Conchango Limited

Directors' Report and Financial Statements
Year ended 31 December 2012

Conchango Limited

Directors' Report and Financial Statements for the Year Ended 31 December 2012

Contents **Pages**

Conchango Limited

Directors and other information

Board of directors at 23/9/ **2013**

P T Dacier (U S)
S I Permut (U S)

Registered office

Herbert Smith
Level 1
Exchange House
Primrose Street
London
EC2A 2EG

Registered Number: 2771938

Independent Auditors

PricewaterhouseCoopers
Chartered Accountants and Statutory Audit Firm
1 South Mall
Cork
Ireland

Solicitors

CMS Cameron McKenna
Mitre House
160 Aldersgate Street
London
EC1A 4DD

Addleshaw Goddard LLP
150 Aldersgate Street
London
EC1A 4EJ

Bankers

Citibank NA
Citigroup Centre
Canary Wharf-33
London
E14 5LB

Conchango Limited

Directors' report for the year ended 31 December 2012

The directors present their report and the audited financial statements of Conchango Limited ("the Company") for the year ended 31 December 2012

Principal activities

EMC's mission is to lead people and organizations on the journey to Hybrid Cloud Computing Cloud Computing offers a dramatically more efficient computing model that helps transform IT from a cost center to a value-driver EMC supports a broad range of customers around the world, in every major industry, in the public and private sectors, and of sizes ranging from the Fortune Global 500 to small- and medium-sized businesses

EMC manages its business in two broad categories As data centers move to a Cloud Computing model, central to their operation will be managing information EMC Information Infrastructure provides a foundation for organizations to store, manage, protect, analyze and secure their vast and ever-increasing quantities of information, improve business agility, lower cost of ownership and enhance their competitive advantage within traditional data centers, virtual data centers and cloud-based IT infrastructures Infrastructure for Cloud Computing is much more agile and efficient – this is achieved through virtualization VMware Virtual Infrastructure, which is represented by EMC's majority equity stake in VMware, Inc ("VMware"), is the leading provider of virtualization and virtualization-based cloud infrastructure software solutions

The Company acts as an intermediate holding company within the EMC Group

Results and dividends

The Company did not trade during the year under review The directors do not recommend the payment of a dividend in respect of the financial year (2011 £Nil)

Review of business and future developments

Conchango Limited acts as an intermediate holding company within the EMC group

Financial Risk Management

As the company did not trade during the year, the directors consider that financial risks are limited to credit risk attaching to inter-company receivables Such receivables are reviewed by the directors by reference to the financial position of the related inter-company party and adjustments to the carrying value are processed when and if required The directors also believe that risk attributable to foreign exchange, interest rates and cashflow are low The ultimate parent company, EMC Corporation, has appropriate risk management programmes in place to manage any such risk that may arise

Directors and their interests

The following directors held office during the year and up to the date of signing the accounts

P T Dacier
S I Permut

Conchango Limited

Directors' report for the year ended 31 December 2012

Statement of Directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period

In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state that the financial statements comply with IFRSs as adopted by the European Union,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statement s comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the company and hence for taking responsible steps for the prevention and detection of fraud and other irregularities

Post balance events

There were no events since the balance sheet date that require adjustment or disclosure in the financial statements

Statement of disclosure of information to auditors

So far as each of the directors in office at the date of approval of these financial statements are aware

- there is no relevant audit information of which the company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditors

The auditors to the company, PricewaterhouseCoopers, Republic of Ireland, have indicated their willingness to continue in office and their reappointment will be submitted at the annual general meeting

On behalf of the Board

P T Dacier
Director

23/9/2013
Date

pwc

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CONCHANGO LIMITED

We have audited the financial statements of Conchango Limited for the year ended 31 December 2012 on pages 6 to 16 which comprise of Statement of Financial Position, the Statement of Comprehensive Income, the Statement of Cash Flow, the Statement of Changes in Equity, the Accounting Policies and the related notes The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements In addition, we read all the financial and non-financial information in the directors report to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its result and cash flows for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act, 2006

