

**J.R. HILL & ASSOCIATES, INC. DBA
HILL FINANCIAL GROUP**

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This brochure provides information about the qualifications and business practices of Hill Financial Group. If you have any questions about the contents of this brochure, please contact us at (216) 292-9288. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration with the SEC does not imply a certain level of skill of training.

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

ITEM 2 MATERIAL CHANGES

There are no material changes.

The material changes discussed above are only those changes that have been made to this brochure since the firm's last annual update of the brochure. The date of the last annual update of the brochure was March 31, 2014.

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ITEM 4 ADVISORY BUSINESS

Background of Hill Financial Group

Hill Financial Group (“HFG” or “We”) is a registered investment advisory firm based in Pepper Pike, Ohio. HFG is registered with the United States Securities and Exchange Commission (SEC) under the Investment Advisors Act of 1940, and has been registered as such since 2003.

HFG’s sole owner is James (“Jim”) R. Hill. He is also the President and Chief Compliance Officer. The firm has an internal succession plan to support long-term continuity of the business, and to attract and retain key employees.

Advisory Services Offered

We provide financial planning, investment management, insurance services, and financial education to individuals and other entities throughout the country. However, our primary focus is on individuals near and in retirement who want a custom, personalized plan, for life.

We do not provide advisory services to wrap fee programs.

FINANCIAL PLANNING

We offer broad based consultative financial planning services. Financial plans are prepared based on the information you provide; and since your circumstances are constantly changing, your plan is regularly updated.

The planning process occurs over a number of meetings, and begins with an initial consultation in which we meet with you to discuss your financial situation, goals, and concerns. Our plans cover a number of topic areas including retirement planning, estate planning, education planning, income tax planning, and cash flow planning. We also complete a comprehensive risk assessment and insurance needs analysis covering life, disability, and long-term care planning.

If you choose to retain our firm for these services, you have the option to implement the recommendations set forth in your financial plan through our firm.

Everyone who goes through the financial planning process with HFG enters into a financial planning agreement which states the terms, conditions, and scope of our relationship. A modest initial planning fee is quoted based on expected staff preparation time and the complexity of your case. Clients wishing to use HFG for investment management purposes do not pay for future and ongoing planning.

Clients who would like to retain HFG for financial planning services, but not investment management services, will be charged hourly fees not to exceed \$300.00 per hour. The fees are negotiable, and will vary depending on the complexity and depth of the services provided. Under this arrangement, HFG is under no obligation to update or monitor your financial plan, including your investment and insurance portfolios.

The financial plan is based upon your financial situation and the information you provide to us at the time we prepare the plan. It is important that you notify us promptly if your financial situation, goals, objectives, or needs change.

INVESTMENT MANAGEMENT

We design investment plans that help grow and protect your wealth. By engaging you in a comprehensive financial planning process, we are better positioned to implement investment strategies that serve your long-term growth and spending needs. We believe in full transparency of transactions and investment holdings, and use individually managed accounts to provide you with flexibility and added security. By partnering with Fidelity Investments and TD Ameritrade, we are able to offer a full menu of investment offerings, with the added comfort of some of the most trusted custodians in the industry.

All investment decisions are guided by your individual risk tolerance and financial goals, and management of your accounts will be done on a discretionary basis. This means that you are authorizing us to make investment decisions in your individually managed account without obtaining your approval prior to each transaction. Under this authority, we have a fiduciary duty to put your interests above all others. This discretionary authority will enable us to maneuver your portfolio quickly to ever changing market conditions.

We manage investment accounts using one or more variations of our three (3) distinct global asset allocation strategies:

- Enhanced Global Index
- Moderate Tactical
- Advance and Protect

These models are comprised of combinations of investment products which include: no-load open-ended investment company shares (“mutual funds”), exchange traded funds (“ETF’s”), fixed-income securities, and individual equities. Investments are selected based on past performance, manager tenure, portfolio turnover, fees, investment style, investment philosophy and objective; and a variety of investment related statistics including alpha, beta, standard deviation, and R-squared. Our Advance and Protect strategy selects investments based, not only on the above criteria, but also uses price momentum, moving averages, and trading volume to identify security price trends.

