USA | Technology | Computer Hardware

May 13, 2013

Jefferies

Dell (DELL)

Icahn/Southeastern Bid Creative and Potentially Superior but with High Hurdles

Key Takeaway

We estimate the new proposal could lead to a \$13.95-\$14.34 share price (assuming a 5x-6x NTM P/E for the stub) but entails much more risk (e.g., net cash/share falling from \$4.25 to -\$2). We discount the proposed opex cuts as 20%+ cuts would short-circuit DELL's enterprise/cloud strategy. Overall, we think it adds some pressure on Silver Lake to raise its bid but still see the acceptance of the \$13.65 bid as the most likely outcome.

Icahn/Southeastern proposal. Icahn/Southeastern propose giving shareholders the option of receiving \$12 in cash or \$12 in stock at \$1.65/share. While using Icahn's assumptions of \$0.50 to \$0.89 in EPS for the stub yields a \$13.95-\$20.68 valuation based on our estimates for shareholders who elect the cash option we think the upper end of the range is unlikely to occur. The bull scenario assumes half of the BCG estimated \$3.5B in possible opex cuts; however, BCG noted that those cuts are exclusive of any pass-through savings given to customers and exclusive of investment needed to transition toward its enterprise/ cloud strategy. That strategy was predicated on higher near-term opex with the goal of higher long-term GM. We believe that 20%-40% opex cuts would limit DELL to a harvest strategy of its PC business and make a successful transition highly unlikely.

Cash in hand. We think most shareholders would prefer the certainty of \$13.65 in cash rather than risk the uncertainty and the ensuing stock volatility if the Silver Lake proposal were voted down and Icahn/Southeastern attempt to install a new board of directors. Also, our estimates point to possible minimal upside (i.e., only \$0.30) to the \$13.65 Silver Lake offer, which we do not think would warrant the potential volatility.

Valuation/Risks

Our target is based on the \$13.65 LBO bid. Risks: 1) tablet cannibalization, 2) cloud services disintermediating demand for servers and IT services, 3) macro uncertainty.

USD	Prev.	2011A	Prev.	2012A	Prev.	2013A	Prev.	2014E
Rev. (MM)		61,494.0		62,071.0		56,940.0		51,677.0
Consensus		1.59		2.13		1.72		1.56
EPS Adjusted								
Apr		0.30		0.55		0.43		0.32
Jul		0.32		0.54		0.50		0.32
Oct		0.45		0.54		0.39		0.33
Jan		0.53		0.51		0.40		0.35
FY Jan		1.59		2.13		1.72		1.30
EV/Rev		0.3x		0.3x		0.3x		0.4x

HOLD

Price target \$13.65 Price \$13.45

Financial Summary	
Net Debt (MM):	(\$6,257.0)
Market Data	
52 Week Range:	\$15.81 - \$8.69
Total Entprs. Value (MM):	\$18,281.2
Market Cap. (MM):	\$24,538.2
Insider Ownership:	14.6%
Institutional Ownership:	76.6%
Shares Out. (MM):	1,824.4
Float (MM):	1,470.1
Avg. Daily Vol.:	22,908,474

Peter Misek, CFA, CPA *

Equity Analyst (212) 336-7361 pmisek@jefferies.com

Jason North *

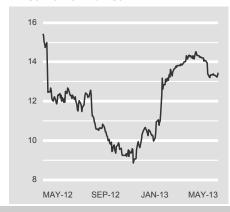
Equity Associate (212) 323-3944 jnorth@jefferies.com

Billy Kim *

Equity Associate (212) 336-7303 bkim@jefferies.com

* Jefferies LLC

Price Performance



Company Update

May 13, 2013

Exhibit	1:	Levered	Recap	Ana	lysis

Exhibit 1: Levered Recap A	(M)	(\$M)	Board Case FY14	NTM	Opex Cuts	Icahn Bull Case NTM
Current Shares	1,802	EBIT (FY14 (Jan))	3,000	3,000	1,750	4,296
Elect Stock (%)	20%	Add'l Debt Interest	143	286		286
Elect Stock (Shares)	360	Reduced DFS Income	250	500		500
Extra Shares Per	7.27	Reduced Cash Interest	28	55		55
Total Extra Shares	2,621	New EBT	2,579	2,159		3,455
New Share Count	4,423	Tax Rate	20%	20%		20%
		Taxes	516	432		691
Elect Cash (%)	80%	NI	2,064	1,727		2,764
Elect Cash (Shares)	1,442	New EPS	0.47	0.39		0.62
Cash Per	12.00					
Cash Distribution	17,299	Stub P/E	6	6		4
		Share Price	2.80	2.34		2.50
Cash	12,569	Elect Cash	14.80	14.34		14.50
S-T Investments	208	Elect Stock	23.16	19.38		20.68
Investments	2,565					
Two Qs FCF	1,400	Silver Lake Bid	13.65			
Current Cash (as of 7/31/13)	16,742					
Cash Distribution	17,299					
Sources of Cash Distribution						
After-Tax Repatriated Cash	8,837					
Bridge Loan	5,200					
Net Financing Receivables	3,262					
Repatriation Tax Rate	20%					
Repatriation Tax	2,209					
Pre-Tax Repatriated Cash	11,047					
Remaining Cash	5,696					
3	-,					
Current S-T Debt	3,843					
Current L-T Debt	5,242					
Current Total Debt	9,085					
Current Net Cash	7,657					
Current Net Cash/Share	4.25					
New Debt	14,285					
New Net Cash	-8,590					
New Net Cash/Share	-1.94					

