

Part 2A of Form ADV: Firm Brochure

Item 1: Cover Page

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03/22/24

This brochure provides information about the qualifications and business practices of Brookline Investments, Inc. If you have any questions about the contents of this brochure, please contact us at 205-263-2332 or rtwiford@brooklineinvestments.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 with the United State Securities and Exchange Commission does not imply a certain level of skill or training.

Additional information about Brookline Investments, Inc., is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 109239.

Item 2: Material Changes

This Item requires us to summarize any material change to our Form ADV Part 2A (Firm Brochure) since our last update dated 09/20/23. While we do not believe that the following changes are material to our overall financial or business situation, we have nonetheless summarized our change to the current Form ADV Part 2A below; additional details regarding the “material change” summary listed here are contained within the referenced section(s).

This Brochure dated March 22, 2024, is an amendment to our brochure dated September 20, 2023. We have made the following material change to this document:

- **Item 4: Advisory Business**

We updated the amount of Assets Under Management, as follows:

Assets Under Management

As of December 31, 2023, Brookline was managing approximately \$326,361,636 in clients' assets on a discretionary basis and approximately \$5,278,210 of clients' assets on a non-discretionary basis.

- **Item 9: Disciplinary Information**

Brookline removed information about Madding King from a disclosure regarding a 2016 civil litigation matter that related to Madding and the entity, Brookline Group; because Madding is no longer an Investment Adviser Representative or management person of Brookline Investments, the information previously included about Madding was removed because it is no longer relevant.

Item 3: Table of Contents

Item 1	Cover Page
Item 2	Material Changes
Item 3	Table of Contents
Item 4	Advisory Business
Item 5	Fees and Compensation
Item 6	Performance-Based Fees and Side-By-Side Management
Item 7	Types of Clients
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss
Item 9	Disciplinary Information
Item 10	Other Financial Industry Activities and Affiliations
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading
Item 12	Brokerage Practices
Item 13	Review of Accounts
Item 14	Client Referrals and Other Compensation
Item 15	Custody
Item 16	Investment Discretion
Item 17	Voting Client Securities
Item 18	Financial Information

Item 4: Advisory Business

Firm Description

Brookline Investments, Inc. ("Brookline") is an Investment Advisory Firm registered with the U.S. Securities and Exchange Commission ("SEC"). Brookline is located in Birmingham, Alabama, and began conducting business in 1999.

Principal Owners

Brookline is an independently owned and operated firm that is wholly owned by Brookline Financial Partners, Inc. In turn, Brookline Financial Partners, Inc. is wholly owned by J. Rainer Twiford, who serves as President & CEO of Brookline.

Types of Advisory Services

Brookline provides investment advice to individuals, trusts, estates, pension and profit-sharing plans, pooled investment vehicles, and other corporations and business entities.

Separately Managed Accounts

Brookline manages individual, family, and corporate wealth through separately managed accounts ("SMAs") which provide clients with continuous and regular investment advisory services. Our approach is one that is consultative rather than focused upon generating fees. We spend time getting to know our clients' goals, objectives, and risk tolerance before suggesting an investment strategy.

We consult with our clients on a number of wealth preservation strategies. In addition to estate planning, we also consult on large, concentrated single stock positions. We have a number of clients whose wealth was achieved as a result of the sale of their business to a publicly traded company in a stock-for-stock swap. Because most of the client's net worth may reside in a publicly traded stock, we generally advise our clients to protect that value through a variety of hedging strategies.

We also are frequently asked by our clients to review and/or recommend suitable alternative investments (like real estate, venture capital, commodities and private investments) for their portfolios, in an effort to achieve greater diversification. We believe that a well-diversified portfolio should be comprised of both stocks and bonds, as well as alternative investments.

Client Profile

We review our clients' investments, and manage the accounts based on the individual needs of each client. Through client meetings, we strive to acquire a thorough understanding of the client's financial picture, including the nature of the client's current assets, as well as their future financial goals and objectives. We make recommendations on investment allocations based upon this review of the client's financial situation, current and future needs and desires, combined with the client's tolerance for risk. Once an asset allocation has been agreed upon between us and the client, we will either make recommendations on investment strategy and individual securities ourselves, or work with the client in selecting a sub-adviser to recommend appropriate investment strategies and securities (for both single-asset class accounts as well as multi-asset class accounts). Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Investment Discretion

Investment discretion is exercised in concert with our investment philosophy, as well as any investment guidelines (such as an Investment Policy Statement) or restrictions imposed by the client that have been accepted by our firm. Any changes or amendments to this discretionary authority must be provided in writing by the client and accepted by Brookline. Pursuant to the Investment Advisory Agreement with a client that grants investment discretion, we hold a limited power of attorney to act without prior consultation, based upon the client's general direction and financial objectives; we have discretion for the type and amount of securities to be bought or sold, the broker/dealer to be used, and the commission rates to be paid.

