



HILL INVESTMENT GROUP

Take the long view

Disclosure Brochure

This Brochure provides information about the qualifications and business practices of Hill Investment Group, LLC (“HIG”). If you have any questions about the contents of this Brochure, please contact us at (314) 448-4023. 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.

HIG is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

hillinvestmentgroup.com

takethelongview.com

ignorewallstreet.com

info@hillinvestmentgroup.com

7701 Forsyth Blvd
Suite 350
St. Louis, MO 63105
tel. 314 448 4023
tel. 866 834 0561
fax. 314 448 4027



Material Changes

This Item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. The last update of our brochure was March 12, 2012.

The current update of our Brochure includes the following material change:

- Item 1 has been updated to reflect a change in the firm's ownership. Matt Hall recently became the principal owner of Hill Investment Group, LLC.
- In addition, please note that we have updated the assets under management information in Item 1.
- Our new minimum fee will be \$10,000 instead of \$7,500.

(Date of Brochure: 03/28/2013)

(Date of Most Recent Annual Updating Amendment: 03/28/2013)

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting Jeff Snodgrass at (314) 448-4023.

Additional information about HIG is also available via the SEC's web site www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for HIG is 136452. The SEC's web site also provides information about any persons affiliated with HIG who are registered, or are required to be registered, as investment adviser representatives of HIG.



Table of Contents

1. Advisory Business	4
2. Fees and Compensation	6
3. Performance-Based Fees and Side-By-Side Management	8
4. Types of Clients	8
5. Methods of Analysis, Investment Strategies and Risk of Loss.....	9
6. Disciplinary Information.....	11
7. Other Financial Industry Activities and Affiliations	12
8. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	13
9. Brokerage Practices	14
10. Review of Accounts.....	16
11. Client Referrals and Other Compensation	17
12. Custody	18
13. Investment Discretion	18
14. Voting Client Securities.....	18
15. Financial Information.....	19
Brochure Supplements	



1. Advisory Business

Hill Investment Group, LLC (“HIG”) has been providing advisory services since 2005. HIG is principally owned by Matt Hall, and Rick Hill maintains a minority ownership. As of March 5, 2013, HIG managed \$335,036,889 on a discretionary basis.

Investment Management Services

HIG will work with the client to determine the client's investment objectives and investor risk profile and will design a written investment policy statement. HIG uses investment and portfolio allocation software to evaluate alternative portfolio designs. HIG evaluates the client's existing investments with respect to the client's investment policy statement. HIG works with new clients to develop a plan to transition from the client's existing portfolio to the portfolio recommended by HIG. HIG will then continuously monitor the client's portfolio holdings and the overall asset allocation strategy and hold regular review meetings with the client regarding the account as necessary.

HIG will typically create a portfolio of no-load mutual funds, and may use model portfolios if the models match the client's investment policy. HIG will allocate the client's assets among various investments taking into consideration the overall risk profile selected by the client. HIG primarily recommends portfolios consisting of mutual funds offered by Dimensional Fund Advisors (DFA), Vanguard, and Bridgeway Capital Management, Inc. (Bridgeway). Mutual funds created by these firms follow a passive asset class investment philosophy with low holdings turnover. Although purchasing individual equity securities is never a part of our recommended investment strategy, client portfolios may also include some individual equity securities if a position held over from a prior investment manager has significant unrealized capital gains. HIG manages mutual fund and equity portfolios on a discretionary basis.

HIG may also recommend fixed income securities to advisory clients, which consist of managed accounts of individual bonds. HIG will request discretionary authority from advisory clients to manage fixed income portfolios, including the discretion to retain a third party fixed income sub-advisor.



Pursuant to its discretionary authority, HIG may retain a fixed income sub-advisor. HIG generally uses the third party fixed income sub-advisory services of BAM Advisor Services LLC (BAM). The fixed income sub-advisor will be provided with the discretionary authority to invest client assets in fixed income securities consistent with the client's fixed income Investment Policy Statement.

The fixed income sub-advisor will also monitor the account for changes in credit ratings, security call provisions, and tax loss harvesting opportunities (to the extent that the fixed income sub-advisor is provided with cost basis information). The fixed income sub-advisor will obtain HIG's consent prior to the sale of any client securities.

Employee Benefit Retirement Plan Services

HIG also provides advisory services to participant-directed employee retirement benefit plans. HIG will analyze the plan's current investment platform, and assist the plan in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. HIG will recommend investment options to achieve the plan's objectives, provide participant education meetings, and monitor the performance of the plan's investment vehicles.

HIG will recommend changes in the plan's investment vehicles as may be appropriate from time to time. HIG generally will review the plan's investment vehicles and investment policy as necessary.



