# Shareholders vote on computer merger 21 billion deal coming to a close

over the \$21 billion deal to combine Hewlettard and Compaq neared a conclusion with a call. reholder vote Tuesday on what would be the uter industry's biggest merger.

The battle, shaping up as one of the closest corelections ever, pitted HP's management ist the families of the two men who founded company. Both sides claimed to have momenbut would not publicly predict victory.

last-minute pitches for votes, HP chief Carly na and dissident HP director Walter Hewlett, g with Compaq CEO Michael Capellas, lob-big investors Monday who might not have

This company has a lot of investors, and every of them is going to count," said Hewlett

s dug deep to pokesman Todd Glass. HP believes acquiring Compaq would give it Sha for what the complete technology packages for corporate beyond his verstomers, improve the economics of its strug-

personal-computer division and result in billion in savings.

-Lycia Sha, Hewlett, the son of one of HP's late co-founders, HP is overpaying for Compaq, would get ed down selling low-margin PCs and services, can't afford to risk the complex integration of ompanies' massive organizations.

he company and Hewlett have swamped HP's 000 shareholders with letters, advertisements telemarketers' phone calls. Most investors mailed their proxies, but at least 1,000 sharers are expected to come to an auditorium in ertino to cast their votes in person Tuesday. t the meeting, Fiorina and Hewlett will speak, ough HP noted it did not legally have to give

CUPERTINO, Calif. (AP) — The five-month Hewlett a forum. After the vote, HP or Hewlett will claim victory or say the race is too close to

> Either way, results will not be official for weeks, until independent proxy counters verify the balloting.

> Including the Hewlett and Packard families and foundations, about 22 percent of HP stock has already come out against the acquisition. About 9 percent has said it is in favor.

> Rarely do proxy fights turn into such cliffhangers. "Usually you get a pretty good sense of how it's going to go one or two days out," said Charles Elson, director of the Center for Corporate Governance at the University of Delaware. "The fact that neither side is claiming victory shows that this ranks up there as one of the closer ones."

> No such drama surrounds Compaq's stockholder vote Wednesday in Houston. There, the deal is expected to be overwhelmingly approved.

> In a final salvo as the vote neared, Hewlett complained Monday that HP insulted its individual shareholders when an undisclosed member of the company's camp told a newspaper that HP was winning support from "elephants" — big investors but was "getting eaten alive by the fleas." Hewlett demanded an apology. HP denied the

> statement was made by anyone at the company. Compaq shares gained 3 cents Monday to close at \$10.36 on the New York Stock Exchange. widening the gap between the stock price and what HP would pay per share. The gain reflected Wall Street's increasing confidence the deal will be rejected.

HP shares rose 20 cents to \$19.25 on the

#### **NEWS IN BRIEF**

#### Pentagon may reduce air patrols over major cities

WASHINGTON (AP) - The Pentagon is proposing a reduction in the air patrols the military has been flying over major U.S. cities since the Sept. 11 attacks, a spokesperson said Monday.

New York's senators questioned one version of the plan, which had flights reduced over New York City while round-theclock patrols would continue over Washington.

The plan is to use "intermittent combat air patrols on an ad hoc basis" and put fighter jets at various military bases on "strip alerts," which means on 15-minute notice for combat duty, said the spokesperson, Victoria Clarke.

"It will be a very fluid mix that we can and will adjust as the threat conditions demand," Clarke said.

Neither she nor Brig. Gen. John Rosa, the director of current operations for the Joint Staff, would give details.

"We've made it a point to never tell you or tell folks exactly where we're going to be and when we're going to be. It only makes common sense," said Rosa.

The New York Times said Monday that officials planned to cut back on patrols over New York City while maintaining 24-hour patrols over the nation's capital.

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### Americans face new dangers abroad

verseas military bases are generally foragainst attack. But the schools where rican kids go each day often are not.

leither are restaurants where American ness people meet clients, nor the church Pakistan where an embassy worker and daughter were killed.

Americans are in growing danger as ter-ts search for vulnerable targets, the

Department said day. It warned those eas to be wary of — or outright avoid - any where Americans typicongregate, including thes, restaurants and respect for a church,

One would have hoped there would be some ct for a church, but even doesn't always exist," State Department Richard sperson her. "So, we all take the recautions we can.

otal security is impossi-Private companies and overnment need to have kers overseas, and those workers want families nearby. If families are nearby,

shop, they go to school. ome U.S. companies with operations in Middle East or south Asia have in recent ths relocated workers' family members to r locations, like Europe, still close enough

ASHINGTON (AP) — U.S. embassies for frequent visits, said Vince Cannistraro, a former government counterterrorism official who runs his own security business.

Others are cutting back on the number of Americans overseas, relying instead on more local workers.

Still other U.S. companies are spending thousands of dollars to add guards and improve the physical security at compounds where their employees live, Cannistraro said.

One would have

hoped that there

would be some

but even that

doesn't always

exist. 35

The U.S. military designates many of its bases in Middle Eastern countries and other hot spots as "unaccompanied," meaning that spouses and children cannot go along.

But that is viewed as a hardship, and thus rotations have to be frequent, costing more

It can be tricky to know when a place is unsafe.

The Americans killed in Islamabad, Barbara Green, an - Richard Boucher employee at the embassy, and State Department her 17-year-old daughter, spokesperson Kristen Wormsley, had only recently returned to Pakistan after the State Department

decided in January it was safe. The two, along with many others, had left last September in a departure authorized by U.S.

officials. "The people at posts were looking forward to having their families back with them," Boucher said. "And at that time, we operated on the best security information we had."

An additional 14 Americans — all private citizens — were injured in the church attack. Terrorists have always looked for "soft" targets when their primary goals — military bases and government offices - have proved difficult to reach.

Fifteen years ago, in an attack blamed on Libya, two U.S. soldiers were killed in a bombing at a West Berlin disco. In 1997, four American auditors of a U.S. oil company and their Pakistani driver were killed while traveling in Karachi, Pakistan, between their hotel and work.

Military bases and embassies are fortified more than ever before with high walls, concrete barriers, sophisticated cameras, armored vehicles and guards with machine guns.

"If you're going to exact some revenge against Americans, you look for softer targets. (Journalist) Daniel Pearl was a softer

went after min. Bu erally softer targets, so they're at risk,' Cannistraro said.

Schools are one of the biggest concerns, many government and private security officials say. Private schools in many cities are often attended by the children of both official and private Americans.

After the USS Cole bombing in Yemen in October 2000, some U.S. embassies in the Middle East asked American employees to keep their children home for a few days, so security could be scrutinized. Some private Americans did the same.

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