IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

ALLISON LOWBRUCK, ADAM MOSS, ERIC RODGERS, MICHAEL SCHWARTZ, and JOHN VEDAMANIKAM, Individually and on Behalf of All Others Similarly Situated, on Behalf of the DELL INC. 401K PLAN,

Plaintiffs,

v.

DELL TECHNOLOGIES, INC.; BOARD OF DIRECTORS OF DELL TECHNOLOGIES, INC., and its members; and DELL BENEFITS ADMINISTRATION COMMITTEE,

Defendants.

Case No. 1:26-cv-209

CLASS ACTION COMPLAINT

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INTRODUCTION

Plaintiffs Allison Lowbruck, Adam Moss, Eric Rodgers, Michael Schwartz, and John Vedamanikam ("Plaintiffs"), individually, on behalf of the Dell Inc. 401k (the "Plan"), and as representatives of a class of participants and beneficiaries of the Plan, by and through their counsel, bring this Complaint for breach of fiduciary duties and other violations of the Employee Retirement Income Security Act of 1974 ("ERISA") against defendants Dell Technologies, Inc. ("Dell"), the Board of Directors of Dell, and its members (the "Dell Board"), and the Dell Benefits Administration Committee, and its members (the "Investment Committee") (collectively, the "Defendants").

NATURE AND SUMMARY OF THE ACTION

1. This is a class action on behalf of the Plan, and a class of participants and beneficiaries of the Plan, against fiduciaries of the Plan arising from their breaches of fiduciary duties under ERISA.

2. ERISA requires fiduciaries of retirement plans to closely monitor investments, remove imprudent investments, and make investment decisions based solely in the interests of participants in retirement plans, and to refrain from prohibited transactions. *See* 29 U.S.C §§ 1104(a)(1), 1106. "ERISA's fiduciary standards of conduct are 'the highest known to the law.'" *Guenther v. BP Ret. Accumulation Plan*, No. 4:16-CV-995, 2024 WL 1342746, at *21 (S.D. Tex. Mar. 28, 2024) (quoting *LaScala v. Scrufari*, 479 F.3d 213, 219 (2d Cir. 2007)).

3. Here, Plaintiffs bring this action under 29 U.S.C. § 1132(a)(2) and 1132(a)(3), alleging that Defendants—the Plan's fiduciaries—breached their duties by: (1) retaining underperforming investment options—(i) the Dell Pre-Mixed Portfolio Target Date Series (the

"Dell TDFs" or "Dell TDF Series"),[1] (ii) the US Small/Mid Cap Equity Fund (the "Dell SMid Fund"), and (iii) the Emerging Markets Equity Fund (the "Dell Emerging Fund")[2] (collectively, the "Subject Funds")—for the Plan between 2019 and 2025, despite more suitable target date funds ("TDFs"), small / mid-cap funds, and emerging markets equity funds having been readily available; (2) engaging in transactions prohibited by ERISA; and (3) failing to monitor the fiduciaries responsible for administration and management of the Plan's actions in retaining the imprudent Dell TDF Series and Dell Core Funds as investments for the Plan.

4. Defendants' breaches and imprudent investment decisions have resulted in the loss of over $318 million of assets for the Plan and its participants.

5. The Plan is a defined contribution retirement plan under 29 U.S.C. § 1002(34) and is sponsored by Dell. As evidenced by their tax-deferred qualities, the primary purpose of the Plan is to allow participants to save for retirement.

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[1] The Dell TDF Series consists of several "vintages" divided into five-year increments representing different "target dates" of anticipated retirement dates ranging from 2015 to 2065. This action concerns six of these vintages; specifically, the Dell 2015, 2025, 2035, 2045, 2055, and 2065 vintages. Unless otherwise specified, the term "Dell TDF Series" as used herein refers to these six specific vintages. Plaintiffs exclude the 2020, 2030, 2040, 2050, and 2060 vintages because those vintages did not exist until August 2023, which was late in the performance period analyze herein—2014 through 2024 (the "Underperformance Period").

[2] The Dell SMid Fund and Dell Emerging Fund are two of the thirteen "core investment funds" that were offered by Dell during the Underperformance Period. The core investment funds were: (i) Money Market Fund; (ii) Short Duration Bond Fund; (iii) Bond Index Fund; (iv) Bond Fund; (v) Balanced Fund; (vi) Balanced Real Asset Fund; (vii) Equity Index Fund; (viii) U.S. Large Cap Equity Fund; (ix) International Index Fund; (x) International Equity Fund; (xi) Small/Mid Cap Core Index Fund; (xii) U.S. Small/Mid Cap Equity Fund; and (xiii) Emerging Markets Equity Fund. *See* Dell 401(k) Plan Summary Plan Description (SPD Revised 2022), *available at* https://cache.hacontent.com/ybr/R516/05977_ybr_ybrfndt/downloads/401kSPD.pdf (the "Dell 2022 SPD"), at 13-19. As used herein, the term "Dell Core Funds" refers to two of these thirteen funds—the Dell SMid Fund and Dell Emerging Fund.

6. Defendant Dell is the "sponsor" under 29 U.S.C. § 1002(16)(B) and a "named fiduciary" of the Plan. Dell acts through a Board of Directors.

7. The Investment Committee is one of the Plan's fiduciaries that designates the investment options available under the Plan. As part of that process, the Investment Committee selects a default option in which a participant's contributions are invested automatically unless the participant affirmatively elects to invest in a different investment option.

8. The Compensation Committee of the Dell Board has designated and appointed the Investment Committee as responsible for administering the Plan and the "named fiduciary" with the full authority to control and manage the operation and administration of the Plan. The Investment Committee is responsible for appointment, retention, and removal of the Plan's trustees and investment managers who hold the assets or manage the investment of the funds in the Plan.

9. The Investment Committee has delegated several aspects of the day-to-day administration of the Plan to its appointed plan administrators. Specifically, the Investment Committee has "delegated responsibility for daily Plan administration to: Dell Inc. c/o Vice President Global Benefits." The Investment Committee is a body appointed by Dell, and, as a body, performs certain designated fiduciary administrative functions under the Plan. The Investment Committee is also an "investment advisor" of the Dell TDF Series. The Investment Committee provides investment advice to the Plan's participants on how the Plan's assets should be invested and/or managed and thus, it is an "investment manager" of the Plan as defined by 29 U.S.C. § 1002(38) and a functional fiduciary of the Plan pursuant to 29 U.S.C. § 1002(21)(A).

10. When designating the different investment options for inclusion in the Plan, Defendants were required to independently investigate and regularly monitor each of the Plan's investment options with the care and skill of a prudent investor. 29 U.S.C. § 1104(a)(1)(B).

11. Rather than acting diligently and prudently, Defendants breached their fiduciary duties by retaining the Dell TDF Series and Dell Core Funds as investment options for the Plan at the beginning of the "Class Period" (January 28, 2020 to the date of judgment) despite: (i) the Dell TDF Series having underperformed their peer benchmarks on a trailing three-year basis for up to nine consecutive years (2016-2024), a trailing five-year basis for up to seven consecutive years (2018-2024), and a trailing ten-year basis for at least two years (2023-2024), and on a cumulative basis; (ii) the Dell SMid Fund (which was created in 2017) having underperformed its peer benchmarks on a trailing three-year basis for five consecutive years (2020-2024) and a trailing five-year basis for three consecutive years (2022-2024), and on a cumulative basis; and (iii) the Dell Emerging Fund having underperformed its peer benchmarks on a trailing three-year basis for four consecutive years (2019-2022), a trailing five-year basis for six consecutive years (2019-2024), a ten-year basis by 2024, and on a cumulative basis. The Dell TDF Series and Dell Core Funds suffered from ongoing quantitative deficiencies resulting in massive underperformance relative to that of well-established, prudently managed, comparable funds that Defendants could have selected for the Plan.

12. Based on Defendants' conduct, Plaintiffs bring this action on behalf of the Plan, and as representatives of a class of participants and beneficiaries of the Plan, asserting claims for a breach of the fiduciary duty of prudence (Count One), for engaging in prohibited transactions and unlawful self-dealing with respect to the Plan in violation of ERISA (Count Two), and for failure to monitor fiduciaries (Count Three). In connection with these claims, Plaintiffs seek to recover all losses to the Plan resulting from Defendants' fiduciary breaches, all profits earned by Defendants in connection with Defendants' breaches, and other appropriate relief.

JURISDICTION AND VENUE

13. This Court has subject matter jurisdiction over this action pursuant to 28 U.S.C. § 1331 and 29 U.S.C. § 1332(e)(1) because this action arises under 29 U.S.C. § 1132(a).

14. This district is the proper venue for this action under 29 U.S.C. § 1132(e)(2) and 28 U.S.C. § 1391(b) because it is the district where the Plan is administered, at least one of the alleged breaches took place, and where Defendant Dell is headquartered.

THE PARTIES

I. Plaintiffs

15. Plaintiffs bring this suit individually, on behalf of the Plan, and on behalf of a class of participants and beneficiaries of the Plan affected by the challenged conduct of Defendants.

16. Plaintiff Allison Lowbruck was employed as an Account Manager with Dell from 2021 through 2024. Lowbruck was a participant in the Plan, as defined in 29 U.S.C. § 1002(7), during the Class Period. Lowbruck suffered individual injury by investing in the Plan's poorly performing Subject Funds. Lowbruck is invested in the Dell SMid Fund and the Dell 2045 TDF.

17. Plaintiff Adam Moss was employed as a Pre-Sale Solution Architect with Dell from 2017 through March 2025. Moss was a participant in the Plan, as defined in 29 U.S.C. § 1002(7), during the Class Period. Moss suffered individual injury by investing in the Plan's poorly performing Subject Funds. Moss is invested in the Dell SMid Fund and Dell Emerging Fund.

18. Plaintiff Eric Rodgers was employed as a Tier III Tech Support with Dell from 2016 through 2024. Rodgers was a participant in the Plan, as defined in 29 U.S.C. § 1002(7), during the Class Period. Rodgers suffered individual injury by investing in the Plan's poorly performing Subject Funds. Rodgers is invested in the Dell 2035 TDF.

19. Plaintiff Michael Schwartz was employed as a Consultant Product Manager with Dell from 2016 through April 2025. Schwartz was a participant in the Plan, as defined in 29 U.S.C.

§ 1002(7), during the Class Period. Schwartz suffered individual injury by investing in the Plan's poorly performing Subject Funds. Schwartz is invested in the Dell 2035 TDF.

20. Plaintiff John Vedamanikam was employed as a Senior Advisor, Product Marketing with Dell from 2009 through April 2025. Vedamanikam was a participant in the Plan, as defined in 29 U.S.C. § 1002(7), during the Class Period. Vedamanikam suffered individual injury by investing in the Plan's poorly performing Subject Funds. Vedamanikam is invested in the Dell SMid Fund and Dell 2035, 2055, and 2065 TDFs.

21. As detailed *infra*, the Plan has suffered over $318 million in losses resulting from the fiduciary breaches at issue and remains vulnerable to continuing harm. As participants in the Plan, Plaintiffs have standing to bring claims in a representative capacity on behalf of the Plan pursuant to 29 U.S.C. § 1132(a)(2), and on behalf of all holders of funds in the Dell TDF Series and the Dell Core Funds because they suffered actual injuries to their accounts in which they held a number of funds from the Subject Funds during the Class Period and the alleged harms to holders of the other funds included in the Dell TDF Series and/or the Dell Core Funds can be traced to the same challenged conduct: the participants in the Plan suffered financial harm as a result of the Plan's imprudent investment options and the process Defendants used to monitor and retain the Subject Funds. This singular conduct with respect to the Plan harmed each of the holders of the specific funds included in the Subject Funds at issue in this action.

II. Defendants

22. Defendant Dell, a Delaware corporation headquartered in Round Rock, Texas, is an American multinational technology company. Dell's products include personal computers, servers, monitors, computer software, computer security- and network security, as well as information security-services. Dell ranked 35th on the 2018 Fortune 500 rankings of the largest United States corporations by total revenue. Dell is the "sponsor" of the Plan and "named

fiduciary" within the meaning of 29 U.S.C. § 1002(16)(B) and 29 U.S.C. § 1102(a). Dell acts through a Board of Directors.

23. Dell, through its Investment Committee, SVP, Global Compensation and Benefits, SVP, Corporate Legal, and/or SVP and Treasurer, is also the "plan administrator," with general oversight responsibilities for the Plan. As Plan Administrator, Dell is a fiduciary. *See* 29 C.F.R. § 2509.75-8 at D-3. Additionally, as the "plan sponsor," "plan administrator," and the entity responsible for appointing and removing members of the Investment Committee, Dell had knowledge of the fiduciary breaches committed by the other Defendants, and did not make reasonable efforts under the circumstances to remedy those breaches.

24. Defendant the Board of Directors of Dell is a fiduciary of the Plan responsible for appointing and monitoring the Plan's fiduciaries, including the Investment Committee.

25. Defendant the Investment Committee, is responsible for designating the investment options available under the Plan. It is also a "named fiduciary" within the meaning of 29 U.S.C. § 1002(16)(B) and 29 U.S.C. § 1102(a). Current and former members of the Investment Committee are fiduciaries of the Plan under 29 U.S.C. § 1002(21)(A) because they exercised discretionary authority and/or discretionary control respecting management of the Plan. The Investment Committee's members include Dell's SVP, Global Compensation and Benefits, SVP, Corporate Legal, and SVP and Treasurer. The Investment Committee has delegated day-to-day administration of the Plan to Dell's Vice President Global Benefits and has retained Fidelity Workplace Services, LLC on a contract basis to assist with managing day-to-day administration of the Plan.

26. The Investment Committee is also an "investment advisor" of the Dell TDF Series. The Investment Committee decides the investment allocations for the Dell TDFs at any given

time.[3] Stated otherwise, the Investment Committee provides investment advice to the Plan's participants on how the Plan's assets should be invested and/or managed and thus, it is an "investment manager" of the Plan as defined by 29 U.S.C. § 1002(38) and also a functional fiduciary of the Plan pursuant to 29 U.S.C. § 1002(21)(A).

SUBSTANTIVE ALLEGATIONS

I. The Plan

31. The Plan is defined contribution plan subject to the provisions of ERISA.

32. A "defined contribution" plan is a retirement plan in which an individual account is set up for each participant with benefits based upon the amount contributed to the participant's account (through employee contributions and, if applicable, employer contributions), and "any income, expenses, gains and losses." 29 U.S.C. § 1002(34).

33. The Plan is established and maintained under written documents as required by 29 U.S.C. § 1102(a).

34. Defendant Dell is the "sponsor" of the Plan within the meaning of 29 U.S.C. § 1002(16)(B).

35. The Plan pays expenses from the Plan's assets, and administrative expenses are paid by participants as a reduction of investment income.

36. Defendants—through Dell's Investment Committee, SVP, Global Compensation and Benefits, SVP, Corporate Legal, and/or SVP and Treasurer—determined the appropriateness of the Plan's investment offerings and monitored investment performance.

