

UNITED STATES OF AMERICA
DEPARTMENT OF FEDERAL TRADE COMMISSION

COMMISSIONERS: **Timothy J. Muris, Chairman**
 Mozelle W. Thompson
 Orson Swindle
 Thomas B. Leary
 Pamela Jones Harbour

_____)
 In the Matter of)
)
)
ASPEN TECHNOLOGY, INC.)
_____) **Docket No. 9310**

COMPLAINT

3. Respondent AmgenTech is and at all times relevant herein has been engaged in _____

[REDACTED]

commerce as defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and in

[REDACTED]

a corporation whose business is in or affects commerce as defined in Section 4 of the

[REDACTED]

[REDACTED]

[REDACTED]

9. There are two fundamental types of flowsheets: steady-state and dynamic. Steady-state

flowsheets model a process at one point in time; they are snapshots of a plant operating at its intended optimum. Aspen Plus (AspenTech), HYSYS.Process (Hyprotech) and Pro/II (Simulation Sciences (SimSci)) are the most widely used steady-state flowsheets to model continuous process industries. In dynamic simulation, the flowsheet models the same variables as the steady state simulation, adding the ability to measure the effect of changes over time. A flowsheet with dynamic capabilities can model start-ups

shutdowns, upsets and changes that occur in a continuous process over time. Aspen Plus

one specialized industry, there are still only three companies that license the necessary

V. Relevant Geographic Market

16. The relevant geographic market in which to assess the likely effects of the Acquisition is

[REDACTED]

17. Each of the relevant product markets is highly concentrated.

18. Prior to the Acquisition, AspenTech and Hymrotech were direct and actual competitors in

24. The Acquisition combined the two largest and closest competitors providing batch process engineering simulation flowsheet software. The Acquisition may create a worldwide dominant firm in batch process engineering simulation flowsheet software.

25. Prior to the Acquisition, AspenTech and Hyprotech were direct and actual competitors in the development, license and support of integrated engineering software for process industries. AspenTech and Hyprotech competed with each other on price and service.

c. it eliminates price competition between AspenTech and Hyprotech and may lead to reduced price competition, leading to increased prices;

d. it eliminates innovation competition between AspenTech and Hyprotech and may lead to reduced innovation competition withholding or delaying product

e. it enhances AspenTech's power to raise prices above a competitive level;

f. it may give AspenTech market power in the relevant markets;

g. it may allow AspenTech unilaterally to exercise market power in the relevant markets, through the combination of AspenTech and Hyprotech, the two closest competitors on price and innovation;

h. it prevents other suppliers of process engineering or supply chain software from

answer must concisely state the facts constituting each ground of defense, and must specifically admit, deny, explain, or disclaim knowledge of each fact alleged in the complaint. You will be deemed to have admitted any allegations of the complaint that you do not so answer.

If you elect not to contest the allegations of fact set forth in the complaint, your answer shall state that you admit all of the material allegations to be true. Such an answer shall constitute a waiver of hearings as to the facts alleged in the complaint and, together with the complaint, will provide a record basis on which the ALJ will file an initial decision containing appropriate findings and conclusions and an appropriate order disposing of the proceeding. Such an answer may, however, reserve the right to submit proposed findings and conclusions and the right to appeal the initial decision to the Commission under Section 3.52 of the Commission's Rules of Practice.

If you do not answer within the specified time, you waive your right to appear and contest the allegations of the complaint. The ALJ is then authorized, without further notice to you, to find that the facts are as alleged in the complaint and to enter an initial decision and a proposed order.

2. Rescind the acquisition.

8. Provide such other or additional relief as is necessary to ensure the creation of one or more viable competitive independent entities to compete against AspenTech in the

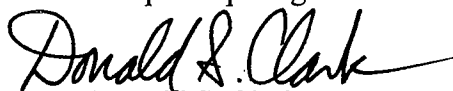
manufacture and sale of relevant products with features and capabilities at least equal to those offered by AspenTech prior to the Acquisition

9. Require AspenTech to provide the Commission with notice in advance of the acquisition

of the assets or securities of, or any other combination with, any person engaged in the manufacture or sale of any relevant product.

WHEREFORE, THE PREMISES CONSIDERED, the Federal Trade Commission on this sixth day of August, 2003, issues its complaint against said Respondent.

By the Commission, Commissioner Harbour not participating.


Donald S. Clark
Secretary