



*Woodbury Financial Services, Inc.
Guide to Investing*

Woodbury Financial Services, Inc., Guide to Investing

Table of Contents

| | |
|---|-------|
| <u>Who We Are</u> | 1 |
| <u>Our Commitment</u> | 2 |
| <u>Types of Relationships with Customers</u> | 2-4 |
| <u>Types of Affiliation and Management Compensation</u> | 4-6 |
| <u>Products</u> | 6 |
| <u>Mutual Funds</u> | 6-11 |
| <u>529 College Savings Plans</u> | 11 |
| <u>Other Investment Products</u> | 12 |
| <u>Variable Annuities</u> | 12-14 |
| <u>Life Insurance</u> | 14-17 |
| <u>Woodbury Financial Position Regarding Replacement Activity</u> | 18-19 |
| <u>How Compensation is Paid to Your Registered Representative</u> | 19-20 |
| <u>How Compensation is Paid to Woodbury Financial</u> | 20-24 |
| <u>Seniors, Retirees and Pre-Retirees</u> | 24 |
| <u>Arbitration</u> | 25 |
| <u>Woodbury Financial Business Continuity Plan</u> | 25-26 |
| <u>Securities Investor Protection Corporation</u> | 26 |
| <u>Filing a Grievance</u> | 26 |

Woodbury Financial Services, Inc., Guide to Investing

Who We Are

Woodbury Financial Services, Inc., (“Woodbury Financial”) is a broker/dealer registered with the Securities and Exchange Commission (“SEC”) and in all 50 states. It is a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). Woodbury Financial is also an SEC registered investment adviser and state insurance agency. Woodbury Financial provides financial services to the public, including the sale of securities and insurance products. Woodbury Financial provides these products and services through a network of independent registered representatives, who are also generally licensed as insurance agents and may be investment adviser representatives as well. Through our registered representatives and investment advisory representatives customers may purchase securities, insurance products, and financial planning services offered by many different companies, including affiliated and non-affiliated companies.

Woodbury Financial is not a bank or credit union, so the financial services Woodbury Financial offers are not insured by the Federal Deposit Insurance Corporation, any federal government agency or the National Credit Union Association. Securities and certain insurance products obtained through Woodbury Financial may fluctuate in value and involve risks, including possible loss of principal.

Your Woodbury Financial registered representative may offer some or all of the following products and services through Woodbury Financial:

- Mutual Funds
- 529 College Savings Plans
- Annuities (variable and fixed)
- General Securities (stocks, bonds)
- Life Insurance (variable, universal, whole and term)
- Unit Investment Trusts
- Limited Partnerships
- Group Retirement Plans: 401(a), 401(k), 457, 403(b)
- Financial Planning
- Access to wrap/separately managed account programs
- Real Estate Investment Trusts (REITs)
- Oil and gas partnerships
- Tenant-in-common property exchanges
- Equity indexed annuities, and
- Other investment products

Your registered representative may also offer some or all of the following products and services (*list is not all inclusive*) using a business name other than Woodbury Financial:

- Accounting
- Traditional life insurance policies issued by non-affiliated insurance carriers
- Tax preparation
- Health insurance
- Disability insurance
- Long-term care insurance
- Fixed income annuities
- Legal advice
- Estate planning

These products and services are not offered through or directly supervised by Woodbury Financial and are generally not subject to direct oversight by securities regulators. Woodbury Financial cannot be held responsible for anything relating to these products or services.

Woodbury Financial is a separately incorporated subsidiary of Hartford Life Insurance Company and is an affiliate of the Hartford Mutual Funds (collectively, "Hartford"). Our affiliated companies generally have greater access to our registered representatives to provide training, marketing support, and educational presentations, including the presence of affiliated products sales personnel at our home office.

Our Commitment

With regard to all sales, Woodbury Financial and its registered representatives are committed to helping customers choose suitable financial products and services designed to meet their individual needs and goals. Honesty, integrity, and fairness are at the center of our culture and values. To best serve you, Woodbury Financial requires its registered representatives to adhere to a variety of rules regarding their dealing with our customers. Woodbury Financial specifically prohibits registered representatives from borrowing money from customers, accepting cash from customers, accepting customer checks payable to the registered representative or his/her business name, or guaranteeing profits or the price or performance of a security. Woodbury Financial also confirms customer information, including investment objectives, to customers within 30 days of a new transaction, and we thank you for taking the time to carefully review that information. Woodbury Financial also encourages our customers to carefully review their account statements and other information to ensure we continue to properly serve your needs.

Woodbury Financial expects its registered representatives to fully explain all investments to you. Securities and insurance products can be very complicated, so we encourage you to take the time to ask questions of your representative. Make sure you fully understand a product or transaction before buying. In addition to asking your representative, there are a variety of educational resources available on-line to help you better understand the financial services industry. You can obtain information at: <http://www.sec.gov>, <http://www.finra.org>, <http://www.nasaa.org>, and at your state securities commission web site, among others.

For specific information on any of these issues, contact the Woodbury Financial Compliance Department at (800) 800-2000, and ask for extension 13180.

Types of Relationships with Customers

As discussed above, Woodbury Financial offers customers a variety of ways to engage in a financial services relationship. Customers may have an advisory or transactional relationship with their Woodbury Financial registered representatives. The type of relationship may change over time, depending on the needs of the customer.

Advisory – Financial Planning and Related Advisory Services. For customers who desire a financial planning relationship, Woodbury Financial offers programs for an annually renewable or a one-time advisory fee, under which the customer may receive financial analysis and advice on a wide variety of topics. Woodbury Financial registered representatives who are affiliated as investment advisory representatives may offer a full range of financial advice services, from comprehensive financial planning to single issue consulting. Wrap Fee Account - Woodbury Financial acts as the sponsor for an adviser "wrap-fee" product known as the **Custom Allocation ProgramSM (CAP)**. CAP customers receive advice and brokerage trade execution services for one all-inclusive advisory fee. Advice normally includes, but is not limited to: risk tolerance and investment objective profiling, asset allocation modeling, security review, and periodic updates.

Third-Party Asset Manager Programs - Woodbury has selling agreements with other SEC registered investment advisers that offer professional money management, tax sensitive trading platforms, and unified and separately managed accounts.

Customers who desire an advisory relationship will receive Woodbury Financial's Form ADV Part II brochure from their registered representative. The ADV Part II brochure describes in detail the advisory services and fees offered by Woodbury Financial. **Unless you enter into a written agreement with Woodbury Financial for investment advisory services, neither Woodbury Financial nor its registered representatives will be acting as an investment adviser with respect to your account(s).**

Transactional - For customers who may not desire to receive investment advisory services, Woodbury Financial offers a wide array of financial products, some of which are described below in this *Guide to Investing*. In addition, customers who receive advisory services may, over time, decide to forego such services and may move to a transaction-based relationship with their registered representative.

If you enter into a solely transactional relationship with your registered representative and Woodbury Financial, your registered representative will not owe you a fiduciary duty with respect to your account or your transactions. In the New Account Form, if you check that you have not entered into an investment advisory relationship, you will be representing that you acknowledge the following:

1. That your registered representative is not providing ongoing advice and review of a financial plan.
2. The account or accounts that you are establishing are established as broker/dealer transaction-based accounts and not investment advisory accounts.
3. The legal responsibility of your registered representative differs from the legal responsibility owed to you if you enter into a financial advisory relationship.
4. You can contact Woodbury Financial at (800) 800-2000, extension 13180 and ask for Advisory Services to discuss any questions that you have concerning the different duties of a broker/dealer transaction-based relationship and an investment advisor relationship.

In determining what type of relationship you may want with your Woodbury Financial registered representative, you may want to consider the following chart, which shows some of the differences between the responsibilities of a transaction based relationship and an advisory relationship:

Common differences between responsibilities of a registered representative in a transaction-based relationship and an advisory relationship (not all inclusive):

| Transaction-Based Relationship | Advisory Relationship |
|--|--|
| 1. Legal standard is the "Duty of Fair Dealing, not "Fiduciary Duty." | 1. Legal standard is "Fiduciary Duty." This is a higher legal level of responsibility than "Fair Dealing." |
| 2. Must conduct business according to high standards of commercial honor and just and equitable principles of trade. | 2. Owes the client the duty of utmost good faith, integrity, and loyalty. |
| 3. Must disclose all material information in connection with an investment decision. | 3. Must make full and complete disclosure, including disclosure of all conflicts of interest. |
| 4. Must give equal consideration to the interest of the client and the interests of the representative. | 4. Must place the client's interest above the advisor's own personal interest. |
| 5. Must make suitable recommendations | 5. Must act for the client's benefit |

Notice to Retirement Plans and Individual Retirement Account (“IRA”) Investor

By choosing a transaction-based relationship, you are not engaging Woodbury Financial, and its registered representatives are neither intending nor undertaking, to act as a “fiduciary” for your retirement plans or IRA under the Employee Retirement Incumbent Security Act of 1974, as amended (“ERISA”), the Internal Revenue Code, or any other law. The differences between a transactional relationship and a fiduciary relationship are discussed in more detail in the preceding paragraphs of the *Guide to Investing*.

Please note that in a transaction-based relationship with you, Woodbury Financial and its registered representatives will have a financial interest in the investment choices you make. For investments you choose to make through us,

Woodbury Financial and your registered representative will receive transaction-based compensation, and may also receive compensation based upon the amount of assets in the account. The source and amount of that compensation will vary among types of investment and among issuers.

Woodbury Financial may also have other interests, such as furthering relationships with certain investment providers. As previously noted in this *Guide to Investing* under the heading “Who we Are,” Woodbury Financial has several affiliations with Hartford. Woodbury Financial and its registered representatives may offer investment products issued by Hartford, or other issuers, that have entered into distribution agreements with Woodbury Financial.