2. Fees and Compensation

Investment Management Services

The annual fee for investment management services will be charged as a percentage of assets under management at a flat fee of 1.00%. HIG maintains prior relationships in which the annual management fee may remain lower than 1.00%, and other relationships in which it has negotiated fees and or flat-dollar fees.

HIG intends to accept account relationships under \$1,000,000 only for clients who demonstrate a sufficient capacity to reach this account relationship size. A minimum fee of \$10,000 is generally required. HIG may also negotiate annual fixed fees for Investment Management Services.

Initial Implementation Fee

In addition, HIG may require an initial implementation fee to accept client relationships in which HIG judges that the client's financial situation, including the existence of significant numbers of securities accounts, will require HIG to devote substantial time to assist with the initial set-up and establishment of appropriate accounts or to handle financial issues with client. The initial "implementation" fee would be in the range of \$5,000 to \$50,000 based on our analysis of the complexity of a client's account structure.

The fee will be due in quarterly installments during the course of the first year after a client signs an investment advisory agreement.

Employee Benefit Retirement Plan Services

The annual fee for plan services will be 1.00% of assets within the plan.



Additional Information

In certain circumstances, fees, account minimums and their applications to family circumstances may be negotiable.

HIG has contracted with BAM Advisor Services LLC (BAM), for services including trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. HIG pays a fee for BAM services based on management fees paid to HIG on accounts that use BAM Advisor Services. The fee paid by HIG to BAM consists of a portion of the fee paid by clients to HIG. These fees are not separately charged to advisory clients.

Clients will be invoiced in advance at the beginning of each calendar quarter based upon the value of the client's account at the end of the previous quarter. (Market value is based on independent third party sources or fair market value in the absence of market value; client account balances on which HIG calculates fees may vary from account custodial statements based on independent asset valuations and other accounting variances, including mechanisms for including accrued interest in account statements.)

HIG will request authority from the client to receive quarterly payments directly from the client's account held by an independent custodian. Clients may provide written limited authorization to HIG or its designated service provider, BAM, to withdraw fees from the account. HIG will send to the client an invoice showing the amount of the fee, the value of the client's assets on which the fee was based, and the specific manner in which the fee was calculated. Clients should verify the accuracy of the fee calculations in such invoices.

All fees are calculated as described above and are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client.

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.



All fees paid to HIG for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in mutual funds directly, without the services of HIG. In that case, the client would not receive the services provided by HIG which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. DFA funds and Bridgeway funds also may not be available to the client directly. Accordingly, the client should review both the fees charged by the funds and the fees charged by HIG to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

HIG's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Such charges, fees and commissions are exclusive of and in addition to HIG's fee, and HIG shall not receive any portion of these commissions, fees, and costs.

3. Performance-Based Fees and Side-By-Side Management

HIG does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). All fees are calculated as described above and are not charged on the basis of income or capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

4. Types of Clients

HIG manages investment portfolios for individuals, qualified retirement plans, trusts, and small businesses

As described earlier, HIG generally requires a minimum account of \$1,000,000 for Investment Management Services, and a minimum fee of \$10,000.

5. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategy

HIG's services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. HIG's investment approach is firmly rooted in the belief that markets are "efficient" over periods of time and that investors' long-term returns are determined principally by asset allocation decisions, rather than market timing or stock picking. HIG recommends diversified portfolios, principally through the use of passively managed, asset class mutual funds. HIG selects or recommends to clients portfolios of securities, principally broadly-traded open end mutual funds or conservative fixed income securities to implement this investment strategy.

Although all investments involve risk, HIG's investment advice seeks to limit risk through broad diversification among asset classes and, as appropriate for particular clients, the direct investment in conservative fixed income securities to represent the fixed income asset class. HIG's investment philosophy is designed for investors who desire a buy and hold strategy. Frequent trading of securities increases brokerage and other transaction costs that HIG's strategy seeks to minimize.

In the implementation of investment plans, HIG therefore primarily uses mutual funds and, as appropriate, portfolios of conservative fixed income securities. HIG may also utilize Exchange Traded Funds (ETFs) to represent a market sector.

Clients may hold or retain other types of assets as well, and HIG may offer advice regarding those various assets as part of its services. Advice regarding such assets will generally not involve asset management services but may help to more generally assist the client.

HIG's strategies do not utilize securities that we believe would be classified as having any unusual risks, and we do not recommend frequent trading, which can increase brokerage and other costs and taxes.



HIG receives supporting research from BAM Advisor Services and from other consultants, including economists affiliated with DFA and Bridgeway. HIG utilizes DFA and Bridgeway mutual funds in client portfolios. These mutual funds follow a passive asset class investment philosophy with low holdings turnover. DFA and Bridgeway provide historical market analysis, risk/return analysis, and continuing education to HIG.

