

ITEM 1: COVER PAGE

PROSPECT FINANCIAL GROUP LLC

3617 North Albemarle Street
Arlington, Virginia 22207
www.prospect-group.com

December 17, 2018

This brochure provides information about the qualifications and business practices of Prospect Financial Group LLC. If you have any questions about the contents of this brochure, please contact us at (703) 863-7664 or info@prospect-group.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. Additional information about Prospect Financial Group LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Registration as an investment adviser does not imply a certain level of skill or training.

ITEM 2: MATERIAL CHANGES

The last annual update to this brochure was on March 7, 2018. The most recent update of our brochure was December 17, 2018 and contained the following material changes:

- Update of Item 4 to disclose use of an independent third-party investment adviser ("separate account manager") for separate account management in certain unique circumstances.
- Update of Item 5 to disclose fees charged by separate account managers in addition to those charged by Prospect Financial Group when a separate account manager is utilized.

As of the date of this brochure, there are no other material changes to disclose regarding our firm.

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ITEM 4: ADVISORY BUSINESS

Prospect Financial Group LLC is a limited liability company formed in 2004 in Virginia. Gillian Curran is the sole owner of the company and its only investment advisor representative. Prospect Financial Group LLC provides investment advice and financial planning.

Investment Advisory Services

Prospect Financial Group LLC provides fee-only portfolio management services that are tailored to the individual needs of clients. Prospect Financial Group LLC primarily allocates investment management assets of its client accounts among various asset classes using mutual funds and exchange traded funds, but investment advice may include other types of investments.

In certain unique circumstances or if requested by a client, Prospect Financial Group will allocate a portion of a portfolio to an independent third-party investment adviser ("separate account manager") for separate account management based upon client account size, investment strategy, and tax circumstances. In these situations, Prospect Financial Group will enter into a tri-party agreement with the client and separate account manager for the management of those securities. Prospect Financial Group will monitor the performance of the selected account manager. If Prospect Financial Group determines that a particular selected separate manager is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with the client's personal investment guidelines or asset allocation, Prospect Financial Group will remove the client's assets from the selected account manager and place the client's assets with another investment manager at Prospect Financial Group's discretion (for discretionary accounts).

Clients may impose restrictions on investing in certain securities or types of securities. Please see Item 8 on Methods of Analysis, Investment Strategies and Risk of Loss for more details.

Financial Planning Services

Financial planning services include:

- Retirement Planning
- Education Planning
- Major Purchase Planning
- Insurance Planning
- Asset Location and Tax Strategies
- Estate Planning, and
- Debt and Cash Flow Planning.

Prospect Financial Group does not provide tax or legal advice. Clients are encouraged to seek advice from an independent tax advisor.

Clients who engage Prospect Financial Group for financial planning services should be aware that a conflict exists between the interests of the investment adviser and the interests of the client. The client is under no obligation to act upon the investment adviser's recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to engage Prospect Financial Group for investment management or other follow on services.

Implementation Support

If requested by the client, Prospect Financial Group may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from

Prospect Financial Group LLC. If a client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

Wrap Fee Programs

Prospect Financial Group LLC does not participate in wrap fee programs.

Client Assets

As of December 31, 2017, Prospect Financial Group LLC managed \$30,500,000 in client assets on a non-discretionary basis and \$29,900,000 in client assets on a discretionary basis.

Retirement Plans

Prospect Financial Group is a fiduciary as defined under the Employee Retirement Security Act of 1974 ("ERISA") and under Internal Revenue Code 4975. Prospect Financial Group complies with the Impartial Conduct Standards: (i) receiving no more than reasonable compensation, (ii) refraining from making materially misleading statements, and (iii) providing advice in accordance with the best interest standard of care.

