SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-3

RULE 13E-3 TRANSACTION STATEMENT
Under Section 13(e) of the Securities Exchange Act of 1934
Amendment No. 6

DELL INC.

(Name of Issuer)

Dell Inc.
Denali Holding Inc.
Denali Intermediate Inc.
Denali Acquiror Inc.
Silver Lake Partners III, L.P.
Silver Lake Technology Associates III, L.P.
SLTA III (GP), L.L.C.
Silver Lake Group, L.L.C.
Silver Lake Partners IV, L.P.
Silver Lake Technology Associates IV, L.P.
SLTA IV (GP), L.L.C.
Silver Lake Technology Investors III, L.P.
Mr. Michael S. Dell
Susan Lieberman Dell Separate Property Trust
MSDC Management, L.P.
MSDC Management (GP), LLC
(Name of Persons Filing Statement)

Common Stock, par value $0.01 per share
(Title of Class of Securities)

24702R101
(CUSIP Number of Class of Securities)

Lawrence P. Tu
Senior Vice President and General Counsel
Dell Inc.
One Dell Way
Round Rock, Texas 78682
(512) 338-4400

Karen King
Chief Legal Officer
Silver Lake Partners
2775 Sand Hill Road, Suite 100
Menlo Park, California 94205
(650) 233-8120

Michael S. Dell
c/o Dell Inc.
One Dell Way
Round Rock, Texas 78682
(512) 338-4400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Persons Filing Statement)

With copies to:

Jeffrey J. Rosen, Esq. **William D. Regner, Esq.** **Michael A. Diz, Esq.** **Debevoise & Plimpton LLP** **919 Third Avenue** **New York, New York 10022** **(212) 909-6000**	**Richard Capelouto, Esq.** **Chad Skinner, Esq.** **Simpson Thacher & Bartlett LLP** **2475 Hanover Street** **Palo Alto, California 94304** **(650) 251-5000**	**Steven A. Rosenblum, Esq.** **Andrew J. Nussbaum, Esq.** **Gordon S. Moodie, Esq.** **Wachtell, Lipton, Rosen & Katz** **52 West 52nd Street** **New York, New York 10019** **(212) 403-1000**

This statement is filed in connection with (check the appropriate box):

☒ The filing of solicitation materials on an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.

☐ The filing of a registration statement under the Securities Act of 1933.

☐ A tender offer.

☐ None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: ☒

Check the following box if the filing is a final amendment reporting the results of the transaction: ☐

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
$20,747,146,376.79	$2,829,910.77

* Set forth the amount on which the filing fee is calculated and state how it was determined.

* Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11: In accordance with Exchange Act Rule 0-11(c), the filing fee of $2,829,910.77 was determined by multiplying 0.0001364 by the aggregate merger consideration of $20,747,146,376.79. The aggregate merger consideration was calculated as the sum of (i) the product of (a) 1,781,176,938 outstanding shares of common stock (including shares subject to restricted stock units and shares of restricted stock) as of March 25, 2013 to be acquired in the merger, multiplied by (b) the per share merger consideration of $13.65, plus (ii) the product of (x) 25,482,624 shares of common stock underlying outstanding employee stock options with an exercise price of $13.65 or less, multiplied by (y) $6.46, representing the difference between the $13.65 per share merger consideration and the $7.19 weighted average exercise price of such options.

☒ Check the box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule, and the date of its filing.

Amount Previously Paid: $2,829,910.77
Form or Registration No.: Schedule 14A
Filing Party: Dell Inc.
Date Filed: March 29, 2013

Introduction

This Amendment No. 6 to Rule 13E-3 Transaction Statement on Schedule 13E-3, together with the exhibits thereto (the "Transaction Statement") is being filed with the Securities and Exchange Commission (the "SEC") pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the "Exchange Act"), jointly by the following persons (each, a "Filing Person," and collectively, the "Filing Persons"): (i) Dell Inc., a Delaware corporation (the "Company") and the issuer of the common stock, par value $0.01 per share (the "Common Stock") that is subject to the Rule 13e-3 transaction, (ii) Denali Holding Inc., a Delaware corporation ("Parent"), (iii) Denali Intermediate Inc., a Delaware corporation and wholly-owned subsidiary of Parent ("Intermediate"), (iv) Denali Acquiror Inc., a Delaware corporation and wholly-owned subsidiary of Intermediate ("Merger Sub" and, together with Parent and Intermediate, the "Parent Parties"), (v) Silver Lake Partners III, L.P., a Delaware limited partnership, (vi) Silver Lake Technology Associates III, L.P., a Delaware limited partnership, (vii) SLTA III (GP), L.L.C., a Delaware limited liability company, (viii) Silver Lake Group, L.L.C., a Delaware limited liability company, (ix) Silver Lake Partners IV, L.P., a Delaware limited partnership, (x) Silver Lake Technology Associates IV, L.P., a Delaware limited partnership, (xi) SLTA IV (GP), L.L.C., a Delaware limited liability company, (xii) Silver Lake Technology Investors III, L.P., a Delaware limited partnership, (xiii) Mr. Michael S. Dell, an individual and Chairman and Chief Executive Officer of the Company, (xiv) Susan Lieberman Dell Separate Property Trust (and, together with Mr. Dell, the "MD Investors"), (xv) MSDC Management, L.P., a Delaware limited partnership and (xvi) MSDC Management (GP), LLC, a Delaware limited liability company.

On February 5, 2013, the Company, Parent, Intermediate and Merger Sub entered into an Agreement and Plan of Merger (as it may be amended from time to time, the "Merger Agreement"). Pursuant to the Merger Agreement, Merger Sub will be merged with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly-owned subsidiary of Intermediate. Concurrently with the filing of this Transaction Statement, the Company is filing with the SEC an amended proxy statement (the "Proxy Statement") under Regulation 14A of the Exchange Act, relating to a special meeting of the stockholders of the Company at which the holders of the Common Stock will be asked to consider and vote on a proposal to adopt the Merger Agreement. The adoption of the Merger Agreement by the affirmative vote of the holders of (i) at least a majority of the outstanding shares of Common Stock entitled to vote thereon and (ii) at least a majority of the outstanding shares of Common Stock entitled to vote thereon held by stockholders other than the Parent Parties, Michael S. Dell and certain of his related family trusts, any other officers and directors of the Company and any other person having any equity interest in, or any right to acquire any equity interest in, Merger Sub or any person of which Merger Sub is a direct or indirect subsidiary are conditions to the consummation of the Merger. A copy of the Proxy Statement is attached hereto as Exhibit (a)(1) and a copy of the Merger Agreement is attached as Annex A to the Proxy Statement.

Under the terms of the Merger Agreement, at the effective time of the Merger, each share of Common Stock outstanding immediately prior to the effective time of the Merger (other than certain excluded shares and shares held by any of the Company's stockholders who are entitled to and properly exercise appraisal rights under Delaware law) will be converted into the right to receive $13.65 in cash, without interest (the "Merger Consideration"), less any applicable withholding taxes, whereupon all such shares will be automatically canceled upon the conversion thereof and will cease to exist, and the holders of such shares will cease to have any rights with respect thereto other than the right to receive the Merger Consideration. Shares of Common Stock held by any of the Parent Parties (including the shares held by Michael S. Dell and certain of his related family trusts, which shares will be contributed to Parent prior to the Merger) and by the Company or any wholly-owned subsidiary of the Company will not be entitled to receive the Merger Consideration.

Except as otherwise agreed to in writing prior to the effective time of the Merger by Parent and a holder of an option to purchase shares of Common Stock (each, a "Company Stock Option"), each Company Stock Option granted under the Company's stock plans other than the Dell Inc. Amended and Restated 2002 Long-Term Incentive Plan (the "2002 Plan") and the Dell Inc. 2012 Long-Term Incentive Plan (the "2012 Plan"), whether vested or unvested and whether with an exercise price per share that is greater or less than or equal to $13.65, that is outstanding immediately prior to the effective time of the Merger, will be canceled and converted into the right to receive an amount in cash equal to the product of (i) the total number of shares of Common Stock subject to such Company Stock Option and (ii) the excess, if any, of $13.65 over the exercise price per share of Common Stock subject to such Company Stock Option, less such amounts as are required to be withheld or deducted under applicable tax provisions. Parent has indicated to the Company that it intends to request, pursuant to the Merger Agreement, that the Company, before the completion of the Merger, commence a tender offer (the "option tender offer") to purchase for cash, at prices to be determined by Parent, each tendered Company Stock Option granted under the 2002 Plan and the 2012 Plan, whether vested or unvested and whether with an exercise price per share that is greater or less than or equal to $13.65, that is outstanding immediately prior to the effective time of the Merger. Subject to the terms and conditions of the option tender offer, which conditions would include the consummation of the merger, each such Company Stock Option that is validly tendered and not withdrawn by the holder thereof would be canceled in exchange for the applicable cash payment promptly after the completion of the Merger. Also in accordance with the Merger Agreement, Company Stock Options granted under the 2002 Plan and the 2012 Plan that are outstanding immediately prior to the effective time of the Merger and not accepted for cancellation and payment in the option tender offer would be converted at the effective time of the Merger into options to purchase, on substantially the same terms and conditions (including vesting conditions) applicable to such Company Stock Option immediately prior to the effective time of the Merger, shares of Parent common stock. Notwithstanding the provisions of the Merger Agreement, Mr. Dell would not participate in the option tender offer and his Company Stock Options will be canceled for no consideration in connection with the Merger.

Except as otherwise agreed to in writing prior to the effective time of the merger by Parent and a holder of an award of restricted stock units with respect to shares of Common Stock (each a "Company RSU Award") with respect to any of such holder's Company RSU Awards, each Company RSU Award, whether vested or unvested, that is outstanding immediately prior to the effective time of the Merger, will be canceled and converted into the right to receive an amount in cash equal to the product of (i) the total number of shares of Common Stock subject to such Company RSU Award multiplied by (ii) $13.65, less such amounts as are required to be withheld or deducted under applicable tax provisions, subject to the recipient remaining in service until the vesting date applicable with respect to such awards. For purposes of unvested Company RSU Awards, any performance-based vesting condition will be treated as having been attained at the "target" level, and awards that are subject to performance-based vesting conditions will be deemed to vest ratably on the last day of each fiscal year during the portion of the performance period applicable to such awards that occurs following the effective time of the merger. In addition, holders of Company RSU Awards will receive any additional amounts related to dividend equivalents credited with respect to such Company RSU Awards prior to the effective time. Notwithstanding the provisions of the Merger Agreement, Mr. Dell's unvested performance-based Company RSU Awards will be canceled and converted into a right to receive a cash amount as described above; however such cash amount will vest and pay out upon the Company RSU Awards' original vesting and payout dates.

Except as otherwise agreed to in writing prior to the effective time of the merger by Parent and a holder of any restricted shares of Common Stock (each a "Company Restricted Share") with respect to any of such holder's Company Restricted Shares, each Company Restricted Share that is outstanding immediately prior to the effective time of the Merger, will be canceled and converted into the right to receive an amount in cash equal to $13.65 less such amounts as are required to be withheld or deducted under applicable tax provisions. In addition, each holder of Company Restricted Shares will remain entitled to receive any additional amounts related to dividends payable on such Company Restricted Shares prior to the effective time but which remain subject to the vesting of the Company Restricted Shares. Payment in respect of Company Restricted Shares (including associated amounts related to dividends) will be made on such date(s) as the Company Restricted Shares would have otherwise vested, but only if the holder of such Company Restricted Shares remains continuously employed with the surviving corporation through such vesting dates.

As of May 22, 2013, Mr. Dell and certain of his related family trusts beneficially owned, in the aggregate, 274,434,319 shares of Common Stock (including (i) 1,101,948 shares subject to Company stock options exercisable within 60 days and (ii) 33,186 shares held in Mr. Dell's 401(k) plan), or approximately 15.6% of the total number of outstanding shares of Common Stock, and have agreed with Parent to contribute to Parent, immediately prior to the consummation of the merger, 273,299,383 shares in exchange for common stock of Parent.

The cross-references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the Proxy Statement of the information required to be included in response to the items of Schedule 13E-3. Pursuant to General Instruction F to Schedule 13E-3, the information contained in the Proxy Statement, including all annexes thereto, is incorporated by reference herein in its entirety, and the responses to each item in this Transaction Statement are qualified in their entirety by the information contained in the Proxy Statement and the annexes thereto. As of the date hereof, the Proxy Statement is in preliminary form and is subject to completion or amendment. Capitalized terms used but not defined in this Transaction Statement shall have the meanings given to them in the Proxy Statement.

While each of the Filing Persons acknowledges that the Merger is a going private transaction for purposes of Rule 13E-3 under the Exchange Act, the filing of this Transaction Statement shall not be construed as an admission by any Filing Person, or by any affiliate of a Filing Person, that the Company is "controlled" by any other Filing Person.

All information contained in, or incorporated by reference into, this Transaction Statement concerning each Filing Person has been supplied by such Filing Person.

Item 1. Summary Term Sheet

The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER"

Item 2. Subject Company Information

(a) Name and Address. The Company's name, and the address and telephone number of its principal executive offices are as follows:

DELL INC.
One Dell Way
Round Rock, Texas 78682
(512) 338-4400

(b) Securities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER"
"THE SPECIAL MEETING—Record Date and Quorum"
"IMPORTANT INFORMATION REGARDING DELL—Security Ownership of Certain Beneficial Owners and Management"

(c) Trading Market and Price. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

"IMPORTANT INFORMATION REGARDING DELL—Market Price of the Company's Common Stock and Dividend Information"

(d) Dividends. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

"THE MERGER AGREEMENT—Conduct of the Business Pending the Merger"

“IMPORTANT INFORMATION REGARDING DELL—Market Price of the Company’s Common Stock and Dividend Information”

(e) Prior Public Offerings. Not Applicable.

(f) Prior Stock Purchases. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“IMPORTANT INFORMATION REGARDING DELL—Transactions in Common Stock”

Item 3. Identity and Background of Filing Person

(a) Name and Address. Dell Inc. is the subject company. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“THE PARTIES TO THE MERGER”
“IMPORTANT INFORMATION REGARDING DELL”
“IMPORTANT INFORMATION REGARDING THE PARENT PARTIES, THE SLP FILING PERSONS, THE MD FILING PERSONS AND THE MSDC FILING PERSONS”

(b) Business and Background of Entities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”
“THE PARTIES TO THE MERGER”
“IMPORTANT INFORMATION REGARDING DELL—Company Background”
“IMPORTANT INFORMATION REGARDING THE PARENT PARTIES, THE SLP FILING PERSONS, THE MD FILING PERSONS AND THE MSDC FILING PERSONS”

(c) Business and Background of Natural Persons. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“IMPORTANT INFORMATION REGARDING THE PARENT PARTIES, THE SLP FILING PERSONS, THE MD FILING PERSONS AND THE MSDC FILING PERSONS”

Item 4. Terms of the Transaction

(a) Material Terms.

(1) Tender Offers. Not applicable.

(2) Mergers or Similar Transactions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”
“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”
“SPECIAL FACTORS—Background of the Merger”
“SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Company for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the MD Filing Persons for the Merger”

"SPECIAL FACTORS—Plans for the Company After the Merger"
"SPECIAL FACTORS—Certain Effects of the Merger"
"SPECIAL FACTORS—Interests of the Company's Directors and Executive Officers in the Merger"
"SPECIAL FACTORS—Material U.S. Federal Income Tax Consequences of the Merger"
"SPECIAL FACTORS—Anticipated Accounting Treatment of the Merger"
"SPECIAL FACTORS—Payment of Merger Consideration and Surrender of Stock Certificates"
"THE SPECIAL MEETING—Required Vote"
"THE MERGER AGREEMENT—Effect of the Merger on the Common Stock"
"THE MERGER AGREEMENT—Treatment of Company Stock Options, Company RSU Awards and Company Restricted Shares"
"THE MERGER AGREEMENT—Payment for the Common Stock in the Merger"
"THE MERGER AGREEMENT—Conditions to the Merger"

(c) Different Terms. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"SPECIAL FACTORS—Certain Effects of the Merger"
"SPECIAL FACTORS—Limited Guarantees"
"SPECIAL FACTORS—Interests of the Company's Directors and Executive Officers in the Merger"
"SPECIAL FACTORS—Voting Agreement"
"THE MERGER AGREEMENT—Effect of the Merger on the Common Stock"

(d) Appraisal Rights. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER"
"RIGHTS OF APPRAISAL"
ANNEX D—SECTION 262 OF THE DELAWARE GENERAL CORPORATION LAW

(e) Provisions for Unaffiliated Security Holders. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

"PROVISIONS FOR UNAFFILIATED STOCKHOLDERS"

(f) Eligibility for Listing or Trading. Not applicable.

Item 5. Past Contacts, Transactions, Negotiations and Agreements

(a) Transactions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"SPECIAL FACTORS—Background of the Merger"
"SPECIAL FACTORS—Financing for the Merger"
"SPECIAL FACTORS—Limited Guarantees"
"SPECIAL FACTORS—Interests of the Company's Directors and Executive Officers in the Merger"
"SPECIAL FACTORS—Voting Agreement"
"THE MERGER AGREEMENT"
"IMPORTANT INFORMATION REGARDING DELL—Transactions between the SLP Filing Persons and
Executive Officers of the Company"
ANNEX A—AGREEMENT AND PLAN OF MERGER

(b)—(c) Significant Corporate Events; Negotiations or Contacts . The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"SPECIAL FACTORS—Background of the Merger"
"SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger"
"SPECIAL FACTORS—Position of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons as to Fairness of the Merger"
"SPECIAL FACTORS—Position of the MD Filing Persons as to Fairness of the Merger"
"SPECIAL FACTORS—Purposes and Reasons of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons for the Merger"
"SPECIAL FACTORS—Purposes and Reasons of the MD Filing Persons for the Merger"
"SPECIAL FACTORS—Interests of the Company's Directors and Executive Officers in the Merger"
"THE MERGER AGREEMENT"
ANNEX A—AGREEMENT AND PLAN OF MERGER

(e) Agreements Involving the Subject Company's Securities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER"
"SPECIAL FACTORS—Background of the Merger"
"SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger"
"SPECIAL FACTORS—Financing for the Merger"
"SPECIAL FACTORS—Certain Effects of the Merger"
"SPECIAL FACTORS—Interests of the Company's Directors and Executive Officers in the Merger"
"SPECIAL FACTORS—Voting Agreement"
"THE SPECIAL MEETING—Required Vote"
"THE MERGER AGREEMENT"
ANNEX A—AGREEMENT AND PLAN OF MERGER

Item 6. Purposes of the Transaction, and Plans or Proposals

(b) Use of Securities Acquired. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"SPECIAL FACTORS—Certain Effects of the Merger"
"SPECIAL FACTORS—Interests of the Company's Directors and Executive Officers in the Merger"
"SPECIAL FACTORS—Payment of Merger Consideration and Surrender of Stock Certificates"
"THE MERGER AGREEMENT—Effect of the Merger on the Common Stock"
"THE MERGER AGREEMENT—Treatment of Company Stock Options, Company RSU Awards and Company restricted shares"
ANNEX A—AGREEMENT AND PLAN OF MERGER

(c)(1)—(8) Plans. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER"
"SPECIAL FACTORS—Background of the Merger"

“SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger”
“SPECIAL FACTORS—Position of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons as to Fairness of the Merger”
“SPECIAL FACTORS—Position of the MD Filing Persons as to Fairness of the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Company for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Parent Parties, the SLP Filings Persons and the MSDC Filing Persons for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the MD Filing Persons for the Merger”
“SPECIAL FACTORS—Plans for the Company After the Merger”
“SPECIAL FACTORS—Certain Effects of the Merger”
“SPECIAL FACTORS—Financing for the Merger”
“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”
“THE MERGER AGREEMENT—Structure of the Merger”
“THE MERGER AGREEMENT—Effect of the Merger on the Common Stock”
“THE MERGER AGREEMENT—Treatment of Company Stock Options, Company RSU Awards and Company Restricted Shares”
ANNEX A—AGREEMENT AND PLAN OF MERGER

Item 7. Purposes, Alternatives, Reasons and Effects

(a) Purposes. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”
“SPECIAL FACTORS—Background of the Merger”
“SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Company for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Parent Parties, the SLP Filing Parties and the MSDC Filing Persons for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the MD Filing Persons for the Merger”
“SPECIAL FACTORS—Plans for the Company After the Merger”

(b) Alternatives. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SPECIAL FACTORS—Background of the Merger”
“SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Company for the Merger”
“SPECIAL FACTORS—Plans for the Company After the Merger”

(c) Reasons. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”
“SPECIAL FACTORS—Background of the Merger”
“SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger”
“SPECIAL FACTORS—Position of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons as to Fairness of the Merger”
“SPECIAL FACTORS—Position of the MD Filing Persons as to Fairness of the Merger”

“SPECIAL FACTORS—Purposes and Reasons of the Company for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the MD Filing Persons for the Merger”
“SPECIAL FACTORS—Plans for the Company After the Merger”
“SPECIAL FACTORS—Certain Effects of the Merger”

(d) Effects. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”
“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”
“SPECIAL FACTORS—Background of the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Company for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the MD Filing Persons for the Merger”
“SPECIAL FACTORS—Plans for the Company After the Merger”
“SPECIAL FACTORS—Certain Effects of the Merger”
“SPECIAL FACTORS—Financing for the Merger”
“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”
“SPECIAL FACTORS—Material U.S. Federal Income Tax Consequences of the Merger”
“SPECIAL FACTORS—Fees and Expenses”
“THE MERGER AGREEMENT—Structure of the Merger”
“THE MERGER AGREEMENT—Effect of the Merger on the Common Stock”
“THE MERGER AGREEMENT—Treatment of Company Stock Options, Company RSU Awards and Company Restricted Shares”
“APPRAISAL RIGHTS”
ANNEX A—AGREEMENT AND PLAN OF MERGER
ANNEX D—SECTION 262 OF THE DELAWARE GENERAL CORPORATION LAW

Item 8. Fairness of the Transaction

(a)—(b) Fairness; Factors Considered in Determining Fairness . The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”
“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”
“SPECIAL FACTORS—Background of the Merger”
“SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger”
“SPECIAL FACTORS—Opinion of J.P. Morgan Securities LLC”
“SPECIAL FACTORS—Opinion of Evercore Group L.L.C.”
“SPECIAL FACTORS—Position of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons as to Fairness of the Merger”
“SPECIAL FACTORS—Position of the MD Filing Persons as to Fairness of the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Company for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the MD Filing Persons for the Merger”
“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”
ANNEX B—OPINION OF J.P. MORGAN SECURITIES LLC
ANNEX C—OPINION OF EVERCORE GROUP L.L.C.

The presentations and discussion materials dated February 4, 2013, January 18, 2013, January 15, 2013, December 22, 2012, December 6, 2012, December 5, 2012, October 27, 2012, October 18, 2012, October 9, 2012, October 2, 2012, September 23, 2012, September 21, 2012 and September 14, 2012, each prepared by J.P. Morgan Securities LLC and reviewed by the Board of Directors or the Special Committee of the Company, as applicable, are attached hereto as Exhibits (c)(5), (c)(8), (c)(11), (c)(14), (c)(16), (c)(18), (c)(20) through (c)(22) and (c)(25) through (c)(29) and are incorporated by reference herein. J.P. Morgan Securities LLC has consented to the inclusion of its presentations to the Board of Directors and the Special Committee of the Company as exhibits hereto.

The presentations dated February 4, 2013, January 18, 2013 and January 15, 2013, each prepared by Evercore Group L.L.C. and reviewed by the Board of Directors or the Special Committee of the Company, as applicable, are attached hereto as Exhibits (c)(4), (c)(7), (c)(10) and (c)(13) and are incorporated by reference herein. Evercore Group L.L.C. has consented to the inclusion of its presentations to the Board of Directors and the Special Committee of the Company as exhibits hereto.

The discussion materials dated October 18, 2012 and October 10, 2012, each prepared by Goldman, Sachs & Co. and reviewed by the Board of Directors or the Special Committee of the Company, as applicable, are attached hereto as Exhibits (c)(23) and (c)(24) and are incorporated by reference herein. Goldman, Sachs & Co. has consented to the inclusion of its presentations to the Board of Directors and the Special Committee of the Company as exhibits hereto.

The presentations dated February 4, 2013, January 18, 2013, January 15, 2013, January 2, 2013, December 6, 2012 and December 5, 2012, each prepared by The Boston Consulting Group and reviewed by the Board of Directors or the Special Committee of the Company, as applicable, are attached hereto as Exhibits (c)(3), (c)(6), (c)(9), (c)(12), (c)(15), (c)(17) and (c)(19) and are incorporated by reference herein. The Boston Consulting Group has consented to the inclusion of its presentations to the Board of Directors and the Special Committee of the Company as exhibits hereto.

(c) Approval of Security Holders. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER"
"SPECIAL FACTORS—Position of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons as to Fairness of the Merger"
"THE SPECIAL MEETING—Record Date and Quorum"
"THE SPECIAL MEETING—Required Vote"
"THE MERGER AGREEMENT—Conditions to the Merger"
ANNEX A—AGREEMENT AND PLAN OF MERGER

(d) Unaffiliated Representative. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger"
"PROVISIONS FOR UNAFFILIATED STOCKHOLDERS"

(e) Approval of Directors. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER"
"SPECIAL FACTORS—Background of the Merger"
"SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger"

“SPECIAL FACTORS—Position of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons as to Fairness of the Merger”
“SPECIAL FACTORS—Position of the MD Filing Persons as to Fairness of the Merger”
“SPECIAL FACTORS—Interest of the Company’s Directors and Executive Officers in the Merger”
“THE SPECIAL MEETING—Recommendation of our Board of Directors and Special Committee”

(f) Other Offers. Not applicable.

Item 9. Reports, Opinions, Appraisals and Negotiations

(a)—(c) Report, Opinion or Appraisal; Preparer and Summary of the Report, Opinion or Appraisal; Availability of Documents . The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”
“SPECIAL FACTORS—Background of the Merger”
“SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger”
“SPECIAL FACTORS—Opinion of J.P. Morgan Securities LLC”
“SPECIAL FACTORS—Opinion of Evercore Group L.L.C.”
“WHERE YOU CAN FIND ADDITIONAL INFORMATION”
ANNEX B—OPINION OF J.P. MORGAN SECURITIES LLC
ANNEX C—OPINION OF EVERCORE GROUP L.L.C.

The presentations and discussion materials dated February 4, 2013, January 18, 2013, January 15, 2013, December 22, 2012, December 6, 2012, December 5, 2012, October 27, 2012, October 18, 2012, October 9, 2012, October 2, 2012, September 23, 2012, September 21, 2012 and September 14, 2012, each prepared by J.P. Morgan Securities LLC and reviewed by the Board of Directors or the Special Committee of the Company, as applicable, are attached hereto as Exhibits (c)(5), (c)(8), (c)(11), (c)(14), (c)(16), (c)(18), (c)(20) through (c)(22) and (c)(25) through (c)(29) and are incorporated by reference herein. J.P. Morgan Securities LLC has consented to the inclusion of its presentations to the Board of Directors and the Special Committee of the Company as exhibits hereto.

The presentations dated February 4, 2013, January 18, 2013 and January 15, 2013, each prepared by Evercore Group L.L.C. and reviewed by the Board of Directors or the Special Committee of the Company, as applicable, are attached hereto as Exhibits (c)(4), (c)(7), (c)(10) and (c)(13) and are incorporated by reference herein. Evercore Group L.L.C. has consented to the inclusion of its presentations to the Board of Directors and the Special Committee of the Company as exhibits hereto.

The discussion materials dated October 18, 2012 and October 10, 2012, each prepared by Goldman, Sachs & Co. and reviewed by the Board of Directors or the Special Committee of the Company, as applicable, are attached hereto as Exhibits (c)(23) and (c)(24) and are incorporated by reference herein. Goldman, Sachs & Co. has consented to the inclusion of its presentations to the Board of Directors and the Special Committee of the Company as exhibits hereto.

The presentations dated February 4, 2013, January 18, 2013, January 15, 2013, January 2, 2013, December 6, 2012 and December 5, 2012, each prepared by The Boston Consulting Group and reviewed by the Board of Directors or the Special Committee of the Company, as applicable, are attached hereto as Exhibits (c)(3), (c)(6), (c)(9), (c)(12), (c)(15), (c)(17) and (c)(19) and are incorporated by reference herein. The Boston Consulting Group has consented to the inclusion of its presentations to the Board of Directors and the Special Committee of the Company as exhibits hereto.

The reports, opinions or appraisals referenced in this Item 9 will be made available for inspection and copying at the principal executive offices of the Company during its regular business hours by any interested holder of Common Stock or any representative who has been so designated in writing.

Item 10. Source and Amounts of Funds or Other Consideration

(a)—(b), (d) Source of Funds; Conditions; Borrowed Funds . The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

"SUMMARY TERM SHEET"
"SPECIAL FACTORS—Financing for the Merger"
"SPECIAL FACTORS—Limited Guarantees"
"SPECIAL FACTORS—Interests of the Company's Directors and Executive Officers in the Merger—Rollover Arrangements"
"THE MERGER AGREEMENT—Other Covenants and Agreements—Financing"

(c) Expenses. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"SPECIAL FACTORS—Fees and Expenses"
"THE MERGER AGREEMENT—Termination Fees; Reimbursement of Expenses"
"THE MERGER AGREEMENT—Expenses"

Item 11. Interest in Securities of the Subject Company

(a) Securities Ownership. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

"SUMMARY TERM SHEET"
"SPECIAL FACTORS—Interests of the Company's Directors and Executive Officers in the Merger"
"IMPORTANT INFORMATION REGARDING DELL—Security Ownership of Certain Beneficial Owners and Management"

(b) Securities Transactions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"IMPORTANT INFORMATION REGARDING DELL—Transactions in Common Stock"

Item 12. The Solicitation or Recommendation

(d) Intent to Tender or Vote in a Going-Private Transaction. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

"SUMMARY TERM SHEET"
"QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER"
"SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger"
"SPECIAL FACTORS—Position of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons as to Fairness of the Merger"
"SPECIAL FACTORS—Position of the MD Filing Persons as to Fairness of the Merger"
"SPECIAL FACTORS—Purposes and Reasons of the Company for the Merger"
"SPECIAL FACTORS—Purposes and Reasons of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons for the Merger"
"SPECIAL FACTORS—Purposes and Reasons of the MD Filing Persons for the Merger"
"SPECIAL FACTORS—Voting Agreement"
"THE SPECIAL MEETING—Required Vote"

(e) Recommendations of Others. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger”
“SPECIAL FACTORS—Position of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons as to Fairness of the Merger”
“SPECIAL FACTORS—Position of the MD Filing Persons as to Fairness of the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Company for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the Parent Parties, the SLP Filing Persons and the MSDC Filing Persons for the Merger”
“SPECIAL FACTORS—Purposes and Reasons of the MD Filing Persons for the Merger”

Item 13. Financial Statements

(a) Financial Information. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“IMPORTANT INFORMATION REGARDING DELL—Selected Summary Historical Consolidated Financial Data”
“IMPORTANT INFORMATION REGARDING DELL—Ratio of Earnings to Fixed Charges”
“IMPORTANT INFORMATION REGARDING DELL—Book Value Per Share”
“WHERE YOU CAN FIND ADDITIONAL INFORMATION”

(b) Pro Forma Information. Not applicable.

Item 14. Persons/Assets, Retained, Employed, Compensated or Used

(a)—(b) Solicitations or Recommendations; Employees and Corporate Assets. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”
“SPECIAL FACTORS—Background of the Merger”
“SPECIAL FACTORS—Reasons for the Merger; Recommendation of the Board of Directors; Fairness of the Merger”
“SPECIAL FACTORS—Fees and Expenses”
“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”
“THE SPECIAL MEETING—Solicitation of Proxies”
“THE SPECIAL MEETING—Additional Assistance”

Item 15. Additional Information

(b) Golden Parachute Compensation. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”
“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”
“SPECIAL FACTORS—Advisory Vote on Specified Compensation”
“THE MERGER AGREEMENT—Treatment of Company Stock Options, Company RSU Awards and Company restricted shares”

(c) Other Material Information. The entirety of the Proxy Statement, including all annexes thereto, is incorporated herein by reference.

Item 16. Exhibits

(a)(2)(i)	Preliminary Proxy Statement of Dell Inc. (incorporated by reference to the Schedule 14A filed concurrently with this Transaction Statement with the Securities and Exchange Commission).
(a)(2)(ii)	Form of Proxy Card (incorporated herein by reference to the Proxy Statement).
(a)(2)(iii)	Letter to Stockholders (incorporated herein by reference to the Proxy Statement).
(a)(2)(iv)	Notice of Special Meeting of Stockholders (incorporated herein by reference to the Proxy Statement).
(a)(2)(v)	Press Release issued by Dell Inc., dated February 5, 2013, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on February 5, 2013.
(a)(2)(vi)	Key Messages, dated February 5, 2013, incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the SEC on February 5, 2013.
(a)(2)(vii)	E-mail from Michael Dell to Employees, transmitted on February 5, 2013, incorporated by reference to Exhibit 99.3 to the Company's Current Report on Form 8-K filed with the SEC on February 5, 2013.
(a)(2)(viii)	E-mail from Brian Gladden and Steve Price to Employees, transmitted on February 5, 2013, incorporated by reference to Exhibit 99.4 to the Company's Current Report on Form 8-K filed with the SEC on February 5, 2013.
(a)(2)(ix)	VPD Call Transcript, dated February 5, 2013, incorporated by reference to Exhibit 99.5 to the Company's Current Report on Form 8-K filed with the SEC on February 5, 2013.
(a)(2)(x)	Executive Leadership Team Call Script, dated February 5, 2013, incorporated by reference to Exhibit 99.6 to the Company's Current Report on Form 8-K filed with the SEC on February 5, 2013.
(a)(2)(xi)	Team Member Frequently Asked Questions, dated February 5, 2013, incorporated by reference to Exhibit 99.7 to the Company's Current Report on Form 8-K filed with the SEC on February 5, 2013.
(a)(2)(xii)	E-mail to Channel partner, transmitted on February 5, 2013, incorporated by reference to Exhibit 99.8 to the Company's Current Report on Form 8-K filed with the SEC on February 5, 2013.
(a)(2)(xiii)	EMEA Works Council E-mail, transmitted on February 5, 2013, incorporated by reference to Exhibit 99.9 to the Company's Current Report on Form 8-K filed with the SEC on February 5, 2013.
(a)(2)(xiv)	Account Executive Talking Points, delivered on February 6, 2013, incorporated by reference to the Schedule 14A filed with the SEC on February 6, 2013.
(a)(2)(xv)	E-mail to Employees, transmitted on February 7, 2013, incorporated by reference to the Schedule 14A filed with the SEC on February 7, 2013.
(a)(2)(xvi)	E-mail to Employees, transmitted on February 8, 2013, incorporated by reference to the Schedule 14A filed with the SEC on February 8, 2013.
(a)(2)(xvii)	Note, communicated on February 11, 2013, incorporated by reference to the Schedule 14A filed with the SEC on February 11, 2013.
(a)(2)(xviii)	Questions and Answers About the Dell Transaction, posted to the Dell Inc. web site on February 14, 2013, incorporated by reference to the Schedule 14A filed with the SEC on February 14, 2013.
(a)(2)(xix)	Communication to Employees, circulated on March 4, 2013, incorporated by reference to the Schedule 14A filed with the SEC on March 4, 2013.
(a)(2)(xx)	Note, communicated on March 5, 2013, incorporated by reference to the Schedule 14A filed with the SEC on March 5, 2013.

(a)(2)(xxi)	Statement from the Special Committee, issued on March 6, 2013, incorporated by reference to the Schedule 14A filed with the SEC on March 6, 2013.
(a)(2)(xxii)	Statement from the Special Committee, issued on March 7, 2013, incorporated by reference to the Schedule 14A filed with the SEC on March 7, 2013.
(a)(2)(xxiii)	Note, communicated to Dell employees on March 8, 2013, incorporated by reference to the Schedule 14A filed with the SEC on March 8, 2013.
(a)(2)(xxiv)	Interview given by Michael Dell on March 8, 2013, incorporated by reference to the Schedule 14A filed with the SEC on March 11, 2013.
(a)(2)(xxv)	Letters sent on March 12, 2013, incorporated by reference to the Schedule 14A filed with the SEC on March 12, 2013.
(a)(2)(xxvi)	Letter sent on March 15, 2013, incorporated by reference to the Schedule 14A filed with the SEC on March 15, 2013.
(a)(2)(xxvii)	Statement from the Special Committee, issued on March 25, 2013, incorporated by reference to the Schedule 14A filed with the SEC on March 25, 2013.
(a)(2)(xxviii)	Press release issued by the Special Committee on March 29, 2013, incorporated by reference to the Schedule 14A filed with the SEC on March 29, 2013.
(a)(2)(xxix)	Message to Employees, made available on April 1, 2013, incorporated by reference to the Schedule 14A filed with the SEC on April 1, 2013.
(a)(2)(xxx)	Press release issued by the Special Committee on April 5, 2013, incorporated by reference to the Schedule 14A filed with the SEC on April 5, 2013.
(a)(2)(xxxi)	Press release issued by the Special Committee on April 16, 2013, incorporated by reference to the Schedule 14A filed with the SEC on April 16, 2013.
(a)(2)(xxxii)	Note to Employees, sent on April 19, 2013, incorporated by reference to the Schedule 14A filed with the SEC on April 19, 2013.
(a)(2)(xxxiii)	Press release issued by the Special Committee on April 19, 2013, incorporated by reference to the Schedule 14A filed with the SEC on April 19, 2013.
(a)(2)(xxxiv)	Note to Employees, sent on April 23, 2013, incorporated by reference to the Schedule 14A filed with the SEC on April 23, 2013.
(a)(2)(xxxv)	Press release issued by the Special Committee on May 10, 2013, incorporated by reference to the Schedule 14A filed with the SEC on May 10, 2013.
(a)(2)(xxxvi)	Press release issued by the Special Committee on May 13, 2013, incorporated by reference to the Schedule 14A filed with the SEC on May 13, 2013.
(a)(2)(xxxvii)	Message to Employees, sent on May 13, 2013, incorporated by reference to the Schedule 14A filed with the SEC on May 13, 2013.
(a)(2)(xxxviii)	Press release issued by the Special Committee on May 20, 2013, incorporated by reference to the Schedule 14A filed with the SEC on May 20, 2013.
(b)(1)††††	Second Amended and Restated Facilities Commitment Letter, dated May 3, 2013, among Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Bank PLC, Credit Suisse AG, Credit Suisse Securities (USA) LLC, Royal Bank of Canada, RBC Capital Markets, Deutsche Bank AG New York Branch, Deutsche Bank AG Cayman Islands Branch, Morgan Stanley Senior Funding, Inc., UBS Loan Finance LLC, BNP Paribas and HSBC Bank USA, N.A. and Denali Intermediate Inc.
(b)(2)†	Amended and Restated Securities Purchase Agreement, dated as of March 22, 2013, by and between Denali Holding Inc. and Microsoft Corporation.
(c)(1)	Opinion of J.P. Morgan Securities LLC, dated February 4, 2013 (incorporated herein by reference to Annex B of the Proxy Statement).

(c)(2)	Opinion of Evercore Group L.L.C., dated February 4, 2013 (incorporated herein by reference to Annex C of the Proxy Statement).
(c)(3)	Presentation of The Boston Consulting Group to the Board of Directors of the Company, dated February 4, 2013.
(c)(4)*†††††	Presentation of Evercore Group L.L.C. to the Board of Directors of the Company, dated February 4, 2013.
(c)(5)*†††††	Presentation of J.P. Morgan Securities LLC to the Board of Directors of the Company, dated February 4, 2013.
(c)(6)	Presentation of The Boston Consulting Group to the Special Committee of the Company, dated February 4, 2013.
(c)(7)*†††††	Presentation of Evercore Group L.L.C. to the Special Committee of the Company, dated February 4, 2013.
(c)(8)*†††††	Presentation of J.P. Morgan Securities LLC to the Special Committee of the Company, dated February 4, 2013.
(c)(9)*	Presentation of The Boston Consulting Group to the Board of Directors of the Company, dated January 18, 2013.
(c)(10)*†††††	Presentation of Evercore Group L.L.C. to the Board of Directors of the Company, dated January 18, 2013.
(c)(11)*†††††	Presentation of J.P. Morgan Securities LLC to the Board of Directors of the Company, dated January 18, 2013.
(c)(12)*	Presentation of The Boston Consulting Group to the Special Committee of the Company, dated January 15, 2013.
(c)(13)*†††††	Presentation of Evercore Group L.L.C. to the Special Committee of the Company, dated January 15, 2013.
(c)(14)*†††††	Presentation of J.P. Morgan Securities LLC to the Special Committee of the Company, dated January 15, 2013.
(c)(15)*	Presentation of The Boston Consulting Group to the Special Committee of the Company, dated January 2, 2013.
(c)(16)†††††	Discussion Materials of J.P. Morgan Securities LLC to the Special Committee of the Company, dated December 22, 2012.
(c)(17)	Presentation of The Boston Consulting Group to the Board of Directors of the Company, dated December 6, 2013.
(c)(18)†††††	Discussion Materials of J.P. Morgan Securities LLC to the Board of Directors of the Company, dated December 6, 2012.
(c)(19)	Presentation of The Boston Consulting Group to the Special Committee of the Company, dated December 5, 2013.
(c)(20)†††††	Presentation of J.P. Morgan Securities LLC to the Special Committee of the Company, dated December 5, 2012.
(c)(21)*†††††	Discussion Materials of J.P. Morgan Securities LLC to the Special Committee of the Company, dated October 27, 2012.
(c)(22)*†††††	Discussion Materials of J.P. Morgan Securities LLC to the Special Committee of the Company, dated October 18, 2012.

