



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE APPRAISAL OF DELL, INC.)
) Consolidated
) C.A. No. 9322-VCL

**THE MAGNETAR FUNDS' FIRST SET OF
INTERROGATORIES TO GRANT & EISENHOFER P.A.**

Petitioners Magnetar Capital Master Fund Ltd, Magnetar Global Event Driven Master Fund Ltd, Spectrum Opportunities Master Fund Ltd, and Blackwell Partners LLP (collectively, “The Magnetar Funds”), by and through their undersigned attorneys, hereby request, pursuant to Court of Chancery Rules 26 and 33, that Grant & Eisenhofer P.A. (“G&E”) answer fully, in writing and under oath, the following Interrogatories, within the time period agreed to by the parties or ordered by the Court.

DEFINITIONS AND INSTRUCTIONS

1. “G&E,” “You” or “Your” mean Grant & Eisenhofer P.A., together with its past or present agents, representatives, owners, members, managers, attorneys and any of its officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of it or any of the foregoing.

2. “Action” means *In re Appraisal of Dell, Inc.*, C.A. No. 9322-VCL, currently pending in the Delaware Court of Chancery before the Honorable J. Travis Laster, Vice Chancellor.

3. “Clients” means any or all appraisal petitioners in the Action represented by You.

4. “Entitlement issue” means the purported failure of T. Rowe Price (as defined below) to dissent from the merger between Dell, Inc., and Denali

Holding Inc., Denali Intermediate Inc., and Denali Acquiror Inc., consummated on October 29, 2013, which failure to dissent culminated in the May 11, 2016 decision in the Action whereby Vice Chancellor Laster found that shares for which T. Rowe Price (as defined below) sought appraisal were ineligible for failure to satisfy the “Dissenter Requirement” (as that term is used in the decision), as well as all litigation in the Action related thereto.

5. “Non-G&E Shareholders” means all appraisal petitioners in the Action not represented by You, together with their past or present agents, representatives, owners, members, managers, attorneys and any of their officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of them or any of the foregoing.

6. “Moving Petitioner” means Morgan Stanley Defined Contribution Master Trust, together with its past or present agents, representatives, owners, members, managers, attorneys and any of its officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of it or any of the foregoing.

7. “T. Rowe Price” means the fourteen appraisal petitioners in the Action that were mutual funds sponsored by T. Rowe Price & Associates, Inc. or institutions that relied on T. Rowe Price & Associates, Inc. to direct the voting of their Dell, Inc. shares,¹ together with their past or present agents, representatives,

¹ The fourteen T. Rowe Price petitioners are (i) T. Rowe Price Equity Income Fund, Inc.; (ii) T. Rowe Price Science and Technology Fund, Inc.; (iii) John Hancock Variable Insurance Trust - Equity Income Trust; (iv) John Hancock Funds II - Equity Income Fund; (v) T. Rowe Price Equity Income Trust, a sub-trust of T. Rowe Price Institutional Common Trust Fund; (vi) T. Rowe Price Institutional Equity Funds, Inc., on behalf of T. Rowe Price Institutional Large Cap Value Fund; (vii) John Hancock Funds II - Science & Technology Fund; (viii) T. Rowe Price Equity Income Series, Inc., on behalf of T. Rowe Price Equity Income Portfolio; (ix) John Hancock Variable Insurance Trust - Science & Technology

owners, members, managers, attorneys and any of their officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of them or any of the foregoing.

8. “Valuation issue” means the determination of the fair of Dell, Inc. common stock as of the effective date of the merger between Dell, Inc., and Denali Holding Inc., Denali Intermediate Inc., and Denali Acquiror Inc., consummated on October 29, 2013, as well as all litigation in the Action related thereto, which culminated in the May 31, 2016 decision in the Action whereby Vice Chancellor Laster found that such fair value was \$17.62 per share.

9. The terms “all,” “any” and “each” shall each be construed as both “each” and “every” to bring within the scope of the Interrogatories and Requests for Admission all responses which might otherwise be construed to be outside their scope.

10. The terms “and” and “or” shall each be construed either disjunctively or conjunctively to bring within the scope of the Interrogatories and Requests for Admission all responses which might otherwise be construed to be outside their scope.

11. The term “Communication” means the transmission of information (in the form of facts, ideas, inquiries or otherwise) by any means, including any meeting, conversation, discussion, conference, correspondence, message, instant message, text message or other written or oral transmission, exchange or transfer of information in any form between two or more Persons,

Trust; (x) T. Rowe Price U.S. Equities Trust; (xi) Prudential Retirement Insurance and Annuity Co., on behalf of Separate Account SA-5T2; (xii) John Hancock Funds II - Spectrum Income Fund; (xiii) Tyco International Retirement Savings and Investment Plan Master Trust; and (xiv) The Bureau of National Affairs, Inc.

including in person or by telephone, facsimile, telegraph, telex, letter, email or other medium.

12. The term “Document” means any and all documents and tangible things, including all non-original, non-conforming, and non-identical copies, whether by reason of subsequent modification, notation, deletion or otherwise. This definition includes all accounts, acknowledgments, advertisements, affidavits, agreements, agendas, analyses, annual reports, applications, applications for patents, appointment books, articles, articles of incorporation, assignments, audio cassette tapes, audit reports, balance sheets, bills, bills of lading, bills of sale, books, briefs, brochures, bulletins, business cards, by-laws, calculations, calendars, catalogs, charges, charts, checks, check registers, check stubs, circulars, claims files, client lists, clippings, communications, computer cards, computer printouts, computer programs, computer readable disks, CD- ROM disks, computer tapes, consultant lists, consultant resumes, consultation reports, contracts, conveyances, corporate minutes and minute books, correspondence, cover notes, customer call records, customer lists, data compilations, deeds, deposition transcripts, diagrams, diaries, descriptions, drafts, drawings, emails, employment applications, employment records, endorsements, evaluations, expense accounts, expense reports, files, file wrappers, film, financial statements, forms, formulae, graphs, hearing transcripts, histories, income statements, indices, instant messages, instructional materials, instructions, insurance policies, insurance records, insurance reports, inventories, invoices, joint assignments, job descriptions, journals, ledgers, letters, licenses, lists, literature, log books, loose-leaf binders, magazines, mailgrams, manuals, maps, medical files, meeting transcripts, memoranda, messages, microfiche, microfilm, minutes, minute books or reports, models, mortgages, motion pictures, motions and supporting memoranda, negotiable instruments, news clippings, newsletters, newspapers,

notebooks, notes, notices, opinions, orders, organizational charts, pamphlets, papers, patents, periodicals, personnel records, phone records, photographic negatives, photographs, pleadings, pocket calendars, policies, press releases, profit and loss statements, prints, procedures, prototypes, publications, purchase orders, receipts, records, regulations, reports, resumes, rolodex cards, rules, samples, schedules, searches, security agreements, shipping orders, shop drawings, slides, specifications, statements, statements of account, statements of assets and liabilities, statistics, studies, summaries, surveys, tangible things, tape recordings, tax returns, tele-facsimiles, telegrams, telephone bills, telephone lists, telephone logs, telexes, test results, text messages, time cards, time sheets, trade letters, transcripts, travel vouchers, treatises, trip reports, underwriting files, videotapes, warranties, work orders, work sheets, wrappers and writings. The term “documents” has the broadest meaning possible consistent with the terms of the applicable Rules of the Court of Chancery. “Document” shall also mean any document related to a Communication. “Document” shall also include the file folders in which said documents are maintained, and any table of contents or index thereto, and copies of documents of which the originals have been destroyed pursuant to a document destruction policy or otherwise.

