

**Schedule F of
Form ADV**

Applicant: Portfolio Resources Advisor Group http://www.prginc.net/advisors.html	SEC File Number: 801- 68633	Date: 07/15/2011
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Continuation Sheet for Form ADV Part II

I. Full name of applicant exactly as stated in item 1A of Part I of Form ADV: PORTFOLIO RESOURCES ADVISOR GROUP, INC.	IRS Empl. Ident. No.: 26-0157421
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Item of Form (identify)	Answer																																		
	<div data-bbox="704 434 1195 512" data-label="Image"> </div> <p>Portfolio Resources Advisor Group, Inc. 800 Brickell Avenue - Suite 903 Miami, FL 33131</p> <p>This form gives information about the investment advisor and its business for the use of clients. The information has not been approved or verified by any government authority.</p> <p>TABLE OF CONTENTS</p> <table> <thead> <tr> <th>ITEM NUMBER</th><th>Page</th></tr> </thead> <tbody> <tr> <td colspan="2">INTRODUCTION</td> </tr> <tr> <td>1. ADVISORY SERVICES</td><td>2</td></tr> <tr> <td>2. TYPES OF CLIENTS</td><td>2</td></tr> <tr> <td>3. TYPES OF INVESTMENTS</td><td>2</td></tr> <tr> <td>4. METHODS OF ANALYSIS & STRATEGIES</td><td>5</td></tr> <tr> <td>5. FEES</td><td>6</td></tr> <tr> <td>6. EDUCATION AND BUSINESS STANDARDS</td><td>9</td></tr> <tr> <td>7. EDUCATION AND BUSINESS BACKGROUND</td><td>10</td></tr> <tr> <td>8. OTHER BUSINESS ACTIVITIES</td><td>18</td></tr> <tr> <td>9. OTHER FINANCIAL INDUSTRY AFFILIATIONS</td><td>18</td></tr> <tr> <td>10. PARTICIPATION IN CLIENT TRANSACTIONS</td><td>18</td></tr> <tr> <td>11. CONDITIONS FOR MANAGING ACCOUNTS</td><td>19</td></tr> <tr> <td>12. REVIEW OF ACCOUNTS</td><td>19</td></tr> <tr> <td>13. INVESTMENT OR BROKERAGE DISCRETION</td><td>20</td></tr> <tr> <td>14. ADDITIONAL COMPENSATION</td><td>20</td></tr> <tr> <td>15. INSIDER TRADING / CODE OF ETHICS</td><td>21</td></tr> </tbody> </table>	ITEM NUMBER	Page	INTRODUCTION		1. ADVISORY SERVICES	2	2. TYPES OF CLIENTS	2	3. TYPES OF INVESTMENTS	2	4. METHODS OF ANALYSIS & STRATEGIES	5	5. FEES	6	6. EDUCATION AND BUSINESS STANDARDS	9	7. EDUCATION AND BUSINESS BACKGROUND	10	8. OTHER BUSINESS ACTIVITIES	18	9. OTHER FINANCIAL INDUSTRY AFFILIATIONS	18	10. PARTICIPATION IN CLIENT TRANSACTIONS	18	11. CONDITIONS FOR MANAGING ACCOUNTS	19	12. REVIEW OF ACCOUNTS	19	13. INVESTMENT OR BROKERAGE DISCRETION	20	14. ADDITIONAL COMPENSATION	20	15. INSIDER TRADING / CODE OF ETHICS	21
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Item 1& 2	<p>INTRODUCTION</p> <p>Portfolio Resources Advisor Group, Inc., referred to as "the firm" or "PRAG" is an investment advisor registered with the Securities and Exchange Commission (SEC). The firm presently offers the following types of advisory services:</p> <p>I. Managed Account Programs II. Socially & Environmentally Responsible Investing (PRAG-SRI) III. PRAG Investment Consulting (PRAG-IC) IV. Financial Planning</p> <p>ADVISORY SERVICES – TYPES OF CLIENTS</p> <p>PRAG provides investment advisory services and investment management services for private individuals, corporations, trusts, and institutional clients. PRAG utilizes the various advisory programs offered through Portfolio Resources Group, Inc. (PRG) and its clearing firm National Financial Services (NFS) a Fidelity Investments company, and/or through Envestnet Asset Management, Inc. PRAG is responsible for all advice and suitability of such advice regarding these accounts. A full description of all services is provided in the Statement of Investment Selection (SIS) agreement. PRAG provides discretionary account management in which the client is provided with on-going investment advice and monitoring with respect to their security holdings and will manage the account according to the client's objectives. Custodians utilized for the programs below may include NFS, Schwab Institutional, TD Ameritrade, or any other custodian with whom PRAG may establish a relationship.</p>
Item 3	<p>TYPES OF INVESTMENTS – Wrap Fee Program</p> <p>Managed Accounts Solutions (Wrap Fee Program) – The programs offered are third party money manager platforms sponsored by NFS and/or Envestnet. PRAG will deliver Managed Accounts Solutions Disclosure Documents or a Statement of Investment Selection (SIS) for details on fee structure and account services. These programs function under a "wrap-fee" billing program which means that there is one total fee covering the cost of the portfolio manager, platform fees, transaction (custodial) costs, and the advisor fee. There are no additional charges to the client, other than the wrap-fee the client agrees to pay for the investment program selected. The custodian that executes transactions and holds securities, and the technology platform that provides performance reporting and other functions, may have minimum fees which can impact the asset-based fee (expressed in basis points or percentages) that is charged for a particular program. Minimum fees become effective if the account assets under management fall below the recommended minimum investment size. Minimum fees need to be considered when selecting an investment program. Depending on the amount of funds available for investment, minimum fees can raise the percentage cost of assets under management of a particular program. These programs are as follows:</p>

