Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
QUEST SOFTWARE INC. 401(K) PROFIT SHARING PLAN TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/31/1990

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

DELL SOFTWARE INC.

C/O NICKI HUSCHKA

DELL INC.
ONE DELL WAY, RR1-33
ROUND ROCK, TX 78682

2b Employer Identification Number (EIN) 33-0231678

2c Sponsor's telephone number 949-754-8342

2d Business code (see instructions) 541512

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2013	JANET B. WRIGHT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	2573
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	1877
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	701
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2579
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	2580
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2513
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
QUEST SOFTWARE INC. 401(K) PROFIT SHARING PLAN TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
DELL SOFTWARE INC.

D Employer Identification Number (EIN)
33-0231678

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INV INST OPS CO

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	-9352	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF GRTH FUND AMER R4 - AMERICAN FUN 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALL/B DISC VAL A - ALLIANCEBERNSTEI 13-3211780	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ DIV VL ADM - BOSTON FINAN 04-2526037	0.35%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ INTL VL IS - BOSTON FINAN 04-2526037	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL SM CAP IDX Z - COLUMBIA 04-3156901	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA ACORN USA Z - COLUMBIA 04-3156901	0.40%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS NY VENTURE A - BOSTON FINANCI 04-2526037	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS HIGH YIELD INST - GOLDMAN SACHS 13-5108880	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING GLOBAL REL EST 1 - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.20%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LZRD EMRG MKTS EQ IS BOSTON FINANCI 04-2526037	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS VALUE R4 - MFS SERVICE CENTER 04-2865649	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB HIGH INC BOND IS STATE STREET 04-0025081	0.10%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR INTL BOND A - OFI GLOBAL TWO WORLD FINANCIAL CENTER NEW YORK, NY 10281	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTUIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM ALL A ALL AUTHO 1 BOSTON FINANC 04-2526037	0.02%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM COM REAL RET ADM BOSTON FINANCI 04-2526037	0.27%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM COM REAL RET 1 BOSTON FINANCIAL 04-2526037	0.02%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST BOSTON FINANCIAL 04-2526037	0.02%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM BOSTON FINANCI 04-2526037	0.27%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRU/J MID CAP GR Z - PRUDENTIAL 22-3703799	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SENTINEL SM CO I SENTINEL ADM 03-0316212	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TMPL GLOBAL BOND ADV - FRANKLIN 94-3167260	0.15%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTINAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP NEW AMERICA GRTH T. ROWE PRICE 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
QUEST SOFTWARE INC. 401(K) PROFIT SHARING PLAN TRUST

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
DELL SOFTWARE INC.

D Employer Identification Number (EIN)
33-0231678

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE VALUE FUND

b Name of sponsor of entity listed in (a): FIDELITY MANAGMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	14226563

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
QUEST SOFTWARE INC. 401(K) PROFIT SHARING PLAN TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
DELL SOFTWARE INC.

D Employer Identification Number (EIN)
33-0231678

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	29520	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	40026	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2559667	2643003
(9) Value of interest in common/collective trusts	1c(9)	11562693	13819443
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	103340468	122234019
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	117532374	138696465
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	79910	0
i Acquisition indebtedness	1i		
j Other liabilities	1j	16691	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	96601	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	117435773	138696465

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	6638338	
(B) Participants	2a(1)(B)	11600364	
(C) Others (including rollovers)	2a(1)(C)	855551	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		19094253
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	119063	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		119065
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5513775	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		5513775
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-1
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		164174
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		11009612
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		35900878
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14508924	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		14508924
f Corrective distributions (see instructions)	2f		568
g Certain deemed distributions of participant loans (see instructions)	2g		789
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	75839	
(4) Other	2i(4)	54066	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		129905
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		14640186
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		21260692
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HASKELL & WHITE **(2)** EIN: 33-0310569

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. [X] **Yes** [ ] **No** **Amount:** 0

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
QUEST SOFTWARE INC. 401(K) PROFIT SHARING PLAN TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
DELL SOFTWARE INC.

D Employer Identification Number (EIN)
33-0231678

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Financial Statements and Supplemental Schedule
(with Independent Auditors' Report Thereon)



401(k) Profit Sharing Plan

As of December 31, 2012 and 2011 and
for the Year Ended December 31, 2012
(Modified-Cash Basis)

QUEST SOFTWARE, INC.
401(K) PROFIT SHARING PLAN

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Certain schedules required pursuant to the Department of Labor's Rules and Regulations are omitted due to the absence of the conditions under which they are required.

HASKELL & WHITE LLP
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

INDEPENDENT AUDITORS' REPORT

To the 401(k) Profit Sharing Committee
Quest Software, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Quest Software, Inc. 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for plan benefits (modified-cash basis) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for plan benefits (modified-cash basis) for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the 401(k) Profit Sharing Committee instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 4 and 5, which was certified by Fidelity Management Trust Company, the trustee and asset custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the 401(k) Profit Sharing Committee that the trustee and asset custodian holds the Plan's investment assets and executes investment transactions. The 401(k) Profit Sharing Plan Committee has obtained certifications from the trustee and asset custodian as of December 31 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the 401(k) Profit Sharing Plan Committee by the trustee and asset custodian is complete and accurate.

