



WOOSTER CORTHELL
— WEALTH MANAGEMENT, INC. —



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Firm Brochure
(Part 2A of Form ADV)

This brochure provides information about the qualifications and business practices of Wooster Corthell Wealth Management, Inc. If you have any questions about the contents of this brochure, please contact us at: 860.430.9766. 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 Wooster Corthell Wealth Management, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Wooster Corthell Wealth Management, Inc. is a Registered Investment Advisor with the Securities and Exchange Commission. Registration does not imply a certain level of skill or training.

March 2, 2017

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually if material changes have occurred since the previous release of the Firm Brochure.

Material Changes since the Last Update on July 12, 2016

Brokerage Practices – Selecting Brokerage Firms: Clients who custody their assets at Charles Schwab & Co., Inc. (Schwab) open their accounts directly with Schwab. Wooster Corthell Wealth Management, Inc. (Wooster Corthell) does not open accounts on behalf of clients.

Brokerage Practices – Products and Services Available to Us from Schwab: This defines more clearly the products and services Schwab provides to Wooster Corthell and which of those products and services benefit Wooster Corthell's clients.

Client Referrals and Other Compensation – Other Compensation: Wooster Corthell receives an economic benefit from Schwab in the form of products and services they make available to us. The availability of these products and services is not based upon us giving particular investment advice, such as buying particular securities for our clients.

Custody – Deducting Advisory Fees from Your Account: According to regulations, Wooster Corthell has custody of your assets due to our ability to deduct management fees directly from your account. Your custodian maintains actual custody of your assets.

Custody – Account Statements: The custodian sends account statements directly to you via email or postal mail.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure without charge, please contact us at 860.430.9766.

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Advisory Business

Firm Description

Wooster Corthell Wealth Management, Inc. (Wooster Corthell) was founded in 1992.

Wooster Corthell is a fee-only investment management firm. The firm is not affiliated with entities that sell financial products or securities. No commissions or finder's fees are accepted.

The client always maintains asset control. Wooster Corthell does not act as a custodian of client assets. Wooster Corthell places trades for clients under a limited power of attorney granted by the client.

Principal Owners

The following principal owners own 25% or more of Wooster Corthell stock:
Alan D. Wooster, President

Types of Advisory Services

Wooster Corthell provides personalized confidential investment management services to individuals, families, retirement plans, trusts, charitable organizations and small businesses. Advice is provided through consultation with the client and includes a review of the client's goals, time horizons and comfort level with investing. For clients whose assets we manage, we may provide high level financial reviews including cash flow, college planning, retirement planning and estate planning.

Wooster Corthell provides investment supervisory services, also known as asset management. As part of this service, Wooster Corthell works with the client to determine an appropriate allocation of assets and assists the client with implementation.

Wooster Corthell does not provide a timing service.

As of December 31, 2016, Wooster Corthell manages approximately \$237.3 million in assets for approximately 233 clients. All assets are managed on a discretionary basis.

Tailored Relationships

The initial meeting, which may be by telephone, is free of charge and is considered an exploratory interview to determine the extent to which investment management may be beneficial to the client.

A written evaluation of each client's initial situation is provided to the client, which often includes a net worth statement. Personalized recommendations are provided to the client, who is under no obligation to implement them. Clients may impose restrictions on investing in certain securities or types of securities.

On more than an occasional basis, Wooster Corthell furnishes advice to clients on subjects not involving securities, such as financial planning, taxes, college, retirement and estate planning. Other professionals, e.g., lawyers, accountants, insurance agents, etc., are engaged directly by the client on an as-needed basis. Conflicts of interest are disclosed to the client in the unlikely event they should occur.

Types of Agreements

Advisory Agreements may not be assigned without client consent.

The following agreements define the typical client relationships.

Investment Management Agreement

Most clients choose to have Wooster Corthell manage their assets in order to obtain professional oversight of their investments. The scope of work and fee for investment management services are provided to the client in writing prior to the start of the relationship.

