

Part 2A of Form ADV: Investment Advisor Brochure

Item 1 - Cover Page

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The date of this brochure is March 29, 2019.

This brochure provides information about the qualifications and business practices of Woodbourne Investment Management LLC. If you have any questions about the contents of this brochure, please contact us at 303-413-1414. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Woodbourne Investment Management LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Any reference to Woodbourne Investment Management LLC as a “registered investment adviser” or as being “registered,” does not imply a certain level of skill or training.

Item 2 - Material Changes

We made no material changes to the brochure since the last issuance dated March 30, 2018.

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Item 4 - Advisory Business

A. Woodbourne Investment Management LLC (“Advisor,” “we” or “us”) is a Delaware limited liability corporation that was formed in February 2000. We are principally owned by Jeffrey “TJ” Heyman through a limited partnership entity called Heyman Family Interests Ltd.

B. We provide discretionary investment advice to a private investment fund. Our investment advice is limited to real estate related securities.

C. We generally do not permit investors in the private investment funds we manage to impose limitations on the investment activities described in the offering documents for those funds. Under certain circumstances, we will contract with a client to adhere to limited risk and/or operating guidelines imposed by the client. We negotiate such arrangements on a case by case basis. (*See Item 16 “Investment Discretion.”*)

D. We do not participate in wrap fee programs.

E. As of December 31, 2018, we managed approximately \$95,418,000 on a discretionary basis. We do not manage any assets on a non-discretionary basis.

Item 5 - Fees and Compensation

A. Our fees and compensation are described in the advisory contracts we enter into with our clients. We receive a management fee. Fees are not negotiable. All of our clients are “qualified purchasers” (as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “1940 Act”).

B. We deduct our management fees from client accounts quarterly in arrears.

C. Fees to be borne by the client are specifically outlined in the Investment Management Agreement. Generally, the client will bear all expenses associated with the operations of the account (*e.g.*, internal accounting, auditing, and legal expenses). Included in the operating expenses are all trading and investment-related costs and expenses (*e.g.*, brokerage commissions, margin interest, custodial fees and clearing and settlement charges). (*See Item 12 “Brokerage Practices” below.*) Additionally, the client will bear consultant fees and third-party research expenses, as applicable.

We may also allocate a portion of certain clients’ capital to money market funds, closed-end mutual funds, or exchange-traded funds. In addition to the fees and expenses discussed above, investors will indirectly incur similar fees and expenses if we invest clients’ capital in such money market funds, closed-end funds, or exchange-traded funds, as these funds in turn pay similar fees to their investment managers and other service providers.

D. *Not applicable.*

E. *Not applicable.*

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

The Advisor does not receive performance-based fees. It only receives a management fee based on assets under management.

Our affiliates, Woodbourne Capital Management International LP, receive performance-based fees from certain private investment funds they manage.

The terms of the performance-based fees may differ among the various private investment funds. This may result in a conflict of interest when allocating opportunities among accounts because there is an incentive to favor accounts that have higher performance-based fees. To avoid such a conflict of interest we generally follow documented procedures in allocating opportunities, which does not consider the performance-based fees to which such accounts are subject (*see Item 12, Section A.4, "Allocation of Investment Opportunities" below*).

As the management fee is based directly on the net asset value of the client's account, we may have a conflict of interest in valuing the assets. To mitigate this conflict, all asset prices are valued in accordance with our documented valuation policies, and an independent audit of our financial statements is performed annually.

Item 7 - Types of Clients

We provide investment advice to a private investment fund. Investors in this account are high net worth individuals and institutional investors that qualify as "accredited investors" (as defined in Rule 501 under the Securities Act of 1933, as amended) and "qualified purchasers" (as defined under the 1940 Act).

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

A. The investment strategy for our client focuses on real estate-related securities utilizing a variety of trading strategies. The objective is to preserve capital while generating a positive return. The Advisor's management team has significant cumulative experience in the real estate industry. We believe this experience is a valuable resource in the analysis of real estate-related securities.

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

B. Risks associated with the investment strategy include risks specific to real estate-related securities. The current market for the securities we manage has liquidity; however, there is a risk that liquidity could dissipate if the economy and general markets were to decline. Given this potential nature of the market, specific risks associated with the investment strategy include mark-to-market risk, liquidity risk, and counterparty risk.

