



Chestnut Street Investment Counsel, LLC

Form ADV Part 2A – Disclosure Brochure

Effective: February 23, 2021

This Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Chestnut Street Investment Counsel, LLC (“Chestnut Street” or the “Advisor”). If you have any questions about the content of this Disclosure Brochure, please contact the Advisor at (717) 947-3850 or by email at info@chestnutstreetic.com.

Chestnut Street is a registered investment advisor located in the Commonwealth of Pennsylvania. The information in this Disclosure Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about Chestnut Street to assist you in determining whether to retain the Advisor.

Additional information about Chestnut Street and its Advisory Persons is available on the SEC’s website at www.adviserinfo.sec.gov by searching with the Advisor’s firm name or CRD# 309741.

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Item 2 – Material Changes

Form ADV 2 is divided into two parts: *Part 2A (the "Disclosure Brochure")* and *Part 2B (the "Brochure Supplement")*. The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about the Advisory Persons of Chestnut Street. For convenience, the Advisor has combined these documents into a single disclosure document.

Chestnut Street believes that communication and transparency are the foundation of its relationship with Clients and will continually strive to provide its Clients with complete and accurate information at all times. Chestnut Street encourages all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with the Advisor.

Material Changes

There have been no material changes to this Disclosure Brochure since the last filing and distribution to Clients.

Future Changes

From time to time, Chestnut Street may amend this Disclosure Brochure to reflect changes in business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 309741. You may also request a copy of this Disclosure Brochure at any time by contacting the Advisor at (717) 947-3850 or by email at info@chestnutstreetic.com.

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Item 4 – Advisory Services

A. Firm Information

Chestnut Street Investment Counsel, LLC (“Chestnut Street” or the “Advisor”) is a registered investment advisor located in the Commonwealth of Pennsylvania. The Advisor is organized as a Limited Liability Company (LLC) under the laws of Pennsylvania. Chestnut Street was founded in June 2020, and is owned and operated by Beth Ann Vulopas (Principal and Chief Compliance Officer). This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Chestnut Street.

B. Advisory Services Offered

Chestnut Street offers investment advisory services to individuals, high net worth individuals, trusts, estates, retirement plans and businesses (each referred to as a “Client”).

The Advisor serves as a fiduciary to Clients, as defined under the applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Our fiduciary commitment is further described in our Code of Ethics. For more information regarding our Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Investment Management Services

Chestnut Street provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing discretionary investment management and related advisory services. Chestnut Street works closely with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio strategy. Chestnut Street will then construct an investment portfolio, consisting of individual stocks and bonds to achieve the Client’s investment goals. The Advisor may also utilize mutual funds to meet the needs of its Clients. The Advisor may retain certain types of investments based on a Client’s legacy investments based on portfolio fit and/or tax considerations.

Chestnut Street’s investment approach is primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held for less than one year to meet the objectives of the Client or due to market conditions. Chestnut Street will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by the Advisor.

Chestnut Street evaluates and selects investments for inclusion in Client portfolios only after applying its internal due diligence process. Chestnut Street may recommend, on occasion, redistributing investment allocations to diversify the portfolio. Chestnut Street may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement. Chestnut Street may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of the Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client’s risk tolerance.

At no time will Chestnut Street accept or maintain custody of a Client’s funds or securities, except for the limited authority as outlined in Item 15 - Custody. All Client assets will be managed within the designated account[s] at the Custodian, pursuant to the terms of the advisory agreement. Please see Item 12 – Brokerage Practices.

Retirement Plan Advisory Services

Chestnut Street provides investment management services (ERISA 3(38)) on behalf of the retirement plans (each a “Plan”) and the company (the “Plan Sponsor”). The Advisor’s retirement plan advisory services are designed to assist the Plan Sponsor in meeting its fiduciary obligations to the Plan and its Plan Participants. Each engagement is customized to the needs of the Plan and Plan Sponsor.

