bridge & Iron Company, N.V., et al.

Cecelia Waldeck
Federal Trade Commission
601 Pennsylvania Avenue, N.W.
Room 3618
Washington, D.C. 20580

on this the 13th day of December, 2002.



David C. Hollrah

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing Witness' Response to Complaint Counsel's Motion for Leave to Depose Mr. Jean-Pierre Jolly has been served via telefax transmission upon the following:

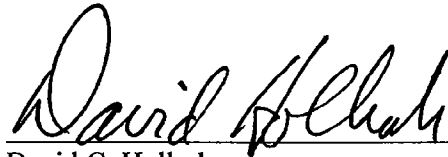
Honorable D. Michael Chappell
Administrative Law Judge
600 Pennsylvania Avenue, N.W., Room H-104
Washington, D.C. 20580

Andrew Shapiro
Winston & Strawn
35 West Wacker Drive
Chicago, Illinois 60601-9703
Attorney for Respondents
Chicago Bridge & Iron Company, N.V., et al.

Cecelia Waldeck / *Steve Wilensky*
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601 Pennsylvania Avenue, N.W.
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Washington, D.C. 20580

Assistant Director of Mergers II Division
Federal Trade Commission
Room 6143
601 New Jersey Avenue
Washington D.C. 20001

on this the 16th day of December, 2002.


David C. Hollrah