

SYNEX CORP  
Form 10-Q  
October 05, 2012  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended August 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-31892

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SYNEX CORPORATION  
(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization)	94-2703333 (IRS Employer Identification No.)
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44201 Nobel Drive Fremont, California (Address of principal executive offices) (510) 656-3333 (Registrant’s telephone number, including area code)	94538 (Zip Code)
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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of September 28, 2012
Common Stock, \$0.001 par value	37,340,906

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## PART I - FINANCIAL INFORMATION

## ITEM 1. Financial Statements

## SYNEX CORPORATION

## CONSOLIDATED BALANCE SHEETS

(currency and share amounts in thousands, except for par value)

(unaudited)

	August 31, 2012	November 30, 2011
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 172,992	\$ 67,571
Short-term investments	15,353	16,017
Accounts receivable, net	1,172,890	1,293,027
Receivable from affiliates	474	1,344
Inventories	900,954	975,047
Current deferred tax assets	28,390	28,241
Other current assets	58,087	57,168
Total current assets	2,349,140	2,438,415
Property and equipment, net	124,375	125,157
Goodwill	184,015	185,312
Intangible assets, net	31,458	37,539
Deferred tax assets	603	590
Other assets	42,230	46,282
Total assets	\$ 2,731,821	\$ 2,833,295
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Borrowings under securitization, term loans and lines of credit	\$ 75,154	\$ 159,200
Convertible debt	140,083	—
Accounts payable	908,750	1,035,691
Accrued liabilities	157,221	172,226
Income taxes payable	3,059	5,136
Total current liabilities	1,284,267	1,372,253
Long-term borrowings	85,346	87,659
Convertible debt	—	136,163
Long-term liabilities	60,344	60,676
Deferred tax liabilities	7,486	8,086
Total liabilities	1,437,443	1,664,837
Commitments and contingencies (Note 17)		
SYNEX Corporation stockholders' equity:		
Preferred stock, \$0.001 par value, 5,000 shares authorized, no shares issued or outstanding	—	—
Common stock, \$0.001 par value, 100,000 shares authorized, 37,133 and 36,571 shares issued as of August 31, 2012 and November 30, 2011, respectively	37	37
Additional paid-in capital	325,785	310,316
Treasury stock, 415 and 407 shares as of August 31, 2012 and November 30, 2011, respectively	(11,819)	(11,524)
Accumulated other comprehensive income	36,313	30,026

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Retained earnings	937,260	829,524
Total SYNEX Corporation stockholders' equity	1,287,576	1,158,379
Noncontrolling interest	6,802	10,079
Total equity	1,294,378	1,168,458
Total liabilities and equity	\$2,731,821	\$2,833,295

The accompanying notes are an integral part of these Consolidated Financial Statements (unaudited).

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## SYNEX CORPORATION

## CONSOLIDATED STATEMENTS OF OPERATIONS

(currency and share amounts in thousands, except for per share amounts)

(unaudited)

	Three Months Ended		Nine Months Ended	
	August 31, 2012	August 31, 2011	August 31, 2012	August 31, 2011
Revenue	\$2,576,948	\$2,572,133	\$7,520,441	\$7,568,869
Cost of revenue	(2,425,019 )	(2,418,380 )	(7,042,804 )	(7,126,212 )
Gross profit	151,929	153,753	477,637	442,657
Selling, general and administrative expenses	(94,878 )	(87,235 )	(297,277 )	(271,126 )
Income before nonoperating items, income taxes and noncontrolling interest	57,051	66,518	180,360	171,531
Interest expense and finance charges, net	(5,809 )	(6,472 )	(17,363 )	(18,910 )
Other income (expense), net	890	(1,214 )	2,607	(69 )
Income before income taxes and noncontrolling interest	52,132	58,832	165,604	152,552
Provision for income taxes	(17,306 )	(19,662 )	(56,794 )	(52,200 )
Net income	34,826	39,170	108,810	100,352
Net (income) loss attributable to noncontrolling interest	313	(134 )	(1,074 )	(194 )
Net income attributable to SYNEX Corporation	\$35,139	\$39,036	\$107,736	\$100,158
Net income per share attributable to SYNEX Corporation:				
Basic	\$0.96	\$1.09	\$2.95	\$2.80
Diluted	\$0.93	\$1.07	\$2.84	\$2.72
Weighted-average common shares outstanding:				
Basic	36,700	35,882	36,537	35,726
Diluted	37,917	36,594	37,966	36,886

The accompanying notes are an integral part of these Consolidated Financial Statements (unaudited).

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SYNEX CORPORATION  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(currency in thousands)  
(unaudited)

	Three Months Ended		Nine Months Ended		
	August 31, 2012	August 31, 2011	August 31, 2012	August 31, 2011	
Net income	\$34,826	\$39,170	\$108,810	\$100,352	
Other comprehensive income (loss):					
Unrealized gains (losses) on available-for-sale securities, net of tax	(377	) 98	(356	) 195	
Change in unrecognized pension and post-retirement benefit costs, net of tax	62	—	62	—	
Foreign currency translation adjustments, net of tax	11,229	(1,175	) 6,275	12,277	
Total other comprehensive income (loss)	10,914	(1,077	) 5,981	12,472	
Comprehensive income:	45,740	38,093	114,791	112,824	
Comprehensive (income) loss attributable to noncontrolling interest	316	(727	) (768	) (992	)
Comprehensive income attributable to SYNEX Corporation	\$46,056	\$37,366	\$114,023	\$111,832	

The accompanying notes are an integral part of these Consolidated Financial Statements (unaudited).

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SYNEX CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(currency in thousands)  
(unaudited)

	Nine Months Ended	
	August 31, 2012	August 31, 2011
Cash flows from operating activities:		
Net income	\$ 108,810	\$ 100,352
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation expense	12,445	12,011
Amortization of intangible assets	6,209	5,586
Accretion of convertible notes discount	3,920	3,623
Share-based compensation	6,256	5,869
(Benefit from) provision for doubtful accounts	(912)	) 4,968
Tax benefits from employee stock plans	2,768	4,134
Excess tax benefit from share-based compensation	(2,764)	) (4,172)
Realized/Unrealized (gains) losses on investments	(2,398)	) 831
Changes in assets and liabilities, net of acquisition of businesses:		
Accounts receivable	124,693	190,165
Receivables from affiliates, net	869	1,825
Inventories	78,197	55,666
Other assets	(4,934)	) (3,575)
Accounts payable	(102,770)	) (250,355)
Accrued liabilities	(18,416)	) (14,286)
Deferred liabilities	6,666	3,386
Net cash provided by operating activities	218,639	116,028
Cash flows from investing activities:		
Purchase of trading investments	(3,875)	) (1,107)
Proceeds from sale of trading investments	5,525	2,399
Proceeds from redemption of held-to-maturity term deposits	—	916
Acquisition of businesses, net of cash acquired	1,870	(41,435)
Purchase of property and equipment	(11,540)	) (21,335)
Proceeds from sale of business	—	1,033
Loans and deposits to third parties, net of payments received	1,056	(1,624)
Decrease (increase) in investment in equity-method investee	3,480	(4,782)
Changes in restricted cash	4	(8,338)
Net cash used in investing activities	(3,480)	) (74,273)
Cash flows from financing activities:		
Proceeds from securitization and revolving line of credit	1,307,301	3,311,478
Payment of securitization and revolving line of credit	(1,390,897)	) (3,350,484)
Proceeds from long-term credit facility and term loans	—	86,173
Payment of long-term bank loans, capital leases and other borrowings	(2,208)	) (119,077)
Excess tax benefit from share-based compensation	2,764	4,172
Increase (decrease) in book overdraft	(26,506)	) 14,594
Payment of acquisition related contingent consideration	(1,052)	) —
Proceeds from issuance of common stock, net of taxes paid for settlement of equity awards	8,520	3,686
Capital contribution by noncontrolling interest	—	6,411



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Purchase of additional investment in subsidiary	(6,050	) —	
Net cash used in financing activities	(108,128	) (43,047	)
Effect of exchange rate changes on cash and cash equivalents	(1,610	) (470	)
Net increase (decrease) in cash and cash equivalents	105,421	(1,762	)
Cash and cash equivalents at beginning of period	67,571	88,038	
Cash and cash equivalents at end of period	\$172,992	\$86,276	

The accompanying notes are an integral part of these Consolidated Financial Statements (unaudited).

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## SYNEX CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the three and nine months ended August 31, 2012 and 2011

(currency and share amounts in thousands, except per share amounts)

(unaudited)

## NOTE 1—ORGANIZATION AND BASIS OF PRESENTATION:

SYNEX Corporation (together with its subsidiaries, herein referred to as “SYNEX” or the “Company”) is a business process services company offering a comprehensive range of services to resellers, retailers, and original equipment manufacturers (“OEMs”) worldwide. SYNEX’s business process services include distribution and business process outsourcing (“BPO”) services. SYNEX is headquartered in Fremont, California and has operations in North America, Central America, Asia and Europe.

The accompanying interim unaudited Consolidated Financial Statements as of August 31, 2012 and for the three and nine month periods ended August 31, 2012 and 2011 have been prepared by the Company in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”). The amounts as of November 30, 2011 have been derived from the Company’s annual audited financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles (“GAAP”) in the United States have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, the accompanying unaudited Consolidated Financial Statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to state fairly the financial position of the Company and its results of operations and cash flows as of and for the periods presented. These financial statements should be read in conjunction with the annual audited financial statements and notes thereto as of and for the fiscal year ended November 30, 2011, included in the Company’s Annual Report on Form 10-K for the fiscal year then ended. The results of operations for the three and nine months ended August 31, 2012 are not necessarily indicative of the results that may be expected for the fiscal year ending November 30, 2012, or any future period and the Company makes no representations related thereto.

## NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The Company’s significant accounting policies are disclosed in the Company’s Annual Report on Form 10-K for the fiscal year ended November 30, 2011. There have been no material changes to these accounting policies, except as described below. For a discussion of the significant accounting policies, please see the discussion in the Annual Report on Form 10-K for the fiscal year ended November 30, 2011.

## Restricted cash

Restricted cash balances relate to temporary restrictions caused by the timing of lockbox collections under the Company’s borrowing arrangements, amounts held for outstanding letters of credit and future payments to contractors for the long-term projects at the Company’s Mexico operation.

The following table summarizes the restricted cash balances as of August 31, 2012 and November 30, 2011 and the location where these amounts are recorded on the Consolidated Balance Sheets:

	As of	
	August 31, 2012	November 30, 2011
Related to borrowing arrangements and others:		
Other current assets	\$26,375	\$28,279
Related to long-term projects:		
Other assets	4,985	2,938
Total restricted cash	\$31,360	\$31,217



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SYNEX CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

(currency and share amounts in thousands, except per share amounts)

(unaudited)

Concentration of credit risk

Financial instruments that potentially subject the Company to significant concentration of credit risk consist principally of accounts receivable, and cash and cash equivalents. The Company's cash and cash equivalents are maintained with high quality institutions, the compositions and maturities of which are regularly monitored by management. Through August 31, 2012, the Company had not experienced any losses on such deposits. Accounts receivable include amounts due from customers and vendors primarily in the technology industry. The Company performs ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary, but generally requires no collateral. The Company also maintains allowances for potential credit losses. In estimating the required allowances, the Company takes into consideration the overall quality and aging of the receivable portfolio, the existence of a limited amount of credit insurance and specifically identified customer and vendor risks. Through August 31, 2012, such losses have been within management's expectations. In the three and nine months ended August 31, 2012 and 2011, no customer accounted for 10% or more of the Company's total revenue. Products purchased from the Company's largest OEM supplier, Hewlett-Packard Company ("HP"), accounted for approximately 38% and 36% of the total revenue for the three and nine months ended August 31, 2012, respectively, and approximately 37% and 35% of the total revenue for the three and nine months ended August 31, 2011, respectively.

As of August 31, 2012 and November 30, 2011, no customer exceeded 10% of the total consolidated accounts receivable balance.

Revenue recognition

The Company generally recognizes revenue on the sale of hardware and software products when they are shipped and on services when they are performed, if a purchase order exists, the sales price is fixed or determinable, collection of resulting accounts receivable is reasonably assured, risk of loss and title have transferred and product returns are reasonably estimable. Provisions for sales returns are estimated based on historical data and are recorded concurrently with the recognition of revenue. These provisions are reviewed and adjusted periodically by the Company. Revenue is reduced for early payment discounts and volume incentive rebates offered to customers. The Company recognizes revenue on certain service contracts, post-contract software support services, and extended warranty contracts, where it is not the primary obligor, on a net basis.

The Company provides services such as call center, renewals, maintenance and contract management services to its customers under contracts that typically consist of a master services agreement or statement of work, which contains the terms and conditions of each program and service offerings. Typically the contracts are time-based or transactions or volume based. Revenue is generally recognized over the term of the contract or when service has been rendered, the sales price is fixed or determinable and collection of the resulting accounts receivable is reasonably assured.

The Company's operation in Mexico primarily focuses on projects with the Mexican government and other local agencies that are long-term in nature. Under the agreements, the Company sells computers and equipment to contractors that provide services to the Mexican government. The Company also sells computer equipment and services directly to the Mexican government. The payments are due on a monthly basis and contingent upon the satisfactory performance of certain services, fulfillment of certain obligations and meeting certain conditions. The Company recognizes revenue and cost of revenue on a straight-line basis over the term of the contract, which coincides with payments no longer being contingent.

Net income per common share

Net income per common share-basic is computed by dividing the net income attributable to SYNEX Corporation for the period by the basic weighted-average number of outstanding common shares.

Net income per common share-diluted is computed by adding the dilutive effect of in-the-money employee stock options, restricted stock awards, restricted stock units and similar equity instruments granted by the Company to the

basic weighted-average number of outstanding common shares. The Company uses the treasury stock method, under which, the amount the employee must pay for exercising stock options, the amount of compensation cost for future services that the Company has not yet recognized and the amount of tax benefits that would be recorded in "Additional paid-in capital" when the award becomes deductible are assumed to be used to repurchase shares.

With respect to the Company's convertible debt, the Company intends to settle its conversion spread (i.e., the intrinsic

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SYNEX CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

(currency and share amounts in thousands, except per share amounts)

(unaudited)

value of convertible debt based on the conversion price and current market price) in shares. The Company accounts for its conversion spread using the treasury stock method. It is the Company's intent to cash-settle the principal amount of the convertible debt; accordingly, the principal amount has been excluded from the determination of diluted earnings per share.

The calculation of net income per common share attributable to SYNEX Corporation is presented in Note 12.

**Reclassifications**

Certain reclassifications have been made to prior period amounts to conform to current period presentation. On the Consolidated Balance Sheets and the Consolidated Statements of Cash Flows, the Company combined the balances of "Receivable from vendors, net" with "Accounts receivable, net." This reclassification had no effect on "Total current assets" and "Net cash provided by operating activities."

**Recent accounting pronouncements**

In June 2011, the Financial Accounting Standards Board ("FASB") issued an accounting update that amends the presentation of "Comprehensive income" in the financial statements. The new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. The accounting update will be applicable to the Company beginning in the first quarter of fiscal year 2013 and the Company will update its presentation of "Comprehensive income" to comply with the updated disclosure requirements in fiscal year 2013.

During fiscal year 2012, the following accounting standards are applicable:

In May 2011, the FASB issued an accounting update that amends existing guidance regarding fair value measurements and disclosure requirements. The amendments are effective during interim and annual periods beginning after December 15, 2011 and are to be applied prospectively. The accounting update was applicable to the Company beginning in the second quarter of fiscal year 2012. The application of this accounting update did not have any material impact on the Company's Consolidated Financial Statement.

In September 2011, the FASB issued an accounting update that gives companies the option to make a qualitative evaluation about the likelihood of goodwill impairment. Companies will be required to perform the two-step impairment test only if they conclude that the fair value of a reporting unit is more likely than not, less than its carrying value. The accounting update is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The Company will adopt the accounting update for its goodwill impairment test to be performed for the fiscal year ending November 30, 2012.

In September 2011, the FASB issued an accounting update that requires additional qualitative and quantitative disclosures by employers that participate in multi-employer pension plans. The amendments are effective for annual periods for the fiscal years ending after December 15, 2011, with early adoption permitted. The Company will adopt the new disclosure requirements in the fiscal year ending November 30, 2012. The application of this accounting update will not have a material impact on the Company's financial statements.

**NOTE 3—ACQUISITIONS AND DIVESTITURES:**

**Fiscal year 2011 acquisitions**

On December 1, 2010, the Company acquired 70.0% of the capital stock of Marubeni Infotec Corporation, a subsidiary of Marubeni Corporation. SB Pacific Corporation Limited ("SB Pacific"), the Company's equity-method investee at that time, acquired the remaining 30.0% noncontrolling interest. At the time of the acquisition, the Company's total direct and indirect ownership of Marubeni Infotec Corporation was 80.0%. Marubeni Infotec Corporation, now known as SYNEX Infotec Corporation ("Infotec Japan") is a distributor of IT equipment, electronic components and software in Japan. This acquisition was in the distribution segment and enabled the Company's expansion into Japan. The aggregate consideration for the transaction initially was JPY700,000, or approximately

\$8,392, of which the Company's direct share was \$5,888. In the first quarter of fiscal year 2012, the Company reached an agreement with the sellers to reduce the purchase price by JPY125,233. The purchase price as adjusted was JPY574,767 or approximately \$6,891.

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SYNEX CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

(currency and share amounts in thousands, except per share amounts)

(unaudited)

The purchase price allocation based on the fair value of the assets acquired and liabilities assumed is as follows:

	Fair Value	
Final purchase consideration:		
Cash payment	\$4,824	
Contribution from noncontrolling interest	2,067	
	\$6,891	
Allocation:		
Cash	\$1,371	
Accounts receivable	186,909	
Inventories	84,553	
Other current assets	2,119	
Property, plant and equipment	5,521	
Goodwill	16,952	
Intangible assets <sup>(1)</sup>	9,103	
Other long-term assets	4,398	
Short-term borrowings	(103,646	)
Accounts payable	(161,228	)
Accrued liabilities	(15,151	)
Long-term borrowings	(2,088	)
Other long-term liabilities	(21,922	)
	\$6,891	

<sup>(1)</sup> Intangibles will be amortized over a period of 3-10 years.

On April 1, 2012, the Company purchased additional shares of Infotec Japan from SB Pacific for \$6,050 resulting in an increase in its direct ownership interest in Infotec Japan from 70.0% to 81.0%. In April 2012, the Company reduced its ownership interest in SB Pacific from 33.3% to 19.7%, as a result, its total direct and indirect ownership interest increased from 80.0% to 84.7%.

During fiscal year 2011, the Company acquired certain businesses of e4e, Inc. ("e4e"), 100% of the stock of the global email company limited ("gem") and certain assets of VisionMAX Solutions Inc. ("VisionMAX") for an aggregate purchase price of \$43,349. The acquisitions were integrated into the Company's Global Business Services ("GBS") segment and brought additional BPO scale, complemented the Company's service offerings in social media and cloud computing and expanded its customer base and geographic presence. The net tangible assets acquired were \$10,155 and the Company recorded \$33,194 in goodwill and intangibles on finalization of purchase price allocation.

With the exception of Infotec Japan, the above acquisitions in fiscal year 2011, individually and in the aggregate, did not meet the conditions of a material business combination and were not subject to the disclosure requirements of accounting guidance for business combinations utilizing the purchase method of accounting.

**NOTE 4—SHARE-BASED COMPENSATION:**

The Company recognizes share-based compensation expense for all share-based awards made to employees and directors, including employee stock options, restricted stock awards, restricted stock units and employee stock purchases, based on estimated fair values.

The Company uses the Black-Scholes valuation model to estimate fair value of stock options. The Black-Scholes option-pricing model was developed for use in estimating the fair value of short-lived exchange traded options that have no vesting restrictions and are fully transferable. In addition, option-pricing models require the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The



expected stock price volatility assumption was determined using historical volatility of the Company's common stock.