Selection and Use of Sub-Advisers

We generally place assets under management with unaffiliated Registered Investment Advisers that are well-known money managers (sub-advisers) who have been subject to our due diligence reviews. We do not pick stocks; rather, our approach is to manage the investment process for our clients by suggesting an appropriate asset allocation, and then monitoring the sub-advisers with whom we place accounts. Our clients' assets are managed in separate accounts and may be managed on either a discretionary or non-discretionary basis. We utilize sub-advisers, particularly with respect to investments in individual equities. We identify which sub-adviser's portfolio management style is appropriate for each client, taking into consideration account size, risk tolerance, the investment objectives of each client and the investment philosophy of the selected sub-adviser. Multiple sub-advisors may be selected for a single client. Clients should refer to the selected sub-adviser's Firm Brochure or other disclosure document for a full description of the services offered.

We regularly review the sub-adviser's investment strategies and discuss these strategies with the sub-adviser. The sub-adviser will perform services such as providing general investment advice and execution of trades on behalf of the designated clients. Whether recommendations are made by Brookline directly or by a sub-adviser, we monitor the performance of each clients' portfolio and provide a summary report to each client on at least a quarterly basis.

Fees

Our annual fee for SMA investment advisory services generally ranges from 1.00% to 1.75%. In return for the sub-advisory services, we pay the sub-adviser a percentage of this fee. The fee paid to the sub-adviser will not increase the total fee the client pays for the collective investment advisory service provided. Rather, we will pay such fee to the sub-adviser out of the fee the client has agreed to pay us under our Investment Advisory Agreement.

Mutual Funds

Although mutual funds are available for clients to purchase in the marketplace, we generally do not recommend mutual funds. In the event that a mutual fund is recommended as an investment vehicle for clients, then such clients may pay an investment advisory fee to acquire mutual funds through Brookline instead of acquiring such mutual funds directly from the mutual fund company. Similarly, if client portfolios include mutual funds, including money market funds, the client will pay two investment advisory fees: one to Brookline and one to the manager of the mutual funds or money market fund.

Pooled Investment Vehicles / Limited Liability Companies (LLCs) / Private Funds

Brookline sponsors and manages pooled investment vehicles through Limited Liability Companies (LLCs) that operate as private funds that are privately placed with eligible investors (accredited investors), when the LLC/private fund investment is consistent with the investor's investment objectives, tolerance for risk, and liquidity requirements. These LLCs/private funds are not required to be registered as investment companies under the Investment Company Act of 1940 in reliance upon an exemption available to such funds whose securities are not publicly offered (and operate as pooled investment vehicles / private funds). Additional information about these LLCs/private funds is contained below (see Items 5, 6, 7, 10, 11 and 15).

Brookline clients who invest in Brookline-affiliated LLCs/private funds are not charged any additional investment advisory fees other than the fees allocated to the members of the LLCs. In exchange for investment management and administrative services, Brookline collects quarterly management fees from the LLCs/private funds:

- For most LLCs, management fees range from 0% to 2.0% per annum based on the capital contributions (or capital commitments) to the LLC/private fund.
- For one (1) LLC, the management fees equal 2.0% per annum based on the capital contributions (or capital commitments) during the investment period, but after the conclusion of the investment period management fees are based on each Member's pro rata share of the invested capital of the LLC.
- For one (1) LLC, the management fees equal 1.25% per annum based on each Member's pro rata share of Fair Market Value (FMV) (which is based on the annualized monthly average of FMV).
- For one (1) LLC, the management fees equal 2.0% per annum based on each Member's pro rata share of Fair Market Value (FMV) (which is based on the annualized monthly average of FMV).

Management fees are payable quarterly by the LLCs/private funds to Brookline, either in advance or in arrears, as specified in the relevant Private Placement Memorandum and other organizational documents. Incentive fees may also be collected if certain performance thresholds are achieved by the LLCs/private funds. Clients who invest in these LLCs should refer to the Private Placement Memorandum and other organizational documents for additional information and disclosures about fees, risks and about Brookline's relationship with each of the LLCs.

Assets Under Management

As of December 31, 2023, Brookline was managing approximately \$331,639,846 in clients' assets on a discretionary basis and approximately \$ 5,278,210 of clients' assets on a non-discretionary basis.

Item 5: Fees and Compensation

Separately Managed Accounts

Fee arrangements are made by mutual agreement with the client. We charge the client a negotiated percentage of the value of the assets under management, a fixed fee for consulting services, or a different fee specifically negotiated with the client. The total annual fee for Investment Advisory Services generally ranges from 1.00% to 1.75%. From the overall fee we receive, Brookline then pays the sub-advisor on the client's account a percentage of this fee that is paid to Brookline. The fee Brookline pays to the sub-adviser will not increase the total fee the client pays for the collective investment advisory service provided (rather, in such cases, Brookline shares a portion of its fee). Brookline may group certain related client accounts for the purpose of achieving the minimum account size requirements and determining the annualized fee.

