

Dell Now Responding to Investor Information Requirements

Dell is no longer refusing to respond to investor information requirements. In a Friday letter answering my simplified May 17 demand for records,¹ the company stated that it was not in possession of any of the specified records relating to Mr. Dell's April speech to Silver Lake investors, effectively conceding the obligation to provide records if in the company's possession. I therefore followed up early this morning with a new specification of records relating to (a) the reported speeches or presentations of Dell Software division executives at an April event² and (b) complete copies of the fifteen exhibits of advisor presentations and discussion materials from which the company had redacted sections in filings of SEC Schedule 13E-3 Transaction Statements.

Copies of Dell's Friday evening response letter and my new demand letter, which includes a list of the fifteen redacted exhibits, are available on the Forum's website:

- [May 24, 2013 letter from Janet B. Wright, Vice President – Corporate, Securities & Finance Counsel of Dell Inc. to Gary Lutin](#) (1 page, 24 KB, in PDF format)
- [May 28, 2013 letter from Gary Lutin, as Delegate, to Michael S. Dell of Dell Inc. re: Demand for records](#) (5 pages, 225 KB, in PDF format)

For those of you concerned with researching the Dell valuation or similar situations, my letter also refers to the need for assuring that a researcher's reports to an investor do not disclose any confidential information that might restrict the investor's actions. (See page 3.) Any thoughts will be appreciated about how the requirements for an independent reviewer might differ from the conventional requirements of the financial advisors, lawyers, auditors and others who are engaged directly by a company to prepare reports that will not be considered private.

I will of course also welcome your comments and questions on any other subjects.

GL – May 28, 2013

Gary Lutin
Chairman, The Shareholder Forum
575 Madison Avenue, New York, New York 10022
Tel: 212-605-0335
Email: gl@shareholderforum.com

¹ See [May 17, 2013 Forum Report: Simplified Demand to Dell for Timely Access to Information](#).

² See [April 24, 2013 Wall Street Journal: "Dell Talks Up Its Software Future."](#)

THE SHAREHOLDER FORUM, INC.

WWW.SHAREHOLDERFORUM.COM
575 MADISON AVENUE – 10TH FLOOR, NEW YORK, NEW YORK 10022
TELEPHONE: (212) 605-0335

May 28, 2013

By email and postal service

Mr. Michael S. Dell
Chairman of the Board and Chief Executive Officer
Dell Inc.
One Dell Way
Round Rock, Texas 78682

Re: Demand for records

Dear Mr. Dell:

In a letter transmitted Friday night, Janet Wright has informed me that Dell Inc. (the “Company”) is not in possession of any records that would be responsive to my May 17, 2013 demand. I therefore demand the following records, for the purposes stated below.

- A. In relation to the publicly reported speeches or presentations of John A. Swainson, President of Software, and other Company executives at an event in San Francisco on or about April 24, 2013 (as reported in the accompanying copy of an April 24, 2013 *Wall Street Journal* article, “Dell Talks Up Its Software Future”), to the extent that such records exist in the Company’s possession, any
- recordings or transcripts of speeches or presentations,
 - associated presentation material; and
 - scripts or notes used to prepare for a speech or presentation.
- B. Original, complete versions of each of the fifteen exhibits that had been presented by the Company in SEC filings of Schedule 13E-3 Transaction Statements with asterisk (“*”) notations indicating that “[c]ertain portions of this exhibit have been redacted,” identified in those filings by parenthetical exhibit letters and numbers as listed here:
- (c)(4)* Presentation of Evercore Group L.L.C. to the Board of Directors of the Company, dated February 4, 2013.
 - (c)(5)* Presentation of J.P. Morgan Securities LLC to the Board of Directors of the Company, dated February 4, 2013.
 - (c)(7)* Presentation of Evercore Group L.L.C. to the Special Committee of the Company, dated February 4, 2013.
 - (c)(8)* Presentation of J.P. Morgan Securities LLC to the Special Committee of the Company, dated February 4, 2013.

