

DELL INC  
Form DEFA14A  
December 13, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**Dell Inc.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: N/A

(2) Aggregate number of securities to which transaction applies: N/A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11  
(Set forth the amount on which the filing fee is calculated and state how it was determined): N/A

(4) Proposed maximum aggregate value of transaction: N/A

(5) Total fee paid: N/A

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: N/A

(2) Form, Schedule or Registration Statement No.: N/A

(3) Filing Party: N/A

(4) Date Filed: N/A

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

---

Filed by: Dell Inc.  
Pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934  
Subject Company: Compellent Technologies, Inc.  
Commission File No. 0-17017

On December 13, 2010, the following information was provided by Dell Inc. (Dell): (i) a presentation to analysts summarizing Dell's proposed acquisition of Compellent Technologies, Inc. (the Proposed Transaction); (ii) a set of talking points relating to Top Questions and summarizing key aspects of the Proposed Transaction that will be used by various personnel of Dell for both internal and external communication; (iii) a set of talking points for an analyst call on Monday, December 13, 2010; (iv) Frequently Asked Questions for purposes of communication with Dell's channel partners regarding Compellent Technologies, Inc.; (v) all blog communications related to the Proposed Transaction.

---

















**Important Information**

*In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition of Compellent by Dell pursuant to the terms of the merger agreement. INVESTORS AND STOCKHOLDERS OF COMPELLENT ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES THERETO.*

*Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the parties (when available), at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or at Compellent's Web site at [www.compellent.com/investors](http://www.compellent.com/investors). The proxy statement and such other documents may also be obtained, when available, for free from Compellent by directing such request to Investor Relations, 7625 Smetana Lane, Eden Prairie, MN 55344-3712, telephone: (952) 294-3300.*

*Compellent, Dell and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from Compellent's stockholders in connection with the proposed transaction. Further, such persons may have direct or indirect interests in the Merger due to, among other things, securities holdings, pre-existing or future indemnification arrangements, vesting of equity awards, or rights to severance payments in connection with the Merger. Information concerning the interests of these persons will be set forth in the proxy statement relating to the transaction when it becomes available.*

**Forward Looking Statements**

*Statements in this presentation that relate to future results and events are forward-looking statements made within the meaning of Section 21E of the Securities Exchange Act of 1934 based on Dell and Compellent's current expectations regarding the merger transaction. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Compellent's business may experience significant disruptions due to transaction-related uncertainty or other factors that the parties are unable to successfully implement integration strategies; and other risks that are described in Dell's Annual Report on Form 10-K for the fiscal year ended January 29, 2010 and in its subsequently filed SEC reports and Compellent's Annual Report on Form 10-K for the year ended December 31, 2009 and in its subsequently filed SEC reports. Neither Dell nor Compellent undertakes any obligation to update these forward-looking statements except to the extent otherwise required by law.*

---

**DELL/COMPELLENT ANALYST CALL**

**Monday, December 13, 2010**

**7:30am CDT**

**Rob Williams Introduction**

Thank you \_\_\_\_\_ .

Good morning and thanks for joining us. We're pleased to announce that Dell and Compellent have reached a definitive agreement for Dell to acquire Compellent.

With me today are Brad Anderson, Senior Vice President of Dell's Enterprise Product Group, Dave Johnson, Senior Vice President, Dell Corporate Strategy and Phil Soran, CEO of Compellent.

We have posted our webdeck on Dell.com. I encourage you to review these materials for additional perspective.

Additional information about the transaction, the participants, and the risks associated with this transaction will be included in the SEC filings of Dell and Compellent.

[SLIDE 2]

Next, I'd like to remind you that all statements made during this call that relate to future results and events are forward-looking statements that are based on our current expectations. Actual results and events could differ materially from those projected in the forward-looking statements because of a number of risks and uncertainties, which are discussed in our annual and quarterly SEC filings and in the cautionary statement contained in our press release and on our website. We assume no obligation to update our forward-looking statements.

In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition. Information concerning the interests of those persons who may be deemed to be participants in the solicitation of proxies from Compellent's stockholders will be set forth in the proxy statement relating to the transaction when it becomes available. Investors and stockholders of Compellent are advised to read the proxy statement and any other relevant documents filed with the SEC when they become available, because they will contain important information about the merger and parties involved.

Now I would like to turn it over to Dave

[SLIDE 3]

**Dave Johnson Overview**

DATA CONFIDENTIAL

Page 1 of 5

---

Thanks Rob and good morning to everyone.

Consistent with our strategy to build out our enterprise solutions and services business, we have added a scalable NAS solution with Clustered File system capabilities, an iSCSI platform, and a de-duplication and compression solution. Compellent adds modular SAN storage to this portfolio.

Now let me get to the details of this transaction. We have reached a definitive agreement for Dell to acquire Compellent for \$27.75 per share. The transaction equity value is \$960 million and the aggregate purchase price is valued at approximately \$820 million, net of Compellent's cash.

The boards of both companies have unanimously approved the transaction.

We have also reached retention agreements with Compellent's senior leadership team, and Compellent's team members will report into Dell's enterprise product group and sales segments.

In addition, Dell has entered into a reseller agreement with Compellent to extend its storage portfolio.

We intend to fund the transaction with cash and, pending regulatory approval, we anticipate closing the transaction in early 2011.

And as you know, closing is subject to Compellent stockholder approval and other customary closing conditions.

When synergies are considered, we anticipate the transaction will be accretive to Dell's non-GAAP earnings in fiscal 2012.

With that, I'll turn it over to Brad.

