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Mail: P.O. BOX 13167  
AUSTIN, TEXAS 78711-3167

## Texas State Securities Board

DAVID A. APPLEBY  
MEMBER

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208 E. 10th Street, 5th Floor  
Austin, Texas 78701-2407  
www.ssb.state.tx.us

ALAN WALDROP  
MEMBER

IN THE MATTER OF §  
TRISTAR EQUITY §  
AND TOM CARTER §

Order No. ENF-13-CDO-1728

TO: TriStar Equity  
5407 North IH 35, Suite 300, Austin, Texas 78723-2425

Tom Carter  
5407 North IH 35, Suite 300, Austin, Texas 78723-2425

### AGREED CEASE AND DESIST ORDER

Be it remembered that TriStar Equity, by and through its Manager, Tom Carter, and Tom Carter, individually (collectively "Respondents"), appeared before the Securities Commissioner of Texas ("Securities Commissioner") and consented to the entry of this Order and the Findings of Fact and Conclusions of Law contained herein.

### FINDINGS OF FACT

1. Respondents have waived (a) Respondents' right to notice and a hearing in this matter; (b) Respondents' right to appear and present evidence in this matter; (c) Respondents' right to appeal this Order; and (d) all other procedural rights granted to Respondents by The Securities Act, Tex. Rev. Civ. Stat. Ann. arts. 581-1 to 583-43 (West 2010 & Supp. 2012) ("Texas Securities Act"), and the Administrative Procedure Act, Tex. Gov't Code Ann. §§ 2001.001 to 2001.902 (West 2008 & Supp. 2012) ("Administrative Procedure Act").
2. TriStar Equity ("Respondent TriStar") was formed on or about March 11, 2011, and maintains a last known address of 5407 North IH 35, Suite 300, Austin, Texas 78723.
3. Tom Carter ("Respondent Carter") is the manager of Respondent TriStar, and maintains a last known address of 5407 North IH 35, Suite 300, Austin, Texas 78723.
4. Respondents have offered for sale in Texas securities in the form of promissory notes with a guaranteed annual percentage yield ranging from 9.25% to 11.25%

(the "Notes").

5. The Notes were not registered by qualification, notification, or coordination and no permit has been granted for their sale in Texas.
6. Respondents were not registered with the Securities Commissioner as dealers or agents at any time material hereto.

#### CONCLUSIONS OF LAW

1. The above-described Notes are "securities" as that term is defined in Section 4.A of the Texas Securities Act.
2. Respondents have violated Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities were not registered with the Securities Commissioner.
3. Respondents have violated Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
4. The foregoing violations constitute bases for the issuance of a Cease and Desist Order pursuant to Section 23.A of the Texas Securities Act.

#### ORDER

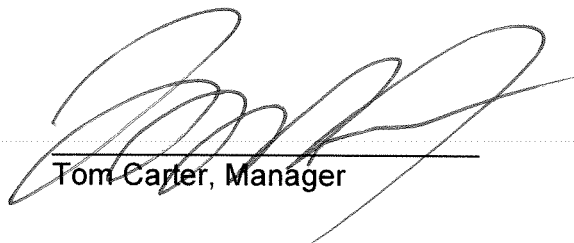
1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondents immediately CEASE AND DESIST from the offer and sale of securities in Texas until Respondents are registered with the Securities Commissioner as dealers or agents or an available exemption from registration is utilized.

SIGNED AND ENTERED by the Securities Commissioner this 9<sup>th</sup> day of August, 2013.

  
\_\_\_\_\_  
JOHN MORGAN  
Securities Commissioner

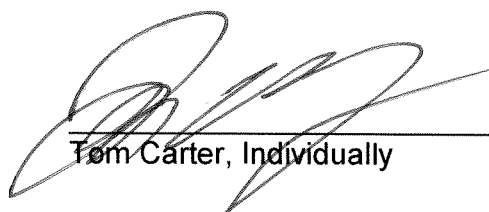
Respondents:

TriStar Equity



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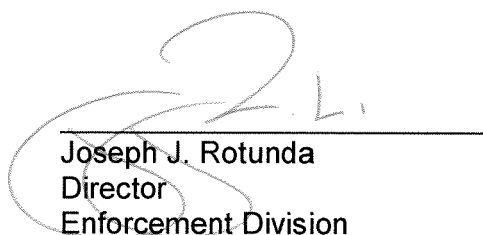
Tom Carter, Manager



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Tom Carter, Individually

Approved as to Form:

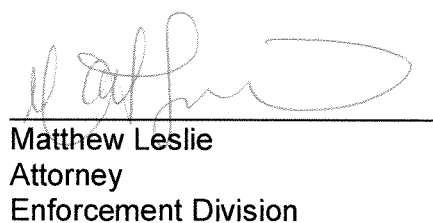


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Joseph J. Rotunda  
Director  
Enforcement Division

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Peter A. Stokes  
Fullbright & Jaworski L.L.P.  
98 San Jacinto Boulevard, Suite 110  
Austin, Texas 78701-4255  
Attorney for Respondents



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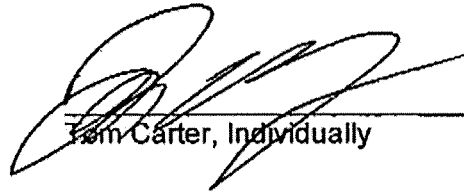
Matthew Leslie  
Attorney  
Enforcement Division

Respondents:

TriStar Equity




Tom Carter, Manager



Tom Carter, Individually

Approved as to Form:

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 Joseph J. Rotunda  
 Director  
 Enforcement Division



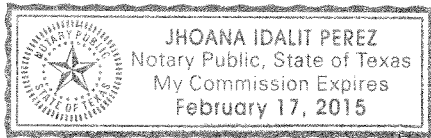
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 Peter A. Stokes  
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 98 San Jacinto Boulevard, Suite 110  
 Austin, Texas 78701-4255  
 Attorney for Respondents

\_\_\_\_\_  
 Matthew Leslie  
 Attorney  
 Enforcement Division

**ACKNOWLEDGMENT**

On the 24 day of July, 2013, TriStar Equity, by and through its Manager, Tom Carter, personally appeared before me, executed the foregoing Order and acknowledged that:

1. Tom Carter is duly authorized to enter into the foregoing Order on behalf of Respondent;
2. Tom Carter has read the foregoing Order;
3. Respondent TriStar has been fully advised of its rights under the Texas Securities Act and the Administrative Procedure Act;
4. Respondent TriStar knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and,
5. Respondent TriStar, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.

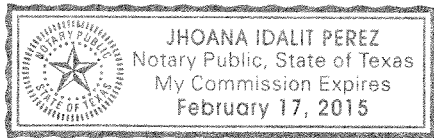


*Jhoana Idalit Perez*  
Notary Public in and for  
the State of Texas  
My commission expires on: Feb 17, 2015

**ACKNOWLEDGMENT**

On the 24 day of July, 2013, Tom Carter personally appeared before me, executed the foregoing Order and acknowledged that:

1. Respondent Carter has read the foregoing Order;
2. Respondent Carter has been fully advised of his rights under the Texas Securities Act and the Administrative Procedure Act;
3. Respondent Carter knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and,
4. Respondent Carter, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived his rights as set forth therein.



*Jhoana Idalit Perez*  
Notary Public in and for  
the State of Texas  
My commission expires on: Feb 17, 2015