

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over her and the subject matter of these proceedings, and the findings contained in Section III.3 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Jackson, age 45, has been a certified public accountant licensed to practice in the State of Texas but did not renew her license in December 2008. She served as Dell Inc.’s (“Dell”) Director of Financial Reporting from October 2001 to June 2003, Corporate Assistant Controller from June 2003 to January 2005, and Director of Global Finance Systems from January 2005 until she left Dell in 2008.

2. Dell was, at all relevant times, a Delaware corporation with its principal place of business in Round Rock, Texas. Dell is engaged in the business of providing electronic products, including mobility products, desktop PCs, software, peripherals, servers, networking equipment, and storage. Dell also offers services, including infrastructure technology, consulting and applications, and business process services. At all relevant times, Dell’s common stock was registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 (“Exchange Act”), and was quoted on the NASDAQ National Market System.

3. On October 13, 2010, a final judgment was entered against Jackson, permanently enjoining her, by consent, from future violations of Section 13(b)(5) of the Exchange Act and Rules 13b2-1 and 13b2-2 thereunder, and from aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder, in the civil action entitled Securities and Exchange Commission v. Dell Inc., et al., Civil Action Number 1:10-cv-01245-RJL, in the United States District Court for the District of Columbia.

4. The Commission’s complaint alleged, among other things, that Dell engaged in improper accounting which resulted in the company filing materially false and misleading financial statements in its annual reports on Form 10-K for the fiscal years ended February 1, 2002, January 31, 2003, January 30, 2004, and January 28, 2005, and in the company’s quarterly reports on Form 10-Q for the first three quarters of fiscal years 2002 through 2004 and for the first two quarters of 2005. The Complaint alleged that Jackson knowingly circumvented or failed to implement Dell’s system of internal accounting controls

and falsified Dell's books, records, or accounts. The Complaint also alleged that Jackson aided and abetted improper accounting practices that materially misstated Dell's annual and quarterly financial statements. The Complaint alleged that Dell received substantial assistance in connection with the corporate contingencies from Jackson, and that Jackson knew or was reckless in not knowing that Dell improperly maintained excess reserves in the corporate contingencies for use in future periods. The Complaint also alleged that Jackson reviewed and approved the Forms 10-K and 10-Q that materially misstated Dell's financial results because of Dell's improper accounting for the corporate contingencies. The Complaint also alleged that Jackson made material misrepresentations to Dell's independent auditors.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Jackson's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Jackson is suspended from appearing or practicing before the Commission as an accountant.

B. After 3 years from the date of this Order, Respondent may request that the Commission consider her reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Respondent's work in her practice before the Commission will be reviewed either by the independent audit committee of the public company for which she works or in some other acceptable manner, as long as she practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

(a) Respondent, or the public accounting firm with which she is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Respondent, or the registered public accounting firm with which she is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in the Respondent's or the firm's quality control system that would indicate that the Respondent will not receive appropriate supervision;

(c) Respondent has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

(d) Respondent acknowledges her responsibility, as long as Respondent appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

C. The Commission will consider an application by Respondent to resume appearing or practicing before the Commission provided that her state CPA license is current and she has resolved all other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Respondent's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Elizabeth M. Murphy
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), on the Respondent and her legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray
Chief Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557

Jonathan M. Jacobs, Esq.
Division of Enforcement
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-5561

Ms. Leslie L. Jackson
c/o Samuel J. Winer, Esq.
Foley & Lardner LLP
Washington Harbour
3000 K Street, N.W., Suite 500
Washington, DC 20007-5143

Samuel J. Winer, Esq.
Foley & Lardner LLP
Washington Harbour
3000 K Street, N.W., Suite 500
Washington, DC 20007-5143
(Counsel for Leslie L. Jackson)