



Practical Portfolios LLC
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Part 2A of Form ADV Firm Brochure

December 31, 2011

Item 1: Cover Page

This brochure provides information about the qualifications and business practices of Practical Portfolios LLC. If you have any questions about the contents of this brochure, please contact us at (920) 682-7680, or by email at: info@practicalportfolios.com. The information contained 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 Practical Portfolios LLC is available on the SEC's website at www.adviserinfo.sec.gov, CRD file number: 144213

Item 2: Material Changes

2A. Annual Update

This brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

2B Material Changes

Material Changes since the last annual update include:

- Firm financial information has been updated to reflect data from the prior calendar year reporting period.

2C Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 920-682-7680 or by email at: info@practicalportfolios.com.

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Item 4: Advisory Business

4A. Description of the Advisory Firm

Practical Portfolios LLC was founded in 2007 by John E. Cress. The firm is a Wisconsin Limited Liability Corporation is wholly owned by John E. Cress. There are no intermediate subsidiaries or indirect owners.

Practical Portfolios LLC provides financial planning and investment management services on a fee-only basis to individuals, families, trusts, estates, and small businesses. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. No commissions or third party compensation are accepted.

4B. Types of Advisory Services

Financial Planning Services

Practical Portfolios LLC financial planning services are offered to all clients in accordance with the standards set by the Certified Financial Planner Board of Standards, including the sequence of activities known as *the financial planning process*:

1. Identification of financial goals and objectives.
2. Collection and assessment of all relevant data.
3. Identification of financial problems and formulation of solutions
4. Preparation of a financial plan with specific written recommendations
5. Implementation of recommendations
6. Periodic review and update

Practical Portfolios LLC begins the financial planning process with an initial one-half hour complimentary consultation to discuss the client's expectations and the services we may recommend to achieve these results. During or after the initial consultation, if the client decides to engage Practical Portfolios LLC for financial planning services, they will be asked to review and authorize a *Financial Planning Agreement* that describes the services we will be providing along with a cost estimate for each service. These services may include:

Goal and Objective Setting

Identify personal goals and quantify objectives that are financial in nature, so they can be integrated into the financial plan and progress can be measured systematically.

Budgeting and Cash Management

Analyze current income and expenses. Analyze potential changes to income and expenses at key milestones. Prepare projections of future living expenses, taxes and potential sources of income. Adjust budget as indicated for long term sustainability.

Investment Review

Determine the likely return on investment that will be generated by your current portfolio. Analyze current portfolio for appropriateness in light of the current investment and interest rates environment. Analyze current investments and current asset allocation by class. Propose revisions to asset allocations that match personal

financial goals. Consider income tax aspects of recommended changes. Consider best sources of income in retirement.

Tax Planning

Evaluate methods for minimizing the impact of federal and state taxes. Consider tax deferral strategies such as: tax-free bonds, IRAs, Roth IRAs, qualified retirement plans, tax loss swaps, optimal exercise of stock options and use of tax managed, low turnover, low expense mutual funds. Please note that Practical Portfolios LLC does not prepare tax returns or provide accounting advice.

Insurance Needs

Review adequacy of coverage including life insurance, disability, property and casualty, health and major medical, excess liability, and long-term care.

Education Funding

Review the adequacy, performance and cost of Section 529 college savings plans and other investment accounts that will be utilized for projected college expenses.

Retirement Planning

Assess the sustainability of retirement goals as compared to long-term cash flow projections and the availability of future investment income. Review employment benefits, qualified plans, social security, healthcare and long-term care issues. Discuss IRA or qualified plan beneficiary designations and their coordination with other estate planning techniques.

Estate Planning

Review status of current wills and trusts, powers of attorney and related documents. Suggest any changes or amendments that more closely reflect family goal and minimize potential estate taxes. Review the status of current beneficiary designations and investment account ownership registrations. Please note that Practical Portfolios LLC does not prepare legal documents or provide legal advice.

Practical Portfolios LLC will then collect personal and financial information with supporting documentation. Follow-up interviews with the client will be scheduled as needed. Once all client information has been reviewed and analyzed, a written financial plan—designed to achieve the client’s stated financial goals and objectives—will be produced and presented to the client. The entire process usually takes 4 to 8 weeks.

It is *highly recommended* that periodic reviews are completed annually to evaluate progress and update the financial plan with current data. Reminders will be sent to the clients. Annual and interim financial plan reviews are elective and scheduled at the client’s convenience.

