

ForeSight Management Co., Inc.

DBA Fiduciary Counsel, Inc.

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May 6, 2025

**FORM ADV PART 2
DISCLOSURE BROCHURE**

This brochure provides information about the qualifications and business practices of ForeSight Management Co. Inc. This information should be considered before one becomes a client. If you have any questions about the contents of this brochure, please contact us at 720-338-8982 or Craig@Fiduciary-Counsel.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Fiduciary Counsel, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Fiduciary Counsel, Inc. is 132866.

Fiduciary Counsel, Inc. is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Material Changes

Item 2

This item discusses only specific material changes that are made to the Brochure and provide clients with a summary of such changes.

There are no material changes to be reported to this brochure since the last annual update dated March 24, 2024.

The SEC requires registered investment advisers to amend their Form ADV Part 2 brochure when information becomes materially inaccurate.

This Brochure may be requested by contacting Craig Johnston at 720-338-8982 or Craig@Fiduciary-Counsel.com.

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Advisory Business Services

Item 4

- A. **ForeSight Management, Inc.** is a subchapter S-corporation in the State of Colorado founded in April of 2000. In December of 2004, Fiduciary Counsel, Inc. was created as a trade name through which ForeSight Management, Inc. began providing investment advisory services as a Registered Investment Adviser.

ForeSight Management Co. Inc. is licensed in the State of Colorado.

Craig Johnston is the President and sole shareholder of the corporation.

- B. **Fiduciary Counsel, Inc.** offers investment supervisory services to you, our private clients. Client assets are in the custody of Charles Schwab brokerage accounts. www.schwab.com

Envestnet www.envestnet.com provides our technology platform for rebalancing, trading, third party active money manager portfolio access, money manager due diligence, and reporting. For our passive portfolios, we use Dimensional Fund Advisors (www.dfaus.com).

- C. To ascertain the individual needs of our clients, we utilize risk questionnaires provided by Envestnet to develop risk profiles, make recommendations on asset allocation, select a model portfolio for you, execute limited power of attorney(s) to trade within your accounts at Charles Schwab, and monitor performance. We also furnish advice to clients on other matters that do not involve securities. These additional, non-investment related consulting services include assistance in financial planning, tax planning, and retirement planning.
- D. Fiduciary Counsel, Inc. makes available a wrap fee program with Envestnet Asset Management Inc. (www.envestnet.com). In lieu of transaction fees by Charles Schwab for custodial services an annual asset-based fee is collected by Envestnet. Envestnet has trading authority within client accounts. The wrap fee program funds are in custody at Charles Schwab.
- E. We use a third party platform to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. The platform allows us to avoid being considered to have custody of Client funds since we do not have direct access to Client log-in credentials to affect trades. We are not affiliated with the platform in any way and receive no compensation from them for using their platform. A link will be provided to the Client allowing them to connect an account(s) to the platform. Once Client account(s) is connected to the platform, We will review the current account allocations. When deemed necessary, We will rebalance the account considering client investment goals and risk tolerance, and any change in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during difficult markets, and manage internal fees that harm account performance. Client account(s) will be reviewed at least quarterly and allocation changes will be made as deemed necessary.

Fees and Compensation

Item 5

- A. **Fiduciary Counsel, Inc.** is a fee-based investment advisor. We can manage our client accounts on a discretionary basis or non-discretionary basis for a percentage of the assets under management. The fees are negotiable and may be up to 1% per annum on assets up to \$1 million, plus 0.90% per annum over \$1 million up to \$2 million, plus 0.70% per annum over \$2 million up to \$5 million, plus 0.60% per annum over \$5 million up to \$10M, above \$10M 0.50%. Fees are negotiable.

Fees for our non-investment related services include hourly fees or fixed fees and are determined by the size and complexity of the situation. Hourly fees can be up to \$220 per hour and fixed fees can range up to \$10,000.

- B. Fees are deducted quarterly from the client's accounts at the custodian and generally paid after services are rendered and disclosed in the client agreement. When clients prepay the fees in the wrap program, a prorated refund will be made to the client upon termination. Invoices are emailed to you. It is the client's responsibility to verify the accuracy of all fees withdrawn by the custodian.
- C. Charles Schwab charges transaction fees ranging from \$9.99 to \$34.00 per trade. In lieu of transaction fees, we offer the Charles Schwab asset-based fee program for 15 basis points or a minimum of \$125 per annum for accounts up to \$500,000, 7 basis points for accounts between 500,000 and \$1,000,000, 6 basis points for accounts between \$1,000,000 and \$3,000,000, and 5 basis points for accounts over \$3,000,000.
- D. In the Envestnet wrap program we charge clients up to 2%. Fees are charged quarterly in advance. From this 2%, we pay the third-party Model Portfolio Providers if our Advisor Directed Models are not selected. We pay Envestnet a 15 basis points platform fee.
- E. We do not receive commissions, marketing fees or any other compensation from the securities we utilize for investment supervised accounts.

Performance-Based Fees and Side-By-Side Management

Item 6

Fiduciary Counsel Inc. does not participate in performance-based fees or side by side management programs.

Types of Clients

Item 7

Fiduciary Counsel Inc.'s clients are successful individuals, families, trusts, and business entities.