Source: Jefferies

Company Update

May 13, 2013

Exhibit 2: Quarterly Estimate Changes

		FQ1E	(Apr)	FQ2E	(Jul)
(\$M)	Q4A (Jan)	Est	Street	Est	Street
Revenue	14,314	12,951	13,573	13,153	14,079
Gross Profit	3,258	2,733	2,995	2,775	3,103
GM	22.8%	21.1%	22.1%	21.1%	22.0%
SG&A (GAAP)	2,104	1,820	1904.3	1,841	1934.6
R&D (GAAP)	307	298	970.9	303	1072.1
EBITDA	1,275	1,007	971	1,023	1,072
EBIT	954	722	828	738	902
OM	6.7%	5.6%	6.1%	5.6%	6.4%
EPS (fd) GAAP	0.30	0.21	0.26	0.22	0.30
EPS (fd) Non-GAAP	0.40	0.32	0.35	0.32	0.38

		FQ1E	(Apr)	FQ2E	(Jul)
(\$B)	Q4A (Jan)	Est	Street	Est	Street
Desktop	3.2	2.9		3.1	
Mobility	3.7	3.4		3.1	
Servers/Networking	2.6	1.9		2.2	
Storage	0.4	0.4		0.4	
Services	2.1	2.1		2.1	
SW/Peripherals	2.3	2.3		2.3	

Source: company data; Jefferies LLC estimates; FactSet

Exhibit 3: Annual Estimate Changes

		FY1	14E
Jan FY (\$M)	FY13A	Est	Street
Revenue	56,940	51,677	55,746
Gross Profit	12,708	10,942	12,399
GM	22.3%	21.2%	22.2%
SG&A (GAAP)	8,102	7,222	7,746
R&D (GAAP)	1,072	1,163	4,015
EBITDA	5,117	4,126	4,015
EBIT	3,973	2,986	3,511
EBIT Margin	7.0%	5.8%	6.3%
EPS (fd) GAAP	1.35	0.89	1.23
EPS (fd) Non-GAAP	1.72	1.30	1.54