All financial planning services are provided by Practical Portfolios LLC on an hourly, fee-only basis. (\$180 per hour, see *Item 5: Fees and Compensation* on page 8) It is important to note that the estimated cost of a financial plan is directly related the amount of advisor time and other resources that are required for completion. Generally, basic financial plans will be much less labor intensive and, therefore, less expensive than comprehensive financial plans for more complex situations. Here are some examples:

Examples: Hypothetical Financial Planning Costs

NOTE: These are *not fixed fees*. Estimates are for illustrative purposes only.

| <i>Young professional, single</i> | <i>Ave. Hours</i> | <i>Estimated Costs</i> |
|-----------------------------------|-------------------|------------------------|
| Goal and Objective Setting | 1.0 to 1.5 | \$180 to \$270 |
| Budgeting and Cash Management | 1.0 to 1.5 | 180 to 270 |
| Investment Review | 1.0 to 2.0 | 180 to 360 |
| Tax Planning | 0.0 to 0.5 | 0 to 90 |
| Insurance Needs | 0.0 to 0.5 | 0 to 90 |
| Education Funding | 0.0 to 0.0 | 0 to 0 |
| Retirement Planning | 0.5 to 1.0 | 90 to 180 |
| Estate Planning | 0.0 to 0.0 | 0 to 0 |

| <i>Married business owner, with children</i> | <i>Ave. Hours</i> | <i>Estimated Costs</i> |
|--|-------------------|------------------------|
| Goal and Objective Setting | 1.5 to 2.5 | \$270 to \$450 |
| Budgeting and Cash Management | 1.0 to 2.0 | 180 to 360 |
| Investment Review | 2.0 to 5.0 | 360 to 900 |
| Tax Planning | 1.0 to 2.0 | 180 to 360 |
| Insurance Needs | 1.0 to 3.0 | 180 to 540 |
| Education Funding | 2.0 to 3.0 | 360 to 540 |
| Retirement Planning | 2.0 to 4.0 | 360 to 720 |
| Estate Planning | 1.0 to 2.0 | 180 to 360 |

| <i>Married couple, retired</i> | <i>Ave. Hours</i> | <i>Estimated Costs</i> |
|--------------------------------|-------------------|------------------------|
| Goal and Objective Setting | 1.5 to 2.5 | \$270 to \$ 450 |
| Budgeting and Cash Management | 1.0 to 2.0 | 180 to 360 |
| Investment Review | 2.0 to 9.0 | 360 to 1,620 |
| Tax Planning | 2.0 to 3.0 | 360 to 540 |
| Insurance Needs | 1.0 to 2.0 | 180 to 360 |
| Education Funding | 0.0 to 0.0 | 0 to 0 |
| Retirement Planning | 2.0 to 4.0 | 60 to 720 |
| Estate Planning | 3.0 to 6.0 | 540 to 1,080 |

Practical Portfolios LLC also offers *modular* financial planning services on an hourly, fee-only basis to clients who may desire advice pertaining to a single financial planning service area, education funding *only* for example, and not a comprehensive financial plan.

Clerical and Administrative Services

Document imaging, data entry and verification, form processing, correspondence, stock and bond certificate processing are examples of miscellaneous clerical and administrative services that will be billed to the client at the rate of \$75 per hour.

Investment Management Services

Practical Portfolios LLC investment management services begin with an initial one-half hour complimentary consultation to discuss the client's expectations and the services we may recommend to achieve these results. During or after the initial consultation, if the client decides to engage Practical Portfolios LLC for Investment Management Services, they will be asked to review and authorize an *Investment Management Agreement* that describes the services we will be providing along with a cost estimate for each service.

Practical Portfolios LLC will then work with the client to develop an *Investment Policy Statement*—a document and working body of information that defines a client's investment assets, specific investment objectives, risk tolerance; investment time horizon, budget and cash flow, potential tax consequences from securities sales, and special guidelines for the inclusion or exclusion of certain assets from a portfolio. This document serves as a reference for all account management actions.

Client investment assets are held by independent custodians and registered in the client's own name. Practical Portfolios LLC's primary custodians are Charles Schwab and Fidelity Investments. Written client authorization is required to enable the advisor to manage client investment accounts. However, at no time will Practical Portfolios LLC have direct custody of client assets. (Note: Illinois, and other states, have regulations that classify the authorized payment investment management fees from an account as *custody of client assets*).

All managed accounts will be monitored and supervised according to the specifications in the client's Investment Policy Statement and other guidelines including: the ratio of US to non-US holdings; the desired levels of stocks, bonds, cash and other assets in the portfolio; desired business sector concentrations; changes in quality ratings; dividend due dates; stock splits; investment cost basis; the desired buy, sell and hold prices as compared to current market prices, and historical investment performance information.