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	<ul style="list-style-type: none"> • Separately Managed Account Program: In this program, assets are managed by institutional and independent money managers. This program includes Envestnet's manager due diligence (for approved managers only), assistance in evaluating separate account managers, and provides access to a range of managers and investment disciplines, including available managers not directly approved by Envestnet (available managers). The program also includes professional money management, performance reporting, and associated services and support. • Multi-Manager Account Program: This program combines multiple investment styles facilitating diversification within an individually-managed account. The program includes professional money management, manager due diligence, and performance reporting. Additionally, the MMA includes Envestnet as overlay portfolio manager to manage the asset allocation of the account and coordinate trading across investment sleeves. • Mutual Fund Wrap Program: In this program, assets are allocated across a range of mutual funds. Clients may select one or more asset allocation portfolio strategies consisting of either mutual funds or exchange-traded funds (ETFs). Accounts are managed on a discretionary basis. Envestnet develops the portfolio asset allocation, selects the underlying funds populating the respective model strategy and annually rebalances the client's account to the original allocation. This program offers investment strategies including, Aggressive Equity, Growth Equity, Balanced with Growth, Balanced, Equity Income and Income portfolios. • Representative as Portfolio Manager: PRAG advisors are provided a set of tools to construct and manage model portfolios. This program allows selected financial advisors to manage client portfolios on a wrap-fee basis in accordance with client objectives. PRAG will enter into an Investment Management Agreement with the client, under which PRG and its clearing firm, National Financial, provide services in association with Envestnet. <p>Non-wrap-fee programs are also available. In these programs, the custodial or transaction portion of the fees is charged on a transactional basis, rather than as a fixed cost based on assets under management. This approach may make sense for managing fixed income portfolios, for example, where the number of transactions are smaller in number than in an equity portfolio. These non-wrap-fee portfolios utilize custodians such as NFS, Schwab Institutional, or TD Ameritrade Institutional to provide brokerage, custody and related services to client accounts. NFS, Schwab, TD Ameritrade, and/or Envestnet do not determine suitability of advice for any client. PRAG is responsible for all advice and suitability of such advice regarding these accounts. The Program may cost a client more or less than purchasing the services separately. Factors bearing on the relative cost of the Program that would be relevant when considering the alternative of purchasing the services offered in the Program separately include the trading activity in a client's account and the corresponding brokerage commissions that would be charged for execution of trades, and the fees charged for investment advisory services. Envestnet will provide all performance reporting and billing under this program.</p>	

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	<p>Portfolio Resources Advisory Program (PRAG-SRI) Portfolios managed under social, environmental, and sustainability criteria, such as the High Impact program, take into consideration the individual objectives of each client, but may or may not represent the overall objectives of the client's total investment assets. PRAG recommends and employs various investment strategies utilizing managers who either screen their investments, or base their entire investment approach on SRI and sustainability criteria. Managed accounts are designed to provide discretionary management by an Advisor Representative of the firm and/or SRI sub-managers. PRAG assists each PRAG-SRI account client in formulating investment objectives and manages the account within established guidelines regarding, among other matters, diversification and designation of securities that may be purchased.</p> <p>PRAG Investment Consulting and Fees (PRAG-IC) Selected Registered Investment Advisors (RIAs) are evaluated by the firm for client use. PRAG-IC services may include assisting clients in identifying their investment objectives and matching personal and financial data with a select list of investment managers that meet the PRAG-IC minimum quantitative and qualitative criteria. The intent of the program is to have a selected list of high quality and recognizable investment management firms from which one or more managers are selected to handle the day-to-day management of client accounts.</p> <p>Managers selected for use by clients under the PRAG-IC program need to meet several quantitative and qualitative criteria. Among the criteria that may be considered are the manager's experience, assets under management, performance record, client retention, the level of client services provided, investment style, buy and sell disciplines, capitalization level and the general investment process. Each client must have a profile that matches the advisors stated objectives.</p> <p>When recommending outside investment managers, the firm first analyzes the client's existing portfolio, if applicable, to determine the investment style that will best facilitate the desired diversification of the portfolio. The firm then identifies strategies or managers who exhibit the desired investment attributes. The firm helps the client measure the performance of the managers by making comparisons to appropriate benchmarks. Depending on client objectives, the firm advocates an active/passive investment strategy using a diversified approach.</p> <p>The firm utilizes a team approach in designing and supervising client portfolios, including a strategic relationship with independent money management technology platforms such as Envestnet Asset Management Inc., a Registered Investment Adviser; Portfolio Resources Group, Inc., Schwab Institutional, and TD Ameritrade Institutional, FINRA & SIPC member broker/dealers. The firm has access to independent consultants and financial publications to obtain information about companies and managers. The firm also uses research materials prepared by others, academic studies, third-party databases, and other publicly available information. The Investment Committee reviews policies and strategies affecting client investments.</p> <p>The firm may at any time terminate the relationship with an advisor that manages clients' assets. Factors involved in the termination of an advisor may include a failure to adhere to management style or clients' objectives, a material change in the professional staff of</p>

