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June 4, 2002

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89257-977

BY HAND

Mr. Donald S. Clark
Secretary
Federal Trade Commission - Office of the Secretary
6th and Pennsylvania, N.W., Rm. 172
Washington, DC 20580

Re: *In the Matter of MSC Software Corporation, Docket No. 9299*

Dear Secretary Clark:

Please find enclosed a copy of United Technologies Corporations' Unopposed Motion for Extension of Time to Seek *In Camera* Treatment of Documents. An electronic copy is also provided on the enclosed diskette.

Sincerely,

A handwritten signature in black ink, appearing to read "D. M. Schnorrenberg".

David M. Schnorrenberg

Enclosures

cc: P. Abbott McCartney, Esquire
Bradford Biegon, Esquire

a serious injury to UTC if such information was to be made part of the public record. It is very important to UTC that these employees be given an opportunity to review the documents in question since they were the ones who made the determination that UTC would be adequately protected by designating their production as for "attorneys eyes only" and "confidential" under the Protective Order. The potential that these documents will now become part of the public record strips UTC of that protection, an event which should not be allowed to occur without giving UTC the fullest opportunity to review the matter. Therefore, UTC requests a one-week extension until June 18, 2002 of the deadline by which it may file a possible motion for *in camera* treatment pursuant to Commission Rule of Practice 3.45.

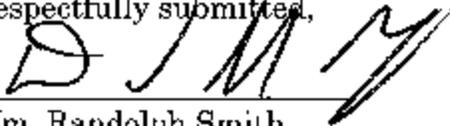
Counsel for UTC has discussed this motion for an extension of time with Complaint Counsel and Counsel for MSC, who do not oppose it. Neither Complaint Counsel nor Counsel for MSC waives the right to oppose a motion by UTC for *in camera* treatment of specific documents if such a motion is in fact filed.

Granting UTC's motion will result in the efficient administration of justice. Absent an extension, it would be extremely difficult, if not impossible, to conduct a detailed review of the approximately 550 pages at issue to determine which require *in camera* treatment. Most of the documents at issue are highly technical in nature requiring a certain level of expertise that company lawyers and businessmen simply cannot supply. It is those who are currently absent from the company that can provide the necessary knowledge and expertise. If the most knowledgeable individuals were given time to review the documents in question, they might reach

the determination that few or perhaps none require *in camera* treatment. On the other hand, if UTC's deadline is not extended, those less familiar with the documents might be put in the position of making less informed determinations which might out of an abundance of caution err on the side of protecting the continued confidentiality of business information. Thus, by granting a modest one-week extension – to which counsel to the FTC and MSC have agreed – the Court might avoid a needless review of additional material.

In these circumstances, such an extension is consistent with the FTC's guidance that the use of *in camera* treatment for a temporary period of time can be a "useful procedure." See *In Re General Foods Corporation*, 95 F.T.C. 352, 354 n.4 (1980). The one-week extension is in essence a temporary extension of the *in camera*-like treatment currently provided by the Protective Order. Finally, the short extension of time will encourage cooperation in FTC proceedings by third parties, for whom any involvement constitutes an unforeseeable burden and expense.

Respectfully submitted,


Wm. Randolph Smith
David M. Schnorrenberg
Michael G. Van Arsdall
Crowell & Moring LLP
1001 Pennsylvania Avenue, N.W.
Washington, DC 20007
Telephone: (202) 624-2500
Facsimile: (202) 628-5116

Counsel for United Technologies Corporation

Dated: June 4, 2002

CERTIFICATE OF SERVICE

This is to certify that on June 4th, 2002, I caused a paper original and one copy as well as an electronic version of the foregoing Unopposed Motion for Extension of Time to Seek *In Camera* Treatment of Documents to be filed with the Secretary of the Commission and two paper copies to be served by hand delivery, upon:

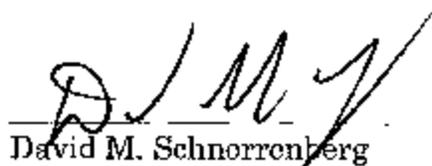
The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
601 Pennsylvania Avenue, N.W.
Washington, DC 20580

and one paper copy to be served upon the following counsel by hand delivery:

P. Abbott McCartney
Federal Trade Commission
601 Pennsylvania Avenue, N.W.
Washington, DC 20580

Bradford Biegon
Kirkland & Ellis
655 Fifteenth Street, N.W.
Washington, DC 20005

Richard B. Dagen, Esq.
Federal Trade Commission
601 Pennsylvania Avenue, NW
Washington, DC 20580


David M. Schnorrenberg

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION

In the Matter of)
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MSC.Software Corporation) Docket No. 9299
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**ORDER GRANTING UNITED TECHNOLOGIES CORPORATION'S
UNOPPOSED MOTION FOR EXTENTION OF TIME TO SEEK
IN CAMERA TREATMENT OF DOCUMENTS**

Upon consideration of United Technologies Corporation's ("UTC") unopposed motion for an extension time to seek *in camera* treatment of documents, it is hereby ORDERED that UTC's Motion is GRANTED.

IT IS FURTHER ORDERED, that UTC has until June 18, 2002 to file a motion for *in camera* treatment pursuant to Commission Rule of Practice 3.45.

D. Michael Chappell
Administrative Law Judge

Dated: June __, 2002