

COMPUTER ASSOCIATES INTERNATIONAL INC  
Form DEFA14A  
August 09, 2001

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant /X/  
Filed by a party other than the Registrant / /

Check the appropriate box:

- / / Preliminary Proxy Statement
- / / CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e) (2))
- / / Definitive Proxy Statement
- /X/ Definitive Additional Materials
- / / Soliciting Material Pursuant to Section 240.14a-12

Computer Associates International, Inc.

-----  
(Name of Registrant as Specified In Its Charter)

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- /X/ No fee required.
- / / Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

(1) Title of each class of securities to which transaction applies:

-----  
(2) Aggregate number of securities to which transaction applies:

-----  
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

-----  
(4) Proposed maximum aggregate value of transaction:

-----  
(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

-----  
(2) Form, Schedule or Registration Statement No.:

-----  
(3) Filing Party:

-----  
(4) Date Filed:  
-----

EXPLANATORY NOTE

Computer Associates International, Inc., a Delaware corporation ("Computer Associates", "CA" or the "Company"), is filing the materials contained in this Schedule 14A with the Securities and Exchange Commission on August 9, 2001 in connection with the solicitation of proxies for electing the board of directors of Computer Associates at the 2001 annual meeting of Computer Associates' stockholders.

THE FOLLOWING PRESENTATIONS WERE PRESENTED BY THE COMPANY TO REPRESENTATIVES OF CAPITAL RESEARCH & MANAGEMENT INC.:

TABLE OF CONTENTS

Product presentation - BrightStor.....Item 1

Product presentation - Jasmine.....Item 2

Product presentation - Unicenter.....Item 3

Product presentation - eTrust.....Item 4

CA Corporate Strategy Presentation.....Item 5

Contents of Item 1:

[GRAPHIC OMITTED]

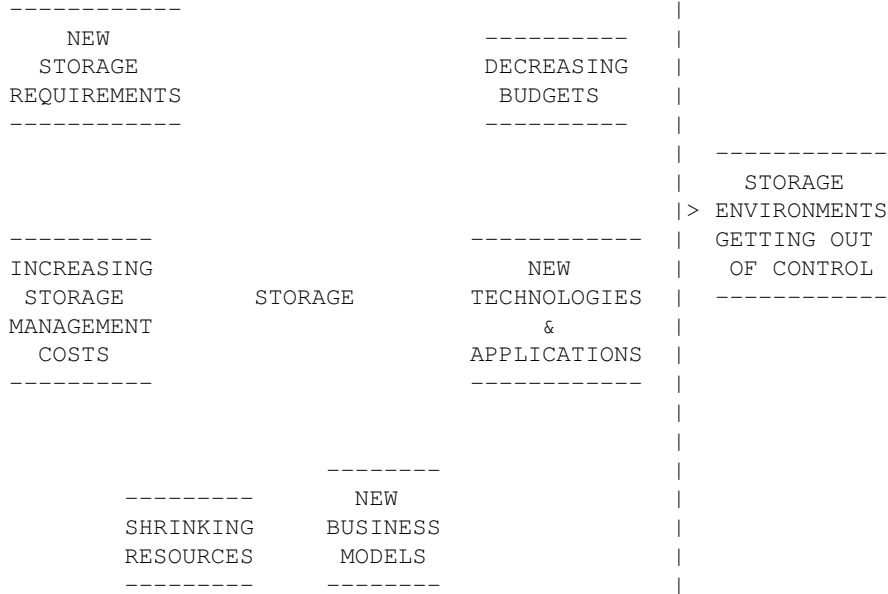
ENABLING eBUSINESS  
CONTINUITY

[LOGO]  
Computer ASSOCIATES (TM)

[GRAPHIC OMITTED]

COMPETING FORCES  
CHANGING STORAGE

=====



[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

STORAGE TRENDS

=====

- o HARDWARE COSTS PER TERABYTE ARE DRASTICALLY GOING DOWN
- o YEARLY AVERAGE STORAGE ADDED CONTINUES TO GROW (60% - 100% PER YEAR)
- o AVERAGE STORAGE SPENDING AS % OF IT BUDGET ALSO CONTINUES TO GROW
- o STORAGE MANAGEMENT EXPERTISE IS BECOMING INCREASINGLY SCARCE

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

STORAGE CHALLENGES

- o DATA GROWTH
- o AVAILABILITY AND BUSINESS CONTINUITY
- o STORAGE INFRASTRUCTURE COMPLEXITY
- o MANAGING STORAGE ASSETS AND INVESTMENT (ROI)

[LOGO] Computer ASSOCIATES(TM)

-----  
 THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
 -----

[GRAPHIC OMITTED]

Computer ASSOCIATES

STORAGE SOFTWARE MARKET

26.1%		
CAGR	\$5,300M 2000	\$16,700M 2005
ENTERPRISE STORAGE RESOURCE MANAGEMENT	19%	23%
DATA MANAGEMENT	44%	34%
STORAGE INFRASTRUCTURE	37%	43%
ENTERPRISE STORAGE RESOURCE MANAGEMENT		CAGR
o PROVIDES MANAGEMENT OF VARIOUS STORAGE RESOURCES ON THE NETWORK		31.6%
DATA MANAGEMENT		
o BACKUP AND RECOVERY PRODUCTS, HSM AND ARCHIVE		13.4%
STORAGE INFRASTRUCTURE		
o BASIC DATA ORGANIZATION FUNCTIONS, VOLUME MANAGEMENT, DATA REPLICATION		29.6%

[LOGO] Computer ASSOCIATES(TM)

SOURCE: DATAQUEST/GARTNER GROUP 2001

-----  
 THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
 -----

[GRAPHIC OMITTED]

Computer ASSOCIATES

WHAT IS DRIVING THE GROWTH?  
 =====

	(TOTAL = 50 RESPONDENTS)	(TOTAL = 292 TERABYTES)	
		6%	OTHERS
		16%	DATA WAREHOUSING
OTHERS	38%		
		37%	NEW APPLICATIONS
DATA WAREHOUSING	34%		
NEW APPLICATIONS	22%	41%	e-COMMERCE
e-COMMERCE	6%		

-----

PERCENT OF RESPONDENTS RANKING THIS AS THE MOST IMPORTANT STORAGE GROWTH DRIVER	PERCENT OF ADDITIONAL STORAGE CAPACITY ADDED BY THESE COMPANIES IN 1999
---	---

-----

[LOGO] Computer ASSOCIATES (TM)

