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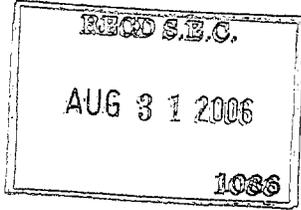
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NASDAQ

THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS REQUIREMENT
BROKERAGE WILL BEAD
ROCKVILLE, MD 20850

1-8722

Gary Sundick
Vice President
Listing Qualifications



By Facsimile and First Class Mail

August 31, 2006

Mr. Brian K. Johnson
Office of Filings and Information Services
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

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THOMSON
FINANCIAL

Dear Mr. Johnson:

This is to certify that on August 29, 2006, The Nasdaq Stock Market (the "Exchange") received from MSC Software Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, \$0.01 par value

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Gary Sundick