

1 STATE OF CALIFORNIA
2 BUSINESS, TRANSPORTATION AND HOUSING AGENCY
3 DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION

4 TO: CFP Fund I, LLC
5 Atwood Consortium, LLC
6 Daniel T. Nero
7 757 Linden Avenue
8 Los Altos, California 94022

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

11 The Commissioner of the Department of Financial Protection and Innovation finds that:

12 1. The Department of Financial Protection and Innovation (“Department”) regulates the
13 offer and sale of securities in California under the Corporate Securities Law of 1968 (Corp. Code, §
14 25000 et seq.) (CSL).

15 2. At all relevant times herein, CFP Fund I, LLC (“CFP”), is and was a California limited
16 liability company located at 757 Linden Avenue, Los Altos, California 94022 operating the email
17 addresses, info@teamatwood.com, dan@teamatwood.com, and danieltnero@gmail.com, and
18 telephone number, (650) 862-1035, through which it conducted business.

19 3. At all relevant times, Atwood Consortium, LLC (“Atwood”), is and was a California
20 limited liability company located at 757 Linden Avenue, Los Altos, California 94022 operating as the
21 Sole Manager of CFP.

22 4. At all relevant times, Daniel T. Nero (“Nero”), is and was the managing member of
23 Atwood.

24 5. Beginning in or about June 2020, CFP, Atwood, and Nero, offered and/or sold
25 securities, in the form of promissory notes in California through solicitation via telephone calls and
26 emails.

27 6. CFP, Atwood, and Nero sold promissory notes, with a promised rate of return of 7%.
28 The purported purpose of the securities offerings was for CFP, Atwood, and Nero to fund CFP’s
investment in multiple portfolio companies.

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1 7. These securities were offered or sold in this state in issuer transactions. The
2 Department of Financial Protection and Innovation has not issued a permit or other form of
3 qualification authorizing any person to offer or sell the above-described securities, in this state.

4 8. In connection with the offer and sale of these securities, CFP, Atwood, and Nero made
5 untrue statements of material facts, including but not limited to:

6 a. Falsely representing to investors that investors would own shares and
7 membership interests in CFP Fund I, LLC and would receive a direct percentage of the profits. In
8 fact, at least one investor neither received shares nor a direct percentage of the profits.

9 b. Promising a 7% yield. In fact, at least one investor has repeatedly requested a
10 refund, but has yet to receive any money.

11 Based on the foregoing findings, the Commissioner is of the opinion that the securities, in the
12 form of promissory notes, offered and sold by CFP, Atwood, and Nero, are securities, subject to
13 qualification under the California Corporate Securities Law of 1968 and are being or have been
14 offered or sold without being qualified, in violation of Corporations Code section 25110.

15 Pursuant to Corporations Code section 25532, CFP Fund I, LLC, Atwood Consortium, LLC,
16 and Daniel T. Nero are hereby ordered to desist and refrain from the further offer or sale in the State
17 of California of securities in the form of promissory notes, unless and until qualification has been
18 made under said law or unless exempt. The sale of such securities is subject to qualification under
19 said law and such securities are being or have been offered for sale without first being so qualified.

20 Further, the Commissioner is of the opinion that CFP, Atwood, and Nero offered and sold in
21 this state by means of written or oral communications which included untrue statements of material
22 fact or omitted to state material facts necessary in order to make the statements made, in the light of
23 the circumstances under which they were made, not misleading, in violation of Corporations Code
24 section 25401.

25 Pursuant to Corporations Code section 25532, CFP Fund I, LLC, Atwood Consortium, LLC,
26 and Daniel T. Nero are hereby ordered to desist and refrain from offering or selling or buying or
27 offering to buy any security in the State of California, including but not limited to promissory notes,
28 by means of any written or oral communication which includes an untrue statement of a material fact

1 or omits to state a material fact necessary in order to make the statements made, in the light of the
2 circumstances under which they were made, not misleading.

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

5 DATED: January 3, 2023
6 Sacramento, California

CLOTHILDE V. HEWLETT
Commissioner of Financial Protection and Innovation



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8 By: _____
9 MARY ANN SMITH
10 Deputy Commissioner
11 Enforcement Division
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