

BEFORE FEDERAL TRADE COMMISSION

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

Docket No. 9310

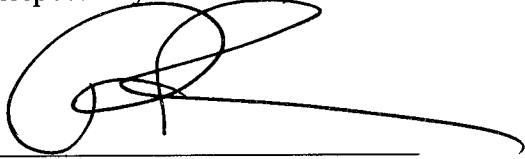
JOINT MOTION TO WITHDRAW MATTER FROM ADJUDICATION

Pursuant to Rule 2.25(a) of the Commission's Rules of Practice, Complaint Counsel and

[Redacted]

Counsel for the Respondent jointly move to withdraw this matter from adjudication for the purpose of considering an executed proposed consent agreement, which accompanies this motion. Counsel represent that in their views the agreement is appropriate to settle the issues in this proceeding and that it conforms to the requirements of Rule 2.32 of the Commission's Rules of Practice.

Respectfully submitted,



Peter Richman  
Vadim Brusser  
Lesli C. Esposito  
Dennis F. Johnson  
Mary N. Lehner  
Charlotte Manning

Counsel Supporting the Complaint

Bureau of Competition  
Federal Trade Commission

Respectfully submitted,



George S. Cary  
David I. Gelfand  
Mark W. Nelson  
Jeremy J. Calsyn  
Tanya N. Dunne

Counsel for Aspen Technology, Inc.

Cleary, Gottlieb, Steen & Hamilton  
2000 Pennsylvania Avenue, NW

CERTIFICATE OF SERVICE

I, Evelyn J. Boynton, hereby certify that on July 2, 2004, I caused a true and copy of the attached *Joint Motion to Withdraw Matter from Adjudication* to be served upon the following

Office of the Secretary

Room H-159  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

Hon. Stephen J. McGuire  
Chief Administrative Law Judge  
Federal Trade Commission  
Room H-112  
600 Pennsylvania Avenue, N.W.

Washington, D.C. 20580

George S. Cary  
Mark W. Nelson  
Cleary, Gottlieb, Steen & Hamilton