


NOTICE OF APPEARANCE



CASE NAME In the Matter of MSC Software Corporation, a corporation	FILE/DOCKET NUMBER D-09299
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- 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
<small>Include name, address and telephone of each</small> Julie L. Brennan Colin R. Kass Gregg F. LoCascio Kirkland & Ellis 655 15th Street, NW Washington, DC 20005-5793 (202) 879-5000 (202) 879-5200 (facsimile)	<small>Include address and telephone numbers of all persons, partnerships, corporations, or associations</small> MSC Software Corporation 2 MacArthur Place Santa Ana, CA 92707 (714) 540-8900 (714) 784-4056 

3. ASSOCIATE/ASSISTANT DIRECTOR

4. SIGNATURE OF SENIOR COUNSEL <i>Tefft W. Smith</i>	5. DATE SIGNED 2/19/02
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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**

IN THE MATTER OF)	
)	
MSC.SOFTWARE CORPORATION,)	Docket No. 9299
)	
a corporation.)	

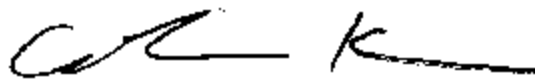
DECLARATION OF COLIN R. KASS

I, Colin R. Kass, declare:

1. I am an attorney with the law firm of Kirkland & Ellis, counsel for Respondent, MSC Software Corporation. I make this declaration pursuant to Rule 4.1 of the Federal Trade Commission's Rules of Practice.
2. I am a member in good standing of the bar of the District of Columbia (# 460630) and admitted to practice before the Court of Appeals of the District of Columbia. 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: February 19, 2002



Colin R. Kass

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

<p style="text-align:center">IN THE MATTER OF</p> <p>MSC.SOFTWARE CORPORATION,</p> <p>a corporation.</p>))))))))))	Docket No. 9299
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DECLARATION OF JULIE L. BRENNAN

I, Julie L. Brennan, declare:

1. I am an attorney with the law firm of Kirkland & Ellis, counsel for Respondent, MSC Software Corporation. I make this declaration pursuant to Rule 4.1 of the Federal Trade Commission's Rules of Practice.
2. I am a member in good standing of the Virginia State bar (# 46684). 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: February 19, 2002



Julie L. Brennan

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

IN THE MATTER OF)
MSC.SOFTWARE CORPORATION,)
a corporation.)

Docket No. 9299

DECLARATION OF GREGG F. LOCASCIO

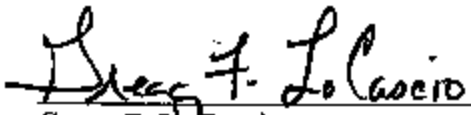
I, Gregg F. LoCascio, declare:

1. I am an attorney with the law firm of Kirkland & Ellis, counsel for Respondent, MSC Software Corporation. I make this declaration pursuant to Rule 4.1 of the Federal Trade Commission's Rules of Practice.

2. I am a member in good standing of the bar of the District of Columbia (# 452814) and admitted to practice before the Court of Appeals of the District of Columbia. 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: February 19, 2002


Gregg F. LoCascio

CERTIFICATE OF SERVICE

This is to certify that on Tuesday, February 19, 2002, I caused a copy of the attached Notice of Appearance to be served via hand-delivery upon the following persons.

Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, DC 20580

Richard B. Dagen, Esquire
Federal Trade Commission
601 Pennsylvania Avenue, N.W.
Washington, DC 20580

P. Abbott McCartney
Federal Trade Commission
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David Shotlander

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