Assets are invested primarily in exchange traded funds and no-load mutual funds. Investments may also include individual stocks, bonds, certificates of deposit, US Treasuries and municipal securities.

Wooster Corthell does not generally recommend equity securities traded over-the-counter, warrants, commercial paper, sub-accounts of life insurance products such as those offered inside variable life insurance or variable annuities, options contracts on securities or commodities and/or partnerships investing in real estate, oil or gas interests, but may provide advice on these topics at the client's request.

Financial Consulting Agreement

Wooster Corthell provides services paid on an hourly basis for clients who need advice on a limited scope of work. These consultations are designed to help the client with certain aspects of their financial life not necessarily involving investment management.

Financial consulting may include, but is not limited to, a net worth statement, a cash flow statement, a review of investment accounts and asset allocation, tax planning, education funding, retirement accounts, retirement scenarios and estate planning.

The client is under no obligation to follow the recommendations.

Termination of Agreement

Clients may terminate an agreement, without penalty and with no obligation, if the termination occurs within five business days of signing the agreement.

After five days, the client or Wooster Corthell may terminate their agreement upon thirty days written notice to the other party. At termination, fees may be billed on a pro rata basis for services provided but not yet paid.

Fees and Compensation

Investment Management Fees

The annual Investment Management fee is based on a percentage of the assets under Wooster Corthell's management. Typically, the following annualized fee schedule is used:

- 1.00% of assets for the first \$1,000,000 under management,
- 0.75% of assets for the next \$2,000,000 and
- 0.60% of assets over \$3,000,000.

Additional breakpoints for larger amounts may be negotiated.

The minimum annual fee of \$5,000 is also negotiable. Current client relationships may exist where the fees are higher or lower than the fee schedule above.

Financial Consulting Fees

Financial consulting services are generally performed on an hourly basis. The rate for financial consulting is negotiable but typically ranges between \$200 and \$300 per hour depending on the complexity of the client's situation.

Hourly rates are negotiable.

Fee Billing for Investment Management

Investment management fees are billed quarterly, in arrears, meaning that we invoice you after the three-month billing period has ended. The portfolio is valued on the last business day of each calendar quarter in order to calculate the fee. Fees for assets not under management for the entire quarter are pro-rated.

To facilitate billing, fees are usually deducted from a designated client account(s). The client must consent in advance to direct debiting of management fees from their investment account(s).

Current clients may have arranged to pay their bill from other sources. Payment in full is expected upon invoice presentation.

Other Fees

Custodians and brokerage firms may charge transaction fees on purchases or sales of certain securities such as mutual funds, exchange-traded funds, stocks and/or bonds.

When using mutual funds, Wooster Corthell will recommend those with no loads (up-front or back-end commissions).

Fund Expenses

Mutual funds and exchange traded funds generally charge fees, which are disclosed in the fund prospectus. One such fee is called an operating

expense. For example, an operating expense of 0.10 means that the fund charges 0.1% of the account value annually.

Mutual funds often charge a 12(b)-1 fee. This fee may be used to cover promotion, distributions, marketing expenses and sometimes commissions to brokers.

Early redemption fees may apply to mutual funds that are not held for a minimum period. The minimum period, if any, is determined by each mutual fund.

These fees are in addition to the fees you pay to Wooster Corthell.

Past Due Accounts and Termination of Agreement

Wooster Corthell reserves the right to stop work and terminate its agreement with the client when the fee payment is more than 30 days overdue.

Performance-Based Fees

Sharing of Capital Gains and/or Capital Appreciation

Fees are not based on the capital gains or capital appreciation of managed securities.

Performance-based compensation creates an incentive for the advisor to recommend investments that may carry higher degrees of risk. Therefore, Wooster Corthell does not use a performance-based fee structure due to this potential conflict of interest.

Types of Clients

Description

Wooster Corthell provides personalized confidential investment management services to individuals, families, retirement plans, trusts, charitable organizations and small businesses.

