

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

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IN RE APPRAISAL OF DELL INC.

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: C.A. No. 9322-VCL  
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**AMENDED RESPONSES AND OBJECTIONS TO THE  
MAGNETAR FUNDS' FIRST REQUEST FOR  
PRODUCTION OF DOCUMENTS TO T. ROWE PRICE**

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"), T. Rowe Price Associates, Inc. ("TRP"), through its undersigned counsel, 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. TRP 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. TRP objects to the Requests to the extent that the definition of “T. Rowe Price,” “You,” and “Your” purport to require a response on behalf of anyone “purporting to act” on TRP’s behalf.

3. TRP 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. TRP objects to Instruction No. 13, as the term “Respondent” is undefined and vague.

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

TRP 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 with G&E concerning G&E’s representation of You 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, TRP states that it has produced an unredacted copy of its engagement letter with G&E. TRP further states that the retention agreement with G&E reflects the parties’ entire agreement concerning payment or expense arrangements and that TRP does not have any

other documents that reflect or relate to agreements about payment or expense arrangements.

**Request No. 2:** All Documents concerning how expenses incurred by G&E in the Action would be allocated to You, including but not limited to in the event that the Court determined that Your Dell Inc. shares were or were not entitled to appraisal.

**Response to Request No. 2:**

In accordance with the Motion To Compel Order, TRP states that it has produced an unredacted copy of its engagement letter with G&E. TRP will produce all documents in its possession “reflecting any agreement or understanding regarding the allocation of expenses,” as referenced in the Motion To Compel Order.

**Request No. 3:** Documents sufficient to demonstrate any or all monies that have been paid by You to G&E for any fees and expenses incurred by G&E in connection with the Action.

**Response to Request No. 3:**

At the time TRP 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 the agreement

because there were no expenses incurred that were associated 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, TRP will produce herewith documents sufficient to show the attorneys' fees that were paid to G&E on behalf of TRP in connection with the above-described agreement. TRP further responds that it has paid no monies to G&E for expenses incurred by G&E in connection with the Action.

**Request No. 7:** Documents sufficient to demonstrate whether or not You paid any expenses or costs in connection with the Action, and if You paid such expenses or costs the reasons for doing so.

**Response to Request No. 7:**

TRP responds that it has not paid any expenses or costs in connection with this Action.

Dated: July 21, 2016

GRANT & EISENHOFER P.A.

/s/ Christine M. Mackintosh

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