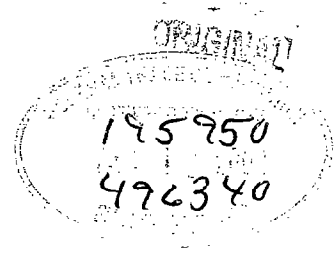


UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



In the Matter of	§	
	§	
Chicago Bridge & Iron Company N.V., a foreign corporation	§	
	§	
Chicago Bride & Iron Company, a corporation	§	Docket No. 9300
	§	
and	§	
	§	
Pitt Des-Moines, Inc., a corporation	§	
	§	

**SUPPLEMENTAL MOTION FOR IN-CAMERA TREATMENT OF
CONFIDENTIAL TESTIMONY AND MATERIALS**

ZACHRY CONSTRUCTION CORPORATION (“ZCC”), Third-Party Respondent in this matter, files this Supplemental Motion for In-Camera Treatment of Confidential Testimony and Materials in the above-captioned case.

Since filing its original motion for in-camera treatment of confidential testimony and materials on September 18, 2002, the parties to this proceeding have provided ZCC with the specific references to the deposition testimony of Moon Fahel and the exhibits they wish to designate for purposes of the administrative trial. Furthermore, the Commission, on motion of the parties, has extended the time for objections to be filed with the Commission to October 17, 2002. ZCC therefore files this Supplemental Motion for In-Camera Treatment of the specific testimony and exhibits described in more detail below and for the following reasons show:

**ZCC WILL SUFFER A CLEARLY DEFINED, SERIOUS INJURY
IF DISCLOSURE OF ITS CONFIDENTIAL AND PROPRIETARY BUSINESS
INFORMATION AND TRADE SECRETS ARE NOT GIVEN IN-CAMERA
TREATMENT**

ZCC requests that the Commission grant in-camera treatment of line and page number of Mr. Fahel's deposition testimony from June 28, 2002, as follows:

Lines 13 through 25 of page 21;
Lines 14 through 20 of page 34;
Lines 13 through 25 of page 35;
Lines 1 through 25 of page 36; and
Lines 1 through 14 of page 37.

ZCC also requests that the Commission grant in-camera treatment of the following Exhibit bates stamp numbers to Mr. Fahel's deposition testimony from June 28, 2002, as follows:

ZCC 000014 through 000020 and
ZCC 000030 through 000059.

ZCC respectfully requests in-camera treatment of the above named items because the disclosure of this confidential and proprietary business information and trade secrets will cause serious competitive injury in the market in which ZCC competes against Chicago Bridge & Iron Corporation and Pitt Des-Moines, Inc Corporation ("CB&I").

The Liquid Natural Gas market has only a small number of competitors who can perform LNG construction in the field. ZCC has only recently entered into the LNG market with its association with the French company Bouygues Offshore and SN Technigaz. Despite its recent entry, when approached by both the attorneys for CB&I and the FTC, ZCC nevertheless agreed to assist the parties with confidential business information from ZCC only on the condition that all such information would be kept as Restricted Confidential, Attorneys Eyes Only, FTC Docket No. 9300 Proceeding in

accordance with the Protective Order Governing Discovery Material dated March 5, 2002. See exhibit 1, Letter dated June 26, 2002, attached herein.

For example, during the deposition of Mr. Fahel, attorneys for the parties attempted to elicit sensitive business information regarding which customers or companies ZCC made presentations. After objection by counsel for ZCC, Mr. Kelley, counsel for CB&I stated:

“We understand the sensitivity of some of this. And, you know, we can treat answers to some of these questions as an in camera under seal part of the transcript. I have no objection to that. In other words, really – I mean it’s covered by the protective order anyway. But certainly no one at CB&I is permitted to ever see what you’re testifying about anyway under the protective order.”

Deposition of Moon Fahel, lines 13 through 20, page 21. Yet, the testimony that follows Mr. Kelley’s statement above is exactly what CB&I seeks to use as evidence and make a part of the permanent public record.

Another example are the exhibits bates stamped ZCC 000031 through 000059, which contain a power point presentation to a customer of our confidential and proprietary information to try and gain a winning bid on a recently available project in Louisiana. This power point presentation is the sum of many hours of work by both ZCC and its associates at Bouygues Offshore and SN Technigaz. This proprietary information was gathered at great expense, estimated by Mr. Fahel at the deposition to be \$300,000 to \$400,000. These are not costs that will be re-couped, but are sunk costs to develop our combined strategy to enter into the LNG market.

Furthermore, the information sought to be treated in-camera is very recent – not even a year old. The association between ZCC and Bouygues Offshore likewise only occurred very recently in the Summer of 2001.

