

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934

Release No. 56282 / August 17, 2007

ADMINISTRATIVE PROCEEDING

File No. 3-12727

In the Matter of

TODD DIROBERTO,

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 Todd DiRoberto (“DiRoberto” 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 Section 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. During the relevant time period, DiRoberto was a 50 percent owner of First Choice Productions, Inc. ("First Choice"), a California corporation with its principal place of business in La Jolla, California. DiRoberto has never been registered with the Commission pursuant to Section 15(b) of the Exchange Act. DiRoberto currently is a resident of San Diego, California.

2. On August 8, 2007, a final judgment was entered by consent against DiRoberto, permanently enjoining him from future violations of Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder and Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 in the civil action entitled Securities and Exchange Commission v. Brian Lee, et al., Civil Action Number 03-CV-1957-JAH(CAB), in the United States District Court for the Southern District of California.

3. The Commission's complaint alleged that DiRoberto and others sold unregistered securities in Zandria Entertainment Networks, Inc. ("ZEN") to investors nationwide using the mails or other interstate means without being registered as brokers or dealers with the Commission. DiRoberto and others sold ZEN securities through First Choice, a telemarketing company owned by DiRoberto and another individual. The Complaint alleged, among other things, that DiRoberto and others made material misrepresentations to investors when selling ZEN securities, which included misrepresentations regarding the amount of commissions collected from investors.

IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act, that Respondent DiRoberto be, and hereby is barred from association with any broker or dealer;

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.

Nancy M. Morris
Secretary