

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of

ASPEN TECHNOLOGY, INC.,
a corporation.

Docket No. 9310

AGREEMENT CONTAINING CONSENT ORDER

This Agreement Containing Consent Order (“Consent Agreement”), by and between Aspen Technology, Inc., (“Respondent”), by its duly authorized officers and attorneys, and counsel for the Federal Trade Commission (“Commission”), is entered into in accordance with the Commission’s Rules governing consent order procedures. In accordance therewith the parties hereby agree that:

1. Respondent Aspen Technology, Inc., is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its principal place of business located at Ten Canal Park, Cambridge, Massachusetts 02141.
2. Respondent has been served with a copy of the Complaint issued by the Commission charging it with violations of Section 7 of the Clayton Act, as amended, and Section 5 of the Federal Trade Commission Act, as amended, and has filed its Answer to the Complaint denying said charges.
3. Respondent admits all the jurisdictional facts set forth in the Complaint.
4. Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Commission’s Order attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise challenge or contest the validity of the Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.

5. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Respondent, in which event it will take such action as it may consider appropriate, or issue and serve its Order in disposition of the proceeding.
6. This Consent Agreement is for settlement purposes only and does not constitute an admission by Respondent that the law has been violated as alleged in the Complaint, or that the facts as alleged in the Complaint, other than jurisdictional facts, are true.
7. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 3.25(f), 16 C.F.R. § 3.25(f), the Commission may, without further notice to Respondent: (1) issue the Order, and (2) make information public with respect thereto. When final the Order shall have the same force and effect, and may be altered, modified or set aside in the same manner and within the same time provided by statute for Commission orders. The Order shall become final upon service. Delivery of the Order to Respondent by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Respondent waives any right it may have to any other manner of service. Respondent also waives any right it may otherwise have to service of Confidential Appendix B attached to the Order, and agrees that it is bound to comply with and will comply with the Order to the same extent as if it had been served with copies of the Appendix, where Respondent is already in possession of copies of such Appendix. The Complaint may be used in construing the terms of the Order, and no agreement, understanding, representation, or interpretation not contained in the Order or the Consent Agreement may be used to vary or contradict the terms of the Order.
8. By signing this Consent Agreement, Respondent represents and warrants that it can accomplish the full relief contemplated by the Consent Agreement and the attached Order, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and Order are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Order.
9. Respondent shall submit an initial compliance report no later than ten (10) business days after it executes this Consent Agreement, and a second compliance report no later than twenty-five (25) days after the Commission places the Consent Agreement on the public record, in each case pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, signed by the Respondent, setting forth in detail the manner in which the Respondent has to date complied or has prepared to comply, and will comply with this Agreement and with the Order.

10. Respondent has read the Order contemplated hereby. Respondent understands that once the Order has been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Order. Respondent agrees to comply with the Order from the date it signs this Consent Agreement. Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Order after it becomes final.

Agreed this date:
_____, 2004

Aspen Technology, Inc.

By: _____
David L. McQuillin

President and Chief Executive Officer
Aspen Technology, Inc.

By: _____
George S. Cary
David I. Gelfand
Mark W. Nelson
Jeremy J. Calsyn
Tanya N. Dunne

Counsel for
Aspen Technology, Inc.
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Federal Trade Commission:

By: _____
Peter Richman
Vadim M. Brusser
Lesli C. Esposito
Dennis F. Johnson
Mary N. Lehner
Charlotte Manning

Counsel Supporting the Complaint

APPROVED:

Phillip L. Broyles
Assistant Director

Bernard A. Nigro, Jr.
Deputy Director

Susan A. Creighton
Director

Bureau of Competition
Federal Trade Commission
Washington, D.C. 20580