

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

E-SMART TECHNOLOGIES, INC., *et al.*,

Defendants.

Civil Action No. 11-895 (JEB)

ORDER

As set forth in the accompanying Memorandum Opinion and the Court's Memorandum Opinion of October 13, 2015, see ECF Nos. 785 and 786, the Court ORDERS that:

1. Plaintiff's request to permanently enjoin Defendants from violating the securities laws is GRANTED as follows:
 - a. E-Smart Technologies, Inc., is hereby permanently enjoined from violating Securities Act sections 5(a) and (c) and Exchange Act sections 10(b), 13(a), 13(b)(2)(A) and (B) and Rules 10b-5, 12b-20, 13a-1, 13a-11, and 13a-13;
 - b. Mary A. Grace is hereby permanently enjoined from violating Securities Act sections 5(a) and (c) and Exchange Act sections 10(b) and 16(a) along with Rules 10b-5 and 16a-3, and from aiding or abetting violations of Exchange Act sections 13(a), 13(b)(2)(A) and (B) and Rules 12b-20, 13a-1, 13a-11, and 13a-13;
 - c. Tamio Saito is hereby permanently enjoined from violating Exchange Act sections 10(b) and 16(a) and Rules 10b-5 and 16a-3; and

- d. IVI Smart Technologies, Inc., and Intermarket Ventures, Inc., are hereby permanently enjoined from violating Securities Act sections 5(a) and (c);
2. Plaintiff's request for an injunction barring Defendants Grace and Saito from serving as officers and directors of securities issuers is GRANTED as follows:
 - a. Grace is hereby enjoined from serving as an officer or director for 10 years from the date of this Order; and
 - b. Saito is hereby enjoined from serving as an officer or director for 5 years from the date of this Order;
3. Plaintiff's request for an injunction barring Defendants Grace and Saito from participating in an offering of penny-stock is GRANTED as follows:
 - a. Grace is hereby barred from participating in any penny-stock offering for 10 years from the date of this Order; and
 - b. Saito is hereby barred from participating in any penny-stock offering for 5 years from the date of this Order;
4. Plaintiff's request for disgorgement and prejudgment interest against Saito is DENIED;
5. Plaintiff's request for disgorgement and prejudgment interest against e-Smart, IVI, Intermarket, and Grace is GRANTED as follows:
 - a. E-Smart, IVI, Intermarket, and Grace are jointly and severally liable for disgorging \$15,117,286 relating to their Securities Act Section 5 violation (comprising \$11,310,256 principal and \$3,807,030 interest);
 - b. E-Smart must disgorge \$6,269,186 relating to its two Exchange Act violations (comprising \$5,043,444 principal and \$1,225,742 interest); and

- c. Grace is, on account of her single Exchange Act violation, jointly and severally liable with e-Smart for disgorging \$329,386 of the \$6,269,186 total disgorgement figure (comprising \$264,985 principal and \$64,401 interest);
6. Plaintiff's request for third-tier civil penalties is GRANTED as follows:
 - a. E-Smart shall pay \$1,950,000;
 - b. IVI shall pay \$650,000;
 - c. Intermarket shall pay \$650,000;
 - d. Saito shall pay \$130,000; and
 - e. Grace shall pay \$2,000,000;
7. Plaintiff's request that it be permitted to later move for establishment of a Fair Fund is GRANTED; and
8. Plaintiff's [811] Motion to Seal is GRANTED, the documents having already been filed under seal pursuant to Plaintiff's Motion for Summary Judgment, ECF No. 324, Attachment Nos. 13 & 15.

IT IS SO ORDERED.

/s/ James E. Boasberg
JAMES E. BOASBERG
United States District Judge

Date: January 14, 2016