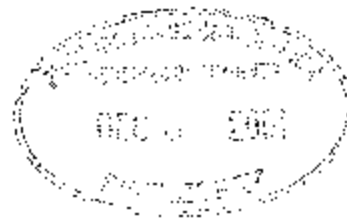


UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION



In the Matter of )  
 )  
MSC.SFTWARE CORPORATION, )  
a corporation. )

Docket No. 9299

**AMENDED PROTECTIVE ORDER GOVERNING DISCOVERY MATERIAL**

For the purpose of protecting the interests of the parties and persons who are not parties in the above-captioned matter (the "Matter") against improper use and disclosure of confidential

[REDACTED]



Party by another Party or by a Third Party in connection with discovery of this Matter, and includes without limitation deposition testimony, deposition exhibits, interrogatory responses, admissions, affidavits, declarations, documents produced pursuant to compulsory process or voluntarily in lieu thereof.

2 This approach concerns the distribution of the total amount of the [redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

(a) Division of [redacted] [redacted]

[redacted]

[redacted]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Disputes concerning the designation or disclosure of Restricted Confidential,  
Attorney-Client Privileged or Other material shall be resolved in accordance with the provisions

(c) No Presumption or Inference

No presumption or inference shall be drawn that material designated Restricted  
~~Confidential, Attorney-Client Privileged or Other~~

- (e) the Administrative Law Judge and personnel assisting him;
  - (f) court reporters and deposition transcript reporters;
  - (g) judges and other court personnel of any court having jurisdiction over any appeal
- 

- (h) any author or recipient of the Confidential Discovery Material (as indicated on the face of the document, record or material), and any individual who was in the direct chain of supervision of the author at the time the Confidential Discovery
- 

5. In addition to the above-described persons, certain named designated individuals, including not more than two in-house counsel for Respondent, who do not have day to day business responsibilities, if approved by the Administrative Law Judge pursuant to the terms of this paragraph, shall be provided with access to Confidential Discovery Material, including material designated as "Confidential" and "Restricted Confidential,"

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permitted by this Protective Order; and

- (d) to use such Confidential Discovery Material and the information contained therein solely for the purpose of rendering consulting services to a Party to this Matter

including providing testimony in judicial or administrative proceedings arising out of this Matter.

- 7. This paragraph governs the procedures for the following specified disclosures and challenges to designations of confidentiality.

- (a) Disclosure of Confidential Discovery Material to Experts Who Are Current Officers, Directors or Employees of Companies which Develop or Supply

CAD/CAD-Related Current Officers, Directors or Employees of Companies

Such Companies (Other than In-house Counsel Designated Pursuant to Paragraph 5 hereto).



the Administrative Law Judge as provided by paragraph 7(a) of this Protective

Order. If the Producing Party does not object to the disclosure of Confidential Discovery Material to the identified expert within five (5) business days, the disclosing Party may disclose the Confidential Discovery Material to the identified expert.

(b) Challenges to Confidentiality Designations

If any Party seeks to challenge a Producing Party's designation of material as Confidential Discovery Material

other Party, and be accompanied by a certification that the report and confer

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11 If any Party receives a discovery request in another proceeding that may require the disclosure of a Producing Party's Confidential Discovery Material, the subpoena recipient

shall be in writing and, if not otherwise done, sent for receipt by the Producing Party at least five (5) business days before production, and shall include a copy of this Protective Order.

16. This Protective Order shall not apply to the disclosure by a Producing Party or its Counsel of such Producing Party's Confidential Discovery Material to such Producing Party's employees, agents, former employees, board members, directors, and officers.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

18. Entry of the foregoing Protective Order is without prejudice to the right of the Parties or Third Parties to apply for further protective orders or for modification of any provision of this Protective Order.

ORDERED:

*Dm Chappell*

Administrative Law Judge

Dated: December 6, 2001



[4. I understand that if I am receiving Confidential Discovery Material as an Expert/Consultant, as that term is defined in this Protective Order, the restrictions on my use of Confidential Discovery Material also include the duty and obligation:

a. to maintain such Confidential Discovery Material in separate locked rooms or locked cabinets when such Confidential Discovery Material is

b. to return such Confidential Discovery Material to Complaint Counsel or Respondent's Outside Counsel, as appropriate, upon the conclusion of my assignment or retention; and

c. to use such Confidential Discovery Material and the information contained