Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 02/07/2001

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

CB&I INC.

C/O CHICAGO BRIDGE AND IRON CO.

2103 RESEARCH FOREST DRIVE
THE WOODLANDS, TX 77380

2b Employer Identification Number (EIN)
36-3046868

2c Sponsor's telephone number
832-513-1000

2d Business code (see instructions)
238900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	08/07/2012	LARRY G. PITTMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/07/2012	LARRY G. PITTMAN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

CB&I INC.
C/O CHICAGO BRIDGE AND IRON CO.
2103 RESEARCH FOREST DRIVE
THE WOODLANDS, TX 77380

3b Administrator's EIN: 36-3046868

3c Administrator's telephone number: 832-513-1000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	102
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	0
b	Retired or separated participants receiving benefits	**6b**	34
c	Other retired or separated participants entitled to future benefits	**6c**	61
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	95
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	5
f	Total. Add lines **6d** and **6e**	**6f**	100
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1B 1G 1I 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CB&I INC.

D Employer Identification Number (EIN)
36-3046868

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	016969	100	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	295555
5	Current value of plan's interest under this contract in separate accounts at year end	5	2124139

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	254057
c	Additions: (1) Contributions deposited during the year	7c(1)	77622		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	9994		
	(4) Transferred from separate account	7c(4)	310000		
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	397616
d	Total of balance and additions (add **b** and **c(6)**).			7d	651673
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	182952		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	115000		
	(4) Other (specify below)	7e(4)	58166		
	▶ CASH CONTRACT EXPENSE CHARGE ELECTIVE SERVICE CHARGE				
	(5) Total deductions			7e(5)	356118
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	295555

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
CB&I INC.

D Employer Identification Number (EIN)
36-3046868

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2011			
2	Assets:			
a	Market value	**2a**		2588378
b	Actuarial value	**2b**		2588378
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	35	1238150
b	For terminated vested participants	**3b**	67	1636961
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		0
	(2) Vested benefits	**3c(2)**		0
	(3) Total active	**3c(3)**	0	0
d	Total	**3d**	102	2875111
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.30 %
6	Target normal cost	**6**		56000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary	06/25/2012 Date
MARGARET W. FUREY Type or print name of actuary	11-04849 Most recent enrollment number
PRIAC Firm name	860-534-2895 Telephone number (including area code)
280 TRUMBULL STREET HARTFORD, CT 06104 Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 14.06%		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		28287
b	Interest on (a) using prior year's effective rate of 6.69 % except as otherwise provided (see instructions)		1892
c	Total available at beginning of current plan year to add to prefunding balance		30179
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	90.02 %
15	Adjusted funding target attainment percentage	15	90.02 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	81.27 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/01/2011	36995				
06/27/2011	36995				
09/30/2011	36995				
01/05/2012	36995				
06/18/2012	9938				
			Totals ► 18(b)	157918	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b	Contributions made to avoid restrictions adjusted to valuation date	19b	
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	151572

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.78%	6.31%	6.57 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	56000
b Excess assets, if applicable, but not greater than 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	286733	95181
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	151181

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	151181
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	151572

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	391
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CB&I INC.

D Employer Identification Number (EIN)
36-3046868

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PRUDENTIAL RET. INS. & ANNUITY CO.

06-1050034

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL RET. INS. & ANNUITY CO.

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	37457	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

CALVETTI, FERGUSON, & WAGNER, P.C.

13-4255527

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	8500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CB&I INC.

D Employer Identification Number (EIN)
36-3046868

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND/PIM FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RET. INS. & ANNUITY CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
06-1050034-151	P	473980

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL BLEND/ARTIO

b Name of sponsor of entity listed in (a): PRUDENTIAL RET. INS. & ANNUITY CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
06-1050034-349	P	308328

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP VALUE/WELLINGTON

b Name of sponsor of entity listed in (a): PRUDENTIAL RET. INS. & ANNUITY CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-184	P	455706

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GROWTH/AMCENT

b Name of sponsor of entity listed in (a): PRUDENTIAL RET. INS. & ANNUITY CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-253	P	446250

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/ARTISAN PARTNER

b Name of sponsor of entity listed in (a): PRUDENTIAL RET. INS. & ANNUITY CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-185	P	97454

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/WELLINGTON

b Name of sponsor of entity listed in (a): PRUDENTIAL RET. INS. & ANNUITY CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-187	P	101842

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMES SQUARE

b Name of sponsor of entity listed in (a): PRUDENTIAL RET. INS. & ANNUITY CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-132	P	123727

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE/KENNEDY CAPIT

b Name of sponsor of entity listed in (a): PRUDENTIAL RET. INS. & ANNUITY CO.

c EIN-PN 06-1050034-257	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 116851

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CB&I INC.

D Employer Identification Number (EIN)
36-3046868

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	33228	46933
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2287540	2124139
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	254057	295555
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2574825	2466627
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	4139	7363
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	4139	7363
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2570686	2459264

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	156524	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		156524
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	47648	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		47648
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-71252
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		132920
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	182952	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		182952
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	61390	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		61390
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		244342
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-111422
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CALVETTI, FERGUSON & WAGNER, P.C. (2) EIN: 13-4255527

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		25000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CB&I INC.

D Employer Identification Number (EIN)
36-3046868

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... 1 | 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 22-1211670

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. ..... 3 | 0

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ Yes ☒ No ☐ N/A

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) 6a

b Enter the amount contributed by the employer to the plan for this plan year 6b

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) 6c

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ Yes ☐ No ☐ N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ Yes ☐ No ☒ N/A

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ Increase ☐ Decrease ☐ Both ☒ No

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ Yes ☐ No

11 a Does the ESOP hold any preferred stock? ..... ☐ Yes ☐ No

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ Yes ☐ No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ Yes ☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

CB&I Pension Plan for Warren Shop Employees
Years Ended December 31, 2011 and 2010

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
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Certified Public
Accountants and
Business Advisors

INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of the
CB&I Pension Plan for Warren Shop Employees

We were engaged to audit the accompanying statements of net assets available for benefits of the CB&I Pension Plan for Warren Shop Employees (the "Plan") as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental (1) schedule of assets (held at end of year), and (2) schedule of reportable transactions as of or for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by ERISA. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Calvetti, Ferguson & Wagner, P.C.

Houston, Texas
June 29, 2012

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2011	**2010**
Assets		
Investments:		
Pooled separate accounts	$ 2,124,139	$ 2,287,540
Guaranteed deposit account	295,555	254,057
Total investments	2,419,694	2,541,597
Employer contribution receivable	46,933	33,228
Total assets	2,466,627	2,574,825
Liabilities		
Accrued administrative expenses	7,363	4,139
Net assets available for benefits	$ 2,459,264	$ 2,570,686

The accompanying notes are an integral part of these financial statements.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2011
Additions to net assets attributed to:	
Employer contributions	$ 156,524
Investment income	47,648
Total additions	204,172
Deductions to net assets attributed to:	
Benefits paid to participants	182,952
Net depreciation in the fair value of pooled separate accounts	71,252
Administrative expenses	61,390
Total deductions	315,594
Net decrease	(111,422)
Net assets available for benefits:	
Beginning of year	2,570,686
End of year	$ 2,459,264

The accompanying notes are an integral part of these financial statements.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

1. DESCRIPTION OF THE PLAN

The following provides a summary of the major provisions of the Chicago Bridge & Iron Company ("CB&I" or the "Company") Pension Plan for Warren Shop Employees (the "Plan"). Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General—Prior to December 31, 2004, under a collective bargaining agreement covering the Shopmen's Local Union #659 of the International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers, hourly employees who had completed one year of service and had attained 21 years of age were eligible to participate in the Plan. However, effective December 31, 2004, plan participation and available plan benefits were frozen. As of the freeze date, no new or re-employed employees could become eligible and current participants became 100% vested. Service under the Plan continues to accrue for purposes of determining eligibility to receive early or disability retirement benefits.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Plan investments are held by the Prudential Retirement Insurance and Annuity Company ("Prudential" or the "Custodian").

Payment of Benefits—Benefits are payable upon termination of employment, retirement, disability, or death. The following represents the types of benefits provided by the Plan and the applicable eligibility requirements:

(1) *Normal Retirement Pension*—Participants become eligible to receive monthly pension benefits upon attaining age 65.

(2) *Early Retirement Pension*—Participants become eligible to receive reduced monthly pension benefits upon attaining age 55 and completing five years of service.

(3) *Disability Retirement Pension*—Upon completing 15 years of service, participants who become totally and permanently disabled are eligible to receive monthly pension benefits. The disability benefit utilizes the same formula to calculate the monthly benefit for a normal retirement, based on the vested benefit at the time of disability.

