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**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF UTAH  
CENTRAL DIVISION**

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NOVELL, INC.,

Plaintiff,

-v-

MICROSOFT CORPORATION,

Defendant.

DECLARATION OF STEVEN L. HOLLEY  
IN SUPPORT OF MICROSOFT'S  
RENEWED MOTION FOR JUDGMENT  
AS A MATTER OF LAW

Civil No. 2:04 CV 1045  
Honorable J. Frederick Motz

February 3, 2012

**DECLARATION OF STEVEN L. HOLLEY**

STEVEN L. HOLLEY declares:

1. I am a member of the Bar of the State of New York and am a member of Sullivan & Cromwell LLP, counsel for defendant Microsoft Corporation in the above-captioned action. I am admitted *pro hac vice* before this Court.

2. I make this declaration to place before the Court certain materials referenced in “Microsoft’s Memorandum in Support of Its Renewed Motion for Judgment as a Matter of Law,” dated February 3, 2012.

3. Attached as Exhibit A is a copy of the Settlement Agreement between Novell, Inc. and Microsoft Corporation, dated November 8, 2004, which has been filed under seal.

4. Attached as Exhibit B is a copy of the Findings of Fact given collateral estoppel effect in this action on October 4, 2011 and read to the jury by counsel for Novell on October 18, 2011 and November 14, 2011.

5. Attached as Exhibit C is a copy of the Verdict Form in this action, provided to the jury on December 14, 2011.

6. Attached as Exhibit D are relevant excerpts of the transcript of the Rule 30(b)(6) Deposition of Novell, Inc. by James F. Lundberg, taken on October 30, 2008.

7. Attached as Exhibit E is a copy of an Affidavit sworn to by Ryan Richards on April 23, 2009.

8. Attached as Exhibit F is a copy of Microsoft’s Demonstrative Exhibit 218, entitled “Total Worldwide Productivity Suite and Stand-alone Application Revenue,” shown at trial on December 6, 2011.

9. Attached as Exhibit G is a copy of Microsoft's Demonstrative Exhibit 307, entitled "Market Share of Word Processing Software for the Windows Platform," shown at trial on December 7, 2011.

10. Attached as Exhibit H is a copy of Microsoft's Demonstrative Exhibit 308, entitled "Market Share of Word Processing Software for the Windows and DOS Platforms Combined," shown at trial on December 7, 2011.

11. Attached as Exhibit I is a copy of Microsoft's Demonstrative Exhibit 309, entitled "Market Share of Spreadsheet Software for the Windows Platform," shown at trial on December 7, 2011.

12. Attached as Exhibit J is a copy of Microsoft's Demonstrative Exhibit 310, entitled "Market Share of Spreadsheet Software for the Windows and DOS Platforms Combined," shown at trial on December 7, 2011.

13. Attached as Exhibit K is a copy of Microsoft's Demonstrative Exhibit 311, entitled "Market Share of Office Suites for the Windows Platform," shown at trial on December 7, 2011.

14. Attached as Exhibit L is a copy of Microsoft's Demonstrative Exhibit 241, entitled "Building Up a Lost Profit Analysis: Estimate Novell's Share of Total Worldwide Suites Revenue," shown at trial on December 6, 2011.

15. Attached as Exhibit M is a copy of Microsoft's Demonstrative Exhibit 120, entitled "Microsoft's Market Share – PC Operating Systems," shown at trial on November 15, 2011.

16. Attached as Exhibit N is a copy of Microsoft's Demonstrative Exhibit 301, entitled "Microsoft's Share of the PC Operating System Market," shown at trial on December 7, 2011.

17. Attached as Exhibit O is the relevant excerpt from Section F of the American Bar Association Section of Antitrust Law, *Model Jury Instructions in Civil Antitrust Cases* (2005).

18. Attached as Exhibit P is a copy of the Asset Purchase Agreement between Novell, Inc. and Caldera, Inc., dated July 23, 1996.

19. Attached as Exhibit Q is a copy of the Settlement Agreement between Microsoft Corporation and Caldera, Inc., dated January 7, 2000, which has been filed under seal.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on February 3, 2012.

/s/ Steven L. Holley  
Steven L. Holley

**CERTIFICATE OF SERVICE**

I hereby certify that on the 3rd day of February, 2012, I caused a true and correct copy of the foregoing DECLARATION OF STEVEN L. HOLLEY IN SUPPORT OF MICROSOFT'S RENEWED MOTION FOR JUDGMENT AS A MATTER OF LAW to be filed with the Clerk of Court using the CM/ECF system, which will send notification of such filing to the following:

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/s/ M. David Possick \_\_\_\_\_