In making recommendations to you, Woodbury Financial will take its own interest into account, as well as your interests. It is your responsibility, or that of the appropriate plan fiduciary, to determine, taking into account relative *advantages and disadvantages and other relevant information, the appropriate investment of your retirement plan or IRA.*

Early Distributions From A Qualified Retirement Plan Pursuant To Internet Revenue Code Section 72(t)

Internal Revenue Code Section 72(t) (“Section 72(t)”) allows, under certain limited circumstances, distributions prior to age 59 ½ from a qualified retirement plan subject to payment of ordinary income taxes but without incurring a 10% federal tax penalty for premature distributions. The rules regarding such distributions are complex, and such distributions should not be pursued without advice from a tax adviser. In addition, taking Section 72(t) distributions in order to reinvest the funds withdrawn may subject your retirement savings to increased risk due to fluctuating market conditions, which may result in the loss of some or all of your retirement savings. Moreover, the overall returns you receive from reinvestment of Section 72(t) may be reduced by various fees and expenses associated with the purchase and ongoing administration of your subsequent investments. In addition, if you establish a schedule for distributions through a series of “substantially equal periodic payments” under Section 72(t), such a schedule of distributions may lead to the early depleting of your retirement savings, and any subsequent modification or discontinuation of the schedule distributions may subject them to the 10% federal tax penalty plus interest. Finally, you should understand that there have been instances in which investors have invested their 72(t) distributions from pension plans or other retirement vehicles, only to see the value of their investments fall dramatically during market corrections. Thus, you should carefully consider all of the implications before taking 72(t) distributions and reinvesting them, particularly reinvesting them in illiquid investments. For more information about Section 72(t), you may wish to visit the following links to material provided by the Internal Revenue Service (“IRS”) and FINRA:

Internal Revenue Service’s list of Frequently Asked Questions regarding Section 72(t):

<http://www.irs.gov/retirement/article/0,,id=103045,00.html>

FINRA Investor Alert:

<http://www.finra.org/InvestorInformation/index.htm>

Financial Tools; Accuracy of Information; Your Other Professionals

Woodbury Financial registered representatives may utilize financial planning software and life insurance illustration tools to assist you in exploring hypothetical product-specific outcomes. Unless you have entered into an advisory relationship with your registered representative, the output from these tools does not constitute a financial plan and should not be considered by you to be comprehensive financial planning. Rather, such tools can aid you and your representative in determining whether a specific product is suitable for you. The delivery of such output to you alone does not create an investment advisory or fiduciary relationship between you and Woodbury Financial or your Woodbury Financial registered representative.

Your Woodbury Financial registered representative may provide various examples to help illustrate various product choices, based on certain assumptions detailed in the analysis. The accuracy of data provided by you will help ensure the value of this analysis. Accordingly, it is essential that you provide your registered representative accurate and comprehensive information. However, all rates of return are hypothetical and are not a guarantee of the future performance of any asset, including insurance or other financial products. The calculations in these reports are only estimates. The presentations do not attempt to illustrate the precise legal, tax, accounting, or investment consequences of a particular planning alternative. Actual results may vary substantially from the figures shown. Unless otherwise

indicated, the income, estate, gift, and generational skipping transfer tax implications of particular transactions are not reflected in the analysis.

Your own legal and tax adviser should be consulted before you make any insurance, estate or business planning decisions (changes in title to any assets or beneficiary designations) to determine (1) the suitability of a particular alternative, and (2) the precise legal, tax, investment, and accounting consequences of that alternative. Neither Woodbury Financial, nor its registered representatives provide legal, tax, or accounting advice, and any oral or written communications shall not be construed as such.

Types of Affiliation and Management Compensation

Our registered representatives may affiliate with Woodbury Financial in one of three ways—through our Regional Vice President (RVP) Channel, through our Diversified Financial Concepts (“DFC”) Channel, or through our Independent Marketing Organization (IMO) Channel.

Generally: Our IMO Channel is composed of larger groups of representatives with an existing organizational structure that is independent of Woodbury Financial. The IMO groups are managed and supervised by registered securities principals within the IMO group itself. Woodbury Financial provides compliance oversight from the home office compliance staff and from a registered principal who is a senior leader of Woodbury Financial.

The DFC Channel is supervised by employee branch Managers, with monitoring provided by Woodbury Financial home office compliance.

RVP representatives are supervised for compliance oversight purpose by Woodbury Financial Regional Vice Presidents with monitoring provided by Woodbury Financial home office compliance. Our approximately 30 RVPs are generally assigned a geographic region within the United States.

Our RVPs and DFC branch managers (collectively, “Field Supervisors”) have a variety of duties within their role, including the following:

- Acting as field compliance supervisors for registered representatives in our RVP and DFC Channel;
- Acting as sales advocates for Hartford life insurance and other products in their territories;
- Acting as general sales technique coaches, and providing training;
- Providing general product support on all products approved for sale within the Woodbury Financial system, including acting as a liaison with other product wholesalers for their territories;
- Recruiting new representatives to the firm;
- Providing general support on Woodbury Financial policies, procedures, etc.; and
- Acting as a general liaison between the registered representatives and the Woodbury Financial home office.

The compensation of RVP Field Supervisors is based on: (i) sales commission and/or advisory fees of the representatives within their territory, (ii) recruiting additional representatives with proven production, (iii) territory profitability, and (iv) supervisory duties. As noted, RVP Field Supervisor compensation is based partially on sales commissions and/or advisory fees of the representative within their territory and profitability in their territory. As such, Field Supervisors could have a financial incentive to promote certain products over others because Woodbury’s selling agreements with product and service providers may allow for certain products to offer greater sales compensation than others.

The bonus compensation of other Woodbury Financial sales employees and managers, at all levels, who work with or supervise the RVP, DFC or IMO channels, are also significantly influenced by the sales of registered representatives. As such, these individuals could also have a financial incentive to promote certain products over others because Woodbury’s selling agreements with product and service providers may allow for certain products to offer greater sales compensation than others.

Registered Representatives Designations

Woodbury Financial allows its registered representatives to utilize certain industry designations or certifications¹ in marketing their services. Although Woodbury Financial has developed a review and approval process for designation and certification usage by its registered representatives, Woodbury Financial does not guarantee or claim that any particular designation or certification conferred on a registered representative will result in that registered representative being able to provide specialized or expert advice. Moreover, customers should understand that designations and certifications do not: (i) confer any state, federal, or jurisdictional securities, insurance or other license, or (ii) ensure qualification to render advice within the genre of financial services identified by the designation or certification. Furthermore, customers should understand that Woodbury Financial and its registered representatives disclaim any liability if a registered representative fails to adhere to a particular standard that is required by any organization conferring a designation or certification.

Products

Woodbury Financial offers a number of investment products through its registered representatives, some of which are described in more detail below. With any investment product, there are a number of factors you should understand before making a purchase. These include:

- The financial goals that you want met through an investment in the product;
- The risks of the particular investment product and how those risks relate to your goals;
- The relative costs versus benefits associated with the investment product, as investment product costs affect long-term investment performance and, in general, additional benefits have additional costs; and
- How Woodbury Financial and your registered representative are compensated on the investment product.

Some of these considerations are described in more detail below. In addition, your Woodbury Financial registered representative can help you to explore these inter-related considerations to determine the right product for you.

With respect to any financial product, it is important that you read and understand the prospectus and other disclosure documents distributed by the product manufacturer or distributor. The information set forth below is a summary only and cannot replace the more comprehensive information found in a product prospectus.

Mutual Funds

Working with some of the most prominent mutual fund families, Woodbury Financial offers over 4,000 different mutual funds. Our registered representatives can access these funds to meet a wide variety of investment objectives and sectors, including: emerging growth, international equity, domestic growth and income, government bonds, and real estate, just to name a few.

A mutual fund pools investments from many investors in a single portfolio under professional management. To manage risk, the investment manager diversifies the fund's investments according to the fund's investment objective. Funds can invest in a variety of investments, including U.S. or international stocks, bonds, money market instruments, other mutual funds -- or any combination. Individual investors own shares of the fund, while the fund or investment company owns the underlying investments chosen by the investment manager.

Risks of Investing in Mutual Funds

All investments carry some risk, and mutual funds are no exception. Depending on the type of fund, the risks may include market risk, interest rate risk, and credit risk. Among other things, the prospectus contains information about the risks associated with the particular fund. Investors that purchase mutual funds must make certain choices, including which funds to purchase and which class share is most advantageous. Each mutual fund has a specified investment strategy. You need to consider whether the mutual fund's investment strategy is compatible with your investment

¹ Some examples of notable designations or certifications include, but are not limited to: (i) Certified Financial Planner, (ii) Enrolled Agent, (iii) Certified Financial Analyst, and (iv) Accredited Estate Planner.

objectives. You should read the prospectus carefully and discuss your investment goals, objectives, and risk tolerances with your registered representative before investing in any fund.

Costs of Investing in Mutual Funds

A fund's prospectus includes a fee table listing the charges you pay. They include sales charges and annual operating expenses. You can pay these charges in a variety of ways, depending on the share class you choose, or with a fee-based account.

Fund operating expenses

Many of the costs associated with running a mutual fund are operating expenses. Fund operating expenses are deducted from the fund's assets. Included in fund operating expenses are management fees, distribution fees, shareholder mailings and other expenses. Management fees are paid to the fund's investment adviser. One type of operating expense is called a "12b-1 fee." Named after a SEC Rule, 12b-1 fees are intended to cover the costs of marketing and distributing the fund to investors. Like sales charges (discussed below), 12b-1 fees can be used to compensate a broker or other investment professional. Operating expenses are not paid directly as a fee, but they are deducted, generally annually, from the fund's assets and are expressed as a percentage of the fund's net assets or expense ratio. Operating expenses reduce investment returns. The fund's prospectus will note the fund's expense ratio, which helps you compare the annual expenses of various funds.

