

Form CRS Disclosure for Standalone Investment Advisers

Woodley Farra Manion Portfolio Management, Inc.

June 22, 2020

Introduction

Woodley Farra Manion Portfolio Management, Inc., CRD # 107660, is a registered Investment Advisor with the Securities and Exchange Commission (SEC). Additional information about Woodley Farra Manion Portfolio Management, Inc. (also known as “Woodley Farra”, “WFM” or the “Firm”) is also available on the United States Securities and Exchange Commission’s (“SEC”) website at www.adviserinfo.sec.gov.

Advisory services and fees can vary and it is important for each retail investor to understand what services are being provided and the associated fees. User friendly and educational tools are available free of charge to research firms and financial professionals at investor.gov/CRS.

Relationship/Services Provided

How will you choose investments to recommend to me?

Woodley Farra provides both discretionary and non-discretionary investment management services for clients, which include investment selections and recommendations, portfolio monitoring, reporting, and re-balancing. Our clients include both retail and institutional investors. The investment management services the Firm offers can be tailored to each client. As such, if any client requires any restrictions on types of investments or market segments, the client needs to inform Woodley Farra of the restrictions in writing. If, for any reason, the Firm is not able to meet the client restrictions, the Firm will notify the client of that fact.

Woodley Farra participates as a sub-advisor for wrap fee programs sponsored by other investment advisers or broker-dealers. The Firm provides generally the same services in wrap fee programs as for other, non-wrap accounts. In wrap fee programs, WFM’s fee for services is typically charged separately from that of the other investment adviser or broker-dealer. In these cases, investors should be sure to evaluate the reasonableness of the combined fees. In some cases, WFM serves as a sub-advisor to another investment adviser. Additionally, for other clients, Woodley Farra recommends other advisers to the client to manage certain aspects of the account. Woodley Farra also makes joint proposals to institutional clients from time to time, working with one or more third-party investment advisers. In these cases, if WFM is retained for the work, it enters into its own investment advisory agreement with the institutional client.

Clients’ accounts are reviewed and monitored on a regular basis by the assigned Portfolio Manager. On a quarterly basis, all accounts are formally reviewed by the primary Portfolio Manager and a secondary manager. The review focuses on the client’s unique circumstances, the appropriateness of the investments and deviations from the relevant model portfolio. A quarterly report is prepared that includes market commentary, performance and asset allocation review, asset listing, purchase and sale and a fee calculation invoice.

Fees

How will these fees affect my investments? What portion of my investment can I expect to pay in fees?

Woodley Farra is compensated by charging its clients a fee based on the value of each client’s assets under management with Woodley Farra. The Firm’s standard fee is calculated accordance with the following schedule:

<u>Asset Value</u>	<u>Annual Fee %</u>
First \$500,000.00	1.25%
Next \$500,000.00	1.00%
Next \$2,000,000.00	0.75%
Next \$2,000,000.00	0.50%

Fees are due and payable in advance of the quarter in which services are rendered. The quarterly fee is based upon the portfolio balance as of the last trading day of the preceding quarter. All advisory fees are negotiable between the Firm and a client.

Costs

The only compensation Woodley Farra receives is its quarterly fee described above. Clients will have brokerage commissions charged by the brokerage firm where transactions are directed along with any other applicable transaction fees, service fees, or taxes. Additionally, if an account is held at a bank or trust company, that institution will charge fees ranging from custodial to full trustee fees. Also, mutual funds and Exchange Traded Funds (ETFs) charge management and expense fees in addition to WFM's investment management fees, as outlined in each funds' prospectus. Both the bank fees and mutual fund/ETF fees can be substantial and should be scrutinized by clients.

Conflicts and Standard of Conduct

What are your legal obligations to me when acting as my Investment Adviser? How else does your firm make money? How might your conflicts of interest affect me and how will you address them?

Woodley Farra's only business and source of income is fee-only investment management. No products are sold, and no commissions or incentive payments of any kind are received. Neither the Firm nor any individual associated with the Firm is registered with any other investment adviser, brokerage firm, or insurance agency or company. Woodley Farra participates as a sub-advisor for wrap fee programs sponsored by other investment advisers or broker-dealers who provide services to WFM clients participating in such programs.

Woodley Farra also has written agreements with various entities such as CPA firms to pay them a portion of the annual fee WFM collects for Client Referrals. The fee arrangement must be disclosed in writing to the client and acknowledged by the client via signature of a disclosure document, in accordance with SEC Rule 206(4)-3 of the Investment Advisers Act of 1940

Woodley Farra maintains a Code of Ethics (the "Code") that requires every aspect of its business to be conducted in a fair, lawful and professional manner. Clients and prospective clients may request a copy of the Code at any time by phone, email or in person at our office. All Woodley Farra personnel are subject to the Code. The Code requires that employees comply with all applicable laws relating to the Firm's business, including anti-fraud provisions of federal and state securities laws. As a fiduciary, the Firm's personnel are required to place the client's interests before those of the Firm, its employees or oneself. The Firm's employees are required to obtain pre-clearance for all securities transactions.

Woodley Farra does not conduct 'Principal' transactions, does not engage in Cross-Trades between advisory clients, and does not participate in Agency Cross Transactions of any kind.

Disciplinary History

As a financial professional, do you have any disciplinary history? For what type of conduct?

None of the staff members employed by Woodley Farra have a legal or disciplinary history. Access investor.gov/CRS for free and easy to use research tools for financial professionals.

Additional Information

Who is my primary contact person? Is he or she a registered representative of the Firm? Who can I talk to if I have concerns about this individual's conduct?

Additional resources including contact information for our entire staff, additional disclosures and regulatory filings may be found at our firm website: www.woodleyfarra.com. Alternatively, you may contact our firm directly at 317-269-0224 to speak with a staff member regarding questions or to request additional information.