- (c)(9)* Presentation of The Boston Consulting Group to the Board of Directors of the Company, dated January 18, 2013.
- (c)(10)* Presentation of Evercore Group L.L.C. to the Board of Directors of the Company, dated January 18, 2013.
- (c)(11)* Presentation of J.P. Morgan Securities LLC to the Board of Directors of the Company, dated January 18, 2013.
- (c)(12)* Presentation of The Boston Consulting Group to the Special Committee of the Company, dated January 15, 2013.
- (c)(13)* Presentation of Evercore Group L.L.C. to the Special Committee of the Company, dated January 15, 2013.
- (c)(14)* Presentation of J.P. Morgan Securities LLC to the Special Committee of the Company, dated January 15, 2013.
- (c)(15)* Presentation of The Boston Consulting Group to the Special Committee of the Company, dated January 2, 2013.
- (c)(21)* Discussion Materials of J.P. Morgan Securities LLC to the Special Committee of the Company, dated October 27, 2012.
- (c)(22)* Discussion Materials of J.P. Morgan Securities LLC to the Special Committee of the Company, dated October 18, 2012.
- (c)(25)* Presentation of J.P. Morgan Securities LLC to the Special Committee of the Company, dated October 9, 2012.
- (c)(27)* Discussion Materials of J.P. Morgan Securities LLC to the Special Committee of the Company, dated September 23, 2012.

The stockholder's purpose is to obtain information for which investment relevance has been established, so that the stockholder can reasonably consider (a) the Company's valuation, (b) whether to vote in support of the Company's buyout proposal, and (c) whether to elect the alternative of appraisal rights to receive fair value of the going concern instead of the Company's proposed buyout price. Specifically relating to the April executive presentations specified in "A" above, the stockholder needs to be informed of the views of the managers responsible for a business division expected to provide a foundation for the Company's future as a going concern, since the division President reportedly stated publicly that "what people would find surprising about Dell's efforts to become a software-and-services company" was "the speed of the company's transformation," saying "I think it's further along than people would think." Regarding the redacted exhibits in "B" above, it is assumed that both the Company's board members and advisers had determined that the complete versions were needed for their own consideration of what stockholders could be expected to accept in a buyout proposal.

If the Company wishes to preserve the confidentiality of any portions of the records to be provided, I will welcome your proposal of a conventional form of agreement used by the Company for its attorneys, auditors, consultants, financial advisors or others who routinely act as agents to review private information as a foundation for preparing reports that will not be considered private. The agreement should accommodate procedures to assure that confidential information will not be inadvertently disclosed to the stockholder, including (a) my designation of independent agents (“Reviewers”) who will agree in writing to accept the provisions of the confidentiality agreement for purposes of reviewing records, and (b) the Company’s designation of a representative to examine advance copies of reports prepared by Reviewers for possible disclosures of confidential information, and to inform me of any possibly improper disclosures within one day (or such other period of time as may be agreed).

I am of course continuing to act on behalf of a stockholder to make this demand pursuant to Section 220 of the Delaware General Corporation Law, authorized to do so as the “Delegate” according to the accompanying copy of the March 5, 2013 powers of attorney (“Appointment”) granted by Cavan Partners, LP (“Shareholder”), which is a record holder of the Company’s common stock. (The Company’s transfer agent, American Stock Transfer & Trust, has confirmed that their record of the Shareholder’s holding of Company stock is available to you.) I have no notice or knowledge that those powers have been revoked.

Please let me know if there is any reason why you will not be able to produce the demanded records within the five day period allowed by law.

Sincerely yours,



Gary Lutin,
as Delegate

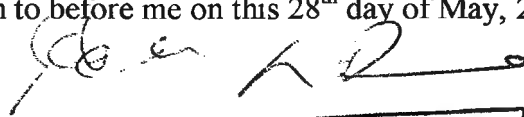
Enclosures

cc: Mr. Alex J. Mandl
Ms. Janet B. Wright

STATE OF NEW YORK
COUNTY OF NEW YORK

.....

Sworn to before me on this 28th day of May, 2013.



ALAN L. BAIN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02BA4500479
QUALIFIED IN NEW YORK
COMM. EXP. 5/26/2014

THE SHAREHOLDER FORUM™
is a trademark of
THE SHAREHOLDER FORUM, INC.

