



WOODWARD WEALTH MANAGEMENT GROUP, INC.
REGISTERED INVESTMENT ADVISOR

Woodward Wealth Management Group, Inc.
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June 30, 2011

Branch offices in
Newport Beach, CA and Naples, FL

This brochure provides information about the qualifications and business practices of Woodward Wealth Management Group, Inc. If you have any questions about the contents of this brochure, please contact us at 303-355-0556 or info@woodwardwealth.com. 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. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training. Additional information about Woodward Wealth Management Group, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. IAR/CRD Number: 112023

Material Changes

Our Form ADV Part II (now ADV Part 2) was last amended on March 1, 2011. No material changes have taken place since the last amendment. Material changes to this ADV Brochure, when they occur, will be provided as a separate document to clients who have received previous versions of this brochure.

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Background

The Woodward Corporation, a holding company, was formed in 1984 to provide an organizational framework for Al and Marilyn Woodward to provide fee-based financial planning and wealth management services to the public.

In 2011 our primary business model is focused on providing comprehensive corporate fiduciary trustee services to our clients. To do so requires that we maintain a myriad of capabilities, i.e. financial planning, wealth management, investment advisor, brokerage, insurance, retirement, estate planning, and wealth transfer services.

The Woodward Corporation owns:

- Woodward Wealth Management Group, Inc. (the “Advisor”) – Colorado registered investment advisor (and from time-to-time registered in other states, which currently includes AL, AZ, CA, and FL) provides financial planning, wealth management, portfolio design, and portfolio management services for a fee.
- Woodward & Woodward Financial Services, Inc. - provides college funding consultation services for a fee.
- Almai International, Inc. – provides non-securities financial products for a commission.
- TWC Management., Co., Inc. (formed in 2003) – provides estate planning, estate administration, and corporate fiduciary trust services for a fee.

Al & Marilyn Woodward provide securities products as FINRA registered representatives, NPB Financial Group LLC member SIPC and MSRB for a commission.

Woodward Wealth Management Group Incorporated maintains its principal place of business at:
5445 DTC Parkway, Suite 415
Greenwood Village, CO 80111
(303) 355-0556

Woodward Wealth Management Group Incorporated, has notified (“Notice Filing”) the State of Florida of its intent to meet with clients at:
The 1100 Building
1100 Fifth Avenue South, Suite 201
Naples, FL 33920
(800) 395-5552

Woodward Wealth Management Group Incorporated, has notified (“Notice Filing”) the State of California of its intent to meet with clients at:
895 Dove Street, Suite 300
Newport Beach, CA 92660
(800) 395-5552

We maintain a professional presence in California and Florida via executive office space. No advisory or administrative personnel are residents at the California and Florida addresses. We maintain no files or records at the California and Florida addresses. From time to time, advisory

personnel will travel to California and/or Florida and use executive suite conference facilities to meet with prospects and/or clients. The “800” telephone number listed for the California and Florida offices rings at the Denver office.

TWC Management Co., Inc., maintains its principal place of business at:
7260 West Azure Drive, Suite 140-784
Las Vegas, NV 89130
(702) 380-4129

TWC Management Co., Inc., is registered to conduct business in Colorado:
5445 DTC Parkway, Suite 415
Greenwood Village, CO 80111
(303) 355-0556

“Financial Planning” and “Wealth Management” as “processes” are well defined in the literature of the day. We adhere to the “financial planning process” developed by the Financial Planning Association <http://www.fpanet.org>. These “processes” are not regulated. Only elements of the processes are regulated, e.g.

- If you provide investment advisory services for compensation – you must register as an investment advisor.
- If you sell financial services products you must be licensed as an “agent” and/or a “registered representative.”
- If you provide “corporate fiduciary trustee services” you must comply with federal and state law and submit to an annual “no-knock” examination by an independent public accountant.

This ADV Part 2 Brochure is designed to disclose the policies and personnel associated with the Advisor **Woodward Wealth Management Group, Inc.** as a registered investment advisor. Our registered investment advisor services are an important but relatively small part of the “Corporate Fiduciary Trustee Services,” “Financial Planning,” and Wealth Management” services offered to the public by Al and Marilyn Woodward under the auspicious of The Woodward Corporations. No central regulatory authority provides a framework for the Woodward Corporation to comprehensively disclose its policies and personnel. As such this Brochure has been expanded to contain information about the policies and personnel of Woodward Corporations other than the Advisor, and NPB Financial Group, LLC, a FINRA Broker/Dealer member FINRA and the MSRB.

In 1984, The Woodward Corporation, to comply with the Investment Advisors Act of 1940 designated Woodward Wealth Management Group, Inc. to be registered as an investment advisor. Al and Marilyn Woodward were designated as investment advisor representatives. SEC Registered Investment Advisor. SEC File Number: 801-221-38.

In 1998, Woodward Wealth Management Group, Inc., withdrew as a SEC Registered Investment Advisor and registered as a Colorado Registered Investment Advisor as required by Colorado Revised Statutes/ House Bill 09-1244 . IARD/CRD Number: 112023.

Advisory Business

The Advisor, a non-traditional investment advisor, exists to support the Woodward Corporation's primary business model, i.e. providing corporate fiduciary trustee services to the public. The Advisor is compensated by client paid fees. The Advisor's fee schedule begins on page 9.

Advisory Firm

The "Advisor," has been providing investment advisory services to the public since 1984.

Albert B. Woodward, Jr. and Marilyn W. Woodward are the founders of the Advisor. Al and Marilyn Woodward are investment advisor representatives affiliated with the Advisor.

