

WINSTON & STRAWN

35 WEST WACKER DRIVE
CHICAGO, ILLINOIS 60601-9703

43 RUE DU RHONE
1204 GENEVA, SWITZERLAND

38TH FLOOR
333 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-1543

WRITER'S DIRECT DIAL NUMBER

1400 L STREET, N.W.
WASHINGTON, D.C. 20005-3502

(202) 371-5700

FACSIMILE (202) 371-5950

www.winston.com

March 23, 2005

200 PARK AVENUE
NEW YORK, NEW YORK 10166-4193

21 AVENUE VICTOR HUGO
75116 PARIS, FRANCE



Donal

d.S. Clark

Secretary of the Commission
Federal Trade Commission
600 Pennsylvania Ave. N.W.
Room H-161
Washington, D.C. 20580

Re: **In the Matter of Chicago Bridge & Iron Company N.V.,**

W.J. F