(c)(23)	Discussion Materials of Goldman, Sachs & Co. to the Board of Directors of the Company, dated October 18, 2012.
(c)(24)	Discussion Materials of Goldman, Sachs & Co. to the Special Committee of the Company, dated October 10, 2012.
(c)(25)*†††††	Presentation of J.P. Morgan Securities LLC to the Special Committee of the Company, dated October 9, 2012.
(c)(26)†††††	Presentation of J.P. Morgan Securities LLC to the Special Committee of the Company, dated October 1, 2012.
(c)(27)*†††††	Discussion Materials of J.P. Morgan Securities LLC to the Special Committee of the Company, dated September 23, 2012.
(c)(28)†††††	Perspectives on Denali of J.P. Morgan Securities LLC to the Special Committee of the Company, dated September 21, 2012.
(c)(29)†††††	Presentation of J.P. Morgan Securities LLC to the Special Committee of the Company, dated September 14, 2012.
(c)(30)†††††	Presentation of J.P. Morgan Securities LLC to the Special Committee of the Company, dated November 16, 2012.
(d)(1)	Agreement and Plan of Merger, dated as of February 5, 2013, by and among Denali Holding Inc., Denali Intermediate Inc., Denali Acquiror Inc. and Dell Inc. (incorporated herein by reference to Annex A of the Proxy Statement).
(d)(2)	Voting and Support Agreement, dated as of February 5, 2013, by and among the stockholders listed on the signature pages thereto and Dell Inc., incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed with the SEC on February 15, 2013.
(d)(3)†	Rollover and Equity Financing Commitment Letter, dated February 5, 2013, among Michael S. Dell, Susan Lieberman Dell Separate Property Trust and Denali Holding Inc.
(d)(4)†	Equity Financing Commitment Letter, dated February 5, 2013, between MSDC Management, L.P. and Denali Holding Inc.
(d)(5)†	Equity Financing Commitment Letter, dated February 5, 2013, among Silver Lake Partners III, L.P., Silver Lake Partners IV, L.P. and Denali Holding Inc.
(d)(6)†	Limited Guarantee, dated as of February 5, 2013, between Michael S. Dell and Dell Inc. in favor of Dell Inc.
(d)(7)†	Limited Guarantee, dated as of February 5, 2013, between Silver Lake Partners III, L.P. and Dell Inc. in favor of Dell Inc.
(d)(8)†	Limited Guarantee, dated as of February 5, 2013, between Silver Lake Partners IV, L.P. and Dell Inc. in favor of Dell Inc.
(d)(9)†	Interim Investors Agreement, dated as of February 5, 2013, by and among Denali Holding Inc., Michael S. Dell, Susan Lieberman Dell Separate Property Trust, MSDC Management, L.P., Silver Lake Partners III, L.P., Silver Lake Partners IV, L.P., Silver Lake Technology Investors III, L.P., and, for purposes of Sections 2.7.2, 2.12.2, 2.12.6, 2.20 and Article III only, Michael S. Dell 2009 Gift Trust and Susan L. Dell 2009 Gift Trust.
(d)(10)†	Form of Employment Agreement to be entered into by and among Dell, Inc., Denali Holding Inc. and Michael S. Dell.
(f)(1)	Section 262 of the Delaware General Corporation Law (incorporated herein by reference to Annex D of the Proxy Statement).

* Certain portions of this exhibit have been redacted and separately filed with the Securities and Exchange Commission pursuant to a request for confidential treatment.

† Previously filed by this Transaction Statement on March 29, 2013.

†† Previously filed by Amendment No. 1 to this Transaction Statement on March 29, 2013.

††† Previously filed by Amendment No. 2 to this Transaction Statement on May 2, 2013.

†††† Previously filed by Amendment No. 3 to this Transaction Statement on May 10, 2013.

††††† Previously filed by Amendment No. 5 to this Transaction Statement on May 20, 2013.

SIGNATURE

After due inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of May 30, 2013

DELL INC.

By: /s/ Brian T. Gladden
Name: Brian T. Gladden
Title: Senior Vice President, Chief Financial Officer

DENALI HOLDING INC.

By: /s/ Karen King
Name: Karen King
Title: Vice President

DENALI INTERMEDIATE INC.

By: /s/ Karen King
Name: Karen King
Title: Vice President

DENALI ACQUIROR INC.

By: /s/ Karen King
Name: Karen King
Title: Vice President

SILVER LAKE PARTNERS III, L.P.

By: Silver Lake Technology Associates III, L.P., its general partner

By: SLTA III (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ James Davidson
Name: James Davidson
Title: Managing Director

SILVER LAKE TECHNOLOGY ASSOCIATES III, L.P.

By: SLTA III (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ James Davidson
Name: James Davidson
Title: Managing Director

SLTA III (GP), L.L.C.

By: Silver Lake Group, L.L.C., its managing member

By: /s/ James Davidson
Name: James Davidson
Title: Managing Director

SILVER LAKE GROUP, L.L.C.

By: /s/ James Davidson
Name: James Davidson
Title: Managing Director

SILVER LAKE PARTNERS IV, L.P.

By: Silver Lake Technology Associates IV, L.P., its general partner

By: SLTA IV (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ James Davidson
Name: James Davidson
Title: Managing Director

SILVER LAKE TECHNOLOGY ASSOCIATES IV, L.P.

By: SLTA IV (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ James Davidson
Name: James Davidson
Title: Managing Director

SLTA IV (GP), L.L.C.

By: Silver Lake Group, L.L.C., its managing member

By: /s/ James Davidson
Name: James Davidson
Title: Managing Director

SILVER LAKE TECHNOLOGY INVESTORS III, L.P.

By: Silver Lake Technology Associates III, L.P., its general partner

By: SLTA III (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ James Davidson
Name: James Davidson
Title: Managing Director

MICHAEL S. DELL

By: /s/ Michael S. Dell
Name: Michael S. Dell

SUSAN LIEBERMAN DELL SEPARATE PROPERTY TRUST

By: /s/ Susan L. Dell
Name: Susan L. Dell
Title: Trustee

MSDC MANAGEMENT, L.P.

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Managing Director

MSDC MANAGEMENT (GP), LLC

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Managing Director

Project Denali

February 04, 2013

Preface

This volume contains copies of slides that will be presented by members of The Boston Consulting Group, Inc. ("BCG"), to members of the Board of Directors of "Denali", and are designed for the use of the Board.

At the presentation, the slides will serve as the focus for discussion. They are incomplete without the accompanying oral commentary.

The financial evaluations contained in this presentation are based upon standard methodologies using public and/or confidential data and assumptions derived from the industry insight gained during the strategic options work for the Board of Directors of "Denali".

Changes in the underlying data or operating assumptions will clearly impact the analyses and conclusions. The Boston Consulting Group does not provide fairness opinions or valuations of market transactions. Our financial evaluations provide a framework for assessing the relative attractiveness of different strategic options.

These materials may not be copied or given to any person or entity (“Third-Parties”) other than the Client without BCG's prior written consent.

Follow up questions from discussion on Jan 15

1. **What is the impact of splitting Denali into Core and New?**

2. **What is the impact of separating DFS (outside go private scenario)?**

Follow up questions from discussion on Jan 15

1

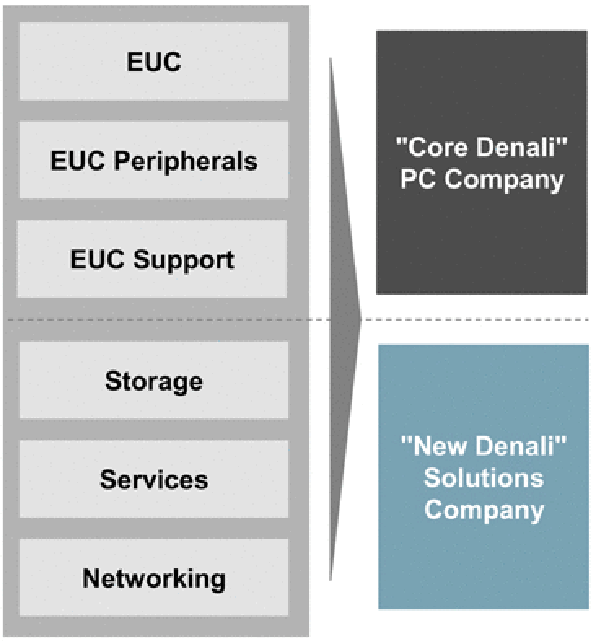
What is the impact of splitting Denali into Core and New?

2

What is the impact of separating DFS (outside go private scenario)?

Four primary impacts from splitting Denali

Proposed split: separate Core / New



Strategic perspective on split

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   - Sales force cross-selling
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Initial review of must-believes to pursue split

	Must believe	Initial assessment	Rationale
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2	**Split enables improved strategies and execution for each BU**		• Broad conviction among Denali leaders that combination of Core and New Denali is at heart of business model and competitive advantage • Gains in management focus could be achieved with new metrics, incentives, BU cost allocations and processes – they do not require split
3	**Split will drive market revaluation**		• Separate Core / New stocks would appeal to new types of investors • However, perceived lack of transparency into BUs is already being addressed by changes in reporting (underway); unclear how much split would add • On average, firms see 3-4% improvement in share price from announcement[1]
4	**Transaction can be executed quickly with little disruption or risk**		• Core/New are highly interlinked operationally and organizationally – A split will likely entail changes to core processes and IT, and require separation of duplicate assets (brand, sales structure, back office, DFS) • Announced demergers do not always reach completion (e.g., HP) • Empirically, demergers are can take time to complete (varies by size of demerger - can be ~6 months planning + 18 months execution) • While separation is in progress, business will be disrupted

1. Analysis based on an event study of 28 spin-offs/equity carve-outs over 2005-09
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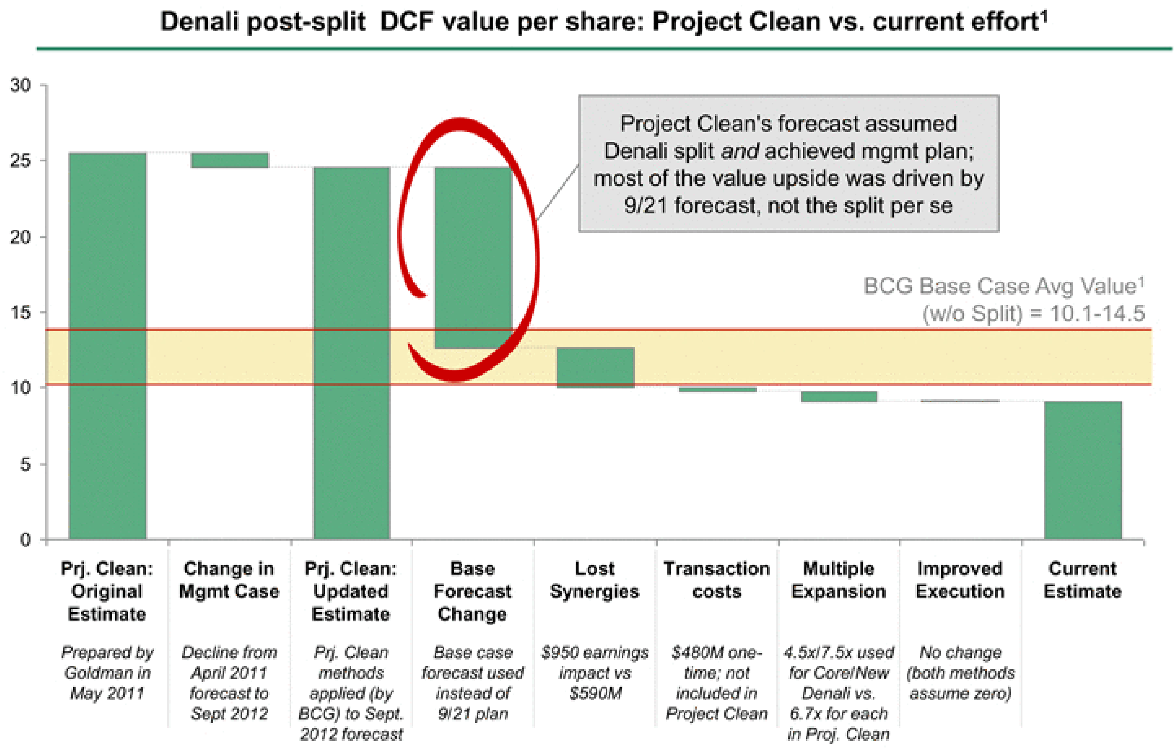

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	Item ($M)	Initial estimate	Project Clean	Drivers	Methodology
Ongoing Dis-Synergies	Revenue (GM Δ)	(420)	(830)	Reduced revenue pull-through	1% reduction in Core GM base of ~$5.1B; 5% reduction in New GM base of ~$7.2B; percentages are half of Project Clean's
	Procurement	(260)	(100)	Decline in purchasing power due to scale loss	Cost increase for processor and hard drive spend: 5% for New (base of ~$3.8B), 1% for Core (base of ~$5.8B)[2]
	Marketing OpEx	(140)	(150)	Decreased synergies, ongoing branding cost	12% increase on base of ~$1.2B[3]; does not include initial re-branding (which is in "one-time costs")
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	Transaction fees	(100)	-	Bank and advisor fees for analysis and deal financing	Industry-standard 0.5% of transaction size ($20B)
	Earnings Impact[1]	**(480)**	-		

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Open questions regarding split

Issue	Outstanding questions	Potential next steps
Synergies / dis-synergies	What dis-synergies would be caused by splitting companies? To what extent will split enable long-term gains through better management?	Launch cross-functional effort to detail synergies bottom-up by division Analyze competitive opportunities for businesses as separate companies
Execution Risk	How long will split take to execute? What is downside risk if split is poorly managed or lasts longer than expected? (Increased turnover, poor sales, etc.)	Build detailed roadmap for logistics of split • Key milestones, deadlines, and owners • Model range of execution scenarios Engage advisors to plan legal and financial structure of split (e.g., spin-off, split-off, etc.)
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Follow up questions from discussion on Jan 15

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What is the impact of splitting Denali into Core and New?

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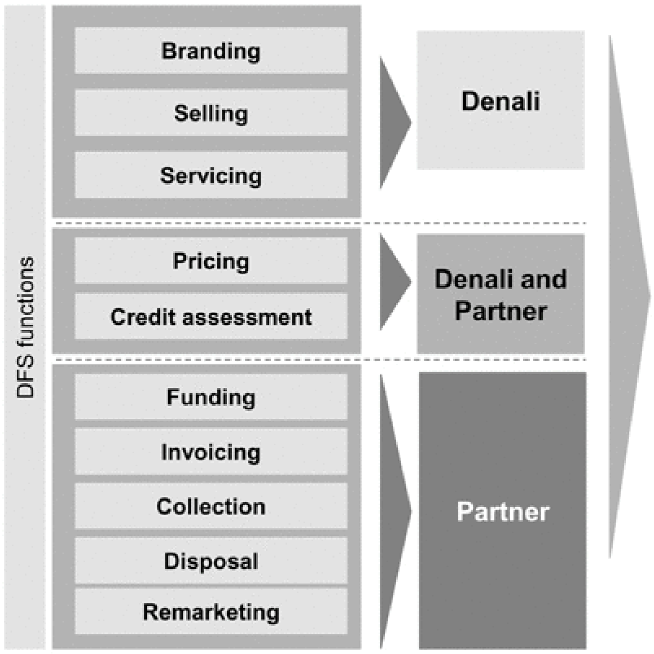
What is the impact of separating DFS (outside go private scenario)?

Four criteria to assess DFS separation (outside 'go private')

Illustrative DFS separation
Possible split of functions



Assessment criteria

1. How important is financing/leasing as part of customer offer?
2. How do benefits of an integrated (captive) finance unit compare to separated (third party) finance entity?
3. Would a DFS separation (outside a 'go private' scenario) create strategic value?
4. Can DFS be separated quickly with little disruption?

Observations on separation of DFS (outside 'go private')

Observations	Description
1 Financing/Leasing - important part of the customer offer	• A well-integrated sales and financing interface is valued by customers – DFS has 23% pen. rate in SMBs, manages ~$3B in commercial receivables – Faster approval times with fewer handoffs important to customers (BCG case experience)
2 Integrated (captive) financing units enable coordinated marketing & life cycle asset management	• Mid market and Enterprise customers interested in financing – especially leasing – Most competitors have retained captive finance arms (e.g. HP, Cisco, IBM) • Parent's knowledge of products enables life cycle management of leased assets – 47% of DFS originations in FY'12 were leases; largely to SMB and PLE segments • Captive has customer relationships and parent has access to product pipeline information – this facilitates migrating customers from Gen 1.0 to Gen 2.0 products as technology evolves • Consolidated co. can integrate financing with pricing/promotions to increase probability of sale
3 Value from DFS separation is less obvious at this point	• For a transaction to offer compelling value, the offer should offset revenue dis-synergies from: – Inclusion of the third-party financing entity into commercial sales cycle – Denali's reduced flexibility to integrate pricing/promotions with financing to sell • Denali currently has strong credit rating, with small disadvantage (if any) on funding costs
4 Separation will take time and may cause disruption	• DFS not configured for separation at present; therefore separating will take time – DFS is not a separate legal entity – DFS CSMB organization is integrated with its counterpart Denali division – Treasury, Legal, HR, and other support functions handled through shared services at Denali • Denali is in the middle of executing a transformation and DFS separation may impact mgmt focus – Base case and cost take-out requires execution bandwidth with high value creation potential

Source:Denali data, Management interviews, Advisor interviews, BCG experts, BCG research

DFS separation tradeoffs different in a 'go private' scenario

1. **Overall strategic and commercial logic for effects of captive integration do not change**

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   - Higher cost of funds and lower ROE
   - Higher vulnerability in scenario where external liquidity becomes difficult and/or very expensive to access

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   - DFS separation lowers leverage and/or reduces need for sponsor equity
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DFS offers differentiated value

DFS supports important customers for Denali especially SMBs

FY '12	Pen rate %	Originations ($B)	Managed assets ($B)
SMB	23	1.2	0.8
PLE	8	1.5	2.1
Consumer	40	1.0	2.0
Total	**15**	**3.6**	**4.9**

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Source: Denali management information, BCG research

Most tech co's have captive finance units and IG rating

	Company	Captive	Outsourced	Provider	Rating
Technology (OEMs)	Microsoft	✓		Go-to-market is via Microsoft Partners	AAA
	IBM	✓		IBM Global Finance	AA-
	cisco	✓		Cisco Capital	A+
	ORACLE	✓		Oracle Financing	A+
	hp	✓		HP Financial Services	BBB+
	xerox	✓		Xerox Finance	BBB-
	Symantec.		✓	GE Capital	BBB-
		✓		Apple Financial Services	-
	lenovo		✓	CIT	-
Retailers	BEST BUY		✓	MasterCard, Capital One	BB
	hhgregg		✓	GE Capital	-

Source: BCG research, S&P ratings as at 30 Jan 2012

From Jan18, 2013
Board presentation

Financial forecasts lead to range of implied Denali DCF values

		DCF $ / share calculations: Low case[3]	DCF $ / share calculations: High case[4]
Base case forecast	**Base case**		
	• Present value of business CFs	9.7	13.4
	• Cash (after tax)[1,2]	4.3 – 4.9	4.3 – 4.9
	• Debt[1]	(5.2)	(5.2)
	• Long-term investments[1]	1.3- 1.4	1.3- 1.4
	Base case total	**10.1 – 10.8**	**13.8– 14.5**
Management initiatives	1 **Productivity cost takeout:** Realize 25-75% of $3.3B cost out	**2.2– 6.8**	**3.2– 10.0**
	2 **Maintain / grow Core :** Get 0-50% of ~11% share (vs. 6%) in EM in FY17	**0 – 0.6**	**0 – 0.8**
	3 **Sales force effectiveness:** Realize 0-50% of 5% p.a. productivity gain in each of 3 years	**0 – 1.5**	**0 – 2.1**
Market sensitivities	4a **PC market upside**	**1.5**	**3.0**
	4b **PC market downside**	**(1.4)**	**(2.0)**
	5a **New Denali upside:** Revenue CAGR 6.5% (base – 4.5%) till FY'17 vs. FY'28	**0.8**	**1.2 – 2.6**
	5b **New Denali downside:** Revenue CAGR 2.5% (base - 4.5%) till FY'17 vs. FY28	**(0.8)**	**(1.2)– (2.3)**
	6 **Discount rate:** Range from 7.5-9.5% (base case – 8.5%)	**(0.3) – 0.3**	**(0.5) – 0.5**

1. Denali balance sheet as of November 2, 2012 2. Assumes 90% cash and investments are offshore and subject to 25%-35% US taxes on repatriation. 3. TV based on no revaluation vs. the unaffected late 2012 trading multiple (which is 4.5x EBITA) 3. TV based on revaluation upward to reflect the NPV of the TV over FY'17-28 (which calculates out to 7.5x EBITA)
Note: 1742M diluted shares outstanding as at Nov 02, 2012. Numbers may not foot due to rounding. Discount rate of 8.5% used to calculate present values.
BCG does not provide fairness opinions or valuations of market transactions. Third-Parties may not rely on these materials for any purpose whatsoever.
Source: BCG analysis, Denali Data Room, Industry Publications, Denali 10Q and 10K

Project Denali

February 04, 2013

Preface

This volume contains copies of slides that will be presented by members of The Boston Consulting Group, Inc. ("BCG"), to members of the Board of Directors of "Denali", and are designed for the use of the Board.

At the presentation, the slides will serve as the focus for discussion. They are incomplete without the accompanying oral commentary.

The financial evaluations contained in this presentation are based upon standard methodologies using public and/or confidential data and assumptions derived from the industry insight gained during the strategic options work for the Board of Directors of "Denali".

Changes in the underlying data or operating assumptions will clearly impact the analyses and conclusions. The Boston Consulting Group does not provide fairness opinions or valuations of market transactions. Our financial evaluations provide a framework for assessing the relative attractiveness of different strategic options.

These materials may not be copied or given to any person or entity (“Third-Parties”) other than the Client without BCG's prior written consent.

Follow up questions from discussion on Jan 15

1. What is the impact of splitting Denali into Core and New?

2. What is the impact of separating DFS (outside go private scenario)?

Follow up questions from discussion on Jan 15

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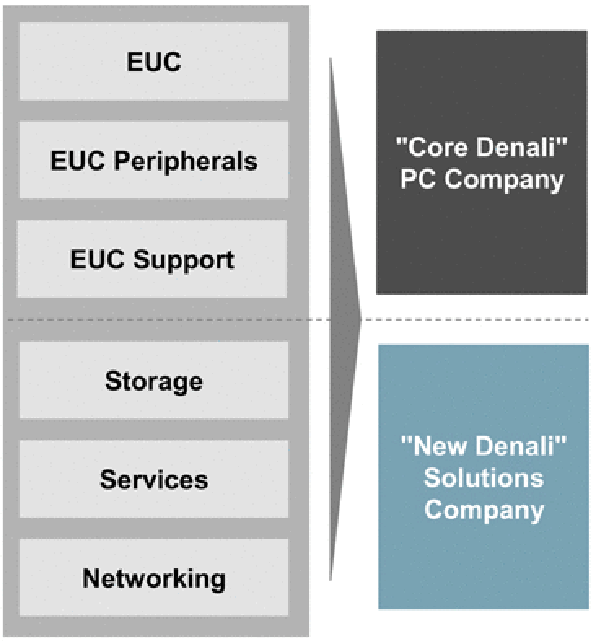
What is the impact of splitting Denali into Core and New?

2

What is the impact of separating DFS (outside go private scenario)?

Four primary impacts from splitting Denali

Proposed split: separate Core / New



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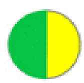
3	**Split will drive market revaluation**		• Separate Core / New stocks would appeal to new types of investors • However, perceived lack of transparency into BUs is already being addressed by changes in reporting (underway); unclear how much split would add • On average, firms see 3-4% improvement in share price from announcement[1]
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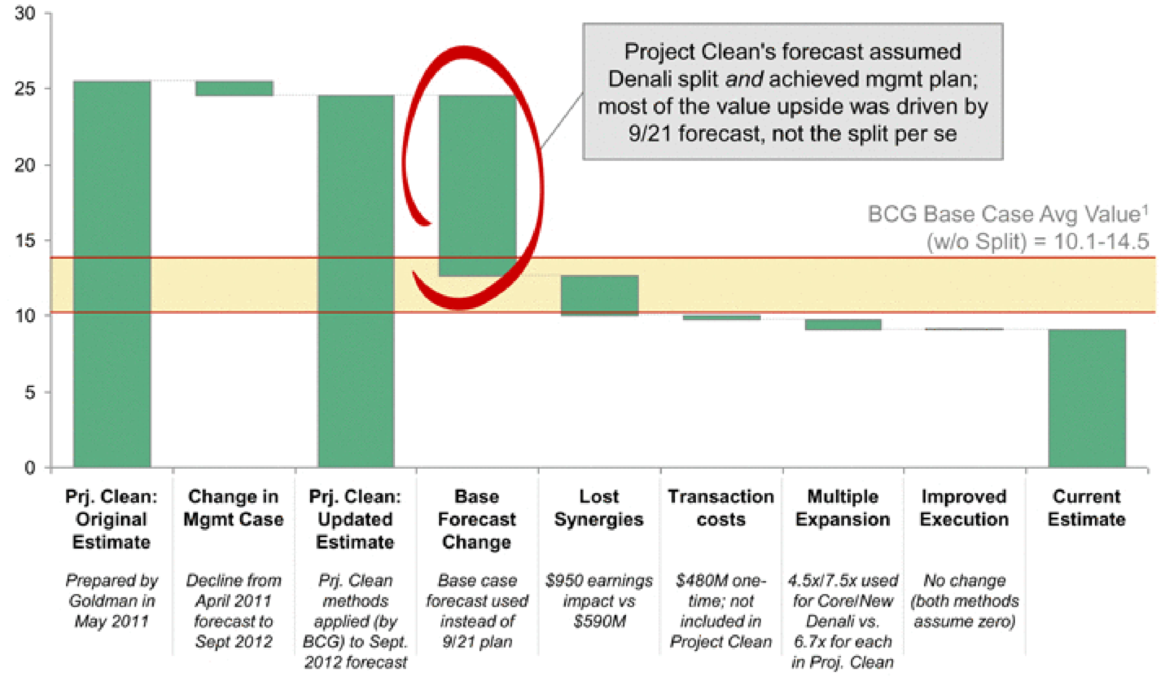
Denali post-split DCF value per share: Project Clean vs. current effort[1]



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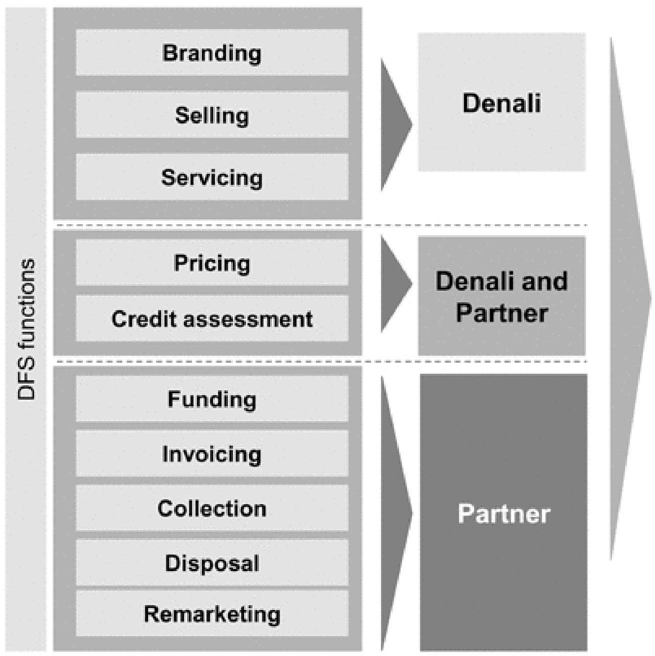

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Source: Denali management information, BCG research

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	IBM	✓		IBM Global Finance	AA-
	Cisco	✓		Cisco Capital	A+
	Oracle	✓		Oracle Financing	A+
	hp	✓		HP Financial Services	BBB+
	xerox	✓		Xerox Finance	BBB-
	Symantec.		✓	GE Capital	BBB-
	Apple	✓		Apple Financial Services	-
	lenovo		✓	CIT	-
Retailers	Best Buy		✓	MasterCard, Capital One	BB
	hhgregg		✓	GE Capital	-

Source: BCG research, S&P ratings as at 30 Jan 2012

From Jan18, 2013
Board presentation

Financial forecasts lead to range of implied Denali DCF values

		DCF $ / share calculations	
		Low case[3]	High case[4]
Base case forecast	**Base case**		
	• Present value of business CFs	9.7	13.4
	• Cash (after tax)[1,2]	4.3 – 4.9	4.3 – 4.9
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Market sensitivities	4a **PC market upside**	**1.5**	**3.0**
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	5a **New Denali upside:** Revenue CAGR 6.5% (base – 4.5%) till FY'17 vs. FY'28	**0.8**	**1.2 – 2.6**
	5b **New Denali downside:** Revenue CAGR 2.5% (base - 4.5%) till FY'17 vs. FY28	**(0.8)**	**(1.2)– (2.3)**
	6 **Discount rate:** Range from 7.5-9.5% (base case – 8.5%)	**(0.3) – 0.3**	**(0.5) – 0.5**

1. Denali balance sheet as of November 2, 2012 2. Assumes 90% cash and investments are offshore and subject to 25%-35% US taxes on repatriation. 3. TV based on no revaluation vs. the unaffected late 2012 trading multiple (which is 4.5x EBITA) 3. TV based on revaluation upward to reflect the NPV of the TV over FY'17-28 (which calculates out to 7.5x EBITA)
Note: 1742M diluted shares outstanding as at Nov 02, 2012. Numbers may not foot due to rounding. Discount rate of 8.5% used to calculate present values.

Source: BCG analysis, Denali Data Room, Industry Publications, Denali 10Q and 10K

Project Denali

January 18, 2013 Board of Directors Discussion

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Preface

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Objectives for today

December 6	January 18
Lay out market context for Denali **Assess strategy of each Denali business** • Market attractiveness • Denali position & trajectory • Future outlook **Define strategic options that emerge** **Help frame the Board's decisions**	**Discuss base case outlook for Denali** • Based on key assumptions and supporting rationale **Discuss DCF value for Denali base case and key incremental overlays to be considered** • Management initiatives • Market sensitivities ***For discussion today***

Reminder: We have framed the Denali forecast using three groups of inputs – base case, initiatives, and sensitivities

Base case forecast	**Denali outlook based on underlying market fundamentals** • Intent to create mid-point forecast (not optimistic or pessimistic) • Built up using underlying Denali business positions and their market growth rates, Denali share and Denali margins • Organic view (no M&A economics mixed in)
Management initiatives	**Significant initiatives identified by management as part of future strategic direction for Denali** • e.g. Productivity cost takeout; Grow in emerging markets (EM) **Initiatives are incremental to base case forecast**
Market sensitivities	**Test variables that materially impact the forecast** • e.g. PC market outlook **Each variable was given a corridor of outcomes, enabling sensitivities relative to the base case forecast**

Jan18, 2013

Financial forecasts lead to range of implied Denali DCF values

		DCF $ / share calculations	
		Low case[3]	High case[4]
Base case forecast	**Base case**		
	• Present value of business CFs	9.7	13.4
	• Cash (after tax)[1,2]	4.3 – 4.9	4.3 – 4.9
	• Debt[1]	(5.2)	(5.2)
	• Long-term investments[1]	1.3- 1.4	1.3- 1.4
	Base case total	**10.1 – 10.8**	**13.8– 14.5**
Management initiatives	1 **Productivity cost takeout:** Realize 25-75% of $3.3B cost out	**2.2– 6.8**	**3.2– 10.0**
	2 **Maintain / grow Core :** Get 0-50% of ~11% share (vs. 6%) in EM in FY17	**0 – 0.6**	**0 – 0.8**
	3 **Sales force effectiveness:** Realize 0-50% of 5% p.a. productivity gain in each of 3 years	**0 – 1.5**	**0 – 2.1**
Market sensitivities	4a **PC market upside**	**1.5**	**3.0**
	4b **PC market downside**	**(1.4)**	**(2.0)**
	5a **New Denali upside:** Revenue CAGR 6.5% (base – 4.5%) till FY'17 vs. FY'28	**0.8**	**1.2 – 2.6**
	5b **New Denali downside:** Revenue CAGR 2.5% (base - 4.5%) till FY'17 vs. FY28	**(0.8)**	**(1.2)– (2.3)**
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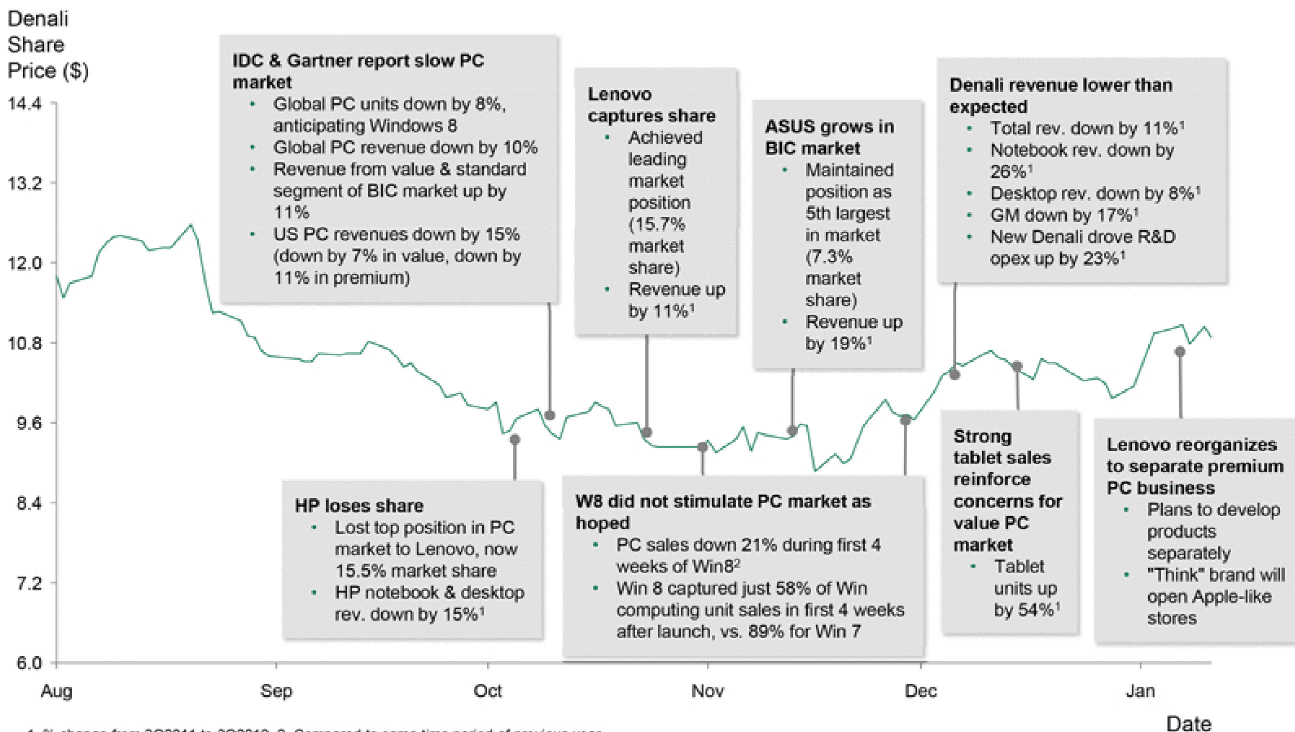
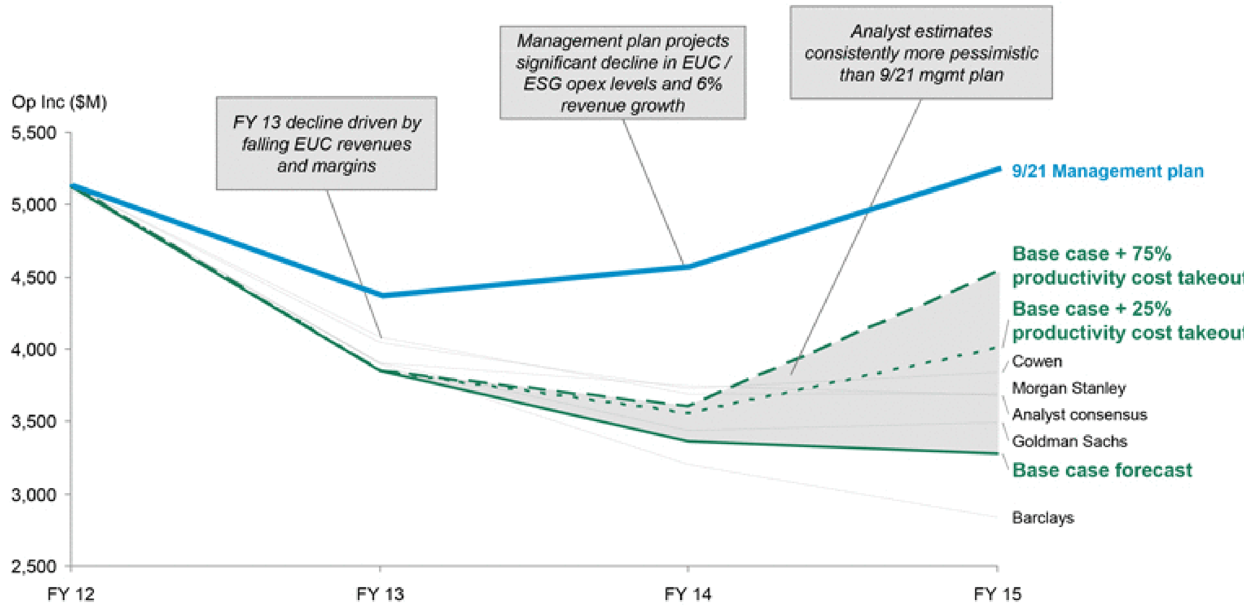
Source: BCG analysis, Denali Data Room, Industry Publications, Denali 10Q and 10K

Recent developments in the PC market



1. % change from 3Q2011 to 3Q2012, 2. Compared to same time period of previous year
Source: IDC, Jeffries, Gartner, Denali 10-Q, HP 10-Q, Lenovo 10-Q, ASUS 10-Q, NPD group

Comparison of base case forecast (with/without cost take-out) to 9/21 management plan and analyst reports



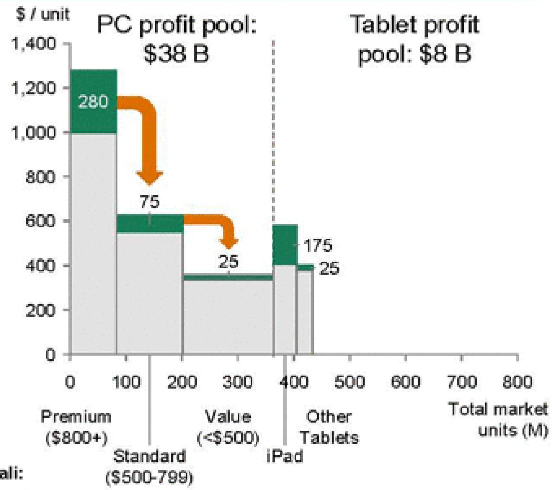
Note: Analyst consensus current as of Jan 11, 2013

Appendix

PC market seeing a mix shift to lower price points

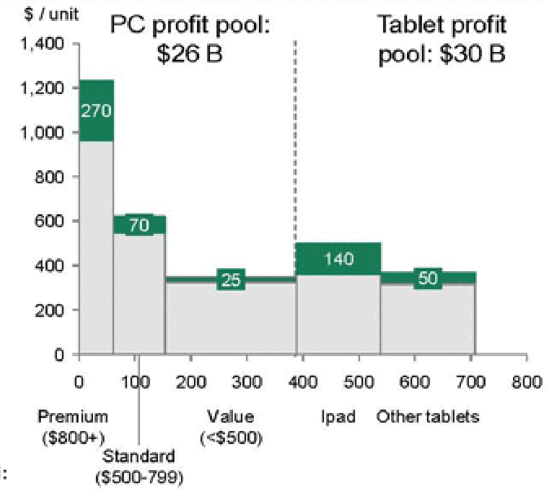
Estimated impact on PC profit pool

FY12: Global profit pools shrinking, shifting to value, where Denali lacks a winning strategy



Denali:	Premium	Standard	Value	iPad	Other Tablets
Units (M)	13	17	14	–	–
Revenue ($B)	16	11	6	–	–
GM ($B)	[***]	[***]	[***]	[***]	[***]

FY17: Global PC profit pools decline with value shift, tablet profit pool expands