(4) *Deferred Vested Retirement Benefit*—Participants who terminate employment shall be eligible to receive early retirement benefits at age 55 if the participant had completed five years of service before termination or normal retirement benefits upon attaining age 65. The benefit utilizes the same formulas used to calculate the monthly benefit for early or normal retirement, based on the vested benefit at the time of termination.

Monthly benefits are determined by the number of years and months of credited service, as follows:

- For participants that retired or otherwise terminated employment on or after February 7, 2001 through May 31, 2001:

  $17 for each of the first ten full years of credited service; plus
  $19 for each of the next ten full years of credited service; plus
  $21 for each of the final 25 years of credited service.

- For participants that retired or otherwise terminated employment on or after June 1, 2001 through May 31, 2002:

  $18 for each of the first ten full years of credited service; plus
  $20 for each of the next ten full years of credited service; plus
  $22 for each of the final 25 years of credited service.

- For participants retiring or otherwise terminating employment on or after June 1, 2002:

  $19 for each of the first ten full years of credited service; plus
  $21 for each of the next ten full years of credited service; plus
  $23 for each of the final 25 years of credited service.

Participants can elect to receive their benefit payments in a single life annuity, qualified joint and survivor annuity, or a direct rollover into an eligible retirement plan, as defined by the Plan.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Benefit payments to participants are recorded upon distribution. Purchases and sales of securities are recorded on the trade date. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

Use of Estimates—The preparation of financial statements in conformity with U.S. GAAP requires the Plan Administrator to make estimates that affect the amounts reported in the financial statements and accompanying notes and schedules. Actual results could differ from those estimates.

Administrative Expenses—Certain administrative expenses are paid by the Company.

Investment Valuation and Income Recognition—The categorization of the Plan's financial instruments within the valuation hierarchy (as provided in Note 6) is based upon the lowest level of input that is significant to the fair value measurement. Investments valued using quoted market prices in active markets are classified within level 1 of the valuation hierarchy. Assets valued using internally-developed models that use readily observable market inputs (quoted market prices for similar assets and liabilities in active markets) are classified within level 2 of

the valuation hierarchy. In some cases, assets may be valued based upon models with significant unobservable market inputs and would be classified within level 3 of the valuation hierarchy.

The following is a description of the valuation methodologies used for the Plan's instruments measured at fair value:

- *Pooled Separate Accounts*—Pooled Separate Accounts are recorded at a net asset value ("NAV"), provided by the applicable fund administrator, and are classified within level 2 of the valuation hierarchy. Although the NAV's unit price is quoted on a private market that is not active, the unit price is based on underlying investments which are traded on an active market (market approach).

- *Guaranteed Deposit Account*—The Guaranteed Deposit Account is recorded at contract value (which approximates fair value), and is classified within level 2 of the valuation hierarchy. Contract value represents allocations and transfers plus accumulated interest less amounts withdrawn (market approach).

Actuarial Present Value of Accumulated Plan Benefits—Accumulated Plan benefits are those future benefit payments attributable to, under the Plan's provisions, service that participants have provided as of the valuation date. Accumulated Plan benefits include benefits expected to be paid to (i) retired or terminated participants or their beneficiaries, (ii) beneficiaries of participants who have died or become disabled, and (iii) currently employed participants or their beneficiaries.

The actuarial present value of accumulated Plan benefits has been determined by an independent actuary and represents the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits for (i) the time value of money (through discounts for interest), and (ii) the probability of payment (by means of decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected payment dates.

A summary of the more significant assumptions underlying the actuarial computations of the accumulated Plan benefits is as follows:

- *Mortality*—IRS 2012 Static Mortality Table and IRS 2011 Static Mortality Table for males and females at December 31, 2011 and 2010, respectively.
- *Investment Return*—7.5% per annum, compounded annually, net of investment and contract fees.
- *Retirement Age*—All participants are assumed to retire at age 65 or immediately if over age 65.

The effect of Plan amendments on accumulated Plan benefits is recognized during the year in which such amendments become effective. Actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

New Accounting Standards—There are no recently issued accounting standards that the Company believes will have a material impact on the net assets of the Plan.

Subsequent Events—Subsequent events for the Plan were evaluated through June 29, 2012, the date these financial statements were issued.

3. FUNDING POLICY

The Company makes cash contributions to the Plan at such times, and in such amounts, as actuarially calculated under the terms of the Plan and considered necessary so that contributions are sufficient to provide benefits. Company contributions are designed to meet ERISA minimum annual funding requirements, calculated using the unit credit funding method which, by definition, results in no unfunded past service liability. For the 2011 Plan year, the Plan has met the minimum funding requirements under ERISA.

4. ACCUMULATED PLAN BENEFITS

As discussed in Note 2, the actuarial present value of accumulated Plan benefits has been determined by an independent actuary. The most recent actuarial valuation was prepared as of December 31, 2011. The actuarial present value of accumulated Plan benefits at December 31, 2011 and 2010 consisted of the following:

	December 31,	
	2011	**2010**
Vested benefits:		
Participants receiving benefits	$ 1,365,872	$ 1,120,225
Participants with deferred vested benefits	1,154,779	1,387,719
Total vested benefits	2,520,651	2,507,944
Nonvested benefits	–	–
Actuarial present value of accumulated Plan benefits	$ 2,520,651	$ 2,507,944

The change in the actuarial present value of accumulated Plan benefits during 2011 was attributable to the following:

Balance—December 31, 2010	$ 2,507,944
Interest	181,359
Benefits accumulated and actuarial gain	9,216
Change in actuarial assumptions	5,084
Benefits paid	(182,952)
Net increase	12,707
Balance—December 31, 2011	$ 2,520,651

5. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investment balances at December 31, 2011 and 2010, net depreciation in the fair value of pooled separate accounts, and investment income for the year ended December 31, 2011, was obtained or derived from information supplied to the Plan Administrator and is certified as complete and accurate by the Custodian.

The following table presents the fair value of investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2011 or 2010:

	December 31,	
	2011	**2010**
Core Bond Fund	$ 473,980	$ 555,671
Large Cap Value Fund	455,706	464,744
Large Cap Growth Fund	446,250	469,570
International Equity Fund	308,328	328,179
Guaranteed Deposit Account	295,555	254,057
Small Cap Growth Fund [(1)]	123,727	126,652

(1) Investment did not represent 5% or more of the Plan's net assets available for benefits as of December 31, 2010.

Risks and Uncertainties—The Plan provides for investments in various securities, which are exposed to interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect the value of investments reported in the statements of net assets available for benefits.

Plan contributions are made, and the actuarial present value of accumulated Plan benefits are reported, based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumptions process, it is at least reasonably possible that changes in estimates and assumptions in the near term could materially affect the amounts contributed to the Plan and reported in the statements of net assets available for benefits.

6. FAIR VALUE MEASUREMENTS

The following table presents the Plan's financial instruments carried at fair value as of December 31, 2011 and 2010, respectively, by investment type and valuation hierarchy level:

	December 31, 2011			
	Quoted Market Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value in the Statement of Net Assets
Pooled Separate Accounts	$ -	$ 2,124,139	$ -	$ 2,124,139
Guaranteed Deposit Account	-	295,555	-	295,555
Total Investments at Fair Value	$ -	$ 2,419,694	$ -	$ 2,419,694

	December 31, 2010			
	Quoted Market Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value in the Statement of Net Assets
Pooled Separate Accounts	$ -	$ 2,287,540	$ -	$ 2,287,540
Guaranteed Deposit Account	-	254,057	-	254,057
Total Investments at Fair Value	$ -	$ 2,541,597	$ -	$ 2,541,597

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") upon termination of the Plan. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Should the Plan be terminated at some future time, not all participants are guaranteed to receive benefits as payments are dependent upon the sufficiency, at that time, of the Plan's net assets to provide these benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

8. TAX STATUS

The Plan obtained its latest determination letter on March 5, 2004 in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code, and therefore the related trust is exempt from taxation. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

9. PARTY-IN-INTEREST TRANSACTIONS

All investments of the Plan are managed by the Custodian, and therefore qualify as party-in-interest transactions under the provisions of ERISA and are exempt from ERISA's prohibited transaction rules.