Pooled Investment Vehicles / Limited Liability Companies (LLCs) / Private Funds

In exchange for investment management and administrative services, Brookline collects quarterly management fees from the LLCs/private funds. The management fees range from 0% to 2.0% per annum based on capital contributions (or capital commitments) to the LLC/private fund.

- For most LLCs, the management fees range from 0% to 2.0% per annum based on the capital contributions (or capital commitments) to the LLC/private fund.
- For one (1) LLC, the management fees equal 2.0% per annum based on the capital contributions (or capital commitments) during the investment period, but after the conclusion of the investment period management fees are based on each Member's pro rata share of the invested capital of the LLC.
- For one (1) LLC, the management fees equal 1.25% per annum based on each Member's pro rata share of Fair Market Value (FMV) (based on the annualized monthly average of FMV).
- For one (1) LLC, the management fees equal 2.0% per annum based on each Member's pro rata share of Fair Market Value (FMV) (which is based on the annualized monthly average of FMV).

Management fees are payable quarterly in advance or in arrears by the LLCs/private funds to Brookline. Incentive fees may also be collected if certain performance thresholds are achieved by the LLCs/private funds. Brookline clients that invest in Brookline-affiliated LLCs/private funds are not charged a SMA fee on such investments; rather, Brookline clients that invest in Brookline-affiliated LLCs/private funds invest directly in the LLC/private fund (and not through their SMA account). Fees charged by Brookline directly to each LLC/private fund are allocated to the

members of each of the LLCs, so each LLC/private fund investor pays their proportionate share, but SMA-related fees would not apply. Clients who invest in these LLCs should refer to the Private Placement Memorandum and other organizational documents for additional information and disclosures about fees, risks and about Brookline's relationship with each of the LLCs.

Fee Billing / Direct Debit of Fees

For accounts where Brookline has investment discretion, our fee is a percentage of the assets under management. Fees for SMAs are calculated and charged quarterly in arrears based upon assets under management at quarter end. Some pooled investment vehicles/LLCs/private funds may have quarterly fees charged in advance; all terms, including fees, are specified in the private placement memorandum/organizational documents for each LLC/private fund. We typically send an invoice to the client within 20 days of the end of the quarter and the client is requested to direct the account custodian to pay this fee directly from the account to us. We also have discretionary arrangements with clients wherein we are authorized to withdraw fees payable directly from their account with a qualified custodian. Because the custodian does not calculate the fee to be deducted, it is important for clients to carefully review the account statements received from their custodian to verify, among other things, the accuracy of the calculation. Clients should contact us immediately if they believe that the fee calculation contains an error. Neither Brookline nor our investment advisory representatives receive securities commissions from transactions related to discretionary accounts.

Limited Negotiability of Advisory Fees

We retain the right to negotiate alternative fees on a client-by-client basis. The circumstances and individual needs of the client are considered when determining the fee schedule. These may include the complexity of the client assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and other factors. The specific annual fee schedule is identified by mutual agreement between our firm and each client and is memorialized within each client's Investment Advisory Agreement.

Termination of the Advisory Relationship

The client may terminate the Investment Advisory Agreement within five days from the date of the Agreement; in such instance all fees paid by the client will be refunded.

Thereafter, either party may terminate the Investment Advisory Agreement upon written notice as specified in the Agreement to the other party by certified or registered mail or by other prompt means of sending that provides proof of delivery. No penalty will be charged for termination. Fee refunds to the client after the initial five-day cancellation period will depend upon the services we have performed as of the

termination date or be dependent upon the agreement with the client as to compensation. In calculating a client's reimbursement of fees, we will prorate the reimbursement according to the number of days in the billing period.

Fees and Expenses Payable to Others

Clients are responsible for paying custodian fees, and brokerage and other transaction costs related to investing in securities. Please refer to the Brokerage Practices section (Item 12) of this Form ADV for additional information about brokerage fees.

Pooled Investment Vehicles / Limited Liability Companies (LLCs) / Private Funds

Brookline or its related person acts as the managing member and/or the investment advisor to several LLCs/private funds and has responsibility for investment management and administration of the LLCs/private funds business and investments. Brookline may choose to utilize sub-advisors in the management of the LLCs/private funds. In exchange for services provided, Brookline collects quarterly management fees or investment advisory fees, according to the terms of the relevant LLC/private placement memorandum or organizational documents (as outlined above). Additionally, incentive fees may also be collected by Brookline if certain performance thresholds are achieved by the LLCs/private funds. The management fees, the investment advisory fees and the incentive fees are paid by the LLC/private fund and are more fully explained in the private placement memorandum for each LLC/private fund. As specified above, clients that invest in these LLCs ("members") are not charged any additional investment advisory fees other than those fees which are allocated to them as a member of each LLC.

ERISA Accounts

We are not deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 ("the Code").

Advisory Fees in General

Clients should note that similar advisory services may be available from other unaffiliated investment advisers and they may purchase investment products we recommend through other unaffiliated brokers or advisers.

