



Office of the Secretary

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

December 20, 2004

George S. Cary, Esquire
Cleary, Gottlieb, Steen & Hamilton
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

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

Dear Mr. Cary:

This letter responds to the October 14, 2004, Application for Approval of Proposed Divestiture of the Engineering Software Assets ("Application") to Honeywell International Inc. and others ("Honeywell") requesting that the Commission approve Aspen Technology, Inc.'s proposed divestiture of the Engineering Software Assets to Honeywell, pursuant to the order in this matter. The application was placed on the public record for comments until November 18, 2004, and two comments were received.

After consideration of the proposed divestiture as set forth in the Application and supplemental documents, as well as other available information, the Commission has determined to approve the proposed divestiture of the Engineering Software Assets to Honeywell.

In according its approval of the proposed divestiture, the Commission has relied upon the information submitted and representations made in connection with Aspen Technology, Inc.'s Application, and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Harbour not participating.

Donald S. Clark
Secretary

cc: Richard G. Parker, Esquire
O'Melveny & Myers LLP
1625 Eye Street, NW
Washington, DC 20006