THE NORTH CAROLINA SECURITIES DIVISION,	)	
	)	
Petitioner,	)	
	)	**FINAL ORDER**
	)	
	)	**TO**
vs.	)	
	)	**CEASE AND DESIST**
	)	
HEDRICK CONSULTING, INCORPORATED, and RONDELL SCOTT HEDRICK	)	
	)	
Respondents.	)	
	)	**FILE NO. 12SEC199**
	)	

THIS CAUSE coming on before the undersigned, upon the record in the above-captioned matter, to consider the request made in the Administrative Petition filed in this matter on November 20, 2012, for issuance of a Final Order to Cease and Desist against Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick, to cease all violations of the North Carolina Securities Act; and

BASED UPON the record in this administrative proceeding, the undersigned makes the following:

FINDINGS OF FACT

1. On November 20, 2012, Petitioner, the Securities Division of the North Carolina Department of the Secretary of State, commenced this proceeding and filed an Administrative Petition containing certain allegations against Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick in which Petitioner requested both temporary and permanent relief pursuant to N.C.G.S. §78A-47(b)(2).

2. On November 20, 2012, the Administrator, through her Deputy Securities Administrator, issued and entered a Temporary Order to Cease and Desist against Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick in this matter.

3. On November 20, 2012, Petitioner, through one of its agents, personally served Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick with a copy of the Administrative Petition, Affidavit of David L. Rose, Affidavit of Perry R. Boseman, Temporary Order to Cease and Desist, and Notice of Rights and Opportunity for a Hearing. This service of pleadings and notices complied with N.C.G.S. §1-75.4 and N.C R.C P. Rule 4.

4. The Notice of Rights and Opportunity for a Hearing served upon Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick informed them that, upon failure to request a hearing in writing, file a responsive pleading, or make a submission within thirty (30) business days following service, that the Temporary Order to Cease and Desist shall become final and remain in effect unless modified or vacated by the Administrator.

5. Respondent Rondell Scott Hedrick has failed to file a request for hearing, responsive pleading, submission, or otherwise appear in this administrative proceeding within the time allowed by N.C.G.S. §78A-47(b)(2).

6. Respondent Hedrick Consulting, Incorporated has failed to file a request for hearing, responsive pleading, submission, or otherwise appear in this administrative proceeding within the time allowed by N.C.G.S. §78A-47(b)(2).

7. The Temporary Order to Cease and Desist issued on November 20, 2012 in this matter, including the Findings of Fact and Conclusions of Law therein, is hereby incorporated by reference and is attached hereto as "Exhibit A."

8. It is necessary for the protection of investors, in the public interest, and consistently with the purposes of the Securities Act, that the Temporary Order to Cease and Desist issued in this matter be made permanent and final.

BASED ON THE FOREGOING Findings of Fact, the undersigned makes the following:

CONCLUSIONS OF LAW

1. The Administrator has jurisdiction over the person of each Respondent and over the subject matter of this proceeding.

2. The Administrator has statutory authority pursuant to N.C.G.S. §78A-47(b)(2) to enter and issue a Final Order making permanent the terms and conditions of the Temporary Order to Cease and Desist previously entered in this matter against Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick in light of each Respondents' failure to request a hearing, file a responsive pleading, or otherwise contest this matter.

3. Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick have violated N.C.G.S. §§ 78A-24 and 78A-36.

4. Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick are both now subject to the entry of a Final Order to Cease and Desist by operation of law under N.C.G.S. §78A-47(b)(2).

5. The entry of a final and permanent order to Cease and Desist under the provisions of the Securities Act against Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick is necessary to protect investors, is in the public interest, and consistent with the purposes of the Act.

BASED ON THE FOREGOING Findings of Fact and Conclusions of Law, the Administrator hereby enters the following:

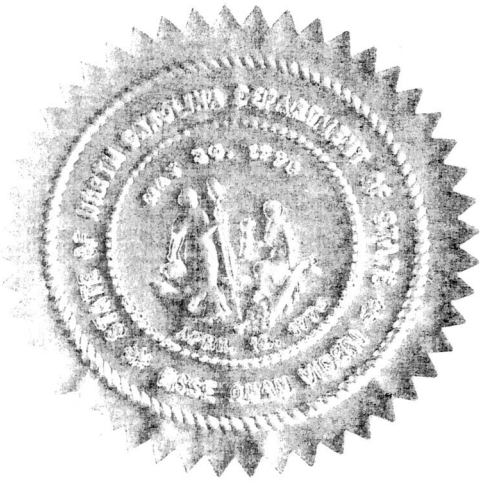
IT IS HEREBY ORDERED, ADJUDGED AND DECREED pursuant to the authority contained in N.C.G.S. §78A-47(b)(2) that Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick be, and hereby are permanently ORDERED that:

a. each Respondent, and any person, employee, officer, director, entity or independent contractor under the direction or control of each Respondent, shall cease and desist offering for sale, soliciting offers to purchase, or selling, in or from North Carolina, any securities of any issuer, howsoever denominated, including, but not limited to the securities of Respondent Hedrick Consulting, Incorporated, unless and until such securities shall have been registered pursuant to the provisions of the Securities Act; and

b. Respondent Hedrick Consulting, Incorporated and Respondent Rondell Scott Hedrick and any person, employee, officer, director, entity or independent contractor under the direction or control of any said Respondents, shall cease and desist offering or soliciting offers to purchase, or selling, in or from North Carolina, any securities of any issuer, howsoever denominated, including, but not limited to the securities of Respondent Hedrick Consulting, Incorporated unless and until each Respondent and any person under their respective control or direction is properly registered as a securities dealer or salesman under the provisions of the Securities Act.

WITNESS MY HAND AND THE OFFICIAL SEAL of the North Carolina Department of the Secretary of State, this the 4th day of February, 2013.

Time of entry: 11:14 A.M.



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

By: _____
DAVID S. MASSEY
DEPUTY SECURITIES ADMINISTRATOR

EXHIBIT

A

THE NORTH CAROLINA SECURITIES DIVISION,	)	
Petitioner,	)	**TEMPORARY ORDER**
	)	**TO**
vs.	)	**CEASE AND DESIST**
HEDRICK CONSULTING, INCORPORATED, and RONDELL SCOTT HEDRICK	)	
Respondents.	)	**FILE NO. 12SEC199**

Pursuant to the authority granted by Chapter 78A of the North Carolina General Statutes (the North Carolina Securities Act), hereinafter referred to as the "Securities Act," and the rules promulgated thereunder, the Securities Division of the Department of the Secretary of State, hereinafter referred to as the "Securities Division," has investigated the activities of **Hedrick Consulting, Incorporated** and **Rondell Scott Hedrick** (hereinafter, the "Respondents") to determine if either of them has engaged in, or is about to engage in, any act or practice constituting a violation of the Securities Act or any rule or order thereunder.

THE SECURITIES DIVISION has filed an Administrative Petition against the above-named Respondents seeking, among other remedies, a temporary and summary Cease and Desist Order pursuant to the provisions of N.C.G.S. §78A-47(b)(2).

THE SECRETARY OF STATE, acting by and through her duly authorized Deputy Securities Administrator, from the investigation and the information derived therefrom, and for the protection and preservation of the public welfare and in the public interest, makes the following:

FINDINGS OF FACT

1. Respondent **HEDRICK CONSULTING, INCORPORATED** (hereinafter "Hedrick Consulting" or "Respondent") is a corporation formed on July 27, 1999 in the State of North Carolina. Hedrick Consulting did maintain a principal office at 11 Forest Drive, Lexington, North Carolina 27292.

2. Respondent **RONDELL SCOTT HEDRICK** (hereinafter "Hedrick" or "Respondent") is or was the President of Hedrick Consulting, Incorporated. He maintains a principal residence at 11 Forest Drive, Lexington, North Carolina 27292.

3. Upon information and belief, on or about October 8, 2012, Respondent Hedrick placed an Internet advertisement on Craigslist in the Los Angeles, California area, stating, "$5,000 Investment pays $15,000 in about 10 days (Los Angeles)." He also provided a phone number to call for details, reiterating, "Joint venture will pay you approximately $15k in 10 days. No Risk." Respondent Hedrick placed the same advertisement at least once more on Craigslist in the Los Angeles, California area, on or about October 17, 2012.

4. Upon information and belief, a California resident ("Investor") saw Respondent's advertisement on Craigslist and contacted Respondent Hedrick, first with the email address and then with the telephone number provided. Respondent Hedrick answered Investor's call and told Investor that he was raising capital to buy gold bars in Dubai, that he would travel to Dubai to inspect and purchase the gold, and then ship the gold to a buyer. During this phone call, Respondent Hedrick also indicated that the return rate on Investor's investment would be 200%, generated through a joint venture arrangement between himself and Investor. Respondent Hedrick did not explain to Investor how exactly his investment would be used.