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## SYNEX CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

(currency and share amounts in thousands, except per share amounts)

(unaudited)

The following table summarizes the number of share-based awards granted under the Company's Amended and Restated 2003 Stock Incentive Plan, as amended, during the three and nine months ended August 31, 2012 and 2011 and the grant-date fair value of the awards:

	Three Months Ended				Nine Months Ended			
	August 31, 2012		August 31, 2011		August 31, 2012		August 31, 2011	
	Number of grants	Fair value of grants	Number of grants	Fair value of grants	Number of grants	Fair value of grants	Number of grants	Fair value of grants
Stock options	—	\$—	—	\$—	20	\$301	—	\$—
Restricted stock awards	7	228	16	520	42	1,578	44	1,406
Restricted stock units	—	—	—	—	23	971	10	324
	7	\$228	16	\$520	85	\$2,850	54	\$1,730

The Company recorded share-based compensation expense of \$2,031 and \$6,256 in "Selling, general and administrative expenses" for the three and nine months ended August 31, 2012, respectively, and \$1,953 and \$5,869 for the three and nine months ended August 31, 2011, respectively.

## NOTE 5—BALANCE SHEET COMPONENTS:

	As of August 31, 2012	November 30, 2011
Short-term investments:		
Trading securities	\$5,279	\$5,808
Available-for-sale securities	46	37
Held-to-maturity securities	8,006	7,843
Cost method investments	2,022	2,329
	\$15,353	\$16,017
	As of August 31, 2012	November 30, 2011
Accounts receivable, net:		
Accounts receivable	\$1,224,390	\$1,351,305
Less: Allowance for doubtful accounts	(19,427 )	(22,803 )
Less: Allowance for sales returns	(32,073 )	(35,475 )
	\$1,172,890	\$1,293,027

The Company combined "Receivable from vendors, net" of \$150,085 with "Accounts Receivable, net" as of November 30, 2011 to conform to the current year presentation as described in Note 2—Summary of Significant Accounting Policies.

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## SYNEX CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

(currency and share amounts in thousands, except per share amounts)

(unaudited)

	As of		
	August 31, 2012	November 30, 2011	
Property and equipment, net:			
Land	\$18,757	\$18,566	
Equipment and computers	101,835	95,149	
Furniture and fixtures	21,355	19,566	
Buildings and leasehold improvements	100,455	97,261	
Construction in progress	1,944	1,762	
Total property and equipment, gross	244,346	232,304	
Less: Accumulated depreciation	(119,971 )	(107,147 )	
	\$124,375	\$125,157	
Goodwill:			
	Distribution	GBS	Total
Balance as of November 30, 2011	\$107,498	\$77,814	\$185,312
Goodwill adjustments during the period	(1,543 )	(991 )	(2,534 )
Translation	1,171	66	1,237
Balance as of August 31, 2012	\$107,126	\$76,889	\$184,015

The adjustments recorded to "Goodwill" primarily pertain to the reduction of the purchase price of Infotec Japan in the distribution segment, and the finalization of holdback payments in the GBS segment.

## Intangible assets, net:

	As of August 31, 2012			As of November 30, 2011		
	Gross Amounts	Accumulated Amortization	Net Amounts	Gross Amounts	Accumulated Amortization	Net Amounts
Vendor lists	\$36,946	\$(28,291 )	\$8,655	\$36,815	\$(27,104 )	\$9,711
Customer lists	50,881	(28,900 )	21,981	51,088	(23,879 )	27,209
Other intangible assets	4,957	(4,135 )	822	4,446	(3,827 )	619
	\$92,784	\$(61,326 )	\$31,458	\$92,349	\$(54,810 )	\$37,539

Amortization expense for the three and nine months ended August 31, 2012 was \$2,063 and \$6,209, respectively, and for the three and nine months ended August 31, 2011 was \$1,776 and \$5,586, respectively.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

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## NOTE 6—INVESTMENTS:

The carrying amount of the Company's investments is shown in the table below:

	As of August 31, 2012			November 30, 2011		
	Cost Basis	Unrealized (Losses)/ Gains	Carrying Value	Cost Basis	Unrealized (Losses)/ Gains	Carrying Value
Short-term:						
Trading securities	\$5,458	\$(179 )	\$5,279	\$11,503	\$(5,695 )	\$5,808
Available-for-sale securities	—	46	46	—	37	37
Held-to-maturity investments	8,006	—	8,006	7,843	—	7,843
Cost method securities	2,022	—	2,022	2,329	—	2,329
	\$15,486	\$(133 )	\$15,353	\$21,675	\$(5,658 )	\$16,017
Long-term investments in other assets:						
Available-for-sale securities	\$1,104	\$55	\$1,159	\$939	\$168	\$1,107

Short-term trading securities generally consist of equity securities relating to the Company's deferred compensation plan. Short-term and long-term available-for-sale securities primarily consist of investments in other companies' equity securities. Held-to-maturity investments primarily consist of term deposits with maturities from the date of purchase greater than three months and less than one year. These term deposits are held until the maturity date and are not traded. Cost-method securities primarily consist of investments in a hedge fund and a private equity fund under the Company's deferred compensation plan.

Trading securities and available-for-sale securities are recorded at fair value in each reporting period and therefore the carrying value of these securities equals their fair value. For cost-method securities, the Company records an impairment charge when the decline in fair value is determined to be other-than-temporary.

The following table summarizes the total realized and unrealized gains and losses recorded on the Company's trading investments:

	Three Months Ended		Nine Months Ended	
	August 31, 2012	August 31, 2011	August 31, 2012	August 31, 2011
Realized and unrealized gains (losses) on trading investments	\$695	\$(1,288 )	\$1,809	\$(816 )

## NOTE 7—DERIVATIVE INSTRUMENTS:

In the ordinary course of business, the Company is exposed to foreign currency risk, interest risk, equity risk and credit risk. The Company's transactions in some of its foreign operations are denominated in local currency. The Company's foreign locations enter into transactions, and own monetary assets and liabilities, that are denominated in currencies other than their functional currency. As part of its risk management strategy, the Company uses short-term forward contracts in most of the above mentioned currencies to minimize its balance sheet exposure to foreign currency risk. These derivatives are not designated as hedging instruments. The forward exchange contracts are recorded at fair value in each reporting period and any gains or losses, resulting from the changes in fair value, are recorded in earnings in the period of change. Generally, the Company does not use derivative instruments to cover equity risk and credit risk. The Company's policy is not to allow the use of derivatives for trading or speculative purposes. The fair value of the Company's forward exchange contracts are also disclosed in Note 8.



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The following table summarizes the fair value of the Company's foreign exchange forward contracts as of August 31, 2012 and November 30, 2011:

Location	Fair Value as of	
	August 31, 2012	November 30, 2011
Other current assets	\$1	\$1
Accrued liabilities	1,562	324

The notional amounts of the foreign exchange forward contracts that were outstanding as of August 31, 2012 and November 30, 2011 were \$120,775 and \$79,468, respectively. The notional amounts represent the gross amounts of foreign currency that will be bought or sold at maturity. During the three and nine months ended August 31, 2012, in relation to its forward contracts, the Company recorded in "Other income, net" total realized and unrealized gains of \$2,270 and \$3,637, respectively. During the three and nine months ended August 31, 2011, in relation to its forward contracts, the Company recorded in "Other income (expense), net" total realized and unrealized gains of \$437 and losses of \$3,442, respectively.

## NOTE 8—FAIR VALUE MEASUREMENTS:

The Company's fair value measurements are classified and disclosed in one of the following three categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

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The following table summarizes the valuation of the Company's investments and financial instruments that are measured at fair value on a recurring basis:

	As of August 31, 2012				As of November 30, 2011			
	Total	Fair value measurement category			Total	Fair value measurement category		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Assets:</b>								
Cash equivalents	\$26,441	\$26,441	\$—	\$—	\$25,638	\$25,638	\$—	\$—
Trading securities	5,279	5,279	—	—	5,808	5,808	—	—
Available-for-sale securities in short-term investments	46	46	—	—	37	37	—	—
Available-for-sale securities in other assets	1,159	1,159	—	—	1,107	1,107	—	—
Forward foreign currency exchange contracts	1	—	1	—	1	—	1	—
<b>Liabilities:</b>								
Forward foreign currency exchange contracts	\$1,562	\$—	\$1,562	\$—	\$324	\$—	\$324	\$—
Acquisition-related contingent consideration	1,311	—	—	1,311	3,065	—	—	3,065

The Company's investments in trading and available-for-sale securities consist of equity securities and are recorded at fair value based on quoted market prices. The fair values of forward exchange contracts are measured based on the foreign currency spot and forward rates quoted by the banks or foreign currency dealers. Cash equivalents consist primarily of highly liquid investments in money market funds and term deposits with maturity periods of three months or less. The carrying value of the cash equivalents approximates the fair value since they are near their maturity.

The acquisition-related contingent consideration represents the future potential earn-out payments relating to the acquisitions in the GBS segment. The fair values of the contingent consideration are based on the Company's probability assessment of the established profitability measures during the periods ranging from one year to three years from the date of the acquisitions. During the three and nine months ended August 31, 2012, the fair value of the contingent consideration was remeasured and the resulting decrease of \$702 was recorded as a benefit to "Selling, general and administrative expenses" in the Consolidated Statements of Operations. The changes over time in the fair value were due to updated estimates of the expected revenue and gross profit related to the achievement of established earn-out targets. In addition, during the nine months ended August 31, 2012, \$1,052 was paid to the sellers for the achievement of prior earn-out targets.

During the three and nine months ended August 31, 2012, there were no transfers between the fair value measurement category levels.

The following table summarizes the realized and unrealized gains and losses recorded in "Other income, net" in the Consolidated Statements of Operations for the changes in the fair value of its financial instruments for trading securities and forward foreign currency contracts:

	Three Months Ended		Nine Months Ended	
	August 31, 2012	August 31, 2011	August 31, 2012	August 31, 2011
Realized gains (losses)	\$(320	) \$130	\$(1,536	) \$(3,399

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Unrealized gains (losses)	3,285	(982	)	5,573	(861	)
Total realized and unrealized gains (losses)	\$2,965	\$(852	)	\$4,037	\$(4,260	)

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

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The following table presents the assets and liabilities that are not carried at fair value as of August 31, 2012 and November 30, 2011:

	As of August 31, 2012		As of November 30, 2011	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Cost method investments in short-term investments	\$2,022	\$3,472	\$2,329	\$3,898
Long-term accounts receivable	6,323	6,323	5,853	5,853
SYNEX Canada term loan	8,895	8,895	9,118	9,118
Long-term Infotec Japan credit facility	76,550	76,550	77,290	77,290
Infotec Japan term loans	13,651	13,651	15,136	15,136
Convertible debt	140,083	177,971	136,163	165,386

The Company's cost-method securities in short-term investments consist of investments in a hedge fund and a private equity fund. The fair value of the cost-method investments is based on either (i) the published fund values or (ii) a valuation model developed internally based on the published value of the securities held by the fund. The Company records an impairment charge when the decline in fair value is determined to be other-than-temporary.

The fair value of long-term accounts receivable is based on customer rating and creditworthiness. The carrying values of the SYNEX Canada Limited ("SYNEX Canada") term loan, the long-term Infotec Japan credit facility and the Infotec Japan term loans approximate their fair value since interest rates offered to the Company for debt of similar terms and maturities are approximately the same. The fair value of convertible debt is based on the closing price of the convertible debt traded in a limited trading market.

**Other investment**

The cost method investments in "Other assets" consist of investments in equity securities of private entities. The carrying value of the investments was \$6,405 and \$3,575 as of August 31, 2012 and November 30, 2011, respectively. The carrying value of the investments as of August 31, 2012 includes a \$3,082 investment in SB Pacific, as described below. As of November 30, 2011, the fair value of these cost method investments was greater than the carrying value. There have been no significant changes to the fair value of the investments as of August 31, 2012.

In fiscal year 2010, the Company acquired a 33.3% noncontrolling interest in SB Pacific, which was recorded under the equity method of accounting. On April 1, 2012, the Company reduced its noncontrolling interest to 19.7% and as a result began accounting for the investment under the cost method of accounting. As of August 31, 2012 and November 30, 2011, the carrying value of the investment was \$3,082 and \$5,950, respectively. As of August 31, 2012 and November 30, 2011, the fair value of this investment exceeded its carrying value.

The carrying value of other financial instruments, such as held-to-maturity securities, accounts receivable, accounts payable and short-term debt, approximate fair value due to their short maturities or variable-rate nature of the respective borrowings.

The Company monitors its investments for impairment by considering current factors, including the economic environment, market conditions, operational performance and other specific factors relating to the business underlying the investment, and records reductions in carrying values when necessary. Any impairment loss is reported under "Other income, net" in the Consolidated Statements of Operations.

**NOTE 9—ACCOUNTS RECEIVABLE ARRANGEMENTS:**

The Company primarily finances its United States operations with an accounts receivable securitization program (the "U.S. Arrangement"). In November 2010, the Company amended and restated the U.S. Arrangement ("Amended and Restated U.S. Arrangement") replacing the lenders and the lead agent. The Company can now pledge up to a maximum

of \$400,000 in U.S. trade accounts receivable (“U.S. Receivables”) as compared to a maximum of \$350,000 under the previous U.S. Arrangement. The maturity date of the Amended and Restated U.S. Arrangement is November 12, 2013. The effective

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borrowing cost under the Amended and Restated U.S. Arrangement is a blend of the prevailing dealer commercial paper rates plus a program fee of 0.60% per annum based on the used portion of the commitment, and a facility fee of 0.60% per annum payable on the aggregate commitment of the lenders. Prior to the amendment, the effective borrowing cost was a blend of the prevailing dealer commercial paper rates, plus a program fee of 0.65% per annum based on the used portion of the commitment and a facility fee of 0.65% per annum payable on the aggregate commitment. As of August 31, 2012, there was no balance outstanding under the U.S. Arrangement; the balance outstanding as of November 30, 2011 was \$64,500.

Under the terms of the Amended and Restated U.S. Arrangement, the Company sells, on a revolving basis, its U.S. Receivables to a wholly-owned, bankruptcy-remote subsidiary. The borrowings are funded by pledging all of the rights, title and interest in and to the U.S. Receivables as security. Any borrowings under the Amended and Restated U.S. Arrangement are recorded as debt on the Company's Consolidated Balance Sheets. As is customary in trade accounts receivable securitization arrangements, a credit rating agency's downgrade of the third party issuer of commercial paper or of a back-up liquidity provider (which provides a source of funding if the commercial paper market cannot be accessed) could result in an increase in the Company's cost of borrowing or loss of the Company's financing capacity under these programs if the commercial paper issuer or liquidity back-up provider is not replaced. Loss of such financing capacity could have a material adverse effect on the Company's financial condition and results of operations.

The Company also has other financing agreements in North America with various financial institutions ("Flooring Companies") to allow certain customers of the Company to finance their purchases directly with the Flooring Companies. Under these agreements, the Flooring Companies pay to the Company the selling price of products sold to various customers, less a discount, within approximately 15 to 30 days from the date of sale. The Company is contingently liable to repurchase inventory sold under flooring agreements in the event of any default by its customers under the agreement and such inventory being repossessed by the Flooring Companies. Please see Note 17—Commitments and Contingencies for further information. The following table summarizes the net sales financed through the flooring agreements and the flooring fees incurred:

	Three Months Ended		Nine Months Ended	
	August 31, 2012	August 31, 2011	August 31, 2012	August 31, 2011
Net sales financed	\$229,370	\$201,700	\$603,195	\$532,515
Flooring fees <sup>(1)</sup>	1,358	1,034	3,553	2,068

(1)Flooring fees are included within "Interest expense and finance charges, net."

As of August 31, 2012 and November 30, 2011, accounts receivable subject to flooring agreements were \$54,109 and \$63,031, respectively.

Infotec Japan has arrangements with various banks and financial institutions for the sale and financing of approved accounts receivable and notes receivable. The amount outstanding under these arrangements that was sold, but not collected as of August 31, 2012 and November 30, 2011 was \$12,592 and \$10,980, respectively.

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## NOTE 10—BORROWINGS:

Borrowings consist of the following:

	As of	
	August 31, 2012	November 30, 2011
Convertible debt	\$140,083	\$136,163
SYNEX U.S. securitization	—	64,500
SYNEX Canada revolving line of credit	12,856	27,285
SYNEX Canada term loan	8,895	9,118
Infotec Japan credit facility	123,756	128,816
Other borrowings and capital leases	14,993	17,140
Total borrowings	300,583	383,022
Less: Current portion	(215,237	) (159,200
Non-current portion	\$85,346	\$223,822

Convertible debt  
In May 2008, the Company issued \$143,750 of aggregate principal amount of its 4.0% Convertible Senior Notes due 2018 (the “Convertible Senior Notes”) in a private placement. The carrying amount of the Convertible Senior Notes, net of the unamortized debt discount, was \$140,083 and \$136,163 as of August 31, 2012 and November 30, 2011, respectively. The Convertible Senior Notes are senior unsecured obligations of the Company and have a cash coupon interest rate of 4.0% per annum. The Company may redeem the Convertible Senior Notes, in whole or in part, for cash on or after May 20, 2013, at a redemption price equal to 100% of the principal amount of the Convertible Senior Notes to be redeemed, plus any accrued and unpaid interest (including any additional interest and any contingent interest) up to, but excluding, the redemption date. See Note 11—Convertible Debt. Also, the Convertible Senior Notes contain various features which under certain circumstances could allow the holders to convert the Convertible Senior Notes into shares before their ten-year maturity. Further, the date of settlement of the Convertible Senior Notes is uncertain due to various features including put and call elements which occur in May, 2013. Because of the May 2013 put and call features, the Company has classified the Convertible Senior Notes as short term debt starting May 31, 2012 in the Consolidated Balance Sheets.

## SYNEX U.S. securitization

The Company can pledge up to a maximum of \$400,000 in U.S. Receivables under its Amended and Restated U.S. Arrangement. See Note 9—Accounts Receivable Arrangements. The effective borrowing cost under the Amended and Restated U.S. Arrangement is a blend of the prevailing dealer commercial paper rates, plus a program fee on the used portion of the commitment and a facility fee payable on the aggregate commitment.

## SYNEX U.S. senior secured revolving line of credit

The Company has a senior secured revolving line of credit arrangement (the “Revolver”) with a financial institution. In November 2010, the Company amended and restated the Revolver (the “Amended and Restated Revolver”) to remove one of the lenders and increase the maximum commitment of the remaining lender from \$80,000 to \$100,000. The Amended and Restated Revolver retains an accordion feature to increase the maximum commitment by an additional \$50,000 to \$150,000 at the Company’s request, in the event the current lender consents to such increase or another lender participates in the Amended and Restated Revolver. Interest on borrowings under the Amended and Restated Revolver is based on a base rate or London Interbank Offered Rate (“LIBOR”), at the Company’s option. The margin on the LIBOR is determined in accordance with its fixed charge coverage ratio under the Amended and Restated Revolver and is currently 2.25%. The Company’s base rate is determined based on the higher of (i) the financial institution’s prime rate, (ii) the overnight federal funds rate plus 0.50% or (iii) one month LIBOR plus 1.00%. An

unused line fee of 0.50% per annum is payable if the outstanding principal amount of the Amended and Restated Revolver is less than half of the lenders' commitments; however, that fee is reduced to 0.35% if the outstanding principal amount of the Amended and Restated Revolver is greater than half of the lenders' commitments. The Amended and Restated Revolver is secured by the Company's inventory and other assets and expires in November 2013. It

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would be an event of default under the Amended and Restated Revolver if (1) a lender under the Amended and Restated U.S. Arrangement declines to extend the maturity date at any point within sixty days prior to the maturity date of the Amended and Restated U.S. Arrangement, unless availability under the Amended and Restated Revolver exceeds \$60,000 or the Company has a binding commitment in place to renew or replace the Amended and Restated U.S. Arrangement or (2) at least twenty days prior to the maturity date of the Amended and Restated U.S. Arrangement, the Company does not have in place a binding commitment to renew or replace the Amended and Restated U.S. Arrangement on substantially similar terms and conditions, unless the Company has no amounts outstanding under the Amended and Restated Revolver at such time. There was no borrowing outstanding as of both August 31, 2012 and November 30, 2011.