13. “Entity” means any sole proprietorship, corporation or partnership, whether formal or not, whether for profit or not, and all variations thereof, including limited liability corporations, limited partnerships, limited liability partnerships, limited liability limited partnership, statutory trusts, joint ventures, professional corporations or professional limited liability corporations.

14. “Person” means any natural person, Entity, governmental body or agency, and all past and present members, managing members, limited partners, officers, directors, employees and agents, along with all others acting or purporting to act on such Person’s behalf.

15. The terms “concerning,” “relate(s) to” or “relating to” means constitute, regarding, refer to, reflect, mention, evidence, concern, pertain to, summarize, analyze or be logically or factually connected in any way with the matter discussed.

16. The terms “include,” “includes” and “including” shall be construed to mean “without limitation.”

17. The use of the singular shall be deemed to include the plural, and the use of masculine, feminine or neutral gender shall include each gender, as appropriate in context.

18. “Date” means the month, day and year, if known, or, if not, Your best approximation thereof.

19. “Identify” means to state each and every fact that supports, refutes or otherwise relates to the Interrogatory and produce Documents in support thereof, as well as stating the following information:

a) when used with reference to a natural person, means to state: (1) his or her full name; (2) present or last known employer, place of business or business affiliation, title and job duties, if known; and either (3a) present or last known business and home address and last known telephone number(s); or (3b) attorney representative.

b) when used with reference to an Entity or governmental agency, means to state: (1) its full name; (2) present or last known address; (3) principal place of business; (4) state or county of incorporation (if incorporated); and (5) contact information for legal department or attorney representative.

c) when used with reference to a Document, means to state: (1) the Bates number of the Document or, if the Document has

not been produced, (2a) the Date of the Document; (2b) the type of the Document (*e.g.*, letter, e-mail, memo, *etc.*); (2c) the author(s) of the document; (2d) the recipient(s) of the Document; and (2e) the name and contact information of the custodian(s) of the Document.

d) when used with reference to a Communication, means to state: (1) for written Communications, the Bates number of the Communication or, for oral Communications or written Communications not produced, (2a) the type of Communication; (2b) by whom and to whom such Communication was made; (2c) the Date such Communication was made; (2d) the place where such Communication was made; and (2e) the substance of the Communication.

e) when used with reference to a lawsuit, mean to state: the full caption of the lawsuit (including all parties, case or civil action number, and court), (2) the date the first pleading was filed, (3) the date of ultimate resolution of the lawsuit, and (4) a brief description of the nature of the lawsuit, Your role in the lawsuit, and the resolution of the lawsuit, including any money damages awarded or paid in connection with a settlement or dismissal of the lawsuit.

20. Pursuant to Rule 33 of the Rules of the Court of Chancery, each Interrogatory shall be restated as numbered and answered separately.

21. Unless otherwise indicated, the Interrogatories include the time period from October 29, 2013 through the present.

22. All information requested in each individual paragraph below shall be provided. While an Interrogatory in one paragraph may be more specific or limited in scope than an Interrogatory in another paragraph, such paragraph in no way limits or defines the scope of that other paragraph.

23. In the event that You object to any Interrogatory on the grounds that it is overbroad and/or unduly burdensome for any reason, respond to that Interrogatory or Request for Admission as narrowed to the least extent necessary, in Your judgment, to render it not overbroad and/or unduly burdensome and state specifically the extent to which You have narrowed that Interrogatory for purposes of Your response.

24. If an objection is made to any Interrogatory, definition or instruction, or any part thereof, identify the Interrogatory, definition or instruction, or part thereof, to which the objection is taken, state with reasonable particularity all grounds for the objection, and answer any part of the Interrogatory to which an objection is not made.

25. If You withhold any information or fail to produce Documents falling within the scope of the Interrogatories on the basis of a claim of privilege, state the following with respect to each such answer:

- a) the nature of the information (*e.g.*, conversation, letter, memo, *etc.*);
- b) the dates on which such information was conveyed;
- c) the names and addresses of all persons to whom the information was conveyed;
- d) the nature of the privilege asserted; and
- e) a description of the privileged information sufficient to ascertain the validity of the claimed privilege.

26. These Interrogatories are of a continuing character. You are required to produce supplementary or amended responses to these Interrogatories to the extent required by Rule 26(e) of the Court of Chancery.

27. If You cannot answer any of the information sought in full, please respond to the fullest extent possible and explain why You cannot respond to the remainder.

28. If You object to any portion of these Interrogatories, please respond to all portions of the Interrogatories to which You do not object.

29. If in responding to the Interrogatories You encounter any ambiguities when construing a request or definition, Your response shall set forth the matter deemed ambiguous and the construction used in responding.

INTERROGATORIES

1. Please Identify and describe all costs, including but not limited to consulting fees, expert fees, duplication costs, and travel costs, incurred by You or any of Your Clients to litigate, investigate, or defend against the Entitlement issue.

2. Please Identify and describe all costs, including but not limited to consulting fees, expert fees, duplication costs, and travel costs, incurred by You or any of Your Clients to litigate, investigate, or defend against the Valuation issue.

3. Please Identify all experts or consultants whom You have consulted with or retained or who have been consulted with or retained by Your Clients with respect to any fact or issue relevant to any issue in this litigation, and the Date on which You first contacted that expert or the expert was first contacted by Your client or clients.

4. Please Identify the investigator or investigators, if any, whom You have consulted with or You retained or who have been consulted with or retained by Your Clients to conduct an investigation into the Entitlement issue.

5. Please Identify the legal counsel, if any, whom You have consulted with or You retained or who have been consulted with or retained by Your Clients to conduct an investigation into the Entitlement issue.

6. Please Identify and describe any and all actions taken by You to litigate, investigate, or defend against the Entitlement issue.

7. Please Identify and describe, by timekeeper, the total number of attorney hours spent by You litigating the Entitlement issue. With respect to each timekeeper, please state that Person's: total hours to date; rate; and total amount of attorneys' fees in dollars attributable to that timekeeper to date.

