

# Dell board committee seeks info on investor plan

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Dell board members say they need more details from investor Carl Icahn if he wants them to seriously consider his latest challenge to Michael Dell's \$24.4 billion plan to take the computer maker private.

Icahn and prominent Dell [shareholder](#) Southeastern Asset Management said last week they want to keep [Dell Inc.](#) publicly traded and give shareholders \$12 in cash or more shares.

But a Dell board special committee said in a Monday letter that the proposal comes with many unanswered questions. They want to know whether Icahn and Southeastern want the board to treat their offer as an acquisition proposal it might endorse or if it is an alternative in case shareholders reject [Michael Dell's](#) offer.

They also want more information on financing, who Icahn and Southeastern expect to be on Dell's senior management team and what strategy or operating plan that team would implement.

An [investment group](#) led by company founder Michael Dell offered earlier this year to pay \$13.65 per share to take the Round Rock, Texas, company private. But that proposal has drawn criticism from Icahn and Southeastern, who together own about 13 percent of the company's outstanding shares.

Icahn and Southeastern say they would let shareholders keep their stake in the slumping PC maker so they could benefit from any Dell rebound.

Icahn and Southeastern plan to pay for their offer with existing cash from the company and about \$5.2 billion in debt.

The special committee letter questions that plan. It says the proposal doesn't appear to take into account the fact that the use of company cash could lead to more borrowing, and Dell will likely have significant cash needs.

Icahn and Southeastern did not immediately return calls from The Associated Press seeking comment.

The investors have said they want the Dell board to put their proposal before shareholders instead of proceeding with Dell's buyout offer. If the board declines, they want the vote on Michael Dell's buyout combined with the company's annual meeting to elect new directors. Then they'll challenge Dell's board with their own director nominees.

Dell Inc. plans to hold a special meeting to vote on Michael Dell's buyout proposal sometime in its current quarter, which ends Aug. 2. The company usually holds its annual meeting, where shareholders vote on directors, among other items, in the summer.

Dell shares fell 4 cents to \$13.41 at the start of trading Monday. The stock price has ranged between \$8.69 and \$15.65 over the past year.

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