Supplemental Schedules

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2011
(Employer Identification Number 36-3046868, Plan Number 002)

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ 427,012	$ 473,980
*	Prudential Retirement Insurance and Annuity Company	Large Cap Value Fund	384,943	455,706
*	Prudential Retirement Insurance and Annuity Company	Large Cap Growth Fund	371,542	446,250
*	Prudential Retirement Insurance and Annuity Company	International Equity Fund	294,204	308,328
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	295,555	295,555
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth Fund	62,058	123,727
*	Prudential Retirement Insurance and Annuity Company	Small Cap Value Fund	74,354	116,851
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value Fund	76,099	101,842
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth Fund	46,952	97,455
	Total Assets Held at End of Year		$ 2,032,719	$ 2,419,694

* Represents a party-in-interest to the Plan.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

FORM 5500, SCHEDULE H, PART IV, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
AS OF OR FOR THE YEAR ENDED DECEMBER 31, 2011
(Employer Identification Number 36-3046868, Plan Number 002)

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) – Series of transactions in excess of 5% of Plan assets						
Series of transactions:						
Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ 248,498	$ –	$ 248,498	$ 248,498	$ –
Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ –	$ 380,000	$ 343,387	$ 380,000	$ 36,613
Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	$ 387,723	$ –	$ 387,723	$ 387,723	$ –
Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	$ –	$ 356,219	$ 356,219	$ 356,219	$ –

There were no category (i), (ii), or (iv) transactions during the year ended December 31, 2011.

CB&I Pension Plan for Warren Shop Employees
EIN / PN: 36-3046868/002
Attachment to 2011 Schedule SB (Form 5500)
Line 22 - Description of Weighted Average Retirement Age

The Plan assumes that 100% of participants will retire at age 65.

Actuarial Cost Method

I. ACUARIAL COST METHOD

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in "Plan Assumptions" of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants plus an estimate of the expenses to be paid from the plan assets during the plan year.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

Discount Rate

The plan sponsor has elected to use the Segment Rate approach for discount rate purposes, with an applicable month that is 4 months prior to the valuation date.

II. ASSET VALUATION METHOD

Assets have been valued in accordance with generally accepted procedures as described below.

Funds invested in the General Accounts of an insurance company.	Stated contract value of funds with market value adjustment. The market value of the Guaranteed Deposit Account is an estimate only and not the result of the precise calculation which would be done at the contract discontinuance or to measure the impact of excess withdrawals in any calendar year. It does not constitute an offer by Prudential or a final experience adjustment.
Funds invested in insurance company Separate Accounts.	Market value

Prudential

Actuarial Assumptions

Assumptions have been chosen to anticipate the long range experience of the Plan. Consistency among assumptions is important as each interacts with the others; equally important is the recognition of inflationary trends in the economy.

As the Enrolled Actuary for the Plan, I will certify to the reasonableness of these assumptions, in aggregate, as required by ERISA.

The actuarial assumptions used to compute Plan costs are:

Mortality:	*Funding:* Male: The IRS 2011 Static Mortality Table (male) Female: The IRS 2011 Static Mortality Table (female) *Accounting: ASC # 960* Male: The IRS-2011 Static Mortality Table (male) Female: The IRS-2011 Static Mortality Table (female)
Termination:	Not Applicable
Retirement Age:	Age 65 Participants at or beyond this age are assumed to retire immediately.
Investment Return:	*Funding:* Non-transitional segment rates with a 4 month look- back: September 2010 rates, 3.78%, 6.31%, and 6.57%. *Accounting: ASC #960* 7.5% per annum, compounded annually, net of investment and contract fees.
Estimated Expenses:	$56,000
Disability:	N/A
Survivor's Benefit	It is assumed that husbands are 3 years older than wives and that 85% of the male Participants and 85% of the female Participants who are or will become eligible for coverage under the Survivor's Benefit will be survived by an eligible survivor

Plan Provisions

Service	All years of Service with the Employer rounded up to the completed year and next highest month.
Credited Service	All years of Service with the Employer rounded up to the completed year and next highest month. Effective December 31, 2004, Credited Service accrual was frozen.
Form of Annuity	Life Annuity.
Normal Retirement Date	First of the month coincident with or next following the Participant's 65th birthday.
Participation Eligibility	No new participants will be included in the plan after December 31, 2004
Benefit Formula	$19 per month times each of the first 10 years of Service, plus $21 per month times each of the next 10 years of Service, plus $23 per month times each of the next 25 years of Service. Benefit accruals ceased as of December 31, 2004.
Income Payable	Amount described in sections (a) or (b) below, whichever applies: a. If Participant has a Spouse at his retirement date and does not elect otherwise, retirement income shall be paid in a Joint & Survivor form, as stipulated by ERISA, and will be the accrued benefit multiplied by the appropriate factor. b. If Participant either has no Spouse as of his retirement date or elects to receive his income under the Normal Form, retirement income will be the amount determined under the benefit formula.
Early Eligibility	Age 55.
Early Benefit Amount	Benefit accrued to the date of Early Retirement reduced by 1/4% for each full calendar month during the first 36 months and 1/2% for each full calendar month during the next 84 months by which retirement precedes his Normal Retirement Date.
Vesting Schedule	All Participants on December 31, 2004 are 100% vested.

Plan Provisions

Vested Benefit	Benefit accrued to date of termination multiplied by the appropriate vesting percentage.
Preretirement Spouse Benefit	
Eligibility	Eligible for vesting, married one full year prior to death.
Benefit Formula	50% of the pension benefit accrued to date of death multiplied by the appropriate Early Retirement and joint-and-survivor factors. This benefit will be payable at the earliest possible retirement date.
Disability Benefit	
Eligibility	Active employee with 15 years of Service and permanently and totally disabled.
Benefit Formula	Benefit accrued to date of disability, payable immediately. This benefit is not reduced for any Early Retirement factor.
Late Retirement	Accrued benefit as of Participant's Late Retirement Date, based on service accrued through that date.

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Section IV Minimum Contribution Amortization

The prior year amortization values and the development of the amortization for the 2011 plan year are shown below.

I. Prior Year Amortization Amounts

Plan Year	Installment	PV Factor	Present Value
2010	(80,260)	5.385223	(432,218)
2009	129,243	4.648793	600,824
2008	70,994	3.786714	268,834
2007	0	1.000000	0
2006	0	1.000000	0
2005	0	1.000000	0
	$119,977		**$ 437,440**

II. Current Year Amortization

Exemption from Current Year Amortization		No
1.	Funding Shortfall to be amortized	$286,733
2.	Present Value of Prior Year Amortization Installments	437,440
3.	Current Year Amortization Base (1 - 2)	(150,707)
4.	Shortfall Amortization Factor	6.077875
5.	Current Year Amortization Installment (3 divided by 4)	(24,796)
6.	Sum of Prior Year Amortization Installments	119,977
7.	Net Shortfall Amortization Charge (5 + 6)	$95,181

Prudential

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

CB&I INC.

D Employer Identification Number (EIN)

36-3046868

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2011

2 Assets:

a	Market value	2a	2,588,378
b	Actuarial value	2b	2,588,378

3 Funding target/participant count breakdown:

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	35	1,238,150
b	For terminated vested participants	3b	67	1,636,961
c	For active participants:			
	(1) Non-vested benefits	3c(1)		0
	(2) Vested benefits	3c(2)		0
	(3) Total active	3c(3)	0	0
d	Total	3d	102	2,875,111

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	4a	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	6.30 %
6	Target normal cost	6	56,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Margaret W. Furey
Signature of actuary

6/25/2012
Date

Margaret W. Furey
Type or print name of actuary

11-04849
Most recent enrollment number

PRIAC
Firm name

(860) 534-2895
Telephone number (including area code)

280 Trumbull Street
Hartford CT 06104
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 14.06 %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		28,287
b	Interest on (a) using prior year's effective rate of 6.69 % except as otherwise provided (see instructions)		1,892
c	Total available at beginning of current plan year to add to prefunding balance		30,179
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	90.02 %
15	Adjusted funding target attainment percentage	15	90.02 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	81.27 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/01/2011	36,995				
06/27/2011	36,995				
09/30/2011	36,995				
01/05/2012	36,995				
06/18/2012	9,938				
			Totals • 18(b)	157,918	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b	Contributions made to avoid restrictions adjusted to valuation date	19b	
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	151,572

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.78 %	6.31 %	6.57 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	56,000
b Excess assets, if applicable, but not greater than 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	286,733	95,181
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	151,181

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	151,181
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	151,572

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	391
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

CB&I Pension Plan for Warren Shop Employees
EIN / PN: 36-3046868/002
Attachment to 2011 Schedule SB (Form 5500)
Line 22 - Description of Weighted Average Retirement Age

The Plan assumes that 100% of participants will retire at age 65.