8. For the following disbursements listed in Exhibit A to Petitioner's Motion for an Award of Attorneys' Fees and Reimbursement of Expenses, filed in the Action on or about June 2, 2016 (the "Fee Motion"), please Identify and describe each individual disbursement, including but not limited to the date of each disbursement and its amount in dollars:

- a) Expert;
- b) Filing Fee;
- c) Meeting Expense;
- d) Outside Counsel;
- e) Travel;
- f) Case-Related Publication;
- g) Duplication Services;
- h) Postage & Delivery;
- i) Service Fees;
- j) Telephone;
- k) Transcription Services;
- l) Case-Related Research;
- m) E-Discovery Data Processing Services;

n) E-Discovery Data Hosting Services.

9. Please Identify and Describe the terms of Your engagement with T. Rowe Price, including but not limited to the terms applicable to Your attorneys' fees and reimbursement of any or all out-of-pocket expenses.

10. Please Identify and describe all Communications (and Documents related to those Communications) between You and any other Person, including internal personnel and Persons at T. Rowe Price, regarding Moving Petitioner's decision to request that all expenses be shared pro rata among the 5,505,730 appraisal shares entitled to appraisal in the Action.

11. Please Identify and describe all Communications (and Documents related to those Communications) between You and any other Person, including internal personnel and Persons at T. Rowe Price, regarding the Non-G&E Shareholders, including but not limited to any Communications regarding the allocation of expenses to such Shareholders.

12. Please Identify and describe all Communications (and Documents related to those Communications) between You and any other Person, including internal personnel and Persons at T. Rowe Price, regarding how expenses would be allocated to the T. Rowe Price shares in the Court determined that those shares were not entitled to appraisal.

13. Please Identify and describe all monies that have been paid or will be paid to You by T. Rowe Price for any fees and expenses incurred by You in connection with the Action.

14. Please Identify and describe Your knowledge or awareness of, and investigation into, the Entitlement issue, including but not limited to when you first became aware of the Entitlement issue.

15. Please Identify and describe all Communications (and Documents related to those Communications) between You and any Non-G&E

Shareholder or counsel to any Non-G&E Shareholder concerning tax issues relevant to the Valuation issue, including but not limited to the appropriate tax rate to be applied to Dell, Inc.'s cash flows during the projection period or the terminal period, deferred tax deductions, or contingent tax deductions.

PROCTOR HEYMAN ENERIO LLP

/s/Samuel T. Hirzel
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DATED: June 8, 2016



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE APPRAISAL OF DELL, INC.)
) Consolidated
) C.A. No. 9322-VCL

**THE MAGNETAR FUNDS' FIRST REQUESTS FOR ADMISSION
TO GRANT & EISENHOFER P.A.**

Petitioners Magnetar Capital Master Fund Ltd, Magnetar Global Event Driven Master Fund Ltd, Spectrum Opportunities Master Fund Ltd, and Blackwell Partners LLP (collectively, "The Magnetar Funds"), by and through their undersigned attorneys, hereby request, pursuant to Court of Chancery Rules 26 and 36, that Grant & Eisenhofer P.A. ("G&E") respond to the following requests for admission within the time period agreed to by the parties or ordered by the Court.

DEFINITIONS AND INSTRUCTIONS

1. "G&E," "You" or "Your" mean Grant & Eisenhofer P.A., together with its past or present agents, representatives, owners, members, managers, attorneys and any of its officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of it or any of the foregoing.

2. "The Magnetar Funds" means Petitioners Magnetar Capital Master Fund Ltd, Magnetar Global Event Driven Master Fund Ltd, Spectrum Opportunities Master Fund Ltd, and Blackwell Partners LLP, together with their past or present agents, representatives, owners, members, managers, attorneys and any of their officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of them or any of the foregoing.

3. "Action" means *In re Appraisal of Dell, Inc.*, C.A. No. 9322-VCL, currently pending in the Delaware Court of Chancery before the Honorable J. Travis Laster, Vice Chancellor.

4. “Clients” means any or all appraisal petitioners in the Action represented by You.

5. “Entitlement issue” means the purported failure of T. Rowe Price (as defined below) to dissent from the merger between Dell, Inc., and Denali Holding Inc., Denali Intermediate Inc., and Denali Acquiror Inc., consummated on October 29, 2013, which failure to dissent culminated in the May 11, 2016 decision in the Action whereby Vice Chancellor Laster found that shares for which T. Rowe Price (as defined below) sought appraisal were ineligible for failure to satisfy the “Dissenter Requirement” (as that term is used in the decision), as well as all litigation in the Action related thereto.

6. “Non-G&E Shareholders” means all appraisal petitioners in the Action not represented by You, together with their past or present agents, representatives, owners, members, managers, attorneys and any of their officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of them or any of the foregoing.

7. “Moving Petitioner” means Morgan Stanley Defined Contribution Master Trust, together with its past or present agents, representatives, owners, members, managers, attorneys and any of its officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of it or any of the foregoing.

8. “T. Rowe Price” means the fourteen appraisal petitioners in the Action that were mutual funds sponsored by T. Rowe Price & Associates, Inc. or institutions that relied on T. Rowe Price & Associates, Inc. to direct the voting of their Dell, Inc. shares,¹ together with their past or present agents, representatives,

¹ The fourteen T. Rowe Price petitioners are (i) T. Rowe Price Equity Income Fund, Inc.; (ii) T. Rowe Price Science and Technology Fund, Inc.; (iii) John Hancock Variable Insurance Trust - Equity Income Trust; (iv) John Hancock

owners, members, managers, attorneys and any of their officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of them or any of the foregoing.

9. "Valuation issue" means the determination of the fair of Dell, Inc. common stock as of the effective date of the merger between Dell, Inc., and Denali Holding Inc., Denali Intermediate Inc., and Denali Acquiror Inc., consummated on October 29, 2013, as well as all litigation in the Action related thereto, which culminated in the May 31, 2016 decision in the Action whereby Vice Chancellor Laster found that such fair value was \$17.62 per share.

10. The terms "all," "any" and "each" shall each be construed as both "each" and "every" to bring within the scope of the Interrogatories and Requests for Admission all responses which might otherwise be construed to be outside their scope.

11. The terms "and" and "or" shall each be construed either disjunctively or conjunctively to bring within the scope of the Interrogatories and Requests for Admission all responses which might otherwise be construed to be outside their scope.

