

Item 1 – Cover Page

The Winthrop Corporation

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Milford, Connecticut 06461

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www.corporateinformation.com

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This Brochure provides information about the qualifications and business practices of The Winthrop Corporation. If you have any questions about the contents of this Brochure, please contact us at 203.783.4400. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about The Winthrop Corporation also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Item discusses only specific material changes that are made to the Brochure and provides clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past, we have offered information about our qualifications and business practices to clients on an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. Our last annual update of our Brochure occurred in March of 2011.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

The lone material change is that Gregory D. Smith assumed the role of Chief Compliance Officer.

Our Brochure may be requested by contacting Gregory D. Smith at 203.783.4400.

Additional information about The Winthrop Corporation is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with The Winthrop Corporation who are registered, or are required to be registered, as investment adviser representatives of The Winthrop Corporation.

Item 3 -Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes.....	ii
Item 3 – Table of Contents	iii
Item 4 – Advisory Business.....	1
Item 5 – Fees and Compensation.....	1
Item 6 – Performance-Based Fees and Side-By-Side Management	1
Item 7 – Types of Clients	1
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	1
Item 9 – Disciplinary Information	1
Item 10 – Other Financial Industry Activities and Affiliations	2
Item 11 – Code of Ethics	2
Item 12 – Brokerage Practices	2
Item 13 – Review of Accounts	2
Item 14 – Client Referrals and Other Compensation	2
Item 15 – Custody	2
Item 16 – Investment Discretion	3
Item 17 – Voting Client Securities	3
Item 18 – Financial Information	3

Item 4 – Advisory Business

Organized in 1955, The Winthrop Corporation (“TWC”) had been providing investment advisory services under the trade name Wright Investors’ Service since 1961. Early in 1996, management of TWC decided to incorporate Wright Investors’ Service, Inc. (“Wright”) as a wholly-owned subsidiary. Since all personnel remained employees of TWC, Wright contracts with TWC for TWC employees to perform all work for Wright.

TWC’s only advisory client is Wright. In addition to leasing its employees to Wright, TWC also provides Wright with research services, which Wright uses in providing investment advisory services to its clients. This research includes financial information, profiles and analyses on the world’s leading publicly owned companies. The data is updated continuously, providing a nearly real-time view of global corporate activity.

The principal owners of TWC are The School for Ethical Education, a non-profit organization organized in Connecticut, and Peter M. Donovan, Chief Executive Officer.

Item 5 – Fees and Compensation

TWC is reimbursed by Wright for the use of TWC’s employees.

Item 6 – Performance-Based Fees and Side-By-Side Management

TWC does not manage assets and therefore does not charge any performance-based fees.

Item 7 – Types of Clients

TWC’s only investment advisory client is Wright, a federally registered investment advisor.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

One of TWC’s basic research tools is the Worldscope database, one of the most extensive databases in the investment industry. Developed by TWC and now subject to TWC’s editorial oversight, Worldscope provides detailed financial information on the world’s leading publicly-owned corporations. In addition to generating profiles and analyses of these companies, TWC screens them using defined fundamental criteria. Most companies are assigned a Quality Rating, based on investment acceptance, financial strength, profitability and growth. TWC does not implement any investment strategies.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of TWC. TWC has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

TWC is the parent company of Wright, which is a federally registered investment advisor. Wright is the sole member of another federally registered investment adviser, WPAM that primarily serves individual clients. TWC is also the parent company of Wright Investors' Service Distributors, Inc. ("WISDI"), a registered member Broker-Dealer of FINRA. WISDI serves as the distributor and underwriter for Wright-managed mutual funds. WISDI limits its business to investment companies and the distribution of direct placement products. Certain executives, officers and employees of Wright are also registered representatives of WISDI.

Item 11 – Code of Ethics

TWC's management is committed to the principles of integrity and honesty in all of its business transactions, and expects all of its officers, directors and employees to adhere to these ideals in practice. Since TWC's employees perform services for Wright, compliance with Wright's Code of Ethics is deemed compliance with TWC's Code of Ethics. Under the Code of Ethics, employees have the duty at all times to place the interests of Wright's clients and shareholders of the Wright-managed mutual funds first. Employees may not in any respect take advantage of client transactions. While personnel of Wright are permitted to invest in securities for their own accounts, most transactions are subject to many restrictions, including preclearance procedures and reporting requirements. Wright's Chief Compliance Officer is charged with oversight of all aspects of the Code.

Currently, a copy of the Code of Ethics may be requested without charge by contacting Gregory D. Smith at 203.783.4400 or by writing to Gregory D. Smith, The Winthrop Corporation, 440 Wheelers Farms Road, Milford, Connecticut 06461-1847.

Item 12 – Brokerage Practices

TWC does not select or utilize brokers.

Item 13 – Review of Accounts

TWC does not review client accounts or financial plans.

Item 14 – Client Referrals and Other Compensation

TWC does not receive economic benefits from non-clients for providing investment advice or other advisory services to clients.

Item 15 – Custody

TWC does not have custody of client assets.

Item 16 – Investment Discretion

TWC does not accept discretionary authority to manage client assets.

Item 17 – Voting Client Securities

TWC does not and will not accept authority to vote client securities.

Item 18 – Financial Information

TWC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.