Methods of Analysis, Investment Strategy and Risk of Loss

Item 8

- A. Fiduciary Counsel, Inc. screens and perform due diligence on sub-advisory firms. Research materials are prepared by Charles Schwab, Dimensional Fund Advisors, Envestnet, Annual Reports, prospectuses, and SEC filings may be used as secondary sources.
- B. Envestnet provides access to over two thousand money managers in separate managed accounts, fund strategists, and unified managed accounts. Each manager provides portfolio construction models with related risk management.
- C. Dimensional Fund Advisors' mutual funds and exchange traded funds provide passive buy-and-hold strategy based upon Nobel Prize winning research of the capital markets. The computer-generated models are based not on speculation but capture what the markets have to offer for a calculated risk level.
- D. There can be no assurance that a client's investment objective will be achieved or that a client will not lose a portion or all of his or her investment. Past performance is no guarantee of future performance.

Disciplinary Information

Item 9

Fiduciary Counsel Inc is not subject to any legal or disciplinary events involving a violation of any investment-related statute or regulation. It is not subject to any order, judgment or decree limiting the firm or any person from engaging in any investment related activity. There is no administrative proceeding before the SEC, FINRA, or any state regulatory agency.

Other Financial Industry Activities and Affiliations

Item 10

Foresight Management Co. Inc. operates under trade name Fiduciary Counsel, Inc.

Mr. Johnston also provides tax planning and tax-return preparation services.

Code of Ethics, Participation or interest in Client Transactions and Personal Trading

Item 11

Fiduciary Counsel Inc. or its Investment Advisory Representative(s) may buy or sell securities that are recommended to, or purchased for, or sold for, its clients. Personal security transactions by persons associated with Fiduciary Counsel are subject to Fiduciary Counsel's Code of Ethics. The Code of Ethics includes various reporting, disclosure and approval requirements, described as follows. Fiduciary Counsel Inc. designed these requirements to prevent or mitigate actual or potential conflicts of interest with clients. The Code of Ethics applies not only to transactions by the individual, but also to transactions for accounts in which such person or the person's spouse, minor children or other dependents residing in the same household have an interest. Compliance with the Code of Ethics is a condition of employment.

Brokerage Practices

Item 12

Fiduciary Counsel Inc. recommends Charles Schwab for trade clearing and custody of our managed accounts program. There are no soft dollar benefits received by this recommendation. The types of products available on the Charles Schwab system include exchange listed stocks, bonds, mutual funds, exchange traded funds, U.S Government securities, bank certificate of deposit, commercial paper, futures and options.

Block trading is permitted where Fiduciary Counsel Inc. has determined on an individual basis that the securities buy/sell order is in the best interest of each client participating in the order. It is consistent with Fiduciary Counsel, Inc. duty to obtain the best execution. The terms negotiated for the block order should apply equally to each participating client. And, the books and records of Fiduciary Counsel, Inc. will reflect, for each bunched order, the securities held by, purchased and sold for each client.

Review of Accounts

Item 13

All reviews of managed accounts are completed by Mr. Craig Johnston. The reviews include performance analysis and rebalancing as necessary; revisions to client information may also be made at this time.

Account reviews are done at least quarterly, and the triggering factor is the receipt of statements from the outside custodians.

Clients receive statements monthly or quarterly from the outside custodians. These statements include a record of purchases, sales, deposits and withdrawals, as well as a starting and ending value. Advisor fees that were deducted are shown on the statements. Clients may access their statements and other portfolio information via the internet.

Client Referrals and Other Compensation

Item 14

On occasion, Fiduciary Counsel, Inc. may enter into marketing agreements with non-affiliated parties.

These marketing representatives or solicitors will receive a portion of the investment advisory fee. This referral fee is paid pursuant to a written agreement and all information is disclosed to clients prior to or at the time of entering into an investment advisory agreement. No client introduced by these marketing activities will be charged a higher fee due to Fiduciary Counsel's arrangement with the solicitor.

Custody

Item 15

Fiduciary Counsel Inc. does not have custody of client funds or securities. Account statements from the management accounts program are sent directly to clients from Charles Schwab. Clients participating in the wrap program receive performance reports

online from Envestnet. Clients should carefully review their statements and compare to their previous period statements.

Investment Discretion

Item 16

Full discretionary authority is granted to Fiduciary Counsel Inc. for the amount, type, and timing of securities to be bought or sold in client's accounts. This authority is granted in the investment agreement signed by the client. Clients in the wrap program also sign Charles Schwab limited power of attorney granting Envestnet trading authority.

Voting Client Securities

Item 17

Fiduciary Counsel Inc. will not take any action or render any advice regarding the voting of proxies for the securities in the accounts. Fiduciary Counsel does not render advice or take any action on behalf of clients for class action or shareholder litigation.

Financial Information

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Fiduciary Counsel, Inc. is a registered in the State of Colorado and therefore bonding is not required. Financial Information on Fiduciary Counsel, Inc. is available upon request.

***Brochure Supplement
Part 2B
Personnel***

Item 19

In order to ensure that clients receive the highest standard of service, Fiduciary Counsel Inc. requires any employee providing investment advice to clients to have an undergraduate degree or graduate degree or substantial business background.

Craig A. Johnston

Date of Birth: 10/23/1952

Educational Background:

Master of Science degree in Business Administration from Robert Morris University
Bachelor of Science degree in Accounting from Geneva College

Professional Background:

Mr. Johnston's investment experience began with a multi-million dollar endowment in 1983. As Chief Operating Officer he managed a self-directed medical insurance fund for an international non-profit organization, oversaw the investments of an off-shore captive insurance company in Bermuda, was the Manager of Corporate Development for a publicly held construction company, and Director of Finance for a merger and acquisition firm.

Industry examinations taken and passed:
Series 7, 63, 65, and Life Insurance

He also provides financial & tax planning and tax-return preparation services.