



FTC
Office of the Secretary
600 Pennsylvania Ave.,
N.W. WASHINGTON
DC 20580
USA

Rueil-Malmaison, 5th august 2004

Gentlemen,

Please find hereunder IFP Investissements comments regarding FTC Order to Aspen Technology, Inc. to divest assets from its purchase of Hyprotech, Ltd.

IFP Investissements is the investing arm of Institut Français du Pétrole, a French Institute for Research and Industrial Development, Education and Training, and Information Center active in the fields of oil, natural gas, and the automobile. Its activities cover all aspects of oil and gas industry : exploration, production, refining, petrochemicals, engines, and the use of petroleum products.

IFP is a developer and user of process models with more than 100 frequent users of process simulation software in its process licensing subsidiary, Axens (www.axens.net) and with an important process modeling R&D activity for upstream (offshore production, transportation) and downstream (refining and petrochemicals). IFP's fully-owned subsidiary RSI (www.rsi-france.com) is a worldwide provider of dynamic simulation and operator training systems. IFP was internal co-coordinator of the CAPE-OPEN projects from 1996 till 2002, and president of the CAPE-OPEN Laboratory Network from its foundation till 2004.

We have the following comments on the proposed consent order for docket 9310, AspenTech.

- We understand that the operator training activity will be divested to an FTC-approved buyer. The proposed consent order mentions the OTISS software and a number of other products in Appendix A3. There is no mention of Hysys OTS+ operator training system and Hysys.Plant dynamic simulation software.
- The proposed consent order seems to assume that one buyer will acquire the process engineering software activity and the training simulator activity. Some buyers might be interested by only one activity. We suggest that the FTC leaves a possibility for two distinct buyers to separately acquire the process engineering business and the training simulator business, with appropriate mechanisms for combined contracts similar to the ones described in AspenTech Customer Information on Operator Training (i.e. sub-contracting one of the two activities when needed).



- The proposed consent order, in its section IV, indicates that Aspentech must maintain Hysys CAPE-OPEN support for Thermo and Unit in various versions. IFP expects that the CAPE-OPEN Laboratory Network, which maintains the standard, will provide detailed comments on these points. IFP suggests that the FTC establishes a system by which compliance with the standard can be verified, e.g. by an FTC-approved authority, by a certified compliance testing program, or by demonstrated interoperability with other software.

- The proposed consent order does not require Aspentech to maintain compliance with open standards for its other process engineering software. However, the viability of applications using Hyprotech engineering software together with heritage Aspentech software can only be assured if both parties maintain such compliance. Section IV could be extended to include a number of heritage Aspentech process engineering products e.g. AspenPlus and Aspen Properties.

Best regards.

PEB

P.E. Brau
Chief Executive Officer