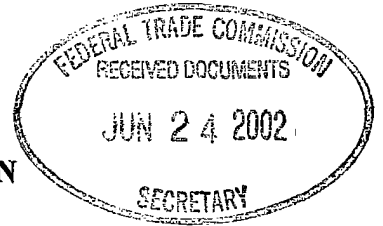


UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



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

Docket No. 9299

**MSC.SOFTWARE CORPORATION'S REPLY ADDRESSING KEY
MISREPRESENTATION BY COMPLAINT COUNSEL ON
SEVEN DAY ADVANCE NOTICE ISSUE
AND INTEGRATED MOTION FOR LEAVE TO REPLY**

Complaint Counsel – in its Response to MSC's Motion For Seven Day Advance Notice of Witness Order – attempts to convince Your Honor that a seven-day advance notice would be unworkable and unreasonable. In doing so, Complaint Counsel refers to a sentence from § 22.23 the Manual for Complex Litigation discussing the need for “balancing opposing counsel's need for time to prepare against the possibility that intervening developments will require change.” (See Complaint Counsel's Br. at 1 (citing Manual for Complex Litigation § 22.23).)

What Complaint Counsel fails to tell Your Honor, however, is that the very next sentence of § 22.23 of the Manual for Complex Litigation supports MSC's request for seven-day notice: “Some courts require a tentative listing of the order of witnesses and exhibits a week or more in advance, with changes to be communicated as soon as known” Id. § 22.23.

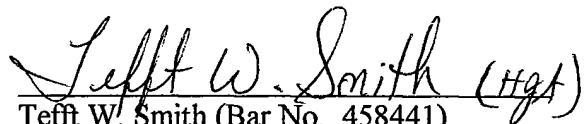
Complaint Counsel's effort to convince Your Honor that a one-week notice period is unworkable based upon the Manual for Complex Litigation was not only unconvincing, but intentionally misleading.

As the Manual makes clear, balancing the need for MSC to prepare and any intervening developments in Complaint Counsel's case can be addressed by the parties simply notifying each other throughout the case of any unavoidable changes to the witness schedule.

Particularly in this case – where Complaint Counsel originally disclosed 89 possible witnesses and even today appears to not intend to call many of the witnesses on its “final” witness list – the actual guidelines of the Manual for Complex Litigation suggesting “a tentative listing of the order of witnesses and exhibits a week or more in advance” is both appropriate and fair to both parties.

MSC also hereby requests that the Court grant MSC leave to file this Reply brief to address the material misrepresentation made by Complaint Counsel in its response to MSC's opening brief.

Respectfully submitted,

Handwritten signature of Tefft W. Smith in cursive script.

Tefft W. Smith (Bar No. 458441)
Marimichael O. Skubel (Bar No. 294934)
Michael S. Becker (Bar No. 447432)
Bradford E. Biegon (Bar No. 453766)
Larissa Paule-Carres (Bar No. 467907)
KIRKLAND & ELLIS
655 15th Street, N.W.
Washington, D.C. 20005
(202) 879-5000 (tel.)
(202) 879-5200 (fax)

Counsel for Respondents,
MSC Software Corporation

June 21, 2002

CERTIFICATE OF SERVICE

This is to certify that on June 21, 2002, I caused a copy of Respondent MSC Software Corporation's Reply Addressing Key Misrepresentation by Complaint Counsel on Seven Day Advance Notice Issue and Integrated Motion for Leave to Reply to be served upon the following persons by:

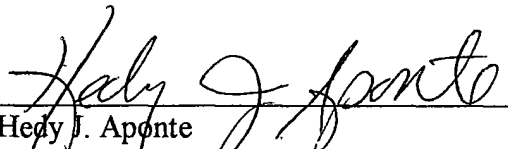
Hand Delivery

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

Richard B. Dagen, Esq.
Federal Trade Commission
601 Pennsylvania Avenue, NW Washington,
DC 20580

P. Abbott McCartney, Esq.
Federal Trade Commission
601 Pennsylvania Avenue, NW
Washington, DC 20580

Karen Mills, Esq.
Federal Trade Commission
601 Pennsylvania Avenue, NW
Washington, DC 20580


Hedy J. Aponte
KIRKLAND & ELLIS
655 15th Street, NW
Washington, D.C. 20005
(202) 879-5000 (tel.)
(202) 879-5200 (fax)