

**IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1990, c. S.5, as amended**

- and -

**IN THE MATTER OF AFFINITY FINANCIAL GROUP INC.,
INTERNATIONAL STRUCTURED PRODUCTS INC., AFFINITY RESTRICTED
SECURITIES INC., DIONYSUS INVESTMENTS LTD., BRIAN KEITH
MCWILLIAMS, DAVID JOHN LEWIS and LOUIS SAPI**

ORDER

WHEREAS on September 19, 2005 the Ontario Securities Commission (the "Commission") issued a Notice of Hearing and Statement of Allegations pursuant to sections 127 and 127.1 of the Securities Act, R.S.O. 1990 c.S-5, as amended (the "Act") in respect of Affinity Financial Group Inc. ("Affinity"), International Structured Products Inc. ("ISP"), Affinity Restricted Securities Inc. ("ARS"), Dionysus Investments Ltd. ("Dionysus"), Brian Keith McWilliams, David John Lewis and Louis Sapi;

AND WHEREAS Affinity, ISP, ARS and Dionysus (together, the "Affinity Respondents") entered into a settlement agreement with Staff of the Commission dated September 19, 2005 (the "Settlement Agreement") in which they agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND UPON reviewing the Settlement Agreement and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for the Affinity Respondents and from counsel for Staff of the Commission;

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

IT IS THEREFORE ORDERED THAT:

1. the Settlement Agreement dated September 19, 2005 attached to this Order is approved;
2. pursuant to clause 1 of subsection 127(1) of the Act, the registration of ISP under Ontario securities law is terminated;

3. pursuant to clause 2 of subsection 127(1) of the Act, the Affinity Respondents are permanently prohibited from trading in securities; and
4. pursuant to clause 3 of subsection 127(1) of the Act, the exemptions contained in Ontario securities law do not apply to the Affinity Respondents permanently.

DATED at Toronto this 21st day of September, 2005

"Robert L. Shirriff"

Robert L. Shirriff

"Carol S. Perry"

Carol S. Perry