12. "Entity" means any sole proprietorship, corporation or partnership, whether formal or not, whether for profit or not, and all variations

Funds II - Equity Income Fund; (v) T. Rowe Price Equity Income Trust, a sub-trust of T. Rowe Price Institutional Common Trust Fund; (vi) T. Rowe Price Institutional Equity Funds, Inc., on behalf of T. Rowe Price Institutional Large Cap Value Fund; (vii) John Hancock Funds II - Science & Technology Fund; (viii) T. Rowe Price Equity Income Series, Inc., on behalf of T. Rowe Price Equity Income Portfolio; (ix) John Hancock Variable Insurance Trust - Science & Technology Trust; (x) T. Rowe Price U.S. Equities Trust; (xi) Prudential Retirement Insurance and Annuity Co., on behalf of Separate Account SA-5T2; (xii) John Hancock Funds II - Spectrum Income Fund; (xiii) Tyco International Retirement Savings and Investment Plan Master Trust; and (xiv) The Bureau of National Affairs, Inc.

thereof, including limited liability corporations, limited partnerships, limited liability partnerships, limited liability limited partnership, statutory trusts, joint ventures, professional corporations or professional limited liability corporations.

13. "Person" means any natural person, Entity, governmental body or agency, and all past and present members, managing members, limited partners, officers, directors, employees and agents, along with all others acting or purporting to act on such Person's behalf.

14. The terms "concerning," "relate(s) to" or "relating to" means constitute, regarding, refer to, reflect, mention, evidence, concern, pertain to, summarize, analyze or be logically or factually connected in any way with the matter discussed.

15. The terms "include," "includes" and "including" shall be construed to mean "without limitation."

16. The use of the singular shall be deemed to include the plural, and the use of masculine, feminine or neutral gender shall include each gender, as appropriate in context.

17. "Date" means the month, day and year, if known, or, if not, Your best approximation thereof.

18. Unless otherwise indicated, the Requests for Admission include the time period from October 29, 2013 through the present.

19. If you object to any request to admit, state with specificity the reason for such objection. The answer must specifically deny the matter or state with particularity why you cannot truthfully admit or deny the matter.

20. If a denial is made, such denial must fairly meet the substance of the request to admit.

21. When good faith requires that you qualify your answer or deny only a part of the matter of which an admission is requested, you shall specify which part is true and qualify or deny the remainder.

22. You may not give lack of information or knowledge as a response unless you can state that you have made a reasonable inquiry, and that the information known or readily obtainable by you is insufficient to enable you to admit or deny.

23. You may not object to a request solely on the grounds that you consider the subject matter of the request to present a genuine issue for trial.

24. In presenting any denial to a request to admit, please identify all contributing sources of information, including (i) the identity of any person consulted in connection with responding to any request and the extent of any person's assistance, and (ii) each and any document relied upon in connection with responding to any request.

REQUESTS FOR ADMISSION

1. Admit that You engaged a consultant or consultants to advise or consult on, or help defend against, or help with litigation concerning, the Entitlement issue.

2. Admit that during the course of the Action, You did not solicit input from the Non-G&E Shareholders or their counsel on all significant litigation decisions.

3. Admit that during the course of the Action You represented to counsel for certain of the Non-G&E Shareholders that You would not seek to assess the full and complete expenses against the Non-G&E Shareholders if such expenses were too high relative to the amount received in the Action.

4. Admit that You had knowledge or awareness of the Entitlement issue before April 7, 2014, and did not disclose to the Non-G&E Shareholders or the Court this knowledge or awareness.

5. Admit that You had knowledge or awareness of the Entitlement issue before June 30, 2014, and did not disclose to the Non-G&E Shareholders or the Court this knowledge or awareness.

6. Admit that You had knowledge or awareness of the Entitlement issue before September 1, 2014, and did not disclose to the Non-G&E Shareholders or the Court this knowledge or awareness.

7. Admit that You had knowledge or awareness of the Entitlement issue before December 31, 2014, and did not disclose to the Non-G&E Shareholders or the Court this knowledge or awareness.

8. Admit that You had knowledge or awareness of the Entitlement issue before May 4, 2015, and did not disclose to the Non-G&E Shareholders or the Court this knowledge or awareness.

9. Admit that during the course of the Action You did not solicit input from, or advise and consult with, the Magnetar Funds concerning any settlement-related discussions, conversations or Communications You or Your Clients had with Dell, Inc. at or about the time when those discussions, conversations or Communications took place.

10. Admit that in the period subsequent to Vice Chancellor Laster's May 11, 2016 decision concerning the Entitlement issue You initiated and/or engaged in settlement-related discussions, conversations or Communications with Dell, Inc. with regards to any Dell, Inc. shares held by T. Rowe Price, including without limitation discussions, conversations or Communications concerning the payment of interest related to those shares.

PROCTOR HEYMAN ENERIO LLP

/s/ Samuel T. Hirzel

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Fax: 973-597-2381

DATED: June 8, 2016



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE APPRAISAL OF DELL, INC.)
) Consolidated
) C.A. No. 9322-VCL

**THE MAGNETAR FUNDS' FIRST REQUEST
FOR PRODUCTION OF DOCUMENTS TO GRANT & EISENHOFER P.A.**

Petitioners Magnetar Capital Master Fund Ltd, Magnetar Global Event Driven Master Fund Ltd, Spectrum Opportunities Master Fund Ltd, and Blackwell Partners LLP (collectively, "The Magnetar Funds"), by and through their undersigned attorneys, hereby request, pursuant to Court of Chancery Rules 26 and 34, that Grant & Eisenhofer P.A. ("G&E"), produce the documents described below for inspection and copying at the offices of Proctor Heyman Enerio LLP, 300 Delaware Avenue, Suite 200, Wilmington, DE 19801, within the time period agreed to by the parties or ordered by the Court.

DEFINITIONS

1. "G&E," "You" or "Your" mean Grant & Eisenhofer P.A., together with its past or present agents, representatives, owners, members, managers, attorneys and any of its officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of it or any of the foregoing.
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owners, members, managers, attorneys and any of their officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of them or any of the foregoing.

8. "Valuation issue" means the determination of the fair of Dell, Inc. common stock as of the effective date of the merger between Dell, Inc., and Denali Holding Inc., Denali Intermediate Inc., and Denali Acquiror Inc., consummated on October 29, 2013, as well as all litigation in the Action related thereto, which culminated in the May 31, 2016 decision in the Action whereby Vice Chancellor Laster found that such fair value was \$17.62 per share.

9. The terms "all," "any" and "each" shall each be construed as both "each" and "every" to bring within the scope of this Request all responses which might otherwise be construed to be outside their scope.

10. "Communication" or "communications" mean the transmittal, transfer, offer, or exchange of information, in the form of facts, ideas, inquiries or otherwise, by any means whatsoever.

11. The terms "concerning," "reflecting," and "regarding" mean describing, discussing, constituting, containing, considering, embodying, evaluating, mentioning, memorializing, supporting, collaborating, demonstrating, proving, evidencing, showing, refuting, disputing, rebutting, controverting, contradicting, made in connection with or by reason of, or derived or arising therefrom, or being in any way legally, logically, or factually concerned with the

Value Fund; (vii) John Hancock Funds II - Science & Technology Fund; (viii) T. Rowe Price Equity Income Series, Inc., on behalf of T. Rowe Price Equity Income Portfolio; (ix) John Hancock Variable Insurance Trust - Science & Technology Trust; (x) T. Rowe Price U.S. Equities Trust; (xi) Prudential Retirement Insurance and Annuity Co., on behalf of Separate Account SA-5T2; (xii) John Hancock Funds II - Spectrum Income Fund; (xiii) Tyco International Retirement Savings and Investment Plan Master Trust; and (xiv) The Bureau of National Affairs, Inc.

matter described, referred to, or discussed. A request for documents “concerning,” “reflecting, or “regarding” a specified subject matter always shall include notes and memoranda (whenever prepared) relating to the subject matter of the request.

