



Woodstock Corporation

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Form ADV Part 2A

05/31/2013

This Brochure provides information about the qualifications and business practices of Woodstock Corporation ("Woodstock"). If you have any questions about the contents of this Brochure, please contact M. Elena Gillespie, Chief Compliance Officer at 617.227.0600. 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.

Woodstock Corporation is a SEC Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training.

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

Item 2 – Material Changes

This section describes only the material changes to our brochure and may not describe all changes since our update on June 28, 2012.

This document, dated April 1, 2013, contains the following material changes since our last annual update:

- Paul D. Simpson retired as President of Woodstock Corporation and now serves as Vice Chairman. William H. Darling, Chairman of Woodstock also now serves as President.
- Woodstock now has an arrangement to compensate others for client referrals. Clients do not pay additional fees because of any referral arrangement. Please see Item 14 of Form ADV 2A for more information.
- Mr. Adrian Davies was promoted from Senior Vice President to Executive Vice President, Chief Investment Officer, and Chief Operating Officer.
- Woodstock now offers a small cap strategy. Please see Item 8 of ADV 2A for more information.
- Mr. Robert A. Davidson was elected as Vice President.

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Item 4 – Advisory Business

Woodstock Corporation (“Woodstock”), founded in 1929, is a SEC Registered Investment Adviser which provides wealth management services to individuals and families, pension profit sharing plans, trusts, estates, charitable organizations, and corporations. As of March 31, 2013, Woodstock managed approximately \$609,861,000 in client assets, approximately \$606,056,000 on a discretionary basis, and \$3,805,000 on a non-discretionary basis.

Principal Owners

Morris F. LaCroix Trust FBO Ruth Darling Et al.

Trustees:

- William H. Darling
- Henry P. Phippen
- Paul D. Simpson

Morris F. LaCroix Trust FBO Susanne Phippen Et al.

Trustees:

- William H. Darling
- Henry P. Phippen
- Paul D. Simpson

Morris F. LaCroix Trust FBO Jeanne Crocker Et al.

Trustees:

- John T. Crocker
- Lucy C. Abisalih
- Charles R. Richey, Jr.
- David B. Crocker

Investment Advisory Service

Through personal discussions in which goals and objectives based on a client’s particular circumstances are established, Woodstock develops a client’s personal investment objectives and creates and manages a portfolio based on those objectives. Woodstock generally focuses its investment strategies on the use of high quality growth equity investments and debt securities.

Woodstock will allocate the client’s assets among various investments taking into consideration the overall management style selected by the client. Exchange traded funds and mutual funds may be selected based on a client’s investment objectives. Portfolio weighting between funds and market sectors will be determined by each client’s individual needs and circumstances.

Clients will have the opportunity to place reasonable restrictions on the types of investments which will be made on the clients' behalf. Clients will retain individual ownership of all securities in separately managed accounts.

Woodstock will also manage advisory accounts on a discretionary and non-discretionary basis, depending on client needs and circumstances.

Woodstock also manages four sector strategies: energy, healthcare, technology, and small cap growth. Securities selected for investing within these strategies are generally only appropriate for a subset of accounts managed by Woodstock because of the somewhat riskier nature of these strategies and the account's fee arrangements.

Other Services

Woodstock offers financial counseling that assists clients in examining key areas of their personal financial life including income needs, retirement planning, estate planning and insurance considerations.

Woodstock also offers custody account services through a subcustodian, SEI Private Trust ("SEI"). Woodstock is not affiliated with SEI.

Additionally, Woodstock's affiliate, Woodstock Services Company, LLC ("Woodstock Services"), offers clients individual, fiduciary and business tax consulting and tax return preparation services.

Item 5 – Fees and Compensation

Woodstock's compensation is an annual fee, payable quarterly in arrears, based upon quarterly valuations of the account.

Woodstock's standard fee schedule is as follows:

- 1.0% of market value on the first \$2,000,000 of assets
- 0.75% of market value on the next \$3,000,000 of assets
- 0.65% of market value on the next \$5,000,000 of assets
- 0.40% of market value on the balance of assets
- Plus an annual \$500 per account maintenance fee
- Our minimum annual fee is \$10,000.