Actuarial Cost Method

I. ACUARIAL COST METHOD

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in "Plan Assumptions" of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants plus an estimate of the expenses to be paid from the plan assets during the plan year.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

Discount Rate

The plan sponsor has elected to use the Segment Rate approach for discount rate purposes, with an applicable month that is 4 months prior to the valuation date.

II. ASSET VALUATION METHOD

Assets have been valued in accordance with generally accepted procedures as described below.

Funds invested in the General Accounts of an insurance company.	Stated contract value of funds with market value adjustment. The market value of the Guaranteed Deposit Account is an estimate only and not the result of the precise calculation which would be done at the contract discontinuance or to measure the impact of excess withdrawals in any calendar year. It does not constitute an offer by Prudential or a final experience adjustment.
Funds invested in insurance company Separate Accounts.	Market value

Prudential

Actuarial Assumptions

Assumptions have been chosen to anticipate the long range experience of the Plan. Consistency among assumptions is important as each interacts with the others; equally important is the recognition of inflationary trends in the economy.

As the Enrolled Actuary for the Plan, I will certify to the reasonableness of these assumptions, in aggregate, as required by ERISA.

The actuarial assumptions used to compute Plan costs are:

Mortality:	*Funding:* Male: The IRS 2011 Static Mortality Table (male) Female: The IRS 2011 Static Mortality Table (female) *Accounting: ASC # 960* Male: The IRS-2011 Static Mortality Table (male) Female: The IRS-2011 Static Mortality Table (female)
Termination:	Not Applicable
Retirement Age:	Age 65 Participants at or beyond this age are assumed to retire immediately.
Investment Return:	*Funding:* Non-transitional segment rates with a 4 month look- back: September 2010 rates, 3.78%, 6.31%, and 6.57%. *Accounting: ASC #960* 7.5% per annum, compounded annually, net of investment and contract fees.
Estimated Expenses:	$56,000
Disability:	N/A
Survivor's Benefit	It is assumed that husbands are 3 years older than wives and that 85% of the male Participants and 85% of the female Participants who are or will become eligible for coverage under the Survivor's Benefit will be survived by an eligible survivor

Plan Provisions

Service	All years of Service with the Employer rounded up to the completed year and next highest month.
Credited Service	All years of Service with the Employer rounded up to the completed year and next highest month. Effective December 31, 2004, Credited Service accrual was frozen.
Form of Annuity	Life Annuity.
Normal Retirement Date	First of the month coincident with or next following the Participant's 65th birthday.
Participation Eligibility	No new participants will be included in the plan after December 31, 2004
Benefit Formula	$19 per month times each of the first 10 years of Service, plus $21 per month times each of the next 10 years of Service, plus $23 per month times each of the next 25 years of Service. Benefit accruals ceased as of December 31, 2004.
Income Payable	Amount described in sections (a) or (b) below, whichever applies: a. If Participant has a Spouse at his retirement date and does not elect otherwise, retirement income shall be paid in a Joint & Survivor form, as stipulated by ERISA, and will be the accrued benefit multiplied by the appropriate factor. b. If Participant either has no Spouse as of his retirement date or elects to receive his income under the Normal Form, retirement income will be the amount determined under the benefit formula.
Early Eligibility	Age 55.
Early Benefit Amount	Benefit accrued to the date of Early Retirement reduced by 1/4% for each full calendar month during the first 36 months and 1/2% for each full calendar month during the next 84 months by which retirement precedes his Normal Retirement Date.
Vesting Schedule	All Participants on December 31, 2004 are 100% vested.

Plan Provisions

Vested Benefit	Benefit accrued to date of termination multiplied by the appropriate vesting percentage.
Preretirement Spouse Benefit	
Eligibility	Eligible for vesting, married one full year prior to death.
Benefit Formula	50% of the pension benefit accrued to date of death multiplied by the appropriate Early Retirement and joint-and-survivor factors. This benefit will be payable at the earliest possible retirement date.
Disability Benefit	
Eligibility	Active employee with 15 years of Service and permanently and totally disabled.
Benefit Formula	Benefit accrued to date of disability, payable immediately. This benefit is not reduced for any Early Retirement factor.
Late Retirement	Accrued benefit as of Participant's Late Retirement Date, based on service accrued through that date.

Prudential

Section IV Minimum Contribution Amortization

The prior year amortization values and the development of the amortization for the 2011 plan year are shown below.

I. Prior Year Amortization Amounts

Plan Year	Installment	PV Factor	Present Value
2010	(80,260)	5.385223	(432,218)
2009	129,243	4.648793	600,824
2008	70,994	3.786714	268,834
2007	0	1.000000	0
2006	0	1.000000	0
2005	0	1.000000	0
	$119,977		**$ 437,440**

II. Current Year Amortization

Exemption from Current Year Amortization		No
1.	Funding Shortfall to be amortized	$286,733
2.	Present Value of Prior Year Amortization Installments	437,440
3.	Current Year Amortization Base (1 - 2)	(150,707)
4.	Shortfall Amortization Factor	6.077875
5.	Current Year Amortization Installment (3 divided by 4)	(24,796)
6.	Sum of Prior Year Amortization Installments	119,977
7.	Net Shortfall Amortization Charge (5 + 6)	$95,181

Prudential

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

CB&I Pension Plan for Warren Shop Employees
Years Ended December 31, 2011 and 2010

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
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SUPPLEMENTAL SCHEDULES:

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Form 5500, Schedule H, Part IV, Line 4j—Schedule of Reportable Transactions
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CF&W
Calvetti, Ferguson & Wagner

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Certified Public
Accountants and
Business Advisors

INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of the
CB&I Pension Plan for Warren Shop Employees

We were engaged to audit the accompanying statements of net assets available for benefits of the CB&I Pension Plan for Warren Shop Employees (the "Plan") as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental (1) schedule of assets (held at end of year), and (2) schedule of reportable transactions as of or for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by ERISA. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Calvetti, Ferguson & Wagner, P.C.

Houston, Texas
June 29, 2012

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2011	**2010**
Assets		
Investments:		
Pooled separate accounts	$ 2,124,139	$ 2,287,540
Guaranteed deposit account	295,555	254,057
Total investments	2,419,694	2,541,597
Employer contribution receivable	46,933	33,228
Total assets	2,466,627	2,574,825
Liabilities		
Accrued administrative expenses	7,363	4,139
Net assets available for benefits	$ 2,459,264	$ 2,570,686

The accompanying notes are an integral part of these financial statements.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2011
Additions to net assets attributed to:	
Employer contributions	$ 156,524
Investment income	47,648
Total additions	204,172
Deductions to net assets attributed to:	
Benefits paid to participants	182,952
Net depreciation in the fair value of pooled separate accounts	71,252
Administrative expenses	61,390
Total deductions	315,594
Net decrease	(111,422)
Net assets available for benefits:	
Beginning of year	2,570,686
End of year	$ 2,459,264

The accompanying notes are an integral part of these financial statements.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

1. DESCRIPTION OF THE PLAN

The following provides a summary of the major provisions of the Chicago Bridge & Iron Company ("CB&I" or the "Company") Pension Plan for Warren Shop Employees (the "Plan"). Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General—Prior to December 31, 2004, under a collective bargaining agreement covering the Shopmen's Local Union #659 of the International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers, hourly employees who had completed one year of service and had attained 21 years of age were eligible to participate in the Plan. However, effective December 31, 2004, plan participation and available plan benefits were frozen. As of the freeze date, no new or re-employed employees could become eligible and current participants became 100% vested. Service under the Plan continues to accrue for purposes of determining eligibility to receive early or disability retirement benefits.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Plan investments are held by the Prudential Retirement Insurance and Annuity Company ("Prudential" or the "Custodian").

Payment of Benefits—Benefits are payable upon termination of employment, retirement, disability, or death. The following represents the types of benefits provided by the Plan and the applicable eligibility requirements:

(1) *Normal Retirement Pension*—Participants become eligible to receive monthly pension benefits upon attaining age 65.

(2) *Early Retirement Pension*—Participants become eligible to receive reduced monthly pension benefits upon attaining age 55 and completing five years of service.

(3) *Disability Retirement Pension*—Upon completing 15 years of service, participants who become totally and permanently disabled are eligible to receive monthly pension benefits. The disability benefit utilizes the same formula to calculate the monthly benefit for a normal retirement, based on the vested benefit at the time of disability.

(4) *Deferred Vested Retirement Benefit*—Participants who terminate employment shall be eligible to receive early retirement benefits at age 55 if the participant had completed five years of service before termination or normal retirement benefits upon attaining age 65. The benefit utilizes the same formulas used to calculate the monthly benefit for early or normal retirement, based on the vested benefit at the time of termination.

