

Plan for Support of Dell Appraisal Rights

[Support services required for marketable investments in appraisal rights](#)

[Misleading reports about appraisal rights](#)

Assuming that everyone has decided whether or not to reserve appraisal rights in relation to the proposed Dell buyout – and that if doing so has initiated the bureaucratic process for presenting a written demand in time – the highest priority for Forum attention now is to implement the support services that will be needed to make those rights practical for investors.

Plans for the organization of these services are summarized below. I want to thank all of you who have helped to guide us through the complications of marketplace and legal considerations to develop this very sound solution.

Support services required for marketable investments in appraisal rights

The Dell Valuation Trust has been organized to function exclusively as an independent manager of the services required to support appraisal rights established by Dell shareholders. Among other things, the Trust will not have any direct or indirect interest as a principal or agent in transactions of investments relating to appraisal rights. This carefully limited Trust responsibility for independent management has significant advantages for owners of the appraisal rights.

- ▶ *Owners can maintain complete control of their own decisions about buying or selling, borrowing or considering settlement proposals.*
- ▶ *Owners can rely upon Trust support services to effectively manage their appraisal rights without potential biases or conflicts.*
- ▶ *The Trust can function as a disinterested provider of information required for owner decisions.*

On the subject of what services are needed and how they should be provided, our focus has been on these objectives:

1. Effective services to achieve the highest possible value realization
2. Economies from efficiently organized resources to serve multiple owners
3. Owner access to decision-making information as well as exchanges of views
4. Equal cost and benefit allocations to all appraisal rights managed by the Trust

A discussion draft of the Trust’s “Plan of Organization” has been posted on the Forum’s website for anyone who wants to review the current state of thinking, and we will welcome any questions or suggestions to guide our final definition of the plan by next week:

- [7/12/13 discussion draft: Dell Valuation Trust | Plan of Organization](#) (4 pages, 208 KB, in [PDF](#) format)

As many of you know, we have already initiated the services supporting a shareholder's perfection of appraisal rights and certifying eligibility for ongoing Trust support. If the Dell buyout is approved as expected next week, we will want to immediately implement the Review Panel to provide Trust supported shareholder-owners with the information they need to consider their choice between proceeding with appraisal rights or taking the \$13.65 per share buyout bid.

Misleading reports about appraisal rights

The past week's media focus on the views of Wall Street's smartest (and richest) investor¹ generated a flood of uninformed, misinformed and confused views about appraisal rights. While the time for decision-making for most investors has passed since it is now too late to initiate a demand for appraisal, some of the issues raised may be relevant to future decisions about Dell as well as to your consideration of appraisal rights in other situations. We will try to address these issues during the next few weeks, and your advice of priorities for doing so will be appreciated.

Most disappointingly, one of the sources of confusion was last night's press release of Dell's special committee,² which included statements suggesting that auction bid prices are relevant to a court's determination of fair value for appraisal rights and that each shareholder would have to "fund individually" its own appraisal process. I have encouraged the committee to correct these misimpressions.

GL – July 12, 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 [July 10, 2013 Wall Street Journal: "Icahn Calls on Dell Holders to Seek Appraisal of Shares."](#)

² See [July 11, 2013 Special Committee of the Board of Directors of Dell Inc. \(as published by Business Wire\): "Special Committee Cautions Dell Stockholders Regarding Carl Icahn's Misleading Statements About Appraisal Rights."](#)

Dell Valuation Trust

Purposes of Trust

Support Services

The Dell Valuation Trust ("Trust") has been organized¹ to provide independent support services ("Support Services") for the effective management of appraisal rights ("Appraisal Rights") that may be established by shareholders of Dell ("Dell" or "Company") common stock ("Owners") in relation to a proposed buyout transaction ("Transaction"),² including

- (a) initial administrative processing of shareholder demands and subsequent actions required to perfect Appraisal Rights;
- (b) certification that specified Appraisal Rights satisfy consistently applied requirements to be eligible for Support Services offered by the Trust;
- (c) retention of counsel ("Appraisal Counsel") and experts to represent the interests of Owners in appraisal proceedings;
- (d) management of legal, accounting, reporting, communication and other services to support and monitor Appraisal Rights;
- (e) pro rata allocations of benefits and costs to assure fair and equal treatment of all eligible Appraisal Rights; and
- (f) support of Owner information requirements for their independent evaluations and decisions relating to Appraisal Rights.