For client assets that are custodied with SEI Private Trust Company ("SEI") under an agreement between Woodstock and SEI, there is no additional charge for custody. For accounts using another custodian, the custody relationship is entirely between the client and that custodian and may involve fees.

Accounts within the energy, healthcare, and technology sector strategies managed by Woodstock are charged a management fee of 1.5% based upon the assets under management at the end of each calendar quarter and a quarterly performance fee, which is 5% of net capital appreciation, at the end of each calendar quarter. Any loss in an account is carried forward so that a performance fee is not charged to the account unless net losses have been recouped subject to certain adjustments (*i.e.*, a “high water mark” provision). These accounts are also charged an accounting fee of \$650 per year, billed quarterly.

Fees within Woodstock’s small cap growth sector strategy are based on Woodstock’s standard fee schedule.

Fees for accounts for which Woodstock has custody are generally deducted directly from client accounts. For accounts for which Woodstock is not custodian, fees are billed directly to the client or client’s custodian.

In certain circumstances, Woodstock’s fees may be negotiable. In addition, employees and employee immediate family members may receive a discount from Woodstock’s standard fee schedule.

In addition, there may be historic fee schedules with longstanding clients that differ from those in newer client relationships.

Woodstock’s fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by brokers, third party investment, and other third parties such as deferred sales charges, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund’s prospectus. Such charges, fees, and commissions are exclusive of and in addition to Woodstock’s fee, and Woodstock does not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Woodstock considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

A client agreement may be cancelled at any time by the client or Woodstock, with thirty (30) days written notice. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, unpaid fees will be due and payable.

Tax and other services provided through Woodstock’s affiliate, Woodstock Services Company, are billed separately by Woodstock Services for the services rendered.

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

Portfolio managers who manage sector strategies also manage other client accounts and may trade the same securities in sector strategies accounts as in other accounts. Energy, healthcare, and

technology sector strategy accounts, including certain affiliated accounts, are charged performance-based fees.

Woodstock's structure for any performance or incentive fee arrangement is subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (the "Advisors Act") in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, Woodstock will include realized and unrealized capital gains and losses. Performance-based fee arrangements may create an incentive for Woodstock to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Woodstock policies prohibit the favoring of these strategies over any other client accounts. Woodstock has procedures designed to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Item 7 – Types of Clients

Woodstock provides investment management services to individuals, family groups, trusts, estates, charitable organizations, retirement plans, corporations, and other business entities. The majority of Woodstock clients are high net worth individuals or trusts.

Woodstock's minimum annual fee is \$10,000.

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

Woodstock believes the investment strategies used and the research done by the firm help moderate the risks of investing. Investment research is performed utilizing fundamental analysis focused primarily on high-quality companies which Woodstock believes have skilled management teams, solid balance sheets, and strong free cash flow. We generally invest in companies that have weathered several economic cycles, and have proven to us that they can grow through otherwise challenging times. Through this research effort, a list of stocks is vetted through regular weekly meetings where portfolio managers discuss sector and company developments. Additionally, the Woodstock Investment Policy Committee meets regularly to discuss the macroeconomic environment and issues a corresponding outlook overlay with target asset allocation ranges and recommendations for buy-rated stocks. Bonds selected are of investment grade as determined by rating agencies.

Investing in securities involves risk of loss that clients should be prepared to bear. Accounts may decline in value due to general market conditions or as the result of a loss in a particular holding. Losses are not limited to unrealized profits, but may include the loss of a client's principal. Stocks

and bond markets vary substantially over time and performance of any investment is not guaranteed. Investments in the following strategies carry different levels of risk.

Growth

A growth strategy portfolio is seeking long-term growth, while minimizing turnover and taxes. The portfolio typically will be comprised of 70-100% equity instruments, with the remainder comprised of bonds and cash.

Growth & Income

A growth and income strategy portfolio is seeking long-term growth, with added downside protection and additional liquidity. The portfolio typically will be comprised of 40-60% equity instruments, with the remainder comprised of bonds and cash.