Ownership of the Advisory Firm

The Advisor is owned by The Woodward Corporation, a Colorado Corporation.

Advisory Services

Typically the Advisor, when retained by TWC Management Co., Inc. operating as a Trustee of a Trust, will evaluate and design investment portfolios, provide entry to and on-going management of investment portfolios designed, implemented, managed, and reported on by outsource partners who are registered investment advisors, i.e. SEI Investments, Oaks, PA and Curian Capital LLC, Denver, CO. The Advisor's services are offered to the public in concert with NPB Financial Services LLC, a SEC registered investment advisor. The Advisor is compensated by client paid fees.

As of June 30, 2011 the advisor has \$60 million of client assets under management (outsourced to SEI Investments and Curian Capital LLC) on a non-discretionary basis and \$498 million of client assets under supervision on a non-discretionary basis.

Services are based on the individual needs of the client. An initial interview and data gathering questionnaire is undertaken to determine the client's financial situation and investment objectives, and to give the client the opportunity to impose reasonable restrictions on the management of their assets. Clients have the ability to leave standing instructions with the IA Rep to refrain from investing in particular securities or types of securities, or invest in limited amounts of securities. Quarterly the IA Rep will notify the client, normally by email, to contact the IA Rep if there have been any changes in the client's financial situation or investment objectives, or to impose or modify account restrictions. The IA Rep will contact or attempt to contact the client, normally by email, annually on these matters. It is the client's responsibility to notify the IA Rep at any time there are changes. Clients may call in at any time during normal business hours to discuss directly with the IA Rep about the client's account, financial situation,

or investment needs. Clients will receive from the custodian/brokerage firm timely confirmations and at least quarterly statements containing a description of all transactions and all account activity. The client will retain rights of ownership of all securities and funds in the account to the same extent as if the client held the securities and funds outside the program (with the exceptions of revocable and/or irrevocable trust accounts under the auspicious of TWC Management Co., serving as a corporate fiduciary trustee, and self-directed retirement/IRA accounts held by an independent custodian). The Advisor will invite each client to participate in a review process at least once annually.

The Advisor provides Financial Plans or Wealth Management Plans consistent with the individual client's financial and tax status and risk/reward objectives. Planning may be comprehensive or modular and will focus on investments, retirement, insurance, taxes, estate, and/or wealth transfer plans.

Clients of the Advisor are expected to enroll in the Woodward Wealth Management One Portfolio® Wealth Management System (WIP). WIP is an internet-based asset-aggregation system that updates the value of a client's bank accounts and investments daily providing a real-time picture of their financial situation. WIP is also a contemporary financial planning platform that permits the very latest data to be used in the creation of a client's investment, retirement, estate, and wealth transfer plans (as required and paid for by the client). Plans are securely available on line to clients and the other Advisors (typically estate lawyers, and certified public accountants), with a few clicks of the mouse. Additionally, WIP contains a personal, secure vault, where private and personal papers (passports, wills, trusts, deeds, tax returns, etc.) are stored. The vault feature has become very important to our clients in this age of identity theft, natural disasters, and terrorist attacks. WIP comes standard with daily electronic monitoring of client's investment portfolios. If a portfolio decreases in value by 10 percent, an "alarm" goes off and a human investment advisor representative evaluates the situation. If necessary, the client is notified and corrective action is taken. WIP is available anywhere in the world with internet access.

The Advisor may provide "Chief Financial Officer" (CFO) services for business owners and provide business consultations not involving securities. This is separate from personal financial planning and wealth management. Topics may include budgetary planning, succession planning, and/or business plans.

On occasion we hold seminars. These seminars may include presentations on various securities and insurance products, or on financial planning, wealth management, trust, or college funding strategies. A fee may, or may not be charged to those in attendance.

Fees and Compensation

The Advisor may charge various fees:

- Investment Advisory Fees Charged by the Advisor. When the Advisor is retained by a client to evaluate an existing investment portfolio and/or design an investment portfolio outside of a financial planning relationship, a fee will be charged in accordance with our fee schedule (see page 9).

- Financial Planning Fees. The client may retain the Advisor to prepare a comprehensive or modular financial plan.
- Woodward OnePortfolio® Wealth Management System Enrollment and Renewal Fees.
- Financial Planning Retainer Fees.

Other Woodward Corporations, from time to time, may also charge fees. For example, TWC Management Co., Inc., may charge the following fees:

- Estate Planning Fees.
- Corporate Fiduciary Trustee Fees.
- Estate Administration Fees.

Comprehensive Financial Planning

Basic Financial Plan (Level I) Fee: \$2,500 Time: Two to four weeks

The Basic Plan permits the younger client to experience the benefits of financial planning and chart an initial course to achieve financial independence. The Basic Plan includes a balance sheet and an analysis of the client's tax, investment, financial and retirement needs.

Intermediate Financial Plan (Level II) Fee: \$5,000 Time: Three to five weeks

The Intermediate Plan provides a comprehensive examination of a client's situation and provides a road map for present and future action. The Intermediate Plan contains a balance sheet and a cash flow and diversification analysis. The plan analyzes the client's cash, tax, investment, financial, retirement, children's education, real estate and special needs. As appropriate, estate planning needs are also analyzed. Specific recommendations are individually written.