Sales Charges

Sales charges on mutual funds are fees that are paid directly out of your investment. These charges provide compensation for the fund company, Woodbury Financial, and your registered representative, for helping you to select funds to pursue your investment objectives. Most sales charges, also known as "loads," are either "front-end" (charged when you buy shares) or "back-end" (charged when you sell shares). A back-end charge is also called a "contingent deferred sales charge," or CDSC, because as you hold your shares for longer periods the charge declines over time, ultimately to zero. A single mutual fund, with one portfolio and one investment adviser, may offer more than one "class" of its shares to investors. Each class represents a similar interest in the mutual fund's portfolio. The principle difference between the class is that the mutual fund will charge you different fees and expenses depending upon the class that you choose. As a general rule, Class A shares carry a "front-end" sales charge or "load" that is deducted from your investment at the time you buy fund shares. This sales charge is a percentage of your total purchase. As explained below, many mutual funds offer volume discounts to the front-end sales charge assessed on Class A shares at certain pre-determined levels of investment, which are called "breakpoint discounts." In contrast, Class B and C shares usually do not carry any front-end sales charges. Instead, investors that purchase Class B or C shares pay asset-based sales charges, which may be higher than the charges associated with Class A shares. Investors that purchase Class B and C shares may also be required to pay a sales charge known as a contingent deferred sales charge when they sell their shares, depending upon the rules of the particular mutual fund. Mutual funds also provide other share classes in addition to Class A, B or C shares. *As always, please review the mutual fund prospectus and Statement of Additional Information with respect to the attributes of the share classes of a specific fund.*

The following provides additional information regarding certain share classes:

Class A Shares: These shares typically charge a front-end sales charge that is deducted from your initial investment. Often Class A shares offer you discounts, called breakpoints, on the front-end sales charge if you:

- make a large purchase;
- already hold other mutual funds offered by the same fund family;
- commit to regularly purchasing mutual fund shares; or
- have family members (or others with whom you may link according to fund rules) who hold funds in the same fund family.

Typically, there are several breakpoints, and as you invest more and reach each of these thresholds, there is a greater reduction in the sales load.

Investment Amount Sales Load

| | |
|-------------------------------------|-------|
| Less than \$25,000 | 5.0% |
| \$25,000 but less than \$50,000 | 4.25% |
| \$50,000 but less than \$100,000 | 3.75% |
| \$100,000 but less than \$250,000 | 3.25% |
| \$250,000 but less than \$500,000 | 2.75% |
| \$500,000 but less than \$1 million | 2.0% |
| \$1 million or more | 0.0% |

For example, XYZ Fund's offering price is \$10 per share. Its net asset value is \$9.50 per share. It has a 5% front-end sales load. If you invested \$10,000 in XYZ Fund, your sales charge would be \$500 leaving you with a \$9,500 investment, represented by 950 shares.

Class A shares may also charge 12b-1 fees, but they are generally lower than the 12b-1 fees of Class B and C shares. Because of the lower 12b-1 fees, the total annual fund operating expenses on Class A shares is generally lower as well.

Breakpoint Discounts

Most mutual funds offer investors a variety of ways to qualify for breakpoint discounts on the sales charge associated with the purchase of Class A shares. In general, most mutual funds provide breakpoint discounts to investors who make large purchases at one time. The extent of the discount depends upon the size of the purchase. Generally, as the amount of the purchase increases, the percentage used to determine the sales load decreases. In fact, the entire sales charge may be waived for investors that make very large purchases of Class A shares. Mutual fund prospectuses contain tables that illustrate the available breakpoint discounts and the investment levels at which breakpoint discounts apply. Additionally, most mutual funds allow investors to qualify for breakpoint discounts based upon current holdings from prior purchases through “Rights of Accumulation,” and future purchases, based upon “Letters of Intent.”

Please note: Mutual funds have different rules regarding the availability of Rights of Accumulation and Letters of Intent. Therefore, you should discuss these issues with your registered representative and review the mutual fund prospectus and Statement of Additional Information to determine the specific terms upon which a mutual fund offers Rights of Accumulation or Letters of Intent.

Rights of Accumulation — Many mutual funds allow investors to count the value of previous purchases of the same fund, or another fund within the same fund family, with the value of the current purchase, to qualify for breakpoint discounts. Moreover, mutual funds allow investors to count existing holdings in multiple accounts, such as IRAs or accounts at other Broker/dealers, to qualify for breakpoint discounts. In addition, many mutual funds allow investors to count the value of holdings in accounts of certain related parties, such as spouses or children, to qualify for breakpoint discounts. Each mutual fund has different rules that govern when relatives may rely upon each other's holdings to qualify for breakpoint discounts. Therefore, if you or any related parties have accounts at other broker/dealers and wish to take advantage of the balances in these accounts to qualify for a breakpoint discount, you must advise your Woodbury Financial registered representative about those balances. You may need to provide documentation of the holdings in those other accounts to your registered representative if you wish to rely upon balances in accounts at another firm. Mutual funds also follow different rules to determine the value of existing holdings. Some funds use the current net asset value (“NAV”) of existing investments in determining whether an investor qualifies for a breakpoint discount. However, a small number of funds use the historical cost, which is the cost of the initial purchase, to determine eligibility for breakpoint discounts. If the mutual fund uses historical costs, you may need to provide account records, such as confirmation statements or monthly statements, to qualify for a breakpoint discount based upon previous purchases. You should consult with your registered representative and review the mutual fund's prospectus to determine whether the mutual fund uses either NAV or historical costs to determine breakpoint eligibility.

Please note: To enable your registered representative to determine whether your purchase is eligible for a reduction in sales charge through Rights of Accumulation, you must disclose information about any accounts you or your immediate family members have with another broker/dealer outside of Woodbury Financial. A failure to disclose all such accounts may prevent you from taking advantage of a breakpoint.

Letters of Intent — Most mutual funds allow investors to qualify for breakpoint discounts by signing a Letter of Intent,

this commits the investor to purchasing a specified amount of Class A shares within a defined period of time, usually 13 months. For example, if an investor plans to purchase \$50,000 worth of Class A shares over a period of 13 months, but each individual purchase would not qualify for a breakpoint discount; the investor could sign a Letter of Intent at the time of the first purchase and receive the breakpoint discount associated with \$50,000 investments on the first and all subsequent purchases. Additionally, some funds offer retroactive Letters of Intent that allow investors to rely upon purchases in the recent past to qualify for a breakpoint discount. However, if an investor fails to invest the amount required by the Letter of Intent, the fund is entitled to retroactively deduct the correct sales charges based upon the amount that the investor actually invested. If you intend to make several purchases within a 13-month period, you should consult your registered representative and the mutual fund prospectus to determine if it is beneficial for you to sign a Letter of Intent.

Class B Shares: These shares do not impose a front-end sales charge that is deducted from the initial investment, but they do impose a 12b-1 fee that may be higher than those that you would incur if you purchased Class A shares. Class B shares also normally impose a contingent deferred sales charge (CDSC) that you pay if you sell your shares within a certain number of years. The CDSC normally gets smaller each year and eventually is eliminated after several years.

| Sample CDSC Schedule (Class B Shares) | |
|--|--|
| Years Since Purchase | Contingent Deferred Sales Charge (CDSC) |
| 0-1 | 5% |
| 1-2 | 4% |
| 2-3 | 3% |
| 3-4 | 3% |
| 4-5 | 2% |
| 5-6 | 1% |
| 6+ | 0% |

Selling Class B shares during the period in which the CDSC applies can significantly diminish the overall return on your investment, especially when coupled with the higher annual expenses charged on Class B shares. Most Class B shares "convert" into Class A shares after a certain number years. When they convert, they will begin to charge the same annual fund operating expenses as Class A shares.

If you own Class B shares, be sure to keep track of when they are scheduled to convert to Class A shares - particularly if your fund shares are held in an account that has been transferred from one brokerage firm to another. You can find out when your B shares convert to A shares by looking at the prospectus or checking with your registered representative.

Example: B Share Contingent Deferred Sales Charge

Value of shares redeemed: \$1000
 Less CDSC of 2% (\$20)
 Net proceeds to investor \$980

Example: B Share Mutual Fund Redemption

XYZ Fund has a current share price of \$30 per share. It imposes a back-end sales load of 3%. If you sold 100 shares, you would receive \$3000 minus the \$90 load. Your net proceeds would be \$2,910.

Woodbury Financial will generally not accept Class B share mutual fund purchases greater than \$100,000, per fund family, except in certain circumstances where it may be in the customer's interest. Because of these limits, Woodbury reserves the right to not accept funding over these limits.

Class C Shares: These shares typically do not charge a front-end sales charge. Class C shares also generally impose a lower CDSC than Class B shares, e.g., 1%, and for a shorter period, such as one year.

Like Class B shares, Class C shares typically impose higher annual fund operating expenses than Class A shares, due

primarily to higher 12b-1 fees. But unlike Class B shares, they typically do not convert to Class A shares and instead continue to charge higher annual expenses-including 12b-1 fees - for as long as the shares are held. Class C shares may be less expensive than Class A or B shares if you have a shorter-term investment horizon, because you will pay little or no sales charge. However, your annual expenses could be higher than Class A shares, and even Class B shares, if you hold your shares for a long time.

Woodbury Financial will generally not accept Class C share mutual fund purchases greater than \$250,000, per fund family with an aggregate total of \$1 million for Class C shares, except in certain circumstances where it may be in the customer's best interest.

No Load Mutual Funds

Many mutual funds charge no sales loads. Called no load funds, these funds do not charge a front-end sales charge or a deferred sales charge, such as a CDSC. FINRA rules also require that the 12b-1 fees not exceed 0.25% of the funds average annual net assets for a fund to be called a no load fund.