Account Minimums

The minimum account size is \$500,000 of assets under management. This results in a minimum annual fee of \$5,000.

Due to the minimum annual fee, clients with assets below the minimum account size may pay a higher percentage rate than is paid by clients with greater assets under management.

Wooster Corthell in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory rate based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with clients, etc.). Other exceptions may apply to employees of Wooster Corthell and their families.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

The primary security analysis method used at Wooster Corthell is fundamental analysis.

The main sources of information that Wooster Corthell may use include *Morningstar Principia* mutual fund and exchange traded fund information, corporate websites, Charles Schwab & Company, Inc.'s research service, and the internet.

Other sources of information may include financial newspapers and magazines, trade publications, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Investment Strategies

The primary investment strategy used for client accounts is strategic asset allocation. This means that portfolio allocation ratios are selected based on the client's goals, time horizon and comfort level with market risk. Each client signs an Investment Profile that documents their Investment Style and comfort level with volatility in the market. The client may change these criteria at any time by notifying Wooster Corthell.

Wooster Corthell primarily uses passively managed index and exchange traded funds as core investments. Actively managed funds may be utilized as part of an overall investment strategy. Portfolios may be diversified across asset classes and geographic boundaries to reduce risk.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Below is a list of many, but not necessarily all, risks associated with Wooster Corthell's investment strategy:

- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive causing their market values to decline.
- **Market Risk:** The price of a security, bond, mutual fund or exchange traded fund may drop in reaction to tangible and intangible events and conditions. For example, political, economic or social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will buy more than a dollar in the future. Purchasing power is eroded at the rate of inflation.

- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as Exchange Rate Risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This type of risk primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than say, an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Financial Risk:** Excessive borrowing to finance a business' operations decreases the potential for profitability because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in a declining market value and/or bankruptcy.
- **Systemic Risk:** This is the risk of collapse of an entire financial system or market versus risk that is associated with any one individual entity or component of a market.

Disciplinary Information

Legal and Disciplinary

Neither Wooster Corthell nor any of its employees have been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

Wooster Corthell is a Registered Investment Advisor with the Securities and Exchange Commission. This is Wooster Corthell's only financial industry activity.

Affiliations

Wooster Corthell does not have arrangements that are material to its advisory business or its clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading advisor, futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

The employees of Wooster Corthell have committed to a Code of Ethics. Wooster Corthell will provide a copy of its Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

Wooster Corthell and its employees may buy or sell securities that are also held by clients. Generally, client accounts are traded simultaneously with employee accounts.

There may be situations where client accounts are traded after employee accounts. One example would be if a client requests a withdrawal of cash requiring a security sale(s) after employee trades have been submitted.

Due to differences in financial objectives or due to normal rebalancing of accounts, a buy or sell order may be issued for a client account while an opposite order for the same security is issued for an employee account.

Personal Trading

The Chief Compliance Officer of Wooster Corthell reviews all employee trades each quarter. These reviews ensure that the personal trading of employees does not materially affect the markets or client accounts.

As a condition of employment, employees and members of their household are also required to report material personal trading activity that may have occurred outside of Wooster Corthell's management.

Brokerage Practices

Selecting Brokerage Firms

Wooster Corthell does not maintain custody of your assets although we may be deemed to have custody of your assets if you give us authority to withdraw our management fees from your account. Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. Wooster Corthell is independently owned and operated and not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when Wooster Corthell or you instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and open your account with Schwab by entering into an account agreement directly with them. Wooster Corthell does not open the account for you.