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Chartered Accountants

pwc

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Bernie O Connell

Bernie O'Connell (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers
Chartered Accountants and Statutory Auditors
Cork, Ireland

27 September 2013

Conchango Limited

Statement of Comprehensive Income for the year ended 31 December 2012

	Note	2012 £'000	2011 £'000
Result on ordinary activities before taxation	*2*	-	-
Income tax credit	*4*	-	158
Profit for the financial year – attributable to equity shareholders	*9*	-	158

There is no material difference between the result on ordinary activities before taxation and the result for the year stated above and their historical cost equivalents

The notes on pages 10 to 16 are an integral part of the financial statements

Conchango Limited

Statement of financial position as at 31 December 2012

	Note	2012 £'000	2011 £'000
ASSETS			
Non-current assets			
Financial assets	*5*	29,525	29,525
Total non-current assets		**29,525**	**29,525**
Current Assets			
Trade and other receivables	*6*	2,432	2,432
Total current assets		**2,432**	**2,432**
Total assets		**31,957**	**31,957**
EQUITY			
Equity Capital and Reserves –attributable to equity holders of the company			
Share Capital	*7*	1,816	1,816
Share premium	*8*	26,952	26,952
Retained earnings	*9*	3,189	3,189
Total equity		**31,957**	**31,957**
Total equity and liabilities		**31,957**	**31,957**

The notes on pages 10 to 16 are an integral part of these financial statements

The financial statements on pages 6 to 16 were approved by the Board of Directors on 23/7/2013 and were signed on its behalf by

Paul T Dacier
Director

Conchango Limited
Registered Number 2771938

Conchango Limited

Statement of Changes in Equity for the year ended 31 December 2012

	Share Capital £'000	Share Premium £'000	Retained Earnings £'000	Total £'000
Balance as at 1st January 2011	**1,816**	**26,952**	**3,031**	**34,799**
Profit for the financial year	**-**	**-**	**158**	**158**
Balance as at 31 December 2011	**1,816**	**26,952**	**3,189**	**31,957**
Attributable to:				
Equity holders of the company				**31,957**
Balance as at 1 January and 31 December 2012	**1,816**	**26,952**	**3,189**	**31,957**
Attributable to:				
Equity holders of the company				**31,957**

The notes on pages 10 to 16 are an integral part of the financial statements

Conchango Limited

Statement of cash flow for the year ended 31 December 2012

		2012 £'000	2011 £'000
Cashflows generated from operating activities	*10*	-	-
Net movement in cash and cash equivalents during the year		-	-
Cash, cash equivalents and bank overdrafts at beginning of year		-	-
Cash, cash equivalents at end of year		-	-

The notes on pages 10 to 16 are an integral part of these financial statements

Conchango Limited

Notes to the financial statements
For the year ended 31 December 2012

1 Statement of Accounting Policies

Basis of Preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable International Financial Reporting Standards as adopted by the European Union The principal accounting policies are consistent with those applied in the prior year

Investments

Investments are stated at historical purchase cost less any required provision for impairment Impairments are charged when investments are reviewed following purchase

Foreign currencies

Trading transactions denominated in foreign currencies are converted into sterling at the exchange rate ruling when the transactions were entered into Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the exchange rates ruling at the balance sheet date Exchange gains or losses arising from this translation are included in operating profit

Cash and cash equivalents

The company considers short-term unrestricted highly liquid investments that are readily convertible into cash, purchased with maturities of three months or less, to be cash equivalents

Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and the reliable estimate can be made of the amount of the obligation

Taxation

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowed for tax purposes and is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date Current tax is charged or credited to the income statement, except when the tax relates to items credited or charged directly to equity, in which case the tax is also recognised in equity

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the balance sheet differs to its tax base, except for differences arising on

- the initial recognition of goodwill,
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit, and
- investments in subsidiaries and jointly controlled entities where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profits will be available against which the difference can be utilised

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the deferred tax liabilities and assets are settled or recovered