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INDEPENDENT AUDITORS' REPORT (CONTINUED)

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matters

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year), which is the responsibility of the Plan's management, is presented for the purpose of additional analysis and is not a required part of the financial statements but required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

As described in Note 2 to the accompanying financial statements, these financial statements were prepared on a modified-cash basis, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

As described in Note 1 to the accompanying financial statements, Quest Software, Inc., the Plan's sponsor, was acquired in September 2012, and as a result, the Plan sponsor is in the process of terminating the Plan.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and asset custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Haskell & White LLP

HASKELL & WHITE LLP

October 15, 2013
Irvine, California

QUEST SOFTWARE, INC.
401(K) PROFIT SHARING PLAN

Statements of Net Assets Available for Plan Benefits
As of December 31, 2012 and 2011 (Modified-Cash Basis)

	2012	2011
Investments, at fair value (Notes 4 and 5)		
Cash, interest bearing	$ -	$ 40,026
Registered investment companies	**122,234,019**	103,340,468
Interests in common/collective trust	**14,226,563**	11,855,085
Total investments	**136,460,582**	115,235,579
Receivables		
Notes receivable from participants	**2,643,003**	2,559,667
Other	**-**	29,520
Total receivables	**2,643,003**	2,589,187
Total assets	**139,103,585**	117,824,766
Liabilities	**-**	96,601
Net assets available for plan benefits, at fair value	**139,103,585**	117,728,165
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(407,120)**	(292,392)
Net assets available for plan benefits	**$ 138,696,465**	$ 117,435,773

See accompanying notes to the financial statements and independent auditors' report.

QUEST SOFTWARE, INC.
401(K) PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Plan Benefits
For the Year Ended December 31, 2012 (Modified-Cash Basis)

Additions to net assets attributed to:	
Contributions:	
Participants	$ 11,600,364
Employer	6,638,337
Other including rollovers	855,551
Total contributions	19,094,252
Investments:	
Net appreciation in investments	11,340,981
Interest and dividends from registered investment companies	5,199,248
Interest and dividends from interests in common/collective trust	147,323
Total investment income	16,687,552
Interest income from notes receivable from participants	119,074
Total additions	35,900,878
Deductions to net assets attributed to:	
Benefits paid to participants	14,510,281
Investment and administrative expenses	129,905
Total deductions	14,640,186
Increase in net assets available for plan benefits	21,260,692
Net assets available for plan benefits, beginning of year	117,435,773
Net assets available for plan benefits, end of year	$ 138,696,465

See accompanying notes to the financial statements and independent auditors' report.

QUEST SOFTWARE, INC.
401(K) PROFIT SHARING PLAN

Notes to Financial Statements
For the Year Ended December 31, 2012

1. Plan Description

The following description of the Quest Software, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan's agreement for a complete description of the Plan's provisions.

General

The Plan commenced activity on January 1, 1995, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is a defined contribution plan covering substantially all employees of Quest Software, Inc., the Plan's sponsor (the "Company"), who are age 21 or older. There is no minimum service requirement.

The Company was acquired in September 2012, and as a result, is in the process of terminating the Plan in compliance with the requirements of ERISA. Subsequent to the date the Company was acquired, eligible participants were eligible to enroll in the acquirer's defined contribution plan.

Automatic Enrollment

Effective January 2, 2009, automatic enrollment in the Plan was implemented for all new hires in the United States who meet eligibility requirements.

Participant Contributions

Participants may elect to contribute up to 100% of annual compensation, not to exceed the maximum allowed under the Internal Revenue Code (the "IRC"). Participants are fully vested in their contributions to the Plan.

Company Contributions

In February 2012, the Company elected to make matching contributions to the Plan in the amount of 50% of each participant's 2011 contribution, up to a maximum of $3,000 per participant. In November 2012, the Company elected to make matching contributions to the Plan in the amount of 50% of each participant's 2012 contribution, up to a maximum of $3,424. Company contributions fully vest and are non-forfeitable after the participant has completed three years of service pursuant to the terms of the Plan. As a result of the September 2012 acquisition of the Company, participants became fully vested in the Company's contributions.

1. Plan Description (continued)

Participant Accounts and Forfeitures

Each participant's account is credited with the participant's contributions and allocations of (a) Company contributions and (b) individual investment earnings, less withdrawals and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' nonvested accounts may be used to reduce future Company contributions. The Company used $120,409 of forfeited funds to reduce the Company's discretionary contributions during the year ended December 31, 2012. Total forfeited balances included in investments in the accompanying financial statements at December 31, 2012 and 2011 are $81,461 and $112,336, respectively.

Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon. Company contributions and related earnings vest after three years at the rate of 50% after the second year and 100% after the third year in the Plan. If a participant's employment is terminated before full vesting of Company contributions and related earnings are attained, the amount not vested is forfeited and may be used to reduce future Company contributions. Company contributions and related earnings also become fully vested if the participant reaches age 65, dies, or becomes disabled.

Benefits Paid to Participants

Participants may withdraw all or a portion of their contributions for reason of retirement, death, disability or financial hardship (as defined by the Plan's agreement), or if they terminate employment with the Company. Participants generally receive withdrawals in a lump-sum payment. Any withdrawals by participants prior to terminating employment with the Company and prior to age 59½ are subject to ordinary personal income taxes and penalty. Additionally, withdrawals by terminated participants, prior to the attainment of age 59½, which are not rolled over into another qualified investment vehicle, are also subject to ordinary income taxes.