12. “Document” or “documents” shall have the broadest meaning permitted under Court of Chancery Rule 34(a) and include, without limitation, the original and all copies, prior drafts and translations of information in any written, typed, printed, recorded or graphic form, however produced or reproduced, of any type or description, regardless of origin or location, including without limitation all Electronically Stored Information, correspondence, records, tables, charts, analyses, graphs, schedules, reports, memoranda, notes, lists, calendar and diary entries, letters (sent or received), telegrams, telexes, messages (including, but not limited to, reports of telephone conversations and conferences), studies, books, periodicals, magazines, booklets, circulars, bulletins, instructions, papers, files, minutes, other communications (including, but not limited to, inter- and intra-office communications), questionnaires, contracts, memoranda or agreements, assignments, licenses, ledgers, books of account, orders, invoices, statements, bills, checks, vouchers, notebooks, receipts, acknowledgments, microfilm, photographs, motion pictures, video tapes, photographic negatives, phonograph records, tape recordings, wire recordings, voice mail recordings or messages, other mechanical records, transcripts or logs of any such recordings, and all other data compilations from which information can be obtained.

13. “Electronically Stored Information” shall include, without limitation, the following:

- (a) Information that is generated, received, processed, recorded, or accessed by computers and other electronic devices, including but not limited to e-mail;
- (b) Internal or external web sites;

- (c) Output resulting from the use of any software program;
and
- (d) All items stored on cache memories, magnetic disks (such as computer hard drives or floppy drives), optical disks (such as DVDs or CDs), magnetic tapes, microfiche, or on any other media for digital data storage or transmittal (e.g., a personal digital assistant such as a Blackberry®).

INSTRUCTIONS

1. These requests are intended to include all requested documents, in the Your possession, custody or control, wherever located and by whomever prepared.

2. Unless otherwise specified, each request to produce a document or documents shall be deemed to call for the production of the original document or documents, or true copies thereof, to the extent that they are in or subject to, directly or indirectly, the control of the party to whom these document demands are addressed or which are reasonably obtainable from other sources. In addition, each request should be considered as including a request for separate identification or production of all copies and, to the extent applicable, preliminary drafts of documents that differ in any respect from the original or final draft or from each other (e.g., by reason of differences in form or content or by reason of handwritten notes or comments having been added to one copy of a document but not on the original or other copies thereof).

3. Documents shall be produced as they are kept in the usual and ordinary course of business, except that Electronically Stored Information shall be produced as specified in **Addendum A** attached hereto.

4. Each request for a document or documents to be produced requires the production of the document in its entirety without redaction or expurgation.

5. When documents, data, knowledge or information in possession of a party is requested, such request includes knowledge of the party's agents, representatives, predecessors-in-interest, successors-in-interest, subsidiaries, parents, experts, persons consulted concerning any factual matters or matters of opinion relating to any of the facts or issues involved in this case, and, unless privileged, the party's attorneys.

6. If any document covered by these requests is withheld from production, please furnish a list identifying each such document, and providing the following information with respect to each such document:

- (a) the reason(s) for withholding;
- (b) the date of the documents;
- (c) identification by name, job title and last known business and home addresses of each person who wrote, drafted, or assisted in the preparation of the document;
- (d) identification by name, job title and the last known business and home addresses of each person who received or has custody of the document or copies thereof;
- (e) identification by name, job title and the last known business and home addresses of each person who has viewed or had access to the document or copies thereof or to whom any portion of the contents has been communicated;
- (f) a brief description of the nature and subject matter of the document;
- (g) a statement of the facts that constitute the basis of any claim of privilege, work product or other grounds of non-disclosure; and

- (h) the paragraph(s) of these requests to which the document is responsive.

7. If any documents responding to all or any part of any request for documents are not currently available, include a statement to that effect and furnish whatever documents are available. Include in your statement when such documents were most recently in your possession or subject to your control and what disposition was made of them, and, if any responsive documents have been destroyed, identify by name, job title, and the last known business and home addresses of each person who directed that the documents be destroyed, the person(s) who actually destroyed the documents, and state the reasons the documents were destroyed.

8. Each document produced for inspection or copying shall be identified by the particular request for documents, or any portion thereof, to which it relates.

9. The singular shall be deemed to include the plural and vice versa, to make the request inclusive rather than exclusive. The feminine shall be deemed to include the masculine and vice versa, to make the request inclusive rather than exclusive. The word "and" shall be deemed to include the disjunctive "or" and vice versa, to make the request inclusive rather than exclusive. "Each" includes the word "every" and vice versa, to make the request inclusive rather than exclusive. "Any" includes the word "all" and vice versa, to make the request inclusive rather than exclusive. The past tense shall be construed to include the present tense and vice versa, to make the request inclusive rather than exclusive.

10. A request for a document shall be deemed to include a request for any and all transmittal sheets, cover letters, exhibits, enclosures, or attachments to the document, in addition to the document itself.

11. The scope of documents requested by any portion of this document request should not be read, construed or interpreted in such a way as to narrow the scope of documents requested by any other portion of this document request.

12. The wording of the requests does not constitute an admission of what the facts or evidence will show or of the validity or lack of validity of any legal claims, arguments, defenses or privileges.

13. Each document request herein is continuing and requires prompt supplementary responses if further responsive documents are subsequently obtained or discovered by Respondent or otherwise come into Respondent's possession, custody or control.

RELEVANT TIME PERIOD

Unless otherwise indicated, these requests include the time period from October 29, 2013, to the date of the production (the "Relevant Time Period"). All communications and documents concerning the Relevant Time Period, whether prepared or collected before, during or afterward, are to be produced.

REQUESTS FOR PRODUCTION

1. Your engagement letter or letters with T. Rowe Price concerning Your representation of T. Rowe Price in the Action, and any Documents and Communications concerning the negotiation of any of the terms of the engagement letter or letters.

2. Your engagement letters with all experts or consultants whom You or Your Clients have consulted or retained or who have been consulted with

or retained by Your Clients with respect to any fact or issue relevant to any issue in the Action.

3. All Documents and Communications concerning Moving Petitioner's decision to request that all expenses be shared pro rata among the 5,505,730 appraisal shares entitled to appraisal in the Action.

