

Woodstock Holdings, Inc.
YEARLY DISCLOSURE REPORT
FOR THE YEAR ENDED DECEMBER 31, 2018

Item 1. Exact name of the issuer and its predecessor (if any).

Woodstock Holdings, Inc. (“Woodstock”, the “Company”, “We”, “Us”, “Issuer”)

Item 2. Address of the issuer’s principal executive offices.

Principal Executive Offices: 117 Towne Lake Parkway, Suite 200
Woodstock, GA 30188
Telephone: 770.516.6996
Facsimile: 877.431.5727
Website: www.woodstockholdingsinc.com

Investor Relations Officers: William J. Raike, III CEO/President
Melissa L. Whitley, CFO
117 Towne Lake Parkway, Suite 200
Woodstock, GA 30188
Telephone: 770.516.6996
Facsimile: 877.431.5727
Website: www.woodstockholdingsinc.com
E-mail: wraike@woodstockfg.com
mwhitley@woodstockfg.com

Item 3. Security Information

A. Common

Title: Woodstock Holdings, Inc.

Class: Common, \$.01 par value

Authorized Shares: 50,000,000; 2,924,862 shares outstanding as of December 31, 2018

CUSIP: 980333 207

Trading symbol: WSFL.OB

B. Preferred: Series A Preferred Stock, \$0.01 par value

Authorized: 5,000,000; 79,500 shares of Series A Preferred Stock outstanding at December 31, 2018; including 7,000 shares of 2001 Series A Preferred Stock; and 72,500 shares of 2012 Series A Preferred Stock.

C. Transfer Agent: Issuer Direct Corporation, 1981 Murray Holladay Rd., Ste. 100, Salt Lake City, UT 84117; Phone: 801.272.9294/fax: 801.277.3147

The transfer agent is registered as a transfer agent and registrar under the Exchange Act of 1934, as amended.

There are no trading suspension orders issued by the SEC on the Company’s securities. Of the 2,924,862 common shares outstanding at December 31, 2018, approximately 222,762 shares are fully tradable in the open market without restrictions. All other shares are either restricted securities under Rule 144 or “control securities” owned by officers, directors and/or affiliated persons. This report does reflect the one for ten reverse stock split effective January 17, 2017. See “E” below.

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D. Common or Preferred Stock

1) Common stock dividend, voting and preemptive rights:

Cash dividend:

Common Stock – Total cash dividends to common stock holders were \$0 for the fiscal periods 2018 and 2017.

Voting rights: Each common share is entitled to one vote.

Preemptive rights: None

2) Preferred stock dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions

Preferred Stock – Annual dividend of 7% of the liquidation value of \$10.00 per share equal to \$0.70 per share. There are two Classes of Series A Preferred Stock. The 2001 Series A Preferred Stock is convertible on the basis of one share of Series A Preferred Stock into .5 post-split shares of Common Stock. The 2012 Series A Preferred Stock is convertible on the basis of one share of Series A Preferred Stock into one post-split share of Common Stock, which has been changed to 10 shares of Common Stock by stockholder approval on October 5, 2017. Total cash dividends were \$86,008 and \$94,190 for the fiscal periods ending December 31, 2018 and 2017, respectively.

As of December 31, 2018 there was 2000 shares of 2001 Series A Preferred Stock and 60,000 shares of 2012 Series A Preferred Stock converted into common which resulted in shareholders receiving 5 shares of Common Stock for one 2001 Series A Preferred Stock and 10 shares of Common Stock for 2012 Series A Preferred Stock.

E. Reverse Stock Split

On January 17, 2017, Woodstock Holdings, Inc. completed a 1-for-10 reverse stock split. The stock split was approved unanimously by Woodstock's Board of Directors on November 8, 2016. For every 10 shares of Common Stock held by a Common Stockholder of Woodstock, the shareholder will receive a post-split share of Common Stock under the new cusip number 980333 207. No fractional shares shall be issued, and all post-split shares will be rounded up to the nearest whole number.

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Item 4. Issuance History

From January 1, 2017 through December 31, 2018, the sales or issuances of unregistered common stock and the sales or issuances of unregistered securities listed in the table below:

Number of Shares outstanding as of <u>30-Sep-18</u>		Opening Balance: Common: <u>2,819,862</u> Preferred: <u>88,500</u>								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?	
<u>4/11/2017</u>	<u>New</u>	<u>3,000</u>	<u>Preferred</u>	<u>0.01</u>	<u>no</u>	<u>Clyde McDonald</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>4/11/2017</u>	<u>New</u>	<u>6,000</u>	<u>Common</u>	<u>0.01</u>	<u>no</u>	<u>Clyde McDonald</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>4/11/2017</u>	<u>New</u>	<u>10,000</u>	<u>Preferred</u>	<u>0.01</u>	<u>no</u>	<u>Alvaro and Anamaria Payeras</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>4/11/2017</u>	<u>New</u>	<u>20,000</u>	<u>Common</u>	<u>0.01</u>	<u>no</u>	<u>Alvaro and Anamaria Payeras</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>5/24/2017</u>	<u>New</u>	<u>30,000</u>	<u>Common</u>	<u>0.01</u>	<u>no</u>	<u>Clyde McDonald</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>6/6/2017</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>0.01</u>	<u>no</u>	<u>Alvaro and Anamaria Payeras</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>6/22/2017</u>	<u>New</u>	<u>4,000</u>	<u>Preferred</u>	<u>0.01</u>	<u>no</u>	<u>James Bugden</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>6/22/2017</u>	<u>New</u>	<u>8,000</u>	<u>Common</u>	<u>0.01</u>	<u>no</u>	<u>James Bugden</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>8/28/2017</u>	<u>New</u>	<u>2,000</u>	<u>Preferred</u>	<u>0.01</u>	<u>no</u>	<u>John Inverval</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>8/28/2017</u>	<u>New</u>	<u>24,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>John Inverval</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>7/18/2018</u>	<u>Conversion from Preferred</u>	<u>50,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Deborah Brown</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>	
<u>7/19/2018</u>	<u>Conversion from Preferred</u>	<u>20,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Stephen Seigneur</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>	