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets with current tax liabilities and the Group intends to offset its current tax assets and liabilities on a net basis

1. Statement of Accounting Policies - continued

Standards, amendments and interpretations to existing standards

New standards, interpretations and amendments effective for years ending 31st December 2012

- Amendment to IFRS 7 'Disclosures – Transfer of financial assets', (effective for annual periods beginning on or after 1 July 2011) The amendment addresses disclosures required to help users of financial statements evaluate the risk exposures relating to transfer of financial assets and the effect of those risks on an entity's financial position This has no impact on the company in the current year

- Amendment to IAS 12, 'Recovery of underlying assets', (effective for financial periods beginning on or after 1 January 2012) The amendment was EU endorsed on 11 December 2012, and is effective for EU adopted IFRS preparers in financial periods beginning on or after 1 January 2013 The amendment provides a practical approach for measuring deferred tax liabilities and deferred tax assets when investment property is measured using the fair value model in IAS 40 Investment Property This has no impact on the company in the current year

Standards, interpretations and amendments to published standards that are not yet effective

The company has not applied certain new standards, amendments and interpretations to existing standards that have been issued but are not yet effective These include the following

- IFRS 9, 'Financial instruments', (effective for financial periods beginning on or after 1 January 2015) This standard is still subject to EU endorsement IFRS 9 is the first step in the process to replace IAS 39, 'Financial instruments recognition and measurement' IFRS 9 introduces new requirements for classifying and measuring financial assets and is likely to affect the group's accounting for its financial assets IFRS 9 replaces the multiple classification models in IAS 39 with a single model that has only two classification categories amortised cost and fair value Classification under IFRS 9 is driven by the entity's business model for managing financial assets and the contractual characteristics of the financial assets IFRS 9 removes the requirement to separate embedded derivatives from financial asset hosts IFRS 9 removes the cost exemption for unquoted equities The company will apply IFRS 9 from 1 January 2015

- Amendment to IAS 19, 'Employee benefits', (effective for financial periods beginning on or after 1 January 2013) The amendment makes significant changes to the recognition and measurement of defined benefit pension expense and termination benefits, and significantly increases the volume of disclosures The company will apply IAS 19 from 1 January 2013

- Amendment to IAS 1, 'Presentation of items of other comprehensive income (OCI)', (effective for financial periods beginning on or after 1 July 2012) The amendment introduces a requirement for entities to group items of OCI on the basis of whether they are potentially reclassifiable to profit or loss subsequently The company will apply IAS 1 from 1 January 2013

- IFRS 10, 'Consolidated financial statements', (effective for financial periods beginning on or after 1 January 2013) The standard was EU endorsed on 11 December 2012, and is effective for EU adopted IFRS preparers in financial periods beginning on or after 1 January 2014 IFRS 10 replaces all of the guidance on control and consolidation in IAS 27 and SIC 12 IFRS 10 changes the definition of control so that the same criteria are applied to all entities to determine control The core principle that a consolidated entity presents a parent and its subsidiaries as if they are a single entity remains unchanged, as do the mechanics of consolidation IAS 27 is renamed 'Separate financial statements' and is now a standard dealing solely with separate financial statements The company will apply IFRS 10, and the amended IAS 27 from 1 January 2013

- IFRS 11, 'Joint arrangements', (effective for financial periods beginning on or after 1 January 2013) The standard was EU endorsed on 11 December 2012, and is effective for EU adopted IFRS preparers in financial periods beginning on or after 1 January 2014 IFRS 11 eliminates the existing accounting policy choice of proportionate consolidation for jointly controlled entities IFRS 11 makes equity accounting is mandatory for participants in joint ventures Changes in definitions also mean that the 'types' of joint arrangements have been reduced from three to two, joint operations and

Conchango Limited

Notes to the financial statements
For the year ended 31 December 2012 (Continued)

1 Statement of Accounting Policies - continued

joint ventures IFRS 11 also made a number of consequential amendments to IAS 28, 'Investments in associates and joint ventures' The company will apply IFRS 11 from 1 January 2013