SOURCE: FORRESTER RESEARCH, 2001

-----  
 THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
 -----

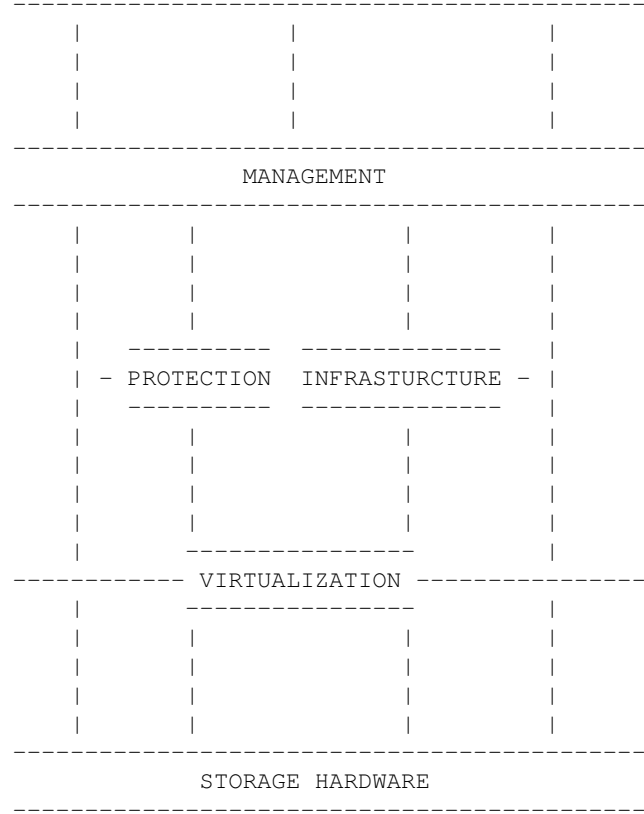
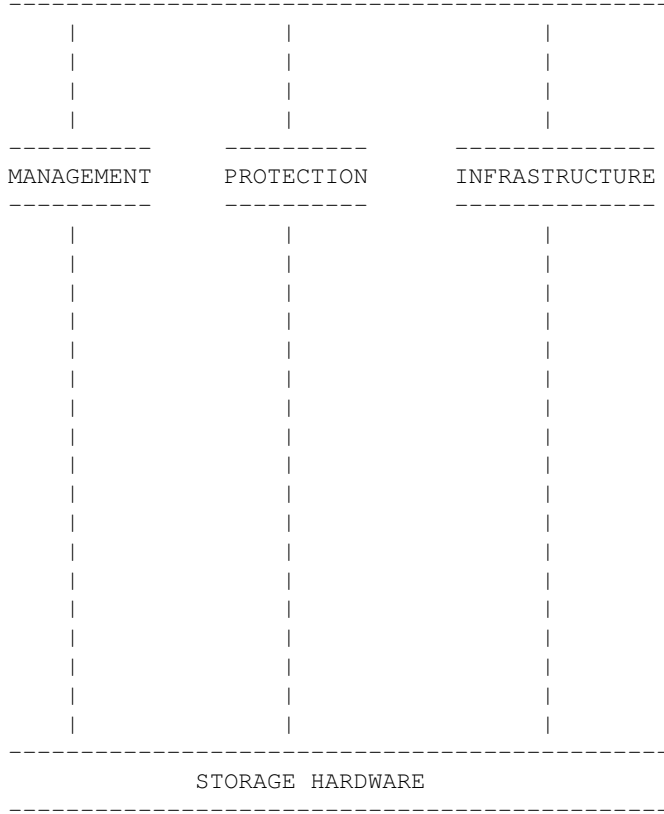
[GRAPHIC OMITTED]

Computer ASSOCIATES

PARADIGM SHIFT IN  
 STORAGE MANAGEMENT  
 =====

-----  
 APPLICATION

-----  
 APPLICATION



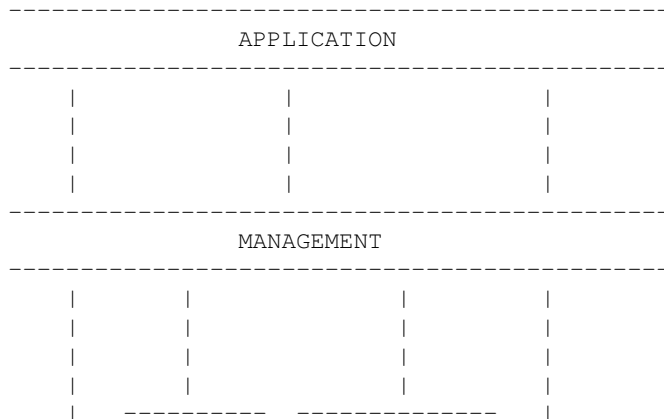
[LOGO] Computer ASSOCIATES (TM)

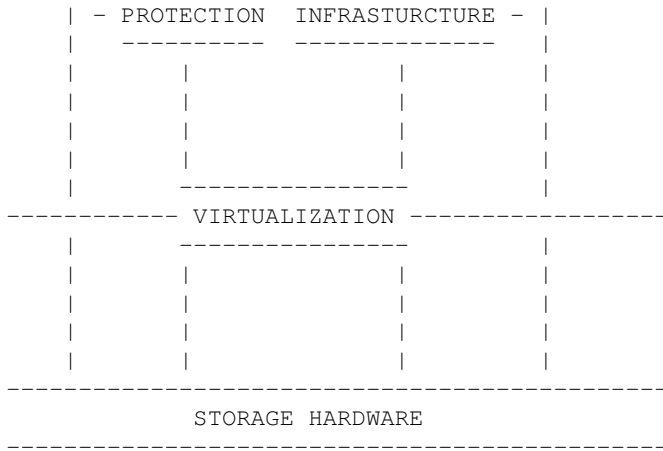
THE SOFTWARE THAT MANAGES eBUSINESS (TM)

[GRAPHIC OMITTED]

Computer ASSOCIATES

CA'S STORAGE STRATEGY





- o CROSS-APPLICATION
- o CROSS-PLATFORM AND PROTOCOL
- o CROSS-TOPOLOGY (DAS, NAS AND SAN)
- o DM, ESRM, SI AND CESM
- o INTELLIGENCE, VISUALIZATION AND VIRTUALIZATION
- o INFRASTRUCTURE MANAGEMENT
  - NETWORK MANAGEMENT
  - SYSTEM MANAGEMENT
  - SECURITY
- o STRATEGIC ALLIANCES AND INITIATIVES

[LOGO] Computer ASSOCIATES(TM)

-----

THE SOFTWARE THAT MANAGES eBUSINESS(TM)

-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

BRIGHTSTOR STORAGE  
MANAGEMENT SOLUTIONS

=====

[GRAPHIC OMITTED]

-----

ENTERPRISE MANAGEMENT

-----

-----  
BRIGHTSTOR  
-----

-----  
CENTRALIZED ENTERPRISE STORAGE MANAGEMENT  
-----

-----  
EVENT MANAGEMENT  
-----

-----  
POLICY MANAGEMENT  
-----

-----  
INTELLIGENCE  
-----

-----  
DATA MANAGEMENT  
-----

-----  
ENTERPRISE STORAGE  
RESOURCE MANAGEMENT  
-----

-----  
STORAGE  
INFRASTRUCTURE  
-----

EVENTS

-----  
----- POLICIES

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

BRIGHTSTOR STORAGE  
MANAGEMENT SOLUTIONS  
=====

-----  
ENTERPRISE MANAGEMENT  
-----

-----  
BRIGHTSTOR  
-----

-----  
CENTRALIZED ENTERPRISE STORAGE MANAGEMENT  
-----

-----  
EVENT MANAGEMENT  
-----

-----  
POLICY MANAGEMENT  
-----

-----  
INTELLIGENCE  
-----

-----  
DATA MANAGEMENT  
-----

-----  
ENTERPRISE STORAGE  
RESOURCE MANAGEMENT  
-----

-----  
STORAGE  
INFRASTRUCTURE  
-----



		MEDIA MANAGEMENT
BACKUP\RECOVERY	SAN MANAGEMENT	VIRTUALIZATION
HIERARCHICAL STORAGE MANAGEMENT\ARCHIVE	STORAGE RESOURCE MANAGEMENT	DATA REPLICATION

[LOGO] Computer ASSOCIATES (TM)

THE SOFTWARE THAT MANAGES eBUSINESS (TM)

[GRAPHIC OMITTED]

Computer ASSOCIATES

NEW STORAGE MANAGEMENT SOLUTIONS

NEW SOLUTIONS AND DEVELOPMENTS FEATURED AT CA WORLD...

- o BRIGHTSTOR ENTERPRISE BACKUP
  - HIGHEST PERFORMANCE FOR OPEN SYSTEMS BACKUP AND RECOVERY
- o BRIGHTSTOR SAN MANAGEMENT
- o CENTRALIZED ENTERPRISE STORAGE MANAGEMENT

[LOGO] Computer ASSOCIATES (TM)

THE SOFTWARE THAT MANAGES eBUSINESS (TM)

[GRAPHIC OMITTED]

Computer ASSOCIATES

BRIGHTSTOR ENTERPRISE BACKUP

- o HIGH-PERFORMANCE ENTERPRISE DATA PROTECTION SOLUTION
  - ELIMINATE BACKUP WINDOW LIMITATIONS
- o UNLIMITED ENVIRONMENT SCALABILITY

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

- o ADVANCED MANAGEABILITY FEATURES
  - REDUCES TOTAL COST OF OWNERSHIP
  - ENSURES BUSINESS CONTINUITY
- o DATA PROTECTION FOR ALL POPULAR ENTERPRISE SERVER PLATFORMS
  - UNIX
  - WINDOWS

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

BRIGHTSTOR  
SAN MANAGEMENT

- =====
- o DISCOVERY
  - o VISUALIZATION
  - o INTELLIGENCE
  - o MONITORING
  - o ADMINISTRATION
  - o SECURITY

ZONE  
MANAGEMENT [GRAPHIC OMITTED]

