



& Iron Company assets to use the Pitt-Des Moines name, and setting forth any consequences of granting such a license.

**I. BACKGROUND**

Pitt-Des Moines, initially known as "Pittsburgh Des Moines Company," was

[REDACTED]

[REDACTED]

the "PDM" mark, or both, in connection with the business that was being sold. Some conveyances were of limited duration, while others were outright transfers. Section II below discusses each of the sales of business operating units and the accompanying transfers of trade names and trademark rights.

## II. THE SALES OF PITT-DES MOINES' BUSINESSES

### A. Sale of PDM Strocal, Inc. and Candraft Detailing Inc. to David Long

#### 1. Transaction

72. On 12/1/88 in the Marketing Division the sale of two subsidiaries comprising



licensed under the agreement. However, because the Oregon Culvert Stock Purchase Agreement

potential purchaser from Chicago Bridge of assets as a result of any divestiture as contemplated

by the Commission's Order in this matter dated December 21, 2024 ("Divestiture Order") may

*added*]; and all income, royalties, damages and payments which accrued as of the  
[redacted] of the transaction on these items with respect to any of the foregoing items

year. It expressly acknowledges Pitt-Des Moines' continuing ownership of the trademark and of

associated goodwill and CBI's agreement not to use the licensed trademark except

[REDACTED]

(i) tangible indicia including all United States and foreign trademarks and  
trademark registrations and trademark applications, trade names

copyrights, United States and foreign patents, patent applications,  
invention disclosures and drawings embodied or represented by the names  
"PDM Steel" or "PDM Steel Service Centers" including the logo



[REDACTED]

granting a transitional license to a buyer in connection with the Divestiture Order.

E. Merger into Ironbridge and Subsequent Name Change

On July 1, 2003, BHP Billiton entered into a Merger Agreement (the

[REDACTED]

("Steel Bridges") and PDM Bridge Corp., a wholly-owned subsidiary of Pitt-Des Moines ("PDM Bridge"), Steel Bridges agreed to purchase from Pitt-Des Moines all of the assets of Pitt-Des

Moines related to its steel bridge engineering and design, procurement and fabrication business.

(the "Bridge Business") immediately following the Merger. Both transactions closed on March

Although it appears that Pitt-Des Moines only conveyed trademarks and tradename rights "used in the Bridge Business," one of the covenants in the Bridge Asset Purchase Agreement includes a restriction on Pitt-Des Moines' ability to use its tradenames and marks outside of the Bridge Business in language that parrots that in the Plan of Merger noted above:

[Steel Bridge] in purchasing all of Pitt-Des Moines' and PDM Bridge's rights

Further, in connection with the Bridge Asset Purchase Agreement, Steel Bridges entered into a Trademark Security Agreement with Heller Financial, Inc. (now General Electric Capital Corporation) (the "Bridge Lender") which granted to Bridge Lender a continuing security interest in the same property that is the subject of the Trademark Assignment Agreement, and restricts Steel Bridge's rights to grant any license, sell or assign any interests therein, or enter into any agreement with respect thereto without the prior written consent of the Bridge Lender.

THE BRIDGE LENDER AGREES TO ACCEPT BOTH THE SECURITY ASSIGNMENT OF THE REGISTERED

**III. FEASIBILITY OF A TRANSITIONAL LICENSE TO DIVESTITURE BUYER**

7/23/03 [REDACTED] requested for an assessment of the feasibility of granting a

transitional license to any acquirer of the assets conveyed to CBI as the result of the Divestiture

