

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 79451 / December 1, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17703

In the Matter of

THOMAS A. FLOWERS,

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Thomas A. Flowers (“Flowers” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings and the findings contained in paragraph III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Flowers, age 49, is a resident of Mission Viejo, California. Flowers solely owns and controls T.A. Flowers LLC. From 2009 through at least October 2014, Flowers provided services for 808 Renewable Energy Corporation ("808 Renewable"), a company that operates cogeneration systems and sells the energy produced by these systems. During his tenure with 808 Renewable, Flowers solicited investors nationwide to purchase securities in 808 Renewable, circulated offering materials and marketing materials to prospective investors, and was paid commissions, either directly or through T.A. Flowers LLC, for soliciting investors to purchase securities in 808 Renewable. Flowers has never held any securities licenses or registrations.

2. On November 21, 2016, a final judgment was entered by consent against Flowers, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 ("Securities Act"), and Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Patrick S. Carter, et al., Civil Action Number SACV 16-02070 JVS(DFMx), in the United States District Court for the Central District of California.

3. The Commission's complaint alleges that from 2009 through at least 2014, Patrick S. Carter (808 Renewable's founder and president), 808 Renewable, 808 Investments, LLC (Carter's solely-owned and controlled company), Flowers, and others conducted fraudulent offerings of unregistered shares of 808 Renewable stock, raising over \$30 million from more than 500 investors nationwide. The complaint further alleges that investors were led to believe that they would earn a return on their investment and that their funds would be used to expand 808 Renewable's business. The complaint alleges that, from 2010 through 2014, Carter and 808 Investments, LLC paid Flowers over \$1 million in commissions for soliciting investors to purchase 808 Renewable securities. The complaint further alleges that investor funds were used to pay commissions to Flowers. The complaint also alleges that Flowers participated in the unregistered sale of 808 Renewable securities.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Flowers' Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Flowers be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any

disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Brent J. Fields
Secretary