Denali:	Premium	Standard	Value	Ipad	Other tablets
Units (M)	10	7	18	–	3
Revenue ($B)	10	4	7	–	1
GM ($B)	[***]	[***]	[***]	[***]	[***]

Margin $ will decline even if share remains nearly flat

1. Profit pool projection based on BCG analysis of historical and current trends for segments of PC market
Note: Denali units, revenue and margin represent fiscal years
Source: BCG analysis, IDC, Gartner, Morgan Stanley, Denali Data room

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Base case forecast: Key drivers and assumptions

Key drivers	Base case forecast assumptions
Mix shift in PC market	**Shift to value segment drives decrease in PC profit pool** • Unit shift from premium to lower margin value segments • Despite modest PC unit growth, leads to estimated decrease in profit pool from \$36B to \$28B in FY12-17
Denali share in PC market	**Moderate Denali share loss in PC markets in line with history** • Assume (5%) share loss from FY13-FY17 in PCs driven by share loss in EM & std/value segments ((5%)[1] from FY09-13)
Core Denali attachment	**S&P and Support & Deployment declines moderately due to PC mix shift to lower-value units**
Denali position in tablet market	**Denali captures share in rapidly growing tablet market** • Capture share of 9% in developed markets, 4.5% in EM of Win tablet market by FY17
New Denali revenue growth	**Expect revenue of New Denali businesses to grow at underlying segment growth rates** • No additional acquisitions included

1. Share loss of value and standard price tiers declined from 14% in FY09 to 9% in FY13
Note: Impact of management initiatives not included in base case
Source: Denali data room, Management presentations, management interviews, IDC data, Gartner, BCG analysis

Core Denali: Base case GM forecast

Without management initiative overlays

			FY12	FY13	FY14	FY15	FY16	FY17	CAGR (13-17)
					Base case forecast				
PCs	Premium	Market Units (M)	82.7	75.1	71.4	67.8	64.4	61.2	(5%)
		Denali Share (%)	16%	15%	15%	15%	15%	16%	
		Denali Units (M)	13.3	11.6	11.0	10.5	10.0	9.5	(5%)
		Denali Price ($/unit)	1,217	1,214	1,187	1,158	1,131	1,104	(2%)
		Revenue ($B)	16.25	14.04	13.06	12.14	11.29	10.50	(7%)
		GM %	[***]%	[***]%	19%	19%	18%	18%	
		GM ($B)	**[***]**	**[***]**	**2.51**	**2.29**	**2.09**	**1.90**	([***]%)
	Standard	Market Units (M)	117.9	118.7	111.6	104.9	98.7	92.9	(6%)
		Denali Share (%)	14%	12%	11%	9%	8%	7%	
		Denali Units (M)	17.0	14.1	11.9	9.9	8.1	6.6	(17%)
		Denali Price ($/unit)	651	659	655	652	648	645	(1%)
		Revenue ($B)	11.10	9.29	7.80	6.47	5.28	4.23	(18%)
		GM %	[***]%	[***]%	12%	12%	11%	11%	
		GM ($B)	**[***]**	**[***]**	**0.95**	**0.76**	**0.59**	**0.45**	([***]%)
	Value	Market Units (M)	163.3	164.8	178.4	194.3	212.8	234.5	9%
		Denali Share (%)	8%	8%	8%	8%	8%	8%	
		Denali Units (M)	13.5	12.9	13.9	15.0	16.3	17.7	8%
		Denali Price ($/unit)	443	394	388	382	376	369	(2%)
		Revenue ($B)	5.98	5.08	5.38	5.73	6.11	6.54	7%
		GM %	[***]%	[***]%	3%	3%	2%	2%	
		GM ($B)	**[***]**	**[***]**	**0.18**	**0.17**	**0.15**	**0.13**	([***]%)
Tablets	Tablets	Market Units (M)	70.0	101.6	143.4	194.8	254.4	319.0	33%
		Denali Share (%)		0%	1%	1%	1%	1%	
		Denali Units (M)		0.4	1.2	2.1	2.9	3.5	77%
		Denali Price ($/unit)		395	388	382	375	368	(2%)
		Revenue ($B)		0.14	0.48	0.79	1.07	1.29	74%
		GM %		[***]%	8%	8%	8%	8%	
		GM ($B)		**[***]**	**0.04**	**0.06**	**0.09**	**0.10**	[***]%
Total		**Total Revenue ($B)**	**33.33**	**28.55**	**26.73**	**25.12**	**23.75**	**22.55**	(6%)
		Total GM ($B)	**[***]**	**[***]**	**3.68**	**3.27**	**2.91**	**2.59**	([***]%)

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Total Denali: Base case GM forecast

Without management initiative overlays—Core Denali decline partially offset by New Denali

					Base case forecast				
			FY12	FY13	FY14	FY15	FY16	FY17	CAGR (13-17)
Core	EUC	Revenue ($B)	33.2	28.6	26.7	25.1	23.8	22.5	(6%)
		GM %	[***]%	[***]%	14%	13%	12%	11%	
		GM ($B)	**[***]**	**[***]**	**3.7**	**3.3**	**2.9**	**2.6**	**([***]%)**
	Attached S&P	Revenue ($B)	7.9	6.7	6.2	5.8	5.4	5.0	(7%)
		GM %	[***]%	[***]%	19%	19%	19%	19%	
		GM ($B)	**[***]**	**[***]**	**1.2**	**1.1**	**1.0**	**1.0**	**([***]%)**
	Attached Services	Revenue ($B)	2.5	2.0	1.9	1.8	1.7	1.7	(3%)
		GM %	[***]%	[***]%	65%	65%	65%	65%	
		GM ($B)	**[***]**	**[***]**	**1.2**	**1.2**	**1.1**	**1.1**	**([***]%)**
New	New Denali	Revenue ($B)	18.5	19.6	21.6	22.8	24.2	25.0	6.3 %[2]
		GM %	[***]%	[***]%	31%	31%	31%	30%	
		GM ($B)	**[***]**	**[***]**	**6.8**	**7.1**	**7.4**	**7.6**	**[***]%**
Total		Revenue ($B)	62.1	56.8	56.4	55.5	55.1	54.3	(1%)
		GM %	23%	22%	23%	23%	23%	23%	
		GM ($B)	**14.2**	**12.8**	**12.9**	**12.6**	**12.5**	**12.3**	**(1%)**

1. Includes all non-iPad tablets 2.FY13 to FY14 growth due to integration of Quest acquisition. Organic growth rate without acquisitions beyond FY14 is 4.5%

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Total Denali: base case forecast through FY17

Without management initiative overlays

			Base case forecast				
Item ($M)	**FY12**	**FY13**	**FY14**	**FY15**	**FY16**	**FY17**	**CAGR (13-17)**
Sales	62,071	56,845	56,448	55,511	55,050	54,339	(1%)
Cost of Sales	(47,906)	(44,074)	(43,554)	(42,869)	(42,521)	(42,034)	(1%)
Gross Margin	**14,165**	**12,772**	**12,894**	**12,643**	**12,530**	**12,305**	(2%)
Gross Margin (%)	23%	22%	23%	23%	23%	23%	
Marketing Opex	([***])	([***])	(1,289)	(1,254)	(1,239)	(1,218)	([***]%)
Sales Opex	([***])	([***])	(4,191)	(4,218)	(4,277)	(4,300)	[***]%
R&D Opex	(849)	(913)	(1,140)	(1,050)	(1,022)	(1,020)	(4%)
Other Opex	([***])	([***])	(2,554)	(2,476)	(2,456)	(2,422)	([***]%)
Total Opex	**(9,030)**	**(8,558)**	**(9,174)**	**(8,998)**	**(8,994)**	**(8,960)**	(1%)
Total Opex (%)	15%	15%	16%	16%	16%	16%	
EBITA[1]	**5135**	**3,851**	**3,358**	**3,282**	**3,174**	**2,983**	(3%)
EBITA (%)	8%	7%	7%	7%	6%	6%	
EBITDA	5,680	4,780	4,343	4,267	4,159	3,968	(3%)
CapEx	(675)	(600)	(600)	(600)	(600)	(600)	0%
Working Capital Chg[2]	(222)	(1,398)	(247)	(398)	(217)	(462)	
Taxes [3]	(992)	(843)	(744)	(729)	(707)	(669)	(3%)
FCF	**3,791**	**1,577**	**2,390**	**2,178**	**2,273**	**1,875**	(7%)

1. Takes $362 M of stock based compensation out as an expense. 2. Working capital accounts for DSO, DPO and DIO in EUC , ESG, Services, Software, SnP as per management plan and is adjusted for changes in business mix over forecast period. 3. Taxes taken as 21% of EBITA per management
Note: Excludes M&A activity (thus flat capex) FY12 OpEx sourced from management files in data room to get granular view

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Management initiatives: Three primary strategic initiatives identified by management

	Description	FY17 EBIT Target
1 **Productivity cost takeout**	• Established top down "affordability" envelopes based on benchmarks • Building pipeline of cost savings opportunities across all BUs and functions	• Top-down target of \$3.3B cost out resulting in **\$3.3B** FY17 EBIT impact • Actions required to reduce costs are still being developed
2 **Maintain / grow Core share**	• Identified steps to drive Core share – Focus on high growth EMs – Develop targeted, local products – Build local product planning – Develop local indirect channels • Various levels of implementation	• Gain share in EM from 9% to 11% (vs. base case of 7%) resulting in target of **\$0.5B** in EBIT impact by FY17
3 **Sales force effectiveness**	• In process of identifying opportunities to improve SFE • Potential levers include: – Optimize coverage ratios – Streamline processes – Refine generalist / specialist mix	• Improve SFE by 5% per year over 3 years driving **\$1.1B** in EBIT impact by FY17

Market sensitivities: We also tested key PC, New Denali, & discount rate assumptions against alternative scenarios

	Description	FY17 Impact (vs Base Case)[1]
4a PC market outlook: Upside	• Premium PCs maintain current volumes • Tablets grow rapidly, but limited cannibalization of laptops • Android tablets (with higher margins) gain acceptance for work	• Premium PC units: **11.5M** (vs **9.5M**) • Tablet units: **10.7M** (vs **3.5M**) • Tablet GM: [***]% (vs [***]%)
4b PC market outlook: Downside	• Premium PCs units decline at rate consistent with last 15 quarters (desktops at (12%) CAGR, notebooks at (10%)) • All non-sales OpEx assumed fixed over short term • Tablet HW margins do not rise	• Premium PC units: **7.3M** (vs **9.5M**) • Tablet units: **0** (vs **3.5M**) • Tablet GM: [***]% (vs [***])
5a New Denali upside	• Cloud computing accelerates, requiring ESG as a bundle OR	• New Denali revenue CAGR: **4.5%** (vs **6.5%**)
5b New Denali downside	• IT spend decelerates due to SaaS, Cloud, creates central scale • 50% of OpEx assumed fixed in short term	• New Denali revenue CAGR: **4.5%** (vs **2.5%**)
6 Discount rate	• WACC triangulated using CAPM and MCPM methods	• Discount rate ranged from **7.5% - 9.5%** (vs **8.5%**)

1. Unit and margin impacts refer to FY2017 units and margins. Growth impacts refer to FY13-FY17 growth

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Project Denali

January 15, 2013

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Market sensitivities	**Test variables that materially impact the forecast** • e.g. PC market outlook **Each variable was given a corridor of outcomes, enabling sensitivities relative to the base case forecast**

Multiple refinements made to value stack since Jan 2

Base case

1. Base case units[1] for FY13 restated based on updated PC shipment data from IDC and mgmt
2. Operating income restated from EBIT to EBITA per management convention
3. Technical adjustments on methodology to take EBITA to FCF per collaboration with other advisors

Market sensitivities

4. PC market downside scenario adjusted to reflect fixed Opex with declining sales
5. Tablet margins increased in PC market upside scenario to reflect cost reductions over time
6. New Denali downside scenario adjusted to reflect continued low growth post FY17 (similar adjustment to upside scenario)

1. Primarily value tier units

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		DCF $ / share calculations	
		Low case[3]	**High case[4]**
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Refinements and changes to implied Denali DCF values since our last meeting on January 2nd

Previous (Jan 2)
Current (Jan 15)

		DCF $ / share calculations: Low case	High case	Detailed adjustments
Base case forecast	Present value of business cash flows	11.8 9.7	15.6 13.4	Market share in 'value' notebooks restated to reflect FY13 actual Working capital cash outflows refined by BU over forecast period[1] • CCC days aligned with management forecast on 1/13 Operating income restated from EBIT to EBITA SBC taken as an expense
Management initiatives	1 Productivity cost takeout	2.6 – 6.9 2.2 – 6.8	3.7 – 10.0 3.2 – 10.0	Minor adjustments to timing of labor and shipping savings
	2 Maintain grow core	1.0 0.6	1.4 0.8	Base case restatement (see above) reduced impact of initiative
Market sensitivities	4a PC upside	1.0 1.5	2.0 3.0	Tablet gross margins revised • Increased from [***]% to [***]% for the upside
	4b PC downside	(0.8) (1.4)	(1.0) (2.0)	Higher premium PC market unit decline rate with fixed Opex • Non-sales Opex considered fixed in the short term • Decline rates reflect last 4Q trend in mature and BRIC markets
	5a New Denali upside	0.8 0.8	1.2 1.2 – 2.6	DCF value for high case refined to consider post FY'17 growth • Revenues growth at 6.5% CAGR over FY18-27 (vs. base at 4.5%)
	5b New Denali downside	(0.8) (0.8)	(1.2) (1.2) – (2.3)	DCF value for high case refined to consider post FY'17 decline • Revenues decline at 2.5% CAGR over FY18-27 (vs. base at 4.5%)

1. Working capital accounts for DSO, DPO and DIO in EUC, ESG, Services, Software, SnP as per management plan and is adjusted for changes in business mix over forecast period.
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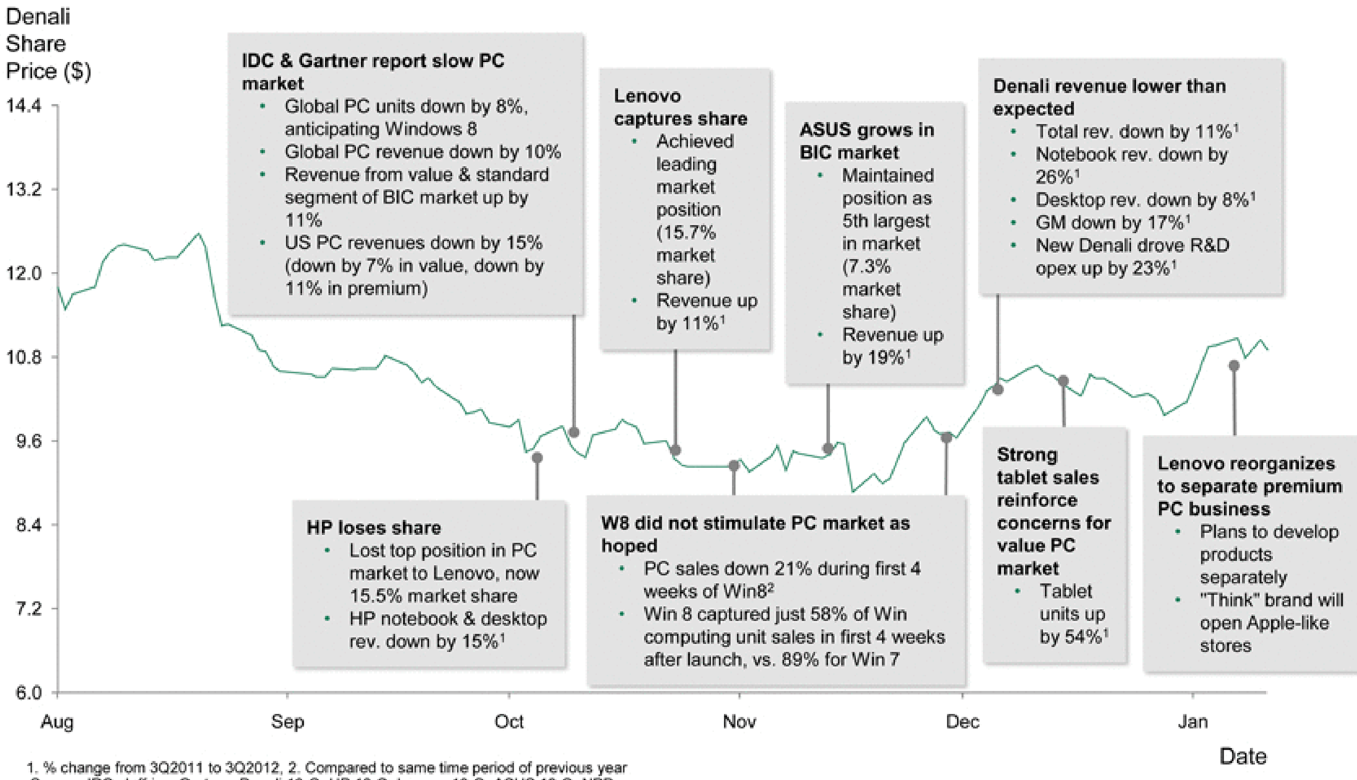
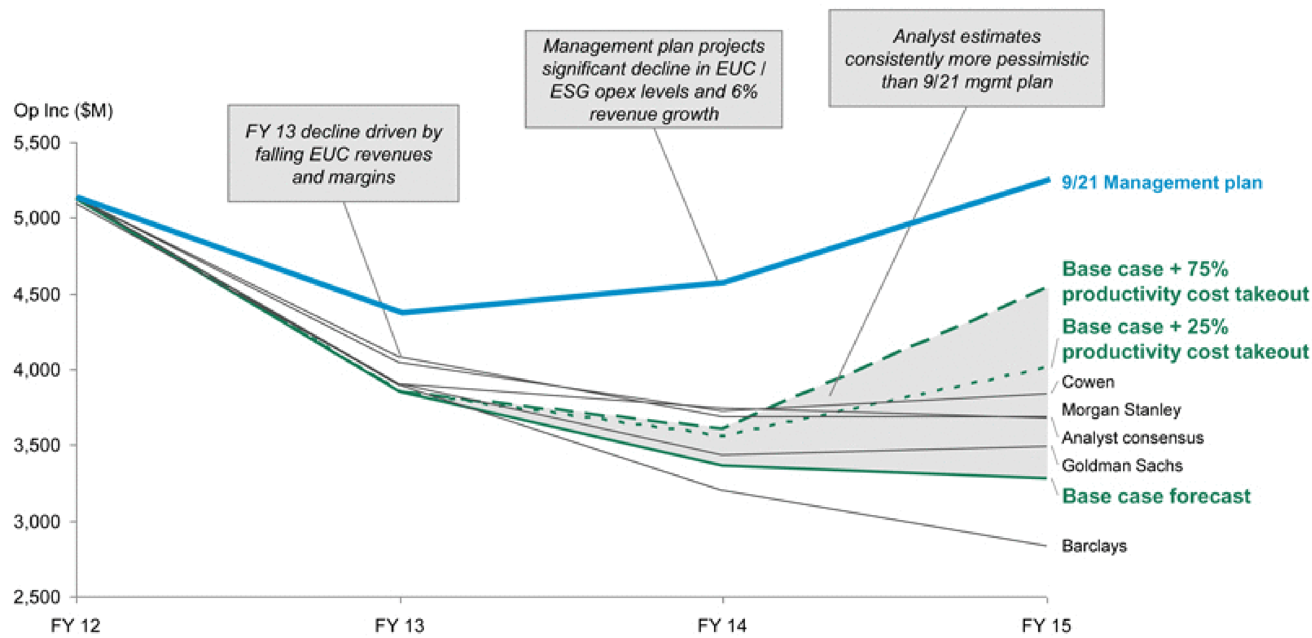
Recent developments in the PC market



1. % change from 3Q2011 to 3Q2012, 2. Compared to same time period of previous year
Source: IDC, Jeffries, Gartner, Denali 10-Q, HP 10-Q, Lenovo 10-Q, ASUS 10-Q, NPD group

Comparison of base case forecast (with/without cost take-out) to 9/21 management plan and analyst reports



Note: Analyst consensus current as of Jan 11, 2013

Exhibit (c)(15)

Project Denali

January 02, 2013

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Preface

This volume contains copies of slides that will be presented by members of The Boston Consulting Group, Inc. ("BCG"), to members of the Board of Directors of "Denali", and are designed for the use of the Board.

At the presentation, the slides will serve as the focus for discussion. They are incomplete without the accompanying oral commentary.

The financial evaluations contained in this presentation are based upon standard methodologies using public and/or confidential data and assumptions derived from the industry insight gained during the strategic options work for the Board of Directors of "Denali".

Changes in the underlying data or operating assumptions will clearly impact the analyses and conclusions. The Boston Consulting Group does not provide fairness opinions or valuations of market transactions. Our financial evaluations provide a framework for assessing the relative attractiveness of different strategic options.

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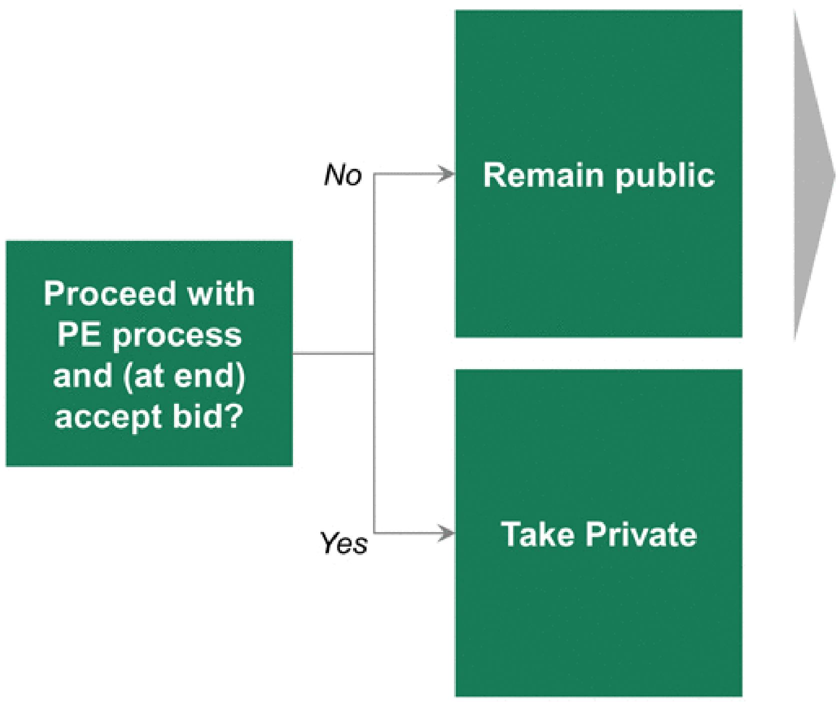
Objective for today – share preliminary materials for January Board meeting

December 6	January (date TBD)
Lay out market context for Denali	**Develop base case outlook for Denali** • Based on key assumptions and supporting rationale
Assess strategy of each Denali business • Market attractiveness • Denali position & trajectory • Future outlook	**Determine DCF value for Denali base case outlook**
Define strategic options that emerge	**Highlight potential variations of Denali base case outlook** • Management initiatives • Market sensitivities
Help frame the Board's decisions	
	Share preliminary materials today

Our work since Dec. 6 has focused on creating a grounded view of the forecast for Denali as a stand-alone entity



Key questions

Which strategic direction?
- Status quo vs. new strategy

Which leadership team?
- Current vs. new management

Which go-forward structure?
- Stand-alone vs. split

What is Denali worth as public company?

We have framed the Denali forecast using three groups of inputs – base case, initiatives, and sensitivities

Base case forecast	**Denali outlook based on underlying market fundamentals** • Intent to create mid-point forecast (not optimistic or pessimistic) • Built up using underlying Denali business positions and their market growth rates, Denali share and Denali margins • Organic view (no M&A economics mixed in)
Management initiatives	**Significant initiatives identified by management as part of future strategic direction for Denali** • e.g. Productivity cost takeout; Grow in emerging markets (EM) **Initiatives are incremental to base case forecast**
Market sensitivities	**Test variables that materially impact the forecast** • e.g. PC market outlook **Each variable was given a corridor of outcomes, enabling sensitivities relative to the base case forecast**

Financial forecasts lead to range of implied Denali DCF values

		DCF $ / share calculations	
		Low case[3]	High case[4]
Base case forecast	**Base case**		
	• Present value of business CFs	11.8	15.6
	• Cash (after tax)[1,2]	4.3 – 4.9	4.3 – 4.9
	• Debt[1]	(5.2)	(5.2)
	• Long-term investments[1]	1.3- 1.4	1.3- 1.4
	Base case total	**12.2 – 12.9**	**16.0 – 16.7**
Management initiatives	1 **Productivity cost takeout:** Realize 25-75% of $3.3B cost out	**2.6 – 6.9**	**3.7 – 10.0**
	2 **Maintain / grow Core share:** Realize 0-50% of ~11% share (vs. 6%) in EM in FY17	**0 – 1.0**	**0 – 1.4**
	3 **Sales force effectiveness:** Realize 0-50% of 5% per year productivity gain in each of 3 years	**0 – 1.5**	**0 – 2.1**
Market sensitivities	4a **PC market upside**	**1.0**	**2.0**
	4b **PC market downside**	**(0.8)**	**(1.0)**
	5a **New Denali upside:** Range from 6.5% (base case – 4.5%)	**0.8**	**1.2**
	5b **New Denali downside:** Range from 2.5% (base case – 4.5%)	**(0.8)**	**(1.2)**
	6 **Discount rate:** Range from 7.5-9.5% (base case – 8.5%)	**(0.3) – 0.3**	**(0.5) – 0.4**

1. Based on Denali balance sheet as of November 2, 2012 2. Assumes 90% cash and investments are offshore and subject to 25%-35% US taxes on repatriation. 3. TV based on Denali Nov 2012 EV / EBIT multiple of 4.5x 4. TV based on long-term shape of New Denali cash flows and assumes successful transformation to New Denali(7.5x)
Note: 1742M diluted shares outstanding as at Nov 02, 2012. Numbers may not foot due to rounding. Discount rate of 8.5% used to calculate present values.

Source: BCG analysis, Denali Data Room, Industry Publications, Denali 10Q and 10K

Financial forecasts lead to range of implied Denali DCF values

DCF $ / share calculations

		Low case[3]	High case[4]
Base case forecast	Base case		
	• Present value of business CFs	11.8	15.6
	• Cash (after tax)[1,2]	4.3 – 4.9	4.3 – 4.9
	• Debt[1]	(5.2)	(5.2)
	• Long-term investments[1]	1.3- 1.4	1.3- 1.4
	Base case total	12.2 – 12.9	16.0 – 16.7
Management initiatives	1 **Productivity cost takeout:** Realize 25-75% of $3.3B cost out	2.6 – 6.9	3.7 – 10.0
	2 **Maintain / grow Core share:** Realize 0-50% of ~11% share (vs. 6%) in EM in FY17	0 – 1.0	– 1.4
	3 **Sales force effectiveness:** Realize 0-50% of 5% per year productivity gain in each of 3 years	0 – 1.5	– 2.1
Market sensitivities	4a **PC market upside**	1.0	2.0
	4b **PC market downside**	(0.8)	(1.0)
	5a **New Denali upside:** Range from 6.5% (base case – 4.5%)	0.8	1.2
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	6 **Discount rate:** Range from 7.5-9.5% (base case – 8.5%)	(0.3) – 0.3	(0.5) – 0.4

TV based on Denali Nov 2012 EV / EBIT multiple of 4.5x

$3.5B of corporate bonds and gov't debt

TV based on long-term shape of New Denali cash flows (7.5x)

Based on mgmt ability to implement productivity initiative

Growth in Premium PCs and strong Denali share and margins in tablets

Decline in premium PCs

1. Based on Denali balance sheet as of November 2, 2012 2. Assumes 90% cash and investments are offshore and subject to 25%-35% US taxes on repatriation. 3. TV based on Denali Nov 2012 EV / EBIT multiple of 4.5x 4. TV based on long-term shape of New Denali cash flows and assumes successful transformation to New Denali(7.5x)
Note: 1742M diluted shares outstanding as at Nov 02, 2012. Numbers may not foot due to rounding. Discount rate of 8.5% used to calculate present values.
BCG does not provide fairness opinions or valuations of market transactions. Third-Parties may not rely on these materials for any purpose whatsoever.
Source: BCG analysis, Denali Data Room, Industry Publications, Denali 10Q and 10K

Base case forecast: Key drivers and assumptions

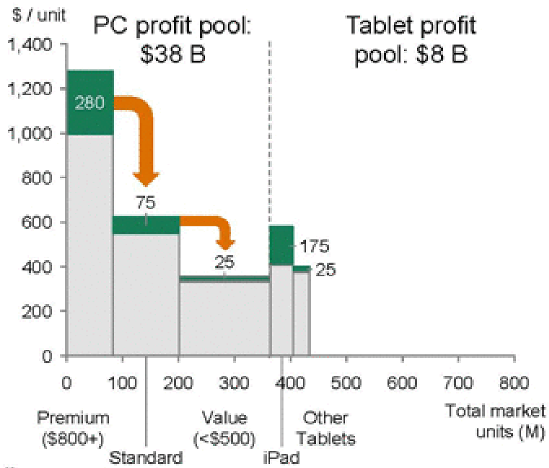
Key drivers	Base case forecast assumptions
Mix shift in PC market	**Shift to value segment drives decrease in PC profit pool** • Unit shift from premium to lower margin value segments • Despite modest PC unit growth, leads to estimated decrease in profit pool from $36B to $28B in FY12-17
Denali share in PC market	**Moderate Denali share loss in PC markets in line with history** • Assume -3 pts of share loss from FY13 to FY17 in PCs driven by share loss in EM and value segments
Core Denali attachment	**S&P and Support & Deployment declines moderately due to PC mix shift to lower-value units**
Denali position in tablet market	**Denali captures share in rapidly growing tablet market** • Capture share of 9% in developed markets, 4.5% in EM of Win tablet market by FY17
New Denali revenue growth	**Expect revenue of New Denali businesses to grow at underlying segment growth rates** • No additional acquisitions included

Note: Impact of management initiatives not included in base case
Source: Denali data room, Management presentations, management interviews, IDC data, Gartner, BCG analysis

Base case forecast

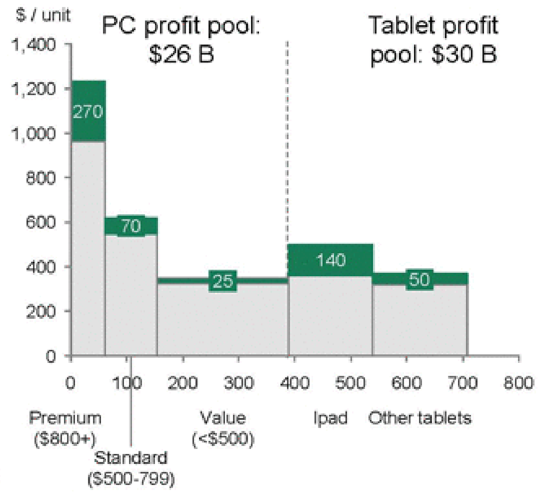
Backup – Mix shift in PC market: Shift to value segment drives decrease in PC profit pool...

FY12: Global profit pools shrinking, shifting to value, where Denali lacks a winning strategy



Denali:					
Units (M)	13	17	14	–	–
Revenue ($B)	16	11	6	–	–
GM ($B)	[***]	[***]	[***]	[***]	[***]

FY17: Global PC profit pools decline with value shift, tablet profit pool expands



Denali:				
Units (M)	9	9	13	–
Revenue ($B)	10	6	5	–
GM ($B)	[***]	[***]	[***]	[***]

Margin $ will decline even if share remains nearly flat

1. Profit pool projection based on BCG analysis of historical and current trends for segments of PC market
Note: Denali units, revenue and margin represent fiscal years
Source: BCG analysis, IDC, Gartner, Morgan Stanley, Denali Data room

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...leading to significant declines in GM dollars for Core

				Base case forecast				
			FY12	FY13	FY14	FY15	FY16	FY17	CAGR (13-17)
PCs	Premium	Market Units (M)	82.7	75.1	71.4	67.8	64.4	61.2	(5.0%)
		Denali Share (%)	16%	15%	15%	15%	15%	15%	
		Denali Units (M)	13.3	11.1	10.5	10.0	9.6	9.1	(4.7%)
		Denali Price ($/unit)	1,217	1,214	1,187	1,159	1,132	1,105	(2.3%)
		Revenue ($B)	16.25	13.43	12.50	11.63	10.82	10.07	(7.0%)
		GM %	[***]%	[***]%	19%	19%	19%	18%	
		GM ($B)	[***]	[***]	2.42	2.21	2.01	1.83	([***]%)
	Standard	Market Units (M)	117.9	118.7	111.6	104.9	98.7	92.9	(5.9%)
		Denali Share (%)	14%	15%	13%	12%	11%	10%	
		Denali Units (M)	17.0	17.3	15.0	12.8	10.9	9.2	(14.6%)
		Denali Price ($/unit)	651	662	658	654	649	645	(0.6%)
		Revenue ($B)	11.10	11.46	9.84	8.39	7.09	5.93	(15.2%)
		GM %	[***]%	[***]%	12%	11%	11%	10%	
		GM ($B)	[***]	[***]	1.13	0.93	0.75	0.61	([***]%)
	Value	Market Units (M)	163.3	164.8	178.4	194.3	212.8	234.5	9.2%
		Denali Share (%)	8%	6%	6%	6%	6%	5%	
		Denali Units (M)	13.5	10.2	10.7	11.3	11.9	12.6	5.4%
		Denali Price ($/unit)	443	391	385	379	373	367	(1.6%)
		Revenue ($B)	5.98	3.98	4.12	4.27	4.44	4.61	3.8%
		GM %	[***]%	[***]%	4%	3%	3%	2%	
		GM ($B)	[***]	[***]	0.17	0.14	0.12	0.10	([***]%)
Tablets	Tablets	Market Units (M)	70.0	101.6	143.4	194.8	254.4	319.0	33.1%
		Denali Share (%)		0%	1%	1%	1%	1%	
		Denali Units (M)		0.4	1.2	2.1	2.9	3.5	76.9%
		Denali Price ($/unit)		395	388	382	375	368	(1.7%)
		Revenue ($B)		0.14	0.48	0.79	1.07	1.29	73.9%
		GM %		[***]%	8%	8%	8%	8%	
		GM ($B)		[***]	0.04	0.06	0.09	0.10	[***]%
Total		Total Revenue ($B)	33.3	29.0	26.9	25.1	23.4	21.9	(6.8%)
		Total GM ($B)	[***]	[***]	3.8	3.3	3.0	2.6	([***]%)

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Base case forecast

Total Denali GM forecast to decline slightly – Core Denali declines partially offset by New Denali growth

					Base case forecast				
			FY12	FY13	FY14	FY15	FY16	FY17	CAGR (13-17)
Core	EUC	Revenue ($B)	33.2	29.0	26.9	25.1	23.4	21.9	(7%)
		GM %	[***]%	[***]%	14%	13%	13%	12%	
		GM ($B)	[***]	[***]	3.8	3.3	3.0	2.6	([***]%)
	Attached S&P	Revenue ($B)	7.9	6.8	6.3	5.8	5.3	4.9	(8%)
		GM %	[***]%	[***]%	19%	19%	19%	19%	
		GM ($B)	[***]	[***]	1.2	1.1	1.0	0.9	([***]%)
	Attached Services	Revenue ($B)	2.5	2.0	1.8	1.7	1.6	1.6	(5%)
		GM %	[***]%	[***]%	65%	65%	65%	65%	
		GM ($B)	[***]	[***]	1.2	1.1	1.1	1.0	([***]%)
New	New Denali	Revenue ($B)	18.5	19.6	21.6	22.8	24.2	25.0	4.5 %[2]
		GM %	[***]%	[***]%	31%	31%	31%	30%	
		GM ($B)	[***]	[***]	6.8	7.1	7.4	7.6	[***]%
Total		Revenue ($B)	62.1	57.4	56.7	55.4	54.5	53.4	(2%)
		GM %	23%	22%	23%	23%	23%	23%	
		GM ($B)	14.2	12.8	13.0	12.7	12.5	12.2	(1%)

1. Includes all non-iPad tablets 2. Organic growth rate without acquisitions

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Base case forecast projects steady declines in EBIT & FCF for Denali through FY17

Item ($M)	FY12	FY13	FY14	FY15	FY16	FY17	CAGR (13-17)
			Base case forecast				
Sales	62,066	57,408	56,684	55,390	54,535	53,388	(2%)
Cost of Sales	(47,840)	(44,560)	(43,725)	(42,723)	(42,026)	(41,153)	
Gross Margin	**14,226**	**12,848**	**12,959**	**12,667**	**12,510**	**12,235**	(1%)
Gross Margin (%)	23%	22%	23%	23%	23%	23%	
Marketing Opex	([***])	([***])	(1,296)	(1,251)	(1,227)	(1,195)	([***]%)
Sales Opex	([***])	([***])	(4,198)	(4,207)	(4,246)	(4,247)	[***] %
R&D Opex	(778)	(917)	(1,141)	(1,050)	(1,019)	(1,015)	3%
Other Opex	([***])	([***])	(2,563)	(2,471)	(2,434)	(2,382)	([***]%)
Total Opex	(8,737)	(8,623)	(9,198)	(8,978)	(8,925)	(8,838)	1%
Total Opex (%)	14%	15%	16%	16%	16%	17%	
EBIT	5,128	3,864	3,399	3,327	3,222	3,035	(6%)
EBIT (%)	8%	7%	6%	6%	6%	6%	
EBITDA	6,071	5,062	4,534	4,378	4,205	3,977	(6%)
CapEx	(675)	(427)	(616)	(598)	(589)	(576)	8%
Working Capital Change	87	(300)	(101)	(77)	(58)	(65)	(32%)
Taxes	(992)	(845)	(752)	(738)	(717)	(679)	(5%)
Stock Comp	362	362	362	362	362	362	0%
FCF	4,853	**3,852**	**3,427**	**3,328**	**3,204**	**3,019**	(6%)

Note: FY12 OpEx sourced from management files in data room to get granular view

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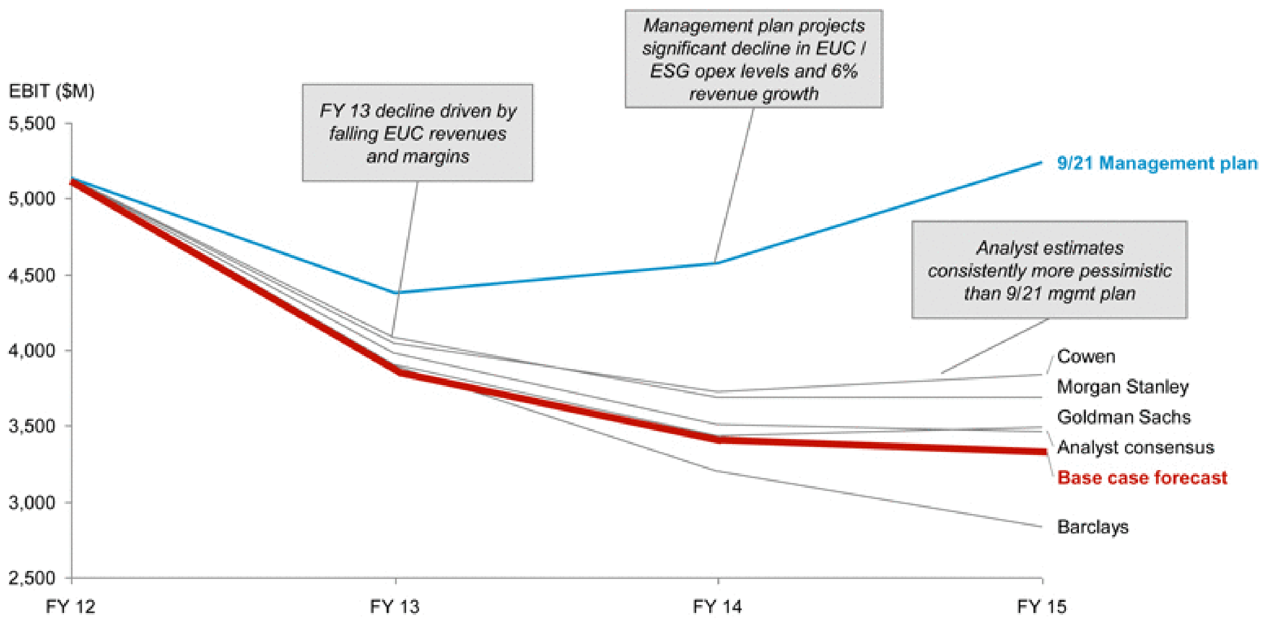
Base case forecast more pessimistic than 9/21 mgmt plan, but in-line with recent analyst reports



Management initiatives: Three primary strategic initiatives identified by management