We seek to recommend a custodian / broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, these:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear and settle trades (buy and sell securities for your account)
- capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs))
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength and stability of the provider
- their prior service to us and our clients
- availability of other products and services that benefit us, as discussed below (see "Products and Services Available to us from Schwab")

Clients may direct their brokerage to broker-dealers. Wooster Corthell generally makes no attempt to negotiate commissions or fees for clients who direct their brokerage to particular entities, and therefore, Wooster Corthell may not be able to obtain best execution on their behalf. In addition, clients who direct brokerage may not be able to participate in trade aggregation. Clients who direct brokerage may therefore pay disparate commissions, greater spreads or other transaction costs, or receive less favorable net prices on transactions for the account than would otherwise be the case.

Products and Services Available to Us from Schwab

Schwab Advisor Services is Schwab's business serving independent investment advisory firms like Wooster Corthell. They provide us and our clients with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts while others help us manage and grow our business. Here is a more detailed description of Schwab's support services:

Services that Benefit You: Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that May Not Directly Benefit You: Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our client accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our client's accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Services that Generally Benefit Only Us: Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events;
- technology, compliance, legal and business consulting;
- publications and conferences on practice management and business succession, and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

These services generally are available to independent investment advisers on an unsolicited basis at no charge to them. Services provided by Schwab are not contingent upon Wooster Corthell committing to Schwab any specific amount of trading activity or purchasing of Schwab products.

Wooster Corthell is independently owned and operated and not affiliated with Schwab.

For Wooster Corthell's clients' accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Once a custodian is chosen, the majority and in most cases all of the trades, must be executed through this custodian/broker-dealer due to requirements of the custodian/broker-dealer. This may mean the client pays higher trading fees than are available at another broker.

As a fiduciary, Wooster Corthell endeavors to act in its clients' best interests. Wooster Corthell's recommendation that clients maintain their assets at Schwab may be based in part on the benefit to Wooster Corthell of the availability of some of the above-mentioned products and services and not necessarily only on the nature, cost or quality of custody and brokerage services provided by Schwab. This may create a potential conflict of interest.

Order Aggregation

Wooster Corthell conducts block trades when rebalancing client accounts or when buying or selling a particular position across all or most client accounts. When block trades are conducted, non-taxable accounts are included in the block. The number of shares allocated to each account is determined prior to the order being executed. Partial fills are allocated on a pro-rata basis.

Due to the need to evaluate potential tax consequences inside taxable accounts, these accounts are often reviewed on an individual basis and not always included in the block trade.

Portfolios may also be rebalanced on an individual basis where there is activity particular to that account.

Individual trading will often result in clients paying or receiving different share prices for the same security.

In addition, clients with the same investment style may have different positions and/or allocations at any given time. This could be due to size of account, differing tax situations, timing of trades or requests for cash, for example.

Trade Error Correction

From time-to-time Wooster Corthell may make an error in submitting a trade order. When this occurs, we may place a correcting trade with the broker-dealer which has custody of the account. If an investment gain results from the correcting trade, the gain will remain in the client account(s) unless 1) the same error involved other client account(s) that should have received the gain, 2) it is not permissible for the client to retain the gain, or 3) Wooster

Corthell confers with the client who decides to forego the gain (e.g., due to tax reasons).

If the gain does not remain in the client's account and Schwab is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. Gains under \$100 that are not retained in the client's account are maintained by Schwab to minimize and offset its administrative time and expense.

If a trade error results in a loss greater than \$100, Wooster Corthell will pay for the loss except where its errors and omissions insurance applies. For losses under \$100, Schwab may choose to cover the loss as this may be more cost-effective than correcting the error. Generally, if related trade errors result in both gains and losses in the client's account, they may be netted.

Review of Accounts

Periodic Reviews

Account reviews are performed at least quarterly by Wooster Corthell's Wealth Advisors. Account reviews may be performed more frequently when market conditions dictate.

Review Triggers

Other conditions that may trigger a review include:

- Request by the client
- Changes to the client's personal situation
- Substantial assets are added to the account
- Substantial assets are withdrawn from the account

Regular Reports

Clients receive a quarterly report from Wooster Corthell outlining the currently held investments and their value. In addition, the client receives a confirmation for each transaction as it occurs and a statement at least quarterly from the custodian.