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<u>7/24/2018</u>	<u>Conversion from Preferred</u>	<u>10,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>James Bugden</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>7/25/2018</u>	<u>Conversion from Preferred</u>	<u>15,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Ronald Angerman</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>7/31/2018</u>	<u>New</u>	<u>75,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Hamilton Systems, Inc.</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>8/15/2018</u>	<u>New</u>	<u>25,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Robert Hamilton</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>8/22/2018</u>	<u>Conversion from Preferred</u>	<u>50,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Agnes Faul</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>8/22/2018</u>	<u>Conversion from Preferred</u>	<u>100,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Hamilton Systems, Inc.</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>8/22/2018</u>	<u>Conversion from Preferred</u>	<u>25,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Scot Harrington</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>8/22/2018</u>	<u>Conversion from Preferred</u>	<u>25,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Devere Brothers</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>8/22/2018</u>	<u>Conversion from Preferred</u>	<u>10,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>James Shierman</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>8/22/2018</u>	<u>Conversion from Preferred</u>	<u>20,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Rene Danielik</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>8/22/2018</u>	<u>Conversion from Preferred</u>	<u>10,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Keith Moore</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>9/10/2018</u>	<u>New</u>	<u>40,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Thomas Haworth</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>9/10/2018</u>	<u>New</u>	<u>20,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Leonid Stepensky</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>9/25/2018</u>	<u>Conversion from Preferred</u>	<u>100,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Albert Kemperle</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>9/25/2018</u>	<u>Conversion from Preferred</u>	<u>10,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Phyllis Cowan</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>9/25/2018</u>	<u>Conversion from Preferred</u>	<u>25,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Sheldon Ackerson</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>9/25/2018</u>	<u>Conversion from Preferred</u>	<u>50,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Forrest Thompson</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>9/25/2018</u>	<u>Cancellation</u>	<u>-2,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Estate of Wouter Denie</u>	<u>Cancellation</u>		

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<u>11/15/2018</u>	<u>New</u>	<u>25,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Robert Hamilton</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>11/7/2018</u>	<u>Conversion from Preferred</u>	<u>40,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Charles Straus</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
<u>11/18/2018</u>	<u>Cancellation</u>	<u>-10,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Lester Amey</u>	<u>Cancellation</u>		
<u>12/3/2018</u>	<u>Conversion from Preferred</u>	<u>50,000</u>	<u>Common</u>	<u>0.01</u>	<u>No</u>	<u>Denny Reiners</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Rule 506</u>
Shares Outstanding on <u>31-Dec-18:</u>	<u>Ending Balance:</u> Common: <u>2,924,862</u> Preferred: <u>79,500</u>								



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Shareholders of Woodstock Holdings, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Woodstock Holdings, Inc. as of December 31, 2018 and 2017, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2018, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Accell Audit & Compliance, PA

We have served as the Company's auditor since 2011.

Tampa, Florida

March 15, 2019

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Item 5. Financial Statements

The consolidated financial statements for the years ended December 31, 2018 and 2017 follow this page.

Woodstock Holdings, Inc.
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2018 AND 2017

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
ASSETS		
Cash and cash equivalents	\$ 552,375	\$ 454,791
Clearing deposit	75,429	75,088
Commissions receivable	137,327	438,750
Investments	79,000	71,500
Furniture, fixtures, and equipment, at cost, net of accumulated depreciation of \$3,655 and \$2,924, respectively	-	731
Building, at cost, net of accumulated depreciation of \$406,536 and \$374,434, respectively	845,630	877,742
Other assets	113,453	230,371
Total assets	\$ 1,803,214	\$ 2,148,973
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Accounts payable and accrued liabilities	\$ 166,672	\$ 148,712
Commissions payable	110,454	331,030
Preferred dividends payable	86,008	49,233
Mortgage note	745,452	775,698
Loan from shareholder	75,000	-
Other liabilities	143,540	75,266
Total liabilities	1,327,126	1,379,939
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Series A preferred stock, \$.01 par value; 5,000,000 shares authorized, 82,900 shares issued; 79,500 outstanding at December 31, 2018		
144,900 shares issued; 141,500 outstanding at December 31, 2017	829	1,449
Common stock, \$.01 par value; 50,000,000 shares authorized		
2,976,027 shares issued; 2,924,862 shares outstanding at December 31, 2018		
2,193,027 shares issued; 2,141,862 shares outstanding at December 31, 2017	29,761	21,931
Additional paid-in capital	5,402,747	5,228,077
Accumulated deficit	(4,757,419)	(4,282,593)
Treasury stock, 3,400 shares of Series A preferred stock and 51,174 shares of Common stock at December 31, 2018 and 2017	(199,830)	(199,830)
Total shareholders' equity	476,088	769,034
Total liabilities and shareholders' equity	\$ 1,803,214	\$ 2,148,973

See Report of Independent Registered Public Accounting Firm and notes to the financial statements

Woodstock Holdings, Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
OPERATING INCOME		
Commission revenue	\$ 5,350,180	\$ 5,729,839
Interest income	80,011	55,351
Other fees	<u>719,920</u>	<u>925,000</u>
Total operating income	<u>6,150,111</u>	<u>6,710,190</u>
OPERATING EXPENSES		
Commissions to brokers	4,603,396	5,032,635
Selling, general, and administrative expenses	1,884,465	1,940,336
Clearing costs	81,393	103,371
Interest expense	<u>48,775</u>	<u>45,738</u>
Total operating expenses	<u>6,618,029</u>	<u>7,122,080</u>
OTHER INCOME		
Forgiveness of debt	<u>79,100</u>	<u>167,755</u>
Total other income	<u>79,100</u>	<u>167,755</u>
Net loss	<u>\$ (388,818)</u>	<u>\$ (244,135)</u>
Basic and diluted loss per common share	<u>\$ (0.1986)</u>	<u>\$ (0.1665)</u>
Basic and diluted weighted average common shares outstanding	<u>2,391,444</u>	<u>2,031,588</u>

See Report of Independent Registered Public Accounting Firm and notes to the financial statements

Woodstock Holdings, Inc.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	Preferred Stock	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Total Shareholders' Equity
Ending Balance December 31, 2016	\$ 1,259	\$ 20,051	\$ 4,965,147	\$ (3,944,268)	\$ (199,830)	\$ 842,359
Preferred stock dividends	-	-	-	(94,190)	-	(94,190)
Units issued under 2017 Private Placement Memorandum	190	1,880	262,930	-	-	265,000
Net loss	-	-	-	(244,135)	-	(244,135)
Ending Balance December 31, 2017	1,449	21,931	5,228,077	(4,282,593)	(199,830)	769,034
Common stock converted	-	6,100	(5,480)	-	-	620
Common stock retired	-	(120)	(3,000)	-	-	(3,120)
Preferred stock converted	(620)	-	-	-	-	(620)
Preferred stock dividends	-	-	-	(86,008)	-	(86,008)
Units issued under 2018 Private Placement Memorandum	-	1,850	183,150	-	-	185,000
Net loss	-	-	-	(388,818)	-	(388,818)
Ending Balance December 31, 2018	\$ 829	\$ 29,761	\$ 5,402,747	\$ (4,757,419)	\$ (199,830)	\$ 476,088