Notes Receivable from Participants

Participants may borrow the lesser of a cumulative $50,000 or 50% of the value of their total vested benefits.

1. Plan Description (continued)

Notes Receivable from Participants (continued)

Loans bear interest at prime plus 1%, have scheduled repayment terms, and are collateralized by the participant's vested balance in the Plan. The interest rate for loans made during 2012 was 4.25% and interest rates for all loans outstanding as of December 31, 2012 and 2011 ranged from 4.25% to 10.25%. Under the terms of the Plan agreement, when an employee is terminated, all outstanding loan balances become payable upon demand.

Termination Provision

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth by ERISA. In the event of any termination of the Plan or upon complete or partial discontinuance of contributions, the accounts of each affected participant shall become fully vested.

As described above, the Company was acquired in September 2012, and as a result, is in the process of terminating the Plan.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions into any of 32 investment options. Participants may change their investment options any time. However, participants can only change their contribution at the start of each payroll period. Participants may terminate and resume contributions at any time.

Plan Administration

The Plan is administered by the 401(k) Profit Sharing Committee of the Company. The trustee and investment custodian for the Plan was Fidelity Management Trust Company ("Fidelity") for each of the years ended December 31, 2012 and 2011.

Plan Merger

In January 2011, the Company acquired BakBone Software Incorporated ("BakBone"). On June 1, 2011, BakBone's defined contribution plan merged into the Quest Software, Inc. Profit Sharing 401(k) Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements were prepared on a modified-cash basis of accounting; consequently, certain investment income and contributions and related assets are recognized when received, rather than when earned and certain expenses are recognized when paid, rather than when obligations are incurred. Investments, however, are stated at fair value. Because of these differences, the accompanying financial statements are not intended to be presented in conformity with accounting principles generally accepted in the United States of America.

Although the Plan is in the process of being terminated as a result of the September 2012 acquisition of the Company, the accompanying financial statements have not been prepared on the liquidation basis of accounting, as there are no significant differences between the liquidation basis of accounting and the modified-cash basis of accounting in the accompanying financial statements.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Valuation of Investments

Investments are stated at fair value. Investment gains and losses (realized and unrealized) are included in net appreciation or depreciation in fair value of investments in the accompanying financial statements.

Shares of registered investment companies are valued at the underlying net asset value of shares held by the Plan at year-end. The Fidelity Stable Value Fund primarily invests in benefit-responsive investment contracts. These investment contracts are entered into with insurance companies, banks and other financial institutions and they represent investments that have fixed income securities paired with benefit-responsive wrap contracts. Wrap contracts are issued by high-quality financial institutions and they provide a fixed rate of interest for a specified period of time and enable the fund to pay participant-initiated withdrawals at book value.

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments (continued)

The statements of net assets available for plan benefits present investment contracts at fair value, as well as an additional line showing an adjustment of the fully benefit-responsive investment contract from fair value to contract value. The fair value of the Fidelity Stable Value Fund represents the Plan's share of the fair value of the underlying net assets of the fund. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses for the fund's investments in insurance contracts and fair value for the fund investments in externally managed affiliated collective investment funds and other investments (primarily debt obligations). The adjustment from fair value to contact value for fully benefit-responsive investment contracts was $(407,120) and $(292,392) as of December 31, 2012 and 2011, respectively.

In certain circumstances, the amount withdrawn from the fully benefit-responsive investment contracts is payable at fair value rather than at contract value. These events include termination of the Plan, a material adverse change to the provisions of the Plan, if the employer elects to withdraw from a contract in order to switch to a different investment provider, or if the terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the contract issuer's underwriting criteria for issuance of a similar contract.

Benefit Payments

Benefit payments are recognized when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest.

Administrative Expenses

The Plan's expenses are paid by the Company or the Plan, as provided by the Plan's agreement. The Plan incurred $129,905 of investment and administrative expenses during the year ended December 31, 2012.

2. Summary of Significant Accounting Policies (continued)

Subsequent Events

The Company evaluated events occurring between the end of the most recent fiscal year and October 15, 2013, the date the financial statements were issued.

Recent Accounting Pronouncement

In May 2011, the Financial Accounting Standards Board issued authoritative guidance that clarifies and changes fair value measurement and disclosure requirements. This guidance expands existing disclosure requirements for fair value measurements and makes other amendments but does not require additional fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of the guidance did not have a material effect on the Plan's financial statements.

3. Income Tax Status

The Plan was established using a prototype 401(k) plan designed by Fidelity. The Internal Revenue Service determined, and informed Fidelity by letter dated December 5, 2001, that the prototype 401(k) plan was designed in accordance with applicable sections of the IRC. During its existence, the Plan has been amended and restated several times, including an amendment and restatement onto Fidelity's Volume Submitter Defined Contribution Plan effective April 15, 2010. The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the accompanying financial statements.

Accounting principles generally accepted in the United States require management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on technical merit, to be sustained upon examination by the IRS. The Company's management has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, management believes the Plan is no longer subject to income tax examinations for years prior to 2009.

4. Information Certified by the Trustee and Asset Custodian (unaudited)

In accordance with the 401(k) Profit Sharing Committee's instructions, and as permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, certain investment information, which the trustee and asset custodian of the Plan has certified as complete and accurate, was not audited. Information certified as complete and accurate and not audited consists of the following:

a. Statements of Net Assets Available for Plan Benefits as of December 31, 2012 and 2011.

b. Investment activities per the Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2012.

c. Supplemental Schedule of Assets as of December 31, 2012.

