Woodstock Holdings, Inc.

YEARLY DISCLOSURE REPORT
FOR THE YEAR ENDED DECEMBER 31, 2013

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; 18,606,028 shares outstanding as of December 31, 2013
CUSIP: 980326102
Trading symbol: WSFL.OB

B. Preferred – Series A Preferred Stock, $.01 par value
Authorized: 5,000,000; 90,500 shares of Series A Preferred Stock outstanding at December 31, 2013; including 9,000 shares of 2001 Series A Preferred Stock; and 81,500 shares of 2012 Series A Preferred Stock.

C. Transfer Agent: Interwest Transfer Co, P.O. Box 17136, 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 18,606,028 common shares outstanding at December 31, 2013, approximately 2,200,000 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.

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 2013 and 2012.

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 $.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 five shares of Common Stock. Total cash dividends were $63,348 and $65,503 for the fiscal periods 2013 and 2012, respectively.

The 2012 Series A Preferred Stock is convertible on the basis of one shares of Series A Preferred Stock into ten shares of Common Stock.

3) Describe any other material rights of common/preferred stock holders:
The Company offered to redeem the outstanding Shares of the 2012 Series A Preferred Stock at any time upon 30 days prior written notice, at a redemption price of $11.00 per share plus any accrued and unpaid dividends if notice of redemption was given prior to December 31, 2013 and thereafter at a redemption price of $10.00 per share plus accrued and unpaid dividends. The Company may also redeem the outstanding shares of the 2001 Series A Preferred Stock at $10.00 per share, plus accrued and unpaid dividends.

Item 4. Issuance History

From January 1, 2012 through December 31, 2013, we had no sales or issuances of unregistered common stock, except we made sales or issuances of unregistered securities listed in the table below:

Date of Sale	Title of Security	Number Sold	Consideration Received and Description of Underwriting or Other Discounts to Market Price or Convertible Security Afforded to Purchasers	Exemption from Registration Claimed	If Option, Warrant or Convertible Security, terms of exercise or conversion
2012-2013	Common Stock	512,500 shares	Exchange of Preferred Shares for Common Shares	3(a)(9)	(2)
2012	2012 Series A Preferred Stock	81,500 shares	$815,000 in gross proceeds; $81,500 in cash commissions	Rule 506	(1)

(1) Each share of Preferred Stock is convertible into ten shares of Common Stock. All shares were purchased by non-affiliated persons. In this regard, no officer, director or 10% or greater stockholder purchased any shares of Series A Preferred Stock.

(2) During the period October 1, 2012 through March 31, 2013, 512,500 common shares were issued in exchange for 2001 Series A Preferred Stock.

Item 5. Financial Statements
The financial statements for the year ended December 31, 2013 follow this page.

WOODSTOCK HOLDINGS, INC.

CONSOLIDATED FINANCIAL STATEMENTS AND

INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2013 AND 2012

INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Woodstock Holdings, Inc. (a Georgia corporation, and hereafter referred to as the "Company"), which comprise the consolidated statement of financial condition as of December 31, 2013 and 2012, and the related consolidated statements of operation, changes in shareholders' equity, and cash flows for the years then ended and the notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Woodstock Holdings, Inc. as of December 31, 2013 and 2012, and the results of its consolidated operations and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ Accell Audit & Compliance, P.A.

Tampa, Florida
March 19, 2014

Woodstock Holdings, Inc.

