**Section 907.50 Private Sale**

Solicitations of purchases in Illinois to not more than 70 persons and actual sales in Illinois to not more than 35 of such persons of shares of an issuer for the direct or indirect benefit of the issuer or a controlling person within any period of twelve consecutive months, excluding in determining such 70 and 35 persons purchasers and offerees of shares in exempt transactions pursuant both to the provisions of paragraph (b) or (c) of subsection (3) of Section 147.1 of the Illinois Insurance Code, to the provisions of exemptions other than the one established by this Section, and in transactions authorized by a permit issued by the Director under subsection (5) of Section 147.1 of the Illinois Insurance Code, whether such sale or offering is by the issuer or a controlling person, either directly or through an underwriter or dealer acting either as agent or principal; provided, however, this exemption shall become available only upon compliance with the following conditions before commencing any solicitation in this State:

a) any underwriting agreements entered into in connection with such an offering together with all other pertinent documents and data shall be filed with the Department; and

b) in the case of a domestic stock company a permit is issued by the Director to issue shares and solicit subscriptions for the same pursuant to Sections 20 or 32 of the Code; or

c) an exemption ruling in letter or other appropriate form is issued by the Director.