Our investment strategies are based on over forty (40) years of academic research that asset allocation is the primary driver of investment returns, not market timing or security selection. We believe that markets are primarily efficient, and for investing purposes, securities are fairly priced. Asset allocation, broad global diversification, and an unemotional approach to strategic rebalancing ultimately reduce portfolio risk. All investments carry risk; and the riskier the investment, the greater the potential return. Even investments that are perceived to be safe carry risk. For example, returns on certificates of deposit may not be able to protect against the impact of inflation and taxes, thus a loss in purchasing power occurs.

If you wish to impose certain restrictions on investing in a certain security, or types of securities, we will address those restrictions with you so that we have a clear understanding of your requirements. However, we reserve the right to reject any account for which unreasonable or overly restrictive conditions are requested. It is our preference for you to use a combination of our various investment models.

By entering into an investment advisory relationship with HFG, you must agree to the terms of our “Discretionary Accounts Advisory Agreement.” This agreement sets forth the terms for managing your accounts, and may be canceled for any reason, at any time, by either party, upon receiving 30 days’ notice. Upon termination of an account’s advisory agreement, any prepaid, unearned fees will be reimbursed, and any earned, unpaid fees will be due and payable.

Additionally all trading activity will stop. You have the sole right to terminate your advisory agreement without penalty, within five business days.

INSURANCE SERVICES

As part of HFG's overall financial planning services, an HFG advisor may recommend changes to your life, health, disability, or long-term care insurance coverage. You have the option to implement the insurance advice by purchasing a policy through our insurance agency.

Through our insurance agency, we have access to a wide range of insurance carriers. When acting in the capacity of an insurance agent, the HFG advisor may receive a normal and customary commission for the sale of such insurance products. In such instances, there is no advisory fee associated with these insurance products.

FINANCIAL EDUCATION

HFG has long been committed to financial education and financial literacy. Because of this commitment, we regularly hold financial education programs. These educational programs are held periodically throughout the year, and address a wide range of financial topics. Such topics include:

- Life Planning For Retirement
- Determining Retirement Expenses
- Overcoming Retirement Roadblocks
- Retirement Income Sources
- Investments
- Taxes
- Risk Management
- Estate Planning

Our programs are educational in nature, and do not discuss any particular investment or product offering. Attendees are charged a fee to attend, which covers the cost of class materials and expenses.

Assets Under Management

As of March 15, 2015 Hill Financial Group has the following client assets under management:

Discretionary	\$138,000,000
Non-Discretionary	\$5,000,000
FINRA Regulated	\$27,000,000
Total Assets	\$170,000,000

ITEM 5 FEES AND COMPENSATION

Investment Management Fees

Pursuant to our firm's investment advisory agreement, you will be charged a fee that is based on a percentage of assets under management. This fee ranges from 0.50% to 2.50% of assets under management, and are based on several factors such as the nature of the assets, the services provided, and the amount of assets being managed. Generally, the percentage fee decreases as the amount of assets under management increases. The minimum household account size is \$400,000. We may waive this minimum under limited circumstances.

We may allow accounts from the same household to be grouped to meet fee breakpoints. For example, accounts may be grouped for clients and their children, for spouses that have individual and joint accounts, or for similarly related accounts.

We are authorized to deduct the advisory fee directly from your account(s) under the "Discretionary Accounts Advisory Agreement"; the related fee is disclosed in "Schedule A" of this agreement." Your account(s) will be directly debited, as authorized, at the beginning of each calendar quarter, based upon the value of the account on the last business day of the previous quarter. The fee will be pro-rated based on the number of days the account is open during the period, and will account for net deposit changes. The account custodian will send you statements monthly showing all payouts from the account, including the advisory fee.

