

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

In the Matter of)	
)	
ASPEN TECHNOLOGY, INC.,)	Docket No. 9310
)	
a corporation)	

DECLARATION OF HERBERT A. EPSTEIN IN SUPPORT OF
SHELL GLOBAL SOLUTIONS (US) INC.'S APPLICATION FOR
IN CAMERA TREATMENT OF TRIAL EXHIBIT
SOUGHT TO BE INTRODUCED BY RESPONDENT

HERBERT A. EPSTEIN, being duly sworn, deposes and says:

1. My name is Herbert A. Epstein. I am employed as Consultancy Services Program Lead, Shell Global Solutions (US) Inc. (“Shell”).
2. Shell is not a party to this proceeding.
3. Based on personal knowledge, I submit this declaration in support of *in camera* treatment of RX-1574-001, a Shell document which respondent proposes to offer in evidence at the trial of this matter.
4. RX-1574-001 contains sensitive and confidential information about the strategies and methodologies Shell uses to evaluate competitive bids. The sensitivity of this information is not likely to decline in the foreseeable future. Access to this document is currently restricted to respondent’s outside counsel.
5. If the information in RX-1574-001 were disclosed to the public, including respondent and other prospective bidders for Shell’s business, it would cause serious harm to Shell’s ability to negotiate for competitive prices in the future. Access to the information in RX-1574-001 would enable prospective bidders to structure their bids so as to obtain higher prices.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this ____ day of April, 2004, in Litcher, Louisiana.

Herbert A. Epstein

Sworn and subscribed to before me
This ____ day of April, 2004

Notary Public

My commission expires: _____