Advanced Financial Plan (Level III) Fee: Based on net worth and income. Time: Two to three months

Specifically tailored to each client's needs, the advanced plan is the total approach to financial planning. In-house financial planners, legal and accounting specialists review this individually written plan to encompass all the elements of the client's financial situation. Tax, investment, financial, retirement, estate planning and special needs are thoroughly examined. The Advanced Plan contains an investment portfolio analysis, a financial analysis and an estate planning analysis. The financial analysis includes a balance sheet, taxable income statement and a cash flow statement. Specific recommendations are individually written.

Other Services:

Woodward OnePortfolio® Wealth Management System: One quarter of 1% of client's net worth (as reported for federal estate tax purposes). Minimum fee: \$2,500 or ¼ of 1% of client's net worth (including face value of all life insurance), whichever is greater. Includes one year of WIP access. Subsequent years: \$125 per calendar year.

Financial Plan Annual Retainer Minimum fee: \$2,500

Financial Plan Annual Review Fee: Contained in the annual retainer fee. Normally conducted in the 12th month after the initial financial plan is implemented; the annual review includes a written position statement and may contain an analysis of current situation along with specific, written recommendations.

Quarterly Position Statement Fee: \$250 per quarter. Time: Mailed on the 10th day of the month following each calendar quarter. The Quarterly Position Statement provides the client with a four-page report that provides an updated balance sheet, a position statement showing client holdings and transactions, a recapitulation of all holdings and a gain/loss statement.

Hourly Rates: Minimum charge: One quarter of an hour.

From time to time, clients request professional services beyond the scope of the services listed in this fee schedule; e.g., evaluation of non-traditional investments, options, or business opportunities. For these or other non-listed professional services, the following rates apply:

Senior Investment Advisor Representative \$250

Investment Advisor Representative \$180

Para Planner \$160

Administrative; computer time \$110

Modular Financial Planning

Estate Tax Analysis Fee: \$2,500 Minimum Time: One week

The Estate Tax Analysis is a computer-generated report that shows estate settlement costs, liquidity needs and asset distribution for both the client and spouse. This report also can illustrate the potential tax savings if wills were rewritten, if joint tenancy titling of assets were severed, or if other estate planning strategies were implemented.

Estate Plan Fee: \$2,500 Minimum Time: Ten days

The Estate Plan contains the same computer-prepared illustrations as the Estate Tax Analysis. It adds a number of specific recommendations for minimizing estate taxes and settlement costs.

Strategic Asset Management: Specifically tailored to each client's needs, a portfolio is designed, implemented and managed on a nondiscretionary basis by an outside investment advisor acceptable to the client. Calendar quarter performance reports are provided by the outside investment advisor.

Fees For Managed Accounts

\$50,000 TO \$1,000,000 \$500 setup fee. One percent each year.

\$1,000,000 to \$3,000,000 \$750 setup fee. Three-quarters of one percent each year of the excess over \$1,000,000.

\$3,000,000 to \$5,000,000 \$1,000 setup fee. One-half of one percent each year of the excess over \$3,000,000.

\$5,000,000 and up Setup fee waived. One-quarter of one percent each year of the excess over \$5,000,000.

It is customary to pay the setup fee at the time a management agreement is executed. Management fees are monthly (Curian Capital, LLC), or quarterly (SEI Investments) in arrears by an outside investment advisor. Fees are not adjusted when a commission has been earned.

Tax Plan Fee: \$1,500 minimum Time: Three weeks

Tax Plan is a computer-generated income tax report designed to illustrate tax-minimization strategies. Projections of up to fifteen years can be accommodated. The computerized report is based on the most current considerations of tax legislation and can show the answers to various “what-ifs” on key tax factors.

Portfolio Analysis or Design Fee: \$1,500 minimum Time: Three weeks

Portfolio Analysis or Portfolio Design is available for individual clients or qualified plans. The report makes generic recommendations for repositioning where applicable, and includes an analysis of the tax efficiency of the recommended portfolio.

Other Woodward Corporations, from time to time, may also charge fees. For example, TWC Management Co., Inc., charges the following fees:

- *Estate Planning Fees.*
- *Corporate Fiduciary Trustee Fees.*
- *Estate Administration Fees.*

Fees For Trust Accounts

TWC Management Co., Inc. (TWC)

Collection of Trustee Fees. When TWC corporate trustees are used, either the trust or the grantors will be charged an annual, minimum fee, billed quarterly, in arrears.

Special Fees Charged by TWC. Quite often documents are sent to TWC for review and signing by a TWC home office trust officer. TWC will charge the trust or the grantor, depending upon the specifics of the job, for any fees. This is on top of the annual, minimum fees that TWC may be charging the trust or client.

Trustee Files and Record Keeping. A big part of what TWC charges the client or trust, is keeping good trust records. The trustee or trust officer of the corporate trustee must have an original, executed and notarized trust document set. The records should also include copies of deeds, titles and other asset transfer documents which have placed property in the trust.

Revocable or Irrevocable Trusts w/Active Grantor(s) While the client/grantor(s) are active and serving as manager/caretaker(s) of Revocable or Irrevocable Trusts, the trustee has minimal activities to perform. The base fees per year for this period are: \$195.00 per year for a Revocable or Irrevocable Trusts with up to 2 Holding Trusts, + \$25.00 per year for each extra Holding Trust.

Note: The above includes annual review and signing of a grantor trust tax return, but not the preparation of the return. The above does not include fees for TWC's "Nevada Domiciling Service," nor any special activities, such as reviewing, signing and notarizing funding and transfer documents or client consulting.