[GRAPHIC OMITTED] ZONE DISCOVERY/  
VISUALIZATION

DEVICE DISCOVERY/ [GRAPHIC OMITTED]  
VISUALIZATION

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

CENTRALIZED ENTERPRISE  
STORAGE MANAGEMENT

- DEVICE/DATA-AGNOSTIC FRAMEWORK
- POLICY MANAGEMENT
- STORAGE PLANNING
- EXTENDED AND PREDICTIVE CAPACITY MANAGEMENT
  - o INTELLIGENT (NEUGENTS)
  - o ROOT-CAUSE ANALYSIS
- PERFORMANCE MANAGEMENT
- INTEGRATION WITH ENTERPRISE MANAGEMENT SOLUTIONS

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

BRIGHTSTOR STORAGE PARTNERS  
=====

[EMC(2) LOGO]  
where information lives

[adic LOGO]

[COMPAQ LOGO]

[LOGO] CROSSROADS (TM)

[LOGO] (R)  
BROCADE

[DELL LOGO]

[IBM LOGO] (R)

[LOGO]  
NetworkAppliance (R)

[PATHLIGHT LOGO]

[hp LOGO]  
invent

[gLogic(TM) Corp. LOGO]

[EMULEX LOGO]

[HITACHI LOGO]  
DATA SYSTEMS

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

Contents of Item 2:

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

[GRAPHIC OMITTED] TOTAL INFORMATION  
MANAGEMENT FOR  
BUSINESS SUCCESS

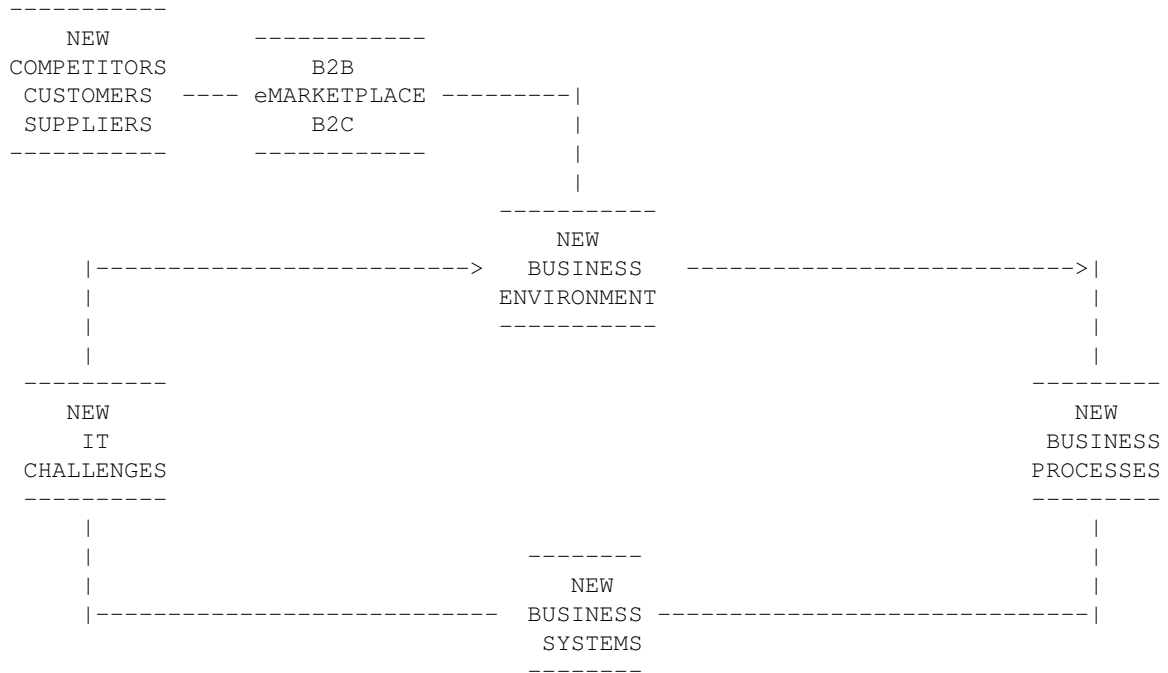
[LOGO]  
Computer ASSOCIATES (TM)

[GRAPHIC OMITTED]

Computer ASSOCIATES

BUSINESS DRIVERS

=====



[LOGO] Computer ASSOCIATES (TM)

=====

THE SOFTWARE THAT MANAGES eBUSINESS (TM)

[GRAPHIC OMITTED]

Computer ASSOCIATES

CHALLENGES

=====

-----  
FACT

<p>"ANY COMPANY THAT DOES NOT SEE THIS TECHNOLOGY (INTEGRATION) AS IMPORTANT AS BREATHING COULD BE ON ITS LAST BREATH."</p>	<p>FACT</p>	
<p>Jack Welch, GE CEO InformationWeek Magazine November 2000</p>	<p>IT IS 4 TO 7 TIMES MORE EXPENSIVE TO ACQUIRE A NEW CUSTOMER THEN IT IS TO RETAIN AN EXISTING CUSTOMER.</p>	<p>FACT</p>
	<p>BtoB Magazine</p>	<p>70% OF eBUSINESS APPLICATIONS MUST BE SIGNIFICANTLY REPLACED AFTER 2 YEARS OF DELIVERY</p>
		<p>GIGA Information Group</p>

[LOGO] Computer ASSOCIATES(TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

CA eBUSINESS  
INFORMATION MANAGEMENT

[GRAPHIC OMITTED]

-----  
PORTAL  
-----

-----  
eBUSINESS  
TRANSFORMATION  
AND  
INTEGRATION  
-----

-----  
eBUSINESS  
INTELLIGENCE  
-----

-----  
eBUSINESS PLATFORM  
-----

-----  
DATABASE SYSTEMS  
-----

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

CA'S eBUSINESS  
INFORMATION MANAGEMENT  
=====

-----  
eBUSINESS PROCESS MANAGEMENT SERVICES  
-----

B2C		B2B		eMP		xSP	
CONTENT MANAGEMENT	RELATIONSHIP MARKETING	ORDER MANAGEMENT	FULFILLMENT MANAGEMENT	PAYMENT MANAGEMENT	CUSTOMER SERVICE		

-----  
eBUSINESS INFORMATION MANAGEMENT SERVICES  
-----

-----  
eBUSINESS TRANSFORMATION  
AND INTEGRATION  
-----

-----  
eBUSINESS INTELLIGENCE  
-----

-----  
eBUSINESS INFRASTRUCTURE MANAGEMENT SERVICES  
-----

NETWORK MANAGEMENT	SYSTEMS MANAGEMENT	DATABASE MANAGEMENT	APPLICATION MANAGEMENT	SECURITY MANAGEMENT	STORAGE MANAGEMENT
-----------------------	-----------------------	------------------------	---------------------------	------------------------	-----------------------

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

JASMINE INFORMATION

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

MANAGEMENT SOLUTIONS  
eBUSINESS TRANSFORMATION AND INTEGRATION SUITE  
=====

-----  
PORTAL  
-----

-----  
eBUSINESS TRANSFORMATION

-----  
eBUSINESS INTEGRATION

-----  
PROCESS MANAGEMENT  
-----

-----  
BEST PRACTICES  
-----

-----  
CHANGE MANAGEMENT  
-----

-----  
MODEL DEVELOP  
-----

-----  
DEPLOY TEST  
-----

-----  
PROJECT MANAGEMENT  
-----

-----  
BUSINESS-TO-BUSINESS  
INTEGRATION  
(B2BI)  
-----

-----  
ENTERPRISE APPLICATION  
INTEGRATION  
(EAI)  
-----

-----  
eBUSINESS PLATFORM  
-----

-----  
DATABASE SYSTEMS  
-----

[LOGO] Computer ASSOCIATES (TM)  
-----

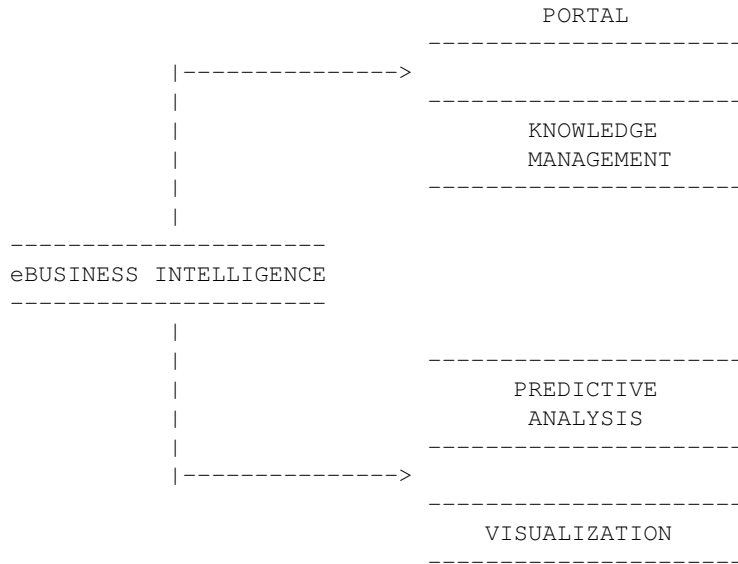
-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

eBUSINESS INTELLIGENCE  
=====

[GRAPHIC OMITTED]  
-----



[LOGO] Computer ASSOCIATES (TM)