Source: company data; Jefferies LLC estimates; FactSet

Company Update

May 13, 2013

Dell	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1E	Q2E	Q3E	Q4E	FY	FY	FY	FYE
Income Statement (Non-GAAP) (\$M)	Apr-11	Jul-11	Oct-11	Jan-12	Apr-12	Jul-12	Oct-12	Jan-13	Apr-13	Jul-13	Oct-13	Jan-14	Jan-11	Jan-12	Jan-13	Jan-14
Products	12,059	12,610	12,312	12,925	11,423	11,403	10,706	11,212	9,917	10,036	9,487	9,897	50,002	49,906	44,744	39,337
Services, including software related	2,958	3,048	3,053	3,106	2,999	3,080	3,015	3,102	3,034	3,117	3,048	3,140	11,492	12,165	12,196	12,340
Total Revenue	15,017	15,658	15,365	16,031	14,422	14,483	13,721	14,314	12,951	13,153	12,535	13,037	61,494	62,071	56,940	51,677
Cost net revenue	11,506	12,033	11,819	12,548	11,255	11,213	10,708	11,056	10,219	10,378	9,878	10,260	49,763	47,906	44,232	40,735
Gross Profit	3,511	3,625	3,546	3,483	3,167	3,270	3,013	3,258	2,733	2,775	2,657	2,777	11,731	14,165	12,708	10,942
GM	23.4%	23.2%	23.1%	21.7%	22.0%	22.6%	22.0%	22.8%	21.1%	21.1%	21.2%	21.3%	19.1%	22.8%	22.3%	21.2%
Selling General & Admin Exp. (GAAP)	2,025	2,174	2,107	2,218	2,009	1,976	2,013	2,104	1,820	1,841	1,749	1,812	7,302	8,524	8,102	7,222
R & D Exp. (GAAP)	195	205	220	236	234	261	270	307	298	303	276	287	661	856	1,072	1,163
Amortization, severance, and, acquisition-related adj.	85	82	69	114	86	90	156	107	107	107	107	107	381	350	439	428
Opex	2,135	2,297	2,258	2,340	2,157	2,147	2,127	2,304	2,011	2,037	1,917	1,992	7,582	9,030	8,735	7,957
Operating Income	1,376	1,328	1.288	1.143	1.010	1.123	886	954	722	738	740	785	4.149	5.135	3,973	2.986
OM	9.2%	8.5%	8.4%	7.1%	7.0%	7.8%	6.5%	6.7%	5.6%	5.6%	5.9%	6.0%	6.7%	8.3%	7.0%	5.8%
OW	9.276	0.5%	0.4%	7.170	7.0%	7.0%	0.5%	0.776	5.0%	5.0%	5.9%	0.0%	0.7 %	0.3%	7.0%	5.6%
Net Interest Expense (Income)	(42)	(55)	(70)	(24)	(32)	(63)	(38)	(38)	(38)	(38)	(38)	(38)	(83)	(191)	(171)	(152)
Non-GAAP Adj	0	0	0	0	0	0	0	0	0	0	0	0	(72)	0	0	0
ЕВТ	1,334	1,273	1,218	1,119	978	1,060	848	916	684	700	702	747	3,994	4,944	3,802	2,834
Income Tax Expense	284	267	235	206	217	185	169	214	137	140	140	149	888	992	785	567
Net Income	1,050	1,006	983	913	761	875	679	702	547	560	562	598	3,106	3,952	3,017	2,267
Diluted EPS GAAP	0.49	0.48	0.49	0.43	0.36	0.42	0.27	0.30	0.21	0.22	0.22	0.24	1.35	1.88	1.35	0.89
Diluted EPS Non-GAAP	0.55	0.54	0.54	0.51	0.43	0.50	0.39	0.40	0.32	0.32	0.33	0.35	1.59	2.13	1.72	1.30
Weighted Avg. Diluted Shares Out.	1,923	1,871	1,828	1,796	1,774	1,753	1,742	1,748	1,731	1,728	1,714	1,708	1,955	1,853	1,754	1,744
Source: company data; Jefferies LLC estimates.																

