

Key Things to Note in the debt schedule:

- Because the costs for debt weren't publicly disclosed, the model utilized estimates. The Revolving/Consumer Receivables debt facility disclosed a rate of one-month LIBOR + 225bps. This was used as a baseline to estimate the costs for other tranches (adding a premium to LIBOR + 225bps), all of which seem very reasonable. Additionally, modifying interest rates in this case will have a negligible impact on IRR anyhow (i.e. if you wanted to look at monthly vs annual LIBOR, etc.)
- Term length / amortization for each tranche of debt was released publicly – the only assumption is actual price of debt
- Financing / transactions fees for debt were estimated at 1% due to lack of disclosure. M&A/Legal fees estimated at 2%; totalling \$685M in "Actual Case"

Summary of debt info:

- Revolving / consumer receivables facility
 - Created a separate subsidiary under the Merger to purchase receivables from consumer/credit business accounts on a daily basis. DFS is server of the contract
 - Max of \$1.1B of consumer receivables
 - Oct 29, 2013 \$757M drawn
 - Commitment term = 3 years
 - Matures in 12th month after commitment term
 - Cost is EITHER:
 - 1. (commercial paper conduit lender) Lender cost + usage fee
 - 2. (backstop funding commitment) One-month LIBOR + 2.25%
 - 3. (any other lender) Daily one-month LIBOR + usage fee
 - Usage fee = 1.75%pa increase to 2.5%pa at end of commitment term
 - Rate used is L+225bps – taken from Form 8-K Acquisition Close & Debt Financing pg. 4/9
- Term / commercial receivables facility
 - Created a separate subsidiary to purchase on a periodic basis, the contracts and lease equipment. Dell Financial Services (DFS) is the server of the contract.
 - Maximum of \$1.9B of commercial receivables
 - Oct 29, 2013 - \$1.6B drawn
 - Commitment term = 3 years from date of merger closing
 - Matures in 12th month after due date of installment payment of receivable being funded
 - Cost is EITHER:
 - 1. (Commercial paper conduit lender) Lender cost + usage fee
 - 2. (backstop funding commitment) One-month LIBOR + 1.75%
 - 3. (Any other lender) Daily one-month LIBOR + usage fee
 - Usage fee = 1%pa increasing to 1.75%pa at end of commitment term
 - Estimated rate is same as Revolving / Consumer Receivables Facility (L+225bps)
- ABL Facility (revolver)

- Term: 5 years
- Amount: Maximum of \$2B
- Principal repayable end of term
- Oct 29, 2013, borrowed \$750M
- Base rate plus applicable spread. Spread is only determined after the full first fiscal quarter following completion of the ABL. Margin will be determined based on excess liquidity as a percentage of the maximum borrowing limit (\$2B)
- Amortization
- **Estimated rate used is Libor + 275bps**
- Term Loan B
 - \$4.66B
 - 6.5 year term
 - Amortize 0.25% / quarter of original principal
 - **Estimated rate used is L+300bps**
- Euro term loans
 - Is 700M euro, not 900M
 - This value has been corrected
 - 6.5 year term
 - Amortize 0.25% / quarter of original principal
 - **Estimated rate used is L+300bps – assumed same rate as Term Loan B**
- Term Loan C
 - \$1.5B
 - 5 year term
 - Amortize 2.5% / quarter of original principal
 - **Estimated rate used is L+350bps**
- First lien notes
 - \$1.5B at 5.625% due Oct 15 2020
 - **Disclosed rate used is 5.63% - taken from Form 8-K Acquisition Close & Debt Financing pg. 3/9**
- Canadian revolving / commercial receivables facility
 - Sep 26, 2013 borrowed \$165M
 - **Taken from Form 8-K Acquisition Close & Debt Financing pg. 5/9**
 - CAD Commercial Receivables: Rate is one-month CDOR plus 2.15%
 - USD Commercial Receivables: rate is on-month LIBOR plus 3%
 - Model uses an average of CAD and USD, therefore LIBOR plus 2.58%
- Microsoft subordinated note
 - \$2B 7.25% unsecured note due 2023 – Form 8-K Acquisition Close & Debt Financing pg. 5/9
 - Can pay 3.5%pa interest in PIK
 - Can repay in whole, or in part, at any time
- Equity
 - New Michael Dell Equity
 - Dell rollover equity at \$13.75

- Silver lake equity