

Exhibit B

DECLARATION OF CLAUDETTE D. BEYER

I, Claudette D. Beyer, based on personal knowledge, information and belief, hereby make the following statement:

1. My name is Claudette D. Beyer. I am the President and Chief Executive Officer of Heat Transfer Research Inc. ("HTRI"), a privately-held company, whose corporate headquarters are located at 150 Venture Drive, College State, Texas 77845. This declaration is submitted in support of HTRI's Motion for *In Camera* Treatment ("Motion").
2. HTRI produced various documents pursuant to subpoena in Federal Trade Commission Docket No. 9310, *In the Matter of Aspen Technology, Inc.* HTRI is requesting this Court to grant *in camera* treatment to 15 of those documents (five of which both Respondent and Complaint Counsel designated) attached to the Motion as Exhibit A.
3. HTRI is a member-supported research and development consortium, which in return for fees paid by its member companies develops and licenses heat transfer software to its members as well as undertakes heat transfer research initiatives which its member companies help identify via their participation in the consortium. To further this business purpose, HTRI communicates with its members regarding its products' particular technical and functional attributes, as well as engages in closed technical discussions with its members concerning product development, research plans and technical issues associated with such plans. Member "Communication Committees" are one avenue through which HTRI undertakes such communication with its members. Organized by member country or region (*e.g.*, the UK, Canada and Japan), Communication Committees serve as a forum for members located in a particular country or region to discuss heat

transfer-related phenomena and communicate common issues, concerns or ideas to HTRI for response or other action. In the course of communicating with its members, including its various member Communications Committees, HTRI at times discloses and discusses proprietary technical details, software calculations and product development plans. Such disclosures by HTRI, however, are protected from further outside disclosure pursuant to the confidentiality provisions of the HTRI Membership and License Agreement (“License Agreement”), which each member company signs when it joins. Under the License Agreement, each member company undertakes a confidentiality obligation, effective until three years after HTRI is dissolved, prohibiting disclosure of HTRI’s valuable product trade secrets, including its membership roster, Design Manual, technical support, technical information and publications and software packages. HTRI proprietary information and software is not available to anyone who does not sign a License Agreement. In addition, the Communication Committees operate under HTRI provided Committee and Task Force Guidelines, which reiterate the confidentiality obligations of the committee members as follows: “Protect proprietary HTRI data and maintain the confidential nature of information you may acquire as a result of your participation in a committee or task force.”

4. Three documents designated as potential exhibits (RX 1599-001-006, CX 0923-001-003, and CX 0924-001-005) are confidential communications between HTRI and three of its communications committees; confidential, proprietary HTRI information conveyed in them is subject to the License Agreement’s confidentiality terms. RX 1599-001-006 is a letter from HTRI’s Director of Software Development and Acting Director of Research to a member representative of HTRI’s UK Communications Committee responding to

specific issues raised in minutes of that committee's April 2003 meeting. CX 0923-001-003 and CX 0924-001-005, respectively, are confidential minutes of HTRI's Canadian Communications Committee and Japanese Communications Committee provided to HTRI.

5. Portions of RX 1599-001-006 (paragraphs 2.A.-B., 2.C.2., 2.C.6-7, 2.C.10, 4. (only last italicized paragraph), 5.3., and 5.4) convey specific HTRI software calculation logic and proposed adjustments and improvements to its calculation engine as well as specific enhancements and improvements to the program for unreleased Xchanger Suite 4.0 software product. Portions of CX 0923-001-003 (points under "Program User Discussion" and under "Technical Reports Discussion") discuss current software logic, future enhancements and improvements to HTRI software. CX 0924-001-005 (paragraphs (5) b), (5) g-m), (6) and (7)) discuss future enhancements and improvements to HTRI software. The information conveyed in these portions of these Communication Committee communications is proprietary, competitively-sensitive technical detail concerning HTRI's current software and enhancements now in development, which, if publicly disclosed, would cause HTRI serious and substantial competitive injury. Disclosure to third-party competitors would provide valuable competitive information, not otherwise available, which could undermine HTRI's competitive efforts and ability. Given the secret, technical nature of this information, indefinite *in camera* treatment is sought for these documents. The commercial sensitivity and proprietary value of this information will not diminish over time.
6. CX 0900-001-002 is a confidential addendum to HTRI's September 8, 2003 Board of Directors meeting. It is conspicuously marked: "Confidential to the Board of Directors