Company Update

May 13, 2013

Dell	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1E	Q2E	Q3E	Q4E
Balance Sheet (\$M)	Apr-10	Jul-10	Oct-10	Jan-11	Apr-11	Jul-11	Oct-11	Jan-12	Apr-12	Jul-12	Oct-12	Jan-13	Apr-13	Jul-13	Oct-13	Jan-14
ASSETS																
Cash and cash equivalents	10,255	11,694	12,889	13,913	14,061	14,623	13,293	13,852	12,814	11,519	10,991	12,569	13,145	14,385	15,150	16,432
Short-term investments	627	744	492	452	418	509	545	966	901	372	281	208	208	208	208	208
Accounts receivables	5,880	6,565	6,407	6,493	6,196	6,752	6,690	6,476	6,289	6,829	6,187	6,629	5,513	5,310	4,785	4,690
Financing receivables	3,221	3,272	3,588	3,643	3,205	3,385	3,326	3,327	3,200	3,174	3,151	3,213	2,879	2,924	2,787	2,898
Inventories	1,182	1,372	1,294	1,301	1,276	1,346	1,397	1,404	1,472	1,615	1,364	1,382	1,267	1,286	1,225	1,272
Other current assets	3,619	3,562	3,118	3,219	3,217	3,043	3,005	3,423	3,369	3,741	3,688	3,967	3,967	3,967	3,967	3,967
Total Current Assets	24,784	27,209	27,788	29,021	28,373	29,658	28,256	29,448	28,045	27,250	25,662	27,968	26,979	28,080	28,122	29,468
Property, plant, and equipment	2,049	1,980	1,948	1,953	1,987	2,064	2,123	2,124	2,119	2,058	2,156	2,126	1,984	1,856	1,744	1,650
Investments	714	633	662	704	762	1,048	2,183	3,404	3,501	2,738	2,908	2,565	2,565	2,565	2,565	2,565
Long-term financing receivables	528	622	709	799	1,123	1,252	1,279	1,372	1,342	1,344	1,354	1,349	1,349	1,349	1,349	1,349
Goodw ill	4,181	4,264	4,259	4,365	5,406	5,431	5,943	5,838	6,005	7,558	9,191	9,304	9,304	9,304	9,304	9,304
Purchased intangible assets	1,658	1,638	1,553	1,495	1,941	1,866	1,957	1,857	1,801	2,609	3,511	3,374	3,374	3,374	3,374	3,374
Other non-current assets	327	294	235	262	196	285	302	490	476	540	664	854	854	854	854	854
Total Assets	34,241	36,640	37,154	38,599	39,788	41,604	42,043	44,533	43,289	44,097	45,446	47,540	46,409	47,382	47,312	48,563
LIABILITIES																
Short-term debt	1,079	1,627	826	851	816	1,316	1,831	2,867	3,186	2,609	3,724	3,843	3,843	3,843	3,843	3,843
Accounts payable	11,402	12,465	11,278	11,293	10,442	11,628	11,107	11,656	10,970	11,193	10,556	11,579	10,439	10,831	10,534	11,165
Accrued and other	3,549	3,812	3,898	4,181	3,590	3,823	3,816	3,934	3,076	3,227	3,504	3,644	3,298	3,348	3,189	3,311
Short-term deferred enhanced services revenue	2,950	3,009	3,093	3,158	3,282	3,427	3,465	3,544	3,582	3,683	4,027	4,373	4,373	4,373	4,373	4,373
Total Current Liabilities	18,980	20,913	19,095	19,483	18,130	20,194	20,219	22,001	20,814	20,712	21,811	23,439	21,953	22,395	21,939	22,692
Long-term debt	3,582	3,623	5,168	5,146	6,794	6,424	6,430	6,387	5,813	5,832	5,310	5,242	5,510	5,764	6,006	6,237
Long-term deferred enhanced services revenue	3,194	3,311	3,447	3,518	3,608	3,723	3,744	3,836	3,837	3,893	3,943	3,971	3,971	3,971	3,971	3,971
Other non-current liabilities	2,607	2,632	2,631	2,686	2,886	2,927	2,987	3,392	3,468	3,914	4,184	4,187	4,187	4,187	4,187	4,187
Total Liabilities	28,363	30,479	30,341	30,833	31,418	33,268	33,380	35,616	33,932	34,351	35,248	36,839	35,620	36,317	36,104	37,087
Total Equity	5,878	6,161	6,813	7,766	8,370	8,336	8,663	8,917	9,357	9,746	10,198	10,701	10,789	11,065	11,209	11,476
Total Liabilities And Equity	34,241	36,640	37,154	38,599	39,788	41,604	42,043	44,533	43,289	44,097	45,446	47,540	46,409	47,382	47,312	48,563
DSOs	36	36	38	37	38	38	40	37	40	41	43	41	39	37	35	33
DSOs (financing)	18	19	20	21	21	19	20	19	21	20	21	20	20	20	20	20
Inventory Days	8	9	10	10	10	10	10	10	12	12	12	11	11	11	11	11
Payable Days	84	84	87	83	85	83	87	82	91	89	91	90	92	94	96	98
Accrued Days	27	26	28	30	31	28	29	28	28	25	28	29	29	29	29	29
Source: company data: Jefferies LLC estimates																

Source: company data; Jefferies LLC estimates.