The investment strategy generally involves a high degree of risk, including the risk that the entire amount invested may be lost. Investors should be prepared to bear this risk.

C. Risks associated with the real estate-related securities in this investment strategy include but are not limited to liquidity risk, risk pertaining to unsecured debt and equity ranking below secured debt obligations, limited voting rights, limited conversion rights upon change of control, credit rating risk, interest rate risk, redemption risk, default and repayment risk, and future cash flow risk.

Item 9 - Disciplinary Information

Not applicable.

Item 10 - Other Financial Industry Activities and Affiliations

A. *Not applicable.*

B. *Not applicable.*

C. Woodbourne Investment Management LLC is affiliated with the following registered investment advisor: Woodbourne Capital Management International LP. The related advisor is generally controlled by the same persons and manages a number of different pooled investment vehicles. This relationship can result in conflicts of interest as we allocate our time and investment opportunities among the various clients of the related advisor. In addition, the compensation earned by us and our related persons from each of the clients of the related advisor may differ from one another. Furthermore, our principals may have a greater portion of their personal assets invested in certain of the related advisors. This creates a conflict of interest in that the principals have an incentive to favor accounts where their personal assets are invested. As a fiduciary, the Advisor and its principals have a duty to place the clients' interests ahead of those of the firm, its principals, and related parties.

Subject to applicable law, we have the ability to effect transactions (generally to correct misallocations of trades) among client accounts, in which one client account will purchase securities from or sell securities to another client account. This may result in a conflict of interest because a potential transaction may result in benefits to one transacting party that may be greater than the benefits to the other transacting party. To mitigate such conflicts, we effect such transactions only when we believe that such transactions are in the best interests of the applicable clients. Such transactions shall be effected for cash consideration, generally at the closing price of the particular security, and no brokerage commission or transfer fee shall be paid to us or our related persons in connection with any such transaction.

To mitigate the risks presented with the aforementioned conflicts of interest, we and our related persons will follow documented procedures in allocating resources and trades among the related advisor and respective clients. (*See 'Item 6. Performance Based Fees and Side-By-Side Management' and 'Item 12.4. Allocation of Investment Opportunities' for further discussion on these conflicts of interest and risk mitigation*).

D. *Not applicable.*

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

A. We have adopted a Code of Ethics (the "Code of Ethics") which provides that we are committed to conducting our business in accordance with all applicable laws and regulations and in an ethical and professional manner. In addition, we recognize that we have a fiduciary duty to the investors in the private investment funds and other accounts we manage, and that all of our employees must conduct their business on our behalf in a manner that enables us to fulfill this fiduciary duty. In this regard, we have developed policies and procedures in our Code of Ethics that are premised on fundamental principles of openness, integrity, honesty and trust. In addition, among other things, our Code of Ethics governs all personal investment transactions by our employees, our policies

with respect to gifts and entertainment, compliance with applicable federal securities laws, the manner in which violations of our Code of Ethics are to be reported, and certain other outside activities of our employees. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

B. Not Applicable.

C. The Advisor does not invest in the same securities that it recommends to its client.

Supervised persons might invest in similar securities as the client. To the extent a supervised person is investing in similar securities as the client, the Chief Compliance Officer (“CCO”) must pre-approve the transactions. The CCO will then monitor the personal account and cross-check the trade log of the client against the personal activity of the supervised person. All supervised persons are required to follow the procedures outlined in our Code of Ethics to ensure there is no illegal activity such as front running, scalping, or insider trading. The CCO will review the personal investment accounts of all supervised persons on a quarterly basis.

D. Not Applicable.

Item 12 - Brokerage Practices

A. In placing portfolio transactions for our clients, we seek to obtain the best execution for clients’ accounts, taking into account the following factors: the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; the firm’s risk in positioning a block of securities; the quality, comprehensiveness and frequency of available research services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying our selection criteria.

Brokers sometimes suggest a level of business they would like to receive in return for the various services they provide. We will not commit to provide any level of brokerage business to any broker, and actual brokerage business received by any broker may be less than the suggested allocations, but can (and often does) exceed the suggestions, because total brokerage is allocated based on all the considerations described above.