Fees that you pay our firm for investment management services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (as described in each fund's prospectus) to their shareholders. These could include 12b-1 fees, surrender charges, variable annuity fees, and qualified retirement plan fees. Brokerage fees will be billed to you directly from the custodian.

Security Commission Transactions

If you desire, you may engage certain HFG advisors as a registered representative of American Portfolios Financial Services (APFS), a FINRA member broker-dealer, to implement investment recommendations on a commission basis. In the event a client chooses to purchase products through APFS, a commission and/or servicing fee will be charged.

By having a relationship with a FINRA member broker-dealer, such as APFS, HFG has the ability to service certain investment products that were purchased through other financial professionals. This allows us to be more holistic in nature, and put us in a better position to advise you on your total financial picture.

Whenever a commission based product is sold under a broker-dealer relationship, a conflict of interest exists. This conflict of interest exists because a broker might have an incentive to recommend one product over another simply because it has a higher commission. It is for this reason that we prefer you to engage HFG in an investment advisory capacity where these traditional, broker-dealer based, conflicts of interest do not exist.

Financial Planning Fees

HFG may charge a one-time initial fee ranging from \$500 to \$4,000 for financial plan development and presentation. By paying this fee, you are under no obligation to implement the plan with our firm. The financial planning fee is waived for *pro bono* cases at the discretion of the advisor.

If you establish an investment advisory relationship with us, you will not pay for future and ongoing planning. If you would like to retain HFG for financial planning services, but not investment management services, you will be charged an hourly fee not to exceed \$300.00 per hour for ongoing planning. This fee is negotiable, and will vary depending on the complexity and depth of the services provided. Under this arrangement, HFG is under no obligation to update or monitor your financial plan, including your investment and insurance portfolios.

Educational Classes Fees

Our retirement planning programs are offered to the public. A fee is charged for attending the program.

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

We do not charge or receive performance-based fees. Performance-based fees are fees that are based on a share of capital gains or the capital appreciation of your assets. We do not engage in side-by-side management situations where a combination of asset based and performance-based fees are collected.

ITEM 7 TYPES OF CLIENTS

We provide financial planning and wealth management advisory services to individuals, trusts, estates, charitable organizations, pension and profit sharing plans, and small businesses. Our primary focus is on serving clients who are near or in retirement, to ensure that proper planning and investment practices are implemented and managed throughout the remainder of their retirement years.

We recommend a minimum investment of \$400,000 for asset management services. Related household accounts may be combined to reach this minimum. Occasionally we allow exceptions to this requirement. All investment management clients must complete and sign our "Discretionary Accounts Advisory Agreement."

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

At Hill Financial Group, we believe that in order to succeed at investing, you must separate your emotions from investment decisions. Successful investing requires discipline and focus, and by taking a longer-term view and sticking to an investment plan, the investment outcome is biased in your favor.

Emotional investing typically results in poor investment returns. Your emotions can cause you to sell at market bottoms (causing you to miss the market rebound), and take excess risk at market tops (by chasing returns). By using a combination of our various investment strategies, we can help keep your emotions in check, thereby increasing your chances of investing success.

Methods of Analysis and Investment Selection

Investments for HFG's various global asset allocation strategies are comprised of combinations of investment products which include: no-load open-ended mutual funds, exchange traded funds (ETF's), fixed income securities, and individual equities. These investments are selected based on past performance, manager tenure, portfolio turnover, fees, investment style, investment philosophy and objective; and a variety of investment related statistics including alpha, beta, standard deviation, and R-squared. Our Advance and Protect strategy selects investments based, not only on the above criteria, but also uses price momentum, moving averages, and trading volume to identify security price trends.

Investment Strategies

ENHANCED GLOBAL INDEX

Our Enhanced Global Index strategy consists of six (6) risk adjusted models. These models are comprised of low cost institutional indexed mutual funds, and follow an investment process and philosophy based on Nobel Prize winning investment theories.

