

STATE OF NORTH DAKOTA
SECURITIES DEPARTMENT

In the Matter of Peachtree Partners, an)	STOP ORDER SUMMARILY
Arizona partnership, and)	SUSPENDING THE OFFER
Ira J. Gaines,)	TO PURCHASE SECURITIES
)	AND
Respondents.)	NOTICE OF RIGHT TO
)	REQUEST A HEARING

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THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO THE ABOVE-NAMED RESPONDENTS:

The North Dakota Securities Commissioner has a reasonable basis to believe that the Respondents have engaged in, are engaging in, or are about to engage in, acts, practices or transactions, as more fully described below, which are prohibited under Chapter 10-04 of the North Dakota Century Code (N.D.C.C.). It is necessary and appropriate in the public interest and for the protection of investors to restrain these acts, practices, or transactions of the Respondents.

1. Peachtree Partners is an Arizona partnership with its principal place of business at 1819 E. Morten Avenue, Suite 180, Phoenix, Arizona. At all time relevant hereto, Respondent Peachtree Partners was controlled by Respondent Ira J. Gaines and an associate, Barry Zemel.
2. On or about April 23, 2013, Peachtree Partners issued to shareholders of BlackRidge Financial, Inc., including residents of North Dakota, a tender offer to purchase up to 40% of the shares of BlackRidge Financial, Inc. at a price of \$0.55 per share. A copy of the tender offer document is attached hereto as Exhibit A. These corporate shares are securities as defined in N.D.C.C. §10-04-02(19).

3. The tender offer document fails to disclose the regulatory actions taken by the Securities and Exchange Commission against Peachtree Partners, Ira J. Gaines, and other entities controlled by Gaines, concerning mini-tender offers of public companies. These failures to disclose are omissions of material facts, necessary to make the statements made in the tender offer, in light of the circumstances under which they were made, not misleading:
 - a. That Respondent Peachtree Partners had been the subject of a Cease and Desist Order issued on August 19, 1999, by the Securities and Exchange Commission for its failure to comply with filing, disclosure and procedural requirements of the Exchange Act and regulations in a mini-tender offering.
 - b. That IG Holdings, Inc., an Arizona corporation controlled by Gaines, had been the subject of a Cease and Desist Order issued on August 19, 1999, by the Securities and Exchange Commission for its failure to comply with material disclosure requirements of the Exchange Act and regulations in a mini-tender offering.
 - c. That Respondent Ira J. Gaines, individually and doing business as Wrigley Drive Partners and Morten Avenue Partners, is the subject of a Judgment of the United States District Court for the District of Arizona dated January 5, 2004, permanently enjoining him from violations of the anti-fraud provisions of the Exchange Act and rules in connection with any tender offer; permanently enjoining him from engaging in any mini-tender offer of a public company; ordering disgorgement of profits and interest in the amount of \$74,413; and assessing a civil penalty in the amount of \$50,000.

4. This information would be material to a reasonable seller of securities in determining whether to do business with the tender offeror. These failures to disclose material information in connection with the offer to purchase any security constitute fraudulent practices in violation of N.D.C.C. § 10-04-15(2).
5. Pursuant to N.D.C.C. § 10-04-16, when it shall appear to the Commissioner that any person has engaged in, or is engaging in, or is about to engage in any act or practice which is declared in violation of Chapter 10-04 of the North Dakota Century Code, the Securities Commissioner has the authority to issue any order, including cease and desist, rescission, stop, and suspension orders, which the commissioner deems necessary or appropriate in the public interest or for the protection of investors. The violations described above are sufficient grounds for the Commissioner to issue a stop order suspending the offer to purchase shares of BlackRidge Financial, Inc. by Respondents in the state of North Dakota.
6. The following Order is necessary and appropriate in the public interest and for the protection of investors.

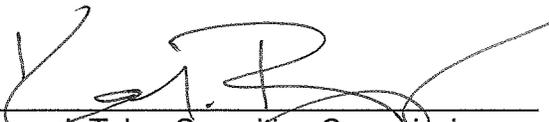
NOW, THEREFORE, IT IS ORDERED, pursuant to N.D.C.C. § 10-04-16(1) that the Respondents, Peachtree Partners and Ira J. Gaines, shall immediately stop offering to purchase shares of BlackRidge Financial, Inc. in North Dakota.