Private Annuity/Trust During Periods of "Auto-Pilot" Mode A Private Annuity/Trust can operate somewhat automatically, with little administration by the trustee, during periods of deferral of the private annuity payment. Also, even when payments are being made it is usually possible to arrange for payments to be made automatically to the annuitant(s) by the financial institution which holds the trust's investment. In either of these two cases there is minimal activity for the trustee on a month-to-month basis, and the fees listed here apply to these cases. After annuitant(s) death, the fees for "Final Distribution and Settlement" (below) will apply. \$500 per year, plus charges for any specific transactions which may be required (\$35 to \$95 each, though individual transactions are fairly rare). The \$500 fee includes review and signing the annual tax return.

Trusts During Periods of Ongoing & Active Trustee Administration

Annual fees are as follows:

- 1.5% on gross asset values up to \$1,000,000*
- 1.25% on gross asset values between \$1,000,000 and \$3,000,000
- 1.0% on gross asset values between \$3,000,000 and \$5,000,000
- .75% on gross asset values between \$5,000,000 and \$10,000,000
- .5% on all gross asset values above \$10,000,000

**The minimum annual fee is \$900*

All fees are billed quarterly in arrears based on the value of trust assets on the last business day of the calendar quarter.

Note 1: The above includes the annual review and signing of the trust return, whether it is a grantor or non-grantor trust at that point, but not the preparation of the return. The above includes all supervisory and administrative activities and functions of the trust, review and signing trust documents and hiring legal, accounting or financial professionals which may be required. The above does not include the charges and fees which come from necessary sub-contractors and agents such as realtors, accountants, lawyers, investment advisers, appraisers, repair and maintenance contractors, etc. The above does not include expenses incurred by a trust, such as repair and maintenance, insurance, taxes, legal, etc., and is the fee for trustee services only.

Note 2: Additional, per hour fees will be charged for trusts which are to continue holding rental real estate (after TWC takes over as trustee) for time spent searching for and employing various subcontractors, such as real estate and leasing agents, maintenance and remodeling contractors, property and casualty insurers, etc. However, trust beneficiaries may avoid these charges by handling these issues themselves, and agreeing to hold TWC harmless for any consequence from their activities. There will also be per hour fees charged when the trust holds a majority interest in a privately held business entity, if any of the following type activities are required: Board meeting attendance, share voting, business supervisory activities, hiring managers or executives, employing business sales brokers, etc. Contact TWC's trust department for a current, per hour quote for these services.

All Trusts During Distribution

3% on gross asset values up to \$1,000,000

2.75% on gross asset values between \$1,000,000 and \$3,000,000

2.5% on gross asset values between \$3,000,000 and \$5,000,000

2.25% on gross asset values between \$5,000,000 and \$10,000,000

2.0% on all gross asset values above \$10,000,000

All fees are billed quarterly in arrears based on the value of trust assets on the last business day of the calendar quarter.

Note 1: The above fees are charged on a beneficiary by beneficiary basis. If one beneficiary receives final settlement and distribution of his/her share before other beneficiaries, the above fees apply to that one beneficiary's share only. If final distributions are paid in phases, such as at 3 different ages, the above fees apply to each distribution phase as it is paid. The trust interests of beneficiaries which continue to be held in the trust will be subject to the fees for "Ongoing & Active Trustee Administration" listed above.

Note 2: TWC reserves the right to adjust and/or negotiate its fees, in advance, with the trust grantors on a case by case basis to that which is reasonable, and as may be indicated or necessary in any given situation.

Financial Information

In our view, the payment of Advisory, Investment Management, Financial Planning, Wealth Management Fees, Woodward One Portfolio® Wealth Management System Enrollment and Renewal Fees, Financial Planning Retainer Fees, Financial Planning Fees, Estate Planning Fees, Corporate Fiduciary Trustee Fees, and Estate Administration Fees does not constitute the "prepayment of investment advisor fees of more than \$500 and more than six months in advance." Annual financial planning retainer fees are billed on a quarterly basis in arrears. Clients retain the Advisor by approving Advisor's Financial Advisory Agreement (FAA). Once an FAA is approved, clients have the right to terminate the Agreement without penalty at any time within five business days after the effective date of the agreement by so notifying the Advisor in writing by certified or registered mail. A full refund of all fees will be paid to the client. After the expiration of five business days, either party may terminate the agreement upon thirty (30) days written notice to the other by certified or registered mail. No refunds will be made. Fees are not negotiable.

Broker/Dealer Disclosure

Mr. Woodward is a FINRA General Securities Registered Representative, affiliated with NPB Financial Group LLC, Burbank, California, as a broker or agent, may effect securities transactions for compensation for any client. The compensation, commonly referred to as “commissions,” is fully disclosed, either by prospectus or schedule.

Mrs. Woodward, as a registered FINRA Registered Representative, affiliated with NPB Financial Group LLC, Burbank, California, as a broker or agent, may effect a limited range of securities transactions for compensation for any client. The compensation, commonly referred to as “commissions,” is fully disclosed by prospectus.

Arbitration Clause

Our Financial Advisory Agreement contains a pre-dispute arbitration clause. The agreement to arbitrate does not constitute a waiver of the right to seek a judicial forum where such a waiver would be void under the federal securities laws. Arbitration is final and binding on the parties.

Performance-Based Fees and Side-By-Side Management

The Advisor does not charge performance-based fees which are based on capital gains in the client account or side-by-side investment management fees.

Types of Clients

The Advisor provides advisory services to individuals, couples, pension and profit sharing plans and other ERISA accounts, trusts, estates, and business entities.

The Advisor does not require minimum account balances.

Methods of Analysis, Investment Strategies, and Risk of Loss

Analysis utilized includes charting, fundamental, technical, and cyclical.