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[3] *See, e.g.*, Dell 2022 SPD, at 14 (stating the "percentage of each Pre-Mixed Portfolio's investment" allocations is "determined by the Plan Administrator or its delegate").

37. The Plan is a participant-directed defined contribution plan, meaning participants may direct the investment of their contributions into various investment options offered by the Plan.

38. The Plan provides for retirement income for approximately 63,000 participants, comprised of Dell employees, former employees, and their beneficiaries.

39. At the choice and discretion of Defendants, various investment options were made available to the Plan's participants.

40. Poor investment performance can significantly impair the value of a participant's account. Fiduciary decisions have the potential to dramatically affect the amount of money participants can save for retirement.

41. In 2024, the Plan had approximately 62,604 participants and thus, had more participants than 99.7% of the defined contribution plans that filed Form 5500s for the 2024 year.

42. In 2024, the Plan had approximately $14.6 billion in assets entrusted to the care of the Plan's fiduciaries. The Plan had more assets than 99.65% of the defined contribution plans that filed Form 5500s for the 2024 year.

43. As of December 31, 2024, approximately $4.84 billion, or 33.15%, of the Plan's total assets, were invested in the Dell TDF Series or Dell Core Funds. The table below displays the approximate value of the assets invested in each of the Dell TDF Series vintages and Dell Core Funds at issue:

Fund Name	Approximate Value
Dell 2015 TDF	$88 million
Dell 2025 TDF	$640 million
Dell 2035 TDF	$1.4 billion
Dell 2045 TDF	$1.1 billion
Dell 2055 TDF	$645 million

Fund Name	Approximate Value
Dell 2065 TDF	$200 million
Dell SMid	$698 million
Dell Emerging	$86 million

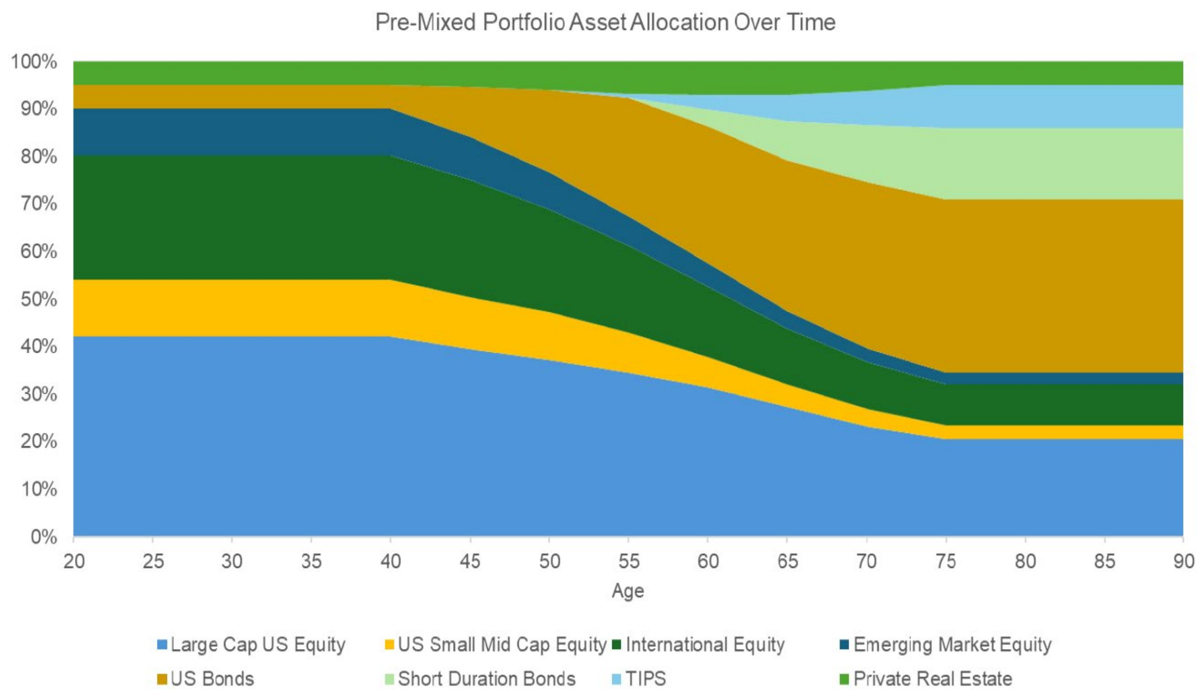
II. Target Date Funds

44. "Target date funds" are a type of fund designed to achieve certain investment results based on an investor's anticipated retirement date.

45. A TDF is meant to offer a portfolio containing a "diversified mix of investments . . . based on when you plan to retire." 2022 SPD, at 14. As explained in Dell's 2022 SPD, these funds are "intended to be a diversified investment solution designed for Participants seeking a single investment option (based upon their age and individual circumstances)." *Id.* These adjustments are made automatically by shifting the allocation toward a more conservative allocation over time.

46. TDFs are meant to offer investors dynamic asset allocation that gradually shifts to a more conservative profile so as to minimize risk as time progresses. A TDF's asset allocation generally shifts from stock funds to more bond funds over time. These shifts to allocation over time are generally referred to as a fund's "glide path." A TDF's "glide path" is usually a gradual shift in allocation from stock funds to bond funds. If a TDF's equity exposure either reaches its most conservative when the target retirement date is reached, its glide path is referred to as a "to glidepath." If a TDF's equity exposure continues to become more conservative after the target retirement age date is reached for a period of time, its glide path is referred to as a "through glide path."

47. In 2025, Dell released a new Summary Plan Description for the Plan ("Dell 2025 SPD"). That SPD provides the following example of the "glide path" currently applicable to the Dell TDFs:



48. This glide path, however, was not applicable to the Dell TDFs during the performance period analyzed herein (2014-2024). During the majority of the Underperformance Period, Defendants failed to publish or maintain a static or target "glide path," depriving Plaintiffs of critical information about their overall strategy. While the Dell TDFs did not have a static or fixed target "glide path" during the Underperformance Period, they did shift from more equity exposure to more conservative investments as each target retirement date approached and was passed. This shift in allocation was disclosed through charts in Dell's SPDs which identified the general target allocations of each Dell TDF as of the date of the latest SPD. For example, the Dell 2022 SPD includes the following chart identifying each of the Dell TDF's target allocations (across nine major asset classes) as of July 2022:

Asset Class	Retirement Fund	2015 Fund	2025 Fund	2035 Fund	2045 Fund	2055 Fund	2065 Fund
Short Duration Fixed Income	27.0%	26.6%	17.5%	5.3%	0.5%	0.0%	0.0%
US Fixed Income	28.9%	24.9%	16.5%	12.6%	6.9%	2.5%	1.3%
Real Assets	3.0%	3.0%	1.7%	0.9%	0.0%	0.0%	0.0%
US Large Cap Equity	13.7%	15.5%	23.5%	27.9%	32.2%	32.8%	33.3%
US Small/Mid Cap Equity	2.6%	3.0%	5.1%	9.0%	10.8%	11.4%	11.5%
Low Volatility Equity	6.9%	7.6%	9.6%	10.4%	11.4%	12.4%	12.5%
International Equity	7.1%	8.0%	12.3%	16.5%	19.0%	19.9%	20.3%
Emerging Markets Equity	3.8%	4.4%	6.8%	10.4%	12.2%	14.0%	14.1%
Direct Real Estate	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%

Dell 2022 SPD, at 19.

49. As seen, as of 2022, the Dell TDF vintages furthest out from the retirement target date had minimal target allocations to fixed income investments, with greater allocations to equity and growth investments. For example, the 2065 vintage (which, as of 2022, was 43-years from the target retirement date) had 91.7% equity exposure. In contrast, the 2025 vintage (which, as of 2022, was 3-years from the target retirement date) had 61.7% equity exposure. Because that shift continued past the relevant target retirement dates, the Dell TDFs' "glide path" during the Underperformance Period could also be considered a through glide path.

50. An investment fund can be either passively or actively managed. Passive funds, such as "index funds," are meant to mirror the performance of an index. For example, a passive

index fund pegged to the S&P 500 would hold securities of the same or similar type matching the composition of the S&P 500 index. In contrast, actively managed funds are meant to beat the market through superior investment selection and are comprised of individual stocks, bonds, and/or assets selected by a manager or investment advisor.

51. A manager of a TDF may choose to include actively managed funds and/or passive funds within the TDF itself. Regardless of whether a TDF includes passively managed investments, all TDFs are actively managed as managers make active decisions when designing a TDF's asset allocation over time.

52. All of the Dell TDFs are actively managed. For example, the Plan Administrator determines which funds or other assets to invest in at any given time. *See, e.g.*, Dell 2022 SPD, at 14 (stating the "percentage of each Pre-Mixed Portfolio's investment" allocations is "***determined by the Plan Administrator or its delegate***"); *see also* Dell 2035 Prospectus (January 2025) ("The Fund is ***managed over time*** to align with the wealth accumulation, wealth preservation, and income generation phases of participants with the target retirement year included in their respective names. The Fund ***invests in a combination*** of fixed income securities, U.S. stocks, non-U.S. stocks, and real asset investments. The Fund obtains exposure to these asset classes by ***investing in the core investment options*** available in the Dell 401(k) Plan ***as well as other investments***.").

III. Defendants Breached Their Fiduciary Duties Under ERISA

A. Fiduciary Duties Under ERISA

1. Fiduciary Duties of Prudence and Loyalty

53. Under ERISA, in addition to named fiduciaries, any other persons who perform fiduciary functions are treated as fiduciaries. *See* 29 U.S.C. § 1002(21)(A); 29 U.S.C. § 1102(a)(1).

54. ERISA imposes strict fiduciary duties of prudence and loyalty upon retirement plan fiduciaries. 29 U.S.C. § 1104(a). These duties apply to all fiduciary acts, including the Defendants' retention of investment options for the Plan. ERISA's duty of prudence requires fiduciaries to discharge their responsibilities "with the care, skill, prudence, and diligence" that a prudent person "acting in a like capacity and familiar with such matters would use." 29 U.S.C. §1104(a)(1)(B).

55. Importantly, the fact that participants may direct the investment of their contributions in a defined contribution plan account "does not serve to relieve a fiduciary from its duty to prudently select and monitor any . . . designated investment alternative offered under the plan." 29 C.F.R. § 2550.404c-1(d)(2)(iv).

56. Fiduciaries have "the continuing duty to monitor [Plan] investments and remove imprudent ones" that exist "separate and apart from the [fiduciaries'] duty to exercise prudence in selecting investments." *Tibble v. Edison Int'l*, 575 U.S. 523, 529 (2015). Prudence requires a review at "regular intervals." *Id.*

57. "A plaintiff may allege that a fiduciary breached the duty of prudence by failing to properly monitor investments and remove imprudent ones." *Id.* at 530. If "fiduciaries fail to remove an imprudent investment from the plan within a reasonable time, they breach their duty." *Hughes v. Nw. Univ.*, 595 U.S. 170, 176 (2022) (citing *Tibble*, 575 U.S. at 529-30).

58. When considering whether to retain certain target date, small/mid cap, or emerging market funds as investment options in a plan, a prudent fiduciary would evaluate the entire universe of TDFs, small/mid-cap funds, and emerging market funds available based on qualitative and quantitative metrics, such as trailing 3, 5 and 10-year performance relative to peer benchmarks.

2. Fiduciary Liability Under ERISA

59. Under 29 U.S.C. § 1109, fiduciaries to the Plan are personally liable to make good to the Plan any harm caused by their breaches of fiduciary duty. Section 1109(a) provides in relevant part:

> Any person who is a fiduciary with respect to a plan who breaches any of the responsibilities, obligations, or duties imposed upon fiduciaries by this subchapter shall be personally liable to make good to such plan any losses to the plan resulting from each such breach, and to restore to such plan any profits of such fiduciary which have been made through use of assets of the plan by the fiduciary, and shall be subject to such other equitable or remedial relief as the court may deem appropriate, including removal of such fiduciary.

3. Co-fiduciary Liability

60. ERISA also imposes co-fiduciary liability where a plan fiduciary knowingly participates in, or knowingly fails to cure, a breach by another fiduciary. Specifically, under 29 U.S.C. § 1105(a), a fiduciary shall be liable for a breach of fiduciary duty of another fiduciary if:

> 1. he participates knowingly in, or knowingly undertakes to conceal, an act or omission of such other fiduciary, knowing such act or omission is a breach;
> 2. if, by his failure to comply with section 1104(a)(1) of this title in the administration of his specific responsibilities which give rise to his status as a fiduciary, he has enabled such other fiduciary to commit a breach; or
> 3. if he has knowledge of a breach by such other fiduciary, unless he makes reasonable efforts under the circumstances to remedy the breach.

B. The Dell TDFs Series and Meaningful Benchmarks to Compare Their Investment Performance

61. The Dell TDF Series has been part of the Plan since at least 2004.

62. During the Underperformance Period, the Dell TDF Series contained funds divided into ten-year increments representing different "target dates" of anticipated retirement dates ranging from 2015 to 2065.

63. TDFs are generally packaged as a suite or single family—meaning, plans generally cannot select different vintages of TDFs from different managers. Defendants selected the Dell TDF Series as a single family, or suite, of TDFs, resulting in the simultaneous inclusion of all the vintages of the Dell TDF Series on the Plan.

64. The Dell TDF Series are the primary and default target date options on the Plan. The Dell TDF Series, like all of the Subject Funds, are advised by Dell (as Plan Administrator) and/or through the Investment Committee.

65. According to Defendants, each of the vintages in the Dell TDF Series are "managed over time to align with the wealth accumulation, wealth preservation, and income generation phases of participants with the target retirement year included in their respective names." Dell 2022 SPD, 18. Defendants also represent that each vintage within the series is "intended to be a diversified investment solution designed for Participants seeking a single investment option (based upon their age and individual circumstances)." *Id.*

66. As noted, a TDF's allocation of assets and even its glide path is not static—because TDFs are actively managed funds, it is expected that a TDF's portfolio manager will readjust allocation and investment strategies in response to market trends, outlook and evolving analyses. Here, during the Underperformance Period, the Dell TDFs did not have a static glide path. Rather, the funds had "target allocations" across nine major asset classes that were disclosed periodically when Defendants published a new SPD. Importantly, the Dell TDF's were "Managed to stay within" the periodically disclosed "target allocations" but, as explained in the Dell 2022 SPD, the TDF's "actual allocations may vary at any given time due to market movements and cash flows into the fund." *Id.* at 19. Stated otherwise, those allocations were just targets, not requirements,

and Defendants were permitted to deviate from those allocations or change those target allocations at any given time.

67. Under the Plan, if Plan participants "do not make an investment election," their accounts "will automatically be invested in the Pre-Mixed Portfolio closest to the date" they "turn age 65."[4]

68. Based on publicly available documents, as of December 31, 2024, the Plan invested at least $3.98 billion in the Dell TDF Series.