Eligibility Certification

To be eligible for Support Services, an "Eligibility Certification" must be established by the Trust, based either on its authorized administration of the actions required to perfect an Owner's Appraisal Rights or on its review of evidence that the Owner's Appraisal Rights have been independently perfected.

Conditions: If the Trust is unable to certify eligibility of particular rights, it may establish arrangements with the Owner for temporary Support Services pending completion of document verification or the result of any court

Information Services for Owners of Eligible Rights

Reports to Owners

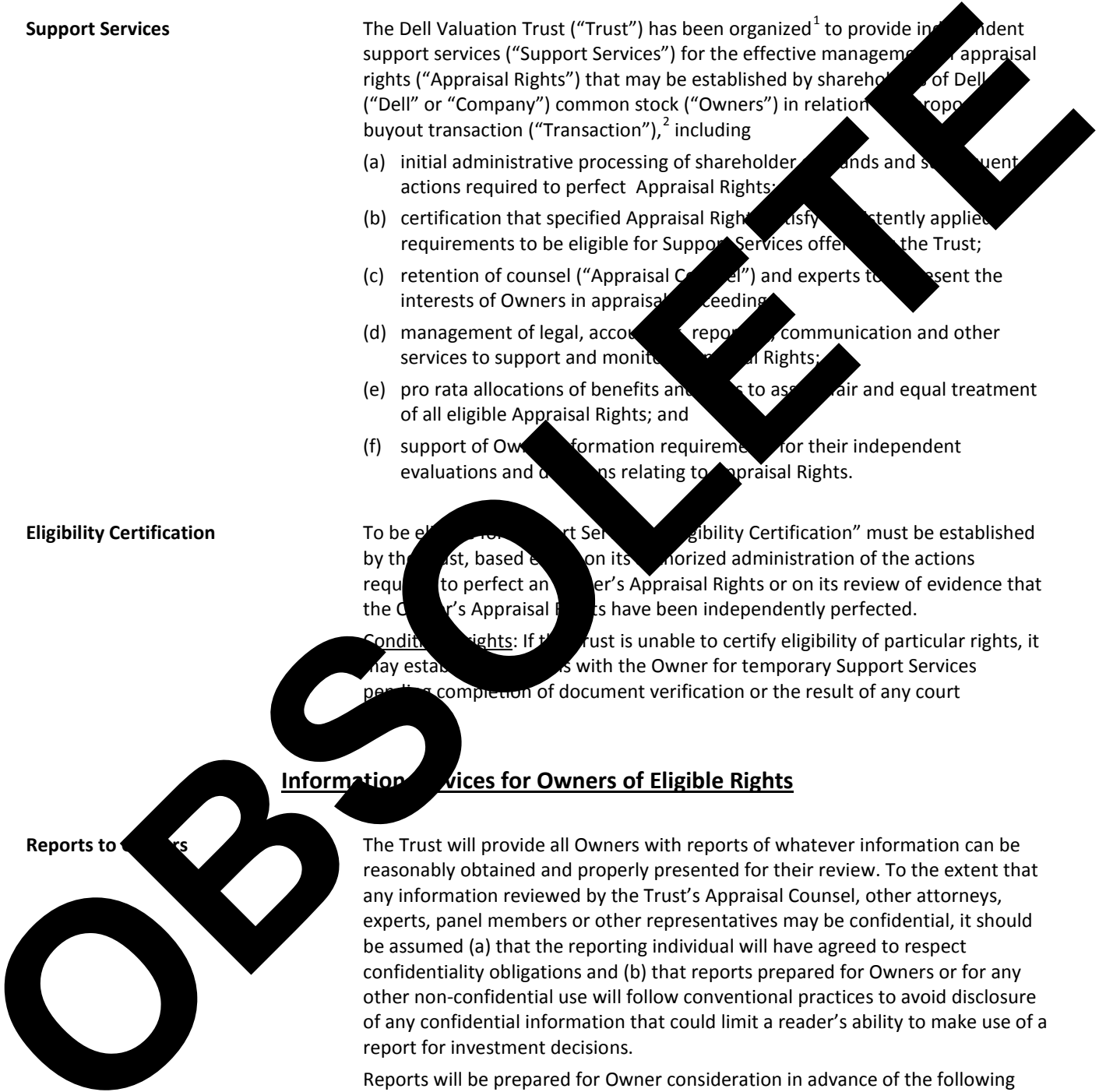
The Trust will provide all Owners with reports of whatever information can be reasonably obtained and properly presented for their review. To the extent that any information reviewed by the Trust's Appraisal Counsel, other attorneys, experts, panel members or other representatives may be confidential, it should be assumed (a) that the reporting individual will have agreed to respect confidentiality obligations and (b) that reports prepared for Owners or for any other non-confidential use will follow conventional practices to avoid disclosure of any confidential information that could limit a reader's ability to make use of a report for investment decisions.

