

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE APPRAISAL OF DELL, INC.

CONSOLIDATED
C.A. No. 9322 -VCL

**FIRST REQUEST FOR PRODUCTION OF DOCUMENTS
DIRECTED TO THE MAGNETAR FUNDS**

Pursuant to Court of Chancery Rules 26 and 34, T. Rowe Price Associates, Inc., through its undersigned counsel, hereby requests that petitioners Magnetar Capital Master Fund Ltd., Magnetar Global Event Driven Fund Ltd., Spectrum Opportunities Master Fund Ltd., and Blackwell Partners LLC (together, the “Magnetar Funds”) produce the documents described below for inspection and copying at the offices of Grant & Eisenhofer, P.A., 123 Justison Street, Wilmington, Delaware 19801, within the time provided by the Court of Chancery Rules, or as otherwise agreed to by the parties or ordered by the Court.

DEFINITIONS

1. “Appraisal Action” means any attempt to exercise statutory appraisal rights pursuant to 8 *Del. C.* § 262, regardless of whether or not a petition for appraisal was filed.

2. The verb “concern” and its variants encompass the terms “relate,” “refer,” “describe,” “evidence,” “reflect,” and “embody” and their respective variants and shall be construed to bring within the scope of the Request any

information that comprises, evidences, constitutes, describes, explicitly or implicitly, refers to, was reviewed, prepared, summarized, made available or cited in connection with, or was generated as a result of the subject matter of the Request, including but not limited to all information that reflects, records, memorializes, discusses, evaluates, considers, reviews, reports, or otherwise evidences the existence of the subject matter of the Request. Requests for documents concerning any subject matter include documents concerning communications in connection with that subject matter.

3. “Dell Appraisal” means *In re Appraisal of Dell Inc.*, C.A. No. 9322-VCL.

4. “Documents” or “document” shall have the broadest meaning permitted under Court of Chancery Rule 34(a) and include all writings of any nature whatsoever (including, specifically, all drafts), whether originals or copies, including all non-identical copies (whether different from the original because of notes made on or attached to them or otherwise), whether drafts, preliminary, proposed or final versions, whether printed, recorded, produced or reproduced by any other mechanical or electronic process, whether written or produced by hand, within your possession, custody or control, including without limitation, contracts, agreements, arrangements, understandings, communications, including intra-bank communications, correspondence, telegrams, records, reports, studies, memoranda

(including memoranda of telephone, personal or intra-office conversations and memoranda of conferences, notes, advertisements, notices, telex and facsimile communications), telephone bills and records, cables, books, diaries, appraisals, forecasts, statistical statements, accountants' work papers, graphs, summaries, lists, tabulations, calendars, charts, maps, diagrams, blueprints, tables, indices, pictures, recordings, tapes, microfilms, charges, accounts, minutes, brochures, pamphlets, circulars, trade letters, press releases, stenographic, handwritten or any other notes, projections, working papers, checks, check stubs, receipts, invoice vouchers, tape data sheets or data processing cards or disks, magnetic tapes, disks, drums, promotional devices, or any other document or writings of whatever description, including, without limitation, CD-ROMS, e-mails, instant messages, text messages and any information contained in any computer or memory system, although not yet printed out, or any material underlying, supporting or used in the preparation of any such documents. "Documents" or "document" includes ESI.

5. "ESI" means electronically stored information, electronically stored data or electronic data, and is to be interpreted broadly to include all types of information, regardless of the storage media (*e.g.*, hard drive, CD-ROM, DVD, disc, tape, thumb drive, etc.), that requires a computer or other machine to read or process it.

6. "G&E" means Grant & Eisenhofer P.A.

7. “Magnetar Funds” means each and all of Magnetar Capital Master Fund Ltd., Magnetar Global Event Driven Fund Ltd., Spectrum Opportunities Master Fund Ltd., and Blackwell Partners LLC.

8. “Your” and “you” refers to the Magnetar Funds.

9. “Or” and “and” should be construed disjunctively and conjunctively as necessary to bring within the scope of the request all documents that might otherwise be construed to be outside of its scope, and “any” and “all” as used herein shall include “each” and “every.”

10. The use of the singular form of any word includes the plural and vice versa; and the use of the masculine gender shall include the feminine and neuter genders and vice versa.

INSTRUCTIONS

1. In producing documents and other materials, you are requested to furnish all documents or things in your possession, custody or control.

2. If any requested document is not or cannot be produced in full, produce it to the extent possible, indicating which document, or portion of that document, is being withheld and the reason that document is being withheld.

3. In producing documents, you are requested to produce each document requested together with all non-identical copies and drafts of that document. If the original of any document cannot be located, a copy shall be provided in lieu

thereof and shall be legible and bound or stapled in the same manner as the original.

4. Documents shall be produced as they are kept in the usual course of business or organized and labeled to correspond to the categories in this Request. In making production of ESI, including, without limitation, electronic data compilations, electronic email, or documents that are kept in electronic format (such as, without limitation, Microsoft Outlook, Microsoft Word, Microsoft Excel, Microsoft PowerPoint, or any similar program or platform), produce all documents as kept in the normal course of business and in their native format linked to single page tagged image file format. In making such production, also produce the “metadata” for any electronic documents.

5. All documents shall be produced in the file folder, envelope or other container in which the documents are kept or maintained by the producing party. If, for any reason, the container cannot be produced, produce copies of all labels or other identifying marks.

6. Documents attached to each other should not be separated.

7. Documents not otherwise responsive to this Request shall be produced if such documents mention, discuss, refer to, or explain the documents which are called for by this discovery request, or if such documents are attached to

documents called for by this discovery request and constitute routing slips, transmittal memoranda, or letters, comments, evaluations or similar materials.

8. If you claim the attorney-client privilege, or any other privilege or work-product protection for all or any portion of any document, produce so much of the document that is not subject to privilege or work-product protection and provide the following information with respect to each such document:

- a. date;
- b. author(s) of the document and each and every other person who prepared or participated in the preparation of the document;
- c. a description of its subject matter;
- d. all addresses or recipients of the original or a copy thereof, together with the date or approximate date on which said recipients received said documents;
- e. all other persons to whom the contents of the document have been disclosed, the date such disclosure took place, the means of such disclosure, the present location of the document and all copies thereof;
- f. each and every person having custody or control of the document and all copies thereof; and
- g. the nature of the privilege or other rule of law relied upon and any facts supporting your position.

9. Whenever a document is not produced in full or is produced in redacted form, so indicate on the document and state with particularity the reason or reasons it is not being produced in full.

RELEVANT TIME PERIOD

Unless otherwise indicated, this Request includes the time period from July 1, 2013 to the date of production (the “Relevant Time Period”). All information and documents concerning this Relevant Time Period, whether prepared or collected before, during or afterward, are to be produced.

DOCUMENTS REQUESTED

1. Any retention agreements between any of the Magnetar Funds and any attorneys in connection with the Dell Appraisal.
2. All documents relating to or concerning the Magnetar Funds’ retention of or consultation with any actual or potential consulting or testifying expert in connection with the Dell Appraisal.
3. All documents concerning the allocation of any expenses or costs in connection with the Dell Appraisal.
4. To the extent that you claim that the fees G&E has requested in the Dell Appraisal are not reasonable, any retention agreements between any of the Magnetar Funds and any attorneys in connection with any Appraisal Action.

DATED: July 21, 2016

/s/ Christine M. Mackintosh
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