

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

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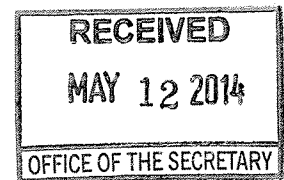
SECURITIES ACT OF 1933
Release No. 9575/ April 15, 2014

SECURITIES EXCHANGE ACT OF 1934
Release No. 71948/ April 15, 2014

INVESTMENT ADVISERS ACT OF 1940
Release No. 3818/ April 15, 2014

INVESTMENT COMPANY ACT OF 1940
Release No. 31017/ April 15, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-15842



In the Matter of :

TOTAL WEALTH MANAGEMENT, :

INC., JACOB KEITH COOPER, :

NATHAN MCNAMEE, AND :

DOUGLAS DAVID SHOEMAKER :

Respondents. :

**ANSWER OF RESPONDENTS TOTAL WEALTH MANAGEMENT, JACOB KEITH
COOPER, NATHAN MCNAMEE, AND DOUGLAS DAVID SHOEMAKER**

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Counsel for Respondents

Total Wealth Management, Inc., (“Total Wealth”), Jacob Keith Cooper, Nathan McNamee, and Douglas David Shoemaker, by and through undersigned counsel, answers the Order of the United States Securities and Exchange Commission (“SEC” or “Commission”) as follows. As to any allegation not specifically admitted, Respondents deny the allegation.

Answering the numbered paragraphs of the Order:

1. Respondents admit that Jacob Keith Cooper (“Cooper”) is the co-founder, sole-owner, and CEO of Total Wealth. Respondents deny that Nathan McNamee is a co-founder of Total Wealth and is its current chief compliance officer. Respondents admit that Douglas (not David) Shoemaker is the co-founder and former chief compliance officer of Total Wealth. The remaining allegations in this paragraph constitute the Commission’s characterization of the nature of its case and require no response. To the extent a response is required, Respondents deny the allegations.

2. The allegations in the first sentence of Paragraph 2 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in the first sentence of Paragraph 2, and therefore deny same. The remaining allegations in this paragraph constitute the Commission’s characterization of the nature of its case and require no response.

To the extent a response is required, Respondents deny the allegations.

3. The allegations in Paragraph 3 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 3, and therefore deny same. The remaining allegations in this paragraph constitute the Commission’s characterization

of the nature of its case and require no response. To the extent a response is required, Respondents deny the allegations.

4. Respondents deny that Total Wealth is a California corporation. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 4 and therefore deny same.

5. Respondents admit that Mr. Cooper resides in Washington, Utah. Respondents further admit that Mr. Cooper was the co-founder, sole owner, and is the current CEO of Total Wealth. Respondents deny that Mr. Cooper holds Series 6 or 63 licenses. Respondents deny the allegations in the fourth sentence of paragraph 5. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 5 and therefore deny same.

6. Respondents deny that Mr. McNamee lives in Hurricane, Utah. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 6 and therefore deny same.

7. Respondents admit that Mr. Shoemaker resides in San Diego, California and is the co-founder of Total Wealth. Respondents further admit that at some point in time Mr. Shoemaker served as chief compliance officer of Total Wealth. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 7 and therefore deny same.

8. Respondents deny that Altus Management is a California limited liability corporation. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 8 and therefore deny same.

9. Respondents deny that Altus Management is a California limited liability corporation. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 9 and therefore deny same.

10. Respondents deny that the various Altus Portfolio Series are California limited partnerships. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 10 and therefore deny same.

11. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 11 and therefore deny same.

12. Respondents deny that Financial Council, Inc. is a California Corporation. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 12 and therefore deny same.

13. Respondents deny that Pinnacle Wealth Group, Inc. is a California Corporation. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 13 and therefore deny same.

14. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 14 and therefore deny same.

15. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 15 and therefore deny same.

16. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 16 and therefore deny same.

17. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 17 and therefore deny same.

18. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 18 and therefore deny same.

19. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 19 and therefore deny same.

20. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 20 and therefore deny same.

21. To the extent that Paragraph 21 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 21 and therefore deny same.

22. To the extent that Paragraph 22 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 22 and therefore deny same.

23. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 23 and therefore deny same.

24. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 24 and therefore deny same.

25. To the extent that Paragraph 25 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 25 and therefore deny same.

26. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 26 and therefore deny same.

27. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 27 and therefore deny same.

28. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 28 and therefore deny same.

29. To the extent that Paragraph 29 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 29 and therefore deny same.

30. The allegations in Paragraph 30 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 30, and therefore deny same. The allegations in this paragraph constitute the Commission's characterization of the nature of its case and require no response. To the extent a response is required, Respondents deny the allegations.

