



3. HENRY HARRISON PARRISH ("PARRISH") is Chairman of the Board of Directors of CLEAN ENERGY with a business address in Dothan, Alabama.

### **STATEMENT OF FACTS**

4. CLEAN ENERGY was incorporated in Nevada in 2000 and is engaged in the business of renewable fuel and energy efficiency in Dothan, Alabama.

5. In April and May 2009, CLEAN ENERGY issued shares of common and preferred stock. The shares were issued (1) to raise cash for operations and working capital; (2) to provide incentives and compensation to management; (3) to settle outstanding debt claims against CLEAN ENERGY; and (4) to pay for services and products as CLEAN ENERGY began to build its business.

6. On February 25, 2010, the Commission's review of registration files failed to identify any record of registration for CLEAN ENERGY (then named XCELPLUS), PARSONS or PARRISH as either a broker dealer agent, investment advisor, or investment advisor representative in the state of Alabama.

7. In April 2010, the Commission received a list of the 2009 stock issuances by CLEAN ENERGY. The listings showed fifteen transactions from February 2009 through December 2009. The shares of Common Stock were issued pursuant to a claim of exemption under Regulation D, Rule 504 promulgated by the SEC ("Rule 504") from registration of the stock under the federal securities laws.

8. In May 2010, the Commission also determined that CLEAN ENERGY in 2009 issued additional common shares and preferred shares of stock to satisfy debt and commitments made prior to 2009.

9. The Act does not automatically exempt from the registration requirements of the Act securities offered in reliance on Rule 504.

10. The securities offered and sold from Alabama by Respondents to investors were not registered in the state of Alabama.

11. On August 17, 2010, the Commission issued a Cease and Desist Order to RESPONDENTS, which was received by RESPONDENTS on or about August 23, 2010.

12. On September 16, 2010, RESPONDENTS provided a written response and statement to the Commission.

13. On October 7, 2010 the Commission and counsel for RESPONDENTS participated in an informal meeting discussing, reviewing and assessing the RESPONDENTS' involvement in, prior experience regarding and purpose in issuing the stock, as well as reviewing the exemptions claimed by RESPONDENTS.

#### **CONCLUSIONS OF LAW**

13. Pursuant to Section 8-6-2(10) of the Act, Alabama's statutory definition of a security includes any stock. The shares of stock of CLEAN ENERGY sold by the RESPONDENTS are securities under the Act.

14. Section 8-6-4 of the Act states: It is unlawful for any person to offer or sell any security in this state unless it is registered under the Act; the security is exempt from registration under Section 8-6-10; or the transaction is exempt under Section 8-6-11. The securities offered and sold by the RESPONDENTS, to wit: the stock in CLEAN ENERGY, was not registered in Alabama, and at least one sale of stock in CLEAN ENERGY was not entitled to an exemption from registration under the Act.

**WHEREAS**, RESPONDENTS agree that securities were issued in the state of Alabama without registration without prior approval from the Commission, and further acknowledge and agree that the information and assertions presented to the

Commission during its investigation of this matter are true and correct; that RESPONDENTS understand the Commission's reliance upon such representations and assertions in its final determination to accept this Order, and that should any represented material information or assertion prove to be incorrect, untrue, or misrepresented, the Commission may, in its discretion, seek such other administrative, civil or criminal remedies that may be available to it under the provisions of the Act.

**WHEREAS,** The Commission finds that the issuance of stock by CLEAN ENERGY as reviewed by the Commission in this matter was not meant to circumvent the Act.

**WHEREAS,** RESPONDENTS have voluntarily waived all rights to a formal hearing upon entry of this Order, and have consented to the entry of this Order.

**WHEREAS,** the Commission finds this Order necessary and appropriate and consistent with the purposes fairly intended by the policy and provisions of the Act.

