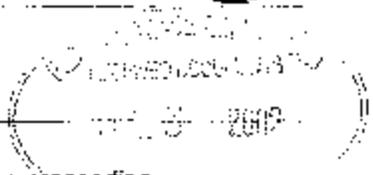


NOTICE OF APPEARANCE



CASE NAME In the matter of MSC Software Corporation, a Corporation	FILE/DOCKET NUMBER D-09299
--	--------------------------------------



➤ Pursuant to Section 4.1 of the Commission's Rule of Practice, enter in the above proceeding the appearance of

- counsel or representative for the respondent (Complete items 1, 2, 4, and 5 below)
- counsel supporting the complaint (Complete items 1, 3, 4, and 5 below)

1. COUNSEL OR REPRESENTATIVE	2. RESPONDENTS
<p><small>Include name, address and telephone of each</small></p> <p>Mark L. Kovner James M. Koukios Eileen D. Barish Kirkland & Ellis 655 15th Street, N.W. Washington, DC 20005-5793 (202) 879-5000 (202) 879-5200 (facsimile)</p>	<p><small>Include address and telephone numbers of all persons, partnerships, corporations, or associations</small></p> <p>MSC Software Corporation 2 MacArthur Place Santa Ana, CA 92707 (714) 540-8900 (714) 784-4056</p>

3. ASSOCIATE/ASSISTANT DIRECTOR

4. SIGNATURE OF SENIOR COUNSEL 	5. DATE SIGNED 7/3/02
------------------------------------	--------------------------

Return this form to
H-159
Federal Trade Commission
600 Pennsylvania Ave. NW
Washington, D.C. 20580

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

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

Docket No. 9299

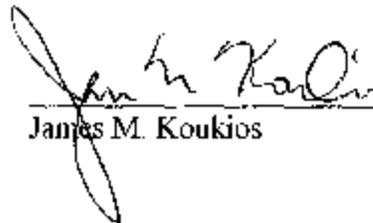
DECLARATION OF JAMES M. KOUKIOS

I, James M. Koukios declare:

1. I am an attorney with the law firm of Kirkland & Ellis, counsel for Respondent, MSC.Software Corporation. I make this declaration pursuant to Rule 4.1 of the Federal Trade Commission's Rules of Practice.
2. I am a member in good standing of the bar of the District of Columbia (# 477072) I further attest that I am in good standing within the legal profession.

I declare under penalty of perjury that the forgoing is true and correct.

Executed: July 2, 2002



James M. Koukios

CERTIFICATE OF SERVICE

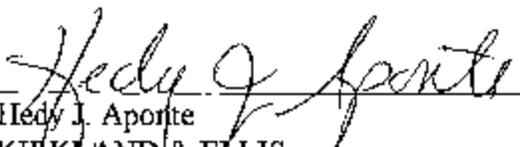
This is to certify that on July 3, 2002, I caused a copy of the Notice of Appearance (Mark L. Kovner, James M. Koukios, and Eileen D. Barish) on Behalf of MSC Software to be served upon the following persons by hand delivery:

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

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

P. Abbott McCartney, Esq.
Federal Trade Commission
601 Pennsylvania Avenue, NW
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Karen Mills, Esq.
Federal Trade Commission
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