Fees for ongoing account monitoring and supervision of client investment accounts are based on a percentage of *assets under management* (the market value of the investment accounts we manage for each client). Practical Portfolios LLC offers two distinct types of managed investment accounts—*Custom Portfolios and Model Portfolios*.

Custom Portfolios are designed for maximum flexibility. These accounts hold multiple types of assets and a larger number of individual holdings, 100 or more holdings are common. Most non-proprietary, publically traded investments are available. Custom Portfolios are configured according to each client's specifications

Model Portfolios are designed for efficiency and cost effectiveness. These accounts hold a limited number of exchange traded funds and indexed mutual funds, selected by Practical Portfolios LLC, that are used in various combinations to reflect the client's specific investment objectives, risk tolerance and investment time horizon. These investments may include: total US stock market, total non-US stock market, total bond market, energy, and other sector-based index funds and exchange traded funds. Many non-proprietary, publically traded investments are available. However, individually issued and traded bonds *are not* available in Model Portfolios.

Investment Supervisory Services Limited to Specific Types of Investments

Practical Portfolios LLC will monitor and supervise accounts containing bonds (corporate, government and municipal), certificates of deposits; commercial paper; money market funds; mutual funds; exchange traded funds (ETFs); real estate investment trusts (REITs); and stocks. The firm does not engage in transactions involving initial public offerings, private placements, commodity futures, hedge funds, short-selling or tangible assets of any kind.

4C. Client Tailored Services and Client Imposed Restrictions

Practical Portfolios LLC financial planning and investment management services are tailored to the individual needs of each client. Client may impose restrictions on the scope of our financial planning services. Clients may also impose restrictions on our investment management services, limiting transactions to certain types of securities for example, by providing written and signed requests to that effect. However, if any restrictions prevent us from properly servicing an account or deviate from our service standards, Practical Portfolios LLC reserves the right to end the relationship.

4D. Wrap Fee Programs

Practical Portfolios LLC does not participate in any wrap fee programs.

4E. Managed Assets

As of December 31, 2011, Practical Portfolios LLC managed, approximately: \$22,821,000 of investment assets in 163 accounts for 83 clients. All Client investment accounts are managed on a discretionary basis.

Item 5: Fees and Compensation

5A. Fee Schedules

Investment Management Fees

Management Fees for Custom Portfolios and Model Portfolios are based on an annual percentage of *assets under management*. A minimum account size is not required.

Custom Portfolio Fees

Custom Portfolios have a \$1000 minimum annual fee. Fees may be negotiated for accounts requiring significantly lower levels of ongoing service and support.

| | | | |
|-------|-------------|--------|----------|
| First | \$500,000 | 0.80 % | per year |
| Next | \$500,000 | 0.50 % | |
| Next | \$500,000 | 0.40 % | |
| Next | \$500,000 | 0.30 % | |
| Over | \$2 million | 0.25 % | |

Model Portfolio Fees

Model Portfolios have a \$400 minimum annual fee that is non-negotiable.

| | | |
|-----------------------------------|--------|----------|
| All <i>Model Portfolio</i> assets | 0.25 % | per year |
|-----------------------------------|--------|----------|

Financial Planning Fees

The estimated cost of a financial plan is directly related to its complexity and the amount time and resources that are required for completion. A written estimate of time and expenses will be provided to the client prior to the commencement of any work done in their behalf. Actual expenses may vary from the estimated amounts. These rates are non-negotiable.

Advisor's Financial Planning Fees: \$180 per hour

Clerical and Administrative Fees

Clerical and Administrative: \$75 per hour

5B. Payment of Fees

Payment of Investment Management Fees

Investment management fees are calculated *at the beginning* of each calendar quarter and withdrawn directly from the client's account, with the client's written authorization, using an electronic debit facility provided by the account custodian.

Payment of Financial Planning Fees

Fees for comprehensive financial planning services are paid 50% in advanced, but never more than six months in advance, the remainder is due upon completion.

5C. Clients Are Responsible For Third Party Fees

In addition to the management fee charged by Practical Portfolios LLC, clients are responsible for all third party fees and expenses, such as: brokerage commissions, transaction charges, or separate management fees for mutual funds or exchange traded funds. A detailed description of investment expenses can be found the prospectus for each respective investment holding. A detailed description of brokerage fees and other charges can be found in the broker-dealer's disclosure statement regarding account-level fees and expenses.

5D. Prepayment of Fees

Practical Portfolios LLC collects fees in advance, but never more than six months in advance.

Clients may terminate their *Investment Management Agreement* without penalty, for a full refund, within 5 business days of signing the advisor contract. After 5 business days, clients may terminate their contracts, without a refund, by providing written notice at any time.

