

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

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. 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 & 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 Global Holdings (XCELPLUS) and PARSONS. 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.

6. 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 that investment in ATLAS was expected to increase in value. 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.

7. 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. The Alabama Resident subsequently received a stock certificate for 950,000 shares of restricted ATLAS stock dated March 16, 2011.

8. On May 3, 2011, PARSONS resigned as CEO of PATHWAYS. PARSONS sent an e-mail to other PATHWAYS officials citing personal matters as the reason for his resignation.

9. 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.

10. 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 also 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.

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

12. On June 22, 2012, a review of the Commission's registration files disclosed no record of registration for PATHWAYS, ATLAS, PARSONS ENERGY or PARSONS as a dealer, agent, investment advisor, or investment advisor representative in the state of Alabama.

CONCLUSIONS OF LAW

13. 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.

14. 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.

15. 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 ATLAS and PATHWAYS, by 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 ATLAS, PATHWAYS, ENERGY and PARSONS 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 14th day of August, 2012.



ALABAMA SECURITIES COMMISSION
401 Adams Ave., Suite 280
Montgomery, AL 36130-4700
(334) 242-2984
BY:

A handwritten signature in black ink, appearing to read "E. L. Reed".

EDWIN L. REED
Deputy Director