

**BEFORE THE ARKANSAS SECURITIES COMMISSIONER
CASE NO. S-11-0292**

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IN THE MATTER OF:

Order No. S-11-0292-11-OR01 ARKANSAS SECURITIES DEPT.

Triathlon America, Inc.

RESPONDENT

CONSENT ORDER

This Consent Order is entered pursuant to the Arkansas Securities Act, codified at Ark. Code Ann. §§ 23-42-101 through 23-42-509 (“Act”), the Rules of the Arkansas Securities Commissioner (“Rules”) promulgated under the Act and the Arkansas Administrative Procedures Act, codified at Ark. Code Ann. §§ 25-15-201 through 25-15-219 in accordance with an agreement by and between the Staff of the Arkansas Securities Department (“Staff”) and Triathlon America, Inc. (“Triathlon”) in full and final settlement of all claims that could be brought against Triathlon by the Staff on the basis of the facts set forth herein.

Triathlon admits the jurisdiction of the Act and the Arkansas Securities Commissioner (“Commissioner”), waives its right to a formal hearing, consents to the entry of this order, and agrees to abide by its terms. Triathlon also agrees that entry of this order has no impact on its civil liability to Arkansas investors under Ark. Code Ann. § 23-42-106 for the violations detailed below.

FINDINGS OF FACT

1. On or about July 26, 2010, agents or employees of Triathlon made its first sale of securities in a Triathlon offering to an Arkansas resident.
2. On or about March 7, 2011, Triathlon filed a Notice of Sale of Securities on United States Securities and Exchange Commission (“SEC”) Form D with the Arkansas

Securities Department ("Department"). As part of this notice filing the Department received a \$100.00 filing fee from Triathlon.

3. In violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(B)(2) of the Rules of the Arkansas Securities Commissioner, Triathlon failed to file the Notice of Sale of Securities on SEC Form D with the Department concerning the sale of securities in Arkansas within the required fifteen days.

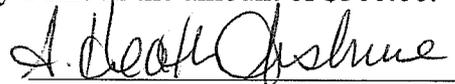
CONCLUSIONS OF LAW

4. Triathlon's filing of the Notice of Sale of Securities on SEC Form D with the Department approximately eight months after the sale of securities in the Triathlon offering to an Arkansas resident as detailed in paragraphs 1-3 was a violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(B)(2) of the Rules.

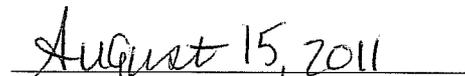
5. Entry of this Order does not affect the civil liability of Triathlon under Ark. Code Ann. § 23-42-106 for Arkansas investors in the Triathlon offerings.

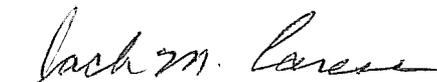
ORDER

IT IS THEREFORE ORDERED that Triathlon pay a fine in the amount of \$500.00.



A. Heath Abshure
Arkansas Securities Commissioner


Date

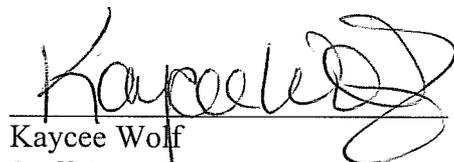


Triathlon America, Inc.

By: JACK M. CARESS

Title: President

Date: 8/3/11



Kaycee Wolf
Staff Attorney