5. Upon information and belief, Respondent Hedrick also maintains a website, www.hedrickconsulting.com, where he represents to the public that Hedrick Consulting, Incorporated is a "Gold Buyer," " International Consultant and Broker," and " MTN-BG-SBLC Seller." The website also provides an email address and two telephone numbers, one in Raleigh, North Carolina and one in Malibu, California, that can be used to contact Respondent. The phone number given for Malibu, California is the same telephone number provided in Respondent's Craigslist advertisement.

6. Upon information and belief, the Respondents' website www.hedrickconsulting.com is registered to Respondent Hedrick Consulting at an address in Lexington, North Carolina. The registration lists Respondent Hedrick as both the administrative and the technical contact for the website. The address provided for Respondent Hedrick is also in Lexington, North Carolina. This website is accessible to anyone with Internet access.

7. Upon information and belief, following his phone conversation with Respondent Hedrick, Investor accessed this website for additional information on Respondents Hedrick and Hedrick Consulting.

8. Following his phone conversation with Investor, Respondent Hedrick emailed a document entitled "Spot Joint Venture Agreement" to Investor, along with instructions for transferring funds via wire transfer into Respondent Hedrick's bank account with State Employees Credit Union in Lexington, North Carolina.

9. Under the terms of this agreement, Respondent Hedrick would purchase spot gold dore bars and then resell them to a buyer who was already under contract with Respondent Hedrick. Investor would invest the funds needed to finance this transaction. Investor would then receive from Respondent Hedrick, a portion of the profits from the sale of the gold, being a 200% return on his original investment.

10. Upon information and belief, Respondent Hedrick emailed the investment opportunity to Investor, as well as the necessary instructions to be used by Investor to transfer the funds to Respondent's bank account via a wire transfer. Investor signed the agreement and emailed it

back to Respondent Hedrick in North Carolina. Investor also wired five thousand dollars ($5,000) to Respondent Hedrick's bank account with State Employees Credit Union in Lexington, North Carolina, per Respondent Hedrick's instructions.

11. Upon information and belief, Respondent Hedrick told Investor that he would be leaving for Dubai very soon after Investor sent his money.

12. Upon information and belief, Investor only invested with Respondents because of the 200% promised rate of return.

13. Upon information and belief, Respondent Hedrick did not use Investor's investment to purchase any gold bars, as stated in the agreement, and Investor has received no return on his investment or the return of his original investment.

14. Upon information and belief, Respondent Hedrick has not traveled to Dubai, as promised to Investor, and despite Investor's repeated efforts to obtain a travel date for Respondent or the return of his investment when the trip to Dubai failed to occur, Respondent Hedrick has given Investor multiple excuses as to why he has not traveled to Dubai yet, he has not provided Investor with any updated information as to when his trip to Dubai may actually occur, and he has refused to return Investor's money.

15. Under the terms of this agreement, any profit earned by Investor depended on Respondent Hedrick's travel to Dubai, and Respondent's completion of the buy and sale of gold based on location and contact information only known to Respondent Hedrick. Investor was dependent on Respondent Hedrick's knowledge and contacts in completing this transaction in order to make a profit.

16. Under current case law, an investment contract involves an investment of money in a common enterprise with profits to come solely from the efforts of others. (See *SEC v. Howey*, 328 U.S. 293, 301 (1946)) An investment contract is a "security" as that term is defined in §78A-2(11).

17. Upon information and belief, Respondent Hedrick offered and sold this investment opportunity to Investor, a California resident, while Respondent Hedrick was in North Carolina. This investment opportunity, as evidenced by Respondent's written representations in the Craigslist advertisement, his oral representations to Investor during their phone call, and the investment contract as provided to Investor by Respondent via email, was accepted by Investor when Investor signed the investment contract and returned it to Respondent in North Carolina, along with his investment that he transmitted to Respondent's bank account in North Carolina via a wire transfer.

18. The offer and sale of the investment contract as described herein constitutes the "offer" and "sale" of a "security," as those terms are defined pursuant to N.C.G.S. §§ 78A-2(8)(a), 78A-2(8)(b) and 78A-2(11).

19. Respondents Hedrick and Hedrick Consulting are not, and were not licensed to sell securities in North Carolina, and are therefore in violation of N.C.G.S. §78A-36(a).

20. The investment contract as offered and sold by Respondents to Investor is not and was not registered as a security in North Carolina as it is required to be, and therefore its offer and sale was in violation of N.C.G.S. §78A-24.