C. Client Account Management

Prior to engaging Chestnut Street to provide investment advisory services, each Client is required to enter into an investment advisory agreement with the Advisor that define the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Strategy – Chestnut Street, in connection with the Client, will develop a strategy that seeks to achieve the Client’s goals and objectives.
- Portfolio Construction – Chestnut Street will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – Chestnut Street will provide investment management and ongoing oversight of the Client’s investment portfolio.

D. Wrap Fee Programs

Chestnut Street does not manage or place Client assets into a wrap fee program. Investment management services are provided directly by Chestnut Street.

E. Assets Under Management

As of December 31, 2020 Chestnut Street manages \$ 79,103,781 in Client assets, all of which are managed on a discretionary basis. Clients may request more current information at any time by contacting the Advisor.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client engaging the Advisor for services described herein shall be required to enter into a written agreement with the Advisor.

A. Fees for Advisory Services

Investment Management Services

Investment advisory fees are paid quarterly in arrears pursuant to the terms of the investment advisory agreement. Investment advisory fees are based on the market value of assets under management at the end of the calendar quarter. Investment advisory fees are based on the following schedule:

Assets Under Management (\$)	Annual Rate (%)
First \$500,000	0.80%
Next \$1,500,000 (\$500,001 to \$2,000,000)	0.60%
\$2,000,001 and Over	0.40%

The investment advisory fee in the first quarter of service is prorated from the inception date of the account[s] to the end of the first quarter. Fees may be negotiable at the sole discretion of the Advisor. The Client's fees will take into consideration the aggregate assets under management with the Advisor. All securities held in accounts managed by Chestnut Street will be independently valued by the Custodian. Chestnut Street will not have the authority or responsibility to value portfolio securities.

The Advisor’s fee is exclusive of, and in addition to, brokerage fees, transaction fees, and other related costs and expenses, which may be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs.

Retirement Plan Advisory Services

Fees for retirement plan advisory services are paid quarterly in arrears pursuant to the terms of the retirement plan advisory agreement. Retirement plan advisory fees are based on the market value of assets under management at the end of the calendar quarter. Fees may be negotiable depending on the size and complexity of the Plan. Fees are based on the following schedule:

Assets Under Management (\$)	Annual Rate (%)
First \$500,000	0.80%
Next \$1,500,000 (\$500,001 to \$2,000,000)	0.60%
\$2,000,001 and Over	0.40%

B. Fee Billing

Investment Management Services

Investment advisory fees are calculated by the Advisor and deducted from the Client's account[s] at the Custodian. The Advisor shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client's account[s] at the respective quarter end date. The amount due is calculated by applying the quarterly rate (annual rate divided by 4) to the total assets under management with Chestnut Street at the end of each quarter. Clients will be provided with a statement, at least quarterly, from the Custodian reflecting deduction of the investment advisory fee. In addition, the Advisor will provide the Client a report itemizing the fee, including the calculation period covered by the fee, the account value and the methodology used to calculate the fee. It is the responsibility of the Client to verify the accuracy of these fees as listed on the Custodian's brokerage statement as the Custodian does not assume this responsibility. Clients provide written authorization permitting advisory fees to be deducted by Chestnut Street to be paid directly from their account[s] held by the Custodian as part of the investment advisory agreement and separate account forms provided by the Custodian.

Retirement Plan Advisory Services

Retirement plan advisory fees may be directly invoiced to the Plan Sponsor or deducted from the assets of the Plan, depending on the terms of the retirement plan advisory agreement.

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties, other than Chestnut Street, in connection with investments made on behalf of the Client's account[s]. The Client is responsible for all custody and securities execution fees charged by the Custodian, if applicable. The Advisor's recommended custodian does not charge securities transaction fees for ETFs and equity trades in Client accounts, provided that the Client's accounts meet the terms and conditions of the Custodian's brokerage requirements. However the Custodian typically charges for mutual funds and other types of investments. The fees charged by Chestnut Street are separate and distinct from these custody and execution fees.

