



IN THE SUPREME COURT OF THE STATE OF DELAWARE

DELL INC.,

Respondent-Below,
Appellant / Cross Appellee

v.

MAGNETAR GLOBAL EVENT DRIVEN
MASTER FUND LTD., MAGNETAR
CAPITAL MASTER FUND LTD., GLOBAL
CONTINUUM FUND, LTD., SPECTRUM
OPPORTUNITIES MASTER FUND LTD.,
MORGAN STANLEY DEFINED
CONTRIBUTION MASTER TRUST,
BLACKWELL PARTNERS LLC, AAMAF,
LP, WAKEFIELD PARTNERS, LP, CSS,
LLC, MERLIN PARTNERS, LP, WILLIAM
L. MARTIN, TERENCE LALLY, ARTHUR
H. BURNET, DARSHANAND KHUSIAL,
DONNA H. LINDSEY, DOUGLAS J.
JOSEPH ROTH CONTRIBUTORY IRA,
DOUGLAS J. JOSEPH & THUY JOSEPH,
JOINT TENANTS, GEOFFREY STERN,
JAMES C. ARAMAYO, THOMAS RUEGG,
CAVAN PARTNERS LP, and RENE A.
BAKER,

Petitioners-Below,
Appellees / Cross Appellants

No. 565, 2016

Court below: Court of Chancery
Consolidated C.A. No. 9322-VCL

NOTICE OF CROSS-APPEAL

TO: Gregory P. Williams
John D. Hendershot
Susan M. Hannigan
Andrew J. Peach
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
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PLEASE TAKE NOTICE that Petitioners-Below / Cross-Appellants Morgan Stanley Defined Contribution Master Trust; Geoffrey Stern; AAMAF, LP; CSS, LLC; Merlin Partners, LP; William L. Martin; Terence Lally; Arthur H. Burnet; Darshanand Khusial; Donna H. Lindsey; Douglas J. Joseph Roth Contributory IRA; Douglas J. Joseph & Thuy Joseph, Joint Tenants; James C. Aramayo; Thomas Ruegg; and Rene A. Baker (“Petitioners”) do hereby cross-appeal to the Supreme Court of the State of Delaware from the Memorandum Opinion, dated May 31, 2016 (the “Opinion”), and the Final Order and Judgment, dated November 21, 2016 (the “Final Order”), of the Court of Chancery of the State of Delaware, by the Honorable J. Travis Laster, in Consolidated C.A. No. 9322-VCL in that court (the “Consolidated Action”). A copy of the Opinion is attached hereto as Exhibit A, and a copy of the Final Order is attached hereto as Exhibit B.

The names and addresses of the attorneys for Respondent-Below / Cross-Appellee are:

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Of Counsel:

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- and -

Gidon M. Caine
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By order dated April 10, 2014, Grant & Eisenhofer, P.A. was appointed Lead Counsel in the Consolidated Action for the purpose of prosecuting the appraisal on behalf of the Appraisal Class. The names and last known addresses of Petitioners-Below/Appellees who are part of the Appraisal Class but not otherwise represented by counsel are:

AAMAF, LP:

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CSS, LLC:

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Reorganization Dept. /
Mailstop ORL2-03-238
Summit Park Drive
Orlando, FL 32810

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& Thuy Joseph,
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The names of Petitioners below, and their counsel, who do not
join in this Notice of Cross Appeal, are as follows:

Petitioner	Counsel
Magnetar Capital Master Fund Ltd	Samuel T. Hirzel, II, Esquire Melissa N. Donimirski, Esquire Proctor Heyman Enerio LLP 300 Delaware Avenue, Suite 200 Wilmington, Delaware 19801
Magnetar Global Event Drive Master Fund Ltd	Samuel T. Hirzel, II, Esquire Melissa N. Donimirski, Esquire Proctor Heyman Enerio LLP 300 Delaware Avenue, Suite 200 Wilmington, Delaware 19801
Spectrum Opportunities Master Fund Ltd	Samuel T. Hirzel, II, Esquire Melissa N. Donimirski, Esquire Proctor Heyman Enerio LLP 300 Delaware Avenue, Suite 200 Wilmington, Delaware 19801
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Cavan Partners LP	Paul D. Brown, Esquire Chipman Brown Cicero & Cole, LLP 1313 N. Market Street, Suite 5400 Wilmington, Delaware 19801
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The party against whom the appeal is taken is Dell, Inc.

PLEASE TAKE FURTHER NOTICE that Petitioners do not designate any transcript in accordance with Supreme Court Rules 7(c)(6) and 9(e)(ii) because the proceedings have already been transcribed and are part of the record.

Petitioners hereby designate the entire record for review on appeal.

/s/ Michael J. Barry
Stuart M. Grant, Esquire (#2526)
Megan D. McIntyre, Esquire (#3307)
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*Lead Counsel in the Consolidated Action
for the Appraisal Class and Counsel to
Petitioners-Below, Appellees and Cross-
Appellants Morgan Stanley Defined
Contribution Master Trust and Geoffrey
Stern*