

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

ADMINISTRATIVE PROCEEDINGS RULINGS
Release No. 2445/March 19, 2015

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

On April 15, 2014, the Securities and Exchange Commission (Commission) issued an Order Instituting Administrative and Cease-and-Desist Proceedings against Respondents Total Wealth Management, Inc. (Total Wealth), Jacob Keith Cooper (Cooper), Nathan McNamee (McNamee), and Douglas David Shoemaker (Shoemaker). The proceeding was stayed, due to the parties' representation that an agreement in principle had been reached, from August 7, 2014, until October 23, 2014, when the Division of Enforcement (Division) notified me that it had withdrawn the Offers of Settlement from Commission consideration. At a prehearing conference on January 6, 2015, the Division indicated that it would recommend the Commission accept Offers of Settlement from McNamee and Shoemaker. Based on that representation, on January 20, 2015, I set a prehearing schedule and hearing date only as to Total Wealth and Cooper. *Total Wealth Mgmt., Inc.*, Admin. Proc. Rulings Release No. 2234, 2015 SEC LEXIS 206. On February 11, 2015, I stayed the proceeding as to McNamee and Shoemaker. *Total Wealth Mgmt., Inc.*, Admin. Proc. Rulings Release No. 2306, 2015 SEC LEXIS 506.

On March 19, 2015, this Office received a Joint Motion to Stay Proceeding as to Respondent Total Wealth Management (Motion). The Motion requests that the proceeding be stayed as to Total Wealth, based upon the parties' agreement in principle to a settlement that will resolve the proceeding on all major terms.

For good cause shown, it is ORDERED that the Motion is GRANTED, and the proceeding as to Total Wealth is STAYED, subject to compliance with Commission Rule 161(c)(2), 17 C.F.R. § 201.161(c)(2), requiring that this Office be notified promptly if any of the requirements of the Rule are not met.

Brenda P. Murray
Chief Administrative Law Judge