

Item 1 – Cover Page

Part 2A of Form ADV: Firm Brochure

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This brochure provides information about the qualifications and business practices of Portfolio, LLC also known as Portfolio Wealth Advisors (referred to as PLLC). If you have any questions about the contents of this brochure, please contact us at 505-884-3445. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about PLLC also is available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for PLLC is 145687.

Item 2 – Material Changes

This Item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes.

As of January 9th, 2017 there have been no material changes.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Portfolio, LLC's Chief Compliance Officer, Lee Munson at 505-884-3445.

Additional information about PLLC is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with PLLC who are registered, or are required to be registered, as investment adviser representatives of PLLC.

Brochure Date: 02/12/2016

Date of Most Recent Updating Amendment:

01/10/2017

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Item 4 – Advisory Business

The principal business of PLLC is furnishing investment advisory services to clients. This activity includes continuous advice concerning investment of funds consistent with the circumstances, preferences, and objectives of each client. The investment management process includes an assessment of each client's investment goals, risk and return objectives, needs, restrictions, and portfolio holdings. We attempt to structure each client's investment program in the context of these considerations. PLLC also writes an Investment Policy Statement (IPS), which is provided initially and then reviewed as needed with each client. The IPS details any special circumstances, unique preferences, and portfolio restrictions that a client may impose.

As of January 10th, 2017 PLLC managed \$245,391,518 in client assets.

PLLC manages accounts on a fully discretionary basis using wrap-fee programs. PLLC receives fees for managing client's investments. Management fees are billed quarterly in arrears. Fees are directly deducted from the clients' accounts through the qualified custodian holding the assets. Please refer to our Wrap Fee Program Brochure for more detailed information on our wrap-fee programs.

In addition, PLLC may provide financial consulting services to legal counsel. PLLC does not compensate law firms for client referrals and no fee sharing relationship exists between PLLC and any law firm. It is PLLC's discretion to work with a client referred by a law firm and not all referrals are accepted. Lee Munson, CFP®, CFA is primarily responsible for performing the Services in this matter.

PLLC is owned by two people: 1) Lee E. Munson, CFA, CFP® founded PLLC in January 2008 and remains the President and 2) Tracy A. Miller, CFP®, ChFC, CLU, who is the CEO of PLLC.

Item 5 – Fees and Compensation

Clients in the Wrap Fee Programs pay a single annualized fee, based upon a percentage of the market value of all program assets. A Wrap-Fee Program is a convenient single fee that covers both our services and brokerage services provided by the custodian. Custodial services that are included in our Wrap Fee Program cover all trading commissions and other transaction fees relating to the execution of securities transactions within client accounts. A separate account is maintained for Clients with the custodian. The Portfolio Private Client Program charges an annual fee for services that does not exceed 1.50% of the client's assets under management.

The actual fee charged to each client is negotiable based on factors such as the client's financial situation and circumstances, the amount of assets under management and the overall complexity of the services provided. This includes the type of portfolio strategies used. Prior to services being provided, the exact services and fees will be agreed upon and disclosed in the Client Agreement. Client's residing in New Mexico may be subject to applicable New Mexico gross receipts tax.

Program fees are divided and billed quarterly in arrears. Quarterly fees shall be calculated based on the ending quarterly balance adjusted for contributions and distributions, not adjusted by any margin debit. Fees will be pro rated during the initial and final quarters service is provided. Fees are generally deducted directly from a client's account. Clients must provide TD Ameritrade Institutional with written authorization to have fees deducted from the account and paid to PLLC. The custodian will send client statements detailing account activity for the prior period including a description of all disbursements for the account including the amount of PLLC's fee deducted directly from the account. At the discretion of PLLC, clients may pay fees directly upon receipt of their billing statement.

Other Fees

Clients may also incur certain charges imposed by third parties other than PLLC in connection with investments made through the account, including but not limited to 12(b)-1 fees and surrender charges, and IRA and qualified retirement plan fees. Wrap Fee Program fees charged by PLLC are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to clients. A description of these fees and expenses are available in each investment company security's prospectus.

Financial Consulting Services To Legal Counsel. The hourly rate for Financial Consulting Services is \$500 per hour, plus applicable New Mexico gross receipts tax. The hourly rates apply to all Financial Consulting Services, including, but not limited to, telephone calls and conferences, factual investigation and research, drafting reports, analyses, letters and other documents, travel time, time in meetings, time in depositions and other discovery proceedings, and time in hearings and other case-related proceedings.

Item 6 – Performance-Based Fees and Side-By-Side Management

PLLC does not charge any performance - based fees of any kind.

Item 7 – Types of Clients

PLLC provides investment supervisory and management services to a wide variety of clients including individuals, high net-worth individuals, family offices, pension and profit sharing plans, trusts, estates, charitable organizations, and corporations or other business entities. PLLC has no specified minimum account size for the Portfolio Private Client program.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

PLLC uses a combination of fundamental and technical methods to assess risk and opportunities in global markets.

