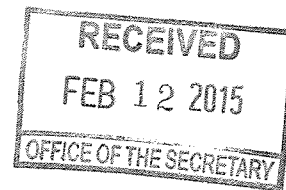


UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-15842

In the Matter of

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

Respondents.

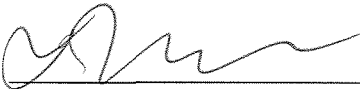
**JOINT MOTION TO STAY HEARING
PURSUANT TO RULE 161(c)(2)**

Pursuant to Rule 161(c)(2) of the Commission's Rules of Practice, 17 C.F.R. § 201.161(c)(2), the Division of Enforcement ("Division") and respondents Nathan McNamee ("McNamee") and Douglas David Shoemaker ("Shoemaker") respectfully move for a stay, as to McNamee and Shoemaker, of the hearing scheduled to commence on March 30, 2015, based upon the agreement in principle to a settlement on all major terms between the Division and respondents McNamee and Shoemaker.

Rule 161(c)(2) provides that upon filing of a joint motion notifying the hearing officer that the Division and one or more respondents have reached an agreement in principle on all major terms, the hearing officer shall grant a stay of the proceeding as to the settling respondent(s), or in the discretion of the hearing officer as to all respondents, pending completion of Commission consideration of the settlement offer. Counsel for the Division and McNamee and Shoemaker have reached an agreement in principle to a settlement on all major terms. The Division and McNamee and Shoemaker thus jointly request a stay of this proceeding as to respondents McNamee and Shoemaker only, pursuant to Rule of Practice 161(c)(2).

Dated: February 10, 2015

Respectfully submitted,

By: 
David J. Van Havermaat
John B. Bulgozdy
Carol R. Lally
Attorneys for Division of Enforcement
Securities and Exchange Commission
444 S. Flower, 9th Floor
Los Angeles, California 90071
Telephone: (323) 965-3866

By: _____
Nathan McNamee, *pro se*

By: _____
Douglas Shoemaker, *pro se*

Dated: February 10, 2015

Respectfully submitted,

By: _____

David J. Van Havermaat
John B. Bulgozdy
Carol R. Lally
Attorneys for Division of Enforcement
Securities and Exchange Commission
444 S. Flower, 9th Floor
Los Angeles, California 90071
Telephone: (323) 965-3866

By: _____

Nathan McNamee, *pro se*

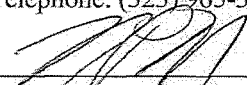
By:  _____

Douglas Shoemaker, *pro se*

Dated: February 10 2015

Respectfully submitted,

By: _____
David J. Van Havermaat
John B. Bulgozdy
Carol R. Lally
Attorneys for Division of Enforcement
Securities and Exchange Commission
444 S. Flower, 9th Floor
Los Angeles, California 90071
Telephone: (323) 965-3866

By:  _____
Nathan McNamee, *pro se*

By: _____
Douglas Shoemaker, *pro se*