

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933

Release No. 9730 / February 23, 2015

SECURITIES EXCHANGE ACT OF 1934

Release No. 74353 / February 23, 2015

INVESTMENT ADVISERS ACT OF 1940

Release No. 4030 / February 23, 2015

INVESTMENT COMPANY ACT OF 1940

Release No. 31467 / February 23, 2015

Admin. Proc. File No. 3-15842

In the Matter of

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

ORDER GRANTING
EXTENSION

Chief Administrative Law Judge Brenda P. Murray has moved, pursuant to Commission Rule of Practice 360(a)(3),¹ for an extension of six months to issue the initial decision in these proceedings. As discussed below, we grant her motion.

On April 15, 2014, we issued an Order Instituting Administrative and Cease-and-Desist Proceedings ("OIP") against Total Wealth Management, Inc. ("Total Wealth"), a registered investment adviser; Jacob Keith Cooper, the co-founder, sole owner, and CEO of Total Wealth; Nathan McNamee, the current president and chief compliance officer of Total Wealth; and Douglas David Shoemaker, the co-founder and former chief compliance officer of Total Wealth.² The OIP alleges that Total Wealth, Cooper, McNamee, and Shoemaker violated federal securities anti-fraud provisions by, among other things, directing client money to investment

¹ 17 C.F.R. § 201.360(a)(3).

² *Total Wealth Mgmt., Inc.*, Securities Exchange Act Release No. 71948, 2014 WL 1438614 (Apr. 15, 2014).

funds that paid revenue-sharing fees and by collecting, and concealing their receipt of, those fees.³

The initial decision in these proceedings is currently due by February 17, 2015. In requesting an extension, Chief Judge Murray asserts that she has not yet held a hearing because she had stayed the proceedings for a prolonged period to allow for settlement negotiations and because of other settlement-related procedures.⁴ She requests an extension "to allow for further settlement negotiations and for a hearing if settlement proves impossible."

We adopted Rule of Practice 360(a) to enhance the timely and efficient adjudication and disposition of Commission administrative proceedings by setting deadlines for issuance of an initial decision.⁵ That rule provides, however, for deadline extensions under certain circumstances if supported by a motion from the Chief Administrative Law Judge and if it appears, as here, that "additional time is necessary or appropriate in the public interest."⁶

³ The OIP specifically alleges that: (i) Total Wealth, Cooper, McNamee, and Shoemaker willfully violated 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 Section 207 of the Investment Advisers Act of 1940; (ii) Total Wealth and Cooper willfully violated Advisers Act Sections 206(1), 206(2), and 206(4), and Rule 206(4)-8 thereunder; and (iii) Total Wealth willfully violated Advisers Act Section 206(4) and Rule 206(4)-2 thereunder. The OIP also alleges that: (i) McNamee and Shoemaker willfully aided and abetted and caused Total Wealth and Cooper's violations of Exchange Act Section 10(b) and Rule 10b-5(b) and Advisers Act Sections 206(1), 206(2), and 206(4) and Rule 206(4)-8; (ii) Cooper willfully aided and abetted and caused Total Wealth's violations of Exchange Act Section 10(b) and Rule 10b-5(b); and (iii) Cooper and McNamee willfully aided and abetted and caused Total Wealth's violations of Advisers Act Section 206(4) and Rule 206(4)-2.

⁴ Chief Judge Murray explains that on August 7, 2014, she stayed proceedings "based on the representation that the parties had reached an agreement in principle to settle the allegations in the OIP." She asserts that, on October 23, 2014, the Division of Enforcement notified her "that it had withdrawn the Offer of Settlement from Commission consideration based on new information it had received," and that she granted the Division "additional time to review documents regarding the source of Respondents' settlement funds." Chief Judge Murray asserts that she also set a prehearing conference for January 6, 2015, during which the Division stated that it was still unable to recommend settlement. Chief Judge Murray then ordered the parties to confer and report by January 16, 2015, whether settlement "was possible within the given schedule," and the Division reported back that it was "still unable to recommend settlement."

⁵ *See Adopting Release*, Exchange Act Release No. 48018, 2003 WL 21354791, at *2 (June 11, 2003) ("[T]he Commission has determined that timely completion of proceedings can be achieved more successfully through the adoption of mandatory deadlines and procedures designed to meet these deadlines.").

⁶ 17 C.F.R. § 201.360(a)(3).

Accordingly, IT IS ORDERED that the deadline for filing the initial decision in these proceedings is extended to August 17, 2015.

By the Commission.

Brent J. Fields
Secretary