**Brad Anderson   Enterprise Storage Discussion**

Thank-you Dave. Good morning everyone.

[SLIDE 4]

Turning to slide 4, Compellent is a provider of virtualized storage solutions with automated tiered storage for the enterprise and cloud computing environments.

As we have discussed with you, Dell is focused on building-out its enterprise business. We continue to make significant organic investments in go-to-market, solutions and R&D capabilities. We have also invested from an inorganic standpoint in growing our services and storage platforms.

Today's announcement is another step in this direction. Compellent complements Dell's enterprise-class storage portfolio and is consistent with our strategy to develop solutions for the data storage market.

Compellent s brings \$125 million in revenue last year with gross margin performance in line with higher margin storage offerings we have added to our business over the past three years.

Compellent s revenue is built on a sound value proposition and solid customer relationships. Currently they have about 2500 current customers and a channel sales model.

We believe the combination of Compellent s modular SAN storage with Dell s customer reach presents an opportunity to grow Compellent faster and across more verticals.

[SLIDE 5]

Turning to slide 5.

Last year, customers spent about \$45 billion to store data, and they spent almost an equal amount to manage data.

Going forward Customers will spend more to manage their data than to store.

In the storage industry there are too many point solutions. There is primary and secondary, backup, and archival.

There is iSCSI and Fibre. There is block and file-based. Too many of these solutions are all about technologies, not about addressing customer requirements

Customer want to buy based on requirements like capacity, performance, latency and cost points. And they want solutions that are not just about how you store the data, but how to manage it.

Customers want to be able to have storage on primary and easily move it to secondary and then back it up, and at some point archive the data. They want the ability to dedup and manage the data early in its life rather than just before they archive it. You can t accomplish this when you have all these point products because they are incompatible.

At Dell, we aren t protecting any kind of legacy set of platforms, so we really feel that we are in a great position and are making investments that allow us to deliver unified storage and data mobility. This is a pain point that we feel like we can address with our open, capable and affordable solutions and we think we are very well positioned.

We believe Compellent is a strong addition to our portfolio and adds to our broad coverage across the storage landscape. Compellent can provide our customers additional mid and high-end network storage solutions that remove complexity and reduce cost.

Compellent s Fluid Data architecture automates data movement and management to adapt to continuous change.

Their software technology and dynamic block storage allows customers to scale up and out on a single platform, adopting new technologies as they emerge.

Their automated tiering delivers more flexibility and better storage utilization than

DATA CONFIDENTIAL

Page 3 of 5

---

legacy systems and solves the problem of inefficiently allocating physical space and under-utilization.

These are enterprise ready solutions whether it is virtualization, automation, utilization or block-level intelligence capabilities.

Let me turn it over to Phil for a couple of comments.

**Phil Soran Overview**

Thanks Brad.

[SLIDE 6]

We are excited about this new stage in Compellent's growth.

For a long time we have believed in the power of our innovation and technology and its ability to scale and change storage economics.

We have a proven track record of delivering enterprise-class features to a growing and loyal base with nearly 2500 current customers that value the technology and service we provide. These customers range from traditional midsize enterprises to large enterprises and cloud providers.

Why do customers buy Compellent? There are three key reasons:

- § First, we offer the industry's best TCO story with a persistent architecture that eliminates forklift upgrades
- § Second, our software innovation increases business efficiency, agility and resiliency, with features such as automated tiering, thin provisioning and Live Volume
- § Third, our space-efficient Replay architecture helps customers reduce the amount of data that is duplicated while protecting their valuable information

We also have good geographic footprint selling into 34 countries and serving customers across a diverse set of verticals, including healthcare, education, government and financials.

Our dedication to the channel with an assisted sales model is effective and we have strong channel relationships which will be important as we move forward.

We want to accelerate with the Dell brand, resources and reach to introduce our Fluid Data storage to thousands.

If you look at Compellent and Dell as two parts coming together, this is a combination that will take our technology and leverage Dell's customer reach to expand across more verticals and geographies.

We look forward to working together and I'll turn it back over to Brad for some closing remarks.

**Brad Anderson Closing Comments**

Thank you, Phil.

[SLIDE 7]

Again, the key take aways for this acquisition.

Dell is building and acquiring solutions in areas where customer needs are growing.

Compellent's architecture delivers excellent performance and scalability for cloud and highly virtualized environments.

Dell's scale and reach will drive deployment and penetration of Compellent's products.

And Dell is committed to open, capable and affordable solutions that deliver value and lower cost of ownership.

I want to thank you for joining us today. We will stop there and turn it over to Rob Williams.

**Rob Williams**

Thanks Brad, now let's open it up for questions with Brad, Dave and Phil.

As a reminder, please limit your questions to one, with a follow-up. Operator.

Thanks operator, let's take one more question.

Thanks everyone for participating today. We look forward to talking with you in much greater detail after the close of this transaction.