ITEM 5: FEES AND COMPENSATION

Investment Supervisory Services

Fees for investment supervisory services are based on a percentage of assets under management. The fee schedule is as follows:

Assets Under Management	Base Fee (Per Annum)	Plus Percentage	Of Assets Under Management Over
\$0 to \$500,000	\$5,000		
\$500,000 to \$1,000,000	\$5,000	0.5%	\$500,000
\$1,000,000 to \$5,000,000	\$7,500	0.375%	\$1,000,000
\$5,000,000 to \$10,000,000	\$22,500	0.25%	\$5,000,000
Over \$10,000,000	\$35,000	0.125%	\$10,000,000

Fees are billed quarterly based on the value of assets at the end of the quarter. The minimum fee is \$5000 per annum or \$1250 per quarter. For clients with assets under management less than \$500,000, fees may exceed 1% of assets under management, and other advisors may provide similar services to these clients for a lower fee. In no case will fees exceed industry standards for clients accepted by the advisor. Prospect Financial Group LLC will bill separately for any services provided outside the scope of the investment supervisory engagement at a rate of \$250 per hour.

Prospect Financial Group LLC deducts fees from client accounts if the client has authorized an independent custodian to debit fees. Clients should be aware that it is their responsibility to verify the accuracy of the fee calculation and that the custodian will not determine whether the fee is calculated accurately. Clients may request in writing to be billed for fees if they prefer to pay by check. Fees must be paid within 30 days.

Clients will also incur brokerage and other expenses in connection with investment advisory services. The custodian may impose trading fees on the purchase of securities or redemption fees on the sale. Mutual funds and exchange traded funds will generally include a management fee, other fund expenses, and possibly a distribution fee or sales charge. Please see the Brokerage Practices section of this brochure. The trading fees and mutual fund

expenses are paid to the custodian or mutual fund. Prospect Financial Group LLC does not accept compensation for the sale of securities or other investment products.

If an independent third-party advisor is utilized for the separate account management as described earlier in Item 4 on Advisory Business, that advisor can charge fees in addition to Prospect Financial Group's. All fees and expenses charged by separate account manager are separate and distinct from those charged by Prospect Financial Group and are withdrawn from the client's account by the separate account manager. Prospect Financial Group does not receive any fees or payments from separate account managers. Prospect Financial Group will review the aggregate fee charged by both Prospect Financial Group and the selected separate account manager to ensure it will be fair and reasonable and will be competitive with those fees customarily charged in the industry for similar services.

Financial Planning Services

Financial planning services are provided for a retainer, fixed fee, or hourly fee of \$250 per hour. Retainers fees are billed quarterly at the start of the quarter based on the client's net worth. Retainers typically range from \$5000 to \$7500 for the first year and \$2500 to \$3750 per annum thereafter. Fixed fees for financial plans are typically \$5000 but may vary based on the component services included and the complexity of the client situation. In fixed fee arrangements, fees and payment schedules are specified in a client contract, which typically requires a 50% deposit with the remainder due upon delivery of the plan. Clients will receive a full refund if the contract is terminated within five business days after entering into the contract.

Contract Terms

All fees are negotiable. Clients may terminate any investment advisory or financial planning contract at any time by giving written notice.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Prospect Financial Group LLC does not accept performance-based fees – that is, fees based on a share of capital gains or capital appreciation of the assets of a client.

ITEM 7: TYPES OF CLIENTS

Prospect Financial Group LLC generally provides investment advice to individuals and high net worth individuals, including their personal trusts and estates. Prospect Financial Group LLC does not have any requirements for opening or maintaining an account.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Prospect Financial Group LLC recommends a strategic asset allocation based on the client's risk tolerance, investment time horizon, and its chances of meeting the client's investment goal. Prospect Financial Group LLC then recommends one or more mutual funds or exchange traded funds to represent each asset class or sub-asset class in the portfolio. The portfolio may include actively managed funds, passively managed (or index) funds, or both. In selecting funds, Prospect Financial Group LLC relies on historical analysis, third party analyst reports, financial newspapers and magazines, annual reports, and prospectuses and considers factors such as management experience, investment strategy, historical risk-adjusted return, fund expenses, and after-tax returns (for taxable accounts). Portfolio performance is tracked relative to a

benchmark portfolio. Portfolios are rebalanced when the allocation to an asset class differs significantly from the target, usually after one year or more.