Net Asset Value Transfers

Certain mutual funds allow you to buy Class A shares without paying the front-end sales load if you use the proceeds from the sale of shares in a different mutual fund family for which you paid a front-end or back-end sales charge. These transactions are called net asset value ("NAV") transfers because you can purchase Class A shares of a new fund at NAV without paying a front-end sales load. Although NAV transfers currently are only offered by a limited number of funds, they can eliminate the sales charges when switching between load funds in different fund families.

To find out whether the mutual fund you are purchasing offers NAV transfers, refer to the prospectus and Statement of Additional Information. You will need to read the information carefully because most mutual funds do not use the term "NAV transfer." You can typically find information about NAV transfers in the section of these documents that discuss "sales charge reductions and waivers."

As you can see, understanding the availability of breakpoint discounts is important because it may allow you to purchase Class A shares at a lower price. The availability of breakpoint discounts may save you money and may also affect your decision regarding the appropriate share class in which to invest. Alternatively, if you spread your investment among different fund families you may spread your investment risk but also may incur a higher sales charge than if you aggregate your purchase into one fund family and qualify for a reduction in sales charge for reaching a breakpoint. Thus, it is important to discuss the availability of breakpoint discounts with your registered representative and carefully review the mutual fund prospectus and its Statement of Additional Information, which you can get from your registered representative, when choosing among the share classes offered by a mutual fund.

If you wish to learn more about mutual fund share classes or mutual fund breakpoints, you may wish to review the investor alerts available on FINRA's web site:

<http://www.finra.org/InvestorInformation/InvestorAlerts/MutualFunds/UnderstandingMutualFundClasses/p006022>

<http://www.finra.org/InvestorInformation/InvestorAlerts/MutualFunds/MutualFundBreakpointsABreakWorthTaking/p006008>

<http://www.finra.org/InvestorInformation/InvestorAlerts/MutualFunds/NetAssetValueTransfersLookBeforeYouLeapIntoAnotherMutualFund/index.htm>

Or, visit the many mutual fund web sites available to the public.

Fee-Based Accounts

Investors can also buy funds through fee-based wrap accounts. Instead of paying a sales charge or commission on each transaction, you pay an annual fee, billed quarterly in advance, which is based on a percentage of the account's value. These accounts offer funds as either no-load shares or A shares where the sales charge is waived.

Choosing the Right Share Class for You

Selecting the appropriate program and mutual funds for your investment objectives involves a number of factors, including fund strategy, fund performance history, risks, investment time horizon, fees, and expenses.

An investment in mutual funds is long-term in nature and under normal circumstances should not be considered for short-term investment goals due to the higher annual expenses. You should review any program's disclosure document as well as a fund's share classes, as detailed in the fund's prospectus, to fully evaluate your options. You should also talk with your registered representative so that together you can make the choices most suitable for you.

Please note: Reduced sales charges via Letters of Intent, Rights of Accumulation, and breakpoints may only apply to purchases of Class A shares. Depending on how long a mutual fund investment is held, Woodbury Financial and its registered representatives will generally receive a commission for a “B” or “C” share transaction that, over time, may be greater than a comparable “A” share transaction.

Mutual Fund Compensation

Woodbury Financial and your registered representative are paid in ways that vary with the type of mutual fund (equity or fixed income), the amount invested, and the share class. Woodbury Financial is paid by the mutual fund family from the fees you pay. A substantial portion of that payment then goes to your registered representative.

- For most purchases, registered representatives' compensation is based on a compensation formula applied (for A shares) to the front-end sales charge described in the fund's prospectus, or (for B and C shares) to the selling fee which is set and paid by the fund family. The selling fee is also called the “sales concession.”
- Ongoing payments, also known as “residuals” or “trails,” on mutual fund shares that are held in your account for more than one year are set by the fund family and generally paid through Woodbury Financial to its registered representatives.
- In certain fee-based accounts, registered representatives' compensation is based on a percentage of the assets in the account, rather than on concessions or trails as mentioned above.

The compensation formula Woodbury Financial uses to determine the amount of payment to your registered representative is the same for all mutual funds. However, some funds may carry higher sales charges than others, and that may create an incentive for registered representatives to sell such funds.

Woodbury Financial encourages you to ask your registered representative how he or she will be compensated for any mutual fund transaction.

Information regarding mutual fund fees, investment styles and policies can be found in a fund's prospectus and Statement of Additional Information, which are available on request from the fund company. If you have any questions about these practices, please contact your registered representative.

Please note: Woodbury Financial prohibits “market timing” and “late trading” in customer accounts. Woodbury Financial reserves the right to suspend any account, including mutual fund, variable annuity, variable life or other accounts that it believes is being used for such activity.

To learn more about mutual funds, ask your registered representative or visit the following websites:

Investment Company Institute: <http://www.ici.org>

The Financial Industry Regulatory Authority: <http://www.finra.org>

Securities and Exchange Commission: <http://www.sec.gov>

Security Industry Association: <http://www.siaonline.org>

529 College Savings Plans

A 529 College Savings Plan is a tax-deferred savings vehicle utilized for a child's anticipated higher education expense. There are two categories of plans currently available, in-state plans or out-of-state plans.

- A 529 plan offered by the state in which you live, is an in-state plan.
- A 529 plan offered by a state in which you don't live, is an out-of-state plan.

It is important for you, as an investor, to understand the various fees, investment options and tax consequences for individual 529 plans. Before choosing an in-state or out-of-state plan, review the plan documents carefully since plans vary from state to state. Depending on the laws of your home state, or the home state of the designated beneficiary, favorable state tax treatment or other benefits offered may only be available if you invest in your state's 529 college savings plan. State-based benefits should be one of the many appropriately weighted factors considered in making an investment decision and you should consult with your tax or other adviser about how such home state-based benefits would apply to your specific circumstances. You may also wish to contact your home state or go to finra.org to learn more about 529 plan features.

Please keep in mind that participation in a 529 plan does not guarantee the investment return on contributions, if any, will be adequate to cover future tuition and other higher education expenses. Federal income tax on the earnings and a 10% penalty on distributions for non-qualified expenses may also apply. Under a "Sunset Provision," the federal income tax exemption is scheduled to expire on December 31, 2010, in the absence of reenactment of Section 529. Woodbury Financial, its representatives and employees are not tax or legal advisers. All decisions regarding the tax or legal implications of your individual investments should be made in connection with your independent tax or legal adviser.

Other Investment Products

Real Estate Investment Trust (REITs) are regulated as a closed-end management company. REITs purchase different kinds of real estate investments such as: buildings, mortgages or short term construction loans. REITs can invest in property (Equity REIT), or can buy mortgages other than real estate loans (Mortgage REIT).

Equity Index Annuities (EIAs) have characteristics of both fixed and variable annuities. Their return varies more than a fixed annuity, but not as much as a variable annuity. Generally, EIAs may have more risk (but more potential return) than a fixed annuity but less risk (and less potential return) than a variable annuity.

EIAs offer a minimum guaranteed interest rate combined with an interest rate linked to a market index. Because of the guaranteed interest rate, EIAs have less market risk than variable annuities. EIAs also have the potential to earn returns better than traditional fixed annuities when the stock market is rising. Most equity-indexed annuities are not registered products; therefore, they do not have a prospectus. Investors should receive and read carefully the Statement of Additional Information that is published by the EIA product manufacturer prior to investing.

Variable Annuities

A variable annuity is an insurance contract between you and an insurance company, under which the insurance company agrees to make periodic payments to you, beginning either immediately or at some future date. You purchase a variable annuity contract by either a single payment or by multiple, ongoing payments. Variable annuities are long-term investments that are designed to meet retirement and other long-range goals.

Annuities are insurance products; however, they really are primarily investments with some insurance guarantees. One reason investors purchase annuities is that gains generally are deferred for tax purposes until funds are distributed to the investor.

There are three basic types of annuities:

1. An **immediate annuity** is one that is purchased with a single payment and, generally, distributes a specified income stream that starts immediately.
2. A **fixed annuity** guarantees a fixed rate of return for a specified period of time. It is generally designed to provide guaranteed level payments for a specified period of the annuitant's lifetime.
3. A **variable annuity** combines many of the characteristics of mutual funds with the tax-deferred and life insurance aspects of other annuity products, such as a guaranteed minimum death benefit regardless of the current value of the account. Benefits may vary within retirement accounts. A variable annuity may be invested in an array of investments as described in the prospectus issued by the insurance company. Each variable annuity may offer a variety of objectives and managers that may be utilized individually or in combination. It is important to understand that the investments within a variable annuity can lose value, just like a mutual fund.

The promised income stream on any annuity product is only as good as the insurance company's ability to pay. Consequently, careful research is required before purchase.

A variable annuity offers a range of investment options. The value of your investment as a variable annuity owner will vary depending on the performance of the investment options you choose, and may go down over time. The investment options for a variable annuity are typically subaccounts that invest in stocks, bonds, money market instruments, or some combination of the three.

Variable annuities differ from mutual funds in several important ways:

- Variable annuities allow you to receive periodic payments for the rest of your life (or the life of your beneficiary). This feature offers some protection against the possibility that, after you retire, you will outlive your assets.
- Some variable annuities have a death benefit feature that is not available with mutual funds. If you die before the insurance company starts making payments to you, your beneficiary is guaranteed to receive a specified amount typically at least the amount of your purchase payments.
- Variable annuities are tax deferred. This means that you pay no taxes on the income and investment gains from your annuity until you withdraws your money. You may also transfer your money from one investment option to another within a variable annuity without paying tax at the time of the transfer. You should check your variable annuity prospectus, however, for any transfer restrictions.
- Variable annuities have higher charges than mutual funds. You will pay for each benefit provided by a variable annuity.