The Advisor uses asset allocation strategies for portfolio management.

By its nature, financial planning and wealth management looks to the long-term. After the client's short-term cash needs and emergency fund are evaluated, investment and insurance strategies are designed to help the client achieve his or her financial goals. Casualty insurance (e.g. homeowner's, auto, liability, etc.) is reviewed only at the client's request, and would be provided by an outside casualty firm.

While there is risk in all investments, some carry a greater degree of risk or higher costs. There is no guarantee that the investment strategy selected for the client will result in the client's goals being met, nor is there any guarantee of profit or protection from loss. For those investments sold by prospectus, clients should read the prospectus in full.

The Advisor is disclosing those risks and opportunities for our investment strategy or for particular types of securities used:

- Debt securities are subject to interest rate risk...
- High yield securities are corporate debt securities rated below investment grade.
- By timing the buys and sells, we endeavor to control the risks. Timing the markets has its own set of risks, and as such we do not attempt to time the market.
- There are tax consequences for short-term trading wherein capital gains are taxed as ordinary income.
- Our investment style may be a diversified or non-diversified approach.
- Auction Rate Securities are floating rate debt securities (long-term variable-rate corporate or municipal bonds) tied to short-term interest rates. ARS have a long-term nominal maturity with interest rates reset through an auction process.
- Structured products are a basket of investments that combine the upside potential of equity with the downside protections of fixed income. Structured products are complex and difficult for the average investor to understand. Structured products are used to hedge and speculate.

Disciplinary Information

An investment advisor must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of its management personnel. The Advisor does not have any disclosure items.

Other Financial Industry Activities and Affiliations

The Advisor is not, but IA Reps of the firm are licensed as securities salespersons ("Registered Representatives") and insurance agents, and are in the business of selling securities and insurance products. The sale of these products account for approximately 10% of time allocated.

IA Reps of the Advisor are associated with NPB Financial Group LLC (NPB) as Registered Representatives. NPB is a general securities broker/dealer having membership in the Financial Industry Regulatory Authority. NPB is owned by the corporate officers, and many of the representative register with the firm including Al and Marilyn Woodward. We may recommend non-proprietary securities, asset management, or insurance products offered by NPB. If clients purchase these products through us, we will receive the normal commissions or fees. Thus, a conflict exists between our interests and those of advisory clients. The client is under no obligation to purchase products recommended, or to purchase products either through us or through NPB.

IA Reps of the firm are licensed with several life, disability, and other insurance companies. Insurance products offered by these companies may be recommended. If clients purchase these products through us, we receive the normal commission. Thus a conflict of interest exists between our interests and those of advisory clients. The client is under no obligation to purchase

products recommended, or to purchase products either through us or through these insurance companies.

The Advisor may exercise agreements with other Registered Investment Advisors and recommend other Advisors to clients. In such instances, the Advisor may receive a portion of the account fee or commissions. In these instances, we will make available to the client a “Compensation Disclosure Statement” and the Investment Advisor Brochure for the other Advisor. The client is under no obligation to use the services of the other Advisor(s) recommended.

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

Code of Ethics

The Advisor has adopted a Code of Ethics distributed by NPB. The Code of Ethics sets forth standards of conduct expected of advisory personnel; requires compliance with federal securities laws; and, addresses conflicts that arise from personal trading by advisory personnel. Clients may request a copy of the Code of Ethics.

Conflict of Interest

The Woodward Corporation’s principal business is offering corporate fiduciary trustee services to the public. TWC Management Co., Inc. serves as a corporate fiduciary trustee. TWC operates as a corporate fiduciary trustee as a non-registered corporate fiduciary trustee under the exemption afforded to registered representatives, registered investment advisors, and broker/dealers in the Colorado Revised Statutes and other state laws. Al and Marilyn Woodward control the Woodward Corporations and direct professional relationships with clients. TWC Management Co., Inc. normally is the Woodward Corporation first retained by a client. Our initial assignment is normally the updating or designing a client’s estate plan (under the auspicious of the client’s attorney in cooperation with The Estate Plan, Reno, NV). We also design, develop, and assist the client in the implementation and a wealth transfer plan. Then the client is guided by a series of financial plans to update their retirement, insurance, tax, children’s education (if required), and investment planning. These subsequent activities take place on a fully disclosed basis. This process is generally referred to as *Wealth Management*. The client typically retains the Woodward Corporations, and/or outside investment advisors, or other outsource partners. During each step clients have the absolute choice of what recommendations to approve or disapprove. Clients have the absolute choice of what Woodward Corporation, outside investment advisors, and/or outsource partners to use or not use. We have patterned our activities after bank operated trust departments in the United States. We believe that the banking world treats these interrelated activities as *normal, customary, routine, and proper*. In the investment advisor and FINRA worlds, providing the aforementioned interrelated professional services, and financial products, under the common control of Al and Marilyn Woodward is a conflict of interest that has the potential to be deemed self dealing. We are acutely aware of our fiduciary responsibility and have taken steps to ensure that our activities are monitored by independent, outside professionals at least annually. We also believe that our track record

demonstrates that we know how to manage the inherent conflict of interest involved with our professional activities in the best interest of the client.

Participation or Interest in Client Transactions

From time to time, some of the IA Reps/registered representatives may recommend to their clients, the purchase of limited partnerships or mutual funds that are sponsored by Advisor affiliated companies. This would be when the recommendation is suitable for the client and meets their investment objectives. Clients are not obligated to purchase these funds.

