

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE APPRAISAL OF DELL INC.

:
: C.A. No. 9322-VCL
:

**AMENDED RESPONSES AND OBJECTIONS TO THE MAGNETAR
FUNDS' FIRST REQUEST FOR PRODUCTION
OF DOCUMENTS TO GRANT & EISENHOFER**

Pursuant to Rules 26 and 34 of the Rules of the Court of Chancery and in response to the Court's Order Granting In Part Motion To Compel Discovery (the "Motion To Compel Order"), Grant & Eisenhofer P.A. ("G&E") hereby submits Amended Responses and Objections to the Magnetar Funds' First Request for Production of Documents.

GENERAL OBJECTIONS

1. G&E objects to each Request, and to each Definition and Instruction, to the extent it seeks information that is immune from disclosure, including information protected by the attorney-client privilege, the work product doctrine, or any other applicable privilege or immunity. Inadvertent disclosure of any privileged information in response to a Request is not a waiver of the applicable protection.

2. G&E objects to the Requests to the extent that the definition of "G&E," "You," and "Your" suggests that a response to the Requests is required on behalf of, or concerning, anyone "purporting to act" on G&E's behalf.

3. G&E objects to Definition No. 4 to the extent the definition of “Entitlement issue” includes “*all litigation in the Action related*” to the issue identified by the Magnetar Funds, as the phrase “all litigation in the Action related” is vague and overbroad.

4. G&E objects to Instruction No. 4 on the basis that it purports to require the production of documents without any redactions. To the extent G&E produces documents that are, in part, subject to the attorney-client privilege, the attorney work product doctrine or any other privilege or doctrine barring their disclosure, the document would be produced in redacted form.

5. G&E objects to Instruction No. 8 on the grounds that it purports to impose an obligation on G&E to identify particular documents as responsive to particular requests, a task beyond the scope of a party’s obligations pursuant to Court of Chancery Rules 26 and 34.

6. G&E objects to Instruction No. 13, as the term “Respondent” is undefined and vague.

**AMENDED RESPONSES AND OBJECTIONS TO
REQUESTS FOR PRODUCTION**

G&E submits amended objections and responses to those Requests as to which amended objections and responses are required pursuant to the Motion To Compel Order.

Request No. 1: Your engagement letter or letters with T. Rowe Price concerning Your representation of T. Rowe Price in the Action, and any Documents and Communications concerning the negotiation of any of the terms of the engagement letter or letters.

Response to Request No. 1:

In accordance with the Motion To Compel Order, G&E states that it has produced an unredacted copy of its engagement letter with TRP. G&E further states that the retention agreement with TRP reflects the parties' entire agreement about payment or expense arrangements and that G&E does not have any other documents that reflect or relate to agreements about payment or expense arrangements.

Request No. 4: All Documents concerning how, if at all, expenses would be allocated among the appraisal petitioners in the Action, including but not limited to how expenses would be allocated to the T. Rowe Price shares in the event that the Court determined that those shares were or were not entitled to appraisal.

Response to Request No. 4:

In accordance with the Motion To Compel Order, G&E has produced an unredacted copy of its retainer with TRP, which reflects the parties' entire agreement about payment of expenses. G&E will produce certain communications between it and TRP and between it and counsel for other members of the appraisal class concerning how expenses would be allocated among the appraisal petitioners in the Action, including how expenses would be allocated to the T. Rowe Price shares in the event the Court determined that those shares were or were not entitled

to appraisal; G&E does not have any other documents that are responsive to this Request.

Request No. 5: Documents sufficient to demonstrate any or all monies that have been paid or will be paid to You by T. Rowe Price for any fees and expenses incurred by You in connection with the Action.

Response to Request No. 5:

At the time G&E responded to these Requests on June 13, 2016, it had no documents responsive to this Request. Subsequent to June 13, 2016, TRP and Dell reached an agreement in which certain Petitioners who were ruled ineligible for appraisal would give up their appellate rights in return for a reduced interest payment (totaling \$28 million in the aggregate) and a prompt return of their merger consideration. G&E has recovered attorneys' fees in connection with this agreement. G&E did not recover any expenses in connection with this agreement because there were no expenses incurred in connection with the interest payment. Subject to and without waiving its right to withhold communications on other topics between G&E and TRP as protected by the attorney-client privilege, G&E will produce documents sufficient to show the attorneys' fees that it has been paid on behalf of TRP in connection with the above-described agreement. G&E further responds that it has been paid no monies by TRP for expenses incurred by G&E in connection with this Action.

Request No. 7: Documents sufficient to demonstrate the allocation of costs and expenses incurred by You litigating the Entitlement issue and the costs and expenses incurred by You litigating the Valuation issue.

Response to Request No. 7:

G&E has produced all backup documentation underlying the expenses for which G&E seeks reimbursement in this Action, has identified those expenses that were incurred in connection with litigating the Entitlement issue, and has agreed not to seek reimbursement for the expenses that were incurred in connection with litigating the Entitlement issue. G&E has no additional responsive documents beyond those which have already been produced.

Dated: July 21, 2016

GRANT & EISENHOFER P.A.

/s/ Christine M. Mackintosh

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