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STATE OF TENNESSEE
BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE

TENNESSEE SECURITIES DIVISION,)
)
Petitioner,)
)
v.)
)
FIELDSTONE FINANCIAL PARTNERS,)
LLC)
)
Respondent.)

Order No.: 17-021

CONSENT ORDER

The Tennessee Securities Division ("Division") and Fieldstone Financial Partners, LLC ("Fieldstone Financial Partners" or, with the Division, the "Parties") agree to the entry of this Consent Order in accordance with Tenn. Code Ann. § 48-1-116 of the Tennessee Securities Act of 1980, as amended, Tenn. Code Ann. §§ 48-1-101 to 48-1-201 ("Act"), which states that the Commissioner of the Department of Commerce and Insurance ("Commissioner") from time to time may make such orders as are necessary to carry out the provisions of the Act.

Fieldstone Financial Partners hereby stipulates and agrees to the entry of this Consent Order as follows:

GENERAL STIPULATIONS

1. It is understood that this Consent Order is subject to the Commissioner's acceptance.

2. This Consent Order is executed by Fieldstone Financial Partners for the purpose of facilitating the registration of Fieldstone Financial Partners as an investment adviser in Tennessee and for the purpose of avoiding further administrative action with respect to the violation(s) described herein. Should this Consent Order not be accepted by the Commissioner, it is agreed that presentation to and consideration of this Consent Order by the Commissioner shall not unfairly or illegally prejudice the Parties from further participation in or resolution of these proceedings.

3. Fieldstone Financial Partners understands that this Consent Order will in no way preclude additional proceedings by the Commissioner against Fieldstone Financial Partners for acts or omissions not specifically addressed in this Consent Order, or for acts or omissions that do not arise from the facts or transactions addressed herein.

4. Fieldstone Financial Partners waives all further procedural steps, and waives all rights to seek judicial review of or to otherwise challenge or contest the validity of this Consent Order, the stipulations and imposition of discipline contained herein, and the consideration and entry of this Consent Order by the Commissioner.

FINDINGS OF FACT

5. The Act places the responsibility for its administration on the Commissioner. The Division is the lawful agent through which the Commissioner discharges this responsibility. Tenn. Code Ann. § 48-1-115.

6. Fieldstone Financial Partners (CRD# 283469) is an investment advisory firm organized under the laws of Tennessee. Fieldstone Financial Partners' principal office and place of business is located at 1830 Air Lane Drive, Unit 6, Nashville, TN 37210. Fieldstone Financial Partners employs one (1) investment adviser representative, Grant Ellis (CRD# 5030661), who also

serves as the company's Director (or Managing Member), Chief Compliance Officer, and Registered Agent.

7. Fieldstone Financial Partners submitted an initial application for investment adviser registration on April 14, 2016. The company's registration was approved on May 13, 2016.

8. Fieldstone Financial Partners' registration terminated on December 31, 2016, due to the firm's failure to renew.

9. Fieldstone Financial Partners continued operations as an investment adviser despite the company's lack of registration. Mr. Ellis maintains he mistakenly believed he had renewed the company's registration by paying a ten dollar (\$10.00) balance owed on the company's Investment Adviser Registration Depository account on January 9, 2017.

10. Between January 1, 2017, and September 14, 2017, Fieldstone Financial Partners, through Mr. Ellis, provided investment advisory services to eight (8) accounts, earning eighty-nine thousand four hundred sixty-six dollars and fifty-five cents (\$89,466.55) in fees.

CONCLUSIONS OF LAW

10. Pursuant to Tenn. Code Ann. § 48-1-115(a), the responsibility for the administration of the Act is vested in the Commissioner. The Division is the lawful agent through which the Commissioner discharges this responsibility.

11. Tenn. Code Ann. § 48-1-116 provides that the Commissioner may make, promulgate, amend, and rescind such orders as are necessary to carry out the provisions of the Act upon a finding that such order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

12. Pursuant to Tenn. Code Ann. § 48-1-109(d)(1), the registration of an investment adviser expires annually, unless timely renewed, on December 31 of each year.

13. Pursuant to Tenn. Code Ann. § 48-1-109(c), it is unlawful for any person to transact business from, in, or into Tennessee as an investment adviser or investment adviser representative unless registered as such under the Act.

14. Pursuant to Tenn. Code Ann. § 48-1-112(a)(2)(B), the Commissioner may deny the registration of an investment adviser upon finding that the applicant has willfully failed to comply with any provision of the Act and upon finding that such denial is in the public's interest and necessary for the protection of investors.

15. Under Tenn. Code Ann. § 48-1-112(d), in any case in which the Commissioner is authorized to deny an applicant's registration, the Commissioner may, in lieu of or in addition to such denial, impose a civil penalty not to exceed five thousand dollars (\$5,000.00) per violation.