	Description	FY17 EBIT Target
1 **Productivity cost takeout**	• Established top down "affordability" envelopes based on benchmarks • Building pipeline of cost savings opportunities across all BUs and functions	• Top-down target of $3.3B cost out resulting in **$3.3B** FY17 EBIT impact • Actions required to reduce costs are still being developed
2 **Maintain / grow Core share**	• Identified steps to drive Core share – Focus on high growth EMs – Develop targeted, local products – Build local product planning – Develop local indirect channels • Various levels of implementation	• Gain share in EM from 9% to 11% (vs. base case of 7%) resulting in target of **$0.5B** in EBIT impact by FY17
3 **Sales force effectiveness**	• In process of identifying opportunities to improve SFE • Potential levers include: – Optimize coverage ratios – Streamline processes – Refine generalist / specialist mix	• Improve SFE by 5% per year over 3 years driving **$1.1B** in EBIT impact by FY17

Market sensitivities: We also tested key PC, New Denali, & discount rate assumptions against alternative scenarios

	Description	Impact to Denali[1]
4a PC market outlook: Upside	• Premium PCs maintain current volumes • Tablets grow rapidly, but limited cannibalization of laptops • Android tablets (with higher margins) gain acceptance for work	• Premium PC units increase **(9.1 M → 11.1M)** • Tablet units increase **(3.5 M → 10.7 M)** • Tablet GM increases **([***]% → [***]%)**
4b PC market outlook: Downside	• Premium PCs units fall precipitously • Non-Windows Tablets grow rapidly and cannibalize laptops at work/home • Tablets have low HW margins	• Premium PC units decrease **(9.1 M → 7.0M)** • Tablet units go to 0 **(3.5 M → 0 M)** • Tablet GM declines **([***]% → [***]%)**
5a New Denali upside	• Cloud computing accelerates, requiring ESG as a bundle OR	• New Denali revenue CAGR increases **(4.5% → 6.5%)**
5b New Denali downside	• IT spend decelerates due to SaaS, Cloud, creates central scale	• New Denali revenue CAGR decreases **(4.5% → 2.5%)**
6 Discount rate	• WACC triangulated using CAPM and MCPM methods	• Discount rate increase **(8.5% →9.5%)** • Discount rate decrease **(8.5% →7.5%)**

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1. Unit and margin impacts refer to FY2017 units and margins. Growth impacts refer to FY13-FY17 growth

Appendix

Perspective on key questions underlying the model (I)

Base Forecast

Key Question	Perspective
1 **How does the market grow?**	• New: 3-4% revenue CAGR, based on sector forecasts • Core: 1-2% overall revenue CAGR based on sector forecasts, broken out by price band (+9% for value, -5% for premium)
2 **How does Denali share evolve?**	• New: Overall constant share, but share gain in servers, network, and share loss in storage • Core: Decline from 11% (FY13) to 9% (FY17), based on price tier mix shift
3 **Why do EUC gross margins change over time?**	• Mix shift drives declining profit pool ($10B decline globally from FY13 to FY17) • Based on [***]% GM in value, [***] % GM in premium
4 **What else drives FCF?**	• Assume rates consistent with history for CapEx, D&A, and Stock-Based Compensation • Working capital calculated separately for each business unit; changes as a percent of total revenue as relative size of units shifts over forecast period • Assume no further acquisitions
5 **What is impact of tablets?**	• High unit growth at low EBIT $/unit results in limited FCF impact

Sources: BCG research and analysis, Denali management interviews, Denali data room, Industry publications

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Perspective on key questions underlying the model (II)

	Key Question	Perspective
Mgmt Initiatives	6 **How was impact of <u>management initiatives</u> evaluated?**	• Management sized top-down targets based on benchmarking • We evaluated probable success in future years, based on management interviews and experience with similar initiatives at other firms • Together, total impact could range from 25%-75% depending on progress to goal
Market Sensitivities	7 **What drives upside and downside <u>assumptions for PC market</u>?**	• Primary sensitivities are premium PC sales, tablet sales and tablet margins • Premium PC sales the primary driver of profit • Tablet sales a large driver of volume, but only relevant to FCF at higher profit margins
Market Sensitivities	8 **What drives high and low revenue growth rates for <u>New Denali</u>?**	• Base estimate (4.5%) based on IDC/Gartner sector forecasts • Upside case (6.5%) based on aggressive sector growth due to expansion in cloud computing, with Denali holding share • Downside case (2.5%) based on price erosion and decline in customer spend due to shared services, SaaS, and central scale created by cloud

Sources: BCG research and analysis, Denali management interviews, Denali data room, Industry publications

Perspective on key questions underlying the model (III)

	Key Question	Perspective
Other	9 What are **dis-synergies from potential split**?	• Ongoing earnings impact of negative $950M due to revenue and cost dis-synergies (vs. $600M for Project Clean) • Additional one-time impact of $480M due to split costs (vs. $0 for Project Clean) • Team accepted Project Clean estimates for some items, and modeled others independently; all figures are incremental to base case • Projections based on mgmt interviews, research on analogous splits, BCG experience, and scale curves

Sources: BCG research and analysis, Denali management interviews, Denali data room, Industry publications

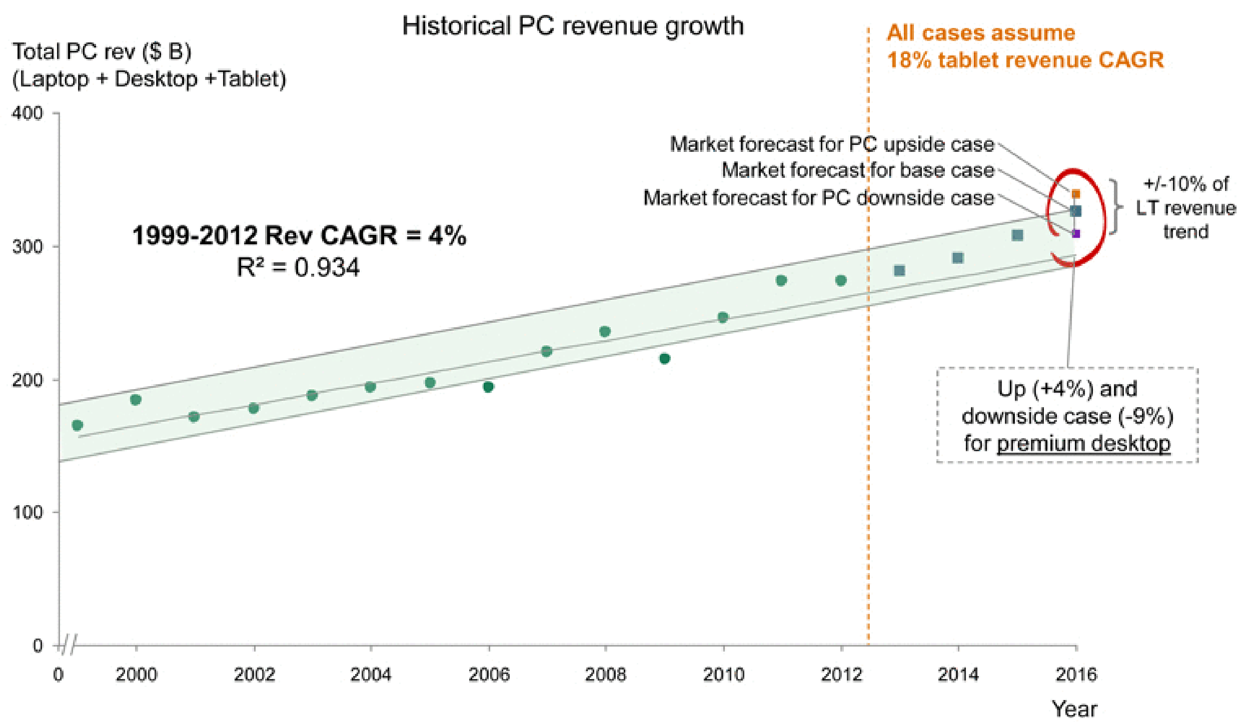
Additional DCF valuation methodology

DCF Value Methodology

	Key Question	Perspective
10	**What drives discount rate assumption?**	• Calculated WACC (weighted cost of capital) at 8.5% triangulated using CAPM and MCPM methods
11	**How were low and high TV multiples chosen?**	• Low (4.5x) is based on recent trading EV/EBIT (November-December 2012) • High (7.5x) is based on present value of extended DCF forecast to 2027, assuming that market trends continue and New Denali grows successfully
12	**What DCF value does methodology ascribe to the 9/21 management case?**	• $19-$26/share – using 9/21 forecast of revenue, EBIT, GM, etc. run through the DCF model

Sources: BCG research and analysis, Denali management interviews, Denali data room, Industry publications

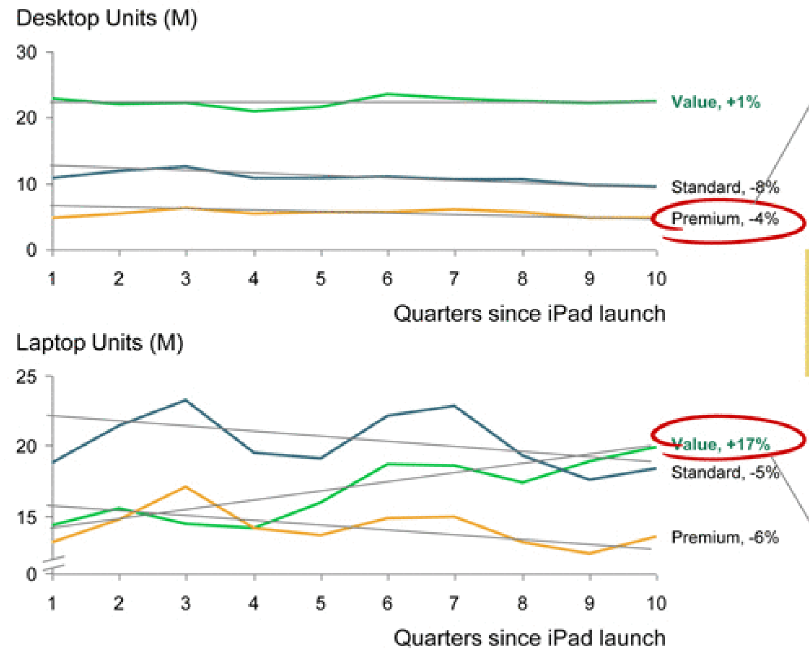
❶ Backup: Long-term PC revenue growth constant despite form factor shifts – current assumptions falls within band



1. Base case = Value: +10%, Standard: -6%, Premium: - 5%
Sources: IDC, Gartner, CIA GDP statistics, BCG analysis

Assumption – Evolution of PC market: Forecast PC units to remain flat through FY17, but with shifts between price tiers

Assumption: PC units by price tier grow according to growth trajectory post iPad launch



LT premium desktop CAGR 0%
- Upside +4% driven by SmartTV's fueled by Win 8
- Downside -9% evidenced by recent declines in Europe

Value: +10%
Standard: -6%
Premium: - 5%
Total PC: 2%

LT value laptop CAGR 17%
- Upside remains at 17%
- Downside 10% driven by slowdown in China
- Limited impact on profits

Source: IDC, Gartner, CIA GDP statistics, BCG analysis

1

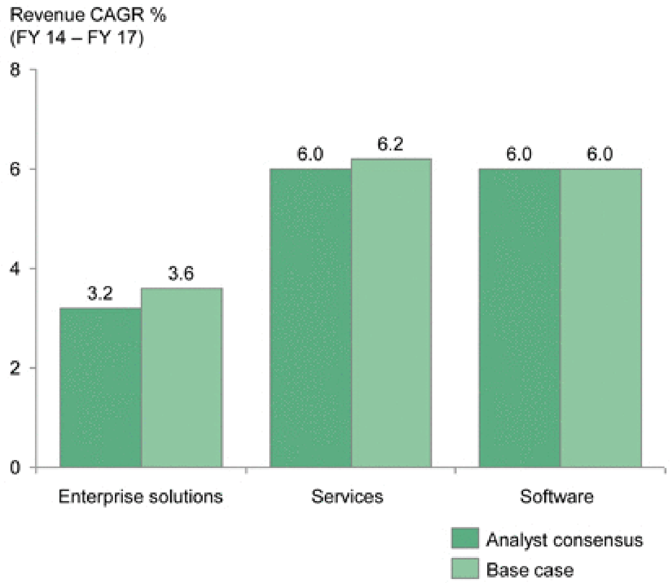
Backup: Computing devices market historical data

		1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	CAGR '06-'11 (%)
Desktop	Qty (M)	95	105	114	118	126	136	148	152	163	157	146	157	155	0
	ASP ($)	1,224	1,183	1,034	1,035	973	878	751	647	613	600	546	549	564	(3)
	Rev ($B)	117	124	118	122	122	120	111	98	100	94	80	86	87	(2)
Laptop	Qty (M)	20	26	27	30	38	47	64	80	107	142	169	201	209	21%
	ASP ($)	2,462	2,337	1,936	1,825	1,678	1,564	1,339	1,181	1,109	982	797	738	721	(9)
	Rev ($B)	48	60	52	55	64	74	85	95	119	140	135	148	151	10
iPad	Qty (M)	--	--	--	--	--	--	--	--	--	--	--	17	41	
	ASP ($)	--	--	--	--	--	--	--	--	--	--	--	600	580	
	Rev ($B)	--	--	--	--	--	--	--	--	--	--	--	10	26	
Other Tablets	Qty (M)	--	--	--	--	--	--	--	--	--	--	--	2	30	
	ASP ($)	--	--	--	--	--	--	--	--	--	--	--	418	400	
	Rev ($B)	--	--	--	--	--	--	--	--	--	--	--	1	10	
Total Mkt.	Qty (M)	115	131	142	148	164	183	212	232	271	300	315	377	434	13
	Rev (B)	165	184	171	177	187	193	196	193	219	234	214	246	273	7

Source: BCG analysis, IDC, Gartner, Morgan Stanley

1 New Denali growth rate in base case varies by industry segment, overall in line with external analysts

Forecasts in line with analyst projections[1]



Key assumptions

Enterprise solutions
- Servers expected to grow slightly faster than market due to historical share gains
- Networking, storage expected to grow with market

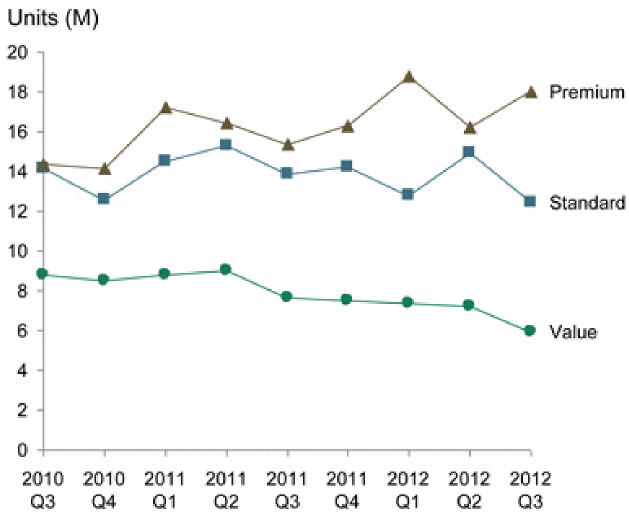
Services
- Infrastructure, security expected to grow at market rates, S&D expected to grow at the rate of servers (4.2%)

Software
- Expected to growth at the rate of server middle-ware, enterprise management software

1. IDC, Gartner, Forrester, Morgan Stanley
Note: Growth rates beyond FY 14 chosen to allow for integration of recent acquisitions

❷ Denali share has been stable in premium, declining in standard and value

Denali share trends over the last 8Q...



...and current GTM and product positions used to model future share trend

Maintaining share in premium
- Strong commercial relationships, protects premium disproportionately
- Strong product portfolio from Apple has caused short-term fluctuations in share due

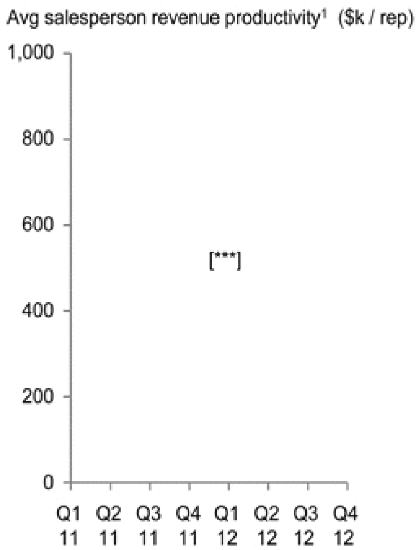
Moderate share loss in standard
- Standard volume growth in emerging markets and decline in mature markets causes moderate share loss
- Recent quarters signaling share loss

Significant share loss in value
- Weak GTM position in emerging markets (e.g. 1/5 distribution footprint of Lenovo in China), where value segment growing fastest
- Long-term trend of declining share

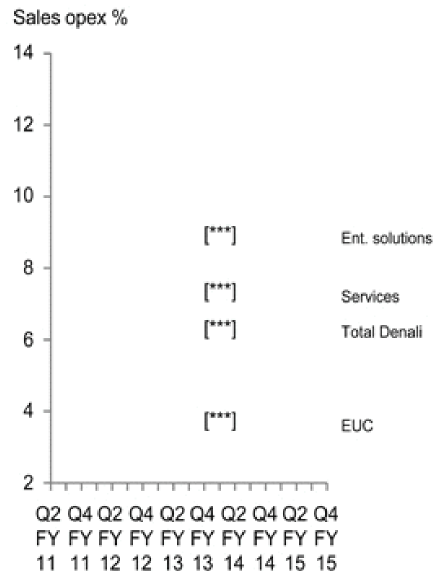
Source: Denali data room, IDC, BCG Analysis

Assumption – Denali operating expense evolution: Management plan shows declining opex as % of revenue

[***]



...but 9/21 plan forecasts sales efficiency gains



Comments

Sales, Other Opex as % of revenue held constant at FY12 levels due to historical trend

R&D Opex as a % of revenue modeled after 9/21 plan

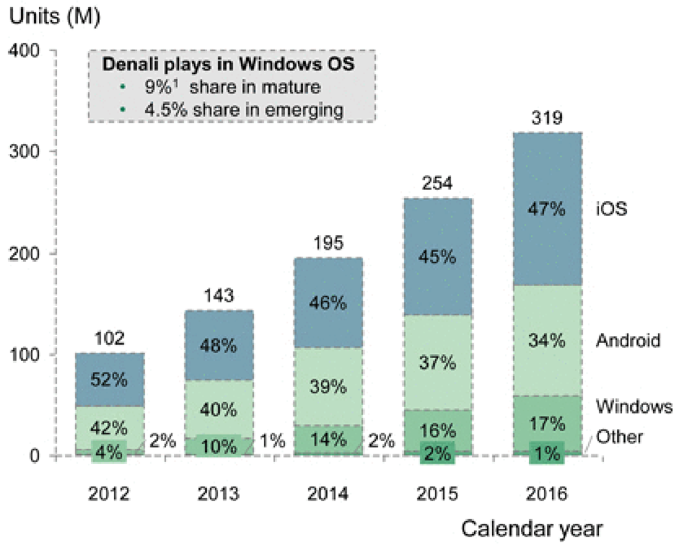
Total % Opex for software held constant at FY14 to account for Quest integration

1. 12/10 Denali management plan

[***] indicates information that has been omitted on the basis of a confidential treatment request pursuant to Rule 24b-2 of the Exchange Act and has been filed separately with the SEC.

5 Tablet market estimated to provide limited profit opportunity for Denali with current cost structure

Denali forecasted to capture share of tablet market in Windows market...



...but estimate will earn limited EBIT on tablet given current cost structure

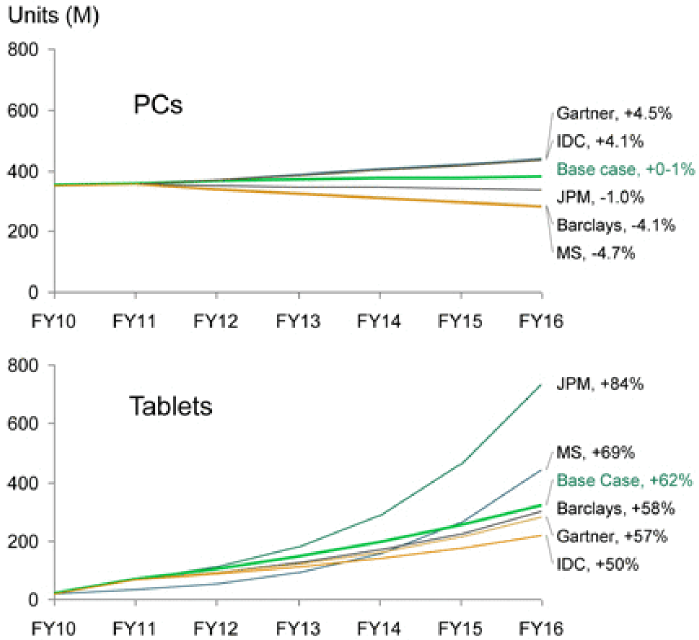
	iPad 3 (16G)	Windows Tablet	Kindle Fire	Nexus 7 (8G)	Nexus 7 (16B)
Price ($/unit)	499	469	199	199	249
COGS ($/unit)	316	431	174	160	166
Gross profit (%)	37%	8%	13%	20%	33%
Opex (%)	9%	11%[2]	13%[2]	11%[2]	11%[2]
EBIT (%)	28%	-3%	0%	9%	22%

1. Current laptop marketshare 2. Denali Opex % for Notebooks only. Corporate overall opex is 17%; driven by higher opex in New Denali
Note: Mature market includes United States and Western Europe, emerging market includes Asia pacific and ROW, Morgan Stanley forecast for forecasted tablet units
Source: Morgan Stanley, BCG analysis

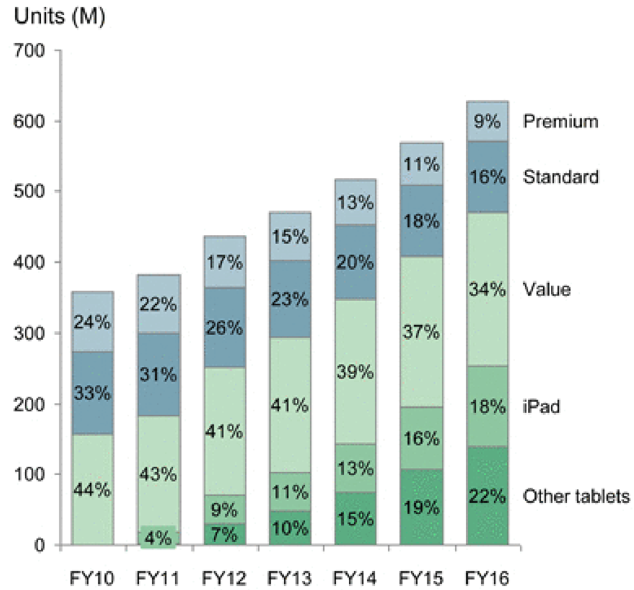
5

Backup: Core Denali PC assumptions

Forecast PC units to remain flat through FY15



Expect continued shift in PC units towards value segment



Source: JPM Presentation to the Denali Special Committee, (December 5, 2012), Morgan Stanley, IDC, BCG analysis

6A Denali initiative – Productivity cost takeout: Management estimates $3.3B in EBIT by FY16 if fully implemented

Management estimates $3.3B in EBIT by FY16 if fully implemented[1]

Benchmark "affordability" by function by BU

$M (FY13 July Forecast baseline)	COGS	Sales	Marketing	R&D	G&A/IT	Total	FY16 Target OpInc.
EUC attached (incl. APOS S&P)	~$[***]	~$[***]	~$[***]	-	~$[***]	~$[***]	>=[***]%
ESG unattached	~$[***]	~$[***]	~$[***]	~$[***]	~$[***]	~$[***]	~[***]%
Services (excluding GSD)	~$[***]	~$[***]	~$[***]	-	~$[***]	~$[***]	~[***]%
Software	-	~$[***]		~$[***]	~$[***]	~$[***]	~[***]%
Total:	~$[***]	~$[***]	~$[***]	~$[***]	~$[***]	~$[***]	

6 Confidential DELL

Key assumptions

- **Low case:** Oversea shipping, labor arbitrage estimate to drive [***]% COGS savings by [***]. Delayering estimated to drive an additional [***]% in total cost savings.
- **High case:** % cost takeout on [***] total base equivalent to % of $[***] EUC client reinvention in [***]
- Ramp rate is [***]% in '14, [***]% in '15, [***]% in '16

Key levers being pulled

- Convert to BTS vs. CTO
- Simplification of SKUs and global product portfolio
- Sourcing in China/labor arbitrage
- Cost takeout of logistics
- Sales and G&A cost process reconfiguration

Range of probability determined by outside benchmarks

Low case 25% - Delayering and China labor arbitrage well understood and have been achieved in benchmarked companies

High case [***]% - based on driving $[***] out of cost base through "client reinvention" in 2009

1. 11/14 Denali management productivity transformation presentation

Note: Proposed savings likely to overlap with New Denali sales force effectiveness initiative

Sources: Denali data room, Management interviews, BCG analysis and research

[***] indicates information that has been omitted on the basis of a confidential treatment request pursuant to Rule 24b-2 of the Exchange Act and has been filed separately with the SEC.

6B Denali initiative – Maintain / grow Core share: Estimate ~$[***] M EBIT by FY17 based on management agenda

Assumption: Estimate of impact based on management agenda

$M	FY12	FY13	FY14	FY15	FY16	FY17
Revenue	0	0	521	1134	1865	2743
COGS	0	0	([***])	([***])	([***])	([***])
GM	0	0	[***]	[***]	[***]	[***]
Opex	0	0	([***])	([***])	([***])	([***])
EBIT	0	0	[***]	[***]	[***]	[***]

Key assumptions

Management succeeds at stated goal to "Grow emerging market PC business with targeted localized products"

- Denali invests in distribution in Asia (stores, indirect channels), driving WW value PC share to past high of [***]% by [***] (vs. [***]% in base case)
- Denali develops low-cost PCs to target sub-$[***] value segment, which increases average GM for value PCs to [***]% (vs. [***]% in base case)[2]

Key levers being pulled

- Focus of investment on China, especially 2nd tier cities with localized products

Range of probability determined by outside benchmarks

Low case 0% - Lenovo's distribution continues to outpace Denali, especially in China

High case 50% - based on having reached [***]% market share two years ago and reinvigorated focus but continued pressure from aggressive competitors

1. 12/11 mgmt presentation 2. Margin increase occurs in part due to NCBM improvements
Sources: Denali data room, BCG analysis and research

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6C Denali initiative – New Denali sales force effectiveness: Management identified opportunity to increase SFE

Assumption: Sales force effectiveness initiative has potential to deliver $[***] of EBIT in FY17[1]

$M	FY12	FY13	FY14	FY15	FY16	FY17
Revenue	0	0	289	1,524	3,227	3,336
COGS	0	0	([***])	([***])	([***])	([***])
GM	0	0	[***]	[***]	[***]	[***]
Opex	0	0	[***]	[***]	[***]	[***]
EBIT	0	0	[***]	[***]	[***]	[***]

Key assumptions

- Mgmt presentation identified improving SFE as strategic priority, but have not developed specific goals / targets
- Estimate maximum potential impact at ~[***]% sales productivity improvement over [***] years for New Denali based on BCG SFE experience in tech sector[2]
- Program assumed to require [***] to implement fully; will scale to full effect by [***]
- New Denali margins remain constant

Key levers being pulled

- Improved sales force structure and tactics:
  - cross-selling, solution selling
  - increased specialization and training
  - new incentive structures

Range of probability determined by outside benchmarks

Low case 0% - Initiative not pursued

High case 50% - Median outcome based on SFE experience

1. Estimated based on typical TMT SFE results 2. Assumed 15% revenue increase, less decline due to small drop in sales FTEs as a result of productivity initiative
Note: Proposed savings likely to overlap with productivity initiative Sources: Denali data room, Management interviews, BCG analysis and research

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7 Backup: Detailed description of PC market upside & downside sensitivity

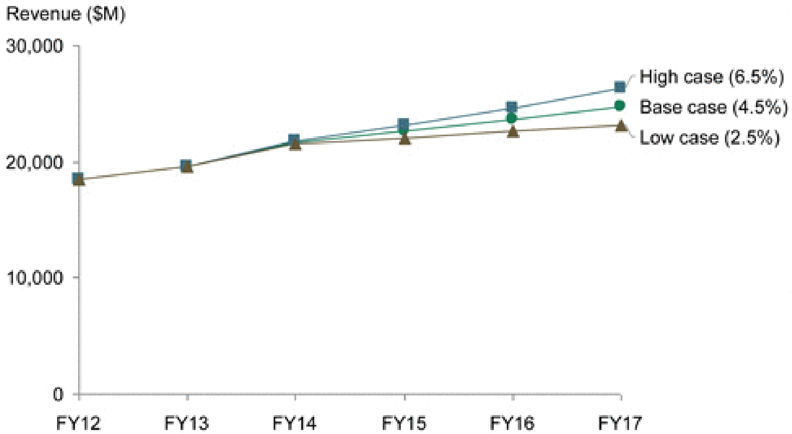
	Upside: Market trends	Upside: Denali position	Upside: Result	Downside: Market trends	Downside: Denali position	Downside: Result
Denali Premium Units (Base case – 9.5 M)	• Limited laptop cannibalization by tablets • Hybrid devices gain wide adoption, especially at high-end	• Premium desktops grow at 4% (LT television growth rate) • Premium laptops decline at -3% (lowest decline rate in last 5 years)	**11.5M**	• Cloud computing lowers business demand • Major laptop cannibalization by tablets • Desktop cannibalization by smart TVs & tablets	• Premium desktops shrink at -12% [1] • Premium laptops shrink at -10% – Trend from last 12 quarters	**7.3M**
Denali Tablet Units (Base case – 3.5 M)	• Windows 8 devices are popular and gain broad share • Denali succeeds at selling both Windows 8 and Android tablets	• Denali achieves share (equivalent to PC share) of total market ex-iPad	**10.7M**	• Windows 8 devices struggle, and adoption is slow • Denali tablets fail to gain a foothold	• Tablet sales abandoned after 2 years	**0M**
Denali Tablet GM% (Base case – [***]%)	• Tablet prices do not fall meaningfully • Manufacturing cost continues to fall • Android OS remains free to manufacturers	• Denali develops tablets with similar cost structure to Nexus 7	**[***]%**	• Tablet prices fall due to competition, • Additional margin earned by most market players through content sales, not hardware	• Denali margins remain constant	**[***]%**

1. Alternate triangulation assumes worst decline rates by region: premium desktops shrink at -9% (-22% mature mkts, +1% BRIC), and premium laptops shrink at -12%(-25% mature mkts, -8% BRIC) – Sources: Denali data room, Management Interviews, BCG analysis and research, Industry publications

[***] indicates information that has been omitted on the basis of a confidential treatment request pursuant to Rule 24b-2 of the Exchange Act and has been filed separately with the SEC.

8 Backup: Detailed description of New Denali market upside & downside sensitivity

New Denali segment growth rate estimates suggest ~$1.5B revenue delta in FY17



Key assumptions

- Growth rates diverge in FY14 to allow for integration of FY13 acquisitions
- High and low case growth rates are constant, in line with benchmarks
- Base case growth rates fluctuate slightly based on individual segment forecasts

Range of segment growth rates determined by outside benchmarks

Low case

- 2.5% ND segment growth
- IT spend decelerates due to SaaS, Cloud, creates central scale
- 50% of opex cost base assumed to be fixed in short-term

High case

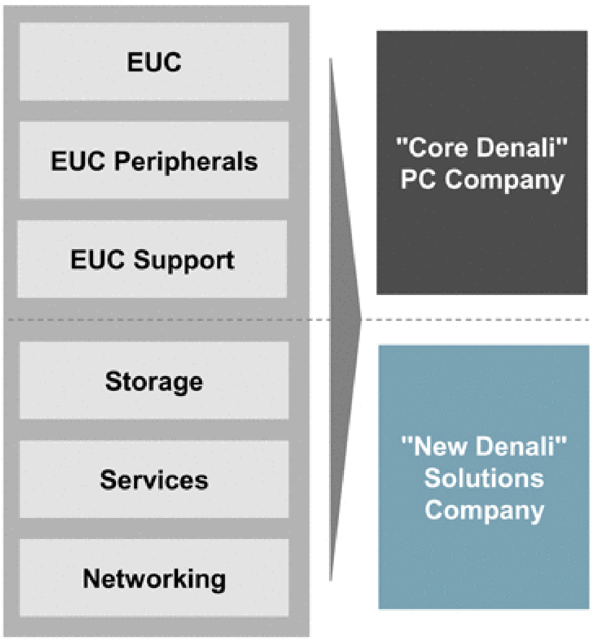
- 6.5% ND segment growth
- Cloud computing accelerates, requiring ESG as a bundle and increasing pull-through rates
- 50% of opex cost base assumed to be fixed in short-term

Sources: BCG research and analysis, Denali data room, Industry publications

9

Four primary impacts from splitting Denali

Proposed split: separate Core / New



Potential impacts of a split

1. **Cost synergies**:
   - Cost impact on shared functions
   - Sales force cross-selling
   - Economies of scale and scope
2. **Transaction costs**:
   - Impact of existing initiatives
   - Advisor fees and expense required
3. **Market valuation**:
   - Impact of new portfolio logic on trading multiple
   - "Sum of parts" value shift
4. **Strategy & execution**:
   - Impact on management focus
   - Tactics and partnerships made possible
   - Potential execution risks

9

Open questions regarding split

Issue	Outstanding questions	Potential next steps
Synergies / dis-synergies	What dis-synergies would be caused by splitting companies? To what extent will split enable long-term gains through better management?	Launch cross-functional effort to detail synergies bottom-up by division Analyze competitive opportunities for businesses as separate companies
Execution Risk	How long will split take to execute? What is downside risk if split is poorly managed or lasts longer than expected? (Increased turnover, poor sales, etc.)	Build detailed roadmap for logistics of split • Key milestones, deadlines, and owners • Model range of execution scenarios Engage advisors to plan legal and financial structure of split (e.g., spin-off, split-off, etc.)
Sales Force Organization	How will sales force be divided? How will split affect existing client relationships and current cross-selling contracts?	Plan detailed allocation of new sales organization (including structure, wiring, processes, etc) Interview customers to develop deeper understanding of expected reaction
Impact on New Denali transformation	To what extent will transformation stall due to lack of mgmt focus? How will current executive team be divided between new companies? How will New Denali fund growth without cash generation from Core?	Refine strategic plans for two separate companies Create succession plan and launch search for new executive committee Assess capital structure and plan for likely capital needs of both companies

12 9/21 plan differs from the base case in FY2017 due to differences in revenue outlook, GM and Opex %

		9/21 plan	BCG base case	Contribution to EBIT Δ[1]	% of contribution
Core Denali	Revenues	42,242	28,006	702	32%
	GM%	[***]%	[***]%	([***])	([***]%)
	Opex %	[***]%	[***]%	[***]	[***]%
	Op Inc	4.9%	4.8%	739	34%
New Denali	Revenues	25,777	25,047	99	5%
	Gross margins	[***]%	[***]%	[***]	[***]%
	Opex costs	[***]%	[***]%	[***]	[***]%
	Op Inc	13.6%	8.2%	1,449	66%
			Total Δ Op Inc:	2,364	100%

1. Cross-product distributed between buckets consistent with existing contribution %
Sources: Denali data room, BCG analysis and research

[***] indicates information that has been omitted on the basis of a confidential treatment request pursuant to Rule 24b-2 of the Exchange Act and has been filed separately with the SEC.

Top 25 global information technology companies

Tech company	Market cap ($B)
Apple Inc	550
Microsoft Corp	223
Intl Business Machines Corp	221
Samsung Electronics Co Ltd	184
Google Inc	180
Oracle Corp	158
Qualcomm Inc	109
Cisco Systems Inc	100
Intel Corp	98
SAP AG	93
Taiwan Semiconductor MFG Co	88
eBay Inc	68
Tencent Holdings Ltd	60
EMC Corp/MA	51
TATA Consultancy Svcs Ltd.	47
Accenture Plc	43
Canon Inc	42
Hon Hai Precision Ind Co Ltd	38
Texas Instrument Inc	34
Ericsson	30
Automatic Data Procession	27
Hitachi Ltd	27
Hewlett-Packard Co	26
Infosys Ltd	26
Yahoo Inc	22
Salesforce.com Inc	22

Source: Compustat

Exhibit (c) (17)

Project Denali

December 6, 2012

Preface

This volume contains copies of slides that will be presented by members of The Boston Consulting Group, Inc. ("BCG"), to members of the Board of Directors of "Denali", and are designed for the use of the Board.

At the presentation, the slides will serve as the focus for discussion. They are incomplete without the accompanying oral commentary.

The financial evaluations contained in this presentation are based upon standard methodologies using public and/or confidential data and assumptions derived from the industry insight gained during the strategic options work for the Board of Directors of "Denali".

Changes in the underlying data or operating assumptions will clearly impact the analyses and conclusions. The Boston Consulting Group does not provide fairness opinions or valuations of market transactions. Our financial evaluations provide a framework for assessing the relative attractiveness of different strategic options.

These materials may not be copied or given to any person or entity ("Third-Parties") other than the Client without BCG's prior written consent.

Objectives for today's meeting

December 6

Lay out <u>market context</u> for Denali

<u>Assess strategy</u> of each Denali business
- Market attractiveness
- Denali position & trajectory
- Future outlook

Define <u>strategic options</u> that emerge

Help <u>frame</u> the Board's decisions

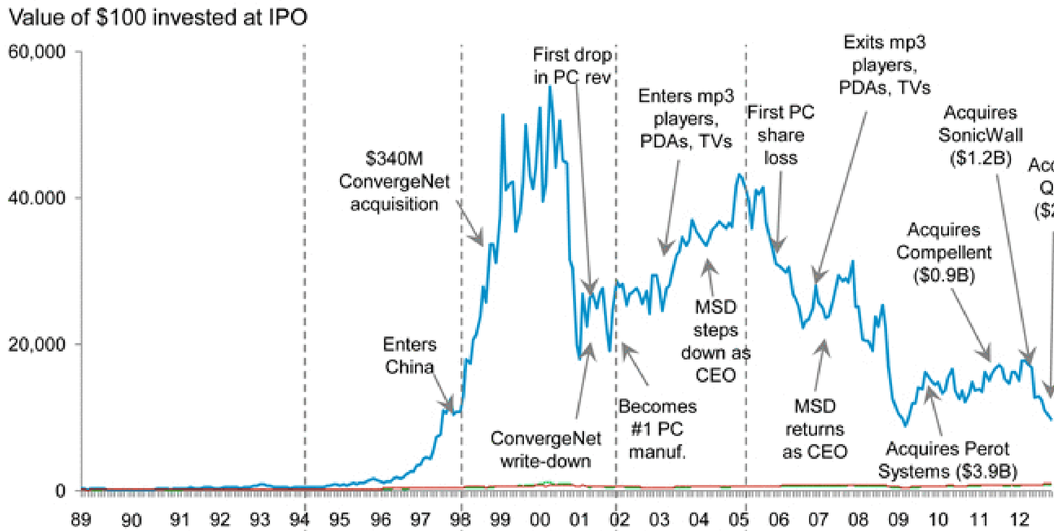
Today's meeting

January discussion (date TBD)

Evaluate attractiveness of key strategic options
- Required actions
- Competitive logic
- Value creation
- Feasibility to achieve

Highlight key tradeoffs between strategic options for Board

Market context: After very strong historical value creation, Denali has significantly underperformed



24 yr TSR

Denali 21%

S&P 500 9%
Nasdaq 9%

Points of TSR	*Early years*	*Dramatic growth*	*Bubble & crash*	*Return to growth*	*Rise of competitors; Transition to "New Denali"*
• Rev Growth	55	44	26	16	2
• EBIT Margin Chg	(7)	17	(11)	7	(3)
• EV/EBIT Multiple Chg	(18)	80	13	(10)	(20)
• CF Yield	(4)	(8)	(1)	3	6
• TSR (Annual Avg%)	26	133	27	16	(15)

- ~95x value growth since IPO
- ~75% value decline since 2005

Source: Company reports, Denali Data room, BCG analysis

Denali's low valuation does not match apparent company strengths and reflects investor concerns

Despite significant strengths...

- ✓ **Globally respected brand and international market access**
- ✓ **Strong (A-) credit, with significant free cash flow generation**
- ✓ **Well positioned to serve the commercial mid-market**
- ✓ **Profitable $39B Core Denali business, with scale**
- ✓ **Profitable $19B New Denali business, with growth potential**
- ✓ **Founder / CEO with strong reputation and network**

... Investors are skeptical

At consensus profitability, Denali will generate its own market cap in free cash flow in 3.2 years[1]
- ... with zero terminal value implied

Two potential investor concerns could explain this low valuation:
- Cash flows are likely to decline rapidly
- Cash flows will be spent in value-destroying ways

We would like to understand the relative importance of each concern
- Are these justified by fundamentals?
- How might private ownership change outlook?