THE WALL STREET JOURNAL.

WSJ BLOGS



April 24, 2013, 7:40 PM

Dell Talks Up Its Software Future

By Shira Ovide

[Dell](#) may be in Wall Street's doghouse for its reliance on sales of unloved hardware like personal computers. But the company sees a bright future in software.

At an event Wednesday in San Francisco, Dell executives outlined ongoing efforts to stitch together software and tech services the company has scooped up in a recent-years acquisition spree, as Dell seeks to morph into a mini-IBM with a range of software products and other corporate technology boasting better profit margins and loftier growth prospects.

Dell executives discussed software to help companies that are struggling to keep tabs on the smartphones, tablet computers and other personal devices they take from home, and expect to use for workplace tasks. Dell also talked about a new version of a service [CA](#) called Toad Business Intelligence—one Dell executive joked about the odd name—for mining company databases for useful information.

At the event, Dell software boss John Swainson described software as the “glue” that holds together the hardware parts of the company, and newer information-services products. (Swainson also apologized for wearing a suit and tie—not a typical wardrobe in the software industry, or in San Francisco. He explained the formal wear was for a Visa board meeting.)



Dell Inc.

John Swainson, Dell's top software executive.

Dell says its software businesses are on track for more \$1.5 billion in annual revenue, though the company hasn't detailed when that figure would be reached.

The product focus comes at a key time for Dell, which is seeking to keep its employees and corporate customers focused amid the noise around a proposed \$24.4 billion offer to buy out the company's public shareholders. That offer, led by private-equity firm Silver Lake Partners and Chief Executive [Michael Dell](#), has faced opposition from some large shareholders.

In an interview, Mr. Swainson said Dell's customers haven't really been asking about the buyout deal. He said the buyout doesn't change Dell's approach to products, nor its relationship with customers.

Mr. Swainson, asked what people would find surprising about Dell's efforts to become a software-and-services company, singled out the speed of the company's transformation. "I think it's further along than people would think," he said.

That wasn't the opinion of officials at [Blackstone Group](#). The private-equity firm last week dropped its efforts to put together a rival buyout bid for Dell. Blackstone officials reviewing Dell's financials and strategy worried it would take too long for Dell's software and corporate-technology offerings to get to the size and scope needed to compete effectively, people familiar with Blackstone's position have said.

Mr. Swainson, a veteran of [IBM](#) who also helped software company CA Inc. recover from an accounting scandal, had stepped away from operating roles when he retired from CA at the end of 2009. Then Mr. Dell last year swooped in to ask if Mr. Swainson would help build Dell's software business from scratch.

Mr. Swainson said he didn't need too much arm twisting. "This was something new and exciting and different – and frankly hard," he said.



Dell Inc.
One Dell Way, RR1-33
Round Rock, TX 78682
tel +1 512 723 0544
fax +1 512 283 0544
www.dell.com

May 24, 2013

BY EMAIL and FIRST CLASS MAIL

Mr. Gary Lutin
The Shareholder Forum, Inc.
575 Madison Avenue 10th Floor
New York, NY 10022

Dear Mr. Lutin,

This letter responds on behalf of Dell Inc. ("Dell") to your letter dated May 17, 2013, to Michael Dell, Chairman and Chief Executive Officer of Dell. Without waiving any objections to the failure of your request to have a proper purpose or otherwise to comply with Section 220, please be advised that Dell is not in possession of any recording or transcript of the April 23 presentation. We also understand there was no presentation material that accompanied the speech, nor did Mr. Dell use any script or notes in connection with the speech.

Very truly yours,

A handwritten signature in black ink that reads "Janet B. Wright".

Janet Wright
Vice President - Corporate, Securities & Finance
Counsel and Assistant Secretary

cc: William D. Regner, Esq.
Debevoise & Plimpton LLP

S. Mark Hurd, Esq.
Morris, Nichols, Arsht & Tunnell LLP

Gregory P. Williams, Esq.
Richards, Layton & Finger, P.A.