- IFRS 12, 'Disclosure of interests in other entities', (effective for financial periods beginning on or after 1 January 2013) The standard was EU endorsed on 11 December 2012, and is effective for EU adopted IFRS preparers in financial periods beginning on or after 1 January 2014 IFRS 12 sets out the required disclosures for entities reporting under IFRS 10 and IFRS 11 IFRS 12 requires entities to disclose information about the nature, risks and financial effects associated with the entity's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities The company will apply IFRS 12 from 1 January 2013

- IFRS 13, 'Fair value measurement', (effective for financial periods beginning on or after 1 January 2013) This standard was EU endorsed on 11 December 2012 and is effective for EU adopted IFRS preparers in financial periods beginning on or after 1 January 2013 IFRS 13 explains how to measure fair value and enhances fair value disclosures The company will apply IFRS 13 from 1 January 2013

- Amendment to IFRS 7, 'Disclosures – Offsetting financial assets and financial liabilities', (effective for financial periods beginning on or after 1 January 2013) The amendment was EU endorsed on 13 December 2012, and is effective for EU adopted IFRS preparers in financial periods beginning on or after 1 January 2013 The amendment enhances current disclosures about offsetting financial assets and financial liabilities The company will apply the amendment to IFRS 7 from 1 January 2013

- Amendment to IAS 32, 'Offsetting financial assets and financial liabilities', (effective for financial periods beginning on or after 1 January 2014) The amendment was EU endorsed on 13 December 2012, and is effective for EU adopted IFRS preparers in financial periods beginning on or after 1 January 2014 The amendment clarifies some of the requirements for offsetting financial assets and financial liabilities on the balance sheet The company will apply the amendments to IAS 32 and IFRS 7 from 1 January 2014

- Amendment to IFRS 1, 'Government loans', (effective for financial periods beginning on or after 1 January 2013) The amendment is subject to EU endorsement The amendment adds an exception to the retrospective application of IFRSs to require that first-time adopters apply the requirements in IFRS 9 Financial Instruments and IAS 20 Accounting for Government Grants and Disclosure of Government Assistance prospectively to government loans existing at the date of transition to IFRSs The company will apply the amendment to IFRS 1 from 1 January 2013, subject to EU endorsement

- Improvements to IFRSs (2009-2011), (effective for financial periods beginning on or after 1 January 2013) The amendment is subject to EU endorsement The Annual Improvements process provides a vehicle for making non-urgent but necessary amendments to IFRSs The company will apply the amendments from 1 January 2013, subject to EU endorsement

- Transition Guidance (Amendments to IFRS 10, IFRS 11 and IFRS 12), (effective for financial periods beginning on or after 1 January 2014 The amendments are subject to EU endorsement The amendments clarify the Board's intention when first issuing the transition guidance in IFRS 10 and provide similar relief from the presentation or adjustment of comparative information for periods prior to the immediately preceding period The company will apply the amendments from 1 January 2014, subject to EU endorsement

- Amendment to IFRS 10 and IFRS 12, 'Investment Entities', (effective for financial periods beginning on or after 1 January 2014) The amendments are subject to EU endorsement The amendment provides certain consolidation exemptions to funds and similar entities from consolidating controlled investees in certain circumstances The company will apply the amendments from 1 January 2014, subject to EU endorsement

Conchango Limited

Notes to the financial statements
For the year ended 31 December 2012 (Continued)

2 Result on ordinary activities before income tax

Result on ordinary activities before income tax is stated after charging

	2012 £'000	2011 £'000
Auditors' remuneration		
- Audit of the financial statements	-	-
- Other services provided under legislation	-	-

Audit fees for the 2012 financial year have been borne by a fellow group undertaking

3 Directors' Emoluments

None of the directors received any remuneration during the year in respect of their services to the company (2012 £nil) There are no benefits accruing to directors (2011 £nil) under the company's defined contribution pension scheme

4 Income tax

	2012 £'000	2011 £'000
Current tax		
Adjustments in respect of previous periods	-	158
Total tax credit	-	158

