

**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  
BRIAN KEITH MCWILLIAMS**

**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., International Structured Products Inc., Affinity Restricted Securities Inc., Dionysus Investments Ltd., Brian Keith McWilliams ("McWilliams"), David John Lewis and Louis Sapi;

**AND WHEREAS** McWilliams entered into a settlement agreement with Staff of the Commission dated September 19, 2005 (the "Settlement Agreement") in which he 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 McWilliams 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, McWilliams' registration under Ontario securities law is terminated;

3. pursuant to clause 7 of subsection 127(1) of the Act, McWilliams must resign any positions that he holds as a director or officer of a registrant;
4. pursuant to clause 8 of subsection 127(1) of the Act, McWilliams is permanently prohibited from acting as a director or officer of a registrant;  
and
5. pursuant to section 127.1 of the Act, McWilliams must pay the sum of \$10,000.00 towards the costs of the investigation of this matter.

**DATED** at Toronto this 21st day of September, 2005

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"Robert L. Shirriff"  
Robert L. Shirriff

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"Carol S. Perry"  
Carol S. Perry