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Woodstock Holdings, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (388,818)	\$ (244,135)
Adjustments to reconcile net loss to net cash flows from operating activities		
Depreciation	32,843	32,843
Changes in operating assets and liabilities		
Clearing deposit	(341)	(70)
Commissions receivable	301,423	144,889
Other assets	116,918	8,026
Accounts payable and accrued liabilities	17,960	(54,128)
Commissions payable	(220,576)	(162,146)
Loan from Shareholder	75,000	
Other liabilities	68,274	7,758
Net cash flows from operating activities	<u>2,683</u>	<u>(266,963)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	<u>(7,500)</u>	<u>-</u>
Net cash flows from investing activities	<u>(7,500)</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on mortgage note	(30,246)	(28,770)
Retirement of Common Stock	(3,120)	-
Preferred Stock converted	(620)	-
Common Stock converted	620	-
Preferred stock dividends	(49,233)	(87,540)
Issuance of 2017 Private Placement Memorandum	-	265,000
Issuance of 2018 Private Placement Memorandum	185,000	-
Net cash flows from financing activities	<u>102,401</u>	<u>148,690</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	97,584	(118,273)
CASH AND CASH EQUIVALENTS, beginning of year	454,791	573,064
CASH AND CASH EQUIVALENTS, end of year	<u>\$ 552,375</u>	<u>\$ 454,791</u>
SUPPLEMENTAL DISCLOSURE OF CASH PAID FOR INTEREST		
	<u>\$ 48,775</u>	<u>\$ 45,738</u>

See Report of Independent Registered Public Accounting Firm and notes to the financial statements

Woodstock Holdings, Inc.
NOTES TO THE FINANCIAL STATEMENTS
FOR YEARS ENDED DECEMBER 31, 2018 AND 2017

NOTE 1

DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business

Woodstock Holdings, Inc. ("WHI") is a holding company and it has no business operations except for those conducted through Woodstock Financial Group, Inc. ("WFG") and Woodstock Wealth Management, Inc. ("WWM"), its wholly-owned subsidiaries. All references in this report to the business of the Company refer to the operations of WFG and WWM, unless the context indicates otherwise. WFG is a full service securities brokerage and investment banking business since 1995. WWM is a United States Securities and Exchange Commission registered investment advisor. Company websites are: www.woodstockholdingsinc.com, www.woodstockfg.com and www.wwmria.com.

The Company has been registered since 2002 as a SEC reporting company (File No. 0-32997). The Company reported its financial position and results of operations for 2009 and earlier periods on a pre-reorganization basis. For reporting periods beginning February 2010, the Company's position and results of operations are on a consolidated basis.

WFG is a full service securities brokerage firm, which was incorporated in January 2010. WFG is registered as a broker-dealer with the Financial Industry Regulatory Authority ("FINRA") in 50 states, Puerto Rico, Washington D.C., U.S. Virgin Islands, and as a municipal securities dealer with the Municipal Securities Regulation Board. WFG is subject to net capital and other regulations of the SEC. WFG offers full service commission to individual and institutional investors. WFG trades equity securities on an agency only basis and it trades bonds and other instruments on an agency basis on various exchanges. WFG maintains selling agreements with mutual fund families and insurance companies offering load and no load funds, annuities and insurance products.

WFG was previously a United States Securities and Exchange Commission ("SEC") Registered Investment Advisor and maintained advisory accounts through Fidelity Registered Investment Advisor Group ("FRIAG"), an arm of Fidelity Investments and Investment Management Group ("IMG"), a division of Hilltop Securities Inc. ("Hilltop"). Effective third quarter of 2018, Woodstock Wealth Management, Inc. (WWM), a wholly-owned subsidiary of Woodstock Holdings, Inc. (WHI) was approved as a United States Securities and Exchange Commission ("SEC") Registered Investment Advisor and accepted the transfer of assets from WFG. (This is an exempt assignment under SEC rule 202 (a)-1 under the advisors act as there is no change of control or ownership of the RIA).

On January 17, 2017, Woodstock Holdings, Inc. completed a 1-for-10 reverse stock split. The stock split was approved unanimously by Woodstock's Board of Directors on November 8, 2016. For every 10 shares of Common Stock held by a Common Stockholder of Woodstock, the shareholder will receive a post-split share of Common Stock under the new cusip number 980333 207. No fractional shares shall be issued and all post-split shares will be rounded up to the nearest whole number. All common stock share amounts for all periods presented in these financial statements have been adjusted retroactively to reflect the reverse stock split.

Basis of Consolidation

The consolidated financial statements include the accounts of WHI, WFG and WWM (collectively, the "Company"). All significant intercompany accounts and transactions have been eliminated in consolidation.

Woodstock Holdings, Inc.
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Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("GAAP") on the accrual basis of accounting and to general practices within the broker-dealer industry.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Company's management to make estimates and assumptions that affect the amounts reported in the financial statements. Accordingly, actual results could differ from these estimates.

Revenue Recognition and Commissions Receivable

WFG charges commissions for customer transactions. These commissions and/or fees are charged within the guidelines of industry standards. Commissions are recorded on a trade date basis, which does not differ materially from the settlement date basis. The Company evaluates receivables on their collectability based on known factors surrounding historical trends and other information. As of December 31, 2018, and 2017, all receivables were considered collectable; therefore no allowance for doubtful accounts was recorded.

Cash and Cash Equivalents

Cash and cash equivalents include short-term deposits and highly liquid investments that have original maturities of three months or less when purchased and are stated at cost.

Concentrations of Credit Risk

Financial instruments, which potentially subject the Company to significant concentrations of credit risk, consist principally of cash and cash equivalents, clearing deposit, and commission's receivable.

Cash and cash equivalents and the clearing deposit are deposited in various financial institutions. At times, amounts on deposit may be in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limit. At December 31, 2018 and 2017, approximately \$131,000 and \$173,000, respectively, was uninsured.

At December 31, 2018 and 2017, commissions receivable was approximately \$137,000 and \$439,000, and of that approximately, \$103,000 and \$396,000, were due from Hilltop, respectively.

Building and Furniture, Fixtures and Equipment

Building and furniture, fixtures and equipment are reported at cost, less accumulated depreciation. Depreciation of furniture, fixtures and equipment is computed using the straight line method over the estimated useful life of five years. Depreciation of the building is computed using the straight-line method over the estimated useful life of 39 years.

The cost of maintenance and repairs, which do not improve or extend the useful life of the respective asset, is charged to earnings as incurred, whereas significant renewals and improvements are capitalized.

Impairment of Long-Lived Assets

In accordance with Financial Accounting Standards Board Accounting Standards Codification ("ASC") 360, *Property, Plant and Equipment*, assets such as the building, are reviewed for impairment at least annually, or whenever events or changes in circumstances indicate that the carrying amount of an asset may

Woodstock Holdings, Inc.
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not be recoverable. If this review reveals an indicator of the impairment, as determined based on estimated undiscounted cash flows, the carrying amounts of the related long-lived assets are adjusted to fair value. Management has determined there has been no impairment in the carrying value of its long-lived assets at December 31, 2018 and 2017.