1. Defendants' "Custom Benchmarks" Used to Analyze the Performance of the Dell TDF Series Are Insufficient

69. When considering whether to retain a certain suite of TDFs in a plan, a prudent fiduciary would evaluate the TDF's risk and return characteristics as compared to the entire universe of TDFs available based on qualitative and quantitative metrics.

70. Dell utilized a custom Dell benchmark to analyze the performance of the Dell TDF Series. For example, the benchmark for the Dell TDF 2025 vintage is named, "Dell LifeCycle 2025 Index." Following is a chart from one of Dell's prospectus documents demonstrating the relative performance of that benchmark to the Dell TDF 2025 vintage:

AS OF 03/31/2025 | Fund Inception 02/27/2004 | Expense Ratio (Gross) 0.2200% AS OF 03/31/2025

	1 Yr	3 Yrs	5 Yrs	10 Yrs
FUND **Pre-Mixed Portfolio 2025 Fund**	6.24%	4.47%	9.81%	5.89%
PRIMARY BENCHMARK **Dell Lifecycle 2025 Index**	5.83%	3.99%	9.51%	5.83%

71. Importantly, Dell does not disclose what these benchmarks are in their SPDs, nor the actual composition of the custom blended benchmarks used for vintages in the Dell TDF

[4] Dell 2022 SPD, at 13.

Series—*i.e.*, which indices are included in the blend or how the mix of indices used is actually weighted, leaving Plaintiffs in the dark regarding their ability to assess the true performance of their investment. Rather, Dell only discloses, in its latest prospectuses, that each custom index:

> [I]s a comparison benchmark for the performance of the Fund, calculated using ***blended returns of third party indices*** that ***proportionally reflect*** the respective ***weightings of the Fund's asset classes***. The ***third party index proportions*** of the Custom Benchmark are ***adjusted quarterly*** to ***reflect the Fund's changing asset allocations over time***. As the Fund's asset classes have been re-defined or added over time, the indices used to calculate the Custom Benchmark have changed accordingly.

72. Plainly, the benchmarks merely *retroactively* mirror the overall (ever-shifting) strategies of each of the vintages in the Dell TDFs and, at best, serve to compare the Dell TDFs' managers' ability to implement their own strategies rather than contrast them against actual peer comparator/competitor funds. Stated otherwise, these custom benchmarks actually serve to track/measure how successful the Dell TDF is at executing its literal strategy.

73. The fact that vintages in the Dell TDF Series purportedly matched or outperformed these custom "benchmarks" nearly every year is telling. Defendants administer these custom benchmarks, which are not used or recognized outside this specific context, and which can be easily manipulated by Defendants to manufacture a performance and measure the benefits the Dell TDF Series purportedly provide.

74. Because Dell's custom benchmarks do nothing to analyze the Dell TDFs' relative performance to any peers, the custom benchmarks should not be relied upon.[5] Accordingly,

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[5] Indeed, the Department of Labor rejects the use of custom benchmarks as "benchmarks are more likely to be helpful when they are not subject to manipulation and are recognizable and understandable to the average plan participant, as is the case with broad-based indices contemplated by Instruction 5 to Item 27(b)(7) of Form N-1A." *See* Fiduciary Requirements for Disclosure in Participant-Directed Individual Account Plans, 75 Fed. Reg. 64910, 64916-64917 (Oct. 20, 2010). For this reason, the Department mandates benchmarks be a "broad-based

Plaintiffs do not use or refer to the Dell custom benchmarks; rather, as detailed below, Plaintiffs have identified multiple benchmarks and comparator funds as meaningful benchmarks to gauge the performance of the Dell TDF Series. Each of these benchmarks provides a sound basis for comparison to the Dell TDF Series.

75. The Dell TDF Series' performance is assessed based on comparable benchmarks for each of its vintages, as well as compared to four peers selected from major market vendors and filtered by similar characteristics, such as size, category, and risk ratio. To determine the characterization of underperformance, as detailed below, Plaintiffs adopt a criterion of consecutive years of trailing 3, 5, and 10-years of underperformance on a compounded basis, as well as a cumulative basis compounded over time.

2. Meaningful Benchmarks to Compare the Investment Performance of the Dell TDF Series

a. S&P 500 Target Date Indices

76. According to Morningstar,[6] over 50% of TDFs use the S&P Target Date Indices ("S&P Indices" or "TDI") as their primary prospectus benchmark to approximate performance.[7] The S&P Indices include a separately calculated index for each target date. Each index "measures the performance of sub-indices selected and weighted to represent a consensus of the opportunity set available in the U.S. universe of target date funds."[8]

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securities market index" and that such not be "administered by an affiliate of the investment issuer, its investment adviser, or a principal underwriter, unless the index is widely recognized and used." 29 C.F.R. § 2550.404a-5.

[6] Morningstar is a leading provider of investment research and is commonly relied upon by industry professionals.

[7] *See* https://www.dol.gov/sites/dolgov/files/EBSA/about-ebsa/about-us/erisa-advisory-council/2024-qdia-marinescu-witness-statement-0910.pdf.

[8] *See* https://www.spglobal.com/spdji/en/documents/methodologies/methodology-sp-target

77. As a composite of the disparate strategies and styles present in the broad universe of investable alternative TDFs, the S&P Indices represent an appropriate, meaningful benchmark comparator for the Dell TDF Series. That is, because each of the vintages in the Dell TDF Series necessarily includes a different mix of asset classes, and that mix evolves as the relevant target dates approach, and the S&P Indices cover a wide range of the types of investment strategies or characteristics that can exist in the universe of TDFs, the S&P Indices are appropriate comparators. *See, e.g.*, *Kistler v. Stanley Black & Decker, Inc.*, No. 3:22-cv-966 (SRU), 2024 U.S. Dist. LEXIS 117419, at *29 (D. Conn. July 3, 2024) ("[W]hen presented in combination with their allegations regarding peer TDFs, the S&P Target Date Indices assist the plaintiffs in plausibly showing that their peer TDF performance comparisons are not cherry picked."). Accordingly, the following S&P Indices are meaningful benchmarks for use in assessing the performance of each vintage within the Dell TDF Series:

Fund Name	Benchmark
Dell 2015 TDF	S&P 2015 Target Date Index
Dell 2025 TDF	S&P 2025 Target Date Index
Dell 2035 TDF	S&P 2035 Target Date Index
Dell 2045 TDF	S&P 2045 Target Date Index
Dell 2055 TDF	S&P 2055 Target Date Index
Dell 2065 TDF	S&P 2065 Target Date Index

b. The Comparator TDFs

78. All TDFs share similar risks such as allocation risks relating to the fund manager's chosen glide path and asset composition. Additionally, all TDFs seek to achieve its objectives by rebalancing portfolios to become more conservative as time progresses toward the target date.

-date.pdf.

79. Plaintiffs have identified four primary comparator TDFs—each of which are offered by major market vendors and were selected based on their similar characteristics to the Dell TDF Series—characteristics such as size, category, and risk ratio.

80. The TDF market is top heavy, with the majority of TDF series being managed as part of one of six TDF indexes—specifically: (1) Vanguard Target Retirement; (2) T. Rowe Price Retirement; (3) BlackRock LifePath Index; (4) American Funds Target Date Retirement; (5) Fidelity Freedom; and (6) Fidelity Freedom Index. Had Defendants opted to replace the Dell TDF Series, they likely would have worked with one of the suites listed. Plaintiffs have selected TDF suites offered by Vanguard, T. Rowe Price, American Funds, and Fidelity to serve as the primary comparators for Dell TDF Series.[9]

81. Additionally, Morningstar has classified the TDFs offered by Vanguard, T. Rowe Price, American Funds, Fidelity, Principal, and MercerWise as being in the same "Morningstar Category" as the Dell TDF Series.[10] *See, e.g.*, *Wagner v. Hess Corp.*, No. 6:24-CV-004-H, 2025 U.S. Dist. LEXIS 52363, at *6 (N.D. Tex. Mar. 21, 2025) (approving of comparators where they "share[d] the same Morningstar category—a classification assigned by a financial-services provider that groups funds together based on similar holdings or investment styles").

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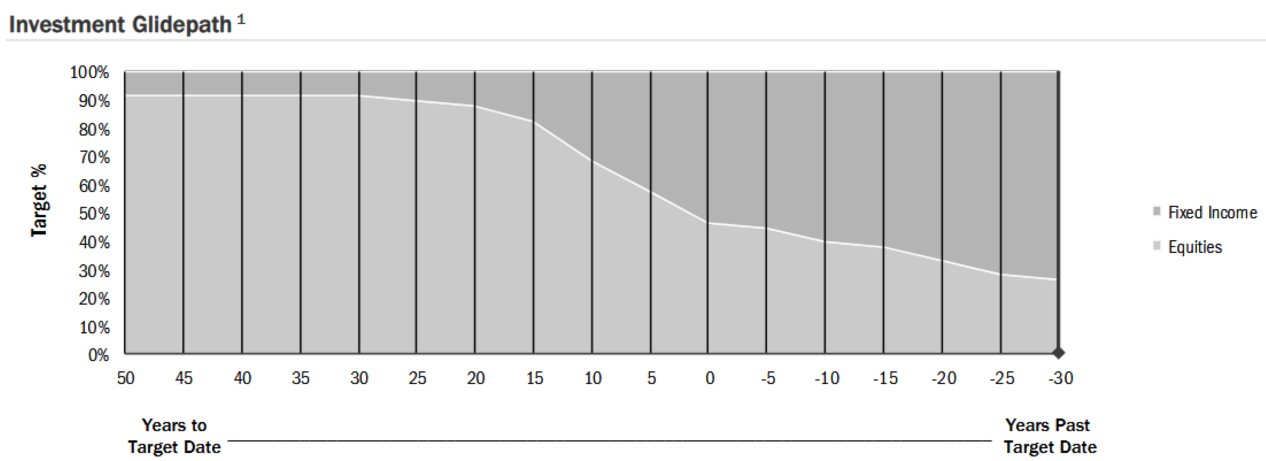
[9] The 2065 TDFs offered by T. Rowe Price, American Funds, and Fidelity were not established until later in the Underperformance period (for example, the T. Rowe Price and American Funds 2065 TDFs were not established until 2020). Accordingly, in addition to the Vanguard 2065 TDF, Plaintiffs include the 2065 TDFs offered by three other large TDF providers funds to analyze the performance of the Dell 2065 TDF—(1) Principal LifeTime 2065 R5 PLJEX; (2) MercerWise 2065 Target Date M; and (3) Principal LifeTime Hybrid 2065 Institutional Class PLHHX.

[10] A Morningstar Category is assigned by placing funds (*e.g.*, the Dell TDF Series, Fidelity, T. Rowe Price, Vanguard, and American Funds) into peer groups based on their holdings. Funds are placed in a Morningstar Category based on their portfolio statistics and compositions over the prior three years.

82. Plaintiffs' use of the fact that the Comparator Funds are within the same Morningstar Category as confirmation and further support that they are appropriate comparators is particularly appropriate considering the fact that the 2025 prospectuses of each of the vintages within the Dell TDF Series use the average performance of all TDFs within the respective TDF Morningstar Category as an additional point of comparison, or secondary "benchmark." For example, the prospectus for the Dell 2045 TDF compares its performance to the average performance of all TDFs within the Target Date 2045 Morningstar Category. As stated therein, that benchmark is "the average return for the peer group based on the returns of each individual fund within the group, for the period shown."

83. The use of the average performance across all funds within the Morningstar Categories is inappropriate because that average includes the performance metrics of all possible target date suites—including those operated by less experienced managers or those with significantly higher fees. As noted, the Plan is larger, in terms of both the number of participants as well as the amount of assets under management, than 99.65% of all defined contribution plans that filed Form 5500s for the 2024 year. Due to its size, Dell has access to the largest and best investment managers and, if Defendants were to replace the Dell TDF Series, they would have replaced them with suites offered by the largest, and most-established known operators of TDFs. As such, comparing its performance to an average which necessarily includes the average returns of TDFs that Dell were never really considerations for the Plan is inapt. Nevertheless, the fact that the Comparator Funds are within these same Morningstar Categories that Defendants themselves use in their prospectuses is further confirmation that the Comparator Funds are meaningful and appropriate benchmarks.

84. As an illustrative example of the similarities in allocation strategies between Dell TDF Series to a major comparator suite, during the Underperformance Period, the asset allocation of the Dell TDF Series closely tracked that of the American Funds Target Date Retirement Funds – R6 Share Class suite. As of July 22, 2022, the target equity investment allocations across each of the vintages of the Dell TDF Series were as follows: (i) 2015 TDF (7-years past target date): 38.5%; (ii) 2025 TDF (3-years to target date): 57.3%; (iii) 2035 TDF (13-years to target date): 74.2%; (iv) 2045 TDF (23-years to target date): 85.6%; (v) 2055 TDF (33-years to target date): 90.5%; and (vi) 2065 TDF (43-years to target date): 91.7%. *See* Dell 2022 SPD, at 19. As of 2019, the American Funds TDF's target allocations were displayed in the following glide path:



85. As seen, during the Underperformance Period, the target equity allocations as compared between the Dell TDF Series and the American Fund TDFs were virtually identical. That is, like the Dell TDF Series, the American Funds TDFs had the following equity allocations: (i) 7-years past target date: approximately 40%; (ii) 3-years to target date (approximately 55%); (iii) 13-years to target date (approximately 75%); (iv) 23-years to target date (approximately 87%); (v) 33-years to target date (approximately 91%); and (vi) 43-years to target date (approximately 91%). This comparison, using American Funds as an example, demonstrates that the Dell TDF

Series follows an allocation trajectory substantially similar to those of the industry's leading TDF suites.

86. Accordingly, the following suites (the "Comparator TDFs") represent an ideal group for comparison. Specifically, for each vintage of the Dell TDF Series, the Comparator TDFs are as follows:

Fund	Comparator TDFs
Dell 2015 TDF	T. Rowe Price Retirement 2015 Trust (Class A) F00000Z2KS ("T. Rowe 2015 TDF")
	Fidelity Freedom 2015 K6 FPTKX ("Freedom 2015 TDF")
	American Funds 2015 Trgt Date Retire R6 RFJTX ("Am. Funds 2015 TDF")[11]
Dell 2025 TDF	T. Rowe Price Retirement 2025 Trust (Class A) F00000Z2L0 ("T. Rowe 2025 TDF")
	Fidelity Freedom 2025 K6 FDTKX ("Freedom 2025 TDF")
	Vanguard Target Retire 2025 Trust I FOUSA06R61 ("Vanguard 2025 TDF")
	American Funds 2025 Trgt Date Retire R6 RFDTX ("Am. Funds 2025 TDF")
Dell 2035 TDF	T. Rowe Price Retirement 2035 Trust (Class A) F00000Z2L8 ("T. Rowe 2030 TDF")
	Fidelity Freedom 2035 K6 FWTKX ("Freedom 2035 TDF")
	Vanguard Target Retire 2035 Trust I FOUSA06R63 ("Vanguard 2035 TDF")
	American Funds 2035 Trgt Date Retire R6 RFFTX ("Am. Funds 2035 TDF")
	T. Rowe Price Retirement 2045 Trust (Class A) F00000Z2LG ("T. Rowe 2045 TDF")

[11] Plaintiffs do not include the Vanguard 2015 TDF as the comparator for the Dell 2015 TDF as that fund was merged into a different fund, named the Vanguard Target Retirement Income Fund during the Underperformance Period and thus, performance data is unavailable for the full period analyzed.

