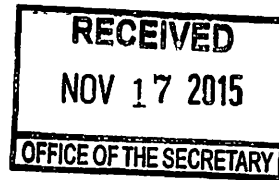


Jacob K. Cooper  
370 E Silver Hawk Ct  
Washington, UT 84780  
*pro se*



**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

In the Matter of

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

Respondents.

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15842**

**PETITION OF JACOB KEITH COOPER FOR REVIEW OF INITIAL DECISION**

Respondent Jacob Keith Cooper (“Cooper”) hereby submits this petition for review of the Initial Decision issued by the Chief Administrative Law Judge (“ALJ”) in this proceeding on August 17, 2015 (“Initial Decision”). The Commission should review Chief ALJ Murray’s Initial Decision because it is premised on erroneous legal conclusions and clearly erroneous findings of material fact. The errors include but are not limited to the following:

- The ALJ erred in finding and concluding that Cooper violated the Securities Act Section 17(a)(1)-(3). 15 U.S.C. § 77q(a).
- The ALJ erred in finding and concluding that Cooper violated the Exchange Act Section 10(b) and the corresponding Rule 10b-5(a)-(c). 15 U.S.C. § 78j(b); 17 C.F.R. § 240.10b-5(a)-(c).

- The ALJ erred in finding and concluding that Cooper violated the Advisers Act Section 206(1) and (2). 15 U.S.C. § 80b-6(1)-(2).
- The ALJ erred in finding and concluding that Cooper had the requisite scienter to violate the Securities Act Section 17(a)(1), the Exchange Act Section 10(b), Rule 10b-5(a)-(c), and the Advisers Act Section 206(1).
- The ALJ erred in finding and concluding that Cooper made material misstatements and omissions pursuant to the Exchange Act Section 10(b), Rule 10b-5(a)-(c), and the Securities Act Section 17(a)(2).
- The ALJ erred in finding and concluding that Cooper misstated the extent of his and Total Wealth Management, Inc.'s ("Total Wealth") due diligence.
- The ALJ erred in finding and concluding that Cooper employed a device, scheme, or artifice to defraud pursuant to the Exchange Act Section 10(b), Rule 10b-5(a), the Securities Act Section 17(a)(1), and the Advisers Act Section 206(1).
- The ALJ erred in finding and concluding that Cooper failed to disclose a conflict of interest and, thus, violated a fiduciary duty and the Advisers Act Section 206(1) and (2).
- The ALJ erred in finding and concluding that Cooper, to extent he violated and statutes, had the requisite scienter under either or both theories that his conduct was with awareness of how he misled investors or with extreme recklessness in misleading them.
- The ALJ erred in finding and concluding that Cooper willfully aided, abetted, and caused Total Wealth's violation of the Exchange Act Section 10(b) and Rule 10b-5.
- The ALJ erred in finding and concluding that Cooper violated the Advisers Act Section

206(4) and Rule 206(4)-8 by engaging in acts that were practice, or course of business which is fraudulent, deceptive, and manipulative.

- The ALJ erred in finding and concluding that Total Wealth willfully violated the Advisers Act Section 206(4) and Rule 206(4)-2 and Cooper aided and abetted the violation.
- The ALJ erred in finding and concluding that Cooper violated the Advisers Act Section 207 by willfully to making untrue statement of a material fact in registration applications and reports filed with the Commission under Section 203 or 204.
- The ALJ erred in barring Cooper from working in the securities industry pursuant to the Advisers Act Section 203(f) and the Investment Company Act Section 9(b).
- The ALJ erred in imposing a cease-and-desist order against Cooper pursuant to the Advisers Act Section 203(k), the Exchange Act Section 21C, and the Securities Act Section 8A.
- The ALJ erred in ordering disgorgement pursuant to the Advisers Act Section 203(j) and (k)(5), the Investment Company Act Section 9(e), the Exchange Act Sections 21B(e) and 21C(e), and the Securities Act Section 8A(e).
- The ALJ erred in ordering civil penalties against Cooper pursuant to the Advisers Act Section 203(i), the Investment Company Act Section 9(d), the Exchange Act Section 21B(a), and the Securities Act Section 8A(g).
- The ALJ erred in ordering Cooper pay prejudgment interest.
- The ALJ erred in denying Cooper's request to call witnesses at the hearing, denying his request to continue the proceedings and using the ALJ's own deadlines as a bases for the

