

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

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

NON-PARTY SOLUTIA INC.'S SECOND MOTION FOR IN CAMERA TREATMENT

COMES NOW Solutia, Inc. (“Solutia”), a non-party to the above-captioned action, and in accordance with the Chief Administrative Law Judge’s May 6, 2004, Order (“Order”) respectfully files this Second Motion for In Camera Treatment and requests that this court grant in camera treatment pursuant to 16 CFR 3.45(b) to the narrowed collection of documents set forth in the attached Exhibit A.¹ In support of its Motion, Solutia states the following:

On May 6, 2004, the Chief Administrative Law Judge entered an Order in this matter which in part denied Solutia’s original motion for in camera treatment. The Order also gave Solutia up to and including May 12, 2004, within which to submit a new motion for in camera treatment which narrowed the documents for which Solutia sought protection. This Motion is Solutia’s new motion.

In camera treatment is warranted for this narrowed body of documents, attached hereto as Exhibit A, because (1) Solutia will suffer serious competitive harm if the documents at issue are disclosed to the public; and (2) the risk of harm is not outweighed by the importance of the

¹ The documents attached as Exhibit A are the only portion of this motion that is being filed on a non-public basis. Solutia reserves the right to include the deposition transcript of Mr. Robert Newton as part of Exhibit A to the extent that either the FTC or Aspen Technology seek to introduce any portions of that deposition at trial.

information to the matter to be decided by the Commission. Solutia believes that a limited 5 year period of in camera treatment is warranted.

The narrowed body of documents (Exhibit A) which Solutia is seeking to protect include a “Company Confidential” internal email which contains confidential proprietary information relating to the specific terms of certain agreements that Solutia has negotiated and entered into with third-parties (SOL-014 – SOL-015 and SOL-127 – SOL-128) (two copies of identical email). The information contained in this document is competitively sensitive and is held in strict confidence by Solutia. If such information were disclosed publicly, Solutia would suffer serious competitive harm. (See Declaration of Robert Newton, attached hereto as Exhibit B, at ¶¶ 3-5).

The documents for which Solutia seeks protection also include information that relates to Solutia’s personnel resources (SOL-026 – SOL-035). Solutia’s business is based in part on the specialized knowledge, skill and talent of its engineers and other personnel. Given Solutia’s current Chapter 11 bankruptcy standing, competitors could use such information to solicit key employees to leave Solutia and go to work for one of its competitors, thus harming Solutia’s well-being and affecting its ability to exit from bankruptcy. (Exhibit B, Newton Decl. at ¶¶ 3 and 6).

For the foregoing reasons, Solutia’s Motion for In Camera Treatment should be granted and the documents contained in Exhibit A be treated as “Restricted Confidential-Outside Counsel Only” as provided under the Protective Order in this matter.

Respectfully submitted,

HUSCH & EPPENBERGER, LLC

By: /s/ Omri E. Praiss
Omri E. Praiss
The Plaza in Clayton Office Tower
190 Carondelet Plaza, Suite 600
St. Louis, MO 63105
Phone: 314.480.1500
Fax: 314.480.1505

Attorneys for Third-Party Solutia, Inc.

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

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

[PROPOSED] ORDER

Upon review of Solutia Inc.’s (“Solutia”) Second Motion For In Camera Treatment,

IT IS ORDERED THAT:

1. Solutia’s Second Motion for In Camera Treatment is granted.
2. The documents attached hereto shall receive in camera treatment for a period of five (5) years.

Dated: _____

Judge

CERTIFICATE OF SERVICE

I, Omri E. Praiss, hereby certify that on this 12th day of May, 2004, I caused copies of the foregoing NON-PARTY SOLUTIA, INC.'S SECOND MOTION FOR IN CAMERA TREATMENT and the supporting DECLARATION OF ROBERT NEWTON to be filed and or served as follows:

a electronic copy of a Public Record version sent via electronic mail to:

Secretary of the Commission
Federal Trade Commission
e-mail: secretary@ftc.gov;

the original plus two paper copies and electronic copy on disk by Federal Express, priority overnight delivery to:

Donald S. Clark
Secretary of the Commission
Federal Trade Commission
600 Pennsylvania Ave., NW
Washington, DC 20580;

two paper copies by Federal Express, priority overnight delivery to

Stephen J. McGuire
Chief Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, NW
Washington, DC 20580;

by Federal Express, priority overnight delivery to:

George S. Cary
Cleary, Gottlieb, Steen & Hamilton
2000 Pennsylvania Avenue, NW
Washington, DC 20006; and

electronically by electronic mail to:

Vadim Brusser, Staff Attorney
Federal Trade Commission
Bureau of Competition
vbrusser@ftc.gov

Phillip Broyles, Assistant Director of Mergers III
Federal Trade Commission
pbroyles@ftc.gov

/s/ Omri E. Praiss
Omri E. Praiss