

(II) REPRESENTATIONS OF THE ACQUIRING PERSON, TOGETHER WITH A STATEMENT IN REASONABLE DETAIL OF THE FACTS ON WHICH THEY ARE BASED, THAT:

1. THE PROPOSED CONTROL SHARE ACQUISITION, IF CONSUMMATED, WILL NOT BE CONTRARY TO LAW; AND

2. THE ACQUIRING PERSON HAS THE FINANCIAL CAPACITY, THROUGH FINANCING TO BE PROVIDED BY THE ACQUIRING PERSON AND ANY ADDITIONAL SPECIFIED SOURCES OF FINANCING REQUIRED UNDER § 3-705 OF THIS SUBTITLE, TO MAKE THE PROPOSED CONTROL SHARE ACQUISITION.

3-704.

(A) EXCEPT AS PROVIDED IN § 3-705 OF THIS SUBTITLE, IF THE ACQUIRING PERSON REQUESTS, AT THE TIME OF DELIVERY OF AN ACQUIRING PERSON STATEMENT, AND GIVES A WRITTEN UNDERTAKING TO PAY THE CORPORATION'S EXPENSES OF A SPECIAL MEETING, EXCEPT THE EXPENSES OF OPPOSING APPROVAL OF THE VOTING RIGHTS, WITHIN 10 DAYS AFTER THE DAY ON WHICH THE CORPORATION RECEIVES BOTH THE REQUEST AND UNDERTAKING, THE DIRECTORS OF THE CORPORATION SHALL CALL A SPECIAL MEETING OF STOCKHOLDERS OF THE CORPORATION FOR THE PURPOSE OF CONSIDERING THE VOTING RIGHTS TO BE ACCORDED THE SHARES ACQUIRED OR TO BE ACQUIRED IN THE CONTROL SHARE ACQUISITION.

(B) THE DIRECTORS MAY REQUIRE THE ACQUIRING PERSON TO GIVE BOND, WITH SUFFICIENT SURETY, TO REASONABLY ASSURE THE CORPORATION THAT THIS UNDERTAKING WILL BE SATISFIED.

(C) UNLESS THE ACQUIRING PERSON AGREES IN WRITING TO ANOTHER DATE, THE SPECIAL MEETING OF STOCKHOLDERS SHALL BE HELD WITHIN 50 DAYS AFTER THE DAY ON WHICH THE CORPORATION RECEIVES THE REQUEST HAS RECEIVED BOTH THE REQUEST AND THE UNDERTAKING.

(D) IF THE ACQUIRING PERSON MAKES A REQUEST IN WRITING AT THE TIME OF DELIVERY OF THE ACQUIRING PERSON STATEMENT, THE SPECIAL MEETING MAY NOT BE HELD SOONER THAN 30 DAYS AFTER THE DAY ON WHICH THE CORPORATION RECEIVES THE ACQUIRING PERSON STATEMENT.

(E) (1) IF NO REQUEST IS MADE UNDER SUBSECTION (A) OF THIS SECTION, THE ISSUE OF THE VOTING RIGHTS TO BE ACCORDED THE SHARES ACQUIRED IN THE CONTROL SHARE ACQUISITION MAY, AT THE OPTION OF THE CORPORATION, BE PRESENTED FOR CONSIDERATION AT ANY MEETING OF STOCKHOLDERS.

(2) IF NO REQUEST IS MADE UNDER SUBSECTION (A) OF THIS SECTION AND THE CORPORATION PROPOSES TO PRESENT THE ISSUE OF THE VOTING RIGHTS TO BE ACCORDED THE SHARES ACQUIRED IN A CONTROL SHARE ACQUISITION FOR CONSIDERATION AT ANY MEETING OF STOCKHOLDERS, THE CORPORATION SHALL PROVIDE THE ACQUIRING PERSON