

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ADMINISTRATIVE PROCEEDINGS RULINGS
Release No. 1678/August 7, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-15842

In the Matter of

TOTAL WEALTH MANAGEMENT, INC.,
JACOB KEITH COOPER,
NATHAN MCNAMEE, AND
DOUGLAS DAVID SHOEMAKER

STAY ORDER

The Securities and Exchange Commission (Commission) issued an Order Instituting Administrative and Cease-and-Desist Proceedings against Respondents on April 15, 2014, alleging violations of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Exchange Act Rule 10b-5; and Sections 206(1), 206(2), 206(4), and 207 of the Investment Advisers Act of 1940 (Advisers Act) and Advisers Act Rules 206(4)-2 and 206(4)-8. Respondents jointly filed a single Answer on May 12, 2014. The hearing is scheduled to begin in Los Angeles, California, on September 22, 2014.

On August 6, 2014, the parties filed a Joint Motion to Stay Proceeding stating that they have reached an agreement in principle on all major terms.

Ruling

I congratulate the parties on their successful negotiations and GRANT the Joint Motion to Stay Proceeding pursuant to Commission Rule of Practice 161(c)(2). 17 C.F.R. § 201.161(c)(2). The parties shall notify my Office if there are problems meeting the deadlines established by Rule 161(c)(2)(i)(A)-(B), or if the Commission rejects the Offer of Settlement.

Brenda P. Murray
Chief Administrative Law Judge