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Item 4	<p>the advisor, unexplained poor performance, and dispersion of client account Performance, or the firm's decision to no longer include the advisor as one of its approved program managers.</p> <p>General Fee Disclosures: Fees may be charged quarterly in advance as disclosed in the separate manager agreement. Fees charged by mutual funds are detailed in the prospectus. Although PRAG believes its fees are reasonable in light of the services provided, clients should be aware that such fees may be more or less than the fees and commissions associated with brokerage services purchased separately. The comparison is dependent upon a number of factors, including the frequency of brokerage activity in the client's account, the size of the account under management, and any negotiated fee arrangements with respect to the account. An investor should consider these factors prior to opening an account.</p> <p>Account Termination Language: Upon written receipt of notice to terminate its Client Agreement with any of PRAG investment advisory Programs, and unless specific transfer instructions are received, PRAG and its agent will, in an orderly and efficient manner, proceed with liquidation of the Client's account. There will not be a charge by PRAG for such redemption; however, the Client should be aware that certain mutual funds impose redemption fees as stated in each company's fund prospectus in certain circumstances. Also, maximum annual transactions permitted in a wrap-fee program may be exceeded if the investments in an account are liquidated in a particular month. In such cases, an extra "fee per transaction" will be charged, but only for those transactions which exceed the maximum yearly limit. Clients must also keep in mind that the decision to liquidate securities or mutual funds may result in tax consequences that should be discussed by the client with their own tax advisor.</p> <p>METHODS OF ANALYSIS & STRATEGIES</p> <p>Our starting point is an analysis of the client's requirements and goals. What are their basic investment objectives? What are their personal preferences with respect to risk-taking, yield and values? How does their overall financial situation present itself? The answers to these fundamental questions provide the main building blocks for professionally managing client assets.</p> <p>The next step of our process is to build the appropriate strategy based on individual client needs. This requires an assessment of market conditions and long-term financial market trends. The rigorous framework within which our investment process operates allows us to determine an asset allocation strategy and the weighting that should be given to the various investment vehicles in a client portfolio.</p> <p>The weighting of the various asset categories that make up a portfolio is one of the most important factors in the successful implementation of any investment strategy. Spreading risk among various asset classes and investment vehicles is a classic way of increasing the security of a portfolio. The rule of thumb is that the overall risk of a portfolio is reduced as the number of different securities held in different asset classes in a given market is increased. We also attempt to avoid over-diversification, as spreading a portfolio too thin may actually dilute the value of diversification. Furthermore, diversification should not focus solely on holdings or managers that promise above-</p>	