Fund	Comparator TDFs
Dell 2045 TDF	Fidelity Freedom 2045 K6 FJTKX ("Freedom 2045 TDF")
	Vanguard Target Retire 2045 Trust I FOUSA06R65 ("Vanguard 2045 TDF")
	American Funds 2045 Trgt Date Retire R6 RFHTX ("Am. Funds 2045 TDF")
Dell 2055 TDF	T. Rowe Price Retirement 2055 Trust (Class A) F00000Z2LO ("T. Rowe 2055 TDF")
	Fidelity Freedom 2055 K6 FCTKX ("Freedom 2055 TDF")
	Vanguard Target Retire 2055 Trust I F00000LIF0 ("Vanguard 2055 TDF")
	American Funds 2055 Trgt Date Retire R6 RFKTX ("Am. Funds 2055 TDF")
Dell 2065 TDF	Vanguard Target Retirement 2065 Fund VLXVX ("Vanguard 2065 TDF")
	Principal LifeTime 2065 R5 PLJEX ("Prin. LT 2065 TDF")
	MercerWise 2065 Target Date M ("MW 2065 TDF")
	Principal LifeTime Hybrid 2065 Institutional Class PLHHX ("Prin. Hy. 2065 TDF")

87. Like the Dell TDF Series, each of the Comparator TDFs is a target date fund structured as a fund of funds. Additionally, the Dell TDF Series and each of the Comparator TDFs invests in a diversified portfolio comprised primarily of investments from different market sectors. Similarly, the Comparator TDFs and the Dell TDF Series all seek to achieve their objectives by rebalancing their portfolios to become more conservative as the fund approaches / passes the relevant target date.

88. Based on the similarities of the Comparator TDFs' structures, Morningstar's inclusion of each of the Comparator TDFs in the same Morningstar Category, the Comparator TDFs represent meaningful comparators to the Dell TDF Series. When combined with the S&P

Indices, Plaintiffs have identified meaningful benchmarks that provide a sound basis of comparison to the Dell TDF Series.

89. As discussed below, when evaluated against the Comparator TDFs, both individually and as a group, the returns of the Dell TDF Series paled in comparison to those of the readily available alternatives. Accordingly, a prudent fiduciary could not have reasonably concluded that retention of the Dell TDF Series was appropriate for the Plan.

C. The Dell TDF Series Consistently Underperformed as Compared to the Meaningful Benchmarks

90. As detailed below, the vintages of the Dell TDF Series at issue have significantly underperformed both the S&P Indices benchmarks and their peer Comparator TDFs on a trailing 3, 5, and 10-years basis and a cumulative basis. Indeed, given this dynamic, poor returns due to bad asset allocation will compound long term underperformance as the opportunity to overperform is reduced over time as the funds become more conservative.

1. The Dell 2015 Vintage

91. The Dell 2015 TDF's underperformance has undermined the retirement savings of participants in the Plan since at least 2014. Table 1.a below illustrates the 2015 Dell TDF vintage's performance as compared to the S&P 2015 TDI based on: (i) yearly returns for the years 2014-2024; (ii) trailing three-year returns for the years 2016-2024; (iii) trailing five-year returns for the years 2018-2024; and (iv) trailing ten-year returns for 2023 and 2024:

Table 1.a
Dell 2015 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. the 2015 TDI

Fund / TDI	**Annual Performance**										
	2014	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell 2015 TDF	3.03%	-3.95%	8.7%	11.5%	-4.75%	15.69%	8.9%	9.26%	-11.12%	10.28%	8.24%
2015 TDI	5.49%	-0.16%	6.56%	11.39%	-3.67%	15.4%	10.28%	8.01%	-12.16%	11.38%	7.25%

Fund / TDI	Annual Performance										
	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Alpha	-2.46%	-3.79%	2.14%	0.11%	-1.08%	0.29%	-1.38%	1.25%	1.04%	-1.1%	0.99%
Trailing 3 years	-	-	-4.15%	-1.62%	1.15%	-0.68%	-2.16%	0.14%	0.89%	1.18%	0.92%
Trailing 5 years	-	-	-	-	-5.08%	-2.4%	-0.04%	-0.83%	0.09%	0.07%	0.77%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-5.01%	-1.65%

92. Table 1.b illustrates the 2015 Dell TDF's performance as compared to the 2015 vintages of the Comparator TDFs based on: (i) yearly returns for the years 2014-2024; (ii) trailing three-year returns for the years 2016-2024; (iii) trailing five-year returns for the years 2018-2024; and (iv) trailing ten-year returns for 2023 and 2024:

Table 1.b
Dell 2015 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. Comparator TDFs

Fund	Annual Performance										
	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Dell 2015 TDF	3.03%	-3.95%	8.7%	11.5%	-4.75%	15.69%	8.9%	9.26%	-11.12%	10.28%	8.24%
T. Rowe 2015 TDF	5.37%	-0.52%	7.34%	13.41%	-4.08%	17.53%	12.86%	9.53%	-14.12%	13.09%	8.96%
Freedom 2015 TDF	5.17%	-0.34%	7.04%	14.41%	-4.32%	16.48%	12.58%	7.38%	-14.48%	11.54%	6.61%
Am.Funds 2015 TDF	6.64%	-0.62%	7.55%	11.19%	-2.72%	14.94%	9.96%	10.27%	-10.25%	9.57%	8.5%
Delta	-2.7%	-3.46%	1.39%	-1.5%	-1.04%	-0.63%	-2.9%	0.2%	1.83%	-1.12%	0.22%
Trailing 3 years	-	-	-4.75%	-3.59%	-1.18%	-3.14%	-4.52%	-3.32%	-0.93%	0.89%	0.91%
Trailing 5 years	-	-	-	-	-7.17%	-5.19%	-4.64%	-5.76%	-2.57%	-2.65%	-1.82%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-9.62%	-6.92%

93. Table 1.c below illustrates the 2015 Dell TDF vintage's cumulative compounded performance as compared to the 2015 vintages of the Comparator TDFs and the S&P 2015 TDI:

Table 1.c
Dell 2015 TDF
Cumulative Compounded Performance vs. Comparator TDFs and 2015 TDI

Fund / TDI	**Cumulative Compounded Performance 2014 - 2024**	
	Cumulative Compounded Performance	Underperformance vs. Comparator / TDI
Dell 2015 TDF	66.84%	N/A
T. Rowe 2015 TDF	88.18%	-21.34%
Freedom 2015 TDF	75.86%	-9.02%
Am. Funds 2015 TDF	81.29%	-16.49%
Delta	82.46%	-15.62%
2015 TDI	73.69%	-6.85%

94. As of December 31, 2024, the assets in the Dell 2015 TDF had an approximate value of $88 million. Assuming that amount resulted from a cumulative compound growth of 66.84%, the original amount in 2014 would have been approximately $52.75 million ($88 / 1.6684 = $52.745). Had $52.75 million been invested in one of the Comparator TDFs, its value at the start of 2025 would have been, on average, approximately $96.25 million (or an increase in value for participants of approximately $8.25 million).

95. The foregoing return, trailing 3, 5, and 10-year return, and cumulative performance information is the information Defendants would have had available had they conducted a simple analysis evaluating the 2015 Dell TDF vintage and compared its performance to the corresponding TDI and vintages of the Comparator TDFs.

96. A prudent fiduciary monitoring the 2015 Dell TDF vintage's performance would have compared the vintage's returns to returns from the S&P 2015 TDI and one or more of the Comparator TDFs identified in Table 1.b and Table 1.c.

97. When considering whether to retain a certain suite of TDFs in a plan, a prudent fiduciary would evaluate the TDF's risk and return characteristics as compared to the entire universe of TDFs available based on qualitative and quantitative metrics. A prudent fiduciary could not have reasonably concluded that retention of the 2015 Dell TDF vintage, or the Dell TDF Series as a whole, was appropriate for the Plan.

2. The Dell 2025 Vintage

98. The Dell 2025 TDF's underperformance has undermined the retirement savings of participants in the Plan since at least 2014. Table 2.a below illustrates the 2025 Dell TDF vintage's performance as compared to the S&P 2025 TDI based on: (i) yearly returns for the years 2014-2024; (ii) trailing three-year returns for the years 2016-2024; (iii) trailing five-year returns for the years 2018-2024; and (iv) trailing ten-year returns for 2023 and 2024:

Table 2.a
Dell 2025 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. the 2025 TDI

Fund / TDI	**Annual Performance**										
	2014	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell 2025 TDF	3%	-4.6%	9.65%	16.12%	-7%	19.03%	9.86%	12.52%	-12.72%	12.78%	9.82%
2025 TDI	5.56%	-0.25%	7.82%	14.55%	-5.02%	18.38%	11.22%	10.67%	-13.13%	12.99%	8.44%
Alpha	-2.56%	-4.35%	1.83%	1.57%	-1.98%	0.65%	-1.36%	1.85%	0.41%	-0.21%	1.38%
Trailing 3 years	-	-	-5.09%	-1.07%	1.38%	0.21%	-2.68%	1.12%	0.88%	2.05%	1.58%
Trailing 5 years	-	-	-	-	-5.51%	-2.4%	0.65%	0.67%	-0.48%	1.32%	2.05%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-4.27%	-0.39%

99. Table 2.b illustrates the 2025 Dell TDF's performance as compared to the 2025 vintages of the Comparator TDFs based on: (i) yearly returns for the years 2014-2024; (ii) trailing three-year returns for the years 2016-2024; (iii) trailing five-year returns for the years 2018-2024; and (iv) trailing ten-year returns for 2023 and 2024:

Table 2.b
Dell 2025 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. Comparator TDFs

Fund	Annual Performance										
	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Dell 2025 TDF	3%	-4.6%	9.65%	16.12%	-7%	19.03%	9.86%	12.52%	-12.72%	12.78%	9.82%
T. Rowe 2025 TDF	5.99%	-0.14%	7.66%	17.75%	-5.55%	21.2%	14.83%	11.8%	-15.55%	14.73%	9.9%
Freedom 2025 TDF	5.63%	-0.16%	7.47%	16.97%	-5.78%	19.72%	14.87%	10.29%	-16.54%	14.44%	8.48%
Vanguard 2025 TDF	7.25%	-0.7%	7.55%	16.02%	-5.06%	19.78%	13.41%	9.91%	-15.44%	14.57%	9.48%
Am.Funds 2025 TDF	6.66%	0.13%	7.36%	15.33%	-3.47%	17.85%	13.67%	11.44%	-12.74%	11.94%	9.34%
Delta	-3.38%	-4.38%	2.14%	-0.4%	-2.04%	-0.61%	-4.34%	1.66%	2.35%	-1.14%	0.52%
Trailing 3 years	-	-	-5.64%	-2.72%	-0.34%	-3.02%	-6.85%	-3.34%	-0.46%	2.86%	1.71%
Trailing 5 years	-	-	-	-	-7.93%	-5.28%	-5.24%	-5.68%	-3.08%	-2.2%	-1.09%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-9.95%	-6.31%

100. Table 2.c below illustrates the 2025 Dell TDF vintage's cumulative compounded performance as compared to the 2025 vintages of the Comparator TDFs and the S&P 2025 TDI:

Table 2.c
Dell 2025 TDF
Cumulative Compounded Performance vs. Comparator TDFs and 2025 TDI

Fund / TDI	Cumulative Compounded Performance 2014 - 2024	
	Cumulative Compounded Performance	Underperformance vs. Comparator / TDI
Dell 2025 TDF	85.07%	N/A
T. Rowe 2025 TDF	109.97%	-24.89%
Freedom 2025 TDF	96.3%	-11.23%
Vanguard 2025 TDF	99.79%	-14.72%
Am. Funds 2025 TDF	103.52%	-18.45%

Fund / TDI	Cumulative Compounded Performance 2014 - 2024	
	Cumulative Compounded Performance	Underperformance vs. Comparator / TDI
Delta	102.39%	-17.32%
2025 TDI	91.57%	-6.5%

101. As of December 31, 2024, the assets in the Dell 2025 TDF had an approximate value of $640 million. Assuming that amount resulted from a cumulative compound growth of 85.07%, the original amount in 2014 would have been approximately $345.82 million ($640 / 1.8507 = $345.815). Had $345.82 million been invested in one of the Comparator TDFs, its value at the start of 2025 would have been, on average, approximately $699.9 million (or an increase in value for participants of approximately $59.9 million).

102. The foregoing return, trailing 3, 5, and 10-year return, and cumulative performance information is the information Defendants would have had available had they conducted a simple analysis evaluating the 2025 Dell TDF vintage and compared its performance to the corresponding TDI and vintages of the Comparator TDFs.

103. A prudent fiduciary monitoring the 2025 Dell TDF vintage's performance would have compared the vintage's returns to returns from the S&P 2025 TDI and one or more of the Comparator TDFs identified in Table 2.b and Table 2.c.

104. When considering whether to retain a certain suite of TDFs in a plan, a prudent fiduciary would evaluate the TDF's risk and return characteristics as compared to the entire universe of TDFs available based on qualitative and quantitative metrics. A prudent fiduciary could not have reasonably concluded that retention of the 2025 Dell TDF vintage, or the Dell TDF Series as a whole, was appropriate for the Plan.

