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**STATE OF CALIFORNIA**  
**BUSINESS, TRANSPORTATION AND HOUSING AGENCY**  
**DEPARTMENT OF CORPORATIONS**

TO: Christopher Heed Tierney  
DeAnza Small Cap Funding Group, L.L.C.  
3140 Clairemont Drive  
San Diego, CA 92117

Richard Lee Goodrich  
A.K.A. Rick Goodrich  
DeAnza Small Cap Funding Group, L.L.C.  
1042 Guatay Avenue  
Chula Vista, CA 91911

**DESIST AND REFRAIN ORDER**  
**(For violations of sections 25110 and 25401 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. At all relevant times, Christopher Heed Tierney (“Tierney”) was a Director, Treasurer and control person of DeAnza Small Cap Funding Group, L.L.C. (“DeAnza”), a Pennsylvania limited liability company formed on February 20, 2004. DeAnza maintained business addresses at 2260 E. Cajon Boulevard, # 139, San Diego, California 92104 and 3140 Clairemont Drive, San Diego, California 92117.

2. At all relevant times, Richard Lee Goodrich, also known as Rick Goodrich (“Goodrich”), was a Director, President and control person of DeAnza.

1 3. Beginning in or about April 2004, Tierney, Goodrich and DeAnza offered and sold securities  
2 in the form of Class A limited liability company shares in DeAnza Small Cap Funding Group, L.L.C.

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4 4. Through in person sales presentations, Tierney, Goodrich and DeAnza offered and sold  
5 securities.

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7 5. The purported purpose of the offering was to raise funds to purchase stock in publicly traded  
8 companies and resell said stock at a profit.

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10 6. These securities were offered and sold in this state in issuer transactions. The Department of  
11 Corporations has not issued a permit or other form of qualification authorizing any person to offer and  
12 sell these securities in this state.

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14 7. In connection with these offers and sales, Tierney, Goodrich and DeAnza misrepresented to  
15 investors that:

16 a. The investment had little risk and there was no way investors would lose their capital  
17 investment. In fact, investors did loose their capital investment.

18 b. The requirement that investors be “accredited” was a meaningless formality.

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20 8. In connection with these offers and sales, Tierney, Goodrich and DeAnza omitted to disclose to  
21 investors that:

22 a. On November 7, 1996, Goodrich was indicted in U.S. District Court on counts  
23 including securities fraud, wire fraud, money laundering, aiding & abetting and conspiracy. On July  
24 16, 1997, Goodrich pled guilty to conspiracy and was sentenced to prison.

25 b. On November 18, 1996, the Securities and Exchange Commission issued an Order  
26 Instituting Cease-and-Desist and Public Administrative Proceedings and Notice of Hearing Pursuant to  
27 Section 8A of the Securities Act of 1933 and Sections 15(b), 19(h) and 21C of the Securities Exchange  
28 Act of 1934 alleging that Goodrich, while employed with a securities broker-dealer, paid undisclosed

1 compensation to registered representatives of securities broker-dealers to induce them to recommend  
2 certain stocks to their clients as part of a penny stock fraud scheme.

3 c. On June 1, 2001, the Securities and Exchange Commission issued an Order Making  
4 Findings and Imposing Remedial Sanctions and Cease-and-Desist Order Against Respondent Richard  
5 L. Goodrich finding that Goodrich willfully violated Security and Exchange Commission rules and  
6 regulations by paying undisclosed compensation to registered representatives of securities broker-  
7 dealers and barring Goodrich from association or employment with any securities broker-dealer.  
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9 Based upon the foregoing findings, the California Corporations Commissioner is of the opinion  
10 that the limited liability company shares of DeAnza Small Cap Funding Group, L.L.C. are securities  
11 subject to qualification under the California Corporate Securities Law of 1968 (California  
12 Corporations Code section 25000 et seq.) and are being or have been offered or sold without being  
13 qualified in violation of Corporations Code section 25110. Pursuant to section 25532 of the Corporate  
14 Securities Law of 1968, Christopher Heed Tierney, Richard Lee Goodrich and DeAnza Small Cap  
15 Funding Group, L.L.C. are hereby ordered to desist and refrain from the further offer or sale in the  
16 State of California of securities, including but not limited to shares of stock in the form of limited  
17 liability company shares, unless and until qualification has been made under the law or unless exempt.  
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19 Further, the California Corporations Commissioner is of the opinion that the securities that are  
20 being or have been offered or sold by Christopher Heed Tierney, Richard Lee Goodrich and DeAnza  
21 Small Cap Funding Group, L.L.C. were offered or sold in this state by means of written or oral  
22 communications which included an untrue statement of a material fact or omitted to state a material  
23 fact necessary in order to make the statements made, in the light of the circumstances under which  
24 they were made, not misleading, in violation of section 25401 of the Corporate Securities Law of  
25 1968. Pursuant to section 25532 of the Corporate Securities Law of 1968, Christopher Heed Tierney,  
26 Richard Lee Goodrich and DeAnza Small Cap Funding Group, L.L.C. are hereby ordered to desist and  
27 refrain from offering or selling or buying or offering to buy any security in the State of California,  
28 including but not limited to shares of stock in the form of limited liability company shares, by means

1 of any written or oral communication which includes an untrue statement of a material fact or omits to  
2 state a material fact necessary in order to make the statements made, in the light of the circumstances  
3 under which they were made, not misleading.

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This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

Dated: May 14, 2007  
Los Angeles, California

PRESTON DuFAUCHARD  
California Corporations Commissioner

By \_\_\_\_\_

ALAN S. WEINGER  
Lead Corporations Counsel  
Enforcement Division