

STATE OF NEBRASKA
Department of Banking & Finance

In the Matter of)	
Blazefly, Inc.)	
901 Sally Street)	FINDINGS OF FACT
Papillion, Nebraska;)	
)	CONCLUSIONS OF LAW
Jamie L. Crager, President)	
Blazefly, Inc.)	AND ORDER TO
901 Sally Street)	
Papillion, Nebraska; and,)	CEASE AND DESIST
)	
Their Affiliates, Control Persons, Officers,)	
Directors, Agents, Employees, and)	
Successors.)	
RESPONDENTS.)	

THIS MATTER comes before the Nebraska Department of Banking and Finance (“Department”), by and through its Director, pursuant to its authority under the Securities Act of Nebraska, Neb. Rev. Stat. §§ 8-1101 to 8-1123 (Reissue 2012; Cum. Supp. 2016) (“Act”). Pursuant to Neb. Rev. Stat. § 8-1115 (Reissue 2012), the Department has investigated the acts of Blazefly, Inc., 901 Sally Street, Papillion, Nebraska; Jamie L. Crager, its President; and their affiliates, control persons, officers, directors, agents, employees, and successors (“Respondents”). As a result of such investigation, the Department hereby finds as follows:

FINDINGS OF FACT

1. Blazefly, Inc. (“Blazefly”) is a Nebraska corporation, located at 901 Sally Street, Papillion, Nebraska. Jamie L. Crager (“Crager”) is the president of Blazefly.
2. Blazefly, through Crager, offered and sold convertible promissory notes to at least nine Nebraska residents from 2012 through 2016 (“Convertible Notes”).

3. The Blazefly promotional material described the business of Blazefly as a social and mobile platform that is a search engine application for users' personal and business content.

4. At all times relevant, the Blazefly Convertible Notes were not registered for sale in Nebraska under the Act. Respondents have not filed a claim of exemption for the Convertible Notes with the Department.

5. At all times relevant to this Order, Respondents were not registered as broker-dealers or agents of a broker-dealer under the Act.

CONCLUSIONS OF LAW

1. Blazefly's Convertible Notes constitute securities, as defined by Neb. Rev. Stat. § 8-1101(15) (Cum. Supp. 2016) and are required to be registered or exempt from registration by Neb. Rev. Stat. § 8-1104 (Cum. Supp. 2016).

2. Neb. Rev. Stat. § 8-1108.01(1) (Cum. Supp. 2016) provides that whenever it appears to the Director that the sale of any security is subject to registration under the Act and is being offered or has been offered for sale without such registration, the Director may order the issuer or offeror of such security to cease and desist from the further offer or sale of such security unless and until it has been registered under the Act.

3. By offering the Convertible Notes, Respondents engaged in the business of effecting transactions in securities. Such activity constitutes acting as a broker-dealer, as defined in Neb. Rev. Stat. § 8-1101(2) (Cum. Supp. 2016), or as an agent as defined in Neb. Rev. Stat. § 8-1101(1) (Cum. Supp. 2016).

4. Neb. Rev. Stat. § 8-1108.01(2) (Cum. Supp. 2016) provides that whenever it appears to the Director that any persons are acting as broker-dealers or agents without registration

as such, the Director may order such persons to cease and desist from such activity unless and until they have been registered as such under the Act.

5. The issuance of an Order to Cease and Desist is necessary in this matter and appropriate in the public interest and for the protection of investors, and is consistent with the purposes fairly intended by the policy and provisions of the Act.

ORDER

IT IS THEREFORE ORDERED that Blazefly, Inc., Jamie L. Crager, its President, and their affiliates, control persons, officers, directors, agents, employees and successors; and any person or entity directly or indirectly controlled or organized by or on their behalf, are ordered to immediately cease and desist from the further offer or sale of securities until the securities have been registered with the Department, or unless an exemption from registration under existing law can be shown by proof satisfactory to the Department.

IT IS FURTHER ORDERED that Blazefly, Inc., Jamie L. Crager, its President, and their affiliates, control persons, officers, directors, agents, employees and successors; and any person or entity directly or indirectly controlled or organized by or on their behalf, are ordered to immediately cease and desist from the further offer or sale of securities until they have been registered as broker-dealers or agents with the Department, or unless an exemption from registration under existing law can be shown by proof satisfactory to the Department.

Respondents may file a written request for a hearing with the Department at any time prior to 5:00 p.m. CST on March 15, 2017. If such a request is received, a hearing shall be held within thirty business days after receipt, unless the parties agree to a later date or a hearing officer sets a later date for good cause shown. The party or parties requesting the hearing shall bear the cost of such hearing. If no hearing is requested and none is ordered by the Director, this Order shall

become a final order on March 16, 2017, and remain in effect until modified or vacated by the Director.

DATED this 22 day of February, 2017.

**STATE OF NEBRASKA
DEPARTMENT OF BANKING AND FINANCE**

BY: Mark Quandahl

Mark Quandahl, Director
1526 K Street, Suite 300
Lincoln, NE 68508
(402) 471-2171