Personal Trading

At times the Advisor and/or its IA Reps may take positions in the same securities as clients, and we will try to avoid conflicts with clients. The firm and its IA Reps will generally be “last in” and “last out” for the trading day when trading occurs in close proximity to client trades. We will not violate our fiduciary responsibilities to our clients. Scalping (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (i.e. a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

Brokerage Practices

Selection or recommendation of broker/dealers

Because the principal and IA Reps of the Advisor are registered representatives with NPB, if clients freely choose to implement advice through us, the broker/dealer is NPB. NPB performs "due diligence" on mutual funds, limited partnerships, and insurance products. Only those investments that meet firm requirements will be on the NPB "approved product list" and be offered for sale to clients.

Soft Dollar Practices

The Advisor may receive compensation from a brokerage firm in the form of research, products or services (“soft dollars”). When a firm uses client brokerage commissions to obtain soft dollars, the firm receives a benefit by not having to produce or pay for such items. A firm may have an incentive to select or recommend a broker/dealer based on soft dollars received, rather than best execution for the client. The Advisor does not receive “soft dollars” from NPB.

The Advisor does not receive soft dollar compensation from any outside entity for research services to include reports, software, etc.

The Advisor understands its duty for best execution and considers all factors in making recommendations to clients. These research services may be useful in servicing all clients of the Advisor, and may not be used in connection with any particular account that may have paid

compensation to the firm providing such services. While the Advisor may not always obtain the lowest commission rate, the Advisor believes the rate is reasonable in relation to the value of the brokerage and research services provided.

Client Referrals From Brokers

The Advisor will generally maintain an existing broker/dealer relationship when the client is referred to the Advisor. In maintaining the existing broker/dealer relationship, a conflict of interest may exist in obtaining best execution by the Advisor on behalf of the client. A conflict of interest may exist in obtaining future referrals from a broker/dealer if the Advisor did not maintain these existing relationships. Where the client is not referred by an existing broker/dealer, the Advisor recommends Pershing, a brokerage firm. The Advisor believes that Pershing maintains competitive full-service firm rates. Clients may use a brokerage firm of their choice, including discount brokerage firm(s).

Directed Brokerage

Client may direct brokerage to a specified broker/dealer or brokerage firm other than the firm recommended by the Advisor. It is up to the client to negotiate the commission rate, as the Advisor will not. The client may not be able to negotiate the most competitive rate. As a result, the client may pay more than the rate available through the broker/dealer used by the Advisor. In client directed brokerage arrangements, the client may not be able to participate in aggregated ("blocked") trades, which may help reduce the cost of execution. Where the client does not otherwise designate a broker/dealer, the Advisor recommends a broker/dealer with competitive commission rates.

Trade Aggregation

While individual client advice is provided each account, client trades may be executed as a block trade. The Advisor encourages its existing and new clients to use the Advisor's "lead custodian." Only accounts in the custody of the lead custodian would have the opportunity to participate in aggregated securities transactions. All trades using the lead custodian will be aggregated and done in the name of the Advisor. The executing broker will be informed that the trades are for the account of the Advisor's clients and not for the Advisor itself. No advisory account within the block trade will be favored over any other advisory account, and thus, each account will participate in an aggregated order at the average share price and receive the same commission rate. The aggregation should, on average, reduce slightly the costs of execution, and the Advisor will not aggregate a client's order if in a particular instance the Advisor believes that aggregation would cause the client's cost of execution to be increased. The Custodian will be notified of the amount of each trade for each account. The Advisor and/or its IA Reps may participate in block trades with clients, and may also participate on a pro rata basis for partial fills, but only if clients receive fair and equitable treatment.

Review of Accounts

SEI Investments, Curian Capital LLC, IRA and Retirements Accounts and Mutual Fund Accounts are reviewed a minimum of once per quarter. Market conditions that might cause a

wide variance in the specified asset allocation, or other factors could cause a more frequent review.

Financial and Wealth Management plans are a snapshot of one point in time and no ongoing reviews or updates are conducted. We recommend clients engage us on an annual basis to update their financial or wealth management plans.

The account reviews are performed by the client's IA Rep. The Chief Compliance Officer and other designated compliance staff monitor the portfolios and financial plans for investment objectives and other supervisory review.

All clients receive standard account statements from investment sponsors and brokerage firms. Clients who subscribe to WIP have access to daily account aggregation information, and financial and wealth management plans stored in their vault. Clients who make themselves available receive a written annual performance report from the Advisor.

Client Referrals & Other Compensation

Referral Fees Paid

The Advisor may, but typically does not compensate anyone for client referrals. Any solicitors agreements (there are currently none) are in compliance with applicable state law and state IA policies. In addition, all applicable federal and state laws will also be observed. All clients procured by solicitors will be given full written disclosures describing the terms and fee arrangements between the advisor and the solicitor prior to or at the time of entering into the advisory agreement.

Referral Fees Received

The Advisor may exercise agreements with other Registered Investment Advisors and recommend other Advisors to clients. In such instances, the Advisor may receive a portion of the account fee or commissions. In these instances, we will make available to the client a "Compensation Disclosure Statement" and the Form ADV for the other Advisor. The client is under no obligation to use the services of the other Advisor(s) recommended.

If the Advisor were to use a wrap fee investment program, clients will receive a Wrap Fee Brochure (Form ADV Part 2A Appendix 1) disclosures. The regulatory filing of the brochure is prepared by the outside money manager.

Sales Awards

The Advisor does not accept sales awards.

