

102Part 2A and 2B of Form ADV: Firm Brochure

Item 1: Cover Page

Financial Counseling Associates, Inc.

John (Jay) Kopel

Erica Mathews

6129 South Cathay Ct.

Aurora, CO 80016

www.FCA-Inc.com

TeamFCA@FCA-Inc.com

720-272-4419

June 24, 2024

This brochure provides information about the qualifications and business practices of Financial Counseling Associate, Inc. If you have any questions about the contents of this brochure, please contact us at 720-272-4419 or TeamFCA@FCA-Inc.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. Registration does not imply a certain level of skill or training.

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

Firm IARD/CRD # 115123

Item 2: Material Changes

These are the material changes since the last annual update of this brochure on 01/01/2024.

2024.06.24 – Material Change Updates

- Our address has been updated to 6129 S. Cathay Ct., Aurora, CO 80016
- Matt Rillos has resigned and sold his shares as owner to John (Jay) Kopel.
- Joseph Rillos has resigned.
- John (Jay) Kopel is the sole-owner of Financial Counseling Associates, inc.



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Item 4: Advisory Business

Overview

Financial Counseling Associates, Inc. is in the business of providing investment advice. Financial Counseling Associates, Inc. (FCA, Inc.) became incorporated in the state of Colorado on January 25th 1993. The principal owner of FCA, Inc. is John Kopel. FCA, Inc. was a registered investment advisor under the SEC from 1993 until 1999, from 1999 until 2014 FCA was a state registered advisor, and FCA is currently an SEC registered advisor.

Services

FCA, Inc. provides a service of advising clients on the allocations of investments. We also provide counsel regarding financial planning, business planning, funding education, retirement planning, life and health insurance, estate planning, tax planning, for individuals and small businesses. FCA, Inc. is a fiduciary and as such we provide full disclosure to our clients and always act in the best interest of our clients. We have discretionary authority over clients' assets that we manage which allows us to make and implement investment decisions without the clients' written or verbal approval.

FCA, Inc. generally provides investment advice on equity securities, investment company securities, e.g. variable life insurance, annuities, mutual funds, exchange traded funds, and limited partnerships. We use commercially available services concerning investments as well as, taxation, numerous financial newspapers, periodicals, and issuer-prepared information. Outside consultants may also be employed to provide additional expertise in certain situations.

In addition to investment advice, we can provide comprehensive financial planning, supplying analysis and recommendations in the areas of business planning, education planning, retirement planning, life and health insurance, estate planning, tax planning, as well as investments for individuals and small businesses.

FCA, Inc. provides investment advice on mutual funds, exchange traded funds, stocks, bonds, options, certificates of deposit, money markets, and cash. Advice on investment types outside of those listed above is limited. We can tailor our services based on the needs of a client. For example, a client can impose restriction on investing in certain securities or types of securities.

Assets Under Management

As of 6/24/2024 we are managing a total of \$107,190,000 for 170 clients.

- \$102,000,000 for 169 clients on a discretionary basis.
- \$5,190,000 for 1 client on a non-discretionary basis.

Item 5: Fees and Compensation

Assets Under Management Fees

FCA, Inc. provides a service of advising clients on the allocations of investments. FCA, Inc. charges a fee of 1% annually on the first \$2 million dollars of assets under advisement and a fee of 0.5% annually on all assets above \$2 million dollars of assets under advisement. This fee is billed quarterly and in advance. The service may be cancelled at any time by the client. When a cancellation occurs mid-quarter the client may request that fees be refunded on a pro rata basis. Our fees may be negotiable.

Account Minimums

FCA, Inc. has account minimums which are determined by each individual advisor. Account minimums may be negotiable.

Hourly Fees

FCA is not for hire on an hourly basis.

Collecting Fees

In general, accounts under management will have their fee deducted from the accounts that are being managed. Clients will receive a notice of the quarterly fee amount in their quarterly report.