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Item 5	<p>average potential gains; the stability of returns and the balanced nature of the portfolio are equally vital.</p> <p>FEES</p> <p>Separate Account fees are charged quarterly in advance and calculated by multiplying the fair market value of the assets in the Account as of the last trading day of each calendar quarter by the annual fee and then dividing that result by four, which represents each quarter. Fair market value of assets for this purpose is normally as reflected on the account statement as received from the custodian, although on occasion adjustments may be necessary to reflect such items as interest accrued but not yet paid. Securities for which fair market values are not readily available are valued in good faith by the custodian. Fees are paid to PRAG directly from the client's Separate Account. Fees are reflected on client statements in the month charged. In addition, the client's custodian sends to the client at least quarterly an account statement which reflects the activity in the account, including fee payments. Performance reporting and billing is provided by Envestnet Asset Management, Inc. according the following schedule:</p> <p style="text-align: center;">Reporting and Billing Only Fee Schedule</p> <table> <tr> <th><u>Service Description</u></th><th><u>Program Fee</u></th></tr> <tr> <td colspan="2">Automated Reporting & Billing Services Fee Schedule*¹</td></tr> <tr> <td colspan="2">Daily Web Views, Quarterly Consolidated Reporting Fees</td></tr> <tr> <td>First \$250,000 *²</td><td>10</td></tr> <tr> <td>Next \$250,000</td><td>10</td></tr> <tr> <td>Next \$500,000</td><td>9.5</td></tr> <tr> <td>Next \$1 million</td><td>7.5</td></tr> <tr> <td>Next \$2 million</td><td>5.5</td></tr> <tr> <td>Minimum Annual Account Fee:</td><td>\$75</td></tr> </table> <p>*¹ All numbers represent basis points (bps) *² Separate Account Assets in Client Account All fees are charge quarterly in advance.</p> <p>The management fee for accounts managed directly by individual advisor representatives (IAs) of the firm is according to the following schedule, not including billing and reporting or custodial transaction costs:</p> <p>Up to 150 basis points (1.50%) on the first \$1 million of Sub-Management Assets per Sub-Management Client Account.</p> <p>Up to 125 basis points (1.25%) on the next \$4 million of Sub-Management Assets per Sub-Management Client Account.</p> <p>Fee Negotiable on Assets over \$5 million.</p>	<u>Service Description</u>	<u>Program Fee</u>	Automated Reporting & Billing Services Fee Schedule*¹		Daily Web Views, Quarterly Consolidated Reporting Fees		First \$250,000 * ²	10	Next \$250,000	10	Next \$500,000	9.5	Next \$1 million	7.5	Next \$2 million	5.5	Minimum Annual Account Fee:	\$75
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	<p>Annual management wrap-fees for accounts utilizing firm sponsored or independent third party managers in association with the firm’s management platform will not exceed the following rates:</p> <table><tr><td>First</td><td>\$500,000</td><td>2.75%</td></tr><tr><td>Next</td><td>\$500,000</td><td>2.75%</td></tr><tr><td>Next</td><td>\$4,000,000</td><td>2.00%</td></tr><tr><td>Above</td><td>\$4 million</td><td>1.80%</td></tr></table> <p>Clients are advised and should understand that:</p> <ul style="list-style-type: none">• A manager’s past performance is no guarantee of future results;• There is a certain market, interest rate, and political risk which may adversely affect any advisor’s objectives and strategies, and could cause a loss in a client's account(s); and• Client risk parameters or comparative index selections provided to the firm are guidelines only - there is no guarantee that index performance will be met or that risk parameters will not be exceeded. <p>All accounts are managed by the selected independent or firm managers. Information collected by PRAG regarding selected managers is believed to be reliable and accurate but the firm does not independently review or verify it on all occasions. All performance reporting will be the responsibility of the respective managers and as provided by Envestnet Asset Management Inc. Such performance reports will be provided directly to the clients and the firm. The firm does not audit nor verify that these results are calculated on a uniform or consistent basis as provided by a manager directly to the firm or through the consulting service utilized by the manager or the firm.</p> <p>Fees:</p> <p>Fees are outlined in each respective manager’s Schedule F and Advisory Contract. The firm will be paid an on-going fee based upon a percentage of each client’s assets under management (AUM) with respect to each manager. Each client will receive a copy of such an advisory agreement which will disclose the fee. The firm negotiates each fee directly with the client. The firm has a potential conflict of interest in that its advisors could be motivated to recommend management styles and managers that would result in higher fees to the advisor and/or the firm. The firm will make all recommendations independent of such fee considerations. The firm’s recommendations will be based solely on its obligation to consider first and foremost a client’s objectives and needs.</p> <p>The minimum account size will vary from manager to manager. All such minimums will be disclosed in the respective manager’s Schedule F document. The firm may have the ability to negotiate such minimums. A client may terminate their relationship in accordance with the respective managers’ disclosure documents. Pre-paid fees will be refunded in accordance with each respective manager’s agreement and disclosure documents.</p>	First	\$500,000	2.75%	Next	\$500,000	2.75%	Next	\$4,000,000	2.00%	Above	\$4 million	1.80%
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	<p>Financial Planning:</p> <p>Upon specific request by the client, the Firm may provide either financial consulting or a comprehensive financial plan tailored to meet the client's needs and investment objectives as described by the client. During meetings with the client the investment philosophy, risk tolerance and investment objectives are discussed.</p> <p>Depending upon the scope of the engagement and specific requests by the client, the Firm may provide a written plan which reviews client's current situation and recommends an investment strategy consistent with the client's stated financial and personal goals. The firm may charge on an hourly rate of \$175-\$250 per hour. The fees will be negotiated prior to contracting with the client, and the agreed upon fee will be payable upon completion of the services provided. Should a client be dissatisfied with the services rendered, the Firm may refund part or all of the fees paid, at management's sole discretion.</p> <p>When appropriate, the firm encourages clients to use the services of an estate attorney and makes clear that the firm does not render legal, accounting, or tax advice. The firm also will not advise the client or act for the client in any legal proceedings, including bankruptcies, involving securities held or previously held, or the issuers of those securities. The firm will not vote proxies for securities held in client accounts.</p> <p>Fees:</p> <p>The Advisor may draft financial plans, investment policy statements, develop asset allocation guidelines and strategies, recommend money managers, provide performance measurement of money managers or recommend a manager. The Advisor may charge an hourly rate of up to \$250 per hour or may charge a per-project fee to be determined based upon the specifics of the project. The Advisor may charge an asset-based fee for its clients of up to 2.5% per year for ongoing performance measurement and other services. All fees will be disclosed to client in the "Investment Management Agreement" (IMA) or in the "Statement of Investment Solution" (SIS).</p> <p>The fees are payable quarterly in advance. The advisor contract between the Advisor and the client may be terminated by either party upon 30 days written notice. Advisory agreement termination will become effective on the month-end next following the expiration of the 30-day period after receipt of such notice of intent to terminate. Any unearned fees paid in advance will be refunded to the client on a pro-rata basis upon termination of such client's investment advisory contract. In the case of flat and hourly-based fees, 100% is payable upon completion of the services rendered. All fees are negotiable.</p>

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	<p>RISKS</p> <p>It is expected that portfolios may be subject to many risks, including but not limited to interest rate risk, economic risk, market risk, and political risk. Though the goal of the firm is to find quality investments and proper allocation strategies, there is no guarantee that the goals will be met, and/or that the value of investor portfolios may not decline in value during any given time period.</p> <p>GENERAL ADVISORY FEES DISCLOSURE</p> <p>Although PRAG believes its fees are reasonable in light of the services provided, clients should be aware that such fees may be more or less than the fees and commissions associated with brokerage services purchased separately. The comparison is dependent upon a number of factors, including the frequency of brokerage activity in the client's account, the size of the account under management, and any negotiated fee arrangements with respect to the account. An investor should consider these factors prior to opening an account.</p> <p>TERMINATION</p> <p>Account agreements for Separate Accounts may be terminated by either party upon written notice without penalty. If a client terminates his participation in the Program within five business days of inception, the client will receive a full refund of the Fee, less any transaction or service fees which may have been incurred due to the purchasing of securities in the account. Fees will be prorated based on the number of days the Account is under PRAG's management for any Agreement that comes into effect or is terminated during a quarter. In addition to PRAG's management fee, clients with Separate Managed Accounts will also incur or bear other charges imposed by the custodian of their account, or by other third parties relating to their account or transactions effected in the account. Such charges may include, but not be limited to, brokerage commissions, ticket charges, wire transfer charges, custodial fees, activity fees, termination fees, postage and handling fees and other transaction or account related fees and charges. If a client terminates his participation in the Program within five business days of inception, the client will receive a full refund of the Fee.</p> <p>Item 6</p> <p>EDUCATION AND BUSINESS STANDARDS</p> <p>Associated persons of the firm providing investment advice are required to have a college degree or satisfactory business experience in the area in which the Associated Person works. The firm will also require individuals to be properly licensed and registered, unless exempted, in states where such individuals are conducting investment advisory business.</p> <p>Item 6a</p> <p>Investment Committee:</p> <p>Antonio Camejo – Chairman J. Christopher Cogswell, AIF® , CFS® – Member Douglas Goldstein, CFP® – Member Aaron Katsman – Member Dr. Manuel Lasaga, Ph.D. – Member Ann-Marja Lander CFP® – Member Thomas L. Moser, CFP® – Member (Portfolio Manager, High Impact Investments) Juan Ignacio Sosa – Member José M. Maraver – Member</p>	