Unlike traditional index funds, these particular mutual funds do not engage in the process of sampling when selecting stocks to own inside their funds. In other words, these funds try to own all of the stocks in a particular asset class, therefore eliminating the risk associated with both sampling and security selection.

Rebalancing is an integral part of portfolio management. This strategy systematically rebalances the portfolio back to its target allocation as market conditions warrant.

MODERATE TACTICAL

Our Moderate Tactical strategy consists of actively managed no-load mutual funds, and had a bias towards downside protection. Thirty (30) distinct filters are used to narrow down the field of available investment managers, and then their funds are used to develop six (6) risk adjusted model portfolios. Chosen investments are subjected to a rigorous ongoing review and monitoring process that helps maintain the portfolio to its target asset allocation and risk profile.

Since this model is tactical in nature, it can deviate from its target allocation, within a specified range, and increase or decrease exposure to risky assets based on current market conditions.

ADVANCE AND PROTECT

Advance and Protect is an actively managed portfolio consisting of mutual funds and ETF's (exchange traded funds) designed to mimic broad market indices. Investments in this strategy are bought and sold based on a statistical analysis of recent price movements. Investments with positive trends will be bought, and investments with negative trends will be sold. Asset preservation for future growth is the primary goal of this strategy.

This strategy may hold significant amounts of cash in bear markets (up to 100% of the portfolio) and may be fully invested (up to 95% invested in ETF's and mutual funds) in bull markets.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Some examples of risks you might face consist of:

- **Market Risk** – Economic, political, and issuer-specific events will cause the value of securities to rise and fall. Because the value of investment portfolios will fluctuate, there is the risk that you will lose money, and your investment may be worth less upon liquidation.
- **Interest Rate Risk** – Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Reinvestment Risk** – This is the risk that future proceeds from investments may have to be invested at potentially lower rates of return.
- **Inflation Risk** – When any type of inflation is present, a dollar today will not buy as much as a dollar next year because purchasing power is eroding at the rate of inflation.
- **Currency Risk** – International investments are subject to fluctuations in the value of the dollar against the currency of the investments originating country. This is also referred to as “exchange rate risk.”

ITEM 9 DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose all legal or disciplinary events that are material in your evaluation of HFG and the integrity of HFG management. Neither HFG, nor any member of its management team, have had any legal or disciplinary events, currently or in the past.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Broker-Dealer Services

HFG's President, Jim Hill, is a registered representative with American Portfolios Financial Services (APFS), a FINRA registered broker-dealer. When acting in the capacity of a registered representative, HFG advisors may receive a commission and/or servicing fee as a result of the purchase or sale of such securities.

By maintaining a relationship with a FINRA member broker-dealer, such as APFS, HFG has the ability to service certain investment products that were purchased through other financial professionals. This allows us to be more holistic in nature, and put us in a better position to advise you on your total financial picture.

Neither HFG, nor any member of its management team, are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Insurance Services

In addition to its Investment Advisory business, J.R. Hill and Associates is also a licensed insurance agency with the State of Ohio. J.R. Hill and Associates, and its agents, may offer insurance products and receive a commission on the sale of these products.

Clients are not obligated to use the firm for insurance products services. However, in such instances, there is no advisory fee associated with these insurance products.

Conflicts of Interest

Whenever a commission based product is sold, under either a broker-dealer or insurance agent relationship, a conflict of interest exists. This conflict may exist as a broker or agent might have an incentive to recommend one product over another because it has a higher commission. Additionally, a broker-dealer might have an incentive to churn, or place unnecessary transactions in an account, to generate additional revenue. It is for this reason that we prefer our clients retain us as a registered investment advisor where we are held to a fiduciary standard of care.

