

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

**Before the Honorable Stephen J. McGuire
Administrative Law Judge**

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

PUBLIC VERSION

Docket No. 9310

**PRAXAIR, INC.’S MOTION FOR
IN CAMERA TREATMENT OF CERTAIN
CONFIDENTIAL DOCUMENTS DESIGNATED AS TRIAL EXHIBITS**

Non-party Praxair, Inc. (“Praxair”) moves, under Federal Trade Commission (“FTC”) Rule of Practice 3.45(b), 16 C.F.R. §3.45(b), for an order directing *in camera* treatment of certain confidential documents designated as proposed trial exhibits (“Proposed Trial Exhibits”) by Aspen Technology, Inc. (“AspenTech”). Such documents, copies of which accompany the non-public version of this motion as Confidential Exhibits A through L, include information revealing: (1) Praxair’s present and future business and research and development plans; and (2) Praxair’s confidential contractual relations with AspenTech. Praxair submits that good cause exists for *in camera* treatment of the following confidential Praxair documents for the time period specified, as public disclosure of such documents would cause “serious competitive injury.”

The portions of Proposed Trial Exhibits for which Praxair seeks *in camera* treatment are listed below:

Confidential Exhibit	Document	Length of time <i>In Camera</i> Treatment Requested
<u>GROUP 1</u>		
B	RX-1533-003	10 Years
D	RX-1533-011 to 012	10 Years
E	RX-1533-013	10 Years
F	RX-1534-001 to 015 ¹	10 Years
G	RX-1535-001 to 003	10 Years
H	RX-1535-004 to 010 ²	10 Years
J	RX-1536-001 to 004	10 Years
L	RX-1538-001 to 013 ³	10 Years
<u>GROUP 2</u>		
A	RX-1533-001 to 002	4 Years
C	RX-1533-005 to 009	4 Years
F	RX-1534-001 to 015 ⁴	4 Years
H	RX-1535-004 to 010 ⁵	4 Years
I	RX-1535-011	4 Years
K	RX-1537-001	4 Years
L	RX-1538-001-013 ⁶	4 Years

¹ *In camera* treatment under Group 1 sought for pages 004, 006, 009, and 011 to 013 only.

² *In camera* treatment under Group 1 sought for page 007 only.

³ *In camera* treatment under Group 1 sought for pages 003, 005, 007 and 009 only.

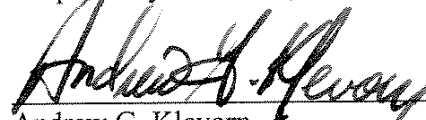
⁴ *In camera* treatment under Group 2 sought for pages 001 to 003, 005, 007 to 008, 010, 014, and 015 only.

⁵ *In camera* treatment under Group 2 sought for pages 004 to 006 and 008 to 010 only.

⁶ *In camera* treatment under Group 2 sought for all pages not covered by Group 1.

In further support of this motion, Praxair submits the attached memorandum of law. Neither the FTC nor AspenTech object to this request for *in camera* treatment of the above-identified Proposed Trial Exhibits. A proposed order is attached for the Court's convenience. Praxair respectfully requests that the Court grant this Motion for *In Camera* Treatment of Certain Confidential Documents Designated as Trial Exhibits to avoid serious competitive harm.

Respectfully submitted,



Andrew G. Klevorn
Ronit C. Barrett
EIMER STAHL KLEVORN & SOLBERG LLP
224 S. Michigan Ave., Suite 1100
Chicago, IL 60604
312-660-7600
312-692-1718 (fax)

Counsel for Non-party
Praxair, Inc.

