

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**September 19, 2008**

**ADMINISTRATIVE PROCEEDING**

**File No. 3-13223**

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<b>In the Matter of</b>	:	
	:	
	:	
<b>Cat-A-Tonic Beverage Corp.,</b>	:	<b>ORDER INSTITUTING</b>
<b>Chlorophyllix, Inc.,</b>	:	<b>PROCEEDINGS AND NOTICE</b>
<b>Clem’s Stox, Inc.,</b>	:	<b>OF HEARING PURSUANT</b>
<b>Fashion Barn, Inc., and</b>	:	<b>TO SECTION 12(j) OF THE</b>
<b>Merlin Software Technologies</b>	:	<b>SECURITIES EXCHANGE ACT</b>
<b>International, Inc.,</b>	:	<b>OF 1934</b>
	:	
<b>Respondents.</b>	:	

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**I.**

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Cat-A-Tonic Beverage Corp., Chlorophyllix, Inc., Clem’s Stox, Inc., Fashion Barn, Inc., and Merlin Software Technologies, Inc.

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENTS**

1. Cat-A-Tonic Beverage Corp. (CIK No. 1108598) is a revoked Nevada corporation located in Las Vegas, Nevada with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Cat-A-Tonic Beverage is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-SB registration statement on March 8, 2000, which reported no assets.

2. Chlorophyllix, Inc. (CIK No. 1108564) is a revoked Nevada corporation located in Las Vegas, Nevada with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Chlorophyllix is delinquent in its periodic

filings with the Commission, having not filed any periodic reports since it filed a Form 10-SB registration statement on March 7, 2000, which reported no assets.

3. Clem's Stox, Inc. (CIK No. 1108557) is a revoked Nevada corporation located in Las Vegas, Nevada with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Clem's Stox is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-SB registration statement on March 8, 2000, which reported no assets.

4. Fashion Barn, Inc. (CIK No. 1108561) is a revoked Nevada corporation located in Las Vegas, Nevada with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Fashion Barn is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-SB registration statement on March 8, 2000, which reported no assets.

5. Merlin Software Technologies International, Inc. (CIK No. 1091394) is a revoked Nevada corporation located in Burnaby, British Columbia, Canada with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Merlin Software Technologies International is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended June 30, 2002, which reported a net loss of over \$12 million since inception in 1999.

#### B. DELINQUENT PERIODIC FILINGS

6. As discussed in more detail above, all of the Respondents are delinquent in their periodic filings with the Commission (*see* Chart of Delinquent Filings, attached hereto as Appendix 1), have repeatedly failed to meet their obligations to file timely periodic reports, and failed, in whole or in part, to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission, did not receive such letters.

7. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports and Rule 13a-13 requires domestic issuers to file quarterly reports.

8. As a result of the foregoing, Respondents failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

### **III.**

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II are true and, in connection therewith, to afford the Respondents an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities of the Respondents identified in Section II registered pursuant to Section 12 of the Exchange Act.

#### IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against them upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondents personally or by certified, registered, or Express Mail or by other means of verifiable delivery.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to

notice. Since this proceeding is not “rule making” within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Florence E. Harmon  
Acting Secretary

