



The Dow Chemical Company
Midland, Michigan 48674

April 23, 2004

Mark W. Nelson
Cleary, Gottlieb, Steen & Hamilton
2000 Pennsylvania Avenue, N.W.
Washington, DC 20006-1801

Re: FTC Docket #9310-In the Matter of Aspen Technology, Inc.

Dear Mark:

I am writing in response to the letter I received from Tonya Dunne of your office with respect to the captioned matter dated April 13, 2004, as supplemented and clarified by the voice mail Ms. Dunne left me on April 16 and my phone call with you of today. I am writing to confirm my understanding that Aspentech does not currently intend to introduce into evidence in the administrative hearing in this matter the deposition transcript of Jerry Gipson. Accordingly, Dow has not considered which portions of Mr. Gipson's transcript would be appropriate for *in camera* treatment and has not filed a motion seeking *in camera* treatment with respect to that transcript. I note in passing that because the letter we received April 13 did not specify any particular portions of Mr. Gipson's transcript such an exercise by Dow would, in any event have been unduly burdensome and impracticable.

We trust that Aspentech will not seek to introduce into evidence any or all of Mr. Gipson's transcript without first providing adequate notice to Dow and affording Dow an opportunity to move for appropriate *in camera* treatment of the transcript.

Sincerely,

A handwritten signature in black ink, appearing to read "SR Pennock".

Scott R. Pennock
Counsel
Tel.: 989-636-0452
Fax: 989-638-9393