

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser:

Portfolio Advisory Council, L.L.C.

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

3 Greenway Plaza, Ste. 1960**Houston****TX****77046****(713) 574-6020**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

Portfolio Advisory Council. L.L.C.

SEC File Number:

801-27691

Date:

January 2009**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|---|------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | 80% |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | % |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | 10% |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | 10% |
| <input type="checkbox"/> | (8) | Provides a timing service | % |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?Yes ☒ No ☐**C.** Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input checked="" type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 3**

Applicant:

Portfolio Advisory Council, L.L.C.

SEC File Number:

801- **27691**

Date:

January 2009**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | J. Futures contracts on: |
| <input type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| | <input checked="" type="checkbox"/> (2) oil and gas interests |
| G. Investment company securities: | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 4**

Applicant:

Portfolio Advisory Council, L.L.C.

SEC File Number:

801-27691

Date:

January 2009**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input checked="" type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

Portfolio Advisory Council, L.L.C.

SEC File Number:

801- 27691

Date:

January 2009

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Typically, client investments are monitored weekly. Accounts are reviewed on a quarterly basis with respect to asset allocation and investment performance. It is the responsibility of the advisor to advise client when circumstances indicate that adjustments to the investment allocation may be appropriate. W. Thomas Sutton, James Hamilton, Philip Moran, or John Husbands will review these accounts. All advisory accounts are formally reviewed on at least an annual basis.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Clients will receive trade confirmation from Cambridge Investment Research, Inc. (Cambridge) each time the advisor, buys or sells investments for client's account. Monthly statement will also be provided by Cambridge. A consolidated Form 1099 will also be provided at year end by NFS. Advisor will provide a detailed year-end investment performance review. Online access to investment accounts is available. Corporate Trust accounts are available through various trust companies that may provide monthly, quarterly, and annual trust reports. Monthly reports include transaction history and asset holdings.