Conservative

A conservative strategy portfolio is seeking income with potential for long-term growth, while reducing equity volatility. The portfolio typically will be comprised of 0-30% equity instruments, with the remainder comprised of bonds, bond substitutes, and cash.

The following are additional descriptions of Woodstock's sector strategies. Investments in these strategies entail greater risk. Although investments in these strategies may also be found in accounts managed under the strategies described above, it is expected that the majority of companies owned in these strategies will not be owned by accounts using the above strategies. These strategy portfolios are typically 90-100% invested in equity instruments, with the remainder in cash.

Energy Sector

Accounts included in the energy strategy are seeking higher returns from equity investments in the energy sector. These companies will, in many cases, have a somewhat higher degree of risk than the typical Woodstock investment. Generally, the companies in this strategy will also be of smaller capitalization than typical Woodstock equity investments. They may be domestic or foreign companies.

Technology Sector

Accounts included in the technology strategy are seeking higher returns from equity investments in the technology sector. These companies will, in many cases, have a somewhat higher degree of risk than the typical Woodstock investment. Generally, the companies in this strategy will also be of

smaller capitalization than typical Woodstock equity investments. They may be domestic or foreign companies.

Healthcare Sector

Accounts included in the healthcare strategy are seeking higher returns from equity investments in the healthcare sector. These companies will, in many cases, have a somewhat higher degree of risk than the typical Woodstock investment. Generally, the companies in this strategy will also be of smaller capitalization than typical Woodstock equity investments. They may be domestic or foreign companies.

Small Cap Growth Strategy

Accounts included in the small cap growth strategy are seeking higher returns from equity investments in smaller capitalization stocks. These companies will, in many cases, have a somewhat higher degree of risk than the typical Woodstock investment. They may be domestic or foreign companies.

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 Woodstock, or the integrity of Woodstock's management. Woodstock has no information that it believes is applicable to this item.

Item 10 – Other Financial Industry Activities and Affiliations

Edward A. Benjamin, Director of Woodstock, is also a Manager of Coal, Energy Investments, Management, LLC ("CEIM"), a managing general partner of a coal land lessor. CEIM is a private business in which clients are not solicited to invest.

William H. Darling, Chairman and President of Woodstock, is also Chairman of Woodstock Services Company, LLC ("Woodstock Services"), a limited liability company offering various administrative support services, accounting services, tax preparation and tax advisory services. Woodstock Services provides certain tax services for Woodstock clients for which clients are billed separately by Woodstock Services. Woodstock Services also shares office space with Woodstock.

Henry P. Phippen, Director of Woodstock, is also a Manager of Woodstock Services.

Paul D. Simpson is Vice Chairman and Director of Woodstock, and also a Manager of Woodstock Services.

M. Elena Gillespie, Sr. VP, Treasurer, CCO, and Chief Administrative Officer of Woodstock, is also President and Manager of Woodstock Services. Ms. Gillespie is also Sr. Vice President of CEIM.

William H. Darling is also a Manager of Agawam Trust and Management, LLC, ("Agawam") a private entity offering trustee and tax preparation services. Henry P. Phippen, Director of Woodstock, is also a Manager of Agawam. Mr. Simpson is also a Manager of Agawam. Agawam provides trustee services to various clients that are officers, directors and/or equity interest holders at Woodstock. Woodstock provides investment advisory services to clients of Agawam. Agawam also shares office space with Woodstock.

Mr. Darling is also the Chairman and CEO of CEIM. Woodstock does not solicit advisory clients to invest in CEIM. Mr. Darling holds an equity interest in CEIM.

Mr. Darling is also the Sole Proprietor of William H. Darling, CPA ("WHD"), an accounting practice. WHD may recommend Woodstock to accounting clients in need of advisory services. Woodstock may recommend WHD to advisory clients in need of accounting services. Accounting services provided by WHD are separate and distinct from the advisory services of Woodstock, and are provided for separate compensation. There are no referral fee arrangements between Woodstock and WHD for these recommendations. No Woodstock client is obligated to use WHD for any accounting services, as no WHD client is obligated to use Woodstock for any advisory services.

Mr. Phippen is also a Manager of CEIM.

