



**ISSUER INFORMATION AND DISCLOSURE STATEMENT PURSUANT  
TO  
RULE 15c2-11**

**SECURITIES EXCHANGE ACT OF 1934**

**CLEAN ENERGY PATHWAYS, INC.**

**DATED: FEBRUARY 9, 2011**

**CUSIP NUMBER: 18451W 105**

**NAICS ASSOCIATION NUMBER: 0001379697**

**ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF CLEAN ENERGY PATHWAYS, INC. (“COMPANY”) IN ACCORDANCE WITH RULE 15c2-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.**

**NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.**

**DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS ISSUER INFORMATION AND DISCLOSURE STATEMENT.**

**INFORMATION AND DISCLOSURE STATEMENT**

*All information in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in that rule.*

## Part A

### General Company Information

**Item 1: The exact name of the issuer and its predecessor (if any)**

The Company's name is Clean Energy Pathways, Inc. The name history of the Company is as follows:

The Company was incorporated in Nevada on April 7, 2000 under the name KoreaStation Corporation. Effective May 30, 2000, Envira Minerals, Inc. (an Arizona Corporation) was merged into the Company. Effective January 3, 2001, the Company changed its name from KoreaStation Corporation to E4 World Corporation. From fiscal year 2000 through July 13, 2006, the Company was a development stage company with limited assets and limited operations. The Company, however, was never a shell corporation. Effective July 13, 2006, through a Stock Purchase Agreement and Share Exchange, the Company acquired all of the outstanding shares of XcelPlus Global Holdings, Inc. (a separate corporation incorporated in Nevada in February 2006), which became a wholly owned subsidiary of the Company. Effective July 27, 2006, the Company changed its name from E4 World Corporation to XcelPlus Global Holdings, Inc. During this time, the Company continued as a development stage company. Effective August 26, 2010, XcelPlus Global Holdings, Inc., changed its name to Clean Energy Pathways, Inc.

**Item 2: The address of the issuer's principal executive offices**

1521 West Main Street  
Dothan, Al. 36301  
Telephone: 334-701-0727  
Fax: (334)-673-8410  
[www.cleanenergypathways.com](http://www.cleanenergypathways.com)  
Investor Relations Contact:  
None at this time

**Item 3: The jurisdiction(s) and date of the issuers' incorporation or organization**

The Company was organized under the laws of the State of Nevada on April 7, 2000.

## Part B

### Share Structure

**Item 4: The exact title and class of securities outstanding**

The Company has two classes of capital stock consisting of 190,000,000 shares of Common Stock outstanding and 7,700,000 of Preferred B shares outstanding. The Preferred B shares are convertible 10:1. The Company's trading symbol is XPGH and CUSIP number is 18451W 105.

**Item 5: Par or stated value and description of the security**

The Common Stock has a par value of \$.001 and the Preferred Stock has no par value. The Preferred B stock is convertible 10:1. The Common Stock has a one share one vote right with no other rights. Preferred B stock has 10 votes for each B share.

**Item 6: The number of shares or total amount of the securities outstanding for each class of securities authorized.**

As of the fiscal year ended December 31, 2010:

Common Stock Authorized: 190,000,000

Common Stock Outstanding: 56,709,162

Public Float: Float 43,930,098

Preferred Stock Authorized: 10,000,000

Preferred Stock Outstanding: 7,700,000

Number of Shareholders of Record: 56,709,162

As of the fiscal year ended December 31, 2009:

Common Stock Authorized: 190,000,000

Common Stock Outstanding: 49,709,162

Public Float: 29,934,884

Preferred Stock Authorized: 10,000,000

Preferred Stock Outstanding: 7,700,000

Number of Shareholders of Record: 642

**Part C Business Information**

**Item 7: The name and address of the transfer agent**

Pacific Stock Transfer Company  
4045 South Spencer Street, Suite 403  
Las Vegas, NV 89119  
Telephone: 702-361-3033

Our transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

**Item 8: The nature of the issuer's business**

A. Business Development

The Company was originally organized as a Nevada corporation on April 7, 2000 under the name KoreaStation Corporation. Effective May 30, 2000, Envira Minerals, Inc. (an Arizona Corporation) was merged into the Company. Effective January 3, 2001, the Company changed its name from KoreaStation Corporation to E4 World Corporation. From fiscal year 2000 through July 13, 2006, the Company the Company was a development stage company with limited assets and limited operations. The Company, however, was never a shell corporation.