Reports will be prepared for Owner consideration in advance of the following decisions, based on whatever information is available at the time:

- electing within 60 days after the effective date to either accept the

¹ The Trust was organized as a Delaware statutory trust on June 20, 2013.

² See the "Rights of Appraisal" section beginning on page 180 of Dell's [May 31, 2013 Proxy Statement](#) and the referenced [Delaware General Corporation Law, § 262. Appraisal Rights](#).



- Transaction proposal price or proceed with rights to appraisal value;
- responding to any Company offer of settlement; and
- evaluating any recommendations of Trust legal advisors concerning significant actions or strategies.

Review Panel of Owner delegates

A Review Panel of members delegated by Owners will be managed by the Shareholder Forum to independently monitor and report on the progress of Appraisal Rights and the Trust's Support Services, as more fully described in the [appended Review Panel Charter](#).

Periodic and progress reports

The Review Panel will provide Owners with regular quarterly reports and special reports of any significant developments. The Trust will provide financial and operating reports according to conventional accepted standards.

Responses to Owner questions

Owners may submit questions to the Trust or its Review Panel, and the Trust will report the responses to all Owners.

Reporting Owner views

Owners will be encouraged to present questions as well as views of their interests to the Review Panel, either privately or for public reporting, and the Panel may at any time direct the Trust to survey Owners to determine their interests.

Support of Court Proceedings and Appraisal Rights

Appraisal Counsel

Fish & Richardson has been engaged to act as Appraisal Counsel to represent the interests of Owners in appraisal proceedings, and to advise the Trust in relation to Eligibility Certification.

Experts

With the assistance of Appraisal Counsel, the Trust will engage such experts as are appropriate.