Other Fees

Clients may pay for transaction fees through a custodian. We use Charles Schwab & Co., Inc. as a custodian for individual investment accounts and Charles Schwab & Co., Inc., or John Hancock for 401k accounts. We use CollegeInvest for Colorado 529 plans. These fees are reasonable and customary for buying and selling securities. Some exchange traded funds and mutual funds at Charles Schwab & Co., Inc. do not have a transaction fee. FCA, Inc. does not receive any compensation from Charles Schwab & Co., Inc., John Hancock, or CollegeInvest. It is possible that lower fees for comparable services may be available from other sources.

Compensation from Investment Products

FCA, Inc. does not receive any compensation or commissions from the sale of investment products. FCA, Inc. specializes in no-load and low transaction fee investments. We mitigate this risk by always putting our clients' best interest first.

Brokers

We primarily use Charles Schwab & Co., Inc. as a broker due to their discounted fees, vast selection of investment choices, trading efficiencies, as convenience to the client, added protection for the client, and as an efficiency for our own business. Clients do have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with us.

Item 6: Performance-Based Fees and Side-By-Side Management

Financial Counseling Associates, Inc. does not charge performance-based fees and does not have any conflicts of interest with side-by-side management.

Item 7: Types of Clients

Financial Counseling Associates, Inc. generally provides investment advice to individuals, trusts, small businesses, retirement plans, and foundations. Each advisor has their own aggregate account minimum for opening or maintaining an account that may be negotiable.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

FCA, Inc. recommends to investment advisory clients that they maintain a diversified portfolio of investments. Implementing the recommendations requires that the client work closely with their attorney and accountant. We generally construct portfolios to include multiple asset classes and seek to minimize individual security risk. We generally use no-load mutual funds, exchange traded funds, stocks, bonds, or CD's that can be traded electronically and have a reasonable number of shares being traded daily. FCA, Inc. also has the ability to trade options for those clients that may be interested in this service.

The construction of portfolios involves considering the client's willingness for risk, desired potential return or loss, goals for the funds, tax considerations, and the length of time until the funds are needed. We use multiple tools to help construct a portfolio and to determine the historical risk/reward of the portfolio. In analysing stocks, we use multiple services to provide advice due to the

limited nature of our own bottom up analysis. We also use multiple services to screen mutual fund and exchange traded fund investments to determine their applicability to a client's portfolio, the historical investment performance, and our projection of their future potential.

We try to minimize frequent trading of securities as this can affect investment performance through increased brokerage costs, taxes and increase the probability of bad timing.

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

Item 9: Disciplinary Information

Neither Financial Counseling Associates, nor any of its owners or employees has any legal or disciplinary events to report.

Item 10: Other Financial Industry Activities and Affiliations

Financial Counseling Associates uses Charles Schwab & Co., Inc. Institutional as a broker for the majority of our clients. We also use Charles Schwab & Co., Inc. or John Hancock for most 401k accounts. We use CollegeInvest for Colorado 529 plans. We primarily use Charles Schwab & Co., Inc. due to their discounted fees, vast selection of investment choices, trading efficiencies, as a convenience to the client, added protection for the client, and as an efficiency for our own business.

As a service to our clients FCA, Inc. may recommend other industry partners from time to time such as lawyers, accountants, estate planners, real estate agents, insurance agents, or lenders. FCA, Inc. does not have any material relationships with these industry partners, nor do we receive any material compensation for such referrals.

FCA, Inc. is an investment advisor. We are not a broker dealer, not a futures commission merchant, not a commodity pool operator, not a commodity trading advisor, nor do we recommend other investment advisors to our clients.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Our company philosophy is to do the right thing and to treat people the way we wish to be treated. Our goal is to provide the same investment advice to a client that they would arrive at on their own if they had the same time, knowledge, ability, and inclination that we do. Our code of ethics is based on seven principals of integrity, objectivity, competence, fairness, confidentiality, professionalism, and diligence. A copy of our code of ethics is available upon request. We make investment suggestions for clients that are in line with the same investments that we use for our own personal investments (assuming similar risk/reward profiles). Because of this we buy and sell the same or similar securities for our own personal portfolios as we do for our clients. Buying and selling the same securities as a client creates a conflict of interest. We mitigate this risk with our fiduciary responsibility of always acting in the best interest of our clients.

We review each client's portfolio at least on a quarterly basis and we review our own personal portfolios at the same time. Implementation of recommendations often results in the same or similar trades performed in our own accounts as well as those of a client. In most cases trades associated with quarterly portfolio changes are implemented on the same one or two trading days in all accounts.