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☒ ☐

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities unless applicant is registered or registering only with the Securities and Exchange Commission; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Portfolio Advisory Council, L.L.C.	801- 27691	January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Portfolio Advisory Council, L.L.C.		IRS Empl. Ident.No.:
Item of Form (identify)	Answer	
Introduction	<p>Portfolio Advisory Council, L.L.C. was originally organized and registered with the U.S. Securities and Exchange Commission in September of 1986 as W. Thomas Sutton & Co. DBA. Business operations were conducted under this name until 1995 when Mr. Sutton changed the name of the company to Portfolio Advisory Council. As a DBA, sole proprietor business was transacted until August 1998 when Portfolio Advisory Council, L.L.C. ("PAC, LLC" or "Advisor") was formed.</p> <p>Specific investment recommendations will be made to meet the client's financial objectives. PAC, LLC provides continuous investment management and supervisory services. Accounts are reviewed quarterly with respect to asset allocation and investment performance. It is the responsibility of PAC, LLC and its Investment Adviser Representative ("IAR") to advise client when circumstances indicate that adjustments be made to the investment allocation. W. Thomas Sutton, CFP, CFS, CLU, ChFC, James Hamilton, CFS, Philip B. Moran, MBA, CFP, ChFC and John Husbands will review the accounts. Accounts are reviewed formally at least on an annual basis. Advisor may exercise investment discretion for clients who desire this service and provide written authorization to the Advisor.</p> <p>PAC, LLC is authorized by client to gather all tax and financial data related to client, which in the view of Advisor is necessary to prepare an investment plan.</p>	
Item 1.A. (1), (3), (7)	<p>Outside advisors, attorneys, accounts, retirement plan administrator(s) or actuaries may be engaged to assist client with necessary services. Advisor will not charge client for these services without obtaining written authorization from client. Clients are otherwise billed directly by outside service providers.</p> <p>Portfolios are constructed with mutual funds, stocks, bonds and REITS selected by Advisor's proprietary screening process. Asset allocations are designed to meet each client's desired investment objectives. Individual stocks, bonds, and options are used with portfolios when client has existing stock, bond positions, company stock, and proper diversification can be maintained. Advisor will purchase all mutual funds at net asset value (no commission or transaction cost to client). On qualified accounts (pension or other retirement accounts) Advisor will deduct any commission or services fee it receives from the broker dealer. The costs for these services maybe higher or lower with different broker dealers.</p>	
Item 1.C. (1), (2), (3), (5)	<p>Typically, the fee for this service is one point two percent (1.2%) (for accounts over 3 million dollars the fee maybe negotiated) per year based on the invested assets under management. The fee will be payable quarterly and valued at the end of each quarter. (The 1.2% management fee charged by Portfolio Advisory Council, L.L.C. is in addition to any mutual fund fee charged by a mutual fund manager.) The initial fee is paid for portfolio analysis and consulting with the client. Consulting services are also available for \$225.00 hourly with a \$500.00 minimum or on a fixed fee basis.</p> <p>General Information: Negotiability of Advisory Fees and Minimum Requirements: In certain circumstances, account minimums and advisory fees may be negotiable.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Portfolio Advisory Council, L.L.C.	801- 27691	January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Portfolio Advisory Council, L.L.C.		IRS Empl. Ident.No.:
Item of Form (identify)	Answer	
	<p>Fee Calculation: The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Advisers Act).</p> <p>Termination of Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded on a pro-rata basis, and any earned, unpaid fees will, on a pro-rata basis, be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.</p> <p>Mutual Fund Fees: All fees paid to PAC, LLC for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund directly, without the services of PAC, LLC. In that case, the client would not receive the services provided by PAC, LLC which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives.</p> <p>Proxy Disclosure: As a matter of firm policy and practice, PAC, LLC does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. However, PAC, LLC may provide advice to clients regarding the clients' voting of proxies.</p>	
Item 5	PAC, LLC requires successful specialized college or graduate degree or demonstrated effective or actual related business experience or a combination of both and all required licenses.	
Item 6	<p>Education and Business Background: W. Thomas Sutton-DOB 1946</p> <p>Education: El Camino College, Torrance CA 1964/65 Coronado Tech Institute, NM 1966, CMD Univ. of Houston, TX 1968/71, Business and Economics Commercial Investment Council, Chicago, IL 1985 Real Estate Securities and Syndication Institute, Chicago, IL 1985 College of Financial Planning, Denver CO 1985/87, CFP International Board of Standards and Practices for CFP #9406 Institute of Certified Fund Specialists 1992 American College Charter Life Underwriter, CLU, 1995 American College Charter Financial Consultant, ChFC, 2002</p> <p>Business: 2007 - Present - Cambridge Investment Research, Inc., Registered</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Portfolio Advisory Council, L.L.C.	801- 27691	January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Portfolio Advisory Council, L.L.C.		IRS Empl. Ident.No.:
Item of Form (identify)	Answer	
	<p>Representative, OSJ Supervisor 1988 - Present - MassMutual Life Insurance Co., Agent 1986 - Present - Portfolio Advisory Council, L.L.C., Managing Partner, Chief Compliance Officer, Portfolio Manager 1984 - Present - W. Thomas Sutton & Co., Real Estate Broker, Principal 1995 - Present A-Alamo Mini-Storage, LTD., VP, General Partner 1988 - 2007 - MML Investors Services, Inc., Registered Representative and IAR 1978 - 1984 - Sutton Companies, Real Estate Broker, Developer, Principal</p> <p>Professional Licenses & Exams: Real Estate Sales, TX, Broker Real Estate Broker, NM; Real Estate Securities FINRA Series 7, (General Securities) FINRA Series 24, (General Securities Principal) Series 63, (State Securities) Group I Life & Health Insurance Variable Annuities, TX</p>	
	<p>Education and Business Background: Philip B. Moran - DOB 5/29/57</p> <p>Education: University of Kansas, Lawrence, Kansas, BS 1980 Southern Methodist University, MBA Dallas, TX 1986-1987 University of St. Thomas, CFP Houston, 2001 American College, Chartered Financial Consultant ChFC 2003</p> <p>Business: 2007-Present-Cambridge Investment Research, Inc., Registered Representative 1999-Present-Portfolio Advisory Council, L.L.C., Portfolio Manager and Advisory Representative 1999-Present-MassMutual Life Insurance Co., Agent 1999-2007 MML Investor Services, Inc., Registered Representative and Advisory Representative 1980-1999-Schlumberger, Manager</p> <p>Professional Licenses & Exams: FINRA Series 7 (General Securities) FINRA Series 24 (General Securities Principal) Series 63 (State Securities) Series 65 (Investment Adviser) Group I Life & Health Insurance Texas Variable Annuities</p>	
	<p>Education and Business Background: James W. Hamilton - DOB: 7/1/55 Education: Stephen F. Austin State University, BS, 1977 University of Southwestern Louisiana, Graduate Work 1978</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Portfolio Advisory Council, L.L.C.	801- 27691	January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Portfolio Advisory Council, L.L.C.		IRS Empl. Ident.No.:
Item of Form (identify)	Answer	
	<p><u>Business:</u> 2007 - Present-Cambridge Investment Research, Inc., Registered Representative 1996 - Present-Portfolio Advisory Council, L.L.C., Fund Research, Partner, Advisory Representative 1994 - 2007 MML Investors Services, Inc., Registered Representative and Advisory Representative 1994 - Present - MassMutual Life Insurance Co., Agent</p> <p><u>Professional Licenses:</u> FINRA Series 6 (Limited Securities) Series 63 (State Securities) Series 65 (Investment Adviser) Texas Group I Life & Health Insurance Variable License</p>	
	<p>Education and Business Background: Robert S. Frank - DOB 1948</p> <p><u>Education:</u> United States Military (West Point) - Business, BS, 1970</p> <p><u>Business:</u> 2007 - Present Cambridge Investment Research, Inc., Registered Representative 2003 - Present Portfolio Advisory Council, L.L.C., Advisory Representative 2003 - 2007 MML Investors Services, Inc., Registered Representative 1982 - Present Pointer Resources, Inc., President, Retained Executive Search Firm 1970 -1976 United States Army, Captain, Strategic Intelligence</p> <p><u>Professional Licenses & Exams:</u> FINRA Series 7 (General Securities) Series 63 (State Securities) Series 66 (Investment Adviser) Texas Group 1 (General Lines) Life & Health Insurance Variable License</p>	
	<p>Education and Business Background: Jerry M. Smith - DOB 1942</p> <p><u>Education:</u> Oklahoma State University Bachelor of Science Electrical Engineering, 1965 University of Houston Master of Business Administration, 1980</p> <p><u>Business:</u> 1999 - Present, Portfolio Advisory Council, L.L.C., Advisory Representative 1999 to Present, Cimarron, Inc., Project Manager 1993 - Present, MassMutual Life Insurance Co., Insurance Broker 1993 - 2005, MML Investor Services, Inc., Registered Representative</p> <p><u>Professional Licenses & Exams:</u> Series 66 (State Securities and Investment Adviser) Texas Department of Insurance Licensed Group</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Portfolio Advisory Council, L.L.C.	801- 27691	January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Portfolio Advisory Council, L.L.C.		IRS Empl. Ident.No.:
Item of Form (identify)	Answer	
	<p>Education and Business Background: John C. Husbands - DOB 1960</p> <p><u>Education:</u> University of Texas, Austin Bachelor of Business Administration 1982</p> <p><u>Business:</u> 2007- Present, Cambridge Investment Research, Inc., Registered Representative 1999 - Present, Portfolio Advisory Council, L.L.C., Advisory Representative 1990 - 2006 MML Investors Services, Inc., Broker 1995 - 1998 Acacia Advisor Group, Registered Representative 1985 - 1995 Hart Securities, Fixed Income Specialist</p> <p><u>Professional Licenses & Exams:</u> FINRA Series 7 (General Securities) FINRA Series 24 (General Securities Principal) Series 66 (State Securities and Investment Adviser) Texas Property and Casualty Texas Department of Insurance Licensed Group I - Life, Health, Annuities,</p>	
	<p>Education and Business Background: Wendy Birkinshaw Korman - DOB 1959</p> <p><u>Education:</u> University of Houston, Bachelor of Business Administration, Summa Cum Laude, 1992 Passed all four parts of CPA Examination licensed March, 1993 Certificate Program in Personal Financial Planning, University of St. Thomas, CFP, 2002 AICPA Personal Financial Specialist Accreditation, 2004</p> <p><u>Business:</u> 2002 - Present, Portfolio Advisory Council, L.L.C., Advisory Representative 1995 - Present Wendy Ellen Birkinshaw Korman, CPA, PFS, CFP; Principal, Accounting & Tax Planning 1992 -1993 KPMG Peat Marwick: Audit & Tax 1994 -1996 Western Indemnity Insurance Company; Asst. VP, Financial & Regulatory Reporting</p> <p><u>Professional Licenses & Exams:</u> Series 66 (State Securities and Investment Adviser) Texas Department of Insurance Licensed Group I - Life, Health, Annuities</p>	
