

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

In the Matter of

ASPEN TECHNOLOGY, INC.,
a corporation.

Docket No. 9310

AGREEMENT CONTAINING CONSENT ORDER

This Agreement Containing Consent Order (“Consent Agreement”), by and between Aspen Technology, Inc., (“Respondent”), by its duly authorized officers and attorneys, and counsel for the Federal Trade Commission (“Commission”), is entered into in accordance with the Commission’s Rules governing consent order procedures. In accordance therewith the parties hereby agree that:

1. Respondent Aspen Technology, Inc., is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its principal place of business located at Ten Canal Park, Cambridge, Massachusetts 02141.

10. Respondent has read the Order contemplated hereby. Respondent understands that once the Order has been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Order. Respondent agrees to comply with the Order from the date it signs this Consent Agreement. Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Order after it becomes final.

Agreed this date:
_____, 2004