On July 13, 2006, through a stock Purchase Agreement and Share Exchange, the Company acquired all of the outstanding shares of Xcelplus Global Holdings, Inc. (a separate entity formed in Nevada in February 2006), which became a wholly owned subsidiary of the Company. Effective July 27, 2006, the Company changed its name from E4 World Corporation to Xcelplus Global Holdings, Inc. During this time, the Company continued as a development stage company

From July 27, 2006 through fiscal 2008, Xcelplus Global Holdings, the Company continued operations as a development stage company with limited assets and limited operations. Most expenses incurred were paid with issuances of stock. Beginning with the management changes in February of 2009, Xcelplus Global Holdings, Inc.'s operations resulting in the revenues and expenses included in the accompanying financial statements.

On August 26, 2010, Xcelplus Global Holdings, Inc., changed its name to Clean Energy Pathways, Inc. (the Company) and continues to operate under that name.

The Company's fiscal year ends on December 31 of each year.

The Company has never been in any bankruptcy. There are no current legal proceedings against the company.

B. Business of the Company

Clean Energy Pathways, Inc. is a clean energy, green initiative company with a primary focus on fossil fuel replacement with a cleaner burning biomass fuel.

CEP is engaged in purchasing, blending, and selling non-petroleum biomass fuels for industrial applications where boilers and burners are used.

Currently the Company's main customers are heavy industrial companies. The Company contracts with sources that provide raw materials compliant with biomass renewable product standards (non-petroleum), and then contracts with various plant facilities to process, blend and store the products to specifications that meet federal standards.

Ultimately, the company sells the finished biomass fuel and contracts with transportation providers to distribute the blended fuels to its end customers.

What sets the Company apart is that it provides a niche product that fits the current green push toward cleaner burning fuels. The Company's fuel is designed to be a cost competitive, cleaner alternative to diesel fuels.

The Company's products are easy to use without any equipment changes. The Company's products are standardized by the government and allow for any permitting changes the Company's customers might make to utilize the Company's fuels.

The Company is currently working on development of other CLEAN ENERGY niches to help implement solutions to our country's energy crisis and dependency.

1. The form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.):

The organizational form of the issuer is a Corporation.

2. The year the issuer (or any predecessor) was organized

The issuer was organized in 2000.

3. The issuer's fiscal year end date

The issuers' fiscal year end date is 12/31.

4. Whether the issuer has been in bankruptcy, receivership or any similar proceeding

The issuer has never been in bankruptcy, receivership, or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets

There has been no material reclassification, merger, consolidation, or purchase of a significant amount of assets.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangements requiring the issuers to make payments

There has been no default of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

7. Any change of control

On May 5, 2006, the Company as E4World, elected Mr. Billy R. Smith as President, Secretary and Treasurer. Smith was also appointed as a director. At that time, E4World Corporation had 141,318,282 shares of common stock

outstanding. At the same time, Smith received ownership of 70,874,560 shares which represented more than 50% ownership of the Corporation.

8. Any increase of 10% or more of the same class of outstanding equity securities?

There has been no increase of 10% or more of the same class of outstanding equity securities.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization

Effective July 13, 2006, through a Stock Purchase Agreement and Share Exchange, the Company acquired all of the outstanding shares of XcelPlus Global Holdings, Inc. (a separate corporation incorporated in Nevada in February 2006), which became a wholly owned subsidiary of the Company. Effective July 27, 2006, the Company changed its name from E4 World Corporation to XcelPlus Global Holdings, Inc.