Management of the Trust

Administrative Management

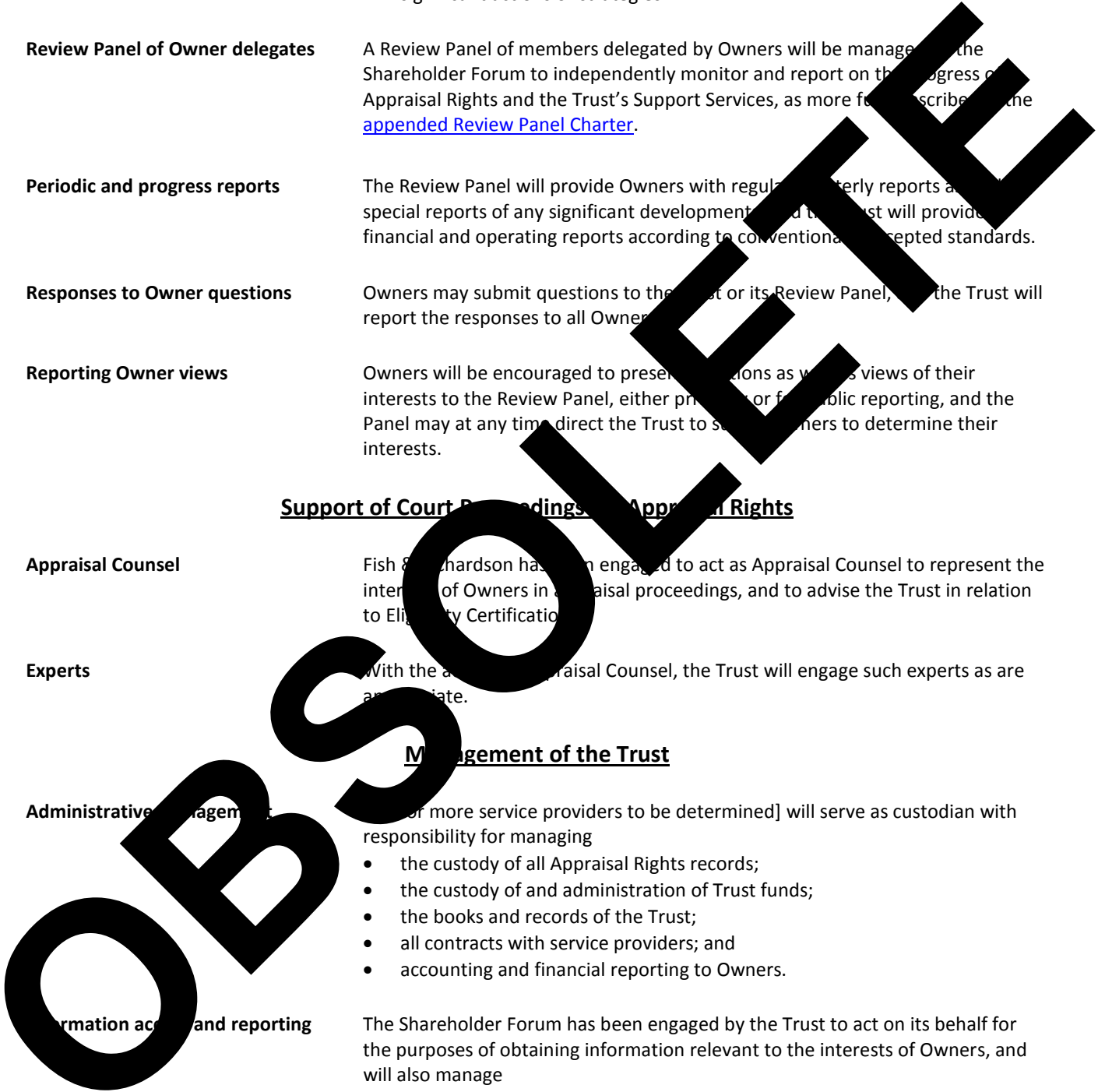
[One or more service providers to be determined] will serve as custodian with responsibility for managing

- the custody of all Appraisal Rights records;
- the custody of and administration of Trust funds;
- the books and records of the Trust;
- all contracts with service providers; and
- accounting and financial reporting to Owners.

Information Access and Reporting

The Shareholder Forum has been engaged by the Trust to act on its behalf for the purposes of obtaining information relevant to the interests of Owners, and will also manage

- the services supporting the Review Panel;
- communications, including surveys, of Owner questions and interests;
- support of Appraisal Counsel information requirements relating to Appraisal Rights and Owner interests; and
- research and reports requested by the Trust, Appraisal Counsel or the Review Panel relating to interests of Owners.



Trust counsel

Berger Harris has been engaged to advise the Trust in relation to Delaware law concerning trusts and the assignments of rights and responsibilities concerning Appraisal Rights.