Seminar Support Dollars

From time-to-time the Advisor receives seminar support dollars from investments sponsors. These dollars are used by the Advisor to help defray the cost of presenting seminars. The typical dollar contribution is \$500 and occurs no more frequently than once annually. This is a conflict of interest. The client should be aware that the receipt of seminar support dollars may influence an IA rep, or registered representative to favor investment companies that provide seminar support dollars. The Advisor does not believe that the receipt of seminar support dollars has ever, or will cause us to favor one investment over another investment.

Custody

The Advisor is deemed to have custody of managed account client funds solely because of the fee deduction authority granted by the client in the investment advisory agreement.

Clients will receive account statements at least quarterly from Pershing LLC or other qualified custodian. Client is urged to compare custodial account statements for accuracy. Minor variations may occur because of reporting dates, accrual methods of interest and dividends, and other factors. The custodial statement is the official record of your account for tax purposes.

Investment Discretion

The Advisor does not have discretion over any client accounts. A limited power of attorney, limited to the power of executing trades on a non-discretionary basis may be obtained from clients.

TWC, when acting as a corporate fiduciary trustee maintains full discretion over trust accounts. Trust beneficiaries, and trust parties-in-interest receive quarterly account investment and expense statements.

The Advisor will not have authority to withdraw funds or to take custody of client funds or securities, other than under the terms of the Fee Payment Authorization clause in the Agreement with the client.

The Advisor does have the ability to offer discount brokerage commissions.

The client will designate the broker/dealer to be used for trading and custodial services. The Advisor may “trade away” for bond transactions in order to seek best execution. The bonds will be custodied at the broker/dealer designated by the client under a prime brokerage arrangement.

Voting Client Securities

The Advisor does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information provided by the issuer of the proxy in question.

Requirements for State Registered Advisors

Woodward Wealth Management Group Incorporated (the “Advisor”). IARs Al and Marilyn Woodward provide the following professional services (aka “outside business activity”) under the auspicious of the Advisor:

- Modular and comprehensive financial (aka wealth management) planning for a fee.
- Investment portfolio evaluation for a fee.
- Portfolio design for a fee.
- Sale of on-going investment portfolios and investment management for a fee provided by outsource partners Curian LLC and SEI Investments. WWMG provides these services through NPB Financial Group LLC as an SEC RIA.

These activities occupy approximately 20% of our time.

WOODWARD & WOODWARD FINANCIAL SERVICES (WWFS) INCORPORATED (through a Colorado registered trade name College Funding Advisors [CFA]). Al and Marilyn Woodward provide the following professional services (aka “outside business activity”) under the auspicious of WWFS/CFA:

- Sale of college funding advice, through outsource partner National Association of College Funding Advisors, for an initial, and ongoing (while a client’s child/children are in college) monthly fee.

This activity occupies approximately 35% of our time.

ALMAI INTERNATIONAL INCORPORATED (AI). Al and Marilyn Woodward provide the following professional services (aka “outside business activity”) under the auspicious of AI:

- Sale of life, accident, and health insurance for a commission. NOTE: Al and Marilyn Woodward are licensed CO (and from time-to-time other states) insurance agents.
- Sales of precious metals and philatelic through outsource partners, primarily CMI Gold & Silver, Inc. and U.S. Tangibles.

This activity occupies approximately 5% of our time.

TWC MANAGEMENT CO INCORPORATED (TWC), a NV corporation. Al and Marilyn Woodward provide the following professional services (aka “outside business activity”) under the auspicious of TWC:

- Sale of corporate fiduciary trustee services for a fee.
- Sale of living trusts, in cooperation with outsource attorney partners and The Estate Plan, for a fee.
- Sale of estate administration services for a fee

This activity occupies approximately 30% of our time.

Al and Marilyn Woodward, as individuals, are engaged in the following outside business activities:

- Public speaking for a fee.
- Sale of life, accident, health and life insurance products for a commission under the auspicious of NPB Financial Group LLC Insurance Services, and outsource partner Asset Marketing, Inc.
- Providing expert witness professional services for a fee.
- Providing (Al) SCCA licensed sports car corner worker and sports car race control services for a wage.

This activity occupies approximately 10% of our time.

Identification/Background – Principal Executive Officers

Albert B. Woodward, Jr. CRD Number: 705453

Chairman of the Board

Woodward Wealth Management Group, Inc., the “Advisor”

Mr. Woodward has been, and continues to be actively involved in the financial planning profession since 1978.

1959-1960	Attended the University of Southern California
1970	Graduated at the University of Nebraska-Omaha - BA General Studies
1974-1976	Graduated at the Monterey Institute of International Studies – MA International Management
1983-1985	Completed course of non-resident study at the College for Financial Planning which culminated in conferral of the Certified Financial Planner® designation

Mr. Woodward is a member of the Financial Planning Association (FPA).

Mr. Woodward is a resident of Colorado.

Marilyn W. Woodward, CRD Number: 705454

President

Woodward Wealth Management Group, Inc., the “Advisor”

Mrs. Woodward is Mr. Woodward’s spouse. Mrs. Woodward has been, and continues to be actively involved in the financial planning profession since 1980.

1958-1961	Graduated at the University of Southern California – BA Education
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Mrs. Woodward is a member of the Financial Planning Association (FPA).

Mrs. Woodward is a resident of Colorado.

Ownership of the Woodward Corporation

All outstanding shares of the Woodward Corporation are owned by a Trust foreign to the State of Colorado.