THE SOFTWARE THAT MANAGES eBUSINESS (TM)

[GRAPHIC OMITTED]

Computer ASSOCIATES

JASMINE INFORMATION  
MANAGEMENT SOLUTIONS  
eBUSINESS INTELLIGENCE SUITE

PORTAL

INTELLIGENT CRM

META DATA MANAGEMENT

PERSONALIZATION

PREDICTIVE ANALYSIS  
AND VISUALIZATION

QUERY,  
ANALYSIS &  
REPORTING

DATA  
WAREHOUSING/  
INFORMATION  
ACCESS



-----  
eBUSINESS PLATFORM  
-----

[LOGO] Computer ASSOCIATES (TM)

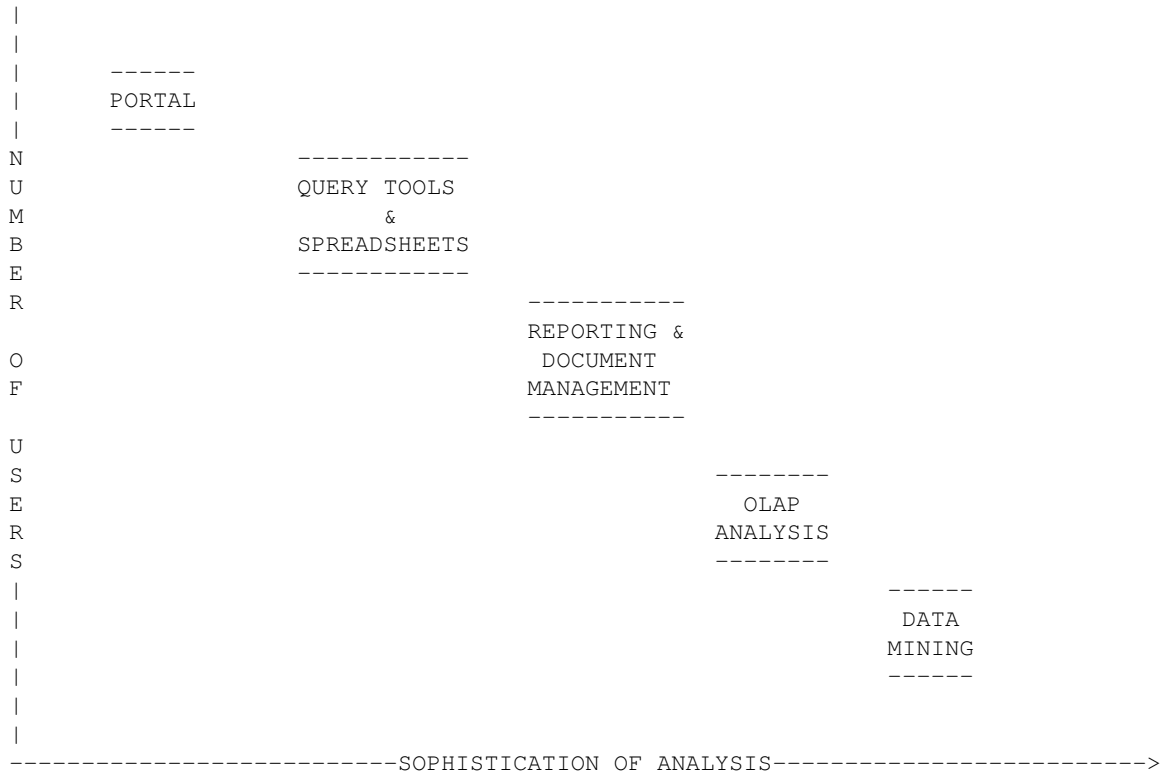
-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

DATA ANALYSIS  
=====

PREDICTIVE ANALYSIS



[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

PREDICTIVE ANALYSIS AND VISUALIZATION  
INTELLIGENCE IS A COMPETITIVE DIFFERENTIATOR

=====

- O BETTER BUSINESS DECISIONS THROUGH:
  - STATE-OF-THE-ART PATTERN RECOGNITION
  - POWERFUL RULES AND INFERENCE
  - SCALABLE, ADAPTIVE SOLUTIONS
  
- O NEW INSIGHT INTO: [GRAPHIC OMITTED]
  - NEW AND CHANGING BUSINESS CONDITIONS
  - BUYING PATTERNS
  - DEMAND FORECASTING
  - ...

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]  
Computer ASSOCIATES

JASMINE SUCCESS STORY  
RETIREMENT PLANNING PORTAL

=====

- O WEB DELIVERY OF [GRAPHIC OMITTED]
  - RETIREMENT FINANCIAL DATA
  - INDIVIDUALIZED REPORTS
  - CUSTOMIZED ANALYSIS
  
- O PROVIDES CLIENTS [GRAPHIC OMITTED]
  - EXACTLY WHAT THEY WANT TO SEE
  - ACCESS TO HISTORICAL DATA
  - UPDATED INTERFACE TO EXISTING DATA & applications

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

JASMINE SUCCESS STORY  
CUSTOMER RELATIONSHIP MANAGEMENT

- O INCREASE REVENUE [citistreet LOGO] (SM)  
A State Street and Citigroup Company
  - IDENTIFY CROSS-SELLING OPPORTUNITIES
  - LOWER COST-PER-SALE
  - BETTER MARKET PENETRATION
  - MATCH DEMOGRAPHICS WITH SERVICE

- O DECREASE ATTRITION [GRAPHIC OMITTED]
  - SALES AGENTS
  - CUSTOMER BASE

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

Contents of Item 3:

[GRAPHIC OMITTED]

Computer ASSOCIATES

[GRAPHIC OMITTED] UNICENTER  
MANAGING eBUSINESS  
INFRASTRUCTURE

[LOGO] Computer ASSOCIATES (TM) Computer Associates Confidential 1

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

CA'S eBUSINESS MANAGEMENT  
SOLUTIONS (3X6 STRATEGY)

eBUSINESS PROCESS MANAGEMENT SERVICES

B2C		B2B		EMP		XSP	
CONTENT MANAGEMENT	RELATIONSHIP MARKETING	ORDER MANAGEMENT	FULFILLMENT MANAGEMENT	PAYMENT MANAGEMENT	CUSTOMER SERVICE		

eBUSINESS INFORMATION MANAGEMENT SERVICES

eBUSINESS TRANSFORMATION AND INTEGRATION	eBUSINESS INTELLIGENCE
---	------------------------

eBUSINESS INFRACTURE MANAGEMENT SERVICES

NETWORK MANAGEMENT	SYSTEMS MANAGEMENT	DATABASE MANAGEMENT	APPLICATION MANAGEMENT	SECURITY MANAGEMENT	STORAGE MANAGEMENT
-----------------------	-----------------------	------------------------	---------------------------	------------------------	-----------------------

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 2

THE SOFTWARE THAT MANAGES eBUSINESS(TM)

[GRAPHIC OMITTED]

Computer ASSOCIATES

CA LEADERSHIP

- o WORLD LEADER IN ENTERPRISE MANAGEMENT
  - CA #1 in Enterprise Management on all platforms
- o BUILT ON STRENGTH OF UNICENTER TNG
  - Integration
  - Heterogeneous environments [GRAPHIC OMITTED]
  - End to end management
- o RETURN ON INVESTMENT OF 663% OVER 3 YEARS

SOURCE: IDC, 2001

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 3

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

INFRASTRUCTURE MANAGEMENT  
MARKET  
=====

[THE FOLLOWING DATA WAS DEPICTED BY A BAR GRAPH IN THE PRINTED MATERIAL]

	2000	2001	2002	2003	2004	2005
	-----	-----	-----	-----	-----	-----
	MARKET SIZE (\$, BILLIONS)					
Enterprise Mgmt	\$16.90	\$17.90	\$20.50	\$23.50	\$26.70	\$30.80
Security	\$ 5.10	\$ 6.40	\$ 7.90	\$ 9.70	\$11.80	\$14.30
Storage	\$ 5.50	\$ 5.90	\$ 6.90	\$ 8.00	\$ 9.30	\$10.70

Source: IDC, 2001

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 4

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

MARKETPLACE TRENDS...  
=====

THE NEXT GENERATION OF eBUSINESS

- o eBUSINESS IS BECOMING JUST BUSINESS
- o CONNECTING ALL CONSTITUENTS
- o SPAWNING NEW BUSINESS MODELS

[GRAPHIC OMITTED]

IN THE END, 1 MASSIVE GLOBAL NETWORK

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 5

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

MANAGEMENT CHALLENGES...

