

Exhibit 31

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND

IN RE MICROSOFT CORP.)
ANTITRUST LITIGATION)
)MDL Docket No. 1332
)
Novell, Inc. v. Microsoft)Hon. J. Frederick
Corporation,)Motz
)
Civil Action No. JFM-05-1087)
)

DEPOSITION OF: DEAN CLIVE WINN II

December 10, 2008 - 9:03 a.m.

Location: Ray, Quinney & Nebeker
86 North University Avenue, Suite 430
Provo, Utah 84601

Reporter: Vicky McDaniel, CSR, RPR, RMR
Notary Public in and for the State of Utah
Videographer: Ryan Reverman, CLVS

A P P E A R A N C E S

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1 our probably three or four in the United States or
2 Canada main distributors.

3 We also had responsibilities that we would
4 work with the main distributors or resellers of our
5 product. So the distributors would sell to
6 resellers, the resellers would sell to end user
7 customers and/or large accounts, but we maintained
8 relationships with really all three of those
9 levels -- the distributors, the resellers, and the
10 customers if they were large accounts. And we had
11 salespeople assigned to each of those different
12 levels, and I had responsibility for all of those.

13 What we called channel sales is typically
14 the distributors and the resellers. It's our
15 distribution channel.

16 Q. And if I understood a prior answer you
17 gave, I think the prior answer, there were three or
18 four really large distributors to whom WordPerfect
19 sold?

20 A. That's what I recall, yes.

21 Q. Do you remember their names?

22 A. Boy, this is a test, isn't it?

23 Q. I promise a passing grade no matter what
24 you remember.

25 A. One -- I don't know why I remember -- one

1 was Maricel (phonetic), and I think it was -- you
2 know, the name changed at some point because they
3 were something else. But I'm struggling to remember
4 the names of the other ones. I think that I remember
5 that one because I have a bag that they have their
6 imprint on still at home. But Maricel is one I
7 remember. I can't remember. We had one in Canada
8 and probably three in the U.S., and I'm sorry, I
9 can't remember those.

10 Q. Okay. Now, in the computer industry at
11 the time, the acronym OEM was used quite a bit,
12 right?

13 A. Yes.

14 Q. And that OEM stands for original equipment
15 manufacturers, right?

16 A. That's what I remember also.

17 Q. Those are the companies that make personal
18 computers, right?

19 A. Yes.

20 Q. And some examples, let's say, going back
21 to that time, maybe Compaq might have been number
22 one, Gateway was another, Dell would be another.
23 Right?

24 A. Yes.

25 Q. Okay. And when you were talking about --

1 I mean, let me back up a step. You told us that
2 around the middle of 1992 when you were vice
3 president of sales your job changed a bit and you
4 were focused now on sales, and one of the things you
5 were focused on was channel sales. And you told us
6 about the channel. The channel meant the
7 distributors and resellers; is that right?

8 A. Yes.

9 Q. You didn't mention anything about OEM's,
10 so my question is this. In around the middle of
11 1992, as best you remember it, did WordPerfect
12 Corporation sell its software directly to OEMs,
13 computer manufacturers?

14 MR. ENGELHARDT: Object to form. Go ahead
15 and answer.

16 THE WITNESS: You know, originally, if I'm
17 remembering right, we did not focus much on OEM
18 sales, preferring to sell our product in the other
19 channel that I've described. However, at some point,
20 and I don't remember if it was in 1992 or after that
21 time, we did begin to focus some sales on the OEM
22 market. And I can't remember -- it seems logical to
23 me that I did have responsibility for that, and I
24 remember the fellow who, you know, had that
25 responsibility and I remember working with him. So

1 it very well could be that I had responsibility for
2 him. I at least met with him and talked to him, and
3 we strategized together and discussed those kinds of
4 sales.

5 Sorry, I should remember if he reported to
6 me. But this same individual reported to me at
7 different times in my career there and his career, so
8 I'm just not remembering very well. But you're
9 right, we did begin to pursue that way of selling
10 product.

11 Q. (BY MR. TULCHIN) Well, am I right in
12 thinking, Mr. Winn, that at least when you -- in mid
13 '92 when you became vice president of sales focused
14 very much on the sales function, at least as of that
15 time WordPerfect Corporation really wasn't trying
16 much to sell software to OEMs?

17 MR. ENGELHARDT: Object to form. But
18 please answer.

19 THE WITNESS: I think that's right. I
20 think at some -- I can't really remember the exact
21 time that we transitioned in our thinking from not
22 selling to OEMs to selling to them, but we did. And
23 certainly my involvement probably wasn't until, you
24 know, I was responsible for sales specifically.

25 Q. (BY MR. TULCHIN) Okay. When you were

1 vice president of sales, to whom did you report?

2 A. I believe I reported to Ad Rietveld is who
3 I reported to.

4 Q. Is that R-i-e-t-v-e-l-d?

5 A. That's probably right. You know, he's
6 from the Netherlands, and actually, you know, wasn't
7 here in the early years but came shortly before that
8 change.

9 Q. Was there a time, let's say, in the period
10 from around 1989 to 1992 when you reported to Pete
11 Peterson?

12 A. Yes.

13 Q. Did I have the time right? Was it during
14 that period?

15 A. Definitely from '89 to '92 I reported to
16 Pete, and I may have reported to Pete even before
17 that. Anyway, I may have even from '87 to '89
18 reported to Pete.

19 Q. During the time that you reported to Pete
20 Peterson, do you recall whether or not Mr. Peterson
21 had any views about whether it made sense for
22 WordPerfect Corporation to try to sell its software
23 to OEMs?

24 MR. ENGELHARDT: Objection. Calls for
25 hearsay. Please answer.