

**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**

**NOTICE OF HEARING
(Section 127)**

TAKE NOTICE that the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to section 127 of the *Securities Act* (the “Act”) at the offices of the Commission located on the 17th floor, 20 Queen Street West, Toronto on Wednesday, September 21, 2005 at 2:00 pm or as soon thereafter as the hearing can be held;

TO CONSIDER whether, pursuant to section 127 and 127.1 of the Act, it is in the public interest for the Commission to make an order that:

- (a) the settlement agreements in this matter dated September 19, 2005 be approved;
- (b) the registration of International Structured Products Inc. (“ISP”), Brian Keith McWilliams (“McWilliams”) and David John Lewis (“Lewis”) be terminated;

- (c) trading in any securities by Affinity Financial Group Inc, (“Affinity”), ISP, Affinity Restricted Securities Inc. (“ARS”) and Dionysus Investments Ltd. (“Dionysus”), cease permanently;
- (d) the exemptions contained in Ontario securities law do not apply to Affinity, ISP, ARS and Dionysus permanently;
- (e) McWilliams, Lewis and Louis Sapi (“Sapi”) be required to resign any positions that they hold as a director or officer of a registrant;
- (f) McWilliams, Lewis and Sapi be permanently prohibited from acting as a director or officer of a registrant; and
- (g) McWilliams, Lewis and Sapi be required to pay the costs of the investigation of this matter.

BY REASON OF the allegations set out in the Statement of Allegations dated September 19, 2005 and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by counsel at the hearing;

AND TAKE FURTHER NOTICE that upon the failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of that party and such party is not entitled to any further notice of the proceeding.

DATED at Toronto this 19th day of September, 2005

”Daisy Aranha”_____

per: John Stevenson

A/Secretary to the Commission

TO: Gowling Lafleur Henderson LLP
Suite 4900
Commerce Court West
Toronto, Ontario
M5L 1J3

Scott Kugler
Tel. (416) 369-7107
Fax (416) 862-7661

**Solicitors to Affinity Financial Group Inc., International Structured
Products Inc, Affinity Restricted Securities Inc and Dionysus
Investments Ltd.**

AND TO: Klein Zigler LLP
Suite 2929
390 Bay Street
Toronto, Ontario
M5H 2Y2

James Klein
Tel. (416) 366-9494
Fax (416) 366-9442

Solicitors to Brian McWilliams

AND TO: Levine Sherkin Boussidan LLP
Suite 200
4211 Yonge Street
Toronto, Ontario
M2P 2A9

Messod Boussidan
Tel (416) 224-2400
Fax (416) 224-2408

Solicitors to David Lewis

AND TO: Paliare Roland Rosenberg Rothstein LLP
Suite 501
250 University Avenue
Toronto, Ontario
M5H 3E5

Meghan Shortreed
Tel. (416) 646-4308
Fax (416) 646-4301

Solicitors to Louis Sapi