

WOODARD & COMPANY ASSET MANAGEMENT GROUP INC.

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Firm Brochure (Form ADV, Part 2A)



This brochure provides information about the qualifications and business practices of Woodard & Company Asset Management Group, Inc. (WCAMG), a Registered Investment Advisory firm. WCAMG complies with registration and/or notice filing requirements imposed upon registered investment advisors by those states in which WCAMG maintains clients. Registration does not imply a certain level of skill or training.

If you have questions about the contents of this brochure, please contact us by phone at (336) 998-7000 or 800-214-114, or by email at woodard@wcamg.com. The information provided 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 Woodard & Company Asset Management Group, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

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SUMMARY OF MATERIAL CHANGES

As of the last Annual Amendment, submitted to the Financial Industry Regulatory Authority (FINRA) on 01/25/2012, there have been no Material Changes at Woodard & Company Asset Management Group, Inc.

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▪ JOHN B. WOODARD, JR.	
▪ JOAN H. WOODARD	
▪ TODD F. SENTER	

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ADVISORY BUSINESS

FIRM DESCRIPTION AND OWNERSHIP

Woodard & Company Asset Management Group, Inc. (WCAMG) owned by John B. Woodard Jr., is a Registered Investment Advisory firm established in 1985. We provide discretionary asset management for individuals and institutions. Clients give us authority to invest their assets as we determine, based on our understanding of the client's objectives. The focus of our organization is the management of our clients' investment portfolios.

SERVICES OFFERED

Woodard & Company Asset Management Group, Inc. provides discretionary asset management for individual and institutions using:

- Equities
- Warrants
- Commercial Paper
- Certificates of Deposit
- Mutual Funds
- Commodities
- Corporate Debt Securities
- Municipal Securities
- Investment Company Securities
- US Government Securities
- Exchange Traded Funds (ETF's)

In addition, we provide retirement plan services to employers. Our retirement plan package includes all plan arrangements, such as profit sharing plans, SEP-IRAs, pension, and 401(k) plans. We provide employee education, quality service, flexibility in investment choices and coordinated administration with the record keeper, trustees and/or plan sponsor.

TAILORED RELATIONSHIPS

Woodard & Company Asset Management Group, Inc. uses a team approach to manage our clients' assets. Our investment decisions are made by our Investment Committee, not by any one individual. We seek to learn our client's goals and objectives, risk tolerance and circumstances in order to create a well considered investment strategy appropriate for each client. These factors provide the foundation for determining the proper asset allocation for each client. Unlike a relationship where one individual selects and invests for the client, our Investment Committee determines policy and decisions as a team.

Clients may, on occasion, deposit or transfer in securities that they designate we hold and not liquidate. These designated securities are held in a "non-bill/non-performance" category in the client's account. This is done so for the convenience of the client. Woodard & Company Asset Management Group, Inc. is not responsible for evaluating the investment merit or reviewing proxies, tenders or other aspects of the securities held as "non-bill/non-performance". We will offer advice or opinions on these securities upon request by the client.

OTHER ADVISORY ACTIVITIES

Woodard & Company Asset Management Group, Inc. does not participate in wrap fee programs.

ASSETS UNDER MANAGEMENT

Woodard & Company Asset Management Group, Inc. provides continuous and regular supervisory and management services to our portfolios. Rounded to the nearest 1000, as of 12/31/2012 the total number of accounts managed by WCAMG is 2000 and their value is \$ 402,100,000.00.

FEEES AND COMPENSATION

FEE SCHEDULE

ACCOUNT SIZE	QUARTERLY FEE	ANNUAL TOTAL
\$100,000 to \$300,000	.3125%	1.25%
\$300,001 to \$1,000,000	.2500%	1.00%
\$1,000,001 to \$2,000,000	.2250%	0.90%
* \$2,000,001 and up	.2000%	0.80%
*Fee may be negotiable depending on amount invested. Certain exceptions apply to reduce or make negotiable the fee structure. These may include health, employment or other considerations.		

BILLING PROCEDURES

Management fees are debited directly from the account unless other acceptable arrangements are requested. They are payable quarterly, in advance, based on the value of the assets on the last day of the previous quarter and are payable:

- 1) from free credit balances and
- 2) from the liquidation/withdrawal of the client's shares of any money market fund.

Additional deposits/withdrawals of funds/securities are subject to the same billing procedures on a prorated basis.

OTHER FEES

Woodard & Company Asset Management Group, Inc. typically absorbs all trading charges. The client may incur certain charges imposed by third parties including, among others, the following: mutual fund 12(B) 1 fees, wire fees, redemption fees, IRA/Qualified Retirement Plan fees and/or other transaction fees, commissions or service charges. WCAMG does not accept or share in these fees.