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	<p>Prudential-Bache Securities, Inc. Miami, Florida Associate Vice President 1987-1991</p> <p>Outside Activities and Affiliations</p> <p>Envestnet Alliance Council Chicago, Illinois Member 07/2008 - Present</p> <p>VOICE Member Special Advisor to the Secretary of Commerce State of Florida 1987 – 1989</p> <p>Educational Background</p> <p>Degree: NA – Extension Program Institution: University of California Berkeley Year of Study: 1967-1968</p> <p>Degree: NA – Graduate Studies Institution: Boston University Year of Study: 1965-1966</p> <p>College Degree: B.A. Institution: Tufts University - Medford, MA Year of Graduation: 1964</p> <p>J. Chris Cogswell –DOB: 1967</p> <p>Business Background</p> <p>Portfolio Resources Advisor Group, Inc. Miami, Florida Member, Investment Committee 08/2010 – Present</p> <p>Chancery Financial Advisors Louisville, Kentucky Founder 02/2002 – Present</p> <p>Distacom Communications Hong Kong Strategic Investments 11/1998 – 01/2000</p> <p>Nikko Research Center Shanghai, PRC Equity Analyst 09/1996 – 10/1998</p> <p>Peregrine Brokerage Ltd Hong Kong, Equity Analyst 08/1994 – 08/1996</p>	

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Applicant: Portfolio Resources Advisor Group http://www.prginc.net/advisors.html	SEC File Number: 801- 68633	Date: 07/15/2011
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Continuation Sheet for Form ADV Part II

I. Full name of applicant exactly as stated in item 1A of Part I of Form ADV: PORTFOLIO RESOURCES ADVISOR GROUP, INC.		IRS Empl. Ident. No.: 26-0157421
Item of Form (identify)	Answer	
	<p>Other Outside Activities</p> <p>Catholic Business Network of Louisville Louisville, KY Founder / President 12/2008 – Present</p> <p>Lionheart Apparel Dallas, TX Partner 06/2007 - Present</p> <p>Educational Background</p> <p>Degree: Master of International Management Institution: Thunderbird Global School of Management Year of Study: 1992-1993</p> <p>Degree: Certificate, Mandarin Chinese Institution: Beijing Foreign Language Normal College Year of Study: 1989 - 1990</p> <p>College Degree: B.A. History / Certificate of Public Affairs Institution: Indiana University – Bloomington, IN Year of Graduation: 1989</p> <p>Douglas Goldstein, CFP® DOB: 1969</p> <p>Business Background</p> <p>Profile Investment Services, Ltd. Jerusalem, Israel Director/Owner 7/1997 - Present</p> <p>Portfolio Resources Advisor Group, Inc. Miami, Florida Associate Director – Member Investment Committee 06/07 – Present</p> <p>America Israel Investment Associates, LLC. Miami, Florida / Jerusalem, Israel Director 06/05 – 12/23/08</p> <p>Portfolio Resources Group, Inc. NASD, SIPC, MSRB, NFA, SIFMA Member broker/dealer Miami, Florida Associate Director 7/2002 – Present</p> <p>Investacorp, Inc. Registered Representative Miami Lakes, Florida 10/1999 to 7/2002</p>	

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Continuation Sheet for Form ADV Part II

<p>I. Full name of applicant exactly as stated in item 1A of Part I of Form ADV: PORTFOLIO RESOURCES ADVISOR GROUP, INC.</p>	<p>IRS Empl. Ident. No.: 26-0157421</p>
Item of Form (identify)	Answer
	<p>Outside Activities and Affiliations</p> <p>Profile Family Office Profile Investment Services Jerusalem, Israel Director</p> <p>Lander College Jerusalem, Israel Lecturer</p> <p>Shalem Center Amuta Jerusalem, Israel Board Member</p> <p>Southern Hills Press Pittsburgh, Pennsylvania President</p> <p>Society of Trust and Estate Practitioners Vice-Chairman, Jerusalem Branch</p> <p>Publications and Media</p> <p>Author of "Building Wealth in Israel" Jerusalem, Israel</p> <p>Online Radio host on www.rustymikeradio.com</p> <p>Educational Background</p> <p>College Degree: B.A. Institution: Vassar College, Poughkeepsie, NY Year of Graduation: 1991</p> <p>Aaron Katsman – DOB: 1970</p> <p>Business Background</p> <p>Lighthouse Capital Ltd. Jerusalem, Israel President/Owner 02/2009- Present</p> <p>Profile Investment Services, Ltd. Jerusalem, Israel Registered Rep 10/2004 – 02/2009</p> <p>Portfolio Resources Advisor Group, Inc. Miami, Florida Member Investment Committee 05/11 – Present</p> <p>Next Opportunity Media Delaware Managing Director 10/2007-Present</p>

