

**STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE
SECURITIES DIVISION**

IN THE MATTER OF:)	
)	FINAL CONSENT ORDER
IDLEWILD FINANCIAL, LLC,)	File No.: 17 SEC 073
(CRD# 173210))	
)	
Respondent.)	

The North Carolina Secretary of State (the “Administrator”), as Administrator of the North Carolina Investment Advisers Act (N.C. Gen. Stat. Chapter 78C) (the “Investment Advisers Act”), has considered the evidence and finds that it is in the public interest to resolve this matter on the terms set forth in this Final Consent Order (the “Order”). With the consent of Idlewild Financial, LLC (“Idlewild”), the Administrator enters this Order.

I. FINDINGS OF FACT

1. Idlewild is a North Carolina limited liability company, with its principal office in Mecklenburg County, North Carolina. Jerry V. Mercer (“Mercer”) (CRD#2972233) is Idlewild’s managing member and chief compliance officer.
2. Idlewild is registered with the Administrator as an investment adviser.
3. Under N.C. Gen. Stat. § 78C-18, every registered investment adviser must “make and keep such accounts, correspondence, memoranda, papers, books and records as the Administrator by rule prescribes.”
4. All such records are subject at any time to examinations by representatives of the Administrator, as the Administrator deems necessary or appropriate in the public interest or for the protection of investors. N.C. Gen. Stat. § 78C-18

5. On December 15, 2016, the North Carolina Secretary of State's Securities Division (the "Securities Division") performed a routine books and records examination of Idlewild.

6. On February 9, 2017, the Securities Division mailed and emailed to Idlewild its first deficiency letter related to the books and records examination. This letter noted several deficiencies and requested that Idlewild produce additional documents to the Securities Division.

7. Idlewild did not respond.

8. On April 26, 2017, the Securities Division re-emailed the February 9, 2017 deficiency letter to Idlewild.

9. Again, Idlewild did not respond.

10. On May 24, 2017, the Securities Division sent a Letter of Caution to Idlewild.

11. On May 31, 2017, Idlewild responded and submitted some of the documents requested by the Securities Division.

12. On June 13, 2017, the Securities Division sent a second deficiency letter to Idlewild noting deficiencies found in the documents Idlewild produced to the Securities Division and requesting additional documents.

13. Idlewild has refused to respond to the second deficiency letter and refused to correct all the deficiencies noted in the two deficiency letters.

II. CONCLUSIONS OF LAW

1. Idlewild is an "investment adviser" under North Carolina law. N.C. Gen. Stat. § 78C-2(1).

2. As an investment adviser registered in North Carolina, Idlewild is required to comply with North Carolina's laws, administrative rules, and regulations, and submit itself to the jurisdiction and oversight of the Administrator.

3. Idlewild violated § 78C-18 when it failed to produce documents in response to the Securities Division's request.

4. When an investment adviser and/or investment adviser representative has engaged in dishonest or unethical practices or has willfully violated or failed to comply with the Investment Advisers Act, the Administrator may by order deny, suspend, or revoke the registration of the investment adviser and/or investment adviser representative, bar or censure the investment adviser and/or investment adviser representative, restrict or limit functions or activities of the investment adviser and/or investment adviser representative, impose a civil penalty, and/or require reimbursement of the costs of investigation, if such an order is in the public interest. N.C. Gen. Stat. §§ 78C-19 and 78C-28(c).

5. This Order is in the public interest and is consistent with the purposes fairly intended by the policy and provisions of the Investment Advisers Act.

6. The Administrator has the authority to enter this Order.

III. JURISDICTION, CONSENT, AND WAIVER

Idlewild, as evidenced by the authorized signature on the *Consent to Entry of Order*, below, affirmatively states and agrees that:

1. The Administrator has jurisdiction over Idlewild and the subject matter of this Order.

2. Idlewild voluntarily consents to the entry of this Order and understands this is a public document.

3. Idlewild has read the contents of this Order and has had the opportunity to consult with an attorney prior to the signing of this Order.

4. Idlewild freely signs this Order and states and agrees that no threats or offers of any kind, other than as stated in this document, have been made by the Administrator, Deputy Securities Administrator, any member of the staff of the Securities Division, or any agent or employee of the North Carolina Department of the Secretary of State in connection with the signing of this Order.

5. This Order contains the entire agreement between the undersigned, and Idlewild understands its effect.

6. Idlewild has agreed to resolve this matter through this Order to avoid further administrative proceedings.

7. Idlewild permanently waives any and all rights under the Investment Advisers Act, the North Carolina Administrative Procedure Act (N.C. Gen. Stat. Chapter 150B), and any other law, to a *Notice of Hearing*, a hearing, and all further proceedings before the Administrator or other entity to which they may be entitled related to the subject of this Order, including any court of competent jurisdiction. Idlewild also permanently waives its rights to seek judicial review of this Order under N.C. Gen. Stat. Chapter 150B, to appeal this Order, or to otherwise challenge either the validity or entry of this Order in any court or administrative agency.

8. This Order is submitted on the condition that the Administrator will not bring further action against Idlewild for their conduct described in this Order that transpired prior to the signing of this Order.

9. The execution, delivery, and performance of this Order has been duly authorized and signed by a person who meets the statutory or other binding approval to sign on behalf of Idlewild as named in this Order.

10. The presentation of this Order to the Administrator and any subsequent discussion of the Order prior to its entry without Idlewild or its counsel being present shall not constitute an improper *ex parte* communication between the Administrator and the Securities Division or counsel for the Securities Division.

11. This Order shall become final upon entry.

NOW, THEREFORE, the Administrator, pursuant to and under all authority granted by the Investment Advisers Act, based upon the forgoing Findings of Fact, Conclusions of Law, and Jurisdiction, Consent, and Waiver, and with Idlewild's express written consent to the entry of this Order, orders the following:

IV. ORDER

1. Idlewild shall immediately and permanently cease and desist from violating N.C. Gen. Stat. § 78C-18.

2. Idlewild shall immediately and permanently cease and desist from violating any other provisions of the Investment Advisers Act and any administrative rules promulgated under the Act.

3. Idlewild shall file a Form ADV-W to withdraw its registration within 15 days of this Order. If Idlewild fails to file the Form ADV-W within 15 days of this Order, Idlewild consents to the Securities Division revoking its registration.

4. Neither Idlewild nor Mercer shall reapply for registration as an investment adviser until Idlewild has produced the documents requested and demonstrated that it has cured the deficiencies described in the deficiency letters.

5. Idlewild shall not take any action or make, or permit to be made, any public statement, denying, directly or indirectly, any finding in this Order or creating the impression that this Order is without factual basis.

6. This Order shall become final upon entry and shall be binding upon Idlewild and its successors and assigns as well as its affiliates and its successors and assigns with respect to all conduct subject to the provisions above and all future obligations, responsibilities, undertakings, commitments, limitations, restrictions, events, and conditions.

WITNESS MY HAND AND THE OFFICIAL SEAL of the North Carolina Department of the Secretary of State.

This the 3rd day of DECEMBER 2018.

Time of entry: 12:33 P.M.



ELAINE F. MARSHALL
SECRETARY OF STATE OF NORTH CAROLINA and
SECURITIES ADMINISTRATOR, by



KEVIN M. HARRINGTON
Deputy Securities Administrator