Attachment

**Appendix 1**

**Chart of Delinquent Filings  
In the Matter of Cat-A-Tonic Beverage Corp., et al.**

<b>Company Name</b>	<b>Form Type</b>	<b>Period Ended</b>	<b>Due Date</b>	<b>Date Received</b>	<b>Months delinquent (rounded up)</b>
<b>Cat-A-Tonic Beverage Corp.</b>	<i>10-QSB</i>	03/31/00	06/21/00	Not filed	99
	<i>10-QSB</i>	06/30/00	08/14/00	Not filed	97
	<i>10-QSB</i>	09/30/00	11/14/00	Not filed	94
	<i>10-KSB</i>	12/31/00	04/02/01	Not filed	89
	<i>10-QSB</i>	03/31/01	05/15/01	Not filed	88
	<i>10-QSB</i>	06/30/01	08/14/01	Not filed	85
	<i>10-QSB</i>	09/30/01	11/14/01	Not filed	82
	<i>10-KSB</i>	12/31/01	04/01/02	Not filed	77
	<i>10-QSB</i>	03/31/02	05/15/02	Not filed	76
	<i>10-QSB</i>	06/30/02	08/14/02	Not filed	73
	<i>10-QSB</i>	09/30/02	11/14/02	Not filed	70
	<i>10-KSB</i>	12/31/02	03/31/03	Not filed	66
	<i>10-QSB</i>	03/31/03	05/15/03	Not filed	64
	<i>10-QSB</i>	06/30/03	08/14/03	Not filed	61
	<i>10-QSB</i>	09/30/03	11/14/03	Not filed	58
	<i>10-KSB</i>	12/31/03	03/30/04	Not filed	54
	<i>10-QSB</i>	03/31/04	05/17/04	Not filed	52
	<i>10-QSB</i>	06/30/04	08/16/04	Not filed	49
	<i>10-QSB</i>	09/30/04	11/15/04	Not filed	46
	<i>10-KSB</i>	12/31/04	03/31/05	Not filed	42
	<i>10-QSB</i>	03/31/05	05/16/05	Not filed	40
	<i>10-QSB</i>	06/30/05	08/15/05	Not filed	37
	<i>10-QSB</i>	09/30/05	11/14/05	Not filed	34
	<i>10-KSB</i>	12/31/05	03/31/06	Not filed	30
	<i>10-QSB</i>	03/31/06	05/15/06	Not filed	28
	<i>10-QSB</i>	06/30/06	08/14/06	Not filed	25
	<i>10-QSB</i>	09/30/06	11/14/06	Not filed	22
	<i>10-KSB</i>	12/31/06	04/02/07	Not filed	17
	<i>10-QSB</i>	03/31/07	05/15/07	Not filed	16
	<i>10-QSB</i>	06/30/07	08/14/07	Not filed	13

Company Name	Form Type	Period Ended	Due Date	Date Received	Months delinquent (rounded up)
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**Cat-A-Tonic Beverage Corp.**

<i>10-QSB</i>	09/30/07	11/14/07	Not filed	10
<i>10-KSB</i>	12/31/07	03/31/08	Not filed	6
<i>10-Q<sup>1</sup></i>	03/31/08	05/15/08	Not filed	4
<i>10-Q</i>	06/30/08	08/15/08	Not filed	1

Total Filings Delinquent 34

**Chlorophyllix, Inc.**

<i>10-QSB</i>	03/31/00	06/20/00	Not filed	99
<i>10-QSB</i>	06/30/00	08/14/00	Not filed	97
<i>10-QSB</i>	09/30/00	11/14/00	Not filed	94
<i>10-KSB</i>	12/31/00	04/02/01	Not filed	89
<i>10-QSB</i>	03/31/01	05/15/01	Not filed	88
<i>10-QSB</i>	06/30/01	08/14/01	Not filed	85
<i>10-QSB</i>	09/30/01	11/14/01	Not filed	82
<i>10-KSB</i>	12/31/01	04/01/02	Not filed	77
<i>10-QSB</i>	03/31/02	05/15/02	Not filed	76
<i>10-QSB</i>	06/30/02	08/14/02	Not filed	73
<i>10-QSB</i>	09/30/02	11/14/02	Not filed	70
<i>10-KSB</i>	12/31/02	03/31/03	Not filed	66
<i>10-QSB</i>	03/31/03	05/15/03	Not filed	64
<i>10-QSB</i>	06/30/03	08/14/03	Not filed	61
<i>10-QSB</i>	09/30/03	11/14/03	Not filed	58
<i>10-KSB</i>	12/31/03	03/30/04	Not filed	54

<sup>1</sup>Regulation S-B and its accompanying forms, including Forms 10-QSB and 10-KSB, are in the process of being removed from the federal securities laws. See Release No. 34-56994 (Dec. 19, 2007). The removal is taking effect over a transition period that will conclude on March 15, 2009, so by that date, all reporting companies that previously filed their periodic reports on Forms 10-QSB and 10-KSB will be required to use Forms 10-Q and 10-K instead. Forms 10-QSB and 10-KSB will no longer be available, though issuers that meet the definition of a “smaller reporting company” (generally, a company that has less than \$75 million in public equity float as of the end of its most recently completed second fiscal quarter) will have the option of using new, scaled disclosure requirements that Regulation S-K now includes.