5. Investments (unaudited)

Accounting principles generally accepted in the United States define fair value as the price that the Plan would receive to sell an asset, or pay to transfer a liability, in an orderly transaction between market participants at the measurement date. It also establishes a framework for measuring fair value and a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available under the circumstances.

The Plan's investments are assigned a level based upon the observability of the inputs which are significant to the overall valuation. The three-tier hierarchy of inputs is summarized below.

Level 1: Valuation for assets and liabilities traded in active exchange markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities.

5. Investments (unaudited)

Level 3: Valuations for assets and liabilities that are derived from other valuation methodologies, including option pricing models, discounted cash flow models, and similar techniques, and not based on market exchange, dealer, or broker traded transactions. These valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

Investments in the Plan are measured and reported at fair value on a recurring basis using the Market Approach, which uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

The following table represents the fair value hierarchy for investments measured at fair value on a recurring basis as of December 31, 2012 and 2011.

	December 31, 2012			
	Total	**Level 1**	**Level 2**	**Level 3**
Registered investment companies	**$ 122,234,019**	**$ 122,234,019**	**$ -**	**$ -**
Interests in common/collective trust	**14,226,563**	**-**	**14,226,563**	**-**
Total	**$ 136,460,582**	**$ 122,234,019**	**$ 14,226,563**	**$ -**

	December 31, 2011			
	Total	Level 1	Level 2	Level 3
Registered investment companies	$ 103,340,468	$ 103,340,468	$ -	$ -
Interests in common/collective trust	11,855,085	-	11,855,085	-
Cash, interest-bearing	40,026	40,026	-	-
Total	$ 115,235,579	$ 103,380,494	$ 11,855,085	$ -

The following summary of the Plan's individual investments, whose fair value exceeded 5% of net assets available for Plan benefits as of December 31, 2012 and 2011, was derived from unaudited information certified by the Plan's trustee and asset custodian and furnished to the 401(k) Profit Sharing Committee.

5. Investments (unaudited) (continued)

	2012	2011
Stable Value Fund	**$ 14,226,563**	$ 11,855,085
SPTN 500 INDEX INST	**13,325,416**	7,878,105
TRP New America Growth	**12,392,938**	*
Lazard Emerging Markets IS	**10,810,604**	9,758,366
PIMCO Total Return Adm	**9,967,988**	8,366,160
Vanguard Target Return 2035	**9,274,775**	*
Victory ESTB Value I	**9,186,210**	*
Vanguard Target Return 2055	**8,978,257**	*
Sentinel SM CO I	**8,607,007**	*
American Funds Growth Fund America R4	*	11,201,933
ALL/BERN Small Mid Cap Value A	*	8,964,151
Columbia Acorn USA	*	8,125,944
Sageview Target 2055	*	8,099,577
Sageview Target 2035	*	7,049,628
All other investments individually less than 5%	**39,690,824**	33,936,630
	$ 136,460,582	$ 115,235,579

* Investment did not represent at least 5% of net assets for the related period.

6. Risks and Uncertainties

The Plan provides for various investment options offering various allocations of stocks, bonds, fixed income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the accompanying financial statements.

As of October 15, 2013, the Plan has not completed its nondiscrimination testing for the Plan year ended December 31, 2012. Based on past experience, the 401(k) Plan Profit Sharing Committee does not expect the results of the testing to materially impact the accompanying financial statements.

6. Risks and Uncertainties (continued)

While the outcome of any future litigation or regulatory matter cannot be predicted, management of the Company does not believe that any future litigation or regulatory matter will have a material adverse effect on the Plan's net assets available for plan benefits. The outcome of such matters is always uncertain, and unforeseen results can occur. It is possible that such outcomes could materially affect net assets available for plan benefits in a particular year.

7. Party-In-Interest Transactions

Certain Plan investments held during 2012 and 2011 are held in investments managed by the Plan's trustee and asset custodian, and therefore, these transactions qualify as permitted party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of investment returns on the related investment. In addition, certain administrative functions are performed by officers and employees of the Company. No such officer or employee receives compensation from the Plan, nor does the Company allocate any costs to the Plan for such services.

SUPPLEMENTAL SCHEDULE

QUEST SOFTWARE, INC.
401(k) PROFIT SHARING PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012
Plan #002 EIN #33-0231678