CONSOLIDATED BALANCE SHEETS

AS OF DECEMBER 31, 2013 AND 2012

		December 31, 2013		December 31, 2012
ASSETS				
Cash and cash equivalents	$	841,244	$	1,191,436
Clearing deposit		125,043		125,018
Commissions receivable		599,940		306,206
Furniture, fixtures, and equipment, at cost, net of accumulated depreciation of $21,480 and $20,537, respectively		9,865		14,557
Building, at cost, net of accumulated depreciation of $245,976 and $213,864, respectively		1,006,190		1,038,302
Other assets		219,677		191,671
Total assets	$	2,801,959	$	2,867,190
LIABILITIES AND SHAREHOLDERS' EQUITY				
Liabilities:				
Accounts payable and accrued liabilities	$	152,850	$	130,882
Commissions payable		487,100		244,885
Preferred dividends payable		31,675		35,404
Mortgage note		884,620		906,013
Deferred revenue		206,250		281,250
Other liabilities		44,249		60,271
Total liabilities		1,806,744		1,658,705
Commitments and contingencies				
Shareholders' equity:				
Series A preferred stock, $.01 par value; 5,000,000 shares authorized, 93,900 shares issued; 90,500 outstanding at December 31, 2013 and 144,200 shares issued; 141,000 shares outstanding at December 31, 2012		939		1,442
Common stock, $.01 par value; 50,000,000 shares authorized; 19,117,772 shares issued; 18,606,028 shares outstanding at December 31, 2013 and 18,605,272 shares issued; 18,093,528 shares outstanding at December 31, 2012		191,178		186,053
Additional paid-in capital		4,412,965		4,417,591
Accumulated deficit		(3,410,037)		(3,199,021)
Treasury stock, 515,144 and 512,244 shares at December 31, 2013 and 2012, respectively, carried at cost		(199,830)		(197,580)
Total shareholders' equity		995,215		1,208,485
Total liabilities and shareholders' equity	$	2,801,959	$	2,867,190

See accompanying notes to the financial statements and independent auditors' report.

Woodstock Holdings, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
OPERATING INCOME		
Commission revenue	$ 7,766,986	$ 8,025,506
Interest income	200,883	260,303
Net realized gain on securities	-	156,113
Other fees	1,442,080	1,138,165
Total operating income	9,409,949	9,580,087
OPERATING EXPENSES		
Commissions to brokers	6,679,785	7,033,344
Selling, general, and administrative expenses	2,643,660	2,534,260
Compensation on trading profit	-	131,559
Clearing costs	182,160	167,067
Interest expense	52,012	91,490
Total operating expenses	9,557,617	9,957,720
Net loss	$ (147,668)	$ (377,633)

See accompanying notes to the financial statements and independent auditors' report.

Woodstock Holdings, Inc.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	Preferred Stock	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Total Shareholders' Equity
Ending Balance December 31, 2011	$ 865	$ 183,668	$ 3,697,032	$ (2,755,885)	$ (155,960)	$ 969,720
Preferred stock dividends	-	-	-	(65,503)	-	(65,503)
Issuance of 2012 Series A preferred stock	815	-	722,701	-	-	723,516
Proceeds from stock repurchase/conversion	(238)	2,385	(2,142)	-	(41,620)	(41,615)
Net loss	-	-	-	(377,633)	-	(377,633)
Ending Balance December 31, 2012	$ 1,442	$ 186,053	$ 4,417,591	$ (3,199,021)	$ (197,580)	$ 1,208,485
Preferred stock dividends	-	-	-	(63,348)	-	$ (63,348)
Proceeds from stock repurchase/conversion	(503)	5,125	(4,626)	-	(2,250)	(2,254)
Net loss	-	-	-	(147,668)	-	(147,668)
Ending Balance December 31, 2013	$ 939	$ 191,178	$ 4,412,965	$ (3,410,037)	$ (199,830)	$ 995,215

See accompanying notes to the financial statements and independent auditors' report.