Item 8.C. Item 8.C. (1), (11)	<p>PAC, LLC recommends that clients establish brokerage accounts for individual accounts, joint accounts, trust accounts, IRA, and or SEP accounts with Cambridge Cambridge Investment Research, Inc. ("Cambridge"), registered broker dealer, member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). Custodian and clearing services are provided by National Financial Services, L.L.C. a wholly owned subsidiary of Fidelity Investments.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Portfolio Advisory Council, L.L.C.	801- 27691	January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Portfolio Advisory Council, L.L.C.		IRS Empl. Ident.No.:
Item of Form (identify)	Answer	
	<p>Certain persons affiliated with PAC may be separately licensed to sell securities as registered representatives with Cambridge or agents for various insurance and pension companies. W. Thomas Sutton is a Texas real estate broker. Advisory clients may utilize the other services offered by these individuals at the client's discretion.</p> <p>Cambridge and PAC, LLC are not affiliated.</p>	
Item 9.B, D., E.	<p>Client will receive trade confirmation for each buy or sell transaction from Cambridge via National Financial, Services, LLC. Monthly statements and consolidated Form 1099 will be provided by NFS, L.L.C.</p> <p>Advisor receives information from Broker Dealer and outside consultants. Morningstar Research Standard and Poors, Market Guide, Wall Street Journal, Barons and other publications.</p>	
Item 10	<p>PAC requires a minimum account size of \$300,000.00 to open an account. However, the account size may be negotiated at the discretion of Advisor. A client may choose any broker-dealer to execute his/her securities transaction. If certain of PAC LLC's IARs, in their capacities as registered representatives ("RRs"), are selected to assist in the execution of any client's securities transaction, Cambridge shall be utilized as the broker dealer. PAC LLC will only receive commissions in connection with general securities transactions.</p>	
Item 12.B	<p>PAC, LLC's associated persons may receive 12b-1 fees from mutual funds recommended to clients. Any advisory fees PAC, LLC receives for ongoing advisory services to ERISA or IRA accounts are reduced by the amount of any commissions or Rule 12b-1 fees received that are attributable to these accounts. This offset does not apply to one-time generic financial plans or to investment education provided within the Department of Labor's Section 404(c) guidelines.</p>	
Item 13.A	<p>Certain of PAC, LLC's associated persons may receive commissions from insurance, securities, and real estate transactions. These commissions are separate and distinct from Portfolio Advisory Council, L.L.C. advisory fees.</p>	
Item 13.B	<p>PAC, LLC has the ability to engage non-employee (outside) consultants, who are directly responsible for bringing a client to PAC, LLC, and may receive compensation from PAC, LLC. Should such agreements be entered into, they will comply with the requirements set out in Rule 206(4)-3 of the Investment Advisers Act of 1940, including the requirement that the relationship between the solicitor and PAC, LLC be disclosed to the client at the time of the solicitation or referral. Under these arrangements, the client does not pay higher fees than PAC, LLC's normal/typical advisory fees.</p> <p>In any case, applicable state laws may require these persons to become licensed as investment adviser representatives in order to act as a solicitor. PAC, LLC shall verify registration, if applicable or required, before engaging any solicitor for client referrals.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Portfolio Advisory Council, L.L.C.	801- 27691	January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Portfolio Advisory Council, L.L.C.		IRS Empl. Ident.No.:
Item of Form (identify)	Answer	
Code of Ethics	Code of Ethics: PAC, LLC has adopted a Code of Ethics that sets forth high ethical standards of business conduct that PAC, LLC requires of its employees, including compliance with applicable federal securities laws. The PAC LLC Code of Ethics also includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by PAC, LLC covered persons. Among other things, the PAC, LLC Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. The Code also includes oversight, enforcement and recordkeeping provisions. A copy of PAC, LLC's Code of Ethics is available to PAC, LLC's advisory clients upon request to the Chief Compliance Officer at PAC, LLC's principal office address.	
Privacy Statement	Portfolio Advisory Council, L.L.C.'s goal is to protect your privacy. To conduct regular business, PAC, LLC may collect nonpublic personal information from sources such as: Information reported by you on application or other forms you provided to us, Information about your transactions with us, our affiliates, or others. Information safeguarding: Portfolio Advisory Council, L.L.C. will internally safeguard your nonpublic personal information by restricting access to only those employees who provide products or services to you or those who need access to your information to service your account. In addition, we will maintain physical, electronic, and procedural safeguards that meet federal and/or state standards to guard your nonpublic personal information. We do not share information with other companies.	

Complete amended pages in full, circle amended items and file with execution page (page 1).