



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 XI Respondents and the Xiiva Respondents (collectively, the “Respondents”) served a notice of motion returnable on March 25, 2008 in respect of the XI Temporary Order and the Xiiva Temporary Order (collectively, the “Temporary Orders”) and other matters including a constitutional question (the “Respondents’ Motion”);

AND WHEREAS the Temporary Orders were extended and the XI Hearing, the Xiiva Hearing and the Respondents' Motion (collectively, the "Hearings") were adjourned from time to time;

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

AND WHEREAS, on June 12, 2008, the trustee in bankruptcy of the corporate Respondents (the "Trustee") moved for an order declaring that the Hearings be stayed under the *Bankruptcy and Insolvency Act* (the "BIA");

AND WHEREAS, on June 12, 2008, the corporate and individual Respondents withdrew the Respondents' Motion, including the constitutional question;

AND WHEREAS, on June 12, 2008, the Trustee took no position regarding the continuation of the Temporary Orders against the corporate Respondents;

AND WHEREAS Staff of the Commission made submissions regarding the continuation of the Temporary Order against all of the Respondents and counsel for the individual Respondents made submissions regarding the continuation of the Temporary Orders against the individual Respondents;

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

IT IS ORDERED that the motion of the Trustee that the Hearings be stayed is dismissed;

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

IT IS FURTHER ORDERED that the XI Hearing and the Xiiva Hearing for the extension of the Temporary Orders beyond September 22, 2008 are adjourned to September 19, 2008 at 10:00 a.m.

DATED at Toronto this 12th day of June, 2008.

"Patrick LeSage"

Patrick J. LeSage, QC

"Wendell Wigle"

Wendell S. Wigle, QC

"David Knight"

David L. Knight, FCA