

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 95621 / August 26, 2022**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21012**

**In the Matter of**

**IAN HORN, ESQ.,**

**Respondent.**

**ORDER INSTITUTING PUBLIC  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO RULE 102(e) OF THE  
COMMISSION’S RULES OF PRACTICE,  
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 against Ian Horn (“Respondent” or “Horn”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.<sup>1</sup>

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the

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<sup>1</sup> Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any attorney . . . who has been by name (A) [p]ermanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder; or (B) [f]ound by any court of competent jurisdiction in an action brought by the Commission to which he or she is a party . . . to have violated (unless the violation was found not to have been willful) or aided and abetted the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission's jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.3 below, which are admitted, Respondent consents to the entry of this Order Instituting Public Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, 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. Horn, age 67, is an attorney, who is a member of the Florida State Bar.
2. NxGen Brands, Inc. f/k/a Pyramidion Technology Group, Inc. ("PYTG") was at all relevant times a Nevada corporation with its principal place of business in Davie, Florida. During the relevant period, the common stock of PYTG was quoted on OTC Link whose parent company is OTC Markets Group Inc. PYTG's securities have never been registered with the Commission.
3. On August 3, 2022, a final judgment was entered against Horn, permanently enjoining him from future violations of Section 17(a)(2) and (3) of the Securities Act of 1933, in the civil action entitled Securities and Exchange Commission v. Justin Herman, et al., Civil Action Number 7:22-cv-00027-DLB-EBA, in the United States District Court for the Eastern District of Kentucky. Horn was also ordered to pay \$1,000.00 in disgorgement of ill-gotten gains, \$218.20 in prejudgment interest, and a \$10,000 civil money penalty.
4. The Commission's complaint alleged, among other things, that Horn was paid to provide fraudulent opinion letters to PYTG's transfer agent. The opinion letters falsely stated that PYTG was not a shell company and therefore, certain sales of PYTG shares qualified for exemption from registration in reliance on the Rule 144 safe harbor. PYTG was, in fact, a shell company at all relevant times because it had no assets and no operations. By providing his opinion letters, Horn enabled certain shareholders of PYTG to obtain unrestricted shares of PYTG, which they were then able to sell into the market without registering their offerings with the Commission.

### IV.

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

Accordingly, it is hereby ORDERED pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice, effective immediately, that:

A. Horn is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Vanessa A. Countryman  
Secretary