Woodstock affiliated persons are managing members in the Agawam Early Stage Investments, LLC, a private placement investment. Woodstock does not provide advisory services to this private placement investment. Various officers, directors, and/or equity interest holders of Woodstock may be invested in this private placement investment.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

Woodstock has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading policies and procedures among other things. All supervised persons at Woodstock must acknowledge the terms of the Code of Ethics annually, or as amended.

Woodstock or individuals associated with Woodstock may buy or sell securities identical to, or different from, those recommended to clients for their personal accounts. Any related person may have an interest or position in a certain security which may also be recommended to a client. In addition, Woodstock manages accounts for affiliated clients.

As these situations may represent a conflict of interest, Woodstock has established the following restrictions:

- a) Associated persons of Woodstock shall not buy or sell securities for their personal portfolio where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry.
- b) No person of Woodstock shall prefer his or her own interest to that of the advisory client.
- c) It is the expressed policy of Woodstock that no person employed by Woodstock may knowingly purchase or sell any security immediately prior to a transaction being implemented for an advisory account, with the intent of preventing such employees from benefiting from transactions placed on behalf of advisory accounts.
- d) Woodstock maintains a code of ethics, insider trading policies, security trading activity reports and security holding reports for itself and anyone associated with this advisor's practice with access to advisory recommendations. These security trading activity reports and security holding reports are also reviewed on a regular basis by the Chief Compliance Officer of Woodstock.
- e) Woodstock requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
- f) Any individual not in observance of the above may be subject to disciplinary action including termination.
- g) Clients may obtain a copy of Woodstock's code of ethics and insider trading policies by calling Woodstock's Chief Compliance Officer.

See additional information about Woodstock's Financial Industry Affiliations in Item 10.

Item 12 – Brokerage Practices

Generally, Woodstock requires that it be provided with the authority to determine the broker-dealer to use for client transactions and the commission costs that will be charged to clients for these transactions. Any limitations on this discretionary authority shall be included in a written authority statement. Clients may change/amend these limitations as desired. Such amendments must be in writing.

Woodstock will endeavor to select those brokers-dealers which will provide the best services at the lowest commission rates possible. The reasonableness of commissions are based on the broker's execution abilities, ability to provide professional services, competitive commission rates, research and other services which will help Woodstock in providing investment management services to clients. Woodstock has negotiated the same commission schedule with all broker-dealers selected. Woodstock uses broker-dealers who provide research. Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular

transaction was generated. While Woodstock may have an incentive to choose a broker-dealer for a particular client transaction based solely on the research and products it may provide, Woodstock always chooses first and foremost based on the broker's ability to execute the trade.

Some clients, when undertaking an advisory relationship, already have a pre-established relationship with a broker-dealer and they will instruct Woodstock to execute all transactions through that broker-dealer. In the event that a client directs Woodstock to use a particular broker-dealer, it should be understood that under those circumstances Woodstock will not generally have authority to negotiate commissions, obtain volume discounts, or aggregate orders with other clients, and best execution may not be achieved. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to other clients and the commission charged by the client directed broker.

Woodstock may aggregate trades where possible. This "blocking" of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading allows Woodstock to execute equity trades in a timelier, equitable manner and may reduce overall commission charges to clients. Woodstock can only effect block trades for those client transactions using the same broker-dealer. Woodstock will not aggregate trades unless it believes that aggregation is consistent with its fiduciary duty to its clients. Trades received at different times of the day are generally not blocked and instead are executed as received.

No advisory client will be favored over any other client. Each client that participates in an aggregated order will participate at the average share price for all Woodstock's transactions in a given security in the aggregated trade order, with transaction costs shared pro-rata based on each client's participation in the transaction. If any order is partially filled, it will generally be allocated pro-rata based upon each client's participation in the transaction.

Woodstock's books and records will separately reflect, for each client account, the securities held by and bought and sold for that account.

Item 13 – Review of Accounts

While the underlying securities within portfolio management service accounts are monitored on an ongoing basis, these accounts will be formally reviewed at least quarterly by a portfolio manager assigned to the account. The review will be conducted to determine if the current investment holdings of the account are consistent with the client's investment objectives.

