Firm Brochure

(Part 2A of Form ADV)

ITEM 1 – COVER PAGE

Hillspring Financial, Inc.

Firm CRD Number – 113938

12213 W Bell Rd, Ste 209
Surprise, AZ 85378
Phone: 623.583.6141

www.hillspringfinancial.com
info@hillspringfinancial.com

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This brochure provides information about the qualifications and business practices of Hillspring Financial, Inc. If you have any questions about the contents of this brochure, please contact-us at info@hillspringfinancial or 623.583.6141. The information in this brochure has not been approved or verified by the United States Securities Exchange Commission or by any state securities authority. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about Hillspring Financial, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

Annual Update

The purpose of this page is to inform you of any material changes since the last update of our Firm Brochure. If you are receiving this Firm Brochure for the first time, this section may not be relevant to you.

Hillspring Financial, Inc. (“HFI,” “we,” “firm,” “our,” or “us”) reviews and updates our Firm Brochure at least annually to confirm that it remains current.

Material Changes

Since the last filing on July 26, 2024, the following material changes have occurred:

- Item 5 has been updated for fee clarification purposes.

Full Brochure Available

The full brochure is available upon request by phone at 623.583.6141 or by emailing info@hillspringfinancial.com.

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ITEM 4 – ADVISORY BUSINESS

Firm Description and Principal Owner

As of November 15, 2017, Kent G Forsey, CFP® is the principal owner of Hillspring Financial, Inc. While ownership and firm name have changed, Hillspring Financial, Inc. ("HFI") has proudly been serving clients since 1983 with Kent G Forsey, CFP® as President since August 18, 2011.

HFI provides personalized confidential financial planning and investment management to individuals, pension and profit-sharing plans, trusts, estates, and small business. Advice is provided through consultation with the client and may include determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

HFI is a fee-based financial planning and investment management firm.

Investment advice is provided with the client making the final decision on investment selection. HFI does not act as a custodian of client assets; the client always maintains asset control. HFI places trades for clients under a limited power of attorney.

A written evaluation of client's initial situation may be provided to the client, as appropriate. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur as appropriate for the client's situation.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as needed basis. HFI does not share in fees charged by other professionals for services rendered to clients. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

Types of Advisory Services

HFI provides investment management services, also known as asset management services and furnishes financial planning and investment advice through consultations. HFI. does not offer advice on commodity futures, security futures, coin offerings or cryptocurrency.

Financial Planning Services

HFI furnishes advice to clients on matters not involving securities such as, but not limited to, financial planning matters, taxation issues, and estate planning. 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 proceed with the transaction through the investment adviser.

HFI provides asset management services, furnishes investment advice through consultations and issues economic updates via email, generally on a quarterly basis. HFI may prepare a proposal for new or existing clients that may include charts, graphs, formulas, or other devices which clients may use to evaluate securities.

Investment Management Services

Investment management services will be provided according to the HFI PAM Program, the AM Program, the PFG program and/or the Retirement Plan Services as described below.

The custodian will provide account statements directly to the client.

The client is responsible to notify HFI of any material change in their goals or circumstances so that appropriate changes may be made regarding the management of their account(s).

Clients may have multiple accounts that are managed differently from one another for the purpose of diversification of investment style, maximization of tax benefits or to meet other stated goals.

While we seek to produce consistent returns in all market environments, investment performance will vary as past performance is not a guarantee of future results.

When deemed appropriate for the client, HFI may hire Sub-Advisors to manage all or a portion of the assets in the client account. HFI has full discretion to hire and fire Sub-Advisors as they deem suitable. Sub-Advisors will maintain the models or investment strategies agreed upon between Sub-Advisor and HFI. Sub-Advisors execute trades on behalf of HFI in client accounts. HFI will be responsible for the overall direct relationship with the client. HFI retains the authority to terminate the Sub-Advisor relationship at HFI's discretion.

HFI PAM Program

The HFI Private Asset Management (PAM) program provides investment advisory services and execution of client transactions for which the specified fee (or fees) is not based directly upon transactions in a client's account. Under the PAM program, HFI will assist the client in the establishment of an account with a custodian for individual securities, exchange traded funds (ETFs) or mutual funds.