SYNEX U.S. unsecured revolving line of credit

In February 2011, the Company entered into an arrangement with a financial institution to provide an unsecured revolving line of credit for general corporate purposes. The maximum commitment under the arrangement was \$25,000. The arrangement included an unused line fee of 0.50% per annum. Interest on borrowings under the line of credit was determined by either a base rate or the LIBOR, at the Company's option. The arrangement was terminated in August 2012. There was no borrowing outstanding under this arrangement as of November 30, 2011.

SYNEX Canada revolving line of credit

SYNEX Canada has a revolving line of credit arrangement with a financial institution for a maximum commitment of C\$125,000. In May 2012, SYNEX Canada completed the renewal of this arrangement (the "Renewed Canadian Revolving Arrangement"). The Renewed Canadian Revolving Arrangement maximum commitment is C\$100,000 and includes an accordion feature to increase the maximum commitment by an additional C\$25,000 to C\$125,000, at SYNEX Canada's request. The Renewed Canadian Revolving Arrangement also provides a sublimit of \$5,000 for the issuance of standby letters of credit. As of August 31, 2012 and November 30, 2011, outstanding standby letters of credit totaled \$3,475 and \$3,368, respectively. SYNEX Canada has granted a security interest in substantially all of its assets in favor of the lender under the Renewed Canadian Revolving Arrangement. In addition, the Company pledged its stock in SYNEX Canada as collateral for the Renewed Canadian Revolving Arrangement. The Renewed Canadian Revolving Arrangement expires in May 2017. The interest rate applicable under the Renewed Canadian Revolving Arrangement is equal to (i) the Canadian base rate plus a margin of 0.75% for a Base Rate Loan in Canadian Dollars; whereas before the renewal, it was a minimum rate of 2.50% plus a margin of 1.25% for a Base Rate Loan in Canadian Dollars, (ii) the US base rate plus a margin of 0.75% for a Base Rate Loan in U.S. Dollars; whereas before the renewal, it was a minimum rate of 3.25% plus a margin of 2.50% for a Base Rate Loan in U.S. Dollars, and (iii) the Bankers' Acceptance rate ("BA") plus a margin of 2.00% for a BA Rate Loan; whereas before the renewal, it was a minimum rate of 1.00% plus a margin of 2.75% for a BA Rate Loan. The Canadian base rate means the greater of a) the prime rate determined by a major Canadian financial institution and b) the one month Canadian Dealer Offered Rate ("CDOR") rate (the average rate applicable to Canadian dollar bankers' acceptances for the applicable period) plus 1.50%. The US base rate means the greater of a) a reference rate determined by a major Canadian financial institution for US dollar loans made to Canadian borrowers and b) the US federal funds rate plus 0.50%. After the renewal, a fee of 0.25% per annum is payable with respect to the unused portion of the commitment; whereas before the renewal, this fee was 0.375% per annum.

SYNEX Canada term loan

SYNEX Canada has a term loan associated with the purchase of its logistics facility in Guelph, Canada. The interest rate for the unpaid principal amount is a fixed rate of 5.374% per annum. The final maturity date for repayment of the unpaid principal is April 1, 2017.

Infotec Japan credit facility

Infotec Japan has a credit agreement with a group of financial institutions for a maximum commitment of JPY10,000,000. The credit agreement is comprised of a JPY6,000,000 long-term loan and a JPY4,000,000 short-term revolving credit facility. The interest rate for the long-term and short-term loans is based on the Tokyo Interbank Offered Rate ("TIBOR") plus a margin of 2.25% per annum. The credit facility expires in November 2013. The long-term loan can be repaid at any time prior to maturity without penalty. The Company has issued a guarantee of JPY7,000,000 under this credit facility.

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Other borrowings and capital leases

Infotec Japan has two term loans with financial institutions that consist of a short-term revolving credit facility of JPY1,000,000 and a term loan of JPY70,000. As of November 30, 2011, Infotec Japan had a short-term loan of JPY1,000,000, which was refinanced upon maturity for the same amount during the nine months ended August 31, 2012, with a new lender. The new loan is a one-year revolving credit facility of JPY1,000,000, which expires in February 2013 and bears an interest rate that is based on TIBOR plus a margin of 1.75%. The term loan of JPY70,000, expires in December 2012 and bears a fixed interest rate of 1.50%. As of August 31, 2012 and November 30, 2011, the balances outstanding under these lines were \$13,652 and \$15,137, respectively.

In addition, as of August 31, 2012 and November 30, 2011, Infotec Japan had \$204 and \$536, respectively, outstanding under arrangements with various banks and financial institutions for the sale and financing of approved accounts receivable and notes receivable with recourse provisions to Infotec Japan.

As of August 31, 2012 and November 30, 2011, the Company had capital lease obligations of \$1,137 and \$1,467, respectively, primarily pertaining to Infotec Japan.

Interest expense and finance charges

For the three and nine months ended August 31, 2012, the total interest expense and finance charges for the Company's borrowings were \$6,989 and \$20,986, respectively, including non-cash interest expenses of \$1,335 and \$3,920, respectively, for the Convertible Senior Notes. For the three and nine months ended August 31, 2011, the total interest expense and finance charges for the Company's borrowings were \$7,348 and \$21,295, respectively, including non-cash interest expenses of \$1,234 and \$3,623, respectively, for the Convertible Senior Notes. The variable interest rates ranged between 0.87% and 4.06% during the three months ended August 31, 2012 and between 0.87% and 4.24% during the nine months ended August 31, 2012. The variable interest rates ranged between 0.82% and 4.90% during both the three and nine months ended August 31, 2011.

Covenants compliance

In relation to the Amended and Restated U.S. Arrangement, the Amended and Restated Revolver, the Infotec Japan credit facility, and the Renewed Canadian Revolving Arrangement, the Company has a number of covenants and restrictions that, among other things, require the Company to comply with certain financial and other covenants. These covenants require the Company to maintain specified financial ratios and satisfy certain financial condition tests, including minimum net worth and fixed charge coverage ratios. They also limit the Company's ability to incur additional debt, make or forgive intercompany loans, pay dividends and make other types of distributions, make certain acquisitions, repurchase the Company's stock, create liens, cancel debt owed to the Company, enter into agreements with affiliates, modify the nature of the Company's business, enter into sale-leaseback transactions, make certain investments, enter into new real estate leases, transfer and sell assets, cancel or terminate any material contracts and merge or consolidate. The covenants also limit the Company's ability to pay cash upon conversion, redemption or repurchase of the Convertible Senior Notes subject to certain liquidity tests. As of August 31, 2012, the Company was in compliance with all material covenants for the above arrangements.

Guarantees

The Company has issued guarantees to certain vendors and lenders of its subsidiaries for trade credit lines and loans, to a certain customer's lenders and to certain acquirers of the Company's divestitures to ensure compliance with subsidiary sales agreements, totaling \$269,654 and \$238,723 as of August 31, 2012 and November 30, 2011, respectively. The Company is obligated under these guarantees to pay amounts due should its subsidiaries or customer not pay valid amounts owed to their vendors or lenders or not comply with subsidiary sales agreements.





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## NOTE 11—CONVERTIBLE DEBT:

	As of	
	August 31, 2012	November 30, 2011
Principal amount	\$ 143,750	\$ 143,750
Less: Unamortized debt discount	(3,667	) (7,587
Net carrying amount	\$ 140,083	\$ 136,163

In May 2008, the Company issued \$143,750 of aggregate principal amount of the Convertible Senior Notes in a private placement. The Convertible Senior Notes have a cash coupon interest rate of 4.0% per annum. Interest on the Convertible Senior Notes is payable in cash semi-annually in arrears on May 15 and November 15 of each year, and commenced on November 15, 2008. In addition, the Company will pay contingent interest in respect of any six-month period from May 15 to November 14 or from November 15 to May 14, with the initial six-month period commencing May 15, 2013, if the trading price of the Convertible Senior Notes for each of the ten trading days immediately preceding the first day of the applicable six-month period equals 120% or more of the principal amount of the Convertible Senior Notes. During any interest period when contingent interest is payable, the contingent interest payable per Convertible Senior Note is equal to 0.55% of the average trading price of the Convertible Senior Notes during the ten trading days immediately preceding the first day of the applicable six-month interest period. The Convertible Senior Notes mature on May 15, 2018, subject to earlier redemption, repurchase or conversion. Holders may convert their Convertible Senior Notes at their option at any time prior to the close of business on the business day immediately preceding the maturity date for such Convertible Senior Notes under the following circumstances: (1) during any fiscal quarter after the fiscal quarter ended August 31, 2008 (and only during such fiscal quarter), if the last reported sale price of the Company's common stock for at least twenty trading days in the period of thirty consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter is equal to or more than 130% of the conversion price of the Convertible Senior Notes on the last day of such preceding fiscal quarter; (2) during the five business-day period after any five consecutive trading-day period (the "Measurement Period") in which the trading price per \$1 principal amount of the Convertible Senior Notes for each day of that Measurement Period was less than 98% of the product of the last reported sale price of the common stock and the conversion rate of the Convertible Senior Notes on each such day; (3) if the Company has called the particular Convertible Senior Notes for redemption, until the close of business on the business day prior to the redemption date; or (4) upon the occurrence of certain corporate transactions. These contingencies were not triggered as of August 31, 2012. In addition, holders may also convert their Convertible Senior Notes at their option at any time beginning on November 15, 2017, and ending at the close of business on the business day immediately preceding the maturity date for the Convertible Senior Notes, without regard to the foregoing circumstances. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of the common stock or a combination thereof at the Company's election. The initial conversion rate for the Convertible Senior Notes is 33.9945 shares of common stock per \$1 principal amount of Convertible Senior Notes, equivalent to an initial conversion price of \$29.42 per share of common stock. Such conversion rate will be subject to adjustment in certain events but will not be adjusted for accrued interest, including any additional interest and any contingent interest. The Company may enter into convertible hedge arrangements to hedge the in-the-money feature of the Convertible Senior Notes to counter the potential share dilution.

The Company may not redeem the Convertible Senior Notes prior to May 20, 2013. The Company may redeem the Convertible Senior Notes, in whole or in part, for cash on or after May 20, 2013, at a redemption price equal to 100% of the principal amount of the Convertible Senior Notes to be redeemed, plus any accrued and unpaid interest

(including any additional interest and any contingent interest) up to, but excluding, the redemption date. As of August 31, 2012, the Convertible Senior Notes were classified as current debt on the Consolidated Balance Sheets. Also, the Convertible Senior Notes contain various features which under certain circumstances could allow the holders to convert the Convertible Senior Notes into shares before their ten-year maturity.

Holder may require the Company to repurchase all or a portion of their Convertible Senior Notes for cash on May 15, 2013 at a purchase price equal to 100% of the principal amount of the Convertible Senior Notes to be repurchased, plus any accrued and unpaid interest (including any additional interest and any contingent interest) up to, but excluding, the repurchase date. Accordingly, the Convertible Senior Notes have been classified as a current obligation as of August 31, 2012 on the

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SYNEX CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

(currency and share amounts in thousands, except per share amounts)

(unaudited)

Consolidated Balance Sheets. If the Company undergoes a fundamental change, holders may require it to purchase all or a portion of their Convertible Senior Notes for cash at a price equal to 100% of the principal amount of the Convertible Senior Notes to be purchased, plus any accrued and unpaid interest (including any additional interest and any contingent interest,) up to, but excluding, the fundamental change repurchase date.

The Convertible Senior Notes are senior unsecured obligations of the Company and rank equally in right of payment with other senior unsecured debt and rank senior to subordinated debt, if any. The Convertible Senior Notes effectively rank junior to any of the Company's secured indebtedness to the extent of the assets securing such indebtedness. The Convertible Senior Notes are also structurally subordinated in right of payment to all indebtedness and other liabilities and commitments (including trade payables) of the Company's subsidiaries. The net proceeds from the Convertible Senior Notes were used for general corporate purposes and to reduce outstanding balances under the U.S. Arrangement and the Revolver.

The Convertible Senior Notes are governed by an indenture, dated as of May 12, 2008, between U.S. Bank National Association, as trustee, and the Company, which contains customary events of default.

The Convertible Senior Notes as hybrid instruments are accounted for as convertible debt and are recorded at carrying value. The right of the holders of the Convertible Senior Notes to require the Company to repurchase the Convertible Senior Notes in the event of a fundamental change and the contingent interest feature would require separate measurement from the Convertible Senior Notes; however, the amount is insignificant. The additional shares issuable following certain corporate transactions do not require bifurcation and separate measurement from the Convertible Senior Notes.

In accordance with the provisions of the standards for accounting for convertible debt, the Company recognized both a liability and an equity component of the Convertible Senior Notes in a manner that reflects its non-convertible debt borrowing rate at the date of issuance of 8.0%. The value assigned to the debt component, which is the estimated fair value, as of the issuance date, of a similar note without the conversion feature, was determined to be \$120,332. The difference between the Convertible Senior Note cash proceeds and this estimated fair value was estimated to be \$23,418 and was retroactively recorded as a debt discount and will be amortized to "Interest expense and finance charges, net" over the five-year period to the first put date, utilizing the effective interest method.

As of August 31, 2012, the remaining amortization period is approximately eight months assuming the redemption of the Convertible Senior Notes at the first purchase date of May 20, 2013. Based on a cash coupon interest rate of 4.0%, the Company recorded contractual interest expense of \$1,624 and \$4,872, respectively, during the three and nine months ended August 31, 2012, and \$1,624 and \$4,871, respectively, during the three and nine months ended August 31, 2011. Based on an effective rate of 8.0%, the Company recorded non-cash interest expense of \$1,335 and \$3,920, respectively, during the three and nine months ended August 31, 2012, and non-cash interest expense of \$1,234 and \$3,623, respectively, during the three and nine months ended August 31, 2011. As of both August 31, 2012 and November 30, 2011, the carrying value of the equity component of the Convertible Senior Notes, net of allocated issuance costs, was \$22,836.

The date of settlement of the Convertible Senior Notes is uncertain due to the various features of the Convertible Senior Notes including put and call elements. Because of the May 2013 put and call features, the Company has classified the Convertible Senior Notes as short term debt starting May 31, 2012 in the Consolidated Balance Sheets. The Company currently intends to settle the Convertible Senior Notes using cash at some future date, the Company maintains within its Amended and Restated U.S. Arrangement and Amended and Restated Revolver ongoing features that allow the Company to utilize cash from these facilities to cash settle the Convertible Senior Notes.



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## SYNEX CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

(currency and share amounts in thousands, except per share amounts)

(unaudited)

## NOTE 12—NET INCOME PER COMMON SHARE:

The following table sets forth the computation of basic and diluted net income per common share for the periods indicated:

	Three Months Ended		Nine Months Ended	
	August 31, 2012	August 31, 2011	August 31, 2012	August 31, 2011
Net income attributable to SYNEX Corporation	\$35,139	\$39,036	\$107,736	\$100,158
Weighted-average common shares - basic	36,700	35,882	36,537	35,726
Effect of dilutive securities:				
Stock options, restricted stock awards and restricted stock units	574	712	617	803
Conversion spread of convertible debt	643	—	812	357
Weighted-average common shares - diluted	37,917	36,594	37,966	36,886
Net income per share attributable to SYNEX Corporation:				
Basic	\$0.96	\$1.09	\$2.95	\$2.80
Diluted	\$0.93	\$1.07	\$2.84	\$2.72

Options to purchase 13 and 7 shares of common stock during the three and nine months ended August 31, 2012, respectively, and 62 and 35 shares during the three and nine months ended August 31, 2011, respectively, have not been included in the computation of diluted net income per share as their effect would have been anti-dilutive.

## NOTE 13—SEGMENT INFORMATION:

## Operating segments

Operating segments are based on components of the Company that engage in business activity that earn revenue and incur expenses and (a) whose operating results are regularly reviewed by the chief operating decision maker to make decisions about resource allocation and performance and (b) for which discrete financial information is available.

The distribution services segment provides value-added services and distributes IT systems, peripherals, system components, software, networking equipment, consumer electronics ("CE") and complementary products and offers data center server and storage solutions. The distribution segment also provides contract assembly services.

The GBS services segment offers a range of BPO services to customers that include technical support, renewals management, lead management, direct sales, customer service, back office processing and information technology outsourcing ("ITO"). Many of these services are delivered and supported on the proprietary software platforms that the Company has developed to provide additional value to its customers.

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## SYNEX CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

(currency and share amounts in thousands, except per share amounts)

(unaudited)

Summarized financial information related to the Company's reportable business segments for the three and nine months ended August 31, 2012 and 2011 is shown below:

	Distribution	GBS	Inter-Segment Elimination	Consolidated
Three months ended August 31, 2012				
Revenue	\$2,535,991	\$49,729	\$ (8,772 )	\$2,576,948
Income from operations before non-operating items, income taxes and noncontrolling interest	52,627	4,581	(157 )	57,051
Three months ended August 31, 2011				
Revenue	2,538,792	40,480	(7,139 )	2,572,133
Income from operations before non-operating items, income taxes and noncontrolling interest	58,592	7,926	—	66,518
Nine months ended August 31, 2012				
Revenue	\$7,402,218	\$142,505	\$ (24,282 )	\$7,520,441
Income from operations before non-operating items, income taxes and noncontrolling interest	171,379	9,151	(170 )	180,360
Nine months ended August 31, 2011				
Revenue	7,471,196	118,470	(20,797 )	7,568,869
Income from operations before non-operating items, income taxes and noncontrolling interest	156,266	15,265	—	171,531
Total assets as of August 31, 2012				
	\$2,627,355	\$306,703	\$ (202,237 )	\$2,731,821
Total assets as of November 30, 2011				
	2,737,600	295,600	(199,905 )	2,833,295

The inter-segment elimination relates to the inter-segment, back office support services provided by the GBS segment to the distribution segment, elimination of inter-segment profit, inter-segment investments and inter-segment receivables.

## Segment by geography

The Company primarily operates in North America. The United States and Canada are included in the "North America" operations. China, India, Japan and the Philippines are included in "Asia-Pacific" operations and Costa Rica, Hungary, Mexico, Nicaragua and the UK are included in "Other" operations. The revenues attributable to countries are based on geography of entities from where the products are distributed or services are provided. Long-lived assets include "Property and equipment, net" and certain "Other assets." Shown below is summarized financial information related to the geographic areas in which the Company operated during the three and nine months ended August 31, 2012 and 2011:

	Three Months Ended		Nine Months Ended	
	August 31, 2012	August 31, 2011	August 31, 2012	August 31, 2011
Revenue:				
North America	\$2,287,397	\$2,248,957	\$6,523,462	\$6,526,172
Asia-Pacific	272,933	312,759	944,010	962,477
Other	16,618	10,417	52,969	80,220
	\$2,576,948	\$2,572,133	\$7,520,441	\$7,568,869





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## SYNEX CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

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(unaudited)

	As of	
	August 31, 2012	November 30, 2011
Long-lived assets:		
North America	\$ 106,246	\$ 105,318
Asia-Pacific	29,964	34,974
Other	20,901	22,313
	\$ 157,111	\$ 162,605

Revenue in the United States was approximately 76% and 73% of the total revenue for the three and nine months ended August 31, 2012, respectively, and 74% and 72% of the total revenue for the three and nine months ended August 31, 2011, respectively. Revenue in Canada was approximately 13% and 14% of total revenue for the three and nine months ended August 31, 2012, respectively, and 14% of total revenue for both the three and nine months ended August 31, 2011. Revenue in Japan was approximately 10% and 12% of the total revenue for the three and nine months ended August 31, 2012, respectively, and 12% the total revenue for both the three and nine months ended August 31, 2011.

Long-lived assets in the United States were approximately 55% and 52% of total long-lived assets as of August 31, 2012 and November 30, 2011, respectively. Long-lived assets in Canada were 12% of total long-lived assets as of both August 31, 2012 and November 30, 2011. Long-lived assets in Japan were approximately 8% and 12% of total long-lived assets as of August 31, 2012 and November 30, 2011, respectively.

