

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

ORIGINAL
193320
493732

IN THE MATTER OF)
MSC.SOFTWARE CORPORATION,)
a corporation.)
_____)

Docket No. 9299

**RESPONDENT MSC.SOFTWARE'S
NOTICE OF THIRD-PARTY REQUESTS FOR
IN CAMERA TREATMENT OF PROPOSED TRIAL EXHIBITS**

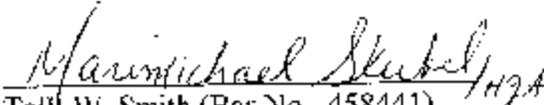
As required by the Second Revised Scheduling Order, respondent MSC Software on May 28th informed third parties of its intention to offer materials produced by those third parties into evidence at trial. Several third parties have responded directly to MSC, stating that they wish to have certain materials afforded *in camera* treatment for business confidentiality reasons. Although the Second Revised Scheduling Order contemplates formal motions by parties seeking *in camera* treatment, the parties who have requested such treatment directly from MSC, in order to minimize their expenses in an action to which they are not a party, have chosen a corporate representative, rather than outside counsel, to address document production issues. While they have competently addressed these issues, they are not lawyers and are unfamiliar with formal motion practice.

Accordingly, MSC files this notice to alert the Court that two such third-parties – Noran Engineering and Vanderplaats Research & Development – have informed MSC of a desire for *in camera* treatment for materials they produced pursuant to the Protective Order. See 6/7/02 letter from G. Vanderplaats, Vanderplaats Research & Development, Inc. to J. Koukios; and 6/11/02

letter from K. Weinberg, Noran Engineering, Inc. to G. LoCascio, attached as Exhibit A and B, which we have requested, conveying their concerns to Your Honor

MSC does not oppose fashioning any *in camera* relief that Your Honor deems appropriate for Noran and Vanderplaats.

Respectfully submitted,


Marimichael Skubel

Tell W. Smith (Bar No. 458441)

Marimichael O. Skubel (Bar No. 294934)

Michael S. Becker (Bar No. 447432)

Bradford E. Biegon (Bar No. 453766)

Larissa Paule-Carres (Bar No. 467907)

KIRKLAND & ELLIS

655 15th Street, N.W.

Washington, D.C. 20005

(202) 879-5000 (tel.)

(202) 879-5200 (fax)

Counsel for Respondents,

MSC Software Corporation

Dated: June 17, 2002

CERTIFICATE OF SERVICE

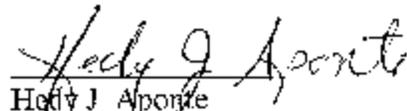
This is to certify that on June 17, 2002, I caused a copy of the Respondent MSC Software's Notice of Third-party Requests For *in Camera* Treatment of Proposed Trial Exhibits to be served upon the following persons by hand delivery:

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

Richard B. Degen, Esq.
Federal Trade Commission
601 Pennsylvania Avenue, N.W.
Washington, DC 20580

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

Karen Mills, Esq.
Federal Trade Commission
601 Pennsylvania Avenue, N.W.
Washington, DC 20580



Holly J. Aponze
KIRKLAND & ELLIS
655 15th Street, NW
Washington, D.C. 20005
(202) 879-5000 (tel.)
(202) 879-5200 (fax)

EXHIBIT A



Vanderplaats Research & Development, Inc

Creators of Design Optimization Technology

www.vrand.com

June 7, 2002

Mr. James M. Koukios
Kirkland & Ellis
655 Fifteenth Street, N. W.
Washington, D. C. 20005

Dear Mr. Koukios:

This is in response to the letter of May 28 from your office identifying documents from Vanderplaats R&D that you intend to introduce into evidence in the matter of MSC Software.

This is to request that items 1000032 through 1000040 be treated in camera. This is financial information related to Vanderplaats R&D and public disclosure could cause severe damage to our company.

Thank you for your consideration in this matter.

Yours truly,

A handwritten signature in black ink, appearing to read 'Garret N. Vanderplaats', written in a cursive style.

Garret N. Vanderplaats, Ph.D., PE
President

EXHIBIT B



Noran Engineering, Inc.

5182 Katella Ave., Ste 201 • Los Alamitos, CA 90720-2855 • USA

High Performance CAE Software for Windows:
NE/Nastran with FEMAP

June 11, 2002

Mr. Gregg F. LoCascio
Kirkland & Ellis
655 15th Street, NW
Washington, DC 20005



Dear Mr. LoCascio:

In response to MSC's indication to offer documents into evidence in the FTC matter against MSC Software, Noran Engineering would like to establish a blanket policy on what types of materials should be restricted to the lawyers and the judge.

Specifically, I request that the following not be disclosed to anyone except the MSC and FTC lawyers and the judge.

1. The specific names of customer contacts that have purchased or are looking at purchasing NE/Nastran.
2. The names of companies that are evaluating NE/Nastran but have not purchased yet.
3. Anything that if an MSC or competing company (ANSYS, ALGOR, etc.) sales person learned could be used to persuade a customer from purchasing NE/Nastran.

We are mainly concerned with protecting our customers and potential customers against competition that would never have known that this customer is looking at an alternative FEA package had it not been for this case and information revealed by this case.

To the extent disclosure is necessary, Noran is fine with the use of names like Company "A" and give statistics or John Doe #1 to convey the information without disclosing the confidential information.

Very truly yours,

Katarina Weinberg
VP