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

Code of Ethics

HFG has adopted a code of ethics that is designed to ensure that all employees adhere to the highest standards of ethical conduct. Our goal is to protect your interests at all times, and to demonstrate our commitment to our fiduciary duties of honesty, good faith and fair dealing with

you. This code of ethics also states that employees should avoid any practice that creates, or appears to create, a material conflict of interest that could potentially harm any client.

Our code of ethics sets forth the basic policies of ethical conduct for all managers, officers, and employees. In addition, this Code of Ethics governs personal trading by each employee, and is intended to ensure that securities transactions effected by employees are conducted in a manner that avoids any conflict of interest. HFG collects and maintains records of securities holdings and securities transactions effected by employees. These records are reviewed to identify and resolve any potential conflicts of interest.

We also maintain a privacy policy that is designed to prevent the misuse or dissemination of information about you, and/or your accounts and holdings, by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions and Personal Trading

Our firm, or persons associated with our firm, may buy or sell securities, or hold positions identical to clients. It is our policy that no associated person will put his or her interest before a client's interest. Associated persons may not trade ahead of any client, and cannot trade for a price better than a client would obtain. It is the associated person's responsibility to know which securities we are trading. Associated persons can consult with the Chief Compliance Officer (CCO) to decide whether a security is an acceptable purchase or sale.

Associated persons may not invest in an initial public offering (IPO) for their own accounts, or those of related household members. Associated persons are required to obtain approval from the CCO prior to investing in a private placement or other limited offering.

We do not allow market timing.

Insider Trading Policy

HFG and its employees may, from time to time, come into possession of material non-public or other confidential information. This information, if disclosed, might affect an investor's decision to buy, sell, or hold a security. Under applicable law, HFG and its employees are prohibited from improperly disclosing or using such information for their personal benefit, or the benefit of any other person, regardless of whether such person is a HFG client. If such persons come into contact with material nonpublic or other confidential information with respect to any company, they are prohibited from communicating this information to, or using this information for the benefit of their clients, and have no obligation or responsibility to disclose this information to, nor the responsibility to use this information for the benefit of their clients when following the policies and procedures designed to comply with the law.

Any employee who fails to observe the above referenced policy risks serious sanctions, including personal liability, termination of employment, and suspension or revocation of security licenses.

ITEM 12 BROKERAGE PRACTICES

Custodian/Brokerage Selection

When you establish an investment management/advisory relationship with HFG, you must consent to using one of our qualified custodians/clearing firms. We have selected the following unaffiliated custodian/broker-dealers, whom are members of the Financial Industry Regulatory Authority (FINRA) and the Securities Investors Protection Corporation (SIPC), to execute transactions, and to provide custody services for your account(s):

- Fidelity Institutional Wealth Services (As cleared through National Financial Services LLC.)
- TD Ameritrade Institutional (as cleared through TD Ameritrade Clearing Inc.)

Both of these custodian/broker-dealers provide services to HFG that include custody of client securities, trade execution and clearing, and settlement of transactions. They also provide services that are typically available to institutional investment managers that are generally not available to retail investors. Such services include providing client statements and trade confirmations, access to block trading (which allows multiple orders in a security to be combined into one order to provide identical pricing for when more than one client or account is participating in a securities transactions), the ability to deduct advisory fees directly from client accounts, and access to mutual funds and ETF's with no transaction fees.

In selecting custodial/broker-dealers firms, we evaluate the services offered, the quality of those services offered, and the cost incurred by clients, to determine which custodian provides the best overall quality of service, for the best overall price.

HFG does not have an agreement to receive client referrals from any custodian/broker-dealer or third party.

SOFT DOLLAR ARRANGEMENTS

Although we make every effort to avoid unnecessary fees in your account(s), occasionally a security transaction that we place inside your account(s) will incur a transaction charge. These charges range from \$7.95 for exchange trades securities, up to \$25.00 for certain mutual funds. Some of these fees come back to HFG in the form of "soft dollars", which in turn we use to pay for research and other investment management expenses. These "soft dollars," if not received by HFG, would go directly to the custodian.

