

senior or substantially equal rank; any security called for by subscription rights or warrants so listed or approved; or any warrant or right to purchase or subscribe to any of the foregoing;

(9) any security issued by any person organized and operated not for private profit but exclusively for religious, educational, benevolent, charitable, fraternal, social, athletic, or reformatory purposes, or as a chamber of commerce or trade or professional association;

(10) any commercial paper which arises out of a current transaction or the proceeds of which have been or are to be used for current transactions, and which evidences an obligation to pay cash within nine months of the date of issuance, exclusive of days of grace, or any renewal of such paper which is likewise limited, or any guarantee of such paper or of any such renewal;

(11) any investment contract issued after the effective date of this act in connection with an employee's stock purchase, savings, pension, profit-sharing, or similar benefit plan if the Commissioner is notified in writing thirty days before the inception of the plan.

(b) The following transactions are exempted from sections 19 and 27:

(1) any isolated non-issuer transaction, whether effected through a broker-dealer or not;

(2) any non-issuer distribution of an outstanding security if (A) a recognized securities manual contains the names of the issuer's officers and directors, a balance sheet of the issuer as of a date within eighteen months, and a profit and loss statement for either the fiscal year preceding that date or the most recent year of operations, or (B) the security has a fixed maturity or a fixed interest or dividend provision and there has been no default during the current fiscal year or within the three preceding fiscal years, or during the existence of the issuer and any predecessors if less than three years, in the payment of principal, interest, or dividends on the security;

(3) any non-issuer transaction effected by or through a registered broker-dealer pursuant to an unsolicited order or offer to buy; but the Commissioner may by rule require that the customer acknowledge upon a specified form that the sale was unsolicited, and that a signed copy of each such form be preserved by the broker-dealer for a specified period; and any non-issuer transaction effected by or through a registered broker-dealer in securities previously registered under this act (whether or not such registration is still effective under section 23 (f) if (1) no stop order suspending or revoking the registration statement is in effect under section 24, (2) the transaction is not for the account of a person who is known or who should reasonably be known to the broker-dealer to be the record or beneficial owner of ten percent or more of the outstanding voting securities of the issuer, and (3) the transaction does not represent part of an unsold allotment or subscription taken by a participant in a distribution.

(4) any transaction between the issuer or other person on whose behalf the offering is made and an underwriter, or among underwriters;