

Item 1: Cover Sheet

INFORMATIONAL BROCHURE

HOULIHAN FINANCIAL RESOURCE GROUP, LTD.

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March 31, 2016

This brochure provides information about the qualifications and business practices of Houlihan Financial Resource Group, Ltd. If you have any questions about the contents of this brochure, please contact us at 703-796-0800 or via email at ryan@houlihanfinancial.com. 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. Registration as an investment adviser does not imply any certain level of skill or training.

Additional information about Houlihan Financial Resource Group, Ltd. is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Statement of Material Changes

Houlihan Financial Resource Group, Ltd. is submitting this ADV as part of the annual amendment. There are no material changes to report.

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Item 4: Advisory Business

After years of experience in the asset management industry, Patricia P. Houlihan formed Houlihan Financial Resource Group, Ltd. in 1999. As of 2015, the team at Houlihan Financial Resource Group Ltd. have collectively been in the business of providing investment advice to clients for over 70 years.

Houlihan Financial Resource Group, Ltd. provides personalized financial planning and/or investment management services. Clients advised may include individuals, trusts, foundations, pensions and corporations.

Financial Planning

Houlihan Financial Resource Group Ltd. believes that any asset management service performed without an understanding of a client's needs, goals and current circumstances will not provide value for the client. Houlihan Financial Resource Group Ltd. gathers information from clients regarding financial circumstances and goals which is evaluated by Houlihan Financial Resource Group, Ltd. to create a plan that the firm believes is best suited to meet the client's financial goals.

The plan is intended to be a suggested blueprint for a specific client. Because the plan is based on information supplied by the client, it is very important that clients accurately and completely communicate the information requested by the firm. Also, as personal circumstances change, clients should continually update Houlihan Financial Resource Group with any changes so that the firm may evaluate whether changes in circumstances warrant changes in the way services are provided to that client, including asset allocation changes.

Not all financial planning services result in the preparation of a comprehensive stand-alone financial plan. Rather, the planning process with Houlihan Financial Resource Group is more typically an ongoing process, integrated into the asset management services each client receives.

Asset Management

Houlihan Financial Resource Group requires each client seeking investment management services to place at least \$1,000,000 with the firm, subject to the ability of the firm to waive this requirement.

Clients engaging Houlihan Financial Resource Group Ltd. to provide asset management services will work with the firm to establish investment objectives and guidelines, through which asset allocations are determined.

Asset management services are provided on a “discretionary” basis. When Houlihan Financial Resource Group is engaged to provide asset management services on a discretionary basis, accounts are monitored to ensure that they are meeting the client’s asset allocation requirements. If any changes are needed, the firm will make the changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. Clients may at any time place reasonable restrictions on the types of investments in a portfolio, or on the allocations to each security type. Clients engaging the firm on a discretionary basis will be asked to execute a Limited Power of Attorney (granting the firm the discretionary authority over the client accounts) as well as an Investment Management Agreement that outlines the responsibilities of both the client and Houlihan Financial Resource Group.

In very limited circumstances, clients may engage us to provide investment management services on a non-discretionary basis, and we monitor the accounts in the same way as for discretionary services. The difference is that changes to your account will not be made until we have confirmed with you (either verbally or in writing) that our proposed change is acceptable to you.

As of February 24, 2016, Houlihan Financial Resource Group has 474 accounts, totaling \$191,895,000 of assets under management. Of that total, \$2,330,000 were managed on a non-discretionary basis across 14 accounts.

Item 5: Fees and Compensation

A. Fees Charged

All investment management clients will be required to execute an Investment Management Agreement that will describe the type of management services to be provided and the fees, among other items.

As discussed above in Item 4, most financial planning is performed in conjunction with asset management services. However, for clients receiving stand-alone financial planning services, financial planning fees are on an hourly basis. Fees range from \$125 per hour to \$400 per hour, depending upon the staff member performing the work. Lower cost staff members will be utilized when appropriate. While multi-year projections and summaries may be appropriate in some cases, services, unless agreed to otherwise, are project-oriented, generated upon client request and, therefore are not continuous. Agreements for financial planning services terminate on presentation of the financial plan, and therefore any updates can be provided for a fee upon request. Clients should be aware that any changes to their circumstances can change the appropriateness of their financial plan, and so HFRG should be made aware of these changes as soon as practicable so the plan may be properly updated.

B. Fee Payment

Fees for financial planning will be billed to each client. Fees for asset management will be deducted

directly from each client's account. The management fee generally ranges from 0.50% to 1.00% per annum. Fees are paid quarterly, in advance. This means that if the annual fee is 1.00%, then each quarter the firm will multiply the value of the account by 1.00% then divide by 4 to calculate the fee. Once the calculation is made, the firm will instruct the account custodian to deduct the fee from the account and remit it to Houlihan Financial Resource Group. When cash is deemed an asset allocation for investment purposes, it will be included in the asset values used to determine fees for the given billing period.

