UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of	)	
	)	**Docket No. 9299**
MSC.SOFTWARE CORPORATION,	)	
a corporation.	)	
	)	**PUBLIC VERSION**

May 23, 2002

COMPLAINT COUNSEL'S MEMORANDUM IN SUPPORT OF THIRD PARTY HARRY SCHAEFFER'S MOTION TO QUASH SUBPOENA

Complaint Counsel file this Memorandum in support of third party Harry Schaeffer's Motion to Quash the Subpoena *Ad Testificandum* issued by MSC.Software Corporation ("MSC"). Relief is appropriate because MSC waited until the last minute to try and schedule a deposition of Dr. Schaeffer.

Complaint Counsel have been willing to work with MSC to schedule the depositions of third parties, but MSC is now too late. MSC has been aware of Dr. Schaeffer's potential role in this case for a long time. MSC has been aware since at least November of last year that Dr. Schaeffer was involved with Ansys, Inc., in an effort to introduce a new version of Nastran in competition with MSC. [Attachment - Ex. A Confidential Doc.]. Dr. Schaeffer is well known and well respected in the Nastran community. In fact, Dr. Schaeffer even worked for MSC for a short period of time. Moreover, Dr. Schaeffer has been on Complaint Counsel's witness list since December 17, 2001. [Ex. B]. MSC has had **over 5 months** to schedule a deposition with Dr. Schaeffer. Instead, MSC chose to wait until the last possible moment to schedule the deposition.

Furthermore, MSC has had the opportunity to address issues relating to Dr. Schaeffer and

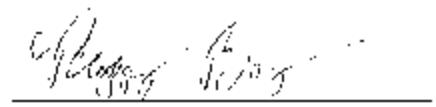
SAS, through its many depositions of Ansys executives. MSC in fact has addressed these issues repeatedly in its depositions of Michael Wheeler, Joseph Solecki, and Robert Dunbar. Additionally, MSC is expected to depose Jim Cashman, the CEO of Ansys, at the end of May, and will again have an opportunity to address issues regarding SAS and Dr. Schaeffer.

MSC's suggestion that the deposition of Dr. Schaeffer take place in June, after the close of discovery, interferes with Complaint Counsel's work on the pre-trial proposed findings and pre-trial briefs. Furthermore, Complaint Counsel needs the month of June to prepare for trial and focus on the tasks listed on the Scheduling Order. Complaint Counsel should not have to defend depositions that MSC should have taken at an earlier date.

For the reasons set forth above, Complaint Counsel believe that Dr. Schaeffer's Motion to Quash should be granted.

Dated: May 23, 2002

Respectfully Submitted,



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CERTIFICATE OF SERVICE

This is to certify that on May 23, 2002, I caused a copy of Complaint Counsel's Memorandum in Support of Third Party Harry Schaeffer's Motion to Quash Subpoena to be served via facsimile transmission and/or by hand-delivery of a copy the following day to the following person:

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