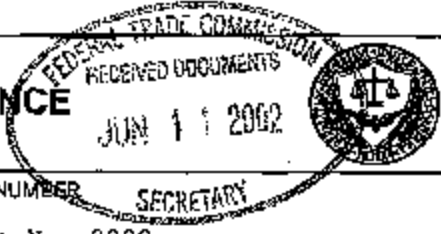


FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

NOTICE OF APPEARANCE



CASE NAME	FILE/DOCKET NUMBER
In the Matter of MSC Software Corp.	Docket No. 9299

- Pursuant to Section 4.1 of the Commission's Rule of Practice, enter in the above proceeding the appearance of
- counsel or representative for ^{third party} ~~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 THIRD PARTY
<p>Include name, address and telephone of each</p> <p>Wayne Dale Collins Shearman & Sterling 599 Lexington Ave. New York, NY 10022 (212) 848-4127</p> <p>James J. O'Connell, Jr. Merrill Godfrey Shearman & Sterling 801 Pennsylvania Ave., N.W. Suite 900 Washington, DC 20004 (202) 508-8000</p>	<p>Include address and telephone numbers of all persons, partnerships, corporations, or associations</p> <p>Dassault Systemes 9, Quai Marcel Dassault 92156 Suresnes Cedex France 011-33-140-9942-17 Attn: Corinne Mathez</p>

3. ASSOCIATE/ASSISTANT DIRECTOR

4. SIGNATURE OF SENIOR COUNSEL <i>Wayne Dale Collins</i> by <i>[Signature]</i>	5. DATE SIGNED June 11, 2002
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Return this form to: H-159
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