**Important Information**

*In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition of Compellent by Dell pursuant to the terms of the merger agreement. INVESTORS AND STOCKHOLDERS OF COMPELLENT ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES THERETO.*

*Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the parties (when available), at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or at Compellent's Web site at [www.compellent.com/investors](http://www.compellent.com/investors). The proxy statement and such other documents may also be obtained, when available, for free from Compellent by directing such request to Investor Relations, 7625 Smetana Lane, Eden Prairie, MN 55344-3712, telephone: (952) 294-3300.*

*Compellent, Dell and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from Compellent's stockholders in connection with the proposed transaction. Further, such persons may have direct or indirect interests in the Merger due to, among other things, securities holdings, pre-existing or future indemnification arrangements, vesting of equity awards, or rights to severance payments in connection with the Merger. Information concerning the interests of these persons will be set forth in the proxy statement relating to the transaction when it becomes available.*

**Forward Looking Statements**

*Statements in this presentation that relate to future results and events are forward-looking statements made within the meaning of Section 21E of the Securities Exchange Act of 1934 based on Dell and Compellent's current expectations regarding the merger transaction. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Compellent's business may experience significant disruptions due to transaction-related uncertainty or other factors that the parties are unable to successfully implement integration strategies; and other risks that are described in Dell's Annual Report on Form 10-K for the fiscal year ended January 29, 2010 and in its subsequently filed SEC reports and Compellent's Annual Report on Form 10-K for the year ended December 31, 2009 and in its subsequently filed SEC reports. Neither Dell nor Compellent undertakes any obligation to update these forward-looking statements except to the extent otherwise required by law.*





























































**Important Information**

*In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition of Compellent by Dell pursuant to the terms of the merger agreement. INVESTORS AND STOCKHOLDERS OF COMPELLENT ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES THERETO.*

*Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the parties (when available), at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or at Compellent's Web site at [www.compellent.com/investors](http://www.compellent.com/investors). The proxy statement and such other documents may also be obtained, when available, for free from Compellent by directing such request to Investor Relations, 7625 Smetana Lane, Eden Prairie, MN 55344-3712, telephone: (952) 294-3300.*

*Compellent, Dell and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from Compellent's stockholders in connection with the proposed transaction. Further, such persons may have direct or indirect interests in the Merger due to, among other things, securities holdings, pre-existing or future indemnification arrangements, vesting of equity awards, or rights to severance payments in connection with the Merger. Information concerning the interests of these persons will be set forth in the proxy statement relating to the transaction when it becomes available.*

**Forward Looking Statements**

*Statements in this presentation that relate to future results and events are forward-looking statements made within the meaning of Section 21E of the Securities Exchange Act of 1934 based on Dell and Compellent's current expectations regarding the merger transaction. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Compellent's business may experience significant disruptions due to transaction-related uncertainty or other factors that the parties are unable to successfully implement integration strategies; and other risks that are described in Dell's Annual Report on Form 10-K for the fiscal year ended January 29, 2010 and in its subsequently filed SEC reports and Compellent's Annual Report on Form 10-K for the year ended December 31, 2009 and in its subsequently filed SEC reports. Neither Dell nor Compellent undertakes any obligation to update these forward-looking statements except to the extent otherwise required by law.*

## **Compellent FAQs Channel Partners**

### **General**

#### **Q. Who is Compellent Technologies and what do they sell?**

**A:** Compellent is a public company (NYSE: CML) based in Eden Prairie, Minnesota that provides Fluid Data storage solutions that automate the movement and management of data at a granular level, enabling organizations to constantly adapt to change, slash costs and secure information against downtime and disaster. This patented, built-in storage intelligence delivers significant efficiency, scalability and flexibility. With a dedicated channel sales network in 35 countries, Compellent is one of the fastest growing enterprise storage companies in the world.

#### **Q. Why is Dell acquiring Compellent?**

**A:** The acquisition is compelling for Dell as it provides a significant enhancement to Dell's storage portfolio, providing our customers with choice and value and moving from a reseller to a solutions provider. Dell looks to acquire Compellent as the next step in Dell's strategy to help customers better manage their data growth, reduce their storage costs and simplify the management of their IT infrastructure.

#### **Q. How does Dell intend to use and benefit from Compellent technology?**

**A:** At this time, we are not discussing the future product integration roadmap. We will provide additional information in the future.

#### **Q: When will the acquisition close?**

**A:** Closing is subject to customary closing conditions.

#### **Q: How does this announcement affect our storage and enterprise solutions strategy?**

**A:** Dell is expanding its storage technology portfolio to better address the needs of its customers in the virtual era. The volume, velocity and value of their data create a need to change the way they manage people, processes and procurement. Dell's enterprise strategy in the virtual era helps control operational costs while making it easier to keep up with growing business, competitive and market demands without sacrificing choice and flexibility. Our intelligent infrastructure solutions, including servers, storage and networking, provide advanced automation, industry-leading optimization and flexibility through scalable storage solutions.

### **Channel-specific**

#### **Q: Compellent currently has a channel only sales model. Does Dell have plans to preserve this model or will you offer Compellent's products via your direct sales force as well?**

**A:** Much like with the EqualLogic product line, we will make all Compellent products available to customers via Dell and through existing Compellent and Dell partners. As like the EQL acquisition, Dell will take the very best of the Compellent channel programs and model, combine it with our award-winning Storage channel program to bring the best to our partners. A benefit to Compellent partners is they will now have access to all Dell products which we expect to open up new opportunities.

#### **Q: If you have plans to take direct in addition to remaining with the channel, how will you assuage partner concerns about Dell taking their business?**

**A:** Dell Partner Direct just celebrated its 3rd year anniversary and is a mature partner business. We have worked hard to alleviate partner concerns and earn their trust. We have done this by creating and leveraging a firm Deal Registration process which protects partners who are creating and driving demand. We have neutralized sales compensation so that our Account teams receive full credit for partnering with the channel which we believe helps drive the right behavior, and finally we operate with

rules of engagement that have established great working relationships with our partners. We will continue to do these things as we integrate the Compellent products into Dell.