TERMINATION OF MANAGEMENT AND FEE REFUNDS

Clients may terminate the management contract within five (5) business days of account inception without a management charge. Upon termination, a prorated refund will be made of the management fees paid beyond the effective date of termination, less any termination fee charged by the custodian or underlying investments.

All efforts are made to refund the management fee back into the account before the termination is complete; however, if that is not possible, a refund check will be mailed to the client's address of record. In the case of a tax-deferred account (IRA) refund, it is the client's responsibility to deposit the refund to the new custodian account as a rollover or to handle the tax consequences of the refund.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Woodard & Company Asset Management Group, Inc. does not accept performance-based fees - that is, fees based on a share of capital gains or capital appreciation of the assets of an account. The management fee is calculated as a percentage of the assets in the client's account. Therefore, there is no side-by-side management, such as performance-based accounts and fee-only accounts.

TYPES OF CLIENTS

CLIENT DESCRIPTIONS

Woodard & Company Asset Management Group, Inc. provides discretionary asset management services to:

- Individuals (i.e. individual/joint accounts, IRA's etc.)
- Pension/profit sharing plans
- Trusts
- Corporations and other business entities
- Charitable organizations
- Estates

ACCOUNT MINIMUMS

The minimum account size at Woodard & Company Asset Management Group, Inc. is \$100,000.00.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

METHODS OF ANALYSIS

Investment strategy evolves from both internal and external research; however all decisions are made in house by our management team. We have invested substantially in technology and information services.

Through our state of the art portfolio management software we have the capacity to monitor our client accounts on a continuous basis. The investment committee reviews financial, economic and company specific data in real time through external services.

Woodard & Company Asset Management Group, Inc. conducts its own research in support of its investment strategies. Numerous resources are used and all research is paid for by our firm. We do not utilize soft dollar or other similar arrangements for research.

Please note that investing in securities involves risk of loss that clients should be prepared to bear. WCAMG makes every effort to make decisions based on accurate, up-to-date information that is in the best interest of our clients.

INVESTMENT STRATEGIES

Woodard & Company Asset Management Group, Inc. manages assets using two basic styles.

- Tactical Asset Allocation

Our primary management style bases our portfolio structure on our client's needs and objectives. This incorporates established portfolio theory with our experience in markets, trends and the economy to make tactical reallocations to reflect the changing investment environment. We then use top mutual fund management in different asset classes to structure a sound and diversified investment portfolio.

- Market Leaders

For clients seeking equity management, our stock portfolio invests in blue chip stocks that are leaders or emerging leaders in their specific industry group. Typically this portfolio is tax efficient and sector neutral to the S & P 500. It is concentrated and generally consists of between fifteen and twenty stocks that are primarily large-cap, blue chip companies.

RISK OF LOSS

Woodard & Company Asset Management Group, Inc. generally uses mutual funds, common stocks and bonds. We address risk through broad diversification, under risk tolerance guidance provided by the client. Our fund choices incorporate stocks, bonds (both domestic US and foreign, as well as small, mid and large cap equities), commodities (generally gold, silver and agricultural) or hedging strategies (contrarian strategies to defray risk in market declines).

These strategies are more appropriate for the long term investor as all of the indicated securities are subject to market risk and volatility. Investors seeking stable short term investments should consider bank certificates of deposit or money market investments. Please note that it is impossible to predict the performance of the markets. Our investment disciplines are implemented in every effort to act in the best interest of our clients.

DISCIPLINARY INFORMATION

No one at Woodard & Company Asset Management Group, Inc. has ever been charged or convicted in a domestic, foreign or military court for any of the following offenses:

- A felony of any nature.
- Any misdemeanor involving investments or an investment related business, statute, rule or order.
- Any fraud, false statement, omission, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses.

FINANCIAL INDUSTRY AFFILIATIONS AND OTHER ACTIVITIES

Woodard & Company Asset Management Group, Inc. has a relationship with H & H Investment Planners Inc. (H & H), a Registered Investment Advisory firm. The principals of H & H, Larry Hungerford and Steve Hungerford, provide analysis, consultation and extensive service and participation in the daily functions of Woodard & Company Asset Management Group, Inc.

CODE OF ETHICS, PARTICIPATION/INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

CODE OF ETHICS

As a fiduciary, Woodard and Company Asset Management Group, Inc. and our employees and affiliates have an affirmative duty of care, loyalty, honesty and good faith to act in the best interest of our clients. Under no circumstance will any conflict of interest or impropriety be tolerated or condoned; we wish to achieve a higher standard by requiring that in addition to complying with the law we also uphold the highest degree of ethical behavior.