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Investments Institutional	Lazard Emerging Markets	**	$ 10,810,604
*	Fidelity Investments Institutional	Pru/J Mid Cap Gr Z	**	558,031
*	Fidelity Investments Institutional	Victory ESTB Value I	**	9,186,210
*	Fidelity Investments Institutional	Vanguard Target Return 2055	**	8,978,257
*	Fidelity Investments Institutional	PIMCO Total Return Adm	**	9,967,988
*	Fidelity Investments Institutional	TRP New America Growth	**	12,392,938
*	Fidelity Investments Institutional	ING Global Real Estate I	**	1,990,777
*	Fidelity Investments Institutional	Vanguard Target Return 2010	**	34,313
*	Fidelity Investments Institutional	Vanguard Target Return 2020	**	313,148
*	Fidelity Investments Institutional	Vanguard Target Return 2030	**	294,751
*	Fidelity Investments Institutional	Vanguard Target Return 2040	**	229,689
*	Fidelity Investments Institutional	Vanguard Target Return 2050	**	176,035
*	Fidelity Investments Institutional	COL SM CAP IDX Z	**	535,470
*	Fidelity Investments Institutional	MFS Value R4	**	5,307,514
*	Fidelity Investments Institutional	Sentinel SM CO I	**	8,607,007
*	Fidelity Investments Institutional	TMPL Global Bond ADV	**	3,261,009
*	Fidelity Investments Institutional	PIM COM REAL RET I	**	500,727
*	Fidelity Investments Institutional	Vanguard Target Return Inc	**	862,523
*	Fidelity Investments Institutional	Vanguard Target Return 2015	**	2,056,794
*	Fidelity Investments Institutional	Vanguard Target Return 2025	**	6,711,919
*	Fidelity Investments Institutional	Vanguard Target Return 2035	**	9,274,775
*	Fidelity Investments Institutional	Vanguard Target Return 2045	**	6,490,454
*	Fidelity Investments Institutional	Vanguard Target Return 2060	**	24,317
*	Fidelity Investments Institutional	PIM ALL A ALL AUTH I	**	290,264
*	Fidelity Investments Institutional	DFA TA WD EX US CORE	**	157,501
*	Fidelity Investments Institutional	ALZGI NFJ INTL VL IS	**	5,883,135
*	Fidelity Investments Institutional	NB HIGH INC BOND IS	**	3,737,717
*	Fidelity Investments Institutional	SPTN 500 Index INV	**	24,320
*	Fidelity Investments Institutional	SPTN EXT MKT IDX ADV	**	250,416
*	Fidelity Investments Institutional	SPTN 500 INDEX INST	**	13,325,416
				122,234,019
*	Fidelity Management Trust Company	Stable Value Fund	**	13,819,443
*	Notes receivable from participants	Various maturity dates with interest rates ranging from 4.25% to 10.25%	-	2,643,003
	Total assets (held at end of year)			$ 138,696,465

* *Denotes investment with party-in-interest.*
** *Cost information may be omitted with respect to participant directed investments*

See accompanying independent auditors' report.

Financial Statements and Supplemental Schedule
(with Independent Auditors' Report Thereon)



401(k) Profit Sharing Plan

As of December 31, 2012 and 2011 and
for the Year Ended December 31, 2012
(Modified-Cash Basis)

QUEST SOFTWARE, INC.
401(K) PROFIT SHARING PLAN

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Certain schedules required pursuant to the Department of Labor's Rules and Regulations are omitted due to the absence of the conditions under which they are required.

HASKELL & WHITE LLP
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

INDEPENDENT AUDITORS' REPORT

To the 401(k) Profit Sharing Committee
Quest Software, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Quest Software, Inc. 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for plan benefits (modified-cash basis) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for plan benefits (modified-cash basis) for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the 401(k) Profit Sharing Committee instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 4 and 5, which was certified by Fidelity Management Trust Company, the trustee and asset custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the 401(k) Profit Sharing Committee that the trustee and asset custodian holds the Plan's investment assets and executes investment transactions. The 401(k) Profit Sharing Plan Committee has obtained certifications from the trustee and asset custodian as of December 31 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the 401(k) Profit Sharing Plan Committee by the trustee and asset custodian is complete and accurate.

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INDEPENDENT AUDITORS' REPORT (CONTINUED)

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matters

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year), which is the responsibility of the Plan's management, is presented for the purpose of additional analysis and is not a required part of the financial statements but required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

As described in Note 2 to the accompanying financial statements, these financial statements were prepared on a modified-cash basis, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

As described in Note 1 to the accompanying financial statements, Quest Software, Inc., the Plan's sponsor, was acquired in September 2012, and as a result, the Plan sponsor is in the process of terminating the Plan.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and asset custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Haskell & White LLP

HASKELL & WHITE LLP

October 15, 2013
Irvine, California

QUEST SOFTWARE, INC.
401(K) PROFIT SHARING PLAN

Statements of Net Assets Available for Plan Benefits
As of December 31, 2012 and 2011 (Modified-Cash Basis)

	2012	2011
Investments, at fair value (Notes 4 and 5)		
Cash, interest bearing	$ -	$ 40,026
Registered investment companies	**122,234,019**	103,340,468
Interests in common/collective trust	**14,226,563**	11,855,085
Total investments	**136,460,582**	115,235,579
Receivables		
Notes receivable from participants	**2,643,003**	2,559,667
Other	**-**	29,520
Total receivables	**2,643,003**	2,589,187
Total assets	**139,103,585**	117,824,766
Liabilities	**-**	96,601
Net assets available for plan benefits, at fair value	**139,103,585**	117,728,165
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(407,120)**	(292,392)
Net assets available for plan benefits	**$ 138,696,465**	$ 117,435,773

See accompanying notes to the financial statements and independent auditors' report.

QUEST SOFTWARE, INC.
401(K) PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Plan Benefits
For the Year Ended December 31, 2012 (Modified-Cash Basis)

Additions to net assets attributed to:	
Contributions:	
Participants	$ 11,600,364
Employer	6,638,337
Other including rollovers	855,551
Total contributions	19,094,252
Investments:	
Net appreciation in investments	11,340,981
Interest and dividends from registered investment companies	5,199,248
Interest and dividends from interests in common/collective trust	147,323
Total investment income	16,687,552
Interest income from notes receivable from participants	119,074
Total additions	35,900,878
Deductions to net assets attributed to:	
Benefits paid to participants	14,510,281
Investment and administrative expenses	129,905
Total deductions	14,640,186
Increase in net assets available for plan benefits	21,260,692
Net assets available for plan benefits, beginning of year	117,435,773
Net assets available for plan benefits, end of year	$ 138,696,465

See accompanying notes to the financial statements and independent auditors' report.

