

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

COMMISSIONERS: **Timothy J. Muris, Chairman**
 Mozelle W. Thompson
 Orson Swindle
 Thomas B. Leary
 Pamela Jones Harbour

_____)	
In the matter of)	
)	
Chicago Bridge & Iron Company N.V.,)	
a foreign corporation,)	
)	Docket No. 9300
Chicago Bridge & Iron Company,)	
a corporation, and)	
)	
Pitt-Des Moines, Inc.,)	
a corporation.)	
)	
(collectively, the "Respondents"))	
_____)	

INTERIM CONSENT ORDER

This matter having been heard by the Commission upon Respondents' and Complaint Counsel's stipulation that the following Interim Consent Order ("Order") be issued and be effective upon service pending the issuance of a Final Order and Opinion of the Commission in this matter, which is still forthcoming,

IT IS HEREBY ORDERED:

I.

- A. Respondents shall prevent the destruction, removal, wasting, deterioration, sale, disposition, transfer, or impairment of the PDM Assets, except in the ordinary course of business or for ordinary wear and tear. "PDM Assets" means all right, title, and interest in and to all assets, tangible or intangible, acquired by CB&I from PDM in the Acquisition, and any improvements or additions made to such assets by CB&I subsequent to February 7, 2001, including but not limited to:
1. All real property (including fee simple interests and real property leasehold interests), including, but not limited to, the fabrication facilities located at Provo, Utah; Clive, Iowa; and Warren, Pennsylvania;

2. All personal property, including machinery and equipment;
3. All inventories, stores, and supplies;
4. All rights under any contract, including, but not limited to, any lease, customer contracts, supply agreement, sole-source arrangement, and procurement contract;
5. All intellectual property;
6. All governmental approvals, consents, licenses, permits, waivers, or other authorizations;
7. All rights under warranties and guarantees, express or implied;
8. All items of prepaid expense; and
9. All books, records, and files (electronic and hard copy) relating to the foregoing.

B. In the event that Respondents decide to remove, sell, cease operations of, lease, assign, transfer, license, or otherwise dispose of any assets, tangible or intangible, at its Provo, Utah fabrication facility, Respondents shall notify the Secretary, Complaint Counsel, and the Compliance Division not later than sixty (60) days before taking such action. Nothing herein shall be construed to preclude the Commission from seeking judicial relief, if warranted, to block such action.

C. Respondents shall take such steps to notify its employees at the Provo fabrication facility that CB&I has no present intention of removing, selling, ceasing operations of, leasing, assigning, transferring, licensing, or otherwise disposing of the Provo fabrication facility. Such actions shall include:

1. notifying its current employees at the Provo fabrication facility in writing that any outstanding notice to terminate their employment or suspend operations at the Provo facility is rescinded and that operations of the Provo facility shall continue until further notice, consistent with CB&I's press release dated December 9, 2003;
2. retract any notices made pursuant to the Worker Adjustment and Retraining Notification (WARN) Act concerning the proposed temporary suspension of operations at the Provo facility.

D. Nothing in this Order shall be interpreted to decide any issues or grant Respondents any authority as to any issues that are not expressly stated or addressed herein.

II.

IT IS FURTHER ORDERED that Respondents shall provide a copy of this Order to each of Respondents' officers, employees, or agents having managerial responsibility for any of Respondents' obligations under this Order, no later than five (5) days from the date this Order becomes final.

By the Commission.

Donald S. Clark
Secretary

SEAL

ISSUED: December 19, 2003