Woodstock Holdings, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (147,668)	$ (377,633)
Adjustments to reconcile net loss to net cash flows from operating activities		
Depreciation	36,804	42,682
Changes in operating assets and liabilities		
Clearing deposit	(25)	56,166
Realized trading profit and interest receivables	-	6,486
Commissions receivable	(293,734)	689,982
Other assets	(28,006)	(44,153)
Accounts payable	21,968	81,308
Commissions payable	242,215	(630,877)
Deferred revenue	(75,000)	(75,000)
Other liabilities	(16,022)	54,955
Net cash flows from operating activities	(259,468)	(196,084)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on mortgage note	(23,647)	(58,595)
Preferred stock dividends	(67,077)	(60,198)
Issuance of 2012 Series A preferred stock	-	723,516
Net cash flows from financing activities	(90,724)	604,723
NET CHANGE IN CASH AND CASH EQUIVALENTS	(350,192)	408,639
CASH AND CASH EQUIVALENTS, beginning of year	1,191,436	782,797
CASH AND CASH EQUIVALENTS, end of period	$ 841,244	$ 1,191,436
SUPPLEMENTAL DISCLOSURE OF NON-CASH TRANSACTIONS		
Securities inventory obtained via financing through Southwest Securities, Inc.	$ -	$ 14,687,531
Satisfaction of liability for securities inventory sold via Southwest Securities, Inc.	$ -	$ 15,171,174
SUPPLEMENTAL DISCLOSURE OF CASH PAID FOR INTEREST	$ 52,012	$ 91,490

See accompanying notes to the financial statements and independent auditors' report.

NOTE 1 DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business

Woodstock Holdings, Inc. (the "Company" or "WHI") is a holding company and it has no business operations except for those conducted through Woodstock Financial Group, Inc. ("WFG"), its wholly-owned subsidiary. All references in this report to the business of the Company refer to the operations of WFG, unless the context indicates otherwise. WFG has been a full service securities brokerage and investment banking business since 1995. The Company's website address is www.woodstockholdingsinc.com and WFG's website is www.woodstockfg.com.

The Company has been registered since 2002 as a United States Securities and Exchange Commission ("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, we report our position and results of operations on a consolidated basis.

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 also 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 Southwest Securities, Inc. ("Southwest")). The Company is subject to net capital and other regulations of the SEC. The Company offers full service commission and fee-based money management services to individual and institutional investors.

WFG trades equity securities on an agency only basis and it trades bonds and other instruments on a principal and/or 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.

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 and/or fees 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.

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, 2013 $669,700 was covered by the FDIC insurance limits and $296,587 was uninsured. From December 31, 2010 to December 31, 2012, all noninterest-bearing transaction accounts were fully insured, regardless of the balance of the accounts, at all FDIC insured institutions.

At December 31, 2013 and December 2012, commissions receivable were approximately $600,000 and $306,000, respectively, and of that approximately $559,000 and $262,000, respectively, were due from Southwest.

Advertising

The Company recognizes advertising costs as incurred in selling, general and administrative expenses in the statement of operations. During the years ended December 31, 2013 and 2012, the Company paid approximately $4,000 and $16,000, respectively, in advertising expense.

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, *Long Lived Assets*, 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 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, 2013 and December 31, 2012.

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.

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, 2013 and 2012.

The Company files consolidated income tax returns with WHI 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 2010.

Treasury Stock

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

Stock-Based Compensation

Until 2011, the Company had sponsored a stock-based incentive compensation plan for the benefit of certain employees. The Company accounts for this plan under the recognition and measurement principles of ASC 718, *Compensation-Stock Compensation*. As of December 31, 2013 the Company has outstanding under the Plan, options to purchase 200,000 shares of the Company's common stock, exercisable at $.01 per share. This plan has expired and options are no longer granted under this plan.

Subsequent Events

In accordance with applicable accounting standards, the Company evaluated subsequent events through March 27, 2014 the date the financial statements were available for issue.

NOTE 2 RELATED PARTY TRANSACTIONS

During each of the years ended December 31, 2013 and 2012, the Chief Executive Officer ("CEO") received a salary of approximately $149,000. In addition, the CEO was paid an override bonus equal to 2.5% of revenues. During the years ended December 31, 2013 and 2012, the earned override bonus was approximately $235,000 and $236,000 respectively. At December 31, 2013 and 2012, approximately $86,000 and $52,000, respectively, of unpaid override bonus is included in accounts payable.

For the years ended December 31, 2013 and 2012, a company owned by the CEO's spouse also received consulting fees of $9,000 and $143,000 and a bonus for the year ended December 31, 2012 of $5,000.

Registered representatives licensed with WFG sold interests in Raike Real Estate Income Fund ("RRIF") and received approximately $45,000 and $12,500 in commissions at December 31, 2013 and 2012, respectively. RRIF is managed by a company owned by the CEO of WHI.

