

Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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**IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1990, c. S.5, AS AMENDED**

And

**IN THE MATTER OF XI BIOFUELS INC.,
BIOMAXX SYSTEMS INC., RONALD DAVID CROWE
AND VERNON P. SMITH**

**ORDER
Section 127(7)**

WHEREAS on November 22, 2007, the Ontario Securities Commission (the "Commission") issued a Temporary Order pursuant to section 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c.S.5, as amended (the "Act") that all trading by XI Biofuels Inc. ("XI") and Biomaxx Systems Inc. ("Biomaxx") shall cease, that the Respondents cease trading in all securities and that the exemptions contained in Ontario securities law do not apply to the Respondents (the "Temporary Order");

AND WHEREAS the Commission further ordered that pursuant to subsection 127(6) of the Act, the Temporary Order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission;

AND WHEREAS on November 22, 2007, the Commission issued a Notice of Hearing to be held on December 7, 2007 at 10:00 a.m., to consider, among other things, the extension of the Temporary Order;

AND WHEREAS on December 7, 2007, the Respondents requested an adjournment of this matter;

AND WHEREAS the Respondents have agreed to extend the Temporary Order during the period of the adjournment without prejudice to their ability to argue the merits of the grounds for granting the Temporary Order;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order; and

AND WHEREAS by Commission order made April 4, 2007 pursuant to section 3.5(3) of the *Act*, the Commission authorized each of W. David Wilson, James E.A. Turner, Lawrence E. Ritchie, Robert L. Shirriff, Harold P. Hands, Paul K. Bates and David L. Knight, acting alone, to exercise the powers of the Commission to make temporary orders under s. 127 of the Act.

IT IS ORDERED pursuant to subsection 127(7) of the Act that the Temporary Order is extended to March 25, 2008; and

IT IS FURTHER ORDERED that the Hearing is adjourned to March 25, 2008.

Dated at Toronto this 7th day of December, 2007

“Robert L. Shirriff”

Robert L. Shirriff