**Q: Dell now has two channel-optimized mid-range storage products EQL and Compellent how will you help partners decide which one they should offer?**

**A:** The two products are quite complimentary and also have unique and distinct advantages depending on the customer need and the solution we are trying to solve for the customer. We have developed great set of training for Dell/EQL products and Compellent has great product training available for partners as well. We see this is a huge opportunity for the channel to now offer a complete Dell storage portfolio to customers.

**Q: What happens to Compellent's existing channel partners?**

**A:** Like we have with other acquisitions, we will offer them an opportunity to join our current PartnerDirect program which will enable them to preserve investments made with Compellent.

**Q: Is there much overlap between EQL channel partners and Compellent channel partners?**

**A:** There is some, but this presents an outstanding opportunity for both product lines to reach new customers and new channel partners as well.

**Important Information**

*In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition of Compellent by Dell pursuant to the terms of the merger agreement. INVESTORS AND STOCKHOLDERS OF COMPELLENT ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES THERETO.*

*Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the parties (when available), at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or at Compellent's Web site at [www.compellent.com/investors](http://www.compellent.com/investors). The proxy statement and such other documents may also be obtained, when available, for free from Compellent by directing such request to Investor Relations, 7625 Smetana Lane, Eden Prairie, MN 55344-3712, telephone: (952) 294-3300.*

*Compellent, Dell and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from Compellent's stockholders in connection with the proposed transaction. Further, such persons may have direct or indirect interests in the Merger due to, among other things, securities holdings, pre-existing or future indemnification arrangements, vesting of equity awards, or rights to severance payments in connection with the Merger. Information concerning the interests of these persons will be set forth in the proxy statement relating to the transaction when it becomes available.*

**Forward Looking Statements**

*Statements in this presentation that relate to future results and events are forward-looking statements made within the meaning of Section 21E of the Securities Exchange Act of 1934 based on Dell and Compellent's current expectations regarding the merger transaction. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Compellent's business may experience significant disruptions due to transaction-related uncertainty or other*

## Direct2Dell Blog

Date: Announcement  
Time: 6:10 am Central  
Audience: External

### Complementing Our Data Management Vision

It's no surprise that the explosive growth of data and its subsequent management is consuming customers' days and task lists. The need to handle this data growth, minimize risk and keep data accessible is swallowing scarce resources, and Dell has been discussing this since last March with the [Virtual Era](#) conversation.

Today, I am pleased to announce Dell's intent to acquire Compellent, a growing global leader in Enterprise storage that automates the movement and management of data. This marks another step in our journey toward putting our customers first, aligning our strategy with their strategies for success. By complementing our already comprehensive storage portfolio, Compellent introduces an architecture that can actively, intelligently manage data at a more granular level to cut cost, time and risk for our customers' businesses.

Over the last two years, we have honed in on technologies that work behind the scenes with intelligence to abstract the complex and provide true business value to our end users. This was certainly true with EqualLogic and was illustrated with Exanet and Ocarina. One similarity across all of these acquisitions is the ability to solve for data management issues. Compellent pioneered and patented automated tiered storage that moves data to its optimal location based on how frequently it is accessed. This automated tiering is advanced because of its granularity, ability to tier across drive types and RAID types and the sophisticated way it dynamically moves the most active data to the fastest, outer edges of each drive (called Fast Track) for the highest performance. Also, Compellent's Live Volume technology is built into every array so that a user can easily move any LUN between arrays (either local or remote) while it's being accessed (think vMotion for a volume) all the while being both non-disruptive and transparent to the user.

All of these meet our customers' foundational requirement that storage technologies be straight-forward and easy-to-use while advancing their ability to be more productive. When you combine that with Compellent's flexible, multiprotocol approach, their unified platform that integrates SAN, NAS, primary and secondary storage and their perpetual software licensing, Dell will continue to offer solutions that are all-inclusive to avoid charging a tax each time customers wish to use emerging drive types, use a range of interconnect options or upgrade the functionality of their arrays.

Please check back with us as we build out this opportunity to bring more efficiency and productivity to data centers worldwide. I'm thrilled to start this next phase of our vision!

### **Important Additional Information**

*In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition of Compellent by Dell pursuant to the terms of the merger agreement. INVESTORS AND STOCKHOLDERS OF COMPELLENT ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER*

---

*RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES THERETO. Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the parties (when available), at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or at Compellent's Web site at [www.compellent.com/investors](http://www.compellent.com/investors). The proxy statement and such other documents may also be obtained, when available, for free from Compellent by directing such request to Investor Relations, 7625 Smetana Lane, Eden Prairie, MN 55344-3712, telephone: (952) 294-3300. Compellent, Dell and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from Compellent's stockholders in connection with the proposed transaction. Further, such persons may have direct or indirect interests in the Merger due to, among other things, securities holdings, pre-existing or future indemnification arrangements, vesting of equity awards, or rights to severance payments in connection with the Merger. Information concerning the interests of these persons will be set forth in the proxy statement relating to the transaction when it becomes available.*

**Forward Looking Statements**

*Statements in this press release that relate to future results and events are forward-looking statements made within the meaning of Section 21E of the Securities Exchange Act of 1934 based on Dell and Compellent's current expectations regarding the merger transaction. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Compellent's business may experience significant disruptions due to transaction-related uncertainty or other factors that the parties are unable to successfully implement integration strategies; and other risks that are described in Dell's Annual Report on Form 10-K for the fiscal year ended January 29, 2010 and in its subsequently filed SEC reports and Compellent's Annual Report on Form 10-K for the year ended December 31, 2009 and in its subsequently filed SEC reports. Neither Dell nor Compellent undertakes any obligation to update these forward-looking statements except to the extent otherwise required by law.*

---

## Inside Enterprise Blog

Date: Announcement

Time: 6:10 am Central

Audience: External

### Dell and Compellent, a Fit That Makes Sense

I'm sure by now you've picked up on some bit of news about Dell's movement in the storage space. At least that's how my world works. I can assure you that there is much excitement and momentum around these halls, as today we announce our *intent to acquire Compellent*, a leader in automated tiered storage and a company who keeps the kind of maniacal focus on its storage customers that we do.

