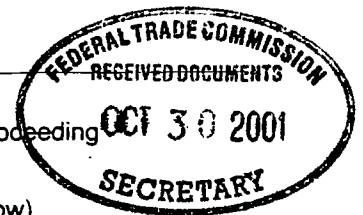


CASE NAME

In the Matter of MSC.Software Corporation, a Corporation

FILE/DOCKET NUMBER

D-09299



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

Include name, address and telephone of each

Tefft W. Smith
Marimichael O. Skubel
Michael S. Becker
Bradford E. Biegon
Larissa Paule-Carres
Kirkland & Ellis
655 15th Street, N.W.
Washington, DC 20005-5793
(202) 879-5000
(202) 879-5200 (facsimile)

2. RESPONDENTS

Include address and telephone numbers of all persons, partnerships, corporations, or associations

MSC.Software Corporation
2 MacArthur Place
Santa Ana, CA 92707
(714) 540-8900
(714) 784-4056

UNITED STATES OF AMERICA

~~PROCEEDINGS OF THE FEDERAL TRADE COMMISSION~~

IN THE MATTER OF  
MSC SOFTWARE CORPORATION,  
a corporation.

Docket No. 9299

~~DECLARATION OF TEFFT W. SMITH~~

I, Tefft W. Smith, 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~~

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

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

Docket No. 9299

DECLARATION OF MARIMICHAEL O. SKUBEL

I, Marimichael O. Skubel, 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 F.T.C. Rules.

[REDACTED]

IN THE MATTER OF )

MSC SOUTH LIT CORPORATION )

Case No. 0000 )

a corporation. )

**DECLARATION OF LARISSA PAULE-CARRES**

I, Larissa Paule-Carres, declare:

I am an attorney with the law firm of Kirkland & Ellis, counsel for Defendant

UNITED STATES OF AMERICA  
DEPARTMENT OF JUSTICE  
FEDERAL TRADE COMMISSION

MSC.SOFTWARE CORPORATION, )

Docket No. 9299

a corporation. )  
\_\_\_\_\_ )

DECLARATION OF MICHAEL S. BECKER

I, Michael S. Becker, 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.

I am a member in good standing of the bar of the District of Columbia (#447422) and  
\_\_\_\_\_  
\_\_\_\_\_

UNITED STATES OF AMERICA

DEPARTMENT OF COMMERCE  
FEDERAL TRADE COMMISSION

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

Docket No. 9299

DECLARATION OF BRADFORD E. BIEGON

I, Bradford E. Biegon, declare:

**CERTIFICATE OF SERVICE**

This is to certify that on October 30, 2001, I caused a copy of the attached Notice of Appearance to be served upon the following persons by U.S. first class mail, postage pre-paid:

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

Richard B. Dagen, Esquire  
P. Abbott McCartney, Esquire  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, DC 20580



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Lisa A. Horton