4. All Documents concerning how, if at all, expenses would be allocated among the appraisal petitioners in the Action, including but not limited to how expenses would be allocated to the T. Rowe Price shares in the event that the Court determined that those shares were or were not entitled to appraisal.

5. Documents sufficient to demonstrate any or all monies that have been paid or will be paid to You by T. Rowe Price for any fees and expenses incurred by You in connection with the Action.

6. Documents sufficient to demonstrate all costs, including but not limited to consulting fees, expert fees, duplication costs, and travel costs, incurred by You or any of Your Clients to litigate, investigate, or defend against the Entitlement issue.

7. Documents sufficient to demonstrate the allocation of costs and expenses incurred by You litigating the Entitlement issue and the costs and expenses incurred by You litigating the Valuation issue.

8. Documents sufficient to demonstrate, by timekeeper, the total number of attorney hours spent by You litigating the Entitlement issue.

9. Documents sufficient to demonstrate the investigator or investigators, if any, whom You have consulted with or You retained or who have been consulted with or retained by Your Clients to conduct an investigation into the Entitlement issue.

10. Documents sufficient to demonstrate the legal counsel, if any, whom You have consulted with or You retained or who have been consulted with or retained by Your Clients to conduct an investigation into the Entitlement issue.

11. Documents sufficient to demonstrate when You first became aware of the Entitlement issue.

12. All Documents and Communications concerning your decision not to disclose the Entitlement issue to the Court or the Non-G&E Shareholders at any point in time before May 4, 2015.

13. All Documents concerning any settlement-related discussions, conversations or Communications between and among You or Your Clients and Dell, Inc. with regards to any Dell, Inc. shares held by T. Rowe Price, held in the period subsequent to Vice Chancellor Laster's May 11, 2016 decision concerning the Entitlement issue, including without limitation discussions, conversations or Communications concerning the payment of interest related to those shares.

PROCTOR HEYMAN ENERIO LLP

/s/ Samuel T. Hirzel

Samuel T. Hirzel (# 4415)
300 Delaware Avenue, Suite 200
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Tel: 302-472-7300

OF COUNSEL:

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Steven M. Hecht
LOWENSTEIN SANDLER LLP
1251 Avenue of the Americas
New York, New York 10020
Tel: 973-597-2380
Fax: 973-597-2381

DATED: June 8, 2016

ADDENDUM A

Protocol Governing the Production of Electronically Stored Information

1. Electronically Stored Information ("ESI") shall be provided on CD/DVD, File Transfer Protocol site, portable hard or flash drive, or other reasonably accessible media format.
2. Produce all documents in TIFF format with Optical Character Recognition ("OCR") and standard load files for Concordance.
3. During the process of converting ESI from the electronic format of the application in which the ESI is normally created, viewed, and/or modified to TIFF, metadata values should be extracted and all available metadata should be produced in a load file.
4. The metadata fields to be produced shall include without limitation: BegDoc, EndDoc, BegAttach, EndAttach, Attach Count, Custodian, Source, Classify, File Name, FileSize, DocHistory, DocTitle, DocType, DocSource, DocAuthor, DocText, EDSOURCE, EDFolder, MailStore, Conversation, ConversationIndex, RecordType, Email_Subject, Author, From, To, CC, BCC, DateSent, TimeSent, DateReceived, TimeReceived, MessageID, IntMsgID, InReplyToID, Importance, Sensitivity, ReadReceipt, Unread, Attach, Filename, DocExt, FileExt, FileDescription, FileSize, OrigApp, Subject, Title, Organization, Comments, Parent Date, Creation Date, Creation Time, LastModDate, LastModTime, DateLastPrnt, TimeLastPrnt, DateLastAccessed, TimeLastAccessed, Folder, MD5Hash, PageCount, NativeFile, OCRPath, ProdDate.
5. To the extent available, the "Custodian," "Source," or "Original Path" filed with respect to ESI gathered from an individual's hard drive will provide metadata sufficient to identify the individual custodian from who hard drive such ESI has been gathered.
6. For all container files (e.g., .ZIP, .RAR, etc.), files should be extracted from their container entities and delivered as discrete entities.
7. Data files should not be zipped, encrypted, or otherwise restricted or proprietarily protected for specific use.
8. All parents and children and parents and siblings should be produced as a family with metadata field sufficient to identify the relationship.
9. Identical ESI document families may be de-duplicated within each custodian, but not on a broader scale.
10. Native files with a TIFF placeholder should be produced for any Microsoft PowerPoint® presentations, any Microsoft Excel® documents, any Microsoft Access® databases, and any other spreadsheet or database application documents. If the native file format is derived from software not accessible with Microsoft Office applications (or other common applications), please state so in response to the particular request. The metadata load file shall contain a link to the native file called "Native Link." The Native Link

values should contain the full directory path and file name of the presentation, spreadsheet, or database as contained in the produced media.

11. Audio files are to be produced in the native audio format in which they were maintained in the ordinary course of business. Produced native audio files should be accompanied by a reference file containing the name of the file and MD5 hash value for each produced file. If the audio files are maintained in a non-standard format, they should be produced in MP3 format.
 12. Bates numbers and any confidentiality designations should be electronically branded on each TIFF image of ESI, including on placeholders for native files produced.
-



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE APPRAISAL OF DELL, INC.)
) Consolidated
) C.A. No. 9322-VCL

**THE MAGNETAR FUNDS' FIRST REQUEST
FOR PRODUCTION OF DOCUMENTS TO T. ROWE PRICE**

Petitioners Magnetar Capital Master Fund Ltd, Magnetar Global Event Driven Master Fund Ltd, Spectrum Opportunities Master Fund Ltd, and Blackwell Partners LLP (collectively, "The Magnetar Funds"), by and through their undersigned attorneys, hereby request, pursuant to Court of Chancery Rules 26 and 34, that T. Rowe Price (as defined below), produce the documents described below for inspection and copying at the offices of Proctor Heyman Enerio LLP, 300 Delaware Avenue, Suite 200, Wilmington, DE 19801, within the time period agreed to by the parties or ordered by the Court.

DEFINITIONS

1. "T. Rowe Price," "You" or "Your" mean the fourteen appraisal petitioners in the Action (as defined below) that were mutual funds sponsored by T. Rowe Price & Associates, Inc. or institutions that relied on T. Rowe Price & Associates, Inc. to direct the voting of their Dell, Inc. shares,¹ together with their

¹ The fourteen T. Rowe Price petitioners are (i) T. Rowe Price Equity Income Fund, Inc.; (ii) T. Rowe Price Science and Technology Fund, Inc.; (iii) John Hancock Variable Insurance Trust - Equity Income Trust; (iv) John Hancock Funds II - Equity Income Fund; (v) T. Rowe Price Equity Income Trust, a sub-trust of T. Rowe Price Institutional Common Trust Fund; (vi) T. Rowe Price Institutional Equity Funds, Inc., on behalf of T. Rowe Price Institutional Large Cap

past or present agents, representatives, owners, members, managers, attorneys and any of their officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of them or any of the foregoing.