Prepayment of Fees

SMAs are not required nor solicited to prepay fees; fees for SMAs are calculated and charged quarterly in arrears. We may require or solicit prepayment of fees related to certain pooled investment vehicles/LLCs/private funds managed by Brookline or a

Brookline-affiliated entity quarterly, in advance or in arrears, according to the terms of the relevant LLC/private placement memorandum or organizational documents.

Mutual Fund Fees

All fees paid for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. Mutual fund fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist them in determining which mutual fund or funds are most appropriate to their financial condition and objectives. Accordingly, they should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid and to thereby evaluate the advisory services being provided.

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

Separately Managed Accounts

We do not collect performance-based fees on separately managed accounts.

Limited Liability Companies ("LLCs") We may collect incentive fees on LLCs if certain performance thresholds are achieved as outlined in each LLCs' private placement memorandum. If appropriate, clients may be solicited to invest in these LLCs. The management fees, investment advisory fees and incentive fees potentially payable by the LLCs may create a conflict of interest that could hinder Brookline, and any other Investment Co-Adviser that may provide management and investment services to an LLC, and its Investment Adviser Representatives in the rendering of unbiased advice in the best interest of its advisory clients. By collecting a performance-based fee, we have an incentive to favor these accounts over the accounts not charged incentive fees, which is a conflict of interest. We address this conflict by (1) disclosing this arrangement to clients investing in the LLC, and (2) following our policies and procedures that we have developed to ensure that LLCs may only be recommended to advisory clients who are accredited investors, and only when consistent with the client's investment objectives, tolerance for risk, and liquidity requirements. All fees charged by the LLCs are outlined in detail in the private placement memorandum and other organizational documents for each LLC.

The manager of the LLCs/private funds or its affiliates may create one or more parallel investment vehicles, which may have similar or identical investment objectives to

another LLC/private fund, and which may invest in investments with such LLC/private fund on a side-by-side basis whether directly or through a master-feeder structure. Such vehicles may have more favorable terms than another LLC/private fund, including with respect to fees and liquidity provisions. An LLC/private fund or Manager may enter into side letters or other similar agreements with certain Members that have the effect of establishing rights under, or altering or supplementing the terms of, the LLC/private fund agreement with respect to the Members, including the terms relating to fees and liquidity.

The possibility of simultaneous management of these different LLCs/private funds, and/or the possibility of side letters with certain Members of such LLCs/private funds could create certain conflicts of interest. We address these conflicts by (1) disclosing these arrangements to clients investing in the LLC, and (2) following our policies and procedures that we have developed to ensure that LLCs may only be recommended to advisory clients who are accredited investors, and only when consistent with the client's investment objectives, tolerance for risk, and liquidity requirements. The terms by which the LLCs operate are outlined in detail in the private placement memorandum and other organizational documents for each LLC. It is important to note that although Brookline has a duty to treat all similarly managed accounts fairly and equitably over time, such accounts will not necessarily be managed the same at all times. Specifically, there is no requirement that Brookline use the same investment practices consistently across all accounts. In general, investment decisions for each client account will be made independently from those of other client accounts and will be made with specific reference to the individual needs and objectives of each client account. In addition, Brookline will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all eligible accounts, particularly if different accounts have materially different amounts of capital under management by Brookline, or different amounts of investable cash available. As a result, although Brookline may manage multiple accounts with similar investment objectives or may manage accounts with different objectives that trade in the same securities, the portfolio decisions relating to these accounts, and the performance resulting from such decisions, may differ from account to account.

Item 7: Types of Clients

Description

Brookline Investments, Inc. provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pooled investment vehicles (e.g., LLCs / private funds)
- Profit Sharing Plans
- Corporations and other business entities

Minimum Account Requirements for Separately Managed Accounts

We typically require a minimum asset value of \$100,000 for Separately Managed Accounts but may waive this requirement at our discretion.

Minimum Investment Requirements for LLCs/Private Funds

Capital contributions required by investors in the LLCs/private funds sponsored by Brookline are specified in the private placement memorandum (PPM) for each LLC/private fund.

Standard of Care

As an Investment Adviser, Brookline is a fiduciary for its clients meaning that Brookline has a duty of care and a duty of loyalty to its clients.

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

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

METHODS OF ANALYSIS

Fundamental Analysis

Brookline attempts to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Sub-Adviser Analysis

Brookline examines the experience, expertise, investment philosophies, and past performance of sub-advisers in an attempt to determine whether the sub-adviser has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the sub-adviser's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we review the sub-advisor's disclosures regarding compliance and business enterprise risks.

INVESTMENT STRATEGIES AND RISKS

We typically recommend the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term purchases

We recommend the purchase of securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline in value before we make the decision to sell.

