



UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

Office of the Secretary

June 3, 2003

David T. Beddow, Esq.  
O'Melveny & Myers LLP  
555 13th Street, N.W.  
Washington, DC 20004-1109

Re: MSC Software Corporation  
Docket No. 9299

Dear Mr. Beddow:

This letter responds to the letter dated December 30, 2002, from MSC Software Corporation ("MSC") for approval to divest its Assets To Be Divested in this matter to Unigraphics Solutions, Inc. ("UGS"), a wholly-owned subsidiary of Electronic Data Systems Corporation.

After consideration of (a) the materials, (b) your letter of April 15, 2003, which updated the materials, and (c) the materials, the Commission has determined to approve the divestiture of the Assets To Be Divested to UGS. In granting its approval, the Commission has relied upon the information submitted and representations made in connection with the divestiture and has assumed the materials to be accurate and complete. In particular, the Commission has relied on the representations and warranties made in your letter to the Commission dated April 15, 2003.

By direction of the Commission, Commissioner Leary recused.

Donald S. Clark  
Secretary