2. “Action” means *In re Appraisal of Dell, Inc.*, C.A. No. 9322-VCL, currently pending in the Delaware Court of Chancery before the Honorable J. Travis Laster, Vice Chancellor.

3. “Entitlement issue” means Your purported failure to dissent from the merger between Dell, Inc., and Denali Holding Inc., Denali Intermediate Inc., and Denali Acquiror Inc., consummated on October 29, 2013, which failure to dissent culminated in the May 11, 2016 decision in the Action whereby Vice Chancellor Laster found that shares for which You sought appraisal were ineligible for failure to satisfy the “Dissenter Requirement” (as that term is used in the decision), as well as all litigation in the Action related thereto.

4. “G&E” means Grant & Eisenhofer P.A., together with its past or present agents, representatives, owners, members, managers, attorneys and any of its officers, directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of it or any of the foregoing.

5. “Non-G&E Shareholders” means all appraisal petitioners in the Action not represented by G&E, together with their past or present agents, representatives, owners, members, managers, attorneys and any of their officers,

Value Fund; (vii) John Hancock Funds II - Science & Technology Fund; (viii) T. Rowe Price Equity Income Series, Inc., on behalf of T. Rowe Price Equity Income Portfolio; (ix) John Hancock Variable Insurance Trust - Science & Technology Trust; (x) T. Rowe Price U.S. Equities Trust; (xi) Prudential Retirement Insurance and Annuity Co., on behalf of Separate Account SA-5T2; (xii) John Hancock Funds II - Spectrum Income Fund; (xiii) Tyco International Retirement Savings and Investment Plan Master Trust; and (xiv) The Bureau of National Affairs, Inc.

directors, employees, affiliates, and any Person that is acting or purporting to act on behalf of them or any of the foregoing.

6. “Valuation issue” means the determination of the fair of Dell, Inc. common stock as of the effective date of the merger between Dell, Inc., and Denali Holding Inc., Denali Intermediate Inc., and Denali Acquiror Inc., consummated on October 29, 2013, as well as all litigation in the Action related thereto, which culminated in the May 31, 2016 decision in the Action whereby Vice Chancellor Laster found that such fair value was \$17.62 per share.

7. The terms “all,” “any” and “each” shall each be construed as both “each” and “every” to bring within the scope of this Request all responses which might otherwise be construed to be outside their scope.

8. “Communication” or “communications” mean the transmittal, transfer, offer, or exchange of information, in the form of facts, ideas, inquiries or otherwise, by any means whatsoever.

9. The terms “concerning,” “reflecting,” and “regarding” mean describing, discussing, constituting, containing, considering, embodying, evaluating, mentioning, memorializing, supporting, collaborating, demonstrating, proving, evidencing, showing, refuting, disputing, rebutting, controverting, contradicting, made in connection with or by reason of, or derived or arising therefrom, or being in any way legally, logically, or factually concerned with the matter described, referred to, or discussed. A request for documents “concerning,” “reflecting, or “regarding” a specified subject matter always shall include notes and memoranda (whenever prepared) relating to the subject matter of the request.

10. “Document” or “documents” shall have the broadest meaning permitted under Court of Chancery Rule 34(a) and include, without limitation, the original and all copies, prior drafts and translations of information in any written, typed, printed, recorded or graphic form, however produced or reproduced, of any

type or description, regardless of origin or location, including without limitation all Electronically Stored Information, correspondence, records, tables, charts, analyses, graphs, schedules, reports, memoranda, notes, lists, calendar and diary entries, letters (sent or received), telegrams, telexes, messages (including, but not limited to, reports of telephone conversations and conferences), studies, books, periodicals, magazines, booklets, circulars, bulletins, instructions, papers, files, minutes, other communications (including, but not limited to, inter- and intra-office communications), questionnaires, contracts, memoranda or agreements, assignments, licenses, ledgers, books of account, orders, invoices, statements, bills, checks, vouchers, notebooks, receipts, acknowledgments, microfilm, photographs, motion pictures, video tapes, photographic negatives, phonograph records, tape recordings, wire recordings, voice mail recordings or messages, other mechanical records, transcripts or logs of any such recordings, and all other data compilations from which information can be obtained.

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INSTRUCTIONS

1. These requests are intended to include all requested documents, in the Your possession, custody or control, wherever located and by whomever prepared.

2. Unless otherwise specified, each request to produce a document or documents shall be deemed to call for the production of the original document or documents, or true copies thereof, to the extent that they are in or subject to, directly or indirectly, the control of the party to whom these document demands are addressed or which are reasonably obtainable from other sources. In addition, each request should be considered as including a request for separate identification or production of all copies and, to the extent applicable, preliminary drafts of documents that differ in any respect from the original or final draft or from each other (e.g., by reason of differences in form or content or by reason of handwritten notes or comments having been added to one copy of a document but not on the original or other copies thereof).

3. Documents shall be produced as they are kept in the usual and ordinary course of business, except that Electronically Stored Information shall be produced as specified in **Addendum A** attached hereto.

4. Each request for a document or documents to be produced requires the production of the document in its entirety without redaction or expurgation.

5. When documents, data, knowledge or information in possession of a party is requested, such request includes knowledge of the party's agents, representatives, predecessors-in-interest, successors-in-interest, subsidiaries, parents, experts, persons consulted concerning any factual matters or matters of opinion relating to any of the facts or issues involved in this case, and, unless privileged, the party's attorneys.

6. If any document covered by these requests is withheld from production, please furnish a list identifying each such document, and providing the following information with respect to each such document:

- (a) the reason(s) for withholding;
- (b) the date of the documents;
- (c) identification by name, job title and last known business and home addresses of each person who wrote, drafted, or assisted in the preparation of the document;
- (d) identification by name, job title and the last known business and home addresses of each person who received or has custody of the document or copies thereof;
- (e) identification by name, job title and the last known business and home addresses of each person who has viewed or had access to the document or copies thereof or to whom any portion of the contents has been communicated;
- (f) a brief description of the nature and subject matter of the document;
- (g) a statement of the facts that constitute the basis of any claim of privilege, work product or other grounds of non-disclosure; and
- (h) the paragraph(s) of these requests to which the document is responsive.

7. If any documents responding to all or any part of any request for documents are not currently available, include a statement to that effect and furnish whatever documents are available. Include in your statement when such documents were most recently in your possession or subject to your control and what disposition was made of them, and, if any responsive documents have been

destroyed, identify by name, job title, and the last known business and home addresses of each person who directed that the documents be destroyed, the person(s) who actually destroyed the documents, and state the reasons the documents were destroyed.

8. Each document produced for inspection or copying shall be identified by the particular request for documents, or any portion thereof, to which it relates.