Be sure you understand these charges as they will reduce the value of your account and the return on your investment.

Variable annuities offer a wide array of potentially complex benefits and investment choices. *You should carefully consider the investment objectives, risks, charges and expenses of a variable annuity and its underlying funds before investing.* The variable annuity prospectus provides detailed information on all of the subaccount investment choices within the variable annuity. We encourage you to read it carefully in order to understand the benefits and risks of variable annuities. The prospectus is available from your registered representative and should be read carefully before investing.

You should also consider visiting the SEC's educational Web site on variable annuities at:

<http://www.sec.gov/investor/pubs/varaquestions.htm>

FINRA's variable annuity web site at:

<http://www.finra.org/InvestorInformation/InvestorAlerts/AnnuitiesandInsurance/VariableAnnuitiesBeyondtheHardSell/p005976>

<http://www.finra.org/RulesRegulation/IssueCenter/VariableAnnuities/index.htm>

Variable annuities issued by insurance companies are long-term investment alternatives. Withdrawals of taxable amounts are subject to income tax and, if made prior to age 59½, may be subject to a 10% federal tax penalty. Because earnings within variable annuities are generally not taxed until withdrawal, variable annuities generally do not need the tax deferral benefits of an individual retirement account or other tax-deferred account. Accordingly, you should weigh the total expenses of placing a variable annuity within a tax deferred account against other benefits that may be obtained in having the annuity in such an account.

An investment in variable annuities involves risk, including possible loss of principal. The contracts, when redeemed, maybe worth more or less than the original investment.

Variable Annuity Compensation

When you purchase a variable annuity, Woodbury Financial is compensated by commissions from the insurance company issuing your annuity contract. These commissions received from the issuing insurance company are advances from future annual fees. Subsequently, your registered representative receives a significant percentage of the annuity commissions. The annuity contract usually includes a contingent deferred sales (surrender) charge, which declines over time, to pay the insurance company for the advance of commissions and other front-end costs if the investor cancels

during the surrender charge period. **Annual fees for annuities are usually higher than those charged by mutual funds with similar objectives. This is to pay for the insurance benefit and other potential guarantees, sub-account investment management and higher commissions. Mutual funds do not offer an insurance benefit or, generally, similar guarantees. Investors should compare both cost structures in conjunction with individual tax considerations before investing. Investors should select variable annuities with a number of different investment options to avoid incurring a surrender charge if they decide to change their investment option.**

Commission schedules and amounts vary by insurance company and annuity product. What, and how, Woodbury Financial and your registered representative are compensated when you purchase a variable annuity depends on the type of annuity you purchase and the insurance company issuing the annuity.

In addition to the payments described above, insurance companies and/or distributors will periodically reimburse Woodbury Financial for expenses incurred in connection with certain training and education meetings, conferences and seminars. Additionally, Woodbury Financial registered representatives may receive promotional items, meals or entertainment, or other similar "non-cash" compensation from representatives of the insurance companies.

| Sample CDSC Schedule Years Since Purchase | Contingent Deferred Sales Charge (CDSC) |
|--|--|
| 0-1 | 8% |
| 2 | 8% |
| 3 | 8% |
| 4 | 8% |
| 5 | 7% |
| 6 | 6% |
| 7 | 5% |
| 8 | 4% |
| 9+ | 0% |

Life Insurance

A life insurance policy allows you to set aside money now to provide a measure of financial security for a variety of circumstances upon your death, including providing for family members or business partners. It can help meet financial needs previously covered by your income.

If you decide to buy an insurance policy, your Woodbury Financial registered representative can help you to determine how much protection you need and can afford, and what kind of insurance policy to buy. With some life insurance policies, you can build up a cash accumulation value to use as income after you retire. The main purpose of a life insurance policy, however, is to provide survivor benefits for beneficiaries, such as family members or creditors, after your death.

You have a choice of two types of life insurance, each of which can have several varieties:

- **Term insurance**, or a "term policy," involves coverage purchased for a specific period of time. A term policy pays a death benefit only if the policyholder dies within the time period for which the policy is written and premiums are paid.
- **Permanent Insurance**, or "whole life policy," involves coverage effective for the entire life of the policyholder. A whole life policy pays a death benefit when the policyholder dies, regardless of his or her age. Other kinds of life insurance are simply variations of term and whole life policies.

Term Insurance

- Generally provides more life insurance coverage for your premium dollar in the early years.
- Pays benefits only if the insured dies during the coverage period.
- Does not usually accumulate cash value.
- Is suitable for large amounts of coverage for specific periods (i.e., one, five, 10 or 20 years, etc.) or to age 60 or 65.

With term insurance, the coverage ends after the term specified by your policy, unless it is renewable. Such a provision

means you can renew your policy without providing evidence of insurability, such as passing a physical exam. However, your premiums will increase as you age. A term insurance policy may be convertible. This means you can exchange the policy for a permanent life insurance policy without providing evidence of good health. Although the premium for the permanent life insurance policy will initially be higher, it will remain the same for the rest of your life.

Permanent Insurance (not including universal life or variable universal life)

- Provides a fixed amount of life insurance coverage and a fixed premium amount.
- Benefits are payable upon the death of the insured or on the maturity date — often the policyholder's 100th birthday.
- The policy face amount is locked in after purchase.
- Coverage can increase only with the purchase of an additional policy, or, if available, through additional riders or dividends.
- Policy coverage is provided for life.
- Premiums are paid at a fixed rate throughout your lifetime, if the policy remains active.
- The cash value accumulates from premiums paid and increases over the years. The earnings (for tax purposes) include only the amount accumulated in excess of the premiums paid. You may owe taxes on such earnings if you surrender the policy. In most cases, you will not owe taxes on the earnings if you do not surrender the policy. Check with your tax adviser.
- Policies with cash values include provisions that allow you to take out loans on your policy for up to the amount of the cash surrender value. The loans accumulate with interest, but repayment is not required prior to death.
- If you die and the loan has not been repaid, the insurance company deducts the owed amount, plus interest, from the death proceeds payable to your beneficiary.

Some whole life policies are called "participating" or "par" policies, which means they earn dividends. Policy dividends can be taken in cash, used to pay premiums or used to buy more insurance. They are refunds of excess premiums, so they are usually not taxable.

Each whole life policy contains a table that shows you how much cash value it accumulates. These policies provide larger values the longer you keep them. If you cancel your policy, you can receive its cash value in a lump sum.

If you surrender or cash in your policy, you pay taxes only when the sum of the cash value and the policy dividends, if any, exceed the total of the premiums you have paid.

Note: If you surrender your policy during its early years (for example, during its first or second year), you might receive much less than, or none of, what you paid into the policy. So read your policy carefully.

Universal Life

- You can adjust the death benefit, or "face amount," of your insurance to meet changing needs.
- You can increase or decrease the death benefit after buying the original policy. You may have to provide evidence of insurability, such as a physical exam.
- You can decide, within policy guidelines, on the amount of premiums and the schedule of payments. There may be limits on premiums because of tax laws. Check with your tax adviser.
- You may select a policy that is interest sensitive or one that has a guaranteed rate.

With an interest-sensitive policy, you accept at least part of the investment risk.

Note: A combination of low interest rates and the rising cost of insurance could result in the future elimination of your policy's death benefit and cash value. Make sure you review your policy for specific information on this subject. Also, be sure you understand which cash values are guaranteed and which are not.

As you get older, the cost of insurance rises. Therefore, if returns do not meet projections, your premium payments may need to increase to keep the policy in force. See the guaranteed section of your policy.

Variable Universal Life

- These policies allow for limited control over the investment of the policy's cash value.
- You can adjust the death benefit, or "face amount," of your insurance to meet changing needs.

- You can increase or decrease the death benefit after buying the original policy. You may have to provide evidence of insurability, such as a physical exam.
- You can decide, within policy guidelines, on the amount of premiums and the schedule of payments. There may be limits on premiums because of tax laws. Check with your tax adviser.

In a variable universal life policy, the benefits and cash values fluctuate according to the performance of the investment account. Thus, you assume both the benefits of high-paying investments and the risks of negative investment performance. Since there are no guarantees, you could lose your entire investment. Some policies have optional guarantees available for an additional charge. Discuss with your registered representative policies for which guarantees may be available.

Variable universal life insurance policies offer a wide array of potentially complex benefits and investment choices. *You should carefully consider the investment objectives, risks, and charges and expenses of a variable life policy and its underlying funds before investing.* The variable life insurance prospectus provides detailed information on all of the subaccount investment choices within the variable life insurance product. We encourage you to read it carefully in order to understand the benefits and risks of variable life insurance policies. The prospectus is available from your registered representative and should be read carefully before investing. You should also consider visiting the SEC's question and answer Web site on variable life insurance policies at: <http://www.sec.gov/investor/pubs/varannty.htm> and FINRA's variable insurance question and answer Web site at: <http://www.finra.org/RulesRegulation/IssueCenter/VariableAnnuities/index.htm>

Variable life insurance policies issued by insurance companies are designed for insurance purposes. Variable life insurance products are not insured by the FDIC; are not insured by any federal agency; are not guaranteed by, or obligations or deposits of any bank or any affiliate, or credit unions; and are subject to investment risk, including possible loss of principal amount invested. Premiums paid into variable life insurance policy subaccounts involve risk, including possible loss of principal. Past performance of a variable life insurance policy is not a guarantee of future results. Underperformance of the subaccounts in the policy may cause the policy to lapse. All guarantees, including the death benefit guarantee of a variable life policy, are based on the claims-paying ability of the issuing company. The guarantee does not apply to the investment choices. Loans and withdrawals from a variable life insurance policy will reduce the policy's account value and death benefit. Depending upon the performance of the investment options, the account value available for loans and withdrawals may be worth more or less than the original amount invested in the policy. There may be penalties and fees associated with the use of loans and withdrawals.