C. Other Fees

There are a number of other fees that can be associated with holding and investing in securities. Clients will be responsible for fees including transaction fees for the purchase or sale of a mutual fund or Exchange Traded Fund, or commissions for the purchase or sale of a stock. Expenses of a fund will not be included in management fees, as they are deducted from the value of the shares by the mutual fund manager. For complete discussion of expenses related to each mutual fund or ETF clients should read a copy of the prospectus issued by that fund. Houlihan Financial Resource Group can provide or direct clients to a copy of the prospectus for any fund that we recommend.

Please make sure to read Item 10 of this informational brochure, where we discuss broker-dealer and custodial issues.

D. *Pro-rata* Fees

If a client becomes a client during a quarter, that client will pay a management fee for the number of days left in that quarter. If the client terminates the relationship during a quarter, the client will be charged a management fee for only that portion of the quarter in which the client remained a client, and the remainder will be refunded to the account. Once the notice of termination is received, the firm will charge the fee through the date of transfer of the assets).

E. Compensation for the Sale of Securities.

Neither Houlihan Financial Resource Group nor any of its professionals receive any additional compensation related to the sale of securities on behalf of the firm's clients.

Item 6: Performance Based Fees

Fees will not be based upon a share of capital gains or capital appreciation of accounts (otherwise known as "performance based fees").

Item 7: Types of Clients

Clients advised may include individuals, trusts, foundations, pensions and corporations.

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

It is important for clients to know and remember that all investments carry risks.

Each client's portfolio will be invested according to that client's investment objectives. We determine these objectives by interviewing the client and/or asking the client to put these objectives in writing. Once we ascertain objectives for each account, we will develop a set of asset allocation guidelines. An asset allocation is a percentage-based allocation to different investment types. For example, a client may have an asset allocation strategy that calls for 40-60% of the portfolio to be invested in equity, and the rest in fixed income. Another client may have an asset allocation of 50-60% in fixed income, and the remainder in equity. The percentages that we recommend are based on the client's investment objectives and the typical behavior of that security type (generally, equities or fixed income).

Once the asset allocation guidelines are determined, each side of the client portfolio (equity, fixed income) is allocated to one or more of our five investment programs, each with a different focus. All investment programs may utilize individual issuer securities, exchange traded funds, or mutual funds:

Equities

Core Equity: The Core Equity investment program includes a range of domestic equities as well as some international equities, where deemed appropriate. Domestic equities may be of various market caps. The Core Equity allocation is intended to give portfolios a broad exposure to the equity markets.

Core Satellite: The Core Satellite investment program is comprised of securities which HFRG believes will provide some more targeted equity exposure, whether it be in issues that are likely to provide dividends or those with specific sector targets.

Strategic Satellite: This investment program is designed to be tactical in nature, in that the composition of the program will vary according to HFRG's view of what may be appropriate for additional specific exposure in the current environment. Currently, this investment program is focusing on European equity.

Fixed Income

Core Fixed Income: This investment program is the corollary to the Core Equity investment program, in that it is intended to provide a broad array of fixed income exposure, whether through mutual funds with short or intermediate duration, municipal bonds, or individual bonds.

Core Satellite: This investment program brings more specificity to the fixed income side of a portfolio, with the potential inclusion of high yield bonds, international fixed income, or strategic income funds.

Cash and Cash Equivalents

When market conditions warrant, Houlihan Financial Resource Group Ltd. may allocate a portion of a client account to cash.

When HFRG makes changes to an investment program, these changes may not be made simultaneously. Rather, some accounts may be modified before others. This may result in accounts being traded earlier inadvertently having an advantage (or disadvantage) over accounts traded later. The investment programs are not investment products, but short hand descriptions for categories HFRG uses for operational efficiency and to more effectively communicate with clients the goals of specific subsets of a client's portfolio. Clients may have different needs than others within the same investment program. Accordingly, not all clients in each investment program will have the exact same percentages of each underlying investment.

Because the investment strategy for each client is based on that client's personal situation and financial goals, any client's asset allocation guidelines may be similar to or different from another client's. Once asset allocation guidelines are determined, Houlihan Financial Resource Group will buy or sell securities in the portfolio to meet the guidelines of the asset allocation strategy. It is important to remember that because market conditions can vary greatly, asset allocation guidelines are not necessarily strict rules. Rather, market conditions and client circumstances may direct that the firm deviate from guidelines to meet a client's investment objectives.

