

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 81101 / July 7, 2017**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-18064**

**In the Matter of**

**DIANA P. LOVERA,**

**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 Diana P. Lovera (“Lovera” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) that 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, Respondent admits the Commission’s jurisdiction over her and the subject matter of these proceedings, and the findings contained in paragraph III.2 and III.4 below, and 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. Lovera, age 33, resides at the Federal Detention Center in Miami, Florida. From approximately September 2013 to May 2015, Lovera served as the Chief Operating Officer of Oxford City Football Club, Inc. ("Oxford City"), a Delaware company headquartered in Deerfield Beach, Florida. At various times during the relevant period, Lovera acted as an unregistered broker while offering and selling the stock of Oxford City. Lovera solicited investors in Oxford City, and Oxford City paid her transaction-based compensation in the form of commissions for selling its stock. Lovera was not registered with the Commission in any capacity during the period relevant to this Order.

2. On June 22, 2017, a final judgment was entered by consent against Lovera, permanently enjoining her from future violations of Sections 5 and 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, in the civil action entitled *Securities and Exchange Commission v. Diana P. Lovera*, Civil Action Number 17-CV-22407-RNS, in the United States District Court for the Southern District of Florida.

3. The Commission's complaint alleges that, in connection with the sale of Oxford City Stock, Lovera and others operated a classic "boiler room" out of which they sold millions of shares of illegal, unregistered stock offerings through several fraudulent practices designed to deceive investors concerning the value of the stock they were purchasing and the future profits they could realize. As part of these fraudulent practices, Lovera made numerous misstatements to investors regarding, among other things, Oxford City's assets, its business plan, and its future profitability.

4. In a criminal judgment entered on November 28, 2016, Lovera was convicted of one count of conspiracy to commit mail and wire fraud in violation of Title 18 United States Code, Section 1349 in *United States v. Diana P. Lovera*, Crim. Information No. 15-60317-CR-BLOOM-002 (S.D. Fla.). The court sentenced Lovera to a prison term of 20 months, followed by three years of supervised release, and ordered Lovera to pay restitution in the amount of \$6,314,010.91, joint and several with her co-conspirators.

5. In connection with her criminal plea and conviction, Lovera admitted that:

- (a) At various times between approximately September 2013 and May 2015, she worked as a sales person offering and selling Oxford City stock;
- (b) She falsely told investors that sales agents made no commissions on the sale of Oxford City stock;
- (c) She used leads lists and sales scripts provided by Oxford City's CEO, Thomas Guerriero, to solicit investors to purchase Oxford City stock in what purported to be private placement offerings, but were actually unregistered public offerings;

(d) She made materially false statements to investors to induce them to buy Oxford City stock, including:

- that Oxford City was a 131 year-old, debt-free holding company;
- that Oxford City had a book value of \$38 per share and should be trading at 5-6 times book value;
- that the value of Oxford City stock would dramatically increase within the first year;
- that Oxford City would pay a 50% dividend within the first year;
- that Oxford City stock would be listed on the New York Stock Exchange in 2015;
- that Oxford City owned or operated a broadcast network that included a radio station;
- that Oxford City owned \$90 million worth of real estate;
- that Oxford City owned an online university that had 10,000 students enrolled and would generate over \$90-\$100 million of revenue; and
- that Guerriero had a personal net worth in excess of \$100 million.

#### IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent 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; and

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