NOTICE OF RIGHT TO REQUEST A HEARING

YOU ARE NOTIFIED that, pursuant to N.D.C.C. § 10-04-12, you may request a hearing before the Securities Commissioner if such a request is made in writing WITHIN FIFTEEN (15) DAYS AFTER THE RECEIPT OF THIS ORDER. The Respondents have the right to be represented by legal counsel at the hearing.

IN TESTIMONY WHEREOF, witness my hand and seal this 14th day of May,

2013.



Karen J. Tyler, Securities Commissioner
North Dakota Securities Department
600 East Boulevard Ave.
State Capitol – Fifth Floor
Bismarck, ND 58505-0510
(701) 328-2910

(SEAL)

REPURCHASE AGREEMENT

April 23, 2013

OFFER TO REPURCHASE
UP TO 40% OF THE OUTSTANDING SHARES
BY PEACHTREE PARTNERS

BlackRidge Financial **\$0.55 Cash per Share**

Peachtree Partners offers to purchase shares ("Shares") of "**BlackRidge Financial**" (the "Stock") at a price of **\$0.55** per Share, less an administration fee of \$150.00 per investor and less any distributions paid after April 23, 2013. There is no established market for the Shares and this price may not represent the fair value of your Share. **This offer expires June 30, 2013.**

Please consider the following:

- You may obtain information on Stock assets, value or liquidity from the banks management and from the periodic financial statements issued by the company. We have not undertaken any due diligence investigation of such filings.
- The sale of your Share may be a taxable event and you should consult your tax advisor.
- You will not be charged a commission on the sale of your Shares except for the administration fee.
- By selling your shares, you give yourself the opportunity to place the proceeds from the sale into other more liquid investments. You may also simplify your tax returns by eliminating reporting for this stock.
- The operations of the bank are performing well and the future growth looks promising, however, this is a long term investment without dividends and an unknown as to the final liquidity event that will produce a profit. Our offer is based on 50% of the book value per share which is typical of illiquid bank shares in secondary markets
- You may prefer to receive cash now rather than waiting for the stock to liquidate.
- The company may respond to this offer within 10 days of its becoming aware of our offer. You may wish to wait until then before tendering your shares. However, we encourage you to begin your decision making process immediately if you are interested in accepting our offer, as only a limited number of Shares will be purchased.

Important Investment Considerations:

- The Stock is in a private company. Therefore, there is only limited information regarding the Stock's assets, value or liquidity that is publicly available.
- Peachtree Partners is making this offer intending to make a profit in the future.
- We make offers to repurchase the shares of numerous stocks. Affiliates of Peachtree, Ira Gaines and Barry Zemel, have sufficient funds on hand, and will not have to borrow in order to purchase all shares that will be tendered.
- To determine the offer price of the Shares we have considered among other criteria, the prospects for the company, current market conditions and the limited liquidity of the Shares. There is no assurance that other offers would come to the same or to a similar valuation of the shares.
- You will be paid for your Shares promptly after the management has confirmed to us that the shares have been validly transferred. In the event that there is a delay by the company in transferring your shares or in sending us confirmation of the transfer, this offer will be automatically extended until such transfer is confirmed. We are not affiliated with the company and we have no control over the Stock or the company, or over the length of time they may take to provide such confirmation.
- This offer is being made by Peachtree Partners without any approval or endorsement from the company, either expressed or implied.
- We are buying your Shares for investment purposes and we will not purchase more than 40% of the outstanding Shares, including those we already own.
- We reserve the right to assign our ownership to our affiliates, but in no event will we collectively own more than 40%.
- Other than stated herein, we will not extend this offer. We may in the future make additional tenders for shares at higher prices.
- This tender offer is not subject to certain rules and regulations of the SEC. Accordingly, it may not contain all of the disclosure or procedures set forth in those rules and regulations. Please see the "SEC" report "Commission Guidance on Mini-Tender Offers and Limited Stock Tender Offers" for a full explanation of SEC rules on tenders.

Direct questions concerning this offer to us at 1-800-832-2557
Or email us at info@peachtreepartnersaz.com

For quotes on other stocks, CALL us!!