Brad Anderson, our Enterprise Senior Vice President, went into some detail earlier this morning *in his blog* about the unique value Compellent would bring to the table, but I thought it was important to also hear it directly from our General Manager, Darren Thomas. If you're curious about how this complements our other acquisitions like Exanet and Scalent, or if you want to know more about what this means for Dell's intelligent infrastructure strategy, you're in luck. He covers that here.

*(video of Darren here)*

Not many people know where Crowley, Texas is. That's where I'm from, born and raised. Likewise, you might have never heard of Alvarado, Texas. Alvarado is right next door to my stomping grounds, so I was thrilled to see a Compellent success story come from an Independent School District in what most folks would call small town USA. Listen closely to Kyle Berger's words as he describes the true value a customer-focused storage company can provide:

§ streamlined processes

§ we can keep growing without a complete overall in what we've already invested in

§ every minute we can save managing these systems in the background is another minute that we can get back to the core business function of what we're here to do every day.

If you haven't already, you really should check out more on Compellent, as they are not short on a fanatical fan base or killer technology.

Also, Dylan sat down for a take on how Compellent would *gel nicely with EqualLogic*, so that's another piece of homework. Stick with us for more information on this topic moving forward. Such an exciting time to be in Dell storage!

### **Important Additional Information**

*In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition of Compellent by Dell pursuant to the terms of the merger agreement. INVESTORS AND STOCKHOLDERS OF COMPELLENT ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES THERETO.*

---



*Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the parties (when available), at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or at Compellent's Web site at [www.compellent.com/investors](http://www.compellent.com/investors). The proxy statement and such other documents may also be obtained, when available, for free from Compellent by directing such request to Investor Relations, 7625 Smetana Lane, Eden Prairie, MN 55344-3712, telephone: (952) 294-3300.*

*Compellent, Dell and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from Compellent's stockholders in connection with the proposed transaction. Further, such persons may have direct or indirect interests in the Merger due to, among other things, securities holdings, pre-existing or future indemnification arrangements, vesting of equity awards, or rights to severance payments in connection with the Merger. Information concerning the interests of these persons will be set forth in the proxy statement relating to the transaction when it becomes available.*

**Forward Looking Statements**

*Statements in this press release that relate to future results and events are forward-looking statements made within the meaning of Section 21E of the Securities Exchange Act of 1934 based on Dell and Compellent's current expectations regarding the merger transaction. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Compellent's business may experience significant disruptions due to transaction-related uncertainty or other factors that the parties are unable to successfully implement integration strategies; and other risks that are described in Dell's Annual Report on Form 10-K for the fiscal year ended January 29, 2010 and in its subsequently filed SEC reports and Compellent's Annual Report on Form 10-K for the year ended December 31, 2009 and in its subsequently filed SEC reports. Neither Dell nor Compellent undertakes any obligation to update these forward-looking statements except to the extent otherwise required by law.*

---

**Inside Enterprise Blog Darren s Vlog**

Date: Announcement

Time: 6:10 am Central

Audience: External

Jennifer Meyer - I d like to welcome everybody to our discussion with Darren Thomas who is the General Manager of Dell s Enterprise Storage business. Hi, Darren.

Darren Thomas - Hi, Jennifer.

Jennifer Meyer - And we ve been talking a lot at Dell about Dell s, uh, strategy and vision around data management, this idea that we are working to lower the complexity and the cost so that people can extract more true value from their data and what we re calling The Virtual Era. So, Darren, these halls have been absolutely buzzing with excitement over the past couple of days. Can you tell us what that is about?

Darren Thomas - Yea, uh, obviously you ve seen us. We ve, uh, decided to, uh, make an offer, uh, to the company Compellent, and I think, uh, it s worthy of a little discussion about how this fits in our strategy. Uh, the, the key piece is that Compellent is another company with an enormous amount of automation and virtualization capabilities. And as that, they feed into our uh, intelligent infrastructure strategy very well. Uh, this is a company that s automation allows it to deploy, uh, a customer can deploy this solution, literally worrying about business issues, not storage issues, which is really, really, uh, valuable to the, to the customer. Quick deployment, they have the ability to scale from, uh, literally terabytes to petabytes. Uh, we have the, uh, the ability to optimize technology, optimize data, uh, through, uh, obviously all the technologies like thin provisioning that are a part of our portfolio, but now best-in-class type tiering as well. So, all of these, uh, aspects are part of our automated, uh, intelligent infrastructure strategy that will allow customers to deploy systems in the future literally in minutes instead of the months it s taken in the past.

Jennifer Meyer - That s great. And I know we do talk a lot about our infra-, our intelligent infrastructure solutions. So, how do you think Compellent compliments the other strategic acquisitions that we have done like EqualLogic and, um, Exanet and Ocarina.

