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

**TO:** CanAm Capital Corp.  
CDNX Fund, LLC  
TSX Venture Fund, LLC  
Northern Equities, LLC  
J.J. Barnhardt aka Jay Barnhardt  
Kelly Morgan  
1875 Century Park East, Suite 1860  
Los Angeles, California 90067

**DESIST AND REFRAIN ORDER**  
**(For violation of sections 25110 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. CanAm Capital Corp. (“CanAm”) is a Nevada corporation doing business at 1875 Century Park East, Suite 1860, Los Angeles, California 90067. J.J. Barnhardt, aka Jay Barnhardt, is the chief executive officer of CanAm.
2. CDNX Fund, LLC (“CDNX”) is a Nevada limited liability company with its principal place of business at 1875 Century Park East, Suite 1860, Los Angeles, California 90067. CanAm is the managing member of CDNX.
3. TSX Venture Fund, LLC (“TSX”) is a Nevada limited liability company with its principal place of business at 1875 Century Park East, Suite 1860, Los Angeles, California 90067. CanAm is the managing member of TSX.

1 4. Northern Equities, LLC (“Northern”) is a Nevada limited liability company with its principal  
2 place of business at 1875 Century Park East, Suite 1860, Los Angeles, California 90067. CanAm is  
3 the managing member of Northern.

4 5. At all relevant times, J.J. Barnhardt, is the chief executive officer of CanAm Capital Corp.

5 6. At all relevant times, Kelly Morgan is the vice president of client relations at CanAm Capital  
6 Corp.

7 7. Beginning in or about December 2002 through 2004, CanAm, CDNX, TSX, Northern, Jay  
8 Barnhardt and Kelly Morgan offered or sold investments in the State of California in the form of  
9 units of interest in the limited liability companies, CNDX, TSX and Northern, through the use of  
10 general solicitations otherwise known as “cold calls.” The purpose of the offering was to “provide  
11 the seed capital necessary to prove the economics of the start-up businesses and to profit from such  
12 businesses’ subsequent commercial success . . .”

13 8. These securities were offered or sold in issuer transactions. The Department of Corporations  
14 has not issued a permit or other form of qualification authorizing any person to offer or sell these  
15 securities in this state.

16  
17 Based upon the foregoing findings, the California Corporations Commissioner is of the  
18 opinion that the units of interest in the limited liability companies, CNDX, TSX and Northern, are  
19 securities subject to qualification under the California Corporate Securities Law of 1968 and have  
20 been offered or sold without being qualified in violation of Corporations Code section 25110.  
21 Pursuant to section 25532 of the Corporate Securities Law of 1968, CanAm Capital Corp., CDNX  
22 Fund, LLC, TSX Venture Fund, LLC, Northern Equities, LLC, J.J. Barnhardt, aka Jay Barnhardt, and  
23 Kelly Morgan are hereby ordered to desist and refrain from the further offer or sale of securities in  
24 the State of California, including but not limited to units of interest in limited liability companies,  
25 unless and until qualification has been made under the law or unless exempt.

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The California Corporations Commissioner finds that this Order is necessary or appropriate in the public interest or for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of this law.

Dated: February 11, 2009  
Sacramento, California

PRESTON DuFAUCHARD  
California Corporations Commissioner

By: \_\_\_\_\_  
ALAN S. WEINGER  
Lead Corporations Counsel  
Enforcement Division