3. The Dell 2035 Vintage

105. The Dell 2035 TDF's underperformance has undermined the retirement savings of participants in the Plan since at least 2014. Table 3.a below illustrates the 2035 Dell TDF vintage's performance as compared to the S&P 2035 TDI based on: (i) yearly returns for the years 2014-2024; (ii) trailing three-year returns for the years 2016-2024; (iii) trailing five-year returns for the years 2018-2024; and (iv) trailing ten-year returns for 2023 and 2024:

Table 3.a
Dell 2035 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. the 2035 TDI

Fund / TDI	**Annual Performance**										
	2014	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell 2035 TDF	2.97%	-4.86%	9.95%	19.41%	-8.84%	22.44%	10.45%	15.09%	-14.54%	15.27%	11.77%
2035 TDI	5.69%	-0.35%	8.85%	17.78%	-6.88%	22.18%	12.79%	14.93%	-14.99%	16.63%	11.38%
Alpha	-2.72%	-4.51%	1.1%	1.63%	-1.96%	0.26%	-2.34%	0.16%	0.45%	-1.36%	0.39%
Trailing 3 years	-	-	-6.09%	-1.89%	0.73%	-0.1%	-4.01%	-1.93%	-1.74%	-0.76%	-0.53%
Trailing 5 years	-	-	-	-	-6.43%	-3.56%	-1.37%	-2.28%	-3.42%	-2.83%	-2.7%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-9.07%	-6.16%

106. Table 3.b illustrates the 2035 Dell TDF's performance as compared to the 2035 vintages of the Comparator TDFs based on: (i) yearly returns for the years 2014-2024; (ii) trailing three-year returns for the years 2016-2024; (iii) trailing five-year returns for the years 2018-2024; and (iv) trailing ten-year returns for 2023 and 2024:

Table 3.b
Dell 2035 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. Comparator TDFs

Fund	**Annual Performance**										
	2014	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell 2035 TDF	2.97%	-4.86%	9.95%	19.41%	-8.84%	22.44%	10.45%	15.09%	-14.54%	15.27%	11.77%
T. Rowe 2035 TDF	6.22%	0.26%	7.81%	21%	-6.69%	23.99%	17.22%	15.02%	-17.77%	18.43%	12.19%

Fund	Annual Performance										
	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Freedom 2035 TDF	5.75%	-0.21%	8.63%	22.2%	-8.15%	24.74%	17.41%	14.56%	-17.51%	18.06%	11.33%
Vanguard 2035 TDF	7.26%	-1.09%	8.35%	19.22%	-6.52%	22.58%	14.93%	13.08%	-16.52%	17.22%	11.74%
Am.Funds 2035 TDF	7.02%	0.59%	8%	21.04%	-5.14%	23.29%	17.55%	15.54%	-16.24%	16.9%	12.73%
Delta	-3.59%	-4.75%	1.75%	-1.46%	-2.22%	-1.21%	-6.33%	0.54%	2.47%	-2.38%	-0.23%
Trailing 3 years	-	-	-6.56%	-4.49%	-1.95%	-4.8%	-9.51%	-6.96%	-3.5%	0.57%	-0.2%
Trailing 5 years	-	-	-	-	-9.96%	-7.73%	-9.26%	-10.35%	-6.77%	-6.93%	-6.01%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-16.2%	-13.28%

107. Table 3.c below illustrates the 2035 Dell TDF vintage's cumulative compounded performance as compared to the 2035 vintages of the Comparator TDFs and the S&P 2035 TDI:

Table 3.c
Dell 2035 TDF
Cumulative Compounded Performance vs. Comparator TDFs and 2035 TDI

Fund / TDI	Cumulative Compounded Performance 2014 - 2024	
	Cumulative Compounded Performance	Underperformance vs. Comparator / TDI
Dell 2035 TDF	100.93%	N/A
T. Rowe 2035 TDF	136.76%	-35.83%
Freedom 2035 TDF	134.06%	-33.13%
Vanguard 2035 TDF	123.15%	-22.22%
Am. Funds 2035 TDF	146.73%	-45.8%
Delta	135.18%	-34.25%
2035 TDI	119.91%	-18.98%

108. As of December 31, 2024, the assets in the Dell 2035 TDF had an approximate value of $1.4 billion. Assuming that amount resulted from a cumulative compound growth of

100.09%, the original amount in 2014 would have been approximately $696 million ($1.400 / 2.0093 = $696.76). Had $696.76 million been invested in one of the Comparator TDFs, its value at the start of 2025 would have been, on average, approximately $1.639 billion (or an increase in value for participants of approximately $239 million).[12]

109. The foregoing return, trailing 3, 5, and 10-year return, and cumulative performance information is the information Defendants would have had available had they conducted a simple analysis evaluating the 2035 Dell TDF vintage and compared its performance to the corresponding TDI and vintages of the Comparator TDFs.

110. A prudent fiduciary monitoring the 2035 Dell TDF vintage's performance would have compared the vintage's returns to returns from the S&P 2035 TDI and one or more of the Comparator TDFs identified in Table 3.b. and Table 3.c.

111. When considering whether to retain a certain suite of TDFs in a plan, a prudent fiduciary would evaluate the TDF's risk and return characteristics as compared to the entire universe of TDFs available based on qualitative and quantitative metrics. A prudent fiduciary could not have reasonably concluded that retention of the 2035 Dell TDF vintage, or the Dell TDF Series as a whole, was appropriate for the Plan.

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12 Additionally, the 2025 prospectus for the Dell 2035 TDF compares performance to the average performance of the Morningstar 2035 Target Date Category (the "MS 2035 Avg") as a secondary benchmark. As noted, comparison to the average of this category is inappropriate considering the suites and investment vehicles that would be available to the Plan (in light of its size). *See supra* ¶¶ 82-83. Nevertheless, it is worth noting that the Dell 2035 TDF has also underperformed the MS 2035 Avg benchmark for over a decade—for example, the Dell 2035 TDF has underperformed on a trailing five-year basis for seven consecutive years (2018-2024) and on a trailing ten-year basis for two years (2023-2024). Similarly, the Dell 2035 TDF has underperformed the MS 2035 Avg benchmark on a cumulative compound basis (2014-2024) by -18.98%.

4. The Dell 2045 Vintage

112. The Dell 2045 TDF's underperformance has undermined the retirement savings of participants in the Plan since at least 2014. Table 4.a below illustrates the 2045 Dell TDF vintage's performance as compared to the S&P 2045 TDI based on: (i) yearly returns for the years 2014-2024; (ii) trailing three-year returns for the years 2016-2024; (iii) trailing five-year returns for the years 2018-2024; and (iv) trailing ten-year returns for 2023 and 2024:

Table 4.a
Dell 2045 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. the 2045 TDI

Fund / TDI	**Annual Performance**										
	2014	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell 2045 TDF	2.94%	-5.02%	10.14%	21.91%	-9.58%	23.66%	10.82%	17%	-15.47%	17.04%	13.35%
2045 TDI	5.67%	-0.46%	9.54%	19.56%	-7.74%	24.02%	13.66%	17.51%	-15.84%	19.14%	13.58%
Alpha	-2.73%	-4.56%	0.6%	2.35%	-1.84%	-0.36%	-2.84%	-0.51%	0.37%	-2.1%	-0.23%
Trailing 3 years	-	-	-6.61%	-1.73%	1.07%	0.11%	-4.97%	-3.68%	-2.98%	-2.24%	-1.96%
Trailing 5 years	-	-	-	-	-6.17%	-3.89%	-2.15%	-3.23%	-5.11%	-5.36%	-5.23%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-11.2%	-8.92%

113. Table 4.b illustrates the 2045 Dell TDF's performance as compared to the 2045 vintages of the Comparator TDFs based on: (i) yearly returns for the years 2014-2024; (ii) trailing three-year returns for the years 2016-2024; (iii) trailing five-year returns for the years 2018-2024; and (iv) trailing ten-year returns for 2023 and 2024:

Table 4.b
Dell 2045 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. Comparator TDFs

Fund	**Annual Performance**										
	2014	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell 2045 TDF	2.94%	-5.02%	10.14%	21.91%	-9.58%	23.66%	10.82%	17%	-15.47%	17.04%	13.35%
T. Rowe 2045 TDF	6.44%	0.26%	7.91%	22.54%	-7.26%	25.59%	18.82%	17.22%	-18.74%	20.83%	14.22%

Fund	Annual Performance										
	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Freedom 2045 TDF	5.79%	-0.16%	8.57%	22.5%	-8.74%	25.76%	18.46%	16.78%	-18.12%	20.91%	14.4%
Vanguard 2045 TDF	7.29%	-1.47%	8.94%	21.52%	-7.86%	25.1%	16.26%	16.34%	-17.33%	19.55%	13.84%
Am.Funds 2045 TDF	7.09%	0.64%	8.27%	22.44%	-5.58%	24.68%	19.21%	17.18%	-18.18%	20.15%	15.17%
Delta	-3.71%	-4.84%	1.72%	-0.34%	-2.22%	-1.62%	-7.37%	0.12%	2.62%	-3.32%	-1.06%
Trailing 3 years	-	-	-6.8%	-3.53%	-0.88%	-4.13%	-10.89%	-8.76%	-4.82%	-0.67%	-1.83%
Trailing 5 years	-	-	-	-	-9.18%	-7.2%	-9.67%	-11.09%	-8.45%	-9.48%	-8.96%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-17.78%	-15.52%

114. Table 4.c below illustrates the 2045 Dell TDF vintage's cumulative compounded performance as compared to the 2045 vintages of the Comparator TDFs and the S&P 2045 TDI:

Table 4.c
Dell 2045 TDF
Cumulative Compounded Performance vs. Comparator TDFs and 2045 TDI

Fund / TDI	Cumulative Compounded Performance 2014 - 2024	
	Cumulative Compounded Performance	Underperformance vs. Comparator / TDI
Dell 2045 TDF	113.43%	N/A
T. Rowe 2045 TDF	156.73%	-43.3%
Freedom 2045 TDF	152.59%	-39.16%
Vanguard 2045 TDF	145.48%	-32.05%
Am. Funds 2045 TDF	166.01%	-52.58%
Delta	155.21%	-41.77%
2045 TDI	139.75%	-26.32%

115. As of December 31, 2024, the assets in the Dell 2045 TDF had an approximate value of $1.1 billion. Assuming that amount resulted from a cumulative compound growth of

113.43%, the original amount in 2014 would have been approximately $515 million ($1.100 / 2.1343 = $515.39). Had $515 million been invested in one of the Comparator TDFs, its value at the start of 2025 would have been, on average, approximately $1.315 billion (or an increase in value for participants of approximately $215 million).[13]

116. The foregoing return, trailing 3, 5, and 10-year return, and cumulative performance information is the information Defendants would have had available had they conducted a simple analysis evaluating the 2045 Dell TDF vintage and compared its performance to the corresponding TDI and vintages of the Comparator TDFs.

117. A prudent fiduciary monitoring the 2045 Dell vintage's performance would have compared the vintage's returns to returns from the S&P 2045 TDI and one or more of the Comparator TDFs identified in Table 4.b and Table 4.c.

118. When considering whether to retain a certain suite of TDFs in a plan, a prudent fiduciary would evaluate the TDF's risk and return characteristics as compared to the entire universe of TDFs available based on qualitative and quantitative metrics. A prudent fiduciary could not have reasonably concluded that retention of the 2045 Dell TDF vintage, or the Dell TDF Series as a whole, was appropriate for the Plan.

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[13] Additionally, the 2025 prospectus for the Dell 2045 TDF compares performance to the average performance of the Morningstar 2045 Target Date Category (the "MS 2045 Avg") as a secondary benchmark. As noted, comparison to the average of this category is inappropriate considering the suites and investment vehicles that would be available to the Plan (in light of its size). *See supra* ¶¶ 82-83. Nevertheless, it is worth noting that the Dell 2045 TDF has also underperformed the MS 2045 Avg benchmark for over a decade—for example, the Dell 2045 TDF has underperformed on a trailing five-year basis for seven consecutive years (2018-2024) and on a trailing ten-year basis for two years (2023-2024). Similarly, the Dell 2045 TDF has underperformed the MS 2045 Avg benchmark on a cumulative compound basis (2014-2024) by -15.99%.

5. The Dell 2055 Vintage

119. The Dell 2055 TDF's underperformance has undermined the retirement savings of participants in the Plan since at least 2014. Table 5.a below illustrates the 2055 Dell TDF vintage's performance as compared to the S&P 2055 TDI based on: (i) yearly returns for the years 2014-2024; (ii) trailing three-year returns for the years 2016-2024; (iii) trailing five-year returns for the years 2018-2024; and (iv) trailing ten-year returns for 2023 and 2024:

Table 5.a
Dell 2055 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. the 2055 TDI

Fund / TDI	**Annual Performance**										
	2014	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell 2055 TDF	3.54%	-4.68%	10.05%	22.67%	-9.74%	24.05 %	10.86%	17.53%	-15.64%	17.64%	13.93%
2055 TDI	5.64%	-0.54%	9.94%	20.48%	-7.97%	24.48 %	13.86%	18.19%	-15.97%	19.62%	14.32%
Alpha	-2.1%	-4.14%	0.11%	2.19%	-1.77%	-0.43%	-3%	-0.66%	0.33%	-1.98%	-0.39%
Trailing 3 years	-	-	-6.05%	-1.93%	0.49%	-0.05%	-5.13%	-4.05%	-3.32%	-2.31%	-2.04%
Trailing 5 years	-	-	-	-	-5.69%	-4.08%	-2.94%	-3.69%	-5.44%	-5.64%	-5.61%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-11.01%	-9.46%

120. Table 5.b illustrates the 2055 Dell TDF's performance as compared to the 2055 vintages of the Comparator TDFs based on: (i) yearly returns for the years 2014-2024; (ii) trailing three-year returns for the years 2016-2024; (iii) trailing five-year returns for the years 2018-2024; and (iv) trailing ten-year returns for 2023 and 2024:

Table 5.b
Dell 2055 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. Comparator TDFs

Fund	**Annual Performance**										
	2014	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell 2055 TDF	3.54%	-4.68%	10.05%	22.67%	-9.74%	24.05%	10.86%	17.53%	-15.64%	17.64%	13.93%
T. Rowe 2055 TDF	6.38%	0.33%	7.86%	22.64%	-7.36%	25.65%	18.73%	17.37%	-18.92%	21.2%	14.6%

Fund	**Annual Performance**										
	2014	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Freedom 2055 TDF	5.75%	-0.2%	8.56%	22.4%	-8.68%	25.67%	18.46%	16.77%	-18.07%	20.85%	14.43%
Vanguard 2055 TDF	7.27%	-1.63%	8.98%	21.48%	-7.83%	25.09%	16.42%	16.61%	-17.43%	20.23%	14.65%
Am.Funds 2055 TDF	7.01%	0.63%	8.3%	22.63%	-5.65%	25.09%	19.39%	17.28%	-19.5%	21.4%	15.58%
Delta	-3.06%	-4.46%	1.63%	0.38%	-2.36%	-1.33%	-7.39%	0.52%	2.84%	-3.28%	-0.89%
Trailing 3 years	-	-	-5.88%	-2.54%	-0.39%	-3.29%	-10.77%	-8.14%	-4.26%	-0.01%	-1.41%
Trailing 5 years	-	-	-	-	-7.75%	-6.1%	-8.98%	-9.96%	-7.76%	-8.63%	-8.22%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-15.71%	-13.82%

121. Table 5.c below illustrates the 2055 Dell TDF vintage's cumulative compounded performance as compared to the 2055 vintages of the Comparator TDFs and the S&P 2055 TDI:

Table 5.c
Dell 2055 TDF
Cumulative Compounded Performance vs. Comparator TDFs and 2055 TDI

Fund / TDI	**Cumulative Compounded Performance 2014 - 2024**	
	Cumulative Compounded Performance	Underperformance vs. Comparator / TDI
Dell 2055 TDF	119.77%	N/A
T. Rowe 2055 TDF	157.91%	-38.14%
Freedom 2055 TDF	152.23%	-32.46%
Vanguard 2055 TDF	148.87%	-29.1%
Am. Funds 2055 TDF	166.95%	-47.18%
Delta	156.49%	-36.72%
2055 TDI	146.54%	-26.77%

122. As of December 31, 2024, the assets in the Dell 2055 TDF had an approximate value of $645 million. Assuming that amount resulted from a cumulative compound growth of

119.77%, the original amount in 2014 would have been approximately $293.5 million ($645 / 2.1977 = $293.488). Had $293.5 million been invested in one of the Comparator TDFs, its value at the start of 2025 would have been, on average, approximately $752.8 million (or an increase in value for participants of approximately $107.8 million).[14]

123. The foregoing return, trailing 3, 5, and 10-year return, and cumulative performance information is the information Defendants would have had available had they conducted a simple analysis evaluating the 2055 Dell TDF vintage and compared its performance to the corresponding TDI and vintages of the Comparator TDFs.

