



GRANTED

EFiled: Aug 19 2015 03:30PM EDT
Transaction ID 57738964
Case No. 9322-VCL



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

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

STIPULATION AND [PROPOSED] ORDER

WHEREAS, on July 30, 2015, respondent Dell Inc. (“Respondent” or “Dell”) filed its Motion for Partial Summary Judgment as to Petitioners Who Voted in Favor of the Merger (the “Motion”) (Trans. ID 57633321);

WHEREAS, counsel for petitioners (“Petitioners,” together with Respondent, the “Parties”) has stated that Petitioners need to take depositions in opposition to the Motion and that, given the October 5, 2015 trial date, taking those depositions prior to trial is not practicable;

IT IS HEREBY STIPULATED AND AGREED, by the parties hereto, through their undersigned counsel, subject to the approval of the Court, that the following schedule shall govern the Motion and Cross Motion (as defined below):

1. Petitioners may take discovery related to the Motion and Cross-Motion, as set forth below:
 - a. Petitioners will, at their discretion, take depositions of the following entities: (i) State Street Bank and Trust Co.; (ii) Broadridge Financial Solutions, Inc.; (iii) MacKenzie Partners,

Inc.; (iv) Institutional Shareholder Services, Inc.; and (v) IVS Associates, Inc.

- b. Petitioners reserve the right to request leave to take additional discovery based on material facts learned in the depositions set forth above, and Respondent reserves the right to oppose such discovery.
- c. Petitioners agree to not take any depositions of Dell or its current or former employees with respect to the Motion, however, Janet Wright and Larry Tu will submit sworn statements (substantially similar to the ones presented to Petitioners) that will be admissible into evidence if offered by Petitioners.
- d. Respondent agrees not to introduce additional testimony from its current or former employees, but Respondent reserves the right to request leave to do so based on material facts learned in the discovery set forth above, and Petitioners reserve the right to object to the introduction of any such additional testimony, and or to request the ability to depose anyone from whom that testimony comes. Respondent reserves the right to oppose any such request for deposition.

e. The discovery identified in Paragraph 1, subsections (a) through (d), and any additional discovery taken by Respondent, shall be completed by December 31, 2015.

2. Petitioners will file and serve their answering brief and related materials in opposition to the Motion, and in support of their Cross-Motion for Summary Judgment (the “Cross-Motion”), on or before January 29, 2016.

3. Respondent will file and serve its reply brief and related materials in support of the Motion, and in opposition to the Cross-Motion, on or before February 29, 2016.

4. In the event any party submits testimony from any person (not previously deposed) in connection with any of the briefs referred to above, such party shall facilitate the prompt deposition of such person by the opposing party.

5. While the schedule contained herein does not contemplate a reply brief with respect to the Cross-Motion, Petitioners may request leave of the Court to file such a reply brief so long as the filing does not delay argument on the Motion and Cross-Motion, and Respondent may oppose any such request.

6. The Parties shall agree that the factual and legal issues raised in the Motion shall be resolved pursuant to Court of Chancery Rule 56(h) based on the paper record and without need for a live evidentiary hearing or trial, subject to any request from the Court for additional information or testimony. The Parties will

use their best efforts to cause argument on the Motion to occur promptly upon completion of the briefing provided for in Paragraphs 2 - 4 hereof.

7. Petitioners waive any argument that Respondent is barred from asserting the positions set forth in the Motion and accompanying submissions due to any failure to assert those positions in a timely manner. Petitioners expressly reserve any and all other defenses to the Motion.

Dated: August __, 2015

/s/ Stuart M. Grant

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Attorneys for Respondent Dell Inc.

SO ORDERED this ____ day of _____, 2015.

Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 57738109

Current Date: Aug 19, 2015

Case Number: 9322-VCL

Case Name: CONF ORD ON DISC - CONS W/ 9046, 9254, 9311, 9321, 9326, 9350, 9351, 9364, 9378, 9379, 9387, 9391-VCL IN RE APPRAISAL OF DELL INC.

/s/ **Judge Laster, J Travis**