1. Based on Dec 3 2012 value of $10 and forecast for FCF of $3.21B/year (avg 2013-2016); counts $4.12/share of company's existing cash ($6.33/share less 35% repatriation cost)

Strategic assessment: Denali strategy integrates two distinct business models under common management

	Overview	Key questions
Core Denali	• A leader in a mature, commoditizing category • Facing significant category threats & uncertainty • Aggressive low-cost competitors gaining share • Significant FCF – even at low OI margins, with minimal investment • Denali losing share with strategy focused on margin %	**What actions will create long-term competitive advantage?** **What actions drive attractive shareholder value creation?**
New Denali	• A collection of acquired discrete positions – High-IP HW & SW; labor-intensive services • Favorable LT outlook for growth with healthy margins • Profitable, but low returns vs. acquisition capital • Denali struggling with go-to-market model	
Linkages	• Leadership belief in "end to end" solutions • Significant commonality in procurement, infrastructure, and IT systems • But different business models... • ...With sales force capabilities a critical issue supporting transition from Core to New	**Is Denali one business, or a conglomerate of two distinct parts?**

Core Denali under pressure as PC market commoditizes and mix shifts downward

Growth in legacy PC's (desktop/laptop) has stalled, and future uncertain

- Several headwinds creating uncertainty in the demand forecast
- Form-factor displacement a slow process; analogs typically take 5+ years to achieve 20% market penetration
- Tablet substitution in certain segments and use cases only – Legacy PCs likely to decline, but unlikely to disappear in next 3-5 years
- As market mix shifts, $ profit per unit is more at risk than unit volume

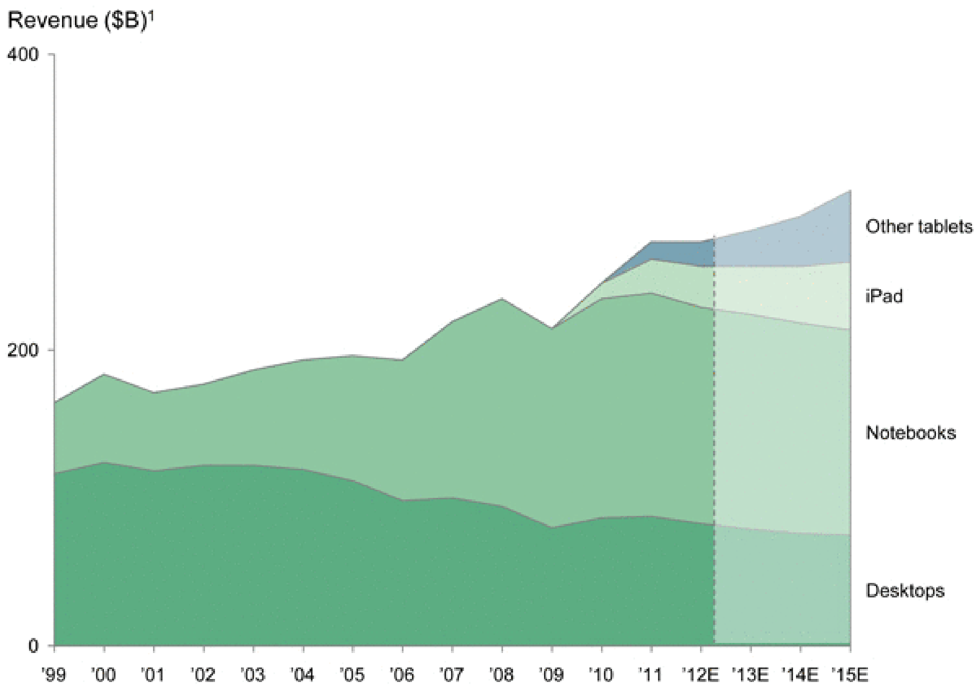
PC market profit pools shifting towards value segment, where Denali lacks a winning product strategy and operating model

- Products not designed specifically for lower end of Value segment (<$500 ASP)
- Selling higher cost products at low end, at a loss
- Aligned with Wintel model, currently a low-share technology in tablets
- In process of moving from higher cost CTO to more efficient BTS supply chain

Market is rewarding innovation (Apple), and increasing scale (Lenovo)

Two paths for Core Denali: run the business for margin dollars, or for margin percentage

PC market growth has stalled...the future is hotly debated



Tablets will be highly cannibalistic to core PC market in all segments
- Goldman Sachs

The decline of the PC business has accelerated. This ship is sinking faster than anyone expected
- Indigo Equity Research

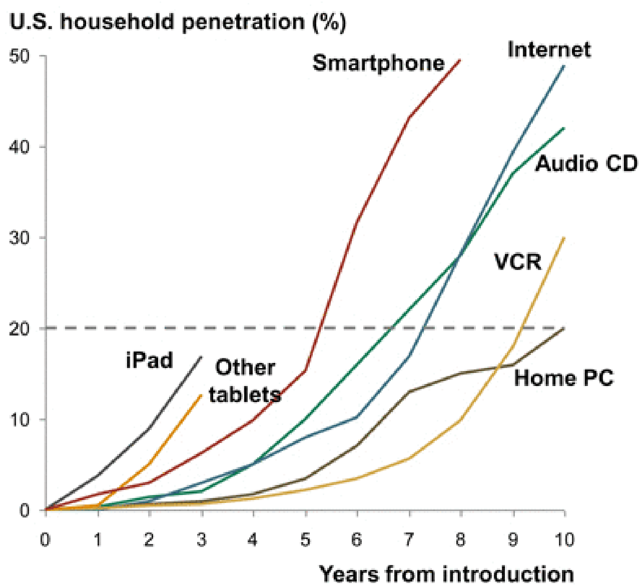
'Death of the PC' is like death of the mainframe – forecasted for ages but extremely slow to occur
- Professor[1] , Wharton

Windows 8 means a potential return to positive growth for the PC market
- Research Dir., IDC

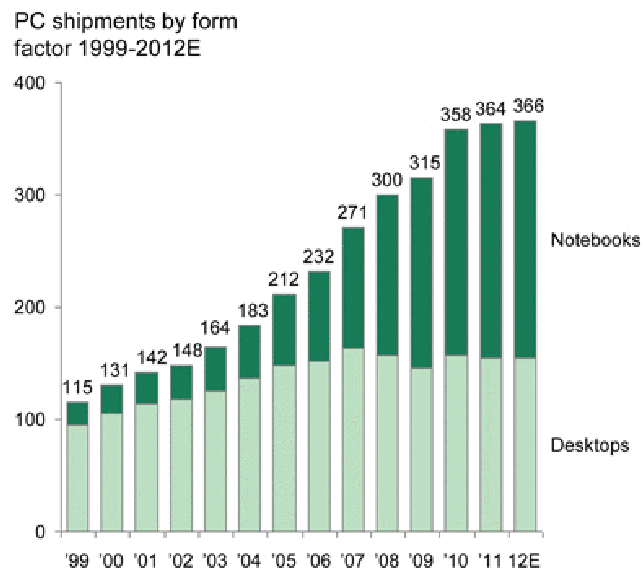
1. From 12Q3 till '15 BCG projections assume that the total revenue from computing devices (desktops, notebooks and tablets) follows a long term 10year trend.
Source: IDC, Gartner, BCG analysis

A retrospective: Analogous technologies take years to reach full penetration, with form-factor displacement often limited

Technology adoptions do not happen overnight...



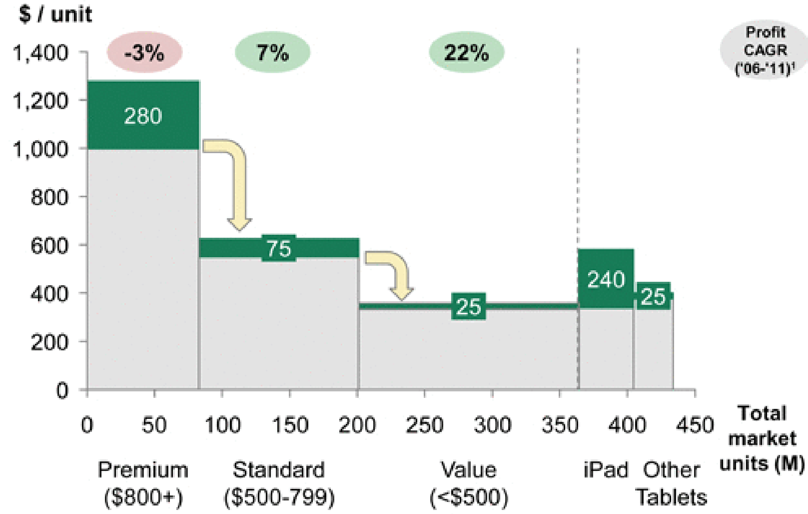
...and older form-factors may persist and grow with newer ones



Source: eMarketer; William Blair; Nielsen; Forrester; EIA; US Census; USGS; AWAA; press and web research; IDC, Gartner, BCG analysis

Profit pools in PC market are shifting to sub-$500 ("Value") segment, where Denali lacks a winning product strategy

2011 Global PC profit pools



	Premium	Standard	Value	iPad	Other Tablets
Denali's units[2] (M)	**12**	**15**	**13**	–	–
revenue[2] ($B)	**15**	**10**	**5**	–	–

Key observations

Half the PC profit today is in Premium segment

Profit pool in Premium segment shrinking – and growing in Value segment and tablets

Denali lacks a winning product strategy in Value segment

- Build-to-stock is lower cost – Denali mostly configured to order
- Lacks products designed specifically for Value segment
- Over half of Denali Value segment revenues[2] deliver negative gross margins

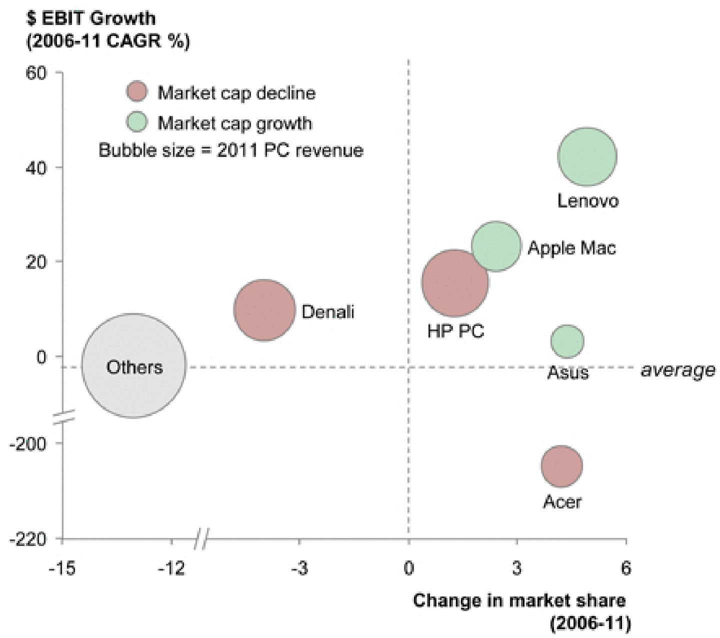
Denali currently not big in Tablets

- Win 8 tablets just being introduced
- Denali not participating in ARM/Android

1. Profit pool projection based on BCG analysis of historical and current trends for segments of PC market 2. Denali units and revenue represent Q4FY2012 to Q3FY2013 (LTM of available data)
Source: BCG analysis, IDC, Gartner, Morgan Stanley, Denali Data room

Market rewarding two business models – leadership in innovation (Apple) and increasing scale (Lenovo)

Highly competitive PC market with top players separating from others in share



Two value creating models have emerged

Apple winning, with a focus on the premium segment

- Driven by innovation and design
- Difficult to replicate
- Drives high GM of ~25% (only Apple) vs. a market GM range of 8-15%

Lenovo also winning, but by having a low cost position and driving scale aggressively across all price tiers

Denali caught in the middle – losing share at Premium end to Apple, and facing aggressive low-cost competition from Lenovo

Note: Apple and HP margins estimated from published segment operating margins for Apple Mac and HP PC divisions, Denali represents EUC business only.
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Two paths for Core Denali: run the business for margin dollars, or for margin percentage

	Strategic actions	Must believes
Path A: **Optimize around margin %**	**Cede volume/share in low-margin product segments** **Curtail investments and redeploy cash from Core to New Denali** **Largely current approach**	**Margin floors are best way to extract value** **Difficult to generate profit in lower price bands** **Can maintain attractive cash flows as volume and scale loss occurs** • Scale not necessary to compete in high-end • Low end players won't be able to move up **Public market investors sensitive to margin %**
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New Denali competes in healthy markets, but growing slower than expectations

New Denali competes in a set of markets with healthy growth exposure and profit margins

However, transformation is slower than desired...

- Revenue trajectory of acquisitions below expectations
- New Denali has not grown in targeted mid-market segment
- Solution sales complex – Denali sales force primarily selling point solutions to date

...while New Denali organic revenue growth has lagged rest of the market

- Servers healthy, but services and storage behind

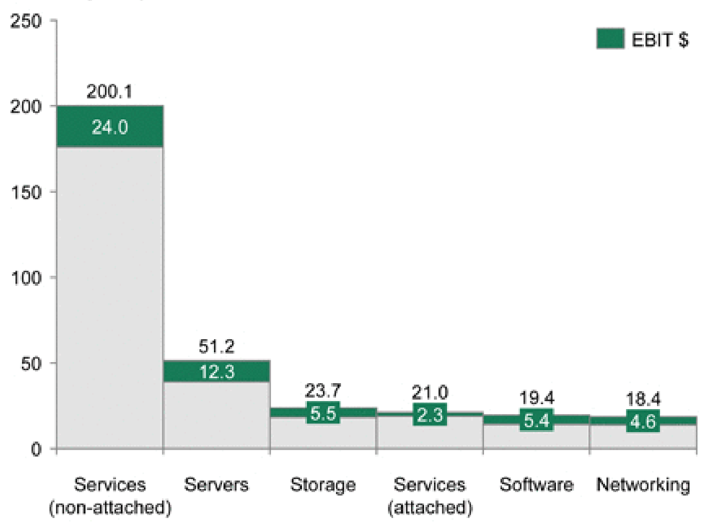
New Denali faces three key challenges

- Improve sales force capability and effectiveness in solution selling
- Disciplined execution, to ensure sales force focuses on and grows Mid market
- Develop compelling, differentiated solutions that combine Denali technology components

New Denali competes in a set of markets featuring healthy growth exposure and profits

Total Enterprise solutions market revenue and EBIT by product type

2011 $B globally



	Services (non-attached)	Servers	Storage	Services (attached)	Software	Networking
12-16 CAGR%	4.4	3.1	11.2	3.0	7.7	2.9
7 - 12 CAGR%	7.3	2.7	6.6	-0.8	6.6	6.0

Key observations

Steady growth consensus outlook for enterprise

- Growth projected to accelerate for most categories

Enterprise EBIT margins are healthy

- Hardware/software ~25%
- Services ~12%

Analysts aligned on healthy growth outlook

- IDC, Gartner, IBISWorld project modest growth (mid-single digits) through 2016

Note: Non-attached services includes server maintenance, excludes EUC support. Attached services includes PC repair and tech support
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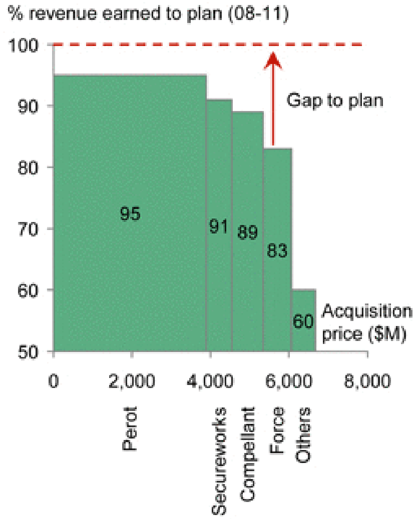
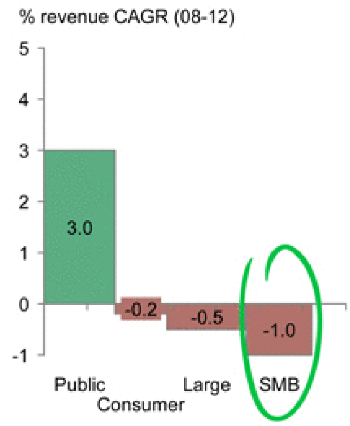
Enterprise transformation has not yet produced expected results for Denali...

Acquisitions have not grown to expectations



Strategy is mid-market focused, but mid-market has not driven growth



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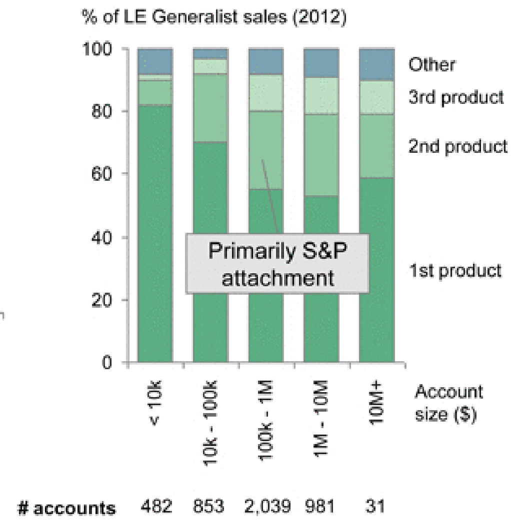

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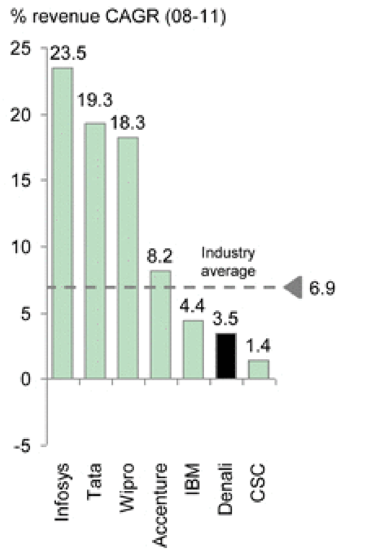
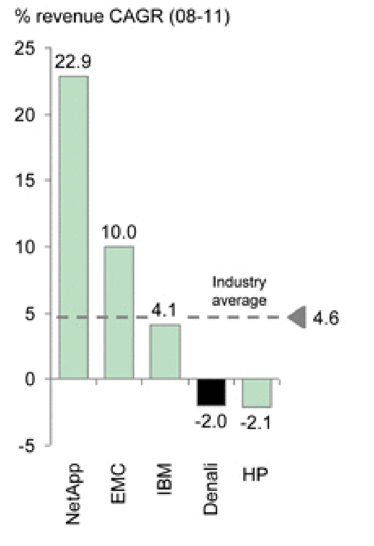
...While Denali organic revenue growth mixed picture across Enterprise product lines

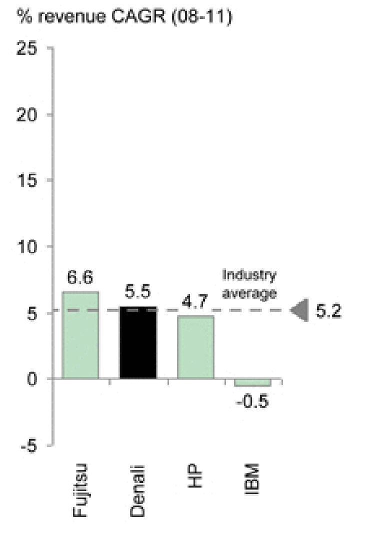
Services: Growth below industry average



Storage: Business is declining



Servers and network: In-line with industry



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How difficult is "Transformation", and what signals success?

	Firm	Year	Challenges	Tactics Used
Success	Apple	'97	• Share loss, driven by poor product	• Install new leadership team • Streamline product line and major investment in R&D • Build integrated ecosystem: device, software, content
	IBM	'93	• Share loss in PC business • Declining market	• Exit PC business • Aggressively enter high-margin software and services • Transform legacy culture
	PHILIPS	'90	• Low-growth market • Margin erosion driven by competition	• Focus on growing, high-margin BUs; shed remainder of historical core businesses • Control costs and globalize organization
Still in Transition	hp	'06	• Share loss • Margin erosion	• Grow through large, expensive add-on acquisitions • Leverage PC unit for cash, attempt few (failed) innovations • Change leadership when strategy didn't deliver results
	xerox	'07	• Declining printing market • Share loss due to new competition	• Expand from printing to broader "document management" • Shift into new business processes and IT outsourcing • Gradually wind down printing business without major shifts
Failure	NOKIA	'08	• Share loss (high end) driven by poor product • Margin erosion (low end)	• Remained focused on legacy feature phones despite evidence of shift to smart phone trend • Attempted in-house OS, then exited & partnered w/ MSFT
	Kodak	'97	• Declining film market • Business model (Gillette-style) becoming obsolete	• Attempted to preserve analog photography profits through major cost cuts • Gradually pushed into digital, but without clear vision

Empirical lessons from successful "transformations"

Consistently present	✓ <u>Match scale of challenge</u> – make moves equal to scope of challenge faced ✓ <u>Define clear strategic vision</u> – ensure continuous iteration against vision ✓ <u>Shelter new business</u> – protect new business models from legacy problems
Sometimes present	✓ <u>Shed legacy core</u> – willingness to exit segments in secular decline ✓ <u>Innovate business model</u> – shift multiple parts of biz model, not just product ✓ <u>Align management with strategy</u> – match leadership skills with strategic path
Not present	✗ <u>Exclusive focus on costs</u> – cost reductions necessary but not sufficient, need long-term growth agenda in addition ✗ <u>Acquire way to health</u> – large, lumpy acquisitions lacking investment thesis ✗ <u>Unrealistic time horizon</u> – prematurely change strategic path

Observations on Denali org, leadership, and culture

Organization	• Team aligned on broad strategic priorities • High centralization – senior talent primarily in Austin • 2013 org shift viewed as necessary, but key elements unresolved • Slow decision making – driven by matrix organization structure • Serial reorganizations, legacy sales force struggling to sell solutions
Leadership	• Founder / CEO has deep knowledge of business, strong presence • De facto "Office of COO" (the Business Operation Team) • Mixed results with lateral managers – retention challenged
Culture	• Fact-based, analytical culture • Shared history of a long-tenured core group • Acquisitions bring different business models and beliefs • History of optimism, weak forecasting and planning • Limited pay-for-performance – discretionary bonus mechanism

Strategic options: five options emerge for Denali to pursue

		Strategic option	Description
Public: Maintain structure	1	Current strategy	• Play in higher-end EUC market, cede share and maintain margins • Grow New Denali at current pace, with continued acquisitions
	2	High contrast strategy	**Core Denali – commit to win** • Design products to compete in all segments • Grow volume in value / emerging mkts while maintaining margins • Operate as commodity business with focus on cost takeout **New Denali – drive organic growth** • Improve sales force capability in solution selling • Disciplined execution and focus on the mid-market • Develop compelling, differentiated solutions
Public: Transform structure	3	Split company	• Split into two pure-play companies (Core and New Denali) with distinct strategic agendas and valuation profiles
	4	Pursue strategic buyer	• Seek buyer for all or portion of Denali businesses
Take private	5	Take private	• Accept offer for company to be taken private • Leverage private structure to enable distinct strategic actions

Our sense of the take-private agenda

Potential value levers	Description
A "Commit to win" in Core Denali	• Maximize life cycle cash flow $, not margin percent • Drive share to preserve scale (e.g. $450 product, Tier 4-6 China, etc) • Move decision making center of organization to Asia
B Drive organic growth in New Denali	• Integrate products to create differentiated solution for clients • Increase focus on advantaged mid-market segment • Segment and upgrade selling organization, build solutions approach
C Implement aggressive cost takeout	• Aggressively implement simplification and cost take-out (NDBM) • Program-manage large-scale cost reduction programs • Delayer the organization
D Align org and talent	• Create COO, recruit / change senior talent to align with strategy • Align external reporting with internal roles, resourcing, and metrics • Drive strong execution discipline, with focus on the "6-8 key priorities"
E Tightly align management incentives	• Remove quarterly EPS constraint, drive towards 3-6 yr exit profile • Require mgt purchase of equity (money at risk, not options)
F Ensure discipline of capital allocation	• Revisit M&A activity – ensure clear investment thesis for acquisition • Drive integration of existing acquisitions
G Enhance capital strategy	• Increase debt leverage to boost equity returns • Access OUS cash tax-efficiently • Arbitrage valuation multiple (buy low, sell high)

Believe many of the "take-private" value levers could (in principle) be applicable to Denali as public company

Potential value levers	Description	Applicable to public?
A "Commit to win" in Core Denali	• Maximize life cycle cash flow $, not margin percent • Drive share to preserve scale (e.g. $450 product, Tier 4-6 China, etc) • Move decision making center of organization to Asia	✓ ✓ ?
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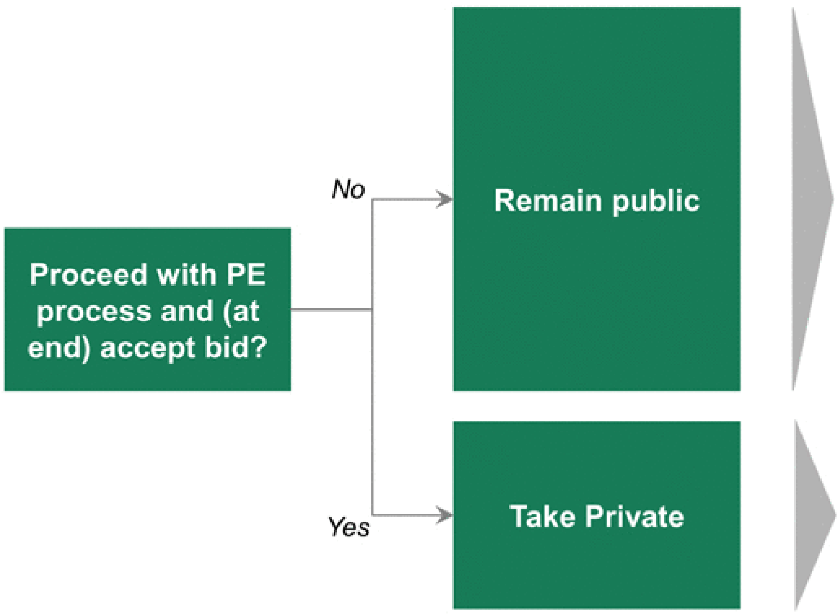
Frame path forward: Critical questions facing the Board



Key questions

Which strategic direction?
- Status quo vs. new strategy

Which leadership team?
- Current vs. new management

Which go-forward structure?
- Stand-alone vs. split

What is Denali worth as public company?

What is Denali worth as private company?

What to expect when we meet in January

Path to answer critical questions facing Denali Board

Key deliverables

Assess driver-based view of evolution of profit pools in PC / Tablet market

Evaluate value creation of priority strategic options
- Range of potential outcomes
  - Based on internal (feasibility to achieve) and external (market forces, competitors) risk
- Timing to achieve
- Risk, difficulty, and uncertainties

Articulate critical must believes

Highlight key tradeoffs across options
- Drivers of difference in value creation

Project Denali

December 5, 2012

Preface

This volume contains copies of slides that will be presented by members of The Boston Consulting Group, Inc. ("BCG"), to members of the Board of Directors of "Denali", and are designed for the use of the Board.

At the presentation, the slides will serve as the focus for discussion. They are incomplete without the accompanying oral commentary.

The financial evaluations contained in this presentation are based upon standard methodologies using public and/or confidential data and assumptions derived from the industry insight gained during the strategic options work for the Board of Directors of "Denali".

Changes in the underlying data or operating assumptions will clearly impact the analyses and conclusions. The Boston Consulting Group does not provide fairness opinions or valuations of market transactions. Our financial evaluations provide a framework for assessing the relative attractiveness of different strategic options.

These materials may not be copied or given to any person or entity ("Third-Parties") other than the Client without BCG's prior written consent.

Objectives for today's meeting

December 6

Lay out market context for Denali

Assess strategy of each Denali business
- Market attractiveness
- Denali position & trajectory
- Future outlook

Define strategic options that emerge

Help frame the Board's decisions

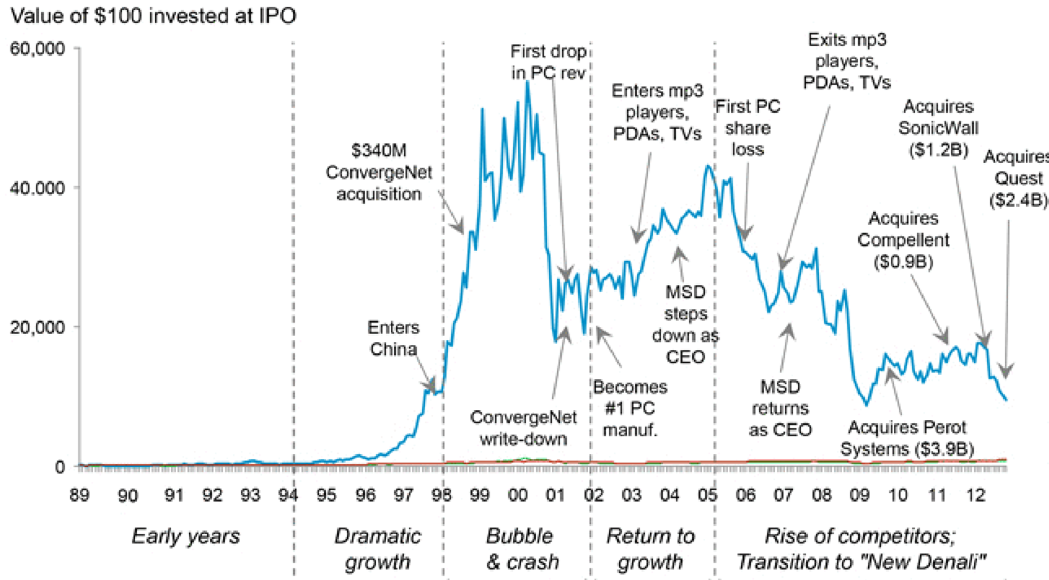
Today's meeting

January discussion (date TBD)

Evaluate attractiveness of key strategic options
- Required actions
- Competitive logic
- Value creation
- Feasibility to achieve

Highlight key tradeoffs between strategic options for Board

Market context: After very strong historical value creation, Denali has significantly underperformed



24 yr TSR

Denali 21%

S&P 500 9%

Nasdaq 9%

Points of TSR	Early years	Dramatic growth	Bubble & crash	Return to growth	Rise of competitors; Transition to "New Denali"
• Rev Growth	55	44	26	16	2
• EBIT Margin Chg	(7)	17	(11)	7	(3)
• EV/EBIT Multiple Chg	(18)	80	13	(10)	(20)
• CF Yield	(4)	(8)	(1)	3	6
• TSR (Annual Avg%)	26	133	27	16	(15)

- ~95x value growth since IPO
- ~75% value decline since 2005

Source: Company reports, Denali Data room, BCG analysis

Denali's low valuation does not match apparent company strengths and reflects investor concerns

Despite significant strengths...

- ✓ **Globally respected brand and international market access**
- ✓ **Strong (A-) credit, with significant free cash flow generation**
- ✓ **Well positioned to serve the commercial mid-market**
- ✓ **Profitable $39B Core Denali business, with scale**
- ✓ **Profitable $19B New Denali business, with growth potential**
- ✓ **Founder / CEO with strong reputation and network**

... Investors are skeptical

At consensus profitability, Denali will generate its own market cap in free cash flow in 3.2 years[1]

- ... with zero terminal value implied

Two potential investor concerns could explain this low valuation:

- Cash flows are likely to decline rapidly
- Cash flows will be spent in value-destroying ways

We would like to understand the relative importance of each concern

- Are these justified by fundamentals?
- How might private ownership change outlook?

1. Based on Dec 3 2012 value of $10 and forecast for FCF of $3.21B/year (avg 2013-2016); counts $4.12/share of company's existing cash ($6.33/share less 35% repatriation cost)

Strategic assessment: Denali strategy integrates two distinct business models under common management

	Overview	Key questions
Core Denali	• A leader in a mature, commoditizing category • Facing significant category threats & uncertainty • Aggressive low-cost competitors gaining share • Significant FCF – even at low OI margins, with minimal investment • Denali losing share with strategy focused on margin %	**What actions will create long-term competitive advantage?** **What actions drive attractive shareholder value creation?**
New Denali	• A collection of acquired discrete positions – High-IP HW & SW; labor-intensive services • Favorable LT outlook for growth with healthy margins • Profitable, but low returns vs. acquisition capital • Denali struggling with go-to-market model	
Linkages	• Leadership belief in "end to end" solutions • Significant commonality in procurement, infrastructure, and IT systems • But different business models... • ...With sales force capabilities a critical issue supporting transition from Core to New	**Is Denali one business, or a conglomerate of two distinct parts?**

Core Denali under pressure as PC market commoditizes and mix shifts downward

Growth in legacy PC's (desktop/laptop) has stalled, and future uncertain

- Several headwinds creating uncertainty in the demand forecast
- Form-factor displacement a slow process; analogs typically take 5+ years to achieve 20% market penetration
- Tablet substitution in certain segments and use cases only – Legacy PCs likely to decline, but unlikely to disappear in next 3-5 years
- As market mix shifts, $ profit per unit is more at risk than unit volume

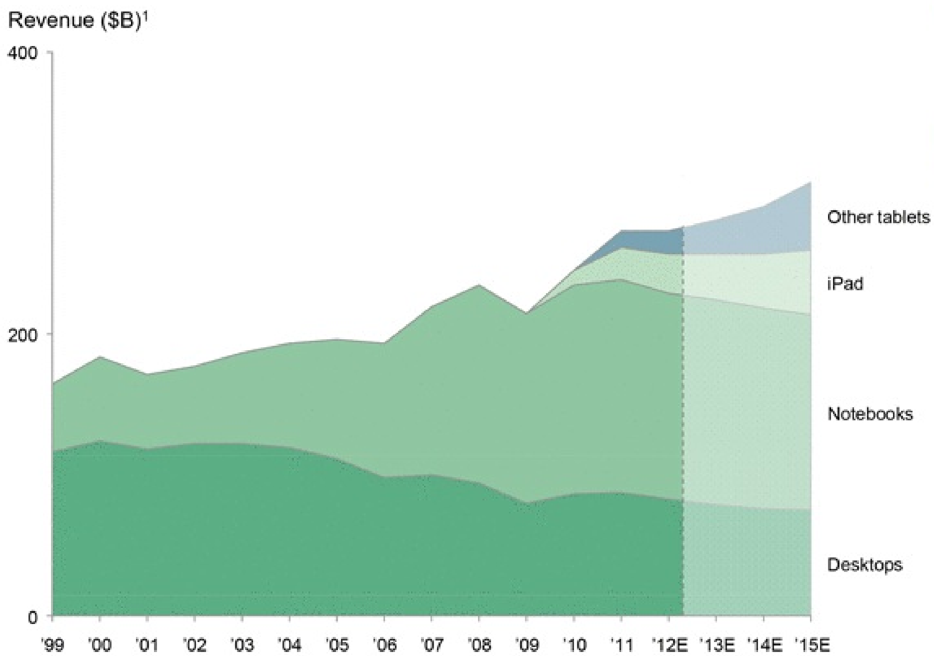
PC market profit pools shifting towards value segment, where Denali lacks a winning product strategy and operating model

- Products not designed specifically for lower end of Value segment (<$500 ASP)
- Selling higher cost products at low end, at a loss
- Aligned with Wintel model, currently a low-share technology in tablets
- In process of moving from higher cost CTO to more efficient BTS supply chain

Market is rewarding innovation (Apple), and increasing scale (Lenovo)

Two paths for Core Denali: run the business for margin dollars, or for margin percentage

PC market growth has stalled...the future is hotly debated



Tablets will be highly cannibalistic to core PC market in all segments
- Goldman Sachs

The decline of the PC business has accelerated. This ship is sinking faster than anyone expected
- Indigo Equity Research

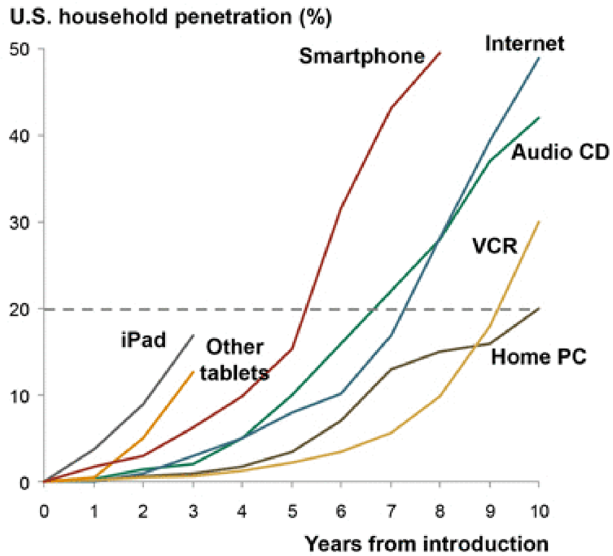
'Death of the PC' is like death of the mainframe – forecasted for ages but extremely slow to occur
- Professor[1] , Wharton

Windows 8 means a potential return to positive growth for the PC market
- Research Dir., IDC

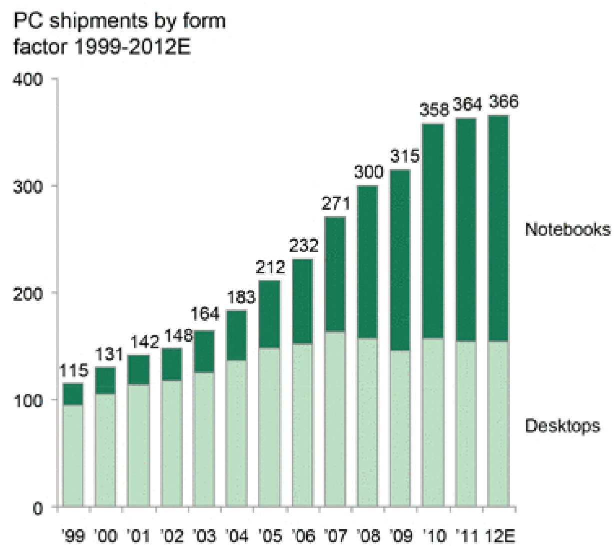
1. From 12Q3 till '15 BCG projections assume that the total revenue from computing devices (desktops, notebooks and tablets) follows a long term 10year trend.
Source: IDC, Gartner, BCG analysis

A retrospective: Analogous technologies take years to reach full penetration, with form-factor displacement often limited

Technology adoptions do not happen overnight...