NOTE 3 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 maintenance requirements, if applicable, in a timely manner under Regulation-T of the Federal Reserve Board.

The Company engages in inter-dealer activity with various broker-dealers. The Company also trades riskless principal with various institutions, qualified institutional buyers and broker dealers. These transactions are affirmed/compared in a timely fashion to make sure all such counterparties fulfill their settlement obligations.

NOTE 4 INCOME TAXES

The components of income tax expense for the year and period ended December 31, 2013 and 2012 are as follows:

	2013	2012
Current	$ -	$ -
Deferred	(49,195)	(165,586)
Change in valuation allowance	49,195	165,586
	$ -	$ -

The difference between income tax expense computed by applying the statutory federal income tax rate to earnings before taxes for the year and period ended December 31, 2013 and 2012 is as follows:

	2013	2012
Pretax earnings (loss) at statutory rate	$ (44,485)	$ (149,732)
State income tax (benefit), net of federal benefit	(4,710)	(15,854)
Change in valuation allowance	49,195	165,586
	$ -	$ -

The components of deferred taxes at December 31, 2013 and 2012 are as follows:

	2013	2012
Deferred income tax assets:		
Operating loss carryforwards	$ 644,781	$ 567,386
Deferred revenue	77,550	105,750
Total gross deferred income tax assets	722,331	673,136
Less valuation allowance	(722,331)	(673,136)
Net deferred tax	$ -	$ -

During 2013 and 2012 a valuation allowance was established for the entire amount of the net deferred tax asset as the realization of the deferred tax asset is dependent on future taxable income.

At December 31, 2013, the consolidated return of the Company had net operating loss carryforwards for tax purposes of approximately $1.9 million which will expire beginning in 2022, if not previously utilized.

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 4.990%, and is collateralized by the building.

The Company paid a monthly condo association fee of approximately $59,000 for the years ended December 31, 2013 and 2012, respectively.

Scheduled principal payments due on the mortgage note as of December 31, 2013 are as follows:

2014	$	23,914
2015		25,153
2016		26,335
2017		27,819
2018		29,259
Thereafter		752,140
	$	884,620

NOTE 6 SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Components of selling, general and administrative expenses which are greater than 1% of total revenues for the years ended December 31, 2013 and 2012 are as follows:

	2013		2012	
Payroll	$	1,026,384	$	1,027,726
Forgiveness of broker advances		137,100		*
Legal and professional Fees		132,364		156,680
Error and omission insurance		120,876		114,247
Other Fees		101,004		*
Consultant fees		*		270,762

NOTE 7 SECURITIES INVENTORY, LIABILITY FOR SECURITIES INVENTORY AND RELATED COMPENSATION ON PROFIT

Until April 24, 2012, the Company maintained an investment grade municipal bond inventory account for the purpose of inter-dealer trading. This inventory account was monitored on a daily basis for credit risk, market risk and collateralization purposes. The inventory was held in a segregated margin account at Southwest, the Company’s clearing firm. This segregated margin account was crossed collateralized by the Company’s clearing deposit account at Southwest. From time to time the Company did deposit cash into or withdraw cash from this account when needed. The current interest rate environment had produced a fluctuating negative/positive carry on this trading account. Since April 24, 2012 this account was flat and currently holds no positions.

NOTE 8 SHAREHOLDERS' EQUITY

Stock Option plan

Through 2011, the Company had a stock option plan for the benefit of certain employees. The Board of Directors approved a total of 7.6 million shares to be available for potential future option grants.

No stock options were granted in 2013 or 2012. As of December 31, 2013, the Company has outstanding under the plan, options to purchase 200,000 shares of the Company's common stock, exercisable at $.01 per share. This plan has expired and options are no longer granted under this plan.