PLLC obtains information from a wide variety of publicly available sources. PLLC does not have, nor does it claim to have, sources of inside or private information. The recommendations developed by PLLC are based upon the professional judgment of PLLC and the results of its recommendations are not guaranteed.

Risk. All investments present the risk of loss of principal. PLLC cannot guarantee the future performance of client's accounts, promise any specific level of performance or promise that its investment decisions, strategies or overall management will be successful.

The investment decisions PLLC makes are subject to various market, currency, economic, political and business risks, and will not necessarily be profitable. Investing in securities involves risk of loss that you, as the client, should be prepared to bear.

Except as may otherwise be provided by law, PLLC will not be liable to clients for any loss (i) that the clients may suffer as a result of PLLC's good faith decisions or actions where PLLC exercises the degree of care, skill, prudence and diligence that a prudent person acting in a fiduciary capacity would use; (ii) caused by following clients' instructions; or (iii) caused by the custodian, any broker or dealer to which PLLC directs transactions for the clients or by any other person.

Item 9 – Disciplinary Information

There are no legal or disciplinary events to disclose for PLLC or any of its advisors.

Item 10 – Other Financial Industry Activities and Affiliations

As part of our investment management services, we may use one or more sub-advisers to manage a portion or the whole of your account on a discretionary basis. The sub-adviser(s) may use one or more of their model portfolios to manage your account. We will regularly monitor the performance of your accounts managed by sub-adviser(s), and may hire and fire any sub-adviser without your prior approval. Our ability to hire and firm sub-advisers on your behalf is based on you granting our firm discretionary authority, which is typically granted by the investment advisory agreement you sign with our firm, a power of attorney, or trading authority forms. We will pay a portion of our advisory fee to the sub-adviser(s) we use; however, you will not pay our firm a higher advisory fee as a result of any sub- advisory relationships.

Red River Advisors, LLC (RRA) is a licensed insurance agency that offers and sells life insurance and annuity products. Associated persons of PLLC may also be insurance agents of RRA and are therefore able to recommend and sell insurance products for PLLC clients. In their separate insurance capacities, RRA and these licensed individuals will be able to receive separate, yet customary commission compensation resulting from implementing insurance product transactions on behalf of advisory clients. RRA and/or its licensed insurance agents may, from time to time, also earn incentive awards, increased bonus payments or seminars/trips treated as earned compensation for the recommendation or introduction of insurance products. Clients, however, are not under any obligation to engage these individuals or RRA when considering the implementation of insurance recommendations. The implementation of any and all recommendations is solely at the discretion of the client. While these individuals endeavor at all times to put the interest of the clients first as part of PLLC's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest and may affect the judgment of these individuals when making recommendations.

RRA is owned by two people: 1) Lee E. Munson, CFA, CFP® and 2) Tracy A. Miller, CFP®, ChFC, CLU.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Section 204A-1 of the Investment Advisers Act of 1940 requires all investment advisers to establish, maintain and enforce a Code of Ethics. PLLC has established a Code of Ethics that will apply to all of its associated persons. An investment adviser is considered a fiduciary according to the Investment Advisers Act of 1940. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Advisors with PLLC have a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle for the advisor's Code of Ethics, which also covers its Insider Trading and Personal Securities Transactions Policies and Procedures. PLLC requires all of its supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand and agree to comply with the PLLC's Code of Ethics. PLLC has the responsibility to make sure that the interests of all clients are placed ahead of the PLLC or its supervised person's own investment interest. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to any services being conducted. PLLC and its supervised persons must conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of advisor's Code of Ethics. However, if a client or a potential client wishes to review PLLC's Code of Ethics in its entirety, a copy will be provided promptly upon request by contacting Portfolio, LLC's Chief Compliance Officer Lee Munson at 505-884-3445.

When PLLC or its supervised persons buy or sell securities for themselves that they also recommend to clients, they will comply with PLLC's Code of Ethics and never put themselves in a position to benefit before clients.

Item 12 – Brokerage Practices

Use of TD Ameritrade Institutional

PLLC requires the use of TD Ameritrade Institutional for clients. PLLC participates in the Institutional advisor program (the "Program") offered by TD Ameritrade Institutional. Through this arrangement, accounts will be maintained at TD Ameritrade, Inc. (referred to as "TDA") TD AMERITRADE Institutional is a division of TD AMERITRADE, Inc. ("TD AMERITRADE") a registered broker/dealer, member FINRA/SIPC/NFA. TD AMERITRADE is an independent and unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers PLLC services that include custody of securities, trade execution, clearance, and settlement of transactions. PLLC receives some benefits from TD Ameritrade through its participation in the Program. The primary factor in determining a broker/dealer for PLLC is that the services of the

broker/dealer are provided in a cost-effective manner. Best execution of client transactions is an obligation PLLC takes seriously and is a catalyst in the decision of suggesting a broker/dealer. While quality of execution at the best price is an important determinant, best execution does not necessarily mean lowest price and it is not the sole consideration. The trading process of any broker/dealer suggested by PLLC must be efficient, seamless, and straightforward. Overall custodial support services, trade correction services, and statement preparation are some of the other factors determined when suggesting a broker/dealer. PLLC does not have any soft dollar arrangements with any third party.

