

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 8925 / June 2, 2008

ADMINISTRATIVE PROCEEDING
File No. 3-13052

In the Matter of

**ALLIXON INTERNATIONAL
CORPORATION,**

Respondent.

**Order Instituting Cease-and-Desist Proceedings,
Making Findings, and Imposing Cease-and-
Desist Order Pursuant to Section 8A of the
Securities Act of 1933**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”) against Allixon International Corporation (“Allixon” or “Respondent”).

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 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 it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Cease-and-Desist Proceedings, Making Findings, and Imposing Cease-and-Desist Order Pursuant to Section 8A of the Securities Act of 1933 (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds¹ that:

Respondent

A. Allixon is a company incorporated under the laws of the State of Delaware whose principal place of business is located in Seoul, South Korea. Allixon's stock is traded in the Pink Sheets under the symbol AXCP. Allixon has not filed a registration statement with the Commission and is not a public reporting company.

Background

B. In July 2005 a South Korean entity known as Allixon Company, Ltd., entered into a reverse merger with Classic Vision Entertainment, Inc., a public shell company traded on the pink sheets. Classic Vision's name was changed after the merger to "Allixon International Corporation."

C. Contemporaneously with the reverse merger, Allixon's board authorized the issuance of 1.3 million shares to two Turks and Caicos entities pursuant to Rule 504 of Regulation D. The shares were issued without a restrictive legend based on an opinion letter prepared by Allixon's outside counsel.² The 1.3 million "free trading" shares represented 94% of the company's entire public float. One of the entities that received 800,000 shares was controlled by Allixon's secretary, an affiliate of Allixon. The shares were issued to the two Turks and Caicos entities for no consideration.

D. All of the 1.3 million shares were deposited with Temple Securities, Ltd., a Turks and Caicos brokerage firm.³ In July 2005 Allixon's secretary negotiated an escrow agreement with the brokerage firm that specified that the Allixon shares were to be sold and for the purpose of paying transaction costs of the reverse merger.

¹ The findings herein are made pursuant to Respondents' Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

² The Allixon shares were issued by the transfer agent without a restrictive legend based on instructions from Allixon's outside counsel, whose opinion letter of July 15, 2005, advised that the securities were "sold pursuant to Section (sic) 504 of Regulation D." Allixon never filed a registration statement with the Commission or any state in compliance with Rule 504(b)(1)(i), and accordingly, there was never a valid registration statement in effect with respect to the sale of its shares. On January 24, 2007, the Commission filed a civil injunctive action against Allixon's outside counsel alleging he violated the federal securities laws in connection with his participation in the unregistered distribution of Allixon shares. See Lit. Rel. 19987 (February 1, 2007).

³ Temple Securities consented to the entry of a public administrative and cease-and-desist order addressing its conduct in this matter. See In the Matter of Temple Securities, Ltd., and Gregory Greatrex, Exchange Act Release No. 55224 (February 1, 2007).

E. Temple Securities began publicly selling Allixon shares through a U.S. brokerage firm on August 29, 2005, coincident with the dissemination of spam emails touting the company. Approximately 943,000 shares of Allixon were sold for more than \$4.3 million in proceeds. Of this amount, \$175,000 was used to pay a portion of the merger costs. Allixon did not receive, either directly or indirectly, any of the remaining stock sale proceeds.

F. No registration statement was filed with the Commission or was in effect as to the transactions in Allixon shares described above and the transactions were not otherwise exempt from registration. Therefore, the securities transactions described above violated Sections 5(a) and 5(c) of the Securities Act.

Violations

G. As a result of the conduct described above, Respondent violated Sections 5(a) and 5(c) of the Securities Act, which prohibit the offer and sale of securities through the mails or in interstate commerce, unless a registration statement is filed or in effect as to such securities.

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions specified in Respondent Allixon International Corporation's Offer.

ACCORDINGLY, IT IS HEREBY ORDERED:

Respondent Allixon International Corporation shall cease and desist from committing or causing any violations and any future violations of Sections 5(a) and 5(c) of the Securities Act.

By the Commission.

Florence E. Harmon
Acting Secretary