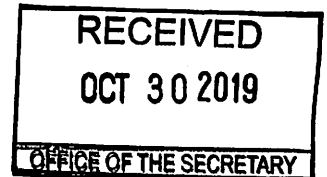


UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION



In the Matter of

NXChain, Inc.

f/k/a/ AgriVest Americas, Inc.,

Respondent.

ADMINISTRATIVE PROCEEDING
File No. 3-19429

**ANSWER TO ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS AND
NOTICE OF HEARING PURSUANT TO
SECTION 12(J) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Pursuant to the Rules of Practice at Title 17 Code of Federal Regulations § 201.220(b) of the Securities and Exchange Commission (“Commission”), Respondent NXChain, Inc. formerly known as AgriVest Americas, Inc., a Delaware corporation (“NXCN”; CIK No. 1039757) through its attorney answers the Order Instituting Administrative Proceedings and Notice of hearing pursuant to Section 12(j) of the Securities Exchange Act of 1934 dated October 4, 2019 (and served by overnight mail) as follows:

NXCN denies all allegations in the Order, including such allegations that are stated therein whether they are stated or implied about improper, wrongful or otherwise actionable conduct. NXCN denies any allegation in the Order that is not specifically addressed herein.

I. RESPONDENT'S STATEMENT OF FACTS

In its Form 8K dated November 28, 2017, NXC�N hired Hall & Company as auditor on or about November 2, 2017 to audit NXC�N's fiscal year that ended May 31, 2017. In its Form 8K dated October 16, 2018, NXC�N disclosed that Hall & Company resigned as NXC�N's auditor on October 8, 2018.

In its Form 8K dated December 6, 2018, NXC�N disclosed that it hired A. J. Robbins as auditor to complete the audit for NXC�N's fiscal year that ended May 31, 2017.

In its Form 8k dated September 12, 2019, NXC�N disclosed that the Commission had issued a 10 day suspension on NXC�N's common stock in the Pink Sheets on September 8, 2019. In this Form 8K, NXC�N stated:

"By hiring AJ Robbins CPA LLC, the Company seeks to finish its audit for its fiscal year ending May 31, 2017, obtain full compliance with its SEC reporting requirements after May 31, 2017, and to register all of the Company's issued and unregistered common stock with the SEC to publicly register this stock for trading in securities markets in the U.S."

II. RESPONDENT'S ANSWER TO ORDER'S ALLEGATIONS IN SECTION II

The Order is issued to 3 entities. Respondent only answers for the allegations made by the Commission against it.

Respondent NXC�N denies all of the allegations made in Section II.A.1 against it except that NXC�N admits that (1) it is a Delaware corporation with its principal offices located in Irvine, California; (2) NXC�N's securities have been registered with the Commission under the Exchange Act Section 12(b) for a certain specific period; (3) NXC�N's shares of common stock

were listed and, at times, were traded on the OTC Link operated by the OTC Markets Group Inc. under the symbol "NXCN".

Respondent NXCN denies the allegations of Sections II.B.4, 5, 6 that pertain to NXCN but admits that NXCN has not submitted certain filings with the Commission as identified therein. To the extent that the allegations of Sections II.B.4, 5, 6 that pertain to NXCN allege facts that require a response, Responding NXCN denies all such allegations.

AFFIRMATIVE DEFENSES

First Affirmative Defense

In consideration of the Respondent's Statement of Facts above, any and all relief proposed by the Commission in the Order at Section III.B is impermissibly punitive.

Second Affirmative Defense

In consideration of the Respondent's Statement of Facts above, any and all relief proposed by the Commission in the Order at Section III.B is not in the public interest and is not appropriate relief for the protection of investors.

Third Affirmative Defense

In consideration of the Respondent's Statement of Facts above, any and all relief proposed by the Commission in the Order at Section III.B is unnecessary since Respondent has no prior record of non-compliance with the Commission's regulations; has voluntarily taken action to hire auditors to complete the audits at issue and to prepare and file the reports at issue with the Commission.

Fourth Affirmative Defense

In consideration of the Respondent's Statement of Facts above, any and all relief proposed by the Commission in the Order at Section III.B does not meet the applicable statute of limitations to take such relief as proposed.

Fifth Affirmative Defense

The Order fails to state a cause of action upon which relief may be granted.

Sixth Affirmative Defense

The Commission, by its conduct or otherwise, has waived or is estopped from asserting any wrongful conduct by the Respondent.

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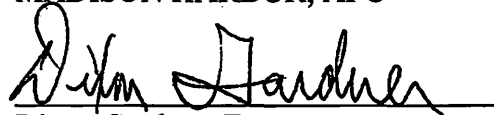
III. CONCLUSION

Having fully answered, Respondent NXC�N requests that:

1. The relief sought and described in the Order's Section II.B be denied and that these proceedings be dismissed; and,
2. Respondent NXC�N be granted and awarded all such other, further relief as the Commission deems just and proper.

Respectfully submitted on this 14th day of October 2019 by:

MADISON HARBOR, APC



Dixon Gardner, Esq.

17702 Mitchell North

Irvine, CA 92614

(949) 756 9050

Fax: (949) 756 9060

dgardner@madisonlawapc.com

Attorneys for Respondent

NXChain Inc.