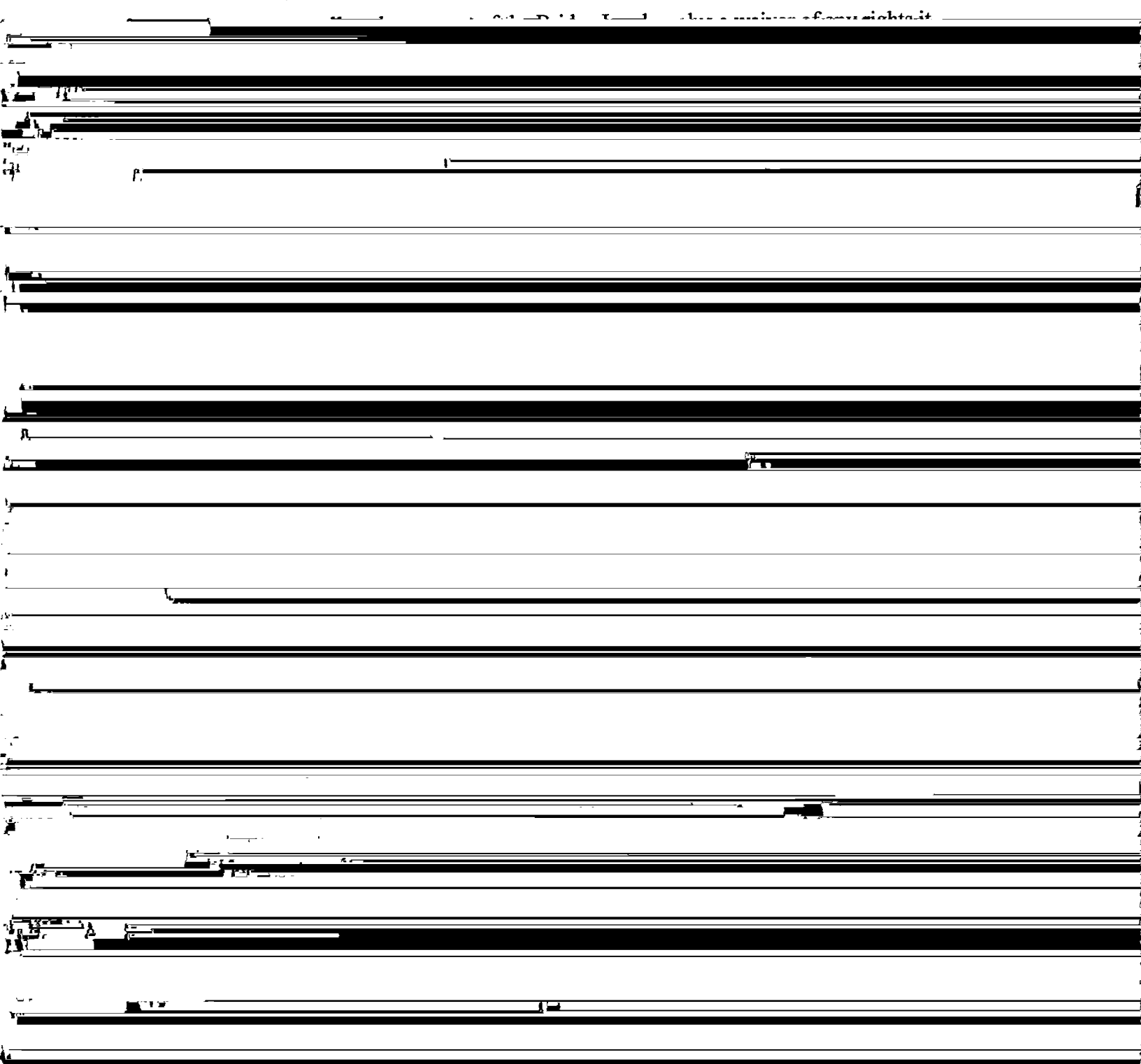
marks "PITT-DES MOINES" and "PDM" only in connection with winding up its business, including the sales of non-operating assets (primarily real property and pension plan assets with respect to former employees) and the settlement of claims on behalf of or against Pitt-Des Moines. Although Pitt-Des Moines remains a licensor of the "PDM" mark as described above, it derives no ongoing revenue from such uses and it is not clear that such status is a sufficient commercial use to avoid a claim of abandonment. Similarly, it is not clear that a bona fide intention to license the name and mark to any acquirer as the result of the Divestiture Order would constitute sufficient intention of commercial use to save the name and marks from a claim of abandonment at this point, since Pitt-Des Moines itself has neither the intention of using the

The issue of abandonment could be of concern if there is an entity that wishes to

include or prevent the use of the Pitt-Des Moines name and "PITT-DES MOINES" or "PDM"

sewage treatment plants for others” and “construction of bridges, buildings, tanks and vessels,” which descriptions are arguably broader than the business that was actually conveyed.

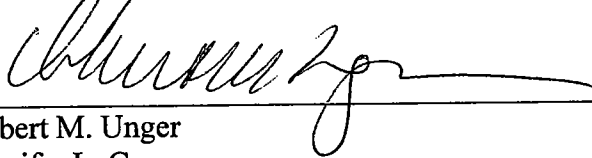
In order to avoid any doubt or later litigation, Pitt-Des Moines would need to secure Steel Bridges’ consent to a conveyance or license of the name and marks to any purchaser



of businesses related to the design, manufacture and distribution of steel products.

Dated: April 6, 2005

Respectfully submitted,



Robert M. Unger  
Jennifer L. Gray



CERTIFICATE OF SERVICE

I HEREBY CERTIFY THAT I TODAY CAUSED:

One original and twelve copies of Pitt-Des Moines, Inc.'s Briefing on Complaint Counsel's Motion for Clarification to be served by Federal Express, one copy to be served by electronic mail, and one copy to be served by facsimile upon:

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