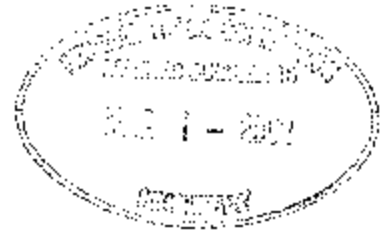


UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



In the Matter of)
)
MSC.SOFTWARE CORPORATION,)
a corporation.)
_____)

Docket No. 9299

To: The Honorable D. Michael Chappell
Administrative Law Judge

COMPLAINT COUNSEL'S WITHDRAWAL OF EMERGENCY MOTION

Complaint Counsel hereby withdraw Complaint Counsel's January 22, 2002, Emergency Motion.

Respectfully submitted,

P. Abbott McCartney
Peggy D. Bayer
Michael G. Cowie
Kent E. Cox
Karen A. Mills
Nancy Park
Patrick J. Roach
Counsel Supporting the Complaint
Bureau of Competition
Federal Trade Commission
Washington, D.C. 20580
(202) 326-2695
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Dated: February 28, 2002

CERTIFICATE OF SERVICE

This is to certify that on February 28, 2002, I caused a copy of Complaint Counsel's Opposition to Respondent MSC Software Corporation's Motion for Protective Order (Public Record Version) to be served:

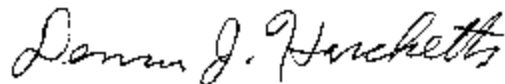
(a) via facsimile transmission, followed by hand-delivery of a copy to:

Marimichael O. Skubel, Esquire
KIRKLAND & ELLIS
655 Fifteenth Street, N.W.
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(202) 879-5034
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Counsel for MSC Software Corporation

and (b) by hand-delivery of a copy to:

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



Dennis J. Harcketts