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June 29, 2016

VIA E-FILE AND HAND DELIVERY

The Honorable J. Travis Laster
Vice Chancellor
Court of Chancery
New Castle County Courthouse
Wilmington, DE 19801

Re: *In re Appraisal of Dell Inc., Consol. C.A. No. 9322-VCL*

Dear Vice Chancellor Laster:

Enclosed with this letter is a proposed form of order approving the settlement of this matter as to the Petitioners whose claims were eliminated on the basis of a failure to maintain continue ownership or on the basis of a vote in favor of the transaction. This proposed form has been approved by counsel for those Petitioners.



The Honorable J. Travis Laster
June 29, 2016
Page 2

Counsel will be available at the convenience of the Court.

Respectfully submitted,



John D. Hendershot (No. 4178)

JDH/gmu
Enclosure

cc: Register in Chancery
Stuart Grant (via e-file)
Samuel T. Hirzel, Esquire (via e-file)
Jeremy Douglas Anderson, Esquire (via e-file)

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE: APPRAISAL OF DELL INC.)
) Consol. C.A. No. 9322-VCL
)

[PROPOSED] ORDER APPROVING SETTLEMENT

WHEREAS, on July 13, 2015, the Court entered a Memorandum Opinion granting respondent Dell Inc.’s (“Dell”) Motion for Summary Judgment as to the appraisal claims asserted by petitioners NMSF, Inc. Equity Income (Demand 21), T. Rowe Price Funds SICAV (Demand 27), Manulife US Large Cap Value Equity Fund and RBC Toronto-London Clients’ Account (Demands 29/30), TRPTC Milliken Stock Value Fund (Demand 44), and Curtiss-Wright Corp. Large Cap Fund (Demand 50) (collectively, the “Non-Continuous Ownership Petitioners);

WHEREAS, on May 11, 2016, the Court entered an Opinion granting Dell’s Motion for Summary Judgment as to the appraisal claims asserted by petitioners T. Rowe Price Equity Income Fund (Demand 1), T. Rowe Price Science and Technology Fund, Inc. (Demand 2), John Hancock Variable Insurance Trust Equity-Income Trust (Demand 5), John Hancock Funds II Equity Income Fund (Demand 7), T. Rowe Price Institutional Common Trust Fund (Demand 9), T. Rowe Price Institutional Large Cap Value Fund (Demand 10), John Hancock Funds II Science and Technology Fund (Demands 13/39), T. Rowe Price Equity Income Portfolio (Demand 15), John Hancock Variable Insurance Trust Science

and Technology Trust (Demand 18), T. Rowe Price US Equities Trust Large Cap Value and T. Rowe Price Retirement Date Trust (Demands 23/24), Prudential Retirement Insurance + Annuity Company (Demand 26), John Hancock Funds II Spectrum Income Fund (Demand 42), Tyco International Retirement Savings + Investment Plan Master Trust (Demand 43), and BNA Retirement Trust (Demand 45) (collectively with the Non-Continuous Ownership Petitioners, the “Settling Petitioners”);

WHEREAS, on June 24, 2016, Dell and the Settling Petitioners entered into a Settlement Agreement; and

NOW THEREFORE IT IS ORDERED that the Settlement Agreement is APPROVED.

Vice Chancellor J. Travis Laster