Costs of Support Services

Eligibility Certification costs

For Owners who authorized Trust processing of demands for appraisal, the Eligibility Certification is established by that process without additional charge. Requests for Eligibility Certification of independently processed rights will cost two cents per share with a minimum \$10,000 charge if initiated prior to the voting date, and [?] cents per share with a minimum [?] if initiated after the voting date. Minimum charges may be reduced for individual investors.

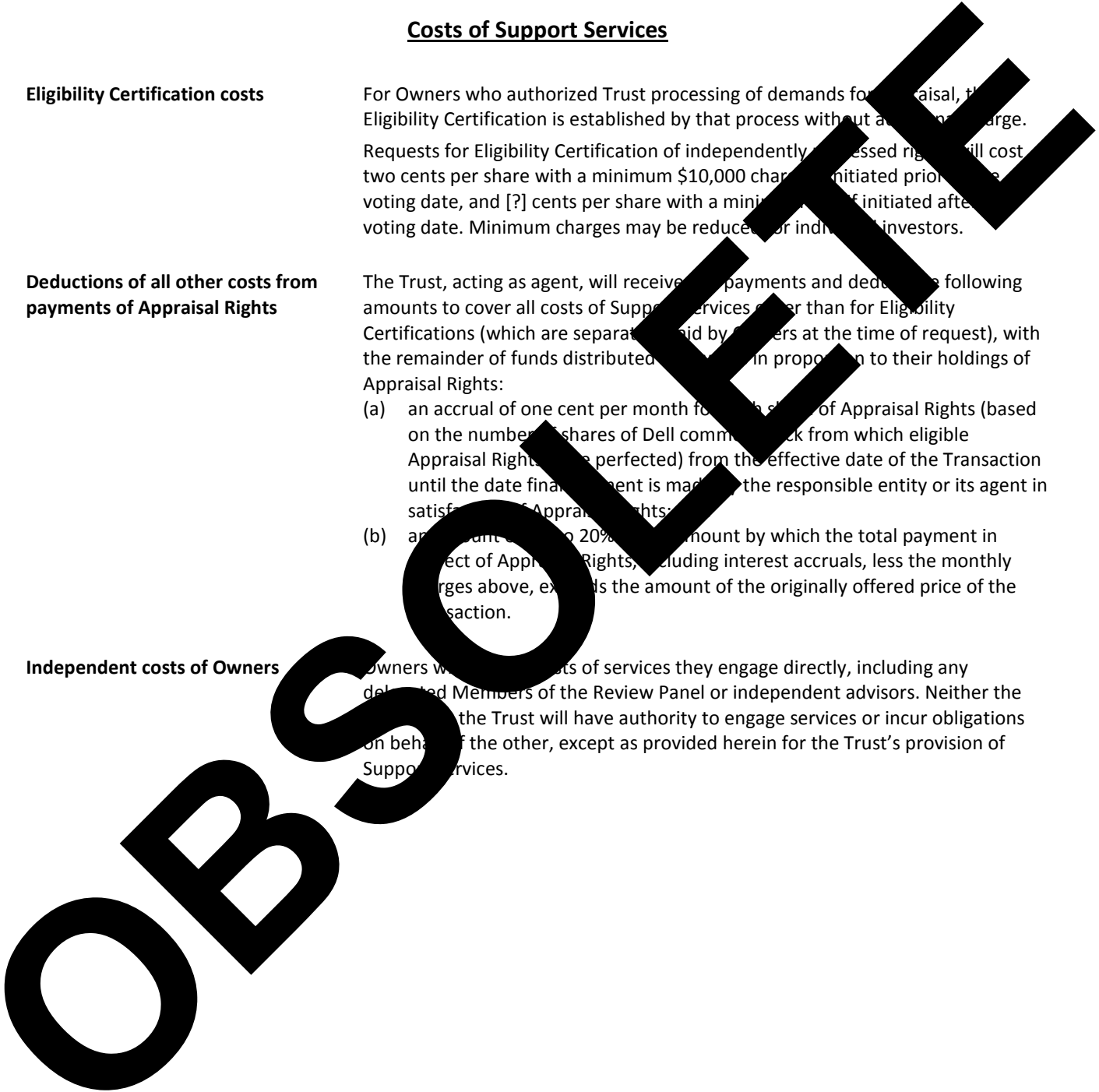
Deductions of all other costs from payments of Appraisal Rights