Darren Thomas - Well, that a, that s actually a great question and I am sure that I am going to be answering this one a lot, uh, over the next few, uh, months. But, uh, first of all, uh, this is a company that has multi-

---

protocol. They have, uh, fiber channel, fcoe, iSCSI. Uh, they even have uh, a NAS, uh, front-end as well, so this is a company that is multi-protocol, very valuable to us in, uh, our portfolio. It's also a company that is best-in-class, as I mentioned earlier, in tiering. Their best in class tiering is unlike anything in the industry today. Uh, they have, uh, at least five or six different levels of tiering that allow the customer to optimize a solution without making any, literally any decisions. Uh, so optimization is kind of, uh, a given in this system. And that's very unique and very beneficial. Now you notice we also bought companies like Exanet and Ocarina. These are more technologies. Exanet will allow us to put a very scalable file system on the front-end. Unlike anything in the industry today, the file system will scale at the same, uh, technology and capability that EqualLogic and Compellent can scale the block system. And then the, uh, Ocarina will then allow us to de-dupe, and not only de-dupe and re-hydrate in that one system, but dedupe everywhere and re-hydrate anywhere. And that's a very, very different capability that we're, that no other company offers, this complete portfolio solution set.

Jennifer Meyer - Great. So that's how they kind of make sense together then. There's got to be something in your mind that's unique about Compellent. You know the things that really bring life and breath to Dell's current storage portfolio. What are those things?

Darren Thomas - Well, they, uh, obviously they have this tiering that I mentioned. They have application tuning, uh, capability. They also have, uh, it's an enterprise class, uh, uh, data replication, uh, synchronous rep. So they bring a lot of functionality to our current portfolio set as well.

Jennifer Meyer - So, it sounds like good stuff, and I, I know that I'm excited. So, it's kind of interesting to see what we have considered our storage vision finally coming to fruition. Is that kind of how you feel too?

Darren Thomas - Yeah, uh, I'm really excited and this, uh, this is the storage vision actually on steroids that we had when we, when I came here seven years ago. So, it feels really good. It's the, the idea and the strategy that we have had all along, and all I can say is stay tuned because things are going to just keep getting better.

Jennifer Meyer - Alright. Thanks so much, Darren.

Darren Thomas - Thank you.

**Important Additional Information**

*In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition of Compellent by Dell pursuant to the terms of the merger agreement. INVESTORS AND STOCKHOLDERS OF COMPELLENT ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES THERETO.*

*Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the parties (when available), at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or at Compellent's Web site at [www.compellent.com/investors](http://www.compellent.com/investors). The proxy statement and such other documents may also be obtained, when available, for free from Compellent by directing such request to Investor Relations, 7625 Smetana Lane, Eden Prairie, MN 55344-3712, telephone: (952) 294-3300.*

*Compellent, Dell and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from Compellent's stockholders in connection with the proposed transaction. Further, such persons may have direct or indirect interests in the Merger due to, among other things, securities holdings, pre-existing or future indemnification arrangements, vesting of equity awards, or rights to severance payments in connection with the Merger. Information concerning the interests of these persons will be set forth in the proxy statement relating to the transaction when it becomes available.*

**Forward Looking Statements**

*Statements in this press release that relate to future results and events are forward-looking statements made within the meaning of Section 21E of the Securities Exchange Act of 1934 based on Dell and Compellent's current expectations regarding the merger transaction. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Compellent's business may experience significant disruptions due to transaction-related uncertainty or other factors that the parties are unable to successfully implement integration strategies; and other risks that are described in Dell's Annual Report on Form 10-K for the fiscal year ended January 29, 2010 and in its subsequently filed SEC reports and Compellent's Annual Report on Form 10-K for the year ended December 31, 2009 and in its subsequently filed SEC reports. Neither Dell nor Compellent undertakes any obligation to update these forward-looking statements except to the extent otherwise required by law.*

---

Vlog: Why is Compellent a Compelling Acquisition?

Date: Announcement

Time: 6:10 am Central

Audience: All Compellent Team Members

Hi I'm Marc Stein, Integration Executive for Compellent.

By now, you have heard that we have signed the intent to acquire Compellent.

Over the past few days, since we first announced that we are in discussions with Compellent, we've gotten lots of questions around why Compellent?

There are many reasons why we think that Compellent is a great fit for our business.

They are a solid fit across all of our segments - Public, LE and SMB.

Their products are best-in-class - their products have won many industry awards including the 2010 InfoWorld 2010 Technology of the Year Award.

They have a positive, aggressive culture that fits well with Dell.

What is really exciting is that we are able to sell their product immediately at ANNOUNCE - we've put a reseller agreement in place that effectively makes Dell a Compellent channel member until we close the acquisition.

You'll also be hearing a lot about their sales strategy - unlike many other storage companies, Compellent is a 100% channel sales organization - they don't have a direct sales model. This provides us with a big opportunity to grow our channel business. Greg Davis has been involved from Day 1 with the team to make sure we start planning the integration of these channel members.

I am really looking forward to what the future holds.