Since we use mostly no transaction fee funds and ETF's in our investment strategies, the "soft dollars" we receive are de minimis in nature. Receiving these soft dollars poses a conflict of interest by creating an incentive to use transaction fee funds over no transaction fee funds. Since transaction fees negatively impact investment performance, we try to avoid incurring these charges in your account(s).

Investment Allocation and Trade Aggregation Policy

Our investment allocation and trade aggregation policy pertains to block orders. Block orders are a form of grouping or bunching, in which all accounts participating in a trade receive

identical pricing. This bunching technique is appropriate to ensure fair and equitable treatment of all orders, and best execution.

It is our policy that all block orders are allocated to all participating accounts in a fair and equitable manner. There is no preferential treatment given to any particular client or account. Block orders are only applicable to exchange traded securities such as, individual fixed income securities (bonds), shares of publicly traded corporations (stocks), exchange traded funds (ETF's), closed end funds, and unit investment trusts. Block orders do not pertain to mutual funds, as each trade receives the same price at the close of trading.

ITEM 13 REVIEW OF ACCOUNTS

Accounts invested in HFG's various investment strategies are monitored on an on-going basis, and are rebalanced based on market, or other conditions, as warranted. Accounts are reviewed by Jim Hill, President of Hill Financial Group. Securities for accounts are bought or sold by HFG subject to our limited discretionary authority. All investment strategies and securities are monitored and reviewed at least quarterly by HFG's investment committee.

All brokerage accounts at American Portfolios Financial Services (APFS), our broker-dealer, are monitored periodically where consistent with HFG's financial plan and client instructions.

At least annually, your financial advisor will have a conversation with you to update your financial and personal information. Your advisor will also determine what changes, if any, are needed to meet your needs, and to assess the suitability of current investment recommendations. Reviews may also be conducted at your request, and are encouraged and welcomed.

You will receive monthly statements and transaction confirmations for security portfolios managed by HFG, directly from the custodian. Additionally, we will furnish you with an online performance reporting program, which provides you with access to numerous reports regarding the performance and transaction history of your accounts. If you do not have internet access, we will provide you with these reports at your request. These reports are prepared by an independent third party called Black Diamond Performance Reporting. They receive all data feeds directly from account custodians.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

Client Referrals

HFG does not currently receive any client referrals from third party investment advisors or custodians.

Additional Compensation

Associated persons, if properly registered, may also receive compensation from transactional based business in the form of "commissions." Transaction based compensation is separate and distinct from any other fees we receive from our investment advisory services. Commissions are

normally received as a result of the sale of securities or other investment products such as mutual funds and insurance policies.

Commissions from the sale of non-advisory investments may provide an advisor with an incentive to recommend these investment products based on the compensation they will receive from selling such products. This could result in a potential conflict of interest. However, we do not allow advisors to earn commissions on the products that are included within our advisory accounts.

ITEM 15 CUSTODY

Your independent custodian acts as a paying agent for our firm. This means that they will directly debit your account(s) for the payment of our advisory fees. We do not have physical custody of any of your funds or securities. Your funds and securities will be held at an independent qualified custodian, such as Fidelity or TD Ameritrade.

You will receive written statements no less than monthly from the custodian, and we encourage you to carefully review your statements for any inaccuracies. If you discover any discrepancies, please bring them to our attention immediately.

ITEM 16 INVESTMENT DISCRETION

As an investment advisory client of HFG, you provide us with discretionary authority to invest your assets into a diversified mix of investment securities and asset classes. We are also authorized to modify and/or change this mix within your account(s), and rebalance the account(s) as necessary. This authority is granted to us pursuant to the "Discretionary Accounts Advisory Agreement" you signed at account opening.