124. A prudent fiduciary monitoring the 2055 Dell TDF vintage's performance would have compared the vintage's returns to returns from the S&P 2055 TDI and one or more of the Comparator TDFs identified in Table 5.b and Table 5.c.

125. When considering whether to retain a certain suite of TDFs in a plan, a prudent fiduciary would evaluate the TDF's risk and return characteristics as compared to the entire universe of TDFs available based on qualitative and quantitative metrics. A prudent fiduciary could not have reasonably concluded that retention of the 2055 Dell TDF vintage, or the Dell TDF Series as a whole, was appropriate for the Plan.

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14 Additionally, the 2025 prospectus for the Dell 2055 TDF compares performance to the average performance of the Morningstar 2055 Target Date Category (the "MS 2055 Avg") as a secondary benchmark. As noted, comparison to the average of this category is inappropriate considering the suites and investment vehicles that would be available to the Plan (in light of its size). *See supra* ¶¶ 82-83. Nevertheless, it is worth noting that the Dell 2055 TDF has also underperformed the MS 2055 Avg benchmark for over a decade—for example, the Dell 2055 TDF has underperformed on a trailing five-year basis for seven consecutive years (2018-2024) and on a trailing ten-year basis for two years (2023-2024). Similarly, the Dell 2055 TDF has underperformed the MS 2055 Avg benchmark on a cumulative compound basis (2014-2024) by -26.77%.

6. The Dell 2065 Vintage

126. The Dell 2065 TDF's underperformance has undermined the retirement savings of participants in the Plan since at least 2018. Table 6.a below illustrates the 2065 Dell TDF vintage's performance as compared to the S&P 2065 TDI based on: (i) yearly returns for the years 2018-2024; (ii) trailing three-year returns for the years 2020-2024; and (iii) trailing five-year returns for the years 2022-2024:[15]

Table 6.a
Dell 2065 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. the 2065 TDI

Fund / TDI	**Annual Performance**						
	2018	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell 2065 TDF	-9.71%	24.06%	10.98%	17.76%	-15.67%	17.75%	13.96%
2065 TDI	-7.95%	24.73%	13.99%	18.05%	-16.01%	19.74%	14.83%
Alpha	-1.76%	-0.67%	-3.01%	-0.29%	0.34%	-1.99%	-0.87%
Trailing 3 years	-	-	-0.13%	-3.94%	-2.96%	-1.94%	-2.51%
Trailing 5 years	-	-	-	-	-5.31%	-5.53%	-5.72%

127. Table 6.b illustrates the 2065 Dell TDF's performance as compared to the 2065 vintages of the Comparator TDFs and the S&P 2065 TDI based on: (i) yearly returns for the years 2018-2024; (ii) trailing three-year returns for the years 2020-2024; and (iii) trailing five-year returns for the years 2022-2024:

Table 6.b
Dell 2065 TDF
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. Comparator TDF and the Morningstar Category 2065+ Average

[15] Plaintiffs only include performance information covering 2018 through 2024 as the Dell 2065 TDF was not established until approximately 2017.

Fund / Comp.	**Annual Performance**						
	2018	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell 2065 TDF	-9.71%	24.06%	10.98%	17.76%	-15.67%	17.75%	13.96%
Vanguard 2065 TDF	-7.95%	24.96%	16.17%	16.46%	-17.39%	20.15%	14.62%
Prin. LT 2065	-9.39%	27.08%	16.56%	17.93%	-19.01%	20.08%	12.93%
MW 2065 TDF	-8.91%	24.33%	14.3%	18.57%	-16.78%	18.57%	14.36%
Prin. Hyb. 2065	-10.2%	27.01%	16.49%	20.3%	-18.54%	20.34%	15.78%
Delta	-1.04%	-1.96%	-5.38%	0.56%	2.53%	-2.36%	0.18%
Trailing 3 years	-	-	-8.2%	-6.72%	-2.44%	0.67%	0.29%
Trailing 5 years	-	-	-	-	-5.35%	-6.62%	-4.57%

128. Table 6.c below illustrates the 2065 Dell TDF vintage's cumulative compounded performance as compared to the 2065 vintages of the Comparator TDFs and the S&P 2065 TDI:

Table 6.c
Dell 2065 TDF
Cumulative Compounded Performance vs. Comparator Funds and 2065 TDI

Fund / Comp.	**Cumulative Compounded Performance 2018 - 2024**	
	Cumulative Compounded Performance	Underperformance vs. Comparator / TDI
Dell 2065 TDF	65.66%	N/A
Vanguard 2065 TDF	77.04%	-11.39%
Prin. LT 2065	73.84%	-8.18%
MW 2065 TDF	73.2%	-7.54%
Prin. Hyb. 2065	81.41%	-15.75%
Delta	76.37%	-10.71%
2065 TDI	78.42%	-12.77%

129. As of December 31, 2024, the assets in the Dell 2065 TDF had an approximate value of $200 million. Assuming that amount resulted from a cumulative compound growth of

65.66%, the original amount in 2018 would have been approximately $121 million ($200 / 1.6566 = $120.72). Had $121 million been invested in one of the Comparator TDFs, its value at the start of 2025 would have been, on average, approximately $213.4 million (or an increase in value for participants of approximately $13.4 million).[16]

130. The foregoing return, trailing 3 and 5-year return, and cumulative performance information is the information Defendants would have had available had they conducted a simple analysis evaluating the 2065 Dell TDF vintage and compared its performance to the corresponding TDI and vintages of the Comparator TDFs.

131. A prudent fiduciary monitoring the 2065 Dell TDF vintage's performance would have compared the vintage's returns to returns from the S&P 2065 TDI and one or more of the Comparator TDFs identified in Table 6.b and Table 6.c.

132. When considering whether to retain a certain suite of TDFs in a plan, a prudent fiduciary would evaluate the TDF's risk and return characteristics as compared to the entire universe of TDFs available based on qualitative and quantitative metrics. A prudent fiduciary could not have reasonably concluded that retention of the 2065 Dell TDF vintage, or the Dell TDF Series as a whole, was appropriate for the Plan.

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[16] Additionally, the 2025 prospectus for the Dell 2065 TDF compares performance to the average performance of the Morningstar 2065 Target Date Category (the "MS 2065 Avg") as a secondary benchmark. As noted, comparison to the average of this category is inappropriate considering the suites and investment vehicles that would be available to the Plan (in light of its size). *See supra* ¶¶ 82-83. Nevertheless, it is worth noting that the Dell 2065 TDF has also underperformed the MS 2065 Avg benchmark since its inception—for example, the Dell 2055 TDF has underperformed on a trailing five-year basis for three consecutive years (2022-2024). Similarly, the Dell 2065 TDF has underperformed the MS 2065 Avg benchmark on a cumulative compound basis (2018-2024) by -9.3%.

D. The Dell Core Funds and Meaningful Benchmarks to Compare Their Investment Performance

133. The Dell SMid Fund's "primary investment objective" during the Underperformance Period was listed as: "Seeks to provide long-term capital appreciation by investing in small- and mid-capitalization companies in the United States."[17] Its "Investment Strategy" during the Underperformance Period was listed as follows:

> The fund invests in U.S. small- and mid-cap stocks with market capitalizations generally between $300 million and $10 billion. The fund generally seeks to invest in companies that have one or more of the following characteristics: they are undervalued relative to their future prospects, they have lower debt-to-equity ratios, they are expected to have an acceleration in earning growth rates, or the stock is generally less volatile than the stock market."

Id.[18]

134. The Dell SMid Fund is the only small and medium cap long term capital appreciation fund available on the Plan. Participants who want to pursue a small and mid-cap growth investment strategy have no other choice other than to invest in the Dell SMid Fund. The Dell SMid Fund's prospectus lists the Russell 2500 as its primary benchmark.

135. The Dell Emerging Fund's "primary investment objective" during the Underperformance Period was listed as: "Seeks long-term capital appreciation and income by

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17 Dell 2022 SPD, at 18.

18 Similarly, the Dell 2025 SPD describes the Dell SMid Fund's strategy as follows: "The fund is an actively managed fund that invests primarily in equity securities of U.S. companies whose market capitalizations at the time of investment are between $25 million and the largest company included in the Russell 2500 Index. However, the fund is also permitted to invest in equity securities of non-US companies and of companies with smaller or larger market capitalizations, but to a lesser extent." Dell 2025 SPD, at 18. Additionally, as provided in its current prospectus, the fund is permitted to "invest in other instruments, including convertible securities [], depository receipts [], exchange traded funds, REITs, MLPs, private placements . . ., and derivative instruments, including futures, options and swaps."

investing primarily in common stocks of emerging country issuers."[19] Its "Investment Strategy" during the Underperformance Period was listed as follows:

> The fund invests at least 80% of its net assets, plus the amount of any borrowings, in equity securities (such as dividend-paying securities, common stock and preferred stock) of companies that are located in emerging markets, other investments that are tied economically to emerging markets, as well as in American, European and Global Depositary Receipts and other depositary receipts ("Depositary Receipts"). The fund invests in large, medium and small capitalization companies. For purposes of the 80% test, equity securities include securities such as common stock, preferred stock and other securities that are not debt securities, cash or cash equivalents. The fund's portfolio securities are denominated primarily in foreign currencies and are typically held outside the U.S.

Id.[20]

136. The Dell Emerging Fund is the only emerging markets long term capital appreciation fund available on the Plan. Participants who want to pursue an emerging markets investment strategy have no other choice other than to invest in the Dell Emerging Fund.

137. Both of the Dell Core Funds adopt a "multi-manager approach" where by the "Fund's assets are allocated to two more Investment Advisors or Underlying Funds." Stated otherwise, like the Dell TDF Series, the Dell Core Funds are both actively managed in that their managers (Defendants) make active decisions such as, determining, *inter alia*: (i) which underlying funds to invest in; (ii) which investment advisers to retain; and (iii) how to allocate the fund's total assets across the various underlying funds and/or investment managers retained.

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[19] Dell 2022 SPD, at 18.

[20] Similarly, the Dell 2025 SPD describes the Dell Emerging Fund's strategy as follows: "The fund is an actively managed fund that invests primarily in equity securities issued by non-U.S. companies of any market capitalization, located in the world's emerging capital markets. The fund's portfolio securities are denominated primarily in foreign currencies and are typically held outside the U.S." Additionally, as provided in its current prospectus, the fund is permitted to "invest in other instruments, including convertible securities [], depository receipts [], exchange traded funds, REITs, MLPs, private placements . . ., and derivative instruments, including futures, options and swaps."

138. When considering whether to retain a certain fund in a plan, a prudent fiduciary would evaluate that fund's risk and return characteristics as compared to the entire universe of comparable funds available based on qualitative and quantitative metrics.

139. All U.S. focused small and mid-long term growth funds are designed to achieve the highest total return through primary investment in equity stocks of small to mid-size capitalization companies that the fund's managers believe have strong profitability and revenue prospects. As such, these funds share similar risks such as risk associated with the fund manager's selection of securities or funds to invest in, investment style risk, and risk attributable to higher exposure to the small and mid-cap entities.

140. Similarly, all emerging markets long term growth funds are designed to achieve the highest total return through primary investment in equity securities issued by non-U.S. companies that the fund's managers believe have strong profitability and revenue prospects. As such, these funds share similar risks such as risk associated with the fund manager's selection of securities or funds to invest in, investment style risk, investing or holding assets in foreign currencies, and risks attributable to exposure to foreign securities.

141. Plaintiffs have identified four comparator funds for the Dell SMid Fund and four comparator funds for the Dell Emerging Fund. These comparator funds are offered by major market vendors and were selected based on their similar characteristics to Dell Core Funds—characteristics such as size, category, and risk ratio. Had Defendants opted to replace the Dell Core Funds, they likely would have worked with one of the comparator funds listed.

142. Additionally, Morningstar has classified each of these comparator funds within the same respective "Morningstar Category" of the Dell Core Funds.[21] *See, e.g.*, *Wagner*, 2025 U.S. Dist. LEXIS 52363, at *6 (approving of comparators where they "share[d] the same Morningstar category—a classification assigned by a financial-services provider that groups funds together based on similar holdings or investment styles").

143. Plaintiffs have selected the following comparator funds for the Dell Core Funds:

Fund	**Dell Core Comparators**[22]
Dell SMid Fund	Boston Trust SMID Cap BTSMX ("Bos. SMid")
	Fidelity Mid Cap Index FSMDX ("Fid. Mid")
	Vanguard Strategic Equity Inv VSEQX ("Vanguard SMid")
	BlackRock Advantage SMID Cap Instl MASPX ("BR SMid")[23]
Dell Emerging Fund	American Funds New World R6 RNWGX ("Am. Emerg.")
	Fidelity Emerging Markets Fund FEMKX ("Fid. Emerg.")
	Vanguard Emerg Mkts Sel Stk Inv VMMSX ("Vanguard Emerg.")
	JPMorgan Emerging Markets Equity L JMIEX ("JPM Emerg.")[24]

144. Based on the similarities of the Comparator SMid Funds' structures and Morningstar's inclusion of the Dell SMid, Bos. SMid, Fid. Mid., and Vanguard Mid. in the same

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[21] As noted, a Morningstar Category is assigned by placing funds (*e.g.*, the Dell Emerging Fund and each of the Comparator Emerging Funds (defined below) into peer groups based on their holdings. Funds are placed in a Morningstar Category based on their portfolio statistics and compositions over the prior three years.

[22] The term "Dell Core Comparators" refers collectively to the Comparator SMid Funds Comparator Emerging Funds identified in this chart.

[23] The term "Comparator SMid Funds" as used herein refers collectively to: (1) Bos. SMid, (2) Fid. Mid, (3) Vanguard SMid, and (4) BR SMid.

[24] The term "Comparator Emerging Funds" as used herein refers collectively to: (1) Am. Emerg., (2) Fid. Emerg., (3) Vanguard Emerg., and (4) JPM Emerg.