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Item of Form (identify)	Answer							
	<p>America Israel Investment Associates, LLC. Miami, Florida / Jerusalem, Israel Managing Director 06/05 – 12//08</p> <p>Portfolio Resources Group, Inc. NASD, SIPC, MSRB, NFA, SIFMA Member broker/dealer Miami, Florida Registered Representative 10/2004 – Present</p> <p>Citibank, NA. Private Banking Tel Aviv, Israel 07/2001 to 09/2004</p> <p>Outside Activities and Affiliations</p> <p>Ginot Hair Community Council Jerusalem, Israel Neighborhood Councilman</p> <p>Bet Knesset Ohel Ahron Synagogue Jerusalem, Israel Chairman of the Board</p> <p>Publications and Media</p> <p>Jerusalem Post, Personal finance Columnist Seeking Alpha, Contributor</p> <p>Educational Background</p> <table> <tr> <td>College Degree:</td> <td>B.A.</td> </tr> <tr> <td>Institution:</td> <td>Yeshiva University NY, NY</td> </tr> <tr> <td>Year of Graduation:</td> <td>1993</td> </tr> </table> <p>Ann-Marja Lander, CFP® – DOB: 1947</p> <p>Business Background</p> <p>Portfolio Resources Advisor Group, Inc. Investment Representative 01/2008 - Present Member, Investment Committee 05/2011 - Present</p> <p>Portfolio Resources Group, Inc. Registered Representative 01/2008 – Present</p> <p>First Affirmative Financial Network LLC. Selling Group Member 09/1997 – Present</p> <p>Lander Advisory Long Beach, California 1997 – Present</p>		College Degree:	B.A.	Institution:	Yeshiva University NY, NY	Year of Graduation:	1993
College Degree:	B.A.							
Institution:	Yeshiva University NY, NY							
Year of Graduation:	1993							

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Item of Form (identify)	Answer	
	<p>Acadia Financial – The Advisors Group Encino, California 1992 – 1997</p> <p>IDS Financial Services / American Express Long Beach, California 1985 – 1992</p> <p>Outside Activities and Affiliations Second Generation Los Angeles Los Angeles, California Board Member</p> <p>“Financial Strategies for Women” Instructor Long Beach Parks, Recreation, and Marine Long Beach, California</p> <p>Member, Financial Planning Association Member, Los Angeles Association of Health Underwriters Member, Social Investment Forum Member, Co-op America</p> <p>Educational Background</p> <p>College Degree: Graduate Studies in International Relations - N/A Institution: University of Southern California Year of Graduation: 1978</p> <p>College Degree: B.A. in History Institution: California State University Year of Graduation: 1977</p> <p>Manuel Lasaga, PhD – DOB: 1952</p> <p>Business Background</p> <p>Portfolio Resources Advisor Group, Inc. Associate Director Member, Investment Committee 06/2007 - Present</p> <p>Strategic Information Analysis, Inc. (StratInfo) President and co-founder 1993 – Present</p> <p>The World Bank Washington D.C. Consultant 1991 – Present</p> <p>University of Miami Coral Gables, Florida Department of Economics and Department of Finance Undergraduate and MBA program Lecturer / Adjunct Faculty 1993 – Present</p>	

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Item of Form (identify)	Answer
	<p>Educational Background</p> <p>College Degree: PhD in Economics Institution: University of Pennsylvania Year of Graduation: 1979</p> <p>College Degree: M.A. in Economics Institution: (OAS Fellowship) University of Pennsylvania Year of Graduation: 1976</p> <p>College Degree: B.A. (with Honors) in Economics Institution: University of Maryland Year of Graduation: 1974</p> <p>Jose M. Maraver – DOB: 1936</p> <p>Business Background</p> <p>Portfolio Resources Advisor Group, Inc. Miami, Florida Director 06/07 – Present</p> <p>Capital Management Resources, Ltd. Tortola, BVI Managing Director 10/96 – Present</p> <p>Portfolio Resources Group, Inc. NASD, SIPC, MSRB, NFA, SIFMA Member broker/dealer Miami, Florida Director 11/92 – Present</p> <p>Investment Resources International, Inc. Miami, Florida Managing Director - Cofounder 8/91 – Present</p> <p>Educational Background</p> <p>College Degree: N.A. – Graduate Studies Institution: New York University Year of Study: 1961</p> <p>College Degree: B.A. Institution: Universidad Central de Venezuela Year of Graduation: 1960</p> <p>Thomas L. Moser, CFP® – DOB: 1953</p> <p>Business Background</p> <p>Portfolio Resources Advisor Group, Inc. Miami, Florida Member, Investment Committee Associate Director 04/08 – Present</p>