**ZCC SEEKS IN-CAMERA TREATMENT OF ITS CONFIDENTIAL AND
PROPRIETARY BUSINESS INFORMATION AND TRADE SECRETS ONLY
FOR A SHORT PERIOD OF TIME**

ZCC seeks in-camera treatment of its confidential and proprietary business information and trade secrets for only a three (3) year period of time from the filing of this Supplemental Motion. ZCC is a private, not publicly traded corporation, and values the sensitive information on revenues and profits, the identity and position of its officers, our capabilities and other information provided to the parties in the spirit of cooperation and with the understanding that such information would at all times not be shared by anyone outside the attorney's eyes boundary.

The information ZCC wishes to be treated in-camera is sufficiently secret and sufficiently material to our business that disclosure would result in serious competitive injury.

WHEREFORE PREMISES CONSIDERED, ZACHRY CONSTRUCTION CORPORATION prays that this Commission GRANT in-camera treatment of the specific sections of the deposition of Moon Fahel and attached materials as outlined above for a period not to exceed three (3) years.

Respectfully submitted,



By: _____
Raymond A. Suire
ZACHRY CONSTRUCTION CORPORATION
Legal Department
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Certificate of Service

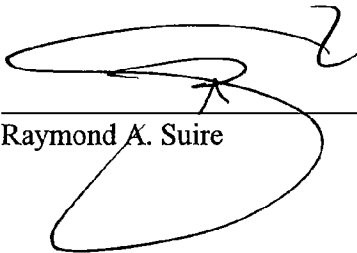
I hereby certify that a true and correct copy of the above and foregoing Supplemental Motion For In-Camera Treatment of Confidential Testimony and Materials has been served as follows:

Hon. D. Michael Chappell
Administrative Law Judge
600 Pennsylvania Avenue
N.W., Room H-104
Washington, D.C. 20580

April Tabor, Esq.
Steve Wilensby, Esq.
Rhett Krulla, Esq.
Merger II
Federal Trade Commission
Room 6143
601 New Jersey Avenue
Washington, D.C. 20001

Jeffrey Leon, Esq.
Greg J. Miarecki, Esq.
Winston & Strawn
35 West Wacker Drive
Chicago, Illinois 60601-9703
Attorney for Respondent
Chicago Bride & Iron Company, N.V., et al.

on this the 16th day of October, 2002.



Raymond A. Suire



Legal Department

Raymond A. Suire
Attorney at Law

June 26, 2002

Greg J. Miarecki, Esq.
Winston & Strawn
35 West Wacker Drive
Chicago, IL 60601

Via Facsimile No. (312) 558-5700

Mike Franchak, Esq.
Federal Trade Commission
Washington D.C. 20580

Via Facsimile No. (202) 326-2071

Re: *FTC v. Chicago Bridge & Iron Co. N.V., et al.* (Docket 9300)

Gentlemen:

Pursuant to our past conversations regarding the possibility of sensitive business information being divulged at the deposition of Moon Fabel to take place on June 28, 2002, we seek to obtain from you the following agreement:

The Parties to this deposition agree that the deposition will be conducted as a Restricted Confidential, Attorneys Eyes Only, FTC Docket No. 9300 Proceeding in accordance with the Protective Order Governing Discovery Material dated March 5, 2002.

Thus, all of the deposition testimony, your notes and any communications by you of the matters discussed at the deposition shall be restricted accordingly. Furthermore, certain documents we will share with you are internal agreements between two privately owned companies, as well as bid document information which is of a sensitive and competitive nature, we therefore have redacted portions of the documents in order to share them with you.

If you are in agreement with this document production under these terms, please acknowledge same by signing below.

Very truly yours,

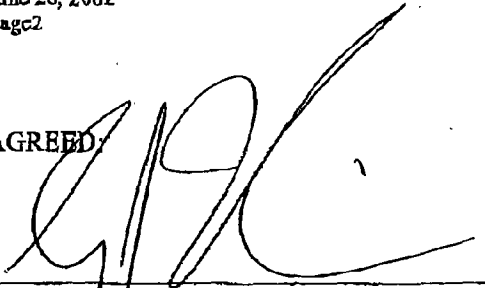
Raymond A. Suire

RAS/lep

Exhibit 1

Greg J. Miarecki, Esq.
Mike Franchak, Esq.
June 26, 2002
Page 2

AGREED:



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Attorneys for Respondents
CHICAGO BRIDGE & IRON COMPANY, et al.

Mike Franchak

06-26-02 10:32 From-


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Greg J. Miarecki, Esq.
Mike Franchak, Esq.
June 26, 2002
Page 2

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Attorneys for Respondents
CHICAGO BRIDGE & IRON COMPANY, et al



Mike Franchak