Investments

In accordance with ASC 325, *Investments*, the Company recognizes its investments as available-for-sale investments under the cost method. Under this method, the Company records the initial investment at cost and evaluates, at least annually, the fair value of its investments. If a change in the fair value is not considered to be other than temporary, the unrealized gain or loss is recorded in other comprehensive income. If it is determined there is a decrease in the fair value that is considered to be other than temporary, the investment is considered to be impaired and is written down to its fair value. At December 31, 2018 and 2017, the Company determined that the fair value of its investments approximates their original cost of \$79,000 and \$71,500, respectively.

Fair Value of Financial Instruments

ASC 820, *Fair Value Measurements*, establishes a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below.

- Level 1 Valuations based on unadjusted quoted market prices in active markets for identical assets or liabilities.
- Level 2 Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly.
- Level 3 Valuations based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value measurement.

At December 31, 2018 and 2017, the investments were measured at fair value on a recurring basis using valuations based on unobservable inputs at the measurement date (Level 3).

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Additionally, the recognition of future tax benefits, such as net operating loss carryforwards, is required to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the assets and liabilities are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date.

In the event the future tax consequences of differences between the financial reporting bases and the tax bases of the Company's assets and liabilities result in deferred tax assets, an evaluation of the probability of being able to realize the future benefits indicated by such asset is required. A valuation allowance is provided for the portion of the deferred tax asset when it is more likely than not that some or all of the deferred tax asset will not be realized.

Woodstock Holdings, Inc.
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In assessing the realizability of the deferred tax assets, management considers the scheduled reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies. Management is unaware of any material tax positions that do not meet the more likely than not thresholds as of December 31, 2018 and 2017.

The Company files consolidated income tax returns in the United States and Georgia, which are subject to examination by the tax authorities in these jurisdictions. With few exceptions, the Company is no longer subject to income tax examinations by the U.S. federal or state tax authorities for years prior to 2016.

Treasury Stock

Treasury stock is accounted for by the cost method. Subsequent reissuances are accounted for at average cost.

Stock-Based Compensation

The Company records compensation expense for equity-classified, share-based payments to employees, including grants of employee stock options. The compensation expense is measured using fair value on the date of grant and the expense is recognized over the applicable vesting period.

Related Party Transactions

During each of the years ended December 31, 2018 and 2017, the Chief Executive Officer ("CEO") received a salary of approximately \$149,000. In addition, in 2017, the CEO earned an override bonus up to 2.5% of operating income. Effective December 31, 2017, the CEO suspended the 2.5% override bonus, until further notice. During the year ended December 31, 2017, the earned override bonus was approximately \$168,000. For the year ended December 31, 2017, the entire override bonus of approximately \$168,000 was forgiven. Approximately \$12,000 of unpaid override bonus from 2015 is included in accounts payable on the Statements of Financial Condition.

For the years ended December 31, 2018 and 2017, the CEO's spouse received a salary of approximately \$108,000.

Registered representatives licensed with WFG have sold interests in Raike Real Estate Income Fund ("RRIF") and received approximately \$5,000 and \$10,000 in commissions for the years ended December 31, 2018 and 2017, respectively.

Pursuant to Exchange Act Rules 17a-3(a) and (a)(2), WFG and WHI have an expense sharing agreement in place. For the years ended December 31, 2018 and 2017, WFG paid towards the agreement with WHI approximately \$134,000 and \$159,000, respectively. At December 31, 2018 the board of directors of WHI approved the forgiveness of unpaid rents related to the expense sharing agreement between WFG and WHI of approximately \$79,000. At December 31, 2017 WFG owed WHI approximately \$48,000 for September through December expenses related to the sharing agreement.

WWM is a wholly owned subsidiary of WHI. WHI funded start-up costs on behalf of WWM. As of December 31, 2018 WWM, owed WHI approximately \$23,000 for expenses.

Woodstock Holdings, Inc.
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NOTE 2 OFF-BALANCE SHEET RISK

Customer transactions are introduced and cleared through the Company's clearing agent on a fully disclosed basis. Under the terms of its clearing agreement, the Company is obligated to make sure that its customers pay for all transactions and meet all margin maintenance requirements, if applicable, in a timely manner under Regulation-T of the Federal Reserve Board.

The Company also trades riskless principal to fulfill customer bond orders with various broker dealers. These transactions are affirmed/compared in a timely fashion to make sure all such counterparties fulfill their settlement obligations.

NOTE 3 INCOME TAXES

	<u>2018</u>	<u>2017</u>
Current	\$ -	\$ -
Deferred	(95,649)	(91,795)
Change in valuation allowance	<u>95,649</u>	<u>91,795</u>
	<u>\$ -</u>	<u>\$ -</u>

	<u>2018</u>	<u>2017</u>
Pretax earnings (loss) at statutory rate	\$ (81,652)	\$ (83,006)
State income tax (benefit), net of federal benefit	(13,997)	(8,789)
Change in valuation allowance	<u>95,649</u>	<u>91,795</u>
	<u>\$ -</u>	<u>\$ -</u>

	<u>2018</u>	<u>2017</u>
Deferred income tax assets:		
Operating loss carryforwards	<u>\$ 1,322,538</u>	<u>\$ 933,720</u>
Total gross deferred income tax assets	1,322,538	933,720
Less valuation allowance	<u>(1,322,538)</u>	<u>(933,720)</u>
Net deferred tax	<u>\$ -</u>	<u>\$ -</u>

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As of December 31, 2018, the company had NOL carryforwards for both Federal and state tax purposes of approximately of \$2.45 million, which are available to offset taxable income through 2038. Our NOL carryforwards begin to expire in 2022.

NOTE 4 INVESTMENTS FAIR VALUE MEASUREMENTS

The Company's investments measured at fair value on a recurring basis were as follows as of December 31, 2018 and 2017:

December 31, 2018				
Fair Value Measurements				
	Level 1	Level 2	Level 3	Total
N2A Motors	\$ -	\$ -	\$ 50,000	\$ 50,000
All Terrain Bikes	-	-	29,000	29,000
Total	\$ -	\$ -	\$ 79,000	\$ 79,000

December 31, 2017				
Fair Value Measurements				
	Level 1	Level 2	Level 3	Total
N2A Motors	\$ -	\$ -	\$ 50,000	\$ 50,000
All Terrain Bikes	-	-	21,500	21,500
Total	\$ -	\$ -	\$ 71,500	\$ 71,500

While the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE 5 MORTGAGE NOTE

In March 2013, the Company secured a modification agreement with the mortgage note on the current office space in Woodstock, Georgia. The modification to the note has a 7-year balloon payment and matures March 2020. It is amortized on a 30-year basis at a fixed rate of interest at 4.99%, and is collateralized by the building.

The Company pays a monthly condo association fee, which totaled approximately \$60,000 for the years ended December 31, 2018 and 2017.