Company Name	Form Type	Period Ended	Due Date	Date Received	Months delinquent (rounded up)
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**Chlorophyllix, Inc.**

<i>10-QSB</i>	03/31/04	05/17/04	Not filed	52
<i>10-QSB</i>	06/30/04	08/16/04	Not filed	49
<i>10-QSB</i>	09/30/04	11/15/04	Not filed	46
<i>10-KSB</i>	12/31/04	03/31/05	Not filed	42
<i>10-QSB</i>	03/31/05	05/16/05	Not filed	40
<i>10-QSB</i>	06/30/05	08/15/05	Not filed	37
<i>10-QSB</i>	09/30/05	11/14/05	Not filed	34
<i>10-KSB</i>	12/31/05	03/31/06	Not filed	30
<i>10-QSB</i>	03/31/06	05/15/06	Not filed	28
<i>10-QSB</i>	06/30/06	08/14/06	Not filed	25
<i>10-QSB</i>	09/30/06	11/14/06	Not filed	22
<i>10-KSB</i>	12/31/06	04/02/07	Not filed	17
<i>10-QSB</i>	03/31/07	05/15/07	Not filed	16
<i>10-QSB</i>	06/30/07	08/14/07	Not filed	13
<i>10-QSB</i>	09/30/07	11/14/07	Not filed	10
<i>10-KSB</i>	12/31/07	03/31/08	Not filed	6
<i>10-Q</i>	03/31/08	05/15/08	Not filed	4
<i>10-Q</i>	06/30/08	08/15/08	Not filed	1

Total Filings Delinquent 33

**Clem's Stox, Inc.**

<i>10-QSB</i>	03/31/00	06/21/00	Not filed	99
<i>10-QSB</i>	06/30/00	08/14/00	Not filed	97
<i>10-QSB</i>	09/30/00	11/14/00	Not filed	94
<i>10-KSB</i>	12/31/00	04/02/01	Not filed	89
<i>10-QSB</i>	03/31/01	05/15/01	Not filed	88
<i>10-QSB</i>	06/30/01	08/14/01	Not filed	85
<i>10-QSB</i>	09/30/01	11/14/01	Not filed	82
<i>10-KSB</i>	12/31/01	04/01/02	Not filed	77
<i>10-QSB</i>	03/31/02	05/15/02	Not filed	76
<i>10-QSB</i>	06/30/02	08/14/02	Not filed	73
<i>10-QSB</i>	09/30/02	11/14/02	Not filed	70
<i>10-KSB</i>	12/31/02	03/31/03	Not filed	66
<i>10-QSB</i>	03/31/03	05/15/03	Not filed	64
<i>10-QSB</i>	06/30/03	08/14/03	Not filed	61
<i>10-QSB</i>	09/30/03	11/14/03	Not filed	58
<i>10-KSB</i>	12/31/03	03/30/04	Not filed	54
<i>10-QSB</i>	03/31/04	05/17/04	Not filed	52

Company Name	Form Type	Period Ended	Due Date	Date Received	Months delinquent (rounded up)
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**Clem's Stox, Inc.**

<i>10-QSB</i>	06/30/04	08/16/04	Not filed	49
<i>10-QSB</i>	09/30/04	11/15/04	Not filed	46
<i>10-KSB</i>	12/31/04	03/31/05	Not filed	42
<i>10-QSB</i>	03/31/05	05/16/05	Not filed	40
<i>10-QSB</i>	06/30/05	08/15/05	Not filed	37
<i>10-QSB</i>	09/30/05	11/14/05	Not filed	34
<i>10-KSB</i>	12/31/05	03/31/06	Not filed	30
<i>10-QSB</i>	03/31/06	05/15/06	Not filed	28
<i>10-QSB</i>	06/30/06	08/14/06	Not filed	25
<i>10-QSB</i>	09/30/06	11/14/06	Not filed	22
<i>10-KSB</i>	12/31/06	04/02/07	Not filed	17
<i>10-QSB</i>	03/31/07	05/15/07	Not filed	16
<i>10-QSB</i>	06/30/07	08/14/07	Not filed	13
<i>10-QSB</i>	09/30/07	11/14/07	Not filed	10
<i>10-KSB</i>	12/31/07	03/31/08	Not filed	6
<i>10-Q</i>	03/31/08	05/15/08	Not filed	4
<i>10-Q</i>	06/30/08	08/15/08	Not filed	1