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I. Full name of applicant exactly as stated in item 1A of Part I of Form ADV: PORTFOLIO RESOURCES ADVISOR GROUP, INC.	IRS Empl. Ident. No.: 26-0157421
Item of Form (identify)	Answer
	<p>High Impact Investments® Tucson, Arizona Portfolio Manager – Director 2003 - Present</p> <p>Lavery Group - General Principal Portfolio Resources Group, Inc. NASD, SIPC, MSRB, NFA, SIFMA Member broker/dealer Harrisburg, PA Branch Office 01/2008 – Present</p> <p>First Affirmative Financial Network Financial Advisor / Portfolio Manager 1989 - Present</p> <p>Outside Activities and Affiliations</p> <p>Youth@Performing Arts Tucson, Arizona Executive Director - Founder 2006 - Present</p> <p>Educational Background</p> <p>College Degree: M.A. in Education Institution: University of Arizona Year of Graduation: 1978</p> <p>College Degree: B.A. in Education Institution: University of Arizona Year of Graduation: 1975</p> <p>Juan Ignacio Sosa – DOB: 1955</p> <p>Business Background</p> <p>Portfolio Resources Advisor Group, Inc. Miami, Florida Director Member, Investment Committee 06/07 – Present</p> <p>Capital Management Resources Ltd. Tortola, BVI Director 10/96 – Present Co-Chair, Investment Committee 12/31/01 – Present</p> <p>Portfolio Resources Group, Inc. NASD, SIPC, MSRB, NFA, SIFMA Member broker/dealer Miami, Florida Co-Chair, COO / General Principal Director 02/07 – Present</p>

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Item of Form (identify)	Answer													
	<p>Venequip, S.A. (Venezuela) Venequip Machinery Sales Corp. (VMSC - USA) Venequip N.V. (Curacao) Venequip Machinery Sales Curacao (VMSC Curacao) Caterpillar dealers for Venezuela and Netherland Antilles Director 02/1994 - Present</p> <p>Educational Background</p> <table> <tr> <td>College Degree:</td> <td>MBA</td> </tr> <tr> <td>Institution:</td> <td>Boston College</td> </tr> <tr> <td>Year of Graduation:</td> <td>1983</td> </tr> <tr> <td>College Degree:</td> <td>B.S. – Mechanical Engineering</td> </tr> <tr> <td>Institution:</td> <td>Boston University</td> </tr> <tr> <td>Year of Graduation:</td> <td>1981</td> </tr> </table>		College Degree:	MBA	Institution:	Boston College	Year of Graduation:	1983	College Degree:	B.S. – Mechanical Engineering	Institution:	Boston University	Year of Graduation:	1981
College Degree:	MBA													
Institution:	Boston College													
Year of Graduation:	1983													
College Degree:	B.S. – Mechanical Engineering													
Institution:	Boston University													
Year of Graduation:	1981													
Item 8 and 9	<p>OTHER BUSINESS ACTIVITES / OTHER FINANCIAL AFFILIATIONS</p> <p>The Firm is affiliated with Portfolio Resources Group, Inc. (“PRG”), a Miami-based FINRA, SIPC, MSRB, NFA and SIFMA member broker/dealer. Some Associated persons of the firm conduct broker/dealer commission related business through PRG. In this capacity, some associated persons are involved in the sale of various types of securities, including, but not limited to, stocks, fixed income, options, variable annuities, mutual funds and managed futures. Some Associated persons engage in other, non-financial activities as disclosed in Item 7. On average, all Investment Advisors of the firm may spend up to 50% of their time on other business activities.</p> <p>Additionally, PRAG is affiliated with Capital Management Resources, Ltd., a British Virgin Islands money management firm that services non-U.S. clients. PRAG does not refer clients to CMR.</p>													
Item 10	<p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p><u>Registered Representative Arrangements with Certain PRAG Personnel</u></p> <p>Certain PRAG personnel are also registered representatives of Portfolio Resources Group Inc., a registered broker-dealer. In that capacity, they may be paid commissions, brokerage fees, 12b-1 fees or other fees or payments for their brokerage clients, which may include clients who are also clients of PRAG. These arrangements pose a conflict of interest for those individuals to the extent they have a financial incentive to recommend such sales or other transactions to the client. In addition, those PRAG personnel may receive, in their capacity as registered representatives, 12b-1 fees paid out by mutual funds in which pension plan assets are invested, in the case of certain pension plans for which pension consulting services are provided. This poses a conflict of interest to the extent those personnel have a financial incentive to recommend as investment alternatives to be offered under the plan funds that pay out 12b-1 fees. In addition to PRAG’s management fee, clients with Separate Accounts will also incur or bear other charges imposed by the custodian of their account or by other third parties relating to their account or transactions effected in the account. Such charges may include, but not be limited to, brokerage commissions, ticket charges, wire transfer charges, custodial</p>													