21. It is in the public interest of the citizens of North Carolina and for the protection of investors that Respondents be prohibited from violating the provisions of the Securities Act in connection with selling or making offers to sell securities, or buying or soliciting offers to buy securities.

22. The Respondents' solicitation from North Carolina of an investor poses an immediate and significant danger to the public welfare because the securities offered have not been registered with the Division. Proper registration of securities is an essential safeguard serving to protect the public from securities fraud. In addition, the registration as a dealer or salesman, as required by the Securities Act, is essential to ensure that persons transacting business in this State are competent and properly authorized to do so.

23. An immediate Temporary Order to Cease and Desist is necessary and appropriate to address Respondents' violations of the North Carolina Securities Act. Any delay in issuing an order under N.C.G.S. §78A-47(b)(1) will result in irreparable harm to the public interest by allowing persons to continue to transact business in North Carolina in violation of its laws, and to its citizens in the form of economic loss resulting from investment in securities sold in violation of its laws.

CONCLUSIONS OF LAW

1. The Secretary has statutory authority pursuant to N.C.G.S. §78A-47(b)(2) to enter and issue a Temporary Order to Cease and Desist against the Respondents.

2. There is reasonable cause to believe the Respondents have engaged in willful violations of the North Carolina Securities Act, specifically N.C.G.S. §§78A-24 and 78A-36.

3. There is reasonable cause to believe the Respondents will continue to commit acts and omissions in violation of the North Carolina Securities Act.

4. It is necessary and appropriate for the protection and preservation of the public interest that the Respondents are temporarily and summarily ordered to cease and desist from making offers and sales of securities in violation of the North Carolina Securities Act.

5. The public interest would be irreparably harmed by the delay inherent in issuing an order under the provisions of N.C.G.S. §78A-47(b)(1).

NOW, THEREFORE, IT IS ORDERED, pursuant to the authority contained in N.C.G.S. §78A-47(b)(2), that Respondents Hedrick Consulting, Incorporated and Rondell Scott Hedrick shall immediately cease and desist from:

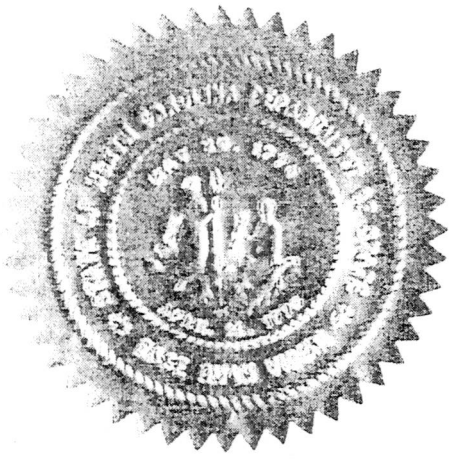
a. offering for sale, soliciting offers to purchase, or selling, in or from North Carolina, any security of any issuer, howsoever denominated, unless and until such securities have been registered pursuant to the provisions of the Securities Act; and

b. offering for sale, soliciting offers to purchase, or selling, in or from North Carolina, any security of any issuer, howsoever denominated, unless and until Respondents become registered pursuant to the provisions of the Securities Act as dealers or salesmen.

NOTICE IS HEREBY GIVEN that the Respondents may request a hearing upon this matter by transmitting such request, in writing and within thirty (30) business days of receipt of this document, to David S. Massey, Deputy Securities Administrator, Securities Division, Department of the Secretary of State, Post Office Box 29622, Raleigh, North Carolina 27626-0622. A copy of any such request shall be served by first-class mail upon A. Elizabeth Walker, Enforcement Attorney, Securities Division, Department of the Secretary of State, Post Office Box 29622, Raleigh, North Carolina 27626-0622. If such a request is made, this matter shall be scheduled for a hearing in accordance with Chapter 150B of the North Carolina General Statutes within twenty (20) days after receipt by the Deputy Securities Administrator of the written request. If no request for a hearing, other responsive pleading, or submission is received by the Deputy Securities Administrator within thirty (30) business days of the receipt of service hereof, this Temporary Order To Cease And Desist shall become final and remain in effect unless it is modified or vacated by the Secretary of State in her capacity as Administrator of the North Carolina Securities Act.

WITNESS MY HAND AND THE OFFICIAL SEAL of the North Carolina Department of the Secretary of State, this the 20th day of November, 2012.

Time of entry: 9:28 A.M.



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

By:
DAVID S. MASSEY
DEPUTY SECURITIES ADMINISTRATOR