In addition, all fees paid to Chestnut Street for investment advisory services are separate and distinct from the expenses charged by mutual funds and ETFs to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client may be able to invest in these products directly, without the services of Chestnut Street, but would not receive the services provided by Chestnut Street which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by Chestnut Street to fully understand the total fees to be paid. Please refer to Item 12 – Brokerage Practices for additional information.

D. Advance Payment of Fees and Termination

Investment Management Services

Investment advisory fees are paid quarterly in arrears pursuant to the terms of the investment advisory agreement. Either party may terminate the investment advisory agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the investment advisory agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. The Client's investment advisory agreement with the Advisor is non-transferable without the Client's prior consent.

Retirement Plan Advisory Services

Chestnut Street is compensated for its retirement plan advisory services at the end of the quarter after services are rendered. Either party may terminate the retirement plan advisory agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the retirement plan advisory agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon termination, the Client shall be responsible for retirement plan advisory fees up to and including the effective date of termination. The Client's retirement plan advisory agreement with the Advisor is non-transferable without the Client's prior consent.

E. Compensation for Sales of Securities

Chestnut Street does not buy or sell securities to earn commissions and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above.

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

Chestnut Street does not charge performance-based fees for its investment advisory services. The fees charged by Chestnut Street are as described in Item 5 above and are not based upon the capital appreciation of the funds or securities held by any Client.

Chestnut Street does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment options to its Clients.

Item 7 – Types of Clients

Chestnut Street offers investment advisory services to individuals, high net worth individuals, trusts, estates, retirement plans and businesses. The amount of each type of Client is available on Chestnut Street's Form ADV Part 1A. These amounts may change over time and are updated at least annually by the Advisor. Chestnut Street generally does not impose a minimum relationship size.

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

A. Methods of Analysis

Chestnut Street employs fundamental and technical analysis methods in developing investment strategies for its Clients. Research and analysis from Chestnut Street are derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

Fundamental analysis utilizes economic and business indicators as investment selection criteria. This criteria consists generally of ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Assets are deemed suitable if they meet certain criteria to indicate that they are a strong investment with a value discounted by the market. While this type of analysis helps the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in the fundamental analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in Item 13 – Review of Accounts.

Technical analysis involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends, which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that Chestnut Street will be able to accurately predict such a reoccurrence.

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As noted above, Chestnut Street generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. Chestnut Street will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, Chestnut Street may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class.

B. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Chestnut Street will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

While the methods of analysis help the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in these methods of analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in Item 13 – Review of Accounts.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account[s]. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process. Following are some of the risks associated with Advisor's investment approach:

Market Risks

The value of a Client's holdings may fluctuate in response to events specific to companies or markets, as well as economic, political, or social events in the U.S. and abroad. This risk is linked to the performance of the overall financial markets.

Bond Risks

Bonds are subject to specific risks, including the following: (1) interest rate risks, i.e. the risk that bond prices will fall if interest rates rise, and vice versa, the risk depends on two things, the bond's time to maturity, and the coupon rate of the bond. (2) reinvestment risk, i.e. the risk that any profit gained must be reinvested at a lower rate than was previously being earned, (3) inflation risk, i.e. the risk that the cost of living and inflation increase at a rate that exceeds the income investment thereby decreasing the investor's rate of return, (4) credit default risk, i.e. the risk associated with purchasing a debt instrument which includes the possibility of the company defaulting on its repayment obligation, (5) rating downgrades, i.e. the risk associated with a rating agency's downgrade of the company's rating which impacts the investor's confidence in the company's ability to repay its debt and (6) Liquidity Risks, i.e. the risk that a bond may not be sold as quickly as there is no readily available market for the bond.

Mutual Fund Risks

The performance of mutual funds is subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily therefore a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving Chestnut Street or any of its Supervised Persons. Chestnut Street values the trust you place in the Advisor. The Advisor encourages Clients to perform the requisite due diligence on any advisor or service provider with whom the Client engages. The backgrounds of the Advisor and its Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 309741.