10. Any delisting of the issuers securities by any securities exchange or deletion from the OTC Bulletin Board

There has not been any delisting of the issuers securities by any securities exchange or deletion from the OTC Bulletin Board.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal's parties, the nature and current status of the matter, and the amounts involved

On March 16, 2010, the Alabama Securities Commission delivered a subpoena requesting certain information relating to investors, securities offerings, sales commissions and uses of offering proceeds. On August 17, 2010, the Alabama Securities Commission ORDERED the Company (XcelPlus Global Holdings, Inc., J. Michael Parsons and Harrison Parrish) immediately cease and desist from further offers or sales of any security into, within or from the State of Alabama. To resolve the order, Effective December 30, 2010, the company entered into a consent order with the Alabama Securities Commission regarding the company's sales in 2009 of unregistered securities in Alabama. Under the order, the company paid \$2,500 to the State of Alabama as an administrative assessment and \$2,500 to the Commission in partial reimbursement of its investigation costs. The company and two of its directors (J. Michael Parsons and Harrison Parrish) agreed not to violate the registration provisions of the Alabama Securities Act and to ensure that proper procedures are enacted to preclude any future non-

compliance with the Act. The order provides that neither the company, the directors nor any of their affiliates or employees shall be subject to any disqualification contained in the Federal securities laws, rules and regulations as a result of the order and that the commission does not intend for the order to constitute a Final Order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct.

The Company's SIC Codes are: 4991; and 0001379697

B. Business of Issuer.

Clean Energy Pathways, Inc. is engaged in purchasing, blending and selling non-petroleum biomass fuels for industrial applications, primarily used in boiler applications. Currently, the Company's main customers are heavy industrial companies primarily in the eastern half of the United States. The Company contracts with sources that provide raw materials compliant with biomass renewable product standards (non-petroleum), and then contracts with various plant facilities to process, blend and store the finished product. The Company uses independent laboratories for testing the products to the specifications that meet federal standards. Ultimately, the company sells the finished biomass product and contracts with transportation providers to distribute the blended fuels to its end customers.

**The Company is not currently a shell company and never has been a shell company. During the course of the Company's existence the Company has at times been in the development stage, however, each entity has had operations and assets.**

**Item 9: The nature of the products and services offered**

The legal name of the Corporation is Clean Energy Pathways Corporation a Nevada Corporation, and is traded on the pink sheets.com, stock Symbol, "XPGH". The Company is not presently doing business under any other assumed names or brands.

Based in Dothan, Alabama, Clean Energy Pathways, Inc. is a biomass based fuel developer and sales organization. Our products are cleaner burning than fossil fuels or diesel fuels. Because of the subsidies offered by the Federal government, and the trend toward cleaner burning fuels, Clean Energy has had some success in selling its fuel to a number of customers. The Company anticipates the green trend of fuels to continue and our fuels are in demand by industrial customers.

In addition, the Company purchased Sunfield Solar, a solar hot water company in 2010. It is anticipated that this market will grow due to the constant rise in gas and electricity prices and the trend toward becoming more energy independent. Currently the purchasers of solar technology receive a 30% tax credit and make this market segment cheaper for the public to afford.

The Company's focus is to continue to ride the growing trend of providing energy efficiencies to residential, commercial and heavy industrial customers with solutions for their energy goals. Our primary product is biomass fuel. Solar hot water system distribution is a growing sector and the Company continues to see opportunity with distribution of this product.

**Distribution methods of the products or services**

For its fuel distribution, the Company purchases feed stock from vendors and custom blends the fuel in strategically located bio refinery facilities. The finish product is then shipped by truck or rail to the Company's customer.

For its solar products, the Company has an agreement with an American solar manufacturer. The product is drop shipped to the Company's customer or the Company's dealer. For its imported solar product, the Company accepts orders for the solar products. Once the Company sells a container, the product is imported and then shipped to the dealer or warehoused in Dothan, Alabama.

**Status of publicly announced new product or service**

In 2010, the Company entered the solar market. The Company vies solar as a natural addition to the many pathways toward energy efficiencies.

**Competitive business conditions, the issuer's competitive position in the industry, and methods of competition.**

As to the Company's fuel business, the federal subsidy is in place thereby placing the Company in a position to resume fuel oil sales. There is very little competition for the Company's bio fuel oil.

As for the solar product, the solar market is very competitive. The Company is attempting to establish a dealer network with its solar products. In addition, the Company has developed a unique marketing strategy to provide a mechanism for selling solar units.

