

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

**SECURITIES ACT OF 1933**  
**Release No. 9224 / June 13, 2011**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14421**

**In the Matter of**

**the Registration Statement of**

**China Century Dragon Media, Inc.**  
**c/o Corporation Service Company**  
**2711 Centerville Road, Suite 400**  
**Wilmington, DE 19808,**

**HO-11603**

**ORDER FIXING TIME AND PLACE**  
**OF PUBLIC HEARING AND**  
**INSTITUTING PROCEEDINGS**  
**PURSUANT TO SECTION 8(d) OF**  
**THE SECURITIES ACT OF 1933**

**I.**

The Commission's public official files disclose that:

A. On February 4, 2011, China Century Dragon Media, Inc. ("Respondent") filed an amended Form S-1 registration statement with the Commission that became effective on February 7, 2011, concurrently registering for sale up to 1,610,000 shares that Respondent offered to the public and registering for resale up to 1,034,403 shares owned by selling shareholders (the "Registration Statement").

**II.**

The Division of Enforcement alleges, as set forth in the Statement of Matters of the Division of Enforcement attached hereto and incorporated herein by reference, that the Registration Statement includes an untrue statement of a material fact because the registration statement purports to contain audited financial statements and the report of an independent registered public accounting firm thereon when in fact the auditor has withdrawn its audit report for the reasons described in the Statement of Matters; and that the Registration Statement omits to state material facts, including that the company's auditor has resigned and withdrawn its audit

report and the reasons for the auditor's resignation, and that the financial statements included in the registration statement cannot be relied upon.

### **III.**

The Commission, having considered the aforesaid, deems it appropriate and in the public interest that public proceedings pursuant to Section 8(d) of the Securities Act be instituted with respect to the Registration Statement to determine whether the allegations of the Division of Enforcement, as set forth in the Statement of Matters attached hereto and incorporated herein by reference, are true; to afford the Respondent with an opportunity to establish any defenses to these allegations; and to determine whether a stop order should issue suspending the effectiveness of the Registration Statement referred to herein.

Accordingly, IT IS ORDERED that public proceedings be and hereby are instituted under Section 8(d) of the Securities Act, such hearing to be commenced at 11:00 a.m. on June 24, 2011, at the Commission's offices at 100 F Street N.E., Washington, DC 20549, and to continue thereafter at such time and place as the hearing officer may determine.

IT IS FURTHER ORDERED that these proceedings shall be presided over by an Administrative Law Judge to be designated by further order, who is authorized to perform all the duties of an Administrative Law Judge as set forth in the Commission's Rules of Practice or as otherwise provided by law.

IT IS FURTHER ORDERED that the Respondent shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, pursuant to Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220. If the Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against the Respondent upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 221(f) and 201.310. This Order shall be served forthwith upon the Respondent personally.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 60 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice. In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Elizabeth M. Murphy  
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Fixing Time and Place of Public hearing and Instituting Proceedings Pursuant to Section 8(d) of the Securities Act of 1933 (the "Order") on the Respondent and its legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray  
Chief Administrative Law Judge  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549-2557

Paul W. Kisslinger, Esq.  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

China Century Dragon Media, Inc.  
c/o Corporation Service Company  
2711 Centerville Road, Suite 400  
Wilmington, DE 19808

China Century Dragon Media, Inc.  
c/o Thomas Wardell, Esq.  
McKenna, Long & Aldridge, LLP  
303 Peachtree Street, N.E., Suite 5300  
Atlanta, GA 30308

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION

June 13, 2011

In the Matter of

the Registration Statement of

China Century Dragon Media, Inc.  
c/o Corporation Service Company  
2711 Centerville Road, Suite 400  
Wilmington, DE 19808,

HO-11603

Statement of Matters of the  
Division of Enforcement to be  
Considered at a Public Hearing  
Pursuant to Section 8(d) of the  
Securities Act of 1933

**I.**

A. On February 4, 2011, China Century Dragon Media, Inc. (“Respondent”) filed an amended Form S-1 registration statement with the Commission concurrently registering for sale up to 1,610,000 shares that Respondent offered to the public and registering for resale up to 1,034,403 shares that were owned by selling stockholders (the “Registration Statement”). The Registration Statement became effective on February 7, 2011. The Division of Enforcement alleges that the Registration Statement includes an untrue statement of a material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein not misleading.

B. The following are the matters to be considered at a hearing to commence on June 24, 2011 at 11:00 a.m. at the Commission’s offices at 100 F Street, NE, Washington, DC 20549, pursuant to Section 8(d) of the Securities Act of 1933 to determine whether a stop order should be issued suspending the effectiveness of the Registration Statement.

**II.**

A. On March 22, 2011, Respondent’s independent auditor resigned and withdrew its audit reports for its consolidated financial statements as of December 31, 2009 and 2008, which were included in the Registration Statement filed by the Respondent.

B. On March 28, 2011, Respondent filed a Form 8-K which disclosed:

[Respondent's auditor] informed the Company in its resignation letter that due to discrepancies noted on customer confirmations and the auditor's inability to directly verify the Company's bank records, they believe these irregularities may be an indication that the accounting records have been falsified, which would constitute an illegal act. [Respondent's auditor] stated in its letter that the Company's management has not provided a satisfactory explanation of the discrepancies noted on the customer confirmations and was unwilling to provide authorization to the bank so that the auditor could obtain official bank records directly from the bank's record keeping system. Furthermore, [Respondent's auditor's] letter notes that the discrepancies could indicate a material error in previously issued financial statements. As a result, [Respondent's auditor] states that it is unable to rely on management's representations as they relate to previously issued financial statements and it can no longer support its opinions related to the financial statements as of December 31, 2009, and 2008.

C. The Registration Statement is materially misleading and deficient. The Registration Statement includes an untrue statement of a material fact because the registration statement purports to contain audited financial statements and the report of an independent registered public accounting firm thereon when in fact the auditor has withdrawn its audit report for the reasons described herein. The Registration Statement also omits to state material facts, including that the company's auditor has resigned and withdrawn its audit reports and the reasons for the auditor's resignation, and that the financial statements included in the registration statement cannot be relied upon. In addition, a Form S-1 must include audited financial statements. *See* Form S-1, Part 1—Information Required in Prospectus, Item 11(e) (requiring the inclusion of audited financial statements meeting the requirements of Regulation S-X).

D. Accordingly, the Division of Enforcement believes that a stop order should be issued suspending the effectiveness of the Respondent's Registration Statement, until the registration statement has been amended in accordance with such stop order.

Date: June 13, 2011

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and Exchange Commission  
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