FOLLOW THESE STEPS TO COMPLETE THE ASSIGNMENT FORM & LIMITED POWER OF ATTORNEY ENCLOSED:

1. Please clearly print **exactly** the name, social security or Tax ID number as it appears on the records of the stock.
2. Please clearly print your current address, and telephone number.
3. Indicate the number of Shares you own.
4. Sign your name, (if held jointly, both parties must sign)
5. If the owner or a co-owner is deceased, enclose a Certified Death Certificate, Letters of Testamentary, or Court Appointment.
6. **Your signature must be "Signature Guaranteed" (Medallion Stamp)** by a commercial bank or brokerage firm. This is a special green stamp that your banker or broker uses.
7. **If your Shares are held in a Trust, Profit Sharing or Pension Plan, attach the first page, signature pages, and the section of the Trust Agreement showing that the signer has the authority to sign the Agreement on behalf of the Trust or Plan.**
8. If your Shares are held in an "IRA", indicate custodian and account # on the form.

Peachtree Partners
1819 E. Morten Ave, Ste 180 Phoenix, AZ 85020
(602) 870-8862 (800) 832-2557
(602) 870-9122 Fax
info@peachtreepartnersaz.com

ASSIGNMENT FORM & LIMITED POWER OF ATTORNEY

April 23, 2013

Stock: BlackRidge Financial

Price per share: \$0.55
Administration fee: \$150.00

Seller

Number of Shares: _____

Name: _____

Social Security/Tax ID#: _____

Address: _____

Telephone Number: _____

(Only if stock is in an IRA or is held by other than individual ownership)

Custodian Name/Account #: _____

The seller, as referenced above, hereby, irrevocably, appoints Ira Gaines or Barry Zemel, with full power of substitution, to be the seller's true and lawful agent and "attorney-in-fact" with full powers to execute, acknowledge, record, and receive any and all contracts, agreements, documents, instruments, and reports and to take any and all other actions on our behalf that are or may be required or appropriate in connection with the transfer of the above described investment and in the quantity indicated and to take any and all other actions on our behalf in the exercise of any of seller's rights or privileges as investors in the above described investment. We agree that all distributions from whatever source plus any litigation proceeds from the date as indicated above belong to the Assignee and in that regard we give and grant to our attorney-in-fact full power and authority to direct the company to make all future distributions payable to the Assignee, and to direct the company to immediately change the address of record of the registered owner of the shares to that of the Assignee. We further irrevocably direct our custodian, trustee, or any other nominee, if applicable, to execute and deliver any documents to complete the transfer or assignment and purchase of the shares.

Executed this _____ day of _____, 2013 in _____, _____ State, _____ County.

Seller Signature

Joint Seller Signature

Signature Guarantee

Signature Guarantee

Your signature(s) must be "Signature Guaranteed" (Medallion Stamp)
You may obtain this stamp at a commercial bank or brokerage firm.

Peachtree Partners
1819 E. Morten Ave. Ste. 180
Phoenix, AZ 85020
Phone: 602-870-8862 800-832-2557
Fax: 602-870-9122
info@peachtreepartnersaz.com

STATE OF NORTH DAKOTA
SECURITIES DEPARTMENT

In the Matter of Peachtree Partners, an)
Arizona partnership, and)
Ira J. Gaines,)
Respondents.)

AFFIDAVIT OF SERVICE
BY MAIL

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I, Jacqui Ferderer, being first duly sworn, state that I am a citizen of the United States over the age of twenty-one years and not a party to or interested in the above-entitled proceeding.

On May 14, 2013, I deposited in the Central Mailing Bureau of the United States Post Office Department in the State Capitol in Bismarck, North Dakota, true and correct copies of each of the following documents:

STOP ORDER SUMMARILY SUSPENDING THE OFFER TO PURCHASE SECURITIES AND NOTICE OF RIGHT TO REQUEST A HEARING

A copy of the above documents was securely enclosed in an envelope with postage prepaid, sent via Certified U. S. mail, return receipt requested, and addressed to each of the following:

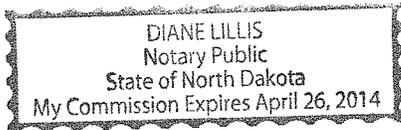
Peachtree Partners.
1819 E. Morten Avenue, Suite 180
Phoenix, AZ 85020

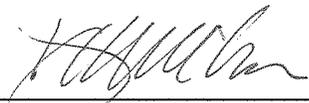
Ira J. Gaines
3116 E. Shea Blvd.
Phoenix, AZ 85028

To the best of my knowledge, information, and belief, the address given above is the last known address of the party intended to be served.


Jacquie Ferderer

Subscribed and sworn to before me on this 14 day of May, 2013.




Diane Lillis, Notary Public
Burleigh County, North Dakota
My commission expires 4/26/2014