**Source and availability of raw materials and the names of principal suppliers**

As to its fuel business, raw materials are purchased based on commodity index. The Company cannot disclose its suppliers as it suffer a competitive disadvantage should other businesses attempt to penetrate this market.

**Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts**

The Company has applied for a trademark for its name "Clean Energy Pathways" and for its logo which appears at the top of this disclosure statement.

The Company has an agreement with Freedom Fuels, Inc., as a fuel sales organization for the Company's bio fuel. The agreement provides for payment of commissions to





David G. Poston - \$200,000 annually in the form of salary.

**Business Address**

The business address for all officers and directors is:

1521 West Main Street  
Dothan, Al. 36301

**Legal/Disciplinary History**

None of the Company's officers and directors has been involved in the following:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

**Disclosure of Family Relationships**

None

**Disclosure of Related Party Transactions.**

The Company has contracted with Delta Energy Resources, LLC (Delta Energy Resources), of which Harrison Parrish, a Company director, is the sole member. Delta Energy Resources generates sales and provides customer service and is compensated accordingly for the function of those responsibilities. Payments made to Delta Energy Resources under this arrangement for the year ended 2009 totaled \$370,000, of which \$100,000 is reflected in the accrued compensation liability at December 31, 2009.

The Company's Chief Executive Officer and a Company director, Mike Parsons, is also the sole member of Parsons Properties, LLC, an Alabama Limited Liability Company. Parsons Properties, LLC, is the sole member of Parsons Energy, LLC (Parsons Energy), an Alabama Limited Liability Company. Parsons Energy provided short-term financing for the Company during 2009. Amounts borrowed from Parsons Energy for short-term financing totaled \$947,602. Repayments of short-term borrowings to Parsons Energy also totaled \$947,602. The balance owed to Parsons Energy at December 31, 2009 was \$0.

During June of 2009, the Company entered into a profit sharing agreement with Parsons Energy whereby the Company was entitled to a percentage of profits for all sales generated by Parsons Energy. This agreement continued until July 31, 2009, at which point Parsons Energy assigned all contracts to the Company. Income received from Parsons Energy under this arrangement totaled \$102,140.

Additionally, the Company pays Mr. Parsons individually for management services rendered. Expenses for the management services of Mr. Parsons for 2009 totaled \$396,321, of which \$100,000 is reflected in the accrued compensation liability at December 31, 2009.

#### **Disclosure of Conflicts of Interests**

None.

#### **Item 12: Financial information for the issuer's most recent fiscal period**

The financial statements for the quarter ended September 30, 2010 are attached hereto and incorporated in this disclosure statement by reference.

#### **Item 13: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

The financial statement for the quarter ending September 30, 2010, is located at: <http://www.otcmarkets.com/stock/CPWY/financials> and is incorporated in this disclosure statement by reference.

The audited financial statement for year end 2009 is located at: <http://www.otcmarkets.com/stock/CPWY/financials> and is incorporated in this disclosure statement by reference.

**Item 14: Beneficial Owners****Shareholders Holding Five Percent (5%) or more of Stock**

<u>Name</u>	<u>Type of Stock</u>	<u>Amount</u>	<u>Total with conversion</u>
JOHN MICHAEL PARSONS SR 104 ANN PLACE DOTHAN, AL 75201	Common B Shares	80,795 2,200,000	80,795 22,000,000
Total Shares including conversion			22,080,795
H. HARRISON PARRISH 1411 TACOMA ST DOTHAN, AL 36303	Common B Shares	25,000 1,225,000	25,000 12,250,000
Total Shares including conversion			12,275,000
INNOVATION INVESTMENTS LLC 1004 DESOTA PARK DRIVE JESSICA L SLATTEN ESQ SMITH CURRIE AND HANCOCK LLP TALLAHASSEE, FL 32301	B Shares	900,000	9,000,000
Total Shares including conversion			9,000,000
CEDE AND CO BOX 20 BOWLING GREEN STATION NEW YORK, NY 10004	Common	4,006	4,006
CEDE & CO P O BOX 222 BOWLING GREEN STATION NEW YORK, NY 10274	Common	31,705,234	31,705,234
CEDE & CO P O BOX 222 BOWLING GREEN STATION NEW YORK, NY 10274	Common	2,024,036	2,024,036
Total all shares of common stock			33,733,276

