STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:	)	
	)	
CLEAN ENERGY PATHWAYS INC	)	
ATLAS CAPITAL HOLDINGS INC	)	**ADMINISTRATIVE ORDER**
PARSONS ENERGY COMPANY INC	)	**NO. CO-2012-0027**
JOHN MICHAEL PARSONS	)	
	)	
	)	
RESPONDENTS	)	

CONSENT ORDER PERTAINING TO CLEAN ENERGY PATHWAYS INC

The Alabama Securities Commission ("Commission"), having the authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("ACT"), upon due consideration of the subject matter hereof, having confirmed information of the offer for sale of securities, into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. **CLEAN ENERGY PATHWAYS INC, (PATHWAYS)** is a Nevada Corporation with a business address of 104 Ann Place, Dothan, AL 36303.

2. **ATLAS CAPITAL HOLDINGS INC, (ATLAS)** is a Nevada Corporation with a business address of 2234 N. Federal Highway, Suite 330, Boca Raton, FL 33431.

3. **PARSONS ENERGY COMPANY INC, (ENERGY)** is an Alabama Corporation with a business address of 104 Ann Place, Dothan, AL 36303.

4. **JOHN MICHAEL PARSONS, (PARSONS)** during all times relevant is listed as President and Board Member of PATHWAYS with a business address of 104 Ann Place, Dothan, AL 36303.

STATEMENT OF FACTS

5. On August 17, 2010, the Commission issued a Cease & Desist (C&D) Order CD-2010-0043 to Xcelplus (XCELPLUS) and **PARSONS** alleging that in April and May of 2009, **PATHWAYS** through **PARSONS** offered and sold securities in Alabama which were neither registered nor subject to a perfected exemption from registration in violation of the ACT. On August 26, 2010, XCELPLUS formally changed its' name to **PATHWAYS**. On December 30, 2010, the Commission entered into a Consent Order (CO) CO-2010-0043 with **PATHWAYS** and **PARSONS** in which **PATHWAYS** and **PARSONS** admitted to such violations, agreed to certain sanctions and stated that they would refrain from any further violations of the ACT.

6. On March 1, 2011, **PATHWAYS** and **ATLAS** entered into a joint venture agreement in which **PATHWAYS** would market its' products with marketing and financing assistance from **ATLAS**.

7. During March of 2011, **PARSONS**, as part of an investor group, purchased 4,290,000 shares of **ATLAS**.

8. In March 2011, an Alabama resident was solicited by **PARSONS** to invest in a company identified as **ATLAS**. **PARSONS** represented that **PATHWAYS** and **ATLAS** were planning to merge. **PARSONS** stated the merger would move **PATHWAYS** from the "Pink Sheets" to a bigger trading board. **PARSONS** also stated that **ATLAS** had a financing arm. This would allow customers to purchase and finance **PATHWAYS** products and would enhance business. **PARSONS** stated the investor would receive **ATLAS** stock that would remain restricted for a six month period and then be converted to unrestricted free trading stock. **PARSONS** did not disclose the existence of the C&D or CO to the Alabama Resident.

9. In March 2011, the Alabama resident wired $47,500 to an account provided by **PARSONS**. The account belonged to another business owned by **PARSONS** identified as **ENERGY**. Bank records indicate, and **PATHWAYS** has submitted documentation indicating, that PATHWAYS received none of the $47,500

solicited from the Alabama resident for ATLAS stock. The Alabama resident subsequently received a stock certificate for 950,000 shares of restricted **ATLAS** stock dated March 16, 2011.

10. On April 13, 2011, **ATLAS** agreed to purchase all outstanding shares of **PATHWAYS**, merging **PATHWAYS** and **ATLAS**, with the company retaining the **ATLAS** name following the merger. **PARSONS** was to be named CEO of **ATLAS.**

11. On May 3, 2011, **PARSONS** resigned as CEO of **PATHWAYS**. Following **PARSONS'** resignation **ATLAS** and **PATHWAYS** terminated the merger agreement. On October 7, 2011 the joint venture between **ATLAS** and **PATHWAYS** was terminated.

12. After six months, the Alabama resident and other **ATLAS** investors attempted to convert their **ATLAS** stock from restricted to unrestricted shares. The Alabama resident made several attempts through phone calls and e-mail communication but was never able to have the restriction removed.

13. The Alabama resident and other **ATLAS** investors complained to **PARSONS**. In October 2011, **PARSONS** entered into a "Settlement Agreement and Release" (SETTLEMENT) with nine **ATLAS** investors that included the Alabama resident, to resolve their complaints. **PARSONS** agreed to give the Alabama resident 4,750,000 shares of unrestricted free trading stock in **PATHWAYS**. **PARSONS** agreed to give **PATHWAYS** stock to the other **ATLAS** investors. **PARSONS** also refunded the investment funds to five **ATLAS** investors not including the Alabama resident.

14. The Alabama resident subsequently received a **PATHWAYS** stock certificate dated December 7, 2011, for 4,750,000 shares of "non-assessable" restricted stock.

