

Delays in Management of Dell Appraisal Case

Plans reported a month ago for progressing with the Dell appraisal case¹ have been delayed, but we have established a sound foundation for collaboration among the non-conflicted petitioners and there is a reasonably good chance that the case can be resolved without an extension of the court's schedule for hearing valuation arguments in October.

The delay relates to our review of information relating to valuation that has been developed during the past few months of investigation by Grant & Eisenhofer, which had been appointed lead counsel in the case before it was discovered that the firm's petitioner clients managed by T. Rowe Price had reportedly voted their shares in favor of the Dell buyout. It is necessary for the other petitioners and their attorneys to become familiar with the valuation information, since it has become increasingly clear that Grant & Eisenhofer's duties to its clients in defending the eligibility of their appraisal claims will make it impractical for them to also represent the interests of the other claimants in their undisputed rights to appraisal.² Unfortunately, Grant & Eisenhofer has not responded to repeated requests for cooperative communication, so that we will now have to rely upon more formal processes to require their compliance with the provisions of the court order obligating lead counsel to provide this information to all petitioners.³

More positively, the Forum has agreed to work with legal counsel for all the other petitioners to provide reporting of non-confidential information to any Dell claimants or representatives who ask to be included in the Forum distributions. This will include regular quarterly progress reports and news of any major developments, as well as responses to participant questions or information requests. Although this kind of reporting is unusual for litigation cases, we and the attorneys representing other petitioners believe that this process for

¹ See [May 26, 2015 Forum Report: Inviting Suggestions for Effective Management of Dell Appraisal Case](#).

² These concerns became more serious when a T. Rowe Price response to discovery demands admitted that they had known about the "discrepancy" in their voting at least since October 2014, when the Proxy Insight research service sent a written request for confirmation of the seemingly inconsistent T Rowe Price SEC filings showing votes in favor of the Dell merger, and that neither T. Rowe Price nor their counsel had taken any action to voluntarily correct their signed and verified petition statements that "Petitioners have not voted in favor of the Transaction" on which the court based its appointment of lead counsel; see the response to Interrogatory No. 10 on pages 18-20 of the publicly filed [June 15, 2015, In Re: Appraisal of Dell, Inc. \(Consol. C. A. No. 9322-VCL\): Objections and Responses of T. Rowe Price and the T. Rowe Price Petitioners to Respondent's Second Set of Interrogatories Directed to Certain Petitioners on Issues Relating to Entitlement to the Statutory Appraisal Remedy, with attached Verification affidavit of Donna Anderson, Vice President of T. Rowe Price Group, Inc.](#); for an example of counsel's uncorrected statement about voting, verified by the petitioner's affidavit, see paragraph 10 of [February 6, 2014, T. Rowe Price Equity Income Fund, Inc., et al. Petitioners, v. Dell, Inc., Respondent \(Delaware Chancery Court, Case No 9322\): Verified Petition for Appraisal of Stock](#).

³ See paragraphs 7-9 of the [April 10, 2014, In Re: Appraisal of Dell, Inc. \(Consol. C. A. No. 9322-VCL\): Consolidation Order](#).

keeping investors informed and hearing their views will benefit both claimants and those who are responsible for their interests.

I will continue to welcome your questions and suggestions, and look forward to reporting what is established during the next few weeks to assure efficient progress of the case.

GL – July 2, 2015

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