Scheduled principal payments due on the mortgage note as of December 31, 2018 are as follows:

2019	\$ 30,775
2020	714,677
	<u>\$ 745,452</u>

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NOTE 6 SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Components of selling, general and administrative expenses which are greater than 1% of total operating income for the years ended December 31, 2018 and 2017, are as follows:

	<u>2018</u>	<u>2017</u>
Compensation	\$ 624,870	\$ 626,956
Errors and omissions insurance	171,593	149,962
Legal / Professional Fees	141,054	226,617
Arbitration	120,558	*
Boca Raton Office Space	69,112	73,663

NOTE 7 SHAREHOLDERS' EQUITY

2001 Series A Preferred Stock

The 2001 Series A Preferred Stock pays a cumulative annual dividend of \$0.70 per share. Each share of 2001 Series A Preferred Stock is convertible into five shares of common stock at the option of the holder. Each share of preferred stock is mandatorily convertible into .5 post-split shares of common stock upon the filing of a public offering registration statement or a change in control (as defined). The Company may redeem the 2001 Series A Preferred Stock by giving 30-day's notice to the preferred stockholders for a redemption price of \$10.00 per share, plus unpaid dividends through the redemption date. Upon voluntary or involuntary dissolution of the Company, the preferred stockholders will receive \$10.00 per share prior to the distribution of any amounts to common shareholders. The 2001 Series A Preferred Stock has no voting rights. As of December 31, 2018 and 2017, \$5,724 and \$3,150 was included within preferred dividends payable on the consolidated balance sheets. The Board of Directors of Woodstock Holdings, Inc. in July 2018 elected to suspend any dividend distributions on the preferred shares at this time to preserve operating cash flow for reinvestment into the Company's growth plans. Any unpaid dividends will accrue for payment in the future.

2012 Series A Preferred Stock

The 2012 Series A Preferred Stock pays a cumulative annual dividend of \$0.70 per share. Each share of 2012 Series A Preferred Stock was convertible into 1 share of common stock at the option of the holder. The conversion rate was changed to 10 shares of Common Stock on October 5, 2017 when this was unanimously approved by the shareholders. Each share of preferred stock is mandatorily convertible into one post-split share of common stock upon the filing of a public offering registration statement or a change in control (as defined). The Company may redeem the 2012 Series A Preferred Stock by giving 30-day's notice to the preferred stockholders for redemption of \$10.00 per share, plus unpaid dividends through the redemption date. Upon voluntary or involuntary dissolution of the Company, the preferred stockholders will receive \$10.00 per share prior to the distribution of any amounts to common shareholders. The 2012 Series A Preferred Stock has no voting rights. As of December 31, 2018 and 2017, \$49,695 and \$39,275 was included within preferred dividends payable on the consolidated balance sheets. The Board of Directors of Woodstock Holdings, Inc. in July 2018 elected to suspend any dividend distributions on the preferred shares at this time to preserve operating cash flow for reinvestment into the Company's growth plans. Any unpaid dividends will accrue for payment in the future.

2014 Private Placement Memorandum

The Company previously under took a private placement offering to raise up to \$1,000,000 (or 100 units) through the sale of shares of common stock, warrants to purchase common stock and 2012 Series A preferred shares. During 2016 and 2015, the Company raised \$130,000 (13 units) and \$190,000 (19 units), respectively. At \$10,000 per unit, each consists of 1,000 shares of 2012 Series A preferred stock with

Woodstock Holdings, Inc.
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liquidation preference of \$10 per share, 10,000 shares of common stock and common stock purchase warrants to purchase 25,000 shares of common stock at \$0.15 per share. In July 2016, 412,500 warrants were exercised at \$0.15 per share. The remaining warrants expired on December 31, 2016. As of December 31, 2018 and 2017, \$17,288 and \$11,200 was included within preferred dividends payable on the consolidated balance sheets

2017 Private Placement Memorandum

The Company previously under took a private placement offering to raise up to \$1,000,000 (or 100 units) through the sale of shares of common stock, warrants to purchase common stock and 2012 Series A preferred shares. During 2017, the Company raised \$190,000 (19 units). At \$10,000 per unit, each consists of 1,000 shares of 2012 Series A preferred stock with liquidation preference of \$10 per share, 2,000 shares of common stock and warrants to purchase 10,000 shares of common stock at \$0.50 per share. In 2017, 150,000 warrants were exercised at \$0.50 per share. These warrants expired December 31, 2018. As of December 31, 2018 and 2017, \$13,300 and \$6,358 was included within preferred dividends payable on the consolidated balance sheets.

2018 Private Placement Memorandum

The Company initiated a private placement offering to raise up to \$2,500,000 (or 250 units) through the sale of shares of common stock and common stock purchase warrants to purchase 10,000 shares of common stock at \$0.10 per share by December 31, 2020 and common stock purchase warrants to purchase 2,500 shares of common stock at the greater of \$0.75 per share or 80% of the fair market value per share between January 1, 2021 and December 31, 2022. As of December 31, 2018 the Company raised \$185,000 (18.5 units), respectively.

NOTE 8

COMMITMENTS AND CONTINGENCIES

Through the ordinary course of business, the Company has entered into contractual agreements, generally cancelable upon 60 to 180 day's written notice, with outside vendors and service providers for various administrative related products and services. As discussed in Note 1, Related Party Transactions, WHI, WWM and WFG have expense sharing agreements.

From time to time, the Company may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters that may arise from time to time that may harm the Company's business.

NOTE 9

OPERATING LEASES

WHI and WFG had multiple lease obligations during the year ended December 31, 2018, which expire on various future dates through April 2022. These leases include office space, automobile, phone and office equipment. Lease expense for these operating leases for the years ended December 31, 2018 and 2017, totaled approximately \$63,000 and \$84,000, respectively.

Woodstock Holdings, Inc.
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Future minimum lease payments, under the operating leases are as follows:

For the Year Ending	Amount
<u>December 31,</u>	
2019	69,112
2020	37,119
2021	9,604
2022	3,140
	<u>\$ 118,975</u>

NOTE 10 **NEW ACCOUNTING PRONOUNCEMENTS**

In May 2014, the FASB issued Accounting Standard Update No. 2014-09, Revenue from Contracts with Customers. The core principal of the guidance is that any entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those services.

To achieve that core principle, an entity should apply a five -step methodology:

- Step 1: Identify the contract (s) with customer.
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

An entity should apply the amendments in this update using one of the following two methods:

1. Retrospectively to each prior reporting period presented (along with some practical expedients); or
2. Retrospectively with the cumulative effect of initially applying this update recognized at the date of initial application.

In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606), which deferred the provisions of ASU 2014-09. On January 1, 2018, the Company adopted ASU 2014-09, Revenue from Contracts with Customers and all subsequent amendments to the ASU. The greater part of the Company's revenue comes from commissions earned through the sale of investment brokerage as well as investments through third party companies such as mutual fund companies and insurance companies. The Company's services that fall within the scope of ASC 606 are commission income and mutual fund fees. The Company's services that do not fall under the scope of ASC 606 are registered representative fees and interest income. The Company's accounting policies for revenue sources within the scope of ASC 606 are as follows:

Commission Income (Gross): The Company earns commission income from full-service securities transactions solicited to its customers by independent registered representatives. The Company receives commission revenue from a third -party service provider (clearing house) on the products that are sold. The fees are recognized in the period the transaction occurs because the Company (i) acts as an agency in arranging the relationship between the customer and the third-party service provider and (ii) does control the services offered to the customer, the commissions are presented on the gross basis.

