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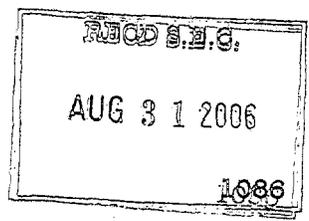
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**NASDAQ**

THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
3000 CALLE WALK ROAD  
HOCHVILLE, MD 20881

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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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:

Preferred Stock Purchase Rights

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*