

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No. 2787; September 24, 2008

In the Matter of :
 :
Woodcock Financial Management Company, LLC :
10 Rockefeller Plaza, Suite 609 :
New York, New York 10020 :
 :
(803-192) :
 :

ORDER UNDER SECTION 202(a)(11)(G) OF THE INVESTMENT ADVISERS ACT OF 1940

Woodcock Financial Management Company, LLC filed an application on February 7, 2006, and amendments and restatements thereto on August 8, 2008, and August 25, 2008, for an order under section 202(a)(11)(G) of the Investment Advisers Act of 1940 (“Act”). The order would declare applicant and applicant’s employees acting within the scope of their employment to be persons not within the intent of section 202(a)(11) of the Act, which defines the term “investment adviser.”

On August 26, 2008, a notice of the filing of the application was issued (Investment Advisers Act Release No. 2772). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application and the amendments thereto, that applicant and applicant’s employees acting within the scope of their employment are persons not within the intent of section 202(a)(11) of the Act.

Accordingly,

IT IS ORDERED, under section 202(a)(11)(G) of the Act, that the requested exemption by Woodcock Financial Management Company, LLC (File No. 803-192) is hereby granted, effective immediately, subject to the conditions in the application as amended.

For the Commission, by the Division of Investment Management, under delegated authority.

Florence E. Harmon
Acting Secretary