**Important Additional Information**

*In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition of Compellent by Dell pursuant to the terms of the merger agreement. INVESTORS AND STOCKHOLDERS OF COMPELLENT ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES THERETO.*

*Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the parties (when available), at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or at Compellent's Web site at [www.compellent.com/investors](http://www.compellent.com/investors). The proxy statement and such other documents may also be obtained, when available, for free from Compellent by directing such request to Investor Relations, 7625 Smetana Lane, Eden Prairie, MN 55344-3712, telephone: (952) 294-3300.*

*Compellent, Dell and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from Compellent's stockholders in connection with the proposed transaction. Further, such persons may have direct or indirect interests in the Merger due to, among other things, securities holdings, pre-existing*

---

*or future indemnification arrangements, vesting of equity awards, or rights to severance payments in connection with the Merger. Information concerning the interests of these persons will be set forth in the proxy statement relating to the transaction when it becomes available.*

**Forward Looking Statements**

*Statements in this press release that relate to future results and events are forward-looking statements made within the meaning of Section 21E of the Securities Exchange Act of 1934 based on Dell and Compellent's current expectations regarding the merger transaction. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Compellent's business may experience significant disruptions due to transaction-related uncertainty or other factors that the parties are unable to successfully implement integration strategies; and other risks that are described in Dell's Annual Report on Form 10-K for the fiscal year ended January 29, 2010 and in its subsequently filed SEC reports and Compellent's Annual Report on Form 10-K for the year ended December 31, 2009 and in its subsequently filed SEC reports. Neither Dell nor Compellent undertakes any obligation to update these forward-looking statements except to the extent otherwise required by law.*

---

One Dell Way Blog

Date: Announcement

Time: 6:10 am Central

Audience: All Dell Team Members

## **Another Step Forward... Dell Signs Agreement to Acquire Compellent by Darren Thomas, VP/GM, Storage Business**

This year we've been talking a lot about our storage organization.

In February we acquired Exanet's assets and established the Israel Development Centre (IDC) to enhance our NAS capabilities.

In March we announced the DX object storage platform and have added many key ISV solution providers.

This past spring and fall we held the first two EqualLogic user groups with rave reviews from our customers, further demonstrating our leadership in virtualized storage and focus on ease of use.

The first week of July we hit our a billion dollars in EqualLogic revenues

Also in July, we acquired Ocarina and with them the industry's best content-aware compression technology

In November Dell was positioned in the Leaders quadrant in Gartner Inc.'s 2010 Magic Quadrant for Midrange and High-End Modular Disk Arrays report.

Last week we announced entering into business discussions [add link to press release] with Compellent. I'm thrilled to say today that we're announcing our intent to acquire Compellent and its Fluid Data technology. Closing remains subject to customary conditions. With Compellent, we plan to expand our award-winning storage portfolio, complementing our phenomenally successful EqualLogic family of virtualized SAN solutions. The opportunity to acquire Compellent is aligned with our Best Value Solutions (BVS) strategy and aligns with our key intelligent infrastructure tenants of automation, optimization, scalability and virtualization.

Additionally, we have also signed an agreement to resell Compellent storage solutions, effective today. [DATE]. This means that our sales teams can provide our customers with Compellent products and solutions immediately.

So, why Compellent?

Customers increasingly tell us they want their data when they want it, where they want it, and how they want it. They find that legacy storage architectures no longer meet the needs of the Virtual Era. Compellent's Fluid Data architecture is based on a revolutionary approach to data management that ensures customer data is:

- o Intelligently managed inside a volume at more levels within the array than anyone in the industry, providing optimization that is truly best in class.
- o Automatically placed on the right storage tier by setting policies using a sophisticated data movement engine
- o Accessible via multiprotocol interfaces providing Fibre Channel, iSCSI, FCoE and File access for virtually all enterprise applications
- o Protected with enterprise DR features like Synchronous Replication

These automation and optimization features help customers reduce costly storage administration time, floor space and other valuable customer resources. Watch Marc Stein [add link], Compellent integration executive, talk about what makes Compellent unique and a great fit for Dell.

This acquisition won't close for a period of time, but we'll provide you with more information once we finalize the acquisition. Stay tuned...

**Important Additional Information**

*In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition of Compellent by Dell pursuant to the terms of the merger agreement. INVESTORS AND STOCKHOLDERS OF COMPELLENT ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES THERETO.*

*Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the parties (when available), at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or at Compellent's Web site at [www.compellent.com/investors](http://www.compellent.com/investors). The proxy statement and such other documents may also be obtained, when available, for free from Compellent by directing such request to Investor Relations, 7625 Smetana Lane, Eden Prairie, MN 55344-3712, telephone: (952) 294-3300.*

*Compellent, Dell and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from Compellent's stockholders in connection with the proposed transaction. Further, such persons may have direct or indirect interests in the Merger due to, among other things, securities holdings, pre-existing or future indemnification arrangements, vesting of equity awards, or rights to severance payments in connection with the Merger. Information concerning the interests of these persons will be set forth in the proxy statement relating to the transaction when it becomes available.*

**Forward Looking Statements**

*Statements in this press release that relate to future results and events are forward-looking statements made within the meaning of Section 21E of the Securities Exchange Act of 1934 based on Dell and Compellent's current expectations regarding the merger transaction. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Compellent's business may experience significant disruptions due to transaction-related uncertainty or other factors that the parties are unable to successfully implement integration strategies; and other risks that are described in Dell's Annual Report on Form 10-K for the fiscal year ended January 29, 2010 and in its subsequently filed SEC reports and Compellent's Annual Report on Form 10-K for the year ended December 31, 2009 and in its subsequently filed SEC reports. Neither Dell nor Compellent undertakes any obligation to update these forward-looking statements except to the extent otherwise required by law.*

---



ODW Blog Storage and EQL

Date: Announcement

Time: TBD

Audience: All Dell team members

### **What does Compellent mean to Dell storage & EqualLogic?**

Before we dive into this blog, these comments represent my point of view, not every Dell employees. You should also know I'm an unabashed EqualLogic fanboy, working in the technical marketing team of Dell's storage product group. That said, I think Compellent would bring strong assets to Dell's storage portfolio. Many of the things that have made EqualLogic a successful storage business also exist in Compellent: innovative technology and a relentless focus on the customer.