Short-term purchases

When utilizing this strategy, we recommend the purchase of securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

In addition, this strategy involves more frequent trading than does a longer-term strategy and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Short sales

We may recommend the use of short sales as a limited investment strategy. Short sales entail borrowing shares of a stock for your portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Those borrowed shares are then sold. On the agreed-upon future date, the same stock is purchased and the shares are returned to the original owner. We engage in short selling strategies based on our estimation that the stock will go down in price after we have borrowed the shares. If we are correct and the stock price has gone down since the shares were purchased from the original owner, the client account realizes the profit, but if we are incorrect and the stock price has gone up since the shares were purchased from the original owner, then the client account would realize a loss.

Option writing

We may recommend the use of options as a limited investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset at a specific price on or before a certain date. We will use options to speculate on the possibility of a sharp price swing. We will also recommend the use of options to "hedge" a purchase of the underlying security; in other words, by purchasing an option, an investor may limit the potential upside, and downside, of a security the investor owns.

We may recommend the use of "covered calls" in which you sell an option on a security you own. Utilizing this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price on or before a certain date.

We may also recommend a "spreading strategy" in which you purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

Alternative Investments

When consistent with a client's stated investment objectives, tolerance for risk, and liquidity requirements, we may recommend alternative investments, such as LLCs (pooled investment vehicles/private funds). These types of investments involve a high degree of risk and are not appropriate for all clients. The risks for these types of investments are specified in a disclosure document (such as a confidential private placement memorandum (PPM), prospectus, term sheet, or other document) that contains the risk factors and disclosures particular to the specific investment, which should be reviewed carefully before investing.

RISK OF LOSS

Naturally, Brookline's goal is to grow client wealth however, securities investments are not guaranteed, and it is possible that you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk. Depending on the type of security, your account may face other risks.

OTHER RISKS

Following are descriptions of some of the risks of Brookline's methods of analysis and investment strategy that may adversely affect risk and return; the following descriptions are not intended to be a complete listing; other circumstances and additional risks that are not listed may exist that could prevent Brookline from reaching the investment objective of our clients.

Economic, Pandemic and Securities Market Events Risk. Securities markets may be volatile in response to a variety of factors, including broad economic, environmental, political, and regulatory conditions. Some of these conditions could prevent Brookline from executing a particular strategy successfully. For example: a pandemic (such as COVID-19) and global reactions to the pandemic could cause uncertainty in financial markets and the operation of businesses, including Brookline's business, and could

adversely affect the performance of the global economy, could trigger market volatility, and could cause market uncertainty, closures, supply chain and travel interruptions, the need for employees and vendors to work at other locations, and extensive medical absences. It may not always be possible to access certain markets or buy or sell certain investments at a particular time or at an acceptable price, which could affect the liquidity of a portfolio. The value of client accounts may change daily based on changes in the markets, as the markets are affected by economic, environmental, industry, political, regulatory, and other factors.

Cybersecurity and Operational Risk. In addition to the risks that relate to the value of investments and investment strategies, other operational, systems, and information security risks exist which include, but are not limited to “cybersecurity” risk.

Cybersecurity attacks are electronic and non-electronic attacks that include, but are not limited to, gaining unauthorized access to digital systems to obtain client and financial information, compromising the integrity of systems and client data (e.g., misappropriation of assets or sensitive information), or causing operational disruption through taking systems off-line (e.g., denial of service attacks). As the use of technology in the financial services industry increases, Brookline and the client accounts we manage have potentially become more susceptible to operational risks through cybersecurity attacks. Such attacks, should they occur, could cause broad impact to Brookline and its clients. Adverse consequences could result from cybersecurity attacks that affect issuers of securities in which we have invested, counterparties to transactions, third-party service-providers (e.g., client account’s custodian), governmental and other regulatory authorities, exchanges and other financial market operators, banks, broker-dealers, other financial institutions and other parties. Although cybersecurity risk management protocols have been put in place, and business continuity plans have been developed and are designed to reduce the risks associated with such attacks, there are inherent limitations in any cybersecurity risk management system or business continuity plan, including the possibility that certain risks have not been identified. Therefore, there is no guarantee that the cybersecurity efforts will succeed, especially since many different cybersecurity systems are involved in the overall process (issuers, third-party service providers), which are outside of our direct control.

Sub-Adviser Risk: A risk of investing with a sub-advisor who has been successful in the past is that the same level of success may not be replicated in the future. In addition, as we do not control the underlying investments in a sub-adviser's portfolio, there is also a risk that a sub-adviser may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. We address these risks by continually monitoring and reviewing sub-advisor's performance.

Risks for all forms of analysis

Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other public sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information from these sources.

Other Risks that are Specifically Disclosed

The risks described in this section are a general summary of the material risks inherent in Brookline's business as an Investment Adviser. Investors in Pooled Investment Vehicles / Limited Liability Companies (LLCs) / Private Funds should carefully review the risk disclosures contained in the applicable offering document before investing.