9. The singular shall be deemed to include the plural and vice versa, to make the request inclusive rather than exclusive. The feminine shall be deemed to include the masculine and vice versa, to make the request inclusive rather than exclusive. The word "and" shall be deemed to include the disjunctive "or" and vice versa, to make the request inclusive rather than exclusive. "Each" includes the word "every" and vice versa, to make the request inclusive rather than exclusive. "Any" includes the word "all" and vice versa, to make the request inclusive rather than exclusive. The past tense shall be construed to include the present tense and vice versa, to make the request inclusive rather than exclusive.

10. A request for a document shall be deemed to include a request for any and all transmittal sheets, cover letters, exhibits, enclosures, or attachments to the document, in addition to the document itself.

11. The scope of documents requested by any portion of this document request should not be read, construed or interpreted in such a way as to narrow the scope of documents requested by any other portion of this document request.

12. The wording of the requests does not constitute an admission of what the facts or evidence will show or of the validity or lack of validity of any legal claims, arguments, defenses or privileges.

13. Each document request herein is continuing and requires prompt supplementary responses if further responsive documents are subsequently obtained or discovered by Respondent or otherwise come into Respondent's possession, custody or control.

RELEVANT TIME PERIOD

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REQUESTS FOR PRODUCTION

1. Your engagement letter with G&E concerning G&E's representation of You in the Action, and any Documents and Communications concerning the negotiation of any of the terms of the engagement letter or letters.

2. All Documents concerning how expenses incurred by G&E in the Action would be allocated to You, including but not limited to in the event that the Court determined that Your Dell, Inc. shares were or were not entitled to appraisal.

3. Documents sufficient to demonstrate any or all monies that have been paid by You to G&E for any fees and expenses incurred by G&E in connection with the Action.

4. All documents and communications concerning the Non-G&E Shareholders or their counsel.

5. Documents sufficient to demonstrate the allocation of G&E's costs and expenses concerning G&E's litigation of the Entitlement issue on Your behalf and litigating the Valuation issue on Your behalf.

6. Documents sufficient to demonstrate all costs, including but not limited to consulting fees, expert fees, duplication costs and travel costs, incurred by G&E to litigate, investigate, or defend against the Entitlement issue on Your behalf.

7. Documents sufficient to demonstrate whether or not You paid any expenses or costs in connection with the Action, and if You paid such expenses or costs the reasons for doing so.

8. Documents sufficient to demonstrate Your knowledge or awareness of, and investigation into, the Entitlement issue, including but not limited to when you first became aware of the Entitlement issue.

9. All Documents and Communications concerning your decision not to disclose the Entitlement issue to the Court or the Non-G&E Shareholders at any point in time before May 4, 2015.

PROCTOR HEYMAN ENERIO LLP

/s/ Samuel T. Hirzel

Samuel T. Hirzel (# 4415)
300 Delaware Avenue, Suite 200
Wilmington, DE 19801
Tel: 302-472-7300

OF COUNSEL:

Lawrence M. Rolnick
Steven M. Hecht
LOWENSTEIN SANDLER LLP
1251 Avenue of the Americas
New York, New York 10020

Tel: 973-597-2380
Fax: 973-597-2381

DATED: June 8, 2016

ADDENDUM A

Protocol Governing the Production of Electronically Stored Information

1. Electronically Stored Information ("ESI") shall be provided on CD/DVD, File Transfer Protocol site, portable hard or flash drive, or other reasonably accessible media format.
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3. During the process of converting ESI from the electronic format of the application in which the ESI is normally created, viewed, and/or modified to TIFF, metadata values should be extracted and all available metadata should be produced in a load file.
4. The metadata fields to be produced shall include without limitation: BegDoc, EndDoc, BegAttach, EndAttach, Attach Count, Custodian, Source, Classify, File Name, FileSize, DocHistory, DocTitle, DocType, DocSource, DocAuthor, DocText, EDSsource, EDFolder, MailStore, Conversation, ConversationIndex, RecordType, Email_Subject, Author, From, To, CC, BCC, DateSent, TimeSent, DateReceived, TimeReceived, MessageID, IntMsgID, InReplyToID, Importance, Sensitivity, ReadReceipt, Unread, Attach, Filename, DocExt, FileExt, FileDescription, FileSize, OrigApp, Subject, Title, Organization, Comments, Parent Date, Creation Date, Creation Time, LastModDate, LastModTime, DateLastPrnt, TimeLastPrnt, DateLastAccessed, TimeLastAccessed, Folder, MD5Hash, PageCount, NativeFile, OCRPath, ProdDate.
5. To the extent available, the "Custodian," "Source," or "Original Path" filed with respect to ESI gathered from an individual's hard drive will provide metadata sufficient to identify the individual custodian from who hard drive such ESI has been gathered.
6. For all container files (e.g., .ZIP, .RAR, etc.), files should be extracted from their container entities and delivered as discrete entities.
7. Data files should not be zipped, encrypted, or otherwise restricted or proprietarily protected for specific use.
8. All parents and children and parents and siblings should be produced as a family with metadata field sufficient to identify the relationship.
9. Identical ESI document families may be de-duplicated within each custodian, but not on a broader scale.
10. Native files with a TIFF placeholder should be produced for any Microsoft PowerPoint® presentations, any Microsoft Excel® documents, any Microsoft Access® databases, and any other spreadsheet or database application documents. If the native file format is derived from software not accessible with Microsoft Office applications (or other common applications), please state so in response to the particular request. The metadata load file shall contain a link to the native file called "Native Link." The Native Link

values should contain the full directory path and file name of the presentation, spreadsheet, or database as contained in the produced media.

11. Audio files are to be produced in the native audio format in which they were maintained in the ordinary course of business. Produced native audio files should be accompanied by a reference file containing the name of the file and MD5 hash value for each produced file. If the audio files are maintained in a non-standard format, they should be produced in MP3 format.
12. Bates numbers and any confidentiality designations should be electronically branded on each TIFF image of ESI, including on placeholders for native files produced.



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE APPRAISAL OF DELL INC. :

: Consol. C.A. No. 9322-VCL

NOTICE OF SERVICE

The undersigned hereby certifies that on June 8, 2016, true and correct copies of 1) *The Magnetar Funds' First Set of Interrogatories to Grant & Eisenhofer P.A.*; 2) *The Magnetar Funds' First Request for Production of Documents to Grant & Eisenhofer P.A.*; 3) *The Magnetar Funds' First Requests for Admission to Grant & Eisenhofer P.A.*; 4) *The Magnetar Funds' First Request for Production of Documents to T. Rowe Price*; and 5) this *Notice of Service*, were served electronically upon the following counsel:

Stuart M. Grant, Esq.
Michael J. Barry, Esq.
Christine M. Mackintosh, Esq.
Rebecca A. Musarra, Esq.
GRANT & EISENHOFER P.A.
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Wilmington, Delaware 19801

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Dated: June 8, 2016