HFI's investment advisor representatives will implement the trades for client accounts under a limited power of attorney. All brokerage transactions in the account will be processed by the custodian or the insurance company. HFI has entered into agreements with Charles Schwab & Co., Inc. to act as custodian of client individual securities, ETFs, and mutual funds.

HFI will not act as custodian for any account. The custody of all funds and securities will be maintained by outside custodians.

The PAM program may be canceled at any time, by any of the parties involved, for any reason upon written notice. Upon termination of an account, any prepaid, unearned fees will be promptly refunded.

HFI typically chooses funds and ETFs with no transaction fees within the PAM program. These funds may have a 60-90 day holding requirement. In the event of client directed liquidation within this holding requirement timeframe the account may incur Contingent Deferred Sales Charges (CDSC) by the fund company that will be paid by the client, deducted from the transaction as applicable. HFI does not receive any portion of CDSC paid to the fund company.

AM Program

The AM program is a wrap-fee program sponsored by AssetMark, Inc. a registered investment advisor with HFI serving as the portfolio manager. AssetMark, Inc. is more fully described in the program disclosure statement incorporated herein as ADV Appendix 1 (AssetMark). Please refer to this document for important details of how this program works.

Third Party Managers

When deemed appropriate for the client, we may recommend that clients utilize the services of a Third Party Manager (TPM) to manage a portion of or your entire portfolio. All TPMs that we recommend must either be registered as investment advisers with the Securities and Exchange Commission or with the appropriate state authority(ies).

After gathering information about your financial situation and objectives, an investment advisor representative of our firm will make recommendations regarding the suitability of a TPM or investment style based on, but not limited to, your financial needs, investment goals, tolerance for risk, and investment objectives. Upon selection of a TPM(s), we will monitor the performance of the TPM(s) to ensure their performance and investment style remains aligned with your investment goals and objectives.

In such circumstances, HFI receives solicitor fees from the TPM. We act as the liaison between the client and the TPM in return for an ongoing portion of the advisory fees charged by the TPM billed in accordance with the TPM's Fee Schedule which will be disclosed to the client prior to signing an agreement as detailed in Item 10 of this brochure. We help the client complete the necessary paperwork of the TPM and provide ongoing services to the client which include, but not limited to:

- Meeting with the client to discuss any changes in status, objectives, time horizon or suitability;
- Updating the TPM with any changes in client status as they are provided to HFI by the client;
- Reviewing the statements provided by the TPM; and
- Delivering the Form ADV Part 2, Privacy Notice and Solicitors Disclosure Statement of the TPM to the client.

PFG Program

The Pacific Financial Group (PFG), a registered investment adviser, serves as a third-party investment manager for accounts in the PFG program. This is not a wrap fee program.

To help meet the needs of independent advisers and their clients, PFG provides access to a number of different institutional money managers through a platform that integrates a proprietary risk analyzer (RiskPro) tool to assist in investment making decisions. They are more fully described in the program disclosure statement incorporated herein as ADV Appendix 2 (The Pacific Financial Group). Please refer to this document for important details of how this program works.

ERISA Plan Services

HFI provides service to qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit-sharing plans, cash balance plans, and deferred compensation plans as either a 3(21) or 3(38) advisor.

HFI may serve as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions. As an investment advisor, HFI has a fiduciary duty to act in the best interest of the client. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using HFI can help the plan sponsor delegate liability by following a diligent process.

Fiduciary services are:

- Provide investment advice to the client about asset classes and investment options available for the plan in accordance with the plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options. HFI acknowledges that it is a fiduciary as defined in ERISA Section 3(21)(A)(ii).
- Assist the client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives of the plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide investment advice to the plan sponsor with respect to the selection of a qualified default investment option for participants who are automatically enrolled in the plan or who have otherwise failed to make investment elections. The client retains the sole responsibility to provide all notices to the plan participants required under ERISA Section 404©(5) and 404(a)-5.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Meet with the client on a periodic basis to discuss the reports and the investment recommendations.

Non-fiduciary services are:

- Assist in the education of plan participants about general investment information and the investment options available to them under the plan. The client understands HFI's assistance in education of the plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, HFI is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the plan participants. HFI will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the plan.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

HFI may provide these services or, alternatively, may arrange for the plan's other providers to offer these services as agreed upon between HFI and the client.