16. Based upon the Findings of Fact detailed above, Fieldstone Financial Partners violated Tenn. Code Ann. § 48-1-109(c) by operating as an unregistered investment adviser from January 1, 2017 through September 14, 2017.

17. Fieldstone Financial Partners' violation of Tenn. Code Ann. § 48-1-109(c) constitutes grounds for denial and/or civil penalties pursuant to Tenn. Code Ann. § 48-1-112.

18. The Division finds the following relief appropriate, in the public interest and necessary for the protection of investors.

ORDER

NOW, THEREFORE, on the basis of the foregoing, and Fieldstone Financial Partners' waiver of its rights to a hearing and appeal under the Act and Tennessee's Uniform Administrative Procedures Act, Tenn. Code Ann. §§ 4-5-101 to 4-5-404, and Fieldstone Financial Partners' admission of jurisdiction of the Commissioner, the Commissioner finds that Fieldstone Financial Partners, for the purpose of settling this matter, has agreed to the entry of this Consent Order and

that the following order is appropriate and in the public interest and necessary for the protection of investors.

IT IS ORDERED, pursuant to Tenn. Code Ann. § 48-1-116(a) that:

1. Fieldstone Financial Partners shall fully comply with the Act, as amended, and all rules promulgated thereunder;
2. Fieldstone Financial Partners shall timely renew its investment adviser registration, without prior notification from the Division, until such time as the company no longer transacts investment advisory business from, in, or into this state;
3. Fieldstone Financial Partners shall be assessed a civil penalty in the amount of five thousand dollars (\$5,000.00). The payment of such civil penalty shall be made by check payable to the Tennessee Department of Commerce and Insurance. Page one (1) of this Order must accompany the payment for reference. Payment shall be remitted within thirty (30) days after entry of this Consent Order, mailed to the attention of:

State of Tennessee
Department of Commerce and Insurance
Attn: Kelsey J. Bridges
8th Floor, Davy Crockett Tower
500 James Robertson Parkway
Nashville, TN 37243

4. Fieldstone Financial Partners' investment adviser application shall be made effective by the Division upon confirmed receipt of payment of the civil penalty.

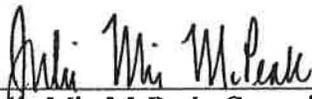
IT IS ORDERED, that this Consent Order represents the complete and final resolution of, and discharge with respect to, all administrative and civil claims, demands, actions and causes of action by the Commissioner against Fieldstone Financial Partners for all violations of the Act

alleged by the Division to have occurred with respect to the transactions and the facts contained herein.

This Consent Order is in the public interest and in the best interest of the parties, and represents a compromise and settlement of the controversy between the parties. By the signatures affixed below, Fieldstone Financial Partners affirmatively states that it has freely agreed to the entry of this Consent Order and to a review of the Findings of Fact and Conclusions of Law contained herein, and that no threats or promises of any kind have been made by the Commissioner, the Division, or any agent or representative thereof. The Parties, by signing this Consent Order, affirmatively state their agreement to be bound by the terms of this Consent Order and aver that no promises or offers relating to the circumstances described herein, other than the terms of settlement set forth in this Consent Order, are binding upon them.

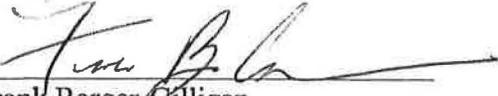
ENTERED this 20 day of November, 2017

BY ORDER OF:

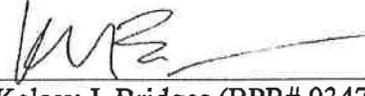


Julie Mix McPeak, Commissioner
Tennessee Department of Commerce and Insurance

APPROVED FOR ENTRY:



Frank Borger-Gilligan
Assistant Commissioner for Securities
Tennessee Department of Commerce and
Insurance



Kelsey J. Bridges (BPR# 034704)
Assistant General Counsel for Securities
Tennessee Department of Commerce and
Insurance



Grant Ellis
Fieldstone Financial Partners, LLC

Commerce and Insurance
Office 33501001

Cust Name: tn securities division v fi
Receipt #: 21755431
PAID: 11/22/2017
Batch #: 1016098
Trans #1 \$5,000.00

C1658 Penalties/Fines \$5,000.00
Check 21 \$5,000.00

THANK YOU FOR YOUR PAYMENT

**STATE OF TENNESSEE
DEPARTMENT OF COMMERCE & INSURANCE
500 JAMES ROBERTSON PARKWAY
NASHVILLE, TN 37243**



PAYMENT RECORD