Computer Associates

September 8, 2004

Mr. Gary Lutin
Lutin & Company
575 Madison Avenue - 10th Floor
New York, NY 10022

Dear Mr. Lutin:

I am responding on behalf of Mr. Ranieri to your letter of August 27, 2004. I am attaching the statement we provided Gretchen Morgenson who contacted us for an August 29, 2004, Sunday *New York Times* column based on the same issue raised in your letter and the Glass Lewis & Co. study.

"Any claim that Walter Schuetze's role in heading CA's Audit Committee investigation was anything but independent is misguided. As Chair of the Audit Committee of CA's Board of Directors, Walter oversaw the Committee's more than nine-month investigation into CA's past accounting practices. Walter spent an extraordinary amount of time leading special Committee counsel and independent accountants in this investigation. The investigation, which cost CA millions of dollars, resulted in the restatement of financial results for two fiscal years, and the termination of 15 senior CA employees, including the CEO, the CFO, the general counsel and the head of sales, among other consequences.

The additional director fee paid to Walter was consistent with the highest standards of corporate governance, including the requirements of SOX and related NYSE and SEC rules. For example, the NYSE's corporate governance standards specifically provide that director fees (*i.e.*, fees paid to directors for their services as such) do not impair independence. The additional director fee paid to Walter is in full compliance with this and other legal requirements, as well as CA's Corporate Governance Principles and CA's 2003 Compensation Plan for Non-Employee Directors, which stockholders overwhelmingly approved in 2003.

Walter's efforts in helping CA get to the bottom of its accounting problems were extraordinary by any terms. He conducted this investigation in the same way he conducted himself during his many years with the SEC, including more than three years as Chief Accountant to the SEC. To reflect the responsibility and burden put upon him, the Board's Corporate Governance Committee recommended – after the Committee's investigation was completed and without Walter's knowledge – that Walter receive the additional director fee. This additional fee was reviewed and approved by inside and outside counsel. We believe that Walter's hard work and dedication helped to ensure the company eradicated the root causes of the problem and provided the most accurate, detailed and thorough information possible to the government. To suggest otherwise is ill-advised and does him and our shareholders a great disservice."

Very truly yours,

Kenneth V. Handal

Kenneth V. Handal
Executive Vice President
and General Counsel