

**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**

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

WHEREAS it appears to the Ontario Securities Commission that:

1. XI Biofuels Inc. (“XI”) is an Ontario corporation with a registered office in Mississauga;
2. Biomaxx Systems Inc. (“Biomaxx”) is an Ontario corporation with a registered office in Toronto;
3. Ronald David Crowe (“Crowe”) is the President, Secretary, Treasurer and the sole director of XI. Crowe is also the President, Secretary, Treasurer and a director of Biomaxx;
4. Vernon P. Smith (“Smith”) is a business associate of Crowe and appears to be assisting Crowe in operating XI. Smith was formerly a director and the Treasurer of Biomaxx. In December 2005, Smith was ordered to cease trading in all securities by the Alberta Securities Commission for a period of 5 years;
5. Securities of XI have been sold to residents of the United States by representatives of XI;
6. The United States Securities and Exchange Commission has suspended trading in shares of Biomaxx;

7. No prospectus receipt has been issued for XI or Biomaxx;
8. No exemptions from the registration and prospectus requirements under the Act appear to apply to the shares of XI or Biomaxx;
9. Staff of the Commission (“Staff”) are conducting an investigation into the trading of XI and Biomaxx, and based on the information collected by Staff to date, it appears that XI and Biomaxx may be conducting a distribution of securities without complying with s. 53 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) and without entitlement to an exemption from the Act’s prospectus requirements;
10. In addition, Staff investigation has revealed that representatives of XI may be trading in securities without the necessary registration under s. 25 of the Act;
11. Staff’s investigation has further revealed that representatives of XI may be making prohibited representations to investors, contrary to s. 38 of the Act, in order to effect sales of XI 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 by XI shall cease;

IT IS FURTHER ORDERED pursuant to clause 2 of subsection 127(1) of the Act that all trading by Biomaxx shall cease;

IT IS FURTHER ORDERED that pursuant to clause 2 of subsection 127(1) of the Act that the Respondents cease trading in all securities;

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 the Respondents;

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 22nd day of November, 2007

“L. E. Ritchie”