**Technology** While EqualLogic chose to focus on iSCSI, Compellent chose to address the Fibre Channel portion of the industry primarily, but they brought similar innovative technology approaches to the problem of simplifying storage systems. The most notable is the virtualization of storage into sub-LUN/volume data chunks. Once you've virtualized the array, you can adopt all sorts of advanced load-balancing, thin provisioning, tiering and data protection schemes that are much more difficult to achieve in legacy arrays.

**Customer Focus** This comes in two flavors. First, Compellent, like EqualLogic, grasped IT groups' pains around storage management and developed simplified, yet powerful solutions to meet their needs. I recall seeing a deck talking about storage for Fred-the-Grocer which EqualLogic's founders brought around to VCs in their quest for funding. Substitute a few technology approaches and you probably could have slid Compellent's name in—they are tackling the same challenge.

Second, customer service. I personally can't vouch for Compellent's tech support team, but in the halls of Dell's Nashua Development Center, I have seen what it takes for a tech support team to provide best-in-class support for advanced storage technologies. Based on the competition that Compellent has given EqualLogic for accolades, such as the SearchStorage Product of the Year awards where only users vote the winners, they've been able to deliver both technology that delights their customers and tech support services that keeps them.

What this means:

I think Compellent would fit into Dell's growing storage portfolio. We're a scrappy bunch. With new blood being added via acquisition of startups and a relatively laissez faire approach to engineering management, we retain a fair bit of the start-up's us-against-the-world zeal.

This acquisition would give Dell more of its own intellectual property in storage. This is a good thing. Whether competitors want to recognize it, Dell has emerged as a serious storage player and owning the IP helps. Compellent helps. I'd stop short of saying that the Nashua and Eden Prairie teams will teach each other anything, but I'm sure that if you throw the smart guys and gals from both in a room and make them compare notes and jointly tackle problems, you'll get some positive leverage. It's already happening with the Ocarina, EqualLogic and Exanet teams.

Sales growth: Compellent also shares a channel model that has served EqualLogic well, and we share a decent number of strategic relationships who smartly carry both lines. Thankfully, Dell has seen the light and recognized the value that our VAR associates bring to the table, and I'd fully expect Compellent's channel program to be folded into Dell's (which shares a lot of DNA with the former EqualLogic model) for the better. I'm a big believer in the channel, and Dell has learned it can go into many accounts only through channel members. However, the power

---

and reach of Dell's direct teams is also pretty awesome. They've taken the EqualLogic line into many many accounts where we could not have gone for years, and they will do the same thing with Compellent, I'm sure.

**The tough question: Overlap**

I'm reminded of the saying, "When you're a hammer, everything looks like a nail." When you're a startup with one product, everyone only needs what you've got. The reality is that IT groups have different needs and preferences. I still firmly believe that EqualLogic is a fantastic product for companies ranging from the 50-person hedge-fund with one array to the US military branch with a petabyte of arrays, and we serve all of them. However, there is a very large need for midrange enterprise storage solutions, and EqualLogic isn't in every opportunity. Some people still insist on Fibre Channel. It's to their detriment not to keep a more open mind, but that's their prerogative. With Compellent and their sales channels, we can address more opportunities and please more customers.

**What does this mean to EqualLogic customers?**

Probably, not much. Don't worry, Dell continues to invest millions in EqualLogic R&D and customer support. We have more than 25,000 customers worldwide at this point and we're not walking away from you. We're adding staff in probably every department related to EqualLogic. We will continue to enhance our EqualLogic technology portfolio while you grow your deployments. I hope you've come to sing the gospel of scale-out virtualized iSCSI, but if your brethren in another department are stuck on the Fibre Channel tune, well, Dell has some great options there too.

**Important Additional Information**

*In connection with the proposed transaction, Compellent will file a proxy statement with the SEC. Additionally, Compellent and Dell will file other relevant materials in connection with the proposed acquisition of Compellent by Dell pursuant to the terms of the merger agreement. INVESTORS AND STOCKHOLDERS OF COMPELLENT ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES THERETO.*

*Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the parties (when available), at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or at Compellent's Web site at [www.compellent.com/investors](http://www.compellent.com/investors). The proxy statement and such other documents may also be obtained, when available, for free from Compellent by directing such request to Investor Relations, 7625 Smetana Lane, Eden Prairie, MN 55344-3712, telephone: (952) 294-3300.*

*Compellent, Dell and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from Compellent's stockholders in connection with the proposed transaction. Further, such persons may have direct or indirect interests in the Merger due to, among other things, securities holdings, pre-existing or future indemnification arrangements, vesting of equity awards, or rights to severance payments in connection with the Merger. Information concerning the interests of these persons will be set forth in the proxy statement relating to the transaction when it becomes available.*

**Forward Looking Statements**

*Statements in this press release that relate to future results and events are forward-looking statements made within the meaning of Section 21E of the Securities Exchange Act of 1934 based on Dell and Compellent's current expectations regarding the merger transaction. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a*

---

*transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Compellent's business may experience significant disruptions due to transaction-related uncertainty or other factors that the parties are unable to successfully implement integration strategies; and other risks that are described in Dell's Annual Report on Form 10-K for the fiscal year ended January 29, 2010 and in its subsequently filed SEC reports and Compellent's Annual Report on Form 10-K for the year ended December 31, 2009 and in its subsequently filed SEC reports. Neither Dell nor Compellent undertakes any obligation to update these forward-looking statements except to the extent otherwise required by law.*