HFI has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;
- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property

Excluded Assets will not be included in calculation of fees paid to HFI on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

Tailoring of Advisory Services

Our firm offers individualized investment advice to our Investment Management clients. General investment advice will be offered to our Financial Planning and Retirement Plan clients.

Each Investment Management client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account.

Participation in Wrap Fee Programs

Our firm offers wrap fee programs as further described above and in Part 2A Appendix 1. Our firm does not manage wrap fee accounts in a different fashion than non-wrap fee accounts. All accounts are managed on an individualized basis according to the client's investment objectives, financial goals, risk tolerance, etc. As portfolio manager HFI receives a portion of the wrapped fee for our services.

Regulatory Assets Under Management

HFI has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
$169,161,810	$0	June 30, 2024

ITEM 5 – FEES AND COMPENSATION

HFI does not receive compensation in any form from fund companies. All fees discussed below are negotiable under unusual circumstances. All contracts and agreements may be terminated at any time by either party upon written notice.

Total fees charged by HFI, its Programs and Third Parties will not exceed 3% of assets under management per year. Lower fees for comparable services may be available from other sources.

Financial Planning and Consulting Services

Initial consultations for new clients are conducted with no charge. If additional financial planning or consultation is desired, these services are provided at a rate of $195/hr. Fees may be billed partially or fully payable in advance, with the balance payable upon delivery of the plan. Fees are negotiable depending upon the services offered by the advisor as well as the complexity and the depth of analysis needed. A typical Financial Plan will cost between $295 - $3,000.

After the initial financial planning process, clients who wish to retain our services on an ongoing basis for the investment management portion of their plan will receive a 50% rebate on financial planning services.

Because HFI offers both planning and implementation, there may exist a conflict of interest because there is an incentive to present a plan that recommends investment in our managed accounts or in some other investment for which we may receive compensation. This potential conflict is lessened by the fact that clients are under no obligation to implement any of our recommendations, including the investment of monies, in accounts that we manage.

Investment Management Services

HFI charges a fee for providing investment management services. These services include investment consulting, portfolio design, monitoring, trade execution, allocation, investment supervision and other account management activities. Fees are assessed on all assets under management, including securities, cash, and money market funds.

The custodian may charge custodial fees, redemption fees, retirement plan fees and other administrative fees. Additionally, the custodian may charge ticket charges/commissions for trade executions. Please refer to Item 12 for more information on brokerage practices. HFI does not share in these fees and seeks to minimize them wherever possible.

HFI does not transact business for commissions and therefore does not have a conflict of interest with regards to commissionable products.

At the time in which a Client account is first opened and funded and any time an additional deposit of $10,000 or more is received, the initial Advisor Fees shall be calculated based on the value of the deposit, prorated for the number of days remaining in the quarter charged in the month of receipt

The formula used for the client fee calculation is as follows: (Annual Rate) x (Total Assets Under Management at Quarter-End) / 365 (X the number of days in the subsequent quarter). Advisor may aggregate Client account balances that have family relationship with each other for purposes of calculating the fee applicable to each Client.

Holding Accounts

In certain situations, it becomes advantageous to the client to hold assets that are not actively managed in a custodial account at Charles Schwab & Co., Inc. There is no performance reporting for holding accounts. Fees for servicing this type of account will be as negotiated in advance, charged quarterly and collected in arrears at an annual rate ranging from 0% - 0.5%. Fees are deducted directly from the account by the custodian and paid to HFI.

PAM Program

The annual advisory fee charged for this service is typically 1.1% charged on a quarterly basis in arrears based on the account value at the end of the prior quarter. Fees can be negotiated on an individual basis based on the client's holdings within the specific account as well as other accounts they may have under our management. Fees are deducted directly from the account by the custodian and then paid to HFI.

AM Program

The annual management fee inclusive of the advisory, platform and custodial fees charged for this service ranges from .85% to 1.65% depending on the underlying strategist used, the size of the account and the active management required, this is the combined fee for AM program and HFI. Fees will be deducted from the account quarterly in advance by AssetMark with applicable advisory fees paid to HFI.

