

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

ADMINISTRATIVE PROCEEDINGS RULINGS
Release No. 1442/May 19, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-15842

In the Matter of

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

ORDER FOLLOWING
PREHEARING CONFERENCE

On April 15, 2014, the Securities and Exchange Commission (Commission) issued an Order Instituting Administrative and Cease-and-Desist Proceedings (OIP) against Respondents Total Wealth Management, Inc., Jacob Keith Cooper, Nathan McNamee, and Douglas David Shoemaker (collectively, Respondents), alleging violations of: Section 17(a) of the Securities Act of 1933 (Securities Act); 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. The OIP was served on April 21, 2014, in accordance with Rules 141(a)(2)(i) and (ii) of the Commission's Rules of Practice.¹ Respondents jointly filed a single Answer on May 12, 2014.

At a prehearing conference held on May 15, 2014, I agreed to the parties' proposal that the hearing begin in Los Angeles, California, on September 22, 2014. I consider Respondents' agreement with this hearing date as a waiver of their statutory right to have the hearing begin not earlier than thirty nor later than sixty days after service of the OIP, under Section 8A(b) of the Securities Act, Section 21C(b) of the Exchange Act, Section 203(k)(2) of the Advisers Act, and Section 9(f)(2) of the Investment Company Act of 1940.

I ORDER the following procedural schedule, which takes into account the parties' proposal discussed during the prehearing conference:

¹ Tracking information, available at www.USPS.com, shows that copies of the OIP were sent to Respondents, care of Jacko Law Group, PC (Jacko Law Group), and delivered on April 21, 2014. Jacko Law Group's Michelle L. Jacko participated in the prehearing conference, along with Elizabeth H. Baird, from Bingham McCutchen LLP, on behalf of Respondents. See 17 C.F.R. § 201.141(a).

- Aug. 4, 2014: The Division of Enforcement (Division) provides Respondents with witness list, list of exhibits that it intends to use as part of its direct case, and copies of those exhibits;
- Aug. 11, 2014 Respondents provide the Division with witness list, list of exhibits that they intend to use as part of their direct case, and copies of those exhibits;
- Aug. 18, 2014: Due date for Division's written expert witness report(s);
- Aug. 25, 2014: Due date for Respondents' written expert witness report(s);
- Sept. 15, 2014: Filing due date for prehearing briefs; and
- Sept. 22, 2014: Hearing will begin at 9:00 a.m. PDT in a courthouse to be designated in Los Angeles, California.

Except for the prehearing briefs, this prehearing exchange of information and material is informal. Only the prehearing briefs are to be filed with the Commission's Secretary to become part of the official record in the proceeding. See 17 C.F.R. § 201.151(b). Any stipulations can be presented at the initiation of the hearing.

Brenda P. Murray
Chief Administrative Law Judge