ALBERT B. WOODWARD, JR.
INVESTMENT ADVISOR REPRESENTATIVE

Woodward Wealth Management Group, Inc.
5445 DTC Parkway, Suite 415
Greenwood Village CO 80111
303-355-0556
www.woodwardwealth.com
abw@woodwardwealth.com
June 30, 2011

Branch offices in
Newport Beach, CA and Naples, FL

This brochure provides information about the qualifications of Albert B. Woodward, Jr. If you have any questions about the contents of this brochure, please contact us at 303-355-0556 or info @woodwardwealth.com. 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. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training. Additional information about Albert B. Woodward, Jr. also is available on the SEC's website at www.adviserinfo.sec.gov. CRD Number: 705453

Please refer to Item 19 ADV Part 2A

MARILYN W. WOODWARD
INVESTMENT ADVISOR REPRESENTATIVE

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Greenwood Village CO 80111
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This brochure provides information about the qualifications of Marilyn W. Woodward. If you have any questions about the contents of this brochure, please contact us at 303-355-0556 or info @woodwardwealth.com. 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. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training. Additional information about Marilyn W. Woodward also is available on the SEC's website at www.adviserinfo.sec.gov. CRD Number: 705454

Please refer to Item 19 ADV Part 2A



SUSAN BABER, CFP®
INVESTMENT ADVISOR REPRESENTATIVE

Woodward Wealth Management Group, Inc.
5445 DTC Parkway, Suite 415
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303-355-0556
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November 8, 2011

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Newport Beach, CA and Naples, FL

This brochure provides information about the qualifications of Susan Baber that supplements the Woodward Wealth Management brochure. You should have received a copy of that brochure. Please contact Albert B. Woodward, Jr. Chairman of the Board if you did not receive Woodward Wealth Management's brochure or if you have any questions about the contents of this supplement at 303-355-0556.

Additional information about Susan K Baber also is available on the SEC's website at www.adviserinfo.sec.gov. CRD Number: 2476259

Part 2B of Form ADV: Brochure Supplement

Educational Background and Business Experience

Susan Kerns Baber, otherwise known as Susan K. Baber, is 46 years old (born on December 6, 1964). Susan graduated Alief Hastings High School in Alief, Texas and then attended Texas A&M University in College Station, TX. She graduated from Texas A&M University in 1987 with a Bachelor of Science degree in Industrial Engineering. From 1988-1991, Susan Baber attended George Washington University in Washington, D.C., graduating in August 1991 with a Masters of Business Administration (MBA) in International Business.

From 1994-2003, Susan was a Financial Advisor with American Express Financial Advisors (now Ameriprise Financial).

From 2004-2005, Susan Baber was employed by Thomson Reuters, Inc., as a Regional Sales Director.

From 2005-2006, Susan Baber was not employed.

From January 2007- December 2008, Susan was the Principal of Goldlink Investment Advisors, a Registered Investment Advisor in the state of Colorado.

From Jan 2009- Dec 2009, Susan was not employed.

From Jan 2010 – Oct 2011, Susan was employed as a Sales Support and Marketing Specialist at Rocky Mountain Radiographics, Inc.

From Oct. 3, 2011, Susan K. Baber has been employed as the Director of Marketing and Public Relations at Woodward Wealth Management Group, Inc.

She has been a Certified Financial Planner® Professional since 1998. A CFP® requires college-level courses in the six areas of financial planning and passage of the CFP® Board of Standards exam. A CFP® licensee is required to complete 30 hours of continuing education every two years, including 2 hours of Ethics.

Disciplinary Information

There are no disciplinary matters to disclose.

Other Business Activities

There are no other business activities to report. Currently, Susan K. Baber does not have any active securities licenses.

Additional Compensation

There is no additional compensation to report.

Supervision

Albert B. Woodward, Jr., Investment Advisor, is responsible for Supervision of Susan K. Baber, Investment Advisor Representative.

Requirements for State-Registered Advisers

There is no additional information to disclose.



MISTY OXFORD
INVESTMENT ADVISOR REPRESENTATIVE

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November 8, 2011

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This brochure provides information about the qualifications of Misty Oxford that supplements the Woodward Wealth Management brochure. You should have received a copy of that brochure. Please contact Albert B. Woodward, Jr. Chairman of the Board if you did not receive Woodward Wealth Management's brochure or if you have any questions about the contents of this supplement at 303-355-0556.

Additional information about Misty K. Oxford is available on the SEC's website at www.adviserinfo.sec.gov. CRD Number: 5845586

Part 2B of Form ADV: Brochure Supplement

Educational Background and Business Experience

Misty K. Oxford, age 35, graduated from the University of Kansas with a Bachelor of Arts degree in Psychology and Human Development and Family life.

Since August 2010, Misty K. Oxford has been employed at Woodward Wealth Management Group, Inc.
November 2009 - July 2010 Misty was employed at Durango Mountain Resort as an Administrative Assistant
August 2008 - October 2009 Misty was employed by the City of Durango as an Administrative Assistant
September 2007 – June 2008 Misty was employed by Campbell, Latiolais & Ruebel, PC as a Legal Assistant
October 1999-July 2007 Misty was employed by Vail Resorts an Owner/Guest Services Manager.

Disciplinary Information

There are no disciplinary matters to disclose.

Other Business Activities

Misty K. Oxford is a registered representative, Series 7 licensed, the general securities representative (GS) license.

Additional Compensation

There is no additional compensation to report.

Supervision

Albert B. Woodward, Jr. Chairman of the Board, 303-355-0556, is responsible for supervising Misty Oxford, Investment Advisor Representative.

Requirements for State-Registered Advisers

Misty K. Oxford is an investment advisor representative, Series 66 licensed.