Company Update

May 13, 2013

Dell	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1E	Q2E	Q3E	Q4E	FY	FY	FY	FYE
Cashflow Statement (\$M)	Apr-11	Jul-11	Oct-11	Jan-12	Apr-12	Jul-12	Oct-12	Jan-13	Apr-13	Jul-13	Oct-13	Jan-14	Jan-11	Jan-12	Jan-13	Jan-14
Net Income	945	890	893	764	635	732	475	530	367	380	381	418	2,635	3,492	2,372	1,546
Depreciation and amortization	216	230	241	249	248	281	294	321	285	285	285	285	970	936	1,144	1,140
Stock-based compensation	99	82	80	101	95	97	84	71	71	71	71	71	332	362	347	284
Effects of exchange rate changes	0	(9)	(10)	14	(10)	25	0	3	0	0	0	0	(4)	(5)	18	0
Deferred income taxes	(63)	7	(35)	0	47	30	(59)	(321)	0	0	0	0	(45)	(91)	(303)	0
Provision for doubtful accounts	47	70	50	67	63	58	64	73	0	0	0	0	382	234	258	0
Other	(5)	5	46	85	(5)	17	10	(3)	0	0	0	0	26	131	19	0
Changes in accounts receivables	471	(566)	(95)	137	161	(633)	766	(444)	1,116	203	525	95	(707)	(53)	(150)	1,939
Changes in financing receviables	21	(100)	(83)	(210)	71	(60)	(62)	(142)	334	(45)	137	(112)	(709)	(372)	(193)	315
Changes in inventories	38	(69)	(15)	(6)	(68)	(122)	257	(19)	115	(20)	61	(47)	(248)	(52)	48	110
Changes in other assets	110	97	16	(251)	48	(369)	(138)	0	0	0	0	0	516	(28)	(459)	0
Changes in accounts payable	(925)	1,186	(492)	558	(671)	231	(664)	1,030	(1,140)	392	(296)	631	(151)	327	(74)	(414)
Changes in deferred enhanced services revenue	191	212	137	180	33	108	63	192	0	0	0	0	551	720	396	0
Changes in accrued and other liabilities	(680)	339	118	149	(785)	242	253	150	(346)	51	(160)	122	421	(74)	(140)	(333)
Cash from Ops.	465	2,374	851	1,837	(138)	637	1,343	1,441	802	1,317	1,005	1,463	3,969	5,527	3,283	4,587
Investments purchases	(240)	(541)	(1,638)	(2,237)	(673)	(517)	(641)	(784)	0	0	0	0	(1,360)	(4,656)	(2,615)	0
Investments maturities and sales	222	210	424	579	640	1,800	716	1,198	0	0	0	0	1,358	1,435	4,354	0
Capital expenditures	(137)	(159)	(214)	(165)	(142)	(120)	(121)	(130)	(143)	(157)	(173)	(190)	(444)	(675)	(513)	(664)
Proceeds from sale of facility and land	12	0	0	2	0	34	47	54	0	0	0	0	18	14	135	0
Purchase of financing receivables	0	0	0	0	0	0	0	0	0	0	0	0	(430)	0	0	0
Collections on purchased financing receivables	67	68	69	74	55	47	34	31	0	0	0	0	69	278	167	0
Acquisition of business	(1,473)	(428)	(663)	2	(245)	(2,166)	(2,297)	(136)	0	0	0	0	(376)	(2,562)	(4,844)	0
Cash from Investing	(1,549)	(850)	(2,022)	(1,745)	(365)	(922)	(2,262)	233	(143)	(157)	(173)	(190)	(1,165)	(6,166)	(3,316)	(664)
Repurchase of Common Stock	(450)	(1,130)	(600)	(537)	(324)	(400)	0	0	(215)	(39)	(175)	(88)	(800)	(2,717)	(724)	(517)
Issuance of commonstock under employee plans	10	19	5	6	38	6	5	3	3	3	3	3	12	40	52	12
Issuance (repayment) of commercial paper	0	0	0	635	13	125	(430)	(39)	0	0	0	0	(176)	635	(331)	0
Proceeds from issuance of debt	1,930	503	884	733	596	555	1,639	521	521	521	521	521	3,069	4,050	3,311	2,084
Repayments of debt	(323)	(370)	(362)	(380)	(863)	(1,241)	(718)	(426)	(253)	(266)	(279)	(290)	(1,630)	(1,435)	(3,248)	(1,089)
Other	3	(1)	1	1	8	0	0	0	0	0	0	0	2	4	8	0
Dividends paid						0	(139)	(139)	(138)	(138)	(137)	(137)	0	0	(278)	(550)
Cash from Financing	1,170	(979)	(72)	458	(532)	(955)	357	(80)	(83)	80	(67)	9	477	577	(1,210)	(60)
Foreign Exchange Rate Adj.	62	17	(87)	9	(3)	(55)	34	(16)	0	0	0	0	(3)	1	(40)	0
Net Change in Cash	148	562	(1,330)	559	(1,038)	(1,295)	(528)	1,578	576	1,240	765	1,282	3,278	(61)	(1,283)	3,863
Source: company data; Jefferies LLC estimates																

DELL
Company Update
May 13, 2013

Company Description

Dell designs, manufactures, and markets PCs, enterprise hardware, and services to corporations and consumers around the world.

Analyst Certification

I, Peter Misek, CFA, CPA, certify that all of the views expressed in this research report accurately reflect my personal views about the subject security(ies) and subject company(ies). I also certify that no part of my compensation was, is, or will be, directly or indirectly, related to the specific recommendations or views expressed in this research report.

I, Jason North, certify that all of the views expressed in this research report accurately reflect my personal views about the subject security(ies) and subject company(ies). I also certify that no part of my compensation was, is, or will be, directly or indirectly, related to the specific recommendations or views expressed in this research report.

I, Billy Kim, certify that all of the views expressed in this research report accurately reflect my personal views about the subject security(ies) and subject company(ies). I also certify that no part of my compensation was, is, or will be, directly or indirectly, related to the specific recommendations or views expressed in this research report.

As is the case with all Jefferies employees, the analyst(s) responsible for the coverage of the financial instruments discussed in this report receives compensation based in part on the overall performance of the firm, including investment banking income. We seek to update our research as appropriate, but various regulations may prevent us from doing so. Aside from certain industry reports published on a periodic basis, the large majority of reports are published at irregular intervals as appropriate in the analyst's judgement.

