

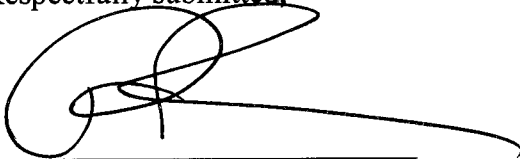
**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

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

JOINT MOTION TO WITHDRAW MATTER FROM ADJUDICATION

Pursuant to Rule 3.25(c) of the Commission’s Rules of Practice, Complaint Counsel and 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,



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Counsel Supporting the Complaint

Bureau of Competition
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Washington, D.C. 20580

DATED: July 2, 2004

Respectfully submitted,



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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 persons by hand delivery:

Donald S. Clark, Secretary
Office of the Secretary
Federal Trade Commission
Room H-159
600 Pennsylvania Avenue, N.W.
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Hon. Stephen J. McGuire
Chief Administrative Law Judge
Federal Trade Commission
Room H-112
600 Pennsylvania Avenue, N.W.
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