Prospect Financial Group LLC's investment strategy and methods of analysis involve the following risks:

- **Strategic Asset Allocation:** While strategic asset allocation may buffer the losses resulting from any particular security, market sector, or asset class, there is a risk that the client portfolio may not participate in sharp increases in a particular security, market sector, or asset class. In addition, when significant domestic or global economic events occur, asset classes tend to perform in closer synchronization with each other, which can result in severe losses in more than one asset class during these times. Client portfolios may experience severe losses at times.
- **Historical Analysis:** The selection of mutual funds and exchange traded funds rely heavily on past performance. As in all securities investments, past performance does not guarantee future results and there is a risk that funds will not perform as well as they may have in the past.
- **Mutual Funds and Exchange Traded Funds:** When using mutual funds and exchange traded funds, there is a risk that that a fund manager may deviate from the stated or past investment strategies, which could cause the fund to perform below expectations or be less appropriate for the client's portfolio. When actively managed funds are used, there is the added risk that the fund will underperform more diversified counterparts.

Investing in securities involves a risk of loss of principal (the invested amount) and unrealized gains (the gains that have not been sold to "lock in" the profit). Stock and bond markets fluctuate significantly over time, and clients should be aware that the risk of loss increases with the allocation to stocks, real estate, and commodities relative to cash and bonds. Prospect Financial Group LLC cannot guarantee that the investments selected will perform as anticipated, that they will provide adequate funds to meet the client's goal, or that they will not experience a loss. Before clients invest, they should understand the risks that apply to their portfolio and be prepared to bear the risk of loss.

ITEM 9: DISCIPLINARY INFORMATION

Prospect Financial Group LLC and Gillian Curran have not been involved in any legal or disciplinary events that are material to a client's or prospective client's evaluation of the advisory business or the integrity of its management.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Prospect Financial Group LLC and Gillian Curran are not registered (and do not have applications pending registration) as a securities broker-dealer, a futures commission merchant, commodity pool operator, a commodity trading advisor.

Prospect Financial Group LLC and Gillian Curran do not have any arrangements with a related person that are material to its advisory business or its clients.

Prospect Financial Group LLC may refer clients to insurance brokers, mortgage lenders, accountants, and other financial advisors, but they do not accept direct or indirect compensation for these referrals. From time to time, Prospect Financial Group LLC may receive

than small gifts of appreciation that are considered too small to pose a material conflict of interest. Please see Item 14 on Client Referrals and Other Compensation in this brochure.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Prospect Financial Group LLC will provide a copy of its code of ethics to any client or prospective client upon request. According to its code of ethics, Prospect Financial Group LLC and its employees will act in the best interest of clients, fully disclose any material facts including conflicts of interest, maintain and improve professional competence, and preserve the privacy of clients.

Before entering or renewing an advisory contract with a client, Prospect Financial Group LLC will disclose in writing any known material conflicts of interest regarding the adviser, its representative or its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

Prospect Financial Group LLC and its related persons may buy or sell securities that they also recommend to clients and will try to avoid conflicts when this situation occurs. When Prospect Financial Group LLC or a related person are trading a security for a client (or clients) and itself in close proximity (i.e., on the same day and at the same time), they generally will place the client trade(s) first unless the security is a mutual fund or they are otherwise instructed by the client. Should a conflict occur because of materiality (i.e., a thinly traded stock), Prospect Financial Group LLC will disclose the conflict to the client(s) at the time of trading. Prospect Financial Group LLC will not disclose incidental trading if it is not deemed to be a conflict, such as a purchase or sale of a mutual fund or of a position which is minimal in relation to the total outstanding value (and as such would have negligible effect on the market price).

Prospect Financial Group LLC and its related persons do not recommend to clients or buy or sell for client accounts securities in which it has a material financial interest.

ITEM 12: BROKERAGE PRACTICES

Prospect Financial Group LLC generally recommends TD AMERITRADE Institutional as a broker-dealer or American Funds CollegeAmerica as a college savings plan to clients. The selection of a broker-dealer or custodian is ultimately the client's decision.

Prospect Financial Group LLC receives from these custodians, without cost, computer software and related systems support, which allow Prospect Financial Group to better monitor client accounts. In addition, Prospect Financial Group LLC receives the following benefits: receipt of duplicate client confirmations and statements; access to a trading desk and customer service support; ability to have investment advisory fees deducted directly from client accounts; access to software tools for order entry and accessing client account information; access to block trading services that provide the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and discounts on software and other products or services from TD AMERITRADE's affiliates.