Dated: April 29, 2004

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

Before the Honorable Stephen J. McGuire
Administrative Law Judge

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

**PROPOSED ORDER GRANTING PRAXAIR, INC.'S
MOTION FOR *IN CAMERA* TREATMENT OF CERTAIN
CONFIDENTIAL DOCUMENTS DESIGNATED AS TRIAL EXHIBITS**

Upon the motion of non-party Praxair, Inc., and for good cause shown in the memorandum of law submitted therewith, **IT IS HEREBY ORDERED** that the following confidential documents designated as Proposed Trial Exhibits be placed *in camera*:

Document	Length of <i>In Camera</i> Treatment
RX-1533-001 to 002	4 Years
RX-1533-003	10 Years
RX-1533-005 to 009	4 Years
RX-1533-011 to 012	10 Years
RX-1533-013	10 Years
RX-1534-001 to 015 ^{1 2}	4 Years /10 Years
RX-1535-001 to 003	10 Years
RX-1535-004 to 010 ^{3 4}	4 Years /10 Years
RX-1535-011	4 Years
RX-1536-001 to 004	10 Years
RX-1537-001	4 Years

¹ *In camera* treatment for 10 years granted for pages 004, 006, 009, and 011 to 013 only.

² *In camera* treatment for 4 years granted for pages 001 to 003, 005, 007 to 008, 010, 014, and 015 only.

³ *In camera* treatment for 10 years granted for page 007 only.

⁴ *In camera* treatment for 4 years granted for pages 004 to 006 and 008 to 010 only.

Document

**Length of *In Camera*
Treatment**

RX-1538-001 to 013^{5 6}

4 Years /10 Years

Stephen J. McGuire
Chief Administrative Law Judge

Dated: May_____, 2004

⁵ *In camera* treatment for 10 years granted for pages 003, 005, 007 and 009 only.

⁶ *In camera* treatment for 4 years granted for pages 001 to 002, 004, 006, 008, and 010 to 013 only.

CERTIFICATE OF SERVICE

It is hereby certified that one original and two copies of: PRAXAIR, INC.'S MOTION FOR *IN CAMERA* TREATMENT OF CERTAIN CONFIDENTIAL DOCUMENTS DESIGNATED AS TRIAL EXHIBITS; PROPOSED ORDER; MEMORANDUM OF LAW IN SUPPORT THEREOF (PUBLIC VERSION); MEMORANDUM OF LAW IN SUPPORT THEREOF (IN CAMERA VERSION; FILED UNDER SEAL) (provided in electronic form via Federal Express, not e-mail); EXHIBITS IN SUPPORT THEREOF (PUBLIC VERSION); EXHIBITS IN SUPPORT THEREOF (IN CAMERA VERSION; FILED UNDER SEAL) (provided in electronic form via Federal Express, not email); DECLARATION OF DANTE BONAQUIST (PUBLIC VERSION); DECLARATION OF DANTE BONAQUIST (IN CAMERA VERSION; FILED UNDER SEAL) (provided in electronic form via Federal Express, not e-mail); NOTICE OF APPEARANCE OF ANDREW J. KLEVORN; and NOTICE OF APPEARANCE OF RONIT C. BARRETT; were served via Federal Express and email this 29th day of April, 2004 on the following:

Donald S. Clark, Secretary
Federal Trade Commission
Room H-159
600 Pennsylvania Avenue, NW
Washington, DC 20580
secretary@ftc.gov

It is also certified that one copy of the aforementioned documents were served via Federal Express this 29th day of April, 2004 on the following:

Peter Richman
Dennis F. Johnson
Lesli C. Esposito
Mary N. Lehner
Federal Trade Commission
Room NJ-7172-A
601 New Jersey Avenue, NW
Washington, DC 20001

The Honorable Stephen J. McGuire
Chief Administrative Law Judge
Federal Trade Commission
Room H-112
600 Pennsylvania Avenue, NW
Washington, DC 20580

Jerome A. Swindell
Federal Trade Commission
Room H-374
600 Pennsylvania Avenue, NW
Washington, DC 20580

Phillip L. Broyles
Associate/Assistant Director
Federal Trade Commission
Room H-159
600 Pennsylvania Avenue, NW
Washington, DC 20580

Mark W. Nelson
Tanya N. Dunne
Counsel for Aspen Technology, Inc.
Cleary, Gottlieb, Steen & Hamilton
2000 Pennsylvania Avenue, NW
Washington, DC 20006