Item 10 – Other Financial Industry Activities and Affiliations

The sole business of Chestnut Street and Ms. Vulopas is to provide investment advisory services to its Clients. Neither Chestnut Street nor its Advisory Persons are involved in other business endeavors. Chestnut Street does not maintain any affiliations with other firms, other than contracted service providers to assist with the servicing of its Client's accounts.

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

A. Code of Ethics

Chestnut Street has implemented a Code of Ethics (the "Code") that defines the Advisor's fiduciary commitment to each Client. This Code applies to all persons associated with Chestnut Street ("Supervised Persons"). The Code was developed to provide general ethical guidelines and specific instructions regarding the Advisor's duties to each Client. Chestnut Street and its Supervised Persons owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of Chestnut Street's Supervised Persons to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code covers a range of topics that address employee ethics and conflicts of interest. To request a copy of the Code, please contact the Advisor at (717) 947-3850 or via email at info@chestnutstreetic.com.

B. Personal Trading with Material Interest

Chestnut Street allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Chestnut Street does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. Chestnut Street does not have a material interest in any securities traded in Client accounts.

C. Personal Trading in Same Securities as Clients

Chestnut Street allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities that are recommended (purchase or sell) to Clients presents a conflict of interest that, as fiduciaries, must be disclosed to Clients and mitigated through policies and procedures. As noted above, the Advisor has adopted the Code to address insider trading (material non-public information controls); gifts and entertainment; outside business activities and personal securities reporting. When trading for personal accounts, Supervised Persons have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by Chestnut Street requiring reporting of personal securities trades by its Supervised Persons for review by the Chief Compliance Officer ("CCO") or delegate. The Advisor has also adopted written policies and procedures to detect the misuse of material, non-public information.

D. Personal Trading at Same Time as Client

While Chestnut Street allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or

traded afterwards. **At no time will Chestnut Street, or any Supervised Person of Chestnut Street, transact in any security to the detriment of any Client.**

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

Chestnut Street does not have discretionary authority to select the broker-dealer/custodian for custody and execution services. The Client will engage the broker-dealer/custodian (herein the "Custodian") to safeguard Client assets and authorize Chestnut Street to direct trades to the Custodian as agreed upon in the investment advisory agreement. Further, Chestnut Street does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis.

Where Chestnut Street does not exercise discretion over the selection of the Custodian, it may recommend the Custodian[s] to Clients for custody and execution services. Clients are not obligated to use the Custodian recommended by the Advisor and will not incur any extra fee or cost associated with using a Custodian not recommended by Chestnut Street. However, the Advisor may be limited in the services it can provide if the recommended Custodian is not engaged. Chestnut Street may recommend the Custodian based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, and its reputation and/or the location of the Custodian's offices.

Chestnut Street will generally recommend that Clients establish their account[s] at Charles Schwab & Co., Inc. ("Schwab"), a FINRA-registered broker-dealer and member SIPC. Schwab will serve as the Client's "qualified custodian". Chestnut Street maintains an institutional relationship with Schwab, whereby the Advisor receives economic benefits from Schwab (Please see Item 14 below.)

Following are additional details regarding the brokerage practices of the Advisor:

1. Soft Dollars - Soft dollars are revenue programs offered by broker-dealers/custodians whereby an advisor enters into an agreement to place security trades with a broker-dealer/custodian in exchange for research and other services. **Chestnut Street does not participate in soft dollar programs sponsored or offered by any broker-dealer/custodian. However, the Advisor receives certain economic benefits from the Custodian. Please see Item 14 – Client Referrals and Other Compensation.**

2. Brokerage Referrals - Chestnut Street does not receive any compensation from any third party in connection with the recommendation for establishing an account.

3. Directed Brokerage - All Clients are serviced on a "directed brokerage basis", where Chestnut Street will place trades within the established account[s] at the Custodian designated by the Client. Further, all Client accounts are traded within their respective brokerage account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). Chestnut Street will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the Custodian.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of the order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. Chestnut Street will execute its transactions through the Custodian as authorized by the Client. Chestnut Street may aggregate orders in a block trade or trades when securities are purchased or sold through the same broker-dealer for multiple (discretionary) accounts in the same trading day. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage any particular Client accounts.