**Item 15: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure.**

Counsel Chris Davies, Esq.  
2234 N. Federal Highway Suite 300  
Boca Raton, FL 33431  
Telephone (561) 289-9780

Accountant – R. Blaine Stewart  
1521 West Main St.  
Dothan, Al. 36301  
Phone (334) 793-4883

**Item 16: Management’s Discussion and Analysis or Plan of Operation**

The Company is currently a clean energy sector company. With the trend towards energy efficiencies and cleaner energy solutions, management has decided to find niche areas within this sector to build the business.

The Company’s primary products are biomass based liquid fuels used primarily in the heavy industrial sector as a fuel to replace or co-burn with diesel fuel.

The Company acquired Sunfield Solar, a solar hot water system distributorship.

As new niches are found, management will expand its products and services to meet the ever growing need for cleaner energy and energy efficiencies.

The Company’s biomass based fuel was the initial product that launched the operations of the company in 2009. The launch was successful and partly because of a federal subsidy program that made the fuel cost effective. In 2010, the subsidy was not renewed and our fuel was not competitive and the Company had a difficult year.

The Company weathered the storm and the subsidy was reinstated and promises to help the fuel operations go forward again as the Company did in 2009.

The company’s financial position is stable and has endured a year without any significant revenue sources. The Company has largely lived on income from 2009. Although the company has no debt it has depleted significant cash as it worked to establish new income streams.

These efforts at new income streams are now paying off thereby resulting in less dependency on fuel sales for the financial success of the company. The Company, however, must continue to grow its solar sales and retrofitting business. Otherwise, it will continue to utilize its cash reserves to survive.

On the fuel side the business, the Company targets utilities and heavy industrial customers. The Company has submitted a number of bids. If the company succeeds in obtaining a portion of the outstanding fuel bids, the Company will once again experience dramatic growth.

Other than normal monthly expenses and payroll, the Company does not have any significant expenditures. Also, currently there are no off-balance sheet arrangements.

In addition to fuel sales, the Company is developing a solar hot water system distributorship. The Company hopes to add solar photo voltaic as additional product to augment this part of the business model.

The Department of Energy has published a report outlining the tremendous opportunity to save energy or reduce energy cost by retrofitting homes, businesses and industrial buildings. The government has grants and guaranteed loans available for retrofitting and energy efficiency measures. The government grants and government loans help pay for the retrofitting measures and also provides tax credits to further reduce the cost of the projects.

Our intent is to find a way to enter this sector and build this business model as well. The Company sees this as a growing favorite of the Department of Energy and the Company intends to follow their lead.

In summary, Clean Energy Pathways, Inc. is poised to find ways to make a difference in the energy efficiencies and clean energy efforts in this country.

**Item 17: List of securities offerings and shares issued for services in the past two years**

XCELPLUS GLOBAL HOLDINGS, INC.  
STOCK ISSUANCES  
JANUARY 1, 2009 THROUGH DECEMBER 31, 2010

	Date of Issuance	Value of Issuance	Common Shares	Preferred Shares	Price Per Share	Amount Paid to Issuer
<b>Shares Outstanding at 12-31-08</b>			22,537,349	0		
<b><u>Rule 504 Issuances</u></b>						
Mazuma	2/19/2009	\$25,000.00	700,000	0	\$28.00	\$25,000.00
Highwater Capital	3/6/2009	\$11,375.00	243,055	0	\$21.37	\$11,375.00
Highwater Capital	3/6/2009	\$11,375.00	243,055	0	\$21.37	\$11,375.00
Highwater Capital	3/6/2009	\$11,375.00	243,056	0	\$21.37	\$11,375.00
Mazuma	3/12/2009	\$30,000.00	675,000	0	\$22.50	\$30,000.00
Highwater Capital	3/23/2009	\$16,250.00	392,157	0	\$24.13	\$16,250.00
Highwater Capital	3/23/2009	\$16,250.00	392,157	0	\$24.13	\$16,250.00
Highwater Capital	3/23/2009	\$16,250.00	392,157	0	\$24.13	\$16,250.00
Mazuma	3/26/2009	\$40,000.00	941,176	0	\$23.53	\$40,000.00
Mazuma	4/20/2009	\$35,000.00	1,000,000	0	\$28.57	\$35,000.00
Mazuma	5/11/2009	\$35,000.00	1,000,000	0	\$28.57	\$35,000.00