Variable and Non-Variable Life Insurance Compensation

Woodbury Financial registered representatives sell all variable life insurance policies through Woodbury Financial's agency. In addition, some non-variable insurance policies are also sold through Woodbury Financial. In cases in which the insurance policy is sold through Woodbury Financial, the company is compensated by commissions from the insurance company issuing your policy, which commissions the insurance company advances from future annual fees. Subsequently, your registered representative receives a significant percentage of the commissions. Life insurance policies often include a contingent deferred sales (surrender) charge, which declines over time, to pay the insurance company for the advance of commissions and other front-end costs if the investor cancels during the surrender charge period.

Annual investment fund management fees and expenses charged by variable life insurance policies are generally similar to or lower than those charged by mutual funds with similar objectives. However variable life insurance policies have additional fees and expenses not found in mutual funds. These additional fees and expenses pay for the life insurance death benefit, administrative costs associated with servicing the policy and compensation paid to the registered representative. These expenses have a significant impact upon policy account values. In addition, many variable life insurance policies will assess a surrender charge if you surrender your policy during the surrender charge period, which can be substantial. Therefore, investors should select variable life insurance policies with a number of different investment options to avoid a surrender charge if their investment objectives or risk tolerances change.

Commission schedules and amounts vary by insurance company and insurance product. What, and how, Woodbury Financial and your registered representative are compensated when you purchase an insurance policy depends on the type of policy you purchase and the insurance company issuing the policy.

In addition to the payments described above, insurance companies and/or distributors will periodically reimburse Woodbury Financial for expenses incurred in connection with certain training and education meetings, conferences and seminars. Additionally, Woodbury Financial registered representatives may receive promotional items, meals or entertainment, or other similar “non-cash” compensation from representatives of the insurance companies.

Please note: Woodbury Financial prohibits “market timing” and “late trading” in customer accounts. Woodbury Financial reserves the right to suspend any account, including variable annuity or variable life sub-accounts that it believes is being used for such activity.

Life Settlements

Life settlements are the sale of a life insurance policy by a generally affluent individual, whose insurance needs have changed, to a third party in return for a percentage of the face amount of the policy, or in return for a reduced-face paid-up policy. This service does not include viaticals.

Life settlements for individual customer

Life settlements have applications for both individual and business customers. Individual policy owners might sell their life insurance policies for reasons such as:

- Reinvest the settlement, because the original purpose for the life insurance no longer exists.
- Purchase more appropriate insurance products, such as long term care or survivorship policies.
- Make intra-family gifts.
- Provide for favorite charities.

Generally, the ideal customer is a high net worth insured over age 65 with a life insurance policy that has a face amount of at least \$250,000.

To be considered for a life insurance policy valuation, the following criteria should be met:

- Insured over age 65.
- A change in insurability since issue.
- \$250,000 minimum policy face amount.
- Life expectancy between 2-15 years.

Life settlements for business customers

Life settlements also have a business application. Businesses often use life insurance to help meet business needs. However, since business situations can change, the need for which the life insurance was purchased may also change or evaporate. For example, one of the fundamental uses of business life insurance is to fund buy-sell agreements. Despite the existence of a buy-sell agreement and the owners’ intention, things can change. The business owners may sell the business to a competitor, or one or more of the owners may sell their interest to the other owners. A life settlement may be an option.

Another business application is around key-man coverage. Businesses frequently purchase key-man insurance to guard against the loss of a key executive. The death benefit is often used to hire and train a replacement and to help replace some of the lost business profits while the new executive gets up to speed in his or her new job. A fact of business life, however, is that executives often move from company to company. When they do so, their firm no longer needs the key executive coverage that applied to them, and a life settlement may be an option.

A life settlement payment may be taxable and it may be subject to the claims of creditors. Woodbury Financial and its representative and employees are not tax or legal advisers. All decisions regarding the tax or legal implications of your individual investments should be made in consultation with your tax or legal adviser.

Compensation for life settlements are paid through a representative's investment products payout grid. The gross dealer concession to Woodbury Financial from Life Asset Group is:

12% of the offer to the customer up to \$500,000 plus
9% of the next \$500,000 plus
6% in excess of \$1 Million

The gross dealer concession to Woodbury Financial from Coventry First is the lower of 5% of face amount or 25% of the offer.

Woodbury Financial strictly prohibits a representative from waiving their full or partial compensation to enhance the life settlement offer to the customer.

Woodbury Financial Position Regarding Replacement Activity

Because life insurance and annuity policies are designed to meet the long-term financial needs of our customers, Woodbury Financial does not promote or encourage replacing the policies or products of customers. However, we understand there may be circumstances when it is in the customer's interest to replace a product. In most cases, replacements occur when you lapse, surrender, convert to paid-up insurance, place on extended term, or borrow all or part of the policy loan values on an existing insurance product to purchase or fund a new product with the same insurer (internal replacement) or with another insurer (external replacement).

Before considering making any product purchase or exchanges, you should consider whether the product enhancements and improvements are worth the cost, if there is a new surrender period or any increased fees, or lost of existing benefits. You will also be asked, on the Point of Sale document, if an exchange occurred within the previous 36 months.

Information on grandfathered life insurance policies issued before June 21, 1988

Policies issued before June 21, 1988 are not subject to the Modified Endowment Contract (MEC) rules in IRC Section 7702A. Certain policies issued on or after June 21, 1988 are subject to the MEC rules. Generally, policies that are fully funded before the payment of seven level annual premiums will be considered MECs and will be subject to MEC rules. A policy subject to MEC rules loses, to the extent of gain in the contract, the non-taxability of loans and of assignments to creditors and loses on partial surrenders the treatment of such amounts as a return of cost basis first and loses exemption from 10% premature distribution penalty taxes.

Withdrawals, assignments to creditors, partial or complete surrenders and loans from policies classified as an MEC are taxable events subject to special tax rules. Except for lump sum distributions, all the listed taxable events for MEC policies are treated as distributions of income first, cost basis recovery last. In addition to ordinary income tax on policy gains, a 10% premature distribution penalty tax is applied on reported taxable gain if the taxable event occurs before the taxpayer (contract owner) turns age 59½. The 10% penalty tax is not assessed if the contract owner is disabled or the distributions are made in certain forms of substantially equal periodic payments for the taxpayer's life or life expectancy, or the joint lives or life expectancies of the taxpayer and his or her beneficiary. IRC Section 72(v).

Changes in a grandfathered policy may cause the imposition of the MEC rules.

Life insurance policies issued before June 20, 1986 or August 6, 1963

Additional rules apply. See your tax adviser for more information.

Outstanding life insurance policy loan issues

An outstanding policy loan is considered part of the policy's cash value. It will be part of any reportable gain from your policy's cash value when the policy is surrendered. This is true even if a 1035 exchange is done in most circumstances. The policy loan, in most instances, is treated as a separate distribution, taxable to the extent of gain on the contract at the time of the 1035 exchange.

Full 1035 annuity exchanges into existing contracts

The Internal Revenue Service has not yet issued definitive guidance regarding the permissibility of 1035 exchanges into existing contracts. Accordingly, such exchanges should be approached cautiously, and should not be pursued without advice and counsel from a tax adviser. See your tax adviser for more details. Currently, only Hartford Life Insurance products allow 1035 annuity exchange commission advances to your registered representative.

How Compensation Is Paid to Your Registered Representative

Compensation in General

Our registered representatives are compensated in a variety of ways. The sale of certain products may result in higher compensation to the registered representative who sells your products to you, your registered representative's managers, and/or Woodbury Financial, and may create an incentive to favor one financial product over another because Woodbury's selling agreements with product and service providers may allow for certain products to offer greater sales compensation than others. Such differences in compensation, however, do not affect the returns you will receive on the net amount that is invested in a financial product.

Net Commission

Woodbury Financial registered representatives receive different levels of commission depending on the type and volume of securities or insurance products they sell. The representative's commission on a particular sale is influenced by three primary factors.

First, Woodbury Financial receives different levels of gross commission from the companies whose securities and insurance products it sells. These levels are individually negotiated with these companies and vary from company to company. Because there are a myriad of compensation structures, investors should consult the specific product prospectus to understand the compensation that could be paid to Woodbury Financial. In addition, different investment products have different compensation structures. For example, a variable annuity sale generally provides more total compensation to a representative than an individual mutual fund sale.

Second, Woodbury Financial deducts a portion of gross commission to cover its overhead and profit before passing on a "net commission" to the representative. As a result, net commissions will vary between different securities and insurance products. Different insurance products have different amounts of first year premium that the insured must pay. On sales of insurance products, the amount of first year premium is used to calculate net commission.

Third, net commission rates are affected by the volume of products sold. In some cases, these levels are individually negotiated with a representative or with organizations by which the representative is employed. In other cases, they are based on one of two "grids" that Woodbury Financial uses to set commission levels and volume. Woodbury Financial's two-grid system passes through increasingly higher commission percentages to certain representatives as their total sales increase.

The first grid is based on aggregate sales of life insurance products, while the second grid is based on aggregate sales of variable annuities and investment products. The second grid currently involves higher sales thresholds to reach comparable percentages. The two-grid system may result in an incentive for a representative to concentrate sales on one grid or the other. Since the percentages that representatives receive increase with sales volume, representatives making sales that are applied predominantly on one grid will achieve higher percentages more quickly.

Finally, our registered representatives have the ability, within a range, to set the commission rates and ticket charges that are charged to customers for various transaction execution services for stocks, bonds and mutual funds. The amount of the commission or ticket charge will vary by registered representative and can be found on the confirmation received in connection with the transaction. Financial has a minimum charge of \$25 for equity and fixed income orders.