The specific securities recommended for an account will depend on market conditions and research at the time. Generally, Houlihan Financial Resource Group recommends a mix of mutual funds, stocks, bonds, exchange traded funds, and at times, cash or cash equivalents. Securities are evaluated on a fundamental basis, which means that the firm reviews what the firm believes the value of the security is, and what that value is likely to be in the future. Conclusions are based on predominantly publicly available research, such as corporate filings, press releases, competitor analyses, and in some cases research received from custodians or other market analyses. Houlihan Financial Resource Group will also occasionally utilizes technical analyses, which means that the past behaviors of the security and the markets in which it trades are reviewed for signals as to what might happen in the future. Houlihan Financial Resource Group also uses behavioral finance, which is a theory that integrates the psychology of the investor and other investors in the marketplace into investment decisions.

Risk of Loss

There are always risks to investing. **All investing carries a risk of loss, including the loss of principal that all clients should be prepared to bear.** It is impossible to name all possible types of risks. Among the risks are the following:

- Political Risks. Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- General Market Risks. Markets can, as a whole, go up or down on various news releases or for

no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.

- Currency Risk. When investing in another country using another currency, the changes in the value of the currency can change the value of a security in a portfolio.
- Regulatory Risk. Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- Purchasing Power Risk. Purchasing power risk is the risk that an investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- Business Risk. This can be thought of as certainty or uncertainty of income. Management comes under business risk. Cyclical companies (like automobile companies) have more business risk because of the less steady income stream. On the other hand, fast food chains tend to have steadier income streams and therefore, less business risk.
- Financial Risk. The amount of debt or leverage determines the financial risk of a company.
- Default Risk. This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.
- Information Risk. All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.
- Small Companies. Some investment opportunities in the marketplace involve smaller issuers. These companies may be starting up, or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is small are also risks to the company's future. For example, a company's management may lack experience, or the company's capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.
- Concentration Risk. While Houlihan Financial Resource Group selects individual securities, including mutual funds, for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a client's equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that

affects that specific sector or geography, for example, the client's equity portfolio may be affected negatively, including significant losses.

- Transition Risk. As assets are transitioned from a client's prior advisers to Houlihan Financial Resource Group there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by Houlihan Financial Resource Group. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client's holdings into recommendations of Houlihan Financial Resource Group may adversely affect the client's account values, as Houlihan Financial Resource Group's recommendations may not be able to be fully implemented.
- Restriction Risk. Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.
- Risks Related to Investment Term & Liquidity. Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If a client requires us to liquidate all or a portion of a portfolio during one of these periods, that client will not realize as much value as the client would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.
- Strategy Risk. When investments are made through a strategy, rather than individualized investment considerations, there is always the possibility that individualized investment choices would have produced a more positive result for a client than an approach where investments are made for a group of individuals with common characteristics.
- International Investing. Investing outside of the United States, especially in emerging markets, can have special or enhanced risks. The most obvious are political risk (changes in local politics can have a vast impact on the markets in that country as well as regulations affecting given issuers) and currency risk (changes in exchange rates between the dollar and the local denominations can materially affect the value of the security even if the underlying fundamentals and market price are stagnant). There are other risks, including enhanced liquidity risk, meaning that while domestic equities and mutual funds are generally easily liquidated (though there may be a risk of loss due to the timing of the sale), equities in other jurisdictions may be subject to the circumstances of lower overall market volume and fewer companies on an emerging exchange. In addition, there may be less information and less transparency in a foreign market or from a foreign company. Foreign markets impose different rules than domestic markets, which may not be to an investor's advantage. Also, companies in foreign jurisdictions are generally able to avail themselves of local laws and venues, meaning that legal remedies for U.S. investors may not be as easily obtained as in the U.S.

Item 9: Disciplinary Information

None to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-dealer

Neither Houlihan Financial Resource Group nor any of its employees is registered or has a registration pending as a broker-dealer.

B. Futures Commission Merchant/Commodity Trading Advisor

Neither the principal of Houlihan Financial Resource Group, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Relationship with Related Persons

Houlihan Financial Resource Group does not have any material relationships to this advisory business that would present a possible conflict of interest.

D. Recommendations of other Advisers

Houlihan Financial Resource Group does not utilize nor select other advisers or third party managers. All assets are managed by Houlihan Financial Resource Group management.

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

A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.

B. Not applicable. Houlihan Financial Resource Group does not recommend to clients that they invest in any security in which Houlihan Financial Resource Group or any principal thereof has any financial interest.

C. On occasion, an employee of Houlihan Financial Resource Group may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades are reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the

client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

D. On occasion, an employee of Houlihan Financial Resource Group may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades are reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

Item 12: Brokerage Practices

A. Recommendation of Broker-Dealer

Houlihan Financial Resource Group recommends that investment accounts be held in custody by Fidelity Institutional Brokerage Group ("Fidelity") Schwab Advisor Services ("Schwab"). Schwab and Fidelity offer enhanced services to independent investment advisors. These services include custody of securities, trade execution platforms, and access to research not available to the general public. Both Schwab and Fidelity are wholly independent from Houlihan Financial Resource Group. It is expected that most, if not all, transactions in a given client account will be cleared through the custodian of that account in its capacity as a broker-dealer.

