

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

- AND -

**IN THE MATTER OF
DJL CAPITAL CORP. AND DENNIS JOHN LITTLE**

**ORDER
(Sections 127 and 127.1)**

WHEREAS on October 13, 1999 and January 11, 2000 the Ontario Securities Commission (the "Commission") issued Notices of Hearing pursuant to sections 127 and 127.1 of the *Securities Act* (the "Act") in respect of DJL Capital Corp. ("DJL Capital") and Dennis John Little ("Little");

AND WHEREAS the respondents DJL Capital and Little entered into a settlement agreement dated March 11, 2003 (the "Settlement Agreement") wherein they agreed to a proposed settlement of the proceedings commenced by the Notices of Hearing, subject to the approval of the Commission, and wherein Little provided to the Commission a written undertaking never to apply for registration in any capacity under Ontario securities law;

AND UPON reviewing the Settlement Agreement and the Statements of Allegations of Staff of the Commission, and upon hearing submissions from the respondent and from 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 ORDERED THAT:

- (1) the Settlement Agreement dated March 11, 2003, attached to this Order, is hereby approved;

- (2) pursuant to clause 2 of subsection 127(1) of the Act, DJL Capital and Little will cease trading securities permanently effective the date of this Order, with the exception that, after five years from the date of the approval of this settlement, Little is permitted to trade securities through a registered dealer for the account of his registered retirement savings plan (as defined in the *Income Tax Act (Canada)*);
- (3) pursuant to clause 7 of subsection 127(1) of the Act, Little shall resign his position as an officer or director of any issuer which has an interest directly or indirectly in any registrant effective the date of this Order. Little shall resign his position as an officer or director of any issuer in which Little holds the position of an officer or director effective 180 days from the date of this Order. The 180 day period is to permit Little to wind up the following companies in which he holds the position as sole officer or director:
- DJL Capital Corp.
 - Heritage Arabian Farms Ltd.
 - Heritage Egyptian Arabian Management 1 Inc.
 - Heritage Egyptian Arabian Bloodstock Investments XII Inc.
 - Heritage Egyptian Arabian Bloodstock Investments XI Inc.
 - Heritage Egyptian Arabian Bloodstock Investments X Inc.
 - Heritage Egyptian Arabian Bloodstock Investments IX Inc.
 - Heritage Egyptian Arabian Bloodstock Investments VII Inc.
 - Heritage Egyptian Arabian Bloodstock Investments VI Inc.
 - Heritage Egyptian Arabian Bloodstock Investments III Inc.
 - Heritage Egyptian Arabian Bloodstock Investments II Inc.
 - Heritage Egyptian Arabian Bloodstock Investments I Inc.
 - Diversified Corporate Benefits Limited
 - 1510259 Ontario Limited
- (4) pursuant to clause 8 of subsection 127(1) of the Act, Little is prohibited permanently

from becoming or acting as an officer or director of any issuer which has an interest directly or indirectly in any registrant and from becoming an officer or director of any issuer effective the date of this Order. Little is prohibited permanently from acting as an officer or director of any issuer effective 180 days after the date of the Order of the Commission approving this settlement; and

- (5) pursuant to clause 6 of subsection 127(1) of the Act, Little is reprimanded.

DATED at Toronto this 20th day of March, 2003

“Paul Moore”

Paul Moore

“Derek Brown”

Derek Brown