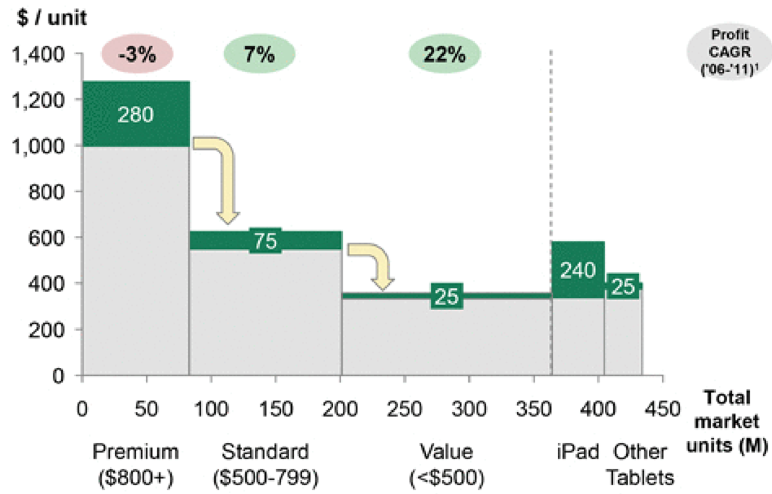
...and older form-factors may persist and grow with newer ones



Source: eMarketer; William Blair; Nielsen; Forrester; EIA; US Census; USGS; AWAA; press and web research; IDC, Gartner, BCG analysis

Profit pools in PC market are shifting to sub-$500 ("Value") segment, where Denali lacks a winning product strategy

2011 Global PC profit pools



	Premium ($800+)	Standard ($500-799)	Value (<$500)	iPad	Other Tablets
Denali's units [2] (M)	**12**	**15**	**13**	**–**	**–**
revenue[2] ($B)	**15**	**10**	**5**	**–**	**–**

Key observations

Half the PC profit today is in Premium segment

Profit pool in Premium segment shrinking – and growing in Value segment and tablets

Denali lacks a winning product strategy in Value segment
- Build-to-stock is lower cost – Denali mostly configured to order
- Lacks products designed specifically for Value segment
- Over half of Denali Value segment revenues[2] deliver negative gross margins

Denali currently not big in Tablets
- Win 8 tablets just being introduced
- Denali not participating in ARM/Android

1. Profit pool projection based on BCG analysis of historical and current trends for segments of PC market 2. Denali units and revenue represent Q4FY2012 to Q3FY2013 (LTM of available data)
Source: BCG analysis, IDC, Gartner, Morgan Stanley, Denali Data room

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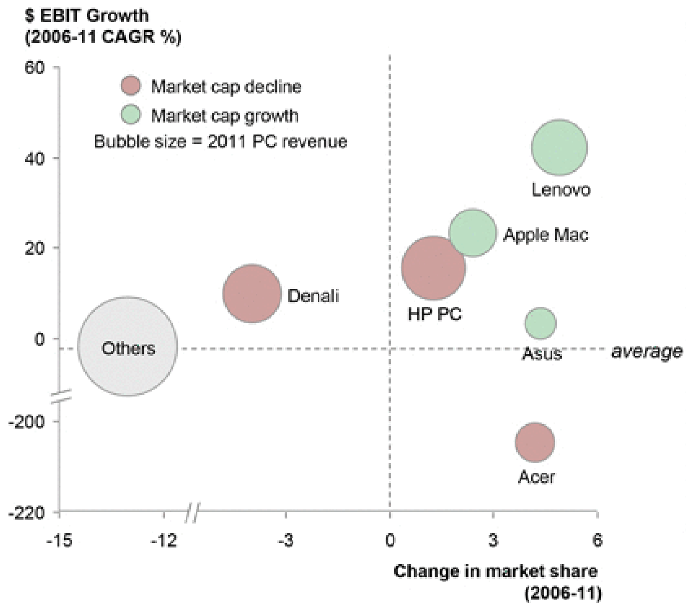
Highly competitive PC market with top players separating from others in share



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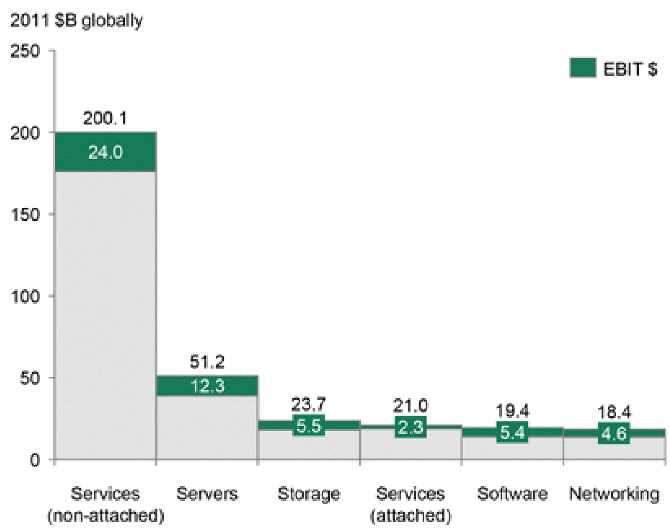

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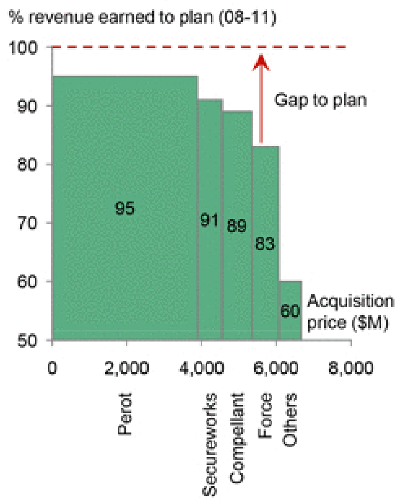

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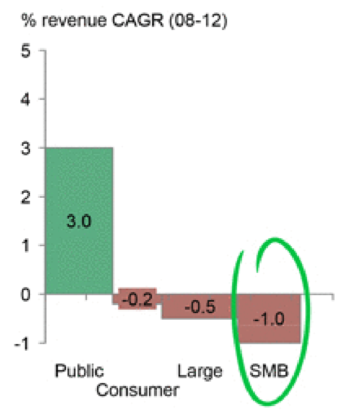
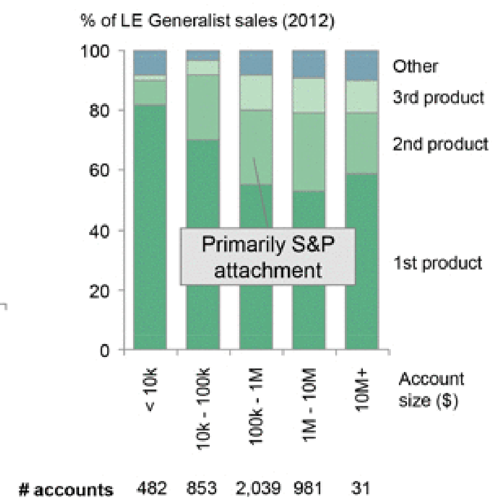


Limited effectiveness of cross-selling efforts



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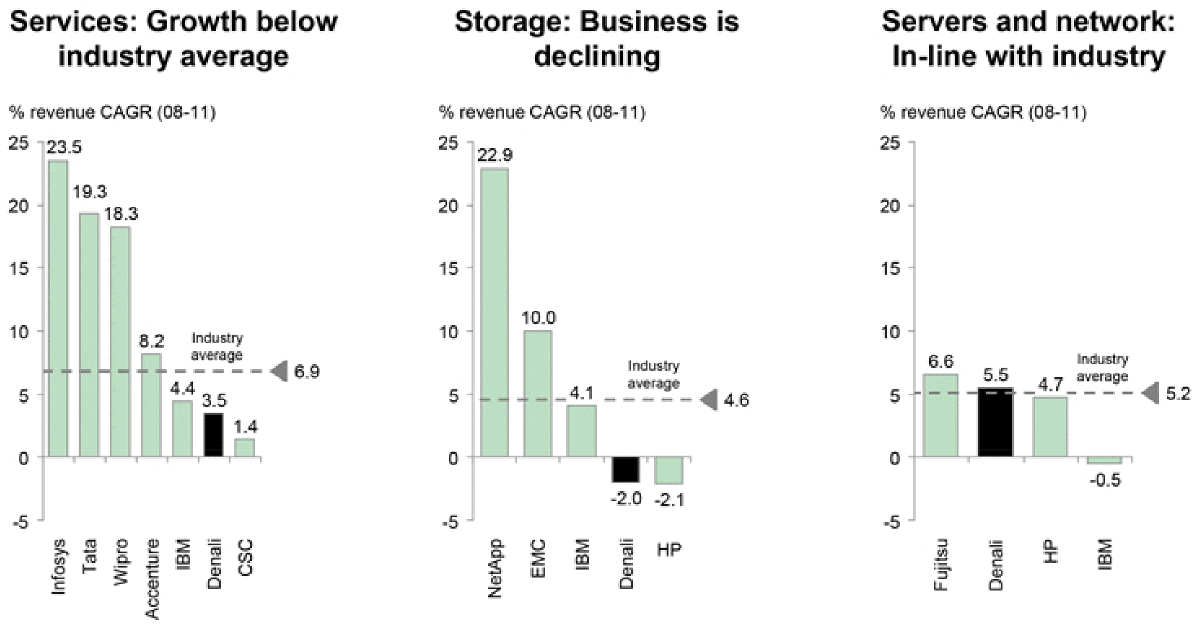

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How difficult is "Transformation", and what signals success?

	Firm	Year	Challenges	Tactics Used
Success	Apple	'97	• Share loss, driven by poor product	• Install new leadership team • Streamline product line and major investment in R&D • Build integrated ecosystem: device, software, content
	IBM	'93	• Share loss in PC business • Declining market	• Exit PC business • Aggressively enter high-margin software and services • Transform legacy culture
	PHILIPS	'90	• Low-growth market • Margin erosion driven by competition	• Focus on growing, high-margin BUs; shed remainder of historical core businesses • Control costs and globalize organization
Still in Transition	hp	'06	• Share loss • Margin erosion	• Grow through large, expensive add-on acquisitions • Leverage PC unit for cash, attempt few (failed) innovations • Change leadership when strategy didn't deliver results
	xerox	'07	• Declining printing market • Share loss due to new competition	• Expand from printing to broader "document management" • Shift into new business processes and IT outsourcing • Gradually wind down printing business without major shifts
Failure	NOKIA	'08	• Share loss (high end) driven by poor product • Margin erosion (low end)	• Remained focused on legacy feature phones despite evidence of shift to smart phone trend • Attempted in-house OS, then exited & partnered w/ MSFT
	Kodak	'97	• Declining film market • Business model (Gillette-style) becoming obsolete	• Attempted to preserve analog photography profits through major cost cuts • Gradually pushed into digital, but without clear vision

Empirical lessons from successful "transformations"

Consistently present	✓ <u>Match scale of challenge</u> – make moves equal to scope of challenge faced ✓ <u>Define clear strategic vision</u> – ensure continuous iteration against vision ✓ <u>Shelter new business</u> – protect new business models from legacy problems
Sometimes present	✓ <u>Shed legacy core</u> – willingness to exit segments in secular decline ✓ <u>Innovate business model</u> – shift multiple parts of biz model, not just product ✓ <u>Align management with strategy</u> – match leadership skills with strategic path
Not present	✗ <u>Exclusive focus on costs</u> – cost reductions necessary but not sufficient, need long-term growth agenda in addition ✗ <u>Acquire way to health</u> – large, lumpy acquisitions lacking investment thesis ✗ <u>Unrealistic time horizon</u> – prematurely change strategic path

Observations on Denali org, leadership, and culture

Organization	• Team aligned on broad strategic priorities • High centralization – senior talent primarily in Austin • 2013 org shift viewed as necessary, but key elements unresolved • Slow decision making – driven by matrix organization structure • Serial reorganizations, legacy sales force struggling to sell solutions
Leadership	• Founder / CEO has deep knowledge of business, strong presence • De facto "Office of COO" (the Business Operation Team) • Mixed results with lateral managers – retention challenged
Culture	• Fact-based, analytical culture • Shared history of a long-tenured core group • Acquisitions bring different business models and beliefs • History of optimism, weak forecasting and planning • Limited pay-for-performance – discretionary bonus mechanism

Strategic options: five options emerge for Denali to pursue

	Strategic option	Description
Public: Maintain structure	1 Current strategy	• Play in higher-end EUC market, cede share and maintain margins • Grow New Denali at current pace, with continued acquisitions
	2 High contrast strategy	**Core Denali – commit to win** • Design products to compete in all segments • Grow volume in value / emerging mkts while maintaining margins • Operate as commodity business with focus on cost takeout **New Denali – drive organic growth** • Improve sales force capability in solution selling • Disciplined execution and focus on the mid-market • Develop compelling, differentiated solutions
Public: Transform structure	3 Split company	• Split into two pure-play companies (Core and New Denali) with distinct strategic agendas and valuation profiles
	4 Pursue strategic buyer	• Seek buyer for all or portion of Denali businesses
Take private	5 Take private	• Accept offer for company to be taken private • Leverage private structure to enable distinct strategic actions

Our sense of the take-private agenda

Potential value levers	Description
A "Commit to win" in Core Denali	• Maximize life cycle cash flow $, not margin percent • Drive share to preserve scale (e.g. $450 product, Tier 4-6 China, etc) • Move decision making center of organization to Asia
B Drive organic growth in New Denali	• Integrate products to create differentiated solution for clients • Increase focus on advantaged mid-market segment • Segment and upgrade selling organization, build solutions approach
C Implement aggressive cost takeout	• Aggressively implement simplification and cost take-out (NDBM) • Program-manage large-scale cost reduction programs • Delayer the organization
D Align org and talent	• Create COO, recruit / change senior talent to align with strategy • Align external reporting with internal roles, resourcing, and metrics • Drive strong execution discipline, with focus on the "6-8 key priorities"
E Tightly align management incentives	• Remove quarterly EPS constraint, drive towards 3-6 yr exit profile • Require mgt purchase of equity (money at risk, not options)
F Ensure discipline of capital allocation	• Revisit M&A activity – ensure clear investment thesis for acquisition • Drive integration of existing acquisitions
G Enhance capital strategy	• Increase debt leverage to boost equity returns • Access OUS cash tax-efficiently • Arbitrage valuation multiple (buy low, sell high)

Believe many of the "take-private" value levers could (in principle) be applicable to Denali as public company

Potential value levers	Description	Applicable to public?
A "Commit to win" in Core Denali	• Maximize life cycle cash flow $, not margin percent • Drive share to preserve scale (e.g. $450 product, Tier 4-6 China, etc) • Move decision making center of organization to Asia	✓ ✓ ?
B Drive organic growth in New Denali	• Integrate products to create differentiated solution for clients • Increase focus on advantaged mid-market segment • Segment and upgrade selling organization, build solutions approach	✓ ✓ ✓
C Implement aggressive cost takeout	• Aggressively implement simplification and cost take-out (NDBM) • Program-manage large-scale cost reduction programs • Delayer the organization	✓ ✓ ✓
D Align org and talent	• Create COO, recruit / change senior talent to align with strategy • Align external reporting with internal roles, resourcing, and metrics • Drive strong execution discipline, with focus on the "6-8 key priorities"	? ✓ ✓
E Tightly align management incentives	• Remove quarterly EPS constraint, drive towards 3-6 yr exit profile • Require mgt purchase of equity (money at risk, not options)	? ?
F Ensure discipline of capital allocation	• Revisit M&A activity – ensure clear investment thesis for acquisition • Drive integration of existing acquisitions	✓ ✓
G Enhance capital strategy	• Increase debt leverage to boost equity returns • Access OUS cash tax-efficiently • Arbitrage valuation multiple (buy low, sell high)	? ✗ ✗

Frame path forward: Critical questions facing the Board

Key questions

Proceed with PE process and (at end) accept bid?

No → **Remain public**

Which strategic direction?
- Status quo vs. new strategy

Which leadership team?
- Current vs. new management

Which go-forward structure?
- Stand-alone vs. split

What is Denali worth as public company?

Yes → **Take Private**

What is Denali worth as private company?

What to expect when we meet in January

Path to answer critical questions facing Denali Board

Key deliverables

Assess driver-based view of evolution of profit pools in PC / Tablet market

Evaluate value creation of priority strategic options
- Range of potential outcomes
  - Based on internal (feasibility to achieve) and external (market forces, competitors) risk
- Timing to achieve
- Risk, difficulty, and uncertainties

Articulate critical must believes

Highlight key tradeoffs across options
- Drivers of difference in value creation

PRELIMINARY CONFIDENTIAL DRAFT – SUBJECT TO CHANGE AFTER FURTHER DILIGENCE AND REVIEW

INVESTMENT BANKING DIVISION

Preliminary Summary Discussion Materials Prepared for

The Denali Board of Directors

Goldman, Sachs & Co.

October 18, 2012

Goldman Sachs

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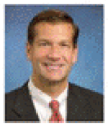
The Goldman Sachs Team

INVESTMENT BANKING DIVISION

Technology Investment Banking



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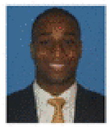

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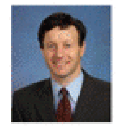

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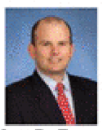

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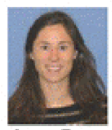

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Introduction

- Goldman Sachs would like to thank the Board of Directors for the opportunity to share our preliminary observations on several key questions regarding Denali today:

1 What is the public market's perception of Denali and why does Denali trade the way that it does?

  — Denali's share price performance and public trading multiples have lagged those of its peers, likely due to a range of factors, including lower expectations of growth, EUC's significant contribution to Denali and the market's weak outlook for the PC sector, recent company underperformance, Denali's significant cash balances and a broad disconnect from valuation fundamentals as a result of industry disruption

2 How do management's financial projections compare in the context of public market perceptions?

  — Wall Street research analyst estimates suggest a fundamentally lower outlook for growth compared to management's financial projections

3 What are the standalone value implications of management's financial projections?

  — Illustrative standalone valuation analyses result in Denali value outcomes that are significantly higher than the current share price

4 What are some of the potential alternatives that are available to Denali today and what are the key financial, strategic, operational and transactional issues to consider?

  — There are a range of alternatives that Denali could potentially consider, including, but not limited to, pursuing the current strategy, a take-private LBO, some form of a company separation via spin-off / spin-merger or return of capital initiatives

  — While illustrative financial analyses of these alternatives may result in value outcomes significantly higher than the current share price as a result of assumptions such as purchase price, pro forma financials and pro forma trading multiples, there are significant issues to consider around the execution, complexity, costs and timing of pursuing these alternatives

- In reaching our preliminary observations, we have relied upon management's 9/21 Case financial projections ("management's financial projections" or the "9/21 Case financial projections") and have reviewed the July 2012 Board Strategy Plan financial projections and other documents provided by management in the data room

- Additional diligence and management discussions and input would be required in order to further develop and refine our preliminary observations and analyses

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❶ Public Market Perspectives on Denali

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- **Denali's share price has underperformed relative to those of its peer groups…**

Time Period	Denali	HP	WholeCo	EUC	Enterprise	Software	Services	S&P
Last 10 Years	(65)%	19 %	1141 %	109 %	220 %	276 %	335 %	37 %
Last 5 Years	(67)%	(72)%	45 %	(28)%	(7)%	46 %	58 %	(10)%
Last 3 Years	(41)%	(70)%	49 %	10 %	1 %	41 %	48 %	(8)%
Last 1 Year	(42)%	(45)%	12 %	7 %	1 %	7 %	24 %	(13)%

- **…with slower revenue growth…**

Revenue CAGR[1]	Denali	HP	WholeCo	EUC	Enterprise	Software	Services	S&P
Last 10 Years	5 %	7 %	10 %	14 %	15 %	10 %	8 %	4 %
Last 5 Years	(1)%	2 %	9 %	(0)%	9 %	6 %	5 %	2 %
Last 3 Years	3 %	1 %	13 %	(7)%	9 %	9 %	11 %	1 %
Last 1 Year	(7)%	(5)%	9 %	7 %	7 %	3 %	7 %	1 %

- **...and current public trading multiples lagging those of its peers**

CY2013E Multiple	Denali	HP	WholeCo	EUC	Enterprise	Software	Services	S&P
Enterprise Value / Sales[2]	0.2 / 0.3 x	0.4 x	2.1 x	0.1 x	1.2 x	2.6 x	1.1 x	0.1 x
Enterprise Value / EBITDA[2]	2.5 / 3.4 x	3.4 x	6.7 x	5.2 x	5.1 x	7.1 x	8.0 x	3.2 x
P / E	5.2	4.0	11.9	12.0	12.4	11.4	11.7	7.2
Operating P / E[3]	1.3	2.7	8.9	6.8	7.5	8.7	10.8	4.9

Source: Bloomberg, company reports, public filings, Capital IQ and IBES

Note: WholeCo peer composite consists of Accenture, Apple, Cisco, EMC, HP, IBM, Microsoft, NetApp, Oracle and SAP. EUC peer composite consists of Acer, AsusTek and Lenovo. Enterprise peer composite consists of Brocade, Cisco, EMC, HP, IBM, Juniper and NetApp. Services peer composite consists of Accenture, CGI and CSC. Software peer composite consists of BMC Software, CA, Compuware, Informatica, Microsoft, Oracle, SAP, Symantec and Tibco. S&P peer composite consists of Ingram Micro and TechData.

[1] Based on the median revenue compound annual growth rate of each of the peer groups, calculated for the historical period through to calendar year 2012 using calendar year 2012 IBES estimates. In addition figure does not adjust for acquisitions over time.

[2] First figure represents Denali's EV / Sales and EV / EBITDA multiple. Second figure assumes the public market adjusts Denali's cash balance for the tax associated with repatriating Denali's offshore cash balances, assuming 100% of the cash is offshore.

[3] Operating P / E calculated by removing cash per share from each company's share price.

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❶ Public Market Perspectives on Denali (Cont'd)

- **Denali's current valuation is likely attributable to a range of potential factors, including, but not limited to:**
  - Expectations of lower Denali growth – both revenue and EPS
  - EUC segment financials overwhelming the financial contribution of other segments (EUC represents ~50% of revenues)
  - Market outlook for the PC industry
  - Overhang from recent stock and operating underperformance
- **Another reason for Denali's current valuation could be because investors are not be attributing full value to its significant cash balances**
  - Cash is primarily offshore and, absent changes in tax regulations, would require tax payment on repatriation
  - Some investors may have the view that the cash will be used for acquisitions that have limited near-term P&L benefit
- **Companies at the center of industries undergoing major structural changes often suffer from depressed valuations that seem "disconnected" from fundamentals**
  - Many investors believe that the shift to mobile computing represents a significant disruption to the traditional desktop and "notebook" ecosystem
  - Investors are often reluctant to fight strong "secular headwinds" even when values become attractive in absolute and relative terms; as a result, valuations can remain depressed for protracted periods

PRELIMINARY CONFIDENTIAL DRAFT – SUBJECT TO CHANGE AFTER FURTHER DILIGENCE AND REVIEW

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❷ Management Financial Projections

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(US$ in millions, except per share amounts)

- The 9/21 Case financial projections reflect top-line reductions across the entire business relative to the July 2012 Board Strategy Plan, with operating income and margins for EUC, Enterprise and S&P impacted most significantly

	% Difference of Revenue Dollars						% Difference of Operating Margins[1]					
	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018
EUC	(12)%	(4)%	(1)%	(2)%	(2)%	(2)%	(30)%	(53)%	(55)%	(58)%	(75)%	(75)%
Enterprise	(13)%	(1)%	(1)%	(0)%	(1)%	(1)%	(56)%	(51)%	(46)%	(44)%	(35)%	(35)%
Services	(2)%	(2)%	(2)%	(1)%	(1)%	(1)%	5 %	-- %	-- %	(0)%	(7)%	(8)%
Software	NM	(118)%	0 %	(6)%	0 %	1 %	NM	NM	34 %	2 %	(12)%	(20)%
S&P	(8)%	(3)%	(2)%	(2)%	3 %	3 %	(17)%	(25)%	(29)%	(35)%	(49)%	(55)%
WholeCo	(9)%	(1)%	0 %	(1)%	(2)%	(2)%	(15)%	(18)%	(13)%	(16)%	(35)%	(36)%

- Wall Street research analysts have lower estimates than the 9/21 Case financial projections, including little to no revenue growth and correspondingly lower EPS estimates

	9/21 Case			Denali IBES Estimates			IBES less 9/21 Case		
	FY2013	FY2014	FY2015	FY2013	FY2014	FY2015	FY2013	FY2014	FY2015
Revenue	$ 57,490	$ 59,933	$ 63,232	$ 57,468	$ 58,099	$ 57,392	$(22)	$(1,834)	$(5,841)
Revenue Growth	**(7.4)%**	**4.2 %**	**5.5 %**	**(7.4)%**	**1.1 %**	**(1.2)%**	**(0.0)%**	**(3.1)%**	**(6.7)%**
Operating Income	$ 3,999	$ 4,188	$ 4,851	$ 4,029	$ 4,099	$ 4,001	$ 30	$(88)	$(850)
% Margins	7.0 %	7.0 %	7.7 %	7.0 %	7.1 %	7.0 %	0.1 %	0.1 %	(0.7)%
EPS	**$ 1.70**	**$ 1.84**	**$ 2.20**	**$ 1.74**	**$ 1.80**	**$ 1.79**	**$ 0.04**	**$(0.04)**	**$(0.41)**
% Difference							*2.4 %*	*(2.2)%*	*(18.6)%*

Source: Management and IBES
[1] Highlighted figures represent operating margin declines of 25% or greater.

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❸ Illustrative Status Quo Financial Analysis

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(In US$)

- High unlevered free cash flows implied by management's financial projections result in illustrative DCF share price values that are significantly higher than Denali's current share price

Illustrative Discount Rate	Implied Share Price – Perpetuity Growth Rate: -- %	1.5 %	3.0 %	Implied Terminal Year EBITDA Multiple – Perpetuity Growth Rate: -- %	1.5 %	3.0 %
8.0 %	$ 33.94	$ 39.45	$ 48.27	8.9 x	11.1 x	14.7 x
11.0 %	25.45	27.94	31.37	6.5	7.6	9.2
14.0 %	20.61	21.96	23.69	5.1	5.8	6.7

- Denali's current share price implies lower growth and margins than in management's financial projections and potentially flat to negative perpetuity growth[1]

Δ in Annual EBIT Margin vs. 9/21 Case	Implied Share Price – Δ in Annual Rev. Growth Rate vs. 9/21 Case: (5.0)%	(2.5)%	-- %	Implied FY2018 EBITDA – Δ in Annual Rev. Growth Rate vs. 9/21 Case: (5.0)%	(2.5)%	-- %
(5.0)%	$ 9.86	$ 10.70	$ 11.62	$ 2,179	$ 2,389	$ 2,621
(2.5)%	16.49	18.06	19.78	3,538	3,929	4,360
-- %	23.13	25.43	27.94	4,897	5,468	6,099

- An illustrative present value of future share price analysis results in share prices similar to the current share price assuming Denali trades at a consistent multiple to today. However, peer PEG multiples would suggest that Denali should trade at higher multiples (thus implying higher prices) given the EPS growth profile of management's financial projections

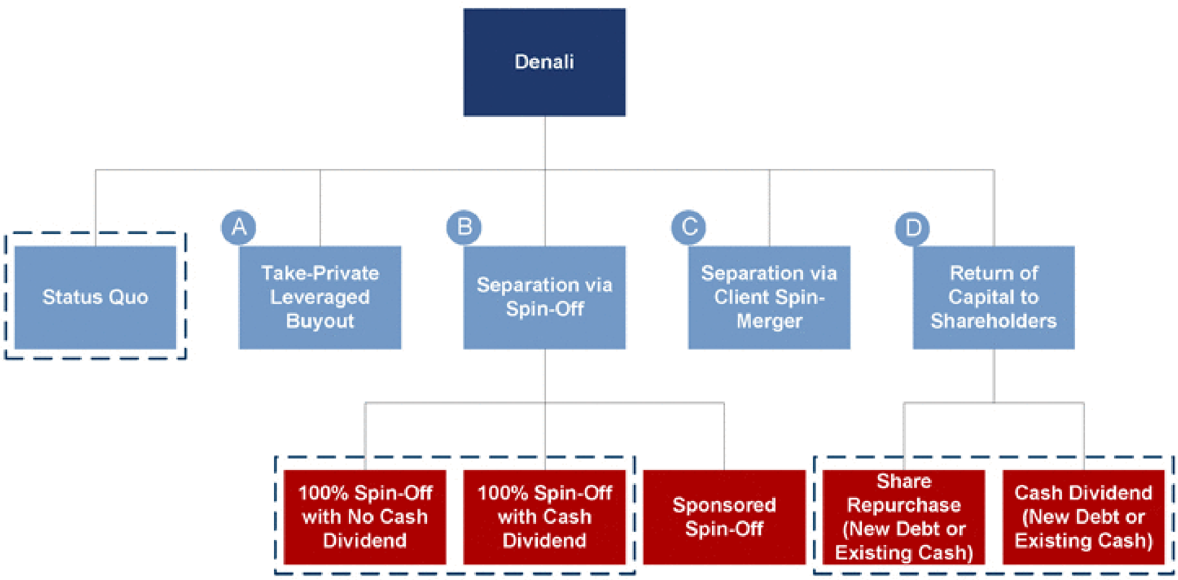
	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018
Diluted EPS (Non-GAAP)	$ 1.70	$ 1.84	$ 2.20	$ 2.45	$ 2.56	$ 2.64
% Annual Growth		*8.2 %*	*19.6 %*	*11.4 %*	*4.5 %*	*3.1 %*
% CAGR from FY2013 EPS		*8.2 %*	*13.7 %*	*12.9 %*	*10.8 %*	*9.2 %*
Illustrative PV of Future Share Price						
@ a 5.0x Forward P/E Multiple and Illustrative 10.0% Discount Rate		$ 9.19	$ 9.99	$ 10.11	$ 9.61	$ 9.03
@ a 9.0x Forward P/E Multiple and Illustrative 10.0% Discount Rate		$ 16.53	$ 17.98	$ 18.19	$ 17.29	$ 16.26

Source: Management and IBES

Note: Please refer to Appendix A pages 14 and 15 for additional assumptions and detail

[1] The illustrative sensitivity analysis below assumes an illustrative 11.0% discount rate and perpetuity growth rate of 1.5%.

❹ Summary Overview of Selected Potential Alternatives



Note: Dotted blue lines denote alternatives that Denali could pursue on a standalone basis

A Illustrative Leveraged Buyout Analysis

(US$ in millions, except per share amounts)

- The potential returns to a sponsor will be dependent on a wide range of variables, including, but not limited to, the purchase price, the sources and quantum of funding, the ability and cost of utilizing offshore cash balances to fund a transaction, Denali's go-forward effective tax rate, the transaction structure and the exit opportunities available

Illustrative Sources and Uses (Assumes a $15.00 Purchase Price)[1]

Illustrative Sources	Amount	% of Total	PF % Own.
Cash	$ 13,538	31 %	
Rollover Debt	7,423	17 %	
New Debt	12,500	28 %	
MD Rollover	3,674	8 %	35 %
SE Rollover	1,989	5 %	19 %
New Sponsor Equity	4,918	11 %	46 %
Total	**$ 44,042**	**100 %**	**100 %**

Illustrative Uses	Amount	% of Total
Equity Purchase Price	$ 26,080	59 %
Assumed Debt	7,423	17 %
Refinanced Debt	1,018	2 %
Total Purchase Price (excl. Cash)	**$ 34,521**	**78 %**
Minimum Cash	6,500	15 %
Tax on Cash Repatriation	2,463	6 %
Fees and OID	558	1 %
Total	**$ 44,042**	**100 %**

Illustrative Returns Analysis to New Sponsor[3]

Purchase Price per Share	$ 13.00	$ 14.00	$ 15.00	$ 16.00	$ 17.00	$ 18.00
Implied Premium	39 %	50 %	60 %	71 %	82 %	93 %
Implied LTM EBITDA Entry Multiple	3.8 x	4.2 x	4.6 x	4.9 x	5.3 x	5.7 x
Illustrative Returns Assuming Same Exit Multiple	28.1 %	24.8 %	22.4 %	20.5 %	19.0 %	17.8 %

Source: Management and company reports

Note: Please refer to Appendix A page 16 for additional assumptions and detail. Please refer to Appendix A pages 22 and 23 for DFS and tax-related considerations

[1] Illustrative pro forma capital structure results in pro forma gross leverage of 4.3x, compared to 1.8x currently, as of 2013 fiscal year end.

[2] Assumed minimum cash balanced based on management estimates and includes approximately $1.3 billion of restricted cash in Asia.

[3] The illustrative returns analysis to new sponsor assumes a non-GAAP tax rate of 21.0% per management estimates.

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B Illustrative Spin-Off Analysis

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(US$ in millions, except per share amounts)

- In order to evaluate the merits of a potential separation, a wide range of factors should be taken into consideration
  - Potential benefits may include, but are not limited to, "unlocking" embedded shareholder value through potential multiple re-rating of the Company, enhanced strategic, financial and operational flexibility; additionally, separated companies could become M&A candidates
  - Potential issues for consideration include, but are not limited to, the nature, magnitude and impact of potential operating dissynergies (e.g. cross-selling, sales organization leverage, materials sourcing, share corporate costs, etc.), potential customer, supplier and employee reaction, and the timing and complexity of execution of such a separation
- For illustrative purposes, we consider, based on management guidance, a separation into a "Client" business and an "Enterprise" business
  - **Client** (FY2014 revenues / EBITDA: $36.7 billion / $1.8 billion): Consists of EUC, the consumer business of Services' Support & Deployment (~10% of Services revenue) and the consumer-related portion of S&P (~75% of S&P revenue)
  - **Enterprise** (FY2014 revenues / EBITDA: $23.3 billion / $2.2 billion): Consists of Enterprise Solutions, Software, the corporate business of Services (~90% of Services revenue) and the corporate-related portion of S&P (~25 of S&P revenue)

Illustrative 100% Enterprise Spin-Off (Value per Denali Share)

		Client EV / FY2014E EBITDA		
		2.0 x	4.0 x	6.0 x
Enterprise	5.0 x	$ 10.05	$ 12.13	$ 14.22
EV / FY14	7.0 x	12.58	14.67	16.75
EBITDA	9.0 x	15.12	17.20	19.28

Illustrative Value of Dissynergies (Value per Denali Share)[1]

Illustrative Dissynergy	Per Share
$580 Million of Annual Enterprise Sourcing Dissynergies @ 7.0x	$ 2.34
$100 Million of Annual Enterprise Corporate & Public Company Costs @ 7.0x	0.40
$100 Million of Annual Client Corporate & Public Company Costs @ 4.0x	0.23
Tax on Repatriation of Offshore Cash	0.85
One-Time Transaction Costs	0.45
Illustrative Total	**$ 4.27**

Source: Management, company reports and IBES

Note: Please refer to Appendix A pages 17– 19 for additional assumptions and detail. Please refer to Appendix pages 22 and 23 for DFS and tax-related considerations

[1] Estimated Enterprise sourcing and corporate and public company cost dissynergies are capitalized at an assumed 7.0x EV / FY2014 EBITDA multiple. Estimated Client corporate and public company cost dissynergies are capitalized at an assumed 4.0x EV / FY2014 EBITDA multiple.

Goldman Sachs

C Illustrative Spin-Merger Analysis

INVESTMENT BANKING DIVISION

(In US$)

- A spin-merger between Client and Strategic Party has the potential to enhance Denali shareholder value, assuming:
  - Multiple uplift of Client business if New Strategic Party (pro forma Client + Strategic Party) trades in-line with Strategic Party's current standalone multiples
  - Potential revenue and cost synergies through a combination of Client and Strategic Party
  - Enterprise business multiple re-rating in line with Enterprise peer trading multiples
  - Other unquantified potential tax and structuring benefits related to New Strategic Party (e.g. foreign jurisdiction for new company)
- However, issues around execution (including negotiating a merger with a third party), timing and post-transaction trading performance are some of the uncertainties in a spin-merger transaction, in addition to those found in a straight spin transaction

Current EV / FY2014 EBITDA
Strategic Party : 4.6x Denali: 2.6

Illustrative Trading Multiple Sensitivity Analysis (Value per Denali Share)

		New Strategic Party EV / FY2014 EBITDA		
		3.6 x	4.6 x	5.6 x
Enterprise	5.0 x	$ 11.65	$ 12.63	$ 13.62
EV / FY14	7.0 x	14.18	15.17	16.15
EBITDA	9.0 x	16.71	17.70	18.68

Illustrative Denali Ownership Sensitivity Analysis (Value per Denali Share)

		New Strategic Party EV / FY2014 EBITDA		
		3.6 x	4.6 x	5.6 x
Denali S/H	50.1 %	$ 14.18	$ 15.17	$ 16.15
% Own.	55.0 %	14.70	15.78	16.86
in NQ	60.0 %	15.23	16.41	17.59

Source: Management, company reports and IBES

Note: Please refer to Appendix A page 20 for additional assumptions and detail. Please refer to Appendix pages 22 and 23 for DFS and tax-related considerations

Appendix A: Supplemental Materials

PRELIMINARY CONFIDENTIAL DRAFT – SUBJECT TO CHANGE AFTER FURTHER DILIGENCE AND REVIEW

Goldman Sachs

❸ Illustrative Discounted Cash Flow Analysis

INVESTMENT BANKING DIVISION

(US$ in millions, except per share amounts)

	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018	Terminal Year
Revenue	$ 57,490	$ 59,933	$ 63,232	$ 66,567	$ 68,019	$ 69,562	$ 69,562
% Growth		*4.2 %*	*5.5 %*	*5.3 %*	*2.2 %*	*2.3 %*	
EBITDA (Pre-GAAP Adjustments)	$ 4,599	$ 4,788	$ 5,451	$ 5,872	$ 6,005	$ 6,099	$ 6,099
% Margin	*8.0 %*	*8.0 %*	*8.6 %*	*8.8 %*	*8.8 %*	*8.8 %*	*8.8 %*
Unlevered Free Cash Flow	**$ 2,219**	**$ 2,880**	**$ 3,443**	**$ 3,902**	**$ 4,299**	**$ 4,366**	**$ 4,344**

	Implied Share Price			Implied Terminal Year EBITDA Multiple		
Illustrative	Perpetuity Growth Rate			Perpetuity Growth Rate		
Discount Rate	-- %	1.5 %	3.0 %	-- %	1.5 %	3.0 %
8.0 %	$ 33.94	$ 39.45	$ 48.27	8.9 x	11.1 x	14.7 x
11.0 %	25.45	27.94	31.37	6.5	7.6	9.2
14.0 %	20.61	21.96	23.69	5.1	5.8	6.7

Sensitivity Analysis Assuming a 11% Illustrative Discount Rate and 1.5% Perpetuity Growth Rate

Δ in Annual EBIT	Implied Share Price			Implied Terminal Year EBITDA Multiple		
Margin vs.	Δ in Annual Rev. Growth Rate vs. 9/21 Case			Δ in Annual Rev. Growth Rate vs. 9/21 Case		
9/21 Case	(5.0)%	(2.5)%	-- %	(5.0)%	(2.5)%	-- %
(5.0)%	$ 9.86	$ 10.70	$ 11.62	6.1 x	6.3 x	6.5 x
(2.5)%	16.49	18.06	19.78	7.0	7.2	7.3
-- %	23.13	25.43	27.94	7.4	7.5	7.6

Sensitivity Analysis Assuming a 1.5% Perpetuity Growth Rate

	Implied Share Price			Implied Terminal Year EBITDA Multiple		
Illustrative	Terminal Year Δ in WC as a % of Δ in Revenue			Terminal Year Δ in WC as a % of Δ in Revenue		
Discount Rate	-- %	10.0 %	20.0 %	-- %	10.0 %	20.0 %
8.0 %	$ 39.45	$ 38.47	$ 37.49	11.1 x	10.7 x	10.3 x
11.0 %	27.94	27.35	26.75	7.6	7.3	7.1
14.0 %	21.96	21.56	21.16	5.8	5.6	5.4

Source: Management and company reports

Note: The illustrative discounted cash flow analysis discounts cash flows to 2013 fiscal year end and assumes management's non-GAAP tax rate estimate of 21.0%. Assuming excess offshore cash of $7.0 billion is repatriated and subject to a 35% tax rate, the impact on implied share price is an approximate reduction of approximately $1.40

❸ Illustrative Present Value of Future Share Price Analysis

(In US$)

Denali FY 1 P/E	
Current (IBES FY 2013)	5.4 x
1Yr. Avg.	7.0
2Yr. Avg.	8.1

CY 1 P/E/G	
Denali[1]	3.7 x
HP[2]	NM
WholeCo	1.3
EUC	0.7
Enterprise	1.3
Services	1.4
Software	1.3
S&P	0.9

	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018
Diluted EPS (Non-GAAP)	$ 1.70	$ 1.84	$ 2.20	$ 2.45	$ 2.56	$ 2.64
% Annual Growth		*8.2 %*	*19.6 %*	*11.4 %*	*4.5 %*	*3.1 %*
% CAGR from FY2013 EPS		*8.2 %*	*13.7 %*	*12.9 %*	*10.8 %*	*9.2 %*
Illustrative PV of Future Share Price						
@ a 5.0x Forward P/E Multiple and Illustrative 10.0% Discount Rate		$ 9.19	$ 9.99	$ 10.11	$ 9.61	$ 9.03
@ a 5.0x Forward P/E Multiple and Illustrative 13.0% Discount Rate		$ 9.19	$ 9.73	$ 9.58	$ 8.86	$ 8.11
@ a 7.0x Forward P/E Multiple and Illustrative 10.0% Discount Rate		$ 12.86	$ 13.99	$ 14.15	$ 13.45	$ 12.64
@ a 7.0x Forward P/E Multiple and Illustrative 13.0% Discount Rate		12.86	13.62	13.41	12.40	11.35
@ a 9.0x Forward P/E Multiple and Illustrative 10.0% Discount Rate		$ 16.53	$ 17.98	$ 18.19	$ 17.29	$ 16.26
@ a 9.0x Forward P/E Multiple and Illustrative 13.0% Discount Rate		16.53	17.51	17.24	15.95	14.60

Source: Management, company reports, Bloomberg and IBES

Note: The illustrative future share price analysis discounts future share prices to 2013 fiscal year end. CY1 P/E/G multiples calculated based on CY2012 – CY2014 IBES EPS CAGRS, unless otherwise noted.

[1] Denali EPS CAGR based on January fiscal year end IBES estimates.

[2] HP EPS CAGR based on October fiscal year end IBES estimates.