The compensation described above relates to sales of securities and insurance products. In an adviser relationship, which may include financial planning services, the registered representative generally will receive either a flat fee payment for the provision of a plan or a percentage of a customer's annualized total assets under management. Currently, registered representatives only receive annualization on Hartford Life Insurance products. Such fees would

be in addition to any commissions to be received for product sales in connection with such services. Please read Woodbury Financial's ADV Part II brochure for more information.

Residual Compensation

Companies that offer securities and insurance products may compensate registered representatives through smaller on-going payments that often continue for many years. This type of compensation is called residual or "trail" compensation. The residual compensation offered by some companies may be more advantageous to a registered representative than the residual compensation offered by other companies. Furthermore, only certain products and/or share classes provide residual compensation for representatives, which compensation is then applied to Woodbury Financial's two-grid system for purposes of increasing a representative's compensation percentage.

Woodbury Financial also receives servicing fees from product companies. Such fees compensate Woodbury Financial for various services it provides in connection with selling a product and vary by product and company.

Woodbury Financial and its representatives also receive payments for renewals of certain insurance products, which payments vary by insurance product and company, and which may provide different incentives depending on the amount of the renewal payment.

Deferred Compensation

Woodbury Financial registered representatives are eligible to receive deferred compensation payments from Woodbury Financial once they have reached certain sales thresholds. Client should be aware that sales commissions from life insurance provide a higher deposit rate to the registered representative than other investment products. As such, a registered representative may have a financial incentive to promote certain life insurance products over other investment products.

Forgivable Loans

Woodbury Financial may extend forgivable loans to certain registered representatives at various times including when they first become affiliated with the firm. A representative's obligation to repay a loan may be forgiven over a period of time based on the registered representative's total gross dealer concession production.

Other Marketing Payments

From time to time, Woodbury Financial and other companies may provide payments to representatives to offset marketing costs, such as customer appreciation events. It is also possible that a source other than Woodbury Financial could offer a registered representative bonus compensation based on production. Woodbury Financial must approve all compensation of this kind prior to it being received by the registered representative. Furthermore, registered representatives must specifically disclose this compensation to customers either through the prospectus or a separately prepared disclosure document.

Sales Incentive Contests

Periodically, Woodbury Financial may conduct sales incentive contests for its registered representatives to the extent permitted under applicable law. These sales contests generally must take into account a registered representative's total commission production and do not focus on any one product or company.

How Compensation Is Paid to Woodbury Financial

Compensation in General

The sale of certain products may result in higher compensation to Woodbury Financial, and may create an incentive to favor one financial product over another. Such differences in compensation do not affect the returns you will receive on the net amount that is invested in a financial product.

Commission and Residual Compensation

Woodbury financial deducts a portion of gross commissions from the sale of securities and insurance products to cover its overhead and profit before passing on a net commission to the representative. For a more complete discussion of how net commissions are calculated, please see the discussion in this *Guide to Investing* under the heading "How Compensation Is Paid to Your Representative."

Woodbury Financial receives residual compensation in the form of servicing fees from product companies, which is meant to compensate Woodbury Financial for various services it provides in connection with selling a product. These fees vary by product and company. Residual compensation paid to Woodbury Financial also includes payment for renewals of certain insurance products, which payments vary by insurance product and company, and which may provide different incentives depending on the amount of the renewal payment. For further information regarding renewal compensation, please see the discussion in this *Guide to Investing* under the heading "How Compensation Is Paid to Your Registered Representative."

Marketing Allowances

Affiliated and non-affiliated companies may make payments to Woodbury Financial in addition to the transaction-based compensation received in connection with product sales.

Affiliate Allowance

Hartford provides an allowance to Woodbury Financial based on the amount of sales of Hartford products, which allowance is used to fund Woodbury Financial's operating budget. Accordingly, Woodbury Financial may receive greater overall compensation for the sale of affiliated company products.

Non-Affiliate Allowances

Some non-affiliated companies with which Woodbury Financial does business may, in recognition of our sales and marketing efforts, agree to pay marketing allowances to Woodbury Financial. The marketing allowances compensate Woodbury Financial for providing the companies with additional opportunities to contact our registered representatives regarding features of their products and services and to provide our representatives with training, marketing support, and educational presentations on investments, the products they offer, industry trends, new investment ideas, and other issues. These amounts are paid to Woodbury Financial, which utilizes these payments to provide education, tools, marketing and other support to representatives.

Non-affiliated firms that provide marketing allowances

Woodbury Financial Mutual Fund Partners

Mutual Fund Compensation

Woodbury Financial receives compensation from the mutual fund families that are available to our clients. These payments include commissions (sometimes referred to as "loads"), trailing commissions (including 12b-1 fees), and payments made in connection with programs that support our marketing and representative education and training efforts, such as our annual national sales and education conference and other regional training meetings. Woodbury Financial refers to these arrangements as our Partnership Program.

Partnership Program

The mutual fund families that participate in the Partnership Program are listed in the chart below.

While the terms of our Partnership Program may vary by product distributor, the payments made are generally calculated in three ways 1.) based upon the assets that are held at the participating mutual fund family, excluding assets held in fee-based advisory programs at Woodbury Financial; 2.) based upon the new payments made to that mutual fund family; and 3.) lump-sum contributions to sales and educational conferences.

Woodbury may receive compensation of up to 0.04 percent of the assets held at the mutual fund family. For example, if you held \$10,000 dollars with a participating mutual fund family for one year, Woodbury Financial could receive a payment of up to \$4 from the mutual fund sponsor.

Woodbury Financial may receive compensation of up to 0.15 percent of the new premium payments made to that mutual fund family. For example, if you deposited \$10,000 dollars with a participating mutual fund family, Woodbury Financial could receive a payment of up to \$15 from the mutual fund sponsor.

Woodbury Financial may receive compensation in the form of a lump-sum payment to support our annual national sales conference or other educational meetings. For example, Woodbury Financial may receive up to \$100,000 to support our entire calendar-year of educational, sales, and training events.

Woodbury Financial registered representatives do not receive any part of these Partnership Program payments. We believe that these programs do not compromise the advice your registered representative gives you.

Mutual Fund Partners

Hartford Mutual Funds
Putnam Investments
First American Funds
Lord Abbett
MFS Investments
AIM Investments

Woodbury Financial Variable Annuity Partners Variable Annuity Compensation

Woodbury Financial receives compensation from the variable annuity product manufacturers that are available to our clients. These payments include commissions, trailing commissions, and payments made in connection with programs that support our marketing and representative education and training efforts, such as our annual national sales and education conference and other regional training meetings. Woodbury Financial refers to these arrangements as our Partnership Program.

Partnership Program

The variable annuity companies that participate in the Partnership Program are listed below.

While the terms of our Partnership Program may vary by product distributor, the payments made are generally calculated in three ways 1.) based upon the assets that are held at the participating variable annuity partners, excluding assets held in fee-based advisory programs at Woodbury; 2.) based upon the new premium payments made to that variable annuity company; and 3.) lump-sum contributions to sales and educational conferences.

Woodbury Financial may receive compensation of up to 0.05 percent of the assets held at the variable annuity company. For example, if you held \$10,000 dollars with a participating variable annuity company for one year, Woodbury Financial could receive a payment of up to \$5 from the variable annuity partner.

Woodbury Financial may receive compensation of up to 0.25 percent of the new premium payments made to that variable annuity company. For example, if you deposited \$10,000 dollars with a participating variable annuity company, Woodbury Financial could receive a payment of up to \$25 from variable annuity partner.

Woodbury Financial may receive compensation in the form of a lump-sum payment to support our annual national sales conference or other educational meetings. For example, Woodbury Financial may receive up to \$100,000 to support our entire calendar-year of educational, sales, and training events.

Woodbury Financial registered representatives do not receive any part of these Partnership Program payments. We believe that these programs do not compromise the advice your registered representative gives you.

Variable Annuity Partners

Hartford Life
Jackson National Life Insurance Company
Metlife Investors
John Hancock Life Insurance Company
Pacific Life Insurance Company
Lincoln Financial Distributors
ING
Prudential
AXA Distributors

Woodbury Financial Fee-Based Advisory Asset Management Partners

Fee-Based Advisory Asset Management Compensation

Woodbury Financial receives compensation from the fee-based advisory asset management program sponsors (“TAMPs”). These payments include asset-based management fees and payments made in connection with programs that support Woodbury Financial’s marketing and representative education and training efforts, such as Woodbury’s annual national sales and education conference and other regional training meetings. Woodbury Financial refers to these arrangements as our Partnership Program.

Partnership Program

The TAMP companies that participate in the Partnership Program are listed below.

While the terms of our Partnership Program may vary by product distributor, the payments made are generally calculated using two methods 1.) based upon the assets that are held at the participating firms; 2.) lump-sum contributions to support representative education and training events.

Woodbury Financial may receive compensation of up to 0.05 percent of the assets held at the TAMP sponsor company. For example, if you held \$10,000 dollars with a participating variable annuity company for one year, Woodbury Financial could receive a payment of up to \$5 from the TAMP partners.

Woodbury Financial may receive compensation in the form of a lump-sum payment to support our annual national sales conference or other educational meetings. For example, Woodbury Financial may receive up to \$25,000 to support our entire calendar-year of educational, sales, and training events.

Woodbury Financial registered representatives and investment adviser representatives do not receive any part of these Partnership Program payments. We believe that these programs do not compromise the advice your registered representative gives you.

Fee-Based Advisory Asset Management Partners

Loring Ward Advisor Services
Lockwood
Brinker Capital
Aris Investment Services
SEI Investments
Genworth Financial Asset Management
AssetMark

Woodbury Financial’s partner program is a testament to our incredible growth since 2001. Our partner firms are well regarded and some of the top selling firms. Firms are ranked highest to lowest based on their overall contribution to Woodbury Financial such as their sales potential, distribution capabilities, and product scope. Consideration is also given to any unique value or product they can provide. Woodbury Financial takes great care in affiliating ourselves with reputable companies that adhere to our genuine interest and strategy to grow.

