UNITED STATES OF AMERICA FEDERAL TRADE COMMISSION



In the Matter of	ý	- 1
MSC.SOFTWARE CORPORATION,)	Docket No. 9299
a corporation	į	
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AMENDED PROTECTIVE ORDER GOVERNING DISCOVERY MATERIAL

J.	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
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(including legal assistants, clerical staff, and information management personnel) and temporary personnel retained by such law firms to perform legal or clerical duties, or to provide logistical litigation support with regard to this Matter; provided that any attorney associated with Outside Counsel shall not be a director, officer or employee of Respondent. The term Outside Counsel does not include persons retained as consultants or experts for the purpose of this Matter.

7. "Producing Party" means a Party or Third Party that produced or intends to produce Confidential Discovery Material to any of the Parties. As to Confidential Discovery Material of a Third Party that is produced by or in the possession, custody or control of the FTC, "Producing Party" shall mean the Third Party that originally provided the

Confidential Discovery Material to the FTC. As to any document or material prepared by, or on behalf of the FTC, "Producing Party" shall mean the FTC.

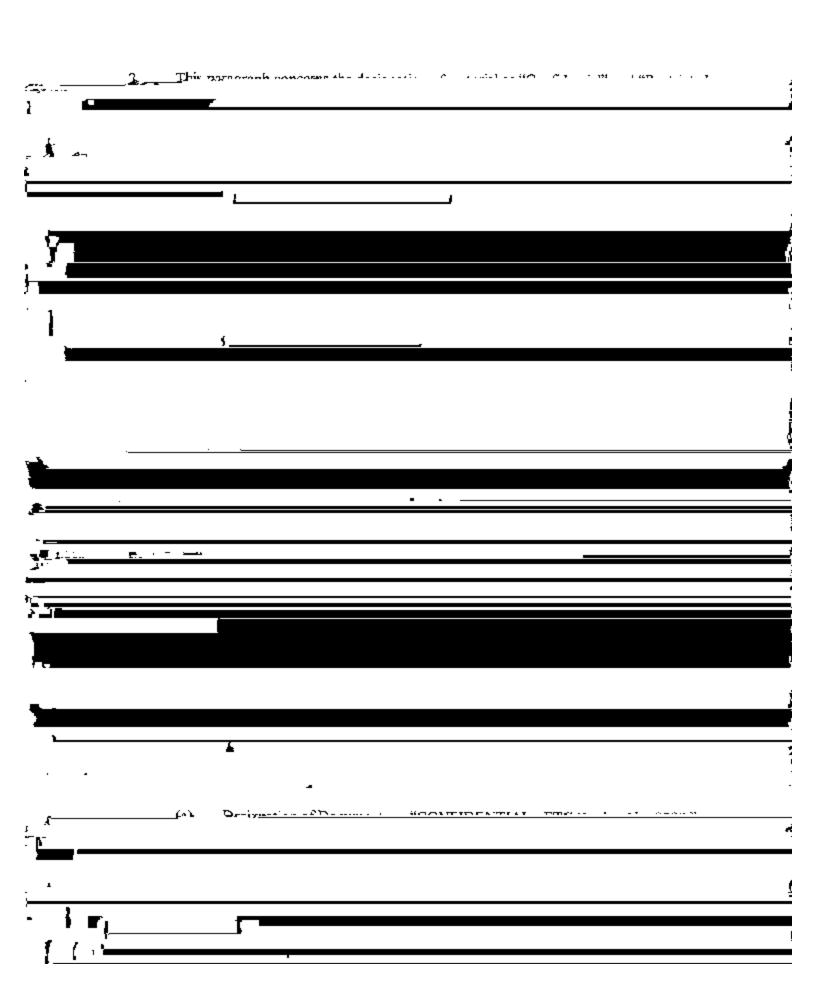
8. "Third Party" means any natural nerson, partnership, corporation, association, or other

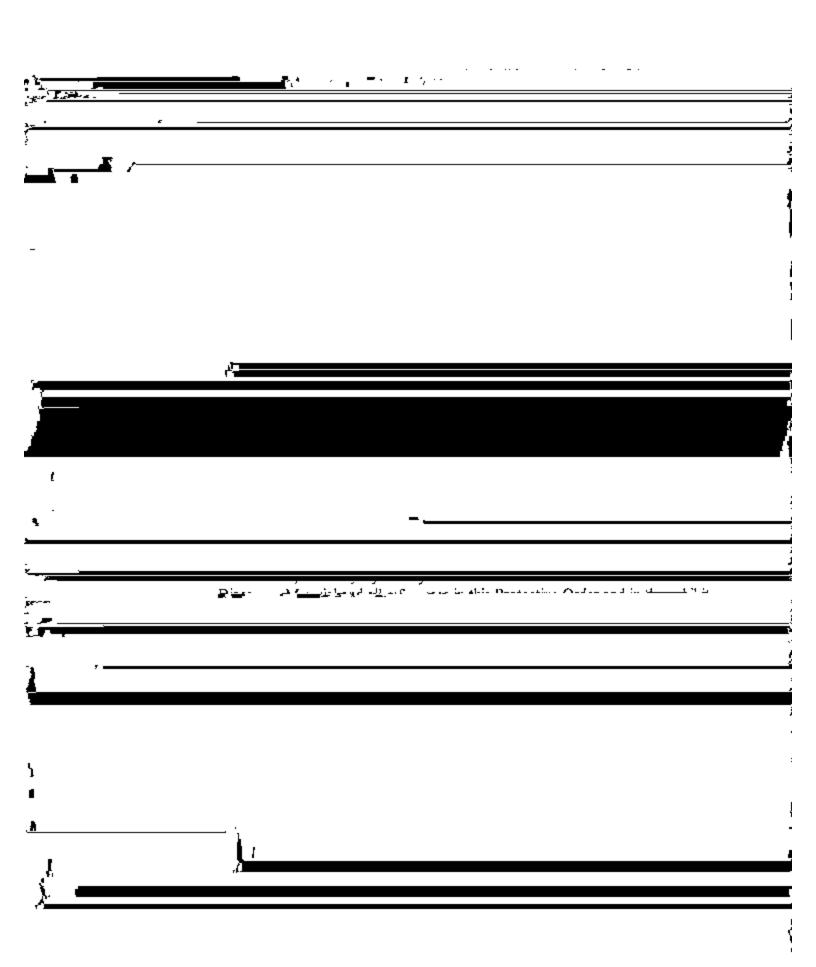
legal entity not named as a party to this Matter and its employees, directors, officers, attorneys, and agents.