31. To the extent that Paragraph 31 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 31 and therefore deny same.

32. To the extent that Paragraph 32 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge

to form a belief as to the truth of the remaining allegations in Paragraph 32 and therefore deny same.

33. To the extent that Paragraph 33 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 33 and therefore deny same.

34. To the extent that Paragraph 34 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 34 and therefore deny same.

35. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 35 and therefore deny same.

36. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 36 and therefore deny same.

37. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 37 and therefore deny same. Certain allegations in Paragraph 37 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

38. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 38 and therefore deny same.

39. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 39 and therefore deny same. Certain allegations in

Paragraph 39 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

40. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 40 and therefore deny same. Certain allegations in Paragraph 40 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

41. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 41 and therefore deny same. Certain allegations in Paragraph 41 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

42. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 42 and therefore deny same. Certain allegations in Paragraph 42 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same. To the extent that Paragraph 42 refers to documents, the documents speak for themselves and no response is required.

43. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 43 and therefore deny same. Certain allegations in Paragraph 43 constitute conclusions of law to which no response is required. To the extent a

response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

44. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 44 and therefore deny the same. Certain allegations in Paragraph 44 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same. To the extent that Paragraph 44 refers to documents, the documents speak for themselves and no response is required.

45. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 45 and therefore deny same. Certain allegations in Paragraph 45 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same. To the extent that Paragraph 45 refers to documents, the documents speak for themselves and no response is required.

46. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 46 and therefore deny same.

47. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 47 and therefore deny same.

48. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 48 and therefore deny same.

49. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 49 and therefore deny same.

50. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 50 and therefore deny same.

51. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 51 and therefore deny same.

52. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 52 and therefore deny same.

53. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 53 and therefore deny same. Certain allegations in Paragraph 53 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

54. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 54 and therefore deny same. Certain allegations in Paragraph 54 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

55. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 55 and therefore deny same.

56. To the extent that Paragraph 56 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 56 and therefore deny same.

57. To the extent that Paragraph 57 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 57 and therefore deny same.

58. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 58 and therefore deny same.

59. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 59 and therefore deny same.

60. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 60 and therefore deny same. Certain allegations in Paragraph 60 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

61. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 61 and therefore deny same. Certain allegations in Paragraph 61 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

62. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 62 and therefore deny same. Certain allegations in Paragraph 62 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

63. To the extent that Paragraph 63 refers to documents, the documents speak for themselves and no response is required. Respondents lack sufficient information or knowledge to form a belief as to the truth of the remaining allegations in Paragraph 63 and therefore deny same.

64. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 64 and therefore deny same.

65. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 65 and therefore deny same. Certain allegations in Paragraph 65 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

66. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 66, including subsections a-c, and therefore deny same. Certain allegations in Paragraph 66, including subsections a-c, constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

67. Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations in Paragraph 67 and therefore deny same. Certain allegations in Paragraph 67 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

68. The allegations in Paragraph 68 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

69. The allegations in Paragraph 69 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

70. The allegations in Paragraph 70 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

71. The allegations in Paragraph 71 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

72. The allegations in Paragraph 72 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

73. The allegations in Paragraph 73 constitute conclusions of law to which no response is required. To the extent a response is required, Respondents lack sufficient

information or knowledge to form a belief as to the truth of the allegations and therefore deny same.

AFFIRMATIVE DEFENSES

The Respondents assert the following affirmative defenses in response to the claims in the Order. By raising the following affirmative defenses, the Respondents do not assume the burden of proof for any claims where such burden is otherwise on the Commission. The Respondents expressly reserve the right to raise additional defenses, or to supplement or amend the following defenses, as this litigation proceeds.

First Affirmative Defense

The Order fails to state a claim upon which relief can be granted.

Second Affirmative Defense

The Order fails to plead fraud with the requisite particularity.

Third Affirmative Defense

The claims alleged in the Order are barred by the equitable doctrine of laches.

Fourth Affirmative Defense

The claims alleged in the Order are barred by the applicable statute of limitations.

Fifth Affirmative Defense

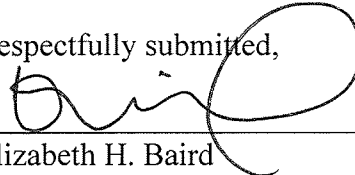
The claims alleged in the Order are barred by the equitable doctrines of waiver, estoppel and ratification.

Sixth Affirmative Defense

The Respondents reserve the right to amend the Answer to assert additional affirmative defenses if subsequent investigation and discovery warrants.

Dated: May 12, 2014

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Baird", is written over a horizontal line. The signature is stylized and cursive.

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