Monthly benefits are determined by the number of years and months of credited service, as follows:

- For participants that retired or otherwise terminated employment on or after February 7, 2001 through May 31, 2001:

  $17 for each of the first ten full years of credited service; plus
  $19 for each of the next ten full years of credited service; plus
  $21 for each of the final 25 years of credited service.

- For participants that retired or otherwise terminated employment on or after June 1, 2001 through May 31, 2002:

  $18 for each of the first ten full years of credited service; plus
  $20 for each of the next ten full years of credited service; plus
  $22 for each of the final 25 years of credited service.

- For participants retiring or otherwise terminating employment on or after June 1, 2002:

  $19 for each of the first ten full years of credited service; plus
  $21 for each of the next ten full years of credited service; plus
  $23 for each of the final 25 years of credited service.

Participants can elect to receive their benefit payments in a single life annuity, qualified joint and survivor annuity, or a direct rollover into an eligible retirement plan, as defined by the Plan.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Benefit payments to participants are recorded upon distribution. Purchases and sales of securities are recorded on the trade date. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

Use of Estimates—The preparation of financial statements in conformity with U.S. GAAP requires the Plan Administrator to make estimates that affect the amounts reported in the financial statements and accompanying notes and schedules. Actual results could differ from those estimates.

Administrative Expenses—Certain administrative expenses are paid by the Company.

Investment Valuation and Income Recognition—The categorization of the Plan's financial instruments within the valuation hierarchy (as provided in Note 6) is based upon the lowest level of input that is significant to the fair value measurement. Investments valued using quoted market prices in active markets are classified within level 1 of the valuation hierarchy. Assets valued using internally-developed models that use readily observable market inputs (quoted market prices for similar assets and liabilities in active markets) are classified within level 2 of

the valuation hierarchy. In some cases, assets may be valued based upon models with significant unobservable market inputs and would be classified within level 3 of the valuation hierarchy.

The following is a description of the valuation methodologies used for the Plan's instruments measured at fair value:

- *Pooled Separate Accounts*—Pooled Separate Accounts are recorded at a net asset value ("NAV"), provided by the applicable fund administrator, and are classified within level 2 of the valuation hierarchy. Although the NAV's unit price is quoted on a private market that is not active, the unit price is based on underlying investments which are traded on an active market (market approach).

- *Guaranteed Deposit Account*—The Guaranteed Deposit Account is recorded at contract value (which approximates fair value), and is classified within level 2 of the valuation hierarchy. Contract value represents allocations and transfers plus accumulated interest less amounts withdrawn (market approach).

Actuarial Present Value of Accumulated Plan Benefits—Accumulated Plan benefits are those future benefit payments attributable to, under the Plan's provisions, service that participants have provided as of the valuation date. Accumulated Plan benefits include benefits expected to be paid to (i) retired or terminated participants or their beneficiaries, (ii) beneficiaries of participants who have died or become disabled, and (iii) currently employed participants or their beneficiaries.

The actuarial present value of accumulated Plan benefits has been determined by an independent actuary and represents the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits for (i) the time value of money (through discounts for interest), and (ii) the probability of payment (by means of decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected payment dates.

A summary of the more significant assumptions underlying the actuarial computations of the accumulated Plan benefits is as follows:

- *Mortality*—IRS 2012 Static Mortality Table and IRS 2011 Static Mortality Table for males and females at December 31, 2011 and 2010, respectively.
- *Investment Return*—7.5% per annum, compounded annually, net of investment and contract fees.
- *Retirement Age*—All participants are assumed to retire at age 65 or immediately if over age 65.

The effect of Plan amendments on accumulated Plan benefits is recognized during the year in which such amendments become effective. Actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

New Accounting Standards—There are no recently issued accounting standards that the Company believes will have a material impact on the net assets of the Plan.

Subsequent Events—Subsequent events for the Plan were evaluated through June 29, 2012, the date these financial statements were issued.

3. FUNDING POLICY

The Company makes cash contributions to the Plan at such times, and in such amounts, as actuarially calculated under the terms of the Plan and considered necessary so that contributions are sufficient to provide benefits. Company contributions are designed to meet ERISA minimum annual funding requirements, calculated using the unit credit funding method which, by definition, results in no unfunded past service liability. For the 2011 Plan year, the Plan has met the minimum funding requirements under ERISA.

4. ACCUMULATED PLAN BENEFITS

As discussed in Note 2, the actuarial present value of accumulated Plan benefits has been determined by an independent actuary. The most recent actuarial valuation was prepared as of December 31, 2011. The actuarial present value of accumulated Plan benefits at December 31, 2011 and 2010 consisted of the following:

	December 31,	
	2011	**2010**
Vested benefits:		
Participants receiving benefits	$ 1,365,872	$ 1,120,225
Participants with deferred vested benefits	1,154,779	1,387,719
Total vested benefits	2,520,651	2,507,944
Nonvested benefits	–	–
Actuarial present value of accumulated Plan benefits	$ 2,520,651	$ 2,507,944

The change in the actuarial present value of accumulated Plan benefits during 2011 was attributable to the following:

Balance—December 31, 2010	$ 2,507,944
Interest	181,359
Benefits accumulated and actuarial gain	9,216
Change in actuarial assumptions	5,084
Benefits paid	(182,952)
Net increase	12,707
Balance—December 31, 2011	$ 2,520,651

5. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investment balances at December 31, 2011 and 2010, net depreciation in the fair value of pooled separate accounts, and investment income for the year ended December 31, 2011, was obtained or derived from information supplied to the Plan Administrator and is certified as complete and accurate by the Custodian.

The following table presents the fair value of investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2011 or 2010:

	December 31,	
	2011	**2010**
Core Bond Fund	$ 473,980	$ 555,671
Large Cap Value Fund	455,706	464,744
Large Cap Growth Fund	446,250	469,570
International Equity Fund	308,328	328,179
Guaranteed Deposit Account	295,555	254,057
Small Cap Growth Fund [(1)]	123,727	126,652

(1) Investment did not represent 5% or more of the Plan's net assets available for benefits as of December 31, 2010.

Risks and Uncertainties—The Plan provides for investments in various securities, which are exposed to interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect the value of investments reported in the statements of net assets available for benefits.

Plan contributions are made, and the actuarial present value of accumulated Plan benefits are reported, based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumptions process, it is at least reasonably possible that changes in estimates and assumptions in the near term could materially affect the amounts contributed to the Plan and reported in the statements of net assets available for benefits.

6. FAIR VALUE MEASUREMENTS

The following table presents the Plan's financial instruments carried at fair value as of December 31, 2011 and 2010, respectively, by investment type and valuation hierarchy level:

	December 31, 2011			
	Quoted Market Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value in the Statement of Net Assets
Pooled Separate Accounts	$ -	$ 2,124,139	$ -	$ 2,124,139
Guaranteed Deposit Account	-	295,555	-	295,555
Total Investments at Fair Value	$ -	$ 2,419,694	$ -	$ 2,419,694

	December 31, 2010			
	Quoted Market Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value in the Statement of Net Assets
Pooled Separate Accounts	$ -	$ 2,287,540	$ -	$ 2,287,540
Guaranteed Deposit Account	-	254,057	-	254,057
Total Investments at Fair Value	$ -	$ 2,541,597	$ -	$ 2,541,597

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") upon termination of the Plan. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Should the Plan be terminated at some future time, not all participants are guaranteed to receive benefits as payments are dependent upon the sufficiency, at that time, of the Plan's net assets to provide these benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

8. TAX STATUS

The Plan obtained its latest determination letter on March 5, 2004 in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code, and therefore the related trust is exempt from taxation. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

9. PARTY-IN-INTEREST TRANSACTIONS

All investments of the Plan are managed by the Custodian, and therefore qualify as party-in-interest transactions under the provisions of ERISA and are exempt from ERISA's prohibited transaction rules.

Supplemental Schedules

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2011
(Employer Identification Number 36-3046868, Plan Number 002)

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ 427,012	$ 473,980
*	Prudential Retirement Insurance and Annuity Company	Large Cap Value Fund	384,943	455,706
*	Prudential Retirement Insurance and Annuity Company	Large Cap Growth Fund	371,542	446,250
*	Prudential Retirement Insurance and Annuity Company	International Equity Fund	294,204	308,328
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	295,555	295,555
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth Fund	62,058	123,727
*	Prudential Retirement Insurance and Annuity Company	Small Cap Value Fund	74,354	116,851
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value Fund	76,099	101,842
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth Fund	46,952	97,455
	Total Assets Held at End of Year		$ 2,032,719	$ 2,419,694

* Represents a party-in-interest to the Plan.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

FORM 5500, SCHEDULE H, PART IV, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
AS OF OR FOR THE YEAR ENDED DECEMBER 31, 2011
(Employer Identification Number 36-3046868, Plan Number 002)

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) – Series of transactions in excess of 5% of Plan assets						
Series of transactions:						
Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ 248,498	$ –	$ 248,498	$ 248,498	$ –
Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ –	$ 380,000	$ 343,387	$ 380,000	$ 36,613
Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	$ 387,723	$ –	$ 387,723	$ 387,723	$ –
Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	$ –	$ 356,219	$ 356,219	$ 356,219	$ –

There were no category (i), (ii), or (iv) transactions during the year ended December 31, 2011.