9. "Expert/Consultant" means experts or other persons who are retained to assist Complaint Counsel or Respondent's counsel in preparation for trial or to give testimony at trial in

10. "Customers of a company which develops or supplies CAD/CAE software," "customers of such companies," or "customer of such a company" means only a customer using the

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	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.
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		Disputes concerning the designation or disclosure of Restricted Confidential,
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	(c)	No Presumption or Inference
_		No presumption or inference shall be drawn that material designated Restricted

- (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

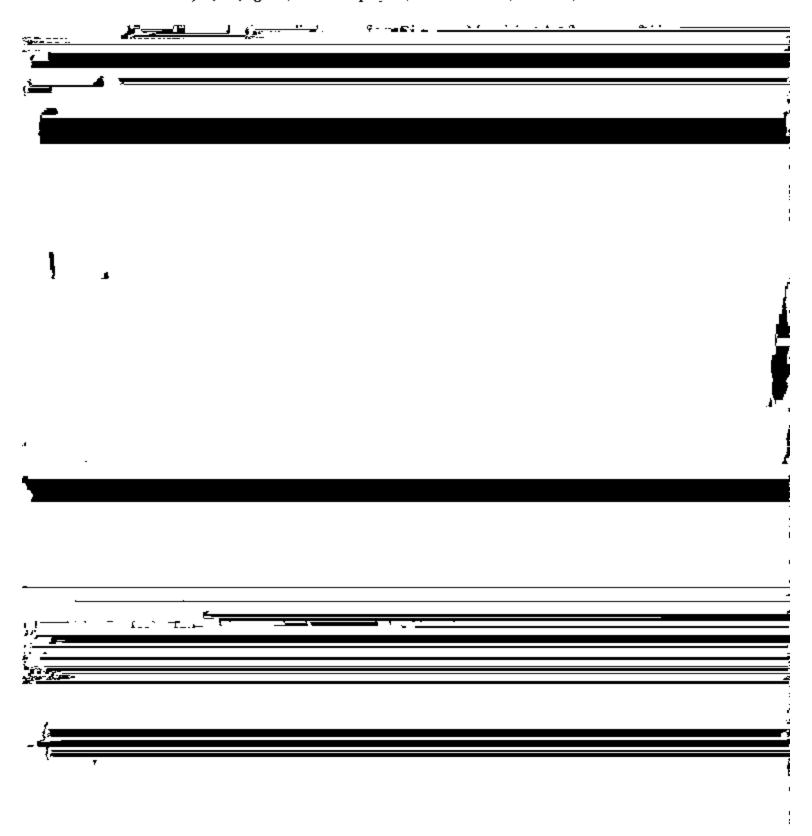
(h) any author or recipient of the Confidential Discovery Material (as indicated on the face of the document, record or material), and any individual who was in the direct chain of supervision of the author at the time the Confidential Discovery

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,

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	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	• } '	(d) to use such Confidential Discovery Material and the information contained therein splely for the nurmose of rendering consulting services to a Party to this Matter
Officers, Directors or Employees of Companies which Develop or Supply	Officers, Directors or Employees of Companies which Develop or Supply	7.	of this Matter. This paragraph governs the procedures for the following specified disclosures and challenges to designations of confidentiality.
			Officers, Directors or Employees of Companies which Develop or Supply

If any Party receives a discovery request in another proceeding that may require the U 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

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.



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:

Administrative Law Judge

Dated: December 6, 2001

EXHIBIT A

UNITED STATES OF AMERICA FEDERAL TRADE COMMISSION

In the Matter of MSC.SOFTWARE CORPORATION a corporation.))) Docket No. 9299 N,))
ORDER GO	ON CONCERNING PROTECTIVE ERNING DISCOVERY MATERIAL Eclare and certify the following to be true:
[Statement of emplo]	-
2. I have read the "Ame ("Protective Order") issued by Adm connection with the above-captione	nded Protective Order Governing Discovery Material" nistrative Law Judge D. Michael Chappell on, in matter. I understand the restrictions on my use of any his term is used in the Protective Order) in this action and I
3. I understand that the Material include:	restrictions on my use of such Confidential Discovery
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[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

- 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

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