Analysis of a Client's Financial Situation

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, HIG relies on an analysis of the client's financial objectives, current and estimated future resources, and tolerance for risk. To derive a recommended asset allocation, HIG may use a Monte Carlo simulation, a standard statistical approach for dealing with uncertainty. As with any other methods used to make projections into the future, there are several risks associated with this method, which may result in the client not being able to achieve their financial goals. They include:

- The risk that expected future cash flows will not match those used in the analysis
- The risk that future rates of return will fall short of the estimates used in the simulation
- The risk that inflation will exceed the estimates used in the simulation
- For taxable clients, the risk that tax rates will be higher than was assumed in the analysis

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.



The mutual funds and ETFs utilized by HIG may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities and commodities. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the riskiest mutual funds used in HIG's investment strategies funds are the U.S. and International small capitalization and small capitalization value funds, emerging markets funds, and commodity futures funds. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation Protected Securities, or TIPS) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds utilized by HIG may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses managing assets within each applicable sector.

6. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of HIG or the integrity of HIG's management. HIG has no information applicable to this Item.



7. Other Financial Industry Activities and Affiliations

Two members of an affiliated company, The LongView Partners, LLC (“LongView”) have an agreement to market Bridgeway Capital Management’s Omni Series of funds (collectively the “Bridgeway Funds”) to investment advisers and other financial intermediaries. These Members of LongView, who are also Members of Hill Investment Group (Matthew Hall and Walter Reisinger, Jr.) are licensed as registered representatives of Foreside Fund Services, LLC, a FINRA member broker dealer, for the purpose of marketing the funds. As registered representatives, these persons will receive fees from Bridgeway Funds, Inc. calculated as percentages of the Bridgeway Funds assets.

HIG may and likely will recommend the Bridgeway Funds to clients of HIG, or select the Bridgeway Funds on behalf of clients. ***LongView’s and the registered representatives’ marketing agreements, in addition to HIG’s internal policy preclude the registered representatives from receiving any fees from the Bridgeway Funds related to any HIG client investment.*** LongView maintains internal procedures and controls to ensure that the registered representatives receive no additional fee from Bridgeway in relation to HIG client assets.

BAM Advisor Services, LLC

As described above in Item 1, HIG may exercise discretionary authority provided by a client to select an independent third party investment manager for the management of portfolios of individual fixed income securities. HIG selects BAM Advisors Services, LLC for such fixed income management. HIG also contracts with BAM Advisor Services, LLC for back office services and assistance with portfolio modeling. HIG has a fiduciary duty to select qualified and appropriate managers in the client’s best interest, and believes that BAM Advisor Services, LLC effectively provides both the back office services that assist with its overall investment advisory practice and fixed income portfolio management services. The management of HIG continuously makes this assessment. While HIG has a contract with BAM Advisor Services, LLC governing a time period for back office services, HIG has no such fixed commitment to the selection of BAM Advisor Services, LLC for fixed income management services and may select



another investment manager for clients upon reasonable notice to BAM Advisor Services, LLC.

8. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

HIG has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. HIG's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth HIG's practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with HIG may buy or sell securities for their personal accounts identical or different than those recommended to clients. It is the expressed policy of HIG that no person employed by the firm shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, HIG requires that anyone associated with this advisory practice with access to advisory recommendations provide annual securities holding reports and quarterly transaction reports to the firm's principal. HIG also requires such access persons to receive approval from the Chief Compliance Officer prior to investing in any IPO's or private placements (limited offerings).

HIG's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. HIG requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

HIG will provide a complete copy of its Code of Ethics to any client or prospective client upon request.



9. Brokerage Practices

Investment Management Services

HIG arranges for the execution of all securities transactions with the assistance of BAM Advisor Services. Through BAM, HIG may participate in the Schwab Advisor Services (SAS) program offered to independent investment advisers by Charles Schwab & Company, Inc. (“Schwab”), and the Fidelity Institutional Wealth Services (FIWS) program, sponsored by Fidelity Brokerage Services, LLC (“Fidelity”). Schwab and Fidelity are FINRA member broker dealers.

The Schwab and Fidelity brokerage programs will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. HIG regularly reviews these programs to ensure that its recommendations are consistent with its fiduciary duty. These trading platforms are essential to HIG’s service arrangements and capabilities, and HIG may not accept clients who direct the use of other brokers. As part of these programs, HIG receives benefits that it would not receive if it did not offer investment advice.

As HIG will not request the discretionary authority to determine the broker dealer to be used or the commission rates to be paid in these situations, clients must direct HIG as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that HIG will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. HIG will seek to negotiate favorable commission rates for its clients at the aforementioned recommended custodians, and receives additional negotiating assistance from BAM. Not all investment advisers require clients to direct the use of specific brokers.