**NOTE 14—RELATED PARTY TRANSACTIONS:**

The Company has a business relationship with MiTAC International Corporation (“MiTAC International”), a publicly-traded company in Taiwan that began in 1992 when it became its primary investor through its affiliates. As of August 31, 2012 and November 30, 2011, MiTAC International and its affiliates beneficially owned approximately 27% and 29%, respectively, of the Company’s common stock. In addition, Matthew Miao, the Company’s Chairman Emeritus of the Board of Directors, is the Chairman of MiTAC International and a director or officer of MiTAC International’s affiliates. As a result, MiTAC International generally has significant influence over the Company and over the outcome of all matters submitted to stockholders for consideration, including any merger or acquisition of the Company. Among other things, this could have the effect of delaying, deterring or preventing a change of control over the Company.

Until July 31, 2010, the Company worked with MiTAC International on OEM outsourcing and jointly marketed MiTAC International’s design and electronic manufacturing services and its contract assembly capabilities. This relationship enabled the Company to build relationships with MiTAC International’s customers. On July 31, 2010, MiTAC International purchased certain assets related to the Company’s contract assembly business, including inventory and customer contracts, primarily related to customers then being jointly serviced by MiTAC International and the Company. As part of this transaction, the Company provided MiTAC International certain transition services for the business for a monthly fee over a period of twelve months. The sales agreement also included earn-out and profit sharing provisions, which were based on operating performance metrics achieved over twelve to eighteen months from the closing date for the defined customers included in this transaction. During the three and nine months ended August 31, 2012, the Company recorded \$870 and \$2,742, respectively, for service fees earned and reimbursements for facilities and overhead costs. During the three and nine months ended August 31, 2011, the Company recorded \$1,266 and \$5,362, respectively, for service fees earned and reimbursements for facilities and overhead costs and the achieved earn-out condition.

The Company purchased inventories from MiTAC International and its affiliates totaling \$1,840 and \$2,819 during the three and nine months ended August 31, 2012, respectively, and \$540 and \$2,868 during the three and nine months ended August 31, 2011, respectively. The Company's sales to MiTAC International and its affiliates during the three and nine months ended August 31, 2012, totaled \$362 and \$2,585, respectively. The Company's sales to MiTAC International and its affiliates during the three and nine months ended August 31, 2011, totaled \$1,645 and \$2,726, respectively.

The Company's business relationship with MiTAC International has been informal and is not governed by long-term commitments or arrangements with respect to pricing terms, revenue or capacity commitments.

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## SYNEX CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

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(unaudited)

During the period of time that the Company worked with MiTAC International, the Company negotiated manufacturing, pricing and other material terms on a case-by-case basis with MiTAC International and its contract assembly customers for a given project. While MiTAC International is a related party and a controlling stockholder, the Company believes that the significant terms under its arrangements with MiTAC International, including pricing, will not materially differ from the terms it could have negotiated with unaffiliated third parties, and it has adopted a policy requiring that material transactions with MiTAC International or its related parties be approved by its Audit Committee, which is composed solely of independent directors. In addition, Matthew Miao's compensation is approved by the Nominating and Corporate Governance Committee, which is also composed solely of independent directors.

Beneficial ownership of the Company's common stock by MiTAC International

As noted above, MiTAC International and its affiliates in the aggregate beneficially owned approximately 27% of the Company's common stock as of August 31, 2012. These shares are owned by the following entities:

	As of August 31, 2012
MiTAC International <sup>(1)</sup>	5,908
Synnex Technology International Corp. <sup>(2)</sup>	4,283
Total	10,191

Shares are held via Silver Star Developments Ltd., a wholly-owned subsidiary of MiTAC International. Excludes (1) 591 shares (of which 381 shares are directly held and 210 shares are subject to exercisable options) held by Matthew Miao.

Synnex Technology International Corp. ("Synnex Technology International") is a separate entity from the Company and is a publicly-traded corporation in Taiwan. Shares are held via Peer Development Ltd., a wholly-owned subsidiary of Synnex Technology International. MiTAC International owns a noncontrolling interest of 8.7% in MiTAC Incorporated, a privately-held Taiwanese company, which in turn holds a noncontrolling interest of 13.7% in Synnex Technology International. Neither MiTAC International nor Mr. Miao is affiliated with any person(s), entity, or entities that hold a majority interest in MiTAC Incorporated.

Synnex Technology International is a publicly-traded corporation in Taiwan that currently provides distribution and fulfillment services to various markets in Asia and Australia, and is also a potential competitor of the Company.

Neither MiTAC International, nor Synnex Technology International is restricted from competing with the Company. Others

On August 31, 2010, the Company acquired a 33.3% noncontrolling interest in SB Pacific, which was recorded as an equity-method investment. The Company is not the primary beneficiary in SB Pacific. The controlling shareholder of SB Pacific is Robert Huang, who is the Company's founder and former Chairman. On April 1, 2012, the Company sold a portion of its ownership interest in SB Pacific back to SB Pacific and thus reduced its ownership interest from 33.3% to 19.7%. A gain of \$271 was recognized on the transaction representing the difference between the proceeds received and the carrying value of the investment. From April 1, 2012, the Company's investment in SB Pacific is accounted for as a cost-method investment and is included in "Other assets." The balances of the investment as of August 31, 2012 and November 30, 2011 were \$3,082 and \$5,950, respectively. The Company regards SB Pacific to be a variable interest entity and as of August 31, 2012, its maximum exposure to loss was limited to its investment of \$3,082. As of August 31, 2012, SB Pacific owned a 19.2% noncontrolling interest in Infotec Japan.

**NOTE 15—PENSION AND EMPLOYEE BENEFITS PLANS:**

The employees of SYNEX Infotec Corporation ("Infotec Japan") are covered by certain defined benefit pension plans, including a multi-employer pension plan. Full-time employees are eligible to participate in the plans on the first

day of February following their date of hire and are not required to contribute to the plans.

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## SYNNEX CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

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The components of net periodic pension costs pertaining to the Company's single employer benefit plan during the three and nine months ended August 31, 2012 and 2011 were as follows:

	Three Months Ended		Nine Months Ended	
	August 31, 2012	August 31, 2011	August 31, 2012	August 31, 2011
Service cost	\$216	\$180	\$585	\$524
Interest cost	56	47	152	136
Expected return on plan assets	(34	) (29	) (92	) (82
Net periodic pension costs	\$238	\$198	\$645	\$578

During the three and nine months ended August 31, 2012, the Company contributed \$204 and \$638 to the plan, respectively. During the three and nine months ended August 31, 2011, the Company contributed \$188 and \$544 to the plan, respectively.

## NOTE 16—EQUITY:

## Share repurchase program

In June 2011, the Board of Directors authorized a three-year \$65,000 share repurchase program. No purchases were made during the nine months ended August 31, 2012. As of November 30, 2011, the Company had purchased 62 shares for an aggregate cost of \$1,676, under the program. The share purchases were made on the open market and the shares repurchased by the Company are held in treasury for general corporate purposes.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

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## Changes in equity

A reconciliation of the changes in equity for the nine months ended August 31, 2012 and 2011 is presented below:

	Nine Months Ended August 31, 2012			Nine Months Ended August 31, 2011			
	Attributable to SYNEX Corporation	Attributable to Noncontrolling interest	Total Equity	Attributable to SYNEX Corporation	Attributable to Noncontrolling interest	Total Equity	
Beginning balance of equity:	\$1,158,379	\$ 10,079	\$ 1,168,458	\$992,670	\$ 157	\$ 992,827	
Issuance of common stock on exercise of options	7,789	96	7,885	6,039	—	6,039	
Issuance of common stock for employee stock purchase plan	1,026	—	1,026	802	—	802	
Tax benefit from exercise of non-qualified stock options	2,768	—	2,768	4,134	—	4,134	
Taxes paid for the settlement of equity awards	(295	) —	(295	) (3,155	) —	(3,155	)
Share-based compensation	6,250	6	6,256	5,869	—	5,869	
Capital contribution by noncontrolling interest	—	—	—	—	9,027	9,027	
Changes in ownership of noncontrolling interest	(2,364	) (4,147	) (6,511	) —	—	—	
Comprehensive income:							
Net income	107,736	1,074	108,810	100,158	194	100,352	
Other comprehensive income (loss):							
Changes in unrealized gain on available-for-sale securities	(420	) 64	(356	) 195	—	195	
Net unrealized components of defined benefit pension plans	126	(64	) 62	—	—	—	
Foreign currency translation adjustments	6,581	(306	) 6,275	11,479	798	12,277	

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Total other comprehensive income (loss)	6,287	(306	) 5,981	11,674	798	12,472
Total comprehensive income	114,023	768	114,791	111,832	992	112,824
Ending balance of equity:	\$1,287,576	\$ 6,802	\$ 1,294,378	\$1,118,191	\$ 10,176	\$ 1,128,367

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SYNEX CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS---(continued)

For the three and nine months ended August 31, 2012 and 2011

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(unaudited)

NOTE 17—COMMITMENTS AND CONTINGENCIES:

The Company was contingently liable as of August 31, 2012 under agreements to repurchase repossessed inventory acquired by Flooring Companies as a result of default on floor plan financing arrangements by the Company's customers. These arrangements are described in Note 9—Accounts Receivable Arrangements. Losses, if any, would be the difference between the repossession cost and the resale value of the inventory. There have been no repurchases through August 31, 2012 under these agreements and the Company is not aware of any pending customer defaults or repossession obligations. From time to time, the Company receives notices from third parties, including customers and suppliers, seeking indemnification, payment of money or other actions in connection with claims made against them. Also, the Company is involved in various bankruptcy preference actions where the Company was a supplier to the companies now in bankruptcy. In addition, the Company is subject to various other claims, both asserted and unasserted, that arise in the ordinary course of business. The Company is not currently involved in any material proceedings.

In December 2009, the Company sold China Civilink (Cayman), which operated in China as HiChina Web Solutions, to Alibaba.com Limited. In conjunction with this sale, the Company has recorded a contingent indemnification liability of \$4,122.

The Company does not believe that the above commitments and contingencies will have a material adverse effect on the Company's results of operations, financial position or cash flows.



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### ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements and related Notes included elsewhere in this Report.

When used in this Quarterly Report on Form 10-Q or the Report, the words "believes," "plans," "estimates," "anticipates," "expects," "intends," "allows," "can," "may," "designed," "will," and similar expressions are intended to identify forward-looking statements. These are statements that relate to future periods and include statements about our business model and our services, our market strategy, including expansion of our product lines, our infrastructure, anticipated benefits of our acquisitions, impact of MiTAC International Corporation, or MiTAC International, ownership interest in us, our revenue and operating results, our gross margins, competition with Synnex Technology International Corp., our future needs for additional financing, concentration of customers, our international operations, including our operations in Japan, expansion of our operations, our strategic acquisitions of businesses and assets, effects of future expansion of our operations, adequacy of our cash resources to meet our capital needs, cash held by our foreign subsidiaries, our convertible notes, including the settlement of our convertible notes, adequacy of our disclosure controls and procedures, pricing pressures, competition, impact of our accounting policies, our anti-dilution share repurchase program, and statements regarding our securitization programs and revolving credit lines. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, those risks discussed, as well as the seasonality of the buying patterns of our customers, concentration of sales to large customers, dependence upon and trends in capital spending budgets in the IT and consumer electronics, or CE, industries, fluctuations in general economic conditions and risks set forth under Part II, Item 1A, "Risk Factors." These forward-looking statements speak only as of the date hereof. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

#### Overview

We are a Fortune 500 corporation and a leading business process services company, servicing resellers, retailers and original equipment manufacturers, or OEMs, in multiple regions around the world. Our primary business process services are wholesale distribution and business process outsourcing, or BPO. We operate in two segments: distribution services and global business services, or GBS. Our distribution services segment provides value-added services and distributes information technology, or IT, systems, peripherals, system components, software, networking equipment, CE, and complementary products and also offers data center server and storage solutions. We also provide contract assembly services within our distribution segment. Our GBS segment offers a range of BPO services to customers that include technical support, renewals management, lead management, direct sales, customer service, back office processing and information technology outsourcing, or ITO. Many of these services are delivered and supported on the proprietary software platforms we have developed to provide additional value to our customers. We combine our core strengths in distribution with our BPO services to help our customers achieve greater efficiencies in time to market, cost minimization, real-time linkages in the supply chain and after-market product support. We distribute more than 25,000 technology products (as measured by active SKUs) from more than 200 IT, CE and OEM suppliers to more than 20,000 resellers, system integrators, and retailers throughout the United States, Canada, Japan and Mexico. As of August 31, 2012, we had over 10,000 full-time and temporary employees worldwide. From a geographic perspective, approximately 89% and 87% of our total revenue was from North America for the three and nine months ended August 31, 2012, respectively, and 87% and 86% for the three and nine months ended August 31, 2011, respectively.

In our distribution segment, we purchase IT systems, peripherals, system components, software, networking equipment, CE and complementary products from our primary suppliers such as Hewlett-Packard Company, or HP, Lenovo, Acer,



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Panasonic and Microsoft and sell them to our reseller and retail customers. We perform a similar function for our distribution of licensed software products. Our reseller customers include value-added resellers, or VARs, corporate resellers, government resellers, system integrators, direct marketers, and national and regional retailers. In our broadline distribution business, we add value-added service offerings in key vertical markets such as government and healthcare and we have specialized service offerings increasing efficiencies in areas like print management, renewals, networking and other services. In our GBS segment, our customers are primarily manufacturers of IT hardware and CE devices, developers of software, cloud service providers, and broadcast and social media.

### Critical Accounting Policies and Estimates

There have been no material changes in our critical accounting policies and estimates for the three and nine months ended August 31, 2012 from our disclosure in our Annual Report on Form 10-K for the fiscal year ended November 30, 2011. For more information on our critical accounting policies, please see the discussion in our Annual Report on Form 10-K for the fiscal year ended November 30, 2011.

### Recent Acquisitions and Divestitures

We seek to augment our services offering expansion with strategic acquisitions of businesses and assets that complement and expand our global BPO capabilities. We also divest businesses that we deem no longer strategic to our ongoing operations. Our historical acquisitions have brought us new reseller and retail customers, OEM suppliers, and product lines, have extended the geographic reach of our operations, particularly in targeted markets, and have diversified and expanded the services we provide to our OEM suppliers and customers. We account for acquisitions using the purchase method of accounting and include acquired entities within our Consolidated Financial Statements from the closing date of the acquisition.

#### Acquisitions during fiscal year 2011

On December 1, 2010, we acquired 70.0% of the capital stock of Marubeni Infotec Corporation, a subsidiary of Marubeni Corporation. SB Pacific Corporation Limited, or SB Pacific, our equity method investee at that time, acquired the remaining 30.0% noncontrolling interest. At the time of the acquisition, our total direct and indirect ownership of Marubeni Infotec Corporation was 80.0%. Marubeni Infotec Corporation, now known as SYNEX Infotec Corporation, or Infotec Japan, is a distributor of IT equipment, electronic components and software in Japan. This acquisition was in the distribution segment and enabled our expansion into Japan. The aggregate consideration for the transaction initially was JPY700.0 million, or approximately \$8.4 million, of which our direct share was \$5.9 million. In the first quarter of fiscal year 2012, the purchase price was reduced by JPY125.2 million. The purchase price as adjusted was JPY574.8 million or approximately \$6.9 million. On April 1, 2012, we purchased additional shares of Infotec Japan from SB Pacific resulting in an increase in our direct ownership interest in Infotec Japan from 70.0% to 81.0%. In April 2012, we reduced our ownership interest in SB Pacific from 33.3% to 19.7%; as a result, our total direct and indirect ownership interest in Infotec Japan increased from 80.0% to 84.7%.

The total net tangible liabilities in excess of net tangible assets acquired were \$19.2 million. We recorded \$26.1 million in goodwill and intangibles.

Infotec Japan has arrangements with various banks and financial institutions for the sale and financing of approved accounts receivable and notes receivable. The amounts outstanding under these arrangements that were sold, but not yet collected as of August 31, 2012 and November 30, 2011 were \$12.6 million and \$11.0 million, respectively. During fiscal year 2011, we acquired certain businesses of e4e, Inc., or e4e, 100% of the stock of the global email company limited, or gem, and certain assets of VisionMAX Solutions Inc., or VisionMAX, for an aggregate purchase price of \$43.3 million. The acquisitions were integrated into our GBS segment and brought additional BPO scale, complemented our service offerings in social media and cloud computing and expanded our customer base and geographic presence. The net tangible assets acquired were \$10.2 million and we recorded \$33.2 million in goodwill and intangibles on finalization of purchase price allocation.

With the exception of Infotec Japan, the above acquisitions in fiscal year 2011, individually and in the aggregate, did not meet the conditions of a material business combination and were not subject to the disclosure requirements of accounting guidance for business combinations utilizing the purchase method of accounting.



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## Results of Operations

The following table sets forth, for the indicated periods, data as percentages of revenue:

Statements of Operations Data:	Three Months Ended		Nine Months Ended			
	August 31, 2012	August 31, 2011	August 31, 2012	August 31, 2011	August 31, 2012	August 31, 2011
Revenue	100.00	% 100.00	% 100.00	% 100.00	% 100.00	% 100.00
Cost of revenue	(94.10	) (94.02	) (93.65	) (94.15	)	)
Gross profit	5.90	5.98	6.35	5.85		
Selling, general and administrative expenses	(3.69	) (3.39	) (3.95	) (3.58	)	)
Income from operations before non-operating items, income taxes and noncontrolling interest	2.21	2.59	2.40	2.27		
Interest expense and finance charges, net	(0.23	) (0.25	) (0.23	) (0.26	)	)
Other income (expense), net	0.04	(0.05	) 0.03	0.00		
Income from operations before income taxes and noncontrolling interest	2.02	2.29	2.20	2.01		
Provision for income taxes	(0.67	) (0.76	) (0.75	) (0.69	)	)
Net income	1.35	1.53	1.45	1.32		
Net (income) loss attributable to noncontrolling interest	0.01	(0.01	) (0.02	) 0.00		
Net income attributable to SYNEX Corporation	1.36	% 1.52	% 1.43	% 1.32	%	%

Three and Nine Months Ended August 31, 2012 and 2011

## Revenue

	Three Months Ended			Nine Months Ended		
	August 31, 2012	August 31, 2011	Percent Change	August 31, 2012	August 31, 2011	Percent Change
	(in thousands)			(in thousands)		
Revenue	\$2,576,948	\$2,572,133	0.2 %	\$7,520,441	\$7,568,869	(0.6) %
Distribution revenue	2,535,991	2,538,792	(0.1) %	7,402,218	7,471,196	(0.9) %
GBS revenue	49,729	40,480	22.8 %	142,505	118,470	20.3 %
Inter-segment elimination	(8,772	) (7,139	) 22.9 %	(24,282	) (20,797	) 16.8 %

In our distribution segment, we sell in excess of 25,000 technology products (as measured by active SKUs) from more than 200 IT, CE and OEM suppliers to more than 20,000 resellers. The prices of our products are highly dependent on the volumes purchased within a product category. The products we sell from one period to the next are often not comparable because of rapid changes in product models and features. The revenue generated in our GBS segment relates to BPO services such as technical support, renewals management, lead management, direct sales, customer service, back office processing and ITO. The inter-segment elimination relates to the inter-segment, back office support services provided by our GBS segment to our distribution segment. Third-party GBS revenue can be derived by netting the inter-segment eliminations into GBS revenue. The GBS programs and customer service requirements change frequently from one period to the next and are often not comparable.

During the three months ended August 31, 2012, our revenue in the distribution segment slightly decreased compared to the three months ended August 31, 2011 primarily due to the effects of transitioning of a certain customer contract from a traditional full service distribution relationship that had existed to a fee-for-service basis starting in the fourth quarter of fiscal year 2011. The impact of this change resulted in approximately \$105.0 million lower revenue recorded during the three months ended August 31, 2012. In comparison to the three months ended August 31, 2011, our sales of system components increased by 12%, our sales of software decreased by 21% and our sales of peripherals, systems and networking equipment each decreased by 2%. The changes to the product categories were primarily due to the change in the customer contract to a fee-for-service basis. Compared to the prior year period, our distribution revenue decreased by 1% due to the impact of movements in foreign exchange rates.

