

(D) FOR THE PURPOSES OF SUBSECTION (C)(2) OF THIS SECTION, ALL STOCKHOLDERS OF A CORPORATION THAT HAVE EXECUTED AN AGREEMENT TO WHICH THE CORPORATION IS AN EXECUTING PARTY GOVERNING THE PURCHASE AND SALE OF STOCK OF THE CORPORATION OR A VOTING TRUST AGREEMENT GOVERNING STOCK OF THE CORPORATION SHALL BE CONSIDERED A SINGLE BENEFICIAL OWNER OF THE STOCK COVERED BY THE AGREEMENT.

(E) FOR THE PURPOSES OF § 3-701 OF THIS SUBTITLE:

(1) SHARES ACQUIRED WITHIN 90 DAYS OR SHARES ACQUIRED UNDER A PLAN TO MAKE A CONTROL SHARE ACQUISITION ARE CONSIDERED TO HAVE BEEN ACQUIRED IN THE SAME ACQUISITION; AND

(2) A PERSON MAY NOT BE DEEMED TO BE ENTITLED TO EXERCISE OR DIRECT THE EXERCISE OF VOTING POWER WITH RESPECT TO SHARES HELD FOR THE BENEFIT OF OTHERS IF THE PERSON:

(I) IS ACTING IN THE ORDINARY COURSE OF BUSINESS, IN GOOD FAITH AND NOT FOR THE PURPOSE OF CIRCUMVENTING THE PROVISIONS OF THIS SECTION; AND

(II) IS NOT ENTITLED TO EXERCISE OR TO DIRECT THE EXERCISE OF THE VOTING POWER OF THE SHARES UNLESS THE PERSON FIRST SEEKS TO OBTAIN THE INSTRUCTION OF ANOTHER PERSON.

3-703.

ANY PERSON WHO PROPOSES TO MAKE OR WHO HAS MADE A CONTROL SHARE ACQUISITION MAY DELIVER AN ACQUIRING PERSON STATEMENT TO THE CORPORATION AT THE CORPORATION'S PRINCIPAL OFFICE. THE ACQUIRING PERSON STATEMENT SHALL SET FORTH ALL OF THE FOLLOWING:

(1) THE IDENTITY OF THE ACQUIRING PERSON AND EACH OTHER MEMBER OF ANY GROUP OF WHICH THE PERSON IS A PART FOR PURPOSES OF DETERMINING CONTROL SHARES;

(2) A STATEMENT THAT THE ACQUIRING PERSON STATEMENT IS GIVEN UNDER THIS SUBTITLE;

(3) THE NUMBER OF SHARES OF THE CORPORATION OWNED (DIRECTLY OR INDIRECTLY) BY THE ACQUIRING PERSON AND EACH OTHER MEMBER OF ANY GROUP;

(4) THE APPLICABLE RANGE OF VOTING POWER AS SET FORTH IN § 3-701(D) OF THIS SUBTITLE; AND

(5) IF THE CONTROL SHARE ACQUISITION HAS NOT OCCURRED:

(I) A DESCRIPTION IN REASONABLE DETAIL OF THE TERMS OF THE PROPOSED CONTROL SHARE ACQUISITION; AND