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Mutual Fund Commissions and Fees (Gross): The Company earns mutual fund commissions and fees from transactions solicited to its customers by independent registered representatives. The Company receives revenue from a third -party service on the products that are sold. The fees are recognized in the period the transaction occurs because the Company (i) acts as an agency in arranging the relationship between the customer and the third-party service provider and (ii) does control the services offered to the customer, the commissions are presented on the gross basis.

Insurance Commissions and Fees (Gross): The Company earns insurance commissions and fees from transactions solicited to its customers by independent registered representatives. The Company receives revenue from a third -party service on the products that are sold. The fees are recognized in the period the transaction occurs because the Company (i) acts as an agency in arranging the relationship between the customer and the third-party service provider and (ii) does control the services offered to the customer, the commissions are presented on the gross basis.

Advisory Fees (Gross):

The Company earns advisory fees from managed accounts and consulting fees from financial planning solicited to its customers by independent registered representatives. Accounts are charged quarterly based on the agreed percentage of the asset value or charged an agreed fee for service. The Company receives revenue from a third-party service on the value of the asset. The fees are recognized in the period the transaction occurs because the Company (i) acts as an agency in arranging the relationship between the customer and the third-party service provider and (ii) does control the services offered to the customer, the commissions are presented on the gross basis.

The effect on WHI has been immaterial as the current accounting for revenue from customer contracts does not materially differ from the new standard.

In February 2016, the FASB issued ASU 2016-02 “*Leases* (Topic 842).” Under this new guidance lessses (including lessess under leases classified as finance leases, which are to be classified based on criteria similar to that applicable to capital leases under current guidance, and leases classified as operating leases) will recognize a right-to-use asset and a lease liability on the balance sheet, initially measured as the present value of the lease. Under current guidance, operating leases are not recognized on the balance sheet. The guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements; the guidance provides certain practical expedients. The Company is currently evaluating this guidance to determine its impact on the Company’s financial statements.

NOTE 11 SUBSEQUENT EVENTS

In accordance with ASC 855, *Subsequent Events*, the Company evaluated subsequent events through March 1, 2019 the date the financial statements were available.

Woodstock Holdings, Inc.
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Item 6. Describe the Issuer's Business, Products and Services

OVERVIEW

Woodstock Holdings, Inc. ("WHI") incorporated in the state of Georgia, SIC Code 62110102, Fiscal Year End, 12/31 is a holding company and it has no business operations except for those conducted through Woodstock Financial Group, Inc. ("WFG") and Woodstock Wealth Management, Inc. ("WWM"), its wholly-owned subsidiaries. All references in this report to the business of the Company refer to the operations of WFG and WWM, unless the context indicates otherwise. WFG is a full service securities brokerage and investment banking business since 1995. WWM is a SEC registered investment advisor. Company websites are: www.woodstockholdingsinc.com, www.woodstockfg.com and www.wwmria.com.

WFG is a full-service securities brokerage firm, which was incorporated in January 2010. The Company is registered as a broker-dealer with the Financial Industry Regulatory Authority ("FINRA") in 50 states, Puerto Rico, Washington D.C., U.S. Virgin Islands, and also as a municipal securities dealer with the Municipal Securities Regulation Board. The Company is subject to net capital and other regulations of the SEC. The Company offers full service commission to individual and institutional investors.

WFG trades equity securities on an agency only basis and it trades bonds and other instruments on an agency basis on various exchanges. WFG maintains selling agreements with mutual fund families and insurance companies offering load and no load funds, annuities and insurance products

WWM is a SEC Registered Investment Advisor and maintains advisory accounts through Fidelity Registered Investment Advisor Group, ("FRIAG"), an arm of Fidelity Investments and IMG (Investment Management Group, a division of Hilltop Securities, Inc. ("formerly Southwest") among other platforms.

Our Company headquarters is at 117 Towne Lake Parkway, Suite 200, Woodstock, Georgia 30188, and our telephone number is (770) 516-6996. We maintain branches and other offices in a number of other jurisdictions and independent retail brokers. Our net capital as of December 31, 2018, as calculated by Rule 15c3 -1 of the SEC, was approximately \$184,000 which was \$134,000 in excess of its required net capital of \$50,000. The Company's net capital ratio was approximately 2.14 to 1.

Thus far, all expansion and growth has been funded by cash flows from operations and private sales of our securities. Our plans are to invest in advertising and recruiting efforts to continue our growth and profitability. We anticipate recruiting additional registered representatives, establishing new branch offices and broadening our institutional and other services.

SECURITIES SALES SERVICES

WFG is a FINRA member broker-dealer providing securities sale services through a network of "independent contractor" registered representatives to several thousand retail clients. These representatives primarily sell stocks, mutual funds, bonds, variable annuities and variable life insurance products. Commissions are charged on the sale of securities products, of which a percentage is shared with the representatives. Over 75% of our revenues during the past three years have been derived from these securities sales services. WFG's independent contractors receive a commission payout between 70% and 90% on average.

INSURANCE PRODUCT SALES

Through several selling agreements with larger insurance companies, WFG offers a variety of insurance products, which are sold by our independent broker network. Variable annuity and variable life products from various carriers are also offered, providing a large variety for consumers from which to choose. While this business is not significant to date, in terms of dollar revenues, we regard it as an important part of the services provided.

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ADVISORY AND FINANCIAL PLANNING

Effective July 2018, Woodstock Wealth Management, Inc. (WWM) was fully approved. Transfer of assets from Woodstock Financial Group Inc. was completed by year end. (This is an exempt assignment under SEC rule 202 (a)-1 under the advisors act as there is no change of control or ownership of the RIA). Our independent IAR's are able to provide planning and consulting services in a variety of financial service areas such as financial planning, benefits consulting, corporate 401(k)s etc. Fees are billed quarterly for advisory services and shared between the firm and the IAR's. Woodstock is aggressively marketing to licensed advisors and intends to compete in this market place.

EXPANSION OF EXISTING BUSINESS

We intend to intensify our efforts to attract higher producing independent registered representatives by offering them a higher quality of service and a larger variety of financial products and service options to provide to their clients.

The expanded services include:

- Improved sales and business development education and support services;
- Improved marketing and recruiting;
- Enhanced electronic processing, communications and record keeping; and
- Increased capacity to provide investment advisory and insurance services.

WWM will attempt to expand by hiring additional independent representatives and market investment products to retail and institutional clients.