In connection with the use and recommendation of TDA, there is no direct link between PLLCs participation in the program and the investment advice it gives to its clients, although PLLC receives economic benefits through its participation in the program that are typically not available to TD AMERITRADE retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to PLLC by third party vendors. TD AMERITRADE may also have paid for business consulting and professional services received by PLLC's related persons. Some of the products and services made available by TD AMERITRADE through the program may benefit PLLC but may not benefit its client accounts. These products or services may assist PLLC in managing and administering client accounts, including accounts not maintained at TD AMERITRADE. Other services made available by TD AMERITRADE are intended to help PLLC manage and further develop its business enterprise. The benefits received by PLLC or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD AMERITRADE. As part of its fiduciary duties to clients, the firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by PLLC or its related persons in and of itself creates a potential conflict of interest and may indirectly influence PLLC's recommendation of TDA for custody and brokerage services.

The PLLC also receives from TDA certain economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors using TDA. Specifically, the Additional Services include ORION. In addition to the above-mentioned services, TDA subsidizes part of the cost associated with PLLC's chosen third-party reconciliation agent, ORION Advisor Services (ORION). All payments from TDA to ORION on behalf of the PLLC are made directly to

ORION. TDA provides this additional service to the PLLC in its sole discretion and at its own expense, and PLLC does not pay any fees to TDA for the additional services. PLLC and TDA have entered into a separate agreement (“Additional Services Addendum”) to govern the terms of the provision of the additional services. PLLC’s receipt of the Additional Services raises potential conflicts of interest. In providing Additional Services to PLLC, TDA most likely considers the amount and profitability to TDA of the assets in, and trades placed for PLLC’s client accounts maintained with TDA. TDA has the right to terminate the Additional Services Addendum with PLLC, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the additional services from TDA, PLLC may have an incentive to continue to recommend to its clients that the assets under management with PLLC be held in custody with TDA and to place transactions for client accounts with TDA. PLLC’s receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including seeking best execution of trades for client accounts.

Use of additional Broker/Dealers

PLLC does not currently use outside Broker-Dealers in addition to TD Ameritrade to execute trades.

Item 13 – Review of Accounts

PLLC’s Chief Investment Officer reviews model strategies monthly. To ensure that individual client portfolios are in alignment with the model portfolios client accounts are reviewed monthly by the operations team. It is at the full discretion of PLLC to rebalance or re-optimize client accounts on a monthly basis. Custom securities outside our models are reviewed annually. These custom securities may include ad hoc positions the client specifically requested to be purchased for them or legacy positions transferred in from a previous portfolio that the client may wish to continue to hold or have a low cost tax basis. It is the responsibility of the Client to inform the Advisor of any changes in their preference for custom securities.

It is the Client’s responsibility to notify PLLC whenever material changes in their financial situation or risk tolerance warrant a change in their investment plan and/or asset allocation.

Item 14 – Client Referrals and Other Compensation

PLLC does not pay client referral fees, directly or indirectly, to any third party.

Item 15 – Custody

PLLC does not have custody of client assets.

Clients will receive statements at least quarterly from the custodian holding their investment assets. PLLC urges clients to carefully review such statements and compare these custodial records with the quarterly reports provided by PLLC. PLLC reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Clients grant PLLC discretionary trading authority over their account(s) that will be managed by PLLC. Clients also grant PLLC the authority to make all decisions to buy, sell or hold securities, cash or other investments for the account(s). PLLC's has sole discretion without first consulting with clients. Clients give PLLC full power and authority to carry out investment decisions by giving instructions, on behalf of clients, to brokers and dealers and the custodian for the account(s). Clients authorize PLLC to provide evidence of PLLC's authority. Any changes to investment instructions and limitations must be delivered to PLLC in writing.

Item 17 – Voting Client Securities

PLLC does not perform proxy-voting services on a client's behalf. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Also, PLLC does not give any advice or take any action with respect to the voting of these proxies. Clients and PLLC agree to this in writing pursuant to the signed Client Agreement.

Item 18 – Financial Information

Registered investment advisors are required to provide in this Item to provide you with certain financial information or disclosures about PLLC's financial condition. There is no known financial condition that is reasonably likely to impair this firm's ability to meet contractual commitments to clients. The firm and its owners have not been the subject of a bankruptcy proceeding.