



1 business in California until November 12, 2016, when the Secretary of State suspended the  
2 company's registration.

3 5. At all relevant times herein, Ali Barkhordar (Barkhordar) was the only member and  
4 the Managing Member of Saddleback.

5 6. In September 2003, the Commissioner registered Barkhordar as an investment adviser.

6 7. On April 25, 2012, the Commissioner revoked Barkhordar's investment adviser  
7 license for violation of the Commissioner's order to provide documents and information regarding  
8 possible violations of the Corporate Securities Law of 1968 (CSL) by Barkhordar.

9 8. Beginning in or before September 2012, AG, Mireles, Saddleback and Barkhordar  
10 (collectively, Respondents) offered and sold securities in the form of promissory notes to California  
11 investors. Respondents raised more than \$735,000.

12 9. Respondents told investors that they would receive at least a 10 percent return on their  
13 investments from the profits of AG's cotton crop. Respondents told investors that their funds would  
14 be put in an escrow account at Fresno Escrow, and their investment would be secured by the farm  
15 machinery assets and/or other assets owned by AG. Saddleback and Barkhordar received a 14 percent  
16 to -18 percent commission from the investors' funds.

17 10. In connection with the offer and sale of these securities, the above-described  
18 promissory notes, Respondents misrepresented and/or failed to disclose to investors material facts,  
19 including the following:

20 a. That Barkhordar had his investment adviser license revoked by the Commissioner  
21 in April 2012;

22 b. That the investments would be safe because they were secured by liens against  
23 AG's assets, such as farm equipment, when, in fact, the investments were not fully secured; and,

24 c. That Saddleback and Barkhordar were receiving a 14 percent to -18 percent  
25 commissions out of their investment funds.

26 11. The promissory notes were offered in this state in issuer transactions. The  
27 Department of Business Oversight has not issued a permit or other form of qualification authorizing  
28 any person to offer or sell these securities in this state.

1           Based upon the foregoing findings, the Commissioner of Business Oversight is of the opinion  
2 that the securities in the form of promissory notes offered by AG-Wise, Inc., Eric Mireles,  
3 Saddleback Resolution Group, LLC, and Ali Barkhordar are securities subject to qualification under  
4 the CSL and are being or have been sold without first being qualified. Pursuant to Corporations Code  
5 section 25532, AG-Wise, Inc., Eric Mireles, Saddleback Resolution Group, LLC, and Ali Barkhordar  
6 are hereby ordered to desist and refrain from offering or selling any security in the State of  
7 California, including but not limited to promissory notes unless and until qualification has been made  
8 under this law or unless exempt.

9           Furthermore, the Commissioner of Business Oversight is of the opinion that the securities that  
10 AG-Wise, Inc., Eric Mireles, Saddleback Resolution Group, LLC, and Ali Barkhordar offered or sold  
11 in this state were by means of written or oral communications which included an untrue statement of  
12 a material fact or omitted to state a material fact necessary in order to make the statements made, in  
13 the light of the circumstances under which they were made, not misleading, in violation of section  
14 25401 of the CSL.

15           Pursuant to section 25532 of the CSL, AG-Wise, Inc., Eric Mireles, Saddleback Resolution  
16 Group, LLC, and Ali Barkhordar made, or caused to be made, misrepresentations or omissions of  
17 material fact in connection with the offers or sales of securities and are hereby ordered to desist and  
18 refrain from offering or selling any security in the State of California by means of any written or oral  
19 communication which includes an untrue statement of a material fact or omits to state a material fact  
20 necessary in order to make the statements made, in the light of the circumstances under which they  
21 were made, not misleading.

22           This Order is necessary, in the public interest, for the protection of investors, and consistent  
23 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

24 Dated: October 9, 2017  
25 Sacramento, California

JAN LYNN OWEN  
Commissioner of Business Oversight

26 By \_\_\_\_\_  
27 MARY ANN SMITH  
28 Deputy Commissioner  
Enforcement Division