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

CB&I Pension Plan for Warren Shop Employees
Years Ended December 31, 2011 and 2010

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
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INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of the
CB&I Pension Plan for Warren Shop Employees

We were engaged to audit the accompanying statements of net assets available for benefits of the CB&I Pension Plan for Warren Shop Employees (the "Plan") as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental (1) schedule of assets (held at end of year), and (2) schedule of reportable transactions as of or for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by ERISA. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Calvetti, Ferguson & Wagner, P.C.

Houston, Texas
June 29, 2012

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2011	**2010**
Assets		
Investments:		
Pooled separate accounts	$ 2,124,139	$ 2,287,540
Guaranteed deposit account	295,555	254,057
Total investments	2,419,694	2,541,597
Employer contribution receivable	46,933	33,228
Total assets	2,466,627	2,574,825
Liabilities		
Accrued administrative expenses	7,363	4,139
Net assets available for benefits	$ 2,459,264	$ 2,570,686

The accompanying notes are an integral part of these financial statements.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2011
Additions to net assets attributed to:	
Employer contributions	$ 156,524
Investment income	47,648
Total additions	204,172
Deductions to net assets attributed to:	
Benefits paid to participants	182,952
Net depreciation in the fair value of pooled separate accounts	71,252
Administrative expenses	61,390
Total deductions	315,594
Net decrease	(111,422)
Net assets available for benefits:	
Beginning of year	2,570,686
End of year	$ 2,459,264

The accompanying notes are an integral part of these financial statements.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

1. DESCRIPTION OF THE PLAN

The following provides a summary of the major provisions of the Chicago Bridge & Iron Company ("CB&I" or the "Company") Pension Plan for Warren Shop Employees (the "Plan"). Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General—Prior to December 31, 2004, under a collective bargaining agreement covering the Shopmen's Local Union #659 of the International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers, hourly employees who had completed one year of service and had attained 21 years of age were eligible to participate in the Plan. However, effective December 31, 2004, plan participation and available plan benefits were frozen. As of the freeze date, no new or re-employed employees could become eligible and current participants became 100% vested. Service under the Plan continues to accrue for purposes of determining eligibility to receive early or disability retirement benefits.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Plan investments are held by the Prudential Retirement Insurance and Annuity Company ("Prudential" or the "Custodian").

Payment of Benefits—Benefits are payable upon termination of employment, retirement, disability, or death. The following represents the types of benefits provided by the Plan and the applicable eligibility requirements:

(1) *Normal Retirement Pension*—Participants become eligible to receive monthly pension benefits upon attaining age 65.

(2) *Early Retirement Pension*—Participants become eligible to receive reduced monthly pension benefits upon attaining age 55 and completing five years of service.

(3) *Disability Retirement Pension*—Upon completing 15 years of service, participants who become totally and permanently disabled are eligible to receive monthly pension benefits. The disability benefit utilizes the same formula to calculate the monthly benefit for a normal retirement, based on the vested benefit at the time of disability.

(4) *Deferred Vested Retirement Benefit*—Participants who terminate employment shall be eligible to receive early retirement benefits at age 55 if the participant had completed five years of service before termination or normal retirement benefits upon attaining age 65. The benefit utilizes the same formulas used to calculate the monthly benefit for early or normal retirement, based on the vested benefit at the time of termination.

Monthly benefits are determined by the number of years and months of credited service, as follows:

- For participants that retired or otherwise terminated employment on or after February 7, 2001 through May 31, 2001:

  $17 for each of the first ten full years of credited service; plus
  $19 for each of the next ten full years of credited service; plus
  $21 for each of the final 25 years of credited service.

- For participants that retired or otherwise terminated employment on or after June 1, 2001 through May 31, 2002:

  $18 for each of the first ten full years of credited service; plus
  $20 for each of the next ten full years of credited service; plus
  $22 for each of the final 25 years of credited service.

- For participants retiring or otherwise terminating employment on or after June 1, 2002:

  $19 for each of the first ten full years of credited service; plus
  $21 for each of the next ten full years of credited service; plus
  $23 for each of the final 25 years of credited service.

Participants can elect to receive their benefit payments in a single life annuity, qualified joint and survivor annuity, or a direct rollover into an eligible retirement plan, as defined by the Plan.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Benefit payments to participants are recorded upon distribution. Purchases and sales of securities are recorded on the trade date. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

Use of Estimates—The preparation of financial statements in conformity with U.S. GAAP requires the Plan Administrator to make estimates that affect the amounts reported in the financial statements and accompanying notes and schedules. Actual results could differ from those estimates.

Administrative Expenses—Certain administrative expenses are paid by the Company.

Investment Valuation and Income Recognition—The categorization of the Plan's financial instruments within the valuation hierarchy (as provided in Note 6) is based upon the lowest level of input that is significant to the fair value measurement. Investments valued using quoted market prices in active markets are classified within level 1 of the valuation hierarchy. Assets valued using internally-developed models that use readily observable market inputs (quoted market prices for similar assets and liabilities in active markets) are classified within level 2 of

the valuation hierarchy. In some cases, assets may be valued based upon models with significant unobservable market inputs and would be classified within level 3 of the valuation hierarchy.

The following is a description of the valuation methodologies used for the Plan's instruments measured at fair value:

- *Pooled Separate Accounts*—Pooled Separate Accounts are recorded at a net asset value ("NAV"), provided by the applicable fund administrator, and are classified within level 2 of the valuation hierarchy. Although the NAV's unit price is quoted on a private market that is not active, the unit price is based on underlying investments which are traded on an active market (market approach).

- *Guaranteed Deposit Account*—The Guaranteed Deposit Account is recorded at contract value (which approximates fair value), and is classified within level 2 of the valuation hierarchy. Contract value represents allocations and transfers plus accumulated interest less amounts withdrawn (market approach).

Actuarial Present Value of Accumulated Plan Benefits—Accumulated Plan benefits are those future benefit payments attributable to, under the Plan's provisions, service that participants have provided as of the valuation date. Accumulated Plan benefits include benefits expected to be paid to (i) retired or terminated participants or their beneficiaries, (ii) beneficiaries of participants who have died or become disabled, and (iii) currently employed participants or their beneficiaries.

The actuarial present value of accumulated Plan benefits has been determined by an independent actuary and represents the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits for (i) the time value of money (through discounts for interest), and (ii) the probability of payment (by means of decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected payment dates.

A summary of the more significant assumptions underlying the actuarial computations of the accumulated Plan benefits is as follows:

- *Mortality*—IRS 2012 Static Mortality Table and IRS 2011 Static Mortality Table for males and females at December 31, 2011 and 2010, respectively.
- *Investment Return*—7.5% per annum, compounded annually, net of investment and contract fees.
- *Retirement Age*—All participants are assumed to retire at age 65 or immediately if over age 65.

The effect of Plan amendments on accumulated Plan benefits is recognized during the year in which such amendments become effective. Actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

New Accounting Standards—There are no recently issued accounting standards that the Company believes will have a material impact on the net assets of the Plan.

Subsequent Events—Subsequent events for the Plan were evaluated through June 29, 2012, the date these financial statements were issued.

3. FUNDING POLICY

The Company makes cash contributions to the Plan at such times, and in such amounts, as actuarially calculated under the terms of the Plan and considered necessary so that contributions are sufficient to provide benefits. Company contributions are designed to meet ERISA minimum annual funding requirements, calculated using the unit credit funding method which, by definition, results in no unfunded past service liability. For the 2011 Plan year, the Plan has met the minimum funding requirements under ERISA.