QUEST SOFTWARE, INC.
401(K) PROFIT SHARING PLAN

Notes to Financial Statements
For the Year Ended December 31, 2012

1. Plan Description

The following description of the Quest Software, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan's agreement for a complete description of the Plan's provisions.

General

The Plan commenced activity on January 1, 1995, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is a defined contribution plan covering substantially all employees of Quest Software, Inc., the Plan's sponsor (the "Company"), who are age 21 or older. There is no minimum service requirement.

The Company was acquired in September 2012, and as a result, is in the process of terminating the Plan in compliance with the requirements of ERISA. Subsequent to the date the Company was acquired, eligible participants were eligible to enroll in the acquirer's defined contribution plan.

Automatic Enrollment

Effective January 2, 2009, automatic enrollment in the Plan was implemented for all new hires in the United States who meet eligibility requirements.

Participant Contributions

Participants may elect to contribute up to 100% of annual compensation, not to exceed the maximum allowed under the Internal Revenue Code (the "IRC"). Participants are fully vested in their contributions to the Plan.

Company Contributions

In February 2012, the Company elected to make matching contributions to the Plan in the amount of 50% of each participant's 2011 contribution, up to a maximum of $3,000 per participant. In November 2012, the Company elected to make matching contributions to the Plan in the amount of 50% of each participant's 2012 contribution, up to a maximum of $3,424. Company contributions fully vest and are non-forfeitable after the participant has completed three years of service pursuant to the terms of the Plan. As a result of the September 2012 acquisition of the Company, participants became fully vested in the Company's contributions.

1. Plan Description (continued)

Participant Accounts and Forfeitures

Each participant's account is credited with the participant's contributions and allocations of (a) Company contributions and (b) individual investment earnings, less withdrawals and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' nonvested accounts may be used to reduce future Company contributions. The Company used $120,409 of forfeited funds to reduce the Company's discretionary contributions during the year ended December 31, 2012. Total forfeited balances included in investments in the accompanying financial statements at December 31, 2012 and 2011 are $81,461 and $112,336, respectively.

Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon. Company contributions and related earnings vest after three years at the rate of 50% after the second year and 100% after the third year in the Plan. If a participant's employment is terminated before full vesting of Company contributions and related earnings are attained, the amount not vested is forfeited and may be used to reduce future Company contributions. Company contributions and related earnings also become fully vested if the participant reaches age 65, dies, or becomes disabled.

Benefits Paid to Participants

Participants may withdraw all or a portion of their contributions for reason of retirement, death, disability or financial hardship (as defined by the Plan's agreement), or if they terminate employment with the Company. Participants generally receive withdrawals in a lump-sum payment. Any withdrawals by participants prior to terminating employment with the Company and prior to age 59½ are subject to ordinary personal income taxes and penalty. Additionally, withdrawals by terminated participants, prior to the attainment of age 59½, which are not rolled over into another qualified investment vehicle, are also subject to ordinary income taxes.

Notes Receivable from Participants

Participants may borrow the lesser of a cumulative $50,000 or 50% of the value of their total vested benefits.

1. Plan Description (continued)

Notes Receivable from Participants (continued)

Loans bear interest at prime plus 1%, have scheduled repayment terms, and are collateralized by the participant's vested balance in the Plan. The interest rate for loans made during 2012 was 4.25% and interest rates for all loans outstanding as of December 31, 2012 and 2011 ranged from 4.25% to 10.25%. Under the terms of the Plan agreement, when an employee is terminated, all outstanding loan balances become payable upon demand.

Termination Provision

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth by ERISA. In the event of any termination of the Plan or upon complete or partial discontinuance of contributions, the accounts of each affected participant shall become fully vested.

As described above, the Company was acquired in September 2012, and as a result, is in the process of terminating the Plan.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions into any of 32 investment options. Participants may change their investment options any time. However, participants can only change their contribution at the start of each payroll period. Participants may terminate and resume contributions at any time.

Plan Administration

The Plan is administered by the 401(k) Profit Sharing Committee of the Company. The trustee and investment custodian for the Plan was Fidelity Management Trust Company ("Fidelity") for each of the years ended December 31, 2012 and 2011.

Plan Merger

In January 2011, the Company acquired BakBone Software Incorporated ("BakBone"). On June 1, 2011, BakBone's defined contribution plan merged into the Quest Software, Inc. Profit Sharing 401(k) Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements were prepared on a modified-cash basis of accounting; consequently, certain investment income and contributions and related assets are recognized when received, rather than when earned and certain expenses are recognized when paid, rather than when obligations are incurred. Investments, however, are stated at fair value. Because of these differences, the accompanying financial statements are not intended to be presented in conformity with accounting principles generally accepted in the United States of America.

Although the Plan is in the process of being terminated as a result of the September 2012 acquisition of the Company, the accompanying financial statements have not been prepared on the liquidation basis of accounting, as there are no significant differences between the liquidation basis of accounting and the modified-cash basis of accounting in the accompanying financial statements.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Valuation of Investments

Investments are stated at fair value. Investment gains and losses (realized and unrealized) are included in net appreciation or depreciation in fair value of investments in the accompanying financial statements.

