

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION



In the Matter of )  
 )  
ASPEN TECHNOLOGY, INC., )  
a corporation )

PUBLIC RECORD VERSION  
Docket No. 9310

**ASPEN TECHNOLOGY, INC.'S APPLICATION FOR APPROVAL OF PROPOSED  
DIVESTITURE OF THE ENGINEERING SOFTWARE ASSETS**

Pursuant to Section 2.41(f) of the Federal Trade Commission ("Commission")  
Rules of Practice, 16 C.F.R § 2.41(f) (2004), and Paragraph II.A.1 of the Commission's

proposed Decision and Order ("Decision and Order")

[REDACTED]

Technology, Inc. ("AspenTech") hereby petitions the Commission to approve the divestiture of

AspenTech's Engineering Software Assets

Software Assets as required by the Proposed Order. A copy of the signed Purchase and Sale Agreement (and related ancillary agreements and schedules) is attached as Confidential Exhibit A (collectively the "Honeywell Purchase Agreement")<sup>3</sup>

This application for approval describes the principal terms of the Honeywell Purchase Agreement, and explains why the proposed divestiture of the Engineering Software Assets to Honeywell satisfies the purposes of the Commission's Proposed Order and thus merits the Commission's approval. AgreeTech respectfully requests that the Commission

the relevant markets alleged by the FTC in its complaint (*i.e.*, continuous and batch process engineering simulation flowsheet software and integrated engineering software for process

industries). It is active in complementary software products with a focus on smaller industries.

and control solutions.

The proposed divestiture will fully accomplish the FTC's purpose outlined in

among others, Hyprotech Process Engineering Simulation Software, AspenTech's Aspen Plus software, Simulation Science's Pro/II software, Chemstation, CHEM CAD software, and

comparable products from other vendors of process engineering simulation software.

In addition to acquiring ownership of the intellectual property comprising the Hyprotech Process Engineering Simulation Software, as part of AspenTech's divestiture of the Engineering Software Assets, Honeywell will acquire AspenTech's on-going customer training

drive customer profitability by placing information in front of decision-makers in an actionable format.

Specifically, the addition of the new HYSYS technology and OTS business

allows customers to turn data into 11/11/11 11/11/11

AspenTech, the Honeywell Purchase Agreement and the Proposed Order provide additional protections to ensure Honeywell's viability in process engineering simulation software. These additional protections include, among others, the following:

- for two years, Honeywell is entitled to receive from AspenTech technical support

and copies of all AspenTech Releases of its Hyprotech Process Engineering Simulation Software products;

Simulation Software products;

- for two years, AspenTech must permit each of its Hyprotech Process Engineering Simulation Software customers to switch to Honeywell's service, support, and maintenance program without penalty;
- for two years, AspenTech must permit each of its Hyprotech Process Engineering Simulation Software customers to purchase additional copies of Hyprotech Process Engineering Simulation Software from Honeywell without affecting the customers' existing AspenTech contracts;

- AspenTech must indemnify Honeywell and remedy any infringement claims relating to certain proceedings identified in the Proposed Order (the “Specified Proceedings”).<sup>6</sup>

The structure of the transaction and the protections guaranteed by the Proposed Order and the Honeywell Purchase Agreement ensure that Honeywell will have a strong incentive and ability to develop its process engineering simulation software.

of the public comment period, especially in view of AspenTech's obligation under Paragraph

from the date the Proposed Order is made final

#### IV. CONFIDENTIAL TREATMENT

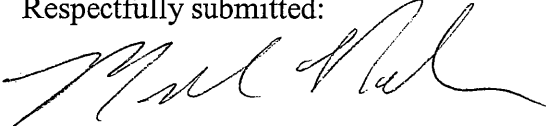
Pursuant to Section 21 of the Federal Trade Commission Act, 15 U.S.C. § 57b-2

and the Commission's Rules of Practice 4.9(b)(7), 4.9(c), and 4.10-4.11, 16 C.F.R. §§ 4.9(b)(7)



Date: October 14, 2004

Respectfully submitted:



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