HIG will not exercise authority to arrange client transactions in fixed income securities. Clients may provide this authority to a third party fixed income sub-advisor retained by HIG on client’s behalf by designating the fixed income sub-advisor with trading authority over client’s brokerage account. Clients will be provided with the Disclosure Brochure (Form ADV Part 2) of the fixed income sub-advisor utilized.



Schwab and Fidelity do not generally charge clients a custody fee and are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or that settle into the clients' accounts at the brokers. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker. While HIG will not arrange transactions through other brokers, the authority of any fixed income sub-advisor utilized includes the ability to trade client fixed income assets through other brokers.

HIG generally does not aggregate any client transactions in mutual fund or other securities. Client accounts are individually reviewed and managed, and transaction costs are not saved by aggregating orders in almost all circumstances in which HIG arranges transactions. BAM Advisor Services, LLC, in the management of fixed income portfolios, will aggregate certain transactions among client accounts that it manages, in which case our HIG client's orders may be aggregated with an order for another client of BAM Advisor Services, LLC who is not an HIG client. See BAM Advisor Services, LLC Form ADV Part 2.

HIG does not have any arrangements to compensate any broker dealer for client referrals.

HIG may also recommend no-load annuity products and other specially-based products through TIAA-CREF.

When trading client accounts, errors may periodically occur. HIG does not maintain any client trade error gains. HIG makes client whole with respect to any trade error losses incurred by client and caused by HIG.

Employee Benefit Retirement Plan Services

HIG does not arrange for the execution of securities transactions for plans as a part of this service. Transactions are executed directly through employee plan participation.

10. Review of Accounts

Reviews: Account assets are supervised continuously and formally reviewed quarterly by the Members of HIG. The review process contains each of the following elements:

- a. assessing client goals and objectives;
- b. evaluating the employed strategy(ies);
- c. monitoring the portfolio(s); and
- d. addressing the need to rebalance.

Additional account reviews may be triggered by any of the following events:

- a. a specific client request;
- b. a change in client goals and objectives;
- c. tax loss harvesting opportunities;
- d. an imbalance in a portfolio asset allocation; and
- e. market/economic conditions.

For fixed income portfolios, certain account review responsibilities may be delegated to a third party fixed income sub-advisor as described earlier.

Employee Benefit Retirement Plan Services

Plan assets are generally reviewed on a quarterly basis, and according to the standards and situations described above for investment management accounts.

Reports: All Investment Management clients will receive quarterly performance reports, prepared by BAM and reviewed by HIG, that summarize the client's account and asset allocation. Clients will also receive monthly statements from their account custodian, which will outline the client's current positions, and current market value. Employee Benefit Retirement Plan Services accounts receive quarterly statements from their plan administrator. HIG will provide additional reports and recommendations to plan sponsors based on its review of plan asset performance or specific client requests.

11. Client Referrals and Other Compensation

As indicated under the disclosure for Item 9, SAS and FIWS each respectively provide HIG with access to services not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to advisers. SAS requires an adviser maintain a total of at least \$10 million of the advisor's clients' assets in accounts at Schwab, or otherwise charges advisor a fee for these services. The services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

These services benefit HIG but may not benefit its clients' accounts. Many of the products and services assist HIG in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of HIG's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of HIG's accounts. Recommended brokers also make available to HIG other services intended to help HIG manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. HIG does not, however, enter into any commitments with the brokers for transaction levels in exchange for any services or products from brokers. While as a fiduciary, HIG endeavors to act in its clients' best interests, HIG's requirement that clients maintain their assets in accounts at Schwab or Fidelity may be based in part on the benefit to HIG of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.



DFA, through its web-based service, may provide referrals of investor clients to HIG. DFA makes such referrals to many investment advisors based upon the geographic location of the prospective client. DFA does not provide help to HIG in recruiting investor clients in any other way. DFA also provides continuing education for HIG personnel, including participation in various DFA Conferences. These services are designed to assist HIG plan and design its services for business growth.

12. Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. HIG urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

13. Investment Discretion

Investment management clients are requested to provide HIG with written authority to determine which securities and the amounts of securities that are bought or sold. HIG will specifically request discretionary authority for fixed income portfolios. Any limitations on discretionary authority shall be included in the client's advisory agreement or added as an addendum. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

14. Voting Client Securities

As a matter of firm policy and practice, HIG does not accept the authority to and does not vote proxies on behalf of advisory clients. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.



Class Actions, Bankruptcies and Other Legal Proceedings: Clients should note that HIG will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct HIG to transmit copies of class action notices to the client or a third party. Upon such direction, HIG will make commercially reasonable efforts to forward such notices in a timely manner.

15. Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about HIG's financial condition. HIG has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.