



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 petition dated December 30, 2002, from MSC.Software Corporation ("MSC") for approval to divest the 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) that petition, (b) your letter of April 15, 2003, which updated the petition, and (c) other materials, the Commission has determined to approve the divestiture of the Assets To Be Divested to UGS. In according its approval, the Commission has relied upon the information submitted and representations made in connection with the petition and has assumed them 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