

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 59931 / May 15, 2009

INVESTMENT ADVISERS ACT OF 1940
Release No. 2874 / May 15, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13381

In the Matter of

WEALTHWISE, LLC, and
JEFFREY A. FORREST,

Respondents.

**ORDER MAKING FINDINGS AND IMPOSING
REMEDIAL SANCTIONS PURSUANT TO
SECTION 15(b) OF THE SECURITIES
EXCHANGE ACT OF 1934 AND SECTIONS
203(e) AND 203(f) OF THE INVESTMENT
ADVISERS ACT OF 1940**

I.

On February 25, 2009, the Securities and Exchange Commission (“Commission”) entered an Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Sections 203(e) and 203(f) of the Investment Advisers Act of 1940 and Notice of Hearing against respondents Jeffrey A. Forrest (“Forrest”) and WealthWise, LLC (“WealthWise”) (collectively, “Respondents”).

II.

Respondents have submitted Offers of Settlement (the “Offers”) 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 them and the subject matter of these proceedings, and the findings contained in Section III.3 below, which are admitted, Respondents consent to the entry of this Order Making Findings and Imposing

Remedial Sanctions Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Sections 203(e) and 203(f) of the Investment Advisers Act of 1940 (“Order”), as set forth below.

III.

On the basis of this Order and Respondents’ Offers, the Commission finds that:

1. WealthWise is a California limited liability company and investment adviser based in San Luis Obispo, California that has been registered with the Commission (File No. 801-44264) since December 15, 1997. WealthWise provides investment advisory services from its main office in San Luis Obispo and branch offices in Ogden, Utah; Westlake Village, California; and San Diego, California. From April 2005 through September 2007, the portion of time in which WealthWise, through Forrest engaged in the conduct underlying the complaint, WealthWise had approximately \$80 million in assets under management.

2. Forrest was WealthWise’s president, chief executive officer, and chief compliance officer from April 2005 through September 2007, when WealthWise and Forrest engaged in the conduct underlying the complaint. For a portion of the time in which Forrest engaged in the conduct underlying the complaint, he was associated with Associated Securities Corporation, a registered broker-dealer headquartered in El Segundo, California. Forrest, 53 years old, is a resident of San Luis Obispo, California.

3. On February 4, 2009, a final judgment was entered by consents against WealthWise and Forrest, permanently enjoining WealthWise and Forrest from future violations of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and Sections 206(1) and 206(2) of the Investment Advisers Act of 1940 (“Advisers Act”), in the civil action entitled Securities and Exchange Commission v. WealthWise, LLC, et al., Civil Action No. 2:08-cv-06278-GAF-SS, in the United States District Court for the Central District of California.

4. The Commission’s complaint alleged that, among other things, from April 2005 to October 2006, Forrest recommended that more than 60 WealthWise clients invest \$40 million in Apex Equity Options Fund, LP (“Apex”), a hedge fund managed by Thompson Consulting, Inc. (“TCI”) in Salt Lake City, Utah. The complaint also alleged that Forrest emphasized to WealthWise clients that Apex would protect their principal while generating 3% monthly returns through a purportedly innovative options trading method. Forrest failed to disclose, however, that WealthWise had a significant conflict of interest: pursuant to a side agreement between WealthWise and the president of TCI, WealthWise received a portion of the performance fee that Apex paid TCI for all WealthWise assets invested in Apex. The complaint further alleged that investments from WealthWise clients comprised over 90% of Apex’s assets, and between April 2005 and September 2007, WealthWise received an estimated \$388,401.80 in performance fees from TCI. Apex collapsed in August 2007 as a result of TCI’s risky trading strategy, and WealthWise clients lost almost their entire investments.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondents' Offers.

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act and Section 203(f) of the Advisers Act, that Forrest be, and hereby is barred from association with any broker, dealer, or investment adviser with the right to reapply for association after five (5) years to the appropriate self-regulatory organization, or if there is none, to the Commission;

Any reapplication for association by Forrest 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 Forrest, 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.

IT IS FURTHER ORDERED that pursuant to Section 203(e) of the Advisers Act, WealthWise's registration as an investment adviser is hereby revoked.

By the Commission.

Elizabeth M. Murphy
Secretary