Item 12: Brokerage Practices

See item Number 10.

We have an incentive to recommend Charles Schwab & Co., Inc. to clients in order to make our business more efficient. Having all or most of our accounts at Charles Schwab & Co., Inc. allows us to manage client portfolios, place trades, perform client fund transfers,

and service accounts in a more efficient manner. The same is true for recommending Charles Schwab & Co. or John Hancock for most 401k accounts. We use CollegeInvest for Colorado 529 plans.

As a benefit for advisors that use Charles Schwab & Co., Inc. they provide multiple research capabilities for investments such as mutual funds, exchange traded funds, bonds, stocks, and CD's. We consider this a benefit to us and to our clients as we use these tools to help select the most appropriate investments for a client.

We do not receive any direct compensation from recommending Charles Schwab & Co., Inc. CollegeInvest or John Hancock. Any soft-dollar value we may receive such as free investment research benefits are insignificant. Nor do we receive any client referrals by recommending any of these firms. We use Litman Gregory for investment research and market commentary. Litman Gregory provides FCA with discounts to their services associated with the use of their mutual funds. This creates a conflict of interest and Clients can request to utilize other funds if desired. FCA only uses Litman Gregory funds that we deem to perform as well or better than their peers.

While we prefer for most of our clients to use Charles Schwab & Co., Inc. we may consider allowing a client to use another broker. By recommending Charles Schwab & Co., Inc. or any such broker this may not achieve the most favourable execution of client transactions and may cost clients more money. While we feel Charles Schwab & Co., Inc. provides good value it is impossible for us to determine if they are the true low-cost leader. In addition, permitting a client to choose their own brokerage firm may not achieve the most favourable execution of client transactions and may cost clients more money. We believe Charles Schwab & Co., Inc., CollegeInvest, and John Hancock all provide a fair value to the client.

Occasionally we will place block orders (buy many shares of a security for multiple clients and then distribute the shares to the appropriate accounts) with Charles Schwab & Co., Inc.. This does not reduce the transaction cost for the client, but it may have the potential to ensure that orders are executed at a better price or a more consistent price for all clients.

Item 13: Review of Accounts

We review each of our client accounts at least on a quarterly basis. We are looking at the portfolios to determine if we need to recommend any investment changes due to performance, rebalancing, investment strategy, risk profile, market conditions, client requests, or management fees. The portfolios are reviewed by at least one or more of the following individuals quarterly: John Kopel or Erica Mathews. Client accounts may be reviewed more frequently if extreme market conditions or significant changes have occurred. These changes could be market gains/losses, significant changes in a particular investment, new assets, or other reasons.

Clients receive a quarterly report from us that shows recommended changes, market summary and outlook, investment performance against benchmark(s), asset allocation percentages, specific investments and current values, contributions and gains/losses, returns, and a summary of fees to be deducted from accounts. We also provide tax information as needed in a client's end of year report.

Item 14: Client Referrals and Other Compensation

FCA generally does not provide any client referral compensation. If FCA Inc. choses to provide any referral compensation, then full disclosure would be made to the new client at the time of the referral.

Item 15: Custody

Financial Counseling Associates Inc. does not maintain custody of client's assets. Assets are held in the custody of Charles Schwab & Co., Inc., John Hancock, or CollegeInvest. When clients make new contributions, those funds go to the appropriate custodians and are not held or deposited by FCA Inc. Charles Schwab & Co., Inc., John Hancock, CollegeInvest, and the mutual fund companies provide monthly or quarterly statements to clients that are available electronically or by mail.

Clients are encouraged to compare the account statements they receive from us and the qualified custodian for any discrepancies.

Item 16: Investment Discretion

Financial Counseling Associates, Inc. provides discretionary advice. This means that any investment advice we recommend can be implemented without the client's approval. Clients generally are notified of suggested changes via their quarterly reports and are provided adequate time for review. If clients have questions or do not desire the suggested changes to be implemented, they can contact us to get their questions answered or direct us to change the suggested implementations. Discretionary authority also authorizes FCA Inc. to make investment changes which are believed to be in the best interest of the client without any client notification. Clients at Charles Schwab & Co., Inc. sign a power of attorney that allows us to place trades on their behalf. These trades are in accordance with the discretionary policies above. Clients that have retirement plans at John Hancock are responsible for their own investment selections. FCA Inc. will help provide investment advice for John Hancock clients upon their request.