Company Specific Disclosures

Jefferies Group LLC makes a market in the securities or ADRs of Dell.

Meanings of Jefferies Ratings

Buy - Describes stocks that we expect to provide a total return (price appreciation plus yield) of 15% or more within a 12-month period.

Hold - Describes stocks that we expect to provide a total return (price appreciation plus yield) of plus 15% or minus 10% within a 12-month period. Underperform - Describes stocks that we expect to provide a total negative return (price appreciation plus yield) of 10% or more within a 12-month period.

The expected total return (price appreciation plus yield) for Buy rated stocks with an average stock price consistently below \$10 is 20% or more within a 12-month period as these companies are typically more volatile than the overall stock market. For Hold rated stocks with an average stock price consistently below \$10, the expected total return (price appreciation plus yield) is plus or minus 20% within a 12-month period. For Underperform rated stocks with an average stock price consistently below \$10, the expected total return (price appreciation plus yield) is minus 20% within a 12-month period.

NR - The investment rating and price target have been temporarily suspended. Such suspensions are in compliance with applicable regulations and/or Jefferies policies.

CS - Coverage Suspended. Jefferies has suspended coverage of this company.

NC - Not covered. Jefferies does not cover this company.

Restricted - Describes issuers where, in conjunction with Jefferies engagement in certain transactions, company policy or applicable securities regulations prohibit certain types of communications, including investment recommendations.

Monitor - Describes stocks whose company fundamentals and financials are being monitored, and for which no financial projections or opinions on the investment merits of the company are provided.

Valuation Methodology

Jefferies' methodology for assigning ratings may include the following: market capitalization, maturity, growth/value, volatility and expected total return over the next 12 months. The price targets are based on several methodologies, which may include, but are not restricted to, analyses of market risk, growth rate, revenue stream, discounted cash flow (DCF), EBITDA, EPS, cash flow (CF), free cash flow (FCF), EV/EBITDA, P/E, PE/growth, P/CF, P/FCF, premium (discount)/average group EV/EBITDA, premium (discount)/average group P/E, sum of the parts, net asset value, dividend returns, and return on equity (ROE) over the next 12 months.

Conviction List Methodology

- 1. The aim of the conviction list is to publicise the best individual stock ideas from Jefferies Global Research
- 2. Only stocks with a Buy or Underperform rating are allowed to be included in the recommended list.
- 3. Stocks are screened for minimum market capitalisation and adequate daily turnover. Furthermore, a valuation, correlation and style screen is used to ensure a well-diversified portfolio.
- 4. Stocks are sorted to a maximum of 30 stocks with the maximum country exposure at around 50%. Limits are also imposed on a sector basis.
- 5. Once a month, analysts are invited to recommend their best ideas. Analysts' stock selection can be based on one or more of the following: non-Consensus investment view, difference in earnings relative to Consensus, valuation methodology, target upside/downside % relative to the current stock price. These are then assessed against existing holdings to ensure consistency. Stocks that have either reached their target price, been downgraded over the course of the month or where a more suitable candidate has been found are removed.

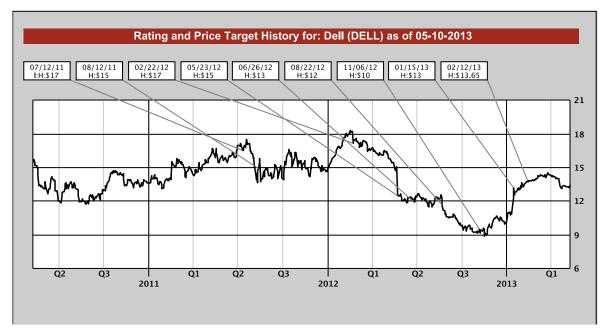


DELL
Company Update
May 13, 2013

- 6. All stocks are inserted at the last closing price and removed at the last closing price. There are no changes to the conviction list during the month.
- 7. Performance is calculated in US dollars on an equally weighted basis and is compared to MSCI World AC US\$.
- 8. The conviction list is published once a month whilst global equity markets are closed.
- 9. Transaction fees are not included.
- 10. All corporate actions are taken into account.

Risk which may impede the achievement of our Price Target

This report was prepared for general circulation and does not provide investment recommendations specific to individual investors. As such, the financial instruments discussed in this report may not be suitable for all investors and investors must make their own investment decisions based upon their specific investment objectives and financial situation utilizing their own financial advisors as they deem necessary. Past performance of the financial instruments recommended in this report should not be taken as an indication or guarantee of future results. The price, value of, and income from, any of the financial instruments mentioned in this report can rise as well as fall and may be affected by changes in economic, financial and political factors. If a financial instrument is denominated in a currency other than the investor's home currency, a change in exchange rates may adversely affect the price of, value of, or income derived from the financial instrument described in this report. In addition, investors in securities such as ADRs, whose values are affected by the currency of the underlying security, effectively assume currency risk.