only! Not for discussion with or distribution to membership,” and as stated in its first paragraph “reflect[s] confidential, highly-sensitive, and/or proprietary matters that have not been made public to date.” Paragraph 1 of the document discusses plans for a new, unreleased product now under development, which, if publicly disclosed, would cause HTRI serious and substantial competitive injury. Disclosure to competitors would provide valuable competitive information, not otherwise available, which could undermine HTRI’s competitive efforts and ability. Paragraph 3 discusses HTRI’s ongoing negotiations with its current leaseholder and future plans for its research facility. Release of this information to the public prior to completion of negotiations would seriously impact HTRI’s negotiating position with the current leaseholder and disclosure to competitors would provide valuable competitive information not otherwise available, which could undermine HTRI’s competitive efforts and ability.

7. RX 1598-001-002 is an e-mail to me from an employee of a member company who sits as a member of HTRI’s Board of Directors and my email reply to him. This dialogue, which both parties to the communication intended as confidential, discusses HTRI future business challenges; competitive issues; and plans, direction and strategies. Public disclosure of this exchange would cause HTRI serious and substantial competitive injury for two reasons. First, disclosure to competitors would provide insight they otherwise would not have into future HTRI business plans and strategies. Second, because our member company representative engaged in this exchange with the expectation that it would be a confidential dialogue with HTRI and himself, disclosure could negatively impact HTRI’s future relationship with the HTRI member company with whom the involved board member is employed.

8. RX 1632-001-087 is HTRI's Business Plan for FY 2004. It contains details of HTRI's prior year performance and current year plans, including: (a) specific marketing goals for the year, (b) specific information regarding planned areas of research and software development, (c) specific income projections and long- and short-term debt information, and (d) general corporate operations. It is clearly marked: "Confidential Document – For Use of HTRI Board of Directors and Staff Only," and is maintained by HTRI in strict confidence. Public disclosure of this information would cause HTRI serious and substantial competitive injury by providing its competitors with access to valuable competitive information, not otherwise available, which could undermine HTRI's competitive efforts and abilities.
9. CX 0926-001-002, CX 0927-001-002, and RX 1612-001 are, respectively, internal email exchanges between (1) HTRI's Vice President of Business Development and HTRI's current South African representative, (2) an HTRI software engineer and business development staff member and an HTRI employee who maintains a database of prospective members, and (3) HTRI's Vice President of Business Development and HTRI's current French representative. Each contains confidential details regarding HTRI contacts with potential new members. Disclosure of these documents would identify HTRI's marketing efforts to potential new members, thereby causing HTRI serious and substantial competitive injury by providing HTRI's competitors insight they would not have otherwise into HTRI's new customer development efforts.
10. Respondent and Complaint Counsel both designated the following same five HTRI documents (identified by both their RX and CX exhibit label), which identify the membership classification of each HTRI member for 2000-2004: (a) RX 1649-001-

010/CX 0904-001-010; (b) RX 1650-001-010/CX 0905-001-010; (c) RX-1651-001-011/CX 0906-001-010; (d) RX 1652-001-011/CX 0907-001-010; (e) RX-1602-001-010/CX 0908-001-010. Membership classification reflects the terms of membership negotiated with a specific member and, while the attributes of each HTRI membership category generally are publicly available, HTRI maintains the detail of each individual member's membership category in strict confidence. HTRI would suffer serious and substantial competitive injury if this information was disclosed: (a) HTRI's competitors could use this information to their undue advantage in competing for HTRI's customers (members) and (b) HTRI's members could be antagonized by the disclosure of information that provides insight into their own operations and capabilities, thereby jeopardizing HTRI's ongoing relationship with its members.

11. RX 1611-001-020 is a compilation of annual license fee revenues received from HTRI member companies. This member-level revenue detail derives from -- and could be used by HTRI's competitors to interpolate -- a member's classification level and the negotiated financial terms of a member's HTRI license. Accordingly, HTRI maintains this information in strict confidence. HTRI would suffer serious and substantial competitive injury if this information was disclosed: (a) HTRI's competitors could use this information to their undue advantage in competing for HTRI's customers (members) and (b) HTRI's members could be antagonized by the disclosure of information that provides insight into their own operations and capabilities, thereby jeopardizing HTRI's ongoing relationship with its members.

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 May 20, 2004

Claudette D. Beyer
Claudette D. Beyer