Item 9: Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective clients' evaluation of our advisory business or the integrity of our management: In January of 2016, the President of the broker-dealer with which we were previously affiliated: Brookline Group, LLC was named as a defendant in a lawsuit. This litigation was voluntarily dismissed on July 31, 2017. Further details regarding this proceeding are publicly available from FINRA Broker Check at the following link: <http://brokercheck.finra.org>. Brookline Group now acts as a holding company in which Rainer Twiford is a 50% beneficial owner.

Item 10: Other Financial Industry Activities and Affiliations

Unaffiliated Broker/Dealer

Management personnel of Brookline are separately licensed as registered representatives of Castle Hill Capital Partners, Inc. ("CHCP"), a broker-dealer, which is a separate entity that is unaffiliated with Brookline; they may earn fees or commissions on transactions in which they are involved as registered representatives of CHCP.

Limited Liability Companies

We have formed several Limited Liability Companies (LLCs) that operate as pooled investment vehicles (e.g., private funds). Our management personnel directly or indirectly own interests in some of the managing members of these LLCs. As owners or beneficial owners, they may receive incentive fees from these LLCs if certain performance thresholds are achieved. Additionally, Brookline Investments may be the managing member of, or investment adviser to, some of these LLCs. As such, we receive quarterly management fees from these LLCs. Management personnel of Brookline Investments, Inc. may also be a director of a portfolio company in which an LLC has invested; such directorship may create a conflict of interest in terms of the time/attention that Brookline personnel may spend on one portfolio company to the detriment of other portfolio companies and may create a conflict of interest based on separate director-related compensation. We mitigate these potential conflicts by (1) disclosing the specific arrangements to the LLC investors/members and receiving their consent, (2) disclosing such directorships as an "Other Business Activity" of Brookline personnel (via the Brochure Supplement that contains information about their background, and via making the information publicly available through regulatory filings), and (3) following our Code of Ethics and policies and procedures.

When appropriate, these LLCs may be recommended as an investment option for advisory clients who are accredited investors. The affiliated/related persons of our firm do not receive investment advisory compensation in relation to these LLCs but do have a conflict of interest in soliciting client investments because of the management fees Brookline receives from the LLCs. We have addressed this conflict by ensuring that our client's assets are invested consistent with the client's investment objectives, tolerance for risk, and liquidity requirements, and are not based on any fees that may be collected.

Because investment in these types of entities may involve additional degrees of risk, they will only be recommended to accredited investors and only when they are consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Clients interested in investing in these LLCs should refer to the specific private placement memorandum and other organizational documents for information about each LLC.

Brookline and its related persons will devote as much time as required and appropriate to manage the LLC's business. We may form additional LLCs or enter into other business activities, even though such activities may be in competition with already existing business lines in terms of time and resource allocation of our firm. Such activities could create a conflict of interest. We address this conflict by continually reviewing requirements and utilizing outside services for assistance with compliance, accounting and legal.

Details about each of these LLC/private fund entities is disclosed on Form ADV, Schedule D, Section 7.B.(1), which can be accessed by following the directions provided on the Cover Page of this Firm Brochure.

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

Code of Ethics

Our Code of Ethics ("Code") along with our written Policies & Procedures are designed to ensure that high ethical standards are maintained at all times. Brookline has designed its Code of Ethics, and Policies and Procedures, to be appropriate to prevent, eliminate or mitigate and disclose potential conflicts of interest, to govern personal securities transactions, and to detect and prevent insider trading, and to comply with the Investment Advisers Act of 1940. Clients should be aware that no set of rules can possibly anticipate or relieve all potential conflicts that may exist

The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest and other forms of prohibited or unethical business conduct. Both the firm and our employees are prohibited from engaging in fraudulent, deceptive or manipulative conduct. The Code is designed to assure that the personal interests and activities, and personal securities transactions, of our employees will not interfere with making decisions in the best interest of our clients while still allowing employees to invest for their own accounts.

Participation of Interest in Client Transactions and Conflicts of Interest

Our firm or our employees (including their related accounts) may buy or sell investment products that are recommended to our clients. Our policies require that employees do their purchasing and selling after transactions have been executed for client accounts. Brookline and our employees must disclose any direct or indirect ownership of a security, any position with the issuer or its affiliates, or any present or proposed business relationship with that issuer prior to recommending securities to clients.

In addition, Brookline personnel and/or their family members may invest in Brookline-affiliated LLCs/private funds (and/or may invest in the underlying portfolio companies in which the LLCs have invested) which may create an additional conflict of interest; in such instances, Brookline and its Investment Adviser Representatives may have an incentive to favor these LLCs to the detriment of other LLCs. To mitigate these conflicts, Brookline discloses this possibility and adheres to the Code of Ethics which, among other things, requires it and all its Investment adviser representatives to consistently act in the best interest of its clients, by putting the interests of the clients ahead of their own personal interests. Actual and potential conflicts that arise are mitigated by adherence to, and written certification of compliance with, the Brookline Code of Ethics.