CLEARING AGENT AND CUSTOMER CREDIT

We use Hilltop Securities (formerly Southwest Securities) as our clearing agent on a fully disclosed basis. Hilltop processes all securities transactions and maintains the accounts of customers. WFG and our clearing partners, Hilltop and Fidelity Investments ("Fidelity") are members of the Securities Investor Protection Corporation ("SIPC"). This entitles our clients to protection of up to \$500,000 in securities of which \$250,000 may be in cash. Hilltop has also purchased additional coverage for up to \$200 million (net aggregate) insured through Lloyd's of London ("Lloyd's"). Accounts held at Fidelity have an excess SIPC policy of \$1 billion of securities with a limit of \$1.9 million coverage of cash, per account, also insured through Lloyd's. Money market funds held in a brokerage account are considered securities. Hilltop provides the operational support necessary to process, record and maintain securities transactions for our brokerage and distribution activities. Hilltop lends funds to our customers through the use of margin credit. These loans are made to customers on a secured basis, with Hilltop maintaining collateral in the form of saleable securities, cash or cash equivalents. Under the terms of our clearing agreement, we indemnify Hilltop for any loss on these credit arrangements. We have implemented policies to avoid possible defaults on margin loans with the increased supervision of customers with margin loans.

REGULATION

The securities business is subject to extensive and frequently changing federal and state laws and substantial regulation under such laws by the SEC and various state agencies and self-regulatory organizations, such as FINRA. Recent regulatory reform, most notably under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, is changing the landscape of the financial services business. WFG is registered as a broker-dealer with the SEC and is a member firm of FINRA. Much of the regulation of broker-dealers has been delegated to self-regulatory organizations, principally FINRA, which has been designated by the SEC as WFG's primary regulator. FINRA adopts rules (which are subject to approval by the SEC) that govern FINRA members and conducts periodic examinations of member firms' operations. WWM's advisory business is subject to regulation by the SEC and our insurance business is regulated by the state.

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Broker-dealers are subject to regulations which cover all aspects of the securities business, including sales methods and supervision, trading practices, use and safekeeping of customers' funds and securities, capital structure of securities firms, record keeping and reporting, continuing education and the conduct of directors, officers and employees. Additional legislation, changes in rules promulgated by the SEC and self-regulatory organizations or changes in the interpretation or enforcement of existing laws and rules, may directly affect the mode of operation and profitability of broker-dealers.

The SEC, self-regulatory organizations and state securities commissions may conduct administrative proceedings which can result in censure, fines, the issuance of cease-and-desist orders or the suspension or expulsion of a broker-dealer, its officers or employees. The principal purpose of regulation and discipline of broker-dealers is the protection of customers and the integrity of the securities markets.

Our mutual fund distribution business is subject to extensive regulation as to duties, affiliations, conduct and limitations on fees under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Investment Company Act of 1940, as amended (the "1940 Act"), and the regulations of FINRA. As discussed above, WFG is a FINRA member. FINRA has prescribed rules with respect to maximum commissions, charges and fees related to investment in any open-end investment company registered under the 1940 Act.

NET CAPITAL REQUIREMENTS

As a registered broker-dealer and a member firm of FINRA, WFG is subject to the net capital rule of the SEC. The net capital rule, which specifies minimum net capital requirements for registered brokers and dealers, is designed to measure the general financial integrity and liquidity of a broker-dealer and requires that at least a minimum part of its assets be kept in relatively liquid form. Net capital is essentially defined as net worth (assets minus liabilities), plus qualifying subordinated borrowings and less certain mandatory deductions that result from excluding assets not readily convertible into cash and from valuing certain other assets, such as a firm's positions in securities, conservatively.

Among these deductions are adjustments in the market value of securities to reflect the possibility of a market decline prior to disposition. WFG has elected to compute its net capital under the standard aggregate indebtedness method permitted by the net capital rule, which requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed a 15-to-1 ratio. WFG's required minimum net capital is \$50,000. Our net capital as of December 31, 2018, as calculated by Rule 15c3-1 of the SEC, was approximately \$184,000, which was \$134,000 in excess of its required net capital of \$50,000. The Company's net capital ratio was approximately 2.14 to 1.

Failure to maintain the required net capital may subject a firm to suspension or expulsion by FINRA, the SEC and other regulatory bodies and ultimately may require its liquidation. We have met or exceeded all net capital requirements since WFG's inception. The net capital rule also prohibits payments of dividends, redemption of stock and the prepayment or payment in respect of principal of subordinated indebtedness if net capital, after giving effect to the payment, redemption or repayment, would be less than a specified percentage of the minimum net capital requirement. Compliance with the net capital rule could limit those operations that require the intensive use of capital, such as underwriting and trading activities, and also could restrict our ability to withdraw capital, which in turn, could limit our ability to pay dividends, repay debt and redeem or purchase shares of our outstanding capital stock.

COMPETITION

We encounter intense competition in all aspects of our securities business and compete directly with other securities firms, a significant number of which have greater capital and other resources. In addition to competition from firms currently in the securities business, there has recently been increasing competition from other sources, such as commercial banks and insurance companies offering financial services, and from other investment alternatives. We believe that the principal factors affecting competition in the securities industry are the quality and abilities of

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professional personnel, including their ability to effectuate a firm's commitments, and the quality, range and relative prices of services and products offered.

PERSONNEL

At December 31, 2018, we had 8 full-time employees. None of our personnel are covered by a collective bargaining agreement. We consider our relationships with our employees to be good.

Item 7. Describe the Issuer's Facilities

Our principal executive offices are located at 117 Towne Lake Parkway, Suite 200, Woodstock, Georgia 30188 where the Company purchased 7,200 square feet of office space for approximately \$1.2 million. As of July 2016, the Company leased out approximately 3,000 square feet of this space for a term of 36 months.

Item 8. Officers, Directors and Control Persons

- A. Set forth below is information regarding our directors, executive officers and control persons as of December 31, 2018.

<i>NAME</i>	<i>POSITION</i>
William J. Raike III	Chairman, President and CEO, Control Person
Melissa L. Whitley	Treasurer, CFO and Director
Morris L. Brunson	Director
Anthony Branca	Director
Richard Jankus	Director
Gene Langmesser	Director

Directors of the Company are elected each year to serve for a period of one year and until their successors are elected and shall qualify. Executive officers of the Company serve until the board determines that their services are no longer desired.

William J. Raike, III, Chairman, President and CEO (Since 1995)

Mr. Raike has been licensed in the financial services industry for approximately 30 years. His brokerage career began as a financial representative in 1985 with a FINRA member brokerage headquartered in Denver, Colorado. In 1988, Mr. Raike accepted a position as Vice President and Branch Manager of the Atlanta, Georgia regional office. He later joined Davenport & Company, a NYSE member firm headquartered in Richmond, Virginia. Mr. Raike subsequently owned an independently operated branch office of a FINRA member firm. Mr. Raike formed Woodstock Financial Group, Inc. (formerly Raike Financial Group, Inc.) in March of 1995. Mr. Raike currently holds positions as Chairman of the Board, CEO and President.

