

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 Section III.3 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission’s Rules of Practice, 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. Shore, age 48, is a resident of Miami, Florida and served as a Senior Vice President and CFO of SMF Energy Corp. (“SMF”) from approximately 2002 until approximately April 2012. Shore was a previously licensed Certified Public Account (“CPA”) in the state of Florida, but allowed the license to lapse as of December 31, 2000.
2. SMF was, at all relevant times, a publicly-held Delaware corporation, headquartered in Fort Lauderdale, Florida, whose primary businesses were commercial mobile-fueling and lubricant distribution. At all relevant times, SMF’s common stock was registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 (“Exchange Act”) and traded on the NASDAQ small cap market under the symbol “FUEL”.
3. On July 27, 2017, by consent, a Final Judgment was entered against Shore, permanently enjoining him from future violations of Section 17(a)(2) of the Securities Act of 1933 (“Securities Act”) and Section 13(b)(5) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rules 13a-14, 13b2-1, and 13b2-2 thereunder, and from aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, and 13a-13 thereunder, in the civil action entitled Securities and Exchange Commission v. Michael S. Shore, et al., Civil Action Number 15-62028-CIV in the United States District Court for the Southern District of Florida. Shore was also barred from serving as an officer or director for a period of three-years from entry of the Final Judgment; ordered to pay disgorgement of \$20,447 and \$3,292 of prejudgment interest thereon; and ordered to pay a \$70,000 civil money penalty.
4. The Commission’s complaint alleged, among other things, that Shore, and the other defendants, participated in, among other things, omissions from disclosure involving SMF. The Commission further alleged that from approximately June 2010 through mid-March 2012 these omissions mislead investors by materially overstating SMF’s financial performance. Additionally, the Commission alleged that the defendants caused SMF to provide financial

statements to the investing public that were not in compliance with Generally Accepted Accounting Principles.

IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that:

- A. Shore is suspended from appearing or practicing before the Commission as an accountant.
- B. After three years from the date of this order, Shore may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:
 1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission (other than as a member of an audit committee, as that term is defined in Section 3(a)(58) of the Securities Exchange Act of 1934). Such an application must satisfy the Commission that Shore's work in his practice before the Commission as an accountant will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or
 2. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission as a member of an audit committee, as that term is defined in Section 3(a)(58) of the Securities Act of 1934. Such an application will be considered on a facts and circumstances basis with respect to such membership, and the applicant's burden of demonstrating good cause for reinstatement will be particularly high given the role of the audit committee in financial and accounting matters; and/or
 3. an independent accountant.

Such an application must satisfy the Commission that:

- (a) Shore or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

- (b) Shore or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in Shore's or the firm's quality control system that would indicate that the Respondent will not receive appropriate supervision;
- (c) Shore has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and
- (d) Shore acknowledges his responsibility, as long as he appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.
- C. The Commission will consider an application by Shore to resume appearing or practicing before the Commission provided that his state CPA license is current and he has resolved all other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Shore's character, integrity, professional conduct, or qualifications to appear or practice before the Commission as an accountant. Whether an application demonstrates good cause will be considered on a facts and circumstances basis with due regard for protecting the integrity of the Commission's processes.

By the Commission.

Brent J. Fields
Secretary