Distribution of Ratings

			IB Serv./Past 12 Mos.	
Rating	Count	Percent	Count	Percent
BUY	766	46.82%	129	16.84%
HOLD	741	45.29%	87	11.74%
UNDERPERFORM	129	7.89%	2	1.55%

Other Important Disclosures

Jefferies Equity Research refers to research reports produced by analysts employed by one of the following Jefferies Group LLC ("Jefferies") group companies:

United States: lefferies LLC which is an SEC registered firm and a member of FINRA.

United Kingdom: Jefferies International Limited, which is authorized and regulated by the Financial Conduct Authority; registered in England and Wales No. 1978621; registered office: Vintners Place, 68 Upper Thames Street, London EC4V 3BJ; telephone +44 (0)20 7029 8000; facsimile +44 (0)20 7029 8010.

Hong Kong: Jefferies Hong Kong Limited, which is licensed by the Securities and Futures Commission of Hong Kong with CE number ATS546; located at Suite 2201, 22nd Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.

Peter Misek, CFA, CPA, Equity Analyst, (212) 336-7361, pmisek@jefferies.com

DELL Company Update May 13, 2013

Singapore: Jefferies Singapore Limited, which is licensed by the Monetary Authority of Singapore; located at 80 Raffles Place #15-20, UOB Plaza 2, Singapore 048624, telephone: +65 6551 3950.

Japan: Jefferies (Japan) Limited, Tokyo Branch, which is a securities company registered by the Financial Services Agency of Japan and is a member of the Japan Securities Dealers Association; located at Hibiya Marine Bldg, 3F, 1-5-1 Yuraku-cho, Chiyoda-ku, Tokyo 100-0006; telephone +813 5251 6100; facsimile +813 5251 6101.

India: Jefferies India Private Limited, which is licensed by the Securities and Exchange Board of India as a Merchant Banker (INM000011443) and a Stock Broker with Bombay Stock Exchange Limited (INB011438539) and National Stock Exchange of India Limited (INB231438533) in the Capital Market Segment; located at 42/43, 2 North Avenue, Maker Maxity, Bandra-Kurla Complex, Bandra (East) Mumbai 400 051, India; Tel +91 22 4356 6000.

This material has been prepared by Jefferies employing appropriate expertise, and in the belief that it is fair and not misleading. The information set forth herein was obtained from sources believed to be reliable, but has not been independently verified by Jefferies. Therefore, except for any obligation under applicable rules we do not quarantee its accuracy. Additional and supporting information is available upon request. Unless prohibited by the provisions of Regulation S of the U.S. Securities Act of 1933, this material is distributed in the United States ("US"), by Jefferies LLC, a US-registered broker-dealer, which accepts responsibility for its contents in accordance with the provisions of Rule 15a-6, under the US Securities Exchange Act of 1934. Transactions by or on behalf of any US person may only be effected through Jefferies LLC. In the United Kingdom and European Economic Area this report is issued and/or approved for distribution by Jefferies International Limited and is intended for use only by persons who have, or have been assessed as having, suitable professional experience and expertise, or by persons to whom it can be otherwise lawfully distributed. Jefferies International Limited has adopted a conflicts management policy in connection with the preparation and publication of research, the details of which are available upon request in writing to the Compliance Officer. Jefferies International Limited may allow its analysts to undertake private consultancy work. Jefferies International Limited's conflicts management policy sets out the arrangements Jefferies International Limited employs to manage any potential conflicts of interest that may arise as a result of such consultancy work. For Canadian investors, this material is intended for use only by professional or institutional investors. None of the investments or investment services mentioned or described herein is available to other persons or to anyone in Canada who is not a "Designated Institution" as defined by the Securities Act (Ontario). In Singapore, Jefferies Singapore Limited is regulated by the Monetary Authority of Singapore. For investors in the Republic of Singapore, this material is provided by Jefferies Singapore Limited pursuant to Regulation 32C of the Financial Advisers Regulations. The material contained in this document is intended solely for accredited, expert or institutional investors, as defined under the Securities and Futures Act (Cap. 289 of Singapore). If there are any matters arising from, or in connection with this material, please contact Jefferies Singapore Limited, located at 80 Raffles Place #15-20, UOB Plaza 2, Singapore 048624, telephone: +65 6551 3950. In Japan this material is issued and distributed by Jefferies (Japan) Limited to institutional investors only. In Hong Kong, this report is issued and approved by Jefferies Hong Kong Limited and is intended for use only by professional investors as defined in the Hong Kong Securities and Futures Ordinance and its subsidiary legislation. In the Republic of China (Taiwan), this report should not be distributed. The research in relation to this report is conducted outside the PRC. This report does not constitute an offer to sell or the solicitation of an offer to buy any securities in the PRC. PRC investors shall have the relevant qualifications to invest in such securities and shall be responsible for obtaining all relevant approvals, licenses, verifications and/or registrations from the relevant governmental authorities themselves. In India this report is made available by Jefferies India Private Limited. In Australia this information is issued solely by lefferies International Limited and is directed solely at wholesale clients within the meaning of the Corporations Act 2001 of Australia (the "Act") in connection with their consideration of any investment or investment service that is the subject of this document. Any offer or issue that is the subject of this document does not require, and this document is not, a disclosure document or product disclosure statement within the meaning of the Act. Jefferies International Limited is authorised and regulated by the Financial Conduct Authority under the laws of the United Kingdom, which differ from Australian laws. Jefferies International Limited has obtained relief under Australian Securities and Investments Commission Class Order 03/1099, which conditionally exempts it from holding an Australian financial services licence under the Act in respect of the provision of certain financial services to wholesale clients. Recipients of this document in any other jurisdictions should inform themselves about and observe any applicable legal requirements in relation to the receipt of this document.

