

NOTICE OF APPEARANCE



CASE NAME

Aspen Technology, Inc.

FILE/DOCKET NUMBER

Docket No. 9310

► Pursuant to Section 4.1 of the Commission's Rule of Practice, enter in the above proceeding the appearance of

counsel or representative for the respondent (Complete items 1, 2, 4, and 5 below)

counsel supporting the complaint (Complete items 1, 3, 4, and 5 below)

1. COUNSEL OR REPRESENTATIVE

2. RESPONDENTS

Include name, address and telephone of each

George S. Cary
Cleary, Gottlieb, Steen & Hamilton
2000 Pennsylvania Ave., N.W.
Washington, D.C. 20006
(202) 974-1920

Include address and telephone numbers of all persons, partnerships, corporations, or associations

Aspen Technology, Inc.
Ten Canal Park
Cambridge, MA 021141-2201
(617) 949-1000

3. ASSOCIATE/ASSISTANT DIRECTOR

4. SIGNATURE OF SENIOR COUNSEL

5. DATE SIGNED

September 3, 2003

Return this form to:

H-159
Federal Trade Commission
600 Pennsylvania Ave. NW
Washington, D.C. 20580

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION
OFFICE OF ADMINISTRATIVE LAW JUDGES**

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

Docket No. 9310

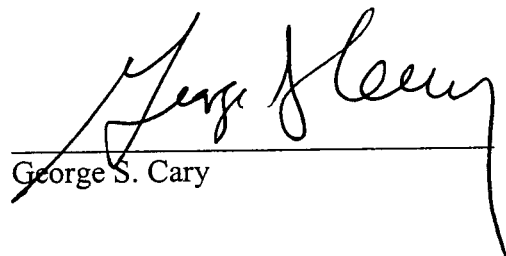
DECLARATION OF GEORGE S. CARY

I, George S. Cary, declare:

1. I am an attorney with the law firm of Cleary, Gottlieb, Steen & Hamilton, counsel for Respondent Aspen Technology, Inc. I make this declaration pursuant to Rule 4.1(d) of the Federal Trade Commission's Rules of Practice.
2. I am a member of the Bar of the District of Columbia (#285411) and am admitted to practice before the District of Columbia Court of Appeals. I further attest that I am in good standing within the legal profession.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: September 3, 2003.



George S. Cary

CERTIFICATE OF SERVICE

I, Tanya N. Dunne, hereby certify that on September 3, 2003, I caused a true and correct copy of the attached *Notice of Appearance and Declaration of George S. Cary* to be served upon the following persons by hand delivery or first-class mail:

Donald S. Clark, Secretary
Federal Trade Commission
Room H-159
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580

Hon. Stephen J. McGuire
Chief Administrative Law Judge
Federal Trade Commission
Room H-112
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580

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

Jerome A. Swindell
Federal Trade Commission
Room H-374
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580



Tanya N. Dunne