More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, the market, political, or economic environment. Messrs. Davies, Davidson, Foster, Foulkes, Hartzel, Simpson, Stakem, and Ms. Dalessandro are responsible for conducting

these reviews. The investment managers, all of whom serve together as the Investment Research Committee, have full authority with respect to the management of the client accounts assigned to them, in accordance with the guidelines and with the Monitor List established by the Investment Research Committee. The Woodstock Monitor List is comprised of stocks that are deemed to be of high quality by the Investment Research Committee. Typically, Portfolio Managers only select equity investments from the Monitor List, unless requests to do otherwise are made by the client. Stocks may be voted for inclusion or removal from the Monitor List by a simple majority of the Investment Research Committee. Monitor List stocks are reviewed by the group at least quarterly, and often more frequently. It is not required that the portfolio managers sell holdings that are removed from the Monitor List. Each investment manager reviews the performance of the accounts assigned to him/her on a monthly basis by monitoring the monthly investment performance data for each account. In addition, Woodstock's President and Chief Investment Officer receive the same investment performance data for all accounts and review such data on an exception basis.

In addition to the monthly and/or quarterly statements and/or confirmations of transactions that portfolio service clients may receive from their respective broker-dealer(s) and/or custodian(s), Woodstock may provide written quarterly account reports to clients.

Item 14 – Client Referrals and Other Compensation

We directly compensate non-employee (outside) consultants, individuals, and/or entities (Solicitors) for client referrals. If you were referred to our firm by a Solicitor, you should have received a copy of this brochure along with the Solicitor's disclosure statement at the time of referral. If you have become a client, the Solicitor that referred you to our firm will receive a percentage of the advisory fee you pay our firm for as long as you are a client with our firm, or until such time as our agreement with the Solicitor dictates. We may also pay certain expenses incurred by a solicitor. You will not pay additional fees because of this referral agreement. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with our firm. Therefore, a Solicitor has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services may be available through other firms.

Item 15 – Custody

Client assets are generally custodied with SEI under an agreement between Woodstock and SEI. However, under certain circumstances a client may choose another custodian.

Clients will receive at least quarterly statements from the broker dealer, bank, or other qualified custodian who holds and maintains clients' investment assets. Woodstock urges clients to carefully review such statements and compare such official custodial records to the account statements that Woodstock provides to clients. Any statements prepared and distributed by Woodstock may vary

from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Please contact Woodstock if any discrepancies are found between these statements.

Item 16 – Investment Discretion

Woodstock usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Woodstock observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment restrictions must be provided in writing.

While Woodstock manages most accounts on a discretionary basis, a few accounts are managed on a non-discretionary basis. In these circumstances, client approval of each trade is required before the trade is made. The trades are processed after receiving the client's approval, which may affect the timing and ability to receive "best execution" for the transaction.

Clients may direct Woodstock to use a particular broker when it trades a security. If a client directs Woodstock to use a specific broker, the client may be subject to higher commissions, lose the benefit of volume discounts, and may obtain less competitive execution.

The cost of brokerage commissions and other trading costs are paid by the client's account.

Item 17 – Voting Client Securities

Woodstock will vote proxies for securities held in client accounts, if indicated in Woodstock's investment advisory agreement or requested in writing. Alternatively, clients may choose to retain all proxy voting authority.

When Woodstock has authority to vote proxies on behalf of its clients, Woodstock votes proxies in accordance with the firm's policies. Woodstock uses an independent proxy service, Broadridge Investment Communications Solutions, Inc. ("Broadridge"), to vote proxies under policies that have been reviewed and approved by the firm. These policies are intended to ensure proxies are voted in Woodstock's clients' best interest and are in accordance with the firm's fiduciary duties and SEC regulations.

Clients may obtain a copy of Woodstock's complete proxy voting policies and procedures upon request by contacting Woodstock's Chief Compliance Officer. Clients may also obtain information

from Woodstock about how Woodstock voted any proxies on behalf of their account(s) by contacting Woodstock's Chief Compliance Officer.

Item 18 – Financial Information

Registered investment advisers are required in this item to provide you with certain financial information or disclosures about the adviser's financial condition. Woodstock is not aware of any financial commitment that would impair its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.