

**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	)	
	)	
<b>Chicago Bridge &amp; Iron Company N.V.,</b>	)	
a foreign corporation,	)	
	)	Docket No. 9300
<b>Chicago Bridge &amp; Iron Company,</b>	)	
a corporation, and	)	
	)	
<b>Pitt-Des Moines, Inc.,</b>	)	
a corporation.	)	
_____	)	

**AGREEMENT CONTAINING CONSENT ORDER**

This Agreement Containing Consent Order ("Consent Agreement"), by and between Chicago Bridge & Iron Company N.V. and Chicago Bridge & Iron Company ("Respondents"), by their duly authorized officers and attorneys, and counsel in support of the complaint for the Federal Trade Commission ("Commission"), is entered into in accordance with the Commission's Rules governing consent order procedures. In accordance therewith the parties hereby agree that:

1. Respondents have been served with a copy of the Complaint issued by the Commission in Docket No. 9300 charging them with violations of Section 7 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, as amended, and have filed their Answer to the Complaint denying those charges but admitting the jurisdictional facts set forth therein. Nothing in this Agreement shall be interpreted as an admission of any wrongdoing as alleged in the Complaint.
  
2. With respect to the attached Interim Consent Order ("Consent Order") only, Respondents waive:
  - a. any further procedural steps;
  
  - b. the requirement that the Commission's Consent Order attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;

- c. all rights to seek judicial review or otherwise challenge or contest the validity of the Consent Order entered pursuant to this Consent Agreement; and
  - d. any claim under the Equal Access to Justice Act.
3. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 3.25(f), 16 C.F.R. § 3.25(f), the Commission may, without further notice to Respondents: (1) issue this Consent Order, and (2) make information public with respect thereto. The Consent Order shall have the same force and effect, and may be altered, modified or set aside in the same manner and within the same time provided by statute for Commission orders. Nothing in this Agreement shall be interpreted as precluding Respondents from seeking a modification of this Consent Order pursuant to the Commission's Rules of Practice. The Consent Order shall become final upon service. Delivery of the Consent Order to Respondents by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4.(a), shall constitute service. Respondents waive any right they may have to any other manner of service. The Complaint may be used in construing the terms of the Consent Order, and no agreement, understanding, representation, or interpretation not contained in the Consent Order or the Consent Agreement may be used to vary or contradict the terms of the Consent Order.
  4. The Commission may issue the Consent Order simultaneously with or at any time after it accepts the Consent Agreement for public comment.
  5. By signing this Consent Agreement, Respondents represent and warrant that they can accomplish the full relief contemplated by the Consent Agreement and the attached Consent Order, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and Consent Order are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Consent Order.
  6. Respondents have read the Consent Order contemplated hereby. Respondents understand that once the Consent Order has been issued, they may be required to file one or more compliance reports, as requested by the Bureau of Competition, showing that they have fully complied with the Consent Order. Respondents agree to comply with the Consent Order from the date they sign this Consent Agreement. Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Consent Order after it becomes final.

December 12, 2003

Agreed to this date:

<p><b>Chicago Bridge &amp; Iron Company N.V.:</b></p> <p>By:</p> <hr/> <p>Title: Managing Director For Chicago Bridge &amp; Iron Company N.V. by Chicago Bridge &amp; Iron Company B.V.</p>	<p><b>Federal Trade Commission:</b></p> <hr/> <p>J. Robert Robertson Rhett R. Krulla Elizabeth A. Piotrowski Steven Wilensky Hector Ruiz</p> <p>Counsel Supporting the Complaint Bureau of Competition Federal Trade Commission Washington, D.C. 20580</p>
	<p>APPROVED:</p> <hr/> <p>Susan A. Creighton Director Bureau of Competition</p>