The client fee is negotiable for family relationships with accounts in excess of $2 million. AssetMark, Inc. reserves the right to change its platform fee at any time upon twenty-one (21) days advance written notice. Client should note that Advisor may negotiate and charge lower fees at its sole discretion.

PFG Program

The annual advisory fee charged for this service ranges from .95% to 1.45% depending on the underlying strategist used, the size of the account and the active management required. This fee includes .35% fees collected by PFG program and fees paid to HFI. Fees will be deducted from the account quarterly in advance by Pacific Financial Group with applicable advisory fees paid to HFI.

The fee is negotiable for family relationships with accounts in excess of $2 million. PFG reserves the right to change its platform fee at any time upon twenty-one (21) days advance written notice. Client should note that Advisor may negotiate and charge lower fees at its sole discretion.

The fee schedule above does not include asset-based pricing (“ABP”) Service Fees that may be charged by the account custodian on certain assets in lieu of transaction-based pricing fees and commissions. The negotiated ABP Service Fee with Charles Schwab is 10 basis points annually charged monthly at a minimum of $15/month. The PFG Program is NOT a wrap-fee program.

Below is the HFI fee schedule for the AM and PFG Programs, prior to any applicable platform and/or custodial fees:

Assets Valued At	Annualized Fee
Less than $250,000	1.10%
$250,000 - $500,000	1.05%
$500,000 - $1,000,000	0.95%
$1,000,000 - $2,000,000	0.80%
Above $2,000,000	0.65%

ERISA Plan Services

The annual 401(k) advisory fee is 0.20% to 1.1% depending on the size of the plan assets. Advisor fee is collected by the plan custodian and paid to the advisor in advance quarterly per the plan documents.

Other Types of Fees and Expenses

Non-wrap fee clients may incur transaction charges for trades executed in their accounts. These transaction fees are separate from our firm’s advisory fees and will be disclosed by the chosen custodian. Clients may also pay charges imposed directly by a mutual fund, index fund, or exchange traded fund, which shall be disclosed in the fund’s prospectus (i.e., fund management fees, initial or deferred sales charges, mutual fund sales loads, 12b-1 fees, surrender charges, variable annuity fees, IRA and qualified retirement plan fees, and other expenses). Our firm does not receive a portion of these fees.

Wrap fee clients will not incur transaction costs for trades. More information can be found in the Wrap Fee Program Brochure included in the AssetMark Form ADV2.

Termination and Refunds

Either party may terminate the agreement signed with our firm in writing at any time. Upon notice of termination our firm will process a pro-rata refund of the unearned portion of the advisory fees charged in advance at the beginning of the quarter or charge a pro-rate portion for services rendered up to the point of termination.

Financial Planning and Consulting clients may terminate their agreement at any time before the delivery of a financial plan by providing written notice. For purposes of calculating refunds, all work performed by us up to the point of termination shall be calculated at the hourly fee currently in effect for the time and effort expended by our firm.

Termination and refunds for Retirement Planning Services will be consistent with the terms of the specific plan documents as agreed by the plan provider and administrator.

External Compensation for the Sale of Securities to Clients

Kent G Forsey and Alan D Cox may, upon request, occasionally sell the products of various insurance companies for which a commission can be earned. Clients should be aware that the practice of accepting commissions for the sale of securities presents a conflict of interest and gives our firm and/or our representatives an incentive to recommend investment products based on the compensation received. This conflict is mitigated by the fact that HFI and its affiliated persons have a fiduciary responsibility to place the best interest of the client first and clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent or broker dealer of their choosing.

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

HFI does not use a performance-based fee structure because of the potential conflict of interest. Fees are not based on a share of capital gains or capital appreciation of managed securities. Our fees are based on the assets under management as previously explained under Item 5 – Fees and Compensation.

ITEM 7 – TYPES OF CLIENTS

HFI generally provides investment advice to individuals, pension and profit-sharing plans, trusts, estates, corporations, or business entities. Client relationships vary in scope and length of service.

Our minimum household account size is $100,000. HFI has the discretion to waive account minimums when the client and adviser anticipate the client will add additional funds to bring the total to the minimum within a reasonable time. Other exceptions may apply to employees of HFI and their relatives, or relatives of existing clients.