PRELIMINARY CONFIDENTIAL DRAFT – SUBJECT TO CHANGE AFTER FURTHER DILIGENCE AND REVIEW

Goldman Sachs

A Illustrative Leveraged Buyout Analysis

INVESTMENT BANKING DIVISION

(US$ in millions, except per share amounts)

Illustrative Sources and Uses

Illustrative Sources		% of Total
Extant Cash	$ 13,538	30.7 %
Rollover Notes	5,996	13.6
Rollover Structured Financing Debt	1,427	3.2
New $3 billion ABL	2,000	4.5
New Term Loan A	1,500	3.4
New Term Loan B	3,000	6.8
New Secured Bond	2,500	5.7
New Unsecured Guaranteed Notes	3,500	7.9
Total New Debt[4]	**$ 12,500**	**28.4**
MD Rollover at $15.00 per share[5]	3,674	8.3
Southeastern AM Rollover at $15.00 per share[5]	1,989	4.5
New Sponsor Equity	4,918	11.2
Total Illustrative Sources	**$ 44,042**	**100.0 %**

Illustrative Uses		% of Total
Equity Purchase Price at $15.00 per share[1]	$ 26,080	59.2 %
Assumed Existing Notes	5,996	13.6
Assumed Existing Structured Financing Debt	1,427	3.2
Refi Commercial Paper	1,018	2.3
Total Purchase Price Excluding Cash	**34,521**	**78.4**
Minimum Cash	6,500	14.8
Advisory Fees	75	0.2
Consulting / Legal	50	0.1
Financing Fees[2]	403	0.9
OID[3]	30	0.1
Tax on Cash Repatriation[4]	2,463	5.6
Total Illustrative Uses	**$ 44,042**	**100.0 %**

Illustrative Returns Analysis to New Sponsor

Assumes 21% Non-GAAP Tax Rate

Purchase Share Price	% Implied Premium	Implied LTM EBITDA Entry Multiple	Implied LTM EBITDA Exit Multiple 3.8 x	4.2 x	4.6 x	4.9 x	5.3 x	5.7 x
$ 13.00	39%	3.8 x	28.1 %	30.4 %	32.6 %	34.6 %	36.6 %	38.5 %
$ 14.00	50%	4.2 x	22.6 %	24.8 %	26.9 %	28.9 %	30.7 %	32.5 %
$ 15.00	60%	4.6 x	18.2 %	20.4 %	22.4 %	24.3 %	26.1 %	27.8 %
$ 16.00	71%	4.9 x	14.6 %	16.7 %	18.7 %	20.5 %	22.3 %	24.0 %
$ 17.00	82%	5.3 x	11.6 %	13.6 %	15.5 %	17.3 %	19.0 %	20.7 %
$ 18.00	93%	5.7 x	9.0 %	11.0 %	12.8 %	14.6 %	16.2 %	17.8 %

Assumes 30% Non-GAAP Tax Rate

Purchase Share Price	% Implied Premium	Implied LTM EBITDA Entry Multiple	Implied LTM EBITDA Exit Multiple 3.8 x	4.2 x	4.6 x	4.9 x	5.3 x	5.7 x
$ 13.00	39%	3.8 x	25.9 %	28.4 %	30.7 %	32.9 %	35.0 %	36.9 %
$ 14.00	50%	4.2 x	20.5 %	22.9 %	25.1 %	27.2 %	29.2 %	31.0 %
$ 15.00	60%	4.6 x	16.2 %	18.5 %	20.7 %	22.7 %	24.6 %	26.4 %
$ 16.00	71%	4.9 x	12.7 %	14.9 %	17.0 %	19.0 %	20.8 %	22.6 %
$ 17.00	82%	5.3 x	9.7 %	11.9 %	13.9 %	15.8 %	17.6 %	19.3 %
$ 18.00	93%	5.7 x	7.1 %	9.2 %	11.2 %	13.1 %	14.8 %	16.5 %

Source: Management and company reports

Note: Based on management's non-GAAP tax rate estimate of 21.0%.

[1] Assumes an illustrative purchase price of $15.00 per share, implying a 60% premium to the current share price of $9.35

[2] Financing fees estimated based on fees of 2.5% for the new ABL and Term Loans A and B and fees of 4.0% on new high yield bonds and notes.

[3] Based on an estimated OID of 99 for the new Term Loan B.

[4] Illustrative tax on offshore cash repatriation estimated by assuming that $7.0 billion of offshore cash, representing extant cash of $13.5 billion in excess of an estimated minimum cash balance requirement of $6.5 billion, is repatriated and subject to a 35.0% tax rate.

[5] Assumes that MD and Southeastern Asset Management roll 100% of their existing equity stakes in the transaction.

B Preliminary Separation Topics for Consideration

- For the purposes of evaluating the potential benefits and consideration of a business separation, we consider, based on management guidance, an illustrative separation of Denali into:
  - **Client**: Consists of EUC, the consumer business of Services' Support & Deployment (~10% of Services revenue) and the consumer-related portion of S&P (~75% of S&P revenue)
  - **Enterprise**: Consists of Enterprise Solutions, Software, the corporate business of Services (~90% of Services revenue) and the corporate-related portion of S&P (~25 of S&P revenue)

Potential Benefits

- Potentially "unlock" embedded shareholder value through trading multiple re-rating and arbitrage
- Allows each entity to pursue potentially unique strategic, operation and financial objectives
  - Pursue and execute growth strategy
  - Strategic flexibility and optionality
  - Management focus
- In a public market context, may allow each entity to target potentially different shareholder bases
- Each entity could potentially become an acquisition/merger target

Potential Considerations

- The nature, magnitude and impact of potential operating dissynergies, including the loss of:
  - Revenue and cross-selling opportunities
    - Sales organization leverage
  - Entry into emerging markets via Client / PC pull-through of Enterprise
  - COGS / materials sourcing scale and influence
  - Shared corporate overhead and public company costs
  - Scale / credit quality to provide financing services to customers
  - Client cash flows for investment in Enterprise
- Potential customer, supplier and employee reaction and impact
- The management pipeline to fill senior management positions at both entities
- Potential shareholder dislocation

B Illustrative Spin-Off Analysis

Overview of Preliminary Assumptions

(US$ in millions)

- The illustrative financial projections below incorporate estimated operating dissynergies related to sourcing and corporate and public company costs. Additional transaction-related dissynergies are incorporated into the analyses in the subsequent pages, including tax on repatriation of offshore cash and other one-time separation transaction-related costs
- Further diligence would be required to refine the analysis

Illustrative Client Financial Summary

	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018
Revenue						
EUC	$ 28,655	$ 28,915	$ 30,096	$ 31,299	$ 31,612	$ 31,929
% Growth	(13.8)%	0.9 %	4.1 %	4.0 %	1.0 %	1.0 %
S&P	6,906	7,044	7,255	7,473	7,510	7,548
% Growth	(9.9)%	2.0 %	3.0 %	3.0 %	0.5 %	0.5 %
Services	739	724	742	785	803	823
% Growth	66.8 %	66.8 %	0.4 %	5.7 %	2.4 %	2.4 %
Revenue	$ 36,301	$ 36,683	$ 38,093	$ 39,557	$ 39,926	$ 40,299
% Growth	(12.2)%	1.1 %	3.8 %	3.8 %	0.9 %	0.9 %
EBIT						
EUC	$ 924	$ 725	$ 743	$ 705	$ 638	$ 638
% Margin	3.2 %	2.5 %	2.5 %	2.3 %	2.0 %	2.0 %
S&P	602	631	625	600	560	500
% Margin	8.7 %	9.0 %	8.6 %	8.0 %	7.5 %	6.6 %
Services	441	419	429	450	457	464
% Margin	59.6 %	57.9 %	57.8 %	57.3 %	56.9 %	56.4 %
EBIT (Non-GAAP)[1, 2]	$ 1,632	$ 1,441	$ 1,466	$ 1,427	$ 1,330	$ 1,280
% Margin	4.5 %	3.9 %	3.8 %	3.6 %	3.3 %	3.2 %
EBITDA (Pre-GAAP Adj.)[2]	$ 2,011	$ 1,809	$ 1,828	$ 1,784	$ 1,682	$ 1,628
% Margin	5.5 %	4.9 %	4.8 %	4.5 %	4.2 %	4.0 %

Illustrative Enterprise Financial Summary

	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018
Revenue						
Enterprise Solutions	$ 10,559	$ 11,392	$ 12,298	$ 13,278	$ 13,832	$ 14,425
% Growth	2.8 %	7.9 %	8.0 %	8.0 %	4.2 %	4.3 %
Services	7,771	8,139	8,613	9,263	9,596	9,947
% Growth	(1.4)%	4.7 %	5.8 %	7.5 %	3.6 %	3.7 %
S&P	2,302	2,348	2,418	2,491	2,503	2,516
% Growth	NM	2.0 %	3.0 %	3.0 %	0.5 %	0.5 %
Software	557	1,371	1,809	1,979	2,162	2,375
% Growth	NM	146.3 %	31.9 %	9.4 %	9.2 %	9.9 %
Revenue	$ 21,189	$ 23,250	$ 25,139	$ 27,010	$ 28,093	$ 29,263
% Growth	2.3 %	9.7 %	8.1 %	7.4 %	4.0 %	4.2 %
EBIT						
Enterprise Solutions	$ 326	$ 550	$ 685	$ 850	$ 950	$ 990
% Margin	3.1 %	4.8 %	5.6 %	6.4 %	6.9 %	6.9 %
Services	1,977	2,110	2,306	2,551	2,643	2,735
% Margin	25.4 %	25.9 %	26.8 %	27.5 %	27.5 %	27.5 %
S&P	151	158	156	150	140	125
% Margin	6.5 %	6.7 %	6.5 %	6.0 %	5.6 %	5.0 %
Software	(50)	(23)	290	350	400	430
% Margin	NM	NM	16.0 %	17.7 %	18.5 %	18.1 %
EBIT (Non-GAAP)[1, 2, 3]	$ 1,587	$ 1,966	$ 2,606	$ 3,065	$ 3,295	$ 3,439
% Margin	7.5 %	8.5 %	10.4 %	11.3 %	11.7 %	11.8 %
EBITDA (Pre-GAAP Adj.)[2]	$ 1,808	$ 2,199	$ 2,844	$ 3,308	$ 3,542	$ 3,691
% Margin	8.5 %	9.5 %	11.3 %	12.2 %	12.6 %	12.6 %

Source: Management and company reports

[1] *Includes allocated Long-Term Incentive expenses and other cost adjustments and excludes non-GAAP adjustments.*

[2] *Includes an additional estimated $100 million of annual pre-tax operating expenses related to assumed duplication of certain corporate and public company costs, based on management guidance.*

[3] *Includes $580 million of annual pre-tax sourcing dissynergies associated with an illustrative separation, per management estimates.*

B Illustrative Spin-Off Analysis
(Cont'd)
(US$ in millions, except per share amounts)

- Illustrative per share value outcomes to Denali shareholders in spin-off scenarios are driven by potentially achieving a public multiple re-rating to higher multiples that are more in-line with Client peers (~4.0x FY2014 EBITDA) and Enterprise peers (~7.0x FY2014 EBITDA) trading multiples today

100% Spin-Off w/ No Cash Dividend[1]

- Assumes a spin-off of Enterprise to Denali shareholders, with no cash dividend to shareholders

	Illustrative Value	
	% Own.	Per Share
Client Equity Stake	100.0 %	$ 5.80
Enterprise Equity Stake	100.0 %	9.33
Illustrative Total Value		**$ 15.12**
Illustrative After-tax Separation Costs[2]		(0.45)
Illustrative Adjusted Total Value		**$ 14.67**

Illustrative Sensitivity Analysis

		Client EV / FY2014E EBITDA		
		2.0 x	4.0 x	6.0 x
Enterprise	5.0 x	$ 10.05	$ 12.13	$ 14.22
EV / FY14	7.0 x	12.58	14.67	16.75
EBITDA	9.0 x	15.12	17.20	19.28

Illustrative Sensitivity Analysis

- Other spin-off variations include
  - 100% spin-off with a cash dividend to shareholders that is funded by additional debt raised at Client and/or Enterprise
  - Sponsored spin-off in which a sponsor makes an equity investment for up to a 49.9% stake in Client, with those cash proceeds being used to pay a cash dividend to shareholders
- Additional leverage at either entity could potentially impact the pro forma trading multiples, thus changing the value shareholders may receive
- Similarly, a sponsor's investment in Client can be at a negotiated value discount, thereby also affecting the value shareholders may receive

Summary Dissynergy Assumptions

- The illustrative spin-off analyses make a number of assumptions regarding potential operational, financial and transaction-related dissynergies, including:
  - $580 million of annual dissynergies at Enterprise related to sourcing (~2.7% of Enterprise revenue and 5.5% of ESG revenue)
  - $100 million each of additional annual corporate and public company costs at both separated entities that would need to be duplicated
  - $1 billion of one-time, pre-tax transaction-related separation costs
  - Does not assume any DFS related-financial impact
  - 35% tax rate on repatriation of offshore cash balances for deleveraging purposes
  - Lower leverage capacity as a result of lower pro forma EBITDA related to operational dissynergies

Illustrative Impact of Dissynergies

Illustrative Dissynergy	Per Share
$580 Million of Annual Enterprise Sourcing Dissynergies @ 7.0x[3]	$ 2.34
$100 Million of Annual Enterprise Corporate & Public Company Costs @ 7.0x[4]	0.40
$100 Million of Annual Client Corporate & Public Company Costs @ 4.0x[4]	0.23
Tax on Repatriation of Offshore Cash[5]	0.85
One-Time Transaction Costs[2]	0.45
Illustrative Total	**$ 4.27**

Source: Management and company reports

[1] *Illustrative analysis assumes Client trades at 4.0x FY2014 EBITDA and Enterprise trades at 7.0x FY2014 EBITDA.*

[2] *Assumes illustrative one-time separation costs of $1.0 billion, taxed at 21.0%.*

[3] *Assumes $580 million of annual dissynergies, capitalized at assumed Enterprise trading multiple of 7.0x FY2014 EBITDA.*

[4] *Assumes $100 million of annual dissynergies at each entity, capitalized at assumed Enterprise trading multiple of 7.0x FY2014 EBITDA and Client trading multiple of 4.0x FY2014 EBITDA.*

[5] *Assumes taxes of $1.5 billion based on repatriation of $4.2 billion of offshore cash, taxed at 35.0%, for Client deleveraging.*

PRELIMINARY CONFIDENTIAL DRAFT – SUBJECT TO CHANGE AFTER FURTHER DILIGENCE AND REVIEW

Goldman Sachs

Ⓒ Illustrative Spin-Merger Analysis

INVESTMENT BANKING DIVISION

Strategic Party Estimates Based on IBES
(In US$)

Current EV / FY2014 EBITDA

Strategic Party[3]: 4.6x
Denali[3]: 2.6

Illustrative Summary[1]

	Illustrative Value	
	% Own.	Per Share
New Strategic Party Equity Stake	50.1 %	$ 6.29
Enterprise Equity Stake	100.0 %	9.33
Illustrative Total Value		**$ 15.62**
Illustrative After-tax Separation Costs		(0.45)
Illustrative Adjusted Total Value		**$ 15.17**

Summary Synergy and Dissynergy Assumptions

- The illustrative spin-merger analysis make a number of assumptions regarding potential operational, financial and transaction-related synergies and dissynergies, including:
  - No revenue synergies and 50 bps of combined EBITDA margin improvement at New Strategic Party
  - $580 million of annual dissynergies at Enterprise related to sourcing (~2.7% of Enterprise revenue and 5.5% of ESG revenue)
  - $100 million of additional annual corporate and public company costs at Enterprise
  - $1 billion of one-time, pre-tax transaction-related separation costs
  - Does not assume any DFS related-financial impact
  - 35% tax rate on repatriation of offshore cash balances for deleveraging purposes
  - Lower leverage capacity as a result of lower pro forma EBITDA related to operational dissynergies

Illustrative Ownership Sensitivity Analysis

		New Strategic Party EV / FY2014 EBITDA		
		3.6 x	4.6 x	5.9 x
Denali S/H	50.1 %	$ 14.18	$ 15.17	$ 16.15
% Own.	55.0 %	14.70	15.78	16.86
in NQ	60.0 %	15.23	16.41	17.59

Illustrative Multiple Sensitivity Analysis

		New Strategic Party EV / FY2014 EBITDA		
		3.6 x	4.6 x	5.6 x
Enterprise	5.0 x	$ 11.65	$ 12.63	$ 13.62
EV / FY14	7.0 x	14.18	15.17	16.15
EBITDA	9.0 x	16.71	17.70	18.68

Illustrative Synergy Sensitivity Analysis

- Assumes New Strategic Party trades at 4.6x FY2014 EBITDA
- Assumes Enterprise trades at 7.0x FY2014 EBITDA

		New Strategic Party EBITDA Margin Improvement		
		-- %	0.5 %	1.0 %
N. Strategic Party	(2.5)%	$ 14.33	$ 14.83	$ 15.32
Revenue	-- %	14.67	15.17	15.66
Synergies	2.5 %	15.01	15.50	16.00

Source: Management, company reports and IBES

Note: Assumes a spin-merge transaction occurs at fiscal year end 2013 and Denali shareholders' ownership in New Strategic Party of 50.1% at Strategic Party's current public market equity valuation

[1] *For illustrative purposes, assumes no combined revenue synergies and a 0.5% EBITDA margin improvement relative to the blended pro forma EBITDA margin.*

[2] *Assumes a 21% tax rate.*

[3] *New Strategic Party and Strategic Party based on Strategic Party's March fiscal year end. Enterprise based on Denali's January fiscal year end.*

D Illustrative Return of Capital Analysis

(US$ in millions, except per share amounts)

- As a result of the difference between Denali's current P / E multiple and the cost of newly issued debt or the cost of holding cash on the balance sheet (even factoring for a potential 35% repatriation tax), Denali could potentially deliver value accretion to shareholders through a debt or cash-funded one-time share repurchase or cash dividend

One-Time Share Repurchase

Illustrative $2 Billion Leveraged Share Repurchase[1]		
Net Debt Proceeds for Repurchase		**$ 1,980**
Repurchase Price (@ 10% Premium)		$ 10.28
% of Current Basic Shares Repurchased		11.1 %
Pro Rata Value per Share		**$ 1.14**
FY2014 Status Quo EPS		$ 1.84
FY2014 Pro Forma EPS		2.04
% EPS Accretion / Dilution		**11.2 %**
	Illustrative FY2014 P/E Multiple	
	5.0 x	**6.0 x**
Pro Forma Share Price	$ 10.21	$ 12.25
PF Value of Retained Shares	9.08	10.89
Pro Rata Value	**$ 10.22**	**$ 12.03**

Illustrative $2 Billion Cash Financed Share Repurchase		
Cash Post-Repatriation Tax for Repurchase		**$ 1,980**
Repurchase Price (@ 10% Premium)		$ 10.28
% of Current Basic Shares Repurchased		11.1 %
Pro Rata Value per Share		**$ 1.14**
FY2014 Status Quo EPS		$ 1.84
FY2014 Pro Forma EPS		2.06
% EPS Accretion / Dilution		**12.3 %**
	Illustrative FY2014 P/E Multiple	
	5.0 x	**6.0 x**
Pro Forma Share Price	$ 10.31	$ 12.38
PF Value of Retained Shares	9.17	11.00
Pro Rata Value	**$ 10.31**	**$ 12.14**

One-Time Cash Dividend to Shareholders

Illustrative $2 Billion Dividend Recapitalization[1]		
Net Debt Proceeds for Dividend		**$ 1,980**
Basic Shares Outstanding		1,735
Dividend per Share		**$ 1.14**
FY2014 Status Quo EPS		$ 1.84
FY2014 Pro Forma EPS		1.81
% EPS Accretion / Dilution		**(1.5)%**
	Illustrative FY2014 P/E Multiple	
	5.0 x	**6.0 x**
Pro Forma Share Price	$ 9.05	$ 10.86
Per Share Dividend	1.14	1.14
Pro Rata Value	**$ 10.19**	**$ 12.00**

Illustrative $2 Billion Cash Financed Dividend		
Cash Post-Repatriation Tax for Dividend		**$ 1,980**
Basic Shares Outstanding		1,735
Dividend per Share		**$ 1.14**
FY2014 Status Quo EPS		$ 1.84
FY2014 Pro Forma EPS		1.83
% EPS Accretion / Dilution		**(0.4)%**
	Illustrative FY2014 P/E Multiple	
	5.0 x	**6.0 x**
Pro Forma Share Price	$ 9.15	$ 10.98
Per Share Dividend	1.14	1.14
Pro Rata Value	**$ 10.29**	**$ 12.12**

Source: Management and company reports

Note: Illustrative analysis assumes a 21.0% non-GAAP tax rate, a pre-tax interest rate on cash balances of 0.5%, a 35.0% tax rate on repatriated offshore cash balances

1 Assumes $2.0 billion of new debt issuance via $500 million of T+125 new senior notes due February 2015, $750 million of T+200 new senior notes due February 2017 and $750 million of T+237.5 new senior notes due February 2022. Assumes fees of 1.0% on new issuances and a pro forma credit rating of Baa1 / BBB.

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Preliminary DFS Topics for Consideration

Summary of Selected Key Topics and Preliminary Perspectives

1. What is the impact of a sub-investment grade corporate credit rating on DFS?

- There are likely two primary impacts of a credit downgrade on DFS:
  - Inability to source funding via the commercial paper market
    - Denali could potentially increase the size of the securitization program and / or access other forms of funding (e.g., an ABL revolver) to replace the commercial paper funding sources
  - Higher funding costs across the range of funding sources
- The Company should however continue to have access to the conduit and securitization markets, as well as the unsecured market

2. Could DFS be "ring-fenced" to mitigate the potential impacts of a corporate credit rating downgrade?

- While there are examples of similar situations whereby the rating agencies have delineated between opco / holdco structures when dealing with captive financing subsidiaries (e.g., Ford), it is likely that the ring-fenced entity would be rated within 1-2 notches of the parent
  - A range of other factors could influence the chances of benefitting from a ring-fence approach, including the nature of the protections / barriers put in place between the parent and subsidiary, the ownership structure of the subsidiary, the standalone credit quality of the subsidiary, perceptions around the parent's credit strength and the level of co-dependence between the parent and subsidiary, among others
- On balance, we do not believe the Company would materially benefit from a ring-fenced structure given the Company would still likely be able to access key funding markets, albeit at slightly higher funding costs

3. Would a separation of Denali into Client and Enterprise businesses automatically require a divestiture of DFS?

- A separation, in and of itself, would not necessarily require a divestiture of DFS. There exists the potential to, in effect, separate the DFS portfolio and establish a DFS successor entity at each of Client and Enterprise
  - Key factors to consider would include the credit quality and ratings of the new companies, the portfolio diversity of the receivables within each DFS successor entity and the resulting ability to access the funding markets and cost of funding

4. Are there potential third party alternatives available for DFS?

- There is likely to be interest from third parties in acquiring all or a portion of DFS
- There are examples of other companies that have outsourced their financing activities and established relationships with third party financing providers (e.g., Apple / Barclays, Kohl's / Capital One)
  - Key factors will likely center around what level of control Denali would like to maintain from a customer interfacing perspectives and determining a set of governance controls for the relationship (e.g., underwriting standards, financing terms, veto rights and final authority)

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Preliminary Tax Considerations

Leveraged Buyout

- Domicile of parent company
  - Should parent reincorporate to foreign country (i.e., "inversion")?
- Existing offshore cash
  - Tax leakage from using offshore cash to fund buyout
  - Ability to minimize repatriation tax via inversion
- Ongoing tax rate considerations
  - Impact of additional leverage on tax rate given need to repatriate cash flow to fund debt service
- Inversion: potential rationale
  - Reduce repatriation tax leakage on offshore cash
  - Intercompany debt, etc…
- Inversion: considerations
  - Impact on business and brand/reputation
  - Technical issues (e.g., rollover shareholders, desire for tax-deferral)
- DFS: ability to use as home for offshore cash?
- Impact of corporate tax reform?

Spin-off / Separation

- Ability to consummate tax-free spin-off
  - Some potential tax leakage even if overall spin is tax-free
  - Inversion not feasible in stand-alone spin-off
- Repatriation tax leakage if offshore cash used to fund debt reduction or return of capital to shareholders
- Effective tax rates of separate companies?
  - Client likely to have significantly lower tax rate than Enterprise

Spin-Merger

- Tax-free status of overall transaction
  - Denali shareholders need to own >50% of combined company
- Potential inversion of Client business as part of merger
  - Merger with foreign partner (e.g., Strategic Party) facilitates inversion
  - Need to consider structures for Denali shareholders to defer gain (e.g., exchangeable shares)
- Repatriation tax leakage if offshore cash used to fund debt reduction or return of capital to shareholders

Return of Capital

- Tax leakage if offshore cash is utilized?
  - Limited capacity for additional tax-efficient repatriation
- Use of debt vs. offshore cash depends in part on views regarding future tax policy
  - Repatriation holiday?
  - Corporate tax reform?
- Impact of additional leverage on ongoing tax rate

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Selected Precedent Leveraged Buyouts

(US$ in millions)

Announcement Date	Acquirer	Target	Debt Financing	Equity Financing	Enterprise Value	Premium
26-Feb-07	Morgan Stanley/Citigroup/Lehman Brothers/KKR/TPG/Goldman Sachs	TXU	$ 31,650	$ 8,000	$ 43,800	22 %
1-Apr-07	KKR	First Data	22,000	7,000	29,000	28
20-May-07	TPG/Goldman Sachs	Alltel	24,000	4,600	28,600	9
3-Jul-07	Blackstone	Hilton Hotels	20,600	4,372	24,972	40
29-May-07	Lehman Brothers/Tishman Speyer Properties	Archstone-Smith Trust	15,640	5,100	20,740	18
25-Jun-07	BC Partners/Unison Capital/Silver Lake	Intelsat	15,000	1,600	16,600	NA
1-Mar-11	Blackstone	Centro Properties Group-US Assets	NA	NA	9,400	NA
14-May-07	Cerberus	Chrysler	NA	NA	9,250	NA
19-Jun-07	Carlyle Group/Clayton Dubilier & Rice/Bain Capital	Home Depot Supply	6,000	2,500	8,500	NA
11-May-07	Apax/OMERS Capital Partners	Thomson Learning	5,580	1,920	7,500	NA
4-Jun-07	Silver Lake/TPG	Avaya	5,250	2,015	7,265	11
23-Nov-11	KKR/Crestview Partners/NGP Energy Capital/Itochu Corporation	Samson	3,600	3,600	7,200	NA
24-Feb-12	Apollo/Riverstone Holdings/Access Industries	EP Energy Corporation (El Paso)	3,500	3,600	7,100	NA
2-May-07	Clayton Dubilier & Rice/KKR	US Foodservice	NA	NA	7,100	NA
11-Mar-07	KKR/Citigroup/Goldman Sachs	Dollar General	4,200	2,805	7,005	34
29-May-07	Madison Dearborn Partners	CDW	4,449	2,403	6,852	14
18-Jul-12	BC Partners/CPPIB	Cequel Communications	4,615	1,985	6,600	NA
5-Jul-11	Apax/CPP/Public Sector Pension Investment Board of Canada	Kinetic Concepts	4,800	1,759	6,300	4
19-Jun-07	Madison Dearborn/Citigroup/DLJ/BAML/Wachovia	Nuveen Investments	3,600	2,700	6,300	22
2-Jul-07	Carlyle Group	Manor Care	4,600	1,299	5,899	6
Mean			$ 10,534	$ 3,368	$ 13,299	19 %
Median			5,250	2,700	7,383	18

Source: Capital IQ

Note: Leveraged buyout transactions reflect the top 20 deals since 2007 that are greater than $5.0 billion in announced transaction value

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Selected Precedent Spin-Off Transactions

INVESTMENT BANKING DIVISION

(US$ in billions)

Parent	Parent Market Cap[3]	SpinCo	Announcement Date	Parent Relative Share Price Reaction[4]
SAIC	4.0	TechnicalServicesCo	8/30/2012	3.8%
PPG	15.6	ChemicalsCo (To merge with Georgia Gulf)	7/19/2012	7.2%
News Corporation[1]	48.8	PublishingCo	6/26/2012	7.8%
Tyco International Limited[2]	24.4	FlowControlCo (To merge with Pentair)	3/28/2012	4.8%
Covidien	20.9	PharmaCo	12/15/2011	3.0%
Entergy	12.3	TransmissionCo (To merge with ITC)	12/5/2011	2.9%
Abbott Labs	82.1	PharmaCo	10/19/2011	2.8%
Tyco International Limited	20.3	ADT / FlowControlCo / CommercialSecurityCo	9/19/2011	3.4%
McGraw-Hill	11.7	McGraw-Hill Education	9/12/2011	3.3%
AMR	1.2	Eagle	8/11/2011	0.5%
Kraft Foods, Inc.	60.3	Kraft Foods Group, Inc.	8/4/2011	3.4%
Mean				**3.9%**
Median				**3.4%**

Note: Highlighted transactions denote Goldman Sachs advisory role

[1] Though the News Corporation spin-off was officially announced on 6/27/2012, a leak on 6/26/2012 caused the majority of the market reaction. On 6/27/2012, News Corporation outperformed the S&P 500 by 1.6%

[2] Tyco initially announced a three way spin in September 2011. On March 28, 2012 Tyco announced that the FlowControlCo separation will be achieved via a spin-merger with Pentair. Mean and Median parent stock price reaction includes both Tyco price reactions (in September 2011 and in March 2012).

[3] Market capitalization of parent at time of announcement.

[4] Share price reaction is calculated relative to the S&P 500.

Selected Precedent Spin-Merger Transactions

(US$ in millions)

						Ownership at Signing[1]		Relative Price Reaction On Announcement[2]	
Date Announced	Date Completed	Size	Parent	Spinco	Merger Partner	Parent	Merger Partner	Parent	Merger Partner
19-Jul-12	-	$ 2,100	PPG	Commodity Chemicals	Georgia Gulf	50.5%	49.5%	7.2%	12.9%
28-Mar-12	-	4,900	Tyco	Flow Control	Pentair	52.5%	47.5%	4.8%	15.6%
5-Dec-11	-	5,332	Entergy	Electric Transmission	ITC Holdings	50.1%	49.9%	2.9%	2.1%
17-Nov-11	1-May-12	860	MeadWestvaco	Consumer & Office	ACCO Brands	50.5%	49.5%	7.6%	28.1%
13-May-09	1-Jul-10	8,600	Verizon	Local Wireline Operations	Frontier Communications	66.0 - 71.0%	29.0 - 34.0%	0.3%	(2.7)%
4-Jun-08	5-Nov-08	3,300	Procter & Gamble	Folgers	J.M. Smucker	53.5%	46.5%	0.0%	(1.8)%
15-Nov-07	4-Aug-08	2,600	Kraft Foods	Post	Ralcorp Holdings	54.0%	46.0%	(0.6)%	13.8%
16-Jan-07	31-Mar-08	2,700	Verizon	Verizon's New England Local	Fairpoint Communications	60.0%	40.0%	(1.2)%	-
23-Aug-06	7-Mar-07	3,300	Weyerhaeuser	Weyerhaeuser Fine Paper	Domtar	55.0%	45.0%	2.2%	(5.9)%
7-Aug-06	31-Jul-07	1,200	AmerisourceBergen Corp. and Kindred Healthcare	PharMerica and Kindred Pharmacy Services (KPS)	PharMerica and KPS merged to form New PharMerica	50.0%	50.0%	(0.1)%	4.7%
6-Feb-06	12-Jun-07	2,700	Walt Disney Co.	ABC Radio Networks	Citadel Broadcasting	52.0%	48.0%	7.5%	-
9-Dec-05	17-Jul-06	9,096	Alltel Corp.	Windstream	Valor Communications	85.0%	15.0%	(0.3)%	(0.7)%
16-Mar-05	16-Aug-05	1,100	Fortune Brands	ACCO World	General Binding	66.0%	34.0%	2.7%	39.9%
13-Jun-02	20-Dec-02	2,788	HJ Heinz	Selected Heinz food brands	Del Monte Foods	74.5%	25.5%	(4.1)%	9.6%
25-Feb-02	30-Sep-02	428	Helmerich & Payne	H&P Oil and Gas Division	Key Production	65.3%	34.8%	0.4%	1.0%
19-Dec-01	18-Nov-02	72,041	AT&T	AT&T Broadband	Comcast Corp.	54.8%	40%[3]	1.7%	(8.4)%
10-Oct-01	31-May-02	671	P&G	Jif and Crisco	J.M. Smucker	53.0%	47.0%	(3.8)%	33.3%
Mean		$ 7,277				58.5%	41.2%	1.6%	9.4%
Median		$ 2,700				53.8%	46.5%	0.4%	3.4%

Note: Highlighted transactions denote Goldman Sachs advisory role

[1] All ownership stakes were fixed at time of signing the merger agreement except Verizon / Frontier spin-merger, which employed a collar clause that allowed pro-forma ownership of combined entity to vary based on Frontier's share price.

[2] Price reaction is relative to S&P 500.

[3] Microsoft owned the remaining 5.3% economic interest in the merged entity.

Exhibit (c) (24)

PRELIMINARY CONFIDENTIAL DRAFT – SUBJECT TO CHANGE AFTER FURTHER DILIGENCE AND REVIEW

Goldman Sachs

INVESTMENT BANKING DIVISION

Preliminary Summary Discussion Materials Prepared for

The Special Committee of the Opal Board of Directors

Goldman, Sachs & Co.

October 10, 2012

Goldman Sachs

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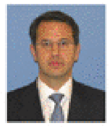

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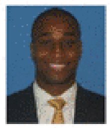

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Introduction

- Goldman Sachs would like to thank the Special Committee for the opportunity to share our preliminary observations on several key questions regarding Opal today:

1. What is the public market's perception of Opal and why does Opal trade the way that it does?
2. How do management's financial projections compare in the context of public market perceptions?
3. What are some of the potential alternatives available to Opal today and how might they impact shareholder value?
   — In addition to the potential financial impacts, what are the key strategic, operational and transactional issues to also consider?
4. What would be the recommended next steps in order to further evaluate the potential alternatives?

- We have reviewed information provided by management to date, including:
  — Management's 9/21 Case financial projections and the July 2012 Board Strategy Plan
  — Initial documents provided by management in the data room
  — Other publicly available documents
- In reaching our preliminary observations, we have relied upon management's 9/21 Case
- Additional diligence and management discussions and input would be required in order to further develop and refine our preliminary observations and analyses

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❶ Public Market Perspectives on Opal

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- Viewed over a range of historical time periods, Opal's share price has underperformed relative to that of its peer groups[1]

Time Period	Opal	HP	WholeCo	EUC	Enterprise	Software	Services	S&P
Last 10 Years	(62)%	31 %	1296 %	99 %	271 %	329 %	382 %	43 %
Last 5 Years	(66)%	(70)%	54 %	(21)%	1 %	54 %	61 %	(6)%
Last 3 Years	(37)%	(67)%	61 %	26 %	14 %	51 %	61 %	1 %
Last 1 Year	(35)%	(35)%	25 %	25 %	16 %	17 %	34 %	(4)%

- Opal's current public trading multiples also lag those of its peers, likely owing to a range of potential factors, including but not limited to, EUC segment financials overwhelming the Enterprise segment financials, views on the PC market outlook, an expectation of lower growth, overhang of recent underperformance, and a "show me" investor viewpoint regarding the Company's strategy
  - Additionally, Opal's significant cash balances may not be attributed full value by investors as it consists primarily of offshore cash and also because some investors may have the view that the cash will be used for acquisitions that may have limited P&L impact in the near term

CY2013E Multiple	Opal	HP	WholeCo	EUC	Enterprise	Software	Services	S&P
Enterprise Value / Sales[2]	0.2 / 0.3 x	0.4 x	2.3 x	0.1 x	1.3 x	2.6 x	1.1 x	0.1 x
Enterprise Value / EBITDA[2]	2.6 / 3.4	3.2	7.0	5.7	5.4	7.3	8.2	3.3
P / E	5.3	3.6	12.3	12.6	12.6	11.7	11.8	7.3
Operating P / E[3]	1.4	2.4	9.4	7.4	7.9	9.1	11.0	5.1

- 52% and 41% of Wall Street research analysts have a Buy or Hold recommendation on Opal, respectively, with a median price target of $14.00 and a price target ranging from $9.00 to $18.50
  - EPS estimates for FY2014 and FY2015 have trended downward since the first and second quarter earnings announcements

Source: Bloomberg, company reports, public filings, Capital IQ and IBES

[1] *WholeCo peer composite consists of Accenture, Apple, Cisco, EMC, HP, IBM, Microsoft, Oracle, SAP. EUC peer composite consists of Acer, AsusTek and Lenovo. Enterprise peer composite consists of Brocade, Cisco, EMC, HP, IBM, Juniper and NetApp. Services peer composite consists of BMC Software, CA, Compuware, Informatica, Microsoft, Oracle, SAP, Symantec and Tibco. S&P peer composite consists of Ingram Micro and TechData.*

[2] *First figure represents Opal's EV / EBITDA multiple. Second figure assumes the public market adjusts Opal's cash balance for the tax associated with repatriating Opal's offshore cash balances, assuming 100% of cash is offshore.*

[3] *Operating P / E calculated by removing cash per share from each company's share price.*

PRELIMINARY CONFIDENTIAL DRAFT – SUBJECT TO CHANGE AFTER FURTHER DILIGENCE AND REVIEW

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❷ Management Financial Projections

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(US$ in millions)

- Management's revisions to the July 2012 Board Strategy Plan to formulate the 9/21 Case financial projections reflect lower revenue growth rates and operating margins across most of the business
- The reduction in operating margins impact EUC, Enterprise and S&P most significantly

	July 2012 Board Strategy Plan						9/21 Case						% Difference[1]					
	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018
Revenue Dollars																		
EUC	$ 32,784	$ 34,252	$ 36,013	$ 38,141	$ 39,206	$ 40,382	$ 28,655	$ 28,915	$ 30,096	$ 31,299	$ 31,612	$ 31,929	(13)%	(16)%	(16)%	(18)%	(19)%	(21)%
Enterprise	$ 11,897	$ 12,920	$ 14,033	$ 15,203	$ 15,992	$ 16,855	$ 10,559	$ 11,392	$ 12,298	$ 13,278	$ 13,832	$ 14,425	(11)%	(12)%	(12)%	(13)%	(14)%	(14)%
Services	$ 8,713	$ 9,268	$ 9,964	$ 10,810	$ 11,281	$ 11,768	$ 8,511	$ 8,863	$ 9,355	$ 10,047	$ 10,399	$ 10,770	(2)%	(4)%	(6)%	(7)%	(8)%	(8)%
Software	$ 430	$ 1,566	$ 2,063	$ 2,379	$ 2,576	$ 2,803	$ 557	$ 1,371	$ 1,809	$ 1,979	$ 2,162	$ 2,375	29 %	(12)%	(12)%	(17)%	(16)%	(15)%
S&P	$ 10,018	$ 10,465	$ 10,973	$ 11,490	$ 11,777	$ 12,072	$ 9,208	$ 9,392	$ 9,674	$ 9,964	$ 10,014	$ 10,064	(8)%	(10)%	(12)%	(13)%	(15)%	(17)%
WholeCo	$ 63,021	$ 65,972	$ 69,546	$ 74,022	$ 76,831	$ 79,880	$ 57,490	$ 59,933	$ 63,232	$ 66,567	$ 68,019	$ 69,562	(9)%	(9)%	(9)%	(10)%	(11)%	(13)%
Revenue Growth																		
EUC	(1)%	5 %	5 %	6 %	3 %	3 %	(14)%	1 %	4 %	4 %	1 %	1 %	(12)%	(4)%	(1)%	(2)%	(2)%	(2)%
Enterprise	16 %	9 %	9 %	8 %	5 %	5 %	3 %	8 %	8 %	8 %	4 %	4 %	(13)%	(1)%	(1)%	(0)%	(1)%	(1)%
Services	5 %	6 %	8 %	9 %	4 %	4 %	2 %	4 %	6 %	7 %	4 %	4 %	(2)%	(2)%	(2)%	(1)%	(1)%	(1)%
Software	NA	264 %	32 %	15 %	8 %	9 %	NA	146 %	32 %	9 %	8 %	10 %	NM	(118)%	0 %	(6)%	0 %	1 %
S&P	(2)%	5 %	5 %	5 %	3 %	3 %	(10)%	2 %	3 %	3 %	5 %	5 %	(8)%	(3)%	(2)%	(2)%	3 %	3 %
WholeCo	2 %	5 %	5 %	6 %	4 %	4 %	(7)%	4 %	6 %	5 %	2 %	2 %	(9)%	(1)%	0 %	(1)%	(2)%	(2)%
Operating Margins																		
EUC	5 %	5 %	6 %	6 %	8 %	8 %	3 %	3 %	3 %	2 %	2 %	2 %	(30)%	(53)%	(55)%	(58)%	(75)%	(75)%
Enterprise	7 %	10 %	10 %	11 %	11 %	11 %	3 %	5 %	6 %	6 %	7 %	7 %	(56)%	(51)%	(46)%	(44)%	(35)%	(35)%
Services	27 %	29 %	29 %	30 %	32 %	32 %	28 %	29 %	29 %	30 %	30 %	30 %	5 %	-- %	-- %	(0)%	(7)%	(8)%
Software	(2)%	(2)%	12 %	17 %	21 %	23 %	(9)%	(2)%	16 %	18 %	19 %	18 %	NM	NM	34 %	2 %	(12)%	(20)%
S&P	10 %	11 %	11 %	12 %	14 %	14 %	8 %	8 %	8 %	8 %	7 %	6 %	(17)%	(25)%	(29)%	(35)%	(49)%	(55)%
WholeCo	8 %	9 %	9 %	9 %	12 %	12 %	7 %	7 %	8 %	8 %	8 %	8 %	(15)%	(18)%	(13)%	(16)%	(35)%	(36)%

Source: Management and IBES

[1] Highlighted figures represent operating margin declines of 25% of greater.