15. On June 22, 2012, a review of the Commission's registration files disclosed no record of registration for **PATHWAYS**, **ATLAS, ENERGY or PARSONS** as

a dealer, agent, investment advisor, or investment advisor representative in the state of Alabama.

16. On August 14, 2012, the Commission issued Cease and Desist Order number CD-2012-0027 commanding all respondents to cease and desist from any further violations of the Act.

17. On November 7, 2012, **PATHWAYS**, through counsel, submitted a motion to vacate to the Commission staff setting forth **PATHWAYS** explanation relating to its participation in the transactions giving rise to the Cease and Desist Order. Through subsequent communications between the Commission staff and counsel, **PATHWAYS** provided additional documentation.

18. The documentation reviewed by the Commission staff indicates that the transactions were initiated by **PARSONS** in **ATLAS** stock while **PARSONS** was acting as CEO of **PATHWAYS**. **PATHWAYS** asserts that it had no knowledge of Parsons' transactions in ATLAS stock and that the subsequent settlement transactions were executed after **PARSONS** separation from **PATHWAYS**, and completed by **PARSONS** as settlement of complaints not involving **PATHWAYS**. **PATHWAYS** further asserts, and financial records support, that **PATHWAYS** did not receive the $47,500 paid for the **ATLAS** shares and that such transaction was executed in shares privately owned by **PARSONS**.

19. **PATHWAYS** has submitted documentation demonstrating that neither **PARSONS** nor any other person serving on the board of **PATHWAYS** at the time of the transactions relating to the circumstances giving rise to Cease and Desist Order CD-2012-0027, are currently serving on the Board of Directors or as officers of **PATHWAYS** and that no such person is currently a control person of **PATHWAYS.**

CONCLUSIONS OF LAW

20. Pursuant to Section 8-6-2(10), Code of Alabama 1975, Alabama's statutory definition of a security includes any stock. The investments offered by the

RESPONDENTS as stock for **ATLAS** and **PATHWAYS** are securities under the Act.

21. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any person to transact business in this state as a dealer or agent for securities unless he is registered under the Act. **PARSONS** is not and was not registered as an agent in the state of Alabama. **PARSONS** effected a securities transaction with at least one Alabama resident in violation of the Act.

22. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any issuer to employ a person who is not registered as an agent to effect transactions in securities. **PARSONS**, while he was CEO of **PATHWAYS**, effected transactions in the securities of ATLAS while not being registered as an agent in violation of the Act.

WHEREAS, **PATHWAYS** states that the information and assertions presented to the Commission during its investigation of this matter are true and correct; that **PATHWAYS** understands the Commission's reliance upon such information and assertions in its determination to accept this Order, and that should this information or these assertions prove to be incorrect or misrepresented, the Commission may seek such other administrative, civil, or criminal remedies that may be available to it under the provisions of the Act.

WHEREAS, **PATHWAYS** has voluntarily waived all rights to a hearing upon entry of this Order, and has consented to the entry of this Order, and

WHEREAS, the Commission finds this Order necessary and appropriate in the public interest for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act, and

WHEREAS, the Commission and **PATHWAYS** are desirous of settling this matter as hereafter set forth and agree to the entry of this Order.

ACCORDINGLY, IT IS HEREBY ORDERED:

1. That **RESPONDENT PATHWAYS** shall refrain from the offer or sale of any securities into, within or from the State of Alabama until such time as the securities are properly registered, or an appropriate exemption from registration has been perfected.

2. That **RESPONDENT PATHWAYS** shall not employ any broker-dealer or agent to effect securities transactions in this state who is not appropriately registered or exempt from registration under the Alabama Securities Act.

3. That **RESPONDENT PATHWAYS** shall demonstrate compliance with items 1 and 2 of this order by obtaining an opinion of securities counsel, prior to entering into any future securities transaction, that the form of such transaction is in compliance with all statutory requirements under the act.

4. That **RESPONDENT PATHWAYS** shall ensure that proper procedures are enacted to preclude any future non-compliance with the Act.

5. That in accordance with Section 8-6-19(j)(1), Code of Alabama 1975, **RESPONDENT PATHWAYS** shall pay to the **State of Alabama** an administrative assessment in the total sum of Five Hundred Dollars ($500), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

6. That in accordance with Section 8-6-19(k)(1), Code of Alabama 1975, **RESPONDENT PATHWAYS** shall pay to the **Alabama Securities Commission**, as partial reimbursement for the Commission's cost for investigating this matter, the sum of Five Hundred Dollars ($500), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

7. That the entry of this Order resolves the Cease and Desist Order, Administrative Order No. CD-2012-0027, issued August 14, 2012, only as it relates to **RESPONDENT PATHWAYS**.

AGREED AND CONSENTED to on dates indicated:

RESPONDENT:

CLEAN ENERGY PATHWAYS INC

DATE: 4-12-2013

* *

APPROVED AND ORDERED this __14th__ **day of** __May__**, 2013**

ALABAMA SECURITIES COMMISSION
401 Adams Avenue, Suite 280
Montgomery, AL 36130-4700
(334) 242-2984

BY:

JOSEPH P. BORG
Director