



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

GKC STRATEGIC VALUE MASTER)
FUND, LP and GKC SV SMA I, LLC,)
)
Petitioners,)
)
v.)
)
ORBITAL ATK, INC., a Delaware)
corporation,)
)
Respondent.)

C. A. No. _____

PETITION FOR APPRAISAL OF STOCK

Pursuant to Section 262 of the General Corporation Law of the State of Delaware (the “DGCL”), Petitioners GKC Strategic Value Master Fund, LP and GKC SV SMA I, LLC (“Petitioners”), hereby petition the Court of Chancery for a determination of fair value of their shares of common stock of Respondent Orbital ATK, Inc. (“Orbital”). In support thereof, Petitioners state as follows:

1. At all times relevant hereto, Petitioners were the beneficial owners of 392,750 aggregate shares of Orbital common stock.
2. Orbital is a Delaware corporation.
3. On June 6, 2018, Northrop Grumman Corporation (“Northrop”) completed its acquisition (the “Merger”) of Orbital. The Merger occurred pursuant to a merger agreement (the “Merger Agreement”), dated as of September 17, 2017, by and among Northrop, Neptune Merger, Inc. and OA. Section 2.02 of the Merger Agreement provides that appraisal rights are available to Petitioner.

4. In the Merger, each of the remaining outstanding shares of Orbital common stock, other than those held by Northrop and its subsidiaries, was converted into the right to receive an amount in cash equal to \$134.50 per Orbital share.

5. Petitioners demanded appraisal of their Orbital common shares in accordance with Section 262 of the DGCL. A true and correct copy of Petitioners' appraisal demand letters are attached hereto as Exhibit A (the "Appraisal Demands").

6. The Appraisal Demands complied in all respects with Section 262 of the DGCL.

7. Petitioners have not withdrawn their Appraisal Demands.

8. This Petition is being filed within 120 days of the effective date of the Merger.

9. As a result of the foregoing, Petitioners are entitled to appraisal of their shares of Orbital common stock pursuant to Section 262 of the DGCL.

10. Respondent is required to pay Petitioners the fair value of Petitioners' shares of Orbital common stock, as determined by the Court in this appraisal action.

WHEREFORE, Petitioner seeks judgment awarding it: (a) their fair value of the Appraisal Shares as of the effective date of the Merger; (b) statutory interest proscribed in Section 262(h); (c) the costs of this proceeding, including an award of

expert witness and attorneys' fees; and, (d) such other relief as shall be just and appropriate.

ANDERSEN SLEATER SIANNI LLC

DATED: June 8, 2018

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