Discretion to trade in your account(s) is critical to the execution of the various investment strategies. This discretion clearly differentiates our role as a fiduciary, whose responsibility is to act in your best interest, from that of a broker, who makes recommendations that only have to be suitable at the point of sale. Effective money management requires the ability to move quickly and decisively. Any trading is done to protect and advance portfolio growth, as we receive no compensation from trading activity. Therefore no conflict of interest exists, unlike in a traditional broker/dealer agent relationship where the broker's compensation comes directly from trading activity.

ITEM 17 VOTING CLIENT SECURITIES

As a matter of firm policy and practice, HFG does not, and will not, accept the authority to vote on proxies on your behalf. You retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolio.

ITEM 18 FINANCIAL INFORMATION

HFG does not require or solicit prepayment of any fees, and is not required to file a balance sheet.

HFG has discretionary authority over your account(s) and is not aware of any financial condition that will likely impair our ability to meet our contractual commitments to you. If we become aware of any such financial condition, this brochure will be updated, and you will be notified.

HFG has never filed for, or been the subject of a bankruptcy petition.

JAMES R. HILL
President/Advisor/Chief Compliance Officer

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March 23, 2015

This brochure supplement provides information about James R. Hill that supplements the Hill Financial Group brochure. You should have received a copy of that brochure. Please contact James R. Hill, President/Advisor/ Chief Compliance Officer if you did not receive Hill Financial Group's brochure or if you have any questions about the contents of this supplement.

Additional information about James R. Hill is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

James (Jim) R. Hill was born in 1951, and is President/Advisor/Chief Compliance Officer for J.R. Hill and Associates, Inc. (D.B.A. Hill Financial Group) and has served in that role since founding the company in January 2000. Mr. Hill received his Bachelors of Science in Business Administration from Indiana University in 1975, and upon graduation held positions as financial analyst, public accountant, and internal auditor. Jim is formally educated and heavily disciplined in accounting, finance, and employee benefits.

As a past chairman of the Northeast Ohio Midwest Pension Conference, a Director of Benefits & Pension Finance at TRW Inc. World Headquarters, and a past V.P. and CFO for Willis Coroon, an actuarial employee benefits firm, Jim's 30 years of financial and investment experience provides clients with a diverse and deep background in financial planning. He is fully licensed, possessing a FINRA Series 7, 24, NASAA Series 63, NASAA Series 65, and Ohio Insurance licenses.

Mr. Hill is also a registered representative and securities principal with American Portfolios Financial Services, Inc.

ITEM 3 DISCIPLINARY INFORMATION

There have been no legal or disciplinary events or proceedings to report concerning Mr. Hill now or in the past.

ITEM 4 OTHER BUSINESS ACTIVITIES

Jim Hill is also a licensed insurance agent with J.R. Hill and Associates, a licensed insurance agency with the State of Ohio. J.R. Hill and Associates, and its agents, may offer insurance products and receive a commission on the sale of insurance company products. Clients are under no obligation to use our firm for insurance product services. In instances where clients choose to use us for insurance services, there is no advisory fee associated with the insurance products.

Mr. Hill is also a registered representative for American Portfolios Financial Services, Inc., a FINRA registered broker dealer. When acting in the capacity of a registered representative, Mr. Hill may receive a commission as a result of the purchase and sale of securities.

Whenever a commission based product is sold, under either a broker-dealer or insurance agent relationship, a conflict of interest exists. This conflict may exist as a broker or agent might have an incentive to recommend one product over another because it has a higher commission. Additionally, a broker-dealer might have an incentive to churn, or place unnecessary transactions in an account, to generate additional revenue. It is for this reason that we prefer our clients retain us as a registered investment advisor where we are held to a fiduciary standard of care.

ITEM 5 ADDITIONAL COMPENSATION

Mr. Hill does not receive any compensation or any other economic benefits from outside parties including broker dealers and account custodians.

