

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

And

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

**TEMPORARY ORDER
Section 127(1) & 127(5)**

WHEREAS it appears to the Ontario Securities Commission that:

1. XI Holdings Inc. ("Xiiva") is an Ontario corporation with a registered office in Mississauga. XI Energy Company is the operating name of Xiiva;
3. Securities of Xiiva have been issued to residents of, among other places, Ontario the United States, Europe, Asia, Africa and Australia by representatives of Xiiva;
4. Share certificates in respect of the issuance of these securities were prepared in the name of Xiiva, Xiiva operating as XI Energy and Xiiva operating as XI Biofuels;
5. No prospectus receipt has been issued for Xiiva;
6. There is no record of Xiiva having been registered under the Securities Act, R.S.O. 1990, c. S.5, as amended (the "Act") or having made any filings pursuant to Rule 45-106 in reliance on a prospectus exemption under the Act;
7. No exemptions from the registration and prospectus requirements under the Act appear to apply to Xiiva or to the shares of Xiiva;
8. Staff of the Commission ("Staff") are conducting an investigation into the trading of Xiiva and it appears that Xiiva may be conducting a distribution of securities without complying with s. 53 of the Act and without entitlement to an exemption from the Act's prospectus requirements;

9. In addition, representatives of Xiiva may be trading in securities without the necessary registration under s. 25 of the Act;
10. Representatives of Xiiva may be making prohibited representations to investors, contrary to s. 38 of the Act, in order to effect sales of Xiiva shares;

AND WHEREAS the Commission is of the opinion that the time required to conclude a hearing could be prejudicial to the public interest as set out in s. 127(5) of the Act;

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

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 clause 2 of subsection 127(1) of the Act that all trading in securities of Xiiva shall cease;

IT IS FURTHER ORDERED that pursuant to clause 3 of subsection 127(1) of the Act that the exemptions contained in Ontario securities law do not apply to Xiiva;

IT IS FURTHER ORDERED that pursuant to subsection 127(6) of the Act this order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission.

Dated at Toronto this 14th day of December, 2007

"James E. A. Turner"

Vice-Chair