



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

CAVAN PARTNERS, LP, a DELL)	
VALUATION TRUST participant)	
)	
Petitioner,)	
)	
v.)	C.A. No. _____
)	
Dell Inc.)	
)	
Respondent.)	

VERIFIED PETITION FOR APPRAISAL OF STOCK

Cavan Partners, LP (“Petitioner”), a participant of the Dell Valuation Trust (“DVT”), by and through its undersigned counsel, states as follows in support of its Verified Petition for Appraisal:

1. Dell Inc., a Delaware Corporation, (“Dell”), is the surviving corporation in the Agreement and Plan of Merger (“Merger”), as described in the original February 5, 2013 Dell proxy statement and related amendments, effective October 29, 2013 (“Effective Date”).

2. Upon the Merger becoming effective, each share of Dell common stock was converted into a right to receive \$13.75 in cash or, in lieu thereof, the right to elect appraisal pursuant to 8 *Del. C.* § 262.

3. On the record date, August 13, 2013, Petitioner was the record owner of 100 shares of Dell common stock (the “Shares”).

4. Within the time prescribed by 8 *Del. C.* § 262, Petitioner caused to be delivered to Dell its written demand for appraisal of the Shares.

5. Subsequent to delivering the demand for appraisal through the Effective Date, Petitioner remained the record owner of the Shares.

6. Petitioner did not vote the Shares in favor of the Merger, has not sought to exchange the Shares for payment from Dell in connection with the Merger, and has not withdrawn the demand for appraisal of the Shares.

7. Petitioner has, therefore, perfected its rights to appraisal in compliance with the provisions of 8 *Del. C.* § 262, and is entitled to a judicial determination of the fair value of the Shares and payment of that amount.

8. Petitioner has authorized the Dell Valuation Trust (“DVT”) to seek a judicial determination of the fair value of the Shares and payment of that amount on its behalf.

WHEREFORE, in accordance with the provisions of 8 *Del. C.* § 262, Petitioner respectfully requests that the Court:

- A. Determine that Petitioner is entitled to appraisal of its Shares pursuant to 8 *Del. C.* § 262;
- B. Appraise Petitioner’s Shares pursuant to 8 *Del. C.* § 262;
- C. Enter a judgment requiring respondent to pay Petitioner (as well as all other Dell stockholders entitled to appraisal) the fair value of its Shares at the time of the merger as determined by the Court;
- D. Award interest from the effect time of the Merger to and including the date of the judgment;
- E. Award Petitioner costs of this action, including attorneys’ fees; and

F. Grant such other and further relief as the Court deems appropriate in the circumstances.

FISH & RICHARDSON P.C.

/s/ Jeremy D. Anderson

Jeremy D. Anderson (DE Bar No.4515)

Erin C.E. Battersby (DE Bar No. 5456)

222 Delaware Avenue, 17th Floor

P.O. Box 1114

Wilmington, Delaware 19899

(302) 652-5070

Attorneys for Petitioner Cavan Partners, LP

Dated: October 29, 2013