=====

MUST MANAGE:

- o THE EXTENDED ENTERPRISE
  - Cross-enterprise, cross-platform, cross-application interaction
  - Diverse technologies
  - Rapidly changing technology
- o SOARING CUSTOMER AND IT SERVICE EXPECTATIONS
  - Availability, response time, etc.
- o IN INTERNET TIME
  - Faster deployment of more focused solutions
  - Faster ROI
  - ...with limited IT resources

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 6

-----

THE SOFTWARE THAT MANAGES eBUSINESS(TM)

-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

...CA DELIVERS

=====

A FAMILY OF INTEGRATED eBUSINESS  
INFRASTRUCTURE MANAGEMENT SOLUTIONS

- o NEW MODULAR DESIGN
- o NEW & ENHANCED SOLUTIONS
- o NEW ARCHITECTURE & TECHNOLOGY
- o NEW PRICING MODEL

LEVERAGING 25 YEARS OF EXPERIENCE & EXPERTISE

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 7

-----  
 THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
 -----

[GRAPHIC OMITTED]

Computer ASSOCIATES

THE UNICENTER BRAND  
 =====

[GRAPHIC OMITTED]

|  
 |  
 |

NETWORK & SYSTEMS MANAGEMENT SOLUTIONS	AUTOMATED OPERATIONS MANAGEMENT SOLUTIONS	IT RESOURCES MANAGEMENT SOLUTIONS	DATABASE MANAGEMENT SOLUTIONS	WEB INFRASTRUCTURE MANAGEMENT SOLUTIONS	APPLICATION MANAGEMENT SOLUTIONS
COMMON SERVICES	COMMON SERVICES	COMMON SERVICES	COMMON SERVICES	COMMON SERVICES	COMMON SERVICES

[LOGO] Computer ASSOCIATES (TM)

Computer Associates Confidential 8

-----  
 THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
 -----

[GRAPHIC OMITTED]

Computer ASSOCIATES

UNICENTER INFRASTRUCTURE  
 MANAGEMENT SOLUTIONS  
 =====

NETWORK & SYSTEMS MANAGEMENT SOLUTIONS	AUTOMATED OPERATIONS MANAGEMENT SOLUTIONS	IT RESOURCES MANAGEMENT SOLUTIONS	DATABASE MANAGEMENT SOLUTIONS	WEB INFRASTRUCTURE MANAGEMENT SOLUTIONS	APPLICATION MANAGEMENT SOLUTIONS
UNI- UNI-CENTER 3.0 NETWORK SYSTEM MANAGEMENT	AUTOSYS JOB MANAGEMENT	ASSET MANAGEMENT	DATABASE PERFORMANCE MANAGEMENT SUITE	MANAGEMENT FOR WEBLOGIC	MANAGEMENT FOR MICROSOFT EXCHANGE

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

----- SERVICE LEVEL MANAGEMENT -----	----- OUTPUT MANAGEMENT SUITE -----	SOFTWARE DELIVERY -----	----- DATABASE ADMINISTRATION SUITE -----	----- MANAGEMENT FOR WEBSHERE -----	----- MANAGEMENT FOR LOTUS NOTES/ DOMINO -----
----- PERFORMANCE MANAGEMENT -----	----- DATA TRANSPORT -----	----- REMOTE CONTROL -----	----- DATABASE BACKUP/ RECOVERY SUITE -----	----- MANAGEMENT FOR WEB SERVERS -----	----- MANAGEMENT FOR PEOPLESFT -----
----- ADVANCE NETWORK OPERATIONS -----	----- AUTOMATION AND CONSOLE MANAGEMENT SUITE -----	----- ACCOUNTING AND CHARGEBACK SUITE -----	----- ----- -----	----- MANAGEMENT FOR MQSERIES -----	----- MANAGEMENT FOR SAP R/3 -----
----- RESOURCE PLANNING SUITE -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----
----- COMMON SERVICES -----	----- COMMON SERVICES -----	----- COMMON SERVICES -----	----- COMMON SERVICES -----	----- COMMON SERVICES -----	----- COMMON SERVICES -----

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 9

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

THE NEW UNICENTER MEETS  
THE DEMANDS  
=====

MANAGEMENT CHALLENGES		UNICENTER 3.0 DELIVERS
o MANAGE IN INTERNET TIME	--->	Modular & adaptive design - seamless integration Intelligence, visualization and personalization
o focused solns		
o faster ROI		
o EXTENDED ENTERPRISE MANAGEMENT	--->	Management across boundaries - Business, Technology
o SOARING CUSTOMER AND IT	--->	IT Resource and Service



Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

SERVICE EXPECTATIONS

management solutions

On a flexible management infrastructure...

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 10

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

NEW MARKETS, OPPORTUNITIES  
=====

-----  
ERP, SCM, ...  
APPLICATIONS  
(ORACLE, SAP, ...)  
-----

-----  
B2B, B2C,  
eMARKETPLACE  
-----

-----  
WEB SERVICES  
(.NET, J2EE)  
-----

-----  
SMALL / MEDIUM  
ORGANIZATIONS  
-----

-----  
MANAGED SERVICE  
PROVIDERS (MSP)  
-----

-----  
WIRELESS  
-----

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 11

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

RENEWED EMPHASIS  
ON PARTNERSHIPS  
=====

HARDWARE

WIRELESS

PLATFORMS

CISCO SYSTEMS

[NOKIA LOGO]

[Microsoft LOGO] (R)

[LOGO] (R)

CONNECTING PEOPLE

EMPOWERING

INTERNET GENERATION (R)

[LOGO] AETHER(TM)

[LOGO] SUN(R)

The

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

microsystems

[LOGO]  
HITACHI  
DATA SYSTEMS

[LOGO] MOTOROLA

[IBM LOGO] (R)

[LOGO] THE  
DOCUMENT  
COMPANY  
XEROX

[palm LOGO] (TM)

[LOGO] HEWLETT (R)  
PACKARD

[LOGO]  
SuSE

[LOGO] HEWLETT (R)  
PACKARD

[symbol LOGO] (R)

[LOGO] redhat

[DELL LOGO]

[wavelink LOGO] (R)  
wireless comes together(TM)

[TURBOLINUX LOGO]

[LOGO] CALDERA

[COMPAQ LOGO]

[LOGO]  
MOBILESYS  
POWERING THE WIRELESS ENTERPRISE

[FUJITSU LOGO]

[LOGO] RIM

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 12

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

INDUSTRY ENDORSEMENTS  
=====

"CA is effectively reinventing Unicenter in accordance with key market requirements for the management of strategic services -- including usability, automation and advanced intelligence"  
DENNIS DROGSETH, VICE PRESIDENT WITH ENTERPRISE MANAGEMENT ASSOCIATES.

"CA's new family of Unicenter solutions will transform the way that eBusinesses manage their infrastructure and we are very excited about the tight integration between our web performance measurement services and CA's Unicenter solutions"  
UMANG GUPTA, CEO OF KEYNOTE SYSTEMS.

"Since our IT support services are global in nature, the Unicenter family of management solutions provides an integrated set of products and functions that allows AIG to better manage its complex client, web server and mainframe environments" MARK POPOLANO SVP/CIO OF AIG.

