

**UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND**

IN RE MICROSOFT CORP.
ANTITRUST LITIGATION

This Document Relates to:
Novell, Inc. v. Microsoft Corporation,
Civil Action No. JFM-05-1087

MDL Docket No. 1332
Hon. J. Frederick Motz

**AFFIDAVIT OF STEVEN L. HOLLEY IN SUPPORT OF
MICROSOFT'S MOTION FOR SUMMARY JUDGMENT**

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

STEVEN L. HOLLEY, being duly sworn, deposes and says:

1. I am a member of the bar of the State of New York and a partner of the law firm of Sullivan & Cromwell LLP, attorneys for defendant Microsoft Corporation ("Microsoft") in the above-captioned action. I am admitted *pro hac vice* before this Court.

2. I submit this affidavit to place before the Court materials to which reference is made in Microsoft's Memorandum in Support of its Motion for Summary Judgment, dated October 7, 2009.

3. Attached hereto as Exhibit 1 is a copy of the complaint filed by Novell, Inc. ("Novell") in this action, dated November 12, 2004.

4. Attached hereto as Exhibit 2 is a copy of Novell's Form 10-Q, dated March 12, 1996.

5. Attached hereto as Exhibit 3 are relevant pages of the transcript of the deposition of Roger Noll, taken in this action on September 10, 2009.
6. Attached hereto as Exhibit 4 is a copy of the Brief of Appellant Microsoft Corporation, filed on appeal from the motion to dismiss in this action, dated April 13, 2006.
7. Attached hereto as Exhibit 5 is a copy of a press release issued by Corel Corporation entitled "Corel Ships Corel WordPerfect Suite 7 for Windows 95," dated May 26, 1996, bearing production numbers NOV00663918-21.
8. Attached hereto as Exhibit 6 is a copy of the Expert Report of Ronald Alepin, submitted in this action, dated May 1, 2009.
9. Attached hereto as Exhibit 7 are relevant pages of the transcript deposition of Willard E. "Pete" Peterson, taken in this action on October 1, 2008.
10. Attached hereto as Exhibit 8 is a copy of Exhibit 2 to the Expert Report of Kevin Murphy, submitted in this action, dated June 24, 2009.
11. Attached hereto as Exhibit 9 is a copy of a report on the "Chicago Project" for the fourth quarter of fiscal year 1994, bearing production numbers MSC 00515375-76.
12. Attached hereto as Exhibit 10 are relevant pages of the transcript of the deposition of Bill Gates, taken in this action on March 4, 2009 and May 19, 2009.
13. Attached hereto as Exhibit 11 are relevant pages of the transcript of the deposition of Scott Kliger, taken in this action on February 25, 2009.
14. Attached hereto as Exhibit 12 are relevant pages of the transcript of the deposition of Bradford Struss, taken in this action on January 14, 2009.

15. Attached hereto as Exhibit 13 is a copy of the Declaration of Roger Noll, submitted in this action, dated May 1, 2009.

16. Attached hereto as Exhibit 14 is a copy of the Expert Report of John Bennett, submitted in this action, dated June 24, 2009.

17. Attached hereto as Exhibit 15 is a screenshot depicting the Windows Explorer in Windows 95.

18. Attached hereto as Exhibit 16 is a copy of a WordPerfect Corporation "Trip Report" summarizing a Microsoft "Windows 95 Design Preview" on September 9 and 10, 1993, bearing production numbers NOV00721976-98.

19. Attached hereto as Exhibit 17 are relevant pages from the deposition of Satoshi Nakajima, taken in this action on February 24, 2009.

20. Attached hereto as Exhibit 18 is a copy of a beta licensing contract between Novell and Microsoft, dated December 10, 1993.

21. Attached hereto as Exhibit 19 are relevant pages of the transcript of the deposition of Joseph Belfiore, taken in this action on January 13, 2009.

22. Attached hereto as Exhibit 20 are relevant pages of the transcript of the deposition of John Bennett, taken in this action on August 31, 2009.

23. Attached hereto as Exhibit 21 are relevant pages of the transcript of the deposition of Ronald Alepin, taken in this action on August 20, 2009.

24. Attached hereto as Exhibit 22 is a copy of a Microsoft Windows 95 Device Driver Kit, dated March 1995, bearing production numbers NOV-B01645812-954.

25. Attached hereto as Exhibit 23 is a copy of a document setting forth the Windows 95 Logo Requirements, dated December 20, 1994, bearing production numbers NOV00709867-84.