On a periodic basis, we evaluate the execution performance of the broker-dealers we use to execute client transactions. We also evaluate, and seek to resolve, any conflicts of interest that we may have in selecting brokers to execute client transactions.

1. Research and Other Soft Dollar Benefits

We do not typically enter into formal soft dollar arrangements with brokers.

Soft dollar arrangements arise when an investment adviser obtains products and services, other than securities execution, from a broker in return for directing client securities transactions to the broker. Soft dollar arrangements pose a conflict of interest in that such arrangements allow the Investment Advisor to pay with client commissions expenses that would otherwise be borne by the Investment Advisor. When client brokerage commissions are used to obtain research or other products or services, the Investment Advisor receives a benefit because it did not have to produce or pay for the research, products or services. It may have an incentive to select a broker based on its interest

in receiving the research or other products or services offered by such broker, rather than on its clients' interests in receiving most favorable execution.

If we engage in soft dollar transactions, we comply with the safe harbor requirements of Section 28(e) of the Securities Exchange Act of 1934, as amended. Under this provision, in exercising our discretionary authority to select or arrange for the selection of brokers for execution of transactions for our clients, and, subject to our duty to obtain best execution, we may consider the value of research and brokerage products and services (collectively, "Research") provided by such brokers. Research may include, among other things, proprietary research from brokers, which may be written or oral. Research products may include, among other things, databases and quotation services. Research services may include, among other things, research concerning market, economic and financial data, a particular aspect of economics or on the economy in general, statistical information, pricing data and availability of securities, financial publications, electronic market quotations, performance measurement services, analyses concerning specific securities, companies, industries or sectors, market, economic and financial studies and forecasts, appraisal services, and invitations to attend conferences or meetings with management or industry consultants. Accordingly, if we determine in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and products or services provided by such broker, a client may pay commissions to such broker in an amount greater than the amount another broker might charge.

Research provided by such brokers may be used to service all client accounts and not exclusively in connection with the management of the client account that generated the particular soft dollar credits.

Where a product or service obtained with client commission dollars provides both research and non-research assistance to us, we will make a reasonable allocation of the cost which may be paid for with client commission dollars.

Our prime broker(s) provide us with front and back office services, including trading, securities lending, clearing, reporting, and settlement for equities, fixed income, foreign currency and options, among others. Subject to applicable law, our prime broker(s) may also provide us with capital introduction services.

We also execute securities transactions on behalf of client accounts with broker-dealers that provide us with access to proprietary research reports (such as standard investment research and credit reports). To our knowledge, these services are generally made available to all institutional investors doing business with such broker-dealers. These bundled services are made available to us on an unsolicited basis and without regard to the rates of commissions charged or paid by client accounts or the volume of business that we direct to such broker-dealers.

During our last fiscal year, we acquired as a result of client brokerage commissions paid (or markups or markdowns) (i) research, such as proprietary research from brokers, which may have been written and/or oral; (ii) research products, such as databases and quotation services; and (iii) research services, such as research concerning market, economic and financial data; a particular aspect of economics or on the economy in general; statistical information; pricing data and availability of securities; financial publications; electronic market quotations; performance measurement services; analyses concerning specific securities, companies, industries or sectors; market, economic and financial studies and forecasts; appraisal services; and invitations to attend conferences or meetings with management or industry consultants.

During our last fiscal year, we have taken into account the quality, comprehensiveness and frequency of available research services and products considered to be of value provided by brokers when directing client transactions to a particular broker. We directed transactions to such brokers only consistent with best execution. Brokers sometimes suggest a level of business they would like to receive in return for the research services and products they provide, however we have not committed to provide any level of brokerage business to any broker.

2. Brokerage for Client Referrals

Not applicable.

3. Directed Brokerage.

Not applicable.

