



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
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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**

AND

**IN THE MATTER OF XIIVA HOLDINGS INC. CARRYING ON BUSINESS
AS XIIVA HOLDINGS INC., XI ENERGY COMPANY, XI ENERGY
AND XI BIOFUELS**

**ORDER
Section 127**

WHEREAS on November 22, 2007, the Ontario Securities Commission (the “Commission”) issued a Temporary Order pursuant to subsections 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 XI, Biomaxx, Ronald David Crowe (“Crowe”) and Vernon P. Smith (“Smith”) (the “XI Respondents”) cease trading in all securities and that the exemptions contained in Ontario securities law do not apply to these Respondents (the “XI Temporary Order”);

AND WHEREAS on December 14, 2007, the Commission issued a Temporary Order (the “Xiiva Temporary Order”) pursuant to subsections 127(1) and (5) of the Act that all trading in securities of Xiiva Holdings Inc. (“Xiiva”), incorrectly described at paragraph 1 of the Xiiva Temporary Order as XI Holdings Inc., shall cease and that the exemptions contained in Ontario securities law do not apply to it;

AND WHEREAS the Commission issued Notices of Hearing to consider, among other things, the extension of the XI Temporary Order (the “XI Hearing”) and the Xiiva Temporary Order (the “Xiiva Hearing”);

AND WHEREAS the Temporary Orders were extended and the XI Hearing and the Xiiva Hearing (collectively, the “Hearings”) were adjourned from time to time;

AND WHEREAS the Hearings were heard by the Commission on June 20, 2008 and orders were made by the Commission extending the Temporary Orders to September 22, 2008 and adjourning the Hearings for the extension of the Temporary Orders beyond September 22, 2008 to September 19, 2008;

AND WHEREAS the corporate Respondents were petitioned into bankruptcy on or about May 21, 2008 (the “bankruptcy”);

AND WHEREAS Staff of the Commission and the trustee in bankruptcy for the corporate Respondents (the “Trustee”) have agreed to a hearing date of October 17, 2008 with the Commercial List of the Superior Court of Justice of Ontario regarding the bankruptcy at which time Staff of the Commission anticipate bringing a motion for advice and directions in relation to the bankruptcy;

AND WHEREAS Staff of the Commission, the individual Respondents and the Trustee consent to adjourn the Hearings to a date following the October 17, 2008 hearing before the Commercial List and have agreed on a date of October 21, 2008 and to extend the Temporary Orders to October 22, 2008, without prejudice to any arguments which the individual Respondents or the Trustee may raise as a consequence thereof;

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

IT IS ORDERED that the Temporary Orders are extended to October 22, 2008;

IT IS FURTHER ORDERED that the Hearings for the extension of the Temporary Orders beyond October 22, 2008 are adjourned to October 21, 2008 at 10:00 a.m.

DATED at Toronto this 19th day of September, 2008.

“Patrick LeSage”

“Wendell S. Wigle”

“David L. Knight”

Patrick LeSage

Wendell S. Wigle

David L. Knight