During the nine months ended August 31, 2012, our revenue in the distribution segment decreased compared to the nine



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months ended August 31, 2011 primarily due to the effects of transitioning of a certain customer contract from a traditional full service distribution relationship that had existed to a fee-for-service basis starting in the fourth quarter of fiscal year 2011. The impact of this change resulted in approximately \$340.4 million lower revenue recorded during the nine months ended August 31, 2012. In comparison to the nine months ended August 31, 2011, our sales of systems components and systems increased by 10% and 6%, respectively, and our sales of software, peripherals and networking equipment decreased by 3%, 1% and 1%, respectively. The changes to the product categories were primarily due to the change in the customer contract to a fee-for-service basis.

Overall, the demand for IT products continued to be stable in North America while the demand for CE products was more challenging in North America and slower in Japan.

In our GBS segment, the increase in revenue in the three and nine months ended August 31, 2012 from the three and nine months ended August 31, 2011 was primarily due to revenue generated from acquisitions that occurred in the fourth quarter of fiscal year 2011, which accounted for approximately 75% of the year-over-year growth. In addition, we generated revenue from new customer accounts and increased revenue from our existing customer base.

**Gross Profit**

	Three Months Ended			Nine Months Ended		
	August 31, 2012 (in thousands)	August 31, 2011	Percent Change	August 31, 2012 (in thousands)	August 31, 2011	Percent Change
Gross profit	\$151,929	\$153,753	(1.2)%	\$477,637	\$442,657	7.9%
Percentage of revenue	5.90%	5.98%		6.35%	5.85%	

Our gross profit is affected by a variety of factors, including competition, average selling prices, mix of products and services we sell, our customers, our sources of revenue by segments, rebate and discount programs from our suppliers, freight costs, charges for inventory losses, acquisitions and divestitures of business units, fluctuations in revenue, and our mix of business including our GBS services.

Changes in our product mix and the competitive pricing environment for certain transactions in some markets resulted in lower gross margins in the three months ended August 31, 2012. In addition, our gross margins in the three months ended August 31, 2011 benefited from relatively higher vendor incentive rebates in our distribution segment as compared to the current quarter.

Our gross profit margin for the nine months ended August 31, 2012 was favorably impacted by supply-demand constraints of certain products, mostly in the fiscal first quarter of 2012, and lower inventory reserve requirements, partially offset by overall lower vendor incentive rebates as compared to the prior year period.

**Selling, General and Administrative Expenses**

	Three Months Ended			Nine Months Ended		
	August 31, 2012 (in thousands)	August 31, 2011	Percent Change	August 31, 2012 (in thousands)	August 31, 2011	Percent Change
Selling, general and administrative expenses	\$94,878	\$87,235	8.8%	\$297,277	\$271,126	9.6%
Percentage of revenue	3.69%	3.39%		3.95%	3.58%	

Approximately two-thirds of our selling, general and administrative expenses consist of personnel costs such as salaries, commissions, bonuses, share-based compensation, deferred compensation expense or income, and temporary personnel costs. Selling, general and administrative expenses also include costs of our facilities, utility expense, professional fees, depreciation expense on our capital equipment, bad debt expense, amortization expense on our intangible assets, and marketing expenses, offset in part by reimbursements from our OEM suppliers.

The selling, general and administrative expenses in the three months ended August 31, 2012 included \$3.1 million related to the operating expenses of our fourth quarter of fiscal year 2011 acquisitions. During the three months ended August 31, 2012 and 2011, we recognized a benefit of \$0.7 million and \$4.1 million, respectively, for changes in the fair value of contingent consideration pertaining to acquisitions in our GBS segment, which served to partially offset overall selling, general and administrative expenses. A \$4.9 million increase in personnel cost and operating overhead

cost, primarily due to investments in our businesses, and a \$1.7 million increase in deferred compensation expenses were offset in part by a decrease of \$4.1 million



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in the provision for doubtful accounts resulting from the improvement in overall aged outstanding receivables and a \$1.3 million benefit from fluctuation in foreign exchange rates compared to the prior year period.

The selling, general and administrative expenses in the nine months ended August 31, 2012 included \$9.0 million related to the operating expenses of our fourth quarter of fiscal year 2011 acquisitions. During the nine months ended August 31, 2012 and 2011, we recorded a benefit of \$0.7 million and \$5.4 million, respectively, for changes in the fair value of contingent consideration relating to our acquisitions in our GBS segment, which partially offset overall selling, general and administrative expenses. A \$14.2 million increase in personnel cost was the result of the investment in strategic investments in our business. Our deferred compensation expenses were higher by \$2.2 million in comparison to the prior year period. These increases were offset by a decrease of \$2.0 million in general operating expenses, a \$1.2 million decrease in provision for doubtful accounts resulting from the improvement in overall aged outstanding receivables and a \$0.6 million benefit from fluctuations in the foreign exchange rates.

## Income from Operations before Non-Operating Items, Income Taxes and Noncontrolling Interests

	Three Months Ended			Nine Months Ended				
	August 31, 2012 (in thousands)	August 31, 2011	Percent Change	August 31, 2012 (in thousands)	August 31, 2011	Percent Change		
Income from operations before non-operating items, income taxes and noncontrolling interest	\$57,051	\$66,518	(14.2 )%	\$180,360	\$171,531	5.1	%	
Percentage of total revenue	2.21	% 2.59	%	2.40	% 2.27	%		
Distribution income from operations before non-operating items, income taxes and noncontrolling interest	52,627	58,592	(10.2 )%	171,379	156,266	9.7	%	
Percentage of distribution revenue	2.08	% 2.31	%	2.32	% 2.09	%		
GBS income from operations before non-operating items, income taxes and noncontrolling interest	4,581	7,926	(42.2 )%	9,151	15,265	(40.1 )%		
Percentage of GBS revenue	9.21	% 19.58	%	6.42	% 12.89	%		
Inter-segment eliminations	(157)	—	—	(170)	—	—		

Our income from operations before non-operating items, income taxes and noncontrolling interest as a percentage of revenue in both the three and nine months ended August 31, 2012 was favorably impacted by the effects of transitioning of certain distribution customer revenue to a fee-for-service basis beginning from the fourth quarter of fiscal year 2011.

Our income from operations before non-operating items, income taxes and noncontrolling interest as a percentage of revenue in the three months ended August 31, 2012 was lower than the three months ended August 31, 2011 due to changes in our product mix, lower gross margins and higher selling, general and administrative expenses.

Our income from operations before non-operating items, income taxes and noncontrolling interest as a percentage of revenue in the nine months ended August 31, 2012 was higher than the nine months ended August 31, 2011 due to higher gross margins resulting from the supply-demand constraints of certain products in our distribution segment, partially offset by higher selling, general and administrative expenses. In addition, the results of the nine months ended August 31, 2011 also included acquisition and integration expenses in both segments.

## Interest Expense and Finance Charges, Net

	Three Months Ended			Nine Months Ended				
	August 31, 2012 (in thousands)	August 31, 2011	Percent Change	August 31, 2012 (in thousands)	August 31, 2011	Percent Change		

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Interest expense and finance charges, net	\$5,809	\$6,472	(10.2 )%	\$17,363	\$18,910	(8.2 )%
Percentage of revenue	0.23	% 0.25	%	0.23	% 0.26	%

Amounts recorded in interest expense and finance charges, net, consist primarily of interest expense paid on our lines of

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credit and other debt, fees associated with third party accounts receivable flooring arrangements, non-cash interest expense on our convertible debt and the sale or pledge of accounts receivable through our securitization facilities, offset by income earned on our cash investments and financing income from our multi-year contracts in our Mexico operation.

The decrease in interest expense and finance charges, net, during the three and nine months ended August 31, 2012 was due to lower average borrowings during the periods and higher interest income from our Mexico contracts as compared to the three and nine months ended August 31, 2011.

## Other Income (Expense), Net

	Three Months Ended			Nine Months Ended		
	August 31, 2012 (in thousands)	August 31, 2011	Percent Change	August 31, 2012 (in thousands)	August 31, 2011	Percent Change
Other income (expense), net	\$890	\$(1,214)	(173.3)%	\$2,607	\$(69)	(3,878.3)%
Percentage of revenue	0.04%	-0.05%		0.03%	0.00%	

Amounts recorded as other income, net include foreign currency transaction gains and losses, investment gains and losses (including those in our deferred compensation plan) and other non-operating gains and losses.

The increase in other income (expense), net during the three and nine months ended August 31, 2012 from the three and nine months ended August 31, 2011 was primarily due to earnings from our deferred compensation investments.

## Provision for Income Taxes

Income taxes consist of our current and deferred tax expense resulting from our income earned in domestic and foreign jurisdictions.

Our effective tax rate for the three months ended August 31, 2012 was 33.2% as compared to 33.4% for the three months ended August 31, 2011. Our effective tax rate for the nine months ended August 31, 2012 was 34.3% as compared to 34.2% for the nine months ended August 31, 2011. Our effective tax rate was impacted by changes in the mix of income in the different tax jurisdictions in which we operate. In addition, the effective tax rate for the three and nine months ended August 31, 2012 was favorably impacted by the \$1.0 million release of uncertain tax benefit reserves following the expiration of the statute of limitations.

Our future effective tax rates could be adversely affected by earnings being lower than anticipated in countries where we have lower statutory rates and earnings being higher than anticipated in countries where we have higher statutory rates, by changes in the valuations of our deferred tax assets or liabilities, or by changes or interpretations in tax laws, regulations or accounting principles. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes.

## Net (Income) Loss Attributable to Noncontrolling Interests

Net (income) loss attributable to noncontrolling interests represents the share of net income or loss attributable to others, which is recognized for the portion of subsidiaries' equity not owned by us. The noncontrolling interest primarily represents SB Pacific's ownership of Infotec Japan and has been reflected in the results of our distribution segment.

## Liquidity and Capital Resources

## Cash Flows

Our business is working capital intensive. Our working capital needs are primarily to finance accounts receivable and inventory. We rely heavily on debt, accounts receivable arrangements, our securitization programs and our revolver programs for our working capital needs.

We have financed our growth and cash needs to date primarily through working capital financing facilities, convertible debt, bank credit lines and cash generated from operations.

To increase our market share and better serve our customers, we may further expand our operations through investments or acquisitions. We expect that such expansion would require an initial investment in personnel, facilities and operations. These investments or acquisitions would likely be funded primarily by additional borrowings or issuing common stock or debt securities.

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Net cash provided by operating activities was \$218.6 million for the nine months ended August 31, 2012, primarily from our net income of \$108.8 million and the changes in our working capital. The changes in our working capital were due to the mix of cash collections from our accounts receivable and lower inventory purchases, offset in part by payments on our accounts payable balances. Net cash provided by operating activities for the nine months ended August 31, 2011 was \$116.0 million primarily from collections from our customers, our net income and lower inventory purchases.

Net cash used by investing activities for the nine months ended August 31, 2012 was \$3.5 million, which was due to \$11.5 million investment of equipment and leasehold improvements to support the growth in our distribution and GBS segments. This was offset by \$3.5 million received from divesting our ownership in SB Pacific from 33.3% to 19.7%, \$1.9 million received upon finalization of the purchase price of prior acquisitions, \$1.7 million received in net proceeds from our investments, and \$1.1 million collected from third-party loans. Net cash used in investing activities was \$74.3 million in the nine months ended August 31, 2011, which included \$38.4 million used for our acquisitions of Encover, Inc. and e4e. in our GBS segment and \$4.5 million used for the acquisition of Infotec Japan, net of cash acquired, in our distribution segment, offset by \$1.5 million collected from the sellers of Jack of All Games, Inc. upon the final settlement of the purchase price and \$1.0 million collected on our sale of certain assets of contract manufacturing business in the prior year to MiTAC International. Our capital expenditures during the period were \$21.3 million, which included our investment in equipment and infrastructure pertaining to our warehouses and logistics facilities. In addition, we invested \$4.8 million in SB Pacific, our equity-method investee. Our restricted cash increased by \$8.3 million primarily due to the timing of lockbox collections under our borrowing arrangements. Net cash used in financing activities for the nine months ended August 31, 2012 was \$108.1 million, consisting primarily of \$85.8 million net payments on our securitization arrangements, revolving lines of credit, and our term loans. The book overdraft was lower by \$26.5 million, due to timing of payments. The additional investment in Infotec Japan, our subsidiary, was \$6.1 million during the period and payment of acquisition related contingent considerations was \$1.1 million. These payments were offset in part by proceeds from the exercise of employee stock options, which were \$8.5 million during the period and by excess tax benefits from share-based compensation of \$2.8 million. Net cash used in financing activities during the nine months ended August 31, 2011 was \$43.0 million consisting primarily of \$71.9 million net payments on our securitization arrangements and our revolving lines of credit, offset by debt refinancing of Infotec Japan with a new credit facility. The book overdraft was higher by \$14.6 million. In addition, the capital contribution by SB Pacific was \$6.4 million and financing from the exercise of employee stock options was \$6.8 million, offset by taxes paid for net share settlement of equity awards of \$3.2 million.

We issued guarantees to certain vendors and lenders of our subsidiaries for trade credit lines and loans, to a certain customer's lenders and to certain acquirers of our divestitures to ensure compliance with subsidiary sales agreements, totaling \$269.7 million and \$238.7 million as of August 31, 2012 and November 30, 2011, respectively. We are obligated under these guarantees to pay amounts due should our subsidiaries or customer not pay valid amounts owed to their vendors or lenders or not comply with subsidiary sales agreements.

**Capital Resources**

Our cash and cash equivalents totaled \$173.0 million and \$67.6 million as of August 31, 2012 and November 30, 2011, respectively. Of our total cash and cash equivalents the cash held by our foreign subsidiaries was \$84.8 million and \$59.5 million as of August 31, 2012 and November 30, 2011, respectively. Repatriation of the cash held by our foreign subsidiaries would be subject to United States federal income taxes. Also, repatriation of some foreign balances is restricted by local laws. However, we have historically fully utilized and reinvested all foreign cash to fund our foreign operations and expansion. If in the future, our intentions change and we repatriate the cash back to the United States, we will report the expected impact of the applicable taxes depending upon the planned timing and manner of such repatriation. Presently, we believe we have sufficient resources, cash flow and liquidity within the United States to fund current and expected future working capital requirements.

We believe we will have sufficient resources to meet our present and future working capital requirements for the next twelve months, based on our financial strength and performance, existing sources of liquidity, available cash resources and funds available under our various borrowing arrangements.

In May 2008, we issued \$143.8 million of aggregate principal amount of our 4.0% Convertible Senior Notes due 2018, or the Convertible Senior Notes, in a private placement. However, under certain circumstances we may redeem the Convertible Senior Notes, in whole or in part, for cash on or after May 20, 2013, at a redemption price equal to 100% of the principal amount plus any accrued and unpaid interest. In addition, if certain triggering events are met, the Convertible Senior Notes can be converted into shares of common stock at any time before their maturity. Because we currently intend to settle the Convertible Senior Notes using cash at some future date, we maintain within our Amended and Restated U.S. Arrangement and the Amended and Restated Revolver ongoing features that allow us to utilize cash from these facilities to cash settle the

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Convertible Senior Notes. (See On-Balance Sheet Arrangements below). These borrowing arrangements are renewable on their expiration dates. We have no reason to believe that these arrangements will not be renewed as we continue to be in good credit standing with the participating financial institutions. We have had similar borrowing arrangements with various financial institutions throughout our years as a public company. We also retain the ability to issue equity securities and utilize the proceeds to cash-settle the Convertible Senior Notes. See Note 11—Convertible Debt.

On-Balance Sheet Arrangements

We primarily finance our United States operations with an accounts receivable securitization program, or the U.S. Arrangement. In November 2010, we amended and restated the U.S. Arrangement, or the Amended and Restated U.S. Arrangement, replacing the lenders and the lead agent. We can now pledge up to a maximum of \$400.0 million in United States trade accounts receivable, or the U.S. Receivables, as compared to a maximum of \$350.0 million under the previous U.S. Arrangement. The maturity date of the Amended and Restated U.S. Arrangement is November 12, 2013. The effective borrowing cost under the Amended and Restated U.S. Arrangement is a blend of the prevailing dealer commercial paper rates plus a program fee of 0.60% per annum based on the used portion of the commitment, and a facility fee of 0.60% per annum payable on the aggregate commitment of the lenders. Prior to the amendment, the effective borrowing cost was a blend of the prevailing dealer commercial paper rates, plus a program fee of 0.65% per annum based on the used portion of the commitment and a facility fee of 0.65% per annum payable on the aggregate commitment. There was no balance outstanding under the Amended and Restated U.S. Arrangement as of August 31, 2012. As of November 30, 2011, this balance was \$64.5 million.

Under the terms of the Amended and Restated U.S. Arrangement, we sell, on a revolving basis, our U.S. Receivables to a wholly-owned, bankruptcy-remote subsidiary. The borrowings are funded by pledging all of the rights, title and interest in and to the U.S. Receivables as security. Any borrowings under the Amended and Restated U.S.

Arrangement are recorded as debt on our Consolidated Balance Sheets. As is customary in trade accounts receivable securitization arrangements, a credit rating agency's downgrade of the third party issuer of commercial paper or of a back-up liquidity provider (which provides a source of funding if the commercial paper market cannot be accessed) could result in an increase in our cost of borrowing or loss of our financing capacity under these programs if the commercial paper issuer or liquidity back-up provider is not replaced. Loss of such financing capacity could have a material adverse effect on our financial condition and results of operations.

We have a senior secured revolving line of credit arrangement, or the Revolver, with a financial institution. In November 2010, we amended and restated the Revolver, or the Amended and Restated Revolver, to remove one of the lenders and increase the maximum commitment of the remaining lender from \$80.0 million to \$100.0 million. The Amended and Restated Revolver retains an accordion feature to increase the maximum commitment by an additional \$50.0 million to \$150.0 million at our request, in the event the current lender consents to such increase or another lender participates in the Amended and Restated Revolver. Interest on borrowings under the Amended and Restated Revolver is based on a base rate or London Interbank Offered Rate, or LIBOR, at our option. The margin on the LIBOR is determined in accordance with our fixed charge coverage ratio under the Amended and Restated Revolver and is currently 2.25%. Our base rate is determined based on the higher of (i) the financial institution's prime rate, (ii) the overnight federal funds rate plus 0.50% or (iii) one month LIBOR plus 1.00%. An unused line fee of 0.50% per annum is payable if the outstanding principal amount of the Amended and Restated Revolver is less than half of the lenders' commitments; however, that fee is reduced to 0.35% if the outstanding principal amount of the Amended and Restated Revolver is greater than half of the lenders' commitments. The Amended and Restated Revolver is secured by our inventory and other assets and expires in November 2013.

It would be an event of default under the Amended and Restated Revolver if (1) a lender under the Amended and Restated U.S. Arrangement declines to extend the maturity date at any point within sixty days prior to the maturity date of the Amended and Restated U.S. Arrangement, unless availability under the Amended and Restated Revolver exceeds \$60.0 million or we have a binding commitment in place to renew or replace the Amended and Restated U.S. Arrangement or (2) at least twenty days prior to the maturity date of the Amended and Restated U.S. Arrangement, we do not have in place a binding commitment to renew or replace the Amended and Restated U.S. Arrangement on substantially similar terms and conditions, unless we have no amounts outstanding under the Amended and Restated

Revolver at such time. There was no borrowing outstanding as of both August 31, 2012 and November 30, 2011. In February 2011, we entered into an arrangement with a financial institution to provide an unsecured revolving line of credit for general corporate purposes. The maximum commitment under the arrangement was \$25.0 million. The arrangement included an unused line fee of 0.50% per annum. Interest on borrowings under the line of credit was determined by either a base rate or the LIBOR, at our option. The arrangement was terminated in August 2012. There was no borrowing outstanding under this arrangement as of November 30, 2011. SYNEX Canada Limited, or SYNEX Canada, has a revolving line of credit arrangement with a financial institution for a maximum commitment of C\$125.0 million. In May 2012, SYNEX Canada completed the renewal of this arrangement, or the Renewed Canadian Revolving Arrangement. The Renewed Canadian Revolving Arrangement maximum commitment is



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C\$100.0 million and includes an accordion feature to increase the maximum commitment by an additional C\$25.0 million to C\$125.0 million, at SYNEX Canada's request. The Renewed Canadian Revolving Arrangement also provides a sublimit of \$5.0 million for the issuance of standby letters of credit. As of August 31, 2012 and November 30, 2011, outstanding standby letters of credit totaled \$3.5 million and \$3.4 million, respectively. SYNEX Canada has granted a security interest in substantially all of its assets in favor of the lender under the Renewed Canadian Revolving Arrangement. In addition, we pledged our stock in SYNEX Canada as collateral for the Renewed Canadian Revolving Arrangement. The Renewed Canadian Revolving Arrangement expires in May 2017. The interest rate applicable under the Renewed Canadian Revolving Arrangement is equal to (i) the Canadian base rate plus a margin of 0.75% for a Base Rate Loan in Canadian Dollars; whereas before the renewal, it was a minimum rate of 2.50% plus a margin of 1.25% for a Base Rate Loan in Canadian Dollars, (ii) the US base rate plus a margin of 0.75% for a Base Rate Loan in U.S. Dollars; whereas before the renewal, it was a minimum rate of 3.25% plus a margin of 2.50% for a Base Rate Loan in U.S. Dollars, and (iii) the Bankers' Acceptance rate ("BA") plus a margin of 2.00% for a BA Rate Loan; whereas before the renewal, it was a minimum rate of 1.00% plus a margin of 2.75% for a BA Rate Loan. The Canadian base rate means the greater of a) the prime rate determined by a major Canadian financial institution and b) the one month Canadian Dealer Offered Rates or CDOR (the average rate applicable to Canadian dollar bankers' acceptances for the applicable period) plus 1.50%. The US base rate means the greater of a) a reference rate determined by a major Canadian financial institution for US dollar loans made to Canadian borrowers and b) the US federal funds rate plus 0.50%. After the renewal, a fee of 0.25% per annum is payable with respect to the unused portion of the commitment; whereas before the renewal, this fee was 0.375% per annum.