"The presentation of information with Unicenter's advanced visualization is so easy to understand that non-technical personnel can help with problem resolution"  
KARL JACKSON, HEAD OF ENTERPRISE MANAGEMENT DEPLOYMENT AT BRIGHAM YOUNG UNIVERSITY.

"Both CA and Unicenter have undergone a significant transformation and IDC is struck by the innovation the company has shown. CA will now be able to deliver eBusiness management in a format suitable for virtually any size of organization

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

that should dramatically reduce the cost and complexity of achieving end-to-end eBusiness management."

PAUL MASON, GROUP VICE PRESIDENT OF INFRASTRUCTURE SOFTWARE RESEARCH AT IDC

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 13

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

UNICENTER - THE TIME IS RIGHT!  
=====

- o UNICENTER IS NOW A BRAND AND FAMILY
- o MODULAR SOLUTIONS, SEAMLESS INTEGRATION
  - EASIER TO USE, FASTER DEPLOYMENT & ROI
- o ADAPTABLE TO RAPIDLY CHANGING ENVIRONMENTS
  - NEW BUSINESS MODELS, TECHNOLOGIES, STANDARDS
- o LEVERAGES EXISTING IT INVESTMENT

[LOGO] Computer ASSOCIATES(TM)

Computer Associates Confidential 14

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

Contents of Item 4:

[GRAPHIC OMITTED] ENABLING TRUSTED  
eBUSINESS

[LOGO] Computer ASSOCIATES(TM)

[GRAPHIC OMITTED]

Computer ASSOCIATES

TRENDS:  
SECURITY MARKET IS HOT!  
=====

- o DRIVERS:

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

- eBUSINESS IS HOT
  - INTERNET IS CREATING NEW EXPOSURES
  - HACKING AND PRIVACY ARE BIG NEWS
  - REGULATORY: HIPAA / GLBA / CHIPS
- o ONLY 3 AREAS IN OF INCREASED IT SPENDING IN 2001: CRM, STORAGE, SECURITY (META)
  - o GARTNER GROUP 4 YR. CAGR: 21.7%
  - o IDC 5 YR. CAGR: 22.8%

[LOGO] Computer ASSOCIATES(TM)

SLIDE 2

-----  
 THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
 -----

[GRAPHIC OMITTED]

Computer ASSOCIATES

TRENDS:  
 SECURITY MARKET OPPORTUNITY

=====

e-BUSINESS SECURITY OPPORTUNITY

-----  
 'MANAGEMENT'  
 SEGMENT HAS THE  
 LARGEST ABSOLUTE  
 GROWTH BY 2004  
 -----

[The following data was represented by a bar graph in the printed material]

-----

1999	2004	CAGR	
\$4.4B	\$10.4B	24%	
\$0.5B	1.7B	31%	ACCESS
1.8B	3.1B	15%	DEFENSE
2.1B	5.6B	28%	MANAGEMENT

-----

SOURCE: THE MCKENNA GROUP, 2001

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

SECURITY CHALLENGES TODAY  
=====

Defending the eBusiness

- o External attacks ----- SECURITY
- DEFENSE ENABLES
- o Internal abuse ----- eBUSINESS

Securely extending virtual boundaries

- o Customers ----- ACCESS
- o Partners and suppliers -----

[GRAPHIC OMITTED]

Managing diverse -----  
security throughout MANAGEMENT  
the enterprise -----

[LOGO] Computer ASSOCIATES (TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

MOMENTUM  
=====

SECURITY SOFTWARE MARKET LEADER  
2ND CONSECUTIVE YEAR\*

[BAR CHART OMITTED]

-----  
LAST 3 MONTHS:  
12 new releases  
3 completely new  
(17 eTRUST SOLUTIONS)

=====

JULY 9TH:

ANNOUNCED

6 NEW

INDUSTRY PARTNERS

=====

[LOGO] Computer ASSOCIATES(TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

THE BRAND - eTRUST

=====

o Software that enables  
trusted eBusiness

[GRAPHIC OMITTED]

- Breadth of solutions
- Seamless integration
- Centralized view of the  
extended enterprise

[LOGO] Computer ASSOCIATES(TM)

-----  
THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
-----

[GRAPHIC OMITTED]

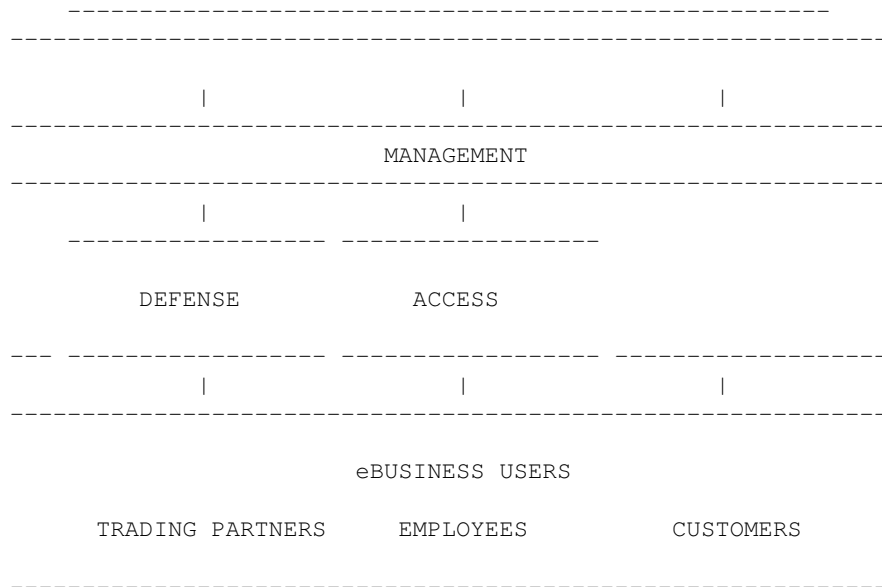
Computer ASSOCIATES

eTRUST SOLUTIONS SETS

=====

[GRAPHIC OMITTED]

-----  
eBUSINESS ASSETS  
-----  
WEBSITES DATABASES ENTERPRISE SERVERS APPLICATIONS  
DATA WAREHOUSES ERP/CRM ...



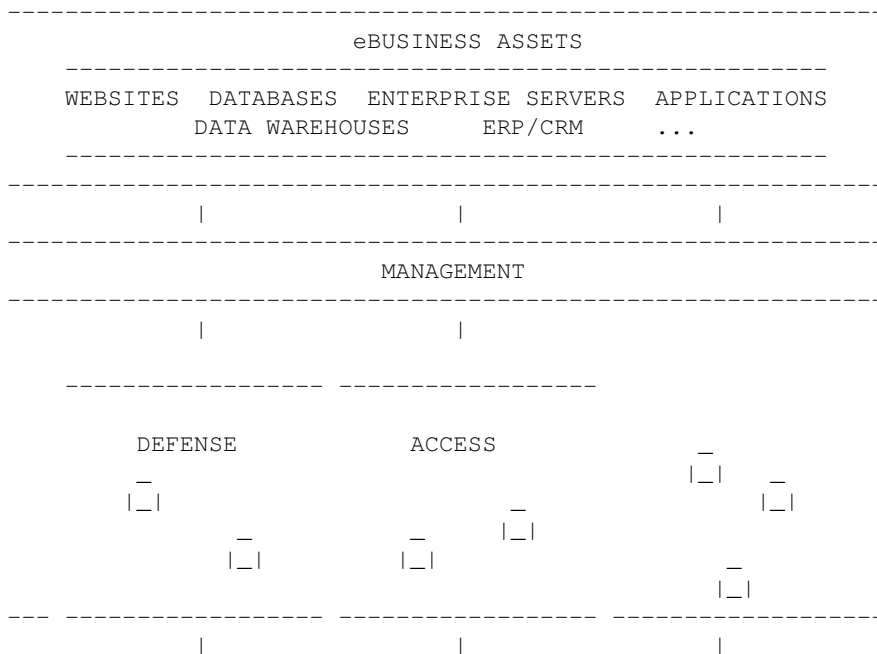
[LOGO] Computer ASSOCIATES (TM)

