

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

In the Matter of)	
)	
CHICAGO BRIDGE & IRON COMPANY N.V.)	
a foreign corporation,)	Docket No. 9300
)	
CHICAGO BRIDGE & IRON COMPANY)	
a corporation,)	PUBLIC
)	
PITT-DES MOINES, INC.,)	
a corporation.)	
)	

**RESPONSE TO COMPLAINT COUNSEL'S PETITION FOR RECONSIDERATION
TO CLARIFY RESPONDENTS' OBLIGATIONS AS TO THE PITT-DES MOINES
AND CB&I CORPORATE NAMES**

Respondents¹ file this Response to Complaint Counsel's Petition for Reconsideration to Clarify Respondents' Obligations as to the Pitt-Des Moines and CB&I Corporate Names ("Counsel's Petition to Clarify"), subject to and without waiving Respondents' Petition to Reconsider the Opinion and Order in Light of Entry after the Close of the Record and Overbreadth and Respondents' Motion For Clarification or, in the Alternative, For a Stay, filed February 1, 2005.

I. Clarification Regarding the CB&I Name.

Respondents do not oppose Counsel's Petition to Clarify to the extent that it seeks to ensure that, in the event of and upon divestiture of any part of CB&I, the purchaser of the assets sold pursuant to a final order of the Federal Trade Commission shall not acquire any right or title in or to the CB&I corporate name.

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

Respondents do, however, oppose the inclusion of the language "except to the extent necessary to achieve the purpose of, and to assure compliance with, this Order" in sections I.J. and IV. of the Proposed Order Modifying Final Order, attached to Counsel's Petition to Clarify. The exception language creates an unnecessary ambiguity in the Order.

II. Clarification Regarding the PDM Name.

Respondents object to those portions of Counsel's Petition to Clarify that impose an affirmative duty on CB&I to transfer any right or title in and to the corporate name of Pitt-Des Moines ("PDM"), including the PDM mark. On the acquisition of the Industrial Division of PDM, CB&I acquired only a one-year, non-renewable, non-exclusive transitional license to the use of the PDM mark. That license expired on February 6, 2002. Accordingly, CB&I has no right or title in or to the PDM corporate name or mark which it could transfer to a purchaser.

Dated: February 10, 2005

Respectfully submitted,

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

CERTIFICATE OF SERVICE

I, Sara L. Bensley, hereby certify that on February 10, 2005, a true and correct copy of the foregoing was served on the following persons by hand delivery:

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

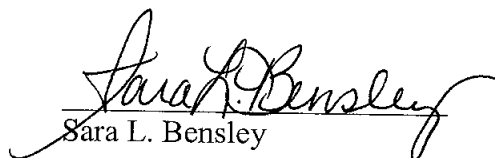
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Sara L. Bensley

Certificate for Electronic Filing

I, Sara L. Bensley, hereby certify that the attached *Response to Complaint Counsel's Petition for Reconsideration to Clarify Respondents' Obligations as to the Pitt-Des Moines and CB&I Corporate Names* is a true and correct copy of the original document that was filed today, February 10, 2005, by hand delivery with the Secretary of the Commission, Room H-159, Federal Trade Commission, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580.


Sara L. Bensley