Mazuma	6/11/2009	\$35,000.00	1,000,000	0	\$28.57	\$35,000.00
Mazuma	6/23/2009	\$50,000.00	400,000	0	\$8.00	\$50,000.00
Mazuma	7/27/2009	\$50,000.00	400,000	0	\$8.00	\$50,000.00
Mazuma	9/10/2009	\$50,000.00	400,000	0	\$8.00	\$50,000.00
		\$432,875.00	8,421,813	0		\$432,875.00

**Issuances for Services**

John Michael Parsons Sr.	3/27/2009	\$250,000.00	5,000,000	0	\$0.05	\$0.00
Rodd Hoffman	3/27/2009	\$560,000.00	7,000,000	0	\$0.08	\$0.00
Belmont Partners, LLC	3/25/2009	\$71,000.00	1,000,000	0	\$0.07	\$0.00
Thomas Torjorsen	3/27/2009	\$34,250.00	500,000	0	\$0.07	\$0.00
GDI International, Inc.	3/27/2009	\$154,125.00	2,250,000	0	\$0.07	\$0.00
Harrison Parrish	5/13/2009	\$250,000.00		500,000	\$0.50	\$0.00
David Poston	6/23/2009	\$50,000.00		100,000	\$0.50	\$0.00
John Michael Parsons Sr.	5/29/2009	\$720,000.00		1,200,000	\$0.60	\$0.00
Harrison Parrish	5/29/2009	\$1,200,000.00		2,000,000	\$0.60	\$0.00
Hugh Adams	5/13/2009	\$125,000.00		200,000	\$0.63	\$0.00
John Michael Parsons Sr.	5/13/2009	\$500,000.00		800,000	\$0.63	\$0.00
Greg Clemons	5/29/2009	\$60,000.00		100,000	\$0.60	\$0.00
Bill Smith	6/3/2009	\$500,000.00		1,000,000	\$0.50	\$0.00
Freedom Fuels, LLC	10/15/2009	\$242,300.00		100,000	\$2.42	\$0.00
Innovation Investments, LLC	10/15/2009	\$2,180,700.00		900,000	\$2.42	\$0.00
John Chynoweth	8/12/2009	\$609,000.00	3,000,000		\$0.20	\$0.00
Gen-X Energy Group, Inc.	8/14/2009	\$1,015,000.00		500,000	\$2.03	\$0.00
Scott Johnson	12/29/2009	\$262,500.00		125,000	\$2.10	\$0.00
Ramon Benavides	12/29/2009	\$262,500.00		125,000	\$2.10	\$0.00
Jamie Adams	12/29/2009	\$262,500.00		125,000	\$2.10	\$0.00
John Forrest	12/29/2009	\$262,500.00		125,000	\$2.10	\$0.00
		\$9,571,375.00	18,750,000	7,900,000		\$0.00

**Shares Outstanding at 12-31-09**

49,709,162 7,900,000

**Conversion of Preferred to Common (10:1)**

Hugh Adams	3/11/2010	n/a	2,000,000	(200,000)	n/a	\$0.00
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**Issuances for Services**

Kim Blackmon	3/31/2010	\$975,000.00	5,000,000	0	\$0.20	\$0.00
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**Shares Outstanding at 12-31-10**

56,709,162 7,700,000

**Item 18: Material Contracts**

The company has no material contracts that will be required of or performed by them that are not in the normal course of business

**Item 19: Articles of Incorporation and Bylaws**

The Articles of Incorporation and the Bylaws are attached hereto.

**Item 20: Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

The Company did not purchase any Equity Securities by the Issuer or Affiliated Purchaser.

**Item 21: Issuers Certifications**

I, J. Michael Parsons, certify that:

1. I have reviewed this Initial Disclosure Statement of Clean Energy Pathways, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: February 15, 2011



Name: J. Michael Parsons

Title: President and CEO