The employees and affiliates of Woodard & Company Asset Management Group, Inc. have committed to a Code of Ethics that is available for review by clients and prospective clients. A complete copy of the Code of Ethics will be furnished upon request.

PARTICIPATION/INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Officers, employees and affiliates of Woodard & Company Asset Management Group Inc. may buy and/or sell securities for their personal accounts that are recommended for client accounts. WCAMG maintains personal transaction records, which are reviewed quarterly by the Chief Compliance Officer, whose trades, in turn, are reviewed by the President of WCAMG. These reviews ensure that the personal trading does not affect the markets and that clients receive preferential treatment. Since most trades are small mutual fund or exchange-traded fund trades they do not affect the securities market.

Woodard & Company Asset Management Group, Inc. does not make a market in any security. All rules and regulations of the Investment Advisory Act of 1940 are strictly followed. Insider trading is not permitted.

BROKERAGE PRACTICES

Woodard & Company Asset Management Group Inc. performs discretionary asset management for our clients relative to our understanding of their individual needs, objectives and resources. Clients give WCAMG the authority, in writing, to act on their behalf in the determination of securities bought and sold and the amount invested in each security.

As we typically absorb all trading costs for discretionary asset management accounts, we determine the broker/dealer and commissions we pay. However, if the client wishes to pay trading costs, unless otherwise mandated by securities law or rules established by the custodian, the client may choose the broker or broker/dealer to effect stock and/or bond trades. WCAMG may aggregate transactions for clients in an attempt to obtain the best execution possible.

Woodard & Company Asset Management Group, Inc. has no soft dollar arrangements with any firm (for products or services such as research, etc...) and would not knowingly enter into such an arrangement.

At no cost, we assist "do-it-yourself" investors (generally not clients of Woodard & Company Asset Management Group, Inc.) in understanding investing and no-load mutual funds. Based on their proven integrity and financial responsibility, we recommend some of the discount brokerage platforms. WCAMG does not benefit in any way from this assistance; there is no hard or soft dollar compensation from either the individual, brokerage firm or any other entity.

REVIEW OF ACCOUNTS

PERIODIC REVIEWS

- Daily, Woodard & Company Asset Management Group, Inc. reviews the securities and investments held in client accounts for ongoing suitability and specific investment appropriateness. Assets transferred in are reviewed upon receipt.
- The Investment Committee meets weekly to review the securities and investments held in client accounts for ongoing suitability and specific investment appropriateness.
- Every quarter, WCAMG reviews all accounts to assure accuracy of data (dividends, buys/sells etc...) prior to the compilation and issuance of quarterly reports.

REGULAR REPORTS

Woodard & Company Asset Management Group, Inc. contacts clients as necessary. Clients receive detailed monthly account statements from the custodian. WCAMG issues comprehensive reports to clients that detail account performance statistics on a quarterly basis.

CLIENT REFERRALS AND OTHER COMPENSATION

Woodard and Company Asset Management Group, Inc. has a relationship in which they receive investment counsel and/or referral of clients from H & H Investment Planners, Inc. (H & H). Since 1992, WCAMG has had a relationship with H & H regarding their investment counsel and client referrals.

This relationship does not result in any additional fees charged to the client; there is no difference from the standard fee schedule. WCAMG may share a portion of their standard investment management fee with the referring entity on a percentage basis. H & H must perform their duties in a manner consistent with the instructions of WCAMG and the provisions of the Investment Advisers Act of 1940.

CUSTODY

Woodard & Company Asset Management Group, Inc.'s assets under management are held in a custodial account at a bank, trust company or securities firm selected by WCAMG. The account custodian issues detailed monthly account statements that clients are encouraged to carefully review. In addition to the monthly statements issued by the custodian, clients receive a comprehensive Quarterly Report from WCAMG that details their portfolio's return over time.

INVESTMENT DISCRETION

The client gives Woodard & Company Asset Management Group, Inc. the authority to act on a discretionary basis. This allows us complete trading authorization with respect to the purchase, sale, trade, tender and exchange of securities and/or funds for their account. The client agrees to complete a detailed questionnaire provided by WCAMG and to furnish any other pertinent information requested by the advisor.

VOTING CLIENT SECURITIES

The client understands and agrees that they have the right to vote all proxies that are solicited for securities held in the account. Woodard & Company Asset Management Group, Inc. will not be required to take action or render advice with respect to the voting of proxies. This Agreement will not be assigned without written consent of the client.

FINANCIAL INFORMATION

Woodard & Company Asset Management Group, Inc. does not require or solicit prepayment of any client fees six months or more in advance. Furthermore, WCAMG has not been the subject of a bankruptcy petition at any time during its existence.