Item 13 – Review of Accounts

A. Frequency of Reviews

Securities in Client accounts are monitored on a regular basis by Beth Ann Vulopas, Chief Compliance Officer of Chestnut Street. Formal reviews are generally conducted at least annually or more frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account[s]. The Client is encouraged to notify Chestnut Street if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the Custodian. These brokerage statements are sent directly from the Custodian to the Client. The Client may also establish electronic access to the Custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 – Client Referrals and Other Compensation

A. Compensation Received by Chestnut Street

Chestnut Street is a fee-based advisory firm, that is compensated solely by its Clients and not from any investment product. Chestnut Street does not receive commissions or other compensation from product sponsors, broker-dealers or any un-related third party. Chestnut Street may refer Clients to various unaffiliated, non-advisory professionals (e.g. attorneys, accountants, estate planners) to provide certain financial services necessary to meet the goals of its Clients. Likewise, Chestnut Street may receive non-compensated referrals of new Clients from various third-parties.

Participation in Institutional Advisor Platform

Chestnut Street has established an institutional relationship with Schwab through its "Schwab Advisor Services" unit, a division of Schwab dedicated to serving independent advisory firms like Chestnut Street. As a registered investment advisor participating on the Schwab Advisor Services platform, Chestnut Street receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Schwab. Services provided by Schwab Advisor Services benefit the Advisor and many, but not all services provided by Schwab will benefit Clients. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Services that Benefit the Client – Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client's funds and securities. Through Schwab, the Advisor may be able to access certain investments and asset classes that the Client would not be able to obtain directly or through other sources. Further, the Advisor may be able to invest in certain mutual funds and other investments without having to adhere to investment minimums that might be required if the Client were to directly access the investments.

Services that May Indirectly Benefit the Client – Schwab provides participating advisors with access to technology, research, discounts and other services. In addition, the Advisor receives duplicate statements for Client accounts, the ability to deduct advisory fees, trading tools, and back office support services as part of its

relationship with Schwab. These services are intended to assist the Advisor in effectively managing accounts for its Clients, but may not directly benefit all Clients.

Services that May Only Benefit the Advisor – Schwab also offers other services to Chestnut Street that may not benefit the Client, including: educational conferences and events, financial start-up support, consulting services and discounts for various service providers. Access to these services creates a financial incentive for the Advisor to recommend Schwab, which results in a conflict of interest. Chestnut Street believes, however, that the selection of Schwab as Custodian is in the best interests of its Clients.

B. Client Referrals from Solicitors

Chestnut Street does not engage paid solicitors for Client referrals.

Item 15 – Custody

Chestnut Street does not accept or maintain custody of any Client accounts, except for the authorized deduction of the Advisor's fees. All Clients must place their assets with a "qualified custodian". Clients are required to engage the Custodian to retain their funds and securities and direct the Advisor to utilize that Custodian for the Client's security transactions. The ability to deduct its fees results in the Advisor having a limited form of custody, which is mitigated as follows.

Prior to the Advisor deducting fees from the Custodian, the Advisor will: i) obtain written authorization from the Client to deduct its investment advisory fees from the Custodian; ii) provide written instruction to the Custodian with the amount to be deducted from the Client's account[s]; and iii) provide the Client a report itemizing the fee, including the calculation period covered by the fee, the account value and the methodology used to calculate the fee. Clients should review statements provided by the Custodian and compare to any reports provided by the Advisor to ensure accuracy, as the Custodian does not perform this review. For more information about custodians and brokerage practices, see Item 12 - Brokerage Practices.

Item 16 – Investment Discretion

Chestnut Street generally has discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by Chestnut Street. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an investment advisory agreement containing all applicable limitations to such authority. All discretionary trades made by Chestnut Street will be in accordance with each Client's investment objectives and goals.