The Trust, acting as agent, will receive all payments and deductions following amounts to cover all costs of Support Services other than for Eligibility Certifications (which are separately paid by owners at the time of request), with the remainder of funds distributed to Owners in proportion to their holdings of Appraisal Rights:

- (a) an accrual of one cent per month for each share of Appraisal Rights (based on the number of shares of Dell common stock from which eligible Appraisal Rights are perfected) from the effective date of the Transaction until the date final payment is made by the responsible entity or its agent in satisfaction of Appraisal Rights;
- (b) an amount equal to 20% of the amount by which the total payment in respect of Appraisal Rights, including interest accruals, less the monthly charges above, exceeds the amount of the originally offered price of the Transaction.

Independent costs of Owners

Owners will incur costs of services they engage directly, including any independent Members of the Review Panel or independent advisors. Neither the Trust nor the Trustee will have authority to engage services or incur obligations on behalf of the other, except as provided herein for the Trust's provision of Support Services.



Appendix: Review Panel Charter

The Shareholder Forum will organize a Review Panel of experts representing owners of Dell Inc. appraisal rights supported by the Dell Valuation Trust (“Owners”).

The Review Panel will help define issues relevant to investor interests in the court proceedings to determine the fair value of Dell Inc. as a going concern (“Appraisal Proceeding”), and will provide reports to keep Owners fully informed of their interests. Members of the Review Panel (“Members”) will receive updates of the activities of the Trust and its experts, review materials prepared by the Trust and its advisors, and meet regularly with the attorneys responsible for the conduct of the Trust’s appraisal proceeding (“Appraisal Counsel”) to ask questions and offer views.

Chairs and Reporter

The chair and any co-chairs of the Review Panel will be appointed by The Shareholder Forum.

The Shareholder Forum will appoint a Reporter and provide staff support for the Review Panel. The Reporter will be responsible for scheduling meetings, preparing agendas, facilitating meetings, preparing minutes, distributing minutes, sharing materials, and other administrative functions.

Selection of Members

Any Owner or group of Owners with at least 1% of the appraisal rights supported by the Trust may delegate a Member, subject to approval of qualifications by The Shareholder Forum.

Communication

The Review Panel will meet monthly, in person or by electronic means.

Members will receive reports of the progress of the appraisal proceeding, including progress and developments of the previous period and expected developments of the next period, and will have access to confidential materials (subject to acceptance of an appropriate confidentiality agreement). They will be encouraged to present questions and share their observations, opinions, and suggestions with Appraisal Counsel. They may provide statements of observations or views for presentation to Owners or to Appraisal Counsel.

Members will be encouraged to present questions as well as views of their interests directly to the Trust, either privately or for public reporting, and the Review Panel may at any time direct the Trust to survey Owners to determine their interests.

Members will be expected to report on views but will not be responsible for any decisions or actions of the Trust.

The Review Panel will prepare a Quarterly Report of activities for Owners, including the responses from Appraisal Counsel to questions asked. Members may attach their own comments to the Quarterly Report.

Confidentiality

Members who are to have access to confidential information relating to the Appraisal Proceeding will be required to sign appropriate confidentiality agreements that include restrictions on reporting information that could make a person an ‘insider.’ Members may use insights from confidential information in developing their assessments, but may not disclose the information that is confidential.

Fees, Costs and Expenses

The Trust will be responsible for all costs supporting the administration of the Review Panel, including the salaries of the Chair, Co-chairs, Reporter and staff, but will not be responsible for any costs incurred by Members or Owners in relation to the Review Panel. An Owner will be expected to make any arrangements for compensation or expense reimbursement of a delegated Member independently of the Trust.