**WHEREAS,** the Commission intends that neither the RESPONDENTS nor any of their affiliates or employees shall be subject to any disqualification contained in the Federal Securities laws, rules and regulations thereunder, or the rules and regulations of any applicable laws as a result of the Cease and Desist Order or this Consent Order.

**WHEREAS,** accordingly, the Commission does not intend for this Consent Decree to constitute a Final Order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct.

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

**WHEREAS,** this Order concludes the investigation by the Commission.

**ACCORDINGLY, IT IS HEREBY ORDERED:**

1. That RESPONDENTS shall, until such time as properly registered in the State of Alabama, refrain from conducting securities transactions into, within or from the state of Alabama that would require such registration.

2. That RESPONDENTS shall hereafter abide by all laws and regulations applicable to the operation of their business.

3. That RESPONDENTS shall ensure that proper procedures are enacted to preclude any future non-compliance with the Act.

4. That RESPONDENTS enter into this Order voluntarily and represent that no threats, offers, promises or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to induce the RESPONDENTS to enter into this Order.

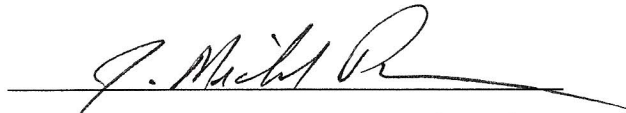
5. That this Order shall be binding upon the RESPONDENTS, any successors and assigns, as well as to successors and assigns of relevant affiliates, with respect to all conduct subject to provisions above and all future obligations, responsibilities, undertakings, commitments, limitations, restrictions, events, and conditions.

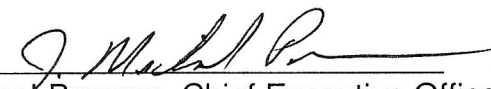
6. That in accordance with Section 8-6-19(j)(1), Code of Alabama 1975, **RESPONDENTS** shall pay to the State of Alabama, an administrative assessment of Two Thousand Five Hundred Dollars (\$2,500.00), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

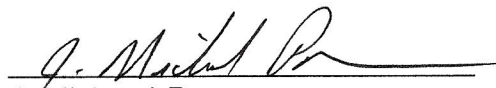
7. That in accordance with Section 8-6-19(k)(1), Code of Alabama 1975, **RESPONDENTS** have agreed to pay to the Alabama Securities Commission, as partial reimbursement for the Commission's cost of investigating this matter, the sum of Two Thousand Five Hundred Dollars (\$2,500.00), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

AGREED AND CONSENTED to on dates indicated:

RESPONDENTS:

  
CLEAN ENERGY PATHWAYS, INC.  
(formerly named XcelPlus Global Holdings, Inc.)

BY:   
J. Michael Parsons, Chief Executive Officer  
DATE: 12-22-2010

  
J. Michael Parsons

DATE: 12-22-2010

\_\_\_\_\_  
Henry Harrison Parrish

DATE: \_\_\_\_\_

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Entered at Montgomery, Alabama, this the 30th day of December, 2010.



ALABAMA SECURITIES COMMISSION  
401 Adams Avenue, Suite 280  
P.O. Box 304700  
Montgomery, Alabama 36130-4700  
(334) 242-2984

BY: 

\_\_\_\_\_  
JOSEPH P. BORG, Director

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BY: \_\_\_\_\_  
J. Michael Parsons, Chief Executive Officer  
DATE: \_\_\_\_\_

\_\_\_\_\_  
J. Michael Parsons

DATE: \_\_\_\_\_

Henry Harrison Parrish  
Henry Harrison Parrish

DATE: 12-22-2010

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Entered at Montgomery, Alabama, this the 30th day of December, 2010.

ALABAMA SECURITIES COMMISSION  
401 Adams Avenue, Suite 280  
P.O. Box 304700  
Montgomery, Alabama 36130-4700  
(334) 242-2984

BY: \_\_\_\_\_

JOSEPH P. BORG, Director