This report is not an offer or solicitation of an offer to buy or sell any security or derivative instrument, or to make any investment. Any opinion or estimate constitutes the preparer's best judgment as of the date of preparation, and is subject to change without notice. Jefferies assumes no obligation to maintain or update this report based on subsequent information and events. Jefferies, its associates or affiliates, and its respective officers, directors, and employees may have long or short positions in, or may buy or sell any of the securities, derivative instruments or other investments mentioned or described herein, either as agent or as principal for their own account. Upon request Jefferies may provide specialized research products or services to certain customers focusing on the prospects for individual covered stocks as compared to other covered stocks over varying time horizons or under differing market conditions. While the views expressed in these situations may not always be directionally consistent with the long-term views expressed in the analyst's published research, the analyst has a reasonable basis and any inconsistencies can be reasonably explained. This material does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. Clients should consider whether any advice or recommendation in this report is suitable for their particular circumstances and, if appropriate, seek professional advice, including tax advice. The price and value of the investments referred to herein and the income from them may fluctuate. Past performance is not a guide to future performance, future returns are not quaranteed, and a loss of original capital may occur. Fluctuations in exchange rates could have adverse effects on the value or price of, or income derived from, certain investments. This report has been prepared independently of any issuer of securities mentioned herein and not in connection with any proposed offering of securities or as agent of any issuer of securities. None of Jefferies, any of its affiliates or its research analysts has any authority whatsoever to make any representations or warranty on behalf of the issuer(s). Jefferies policy prohibits research personnel from disclosing a recommendation, investment rating, or investment thesis for review by an issuer prior to the publication of a research report containing such rating, recommendation or investment thesis. Any comments or statements made herein are those of the author(s) and may differ from the views of Jefferies.

This report may contain information obtained from third parties, including ratings from credit ratings agencies such as Standard & Poor's. Reproduction and distribution of third party content in any form is prohibited except with the prior written permission of the related third party. Third party content

Jefferies

DELL Company Update May 13, 2013

providers do not guarantee the accuracy, completeness, timeliness or availability of any information, including ratings, and are not responsible for any errors or omissions (negligent or otherwise), regardless of the cause, or for the results obtained from the use of such content. Third party content providers give no express or implied warranties, including, but not limited to, any warranties of merchantability or fitness for a particular purpose or use. Third party content providers shall not be liable for any direct, incidental, exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees, or losses (including lost income or profits and opportunity costs) in connection with any use of their content, including ratings. Credit ratings are statements of opinions and are not statements of fact or recommendations to purchase, hold or sell securities. They do not address the suitability of securities or the suitability of securities for investment purposes, and should not be relied on as investment advice.

Jefferies research reports are disseminated and available primarily electronically, and, in some cases, in printed form. Electronic research is simultaneously available to all clients. This report or any portion hereof may not be reprinted, sold or redistributed without the written consent of Jefferies. Neither Jefferies nor any officer nor employee of Jefferies accepts any liability whatsoever for any direct, indirect or consequential damages or losses arising from any use of this report or its contents.

For Important Disclosure information, please visit our website at https://javatar.bluematrix.com/sellside/Disclosures.action or call 1.888.JEFFERIES

© 2013 Jefferies Group LLC