IN THE MATTER OF:

CLEAN ENERGY PATHWAYS INC
ATLAS CAPITAL HOLDINGS INC
PARSONS ENERGY COMPANY INC
JOHN MICHAEL PARSONS

RESPONDENTS

ADMINISTRATIVE ORDER
NO. CO-2012-0027

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

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