In the event that the balance of such account is below $50,000 due to withdrawals or inadequate capitalization by the Client, Advisor reserves the right to remove an account from any management strategy.

ITEM 8 – METHODS OF ANLAYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Security analysis methods may include fundamental analysis and technical analysis. The main sources of information include financial reporting services, research materials prepared by others, corporate ratings services, annual reports, and prospectuses.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. HFI completes a Client Relationship Form with the client at the initial consultation and includes in each review to determine whether any changes need to be made to the investment strategy. We analyze the client's financial situation – goals, resources, timeframes, liquidity needs, need for income or growth, risk tolerance, tax circumstances, etc. in order to determine what combination of portfolio strategies might best produce the desired return with the least amount of risk. Exchange traded funds, mutual funds or individual securities may be used.

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques may not work as intended.
Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying-power of your investment portfolio, even if the dollar value of your investments remains the same.

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero-coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected.

Investment Companies Risk. When a client invests in open end mutual funds or ETFs, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which clients invest.

Investing in securities is inherently risky. All investment programs involve risk of loss that clients should be prepared to bear. Our investment approach constantly keeps the risk of loss in mind and seeks to identify and mitigate the risks that we perceive are most likely. There can be no assurance that our strategies will work. Past performance does not guarantee future results and loss of principal is possible.

ITEM 9 – DISCIPLINARY INFORMATION

HFI and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither HFI or any of its employees is registered or applying for registration with a broker-dealer, future commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

HFI will use the support services of AssetMark, Inc. and The Pacific Financial Group, registered investment advisors, when managing client assets. We provide portfolio manager services for a wrap-fee program sponsored by AssetMark. When in their best interest, we refer clients to third party investment manager PFG, a third-party investment manager. When doing so, these registered investment advisors will receive a portion of the fees charged to the client. Prior to selecting any third-party investment advisors, HFI takes great care to ensure that they are properly licensed and accredited. HFI does not receive compensation directly or indirectly from any other advisor.

President Kent Forsey and supervised person Alan Cox have a financial affiliated business as an insurance agents. Less than 1% of their time are spent on this practice. From time to time, he will offer clients advice or products from those activities.

These practices represent conflicts of interest as Mr. Forsey and Mr. Cox as they offer an incentive to recommend insurance products based on the commission received. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the client first and clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.

ITEM 11 – CODE OF ETHICS, INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING

HFI maintains a Code of Ethics based on ethical conduct and fundamental principles of good faith, fair dealing, integrity, honesty, and full and fair disclosure as summarized below. HFI representatives acknowledge in writing that they will follow this Code of Ethics. We will provide a copy of the Code of Ethics to any client or prospective client upon request.

In summary, HFI's Code of Ethics:

1) Requires full and fair disclosure of all material elements of the investment advisory relationship with the client;
2) Requires compliance with certain policies on personal securities trading, which, in general
    a. Prohibit an advisor from trading a security before a client; and
    b. Requires an employee to disclose all personal securities accounts to HFI for review to ensure there are no potential conflicts of interest;
3) Prohibits an advisor from acting on or distributing material, nonpublic information;
4) Prohibits an advisor from participating in an initial public offering without prior written approval from HFI's CCO.

Personal investment transactions of our representatives are to be carried out in adherence with our Code of Ethics and in a way that does not endanger the interest of any client. At the same time, our firm believes that if investment goals are similar for clients and our representatives it is logical that there may be common ownership of some securities.
In order to prevent conflicts of interest, our firm has established procedures for transactions effected by our representatives for accounts in their name or other members of their household including those accounts for which our associate is a trustee or executor. In order to monitor compliance with our personal trading policy representative and employees of HFI complete a securities transaction report quarterly.

Neither HFI nor a related person recommends, buys, or sells for client accounts, securities in which our firm or a related person has a material financial interest.

Related persons of HFI may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.
Likewise, related persons of our firm may buy or sell securities at or about the same time they buy or sell the same securities for client accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our Code of Ethics. Further, our related persons will refrain from buying or selling the same securities prior to buying or selling for our clients in the same day. If related persons' accounts are included in a block trade, our related persons will always trade personal accounts last.