Clients may terminate their *Financial Planning Agreement* notice at any time. Fees will be refunded based on the prorated amount of work completed at the time of termination.

5E. Outside Compensation For the Sale of Securities to Clients

Practical Portfolios LLC does not employ paid solicitors. Additionally, the firm *does not pay* compensation to third parties for client referrals and the firm *does not accept* compensation for referrals we make to other professionals.

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

Practical Portfolios LLC does not accept performance-based fees or other fees based on a share of capital gains or capital appreciation of managed assets.

Item 7: Types of Clients

Practical Portfolios LLC provides financial planning and investment management services to individuals, families and their related entities, trusts, estates, and small businesses. No minimum net worth or account size is required.

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

8A. Methods of Analysis and Investment Strategies

The primary investment strategy used by Practical Portfolios LLC is *asset allocation* utilizing a *core and satellite approach*.

Core holdings are the foundation of a portfolio. These investments are index mutual funds and exchange traded funds (ETFs) that provide broad exposure to multiple asset classes, in multiple markets, for optimal diversification.

Satellite holdings are individual stocks, individual bonds and actively-managed mutual funds, that are added to reduce overall portfolio volatility, increase income, or take advantage of potentially favorable market conditions.

Fundamental Analysis

The Practical Portfolios LLC Investment Committee uses an investment selection methodology commonly referred to as *Fundamental Analysis* that searches for investments and business enterprises that have healthy balance sheets, budgets with positive cash flow, talented management, and business conditions favoring profitability. Sources of information used during this process include: financial periodicals, research prepared by others, such as Morningstar's Workstation and Charles Schwab's Advisor Center; corporate rating services, annual reports, prospectuses, SEC filings, and company press releases.

The Practical Portfolios LLC Investment Committee also reviews and approves investments for consideration using, among others, the following criteria:

Suitability: or compatibility with a client's investment objectives, including: capital appreciation, controlling taxes, controlling volatility, current income, diversification, inflation protection, liquidity, safety of principal.

Financial strength: solid budgets and balance sheets; profitability.

Consistency: meaning the investment performance regularly meets or exceeds the investment objectives and performs well relative to peers and benchmarks,

Efficiency: meaning low or reasonable overall costs.

Value: an investment with a high intrinsic value relative to its current price.

Past performance is never a guarantee of future returns and investing in securities involves risk, including the risk of loss that you, as a client, should be prepared to bear.

8B. Material Risks Involved

All investments managed by Practical will have some elements of risk, including:

Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.

Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

8C. Risks of Specific Securities Utilized

Practical Portfolios LLC generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general stock and bond markets. However, as previously mentioned, investing in securities involves many risks that clients must be prepared to bear.

Item 9: Disciplinary Information

Practical Portfolios LLC has no regulatory and disciplinary actions or complaints.

Item 10: Other Financial Industry Activities and Affiliations

10A. Registration as a Broker/Dealer or Broker/Dealer Representative

None. Practical Portfolios LLC is not a broker/dealer or a representative of a broker/dealer.

10B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

None. Practical Portfolios LLC does not trade commodities or futures.

10C. Registration Relationships Material to this Advisory Business and Possible conflicts of Interests.

None. Practical Portfolios LLC has no material business conflicts of interest.

10D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

None. No compensation is received or paid to other outside advisors or managers.

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

11A. Code of Ethics

Practical Portfolios LLC employees must adhere to a Code of Ethics which details our fiduciary duty to clients, including the protection of non-public information and our standards of professional and personal conduct. Copies of our *Code of Ethics* and *Notice of Privacy Policy* are available on request.

11B. Recommendations Involving Material Financial Interests

Under no circumstance does Practical Portfolios LLC recommend, own or participate financially in *client sponsored* or *client managed* investments.

11C. Investing Personal Money in the Same Securities as Clients

Practical Portfolios LLC and its employees buy and sell for themselves —primarily stocks, bonds, mutual funds and exchange traded funds. We also recommend these to our clients.

11D. Trading Securities At/Around the Same Time as Clients' Securities

Client transactions in those same securities are always given priority before the firm's advisors and employees buy and sell any or their own securities.

Item 12: Brokerage Practices

12A. Factors Used to Select Custodians and/or Broker/Dealers

Practical Portfolios LLC has the authority to determine the broker or dealer used for any securities transaction within a managed account. The Practical Portfolios LLC Investment Committee reviews and approves broker dealers using, among others, the following criteria: reputation and integrity, financial conditions, knowledge of market securities and industries, trading support personnel, order entry/execution and confirmation systems, compatible record keeping systems, ability to obtain best prices, and commission rates. The actual *commission rates are set by the respective broker dealers—not Practical Portfolios LLC.*

1. Research and Other Soft-Dollar Benefits

Practical Portfolios LLC pays for its own research and accepts no “soft dollar” compensation.