Houlihan Financial Resource Group has chosen to recommend Schwab and Fidelity to its clients based on a variety of factors. These include, but are not limited to, commission costs. Both Schwab and Fidelity have what can be considered discounted commission rates. However, in choosing a broker-dealer or custodian to recommend, we are most concerned with the value the client receives for the cost paid, not just the cost. Schwab and Fidelity add value beyond commission cost. Other factors that may be considered in determining overall value include speed and accuracy of execution, financial strength, knowledge and experience of staff, research and service. Schwab and Fidelity also have arrangements with many mutual funds that enable us to purchase these mutual funds for client accounts at reduced transaction charges (as opposed to other broker-dealers). Schwab and Fidelity have very high market shares of the investment adviser business which makes them the most experienced in matters likely to arise for our clients. Houlihan Financial Resource Group re-evaluates the use of Schwab and Fidelity at least annually to determine if they are still the best value for our clients.

Schwab and Fidelity provide us with some non-cash benefits (not available to retail customers) in return for placing client assets with them or executing trades through them. Such non-cash benefits are referred to as "soft dollars". Currently, these benefits come in the form of investment research and sponsored attendance at various investment seminars. We may also receive such items as

investment software, books and research reports. These products, services, or educational seminars are items that will play a role in determining how to invest client accounts. If there is any item that has a multi-use aspect, mixed between investment and non-investment purposes, Houlihan Financial Resource Group will determine a reasonable allocation of investment to non-investment use and soft dollars will be allocated only to the investment portion of the product (and we will pay the remaining cost). Houlihan Financial Resource Group receives a benefit from these services, as otherwise we would be compiling the same research ourselves. This may cause us, or another adviser, to want to place more client accounts with a broker-dealer/custodian such as Schwab or Fidelity, solely because of these added benefits. However, the value to all of our clients of these benefits is included in our evaluation of custodians. Products and services received via soft dollars will generally be used for the benefit of all clients. However, it is possible that a given client's trades will generate soft dollars that acquire products and/or services that are not ultimately utilized for that same client's account. Soft dollars provide additional value, and are accordingly considered in determining which broker-dealer or custodian to utilize as part of our best execution analysis.

We do not consider whether Schwab, Fidelity or any other broker-dealer/custodian, refers clients to Houlihan Financial Resource Group as part of our evaluation of these broker-dealers.

We do not routinely recommend, request or require that a client direct us to execute trades through a specified broker-dealer.

B. Aggregating Trades

Commission costs per client may be lower on a particular trade if all clients in whose accounts the trade is to be made are executed at the same time. This is called aggregating trades. Instead of placing a number of trades for the same security for each account, we will, when appropriate, executed one trade for all accounts and then allocate the trades to each account after execution. If an aggregate trade is not fully executed, the securities will be allocated to client accounts on a *pro rata* basis, except where doing so would create an unintended adverse consequence (For example, ¼ of a share, or a position in the account or less than 1%.)

Item 13: Review of Accounts

All accounts will be reviewed by one of HFRG's licensed professionals on a continuous basis. While formal reviews are conducted at least annually, it is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger a review of an account. All clients will receive a quarterly report from Houlihan Financial Resource Group.

Item 14: Client Referrals and Other Compensation

Houlihan Financial Resource Group does not currently compensate any other person for referring clients to Houlihan Financial Resource Group. If this ever were to change, any client who was

referred by a person receiving compensation from us would be made aware of the compensation, and any additional registration requirements would be addressed.

Item 15: Custody

Houlihan Financial Resource Group deducts fees from client accounts, but would not have custody of client funds otherwise. Clients will receive statements directly from Fidelity and Schwab, and copies of all trade confirmations directly from Fidelity and Schwab.

We encourage clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information on the quarterly reports prepared by Houlihan Financial Resource Group against the information in the statements provided directly from Fidelity and Schwab. Please alert us of any discrepancies.

Item 16: Investment Discretion

Please see Item 4 for a discussion of investment discretion.

Item 17: Voting Client Securities

Copies of our Proxy Voting Policies are available upon request.

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. Clients are required to vote proxies related to their investments, or to choose not to vote their proxies. Houlihan Financial Resource Group will not accept authority to vote client securities. Clients will receive their proxies directly from the custodian for the client account. Houlihan Financial Resource Group will not give clients advice on how to vote proxies.

Item 18: Financial Information

Houlihan Financial Resource Group does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

Houlihan Financial Resource Group has discretion over some client accounts. There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.