ITEM 12 – BROKERAGE PRACTICES

HFI does not have custody of the assets we manage or advise on behalf of our clients (see Item 15 – Custody for further information). Specific custodian recommendations are made to clients based on their needs for such services. HFI recommends custodians based on the proven integrity and financial responsibility of the respective company and the vest execution of orders at reasonable trading cost rates.

The balance of the managed accounts is held at Charles Schwab & Co., Inc. These accounts are administered by AssetMark, Inc or The Pacific Financial Group, Inc., third-party asset management companies. Prior to engaging with any third-party asset management company HFI ensures that they are properly licensed. At this point all accounts are made up of mutual funds and ETFs. The clients are not charged a trading fee for mutual fund or ETF transactions. These costs are covered by a quarterly custodial fee. This fee is disclosed in writing before opening the account. HFI does not receive any portion of the trading fees.

As an independent registered investment advisor (RIA) we are free to use or recommend any third-party asset manager or broker/dealer we feel is in the best interest of our client. We do not receive any referrals from these third parties that could create a conflict of interest.

HFI does not participate in soft dollar arrangements.

Neither we nor any of our firm's related persons exercise authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are affected. We routinely recommend that clients direct us to execute through Charles Schwab & Co., Inc. Clients may direct brokerage outside our recommendation. However, we may be unable to achieve the most favorable execution of client transactions. Client directed brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices. Not all advisors require their clients to direct brokerage.

Our client accounts are invested in mutual funds and ETFs that have no transaction fees making aggregate orders unnecessary. In the future, if we were to invest in stocks or other funds with transactional fees, we would aggregate the purchase or sale of securities with the objective being to allocate the executions in a manner deemed equitable to the accounts involved. Aggregate orders will only by affected when doing so will be in the best interest of the effected accounts taking into considerations client objectives, current asset allocation and availability of funds using price averaging, proration, and consistently non-arbitrary methods of allocation.

ITEM 13 – REVIEW OF ACCOUNTS

Kent G Forsey, CFP® and Alan D Cox, will review all investment advisory accounts under fee-based management as often as necessary to take into consideration current and projected market changes. At a minimum, accounts will be reviewed once per year, but are generally performed on a quarterly basis.

Other conditions that may trigger a review are changes in the tax law, new investment information, and changes in a client's own situation.

The matters reviewed will include past performance, projected trends, current financial status, and the estimated impact form the current and projected market changes. Unless the client is under a fee arrangement no review will be made unless agreed upon in writing. All investment advisory clients are advised that it remains their responsibility to advise HFI of any major life changes or changes in their overall investment goals. All clients are encouraged to comprehensively review personal or plan objectives, investment objectives, investment policy and performance with HFI on at least an annual basis.

Clients participating in the PAM Program will not receive written performance reports. However, they will (at their request) have access to an active website which will maintain up-to-date current and historical account values.

Clients will receive monthly statements from the custodian in either digital or paper format, as directed. In addition, online viewing of investment activity, and performance is available through various websites as offered by the custodian, third party investment manager and the eWealth Management System.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATIONS

HFI has been fortunate to receive many client referrals over the years. Referrals come from current clients, estate planning attorneys, accountants, employees, personal relationships of employees and other similar sources. The firm does not compensate referring parties for these referrals.

HFI does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

ITEM 15 – CUSTODY

HFI does not maintain custody of client accounts or assets. Under written authorization from the client on a Limited Power of Attorney Form or a third-party account application we direct the custodian to deduct applicable management fees from the account to be paid to HFI. We send the qualified custodian an invoice of the amount of the fee to be deducted from the client’s account.

Account statements are provided by the qualified custodian to the client’s address of record or electronically at least quarterly.

Additionally, clients participating in the AM or PFG Programs may receive quarterly performance reports from the third-party investment manager upon request. HFI provides net worth statements and graphs to clients in reviews and as requested. Net worth statements may contain approximations of bank account balances provided by the client, as well as the value of land and hard-to-price real estate. The net worth statements are used for long-term financial planning where the exact values are not material to the financial planning tasks.

HFI is also deemed to have limited custody due to its Third-Party Standing Letters of Authorization (“SLOA”).

