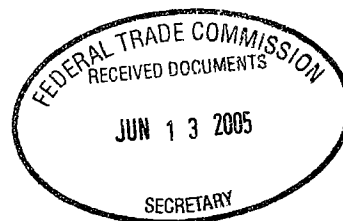


UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

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In the Matter of : Docket Number 9300
CHICAGO BRIDGE & IRON COMPANY N.V. :
a foreign corporation :
CHICAGO BRIDGE & IRON COMPANY :
a corporation :
PITT DES MOINES INC. :
a corporation :
----- X



**PITT-DES MOINES, INC. SUPPLEMENTAL BRIEFING ON
COMPLAINT COUNSEL'S MOTION FOR CLARIFICATION**

Respondent Ironbridge Corp., formerly known as Pitt-Des Moines, Inc. (“Pitt-Des Moines”), by and through its counsel, Brown Raysman Millstein Felder & Steiner LLP (“Brown Raysman”), files this supplemental brief in further response to the Order of the Federal Trade Commission (the “Commission”) issued March 15, 2005 (the “Order”), requesting briefing on Complaint Counsel’s Petition for Reconsideration to Clarify Respondents’ Obligations as to the Pitt-Des Moines and Chicago Bridge & Iron Company corporate names (“Counsel’s Petition to Clarify”). Pitt Des Moines filed its initial briefing in response to the Order on or about April 6, 2005 (the “PDM Briefing”).¹

¹To the extent not otherwise defined herein, capitalized terms are intended to have the same meanings as those set form in the PDM Briefing.

Shortly thereafter, the Commission submitted a reply (the “Reply”)² in which it concluded that:

Respondents should be required to divest and convey the PDM name and marks to an Acquiror on a permanent and exclusive basis. We further believe that CB & I should be required to grant a license for the use of its name and marks to an Acquiror to the extent necessary to achieve the purpose of, and to ensure compliance with, the final order, including, if necessary, granting a license on a transitional basis to the purchaser of the Divested Business. Finally, we believe the language we have proposed in the Proposed Order Modifying Order would accomplish these objectives.

PDM seeks leave to submit this memorandum to clarify its position with respect to the feasibility of granting a transitional license that would allow a purchaser of Chicago Bridge & Iron Company assets to use the Pitt-Des Moines name, and setting forth any consequences of granting such a license.

Complaint Counsel’s conclusion suggests that PDM possesses the unfettered ability to license the PDM name and marks to an Acquiror. As explained in detail in the PDM Briefing, PDM’s ability to convey the PDM name and marks is subject to a variety of conditions and third-party consents. In that document, PDM stated unequivocally that while it might be willing, for fair compensation, to convey its name and mark, there are third parties whose cooperation and consent would be required, and that because of existing agreements, no exclusivity could be provided. Further, given certain possible ambiguities in pre-existing agreements, certain third parties such as PDM Bridge may take the view that that the language in the agreements between PDM and PDM Bridge is intended to convey the entire mark and name to PDM Bridge. Accordingly, PDM Bridge may take the position that it is the real party in

² On May 10, 2005, the Commission issued an Order request, *inter alia*, CBI to submit further testimony regarding assets that would be necessary to the conduct of the Relevant Business. That Order did not request any further information from PDM.

interest, and might not be as willing to extend a license to a potential competitor creating further marketplace identity confusion.

An order, such as the one proposed by Complaint Counsel would place PDM in the untenable position of possibly requiring it to convey rights that it does not have and cannot secure. While PDM stands willing to convey whatever rights it does possess, for fair consideration, it reiterates that nature and scope of its rights are subject to certain third party rights and may be further subject to interpretation. Accordingly, PDM requests that any order dealing with the conveyance or license of the PDM name or mark acknowledge the uncertain and limited nature of PDM's rights and require it to convey, for fair consideration, only those rights that it is capable of transferring.

Dated: June 10, 2005

Respectfully submitted,



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Attorneys for Respondent,
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Pitt-Des Moines, Inc.

CERTIFICATE OF SERVICE

I hereby certify that I today caused:

One original and twelve copies of Respondent Pitt-Des Moines, Inc. Supplemental Briefing on Complaint Counsel's Motion for Clarification by Federal Express and facsimile upon:

Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW
Washington, DC 20580

And one copy to be served, by first-class mail, upon each of the following:

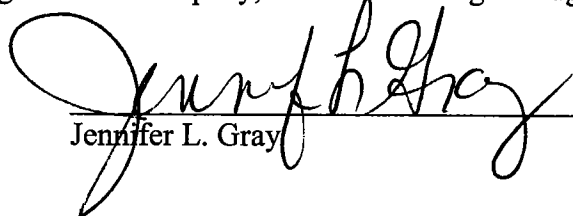
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Counsel for Respondents Chicago Bridge & Iron Company, N.V. and Chicago Bridge & Iron

Dated: June 10, 2005



Jennifer L. Gray