The tax assessed for the year on the result on ordinary activities differs to that calculated using the standard rate of corporation tax in the UK The differences are explained below

	2012 £'000	2011 £'000
Result on ordinary activities before taxation	-	-
Result on ordinary activities multiplied by the average rate of UK corporation tax applicable in the financial year of 24 5% (2011 26%)	-	-
Effects of:		
Adjustments to tax charge in respect of prior periods	-	**158**
Total current tax credit	-	**158**

The company has a potential deferred tax asset in the amount of £74,268 relating to unutilised tax losses carried forward A deferred tax asset has not been recognised in respect of this as the directors are not in a position to determine when these losses will be utilised

Conchango Limited

Notes to the financial statements
For the year ended 31 December 2012 (Continued)

5 Financial Assets

Investment in subsidiary undertakings

	£'000
At 1 January 2012 and 31 December 2012	29,525

Type and name	Country of incorporation and operation	Class	Holding and voting %
Conchango (Holdings) Limited	England	Ordinary	100

The registered office of Conchango (Holdings) Limited is Herbert Smith, Level 1, Exchange House, Primrose Street, London EC2A 2EG

6 Trade and other receivables

	2012 £'000	2011 £'000
Current:		
Amounts owed by group undertakings	2,432	2,432

7 Share Capital

	2012 £'000	2011 £'000
Authorised		
350,000,000 ordinary shares of 1p each	3,500	3,500
Allotted, called up and fully paid		
181,604,173 ordinary shares of 1p each (2011 181,604,173 ordinary shares of 1p each)	1,816	1,816

8 Share Premium

	2012 £'000
At 1 January and 31 December 2012	26,952

9 Retained earnings

	2012 £'000
At 1 January and 31 December 2012	3,189

10 Cashflow generated from operating activities

	2012 £'000	2011 £'000
Result before income tax	-	-
Changes in working capital:		
Trade and other receivables	-	-
Trade and other payables	-	-
Cashflow generated from operating activities	-	-

11 Shareholders and related party transactions

Transactions with subsidiaries

The company facilitates the payment of liabilities on behalf of subsidiary undertakings, occasionally as required, or advances short term loans to such undertakings to service working capital requirements or to finance investment opportunities All amounts advanced are unsecured and are not interest bearing The net receivable balance outstanding at year end from subsidiary undertakings in respect of such transactions amounts to £2,432,000 (2011 £2,432,000)

There were no transactions between the company and its subsidiary undertakings during the year that fall to be recorded within income or expenses in the Income Statement of the company for the year

Year-end balances with related parties

An analysis of balances with related parties at the balance sheet date is as follows

	£
Amounts owed by group undertakings	2,432,000

Conchango Limited

Notes to the financial statements
For the year ended 31 December 2012 (Continued)

12 Financial instruments

As the company did not trade during the year, the directors consider that financial risks are limited to credit risk attaching to inter-company receivables Such receivables are reviewed by the directors by reference to the financial position of the related inter-company party and adjustments to the carrying value are processed when and if required The directors also believe that risk attributable to foreign exchange, interest rates and cashflow are low The ultimate parent company, EMC Corporation, has appropriate risk management programmes in place to manage any such risk that may arise

13 Ultimate Parent Company and scope of financial statements

EMC Corporation, a company registered in the USA, is the ultimate parent company The largest and smallest group in which the financial statements of Conchango Limited are consolidated is that headed by EMC Corporation

The financial statements of Conchango Limited are included in the financial statements of EMC Corporation for the year ended 31 December 2012 which are drawn up in a manner equivalent to financial statements drawn up in accordance with the EU Seventh Directive Consequently Conchango Limited is exempt from preparing and delivering to the Companies House, group financial statements, and these financial statements present information about it as an individual company and not about its group Copies of the parent's consolidated financial statements may be obtained from the Secretary, EMC Corporation, 176 South Street, Hopkinton MA 01748, USA

14 Approval of the Financial Statements

The financial statements were approved by the board on 23/9/2013