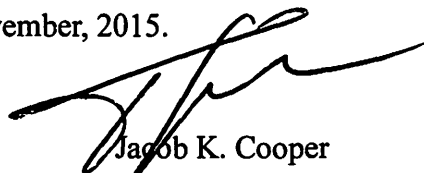
denials. These errors violated Cooper's right to due process.

- The ALJ erred in finding and concluding that Jeff Groves was not aware of Total Wealth's revenue sharing until August or September 2009 because he, in fact, was aware of the revenue sharing in February or March 2009, as evidenced by a draft Form ADV written by Groves at the earlier date.
- The ALJ erred in finding and concluding that Jeff Groves was terminated by Total Wealth for instructing Total Wealth that it must disclose revenue sharing fees in its ADV.

In addition to the forgoing, the Commission's appointment of ALJs violates Article II of the U.S. Constitution, which, in turn, renders the Initial Decision null and void.

For the foregoing reasons, the Commission should grant this petition for review.

DATED this 11 day of November, 2015.



Jacob K. Cooper  
*pro se*

**CERTIFICATE OF SERVICE**

Pursuant to Commission Rule of Practice 151 (17 C.F.R. § 201.151 ), I certify that the attached:

**PETITION OF JACOB KEITH COOPER FOR REVIEW OF INITIAL DECISION** was filed with the Office of the Secretary of the Commission and caused to be served upon the following parties as indicated below:

Securities and Exchange Commission Brent J. Fields, Secretary 100 F. Street, N.E. Mail Stop 1090 Washington, DC 20549-1090	<input type="checkbox"/> E-mail <input checked="" type="checkbox"/> U.S. Mail, Postage Prepaid <input type="checkbox"/> Hand Delivered <input type="checkbox"/> Overnight Mail <input type="checkbox"/> Facsimile
Honorable Brenda P. Murray Chief Administrative Law Judge Securities and Exchange Commission 100 F Street, N.E., Mail Stop 2557 Washington, DC 20549-2557	<input type="checkbox"/> E-mail <input checked="" type="checkbox"/> U.S. Mail, Postage Prepaid <input type="checkbox"/> Hand Delivered <input type="checkbox"/> Overnight Mail <input type="checkbox"/> Facsimile
Joshua A. Del Castillo, Esq. Allen Matkins Leck Gamble Mallory & Natsis 515 S. Figueroa Street, Ninth Floor Los Angeles, CA 90071	<input type="checkbox"/> E-mail <input checked="" type="checkbox"/> U.S. Mail, Postage Prepaid <input type="checkbox"/> Hand Delivered <input type="checkbox"/> Overnight Mail <input type="checkbox"/> Facsimile
Nathan McNamee [REDACTED] [REDACTED] Haslemere [REDACTED] United Kingdom	<input type="checkbox"/> E-mail [REDACTED] <input type="checkbox"/> Hand Delivered <input type="checkbox"/> Overnight Mail <input type="checkbox"/> Facsimile
David Douglas Shoemaker [REDACTED] San Diego, CA [REDACTED]	<input type="checkbox"/> E-mail <input checked="" type="checkbox"/> U.S. Mail, Postage Prepaid <input type="checkbox"/> Hand Delivered <input type="checkbox"/> Overnight Mail <input type="checkbox"/> Facsimile

Vincent J. Brown, Esq.  
8685 Rio San Diego Drive  
Suite 4130  
San Diego, CA 92108-6553

- E-mail
- U.S. Mail, Postage Prepaid
- Hand Delivered
- Overnight Mail
- Facsimile

JACOB KEITH COOPER