



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 STAYING FINAL ORDER
AND JUDGMENT PENDING APPEAL**

WHEREAS, on November 21, 2016, the Court issued a Final Order and Judgment against Respondent and in favor of claimants entitled to the appraisal remedy in the amount of \$17.62 per share, plus interest at the statutory rate through and including the date of payment, and in favor of Grant & Eisenhofer P.A. in the amount of \$8,075,865.94 for attorneys’ fees and expenses charged against claimants entitled to the appraisal remedy awarded under 8 *Del. C.* § 262(j) (the “Payment Obligation”);

WHEREAS, on November 22, 2016, Respondent filed a Notice of Appeal;

WHEREAS, the parties have agreed to a stay of the Payment Obligation pending appeal provided that Respondent posts a bond in the amount of \$123,000,000, approximately the full amount of the Payment Obligation as of October 31, 2016 plus interest through October 31, 2017, within five days of entry of this Order.

NOW, THEREFORE, IT IS STIPULATED AND AGREED, by and between the parties through their undersigned counsel, pursuant to Article IV § 24

of the Constitution of the State of Delaware, Supreme Court Rule 32, and Court of Chancery Rule 62(d), subject to the approval of the Court, as follows:

1. Execution of the Final Order and Judgment entered by this Court on November 21, 2016 is stayed pending the expiration of any time for Respondent to appeal or the disposition of any timely appeal of the above-captioned action to the Delaware Supreme Court (including any subsequent proceedings), whichever is later, provided that Respondent posts a bond in the amount of \$123,000,000 within five business days of entry of this Order and maintains such bond throughout the pendency of the appeal.

/s/ Christine M. Mackintosh
Stuart M. Grant (#2526)
Michael J. Barry (#4368)
Christine M. Mackintosh (#5085)
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-and-

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Dated: November 23, 2016

IT IS SO ORDERED this _____ day of _____, 2016.

/s/ John D. Hendershot _____

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Attorneys for Respondent Dell Inc.

Vice Chancellor J. Travis Laster