Total Filings Delinquent

34

**Fashion Barn, Inc.**

<i>10-QSB</i>	03/31/00	06/21/00	Not filed	99
<i>10-QSB</i>	06/30/00	08/14/00	Not filed	97
<i>10-QSB</i>	09/30/00	11/14/00	Not filed	94
<i>10-KSB</i>	12/31/00	04/02/01	Not filed	89
<i>10-QSB</i>	03/31/01	05/15/01	Not filed	88
<i>10-QSB</i>	06/30/01	08/14/01	Not filed	85
<i>10-QSB</i>	09/30/01	11/14/01	Not filed	82
<i>10-KSB</i>	12/31/01	04/01/02	Not filed	77
<i>10-QSB</i>	03/31/02	05/15/02	Not filed	76
<i>10-QSB</i>	06/30/02	08/14/02	Not filed	73
<i>10-QSB</i>	09/30/02	11/14/02	Not filed	70
<i>10-KSB</i>	12/31/02	03/31/03	Not filed	66
<i>10-QSB</i>	03/31/03	05/15/03	Not filed	64
<i>10-QSB</i>	06/30/03	08/14/03	Not filed	61
<i>10-QSB</i>	09/30/03	11/14/03	Not filed	58
<i>10-KSB</i>	12/31/03	03/30/04	Not filed	54



Company Name	Form Type	Period Ended	Due Date	Date Received	Months delinquent (rounded up)
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**Fashion Barn, Inc.**

<i>10-QSB</i>	03/31/04	05/17/04	Not filed	52
<i>10-QSB</i>	06/30/04	08/16/04	Not filed	49
<i>10-QSB</i>	09/30/04	11/15/04	Not filed	46
<i>10-KSB</i>	12/31/04	03/31/05	Not filed	42
<i>10-QSB</i>	03/31/05	05/16/05	Not filed	40
<i>10-QSB</i>	06/30/05	08/15/05	Not filed	37
<i>10-QSB</i>	09/30/05	11/14/05	Not filed	34
<i>10-KSB</i>	12/31/05	03/31/06	Not filed	30
<i>10-QSB</i>	03/31/06	05/15/06	Not filed	28
<i>10-QSB</i>	06/30/06	08/14/06	Not filed	25
<i>10-QSB</i>	09/30/06	11/14/06	Not filed	22
<i>10-KSB</i>	12/31/06	04/02/07	Not filed	17
<i>10-QSB</i>	03/31/07	05/15/07	Not filed	16
<i>10-QSB</i>	06/30/07	08/14/07	Not filed	13
<i>10-QSB</i>	09/30/07	11/14/07	Not filed	10
<i>10-KSB</i>	12/31/07	03/31/08	Not filed	6
<i>10-Q</i>	03/31/08	05/15/08	Not filed	4
<i>10-Q</i>	03/31/08	05/15/08	Not filed	4

Total Filings Delinquent 34

**Merlin Software Technologies International, Inc.**

<i>10-QSB</i>	09/30/02	11/14/02	Not filed	70
<i>10-KSB</i>	12/31/02	03/31/03	Not filed	66
<i>10-QSB</i>	03/31/03	05/15/03	Not filed	64
<i>10-QSB</i>	06/30/03	08/14/03	Not filed	61
<i>10-QSB</i>	09/30/03	11/14/03	Not filed	58
<i>10-KSB</i>	12/31/03	03/30/04	Not filed	54
<i>10-QSB</i>	03/31/04	05/17/04	Not filed	52
<i>10-QSB</i>	06/30/04	08/16/04	Not filed	49
<i>10-QSB</i>	09/30/04	11/15/04	Not filed	46
<i>10-KSB</i>	12/31/04	03/31/05	Not filed	42
<i>10-QSB</i>	03/31/05	05/16/05	Not filed	40

Company Name	Form Type	Period Ended	Due Date	Date Received	Months delinquent (rounded up)
<b>Merlin Software Technologies International, Inc.</b>	<i>10-QSB</i>	06/30/05	08/15/05	Not filed	37
	<i>10-QSB</i>	09/30/05	11/14/05	Not filed	34
	<i>10-KSB</i>	12/31/05	03/31/06	Not filed	30
	<i>10-QSB</i>	03/31/06	05/15/06	Not filed	28
	<i>10-QSB</i>	06/30/06	08/14/06	Not filed	25
	<i>10-QSB</i>	09/30/06	11/14/06	Not filed	22
	<i>10-KSB</i>	12/31/06	04/02/07	Not filed	17
	<i>10-QSB</i>	03/31/07	05/15/07	Not filed	16
	<i>10-QSB</i>	06/30/07	08/14/07	Not filed	13
	<i>10-QSB</i>	09/30/07	11/14/07	Not filed	10
	<i>10-KSB</i>	12/31/07	03/31/08	Not filed	6
	<i>10-Q</i>	03/31/08	05/15/08	Not filed	4
	Total Filings Delinquent	23			