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INVESTMENT BANKING DIVISION

❷ Management Financial Projections (Cont'd)

(US$ in millions)

- IBES estimates indicate that Wall Street research analysts have different expectations regarding Opal's financial outlook than are suggested by the 9/21 Case financial projections
  - — Analysts expect little to no revenue growth in FY2014 and FY2015 and have lower EPS projections than the 9/21 Case financial projections

	9/21 Case			Opal IBES Estimates			IBES less 9/21 Case		
	FY2013	FY2014	FY2015	FY2013	FY2014	FY2015	FY2013	FY2014	FY2015
Revenue	$ 57,490	$ 59,933	$ 63,232	$ 57,443	$ 58,001	$ 57,143	$(47)	$(1,932)	$(6,089)
Revenue Growth	**(7.4)%**	**4.2 %**	**5.5 %**	**(7.5)%**	**1.0 %**	**(1.5)%**	**(0.1)%**	**(3.2)%**	**(7.0)%**
Operating Income	$ 3,999	$ 4,188	$ 4,851	$ 4,029	$ 4,099	$ 4,001	$ 30	$(88)	$(850)
% Margins	7.0 %	7.0 %	7.7 %	7.0 %	7.1 %	7.0 %	0.0 %	0.1 %	(0.7)%
EPS	**$ 1.70**	**$ 1.84**	**$ 2.20**	**$ 1.74**	**$ 1.80**	**$ 1.79**	**$ 0.04**	**$(0.04)**	**$(0.41)**
% Difference							*2.4 %*	*(2.2)%*	*(18.6)%*

Source: Management and IBES

❷ Illustrative Status Quo Financial Analysis

Based on 9/21 Case Financial Projections

(US$ in millions, except per share amounts)

Illustrative Discounted Cash Flow Analysis

- High unlevered free cash flows during the projection period in the 9/21 Case financial projections drive illustrative DCF share price values that are greater than that of Opal's current share price
- The revenue growth rate and operating margin assumptions in the 9/21 Case financial projections would need to be meaningfully reduced in order to arrive at illustrative DCF values that are more in line with Opal's current share price

	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018	Terminal Year
Revenue	$ 57,490	$ 59,933	$ 63,232	$ 66,567	$ 68,019	$ 69,562	$ 69,562
% Growth		*4.2 %*	*5.5 %*	*5.3 %*	*2.2 %*	*2.3 %*	
EBITDA (Pre-GAAP Adjustments)	$ 4,599	$ 4,788	$ 5,451	$ 5,872	$ 6,005	$ 6,099	$ 6,099
% Margin	*8.0 %*	*8.0 %*	*8.6 %*	*8.8 %*	*8.8 %*	*8.8 %*	*8.8 %*
Unlevered Free Cash Flow	**$ 2,219**	**$ 2,880**	**$ 3,443**	**$ 3,902**	**$ 4,299**	**$ 4,366**	**$ 4,344**

Illustrative Discount Rate	Implied Share Price — Perpetuity Growth Rate: -- %	1.5 %	3.0 %	Implied Terminal Year EBITDA Multiple — Perpetuity Growth Rate: -- %	1.5 %	3.0 %
8.0 %	$ 33.94	$ 39.45	$ 48.27	8.9 x	11.1 x	14.7 x
11.0 %	25.45	27.94	31.37	6.5	7.6	9.2
14.0 %	20.61	21.96	23.69	5.1	5.8	6.7

Sensitivity Analysis Assuming a 11% Illustrative Discount Rate and 1.5% Perpetuity Growth Rate

Δ in Annual EBIT Margin vs. 9/21 Case	Implied Share Price — Δ in Annual Rev. Growth Rate vs. 9/21 Case: (5.0)%	(2.5)%	-- %	Implied Terminal Year EBITDA Multiple — Δ in Annual Rev. Growth Rate vs. 9/21 Case: (5.0)%	(2.5)%	-- %
(5.0)%	$ 9.86	$ 10.70	$ 11.62	6.1 x	6.3 x	6.5 x
(2.5)%	16.49	18.06	19.78	7.0	7.2	7.3
-- %	23.13	25.43	27.94	7.4	7.5	7.6

Sensitivity Analysis Assuming a 1.5% Perpetuity Growth Rate

Illustrative Discount Rate	Implied Share Price — Terminal Year Δ in WC as a % of Δ in Revenue: -- %	10.0 %	20.0 %	Implied Terminal Year EBITDA Multiple — Terminal Year Δ in WC as a % of Δ in Revenue: -- %	10.0 %	20.0 %
8.0 %	$ 39.45	$ 38.47	$ 37.49	11.1 x	10.7 x	10.3 x
11.0 %	27.94	27.35	26.75	7.6	7.3	7.1
14.0 %	21.96	21.56	21.16	5.8	5.6	5.4

Source: Management and company reports

Note: The illustrative discounted cash flow analysis discounts cash flows to 2013 fiscal year end and assumes management's non-GAAP tax rate estimate of 21.0%. Assuming excess offshore cash of $7.0 billion is repatriated and subject to a 35% tax rate, the impact on implied share price is an approximate reduction of approximately $1.40

❷ Illustrative Status Quo Financial Analysis

Based on 9/21 Case Financial Projections

(US$ in millions, except per share amounts)

Illustrative Present Value of Future Share Price Analysis

- Assuming Opal continues to trade at a forward P/E multiple consistent with today's multiple, an illustrative present value of future share price analysis would imply share price values in the high single-digits to low-teens
- Peer PEG multiples based on IBES estimates would suggest that the EPS growth profile suggested by the 9/21 Case financial projections would result in Opal forward P/E multiples significantly higher than current

Opal FY 1 P/E	
Current (IBES FY 2013)	5.4 x
1Yr. Avg.	7.1
2Yr. Avg.	8.1

CY 1 P/E/G	
Opal[1]	3.7 x
HP[2]	1.2
WholeCo	1.4
EUC	0.7
Enterprise	1.4
Services	1.5
Software	1.3
S&P	0.9

	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018
Diluted EPS (Non-GAAP)	$ 1.70	$ 1.84	$ 2.20	$ 2.45	$ 2.56	$ 2.64
% Annual Growth		*8.2 %*	*19.6 %*	*11.4 %*	*4.5 %*	*3.1 %*
% CAGR from FY2013 EPS		*8.2 %*	*13.7 %*	*12.9 %*	*10.8 %*	*9.2 %*
Illustrative PV of Future Share Price						
@ a 5.0x Forward P/E Multiple and Illustrative 10.0% Discount Rate		$ 9.19	$ 9.99	$ 10.11	$ 9.61	$ 9.03
@ a 5.0x Forward P/E Multiple and Illustrative 13.0% Discount Rate		$ 9.19	$ 9.73	$ 9.58	$ 8.86	$ 8.11
@ a 7.0x Forward P/E Multiple and Illustrative 10.0% Discount Rate		$ 12.86	$ 13.99	$ 14.15	$ 13.45	$ 12.64
@ a 7.0x Forward P/E Multiple and Illustrative 13.0% Discount Rate		12.86	13.62	13.41	12.40	11.35
@ a 9.0x Forward P/E Multiple and Illustrative 10.0% Discount Rate		$ 16.53	$ 17.98	$ 18.19	$ 17.29	$ 16.26
@ a 9.0x Forward P/E Multiple and Illustrative 13.0% Discount Rate		16.53	17.51	17.24	15.95	14.60

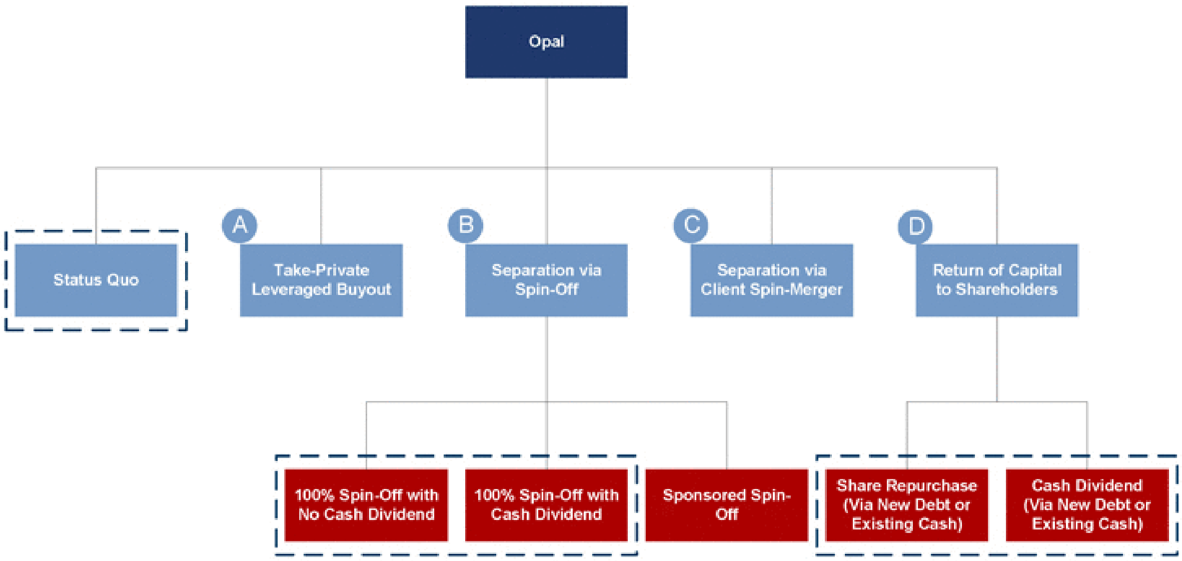
Source: Management, company reports, Bloomberg and IBES

Note: The illustrative future share price analysis discounts future share prices to 2013 fiscal year end. CY1 P/E/G multiples calculated based on CY2012 – CY2014 IBES EPS CAGRS, unless otherwise noted.

[1] Opal EPS CAGR based on January fiscal year end IBES estimates.

[2] HP EPS CAGR based on October fiscal year end IBES estimates.

❸ Summary Overview of Selected Potential Alternatives



Note: Dotted blue lines denote alternatives that Opal could pursue on a standalone basis

PRELIMINARY CONFIDENTIAL DRAFT – SUBJECT TO CHANGE AFTER FURTHER DILIGENCE AND REVIEW

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Ⓐ Illustrative Leveraged Buyout Analysis

INVESTMENT BANKING DIVISION

Based on 9/21 Case Financial Projections

(US$ in millions, except per share amounts)

Illustrative Sources and Uses

Illustrative Sources		% of Total
Extant Cash	$ 13,538	30.7 %
Rollover Notes	5,996	13.6
Rollover Structured Financing Debt	1,427	3.2
New $3 billion ABL	2,000	4.5
New Term Loan A	1,500	3.4
New Term Loan B	3,000	6.8
New Secured Bond	2,500	5.7
New Unsecured Guaranteed Notes	3,500	7.9
Total New Debt[4]	**$ 12,500**	**28.4**
MD Rollover at $15.00 per share[5]	3,674	8.3
Southeastern AM Rollover at $15.00 per share[5]	1,989	4.5
New Sponsor Equity	4,918	11.2
Total Illustrative Sources	**$ 44,042**	**100.0 %**

Illustrative Uses		% of Total
Equity Purchase Price at $15.00 per share[1]	$ 26,080	59.2 %
Assumed Existing Notes	5,996	13.6
Assumed Existing Structured Financing Debt	1,427	3.2
Refi Commercial Paper	1,018	2.3
Total Purchase Price Excluding Cash	**34,521**	**78.4**
Minimum Cash	6,500	14.8
Advisory Fees	75	0.2
Consulting / Legal	50	0.1
Financing Fees[2]	403	0.9
OID[3]	30	0.1
Tax on Cash Repatriation[4]	2,463	5.6
Total Illustrative Uses	**$ 44,042**	**100.0 %**

Illustrative Returns Analysis to New Sponsor

Assumes 21% Non-GAAP Tax Rate

Purchase Share Price	% Implied Premium	Implied LTM EBITDA Entry Multiple	Implied LTM EBITDA Exit Multiple 3.8 x	4.2 x	4.6 x	4.9 x	5.3 x	5.7 x
$ 13.00	37%	3.8 x	28.1 %	30.4 %	32.6 %	34.6 %	36.6 %	38.5 %
$ 14.00	48%	4.2 x	22.6 %	24.8 %	26.9 %	28.9 %	30.7 %	32.5 %
$ 15.00	58%	4.6 x	18.2 %	20.4 %	22.4 %	24.3 %	26.1 %	27.8 %
$ 16.00	69%	4.9 x	14.6 %	16.7 %	18.7 %	20.5 %	22.3 %	24.0 %
$ 17.00	80%	5.3 x	11.6 %	13.6 %	15.5 %	17.3 %	19.0 %	20.7 %
$ 18.00	90%	5.7 x	9.0 %	11.0 %	12.8 %	14.6 %	16.2 %	17.8 %

Assumes 30% Non-GAAP Tax Rate

Purchase Share Price	% Implied Premium	Implied LTM EBITDA Entry Multiple	Implied LTM EBITDA Exit Multiple 3.8 x	4.2 x	4.6 x	4.9 x	5.3 x	5.7 x
$ 13.00	37%	3.8 x	25.9 %	28.4 %	30.7 %	32.9 %	35.0 %	36.9 %
$ 14.00	48%	4.2 x	20.5 %	22.9 %	25.1 %	27.2 %	29.2 %	31.0 %
$ 15.00	58%	4.6 x	16.2 %	18.5 %	20.7 %	22.7 %	24.6 %	26.4 %
$ 16.00	69%	4.9 x	12.7 %	14.9 %	17.0 %	19.0 %	20.8 %	22.6 %
$ 17.00	80%	5.3 x	9.7 %	11.9 %	13.9 %	15.8 %	17.6 %	19.3 %
$ 18.00	90%	5.7 x	7.1 %	9.2 %	11.2 %	13.1 %	14.8 %	16.5 %

Source: Management and company reports

Note: Based on management's non-GAAP tax rate estimate of 21.0%.

[1] *Assumes an illustrative purchase price of $15.00 per share, based on a 58% premium to the current share price of $9.47*

[2] *Financing fees estimated based on fees of 2.5% for the new ABL and Term Loans A and B and fees of 4.0% on new high yield bonds and notes.*

[3] *Based on an estimated OID of 99 for the new Term Loan B.*

[4] *Illustrative tax on offshore cash repatriation estimated by assuming that $7.0 billion of offshore cash, representing extant cash of $13.5 billion in excess of an estimated minimum cash balance requirement of $6.5 billion, is repatriated and subject to a 35.0% tax rate.*

[5] *Assumes that MD and Southeastern Asset Management roll 100% of their existing equity stakes in the transaction.*

B Preliminary Separation Topics for Consideration

- For the purposes of evaluating the potential benefits and consideration of a business separation, we consider, based on management guidance, an illustrative separation of Opal into:
  - **Client**: Consists of EUC, the consumer business of Services' Support & Deployment (~10% of Services revenue) and the consumer-related portion of S&P (~75% of S&P revenue)
  - **Enterprise**: Consists of Enterprise Solutions, Software, the corporate business of Services (~90% of Services revenue) and the corporate-related portion of S&P (~25 of S&P revenue)

Potential Benefits

- Potentially "unlock" embedded shareholder value through trading multiple re-rating and arbitrage
- Allows each entity to pursue potentially unique strategic, operation and financial objectives
  - Pursue and execute growth strategy
  - Strategic flexibility and optionality
  - Management focus
- In a public market context, may allow each entity to target potentially different shareholder bases
- Each entity could potentially become an acquisition/merger target

Potential Considerations

- The nature, magnitude and impact of potential operating dissynergies, including the loss of:
  - Revenue and cross-selling opportunities
    - Sales organization leverage
  - Entry into emerging markets via Client / PC pull-through of Enterprise
  - COGS / materials sourcing scale and influence
  - Shared corporate overhead and public company costs
  - Scale / credit quality to provide financing services to customers
  - Client cash flows for investment in Enterprise
- Potential customer, supplier and employee reaction and impact
- The management pipeline to fill senior management positions at both entities
- Potential shareholder dislocation

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B Illustrative Spin-Off Analysis

Overview of Preliminary Assumptions

(US$ in millions)

INVESTMENT BANKING DIVISION

Summary Overview of Assumptions and Methodology

- For the purposes of performing a preliminary and illustrative analysis to examine a separation of Opal into a "Client" business and an "Enterprise" business, as described on the prior page, we prepared illustrative financial projections for each entity based on the 9/21 Case financial projections and management guidance regarding high-level separation assumptions
  - Further diligence would be required to refine the analyses
- The illustrative financial projections below also incorporate operating dissynergies related to sourcing and corporate and public company costs. Additional transaction-related dissynergies are incorporated into the analyses in the subsequent pages, including tax on repatriation of offshore cash and other one-time separation transaction-related costs

Illustrative Client Financial Summary

	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018
Revenue						
EUC	$ 28,655	$ 28,915	$ 30,096	$ 31,299	$ 31,612	$ 31,929
% Growth	*(13.8)%*	*0.9 %*	*4.1 %*	*4.0 %*	*1.0 %*	*1.0 %*
S&P	6,906	7,044	7,255	7,473	7,510	7,548
% Growth	*(9.9)%*	*2.0 %*	*3.0 %*	*3.0 %*	*0.5 %*	*0.5 %*
Services	739	724	742	785	803	823
% Growth	*66.8 %*	*66.8 %*	*0.4 %*	*5.7 %*	*2.4 %*	*2.4 %*
Revenue	**$ 36,301**	**$ 36,683**	**$ 38,093**	**$ 39,557**	**$ 39,926**	**$ 40,299**
% Growth	*(12.2)%*	*1.1 %*	*3.8 %*	*3.8 %*	*0.9 %*	*0.9 %*
EBIT						
EUC	$ 924	$ 725	$ 743	$ 705	$ 638	$ 638
% Margin	*3.2 %*	*2.5 %*	*2.5 %*	*2.3 %*	*2.0 %*	*2.0 %*
S&P	602	631	625	600	560	500
% Margin	*8.7 %*	*9.0 %*	*8.6 %*	*8.0 %*	*7.5 %*	*6.6 %*
Services	441	419	429	450	457	464
% Margin	*59.6 %*	*57.9 %*	*57.8 %*	*57.3 %*	*56.9 %*	*56.4 %*
EBIT (Non-GAAP)[1,2]	**$ 1,632**	**$ 1,441**	**$ 1,466**	**$ 1,427**	**$ 1,330**	**$ 1,280**
% Margin	*4.5 %*	*3.9 %*	*3.8 %*	*3.6 %*	*3.3 %*	*3.2 %*
EBITDA (Pre-GAAP Adj.)[2]	**$ 2,011**	**$ 1,809**	**$ 1,828**	**$ 1,784**	**$ 1,682**	**$ 1,628**
% Margin	*5.5 %*	*4.9 %*	*4.8 %*	*4.5 %*	*4.2 %*	*4.0 %*

Illustrative Enterprise Financial Summary

	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018
Revenue						
Enterprise Solutions	$ 10,559	$ 11,392	$ 12,298	$ 13,278	$ 13,832	$ 14,425
% Growth	*2.8 %*	*7.9 %*	*8.0 %*	*8.0 %*	*4.2 %*	*4.3 %*
Services	7,771	8,139	8,613	9,263	9,596	9,947
% Growth	*(1.4)%*	*4.7 %*	*5.8 %*	*7.5 %*	*3.6 %*	*3.7 %*
S&P	2,302	2,348	2,418	2,491	2,503	2,516
% Growth	*NM*	*2.0 %*	*3.0 %*	*3.0 %*	*0.5 %*	*0.5 %*
Software	557	1,371	1,809	1,979	2,162	2,375
% Growth	*NM*	*146.3 %*	*31.9 %*	*9.4 %*	*9.2 %*	*9.9 %*
Revenue	**$ 21,189**	**$ 23,250**	**$ 25,139**	**$ 27,010**	**$ 28,093**	**$ 29,263**
% Growth	*2.3 %*	*9.7 %*	*8.1 %*	*7.4 %*	*4.0 %*	*4.2 %*
EBIT						
Enterprise Solutions	$ 326	$ 550	$ 685	$ 850	$ 950	$ 990
% Margin	*3.1 %*	*4.8 %*	*5.6 %*	*6.4 %*	*6.9 %*	*6.9 %*
Services	1,977	2,110	2,306	2,551	2,643	2,735
% Margin	*25.4 %*	*25.9 %*	*26.8 %*	*27.5 %*	*27.5 %*	*27.5 %*
S&P	151	158	156	150	140	125
% Margin	*6.5 %*	*6.7 %*	*6.5 %*	*6.0 %*	*5.6 %*	*5.0 %*
Software	(50)	(23)	290	350	400	430
% Margin	*NM*	*NM*	*16.0 %*	*17.7 %*	*18.5 %*	*18.1 %*
EBIT (Non-GAAP)[1,2,3]	**$ 1,587**	**$ 1,966**	**$ 2,605**	**$ 3,065**	**$ 3,295**	**$ 3,439**
% Margin	*7.5 %*	*8.5 %*	*10.4 %*	*11.3 %*	*11.7 %*	*11.8 %*
EBITDA (Pre-GAAP Adj.)[2]	**$ 1,808**	**$ 2,199**	**$ 2,844**	**$ 3,308**	**$ 3,542**	**$ 3,691**
% Margin	*8.5 %*	*9.5 %*	*11.3 %*	*12.2 %*	*12.6 %*	*12.6 %*

Source: Management and company reports

[1] Includes allocated Long-Term Incentive expenses and other cost adjustments and excludes non-GAAP adjustments.

[2] Includes an additional estimated $100 million of annual pre-tax operating expenses related to assumed duplication of certain corporate and public company costs, based on management guidance.

[3] Includes $580 million of annual pre-tax sourcing dissynergies associated with an illustrative separation, per management estimates.

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B Illustrative Spin-Off Analysis

(Cont'd)

(US$ in millions, except per share amounts)

INVESTMENT BANKING DIVISION

- Illustrative per share value outcomes to Opal shareholders in spin-off scenarios are driven by potentially achieving a public multiple re-rating to higher multiples that are more in-line with Client peers (~4.0x FY2014 EBITDA) and Enterprise peers (~7.0x FY2014 EBITDA) trading multiples today

100% Spin-Off w/ No Cash Dividend[1]

- Assumes a spin-off of Enterprise to Opal shareholders, with no cash dividend to shareholders

	Illustrative Value	
	% Own.	Per Share
Client Equity Stake	100.0 %	$ 5.80
Enterprise Equity Stake	100.0 %	9.33
Illustrative Total Value		**$ 15.12**
Illustrative After-tax Separation Costs[2]		(0.45)
Illustrative Adjusted Total Value		**$ 14.67**

Illustrative Sensitivity Analysis

		Client EV / FY2014E EBITDA		
		2.0 x	4.0 x	6.0 x
Enterprise	5.0 x	$ 10.05	$ 12.13	$ 14.22
EV / FY14	7.0 x	12.58	14.67	16.75
EBITDA	9.0 x	15.12	17.20	19.28

Illustrative Sensitivity Analysis

- Other spin-off variations include
  - 100% spin-off with a cash dividend to shareholders that is funded by additional debt raised at Client and/or Enterprise
  - Sponsored spin-off in which a sponsor makes an equity investment for up to a 49.9% stake in Client, with those cash proceeds being used to pay a cash dividend to shareholders
- Additional leverage at either entity could potentially impact the pro forma trading multiples, thus changing the value shareholders may receive
- Similarly, a sponsor's investment in Client can be at a negotiated value discount, thereby also affecting the value shareholders may receive

Summary Dissynergy Assumptions

- The illustrative spin-off analyses make a number of assumptions regarding potential operational, financial and transaction-related dissynergies, including:
  - $580 million of annual dissynergies at Enterprise related to sourcing (~2.7% of Enterprise revenue and 5.5% of ESG revenue)
  - $100 million each of additional annual corporate and public company costs at both separated entities that would need to be duplicated
  - $1 billion of one-time transaction-related separation costs (taxed at 21%)
  - Does not assume any DFS related-financial impact
  - 35% tax rate on repatriation of offshore cash balances for deleveraging purposes
  - Lower leverage capacity as a result of lower pro forma EBITDA related to operational dissynergies

Impact on Value from Various Illustrative Dissynergies

Source of Dissynergy	Per Share Amount
$580mm Annual Sourcing @ Enterprise at 7x	$ 2.34
$100mm Annual Corporate and Public Company Costs @ Enterprise at 7x	0.40
$100mm Annual Corporate and Public Company Costs @ Client at 4x	0.23
Tax on Repatriation of Off-Shore Cash[3]	0.85
$1000mm of One-time Transaction Expenses (Taxed at 21%)	0.45
Total Dissynergy / Share	**$ 4.27**

Source: Management and company reports

[1] Illustrative analysis assumes Client trades at 4.0x FY2014 EBITDA and Enterprise trades at 7.0x FY 2014

[2] Assumes a 21% tax rate.

[3] Assumes taxes of $1.5 billion based on repatriating $4.2 billion offshore cash, taxed at 35%, for Client deleveraging.

Goldman Sachs

C Illustrative Spin-Merger Analysis

Based on 9/21 Case Financial Projections | Strategic Party Based on IBES

(In US$)

- A spin-merger between Client and Strategic Party has the potential to result in Opal shareholder value enhancement assuming:
  - Multiple uplift of Client business if New Strategic Party (pro forma Client + Strategic Party) trades in-line with Strategic Party current standalone multiples
  - Potential revenue and cost synergies through a combination of Client and Strategic Party
  - Enterprise business multiple re-rating in line with Enterprise peer trading multiples
  - Other unquantified potential tax and structuring benefits related to New Strategic Party (e.g. foreign jurisdiction for new company)
- However, issues around execution, timing and post-transaction trading performance are some of the uncertainties in a spin-merger transaction, including those in a straight spin transaction

Current EV / FY2014 EBITDA
Strategic Party[3]: 4.9x Opal[3]: 2.6

Illustrative Summary[1]

	Illustrative Value	
	% Own.	Per Share
New Strategic Party Equity Stake	50.1 %	$ 6.65
Enterprise Equity Stake	100.0 %	9.33
Illustrative Total Value		**$ 15.98**
Illustrative After-tax Separation Costs[2]		(0.45)
Illustrative Adjusted Total Value		**$ 15.52**

Summary Synergy and Dissynergy Assumptions

- The illustrative spin-merger analysis make a number of assumptions regarding potential operational, financial and transaction-related synergies and dissynergies, including:
  - No revenue synergies and 50 bps of combined EBITDA margin improvement at New Strategic Party
  - $580 million of annual dissynergies at Enterprise related to sourcing (~2.7% of Enterprise revenue and 5.5% of ESG revenue)
  - $100 million of additional annual corporate and public company costs at Enterprise
  - $1 billion of one-time transaction-related separation costs
  - Does not assume any DFS related-financial impact
  - 35% tax rate on repatriation of offshore cash balances for deleveraging purposes
  - Lower leverage capacity as a result of lower pro forma EBITDA related to operational dissynergies

Illustrative Ownership Sensitivity Analysis

- Value to Opal S/H of New Strategic Party equity stake

		New Strategic Party EV / FY2014 EBITDA[3]		
		3.9 x	4.9 x	5.9 x
Opal S/H	50.1 %	$ 5.66	$ 6.65	$ 7.63
% Own.	55.0 %	6.22	7.30	8.38
in NQ	60.0 %	6.78	7.96	9.14

Illustrative Multiple Sensitivity Analysis

		New Strategic Party EV / FY2014 EBITDA[3]		
		3.9 x	4.9 x	5.9 x
Enterprise	5.0 x	$ 12.00	$ 12.99	$ 13.97
EV / FY14	7.0 x	14.53	15.52	16.51
EBITDA[3]	9.0 x	17.07	18.05	19.04

Illustrative Synergy Sensitivity Analysis

- Assumes New Strategic Party trades at 4.9x FY2014 EBITDA
- Assumes Enterprise trades at 7.0x FY2014 EBITDA

		New Strategic Party EBITDA Margin Improvement		
		-- %	0.5 %	1.0 %
N. Strategic Party	(2.5)%	$ 14.62	$ 15.16	$ 15.69
Revenue	-- %	14.99	15.52	16.06
Synergies	2.5 %	15.35	15.88	16.42

Source: Management, company reports and Wall Street research

Note: Assumes a spin-merge transaction occurs at fiscal year end 2013 and Opal shareholders' ownership in New Strategic Party of 50.1% Strategic Party's current public market equity valuation

[1] For illustrative purposes, assumes no combined revenue synergies and a 0.5% EBITDA margin improvement relative to the blended pro forma EBITDA margin.

[2] Assumes a 21% tax rate.

[3] New Strategic Party and Strategic Party based on Strategic Party's March fiscal year end. Enterprise based on Opal's January fiscal year end.

D Illustrative Return of Capital Analysis

Based on 9/21 Base Case Financial Projections

(US$ in millions, except per share amounts)

- As a result of the difference between Opal's current P / E multiple and the cost of newly issued debt or the cost of holding cash on the balance sheet (even factoring for a potential 35% repatriation tax), Opal could potentially deliver value accretion to shareholders through a debt or cash-funded one-time share repurchase or cash dividend

One-Time Share Repurchase

Illustrative $2 Billion Leveraged Share Repurchase[1]

Net Debt Proceeds for Repurchase		**$ 1,980**
Repurchase Price (@ 10% Premium)		$ 10.41
% of Current Basic Shares Repurchased		11.0 %
Pro Rata Value per Share		**$ 1.14**
FY2014 Status Quo EPS		$ 1.84
FY2014 Pro Forma EPS		2.04
% EPS Accretion / Dilution		**11.0 %**
	Illustrative FY2014 P/E Multiple	
	5.0 x	6.0 x
Pro Forma Share Price	$ 10.19	$ 12.23
PF Value of Retained Shares	9.08	10.89
Pro Rata Value	**$ 10.22**	**$ 12.03**

Illustrative $2 Billion Cash Financed Share Repurchase

Cash Post-Repatriation Tax for Repurchase		**$ 1,980**
Repurchase Price (@ 10% Premium)		$ 10.41
% of Current Basic Shares Repurchased		11.0 %
Pro Rata Value per Share		**$ 1.14**
FY2014 Status Quo EPS		$ 1.84
FY2014 Pro Forma EPS		2.06
% EPS Accretion / Dilution		**12.1 %**
	Illustrative FY2014 P/E Multiple	
	5.0 x	6.0 x
Pro Forma Share Price	$ 10.30	$ 12.36
PF Value of Retained Shares	9.17	11.00
Pro Rata Value	**$ 10.31**	**$ 12.14**

One-Time Cash Dividend to Shareholders

Illustrative $2 Billion Dividend Recapitalization[1]

Net Debt Proceeds for Dividend		**$ 1,980**
Basic Shares Outstanding		1,735
Dividend per Share		**$ 1.14**
FY2014 Status Quo EPS		$ 1.84
FY2014 Pro Forma EPS		1.81
% EPS Accretion / Dilution		**(1.5)%**
	Illustrative FY2014 P/E Multiple	
	5.0 x	6.0 x
Pro Forma Share Price	$ 9.05	$ 10.86
Per Share Dividend	1.14	1.14
Pro Rata Value	**$ 10.19**	**$ 12.00**

Illustrative $2 Billion Cash Financed Dividend

Cash Post-Repatriation Tax for Dividend		**$ 1,980**
Basic Shares Outstanding		1,735
Dividend per Share		**$ 1.14**
FY2014 Status Quo EPS		$ 1.84
FY2014 Pro Forma EPS		1.83
% EPS Accretion / Dilution		**(0.4)%**
	Illustrative FY2014 P/E Multiple	
	5.0 x	6.0 x
Pro Forma Share Price	$ 9.15	$ 10.98
Per Share Dividend	1.14	1.14
Pro Rata Value	**$ 10.29**	**$ 12.12**

Source: Management and company reports

Note: Illustrative analysis assumes a 21.0% non-GAAP tax rate, a pre-tax interest rate on cash balances of 0.5%, a 35.0% tax rate on repatriated offshore cash balances

1 Assumes $2.0 billion of new debt issuance via $500 million of T+125 new senior notes due February 2015, $750 million of T+200 new senior notes due February 2017 and $750 million of T+237.5 new senior notes due February 2022. Assumes fees of 1.0% on new issuances and a pro forma credit rating of Baa1 / BBB.

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Preliminary DFS Topics for Consideration

Summary of Selected Key Topics and Preliminary Perspectives

INVESTMENT BANKING DIVISION

1. What is the impact of a sub-investment grade corporate credit rating on DFS?

- There are likely two primary impacts of a credit downgrade on DFS:
  - Inability to source funding via the commercial paper market
    - Opal could potentially increase the size of the securitization program and / or access other forms of funding (e.g., an ABL revolver) to replace the commercial paper funding sources
  - Higher funding costs across the range of funding sources
- The Company should however continue to have access to the conduit and securitization markets, as well as the unsecured market

2. Could DFS be "ring-fenced" to mitigate the potential impacts of a corporate credit rating downgrade?

- While there are examples of similar situations whereby the rating agencies have delineated between opco / holdco structures when dealing with captive financing subsidiaries (e.g., Ford), it is likely that the ring-fenced entity would be rated within 1-2 notches of the parent
  - A range of other factors could influence the chances of benefitting from a ring-fence approach, including the nature of the protections / barriers put in place between the parent and subsidiary, the ownership structure of the subsidiary, the standalone credit quality of the subsidiary, perceptions around the parent's credit strength and the level of co-dependence between the parent and subsidiary, among others
- On balance, we do not believe the Company would materially benefit from a ring-fenced structure given the Company would still likely be able to access key funding markets, albeit at slightly higher funding costs

3. Would a separation of Opal into Client and Enterprise businesses automatically require a divestiture of DFS?

- A separation, in and of itself, would not necessarily require a divestiture of DFS. There exists the potential to, in effect, separate the DFS portfolio and establish a DFS successor entity at each of Client and Enterprise
  - Key factors to consider would include the credit quality and ratings of the new companies, the portfolio diversity of the receivables within each DFS successor entity and the resulting ability to access the funding markets and cost of funding

4. Are there potential third party alternatives available for DFS?

- There is likely to be interest from third parties in acquiring all or a portion of DFS
- There are examples of other companies that have outsourced their financing activities and established relationships with third party financing providers (e.g., Apple / Barclays, Kohl's / Capital One)
  - Key factors will likely center around what level of control Opal would like to maintain from a customer interfacing perspectives and determining a set of governance controls for the relationship (e.g., underwriting standards, financing terms, veto rights and final authority)

Preliminary Tax Considerations

Leveraged Buyout

- Domicile of parent company
  - Should parent reincorporate to foreign country (i.e., "inversion")?
- Existing offshore cash
  - Tax leakage from using offshore cash to fund buyout
  - Ability to minimize repatriation tax via inversion
- Ongoing tax rate considerations
  - Impact of additional leverage on tax rate given need to repatriate cash flow to fund debt service
- Inversion: potential rationale
  - Reduce repatriation tax leakage on offshore cash
  - Intercompany debt, etc…
- Inversion: considerations
  - Impact on business and brand/reputation
  - Technical issues (e.g., rollover shareholders, desire for tax-deferral)
- DFS: ability to use as home for offshore cash?
- Impact of corporate tax reform?

Spin-off / Separation

- Ability to consummate tax-free spin-off
  - Some potential tax leakage even if overall spin is tax-free
  - Inversion not feasible in stand-alone spin-off
- Repatriation tax leakage if offshore cash used to fund debt reduction or return of capital to shareholders
- Effective tax rates of separate companies?
  - Client likely to have significantly lower tax rate than Enterprise

Spin-Merger

- Tax-free status of overall transaction
  - Opal shareholders need to own >50% of combined company
- Potential inversion of Client business as part of merger
  - Merger with foreign partner (e.g., Strategic Party) facilitates inversion
  - Need to consider structures for Opal shareholders to defer gain (e.g., exchangeable shares)
- Repatriation tax leakage if offshore cash used to fund debt reduction or return of capital to shareholders

Return of Capital

- Tax leakage if offshore cash is utilized?
  - Limited capacity for additional tax-efficient repatriation
- Use of debt vs. offshore cash depends in part on views regarding future tax policy
  - Repatriation holiday?
  - Corporate tax reform?
- Impact of additional leverage on ongoing tax rate

PRELIMINARY CONFIDENTIAL DRAFT – SUBJECT TO CHANGE AFTER FURTHER DILIGENCE AND REVIEW

Goldman Sachs

Selected Recent Precedent M&A Transactions

INVESTMENT BANKING DIVISION

(US$ in millions, except per share amounts)

Technology M&A Transactions

Announcement Date	Acquirer	Target	Size	Premium
18-Aug-11	HP	Autonomy	$ 10,295	79 %
15-Aug-11	Google	Motorola Mobility	9,401	63
10-May-11	Microsoft	Skype	9,124	NA
20-May-12	Alibaba Group	Alibaba Group/Yahoo!	7,100	NA
4-Apr-11	Texas Instruments	National Semiconductor	6,502	78
15-Mar-12	Cisco	NDS	5,022	NA
22-May-12	SAP	Ariba	4,520	20
17-Feb-12	Advent International/ Goldman Sachs	TransUnion	4,493	NA
4-May-11	Applied Materials	Varian Semiconductor	4,293	55
7-Mar-11	Western Digital	Hitachi GST	4,250	NA
12-Sep-11	Broadcom	NetLogic	3,464	57
3-Dec-11	SAP	SuccessFactors	3,357	52
14-Dec-11	LAM Research	Novellus	3,073	28
4-Aug-11	Blackstone	Emdeon	3,027	17
5-Jan-11	Qualcomm	Atheros Communications	2,941	22
2-Jul-12	Micron	Elpida	2,671	NA
31-Aug-11	Sony/Toshiba/Hitachi	Japan Display	2,668	NA
2-Jul-12	Dell	Quest Software	2,372	20
28-Mar-11	Ebay	GSI Commerce	2,329	51
19-May-11	Toshiba	Landis+Gyr	2,300	NA
Mean			$ 4,660	45 %
Median			3,857	52

Leveraged Buyout Transactions

Announcement Date	Acquirer	Target	Debt Financing	Equity Financing	Enterprise Value	Premium
26-Feb-07	Morgan Stanley/Citigroup/Lehman Brothers/KKR/TPG/Goldman Sachs	TXU	$ 31,650	$ 8,000	$ 43,800	22 %
1-Apr-07	KKR	First Data	22,000	7,000	29,000	28
20-May-07	TPG/Goldman Sachs	Alltel	24,000	4,600	28,600	9
3-Jul-07	Blackstone	Hilton Hotels	20,600	4,372	24,972	40
29-May-07	Lehman Brothers/Tishman Speyer Properties	Archstone-Smith Trust	15,640	5,100	20,740	18
25-Jun-07	BC Partners/Unison Capital/Silver Lake	Intelsat	15,000	1,600	16,600	NA
1-Mar-11	Blackstone	Centro Properties Group-US Assets	NA	NA	9,400	NA
14-May-07	Cerberus	Chrysler	NA	NA	9,250	NA
19-Jun-07	Carlyle Group/Clayton Dubilier & Rice/Bain Capital	Home Depot Supply	6,000	2,500	8,500	NA
11-May-07	Apax/OMERS Capital Partners	Thomson Learning	5,580	1,920	7,500	NA
4-Jun-07	Silver Lake/TPG	Avaya	5,250	2,015	7,265	11
23-Nov-11	KKR/Crestview Partners/NGP Energy Capital/Itochu Corporation	Samson	3,600	3,600	7,200	NA
24-Feb-12	Apollo/Riverstone Holdings/Access Industries	EP Energy Corporation (El Paso)	3,500	3,600	7,100	NA
2-May-07	Clayton Dubilier & Rice/KKR	US Foodservice	NA	NA	7,100	NA
11-Mar-07	KKR/Citigroup/Goldman Sachs	Dollar General	4,200	2,805	7,005	34
29-May-07	Madison Dearborn Partners	CDW	4,449	2,403	6,852	14
18-Jul-12	BC Partners/CPPIB	Cequel Communications	4,615	1,985	6,600	NA
5-Jul-11	Apax/CPP/Public Sector Pension Investment Board of Canada	Kinetic Concepts	4,800	1,759	6,300	4
19-Jun-07	Madison Dearborn/Citigroup/DLJ/BAML/Wachovia Capital/Deutsche Bank	Nuveen Investments	3,600	2,700	6,300	22
2-Jul-07	Carlyle Group	Manor Care	4,600	1,299	5,899	6
Mean			$ 10,534	$ 3,368	$ 13,299	19 %
Median			5,250	2,700	7,383	18

Source: Capital IQ
Note: Technology M&A transactions reflect the top 20 deals since 2011 that are greater than $2.0 billion in announced transaction value. Leveraged buyout transactions reflect the top 20 deals since 2007 that are greater than $5.0 billion in announced transaction value

❹ Preliminary Perspectives Regarding Potential Next Steps

Evaluation of Potential M&A Interest

- After the in-person management meetings, allow each of Sponsor A and Salamander 1 – 2 additional follow up diligence calls within the next 7 – 10 days
- Request that initial indications of interest be submitted in writing in ~1 – 2 weeks
  - Initial indications containing price, financing / structuring / tax / accounting / legal assumptions, and other process and timing-related information
- Review indications and provide feedback with respect to any materially incorrect assumptions
- Request that the parties resubmit initial indications based on feedback
- Based on resubmitted indications, Special Committee to make a "go / no go" decision
- If decision is made to proceed, a single third-party financing source should be selected to provide parties market check on financing terms
- Request that Sponsor A and Salamander confirm revised indication and leverage following market check process
- In parallel with market check process, the Special Committee should decide in parallel whether to contact a short list of other potential sponsors/strategics to gauge interest

Evaluation of Spin-Off / Spin-Merger Alternatives

- If a decision is made to further evaluate potential separation alternatives, management should undertake a process to determine how Opal might be organized into two or more separate entities, including considering:
  - Which businesses each entity would contain
  - Determining how each entity would be operated and any potential agreements between the entities to minimize and / or mitigate any separation-related dissynergies
  - Review the potential dissynergies of a separation, including operational, financial, structural and transaction-related dissynergies
  - Prepare financial projections for each entity as a standalone company, including quantifying the financial impact of any potential dissynergies
- Once the financial projections are prepared, they should be incorporated into a financial analysis to determine the potential value outcomes associated with a separation
- In parallel, further work should be done to evaluate the process and timetable required to effect a potential separation