Charges that clients pay in connection with trades at TD AMERITRADE Institutional may be higher or lower than charges or commissions that clients may pay if transactions were executed at other broker-dealers. Each client is responsible for evaluating the broker-dealer's services and determining whether to direct account transactions to them is in the client's best interest.

Clients should be aware that Prospect Financial Group LLC may have limited ability to service their account if they chose a custodian other than TD AMERITRADE Institutional or American Funds. Clients may also pay higher commissions for mutual funds if they chose another custodian. At TD AMERITRADE Institutional and American Funds, mutual fund commissions may be lowered or waived, and clients may have access to lower cost share classes than those available to them at other custodians. Prospect Financial Group reserves the right to decline acceptance of any client account held at custodian that it has reason to believe will not provide the most favorable execution of client transactions and/or impact its ability to service the client account.

Because investment advice is tailored to the individual needs of clients, Prospect Financial Group LLC generally does not aggregate orders when buying or selling exchange traded funds and stocks. Clients should be aware that transaction costs may be higher than they would be if orders were aggregated.

Prospect Financial Group LLC may also refer clients to brokers for insurance products. Clients who purchase insurance products through these insurance brokers may pay commissions higher than those obtainable from other brokers or no load, direct providers. Prospect Financial Group LLC encourages clients to compare the costs and products available from brokers to those available from other providers. Prospect Financial Group LLC recommends insurance brokers based primarily on their knowledge of insurance products and the quality of their client service as long as the broker's commissions are comparable to other local brokers.

ITEM 13: REVIEW OF ACCOUNTS

Prospect Financial Group LLC performs quarterly reviews for clients who engage in a contract for regular investment advice. Interim reviews may be triggered by a withdrawal, new investment, or significant life changes for the client, such as a change in employment, a change in marital status, or a death in the family. Contracts for financial plans and other project-based services do not involve regular account reviews, but clients may engage those services separately. Gillian Curran performs all reviews for clients.

As part of each quarterly review, Prospect Financial Group LLC provides the client with a written report covering the assets under its management. The report aggregates assets into a portfolio, comparing the returns, risk profile, and composition of the aggregate holdings to a benchmark portfolio. Returns may be time-weighted. The benchmark portfolio is comprised of market indices weighted according to the client's time horizon and risk tolerance.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Prospect Financial Group LLC does not provide any direct or indirect compensation to anyone for client referrals.

Prospect Financial Group LLC may also refer clients to insurance brokers, mortgage lenders, accountants, and other financial advisors. Prospect Financial Group LLC and Gillian Curran do not receive compensation for these referrals. From time to time, they may receive small gifts of appreciation that are considered too small to pose a material conflict of interest.

ITEM 15: CUSTODY

Client assets are held at an independent custodian selected by the client. Prospect Financial Group LLC does not take physical custody of any client assets but may take custody of client funds by directing a custodian to directly debit fees from client accounts if authorized by the client in writing. In these situations the custodian sends account statements directly to clients on a quarterly or more frequent basis. The statements will show the amount of management fees debited from the client accounts directly to clients. Clients are urged to review these statements carefully and compare them to the written reports and invoices provided by Prospect Financial Group LLC.

ITEM 16: INVESTMENT DISCRETION

Prospect Financial Group may accept discretionary authority to manage security accounts on behalf of clients. This discretion includes the authority, without prior notice to the client, to buy and sell securities for client accounts but does not include the authority to select a broker-dealer or custodian. Prospect Financial Group LLC will accept discretionary authority for client accounts only if the client has granted this authority in the investment advisory contract and executed a limited power of attorney with the custodian that allows Prospect Financial Group LLC to trade on the client's behalf.

ITEM 17: VOTING CLIENT SECURITIES

As a matter of firm policy, Prospect Financial Group LLC does not vote proxies on behalf of clients. Clients will receive their proxies and other solicitations directly from their custodian. If you have questions concerning a proxy statement you have received, you may contact Prospect Financial Group LLC, and the firm will provide information about the securities you hold and the dates on which you acquired those securities. Any voting of securities will be the sole responsibility of the client.