Item 17: Voting Client Securities

Clients are responsible for voting for their own securities. Clients will receive their proxies or other solicitation directly from their custodian or transfer agent. Clients are always welcome to contact us via phone or e-mail regarding these solicitations and seek our advice. Clients may request for FCA Inc. to vote securities on their behalf. If FCA is asked to vote proxies for a client we will always vote in the best interest of the client.

Item 18: Financial Information

We have discretionary authority over funds in clients' accounts, but we do not have any financial conditions that would be reasonably likely to impair our ability to meet contractual commitments to our clients. We collect fees on a quarterly basis. We do not collect fees of more than \$1,200 per client six months or more in advance. We have never been a subject of a bankruptcy as a corporation nor as individuals.

Item 19: Requirements for State-Registered Advisers

Please see part 2B below for executive officer and management persons formal education and business background. FCA, Inc. is the primary business for all of our executive officers and management personnel. FCA, Inc. does not charge or receive any performance based fees. FCA, Inc. does not and has not had any claims or suits filed against us. FCA, Inc. does not have any arrangements with issuers of securities.

All material conflicts of interest under CCR Section 260.238 (k) are disclosed regarding the investment adviser, its representatives or any of its employees which could be reasonably expected to impair the rendering of unbiased and objective advice.

Part 2B of Form ADV: Brochure Supplement

Part 2B Item 1: Cover Page John J. Kopel

John J. Kopel (Jay)

TeamFCA@FCA-Inc.com

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Aurora, CO 80016
720-272-4419

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Aurora, CO 80016
www.FCA-Inc.com

June 24, 2024

This brochure supplement provides information about John J. Kopel that supplements the Financial Counseling Associates, Inc. brochure. You should have received a copy of that brochure. Please contact Erica Mathews at 303-810-7007 or at TeamFCA@FCA-Inc.com if you did not receive Financial Counseling Associates' brochure or if you have any question about the contents of this supplement.

Additional information about John J. Kopel is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

John Kopel (Jay) was born in 1959. Mr. Kopel received his B.S. in Business Administration/Finance in 1981 from the University of St. Thomas, St. Paul, Minnesota. He worked for Apache Corporation from 1981 to 1989. Positions included Senior Financial Analyst/Acquisitions and Treasury Manager. In 1988 he received his MBA in finance from the University of Colorado. He worked for Asset Management Group from 1989 to 1992. While at Asset Management Group, he provided financial counselling services to Chief Executive Officers and other Senior Executives at Fortune 500 companies; and was responsible for recommending securities and mutual funds for all Asset Management Group's clients. Jay Kopel has been an Owner of Financial Counseling Associates since 1993.

Item 3: Disciplinary Information

Jay has no disciplinary information to report.

Item 4: Other Business Activities

Jay Kopel has no other substantial business activities outside of FCA.

Item 5: Additional Compensation

Jay Kopel receives no sales awards, no referral fees, nor any other sources of additional income.

Item 6: Supervision

Jay Kopel is an owner of Financial Counseling Associates, Inc. Jay Kopel and Erica Mathews work as a team to implement FCA's services for clients. FCA utilizes a horizontal organization chart.

Item 7: Requirements for State-Registered

Jay Kopel has not been involved in any type of arbitration or bankruptcy.

Part 2B of Form ADV: Brochure Supplement

Part 2B Item 1: Cover Page Erica A. Mathews

Erica A. Mathews

TeamFCA@FCA-Inc.com

5710 S. Danube Circle

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303-810-7007

Financial Counseling Associates, Inc.