There was \$12.9 million balance outstanding under our Renewed Canadian Revolving Arrangement as of August 31, 2012. The balance outstanding under our Canadian Revolving Arrangement as of November 30, 2011 was \$27.3 million.

SYNEX Canada has a term loan associated with the purchase of its logistics facility in Guelph, Canada. The interest rate for the unpaid principal amount is a fixed rate of 5.374% per annum. The final maturity date for repayment of the unpaid principal is April 1, 2017. The balance outstanding on the term loan as of August 31, 2012 and November 30, 2011 was \$8.9 million and \$9.1 million, respectively.

Infotec Japan has a credit agreement with a group of financial institutions for a maximum commitment of JPY10.0 billion. The credit agreement is comprised of a JPY6.0 billion long-term loan and a JPY4.0 billion short-term revolving credit facility. The interest rate for the long-term and short-term loans is based on the Tokyo Interbank Offered Rate, or TIBOR, plus a margin of 2.25% per annum. The credit facility expires in November 2013. The long-term loan can be repaid at any time prior to maturity without penalty. We have issued a guarantee of JPY7.0 billion under this credit facility.

Infotec Japan has two term loans with financial institutions that consist of a short-term revolving credit facility of JPY 1.0 billion and a term loan of JPY70.0 million. As of November 30, 2011, Infotec Japan had a short-term loan of JPY1.0 billion, which was refinanced upon maturity for the same amount during the nine months ended August 31, 2012, with a new lender. The new loan is a one-year revolving credit facility of JPY1.0 billion, which expires in February 2013 and bears an interest rate that is based on TIBOR plus a margin of 1.75%. The term loan of JPY70.0 million expires in December 2012 and bears a fixed interest rate of 1.50%. As of August 31, 2012 and November 30, 2011, the balances outstanding under these lines were \$13.7 million and \$15.1 million, respectively.

In addition, as of August 31, 2012 and November 30, 2011, Infotec Japan had \$0.2 million and \$0.5 million, respectively, outstanding under arrangements with various banks and financial institutions for the sale and financing of approved accounts receivable and notes receivable with recourse provisions to Infotec Japan.

As of August 31, 2012 and November 30, 2011, we had capital lease obligations of \$1.1 million and \$1.5 million, respectively, primarily pertaining to Infotec Japan.

#### Covenants Compliance

In relation to our Amended and Restated U.S. Arrangement, the Amended and Restated Revolver, the Infotec Japan credit facility and the Renewed Canadian Revolving Arrangement, we have a number of covenants and restrictions that, among other things, require us to comply with certain financial and other covenants. These covenants require us

to maintain specified financial ratios and satisfy certain financial condition tests, including minimum net worth and fixed charge coverage ratios. They also limit our ability to incur additional debt, make or forgive intercompany loans, pay dividends and make other types of distributions, make certain acquisitions, repurchase our stock, create liens, cancel debt owed to us, enter into agreements with affiliates, modify the nature of our business, enter into sale-leaseback transactions, make certain investments, enter into new real estate leases, transfer and sell assets, cancel or terminate any material contracts and merge or consolidate. The covenants also limit our ability to pay cash upon conversion, redemption or repurchase of the Convertible Senior Notes, subject to certain liquidity tests. As of August 31, 2012, we were in compliance with all material covenants for the above arrangements.

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## Convertible Debt

In May 2008, we issued \$143.8 million of aggregate principal amount of our 4.0% Convertible Senior Notes due 2018, or the Convertible Senior Notes, in a private placement. The Convertible Senior Notes have a cash coupon interest rate of 4.0% per annum. Interest on the Convertible Senior Notes is payable in cash semi-annually in arrears on May 15 and November 15 of each year and commenced on November 15, 2008. In addition, we will pay contingent interest in respect of any six-month period from May 15 to November 14 or from November 15 to May 14, with the initial six-month period commencing May 15, 2013, if the trading price of the Convertible Senior Notes for each of the ten trading days immediately preceding the first day of the applicable six-month period equals 120% or more of the principal amount of the Convertible Senior Notes. During any interest period when contingent interest is payable, the contingent interest payable per Convertible Senior Note is equal to 0.55% of the average trading price of the Convertible Senior Notes during the ten trading days immediately preceding the first day of the applicable six-month interest period. The Convertible Senior Notes mature on May 15, 2018, subject to earlier redemption, repurchase or conversion.

Holders may convert their Convertible Senior Notes at their option at any time prior to the close of business on the business day immediately preceding the maturity date for such Convertible Senior Notes under the following circumstances: (1) during any fiscal quarter after the fiscal quarter ended August 31, 2008 (and only during such fiscal quarter), if the last reported sale price of our common stock for at least twenty trading days in the period of thirty consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter is equal to or more than 130% of the conversion price of the Convertible Senior Notes on the last day of such preceding fiscal quarter; (2) during the five business-day period after any five consecutive trading-day period, or the Measurement Period, in which the trading price per \$1,000 principal amount of the Convertible Senior Notes for each day of that Measurement Period was less than 98% of the product of the last reported sale price of the common stock and the conversion rate of the Convertible Senior Notes on each such day; (3) if we have called the particular Convertible Senior Notes for redemption, until the close of business on the business day prior to the redemption date; or (4) upon the occurrence of certain corporate transactions. These contingencies were not triggered as of August 31, 2012. In addition, holders may also convert their Convertible Senior Notes at their option at any time beginning on November 15, 2017, and ending at the close of business on the business day immediately preceding the maturity date for the Convertible Senior Notes, without regard to the foregoing circumstances. Upon conversion, we will pay or deliver, as the case may be, cash, shares of the common stock or a combination thereof at our election. The initial conversion rate for the Convertible Senior Notes is 33.9945 shares of common stock per \$1,000 principal amount of Convertible Senior Notes, equivalent to an initial conversion price of \$29.42 per share of common stock. Such conversion rate will be subject to adjustment in certain events but will not be adjusted for accrued interest, including any additional interest and any contingent interest. We may enter into convertible hedge arrangements to hedge the in-the-money feature of the Convertible Senior Notes to counter the potential share dilution.

We may not redeem the Convertible Senior Notes prior to May 20, 2013. We may redeem the Convertible Senior Notes, in whole or in part, for cash on or after May 20, 2013, at a redemption price equal to 100% of the principal amount of the Convertible Senior Notes to be redeemed, plus any accrued and unpaid interest (including any additional interest and any contingent interest) up to, but excluding, the redemption date. As of August 31, 2012, the Convertible Senior Notes were classified as current debt on the Consolidated Balance Sheets. Also, the Convertible Senior Notes contain various features which under certain circumstances could allow the holders to convert the Convertible Senior Notes into shares before their ten-year maturity. Further, the date of settlement of the Convertible Senior Notes is uncertain due to various features including put and call elements occur in May, 2013.

Holders may require us to repurchase all or a portion of their Convertible Senior Notes for cash on May 15, 2013 at a purchase price equal to 100% of the principal amount of the Convertible Senior Notes to be repurchased, plus any accrued and unpaid interest up to (including any additional interest and any contingent interest), but excluding, the repurchase date. Accordingly, the Convertible Senior Notes have been classified as a current obligation as of August 31, 2012 on the Consolidated Balance Sheets. If we undergo a fundamental change, holders may require us to purchase all or a portion of their Convertible Senior Notes for cash at a price equal to 100% of the principal amount of the Convertible Senior Notes to be purchased, plus any accrued and unpaid interest up to (including any additional

interest and any contingent interest), but excluding, the fundamental change repurchase date.

The Convertible Senior Notes are our senior unsecured obligations and rank equally in right of payment with other senior unsecured debt and rank senior to subordinated debt, if any. The Convertible Senior Notes effectively rank junior to any of our secured indebtedness to the extent of the assets securing such indebtedness. The Convertible Senior Notes are also structurally subordinated in right of payment to all indebtedness and other liabilities and commitments (including trade payables) of our subsidiaries. The net proceeds from the Convertible Senior Notes were used for general corporate purposes and to reduce outstanding balances under the U.S. Arrangement and the Revolver. The Convertible Senior Notes are governed by an indenture, dated as of May 12, 2008, between U.S. Bank National Association, as trustee, and us, which contains customary events of default.

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The Convertible Senior Notes as hybrid instruments are accounted for as convertible debt and are recorded at carrying value. The right of the holders of the Convertible Senior Notes to require us to repurchase the Convertible Senior Notes in the event of a fundamental change and the contingent interest feature would require separate measurement from the Convertible Senior Notes; however, the amount is insignificant. The additional shares issuable following certain corporate transactions do not require bifurcation and separate measurement from the Convertible Senior Notes. In accordance with the provisions of the standards for accounting for convertible debt, we recognized both a liability and an equity component of the Convertible Senior Notes in a manner that reflects our non-convertible debt borrowing rate at the date of issuance of 8.0%. The value assigned to the debt component, which is the estimated fair value, as of the issuance date, of a similar note without the conversion feature, was determined to be \$120.3 million. The difference between the Convertible Senior Note cash proceeds and this estimated fair value was estimated to be \$23.4 million and was retroactively recorded as a debt discount and will be amortized to interest expense and finance charges, net over the five-year period to the first put date, utilizing the effective interest method.

As of August 31, 2012, the remaining amortization period is approximately eight months assuming the redemption of the Convertible Senior Notes at the first purchase date of May 20, 2013. Based on a cash coupon interest rate of 4.0%, we recorded contractual interest expense of \$1.6 million and \$4.9 million, respectively, during the three and nine months ended August 31, 2012 and \$1.6 million and \$4.9 million, respectively, during the three and nine months ended August 31, 2011. Based on an effective rate of 8.0%, we recorded non-cash interest expense of \$1.3 million and \$3.9 million, respectively, during the three and nine months ended August 31, 2012, and non-cash interest expense of \$1.2 million and \$3.6 million, respectively, during the three and nine months ended August 31, 2011. As of both August 31, 2012 and November 30, 2011, the carrying value of the equity component of the Convertible Senior Notes, net of allocated issuance costs, was \$22.8 million.

The date of settlement of the Convertible Senior Notes is uncertain due to the various features of the Convertible Senior Notes including put and call elements. Because of the May 2013 put and call features, we have classified this Convertible Senior Notes as short term debt starting May 31, 2012 in the Consolidated Balance Sheets.

We currently intend to settle the Convertible Senior Notes using cash at some future date, we maintain within our Amended and Restated U.S. Arrangement and Amended and Restated Revolver ongoing features that allow us to utilize cash from these facilities to cash settle the Convertible Senior Notes.

Related Party Transactions

We have a business relationship with MiTAC International Corporation, or MiTAC International, a publicly-traded company in Taiwan that began in 1992 when it became our primary investor through its affiliates. As of August 31, 2012 and November 30, 2011, MiTAC International and its affiliates beneficially owned approximately 27% and 29%, respectively, of our common stock. In addition, Matthew Miao, our Chairman Emeritus of the Board of Directors, is the Chairman of MiTAC International and a director or officer of MiTAC International's affiliates. As a result, MiTAC International generally has significant influence over us and over the outcome of all matters submitted to stockholders for consideration, including any of our mergers or acquisitions. Among other things, this could have the effect of delaying, deterring or preventing a change of control over us.

Until July 31, 2010, we worked with MiTAC International on OEM outsourcing and jointly marketed MiTAC International's design and electronic manufacturing services and its contract assembly capabilities. This relationship enabled us to build relationships with MiTAC International's customers. On July 31, 2010, MiTAC International purchased certain assets related to our contract assembly business, including inventory and customer contracts, primarily related to customers then being jointly serviced by MiTAC International and us. As part of this transaction, we provided MiTAC International certain transition services for the business for a monthly fee over a period of twelve months. The sales agreement also included earn-out and profit sharing provisions, which were based on operating performance metrics achieved over twelve to eighteen months from the closing date for the defined customers included in this transaction. During the three and nine months ended August 31, 2012, we recorded \$0.9 million and \$2.7 million, respectively, for service fees earned and reimbursements for facilities and overhead costs. During the three and nine months ended August 31, 2011, we recorded \$1.3 million and \$5.4 million, respectively, for service fees earned and reimbursements for facilities and overhead costs and the achieved earn-out condition.

We purchased inventories from MiTAC International and its affiliates totaling \$1.8 million and \$2.8 million, respectively, during the three and nine months ended August 31, 2012. Our sales to MiTAC International and its affiliates during the three and nine months ended August 31, 2012 totaled \$0.4 million and \$2.6 million, respectively. We purchased inventories, from MiTAC International and its affiliates totaling \$0.5 million and \$2.9 million, respectively, during the three and nine months ended August 31, 2011. Our sales to MiTAC International and its affiliates during the three and nine months ended August 31, 2011 totaled \$1.6 million and \$2.7 million, respectively. Our business relationship with MiTAC International has been informal and is not governed by long-term commitments

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or arrangements with respect to pricing terms, revenue or capacity commitments.

During the period of time that we worked with MiTAC International, we negotiated manufacturing, pricing and other material terms on a case-by-case basis with MiTAC International and its contract assembly customers for a given project. While MiTAC International is a related party and a controlling stockholder, we believe that the significant terms under our arrangements with MiTAC International, including pricing, will not materially differ from the terms we could have negotiated with unaffiliated third parties, and we have adopted a policy requiring that material transactions with MiTAC International or its related parties be approved by our Audit Committee, which is composed solely of independent directors. In addition, Matthew Miao's compensation is approved by the Nominating and Corporate Governance Committee, which is also composed solely of independent directors. As MiTAC International's ownership interest in us decreases as a result of sales of our stock and additional dilution, its interest in the success of the business and operations may decrease as well.

#### Beneficial Ownership of Our Common Stock by MiTAC International

As noted above, MiTAC International and its affiliates in the aggregate beneficially owned approximately 27% of our common stock as of August 31, 2012. These shares are owned by the following entities:

	As of August 31, 2012 (shares in thousands)
MiTAC International <sup>(1)</sup>	5,908
Synnex Technology International Corp. <sup>(2)</sup>	4,283
Total	10,191

Shares are held via Silver Star Developments Ltd., a wholly-owned subsidiary of MiTAC International. Excludes (1) 591 thousand shares (of which 381 thousand shares are directly held and 210 thousand shares are subject to exercisable options) held by Matthew Miao.

Synnex Technology International Corp., or Synnex Technology International, is a separate entity from us and is a publicly-traded corporation in Taiwan. Shares are held via Peer Development Ltd., a wholly-owned subsidiary of Synnex Technology International. MiTAC International owns a noncontrolling interest of 8.7% in MiTAC Incorporated, a privately-held Taiwanese company, which in turn holds a noncontrolling interest of 13.7% in Synnex Technology International. Neither MiTAC International nor Mr. Miao is affiliated with any person(s), entity, or entities that hold a majority interest in MiTAC Incorporated.

While the ownership structure of MiTAC International and its affiliates is complex, it has not had a material adverse effect on our business in the past, and we do not expect it to do so in the future.

Synnex Technology International is a publicly-traded corporation in Taiwan that currently provides distribution and fulfillment services to various markets in Asia and Australia, and is also our potential competitor. Neither MiTAC International, nor Synnex Technology International is restricted from competing with us.

#### Others

On August 31, 2010, we acquired a 33.3% noncontrolling interest in SB Pacific, which was recorded as an equity-method investment. We are not the primary beneficiary in SB Pacific. The controlling shareholder of SB Pacific is Robert Huang, who is our founder and former Chairman. On April 1, 2012, we sold a portion of our ownership interest in SB Pacific back to SB Pacific and thus reduced our ownership interest from 33.3% to 19.7%. A gain of \$0.3 million was recognized on the transaction representing the difference between the proceeds received and the carrying value of the investment. From April 1, 2012, our investment in SB Pacific is accounted for as a cost-method investment and is included in "Other assets." The balances of our investment as of August 31, 2012 and November 30, 2011 were \$3.1 million and \$6.0 million, respectively. We regard SB Pacific to be a variable interest entity and as of August 31, 2012, our maximum exposure to loss was limited to our investment of \$3.1 million. As of August 31, 2012, SB Pacific owned a 19.2% noncontrolling interest in Infotec Japan.

#### Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board, or FASB, issued an accounting update that amends the presentation of comprehensive income in the financial statements. The new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. The accounting update will be applicable to us beginning in the first quarter of fiscal year 2013. We will update our presentation of comprehensive income to comply with the updated disclosure requirements in fiscal year 2013.

During fiscal year 2012, the following accounting standards are applicable:

In May 2011, the FASB issued an accounting update that amends existing guidance regarding fair value measurements



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and disclosure requirements. The amendments are effective during interim and annual periods beginning after December 15, 2011 and are to be applied prospectively. The accounting update was applicable to us beginning in the second quarter of fiscal year 2012. The application of this accounting update did not have any material impact on our Consolidated Financial Statement.

In September 2011, the FASB issued an accounting update that gives companies the option to make a qualitative evaluation about the likelihood of goodwill impairment. Companies will be required to perform the two-step impairment test only if they conclude that the fair value of a reporting unit is more likely than not, less than its carrying value. The accounting update is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. We will adopt the accounting update for our goodwill impairment test to be performed for the fiscal year ending November 30, 2012.

In September 2011, the FASB issued an accounting update that requires additional qualitative and quantitative disclosures by employers that participate in multi-employer pension plans. The amendments are effective for annual periods for the fiscal years ending after December 15, 2011, with early adoption permitted. We will adopt the new disclosure requirements in the fiscal year ending November 30, 2012. The application of this accounting update will not have a material impact on our financial statements.

**ITEM 3. Quantitative and Qualitative Disclosures about Market Risk**

There has been no material changes in our quantitative and qualitative disclosures about market risk for the three and nine months ended August 31, 2012 from our Annual Report on Form 10-K for the fiscal year ended November 30, 2011. For further discussion of quantitative and qualitative disclosures about market risk, reference is made to our Annual Report on Form 10-K for the fiscal year then ended.

**ITEM 4. Controls and Procedures**

(a) Evaluation of disclosure controls and procedures. We maintain “disclosure controls and procedures,” as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Our disclosure controls and procedures have been designed to meet reasonable assurance standards. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

(b) Changes in internal control over financial reporting. There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) identified in connection with management’s evaluation during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

ITEM 1A. Risk Factors

The following are certain risk factors that could affect our business, financial results and results of operations. These risk factors should be considered in connection with evaluating the forward-looking statements contained in this Quarterly Report on Form 10-Q because these factors could cause the actual results and conditions to differ materially from those projected in the forward-looking statements. Before you invest in our Company, you should know that making such an investment involves some risks, including the risks described below. The risks that have been highlighted here are not the only ones that we face. If any of the risks actually occur, our business, financial condition or results of operations could be negatively affected. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

Risks Related to Our Business

We anticipate that our revenue and operating results will fluctuate, which could adversely affect the enterprise value of our Company and our securities.