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Item of Form (identify)	Answer
Item 11	<p>fees, activity fees, termination fees, postage and handling fees and other transaction or account related fees and charges.</p> <p><u>Related Persons Invested in Same Securities as Clients</u></p> <p>PRAG or its personnel may recommend to clients or effect transactions for client accounts in securities in which a director, officer or employee of PRAG, or another related person of PRAG, may also be invested. This poses a conflict of interest to the extent that transactions in such securities on behalf of PRAG clients may advantage such related persons. However, PRAG and its personnel are constrained by fiduciary principles to act in their clients' best interests when managing their accounts. PRAG monitors activity in client accounts in an effort to ensure that transactions are appropriate and any such conflicts are resolved in a manner that is fair and equitable to clients. (See Code of Ethics summary Item 15).</p> <p>CONDITIONS FOR MANAGING ACCOUNTS / MINIMUM REQUIREMENTS</p> <p>The firm provides investment supervisory services and manages advisory accounts for clients. The Firm has a \$100,000 initial account value for the respective programs. Under certain circumstances the minimum may be waived, including for related accounts that may be combined to meet the minimum.</p>
Items 12	<p>SUPERVISORY REVIEWS AND REPORTS</p> <p>Advisor Representatives are required to review all managed accounts on an annual basis or more frequently if warranted. PRAG requires that all client managed accounts be linked to Envestnet Asset Management, Inc. for purposes of billing and performance reporting. This provides third party reporting of asset values independent of both the firm and the advisor representative, assuring clients of impartial portfolio valuations.</p> <p>The investment committee is a consultative body which confers, from time to time, to analyze market conditions and discuss general investment ideas and/or review specific products which may be suitable for certain types of clients. Members of the committee are available to Investment Advisor representatives for consultations regarding individual client portfolios, or the suitability of specific products. The Committee recommends that Advisor Representatives review the following with clients at least once a year: investment objectives, targeted allocation, current allocation, suitability, performance, number of trades, monthly distributions, concentrated positions, diversification, and outside holdings.</p> <p>Following a supervisory review, a decision may be made as to the required frequency of subsequent reviews, such as either quarterly or semi-annually. Examples of situations that could warrant monthly account reviews include the following: performance that is not in line with the client's "downside risk tolerance"; change in investment objective; the client makes a significant addition of capital or withdrawal of capital from the account; rebalancing of the portfolio if current allocation and targeted allocation are not consistent; frequency of trades not in line with objectives and current account type; concentrated positions that could lead to volatility; and important changes in market conditions. The firm will only guarantee an annual review, unless quarterly or monthly reviews of account activity are requested in writing by the client. The firm will not be</p>

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	<p>responsible for monthly reviews if the client does not request such monthly reviews. There may be additional charges for monthly performance reporting if requested by client.</p> <p>With respect to all of the Programs, the firm or its agent will provide to each client quarterly portfolio performance reports of the client's account(s) which will include a review and evaluation of the client's portfolio in light of the client's investment goals and objectives. Each performance report will include a reminder to the client to contact the</p> <p>firm if there are any changes in the client's financial situation or other pertinent information, and will disclose the method by which the client may make such contact.</p> <p>For all managed accounts, in addition to the portfolio performance reports as described herein, the firm, through it's clearing broker/dealer or TAMP, will transmit to clients (and where appropriate to the applicable investment advisor) the following reports:</p> <ul style="list-style-type: none"> • Trade confirmations reflecting all transactions in securities; • Monthly statements of client's account itemizing all transactions in cash and securities, and all deposits and withdrawals of principal and income during the preceding calendar month; however, if there is no activity in such account, then quarterly statements will be provided in lieu of monthly reports; and • Annual summary of transactions and dividend and interest statement. <p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>Generally, the firm and sub-managers have the authority to determine, without obtaining specific client consent, the securities bought or sold and the amount of securities bought or sold. The only restrictions on the above discretionary authority are those set by the client on a case-by-case basis. Where the manager has a direct contractual relationship with a client, the firm makes it a practice to counsel clients to determine if there are any limitations to the firm's discretionary authority on the above matters.</p> <p>Some Associated persons of the firm are registered as Series 65 with PRAG, and Series 7 registered with Portfolio Resources Group, Inc. In their capacity as Registered Representatives, they may recommend Broker/Dealer services to clients who have or are</p> <p>utilizing the firm's advisory services. The Firm's clients are free to implement advisory recommendations through other Broker/Dealers such as Schwab Institutional or TD Ameritrade Institutional. Clients are under no obligation to purchase or sell securities through PRG. However, if they choose to do so in a managed account, fees or transactions costs may be higher or lower than those rates found at other Broker/Dealers.</p>	
Item 13		
Item 14	<p>ADDITIONAL COMPENSATION</p> <p>There may be situations where a portfolio manager who is also a Series 7 Registered Representative with Portfolio Resources Group, Inc. may be entitled to certain trailers or fees paid by a third party product provider. The possible receipt of such additional fees</p>	

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Item 15	<p>and/or compensation are hereby fully disclosed to clients to cover cases in which the Investment Management Agreement has not done so directly.</p> <p>INSIDER TRADING / CODE OF ETHICS</p> <p>Access persons are required to report their trading activities. Access persons, have restrictions on personal trading in securities in which the firm purchases for clients. The firm has adopted a Code of Ethics to govern the personal trading by such access persons. In addition, the firm has an Insider Trading Policy applicable to all its employees, which prohibits the use of material inside information in connection with personal transactions.</p> <p>The Code of Ethics and trading policies are overseen by the Chief Compliance Officer, who is responsible for the review of such transactions. A copy of the firm's Code of Ethics is provided to all employees. The firm's Code emphasizes the firm's philosophy of honesty, integrity and professionalism, setting forth standards of conduct expected of the firm's personnel, promoting honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, and promoting compliance with applicable government laws, rules and regulations. The firm's investment advisors are fiduciaries who have the responsibility to render professional, continuous, and unbiased investment advice to clients. Advisors owe clients a duty of care, loyalty, honesty and good faith, and fair dealing and must act at all times in the client's best interest. All personnel have the obligation to uphold this duty. A free copy of the firm's Code of Ethics is available to clients upon request.</p> <p>The accounts of certain employees, or related persons, may be managed similarly to, or differently from, many client accounts. As a result, securities held in employee portfolios may be substantially the same as securities owned by clients of the firm. In any purchase or sale by the firm and/or employees of the firm, client transactions are completed prior to the initiation of any transaction for employees or related person accounts, or at the same time as those of clients. The latter case should occur only where the client is either not negatively impacted, or may actually be helped by achieving a better price or greater liquidity. Related persons or employees who are in model driven investment programs will be executed under equal conditions with clients. Employees or related persons are prohibited from trading ahead of clients in either buys or sells.</p>	