HFI and its qualified custodian meet the following seven (7) conditions in order to avoid maintaining full custody and be subject to the surprise exam requirement:

1. The Client provides an instruction to the qualified custodian, in writing, that includes the Client’s signature, the third party’s name, and either the third party’s address or the third party’s account number at a custodian to which the transfer should be directed.
2. The Client authorizes HFI, in writing, either on the qualified custodian’s form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
3. The Client’s qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the Client’s authorization and provides a transfer of funds notice to the Client promptly after each transfer.
4. The Client has the ability to terminate or change the instruction to the Client’s qualified custodian.
5. HFI has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the Client’s instruction.
6. HFI maintains records showing that the third party is not a related party nor located at the same address as HFI.
7. The Client’s qualified custodian sends the Client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

ITEM 16 – INVESTMENT DISCRETION

HFI accepts limited discretionary authority to manage~~d~~ investment accounts on behalf of our clients. Clients enter into this agreement by signing a Limited Power of Attorney document or account application furnished by the third-party custodian that grants certain defined permissions to our firm. These permissions include authorization to trade, deduct fee payments and access historical account information. Occasionally these permissions might also include authorization to make disbursement to banks or other financial institutions as well as directly to the client. A client may revoke theses authorizations at any time by contacting us or the custodian.

In regard to company sponsored retirement plans, employees have the option to call and discuss their individual needs and risk profiles as they self-direct their investment decisions within these plans.

ITEM 17 – VOTING CLIENT SECURITIES

HFI does not vote client proxies. Clients will receive proxy material directly from the custodian holding the client’s account. Under circumstances where HFI receives proxy material on behalf of a client involving any security held in the client’s account, HFI will promptly forward such material to the client’s attention. It is the client’s responsibility to vote his/her proxy(ies).

ITEM 18 – FINANCIAL INFORMATION

HFI does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients. Neither HFI nor its advisors have been the subject of a bankruptcy petition at any time during the past ten years.

A balance sheet is not required to be provided because HFI does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than $1,200 per client, and six months or more in advance.

Updated September 12, 2024

Brochure Supplement

(Part 2B of Form ADV)

Kent G Forsey, CFP®, President

ITEM 1 – COVER PAGE

Kent G Forsey, CFP®
CRD #1514412
12213 W Bell Rd, Ste 209, Surprise, AZ 85378
623.583.6141 | www.hillspringfinancial.com

This Brochure Supplement provides information about Kent Forsey and supplements the Hillspring Financial, Inc. ("HFI") Firm Brochure. You should have received a copy of that Brochure. Please contact our office at 623.583.6141 if you did not receive the Firm Brochure or if you have any questions about the contents of this supplement.

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

ITEM 2 – EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Kent G Forsey, CFP®
Born 1959

Education Background

Degree/Major/Year/Institution:

- Bachelor's Degree in Business, 1985
  Brigham Young University, Provo, UT

Recent Work Experience

President, Hillspring Financial, Inc., 09/2010 – Present
Sr. Vice President, Morgan Stanley, 04/2005 – 09/2010

Professional Designations and Licenses

Mr. Forsey holds the following designations and/or licenses. A description of the minimum requirements for each designation is provided for your reference.

Series 65 – Uniform Investment Adviser Law Examination – This requires passing a 130 multiple chouse question examination within 180 minutes. This examination qualifies the individual to work as an investment adviser representative in the states in which they are licensed and registered.

Certified Financial Planner (CFP®) – Certified Financial Planner, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board"). The CFP® certification is a voluntary certification, no federal or state law or regulation requires financial planners to hold CFP® certification.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services and attain a bachelor's Degree from a regionally accredited United State college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to assess one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;

- Experience – Complete at least three years of full-time, or the equivalent 6,000 hours, of financial planning-related experience that falls within one or more of the six primary elements of the personal financial planning process or by completing at least two years full-time, or the equivalent 4,000 hours, of "Apprenticeship Experience" focused exclusively on personal delivery of all the personal financial planning process to a client, with direct supervision by a CFP® professional; and
- Ethics – Agree to be bound by CFP Board's Standards of Professional Conduct, a set of documents outlining the ethical and practice standers for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interest of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of the CFP® certification.