4. ACCUMULATED PLAN BENEFITS

As discussed in Note 2, the actuarial present value of accumulated Plan benefits has been determined by an independent actuary. The most recent actuarial valuation was prepared as of December 31, 2011. The actuarial present value of accumulated Plan benefits at December 31, 2011 and 2010 consisted of the following:

	December 31,	
	2011	**2010**
Vested benefits:		
Participants receiving benefits	$ 1,365,872	$ 1,120,225
Participants with deferred vested benefits	1,154,779	1,387,719
Total vested benefits	2,520,651	2,507,944
Nonvested benefits	–	–
Actuarial present value of accumulated Plan benefits	$ 2,520,651	$ 2,507,944

The change in the actuarial present value of accumulated Plan benefits during 2011 was attributable to the following:

Balance—December 31, 2010	$ 2,507,944
Interest	181,359
Benefits accumulated and actuarial gain	9,216
Change in actuarial assumptions	5,084
Benefits paid	(182,952)
Net increase	12,707
Balance—December 31, 2011	$ 2,520,651

5. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investment balances at December 31, 2011 and 2010, net depreciation in the fair value of pooled separate accounts, and investment income for the year ended December 31, 2011, was obtained or derived from information supplied to the Plan Administrator and is certified as complete and accurate by the Custodian.

The following table presents the fair value of investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2011 or 2010:

	December 31,	
	2011	**2010**
Core Bond Fund	$ 473,980	$ 555,671
Large Cap Value Fund	455,706	464,744
Large Cap Growth Fund	446,250	469,570
International Equity Fund	308,328	328,179
Guaranteed Deposit Account	295,555	254,057
Small Cap Growth Fund [(1)]	123,727	126,652

(1) Investment did not represent 5% or more of the Plan's net assets available for benefits as of December 31, 2010.

Risks and Uncertainties—The Plan provides for investments in various securities, which are exposed to interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect the value of investments reported in the statements of net assets available for benefits.

Plan contributions are made, and the actuarial present value of accumulated Plan benefits are reported, based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumptions process, it is at least reasonably possible that changes in estimates and assumptions in the near term could materially affect the amounts contributed to the Plan and reported in the statements of net assets available for benefits.

6. FAIR VALUE MEASUREMENTS

The following table presents the Plan's financial instruments carried at fair value as of December 31, 2011 and 2010, respectively, by investment type and valuation hierarchy level:

	December 31, 2011			
	Quoted Market Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value in the Statement of Net Assets
Pooled Separate Accounts	$ -	$ 2,124,139	$ -	$ 2,124,139
Guaranteed Deposit Account	-	295,555	-	295,555
Total Investments at Fair Value	$ -	$ 2,419,694	$ -	$ 2,419,694

	December 31, 2010			
	Quoted Market Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value in the Statement of Net Assets
Pooled Separate Accounts	$ -	$ 2,287,540	$ -	$ 2,287,540
Guaranteed Deposit Account	-	254,057	-	254,057
Total Investments at Fair Value	$ -	$ 2,541,597	$ -	$ 2,541,597

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") upon termination of the Plan. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Should the Plan be terminated at some future time, not all participants are guaranteed to receive benefits as payments are dependent upon the sufficiency, at that time, of the Plan's net assets to provide these benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

8. TAX STATUS

The Plan obtained its latest determination letter on March 5, 2004 in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code, and therefore the related trust is exempt from taxation. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

9. PARTY-IN-INTEREST TRANSACTIONS

All investments of the Plan are managed by the Custodian, and therefore qualify as party-in-interest transactions under the provisions of ERISA and are exempt from ERISA's prohibited transaction rules.

Supplemental Schedules

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2011
(Employer Identification Number 36-3046868, Plan Number 002)

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ 427,012	$ 473,980
*	Prudential Retirement Insurance and Annuity Company	Large Cap Value Fund	384,943	455,706
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*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth Fund	62,058	123,727
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*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value Fund	76,099	101,842
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth Fund	46,952	97,455
	Total Assets Held at End of Year		$ 2,032,719	$ 2,419,694

* Represents a party-in-interest to the Plan.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

FORM 5500, SCHEDULE H, PART IV, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
AS OF OR FOR THE YEAR ENDED DECEMBER 31, 2011
(Employer Identification Number 36-3046868, Plan Number 002)

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) – Series of transactions in excess of 5% of Plan assets						
Series of transactions:						
Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ 248,498	$ –	$ 248,498	$ 248,498	$ –
Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ –	$ 380,000	$ 343,387	$ 380,000	$ 36,613
Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	$ 387,723	$ –	$ 387,723	$ 387,723	$ –
Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	$ –	$ 356,219	$ 356,219	$ 356,219	$ –

There were no category (i), (ii), or (iv) transactions during the year ended December 31, 2011.

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

CB&I Pension Plan for Warren Shop Employees
Years Ended December 31, 2011 and 2010

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
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As of or for the year ended December 31, 2011 13

CF&W
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INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of the
CB&I Pension Plan for Warren Shop Employees

We were engaged to audit the accompanying statements of net assets available for benefits of the CB&I Pension Plan for Warren Shop Employees (the "Plan") as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental (1) schedule of assets (held at end of year), and (2) schedule of reportable transactions as of or for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by ERISA. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Calvetti, Ferguson & Wagner, P.C.

Houston, Texas
June 29, 2012

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2011	**2010**
Assets		
Investments:		
Pooled separate accounts	$ 2,124,139	$ 2,287,540
Guaranteed deposit account	295,555	254,057
Total investments	2,419,694	2,541,597
Employer contribution receivable	46,933	33,228
Total assets	2,466,627	2,574,825
Liabilities		
Accrued administrative expenses	7,363	4,139
Net assets available for benefits	$ 2,459,264	$ 2,570,686

The accompanying notes are an integral part of these financial statements.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2011
Additions to net assets attributed to:	
Employer contributions	$ 156,524
Investment income	47,648
Total additions	204,172
Deductions to net assets attributed to:	
Benefits paid to participants	182,952
Net depreciation in the fair value of pooled separate accounts	71,252
Administrative expenses	61,390
Total deductions	315,594
Net decrease	(111,422)
Net assets available for benefits:	
Beginning of year	2,570,686
End of year	$ 2,459,264

The accompanying notes are an integral part of these financial statements.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

1. DESCRIPTION OF THE PLAN

The following provides a summary of the major provisions of the Chicago Bridge & Iron Company ("CB&I" or the "Company") Pension Plan for Warren Shop Employees (the "Plan"). Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General—Prior to December 31, 2004, under a collective bargaining agreement covering the Shopmen's Local Union #659 of the International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers, hourly employees who had completed one year of service and had attained 21 years of age were eligible to participate in the Plan. However, effective December 31, 2004, plan participation and available plan benefits were frozen. As of the freeze date, no new or re-employed employees could become eligible and current participants became 100% vested. Service under the Plan continues to accrue for purposes of determining eligibility to receive early or disability retirement benefits.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Plan investments are held by the Prudential Retirement Insurance and Annuity Company ("Prudential" or the "Custodian").

Payment of Benefits—Benefits are payable upon termination of employment, retirement, disability, or death. The following represents the types of benefits provided by the Plan and the applicable eligibility requirements:

(1) *Normal Retirement Pension*—Participants become eligible to receive monthly pension benefits upon attaining age 65.

(2) *Early Retirement Pension*—Participants become eligible to receive reduced monthly pension benefits upon attaining age 55 and completing five years of service.

(3) *Disability Retirement Pension*—Upon completing 15 years of service, participants who become totally and permanently disabled are eligible to receive monthly pension benefits. The disability benefit utilizes the same formula to calculate the monthly benefit for a normal retirement, based on the vested benefit at the time of disability.

(4) *Deferred Vested Retirement Benefit*—Participants who terminate employment shall be eligible to receive early retirement benefits at age 55 if the participant had completed five years of service before termination or normal retirement benefits upon attaining age 65. The benefit utilizes the same formulas used to calculate the monthly benefit for early or normal retirement, based on the vested benefit at the time of termination.

Monthly benefits are determined by the number of years and months of credited service, as follows:

- For participants that retired or otherwise terminated employment on or after February 7, 2001 through May 31, 2001:

  $17 for each of the first ten full years of credited service; plus
  $19 for each of the next ten full years of credited service; plus
  $21 for each of the final 25 years of credited service.

- For participants that retired or otherwise terminated employment on or after June 1, 2001 through May 31, 2002:

  $18 for each of the first ten full years of credited service; plus
  $20 for each of the next ten full years of credited service; plus
  $22 for each of the final 25 years of credited service.

- For participants retiring or otherwise terminating employment on or after June 1, 2002:

  $19 for each of the first ten full years of credited service; plus
  $21 for each of the next ten full years of credited service; plus
  $23 for each of the final 25 years of credited service.