ITEM 18: FINANCIAL INFORMATION

Because Prospect Financial Group may accept discretionary authority to manage security accounts on behalf of clients, it is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. At this time, Prospect Financial Group is not subject to any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. In addition, Prospect Financial Group has not been the subject of a bankruptcy petition.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Management Persons

Gillian Curran is the President and sole owner of Prospect Financial Group LLC. Please see the Brochure Supplement for Gillian Edgar Curran for more details.

Performance-Based Fees

Prospect Financial Group LLC does not charge performance-based fees, and advisors are not compensated based on performance.

Arbitration and Civil Judicial Disclosures

Neither Prospect Financial Group LLC nor Gillian Curran have been found liable in an arbitration claim alleging damages in excess of \$2500 or in a civil, self-regulatory organization, or administrative proceeding, involving any of the following:

- a) An investment or investment-related business or activity;
- b) Fraud, false statement(s), or omissions;
- c) Theft, embezzlement, or other wrongful taking of property;
- d) Bribery, forgery, counterfeiting, or extortion; or
- e) Dishonest, unfair, or unethical practices.

Other Relationships

Neither Prospect Financial Group nor Gillian Curran have any relationship or arrangement with any issuer of securities.

BROCHURE SUPPLEMENT GILLIAN EDGAR CURRAN

Prospect Financial Group LLC
3617 North Albemarle Street
Arlington, Virginia 22207
(703) 863-7664
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December 17, 2018

This brochure supplement provides information about Gillian Edgar Curran that supplements the Prospect Financial Group LLC brochure. You should have received a copy of that brochure. Please contact Gillian Edgar Curran, President of Prospect Financial Group LLC, if you did not receive Prospect Financial Group LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Gillian Edgar Curran is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Gillian Edgar Curran
President
Born 1971

Education

- Georgetown University Center for Professional Development, Executive Certificate in Financial Planning (2004)
- Stanford University Graduate School of Business, M.B.A. (1999)
- Princeton University, B.S.E. (1994)

Business Background

- Prospect Financial Group LLC, President (12/2004-present)
- HelloBrain, Senior Product Manager (2000-2002)
- TradeInteriors.com, CEO and Co-Founder (1999-2000)
- Mercer Management Consulting, Associate (1994-1997)

Professional Designation

CERTIFIED FINANCIAL PLANNER™

The CERTIFIED FINANCIAL PLANNER™ designation is a certification offered by the CFP Board to financial planners. To earn the right to use the designation, candidates must meet four requirements: a bachelor's degree and education on a set of financial planning topics; a passing grade on the Certification Examination; three full-time years of relevant financial planning experience; and adherence to CFP Board's Code of Ethics and Professional Responsibility, Rules of Conduct and Financial Planning Practice Standards.

ITEM 3: DISCIPLINARY INFORMATION

Gillian Curran has not been involved in any legal or disciplinary events material to a client's or prospective client's evaluation of her.

ITEM 4: OTHER BUSINESS ACTIVITIES

Gillian Curran spends approximately 50% of her time on investment advice and 50% on financial planning.

ITEM 5: ADDITIONAL COMPENSATION

Gillian Curran may refer clients to insurance brokers, mortgage lenders, accountants, and other financial advisors. Gillian Curran does not receive economic benefits for these referrals. From time to time, she may receive small gifts of appreciation that are considered too small to pose a material conflict of interest.

ITEM 6: SUPERVISION

Gillian Curran is the President and sole owner of Prospect Financial Group LLC and as such has no internal supervision placed over her. She is however bound by our firm's Code of Ethics.

ITEM 7: REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Arbitration and Civil Judicial Disclosures

Gillian Curran has not been found liable in an arbitration claim alleging damages in excess of \$2500 or in a civil, self-regulatory organization, or administrative proceeding, involving any of the following:

- a) An investment or investment-related business or activity;
- b) Fraud, false statement(s), or omissions;
- c) Theft, embezzlement, or other wrongful taking of property;
- d) Bribery, forgery, counterfeiting, or extortion; or
- e) Dishonest, unfair, or unethical practices.

Bankruptcy Disclosure

Gillian Curran has not been the subject of a bankruptcy petition.