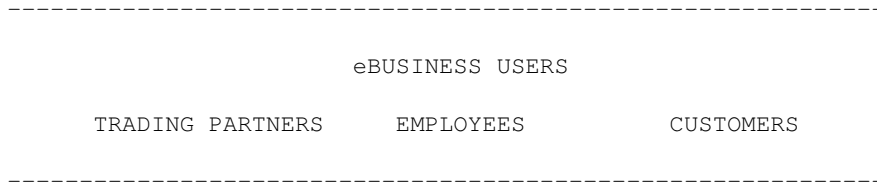
-----  
THE SOFTWARE THAT MANAGES eBUSINESS (TM)  
-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

199X SECURITY SOLUTIONS  
=====





[LOGO] Computer ASSOCIATES (TM)

```

-----
                                 THE SOFTWARE THAT MANAGES eBUSINESS (TM)
-----
    
```

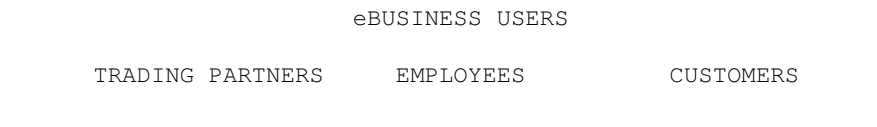
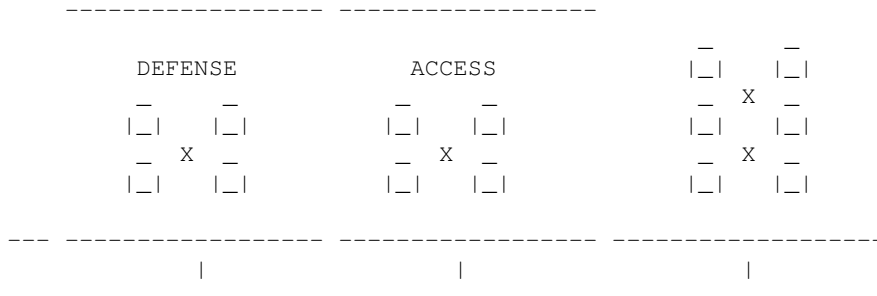
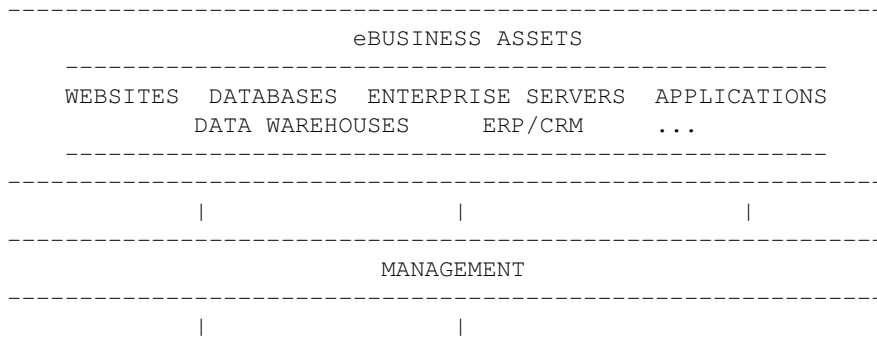
[GRAPHIC OMITTED]

Computer ASSOCIATES

SEAMLESS eTRUST SOLUTION SETS

```

=====
    
```



[LOGO] Computer ASSOCIATES (TM)

```

-----
                                 THE SOFTWARE THAT MANAGES eBUSINESS (TM)
-----
    
```

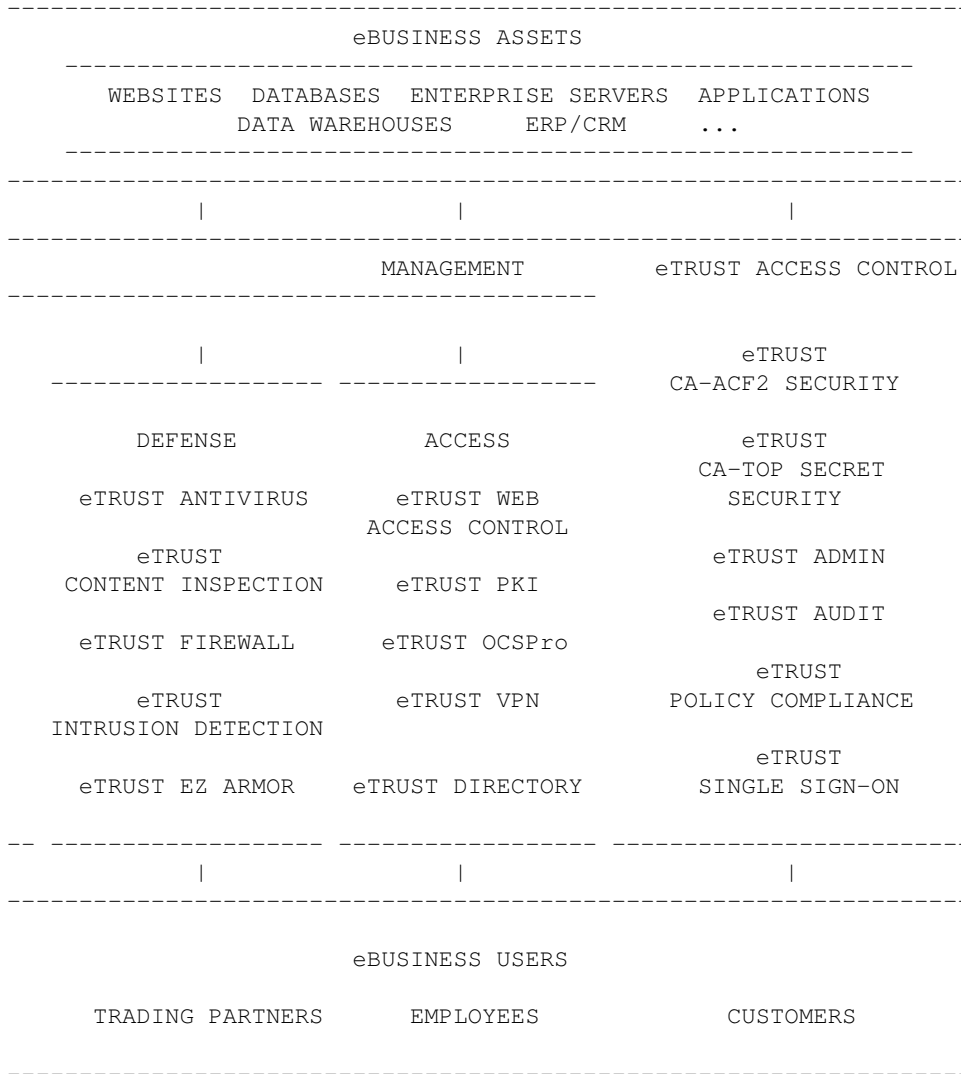


[GRAPHIC OMITTED]

Computer ASSOCIATES

eTRUST SOLUTIONS

=====



[LOGO] Computer ASSOCIATES(TM)

-----  
 THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
 -----

[GRAPHIC OMITTED]

Computer ASSOCIATES

eTRUST ARCHITECTURE

=====

ENTERPRISE MANAGEMENT

-----  
VISUALIZATION  
-----

BUSINESS APPLICATIONS	----- WORK FLOW -----	eTRUST SOLUTIONS	----- HELP DESK -----	WIRED & WIRELESS NETWORKS
--------------------------	-----------------------------	---------------------	-----------------------------	---------------------------------

-----  
COMMON  
SECURITY SERVICES  
AUTHORIZATION / AUTHENTICATION  
AUDIT / PKI / DIRECTORY  
-----

----- EVENT -----	3RD PARTY SOLUTIONS	----- ALARM -----
-------------------------	------------------------	-------------------------

-----  
INTEGRATION  
-----

SECURED SYSTEMS

[LOGO] Computer ASSOCIATES (TM)

-----

THE SOFTWARE THAT MANAGES eBUSINESS (TM)

-----

[GRAPHIC OMITTED]

Computer ASSOCIATES

THE eTRUST DIFFERENCE

=====

- o BREADTH
- o SEAMLESS INTEGRATION
- o CENTRALIZED VIEW OF THE  
EXTENDED ENTERPRISE

[GRAPHIC OMITTED]