Item 17 – Voting Client Securities

Chestnut Street will vote proxies on behalf of Clients pursuant to the proxy voting authority granted through the investment advisory agreement. Chestnut Street will seek to vote proxies in the best interest of its Clients. If any material conflict between the Advisor's interests and the Client, Chestnut Street will disclose the conflict to the Client before proxies are voted. Clients may request a copy of our written policies and procedures by contacting the Advisor at (717) 947-3850 or by email info@chestnutstreetic.com.

Item 18 – Financial Information

Neither Chestnut Street, nor its management, have any adverse financial situations that would reasonably impair the ability of Chestnut Street to meet all obligations to its Clients. Neither Chestnut Street, nor any of its Advisory Persons, have been subject to a bankruptcy or financial compromise. Chestnut Street is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect advance fees of \$500 or more for services to be performed six months or more in the future.

Item 19 – Requirements for State Registered Advisors

A. Educational Background and Business Experience of Principal Officer

The Principal Officer of Chestnut Street is Beth Ann Vulopas. Information regarding the formal education and background of Ms. Vulopas is included in her ADV Part 2B – Disclosure Brochure below.

B. Other Business Activities of Principal Officer

Ms. Vulopas is dedicated to the investment advisory activities of Chestnut Street's Clients. Ms. Vulopas does not have any other business activities.

C. Performance Fee Calculations

Chestnut Street does not charge performance-based fees for its investment advisory services. The fees charged by Chestnut Street are as described in Item 5 – Fees and Compensation above and are not based upon the capital appreciation of the funds or securities held by any Client.

D. Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Chestnut Street or Ms. Vulopas.

Neither Chestnut Street nor Ms. Vulopas has ever been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Chestnut Street or Ms. Vulopas.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. As previously noted, there are no legal, civil or disciplinary events to disclose regarding Chestnut Street or Ms. Vulopas.

E. Material Relationships with Issuers of Securities

Neither Chestnut Street nor Ms. Vulopas has any relationships or arrangements with issuers of securities.

Form ADV Part 2B – Brochure Supplement

for

**Beth Ann Vulopas
Principal and Chief Compliance Officer**

Effective: February 23, 2021

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of Beth Ann Vulopas (CRD# 7100150) in addition to the information contained in the Chestnut Street Investment Counsel, LLC (“Chestnut Street” or the “Advisor”, CRD# 309741) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Chestnut Street Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (717) 947-3850 or by email at info@chestnutstreetic.com.

Additional information about Ms. Vulopas is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with her full name or her Individual CRD# 7100150.

Item 2 – Educational Background and Business Experience

Beth A. Vulopas, born in 1967, is dedicated to advising Clients of Chestnut Street as the Principal and Chief Compliance Officer. Ms. Vulopas attended classes at Millersville University. Additional information regarding Ms. Vulopas's employment history is included below.

Employment History:

Principal and Chief Compliance Officer, Chestnut Street Investment Counsel, LLC	07/2020 to Present
Investment Advisor, Financial Advisory Services, LLC	09/2019 to 07/2020
Investment Advisor, Atwater Malick	03/2019 to 07/2019
Administrative Assistant, Wheatland Advisors Investment Counsel	09/1998 to 02/2019

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Ms. Vulopas. Ms. Vulopas has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Ms. Vulopas.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. **As previously noted, there are no legal, civil or disciplinary events to disclose regarding Ms. Vulopas.**

However, we do encourage you to independently view the background of Ms. Vulopas on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with her full name or her Individual CRD# 7100150.

Item 4 – Other Business Activities

Ms. Vulopas is dedicated to the investment advisory activities of Chestnut Street's Clients. Ms. Vulopas does not have any other business activities.

Item 5 – Additional Compensation

Ms. Vulopas is dedicated to the investment advisory activities of Chestnut Street's Clients. Ms. Vulopas does not receive any additional forms of compensation.

Item 6 – Supervision

Ms. Vulopas serves as the Principal and Chief Compliance Officer of Chestnut Street. Ms. Vulopas can be reached at (717) 947-3850.