Shares of registered investment companies are valued at the underlying net asset value of shares held by the Plan at year-end. The Fidelity Stable Value Fund primarily invests in benefit-responsive investment contracts. These investment contracts are entered into with insurance companies, banks and other financial institutions and they represent investments that have fixed income securities paired with benefit-responsive wrap contracts. Wrap contracts are issued by high-quality financial institutions and they provide a fixed rate of interest for a specified period of time and enable the fund to pay participant-initiated withdrawals at book value.

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments (continued)

The statements of net assets available for plan benefits present investment contracts at fair value, as well as an additional line showing an adjustment of the fully benefit-responsive investment contract from fair value to contract value. The fair value of the Fidelity Stable Value Fund represents the Plan's share of the fair value of the underlying net assets of the fund. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses for the fund's investments in insurance contracts and fair value for the fund investments in externally managed affiliated collective investment funds and other investments (primarily debt obligations). The adjustment from fair value to contact value for fully benefit-responsive investment contracts was $(407,120) and $(292,392) as of December 31, 2012 and 2011, respectively.

In certain circumstances, the amount withdrawn from the fully benefit-responsive investment contracts is payable at fair value rather than at contract value. These events include termination of the Plan, a material adverse change to the provisions of the Plan, if the employer elects to withdraw from a contract in order to switch to a different investment provider, or if the terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the contract issuer's underwriting criteria for issuance of a similar contract.

Benefit Payments

Benefit payments are recognized when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest.

Administrative Expenses

The Plan's expenses are paid by the Company or the Plan, as provided by the Plan's agreement. The Plan incurred $129,905 of investment and administrative expenses during the year ended December 31, 2012.

2. Summary of Significant Accounting Policies (continued)

Subsequent Events

The Company evaluated events occurring between the end of the most recent fiscal year and October 15, 2013, the date the financial statements were issued.

Recent Accounting Pronouncement

In May 2011, the Financial Accounting Standards Board issued authoritative guidance that clarifies and changes fair value measurement and disclosure requirements. This guidance expands existing disclosure requirements for fair value measurements and makes other amendments but does not require additional fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of the guidance did not have a material effect on the Plan's financial statements.

3. Income Tax Status

The Plan was established using a prototype 401(k) plan designed by Fidelity. The Internal Revenue Service determined, and informed Fidelity by letter dated December 5, 2001, that the prototype 401(k) plan was designed in accordance with applicable sections of the IRC. During its existence, the Plan has been amended and restated several times, including an amendment and restatement onto Fidelity's Volume Submitter Defined Contribution Plan effective April 15, 2010. The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the accompanying financial statements.

Accounting principles generally accepted in the United States require management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on technical merit, to be sustained upon examination by the IRS. The Company's management has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, management believes the Plan is no longer subject to income tax examinations for years prior to 2009.

4. Information Certified by the Trustee and Asset Custodian (unaudited)

In accordance with the 401(k) Profit Sharing Committee's instructions, and as permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, certain investment information, which the trustee and asset custodian of the Plan has certified as complete and accurate, was not audited. Information certified as complete and accurate and not audited consists of the following:

a. Statements of Net Assets Available for Plan Benefits as of December 31, 2012 and 2011.

b. Investment activities per the Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2012.

c. Supplemental Schedule of Assets as of December 31, 2012.

5. Investments (unaudited)

Accounting principles generally accepted in the United States define fair value as the price that the Plan would receive to sell an asset, or pay to transfer a liability, in an orderly transaction between market participants at the measurement date. It also establishes a framework for measuring fair value and a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available under the circumstances.

The Plan's investments are assigned a level based upon the observability of the inputs which are significant to the overall valuation. The three-tier hierarchy of inputs is summarized below.

Level 1: Valuation for assets and liabilities traded in active exchange markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities.

5. Investments (unaudited)

Level 3: Valuations for assets and liabilities that are derived from other valuation methodologies, including option pricing models, discounted cash flow models, and similar techniques, and not based on market exchange, dealer, or broker traded transactions. These valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

Investments in the Plan are measured and reported at fair value on a recurring basis using the Market Approach, which uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

The following table represents the fair value hierarchy for investments measured at fair value on a recurring basis as of December 31, 2012 and 2011.

	December 31, 2012			
	Total	**Level 1**	**Level 2**	**Level 3**
Registered investment companies	**$ 122,234,019**	**$ 122,234,019**	**$ -**	**$ -**
Interests in common/collective trust	**14,226,563**	**-**	**14,226,563**	**-**
Total	**$ 136,460,582**	**$ 122,234,019**	**$ 14,226,563**	**$ -**

	December 31, 2011			
	Total	Level 1	Level 2	Level 3
Registered investment companies	$ 103,340,468	$ 103,340,468	$ -	$ -
Interests in common/collective trust	11,855,085	-	11,855,085	-
Cash, interest-bearing	40,026	40,026	-	-
Total	$ 115,235,579	$ 103,380,494	$ 11,855,085	$ -

The following summary of the Plan's individual investments, whose fair value exceeded 5% of net assets available for Plan benefits as of December 31, 2012 and 2011, was derived from unaudited information certified by the Plan's trustee and asset custodian and furnished to the 401(k) Profit Sharing Committee.

