

# **Exhibit A**

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\* ADMITTED ONLY TO A BAR OTHER THAN THAT OF THE DISTRICT OF COLUMBIA, WORKING UNDER THE SUPERVISION OF PRINCIPALS OF THE WASHINGTON OFFICE

April 13, 2004

## VIA PRIORITY MAIL

Thomas Carmel, Esq.  
ConocoPhillips Company  
600 North Dairy Ashford  
Houston, TX 77079

Re: FTC Docket No. 9310 - In the Matter of Aspen Technology, Inc.

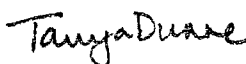
Dear Thomas:

By this letter, Aspen Technology, Inc. ("AspenTech") is providing formal notice to ConocoPhillips Company, pursuant to FTC Rule of Practice 3.45(b), 16 C.F.R. § 3.45(b), that AspenTech may introduce the material identified on Attachment A into evidence in the administrative hearing in this matter which is scheduled to begin on May 26, 2004. A copy of each document is enclosed.

FTC Rule of Practice 3.45(b) allows you to motion to the Administrative Law Judge to obtain *in camera* treatment for this material. For your convenience, we have attached a copy of this rule that sets forth the standard under which *in camera* treatment will be given. Please be aware that under the current Scheduling Order in this matter, the deadline for filing motions seeking *in camera* treatment is April 23, 2004.

Should you have any questions, please feel free to contact me.

Sincerely,



Tanya N. Dunne

Enclosures

COP Exhibit A



UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

Bureau of Competition

March 23, 2004

By Federal Express

Thomas D. Carmel, Esq.  
ConocoPhillips  
600 North Dairy Ashford  
Houston, TX 77252-2197

Re: *In the Matter of Aspen Technology, Inc.*, Docket No. 9310

Dear Tom:

By this letter Complaint Counsel are providing formal notice, pursuant to § 3.45(b) of the Commission's Rules of Practice, 16 C.F.R. § 3.45(b), that we intend to place the documents enclosed with this letter on our exhibit list and intend to offer these documents into evidence in the administrative trial in this matter, which is scheduled to begin on May 26, 2004. All exhibits admitted into evidence become part of the public record unless in camera status is granted.

Under § 4.10(g) of the Commission's Rules of Practice, 16 C.F.R. § 4.10(g), you have "an opportunity to seek an appropriate protective or in camera order." Pursuant to the Commission's Rules, the Administrative Law Judge may order that material, whether admitted or rejected as evidence, be placed in camera only after finding that its public disclosure will likely result in a clearly defined, serious injury to the person or company requesting in camera treatment. For the standards applicable to the granting of in camera treatment, please see 16 C.F.R. § 3.45(b), as explained in *In re Dura Lube Corp.*, 1999 FTC LEXIS 255 (Dec. 23, 1999); *In re Hoechst Marion Roussel, Inc.*, 2000 FTC LEXIS 157 (Nov. 22, 2000) and 2000 LEXIS 138 (Sept. 19, 2000).

Under the Administrative Law Judge's Second Revised Scheduling Order, entered March 8, 2004, the deadline for in camera motions is April 23, 2004. Any motion must be supported by a declaration or affidavit by a person qualified to explain the nature of the evidence. Should you have any questions, please do not hesitate to contact Vadim Brusser at (202) 326-3617.

Sincerely,

A handwritten signature in black ink, appearing to read "Mary N. Lehner".

Mary N. Lehner

Enclosures

# **Exhibit C**

**UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION**

\_\_\_\_\_  
In the Matter of )  
 )  
ASPEN TECHNOLOGY, INC., )  
 )  
Respondent )  
\_\_\_\_\_ )

Docket No. 9310

**DECLARATION OF BRUCE W. COLGATE IN SUPPORT OF THIRD-PARTY  
CONOCOPHILLIPS' APPLICATION FOR  
IN CAMERA TREATMENT OF CERTAIN COMPETITIVELY  
SENSITIVE BUSINESS DOCUMENTS**

STATE OF OKLAHOMA )  
 ) SS:  
KAY COUNTY )

BRUCE W. COLGATE, being duly sworn, deposes and says:

1. My name Bruce W. Colgate. I am employed as Manager, Controls and Modeling, ConocoPhillips Company.
2. Based on personal knowledge, I submit this declaration in support of *in camera* treatment of certain ConocoPhillips materials produced in this case.
3. The materials for which *in camera* treatment are sought are as follows:

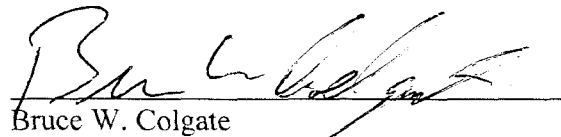
Exhibit #	Beginning Bates #	Ending Bates #
RX-1391	COP 00082	COP 000104
RX-1394	COP 000081	COP 000081
CX1069-001 - 007	COP00269	COP000275

4. Document RX-1391-001-023(current computer license agreements):  
These confidential documents reveal ConocoPhillips' contractual terms and conditions for long-term computer program licenses agreements with a competitor of Aspen Tech, that if publicly disclosed, would cause ConocoPhillips serious and substantial competitive injury.

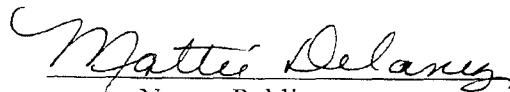
The terms and conditions of these computer license agreements are unique and proprietary to the parties. Disclosure to third-party competitors would provide valuable competitive information, not otherwise available, which would put ConocoPhillips at a competitive disadvantage in current and future license agreements with third parties.

5. Document RX1394-001: This confidential document provides a summary of computer program licenses, the term of such licenses, the total contract revenues and annual royalty payments to Simulation Sciences, Inc., a competitor of Aspen Tech. Public disclosure of the terms, total contract revenues, and annual royalty payment would cause ConocoPhillips serious and substantial competitive injury. For example, third-party knowledge of the expiration date of an existing license would put ConocoPhillips at a competitive disadvantage in negotiating a new license agreement with a third party.
6. Document CX1069-0001-007 (process simulation software comparison between Aspen Technology, Inc. and Simulation Sciences): This Confidential Document sets forth sensitive information, including strategies and formulae used to evaluate business opportunities, the significance of which are not likely to diminish in the foreseeable future. Public disclosure of this information would compromise ConocoPhillips negotiating position in future business opportunities.

FURTHER, affiant sayeth not.

  
Bruce W. Colgate

Sworn and subscribed before me this  
29<sup>th</sup> day of April, 2004

  
Notary Public

*my commission expires 03/18/06.*