-----  

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

BETTER LOWER  
 RISK MANAGEMENT TOTAL COST OF OWNERSHIP  
 -----

[LOGO] Computer ASSOCIATES(TM)

-----  
 THE SOFTWARE THAT MANAGES eBUSINESS(TM)  
 -----

Contents of Item 5:

[LOGO]  
 Computer Associates(TM)  
 The Software That Manages  
 eBusiness

Agenda

- o Business Trends
- o Business Challenges
- o CA's Solutions and Strategic Direction

[LOGO]Computer Associates(TM)

-----  
 The Software That Manages eBusiness(TM)  
 -----

Software Market

[GRAPHIC OMITTED]

	Infrastructure	Application Development & Deployment	Applications
2000	\$60B	\$45B	\$90B
2004	\$100B	\$90B	\$130B
	-----	-----	-----
	15.1%	19.8%	15.1%
	CAGR	CAGR	CAGR
	-----	-----	-----

Source: IDC, 2001

[LOGO]Computer Associates(TM)

-----  
 The Software That Manages eBusiness(TM)  
 -----

Business Goals

---

- o Shareholder Value
- o Customer Satisfaction
- o New Buyers
- o New Markets
- o New Brands
- o New Channels

[LOGO]Computer Associates(TM)

---

The Software That Manages eBusiness(TM)

---

Business Trends

---

New Competitors	B2B
Customers	eMarketplace
Suppliers	B2C

-----  
New  
Business  
Environment  
-----

-----  
New  
IT  
Challenges  
-----

-----  
New  
Business  
Processes  
-----

-----  
New  
Business  
Systems  
-----

[LOGO]Computer Associates(TM)

---

The Software That Manages eBusiness(TM)

---

eBusiness Challenges

---

- o Infrastructure management

Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form DEFA14A

- Cross-enterprise, cross-platform, cross-application, cross-protocol administration
- Managing networks, systems, DBs, applications
- Security and storage for the extended enterprise
- o Information management
  - Massive volumes, multiple applications
  - Disparate sources, various data types
- o Business process management
  - Multiplicity of stakeholders, processes, applications
  - Integration of processes within/across organizations and the value chain

[LOGO]Computer Associates(TM)

-----  
 The Software That Manages eBusiness(TM)  
 -----

CA's eBusiness Management  
 Solutions (3x6 Strategy)

[GRAPHIC OMITTED]

- o Integrated
- o Platform neutral
- o Open standards
- o Interoperable
- o Extensible
- o Scalable
- o Strategic Partnerships

[LOGO]Computer Associates(TM)

-----  
 The Software That Manages eBusiness(TM)  
 -----

CA eBusiness Infrastructure  
 Management Solutions  
 Unicenter, Managing eBusiness Infrastructure

[GRAPHIC OMITTED]

Network & Systems Management Solutions	Automated Operations Management Solutions	IT Resource Management Solutions	Database Management Solutions	Web Infrastructure Management Solutions	Application Management Solutions
Common Services	Common Services	Common Services	Common Services	Common Services	Common Services

[LOGO]Computer Associates(TM)

-----  
The Software That Manages eBusiness(TM)  
-----

CA eBusiness Security  
Management Solutions  
eTrust, Enabling Trusted eBusiness

-----  
[GRAPHIC OMITTED]

[LOGO]Computer Associates(TM)

-----  
The Software That Manages eBusiness(TM)  
-----

CA eBusiness Storage  
Management Solutions  
BrightStor, Enabling eBusiness Continuity

-----  
[GRAPHIC OMITTED]

-----  
Enterprise Management  
-----

-----  
BrightStor  
-----

-----  
Centralized Enterprise Storage Management  
-----

-----  
Event Management  
-----

-----  
Policy Management  
-----

-----  
Intelligence  
-----

-----  
Data Management  
-----

-----  
Enterprise Storage  
Resource Management  
-----

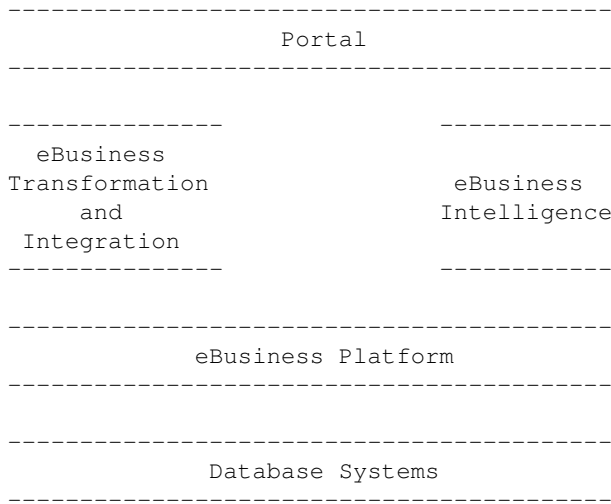
-----  
Storage  
Infrastructure  
-----

[LOGO]Computer Associates(TM)

-----  
The Software That Manages eBusiness(TM)  
-----

CA eBusiness Information  
Management Solutions  
Jasmine, Managing eBusiness Information

[GRAPHIC OMITTED]

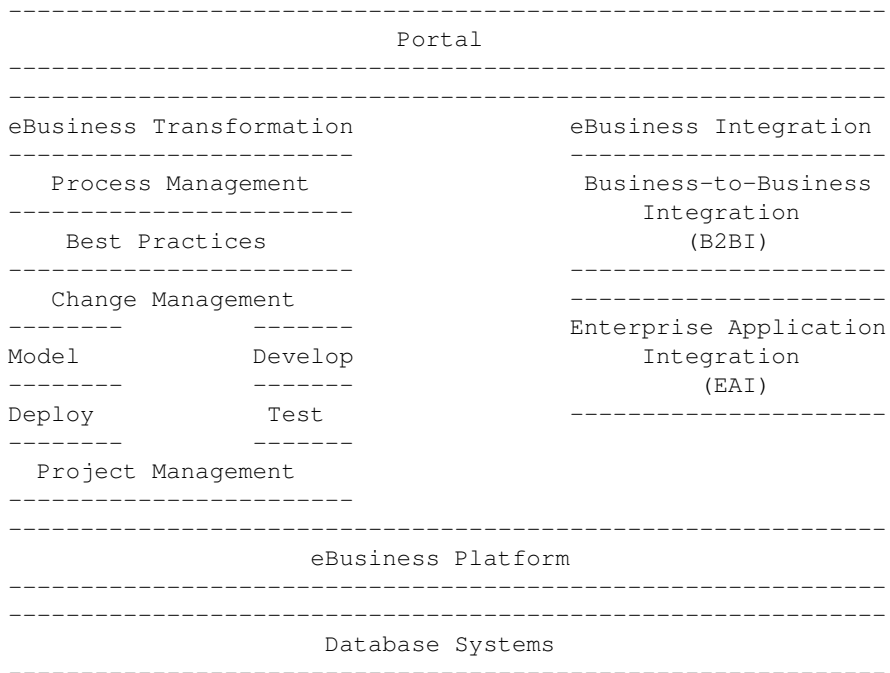


[LOGO] Computer Associates (TM)

The Software That Manages eBusiness (TM)

CA eBusiness Information  
 Management Solutions  
 Jasmine eBusiness Transformation and Integration

[GRAPHIC OMITTED]



[LOGO] Computer Associates (TM)

-----  
The Software That Manages eBusiness(TM)  
-----

CA eBusiness Intelligence Solutions  
Jasmine eBusiness Intelligence  
-----

[GRAPHIC OMITTED]

[LOGO]Computer Associates(TM)  
-----

The Software That Manages eBusiness(TM)  
-----

CA's eBusiness Solution Initiatives

[GRAPHIC OMITTED]

[LOGO]Computer Associates(TM)  
-----

The Software That Manages eBusiness(TM)  
-----

New Business Model -- Making  
it easy to use our technologies  
-----

- o Doing business the way our customers want!
  - Establishing a value-based relationship
    - o Standard software and service license
      - Month-to-month or long term
    - o OR Fees based on business outcomes
    - o OR Subscription licenses
  - Empowers clients with more choices
  - Flexible
  - Establishes value-driven partnership revolving around solving business problems

[LOGO]Computer Associates(TM)  
-----

[GRAPHIC OMITTED]

The Software That Manages eBusiness(TM)  
-----