

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 56693 / October 24, 2007**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12879**

**In the Matter of**

**Alpha Generation, Inc.,**

**Respondent.**

**ORDER INSTITUTING  
PROCEEDINGS, MAKING FINDINGS,  
AND REVOKING REGISTRATION  
OF SECURITIES PURSUANT TO  
SECTION 12(j) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**I.**

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”), against Alpha Generation, Inc. (“Alpha Generation” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Alpha Generation, 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, Alpha Generation consents to the entry of this Order Instituting Proceedings, Making Findings, and Revoking Registration of Securities Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Order”), and to the findings as set forth below.

**III.**

On the basis of this Order and the Respondent’s Offer, the Commission finds:

1. Alpha Generation (CIK No. 350915) is a Texas corporation located in Houston, Texas. At all times relevant to this proceeding, the common stock of Alpha Generation has been registered with the Commission under Exchange Act Section 12(g).

2. Alpha Generation has failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder while its securities were registered with the Commission in that it has failed to file any annual reports since the period ended December 31, 2002, and has failed to file any quarterly reports since the period ended June 30, 2003.

#### IV.

Section 12(j) of the Exchange Act provides as follows:

The Commission is authorized, by order, as it deems necessary or appropriate for the protection of investors to deny, to suspend the effective date of, to suspend for a period not exceeding twelve months, or to revoke the registration of a security, if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder. No member of a national securities exchange, broker, or dealer shall make use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce the purchase or sale of, any security the registration of which has been and is suspended or revoked pursuant to the preceding sentence.

In view of the foregoing, the Commission deems it necessary and appropriate for the protection of investors to impose the sanction specified in Respondent's Offer.

Accordingly, it is hereby ORDERED, pursuant to Section 12(j) of the Exchange Act, that registration of each class of Alpha Generation's securities registered pursuant to Section 12 of the Exchange Act be, and hereby is, revoked.

By the Commission.

Nancy M. Morris  
Secretary