Our operating results have fluctuated and will fluctuate in the future as a result of many factors, including:

- general economic conditions and level of IT and CE spending;
- the loss or consolidation of one or more of our significant OEM suppliers or customers;
- market acceptance, product mix, quality, pricing, availability and useful life of our products;
- market acceptance, quality, pricing and availability of our services;
- competitive conditions in our industry;
- pricing, margin and other terms with our OEM suppliers;
- decline in inventory value as a result of product obsolescence and market acceptance;
- variations in our levels of excess inventory and doubtful accounts;
- changes in the terms of OEM supplier-inventory protections, such as price protection and return rights; and
- the impact of the business acquisitions and dispositions we make.

Although we attempt to control our expense levels, these levels are based, in part, on anticipated revenue. Therefore, we may not be able to control spending in a timely manner to compensate for any unexpected revenue shortfall.

Our operating results also are affected by the seasonality of the IT and CE products and services industry. We have historically experienced higher sales in our fourth fiscal quarter due to patterns in the capital budgeting, federal government spending and purchasing cycles of end-users. These patterns may not be repeated in subsequent periods. You should not rely on period-to-period comparisons of our operating results as an indication of future performance. The results of any quarterly period are not indicative of results to be expected for a full fiscal year. In future quarters, our operating results may be below our expectations or those of our public market analysts or investors, which would likely cause our share price to decline.

We depend on a small number of OEMs to supply the IT and CE products and services that we sell and the loss of, or a material change in, our business relationship with a major OEM supplier could adversely affect our business, financial position and operating results.

Our future success is highly dependent on our relationships with a small number of OEM suppliers. Sales of HP products and services represented approximately 38% and 36%, respectively, of our total revenue in the three and nine months ended August 31, 2012, and approximately 37% and 35%, respectively, of our total revenue in the three and nine months ended August 31, 2011. Our OEM supplier agreements typically are short-term and may be terminated without cause upon short notice. The loss or deterioration of our relationships with a major OEM supplier, the authorization by OEM suppliers of

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additional distributors, the sale of products by OEM suppliers directly to our reseller and retail customers and end-users, or our failure to establish relationships with new OEM suppliers or to expand the distribution and supply chain services that we provide OEM suppliers could adversely affect our business, financial position and operating results. For example in fiscal year 2008, International Business Machines Corporation, or IBM, terminated its approval to market IBM System X and related products and services. In addition, OEM suppliers may face liquidity or solvency issues that in turn could negatively affect our business and operating results.

Our business is also highly dependent on the terms provided by our OEM suppliers. Generally, each OEM supplier has the ability to change the terms and conditions of its distribution agreements, such as reducing the amount of price protection and return rights or reducing the level of purchase discounts, rebates and marketing programs available to us.

From time to time we may conduct business with a supplier without a formal agreement because the agreement has expired or otherwise terminated. In such case, we are subject to additional risk with respect to products, warranties and returns, and other terms and conditions. If we are unable to pass the impact of these changes through to our reseller and retail customers, our business, financial position and operating results could be adversely affected. Our gross margins are low, which magnifies the impact of variations in revenue, operating costs and bad debt on our operating results.

As a result of significant price competition in the IT and CE products and services industry, our gross margins are low, and we expect them to continue to be low in the future. Increased competition arising from industry consolidation and low demand for certain IT and CE products and services may hinder our ability to maintain or improve our gross margins. These low gross margins magnify the impact of variations in revenue, operating costs and bad debt on our operating results. A portion of our operating expense is relatively fixed, and planned expenditures are based in part on anticipated orders that are forecasted with limited visibility of future demand. As a result, we may not be able to reduce our operating expense as a percentage of revenue to mitigate any further reductions in gross margins in the future. If we cannot proportionately decrease our cost structure in response to competitive price pressures, our business and operating results could suffer.

We also receive purchase discounts and rebates from OEM suppliers based on various factors, including sales or purchase volume and breadth of customers. A decrease in net sales could negatively affect the level of volume rebates received from our OEM suppliers and thus, our gross margins. Because some rebates from OEM suppliers are based on percentage increases in sales of products, it may become more difficult for us to achieve the percentage growth in sales required for larger discounts due to the current size of our revenue base. A decrease or elimination of purchase discounts and rebates from our OEM suppliers would adversely affect our business and operating results.

Because we sell on a purchase order basis, we are subject to uncertainties and variability in demand by our reseller, retail and contract assembly services customers, which could decrease revenue and adversely affect our operating results.

We sell to our reseller, retail and contract assembly services customers on a purchase order basis, rather than pursuant to long-term contracts or contracts with minimum purchase requirements. Consequently, our sales are subject to demand variability by our reseller, retail and contract assembly services customers. The level and timing of orders placed by our customers vary for a variety of reasons, including seasonal buying by end-users, the introduction of new hardware and software technologies and general economic conditions. Customers submitting a purchase order may cancel, reduce or delay their orders. If we are unable to anticipate and respond to the demands of our reseller, retail and contract assembly services customers, we may lose customers because we have an inadequate supply of products, or we may have excess inventory, either of which could harm our business, financial position and operating results. The success of our contact center and renewals management business is subject to the terms and conditions of our customer contracts.

We provide contact center support services and renewals management services to our customers under contracts with provisions that could impact our profitability. Many of our contracts have short termination provisions that could cause fluctuations in our revenue and operating results from period to period. For example, some contracts have performance related bonus or penalty provisions, whereby we could receive a bonus if we satisfy certain performance levels or have to pay a penalty for failing to do so. The programs that we put in place for our customer products may

not be accepted by the market. In addition, with respect to our contact center business, our customers may not guarantee a minimum call volume; however, we hire employees based on anticipated average call volumes. The reduction of call volume, loss of any customers, payment of any penalties for failure to meet performance levels or inability to terminate any unprofitable contracts could have an adverse impact on our operations and financial results.

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Our renewals management business is subject to dynamic changes in the business model and competition, which in turn could cause our GBS operations to suffer.

The software and hardware renewals management and the customer management operations of our GBS segment represent emerging markets that are vulnerable to numerous changes that could cause a shift in the business and size of the market. For example, if software and hardware customers move to a utility or fee-for-service based business model, this business model change could significantly impact operations or cause a significant shift in the way business is currently conducted. If OEMs place more focus in this area and internalize these operations, then this could also cause a significant reduction in the size of the available market for third party service providers. Similarly, if competitors offer their services at below market margin rates to “buy” business, or use other lines of business to subsidize the renewals management business, then this could cause a significant reduction in the size of the available market. In addition, if a cloud-based solution or some other technology were introduced, this new technology could cause an adverse shift in the way our renewals management operations are conducted or decrease the size of the available market.

We are subject to the risk that our inventory value may decline, and protective terms under our OEM supplier agreements may not adequately cover the decline in value, which in turn may harm our business, financial position and operating results.

The IT and CE products industry is subject to rapid technological change, new and enhanced product specification requirements, and evolving industry standards. These changes may cause inventory on hand to decline substantially in value or to rapidly become obsolete. Most of our OEM suppliers offer limited protection from the loss in value of inventory. For example, we can receive a credit from many OEM suppliers for products held in inventory in the event of a supplier price reduction. In addition, we have a limited right to return a certain percentage of purchases to most OEM suppliers. These policies are often subject to time restrictions and do not protect us in all cases from declines in inventory value. In addition, our OEM suppliers may become unable or unwilling to fulfill their protection obligations to us. The decrease or elimination of price protection or the inability of our OEM suppliers to fulfill their protection obligations could lower our gross margins and cause us to record inventory write-downs. If we are unable to manage our inventory with our OEM suppliers with a high degree of precision, we may have insufficient product supplies or we may have excess inventory, resulting in inventory write-downs, either of which could harm our business, financial position and operating results.

We depend on OEM suppliers to maintain an adequate supply of products to fulfill customer orders on a timely basis, and any supply shortages or delays could cause us to be unable to timely fulfill orders, which in turn could harm our business, financial position and operating results.

Our ability to obtain particular products in the required quantities and to fulfill reseller and retail customer orders on a timely basis is critical to our success. In most cases, we have no guaranteed price or delivery agreements with our OEM suppliers. We occasionally experience a supply shortage of certain products as a result of strong demand or problems experienced by our OEM suppliers. For example, in fiscal year 2011, we experienced shortage in hard drives from OEM suppliers in Thailand due to floods. If shortages or delays persist, the price of those products may increase, or the products may not be available at all. In addition, our OEM suppliers may decide to distribute, or to substantially increase their existing distribution business, through other distributors, their own dealer networks, or directly to resellers, retailers or end-users. Accordingly, if we are not able to secure and maintain an adequate supply of products to fulfill our reseller and retail customer orders on a timely basis, our business, financial position and operating results could be adversely affected.

The market for our video game titles and video game hardware is characterized by short product life cycles. Increased competition for limited shelf space, decreased promotional support from resellers or retailers or increased popularity of downloadable or online games could adversely impact our revenue.

The market for video games is characterized by short product life cycles and frequent introductions of new products. The life cycle of a video game generally involves a relatively high level of sales during the first few months after introduction followed by a rapid decline in sales and may result in product obsolescence. Therefore, the markets in which we compete frequently introduce new products. As a result, competition is intense for resellers’ and retailers’ limited shelf space and promotions. If our vendors’ new products are not introduced in a timely manner or do not

achieve significant market acceptance, we may not generate sufficient sales or profitability. Further, if we are unable to successfully compete for resellers' or retailers' space and promotional resources, this could negatively impact market acceptance of our products and negatively impact our business and operating results.

In addition to competing with video game manufacturers, we compete with downloadable and online gaming providers and used video game resellers. The popularity of downloadable and online games has increased and continued increases in downloadable and online gaming may result in a reduced level of over-the-counter retail video games sales. In addition, certain

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of our video game reseller and retail customers sell used video games that are generally priced lower than new video games, which could result in an increase in pricing pressure. If such customers increase their mix of sales of used video games relative to new video games, it could negatively impact our sales of new video games.

Because we conduct substantial operations in China, risks associated with economic, political and social events in China could negatively affect our business and operating results.

A substantial portion of our IT systems operations, including our IT systems support and software development operations, is located in China. In addition, we also conduct general and administrative activities from our facility in China. As of August 31, 2012, we had over 1,000 support personnel located in China.

Our operations in China are subject to a number of risks relating to China's economic and political systems, including:

- government controlled foreign exchange rate and limitations on the convertibility of the Chinese Renminbi;
- extensive government regulation;
- changing governmental policies relating to tax benefits available to foreign-owned businesses;
- the telecommunications infrastructure;
- a relatively uncertain legal system; and
- uncertainties related to continued economic and social reform.

Our IT systems are an important part of our global operations. Any significant interruption in service, whether resulting from any of the above uncertainties, natural disasters or otherwise, could result in delays in our inventory purchasing, errors in order fulfillment, reduced levels of customer service and other disruptions in operations, any of which could cause our business and operating results to suffer.

We may have higher than anticipated tax liabilities.

We conduct business globally and file income tax returns in various tax jurisdictions. Our effective tax rate could be adversely affected by several factors, many of which are outside of our control, including:

- changes in income before taxes in various jurisdictions in which we operate that have differing statutory tax rates;
- changing tax laws, regulations, and/or interpretations of such tax laws in multiple jurisdictions;
- effect of tax rate on accounting for acquisitions and dispositions;
- issues arising from tax audit or examinations and any related interest or penalties; and
- uncertainty in obtaining tax holiday extensions or expiration or loss of tax holidays in various jurisdictions.

We report our results of operations based on our determination of the amount of taxes owed in various tax jurisdictions in which we operate. The determination of our worldwide provision for income taxes and other tax liabilities requires estimation, judgment and calculations where the ultimate tax determination may not be certain. Our determination of tax liability is always subject to review or examination by tax authorities in various tax jurisdictions. Any adverse outcome of such review or examination could have a negative impact on our operating results and financial condition. The results from various tax examinations and audit may differ from the liabilities recorded in our financial statements and could adversely affect our financial results and cash flows.

We have pursued and intend to continue to pursue strategic acquisitions or investments in new markets and may encounter risks associated with these activities, which could harm our business and operating results.

We have in the past pursued and in the future expect to pursue acquisitions of, or investments in, businesses and assets in new markets, either within or outside the IT and CE products and services industry, that complement or expand our existing business. Our acquisition strategy involves a number of risks, including:

- difficulty in successfully integrating acquired operations, IT systems, customers, and OEM supplier relationships, products and services and businesses with our operations;

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• loss of key employees of acquired operations or inability to hire key employees necessary for our expansion;  
• diversion of our capital and management attention away from other business issues;  
• increase in our expenses and working capital requirements;  
• in the case of acquisitions that we may make outside of the United States, difficulty in operating in foreign countries and over significant geographical distances; and  
• other financial risks, such as potential liabilities of the businesses we acquire.

We may incur additional costs and consolidate certain redundant expenses in connection with our acquisitions and investments, which may have an adverse impact on our operating margins. Future acquisitions may result in dilutive issuances of equity securities, the incurrence of additional debt, large write-offs, a decrease in future profitability, or future losses. The incurrence of debt in connection with any future acquisitions could restrict our ability to obtain working capital or other financing necessary to operate our business. Our recent and future acquisitions or investments may not be successful, and if we fail to realize the anticipated benefits of these acquisitions or investments, our business and operating results could be harmed.

Because of the capital-intensive nature of our business, we need continued access to capital, which if not available to us or if not available on favorable terms, could harm our ability to operate or expand our business.

Our business requires significant levels of capital to finance accounts receivable and product inventory that is not financed by trade creditors. If cash from available sources is insufficient, proceeds from our accounts receivable securitization and revolving credit programs are limited or cash is used for unanticipated needs, we may require additional capital sooner than anticipated.

In the event we are required, or elect, to raise additional funds, we may be unable to do so on favorable terms, or at all, and may incur expenses in raising the additional funds. Our current and future indebtedness could adversely affect our operating results and severely limit our ability to plan for, or react to, changes in our business or industry. We could also be limited by financial and other restrictive covenants in securitization or credit arrangements, including limitations on our borrowing of additional funds and issuing dividends. Furthermore, the cost of securitization or debt financing could significantly increase in the future, making it cost prohibitive to securitize our accounts receivable or borrow, which could force us to issue new equity securities. If we issue new equity securities, existing stockholders may experience dilution, or the new equity securities may have rights, preferences or privileges senior to those of existing holders of common stock. If we cannot raise funds on acceptable terms, we may not be able to take advantage of future opportunities or respond to competitive pressures or unanticipated requirements. Any inability to raise additional capital when required could have an adverse effect on our business and operating results.

The terms of our debt arrangements impose significant restrictions on our ability to operate which in turn could negatively affect our ability to respond to business and market conditions and therefore could have an adverse effect on our business and operating results.

As of August 31, 2012, we had \$300.6 million in outstanding short and long-term borrowings under term loans, convertible senior notes, lines of credit and capital leases, excluding trade payables. The terms of one or more of the agreements under which this indebtedness was incurred may limit or restrict, among other things, our ability to:

• incur additional indebtedness;  
• pay dividends or make certain other restricted payments;  
• consummate certain asset sales or acquisitions;  
• enter into certain transactions with affiliates; and  
• merge, consolidate or sell, assign, transfer, lease, convey or otherwise dispose of all or substantially all of our assets.

We are also required to maintain specified financial ratios and satisfy certain financial condition tests, including a minimum net worth and a fixed charge coverage ratio as outlined in our senior secured revolving line of credit arrangement. Our inability to meet these ratios and tests could result in the acceleration of the repayment of the related debt, the termination of the facility, the increase in our effective cost of funds or the cross-default of other credit and securitization arrangements. As a result, our ability to operate may be restricted and our ability to respond to business and market conditions may be limited, which could have an adverse effect on our business and operating results.





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We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness or we may experience a financial failure, which may hinder the repayment of our convertible debt.

Our ability to make scheduled debt payments or to refinance our debt obligations depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot be certain that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance our indebtedness. We cannot be certain that we would be able to take any of these actions, that these actions would be successful and permit us to meet our scheduled debt service obligations or that these actions would be permitted under the terms of our existing or future debt agreements. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Some of our credit facilities restrict our ability to dispose assets and use the proceeds from the disposition. As such, we may not be able to consummate those dispositions or use any resulting proceeds and, in addition, such proceeds may not be adequate to meet any debt service obligations then due.

If we cannot make scheduled payments on our debt, we will be in default and, as a result:

- our debt holders could declare all outstanding principal and interest to be due and payable;
- the lenders under our credit agreement could terminate their commitments to loan us money and foreclose against the assets securing their borrowings; and
- we could be forced into bankruptcy or liquidation, which is likely to result in delays in the payment of our indebtedness and in the exercise of enforcement remedies related to our indebtedness.

A portion of our revenue is financed by floor plan financing companies and any termination or reduction in these financing arrangements could increase our financing costs and harm our business and operating results.

A portion of our product distribution revenue is financed by floor plan financing companies. Floor plan financing companies are engaged by our customers to finance, or floor, the purchase of products from us. In exchange for a fee, we transfer the risk of loss on the sale of our products to the floor plan companies. We currently receive payment from these financing companies within approximately 15 to 30 days from the date of the sale, which allows our business to operate at much lower relative working capital levels than if such programs were not available. If these floor plan arrangements are terminated or substantially reduced, the need for more working capital and the increased financing cost could harm our business and operating results.

We have significant credit exposure to our customers, and negative trends in their businesses could cause us significant credit loss and negatively impact our cash flow and liquidity position.

We extend credit to our customers for a significant portion of our sales to them and they have a period of time, generally 30 days after the date of invoice, to make payment. As a result, we are subject to the risk that our customers will not pay on time or at all. The majority of our customers are small and medium sized businesses. Our credit exposure risk may increase due to financial difficulties or liquidity or solvency issues experienced by our customers, resulting in their inability to repay us. The liquidity or solvency issues may increase as a result of an economic downturn or a decrease in IT or CE spending by end-users. If we are unable to collect payments in a timely manner from our customers due to changes in financial or economic conditions, or for other reasons, and we are unable to collect under our credit insurance policies, we may write-off the amount due from the customers. These write-offs may result in more expensive credit insurance and negatively impact our ability to utilize accounts receivable-based financing. These circumstances could negatively impact our cash flow and liquidity position. Further, we are exposed to higher collection risk as we continue to expand internationally, where the payment cycles are generally longer and the credit rating process may not be as robust as in the United States.

In addition, our Mexico operation primarily focuses on various long-term projects with government and other local agencies, which often involve extended payment terms and could expose us to additional collection risks.

We may suffer adverse consequences from changing interest rates.

Our borrowings and securitization arrangements are variable-rate obligations that could expose us to interest rate risks. If

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interest rates increase, our interest expense would increase, which would negatively affect our net income. An increase in interest rates may increase our future borrowing costs and restrict our access to capital.

Additionally, current market conditions, subprime mortgage crisis, and overall credit conditions could limit our availability of capital, which could cause increases in interest margin spreads over underlying indices, effectively increasing the cost of our borrowing. While some of our credit facilities have contractually negotiated spreads, terms such as these are subject to ongoing negotiations.

We are dependent on a variety of IT and telecommunications systems, and any failure of these systems could adversely impact our business and operating results.

We depend on IT and telecommunications systems for our operations. These systems support a variety of functions including inventory management, order processing, shipping, shipment tracking, billing, and contact center support. Failures or significant downtime of our IT or telecommunications systems could prevent us from taking customer orders, printing product pick-lists, shipping products, billing customers and handling call volume. Sales also may be affected if our reseller and retail customers are unable to access our pricing and product availability information. We also rely on the Internet, and in particular electronic data interchange, or EDI, for a large portion of our orders and information exchanges with our OEM suppliers and reseller and retail customers. The Internet and individual websites have experienced a number of disruptions and slowdowns, some of which were caused by organized attacks. In addition, some websites have experienced security breakdowns. If we were to experience a security breakdown, disruption or breach that compromised sensitive information, it could harm our relationship with our OEM suppliers and reseller and retail customers. Disruption of our website or the Internet in general could impair our order processing or more generally prevent our OEM suppliers and reseller and retail customers from accessing information. Our contact call center is dependent upon telephone and data services provided by third party telecommunications service vendors and our IT and telecommunications system. Any significant increase in our IT and telecommunications costs or temporary or permanent loss of our IT or telecommunications systems could harm our relationships with our customers. The occurrence of any of these events could have an adverse effect on our operations and financial results.