ITEM 3 – 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 each supervised person providing investment advice.

Mr. Forsey does not have any information applicable to this item.

ITEM 4 – OTHER BUSINESS ACTIVITIES

Mr. Forsey is currently licensed as an insurance agent and registered to do such business in the state of Arizona and Utah. Less than 1% of his time is spent on these activities. From time to time, he will offer clients advice or products from those activities. He may receive separate yet typical compensation in the form of commissions for the sale of insurance products.

These practices represent a conflict of interest as they offer Mr. Forsey an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the clients first. Clients are not required to purchase any products and do have the option to move forward with a recommendation through another insurance agent or broker dealer of their choosing.

ITEM 5 – ADDITIONAL COMPENSATION

Mr. Forsey may receive additional compensation in his capacity as a licensed insurance agent as stated in Item 4.

ITEM 6 – SUPERVISION

As President of Hillspring Financial, Inc., Mr. Forsey is solely responsible for all supervision, formulation and monitoring of investment advice offered to clients. He will adhere to the guidelines set forth in the firm's Code of Ethics and Policies & Procedures manuals. Mr. Forsey can be contacted at 623.583.6141.

Updated September 12, 2024

Brochure Supplement

(Part 2B of Form ADV)

Alan D Cox – Investment Adviser Representative

ITEM 1 – COVER PAGE

Alan D Cox
CRD #5602588
12213 W Bell Rd, Ste 209, Surprise, AZ 85378
623.583.6141 | www.hillspringfinancial.com

This Brochure Supplement provides information about Alan Cox and supplements the Hillspring Financial, Inc. (HFI) Firm Brochure. You should have received a copy of that Brochure. Please contact our office at 623.583.6141 if you did not receive the Firm Brochure or if you have any questions about the contents of this supplement.

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

ITEM 2 – EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Alan D Cox
Born 1976

Education Background

Degree/Major/Year/Institution:

- Master's Degree in Business, 2005
  University of Phoenix, Phoenix, AZ
- Bachelor's Degree in Humanities, 2002
  Washington State University, Spokane, WA

Recent Work Experience

Investment Adviser, Hillspring Financial, Inc.,
07/2021 – Present
Managing Member, NorthPointe Financial, LLC,
07/2012 – 11/2023
Insurance Agent, NorthPointe Consultants, LLC,
03/2013 – 07/2021
Registered Representative, Taylor Capital Management,
09/2012 – 08/2019
Insurance Agent, Independent,
08/2010 – 03/2013
Registered Representative, AXA Advisors,
10/2008 – 08/2012

Professional Designations and Licenses

Mr. Cox holds the following designations and/or licenses. A description of the minimum requirements for each designation is provided for your reference.

Series 7 – General Securities Representative – This requires passing a 250 multiple choice question examination administered in two parts of 125 questions each, within 3 hours testing time for each part. This registration qualifies a candidate for the solicitation, purchase, and/or sale of all securities products, including corporate securities, municipal securities, municipal fund securities, options, direct participation programs, investment company products and variable contracts.

Series 66 – Uniform Combined State Law Examination – This requires passing a 100 multiple choice question examination within 2 hours and 30 minutes testing time. The Series 66 is designed to qualify candidates as both securities agents and investment adviser representatives.

ITEM 3 – 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 each supervised person providing investment advice.

Mr. Cox does not have any information applicable to this item.

ITEM 4 – OTHER BUSINESS ACTIVITIES

Mr. Cox is currently licensed as an insurance agent and registered to do such business in the state of Arizona and Utah. Less than 15% of his time is spent on this activity. From time to time, he will offer clients advice or products from those activities. He may receive separate yet typical compensation in the form of commissions for the sale of insurance products.

These practices represent a conflict of interest as they offer Mr. Cox an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the clients first. Clients are not required to purchase any products and do have the option to move forward with a recommendation through another insurance agent or of their choosing.

ITEM 5 – ADDITIONAL COMPENSATION

Mr. Cox may receive additional compensation for services rendered as stated in Item 4.

ITEM 6 – SUPERVISION

Mr. Cox reports to and is supervised by Kent G Forsey, President of Hillspring Financial, Inc. Mr. Forsey can be reached at 623.583.6141.