Personal Trading

The Code establishes rules of conduct for all employees and is designed to govern the personal securities transactions of our associated persons and to detect and prevent insider trading. The Code applies to all accounts of employees, accounts of their immediate family members and accounts in which an employee controls or has a beneficial interest. All employees are required to provide monthly or quarterly statements of their holdings and trading activities. These reports are reviewed for compliance purposes. Pre-clearance is required for certain types of securities transactions.

A complete copy of our Code of Ethics is available upon written request.

Item 12: Brokerage Practices

Brokerage Discretion

We do not maintain physical custody of any client assets in separately managed accounts. An unaffiliated broker-dealer will maintain custody of client assets and will execute transactions at our direction. Commissions paid to such brokerage firms are reviewed periodically to evaluate reasonableness. Transactions in U.S. exchange-traded equities and other agency transactions involve the payment of brokerage commissions, and such commissions vary among broker-dealers (often depending on the size and difficulty of the transaction). Transactions in U.S. securities traded over-the-counter may be subject to brokerage commission as well as a mark-up/mark-down. In the case of a securities underwriting, the price paid includes a fixed commission or discount retained by the underwriter or dealer, which is disclosed in the offering materials.

Best Execution

Securities traded through Charles Schwab & Co., Inc. ("Schwab"), US Bank and Stifel, Nicolaus & Co., Inc. ("Stifel"), trade at rates that we believe to be competitive in light of the services provided. In selecting or suggesting broker-dealers to our clients, we seek broker-dealers that we believe can offer the best execution, taking all relevant factors into consideration including, but not limited to, overall economic result, efficiency of the transaction, availability of block trading, ability of the broker-dealer to execute potentially difficult transactions, and the financial strength, size and reputation of the broker-dealer. Our choice of Schwab, US Bank and Stifel as brokerage firms is based upon each firm's ability, reputation, and actual results of transaction executions. We believe the transaction fees charged by Schwab, US Bank and Stifel are competitive in light of the services they provide.

Directed Brokerage

We may accept client instructions for directing some or all of the client's brokerage transactions to a particular broker-dealer. Any client instructions to Brookline are to be submitted in writing with appropriate disclosures. For directed brokerage arrangements, Brookline may not be able to obtain best execution on behalf of such client, may pay materially higher commissions, may be subject to greater spreads or other transaction costs, and may receive less favorable net prices on transactions for the account than would otherwise be the case if the client had used a broker-dealer recommended by Brookline.

Custodians

Depending on asset type and the investment advisory services desired, we generally recommend that Charles Schwab & Co., Inc. ("Schwab"), US Bank, Stifel, Nicolaus & Co., Inc. ("Stifel"), Inspira Financial ("Inspira"), IRA Innovations ("IRA Innovations"), Pensco Trust Company ("Pensco"), ServisFirst Bank ("ServisFirst"), eShares, Inc. DBA Carta Inc. ("Carta"), First Horizon Bank ("First Horizon"), and Solium Capital ULC ("Solium") act as the custodians of our client's assets. These custodians may charge additional fees for safekeeping for certain types of assets. Assets may be held in custody at other brokerage firms at the request of the client.

Research & Soft Dollar Policy

We do not have any arrangements or commitments to use research, research-related products and other services obtained from broker-dealers or third parties on a soft dollar commission basis. Any products and services such as periodicals, written materials or personal communication between our firm and any third party regarding research, the analysis of securities, or other matters pertaining to our investment advisory business are either complimentary or paid for directly.

Client Referrals

We do not have any arrangements in which we compensate anyone, individuals or entities, for the referral of advisory clients to the firm. Brookline Investments, Inc., is a member of the Professional Alliance Group of Morgan Stanley and may receive compensation for referring clients to Morgan Stanley for traditional, core wealth management services.

Item 13: Review of Accounts**Periodic Reviews**

Whether a client's investment strategy is recommended by our firm directly, or through a sub-adviser, we monitor the performance of each client's portfolio and provide a report to each client on at least a quarterly basis.

We seek to maintain an ongoing dialogue with each client regarding their account. Client accounts are monitored on a continuous, regular basis. In addition to statements that clients receive directly from their qualified custodian, we may provide performance reports of their holdings. The client-specific performance reports that we prepare are a compilation of the performance information prepared by sub-advisors for that client, as

well as the performance of other investments on which we have provided investment advice to the client.

Written Reports

Generally, portfolio valuations and performance summaries are prepared for client accounts on a quarterly basis (a “Quarterly Report”), unless a client requests otherwise or circumstances suggest a more frequent review. A significant contribution or distribution or a client life event typically triggers a review of the client’s portfolio for value as well as for diversification. Client account reviews are performed by, and reports are prepared by our investment advisory representatives. Such reviews may include comparisons of performance against investment class and benchmarks (if available), and a recommendation for reallocation based on a variety of factors (e.g., life events of the client, change in financial situation of the client, or a substantial movement in the financial markets).

The Quarterly Report contains a legend encouraging the client to compare the reports prepared by us to the account statements they receive directly from the broker-dealer that is acting as their qualified custodian.