Participants can elect to receive their benefit payments in a single life annuity, qualified joint and survivor annuity, or a direct rollover into an eligible retirement plan, as defined by the Plan.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Benefit payments to participants are recorded upon distribution. Purchases and sales of securities are recorded on the trade date. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

Use of Estimates—The preparation of financial statements in conformity with U.S. GAAP requires the Plan Administrator to make estimates that affect the amounts reported in the financial statements and accompanying notes and schedules. Actual results could differ from those estimates.

Administrative Expenses—Certain administrative expenses are paid by the Company.

Investment Valuation and Income Recognition—The categorization of the Plan's financial instruments within the valuation hierarchy (as provided in Note 6) is based upon the lowest level of input that is significant to the fair value measurement. Investments valued using quoted market prices in active markets are classified within level 1 of the valuation hierarchy. Assets valued using internally-developed models that use readily observable market inputs (quoted market prices for similar assets and liabilities in active markets) are classified within level 2 of

the valuation hierarchy. In some cases, assets may be valued based upon models with significant unobservable market inputs and would be classified within level 3 of the valuation hierarchy.

The following is a description of the valuation methodologies used for the Plan's instruments measured at fair value:

- *Pooled Separate Accounts*—Pooled Separate Accounts are recorded at a net asset value ("NAV"), provided by the applicable fund administrator, and are classified within level 2 of the valuation hierarchy. Although the NAV's unit price is quoted on a private market that is not active, the unit price is based on underlying investments which are traded on an active market (market approach).

- *Guaranteed Deposit Account*—The Guaranteed Deposit Account is recorded at contract value (which approximates fair value), and is classified within level 2 of the valuation hierarchy. Contract value represents allocations and transfers plus accumulated interest less amounts withdrawn (market approach).

Actuarial Present Value of Accumulated Plan Benefits—Accumulated Plan benefits are those future benefit payments attributable to, under the Plan's provisions, service that participants have provided as of the valuation date. Accumulated Plan benefits include benefits expected to be paid to (i) retired or terminated participants or their beneficiaries, (ii) beneficiaries of participants who have died or become disabled, and (iii) currently employed participants or their beneficiaries.

The actuarial present value of accumulated Plan benefits has been determined by an independent actuary and represents the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits for (i) the time value of money (through discounts for interest), and (ii) the probability of payment (by means of decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected payment dates.

A summary of the more significant assumptions underlying the actuarial computations of the accumulated Plan benefits is as follows:

- *Mortality*—IRS 2012 Static Mortality Table and IRS 2011 Static Mortality Table for males and females at December 31, 2011 and 2010, respectively.
- *Investment Return*—7.5% per annum, compounded annually, net of investment and contract fees.
- *Retirement Age*—All participants are assumed to retire at age 65 or immediately if over age 65.

The effect of Plan amendments on accumulated Plan benefits is recognized during the year in which such amendments become effective. Actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

New Accounting Standards—There are no recently issued accounting standards that the Company believes will have a material impact on the net assets of the Plan.

Subsequent Events—Subsequent events for the Plan were evaluated through June 29, 2012, the date these financial statements were issued.

3. FUNDING POLICY

The Company makes cash contributions to the Plan at such times, and in such amounts, as actuarially calculated under the terms of the Plan and considered necessary so that contributions are sufficient to provide benefits. Company contributions are designed to meet ERISA minimum annual funding requirements, calculated using the unit credit funding method which, by definition, results in no unfunded past service liability. For the 2011 Plan year, the Plan has met the minimum funding requirements under ERISA.

4. ACCUMULATED PLAN BENEFITS

As discussed in Note 2, the actuarial present value of accumulated Plan benefits has been determined by an independent actuary. The most recent actuarial valuation was prepared as of December 31, 2011. The actuarial present value of accumulated Plan benefits at December 31, 2011 and 2010 consisted of the following:

	December 31,	
	2011	**2010**
Vested benefits:		
Participants receiving benefits	$ 1,365,872	$ 1,120,225
Participants with deferred vested benefits	1,154,779	1,387,719
Total vested benefits	2,520,651	2,507,944
Nonvested benefits	–	–
Actuarial present value of accumulated Plan benefits	$ 2,520,651	$ 2,507,944

The change in the actuarial present value of accumulated Plan benefits during 2011 was attributable to the following:

Balance—December 31, 2010	$ 2,507,944
Interest	181,359
Benefits accumulated and actuarial gain	9,216
Change in actuarial assumptions	5,084
Benefits paid	(182,952)
Net increase	12,707
Balance—December 31, 2011	$ 2,520,651

5. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investment balances at December 31, 2011 and 2010, net depreciation in the fair value of pooled separate accounts, and investment income for the year ended December 31, 2011, was obtained or derived from information supplied to the Plan Administrator and is certified as complete and accurate by the Custodian.

The following table presents the fair value of investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2011 or 2010:

	December 31,	
	2011	**2010**
Core Bond Fund	$ 473,980	$ 555,671
Large Cap Value Fund	455,706	464,744
Large Cap Growth Fund	446,250	469,570
International Equity Fund	308,328	328,179
Guaranteed Deposit Account	295,555	254,057
Small Cap Growth Fund [(1)]	123,727	126,652

(1) Investment did not represent 5% or more of the Plan's net assets available for benefits as of December 31, 2010.

Risks and Uncertainties—The Plan provides for investments in various securities, which are exposed to interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect the value of investments reported in the statements of net assets available for benefits.

Plan contributions are made, and the actuarial present value of accumulated Plan benefits are reported, based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumptions process, it is at least reasonably possible that changes in estimates and assumptions in the near term could materially affect the amounts contributed to the Plan and reported in the statements of net assets available for benefits.

6. FAIR VALUE MEASUREMENTS

The following table presents the Plan's financial instruments carried at fair value as of December 31, 2011 and 2010, respectively, by investment type and valuation hierarchy level:

	December 31, 2011			
	Quoted Market Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value in the Statement of Net Assets
Pooled Separate Accounts	$ -	$ 2,124,139	$ -	$ 2,124,139
Guaranteed Deposit Account	-	295,555	-	295,555
Total Investments at Fair Value	$ -	$ 2,419,694	$ -	$ 2,419,694

	December 31, 2010			
	Quoted Market Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value in the Statement of Net Assets
Pooled Separate Accounts	$ -	$ 2,287,540	$ -	$ 2,287,540
Guaranteed Deposit Account	-	254,057	-	254,057
Total Investments at Fair Value	$ -	$ 2,541,597	$ -	$ 2,541,597

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") upon termination of the Plan. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Should the Plan be terminated at some future time, not all participants are guaranteed to receive benefits as payments are dependent upon the sufficiency, at that time, of the Plan's net assets to provide these benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

8. TAX STATUS

The Plan obtained its latest determination letter on March 5, 2004 in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code, and therefore the related trust is exempt from taxation. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

9. PARTY-IN-INTEREST TRANSACTIONS

All investments of the Plan are managed by the Custodian, and therefore qualify as party-in-interest transactions under the provisions of ERISA and are exempt from ERISA's prohibited transaction rules.

Supplemental Schedules

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2011
(Employer Identification Number 36-3046868, Plan Number 002)

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ 427,012	$ 473,980
*	Prudential Retirement Insurance and Annuity Company	Large Cap Value Fund	384,943	455,706
*	Prudential Retirement Insurance and Annuity Company	Large Cap Growth Fund	371,542	446,250
*	Prudential Retirement Insurance and Annuity Company	International Equity Fund	294,204	308,328
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	295,555	295,555
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth Fund	62,058	123,727
*	Prudential Retirement Insurance and Annuity Company	Small Cap Value Fund	74,354	116,851
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value Fund	76,099	101,842
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth Fund	46,952	97,455
	Total Assets Held at End of Year		$ 2,032,719	$ 2,419,694

* Represents a party-in-interest to the Plan.

CB&I PENSION PLAN FOR WARREN SHOP EMPLOYEES

FORM 5500, SCHEDULE H, PART IV, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
AS OF OR FOR THE YEAR ENDED DECEMBER 31, 2011
(Employer Identification Number 36-3046868, Plan Number 002)

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) – Series of transactions in excess of 5% of Plan assets						
Series of transactions:						
Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ 248,498	$ –	$ 248,498	$ 248,498	$ –
Prudential Retirement Insurance and Annuity Company	Core Bond Fund	$ –	$ 380,000	$ 343,387	$ 380,000	$ 36,613
Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	$ 387,723	$ –	$ 387,723	$ 387,723	$ –
Prudential Retirement Insurance and Annuity Company	Guaranteed Deposit Account	$ –	$ 356,219	$ 356,219	$ 356,219	$ –

There were no category (i), (ii), or (iv) transactions during the year ended December 31, 2011.