Chestnut Street has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Chestnut Street. Further, Chestnut Street is subject to regulatory oversight by various agencies. These agencies require registration by Chestnut Street and its Supervised Persons. As a registered entity, Chestnut Street is subject to examinations by regulators, which may be announced or unannounced. Chestnut Street is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Item 7 – Requirements for State Registered Advisors

A. Arbitrations and Regulatory Proceedings

State regulations require disclosure if any Supervised Person of the Advisor is subject to:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a. an investment or an investment-related business or activity;
 - b. fraud, false statement(s), or omissions;
 - c. theft, embezzlement, or other wrongful taking of property;
 - d. bribery, forgery, counterfeiting, or extortion; or
 - e. dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - a. an investment or an investment-related business or activity;
 - b. fraud, false statement(s), or omissions;
 - c. theft, embezzlement, or other wrongful taking of property;
 - d. bribery, forgery, counterfeiting, or extortion; or
 - e. dishonest, unfair, or unethical practices.

Ms. Vulopas does not have any disclosures to make regarding this Item.

B. Bankruptcy

If a Supervised Person has been the subject of a bankruptcy petition, that fact and the details must be disclosed.

Ms. Vulopas does not have any disclosures to make regarding this Item.

Form ADV Part 2B – Brochure Supplement

for

**Richard P. Heilig
Portfolio Manager**

Effective: February 23, 2021

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of Richard P. Heilig (CRD# 4347661) in addition to the information contained in the Chestnut Street Investment Counsel, LLC (“Chestnut Street” or the “Advisor”, CRD# 309741) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Chestnut Street Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (717) 947-3850 or by email at info@chestnutstreetic.com.

Additional information about Mr. Heilig is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 4347661.

Item 2 – Educational Background and Business Experience

Richard P. Heilig, born in 1947, is dedicated to advising Clients of Chestnut Street as a Portfolio Manager. Mr. Heilig earned a Bachelor of Science in Political Science from Westminster College in 1969. Additional information regarding Mr. Heilig's employment history is included below.

Employment History:

Portfolio Manager, Chestnut Street Investment Counsel, LLC	07/2020 to Present
Unemployed	10/2019 to 06/2020
Managing Director, Wheatland Advisors Investment Counsel wholly owned subsidiary of Orrstown Financial Services, Inc.	01/2017 to 09/2019
Principal, Owner, Wheatland Advisors Investment Counsel	08/1987 to 12/2016

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Heilig. Mr. Heilig has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Heilig.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. **As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Heilig.**

However, we do encourage you to independently view the background of Mr. Heilig on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 4347661.

Item 4 – Other Business Activities

Mr. Heilig is dedicated to the investment advisory activities of Chestnut Street's Clients. Mr. Heilig does not have any other business activities.

Item 5 – Additional Compensation

Mr. Heilig is dedicated to the investment advisory activities of Chestnut Street's Clients. Mr. Heilig does not receive any additional forms of compensation.

Item 6 – Supervision

Mr. Heilig serves as a Portfolio Manager of Chestnut Street and is supervised by Beth Ann Vulopas, the Chief Compliance Officer. Ms. Vulopas can be reached at (717) 947-3850.

Chestnut Street has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Chestnut Street. Further, Chestnut Street is subject to regulatory oversight by various agencies. These agencies require registration by Chestnut Street and its Supervised Persons. As a registered entity, Chestnut Street is subject to examinations by regulators, which may be announced or unannounced. Chestnut Street is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Item 7 – Requirements for State Registered Advisors

A. Arbitrations and Regulatory Proceedings

State regulations require disclosure if any Supervised Person of the Advisor is subject to:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a. an investment or an investment-related business or activity;
 - b. fraud, false statement(s), or omissions;
 - c. theft, embezzlement, or other wrongful taking of property;
 - d. bribery, forgery, counterfeiting, or extortion; or
 - e. dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - a. an investment or an investment-related business or activity;
 - b. fraud, false statement(s), or omissions;
 - c. theft, embezzlement, or other wrongful taking of property;
 - d. bribery, forgery, counterfeiting, or extortion; or
 - e. dishonest, unfair, or unethical practices.