Client Meetings

At a minimum, each client has the opportunity to meet on a quarterly basis to review their account. Meetings are held on a timetable that is agreeable to the client. Quarterly Reports are provided to clients whether the client seeks to meet with a representative or not.

Item 14: Client Referrals and Other Compensation

Brookline does not engage solicitors or compensate anyone (neither individuals nor entities for the referral of potential clients to our firm.

We do not accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15: Custody

Brookline does not maintain physical custody of client assets. We are deemed to have custody of assets based on our role as the managing member or investment adviser of LLCs/private funds.

Separately Managed Accounts

We have arrangements with clients in which the client authorizes us to journal advisory fees payable from their account held with a qualified custodian. The qualified custodians provide at least quarterly account statements directly to our clients or to the "independent representative" the client designated.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review the account statements received from their custodian to verify, among other things, the accuracy of the calculation. Clients should contact us if they believe that there may be an error in the calculation.

We also send quarterly reports to our advisory clients which include the calculation of their investment advisory fee as well as a legend urging clients to compare the report they receive from us with the account statement received directly from their qualified custodian.

Limited Liability Companies (LLCs)

As managing member or investment adviser to several limited liability companies (LLCs) operating as pooled investment vehicles (e.g., private funds), Brookline is deemed to have custody of assets. Even though we may not have physical custody of assets, in our capacity as managing member or investment adviser, we have access to and control over the LLCs' assets. With the exception of certain privately-offered securities, all securities

and funds of the LLCs are maintained with unaffiliated, qualified custodians such as U.S. banks and registered broker-dealers. The privately-offered securities that are not held by custodians were acquired directly from the issuers in transactions not involving any public offering, and such private securities may be uncertificated (where ownership is recorded only on the books of the issuer), and transferable only with prior consent of the issuer.

The LLCs/private funds are audited annually by an independent accounting firm in accordance with generally accepted accounting principles ("GAAP"). This designated accounting firm is both registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board ("PCAOB"). The audited financial statements are distributed to each investor in the LLC (or their independent representative) within 120 days of the fiscal year-end.

Item 16: Investment Discretion

We exercise investment discretion consistent with our investment philosophy, as well as any investment guidelines or restrictions imposed by the client and duly accepted by us. Any changes or amendments to this discretionary authority must be provided in writing by the client and accepted by Brookline. Pursuant to the Investment Advisory Agreement with the client, we hold a limited power of attorney to act without prior consultation, based upon the client's general direction and financial objectives. We have discretion for:

- the type of securities to be bought or sold
- the amount of securities to be bought or sold
- the broker-dealer to be used
- the commission rates to be paid.

We generally do not advise clients for a fee with respect to holdings outside their managed accounts, or holdings in their managed accounts that are designated as unmanaged at the direction of or with notice to the client.

Item 17: Voting Client Securities

When we determine that voting proxies is in our client's best interest, we seek to vote proxies in the best economic interests of our clients and in accordance with our established policies and procedures. Brookline maintains written policies and procedures as to the handling, research, voting and reporting of proxy voting and makes appropriate disclosures about our proxy policies and practices. As needed, we monitor corporate actions, receive and vote client proxies and disclose any potential conflicts of interest to clients. We also make information available to our clients about the voting of proxies and we maintain relevant records as required.

Voting Guidelines

We will vote all proxies from a specific issuer the same way for each client absent specific voting guidelines or qualifying restrictions from a client. Clients are permitted to place reasonable restrictions on our voting authority in the same manner in which they restrict the selection of securities. We will generally vote:

- in favor of routine corporate housekeeping proposals such as the election of directors and selection of auditors absent conflicts of interest

- against proposals that cause board members to become entrenched or cause unequal voting rights

We will further consider the opinion of management and the effect on management, and the effect on shareholder value and the issuer's business practices. Clients who wish to direct a proxy vote should contact us at the address listed on the cover page of this Brochure.

Proxy Voting Conflicts of Interest

We will identify any conflicts that may exist between us and the client by reviewing our relationship with the issuer of each security to determine if we, or any of our employees, have any financial, business or personal relationship with the issuer.

If a material conflict of interest exists, we will determine whether it is appropriate to disclose the conflict to the affected clients, to give the clients an opportunity to vote the proxies themselves, or to address the voting issue through other objective means such as voting in a manner consistent with a predetermined voting policy or receiving an independent third-party voting recommendation. We will maintain a record of the voting resolution of any conflict of interest.

Requests For Information

We maintain records regarding how actual proxies were voted and the reason for such vote, along with copies of the policies and procedures followed in submitting the votes. Clients may obtain additional information regarding how we voted with respect to their securities and/or a copy of our voting policies and procedures, by submitting a written request for such information.

Item 18: Financial Information

Brookline does not require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm that is deemed to have custody (as noted under Item 15), we are also required to disclose any financial condition that is likely to impair our ability to meet our contractual obligations. We have no additional financial circumstances to report.

We have never been the subject of a bankruptcy petition at any time during the past.