Mr. Raike is the President, CEO and Chairman of the Board of WFG, a wholly owned subsidiary of WHI. WHI is engaged through WFG, in full service securities brokerage and investment banking. Mr. Raike's qualifications include licensing in various capacities including; Series 4 (Registered Options Principal), 7 (General Securities Representative), 24 (General Securities Principal), 55 (Equity Trader), 63 (State Securities License), 65 (Investment Advisor), 79 (Limited Representative-Investment Banking), Georgia Life and Health and Georgia Variable Annuity.

Melissa L. Whitley, Treasurer, CFO and Director (Since 2003)

Mrs. Whitley has been with WHI since its inception in March 1995. Prior to joining Woodstock, she was the operations manager of an independently owned OSJ brokerage firm. Mrs. Whitley has served in several capacities during her tenure at WHI including: trading operations, administrative operations, as well as accounting and payroll. On March 20, 2009 Mrs. Whitley was discharged in United States Bankruptcy Court, Northern District of Georgia

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for a chapter 7 bankruptcy filing. During the 2008 economic crisis, Mrs. Whitley's spouse was laid off and remained unemployed for several months. As a result of the loss of income and the inability to pay financial obligations Mrs. Whitley and her husband filed for Chapter 7 Bankruptcy protection. Mrs. Whitley currently holds a Series 27 Financial Operations Principal License and is the CFO and a director of WFG, a wholly owned subsidiary of WHI. Mrs. Whitley has been in the brokerage industry for 20 years and has been licensed for over 10 years. WHI is engaged through WFG, in full service securities brokerage and investment banking.

Morris L. Brunson, Director (Since 1995)

Mr. Brunson graduated from Berry College in 1958 with a degree in Business Administration with a concentration in Accounting. His career has been spent in the accounting and financial areas primarily in the health care business. He was the Accounting Manager for Floyd Medical Center, a Cost Accountant for Ledbetter Construction Co. and has held several positions at the American Red Cross and the United Way. He retired from the firm in 1998 and currently resides in Georgia.

Mr. Brunson's qualifications include senior financial management experience, with emphasis on accounting and cost controls. His attributes as a Board member include the ability to communicate positively with management on key financial and disclosure issues involving the company.

Anthony Branca (Since 2017)

Mr. Branca has been employed by Woodstock Financial Group, Inc., a wholly owned Broker Dealer subsidiary of Woodstock Holdings, Inc. for over eight years and is currently the Chief Compliance Officer and Chief Operating Officer of the Broker Dealer. Mr. Branca brings over 35 years of operations experience to the company and is involved on a day to day basis with all phases of compliance and operations of the Broker Dealer.

Richard Jankus (Since 2017)

Mr. Jankus has been licensed with Woodstock Financial Group, Inc., a wholly owned subsidiary of the company for over 17 years. He is currently the Branch Manager of the firm's Boca Raton, Florida office. Mr. Jankus also assists with firm marketing and recruiting on a national basis.

Gene Langmesser (Since 2017)

Mr. Langmesser is the Founder and Owner of N2A Motors in Anaheim, California. Mr. Langmesser's company designs and develops exotic sports cars as well as various components to the aerospace industry. Mr. Langmesser has extensive years of domestic and international professional experience in the Sales, Business Development, Executive Business Operations, and Product Design Engineering industry. He has conducted international business in Germany, Italy, England, France, Poland and Mexico. With 38 years of experience he has worked for multiple organizations in D&E-R&D including prototype build and low volume production builds along with full vehicle architecture in aerospace and automotive concepts. See Gene Langmesser's complete resume @ n2amotors.com.

Mr. Raike, the CEO and President of Woodstock Holdings, Inc. and Mr. Langmesser jointly own all intellectual properties of All Terrain Bikes, Inc., a company formed by Mr. Langmesser and Mr. Raike to design, and develop cargo bikes with solar charged electric back up power and all terrain mountain bikes with electric back up power. These bikes are currently in the development stage.

B. Legal Disciplinary History

None of the Company's officers, directors or control persons has, in the last five years, any legal or disciplinary history as described under Item 8 of the OTC Pink Basic Disclosure Guidelines.

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C. Beneficial Shareholders

The following table sets forth the record ownership of our Common Stock as of December 31, 2018, as to (i) each person or entity who owns more than five percent (5%) of any class of our Securities including those shares subject to outstanding options), (ii) each officer and director of the Company, and (iii) all Officers and directors of the Company as a group.

Name	Shares Owned	Percent of Class
William J. Raike III (1)	1,467,200	50%
Melissa L. Whitley	4,000	*
Morris L. Brunson	-0-	-0-
Anthony Branca	50,300	*
Richard Jankus	-0-	-0-
Gene Langmesser	-0-	-0-
Officers and Directors as a group (six persons) (2)	1,521,500	52%

* Represents less than 1% of outstanding shares of common stock.

(1) Does not include 17,000 shares owned by his wife. In the event Mr. Raike was deemed a beneficial owner of the shares owned by his wife, he would beneficially own 1,484,200 shares or 50.7% of the outstanding shares.

(2) Officers and directors as a group do not include 17,000 shares owned by Mr. Raike's wife. In the event all officers and directors as a group were to include these 17,000 shares, officers and directors as a group would beneficially own 1,538,500 shares, representing 52.6% of the outstanding shares.

The Board of Directors has set aside up to three million shares of common stock, all of which can be issued to officers or directors via warrants, stock options or other programs.

To the best of our knowledge, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock owned by them, subject to community property laws where applicable. Other than Common Stock, we have no class of stock entitled to vote on general corporate matters.

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Item 9. Third Party Providers

The following are the name, address, telephone number and email address of each of the outside providers named below that advise the Company on matters relating to operations, business development and disclosure:

Legal Counsel

Steven Morse, Esq.
Morse & Morse, PLLC
1400 Old Country Road, Ste. 302
Westbury, NY 11590
Telephone: 516.487.1446
Website: www.morseandmorse.com
Email: morgold@aol.com

Accountant/Auditor

Firm Name: Accell Audit & Compliance P.A.
Address: 4806 W. Gandy Blvd., Tampa, FL 33611
Phone: 813.440.6380
Website: www.theaccellgroup.com

The Company does not utilize the services of any third party investor relations consultant or other advisor.

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Item 10. Issuer's Certifications

We, William J. Raike, III, CEO and Melissa Whitley, CFO, certify that:

1. We have reviewed this Annual Disclosure Statement of Woodstock Holdings, Inc.;
2. Based on our knowledge, this Annual Disclosure Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Disclosure Statement; and
3. Based on our knowledge, the financial statements, and other financial information included or incorporated by reference in this Annual Disclosure Statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this Quarterly Report.

DATE: April 1, 2019

/s/ William J. Raike, III, Chief Executive Officer

/s/ Melissa Whitley, Chief Financial Officer