5. Investments (unaudited) (continued)

	2012	2011
Stable Value Fund	**$ 14,226,563**	$ 11,855,085
SPTN 500 INDEX INST	**13,325,416**	7,878,105
TRP New America Growth	**12,392,938**	*
Lazard Emerging Markets IS	**10,810,604**	9,758,366
PIMCO Total Return Adm	**9,967,988**	8,366,160
Vanguard Target Return 2035	**9,274,775**	*
Victory ESTB Value I	**9,186,210**	*
Vanguard Target Return 2055	**8,978,257**	*
Sentinel SM CO I	**8,607,007**	*
American Funds Growth Fund America R4	*	11,201,933
ALL/BERN Small Mid Cap Value A	*	8,964,151
Columbia Acorn USA	*	8,125,944
Sageview Target 2055	*	8,099,577
Sageview Target 2035	*	7,049,628
All other investments individually less than 5%	**39,690,824**	33,936,630
	$ 136,460,582	$ 115,235,579

* Investment did not represent at least 5% of net assets for the related period.

6. Risks and Uncertainties

The Plan provides for various investment options offering various allocations of stocks, bonds, fixed income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the accompanying financial statements.

As of October 15, 2013, the Plan has not completed its nondiscrimination testing for the Plan year ended December 31, 2012. Based on past experience, the 401(k) Plan Profit Sharing Committee does not expect the results of the testing to materially impact the accompanying financial statements.

6. Risks and Uncertainties (continued)

While the outcome of any future litigation or regulatory matter cannot be predicted, management of the Company does not believe that any future litigation or regulatory matter will have a material adverse effect on the Plan's net assets available for plan benefits. The outcome of such matters is always uncertain, and unforeseen results can occur. It is possible that such outcomes could materially affect net assets available for plan benefits in a particular year.

7. Party-In-Interest Transactions

Certain Plan investments held during 2012 and 2011 are held in investments managed by the Plan's trustee and asset custodian, and therefore, these transactions qualify as permitted party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of investment returns on the related investment. In addition, certain administrative functions are performed by officers and employees of the Company. No such officer or employee receives compensation from the Plan, nor does the Company allocate any costs to the Plan for such services.

SUPPLEMENTAL SCHEDULE

QUEST SOFTWARE, INC.
401(k) PROFIT SHARING PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012
Plan #002 EIN #33-0231678

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Investments Institutional	Lazard Emerging Markets	**	$ 10,810,604
*	Fidelity Investments Institutional	Pru/J Mid Cap Gr Z	**	558,031
*	Fidelity Investments Institutional	Victory ESTB Value I	**	9,186,210
*	Fidelity Investments Institutional	Vanguard Target Return 2055	**	8,978,257
*	Fidelity Investments Institutional	PIMCO Total Return Adm	**	9,967,988
*	Fidelity Investments Institutional	TRP New America Growth	**	12,392,938
*	Fidelity Investments Institutional	ING Global Real Estate I	**	1,990,777
*	Fidelity Investments Institutional	Vanguard Target Return 2010	**	34,313
*	Fidelity Investments Institutional	Vanguard Target Return 2020	**	313,148
*	Fidelity Investments Institutional	Vanguard Target Return 2030	**	294,751
*	Fidelity Investments Institutional	Vanguard Target Return 2040	**	229,689
*	Fidelity Investments Institutional	Vanguard Target Return 2050	**	176,035
*	Fidelity Investments Institutional	COL SM CAP IDX Z	**	535,470
*	Fidelity Investments Institutional	MFS Value R4	**	5,307,514
*	Fidelity Investments Institutional	Sentinel SM CO I	**	8,607,007
*	Fidelity Investments Institutional	TMPL Global Bond ADV	**	3,261,009
*	Fidelity Investments Institutional	PIM COM REAL RET I	**	500,727
*	Fidelity Investments Institutional	Vanguard Target Return Inc	**	862,523
*	Fidelity Investments Institutional	Vanguard Target Return 2015	**	2,056,794
*	Fidelity Investments Institutional	Vanguard Target Return 2025	**	6,711,919
*	Fidelity Investments Institutional	Vanguard Target Return 2035	**	9,274,775
*	Fidelity Investments Institutional	Vanguard Target Return 2045	**	6,490,454
*	Fidelity Investments Institutional	Vanguard Target Return 2060	**	24,317
*	Fidelity Investments Institutional	PIM ALL A ALL AUTH I	**	290,264
*	Fidelity Investments Institutional	DFA TA WD EX US CORE	**	157,501
*	Fidelity Investments Institutional	ALZGI NFJ INTL VL IS	**	5,883,135
*	Fidelity Investments Institutional	NB HIGH INC BOND IS	**	3,737,717
*	Fidelity Investments Institutional	SPTN 500 Index INV	**	24,320
*	Fidelity Investments Institutional	SPTN EXT MKT IDX ADV	**	250,416
*	Fidelity Investments Institutional	SPTN 500 INDEX INST	**	13,325,416
				122,234,019
*	Fidelity Management Trust Company	Stable Value Fund	**	13,819,443
*	Notes receivable from participants	Various maturity dates with interest rates ranging from 4.25% to 10.25%	-	2,643,003
	Total assets (held at end of year)			$ 138,696,465

* *Denotes investment with party-in-interest.*
** *Cost information may be omitted with respect to participant directed investments*

See accompanying independent auditors' report.