Morningstar Category (Mid-Cap Blend),[25] the Comparator SMid Funds represent meaningful comparators to the Dell SMid Fund. When combined with its primary prospectus benchmark, Plaintiffs have identified meaningful benchmarks that provide a sound basis of comparison to the Dell SMid Fund.

145. Similarly, based on the similarities of the Comparator Emerging Funds' structures and Morningstar's inclusion of the Dell Emerging Fund and each of the Comparator Emerging Funds in the same Morningstar Category (Diversified Emerging-Mkts), the Comparator Emerging Funds represent meaningful comparators to the Dell SMid Fund.

146. As discussed below, when evaluated against their respective Dell Core Comparators, the returns of the Dell Smid Fund and Dell Emerging Fund paled in comparison to those of the readily available alternatives. Considering this alongside the Dell SMid fund's underperformance as compared to its own primary benchmark, a prudent fiduciary could not have reasonably concluded that retention of the Dell Core Funds were appropriate for the Plan.

E. The Dell Core Funds Consistently Underperformed as Compared to the Meaningful Benchmarks

1. <u>The Dell SMid Fund</u>

147. As detailed below, the Dell SMid Fund (which was created in 2017) has significantly underperformed its own prospectus benchmark as well as peer benchmarks on a trailing three-year basis for five consecutive years (2020-2024), a trailing five-year basis for three consecutive years (2022-2024), and on a cumulative basis.

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[25] The BR SMid Fund is included in the "Small Blend" Morningstar Category. Plaintiffs nonetheless include the BR SMid Fund as a comparator as it has the same strategy and investment objectives as the Dell SMid. Additionally, inclusion of the BR SMid, which Morningstar determined currently invests in more small cap companies, serves to balance the inclusion of the Fid. Mid. fund (which has slightly more of a mid-cap focus investment strategy) as a Comparator.

148. The Dell SMid Fund's underperformance has undermined the retirement savings of participants in the Plan since at least 2017. Table 7.a below illustrates the Dell SMid Fund's performance as compared to its prospectus benchmark (Russell 2500) and the Comparator SMid Funds based on: (i) yearly returns for the years 2018-2024; (ii) trailing three-year returns for the years 2020-2024; and (iii) trailing five-year returns for the years 2022-2024:

Table 7.a
Dell SMid Fund
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. Prospectus Benchmark (Russell 2500) and Comparator SMid Funds

Fund / Comp.	**Annual Performance**						
	2018	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell SMid.	-12.06%	25.95%	10.45%	20.48%	-17.26%	17.75%	12.45%
Russell 2500	-10%	27.77%	19.99%	18.18%	-18.37%	17.42%	12%
Alpha	-2.06%	-1.82%	-9.54%	2.3%	1.11%	0.33%	0.45%
Trailing 3 years	-	-	-13.01%	-9.14%	-6.42%	3.77%	1.9%
Trailing 5 years	-	-	-	-	-10.03%	-7.83%	-5.7%
Bos. SMid	-5.62%	26.74%	8.26%	30.46%	-12.04%	13.14%	10.17%
Fid. Mid.	-9.05%	30.51%	17.11%	22.56%	-17.28%	17.21%	15.35%
Vanguard SMid.	-11.91%	26.75%	10.27%	30.86%	-11.8%	19.21%	17.16%
BR SMid.	-8.44%	28.85%	19.8%	13.77%	-16.59%	18.89%	12.12%
Delta	-3.31%	-2.26%	-3.41%	-3.93%	-2.83%	0.64%	-1.25%
Trailing 3 years	-	-	-8.72%	-9.31%	-9.84%	-6.06%	-3.44%
Trailing 5 years	-	-	-	-	-14.79%	-11.31%	-10.4%

149. Table 7.b below illustrates the Dell SMid Fund's cumulative compounded performance as compared to the SMid Comparator Funds and its prospectus benchmark:

Table 7.b
Dell SMid Fund
Cumulative Compounded Performance vs. Prospectus Benchmark and Comparator SMid Funds

Fund / TDI	Cumulative Compounded Performance 2018 - 2024	
	Cumulative Compounded Performance	Underperformance vs. Comparator / TDI
Dell SMid.	61.47%	N/A
Bos. SMid	85.23%	-23.75%
Fid. Mid.	90.54%	-29.06%
Vanguard Mid.	98.47%	-37%
BR SMid.	78.78%	-17.31%
Delta	88.25%	-26.78%
Russell 2500	75.05%	-13.58%

150. As of December 31, 2024, the assets in the Dell SMid Fund had an approximate value of $698 million. Assuming that amount resulted from a cumulative compound growth of 61.47%, the original amount in 2018 would have been approximately $432 million ($698 / 1.6147 = $432.27). Had $432 million been invested in one of the Comparator SMid Funds, its value at the start of 2025 would have been, on average, approximately $813 million (or an increase in value for participants of approximately $115 million).[26]

[26] Additionally, the 2025 prospectus for the Dell SMid Fund compares performance to the average performance of the Morningstar Mid-Cap Blend Category (the "MS Mid Avg") as a secondary benchmark. As with the TDF Categories, comparison to the average of this category is inappropriate considering the funds and investment vehicles that would be available to the Plan (in light of its size). Nevertheless, the Dell SMid Fund has also underperformed the MS Mid Avg benchmark since its inception—for example, the Dell SMid Fund has underperformed on a trailing three-year basis for five consecutive years (2020-2024) and on a trailing five-year basis for three consecutive years (2022-2024). Similarly, the Dell 2065 TDF has underperformed the MS Mid Avg benchmark on a cumulative compound basis (2018-2024) by -16%.

151. The foregoing return, trailing 3 and 5-year return, and cumulative performance information is the information Defendants would have had available had they conducted a simple analysis evaluating the Dell SMid Fund and compared its performance to its own prospectus benchmark or any of the SMid Comparator Funds.

152. A prudent fiduciary monitoring the Dell SMid Fund's performance would have compared the fund's returns to returns the fund's own stated benchmark and one or more of the SMid Comparator Funds identified in Table 7.a and Table 7.b.

153. When considering whether to retain a certain U.S focused small/mid cap long term growth strategy fund in a plan, a prudent fiduciary would evaluate the fund's risk and return characteristics as compared to the entire universe of comparable available funds based on qualitative and quantitative metrics. A prudent fiduciary could not have reasonably concluded that retention of the Dell SMid Fund was appropriate for the Plan.

2. The Dell Emerging Fund

154. As detailed below, the Dell Emerging Fund has significantly underperformed its peer benchmarks on a trailing three-year basis for four consecutive years (2019-2022), a trailing five-year basis for six consecutive years (2019-2024), a ten-year basis by 2024, and on a cumulative basis.

155. The Dell Emerging Fund's underperformance has undermined the retirement savings of participants in the Plan since at least 2015. Table 8.a below illustrates the Dell Emerging Fund's performance as compared to the Comparator Emerging Funds based on: (i) yearly returns for the years 2015-2024; (ii) trailing three-year returns for the years 2018-2024; (iii) trailing five-year returns for the years 2019-2024; and (iv) 10-year returns for the year 2024:

Table 8.a
Dell Emerging Fund
Annual and 3-Year, 5-Year, and 10-Year Compounded Trailing Returns vs. Comparator Emerging Funds

Fund /	**Annual Performance**									
	2015	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**
Dell Emrg.	-17.31%	12.76%	37.44%	-15.8%	18.33%	16.05%	-0.03%	-23.06%	11.56%	7.24%
Am. Emrg.	-5.62%	4.31%	33.06%	-11.97%	28.03%	25.3%	5.13%	-21.75%	16.22%	6.88%
Fid. Emrg.	-10.09%	3.25%	47.67%	-18.02%	33.65%	32.54%	1.38%	-27.48%	15.16%	7.12%
Vang. Emrg.	-15.26%	16.86%	32%	-12.54%	21.39%	15.8%	-1.27%	-18.15%	10.58%	5.88%
JPM Emrg.	-15.91%	13.39%	42.7%	-15.9%	32.05%	34.88%	-10.23%	-25.68%	7.35%	3.48%
Delta	-5.59%	3.31%	-1.42%	-1.19%	-10.45%	-11.08%	1.22%	0.21%	-0.77%	1.4%
Trailing 3 years	-	-	-3.85%	0.63%	-12.77%	-21.32%	-19.4%	-9.81%	0.65%	0.83%
Trailing 5 years	-	-	-	-	-14.92%	-19.87%	-21.49%	-20.2%	-19.86%	-9.25%
Trailing 10 years	-	-	-	-	-	-	-	-	-	-22.8%

156. Table 8.b below illustrates the Dell Emerging Fund's cumulative compounded performance as compared to the Emerging Comparator Funds:

Table 8.b
Dell Emerging Fund
Cumulative Compounded Performance vs. the Comparator Emerging Funds

Fund	**Cumulative Compounded Performance 2015 - 2024**	
	Cumulative Compounded Performance	Underperformance vs. Comparator / TDI
Dell Emerg.	36.35%	N/A
Am. Funds Emerg.	89.03%	-52.68%
Fid. Emerg.	80.55%	-44.19%
Vanguard Emerg.	52.05%	-15.69%
JPM Emerg.	51.05%	-14.69%

Fund	Cumulative Compounded Performance 2015 - 2024	
	Cumulative Compounded Performance	Underperformance vs. Comparator / TDI
Delta	68.17%	-31.82%

157. As of December 31, 2024, the assets in the Dell Emerging Fund had an approximate value of $86 million. Assuming that amount resulted from a cumulative compound growth of 36.35%, the original amount in 2015 would have been approximately $63 million ($86 / 1.3635 = $63.07). Had $63 million been invested in one of the Comparator Emerging Funds, its value at the start of 2025 would have been, on average, approximately $106 million (or an increase in value for participants of approximately $20 million).[27]

158. The foregoing return, trailing 3, 5, and 10-year return, and cumulative performance information is the information Defendants would have had available had they conducted a simple analysis evaluating the Dell Emerging Fund and compared its performance to the Comparator Emerging Funds.

159. A prudent fiduciary monitoring the Dell Emerging Fund's performance would have compared the vintage's returns to returns from one or more of the Comparator Emerging Funds identified in Table 8.a and Table 8.b.

160. When considering whether to retain a certain emerging market strategy fund in a plan, a prudent fiduciary would evaluate the fund's risk and return characteristics as compared to the entire universe of emerging market funds available based on qualitative and quantitative

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[27] Additionally, the Dell Emerging Fund has underperformed its primary prospectus benchmark (the MSCI Emerging Markets index) since at least 2014—for example, the Dell Emerging Fund has underperformed on a trailing five-year basis for six consecutive years (2019-2024) and on a trailing ten-year basis for two years (2023-2024).

metrics. A prudent fiduciary could not have reasonably concluded that retention of the Dell Emerging Fund was appropriate for the Plan.

F. Defendants Violated Their ERISA Fiduciary Duties by Failing to Timely Remove the Consistently Underperforming Subject Funds

161. Each of the Defendants is, or during the Class Period was, a fiduciary of the Plan under ERISA. Accordingly, Defendants were obligated to vigorously and independently investigate the merits of each of the investment options available to the Plan, using prudent methods in conducting such investigation. 29 U.S.C. §1104(a)(1)(B).

162. Defendants selected the Dell Emerging Fund, Dell TDF Series, and Dell SMid Fund as investment options on the Plan in approximately 1993, 2004, and 2017, respectively. Since the Subject Funds were included as options, Defendants have pushed participants to invest in them—as evidenced by, *inter alia*, (i) the Dell Defendants automatically enrolling investments in the Dell TDF vintage closest to the date they turn 65; (ii) limiting the available investment options to the just thirteen "core investment funds" and the Dell TDFs; (iii) the Dell TDFs being the only target date investment option available on the Plan; (iv) the Dell SMid Fund being the only small and midsize investment strategy fund available on the Plan; (v) the Dell Emerging Fund being the only emerging market investment strategy fund available on the Plan; and (vi) the Dell TDFs and all of the Dell Core Funds being managed by Defendants.

163. Post-selection, as fiduciaries of the Plan, Defendants were responsible for monitoring the Subject Funds performance with the skill of a prudent expert to determine whether its investment performance was in line with a meaningful comparators within a recognized peer universe.

164. As demonstrated, (i) the vintages within the Dell TDF Series have consistently underperformed their peer benchmarks on a trailing three-year basis for up to nine consecutive

years (2016-2024), a trailing five-year basis for up to seven consecutive years (2018-2024), a trailing ten-year basis for at least two years (2023-2024), and on a cumulative basis; (ii) the Dell SMid Fund (which was created in 2017) has consistently underperformed its peer benchmarks on a trailing three-year basis for five consecutive years (2020-2024), a trailing five-year basis for three consecutive years (2022-2024), and on a cumulative basis; and (iii) the Dell Emerging Fund has consistently underperformed its peer benchmarks on a trailing three-year basis for at least four consecutive years (2019-2022), a trailing five-year basis for at least seven consecutive years (2018-2024), a trailing ten-year basis for at least two years (2023-2024), and on a cumulative basis.

165. For example, if participants invested in the Subject Funds had invested their funds in one of the corresponding Comparator Funds in 2014, 2015, or 2018, by the start of 2025, those same amounts would have made, on average, approximately $778 million more than those same funds made invested in the Subject Funds.[28] Had Defendants fulfilled their duty with the care and skill of a prudent fiduciary, they would have seen in real-time that the Subject Funds underperformed their benchmarks.

166. Despite years of underperformance and a marketplace teeming with hundreds of better performing investment options, Defendants did not remove the Subject Funds from the Plan.

167. The Defendants' decision to retain the Subject Funds was imprudent as it was injurious to the Plan and its participants. Over a decade of underperformance in comparison to peer benchmarks is difficult, if not impossible, to justify.

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[28] This calculation uses the 2014, 2015, or 2018 estimated original investment amounts in each of the funds or vintages, *see supra* ¶¶ 94, 101, 108, 115, 122, 129, 150, 157, calculates how those original amounts would have grown using the Comparator Funds' average performance data (*delta*) exhibited in Tables 1.c, 2.c, 3.c, 4.c, 5.c, 6.c, 7.b, and 8.b ($5.635 billion), and subtracts the approximate value of the funds in the Subject Funds as of December 31, 2024 from that amount ($5.635 billion - $4.857 billion = $778 million).

168. Defendants breached their fiduciary duty of prudence by retaining the Subject Funds—resulting in a devastating impact on Plaintiffs' and their fellow participants' retirement accounts, simultaneously impairing the Plan's overall investment performance and wasting millions in retirement savings.

169. Any fiduciary would have seen that the poor performance of the Dell TDF Series and Dell Core Funds warranted the selection of a new target date, small-mid cap, and emerging markets options—particularly given that such underperformance was sustained for over a decade. However, Dell appears to have had an additional interest in keeping the Dell TDF Series and Dell Core Funds as investment options in the Plan—Defendants themselves operate as an "investment advisor" and/or "fund manager" of the Dell TDF Series and Dell Core Funds and consequently receives substantial direct or indirect compensation for providing investment advice and management services to the Plan's participants.

