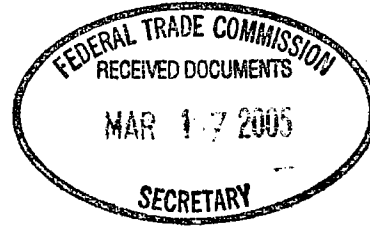


SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1600 SMITH STREET, SUITE 4400
HOUSTON, TEXAS 77002-7348

TEL: (713) 655-5100
FAX: (713) 655-5200
www.skadden.com



FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
LOS ANGELES
NEWARK
NEW YORK
PALO ALTO
RESTON
SAN FRANCISCO
WASHINGTON, D.C.
WILMINGTON
BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO
VIENNA

DIRECT DIAL
713-655-5160
DIRECT FAX
888-329-2286
EMAIL ADDRESS
SCHWARTZ@SKADDEN.COM

March 10, 2005

(Via Federal Express)

Charles R. Fulbruge, III, Clerk
United States Court of Appeals
for the Fifth Circuit
600 Camp Street
New Orleans, LA 70130

RE: No. _____; *Chicago Bridge & Iron Company N.V. and Chicago Bridge and Iron Company v. Federal Trade Commission*; In the United States Court of Appeals for the Fifth Circuit

Dear Mr. Fulbruge:

Enclosed for filing in the above-referenced matter, please find an original and four (4) copies of the following documents:

1. Petition for Review of the Order and Opinion of the Federal Trade Commission (3 additional service copies of the Petition for Review are also enclosed.);
2. Service Instructions for Respondent, pursuant to FED. R. APP. P. 15(c);
3. Certificate of Interested Parties; and
4. Our firm's check in the amount of \$250.00 for the filing fee.

Pursuant to FED. R. APP. P. 15(c), please serve the Respondent and Respondent's counsel as indicated on the enclosed Service Instructions.

Charles R. Fulbruge, III, Clerk
March 10, 2005
Page 2

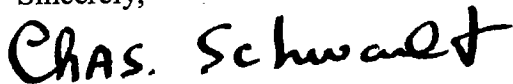
The Federal Trade Commission issued both a public version of its opinion and an *in camera* version of its Opinion dated December 21, 2004.

Petitioners have attached a copy of the public version of the Opinion to their Petition for Review.

Enclosed in the attached envelope are four copies of the *in camera* version of the Commission's December 21, 2004 Opinion.

Please file stamp the extra copies of the enclosed documents and return them to me in the enclosed self-addressed and stamped envelope.

Sincerely,



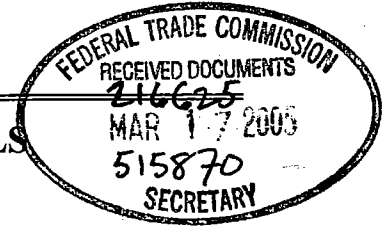
Charles W. Schwartz

Enclosures

cc: Nada Sulaiman
Winston & Strawn
1400 L Street, NW
Washington, DC 20005

Jeffrey A. Leon
Duane M. Kelley
Winston & Strawn
315 W. Wacker Drive
Chicago, IL 60601-9703

ORIGINAL



**IN THE UNITED STATES COURT OF APPEALS
FOR THE FIFTH CIRCUIT**

NO. _____

D09300.

**CHICAGO BRIDGE & IRON COMPANY N.V., a foreign corporation; and
CHICAGO BRIDGE & IRON COMPANY,**

Petitioners,

v.

FEDERAL TRADE COMMISSION,

Respondent.

PETITION FOR REVIEW

Chicago Bridge & Iron Company N.V. and Chicago Bridge & Iron Company, hereby petition the Court for review of the Order and Opinion of the Federal Trade Commission entered in *In re Chicago Bridge & Iron Company, et al.*, Docket No. 9300, on December 21, 2004.

Pursuant to Local Rule 15.1, a copy of the public version of the Order and Opinion to be reviewed are attached as Exhibits A and B, respectively.

Dated: March 11, 2005

Respectfully submitted,

Chas. Schwartz

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

OF COUNSEL:

Clifford H. Aronson
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, NY 10036-6522
(212) 735-2644
(917) 777-2644 – fax

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

CERTIFICATE OF SERVICE

Pursuant to FED. R. APP. P. 15(c), I hereby certify that on March 10, 2005, a true and correct copy of the foregoing was served on the following persons who were admitted to participate in the Agency proceedings by first class mail:

Nada Sulaiman
Winston & Strawn
1400 L Street, NW
Washington, DC 20005

Jeffrey A. Leon
Duane M. Kelley
Winston & Strawn
315 W. Wacker Drive
Chicago, IL 60601-9703



Charles W. Schwartz

