

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

In the Matter of)	
)	
Aspen Technology, Inc.)	File No. 061 0064
a corporation.)	
)	
)	

**AGREEMENT CONTAINING ORDER TO SHOW CAUSE AND
ORDER MODIFYING ORDER**

The Federal Trade Commission (“Commission”), having initiated an investigation of certain conduct of Aspen Technology, Inc. (“Aspen”) related to compliance with its obligations under the Decision and Order that the Commission issued in *In the Matter of Aspen Technology*, Docket No. 9310, on December 20, 2004 (“Order”), and it now appearing that Aspen, hereinafter sometimes referred to as “Respondent,” is willing to enter into this Agreement Containing Order to Show Cause and Order Modifying Order (“Consent Agreement”) agreeing to modifications of the Order as described in the attached Order Modifying Order (“Modifying Order”);

IT IS HEREBY AGREED by and between Respondent, its duly authorized officer and attorney, and counsel for the Commission that:

- 1 Respondent Aspen is a corporation organized, existing, and doing business under and by virtue of the laws of the state of Delaware, with its office and principal place of business located at 200 Wheeler Road, Burlington, MA 02141.
- 2 Respondent waives:
 - a. Any further procedural steps;
 - b. Any requirement that the Commission’s Modifying Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. Its rights under the show cause procedures set forth in Section 3.72(b) of the Commission’s Rules of Practice, 16 C.F.R. §3.72(b);

- d. All rights to seek judicial review or otherwise to challenge or contest the validity of the Modifying Order entered pursuant to this Consent Agreement; and
 - e. Any claim under the Equal Access to Justice Act.
- 3 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 the Modifying Order, in disposition of the proceeding.
 - 4 This Consent Agreement is for settlement purposes only and does not constitute an admission by Respondent that any law or order has been violated.
 - 5 When final, the Modifying 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 other orders. The Modifying Order shall become final upon service. Delivery of the Modifying Order to Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to Respondent’s Counsel as identified in this Consent Agreement -- shall constitute service. Respondent waives any right it may have to any other manner of service.
 - 6 The Order to Show Cause may be used in construing the terms of the Modifying Order, and no agreement, understanding, representation, or interpretation not contained in the Order to Show Cause or the Modifying Order may be used to vary or contradict the terms of the Modifying Order.
 - 7 By signing this Consent Agreement, Respondent represents and warrants that it can accomplish the full relief contemplated by the attached Modifying Order and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Modifying Order.
 - 8 Respondent has read the draft of the Order to Show Cause and the Modifying Order. Respondent understands that once the Modifying Order has been issued, Respondent will be required to file one or more compliance reports showing how

it has complied, and is complying with the Modifying Order. Respondent agrees to comply with the terms of the proposed Modifying Order from the date it signs this Consent Agreement; provided, however, that Respondent will have no obligation to comply with the terms of the proposed Modifying Order if the Commission withdraws its acceptance of 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 Modifying Order after it becomes final.

- 9 Respondent understands that the Commission has authorized the filing of a civil penalty action based on the Commission's finding of a reason to believe that Respondent failed to comply with its obligations in the Order, but, as a result of this settlement, has determined not to pursue that action; Respondent further understands that, so long as it complies with its obligations in the proposed Modifying Order and continues to comply in the future with any outstanding obligations under the Order, the Commission will not pursue that civil penalty action or take any further enforcement action with respect to the Order other than as to the continuing obligations under Parts IV, VIII.C, IX, and X of the Order and Paragraph XIII as added by the Modifying Order.

ASPEN TECHNOLOGY, INC.

FEDERAL TRADE COMMISSION

Mark Fusco
President and CEO
Aspen Technology, Inc.

Dated: _____, 2009

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Dated: _____, 2009

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