The Company used the following assumptions in estimating the fair value of the option awards:

Assumptions in estimating the fair value of options awarded:	
Expected volatility	.5%
Risk-free interest rate	4.99%
Expected life	10 years
Dividend yield	0%

A summary of activity in the stock option plan is as follows:

	Year Ended December 31, 2013		Year Ended December 31, 2012	
	Shares	Weighted Average Price Per Share	Shares	Weighted Average Price Per Share
Outstanding and exercisable, beginning of year	100,000	$ 0.01	-	$ 0.01
Vested during the period	100,000	$ 0.01	100,000	$ 0.01
Exercised	-	$ 0.01	-	$ 0.01
Expired during the period	-		-	
Outstanding and exercisable, end of period	200,000	$ 0.01	100,000	$ 0.01

The total intrinsic value of options outstanding and exercisable as evidenced on the previous page would not be considered material to the financial statements.

2001 Series A Preferred Stock

The 2001 Series A Preferred Stock pays a cumulative annual dividend of $.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 five 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, 2013, there were no preferred dividends in arrears.

2012 Series A Preferred Stock

The 2012 Series A Preferred Stock pays a cumulative annual dividend of $.70 per share. Each share of 2012 Series A Preferred Stock is convertible into 10 shares of common stock at the option of the holder. Each share of preferred stock is mandatorily convertible into 10 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 2012 Series A Preferred Stock by giving 30-day's notice to the preferred stockholders for a redemption price of $11.00 per share until December 31, 2013 or $10.00 per share thereafter, plus unpaid dividends through the redemption date. Upon voluntary or involuntary dissolution of the Company, the preferred stockholders will receive $11.00 per share prior to the distribution of any amounts to common shareholders until December 31, 2013 or $10.00 thereafter. The 2012 Series A Preferred Stock has no voting rights. As of December 31, 2013, there were no preferred dividends in arrears.

NOTE 9 EMPLOYEE RETIREMENT PLAN

The Company has established a Savings Incentive Match Plan for Employees of Small Employers ("SIMPLE IRA"). Employees who receive at least $5,000 of compensation for the calendar year are eligible to participate. The Company matches employee contributions dollar for dollar up to one percent of the employee's compensation. Total contributions for any employee are limited by certain regulations. During the years ended December 31, 2013 and 2012, the Company paid approximately $8,000 and $27,000, respectively, in employee retirement expenses.

NOTE 10 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 2, Related Party Transactions, the Company has an expense sharing agreement with WFG.

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.

As of the date of this report, other than routine litigation arising from the ordinary course of business, which the Company does not expect to have a material adverse effect on the Company, there is no pending legal proceedings.

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

OVERVIEW

Woodstock Holdings, Inc. (the "Company" or "WHI") is a holding company and it has no business operations except for those conducted through Woodstock Financial Group, Inc. ("WFG"), its wholly-owned subsidiary. All references in this report to the business of the Company refer to the operations of WFG, unless the context indicates otherwise. WFG has been a full service securities brokerage and investment banking business since 1995. Effective January 2010, we reorganized into a holding company and changed our name, transferring the name Woodstock Financial Group, Inc. to a newly established 100% owned broker dealer subsidiary. The Company's website address is www.woodstockholdingsinc.com and WFG's website is www.woodstockfg.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 also 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 Southwest Securities, Inc. ("Southwest")). The Company is subject to net capital and other regulations of the SEC. The Company offers full service commission and fee-based money management services to individual and institutional investors.

WFG trades equity securities on an agency only basis and it trades bonds and other instruments on a principal and/or 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.

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 a complement of 80 independent retail brokers as of December 31, 2013. Our net capital as of December 31, 2013, as calculated by Rule 15c3 -1 of the SEC, was approximately $304,000 which was $204,000 in excess of its required net capital of $100,000. The Company's net capital ratio was approximately 2.93 to 1. For the previous six years, our operating income was as follows:

Year	Revenue		No. of Reps
2007	$ 8,067,137		74
2008	8,056,893		110
2009	8,933,165		111
2010	12,706,967	(1)	104
2011	13,901,727	(1)	99
2012	9,580,087		74
2013	9,286,909		80

(1) Since August 2010, the Company has a branch office that has accounted for a material portion of the Company's revenues. For 2011, this branch office accounted for approximately $5.1 million of the Company's revenues. The Company and the principal members of this branch office agreed that the branch office will no longer be associated with the Company as of April 24, 2012. Management believes that while the loss of revenues will be material and that the Company will seek to replace all or part of the loss of revenue in future operating periods with the addition of one or more new branch offices.