We rely on independent shipping companies for delivery of products, and price increases or service interruptions from these carriers could adversely affect our business and operating results.

We rely almost entirely on arrangements with independent shipping companies, such as FedEx and UPS, for the delivery of our products from OEM suppliers and delivery of products to reseller and retail customers. Freight and shipping charges can have a significant impact on our gross margin. As a result, an increase in freight surcharges due to rising fuel cost or general price increases will have an immediate adverse effect on our margins, unless we are able to pass the increased charges to our reseller and retail customers or renegotiate terms with our OEM suppliers. In addition, in the past, UPS has experienced work stoppages due to labor negotiations with management. An increase in freight or shipping charges, the termination of our arrangements with one or more of these independent shipping companies, the failure or inability of one or more of these independent shipping companies to deliver products, or the unavailability of their shipping services, even temporarily, could have an adverse effect on our business and operating results.

Changes in foreign exchange rates and limitations on the convertibility of foreign currencies could adversely affect our business and operating results.

In the three and nine months ended August 31, 2012, approximately 24% and 27%, respectively, of our total revenue, were generated outside the United States. In the three and nine months ended August 31, 2011, approximately 26% and 28% of our total revenue, respectively, were generated outside the United States. Most of our international revenue, cost of revenue and operating expenses are denominated in foreign currencies. We presently have currency exposure arising from both sales and purchases denominated in foreign currencies. Changes in exchange rates between foreign currencies and the U.S. dollar may adversely affect our operating margins. For example, if these foreign currencies appreciate against the U.S. dollar, it will make it more expensive in terms of U.S. dollars to purchase inventory or pay expenses with foreign currencies. This could have a negative impact to us if revenue related to these purchases is transacted in U.S. dollars. In addition, currency devaluation can result in a loss to us if we hold deposits of that currency and make our products, which are usually purchased by us with U.S. dollars, relatively more

expensive than products manufactured locally. We currently conduct only limited hedging activities, which involve the use of currency forward contracts. Hedging foreign currencies can be risky. There is also additional risk if the currency is not freely or actively traded. Some currencies, such as the Chinese Renminbi, Indian Rupee and Philippines Peso, are subject to limitations on conversion into other currencies, which can limit our ability to hedge or to otherwise react to rapid foreign currency devaluations. We cannot predict the impact of future exchange rate fluctuations on our business and operating results.

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Because of the experience of our key personnel in the IT and CE industries and their technological and industry expertise, if we were to lose any of our key personnel, it could inhibit our ability to operate and grow our business successfully.

We operate in the highly competitive IT and CE industries. We are dependent in large part on our ability to retain the services of our key senior executives and other technological and industry experts and personnel. Except for Kevin Murai, our President and Chief Executive Officer, our employees and executives generally do not have employment agreements. Furthermore, we do not carry “key person” insurance coverage for any of our key executives. We compete for qualified senior management and technical personnel. The loss of, or inability to hire, key executives or qualified employees could inhibit our ability to operate and grow our business successfully.

We may experience theft of product from our warehouses, water damage to our properties and other casualty events which could harm our operating results.

From time to time, we have experienced incidents of theft at various facilities, water damages to our properties and other casualty events. These types of incidents may make it more difficult or expensive for us to obtain insurance coverage in the future. Also, the same or similar incidents may occur in the future for which we may not have sufficient insurance coverage or policy limits to be fully compensated for the loss, which may have an adverse effect on our business and financial results. For example, in fiscal year 2010, we experienced a loss of product as a result of a train derailment.

We may become involved in intellectual property or other disputes that could cause us to incur substantial costs, divert the efforts of our management, and require us to pay substantial damages or require us to obtain a license, which may not be available on commercially reasonable terms, if at all.

From time to time, we receive notifications alleging infringements of intellectual property rights allegedly held by others relating to our business or the products we sell or assemble for our OEM suppliers and others. Litigation with respect to patents or other intellectual property matters could result in substantial costs and diversion of management and other resources and could have an adverse effect on our business. Although we generally have various levels of indemnification protection from our OEM suppliers and contract assembly services customers, in many cases any indemnification to which we may be entitled is subject to maximum limits or other restrictions.

In addition, we have developed proprietary IT systems, mobile applications, and cloud-based technology and acquired GBS related renewals technology that play an important role in our business. If any infringement claim is successful against us and if indemnification is not available or sufficient, we may be required to pay substantial damages or we may need to seek and obtain a license of the other party’s intellectual property rights. We may be unable to obtain such a license on commercially reasonable terms, if at all.

We are from time to time involved in other litigation in the ordinary course of business. We may not be successful in defending these or other claims. Regardless of the outcome, litigation could result in substantial expense and could divert the efforts of our management.

We have significant operations concentrated in North America, Central America, Asia and Europe and any disruption in the operations of our facilities could harm our business and operating results.

Our worldwide operations could be subject to natural disasters and other business disruptions, which could seriously harm our revenue and financial condition and increase our costs and expenses. We have significant operations in our facilities located in North America, Central America, Asia and Europe. As a result, any prolonged disruption in the operations of our facilities, whether due to technical difficulties, power failures, break-ins, destruction or damage to the facilities as a result of a natural disaster, fire or any other reason, could harm our operating results. For example, in March 2011, Japan experienced a 9.0 magnitude earthquake followed by tsunami waves and aftershocks. These events affected the infrastructure in the country, caused power outages and have temporarily disrupted the local and international, supply chains for some vendors. Our facilities in Japan suffered nominal inventory and facility damages. We may experience supply shortages or delays in receiving products from our OEM suppliers or experience other delays in shipping to our customers. If we are unable to fulfill customer orders in a timely manner, this could harm our operating results. We expect our operations in Japan will continue to be affected by the continuing consequences of such natural disasters. In addition, our Philippines operation is at greater risk due to adverse weather conditions, such as typhoons, mudslides and floods. We currently do not have a formal disaster recovery plan and may not have

sufficient business interruption insurance to compensate for losses that could occur.

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Global health and economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.

Worldwide economic conditions have experienced significant volatility due to the credit conditions impacted by the subprime mortgage crisis and other factors, including slower economic activity which may impact our results of operations. External factors, such as potential terrorist attacks, acts of war, geopolitical and social turmoil or epidemics and other similar outbreaks in many parts of the world, could prevent or hinder our ability to do business, increase our costs and negatively affect our stock price, which in turn, may require us to record an impairment in the carrying value of our goodwill. More generally, these geopolitical social and economic conditions could result in increased volatility in the United States and worldwide financial markets and economy. For example, increased instability may adversely impact the desire of employees and customers to travel, the reliability and cost of transportation and our ability to obtain adequate insurance at reasonable rates and may require us to incur increased costs for security measures for our domestic and international operations. We are predominantly uninsured for losses and interruptions caused by terrorism, acts of war and similar events. These uncertainties make it difficult for us and our customers to accurately plan future business activities. While general economic conditions have recently begun to improve, there is no assurance that this trend will continue or at what rate.

Part of our business is conducted outside of the United States, exposing us to additional risks that may not exist in the United States, which in turn could cause our business and operating results to suffer.

We have international operations which are subject to risks, including:

- political or economic instability;
- changes in governmental regulation;
- changes in import/export duties;
- trade restrictions;
- compliance with the Foreign Corrupt Practices Act, U.K. bribery laws and similar laws;
- difficulties and costs of staffing and managing operations in certain foreign countries;
- work stoppages or other changes in labor conditions;
- difficulties in collecting of accounts receivable on a timely basis or at all;
- taxes; and
- seasonal reductions in business activity in some parts of the world.

We may continue to expand internationally to respond to competitive pressure and customer and market requirements. Establishing operations in any other foreign country or region presents risks such as those described above as well as risks specific to the particular country or region. In addition, until a payment history is established over time with customers in a new geography or region, the likelihood of collecting accounts receivable generated by such operations could be less than our expectations. As a result, there is a greater risk that reserves set with respect to the collection of such accounts receivable may be inadequate. In addition, our Mexico operation primarily focuses on various long-term projects with government and other public agencies that involve extended payment terms and could expose us to additional collection risks. Furthermore, if our international expansion efforts in any foreign country are unsuccessful, we may decide to cease operations, which would likely cause us to incur additional expense and loss. In addition, changes in policies or laws of the United States or foreign governments resulting in, among other things, higher taxation, currency conversion limitations, restrictions on fund transfers or the expropriation of private enterprises, could reduce the anticipated benefits of our international expansion. Any actions by countries in which we conduct business to reverse policies that encourage foreign trade or investment could adversely affect our business. If we fail to realize the anticipated growth of our future international operations, our business and operating results could suffer.

Our investments in our contact center business could adversely affect our operating results as a result of operation execution risks related to managing and communicating with remote resources, technologies, customer satisfaction and employee turnover.

Our contact center business in India and the Philippines may be adversely impacted if we are unable to manage and





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communicate with these remote resources. Service quality may be placed at risk and our ability to optimize our resources may be more complicated if we are unable to manage our resources remotely. Contact centers use a wide variety of technologies to allow them to manage a large volume of work. These technologies ensure that employees are kept productive. Any failure in technology may impact the business adversely. The success of our contact center business primarily depends on performance of our employees and resulting customer satisfaction. Any increase in average waiting time or handling time or lack of promptness or technical expertise of our employees will directly impact customer satisfaction. Any adverse customer satisfaction may impact the overall business. Generally, the employee turnover rate in the contact center business and the risk of losing experienced employees to competitors are high. Higher turnover rates increase recruiting and training costs and decrease operating efficiencies and productivity. If we are unable to successfully manage our contact centers, our results of operations could be adversely affected and we may not fully realize the anticipated benefits of our recent acquisitions.

### Risks Related to Our Relationship with MiTAC International Corporation

As of August 31, 2012, our executive officers, directors and principal stockholders owned approximately 29% of our common stock and this concentration of ownership could allow them to influence all matters requiring stockholder approval and could delay or prevent a change in control of SYNEX.

As of August 31, 2012, our executive officers, directors and principal stockholders owned approximately 29% of our outstanding common stock. In particular, MiTAC International and its affiliates owned approximately 27% of our common stock.

In addition, MiTAC International's interests and ours may increasingly conflict. For example, until July 2010, we relied on MiTAC International for certain manufacturing and supply services and for relationships with certain key customers. In July 2010, we announced that we had signed a definitive sales agreement to sell certain assets related to our contract assembly business to MiTAC International. The transaction included the sale of inventory and customer contracts, primarily related to customers then being jointly serviced by MiTAC International and us. Also, as part of the transaction, we provided MiTAC International with certain transition services for the business on a fee basis over the next several quarters. Since completion of the transition services, we no longer jointly service any current customers with MiTAC International. In addition, we may not solicit the same contract assembly customers in the future.

There could be potential conflicts of interest between us and MiTAC International and its affiliates, which could impact our business and operating results.

MiTAC International's and its affiliates' continuing beneficial ownership of our common stock could create conflicts of interest with respect to a variety of matters, such as potential acquisitions, competition, issuance or disposition of securities, election of directors, payment of dividends and other business matters. Similar risks could exist as a result of Matthew Miao's positions as our Chairman Emeritus, the Chairman of MiTAC International and as a director or officer of MiTAC International's affiliates. For fiscal year 2011, Mr. Miao received the same compensation as our independent directors. For fiscal year 2012, Mr. Miao will receive the same compensation as our independent directors. Mr. Miao's compensation as one of our directors is based upon the approval of the Nominating and Corporate Governance Committee, which is solely composed of independent members of the Board. We also have adopted a policy requiring material transactions in which any of our directors has a potential conflict of interest to be approved by our Audit Committee, which is also composed of independent members of the Board.

Synnex Technology International Corp., or Synnex Technology International, a publicly-traded company based in Taiwan and affiliated with MiTAC International, currently provides distribution and fulfillment services to various markets in Asia and Australia, and is also a potential competitor of ours. As of August 31, 2012, MiTAC Incorporated, a privately-held company based in Taiwan and a separate entity from MiTAC International, directly and indirectly owned approximately 13.7% of Synnex Technology International and approximately 8.0% of MiTAC International. As of August 31, 2012, MiTAC International directly and indirectly owned 0.1% of Synnex Technology International and Synnex Technology International directly and indirectly owned approximately 0.9% of MiTAC International. In addition, MiTAC International directly and indirectly owned approximately 8.7% of MiTAC Incorporated and Synnex Technology International directly and indirectly owned approximately 18.4% of MiTAC

Incorporated as of August 31, 2012. Synnex Technology International indirectly through its ownership of Peer Developments Limited owned approximately 11.0% of our outstanding common stock as of August 31, 2012. Neither MiTAC International, nor Synnex Technology International is restricted from competing with us. In the future, we may increasingly compete with Synnex Technology International, particularly if our business in Asia expands or Synnex Technology International expands its business into geographies or customers we serve. Although Synnex Technology International is a separate entity from us, it is possible that there will be confusion as a result of the similarity of our names.

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Moreover, we cannot limit or control the use of the Synnex name by Synnex Technology International in certain geographies and our use of the Synnex name may be restricted as a result of registration of the name by Synnex Technology International or the prior use in jurisdictions where it currently operates.

Risks Related to Our Industry

Volatility in the IT and CE industries could have a material adverse effect on our business and operating results.

The IT and CE industries in which we operate have experienced decreases in demand. Softening demand for our products and services caused by an ongoing economic downturn and over-capacity may impact our revenue, as well the salability of inventory and collection of reseller and retail customer accounts receivable.

While in the past, we may have benefited from consolidation in our industry resulting from delays or reductions in IT or CE spending in particular, and economic weakness in general, any such volatility in the IT and CE industries could have an adverse effect on our business and operating results.

Our business may be adversely affected by some OEM suppliers' strategies to increase their direct sales, which in turn could cause our business and operating results to suffer.

Consolidation of OEM suppliers has resulted in fewer sources for some of the products and services that we distribute. This consolidation has also resulted in larger OEM suppliers that have significant operating and financial resources. Some OEM suppliers, including some of the leading OEM suppliers that we service, have been selling products and services directly to reseller and retail customers and end-users, thereby limiting our business opportunities. If large OEM suppliers increasingly sell directly to end-users or our resellers and retailers, rather than use us as the distributor of their products and services, our business and operating results will suffer.

OEMs could limit the number of supply chain service providers with which they do business, which in turn could negatively impact our business and operating results.

A determination by any of our primary OEMs to consolidate their business with other distributors or contract assemblers could negatively affect our business and operating results. In particular, the termination of our contract by HP would have a significant negative effect on our revenue and operating results. For example, in 2008, IBM consolidated its business with distributors, including SYNEX, and, as a result, we no longer distribute certain IBM products and services.

The IT and CE industries are subject to rapidly changing technologies and process developments, and we may not be able to adequately adjust our business to these changes, which in turn would harm our business and operating results. Dynamic changes in the IT and CE industries, including the consolidation of OEM suppliers and reductions in the number of authorized distributors used by OEM suppliers, have resulted in new and increased responsibilities for management personnel and have placed, and continue to place, a significant strain upon our management, operating and financial systems and other resources. We may be unable to successfully respond to and manage our business in light of industry developments and trends. Also crucial to our success in managing our operations is our ability to achieve additional economies of scale. Our failure to achieve these additional economies of scale or to respond to changes in the IT and CE industries could adversely affect our business and operating results.

We are subject to intense competition in the IT and CE industries, both in the United States and internationally, and if we fail to compete successfully, we will be unable to gain or retain market share.

We operate in a highly competitive environment, both in the United States and internationally. The IT and CE product and service distribution, BPO and contract assembly services industries are characterized by intense competition, based primarily on product and service availability, credit availability, price, speed of delivery, ability to tailor specific solutions to customer needs, quality and depth of product and service lines, pre-sales and post-sales technical support, flexibility and timely response to design changes, and technological capabilities, service and support. We compete with a variety of regional, national and international IT and CE product and service distributors and contract manufacturers and assemblers. In some instances, we also compete with our own customers, our own OEM suppliers and MiTAC International and its affiliates.

Our primary competitors are substantially larger and have greater financial, operating, manufacturing and marketing resources than us. Some of our competitors may have broader geographic breadth and range of services than us and may have more developed relationships with their existing customers. We may lose market share in the United States or in international markets, or may be forced in the future to reduce our prices in response to the actions of our

competitors and thereby experience a reduction in our gross margins.

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In addition, in our contact center business, we also face competition from our customers. For example, some of our customers may have internal capabilities and resources to provide their own call centers. Furthermore, pricing pressures and quality of services could impact our business adversely. Our ability to provide a high quality of service is dependent on our ability to retain and properly train our employees and to continue investing in our infrastructure, including IT and telecommunications systems.

We may initiate other business activities, including the broadening of our supply chain capabilities, and may face competition from companies with more experience in those new areas. In addition, as we enter new areas of business, we may also encounter increased competition from current competitors or from new competitors, including some that may once have been our OEM suppliers or reseller and retail customers. Increased competition and negative reaction from our OEM suppliers or reseller and retail customers resulting from our expansion into new business areas could harm our business and operating results.

Compliance with changing regulation of corporate governance and public disclosure may result in additional expense. Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act, Securities and Exchange Commission, or SEC, regulations and New York Stock Exchange, or NYSE, rules, are creating uncertainty for companies such as ours. These new or changed laws, regulations and standards are subject to varying interpretations in many cases due to their lack of specificity, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and corporate governance practices. As a result, our efforts to comply with evolving laws, regulations and standards have resulted in, and are likely to continue to result in, increased general and administrative expense and a diversion of management time and attention from revenue-generating activities to compliance activities. For example, in fiscal year 2011, we incurred additional expense related to SEC compliance with XBRL-tagged interactive data-files. If our efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, our reputation may be harmed.

If we are unable to maintain effective internal control over financial reporting, our ability to report our financial results on a timely and accurate basis may be adversely affected, which in turn could cause the market price of our common stock to decline.

Section 404 of the Sarbanes-Oxley Act of 2002 requires our management to report on, and our independent registered public accounting firm to attest to, the effectiveness of our internal control structure and procedures for financial reporting. We completed an evaluation of the effectiveness of our internal control over financial reporting for fiscal year 2011, and we have an ongoing program to perform the system and process evaluation and testing necessary to continue to comply with these requirements. In the past, however, our internal controls have not eliminated all error. We expect to continue to incur increased expense and to devote additional management resources to Section 404 compliance. In the event that one of our Chief Executive Officer, Chief Financial Officer or independent registered public accounting firm determines that our internal control over financial reporting is not effective as defined under Section 404, investor perceptions and our reputation may be adversely affected and the market price of our stock could decline.

Changes to financial accounting standards may affect our results of operations and cause us to change our business practices.

We prepare our financial statements to conform to generally accepted accounting principles in the United States. These accounting principles are subject to interpretation by the Financial Accounting Standards Board, American Institute of Certified Public Accountants, the SEC and various bodies formed to interpret and create appropriate accounting policies. A change in those policies can have a significant effect on our reported results and may affect our reporting of transactions completed before a change is announced. Changes to those rules or the questioning of current practices may adversely affect our reported financial results or the way we conduct our business.



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## ITEM 6. Exhibits

Exhibit Number	Description of Document
31.1	Rule 13a-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a) Certification of Chief Financial Officer.
32.1*	Statement of the Chief Executive Officer and Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350).
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Label Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

\* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Form 10-Q and will not be deemed "filed" for purpose of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

\*\*Furnished herewith. In accordance with Rule 406T of Regulation S-T, the information in these exhibits shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act, except as expressly set forth by specific reference in such filing.



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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 5, 2012

SYNEX CORPORATION

By: /s/ Kevin M. Murai  
Kevin M. Murai  
President and Chief Executive Officer  
(Duly authorized officer and principal executive officer)

By: /s/ Thomas C. Alsborg  
Thomas C. Alsborg  
Chief Financial Officer  
(Duly authorized officer and principal financial officer)

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