170. The Defendants' breaches have had a profound adverse effect on the Plan and its participants. The overall breadth and depth of the Subject Fund's underperformance raises a plausible inference that Dell's selection and monitoring process was tainted by a lack of competency and/or complete failure of effort.

CLASS ACTION ALLEGATIONS

171. Plaintiffs bring this action as a class action on behalf of all participants and beneficiaries of the Plan pursuant to Federal Rule of Civil Procedure 23(a), (b)(1), (b)(2) and/or (b)(3). Specifically, Plaintiffs bring this action on behalf of:

> All participants and beneficiaries of the Plan who, from January 28, 2020 through the date of judgment, invested in one or more of the:
>
> (i) following nine vintages of the Dell TDF Series:
>
> (1) Dell Pre-Mixed Portfolio 2015 Fund;
> (2) Dell Pre-Mixed Portfolio 2025 Fund;
> (3) Dell Pre-Mixed Portfolio 2035 Fund;

(4) Dell Pre-Mixed Portfolio 2045 Fund;
(5) Dell Pre-Mixed Portfolio 2055 Fund;
(6) Dell Pre-Mixed Portfolio 2065 Fund;

(ii) Dell U.S. Small/Mid Cap Equity Fund; or
(iii) Dell Emerging Markets Equity Fund.

The Class excludes Defendants, any officers and directors of Dell, at all relevant times or employees with responsibility for the Plan's investment or administrative functions, and members of their immediate families, and their legal representatives, heirs, successors, or assigns, and any entity in which Defendants have or had a controlling interest.

172. This action may be certified as a Class under Rule 23(a)(1) as a class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, prosecution of separate actions for these breaches of fiduciary duties by individual participants and beneficiaries would create the risk of inconsistent or varying adjudications that would establish incompatible standards of conduct for the Dell Defendants in respect to the discharge of their fiduciary duties to the Plan and personal liability to the Plan under 29 U.S.C. § 1109(a). Moreover, adjudications by individual participants and beneficiaries regarding the alleged breaches of fiduciary duties, and remedies for the Plan would, as a practical matter, be dispositive of the interests of the participants and beneficiaries not parties to the adjudication or would substantially impair or impede those participants' and beneficiaries' ability to protect their interests. Therefore, this action should be certified as a class action under Rule 23(b)(1)(A) or (B).

173. Additionally, or in the alternative, certification under Rule 23(b)(2) is appropriate because Defendants have acted or refused to act on grounds that apply generally to the Class, so that final injunctive relief or corresponding declaratory relief is appropriate respecting the Class as a whole. Plaintiffs seek reformation of the Plan to make it include more viable retirement investment options, which will benefit it and other participants in the Plan.

174. Additionally, or in the alternative, this action may be certified as a Class under Rule 23(b)(3). The members of the Class are so numerous that joinder of all members is impracticable. While the exact number of Class members is unknown to Plaintiffs at this time and can be ascertained only through appropriate discovery, Plaintiffs believe that there are approximately 63,000 in the proposed Class. Members of the Class may be identified from records maintained by Dell and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

175. Plaintiffs' claims are typical of the claims of the members of the Class as Plaintiffs were each participants during the Class Period and all participants in the Plan were harmed by Defendants' misconduct.

176. Plaintiffs will fairly and adequately protect the interests of the members of the Class as they each participated in the Plan during the Class Period, are committed to vigorous representation of the Class, and have retained counsel competent and experienced in class litigation. Plaintiffs have no interests antagonistic to or in conflict with those of the Class.

177. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class because Defendants owed the same fiduciary duties to the Plan and all participants and beneficiaries and took a common course of actions and omissions as alleged herein as to the Plan, and not as to any individual participant, that affected all Class members through their participation in the Plan in the same way. Among the questions of law and fact common to the Class are:

(a) whether each of the Defendants are fiduciaries liable for the remedies provided by 29 U.S.C. §1109(a);

(b) whether the fiduciaries of the Plan breached their fiduciary duties to the Plan by employing an imprudent process for monitoring and evaluating Plan's investment options;

(c) whether Plaintiffs' claims of an imprudent process require similar inquiries and proof of the claims and therefore implicate the same set of concerns for all proposed members of the Class;

(d) what are the losses to the Plan resulting from each breach of fiduciary duty;

(e) what Plan-wide equitable and other relief the Court should impose in light of Defendants' breach of duties; and

(f) whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

CAUSES OF ACTION

COUNT I
Breach of Duty of Prudence for Failing to Remove Imprudent Investments from the Plan Within a Reasonable Time
(Violation of ERISA, 29 U.S.C. § 1104)
(Against All Defendants)

178. All allegations set forth in the Complaint are realleged and incorporated herein by reference.

179. Dell used the Plan as a strategic and financial benefit to recruit and retain workers.

180. In joining Dell and subsequently enrolling in the Plan, employees trusted and relied on Dell's resources and expertise to construct and maintain a state-of-the-art retirement plan.

181. At all relevant times during the Class Period, Defendants acted as fiduciaries within the meaning of 29 U.S.C. § 1002(21)(A) by exercising authority and control with respect to the management of the Plan and their assets.

182. 29 U.S.C. § 1104(a)(1)(B) requires a plan fiduciary to act with the "care, skill, prudence, and diligence under the circumstances then prevailing that a prudent man acting in a like

capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims."

183. Thus, the scope of the fiduciary duties and responsibilities of Defendants include administering the Plan with the care, skill, diligence, and prudence required by ERISA. Defendants are responsible for evaluating and monitoring the Plan's investment options on an ongoing basis, eliminating imprudent investments, and taking all necessary steps to ensure the Plan's assets are invested prudently.

184. Defendants breached their fiduciary duties by adopting an imprudent process for evaluating and monitoring investment options in the Plan. The faulty process resulted in the Plan's inclusion of a suite of target date funds (the Dell TDF Series), a single U.S. focused small/mid cap strategy fund (the Dell SMid), and a single emerging markets strategy fund (the Dell Emerging Fund)—all of which have exhibited chronic poor performance for over a decade, or for as long as they have been in existence. Defendants failed to remove the Subject Funds despite historical underperformance relative to meaningful benchmarks and relevant benchmark indices.

185. By failing to adequately consider better-performing investment products for the Plan, Defendants failed to discharge their duties with the care, skill, prudence, and diligence that a prudent fiduciary acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like aims.

186. Defendants' breach of fiduciary duty has substantially impaired the Plan's use, their values, and their investment performance for all Class Members.

187. As a direct and proximate result of Defendants' breaches of fiduciary duty, the Plan and its participants who invested in the Dell TDF Series, Dell SMid Fund, or Dell Emerging Fund have suffered over $318 million of damages and lost-opportunity costs which continue to accrue

and for which Defendants are jointly and severally liable pursuant to 29 U.S.C. §§ 1132(a)(2), 1132(a)(3), and 1109(a).

188. Each of the Defendants is liable to make good to the Plan the losses resulting from the aforementioned breaches, to restore to the Plan any profits resulting from the breaches of fiduciary duties alleged in this Count and are subject to other equitable or remedial relief as appropriate.

189. Each Defendant also participated in the breach of the other Dell Defendants, knowing that such acts were a breach, and enabled the other Defendants to commit a breach by failing to lawfully discharge its own fiduciary duties. Each Defendant knew of the breach by the other Defendants yet failed to make any reasonable effort under the circumstances to remedy the breach. Thus, each Defendant is liable for the losses caused by the breach of its co-fiduciary duties under 29 U.S.C. § 1105(a).

COUNT II
Prohibited Transactions
(Violation of ERISA, 29 U.S.C. §§ 1106(a)(1)(D), 1106(b)(1))
(Against All Defendants)

190. All allegations set forth in the Complaint are realleged and incorporated herein by reference.

191. As set forth above, Defendants are fiduciaries of the Plan under ERISA. Their fiduciary status arises from their discretion, authority, and control over the administration, management, and disposition of the Plan and its assets, as well as from their provision of investment advice for a fee or other compensation concerning Plan funds or property. In addition, Defendants' authority and responsibility with respect to administering and managing the Plan and its retirement assets further establish their fiduciary obligations.

192. Defendants exercise control over the selection of funds offered as investment options to the Plan and its participants. They also provide investment advice for compensation regarding these options and, as described above, use their discretionary authority and responsibility in administering the Plan to directly or indirectly obtain additional compensation through self-dealing.

193. As fiduciaries, Defendants were prohibited from causing the Plan to engage in any transaction that they knew, or should have known, would constitute a direct or indirect transfer of plan assets to a party in interest, for use by a party in interest, or to use for the benefit of a party in interest.

194. A "party in interest" is defined to include various plan insiders, including the plan's administrator, sponsor, and its officers, as well as entities "providing services to [the] plan." 29 U.S.C. § 1002(14).

195. As fiduciaries, Defendants were further barred from engaging in certain transactions between themselves and the Plan under Section 1106(b): "A fiduciary with respect to a plan shall not—(1) deal with the assets of the plan in his own interest or for his own account; (2) in his individual or in any other capacity act in any transaction involving the plan on behalf of a party (or represent a party) whose interests are adverse to the interests of the plan or the interests of its participants or beneficiaries, or (3) receive any consideration for his own personal account from any party dealing with such plan in connection with a transaction involving the assets of the plan." 29 U.S.C. § 1106(b).

196. Defendants actively manage the Subject Funds by making determinations such as, *inter alia*: (i) target and actual allocations; (ii) which underlying funds to invest in; (iii) which additional investment advisers to retain; and (iv) how to allocate the fund's total assets across the

various underlying funds and/or investment managers retained. Defendants' decision to themselves serve as plan administrator and investment advisor to the Subject Funds constitutes a prohibited transaction under 29 U.S.C. §§ 1106(a)(1)(D) and 1106(b)(1).

197. These arrangements are continuing and in violation of ERISA § 406(a), 29 U.S.C. § 1106(a), Dell (whether through the Investment Committee or otherwise) serves as both the Plan's administrator—and thus deemed a "party in interest"—and an investment adviser to the Subject Funds.

198. Additionally, or in the alternative, these arrangements are continuing and in violation of ERISA § 406(b)(1), 29 U.S.C. § 1106(b)(1), as Defendants are dealing with the assets of the Plan in their own interest and/or for their own account.

199. As a direct and proximate result of these prohibited transactions, the Plan and its participants who invested in the Dell TDF Series, Dell SMid Fund, or Dell Emerging Fund have incurred over $318 million of damages and lost-opportunity costs for which Defendants are jointly and severally liable pursuant to 29 U.S.C. §§ 1132(a)(2), 1132(a)(3), and 1109(a).

200. Each of the Defendants is liable to make good to the Plan the losses resulting from the aforementioned breaches, to restore to the Plan any profits resulting from the breaches of fiduciary duties alleged in this Count, and are subject to other equitable or remedial relief as appropriate.

COUNT III
Failure to Monitor
(Against All Defendants)

201. All allegations set forth in the Complaint are realleged and incorporated herein by reference.

202. Defendants had a duty to monitor the performance of each individual to whom they delegated any fiduciary responsibilities. A monitoring fiduciary must ensure that the monitored fiduciaries are performing their fiduciary obligations, including those with respect to the investment and holding of the Plan's assets, and must take prompt and effective action to protect the Plan and participants when they are not.

203. To the extent any Defendant's fiduciary responsibilities were delegated to another fiduciary, such Defendant's monitoring duty included an obligation to ensure that any delegated tasks were being performed prudently and loyally.

204. Defendants breached their fiduciary monitoring duties by, among other things:

(a) failing to monitor their appointees, to evaluate their performance, or to have a system in place for doing so, and standing idly by as the Plan suffered enormous losses as a result of their appointees' imprudent actions and omissions with respect to the Plan;

(b) failing to monitor their appointees' fiduciary process, which would have alerted any prudent fiduciary to the potential breach because of the imprudent investment options in violation of ERISA;

(c) failing to ensure that the monitored fiduciaries had a prudent process in place for evaluating and ensuring that the investment options were prudent; and

(d) failing to remove appointees whose performance was inadequate in that they continued to allow imprudent investment options to remain in the Plan to the detriment of Plan's participants' retirement savings.

205. Each fiduciary who delegated its fiduciary responsibilities likewise breached its fiduciary monitoring duty by, among other things:

(a) failing to monitor its appointees, to evaluate their performance, or to have a system in place for doing so, and standing idly by as the Plan suffered enormous losses as a result of its appointees' imprudent actions and omissions with respect to the Plan;

(b) failing to monitor its appointees' fiduciary process, which would have alerted any prudent fiduciary to the potential breach because of the imprudent investment options in violation of ERISA;

(c) engaging in prohibited transactions in violation of ERISA;

(d) failing to implement a process to ensure that the appointees monitored the performance of Plan investments; and

(e) failing to remove appointees whose performance was inadequate in that they continued to allow imprudent investment options to remain in the Plan, all to the detriment of Plan participants' retirement savings.

206. As a direct result of these breaches of the fiduciary duty to monitor, the Plan suffered substantial losses. Had Dell and the other delegating fiduciaries prudently discharged their fiduciary monitoring duties; the Plan would not have suffered these losses.

PRAYER FOR RELIEF

For these reasons, Plaintiffs, on behalf of the Plan and all similarly situated Plan participants and beneficiaries, respectfully request that the Court:

i) find and adjudge that Defendants have breached their fiduciary duties, as described above;

ii) find and adjudge that Defendants are personally liable to make good to the Plan the losses to the Plan resulting from each breach of fiduciary duty, and to otherwise restore the Plan to the position it would have occupied but for the breaches of fiduciary duty;

iii) find and adjudge that Defendants are liable to the Plan for appropriate equitable relief, including but not limited to restitution and disgorgement;

iv) determine the method by which the Plan's losses under 29 U.S.C. § 1109(a) should be calculated;

v) order Defendants to provide all accountings necessary to determine the amounts Defendants must make good to the Plan under 29 U.S.C.§ 1109(a);

vi) remove the fiduciaries who have breached their fiduciary duties and enjoin them from future ERISA violations;

vii) impose surcharge against Defendants and in favor of the Plan all amounts involved in any transactions which such accounting reveals were improper, excessive, and/or in violation of ERISA;

viii) reform the Plan to include only prudent investments;

ix) certify the Class, appoint Plaintiffs as class representatives, and appoint Kahn Swick & Foti, LLC as Class Counsel;

x) award to the Plaintiffs and the Class their attorneys' fees and costs under 29 U.S.C. § 1132(g)(1) and the common fund doctrine;

xi) order Defendants to pay interest to the extent allowed by law; and

xii) grant such other equitable or remedial relief as the Court deems appropriate.

Date: January 28, 2026

/s/ Stuart L. Cochran

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