26. Attached hereto as Exhibit 24 is a copy of the Windows 95 Logo Program requirements from the Microsoft Software Developer's Network.

27. Attached hereto as Exhibit 25 is a copy of an e-mail from Brad Chase to Mark Calkins, dated March 30, 1995 and bearing production numbers MSC 00700613-18.

28. Attached hereto as Exhibit 26 is a copy of an e-mail from Mark Calkins to Brad Silverberg and Brad Chase, dated March 6, 1995 and bearing production numbers NOV00023746-48.

29. Attached hereto as Exhibit 27 is a copy of the Expert Report of Frederick R. Warren-Boulton and Appendix I thereto, submitted in this action, dated May 1, 2009.

30. Attached hereto as Exhibit 28 is a copy of a 1994 WordPerfect Corporation Business Plan, bearing production numbers NOV00062806-12.

31. Attached hereto as Exhibit 29 is a copy of a Novell Business Applications Business Plan, dated April 3, 1995 and bearing production numbers NOV00019346-71.

32. Attached hereto as Exhibit 30 is a copy of the Expert Report of Kevin Murphy, submitted in this action, dated June 24, 2009.

33. Attached hereto as Exhibit 31 are relevant pages of the transcript of the deposition of D. Clive Winn, taken in this action on December 10, 2008.

34. Attached hereto as Exhibit 32 are relevant pages of the transcript of the deposition of Craig Bushman, taken in this action on November 18, 2008.

35. Attached hereto as Exhibit 33 are relevant pages of the transcript of the deposition of David Acheson, taken in this action on November 19, 2008 and December 9, 2008.

36. Attached hereto as Exhibit 34 is a copy of the Microsoft OEM License Agreement with Micron Computer, dated February 1, 1994 and bearing production numbers MS-PCA 1203091-103.

37. Attached hereto as Exhibit 35 is a copy of the Microsoft OEM License Agreement for Desktop Operating Systems with Advanced Digital Systems, dated April 1, 1995 and bearing production numbers MS-PCA 1632652-57.

38. Attached hereto as Exhibit 36 is a copy of the scheduling order in this action, dated February 26, 2008.

39. Attached hereto as Exhibit 37 is a copy of the joint status report re: scheduling order submitted in this action, dated January 24, 2008.

40. Attached hereto as Exhibit 38 is a copy of the Reply Report of Roger Noll, submitted in this action, dated July 24, 2009.

41. Attached hereto as Exhibit 39 is a copy of the complaint filed by Novell in *Novell, Inc. v. Canopy Group*, dated May 23, 2000 [originally captioned *Novell, Inc. v. Caldera, Inc.*].

42. Attached hereto as Exhibit 40 are relevant pages of the transcript of the deposition of Karl Ford, taken in this action on February 16, 2009.

43. Attached hereto as Exhibit 41 is a copy of a letter from Gary H. Mueller to Mark Wood, dated December 20, 1995 and bearing production number NOV00754815.

44. Attached hereto as Exhibit 42 is a copy of the affidavit of Ryan L. Richards, submitted in this action, sworn to on April 23, 2009.

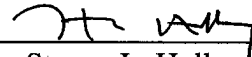
45. Attached hereto as Exhibit 43 is a copy of interview notes taken by Ryan L. Richards, bearing production number NOV-B07587565.

46. Attached hereto as Exhibit 44 is a copy of the Brief of Appellee-Cross-Appellant Novell Inc., filed on appeal from the motion to dismiss in this action, dated May 16, 2006.

47. Attached hereto as Exhibit 45 is a copy of Exhibit 5 to the Expert Report of Kevin Murphy, submitted in this action, dated June 24, 2009.

48. Attached hereto as Exhibit 46 are relevant pages of the transcript of the deposition of Pete Higgins, taken in this action on December 17, 2008.

49. Attached hereto as Exhibit 47 are relevant pages of the transcript of the deposition of Dale Christensen, taken in this action on February 5, 2009.

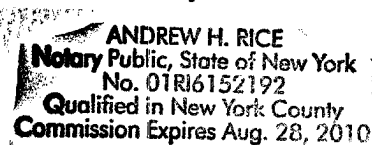


Steven L. Holley

Subscribed to and sworn to before
me this 7th day of October, 2009.



Notary Public


ANDREW H. RICE
Notary Public, State of New York
No. 01R16152192
Qualified in New York County
Commission Expires Aug. 28, 2010