Mr. Heilig does not have any disclosures to make regarding this Item.

B. Bankruptcy

If a Supervised Person has been the subject of a bankruptcy petition, that fact and the details must be disclosed.

Mr. Heilig does not have any disclosures to make regarding this Item.

Privacy Policy

Effective: February 23, 2021

Our Commitment to You

Chestnut Street Investment Counsel, LLC (“Chestnut Street” or the “Advisor”) is committed to safeguarding the use of personal information of our Clients (also referred to as “you” and “your”) that we obtain as your Investment Advisor, as described here in our Privacy Policy (“Policy”).

Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything that we can to maintain that trust. Chestnut Street (also referred to as “we”, “our” and “us”) protects the security and confidentiality of the personal information we have and implements controls to ensure that such information is used for proper business purposes in connection with the management or servicing of our relationship with you.

Chestnut Street does not sell your non-public personal information to anyone. Nor do we provide such information to others except for discrete and reasonable business purposes in connection with the servicing and management of our relationship with you, as discussed below.

Details of our approach to privacy and how your personal non-public information is collected and used are set forth in this Policy.

Why you need to know?

Registered Investment Advisors (“RIAs”) must share some of your personal information in the course of servicing your account. Federal and State laws give you the right to limit some of this sharing and require RIAs to disclose how we collect, share, and protect your personal information.

What information do we collect from you?

Driver’s license number	Date of birth
Social security or taxpayer identification number	Assets and liabilities
Name, address and phone number[s]	Income and expenses
E-mail address[es]	Investment activity
Account information (including other institutions)	Investment experience and goals

What Information do we collect from other sources?

Custody, brokerage and advisory agreements	Account applications and forms
Other advisory agreements and legal documents	Investment questionnaires and suitability documents
Transactional information with us or others	Other information needed to service account

How do we protect your information?

To safeguard your personal information from unauthorized access and use we maintain physical, procedural and electronic security measures. These include such safeguards as secure passwords, encrypted file storage and a secure office environment. Our technology vendors provide security and access control over personal information and have policies over the transmission of data. Our associates are trained on their responsibilities to protect Client’s personal information.

We require third parties that assist in providing our services to you to protect the personal information they receive from us.

How do we share your information?

An RIA shares Client personal information to effectively implement its services. In the section below, we list some reasons we may share your personal information.

Basis For Sharing	Do we share?	Can you limit?
Servicing our Clients We may share non-public personal information with non-affiliated third parties (such as administrators, brokers, custodians, regulators, credit agencies, other financial institutions) as necessary for us to provide agreed upon services to you, consistent with applicable law, including but not limited to: processing transactions; general account maintenance; responding to regulators or legal investigations; and credit reporting.	Yes	No
Marketing Purposes Chestnut Street does not disclose, and does not intend to disclose, personal information with non-affiliated third parties to offer you services. Certain laws may give us the right to share your personal information with financial institutions where you are a customer and where Chestnut Street or the client has a formal agreement with the financial institution. We will only share information for purposes of servicing your accounts, not for marketing purposes.	No	Not Shared
Authorized Users Your non-public personal information may be disclosed to you and persons that we believe to be your authorized agent[s] or representative[s].	Yes	Yes
Information About Former Clients Chestnut Street does not disclose and does not intend to disclose, non-public personal information to non-affiliated third parties with respect to persons who are no longer our Clients.	No	Not Shared

Changes to our Privacy Policy

We will send you a copy of this Policy annually for as long as you maintain an ongoing relationship with us.

Periodically we may revise this Policy and will provide you with a revised Policy if the changes materially alter the previous Privacy Policy. We will not, however, revise our Privacy Policy to permit the sharing of non-public personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing.

Any Questions?

You may ask questions or voice any concerns, as well as obtain a copy of our current Privacy Policy by contacting us at (717) 947-3850 or via email at info@chestnutstreetic.com.