2. Brokerage for Client Referrals

Practical Portfolios LLC does not receive referrals from broker-dealers or third parties in exchange for using that broker-dealer or third party.

3. Client Directed Brokerage

Practical Portfolios LLC allows clients to direct brokerage. However, this may be more expensive for clients due to potential trading system and operational incompatibilities that may conflict with our own best execution practices.

12B. Aggregating (Block) Trading for Multiple Client Accounts

Practical Portfolios LLC has the ability to aggregate trade purchases across multiple client accounts, also known as *block trading*. While block trading may reduce transaction cost for large block purchases it may not be appropriate for all clients in all situations.

Item 13: Reviews of Accounts

13A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Managed accounts are reviewed quarterly, or more frequently as market conditions dictate. They are rebalanced, when necessary, based on tolerances that have been established for the portfolio. In addition, taxable portfolios are reviewed for realized gain and loss balancing in the fourth calendar quarter to reduce the tax impact of transactions made during the year and to offset capital gains and losses that may be realized on other transactions involving assets outside the scope of our management.

Individual investment holdings are monitored for changes in financial ratings or significant price fluctuations automatically each market day. These same positions are also evaluated quarterly by members of the Practical Investment Committee using criteria established by both the advisor and the client to assess the overall performance relative to the stated investment objectives and other benchmarks.

13B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Non-periodic reviews are triggered by material investment market changes; economic and tax policy changes; political events, and changes in the client's financial profile.

13C. Content and Frequency of Regular Reports Provided to Clients

Investment Policy Statements are created when we initially establish a client account. This report is also revised periodically when clients reach scheduled financial milestones or when significant personal or financial changes have occurred.

Portfolio Reports are produced quarterly and delivered to clients in electronic and print formats. Current positions are displayed along with performance information detailing net (after fees and expenses) rates of return for the recent quarter, trailing 12 months, and since inception of our management. Graphic reports depict the net performance of the portfolio against established benchmarks, net deposits and portfolio market value.

Monthly Account Statements and related account correspondence, including proxies and tax reports, will be provided directly by the account custodian.

Item 14: Client Referrals and Other Compensation

14A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients

None. Practical Portfolios LLC receives no commissions or "soft dollar" compensation from broker dealers or other third parties.

14B. Compensation to Non-Advisory Personnel for Client Referrals

None. No compensation is paid to non-advisory personnel for client referrals

Item 15: Custody

Practical Portfolios LLC does not have custody of investment assets—a *Custodian* must be appointed for this purpose. The custodian is a bank or registered broker-dealer who creates the actual account used to take possession of cash, securities and other assets. Managed accounts are always registered in the client's name and clients will receive account statements and related correspondence directly from the account custodian. (Note: Illinois, and other states, have regulations that classify the authorized payment investment management fees from an account as *custody of client assets*).

Item 16: Investment Discretion

Investment accounts managed by Practical Portfolios LLC must be *discretionary*. This means we have the authority to determine, without obtaining specific client consent in advance, the securities to be bought and sold in a managed account, including the amount, time, method and venue where the securities transactions take place

Item 17: Voting Client Securities

Practical Portfolios LLC does not take any action or render any advice with respect to the voting of proxies solicited by or with respect to issuers of securities held in a managed account. Clients expressly retain the authority and responsibility for the voting of all proxies.

Item 18: Financial Information

18A. Balance Sheet

Practical Portfolios LLC does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance, and, therefore, is not required to include a balance sheet as part of this disclosure statement.

18B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither Practical Portfolios LLC nor its management have any financial condition that is likely to reasonably impair our ability to meet contractual commitments to clients.

18C. Bankruptcy Petitions in Previous Ten Years

No bankruptcies—ever.

Item 19: Requirements for State Registered Advisers

19A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

Practical Portfolios LLC has one executive officer and manager—John Cress. His education and business background is found in *Part 2B of Form ADV, Brochure Supplement*.

19B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those

No other business activities.

19C. How Performance Based Fees are Calculated and Degree of Risk to Clients

Practical Portfolios LLC does not accept performance-based fees or other fees based on a share of capital gains or capital appreciation in managed accounts.

19D. Material Disciplinary Disclosures for Management Persons of this Firm

No disciplinary disclosures.

19E. Material Relationships That Management Persons Have With Issuers of Securities

No material relationships with issuers of securities.