

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF: )  
XCELPLUS GLOBAL HOLDINGS INC ) ADMINISTRATIVE ORDER  
JOHN MICHAEL PARSONS ) NO. CD-2010-00 43  
HENRY HARRISON PARRISH )  
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 )  
RESPONDENTS )

**CEASE AND DESIST ORDER**

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. XCELPLUS GLOBAL HOLDINGS INC, (XCELPLUS) is a Nevada Corporation with a business address of 104 Ann Place, Dothan, AL 12345.

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

3. HENRY HARRISON PARRISH, (PARRISH) during all times relevant is listed as Chairman of the Board of Directors, with a business address of 104 Ann Place, Dothan, AL 36303 and a residential address of 1607C Lake Front Dr, Abbeville, AL 36310.

**STATEMENT OF FACTS**

4. XCELPLUS was incorporated in Nevada in 2000. In its Articles of Incorporation, XCELPLUS lists as its business address a single family home located in a residential neighborhood in Dothan, Alabama.

5. On February 25, 2010, a review of the Commission's registration files disclosed no record of registration for XCELPLUS, PARSONS or PARRISH as a dealer, agent, investment advisor, or investment advisor representative in the state of Alabama.

6. In April 2010, the Commission received a listing of the 2009 stock issuances by XCELPLUS. The listings showed fifteen transactions from February 2009 through December 2009. A total of 8,421,813 shares of Common Stock in XCELPLUS sold in the amount of \$432,875 pursuant to a claim of exemption under Regulation D, Rule 504. A review of the files of the Commission conducted in February 2010 disclosed that RESPONDENTS were neither registered nor exempt from registration to offer and/or sell securities in Alabama and that no security was registered as being offered by RESPONDENTS. In April 2010, a search of the SEC's EDGAR database website disclosed nine filings under a claim of exemption pursuant to Regulation D, Rule 504 by XCELPLUS for offerings.

7. In May 2010, the Commission received information concerning additional 2009 issuances of stock by XCELPLUS. Information shows that from March 2009 to June 2009; 11,500,000 Common Shares and 1,000,000 Preferred Shares of stock were issued by XCELPLUS to satisfy debt and commitments made prior to 2009. The stock was issued by XCELPLUS to four individuals and a business.

#### CONCLUSIONS OF LAW

8. 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 XCELPLUS are securities under the Act.

9. Section 8-6-4, Code of Alabama 1975, 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, to wit; the stock in XCELPLUS, by the RESPONDENTS was neither registered nor subject to any perfected exemption from registration in Alabama in violation of the Act.

This Order is appropriate in the public interest for the protection of investors and consistent with the purposes of the Alabama Securities Act.

This Order does not prevent the Commission from seeking such other civil or criminal remedies that may be available to it under the Alabama Securities Act.

Additionally, if the allegations set forth herein are found to be true, through either administrative adjudication, failure of the RESPONDENTS to make a timely request for hearing, or default of the respondents, it is the intention of the Commission to impose sanctions upon the RESPONDENTS. Such sanctions may include, *inter alia*, an administrative assessment imposed on RESPONDENTS, an additional administrative assessment for investigative costs arising from the investigation of the violation(s) described herein against RESPONDENTS, and a permanent order to bar RESPONDENTS from participation in any securities related industry in the state of Alabama.

**ACCORDINGLY, IT IS HEREBY ORDERED** that XCELPLUS, PARSONS and PARRISH immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, AL, this 17th day of August, 2010.



ALABAMA SECURITIES COMMISSION  
401 Adams Ave., Suite 280  
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(334) 242-2984  
BY:

JOSEPH P. BORG  
Director