

## DECLARATION OF SUSAN M. LEE

I, Susan M. Lee, based on personal knowledge, information and belief, hereby make the following statement:

1. My name is Susan M. Lee. I am the Process Simulation Manager for Rohm and Haas Company, whose corporate headquarters are located at 100 Independence Mall West, Philadelphia, Pennsylvania 19106. This declaration is submitted in support of Rohm and Haas Company's Motion for *In Camera* Treatment ("Motion").
  
2. Rohm and Haas Company produced various documents pursuant to subpoena in Federal Trade Commission Docket No. 9310, *In the Matter of Aspen Technology, Inc.* Rohm and Haas is requesting this Court to grant *in camera* treatment of certain of those documents, namely the documents that have been designated as follows: (i) CX1331, Sections 2.2.1, 2.2.2 and 2.2.3 and their respective subsections; (ii) RX1561; (iii) RX1562; (iv) RX1563; (v) RX1564; and (vi) RX1565. I am informed and understand that these documents have been attached to the Motion as Exhibit A.
  
3. *In camera* treatment is sought for the sections from CX1331 because they contain Rohm and Haas confidential information regarding its proprietary processes for the manufacture of butyl acrylate monomer, butyl acrylate polymer and methyl methacrylate polymer products. The butyl acrylate monomer and polymer products are commercially sold to third parties and are utilized by Rohm and Haas as constituent ingredients in the manufacture of many of its other commercial products. The process for the manufactur

was acquired by Rohm and Haas's joint venture partner, AtoFina, and Rohm and Haas is obligated pursuant to the parties' agreement to keep this information confidential.

4. Rohm and Haas considers these manufacturing processes to be highly confidential and business proprietary, and affirmatively takes steps or is contractually obligated to maintain the trade secrecy of this information. Disclosure of this information into the public domain would cause Rohm and Haas serious competitive and commercial injury, in that either its competitors could use this information in their manufacturing processes of these same products and thus nullify Rohm and Haas's competitive advantages in the manner in which it manufactures its products, or will cause Rohm and Haas to breach its contractual obligation to keep this information secret.
5. *In camera* treatment is sought for documents RX1561, RX1562, RX1563, RX1564, and RX1565 because all of them contain competitively sensitive information regarding the contractual relationship between Rohm and Haas and Aspen Technology, Inc., a party to this matter, including pricing terms, nature of the software tools purchased by Rohm and Haas and the manner in which Rohm and Haas may utilize those tools to its competitive advantage. Disclosure of this non-public information to Rohm and Haas's competitors would cause it to suffer serious competitive injury because those competitors could use this information to nullify Rohm and Haas's competitive advantage realized from its negotiation of these contract terms and the manner in which it utilizes the software tools.
6. I am informed and understand that the Motion seeks indefinite *in camera* treatment for this information. The manufacturing processes described in the designated sections of CX1331 are expected to be utilized by Rohm and Haas and AtoFina in the manufacture of these products for the foreseeable future, and the pricing terms and conditions of Rohm and Haas's contractual relationship with Aspen Technology reflected in documents RX1561-1565 are ongoing, and

accordingly the commercial sensitivity and proprietary value of this information will not diminish over time. Alternatively, Rohm and Haas is amenable to limiting *in camera* treatment of the contract documents (RX1561-1565) for the five years the contract remains in effect.

7. These documents are the only ones produced by Rohm and Haas for which *in camera* treatment is sought. All of the other documents and portions thereof will be publicly available as part of the record of this matter.

Pursuant to 28 U.S.C. 1746, I declare under penalty of perjury that the above declaration is true and correct to the best of my knowledge, information and belief.

Executed on \_\_\_\_\_

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Susan M. Lee