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, broadening our institutional and other services.

SECURITIES SALES SERVICES

WFG is a FINRA member broker-dealer providing securities sales 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, managed account and other investment advisory and financial planning products and services. Commissions are charged on the sale of securities products, of which a percentage is shared with the representatives. Over 85% 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.

ADVISORY AND PLANNING

WFG is also registered as an Investment Advisor with the SEC and provides investment supervisory services. In addition, our independent representatives are able to provide planning and consulting services in a variety of financial services areas such as financial planning, tax planning, benefits consulting, corporate 401(k)s and other types of financial structures. Fees are billed quarterly for these services and shared between the firm and the investment advisor representatives on a fully disclosed basis. WFG 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.

WFG will attempt to expand our institutional sales capabilities, investment banking activities, hire additional independent representatives and market investment products to retail and institutional clients. WFG has also recently opened a corporate retail branch in the Financial District of New York City. WFG will continue to attempt to improve our overall profit margins in all areas of our business.

CLEARING AGENT AND CUSTOMER CREDIT

We use Southwest as our clearing agent on a fully disclosed basis. Southwest processes all securities transactions and maintains the accounts of customers. WFG and our clearing partners, Southwest 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. Southwest has also purchased additional coverage for up to $100 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. Southwest provides the operational support necessary to process, record and maintain securities transactions for our brokerage and distribution activities. Southwest lends funds to our customers through the use of margin credit. These loans are made to customers on a secured basis, with Southwest maintaining collateral in the form of saleable securities, cash or cash equivalents. Under the terms of our clearing agreement, we indemnify Southwest 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. WFG's advisory business is subject to regulation by the SEC and our insurance business is regulated by the state.

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 $100,000. Our net capital as of December 31, 2013, as calculated by Rule 15c3-1 of the SEC, was approximately $304,000, which was $204,000 in excess of its required net capital of $100,000. The Company’s net capital ratio was approximately 2.93 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 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, 2013, we had 11 full-time employees in addition to 80 registered representatives. 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.

Item 8. Officers, Directors and Control Persons

A. Set forth below is information regarding our directors, executive officers and control persons.

NAME	***AGE***	***POSITION***
William J. Raike, III	55	Chairman, President and CEO, Control Person
Melissa L. Whitley	37	Treasurer, CFO and Director
Morris L. Brunson	77	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. Recently, Geoffrey Chalmers resigned from the Board for personal reasons leaving a vacancy on the Board of Directors. The Company has not decided on a replacement nominee to fill the Board vacancy.

William J. Raike, III, Chairman, President and CEO (Since 1995)
Mr. Raike has been licensed in the financial services industry for approximately 28 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 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 19 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.

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.

C. Beneficial Shareholders

The following table sets forth the record ownership of our Common Stock as of December 31, 2013, 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	14,672,000	78.9%
Melissa L. Whitley	40,000	*
Morris L. Brunson	-0-	-0-
Officers and Directors as a group (three persons) (1)(2)	14,712,000	78.9%

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

(1) Does not include 140,000 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 14,812,000 shares or 79.6% of the outstanding shares.

(2) Officers and directors as a group do not include 140,000 shares owned by Mr. Raike's wife. In the event all officers and directors as a group were to include these 140,000 shares, officers and directors as a group would beneficially own 14,852,000 shares, representing 79.8% of the outstanding shares. In the event this group were to include officers of the subsidiary who beneficially own 500,000 shares (including options to purchase 200,000 shares at $.01 per share), then officers and directors as a group would beneficially own 15,352,000 shares, representing 82.51% of the outstanding shares.

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.

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
Address: 4868 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.

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 Annual Report.

DATE: March 27, 2014

/s/ William J. Raike, III, Chief Executive Officer
/s/ Melissa Whitley, Chief Financial Officer