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June 24, 2024

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Additional information about Erica A. Mathews is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Erica Mathews was born in 1990 and is an employee of Financial Counseling Associates, Inc. Erica graduated Magna Cum Laude from the University of Colorado in 2011 with a Bachelor of Environmental Design with an emphasis in Architecture. She has worked as an Office Manager for Iofina, Architectural Designer for Jordin Architecture, a Project Manager for Kieding, and an Interior Architect for Gensler. While working for Gensler, she helped manage and design over 25 projects for one of top financial institutions in the country. Within these projects, one of her main responsibilities was maintaining the client relationship and ensuring the client's expectations were met and exceeded.

Erica has been with FCA since May 2021. Erica holds a Series 65 securities license (Investment Advisor). Erica completed the required education to become a CERTIFIED FINANCIAL PLANNER™ practitioner in October of 2020 through the College for Financial Planning. Erica has passed the Certified Financial Planner certification exam and is a CERTIFIED FINANCIAL PLANNER™ practitioner. The CERTIFIED FINANCIAL PLANNER™ Certified Financial Planner designation requires a bachelor degree, successful completion of financial education courses as approved by the CFP® board, successful passing of the comprehensive CFP® exam, a minimum of two years of experience under the supervision of another a CERTIFIED FINANCIAL PLANNER™ practitioner, and a commitment to the CFP® boards ethics requirements. The designation also requires 30 hours of continuing education every two years with 2 of those 30 hours going toward the CFP® boards ethics education requirement.

Item 3: Disciplinary Information

Erica Mathews has no disciplinary information to report.

Item 4: Other Business Activities

Erica Mathews has no other substantial business activities outside of FCA.

Item 5: Additional Compensation

Erica Mathews receives no sales awards, no referral fees, nor any other sources of additional income.

Item 6: Supervision

Erica Mathews is an employee of Financial Counseling Associates, Inc. Jay Kopel and Erica Mathews work as a team to implement FCA's services for clients. FCA utilizes a horizontal organization chart.

Item 7: Requirements for State-Registered

Erica Mathews has not been involved in any type of arbitration or bankruptcy.

Privacy Policy

FINANCIAL COUNSELING ASSOCIATES, INC. PLEDGE TO YOU

The trust of our clients is our most precious asset. Protecting your privacy and safeguarding your personal financial information is one of our highest priorities. The following Privacy Statement explains how we collect and protect your information. By using Financial Counseling Associates, Inc. services you give your consent to the collection and use of personal information by FCA as explained in this statement. Any dispute over our Privacy Statement is subject to this notice and the FCA, Inc. client agreement, including arbitration of disputes and limitation of damages.

KEY ELEMENTS OF FINANCIAL COUNSELING ASSOCIATES, INC. PRIVACY PROGRAM

- We gather personal information about our clients in order to provide services, comply with laws, safeguard assets, and improve our services.
- We do not share your information with unaffiliated companies or persons for marketing purposes without your prior permission.

WHY: Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some, but not all sharing. Federal law also requires us to tell you how we collect, share and protect your personal information. Please read this notice carefully to understand what we do.

WHAT: The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Social Security number and income.
- Account balances, account numbers, and account transactions.

HOW: All financial companies need to share customers' personal information to run their everyday business as permitted by law. For example, if you have an account at Charles Schwab & Co., Inc. we share required information with Charles Schwab & Co., Inc. to set up and maintain accounts you have at their institution. In the section below, we list the reasons financial companies can share their customers' personal information, the reasons Financial Counseling Associates, Inc. chooses to share and whether you can limit this sharing.

Reasons We Share Your Personal Information	Does FCA Share?	Can you limit Sharing?
For our everyday business purposes — Such as to process your transactions, maintain your accounts, respond to court orders and legal investigations, or report to credit bureaus. This includes sharing information with Charles Schwab & Co., Inc., John Hancock or other institutions which you have accounts where sharing is required to conduct business.	Yes	No
For our marketing purposes — To offer products and services provided or endorsed by FCA, Inc.	No	We do not Share
For joint marketing — Sharing with other financial companies to jointly market the other company's products or services	No	We do not Share
For Non-FCA companies to market to you.	No	We do not Share

WHAT WE DO

How does FCA protect my personal information?

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards, secured files and buildings.

How does FCA collect my personal information?

We collect your personal information, for example, when you:

- Open an account, or deposit money.
- Through phone conversations and meetings.

If you have any questions that this statement does not address, please contact us.