ITEM 6 SUPERVISION

Jim Hill, Chief Compliance Officer, monitors the investment advisory activities, personal investing activities, and adherence to the Advisor's compliance program and code of ethics for all HFG employees. Mr. Hill monitors these activities using various methods that include periodic inspection and review of all security positions and transactions, obtaining certifications of compliance with company policies and procedures, and obtaining and reviewing brokerage statements or transactions and holdings reports for all HFG employees.

Jim Hill can be reached at (216) 292-9288.

DENNIS C. COON, CFP®
Financial Planner/Portfolio Manager/Advisor

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This brochure supplement provides information about Dennis C. Coon that supplements the Hill Financial Group brochure. You should have received a copy of that brochure. Please contact James R. Hill, President/Advisor/ Chief Compliance Officer if you did not receive Hill Financial Group's brochure or if you have any questions about the contents of this supplement.

Additional information about Dennis Coon is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Dennis C. Coon was born in 1977, and is Financial Planner and Portfolio Manager for J.R. Hill and Associates, Inc. (D.B.A. Hill Financial Group) (“HFG”) and has served in that role since joining the company in September 2010. Mr. Coon received his Bachelors of Science in Business Administration from the University of Missouri – St. Louis in 2003, and since graduation has held positions as financial consultant and financial advisor for AXA Advisors and UBS Wealth Management respectively. Before joining J.R. Hill and Associates, Mr. Coon spent a brief time with the law firm of Knox McLaughlin Gornall and Sennett as an Estate Planning Professional. Dennis is formally educated and heavily disciplined in financial planning, insurance, investments, and estate planning.

Dennis brings more than 10 years of financial planning and investment experience, and provides clients with a diverse and deep background in financial planning, estate planning, and investment management. He is fully licensed, possessing a FINRA Series 7, NASAA Series 66, and Ohio Insurance licenses.

Dennis Coon obtained his CERTIFIED FINANCIAL PLANNER[™] Certification from the CFP[®] Board of standards in 2011. To obtain the CERTIFIED FINANCIAL PLANNER[™] certification, practitioners must complete a college-level program of study in personal financial planning, pass the CFP[®] Certification Examination, complete the CFP[®] Board’s experience requirements, and adhere to the Board’s Code of Ethics, Rules of Conduct and Practice Standards.

Mr. Coon is also a registered representative with American Portfolios Financial Services, Inc.

ITEM 3 DISCIPLINARY INFORMATION

There have been no legal or disciplinary events or proceedings to report concerning Mr. Coon now or in the past.

ITEM 4 OTHER BUSINESS ACTIVITIES

Dennis Coon, Financial Planner and Portfolio Manager, is active only as an investment advisor representative with HFG, and has no other outside business activities.

As part of his role with HFG, Mr. Coon is also registered with American Portfolios Financial Services, Inc., a FINRA registered broker dealer. Mr. Coon does not receive any commission as a result of the purchases and/or sales of securities while engaging in his role with American Portfolios.

Whenever a commission based product is sold, under either a broker-dealer or insurance agent relationship, a conflict of interest exists. This conflict may exist as a broker or agent might have an incentive to recommend one product over another because it has a higher commission. Additionally, a broker-dealer might have an incentive to churn, or place unnecessary transactions in an account, to generate additional revenue. It is for this reason that we prefer our clients retain us as a registered investment advisor where we are held to a fiduciary standard of care.

ITEM 5 ADDITIONAL COMPENSATION

Mr. Coon does not receive any compensation or any other economic benefits from outside parties including broker-dealers and account custodians.

ITEM 6 SUPERVISION

Jim Hill, Chief Compliance Officer, monitors the investment advisory activities, personal investing activities, and adherence to the Advisor's compliance program and code of ethics for all HFG employees, including Mr. Coon. Mr. Hill monitors these activities using various methods that include periodic inspection and review of all security positions and transactions, obtaining certifications of compliance with company policies and procedures, and obtaining and reviewing brokerage statements or transactions and holdings reports of all HFG employees.

Jim Hill can be reached at (216) 292-9288.