The marketing support amount from product companies can be as high as 1/10 of 1 percent of fund sales at Woodbury Financial. For example, if you invested \$10,000 in a fund through Woodbury Financial, we could be paid up to \$10 for marketing support. In addition, for any fund that you continue to hold in your account a year later, we can receive an additional payment of up to 1/10 of 1 percent annually of the dollar value. On a \$10,000 holding, for example, that would be an additional \$10 per year.

These amounts are not part of the compensation formula for your registered representative. We believe that these financial arrangements do not compromise the advice your registered representative offers you. Our registered representatives are not obligated to recommend these firms' funds. Additionally, these arrangements do not affect your sales charge.

Woodbury Financial Alternative Investment Partners

Alternative Investment Compensation

Woodbury Financial receives compensation from the alternative investment product distributors that are available to our clients. Alternative investment product distributors are real estate investments, limited partnerships, tenant-in-common interests, life settlement valuation services, or other non-traditional asset classes. These payments include commissions and payments made in connection with programs that support our due diligence, marketing, and representative education and training efforts, such as our annual national sales and education conference and other regional training meetings. Woodbury Financial refers to these arrangements as our Partnership Program.

Partnership Program

The alternative investment distributors that participate in the Partnership Program are listed in the below.

While the terms of our Partnership Program may vary by product distributor, payments are generally calculated in three ways 1.) as a percentage of amount invested to support marketing, sales and educational conferences the payment is disclosed in the product offering's private placement memorandum or prospectus, 2.) as a percentage of amount invested as reimbursement for bona fide due diligence expenses (the payment is disclosed in the product offering's private placement memorandum or prospectus), 3.) as a lump-sum contribution to sales and educational conferences.

Woodbury Financial may receive compensation of up to 1.50 percent of the premium invested. For example, if you held \$10,000 dollars with an alternative investment distributor for one year, Woodbury Financial could receive a payment of up to \$150 from the distributor.

Woodbury Financial may receive compensation of up to 1.0 percent of the premium invested as reimbursement for bona fide due diligence expenses. For example, if you deposited \$10,000 dollars with an alternative investment distributor, Woodbury Financial could receive a payment of up to \$100 from the distributor.

Woodbury Financial may receive compensation in the form of a lump-sum payment to support our annual national sales conference or other educational meetings. For example, Woodbury Financial may receive up to \$100,000 to support our entire calendar-year of educational, sales, and training events.

Woodbury Financial may receive compensation in the form of a lump-sum payment to support our annual national sales conference or other educational meetings. For example, Woodbury Financial may receive up to \$25,000 to support our entire calendar-year of educational, sales, and training events.

Woodbury Financial registered representatives do not receive any part of these Partnership Program payments. We believe that these programs do not compromise the advice your registered representative gives you.

Alternative Investment Partners

Grubb and Ellis
Wells Real Estate
Inland Securities, Inc.
Conventry First
PDC Oil and Gas
Atlas America
DBSI Securities
CNL

Sales to Seniors, Retirees, and Pre-Retirees

Woodbury Financial has enhanced its policies and procedures in light of the special issues that are common to many senior investors. Woodbury Financial has implemented stringent designation and seminar review processes within the Compliance Department, reviewed its suitability procedures, and provides opportunities for senior-related training to our registered representatives through Firm Element, workshops, and company sponsored conferences.

Additional information regarding sales to Seniors, Retirees and Pre-Retirees can be found at www.finra.org

Arbitration

Woodbury Financial supports arbitrating disputes with its customers. To that end, each account and Point of Sale document signed by a customer contains a pre-dispute arbitration clause. By signing an arbitration agreement Woodbury Financial and its customers agree upon certain matters. The arbitration clause reads as follows:

- A. All parties to this agreement are giving up the right to sue each other in court, including the right to a trial by jury, except as provided by the rules of the arbitration forum in which a claim is filed.
- B. Arbitration awards are generally final and binding; a party's ability to have a court reverse or modify an arbitration award is very limited.
- C. The ability of the parties to obtain documents, witness statements and other discovery is generally more limited in arbitration than in court proceedings.
- D. The arbitrators do not have to explain the reason(s) for their award.
- E. The panel of arbitrators will typically include a minority of arbitrators who were or are affiliated with the securities industry.
- F. The rules of some arbitration forums may impose time limits for bringing a claim in arbitration. In some cases, a claim that is ineligible for arbitration may be brought in court.
- G. The rules of the arbitration forum in which the claim is filed, and any amendments thereto, shall be incorporated into this agreement.

I agree that any controversy arising out of or relating directly or indirectly to (i) the construction, performance or breach of this Agreement or any related agreements; (ii) my accounts with my Representative or Woodbury Financial Services, Inc.; (iii) any investment made in my accounts or pursuant to this Agreement; or (iv) any transaction of any kind executed by or with my Representative or Woodbury Financial Services, Inc. (or its officers, directors, agents, employees or affiliates) shall be settled by arbitration pursuant to the Federal Arbitration Act and before and in accordance with the rules of the Financial Industry Regulatory Authority Judgment upon any award rendered by the arbitrators may be entered in any court having jurisdiction thereof. I make this arbitration agreement on behalf of myself and my heirs, administrators, representatives, executors, successors, assigns and all other persons claiming a legal or beneficial interest in my investments or accounts.

No person shall bring a putative or certified class action to arbitration, nor seek to enforce any pre-dispute arbitration agreement against any person who has initiated in court a putative class action; or who is a member of a putative class who has not opted out of the class with respect to any claims encompassed by the putative class action until: (i) the class certification is denied; or (ii) the class is decertified; or (iii) the customer is excluded from the class by the court. Such forbearance to enforce an agreement to arbitrate shall not constitute a waiver of any rights under this agreement except to the extent stated herein.

Woodbury Financial Business Continuity Plan

Woodbury Financial has developed a Business Continuity Plan addressing how we will respond to events that significantly disrupt our business. Since the timing and impact of disasters and disruptions is unpredictable, we will have to be flexible in responding to actual events as they occur. With that in mind, we are providing you with this information on our business continuity plan.

Contacting Us: If after a significant business disruption you cannot contact us as you usually do at (800) 800-2000 or through www.woodburyfinancialservices.com, you should contact your representative, the product manufacturer or our clearing firm for instructions on how it may execute trades, accept deposits, remit funds or otherwise provide ongoing transaction processing for your account. Refer to your account statement for how to contact the appropriate product manufacturer. For brokerage accounts our clearing firm, Pershing, can be reached at (888) 367-2563.

Our Business Continuity Plan: We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and allowing our customers to transact business. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption.

Our business continuity plan addresses: data back up and recovery; critical technology systems/applications; financial and operational assessments; alternative communications with customers, employees, and regulators; alternate physical location of employees; critical supplier, contractor, bank and counter-party impact; regulatory reporting; and assuring our customers prompt access to their funds and securities if we are unable to continue our business.

Our firm has developed back up and recovery plans for all of its critical technology systems/applications and data. Data is backed up and stored at alternate locations. Our clearing firm and third party technology partners have data system/application back-up and recovery procedures. We test these procedures annually for critical business functions.

Varying Disruptions: Significant business disruptions can vary in their scope, such as only our firm, a single building housing our firm, the business district where our firm is located, the city where the firm is located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only our firm or a building housing our firm, we will transfer our operations to a local site when needed and expect to recover and resume business within twelve hours. In a disruption affecting our business district, city, or region, we will transfer our operations to a site outside of the affected area, and our objective are to recover and resume business within twenty four hours.

We have been advised by our clearing firm that its objective is to restore its own operations and be able to complete existing transactions and accept new transactions and payments within four hours. In either situation, we plan to continue in business, transfer operations to our clearing firm if necessary, and notify you through our web site www.woodburyfinancialservices.com or our customer emergency number, (800) 800-2000 on how to contact us. If the significant business disruption is so severe that it prevents us from remaining in business, we will assure our customers prompt access to their funds and securities.

Although we have developed a detailed business continuity plan, we cannot guarantee that we will be successful in achieving recovery in the times noted above. Please note that certain components of our business continuity plan are dependent on the performance of third parties, and we are limited in our ability to control whether third parties properly adhere to our plans and otherwise respond appropriately in the event of a business disruption. In addition, in the event a business disruption results in the unavailability of our key employees to perform their duties, the recovery times described above may be significantly increased.

For more information: if you have questions about our business continuity planning, you can contact us at (800) 800-2000, and ask for extension 14060.

Securities Investor Protection Corporation (SIPC): SIPC was created by Congress in 1970 to assist investors in the event a brokerage firm is closed due to bankruptcy or other financial difficulties. For more information about SIPC, or to request a brochure please contact them at (202) 371-8300 or www.sipc.org.

Filing a Grievance: If you wish to express a grievance regarding the service you received on an investment or insurance contract you have purchased, please send your written complaint to:

Attn: Compliance
Woodbury Financial Services, Inc.
Fax: 651-738-5262
Email: compliance@woodburyfinancial.com
P.O. Box 64382,
St. Paul, MN 55164

This information was written to support the promotion or marketing of the matters(s) addressed in the material. Neither Woodbury Financial Services, Inc., nor its registered representatives or employees, provide tax or legal advice. Any tax information provided cannot be used or relied upon for the purposes of avoiding IRS penalties. As with all matters of a tax or legal nature, you should consult with your own tax or legal counsel for advice.

WODBURY FINANCIAL SERVICES, INC.
Member FINRA, SIPC, and Registered Investment Adviser
P.O. Box 64274
St. Paul, MN 55164-0274
(800) 800-2000
www.woodburyfinancialservices.com

102555 © 5/2008 Woodbury Financial Services, Inc.