Client Referrals and Other Compensation

Referrals to Wooster Corthell

Wooster Corthell has been fortunate to receive many client referrals over the years. The referrals have come from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals to Others

Wooster Corthell does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Other Compensation

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see "Brokerage Practices – Products and Services Available to Us from Schwab"). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Custody

Deducting Advisory Fees from Your Account

Under government regulations, we are deemed to have custody of your assets if you authorize us to instruct Schwab to deduct our advisory fees directly from your account. Your custodian maintains actual custody of your assets.

Account Statements

The custodian provides account statements directly to clients at least quarterly. They will be sent to the email or postal mailing address you provided to the custodian. Wooster Corthell also sends quarterly holdings reports directly to clients. Wooster Corthell's reports usually display the aggregate holdings for a household. Wooster Corthell encourages clients to carefully compare these aggregate holdings statements to the total of the values displayed on their individual custodian statements.

Investment Discretion

Discretionary Authority for Trading

Wooster Corthell accepts discretionary authority to manage securities accounts on behalf of clients. Wooster Corthell has the authority to determine, without obtaining specific client consent, the securities to be bought or sold and the amount of the securities to be bought or sold.

Discretionary trading authority facilitates placing trades in client accounts on their behalf so that we may promptly implement the investment strategy.

Unmanaged Assets

By mutual agreement, the client may have assets in their account that are not managed by Wooster Corthell. These unmanaged assets are not included in the account total for billing purposes. Also by mutual agreement, they may or

may not be included in performance calculations. Unmanaged assets are an accommodation to the client and are not monitored by Wooster Corthell. The client is responsible for monitoring and making all decisions regarding unmanaged assets in their accounts.

Limited Power of Attorney

The client signs a limited power of attorney allowing Wooster Corthell to execute trades on their behalf.

Voting Client Securities

Proxy Votes

Unless specifically requested and agreed to, Wooster Corthell does not vote proxies for those who become clients after July 31, 2003. These clients retain the right and responsibility to vote proxies.

Proxies are provided directly to the client by the custodian or transfer agent. When assistance on voting proxies is requested, Wooster Corthell will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

You may request a complete copy of the Wooster Corthell's proxy voting policy at any time.

Financial Information

Financial Condition

Wooster Corthell does not have any financial impairment that would preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because Wooster Corthell does not serve as a custodian for client funds or securities, nor does it require prepayment of fees of more than \$1,200 per client six months or more in advance.

Important Information

Information Security

Wooster Corthell is required to take appropriate steps to protect critical data from computer viruses or malware. We may therefore, at our discretion, delete without opening e-mails and/or attachments that appear to be non-business related, such as electronic greeting cards, advertisements, jokes, chain letters and/or other forms of spam.

Trade Requests

Trade requests should not be sent via email, text, fax, instant messaging, voicemail or other electronic means, as the order may not be received or executed in a timely manner.

Concurrent Trades

Due to differences in financial objectives, normal rebalancing or a specific client request, a buy or sell order may be issued for one client account while an opposite order for the same security is issued for a different client account.

Written Correspondence

All written correspondence between the client and Wooster Corthell, whether in hardcopy or electronic form, is subject to review by state and federal authorities as well as Wooster Corthell's Chief Compliance Officer.

Privacy Notice

Wooster Corthell is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us. A copy of our Privacy Notice is available upon request.

Wash Sales

A wash sale happens if securities are sold at a loss and a buy of substantially identical replacement shares occurs within 30 days before or after the sale. The wash sale period for any sale at a loss consists of 61 days: the day of the sale, the 30 days before the sale and the 30 days after the sale. A wash sale postpones tax losses on a sale if replacement shares (including reinvested dividends or capital gains) are bought during the 61-day period.

While Wooster Corthell makes efforts to avoid wash sales, the investment merits of a decision take precedence over potential tax consequences. Therefore, realized losses in taxable accounts may or may not be immediately tax deductible.