

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 59604 / March 19, 2009

INVESTMENT ADVISERS ACT OF 1940
Release No. 2854 / March 19, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13413

In the Matter of

JEANNE M. ROWZEE,

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 203(f) OF THE
INVESTMENT ADVISERS ACT OF 1940
AND RULE 102(e) OF THE
COMMISSION'S RULES OF PRACTICE
MAKING FINDINGS AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission ("Commission") deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 203(f) of the Investment Advisers Act of 1940 ("Advisers Act") and Rule 102(e)(3)(i) of the Commission's Rules of Practice against Jeanne M. Rowzee ("Respondent" or "Rowzee").¹

II.

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any attorney . . . who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over her and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 203(f) of the Investment Advisers Act of 1940 and Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Rowzee, age 49, resides in Irvine, California. She is a licensed California attorney who maintained a solo practice. Rowzee held herself out as a securities “expert,” and purported to screen purported PIPE (“private investment in public equity”) investments and then advised investors on the value of the PIPE investments and their purchase. As compensation for this service, Rowzee received 25% of the purported returns paid to investors. Rowzee provided advice to investors about PIPEs on a regular basis for approximately three years. In addition, Rowzee represented a witness in connection with at least one Commission investigation.

2. On September 15, 2008, the Commission filed a complaint against Rowzee in SEC v. Jeanne M. Rowzee, et al. (Civil Action No. SACV 08-1025 DOC (ANx)). On December 31, 2008, the court entered an order permanently enjoining Rowzee, by consent, from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”), Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 thereunder, and Sections 206(1) and 206(2) of the Advisers Act.

3. The Commission’s complaint alleged, among other things, that, in connection with the fraudulent offer and sale of \$52.7 million of securities to approximately 150 investors, Rowzee falsely promised investors that she would invest in purported PIPE investments, and promised returns of 19% to 54% within 12 to 16 weeks. The complaint also alleged that Rowzee defrauded investment adviser clients and misappropriated investor funds. The complaint further alleged that Rowzee sold unregistered securities.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Rowzee’s Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Rowzee is suspended from appearing or practicing before the Commission as an attorney.

B. Pursuant to Section 203(f) of the Advisers Act, Respondent Rowzee be, and hereby is barred from association with any investment adviser.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Elizabeth M. Murphy
Secretary