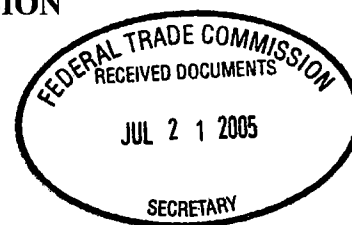


UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



)
In the Matter of)
)
)
CHICAGO BRIDGE & IRON COMPANY N.V.)
a foreign corporation,)
)
CHICAGO BRIDGE & IRON COMPANY)
a corporation,)
)
PITT-DES MOINES, INC.,)
a corporation.)
_____)

Docket No. 9300

PUBLIC

**RESPONDENTS' MOTION FOR *IN CAMERA* TREATMENT OF
MATERIAL PREVIOUSLY DESIGNATED AS CONFIDENTIAL IN
RESPONDENTS' FURTHER BRIEFING ON SPECIFIC REMEDY ISSUES**

Respondents¹ file this Motion for *In Camera* Treatment of Material Previously Designated as Confidential in Respondents' Further Briefing on Specific Remedy Issues (the "Motion for *In Camera* Treatment") pursuant to Rule 4.10(g) of the Federal Trade Commission ("FTC") Rules of Practice, 16 C.F.R. § 4.10(g). Respondents respectfully request that the Commission enter a protective order directing *in camera* treatment for certain material containing highly confidential and sensitive CB&I business information.

I.
BACKGROUND OF INSTANT MOTION

On June 6, 2005, Respondents filed their Further Briefing on Specific Remedy Issues (the "Further Briefing") with certain portions designated as confidential pursuant to Rule 4.10(g)(2). In doing so, Respondents interpreted Rule 4.10(g)(2) to mean that the portions designated as confidential would be treated as nonpublic material and, further,

¹ Respondents Chicago Bridge & Iron Company N.V. and Chicago Bridge & Iron Company are referred to herein collectively as "Respondents" or "CB&I."

that the Commission would not disclose such material to the public without first affording Respondents an opportunity to seek an appropriate *in camera* order.

Subsequently, on June 20, 2005, Complaint Counsel filed its Response to CB&I Respondents' Further Briefing on Specific Remedy Issues ("Complaint Counsel's Response"). Complaint Counsel's Response was filed (temporarily) under seal pursuant to Rule 4.10(g) insofar as it referenced material from Respondents' Further Briefing that had been designated by Respondents as confidential. Respondents then had an opportunity to seek an appropriate *in camera* order pursuant to Rule 4.10(g), and on June 30, 2005, Respondents filed their Motion for *In Camera* Treatment of Material Previously Designated as Confidential ("First *In Camera* Motion"). Consistent with Respondents' interpretation of Rule 4.10(g), the First *In Camera* Motion requested *in camera* treatment of certain portions of Complaint Counsel's Response but did not request *in camera* treatment for the underlying portions of Respondents' own Further Briefing that already had been designated as confidential.

On July 5, 2005, Complaint Counsel filed a Response to Respondents' Motion for *In Camera* Treatment, which brought to Respondents' attention an alternative interpretation of Rule 4.10(g). According to Complaint Counsel, a party's designation of material as confidential is not sufficient to ensure *in camera* treatment of that material. Complaint Counsel suggested that Respondents file a motion for *in camera* treatment of those portions of the Further Briefing that had been designated as confidential. Complaint Counsel also stated that they "do not object to *in camera* treatment of those portions of the Further Briefing that CB&I filed under seal on June 6, 2005, provided CB&I file a timely motion for *in camera* treatment thereof." In a telephone conversation

on July 12, 2005, Complaint Counsel confirmed to Respondents that Complaint Counsel did not object to *in camera* treatment of the material designated as confidential in Respondents' Further Briefing.

Out of an abundance of caution, Respondents file this Motion for *In Camera* Treatment at Complaint Counsel's suggestion to ensure that materials Respondents previously designated as confidential are afforded *in camera* treatment by the Commission.²

II.
THE MATERIAL AT ISSUE MEETS THE LEGAL STANDARD FOR *IN CAMERA* TREATMENT – PUBLIC DISCLOSURE OF THE INFORMATION WOULD RESULT IN A CLEARLY DEFINED, SERIOUS INJURY TO CB&I

The material in question concerns CB&I's alternative proposal for a divestiture package consistent with the Commission's findings. For the reasons stated in Respondents' First *In Camera* Motion, that proposal contained confidential, sensitive information regarding CB&I's business, the disclosure of which would substantially harm CB&I's current operations. Therefore, CB&I requests that the material be treated as highly confidential and remain on file under seal.

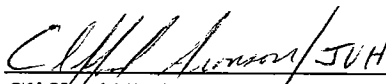
² In filing this Motion for *In Camera* Treatment, Respondents do not adopt Complaint Counsel's interpretation of Rule 4.10(g), nor do Respondents waive any rights to seek an appropriate protective or *in camera* order to protect against the disclosure of material designated by Respondents as confidential.

III.
THE MATERIAL AT ISSUE SHOULD BE KEPT
IN CAMERA FOR A PERIOD OF FIVE YEARS

Once it is established that material deserves *in camera* treatment, the duration of such treatment must be determined. See 16 C.F.R. § 3.45(b). For the reasons stated in the First *In Camera* Motion, CB&I requests that the material at issue here be granted *in camera* treatment for five years.

WHEREFORE, CB&I respectfully requests that the Commission enter an Order granting *in camera* treatment for a period of five years for those portions of the Further Briefing that CB&I previously designated as confidential.

Dated: July 21, 2005



Clifford H. Aronson
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
4 Times Square
New York, NY 10036-6522
Telephone No.: 212-735-2644
Facsimile No.: 917-777-2644

Charles W. Schwartz
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
1600 Smith, Suite 4400
Houston, TX 77002-7348
Telephone No.: 713-655-5160
Facsimile No.: 888-329-2286

ATTORNEYS FOR RESPONDENTS
CHICAGO BRIDGE & IRON COMPANY N.V.
AND CHICAGO BRIDGE & IRON COMPANY

CERTIFICATE OF SERVICE

I, Jeffrey J. VanHooreweghe, hereby certify that on July 21, 2005, true and correct copies of the foregoing Motion for *In Camera* Treatment of Material Previously Designated as Confidential in Respondents' Further Briefing on Specific Remedy Issues were served as follows:

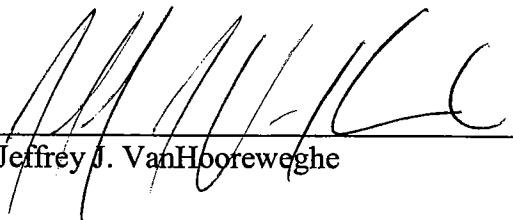
One original and twelve copies served by hand delivery upon:

Donald S. Clark
Secretary
Federal Trade Commission
Room H-159
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

One copy served by hand delivery upon each of:

Rhett R. Krulla, Esq.
Assistant Director
Bureau of Competition
Federal Trade Commission
601 New Jersey Avenue, N.W.
Room NJ-6120
Washington, D.C. 20001

Steven L. Wilensky, Esq.
Federal Trade Commission
601 New Jersey Avenue, N.W.
Room NJ-6120
Washington, D.C. 20001



Jeffrey J. VanHooreweghe