4. Allocation of Investment Opportunities

Clients of the Advisor and its affiliates generally have differing investment strategies, capital constraints, and commitment periods. This provides a natural relief to the conflict of interest present when allocating investment opportunities among various accounts. To the extent that investment opportunities are appropriate for multiple client accounts managed by the Advisor and its affiliates, we generally allocate investment opportunities so that each security held by the accounts we manage is held on a *pari passu* basis. In certain circumstances, we may allocate securities among client accounts on a different basis. In such cases, the factors that we may consider when determining which securities to allocate to each client account include, but are not limited to, the investment objectives and restrictions of each client account; the overall portfolio composition of the client accounts; relative capital available for investment in the applicable client account; liquidity of the security; market capitalization and/or enterprise value of the underlying credit; position size; industry exposure; market exposure; gross, net, long and short exposure; and applicable tax considerations. New issues (as defined by FINRA rule 5130) are allocated to client accounts in accordance with the criteria set forth above.

5. Trade Error Policy

Subject to applicable law, we will reimburse the applicable client account(s) for net losses that occur because of trade errors resulting from our gross negligence or willful misconduct.

We may correct misallocations of trades among client accounts by re-allocating the applicable trade using the intended allocation methodology prior to the trade's settlement date. If an erroneous allocation cannot be corrected prior to or after settlement, we may, if appropriate and subject to applicable law, correct such erroneous allocation by effecting a cross trade between client accounts at the price at which the initial trade was effected.

B. We will generally aggregate client trades, subject to best execution. Aggregation, or “bunching,” describes a procedure whereby an investment adviser combines the orders of two or more clients into a single order for the purpose of obtaining better prices and lower execution costs. Aggregation opportunities for us generally arise when more than one client is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors. In such event, securities purchased or sold will generally be allocated among client accounts on an average price basis. When an aggregated order is only partially filled, we will allocate the investment opportunity as described in Item 12, Section A.4 above.

We may also aggregate subsequent orders for the same security entered during the same day with any previously filled orders. This determination may take into consideration changes in the market price of the security and differences in allocations among accounts.

Item 13 - Review of Accounts

A. Client portfolios are reviewed no less frequently than monthly, and their performance analyzed by our investment professionals, including, but not limited to, Jeffrey Heyman, Chief Investment Officer, and David Roth, Vice President. Client portfolios are also reviewed periodically by members of our operations team to monitor compliance with the applicable trading mandate and any applicable risk and/or operating guidelines. The Chief Compliance Officer is involved in the periodic review of trading activity and account allocations. Client investments are evaluated based on performance, company fundamentals, news and press releases, analyst reports, general market conditions and such other considerations, as we deem appropriate.

B. *Not applicable.*

C. We provide investors in the private investment fund with monthly, unaudited, written performance reports.

We also provide investors with a copy of the private investment fund’s annual audited financial statements and, where applicable, an annual statement of taxable income (form K-1).

Item 14 - Client Referrals and Other Compensation

A. *Not applicable.*

B. *Not applicable.*

Item 15 - Custody

We are deemed to have custody (as defined in Rule 206(4)-2 under the Investment Advisors Act of 1940, the “Custody Rule”) of our client’s assets. In compliance with the Custody Rule, funds and securities of the private investment fund are maintained with qualified custodians (as defined by the Custody Rule), unless the securities are exempt from this requirement (e.g. certain privately offered securities).

The Advisor maintains compliance with the Custody Rule by reliance on the “audit approach” (as outlined in the Custody Rule). In accordance with reliance on this exemption, financial statements are (i) audited annually by an independent accounting firm that is registered with, and subject to regular examination by, the Public Company Accounting Oversight Board (“PCAOB”) (ii) prepared in accordance with U.S. GAAP and

(iii) distributed to investors in the private investment fund within 120 days of fiscal year end and promptly after liquidation.

Item 16 - Investment Discretion

We have discretionary authority to manage securities accounts on behalf of our clients. Before the Advisor can assume discretionary authority, an investment management agreement must be executed by all involved parties.

On a case-by-case basis, owners of the private investment fund may negotiate certain risk and/or operating guidelines that we will adhere to when exercising our discretionary authority over such accounts. Authority is agreed upon and outlined in the investment management agreement.

Item 17 - Voting Client Securities

We have voting discretion over securities held in clients' accounts. Clients are generally not able to direct their votes. We will exercise our discretion in the best interests of our clients. In fulfilling our obligations to our clients, we will act in a prudent and diligent manner intended to enhance the economic value of the securities. We have adopted a proxy voting policy, which is summarized below:

The Advisor will generally not vote proxies unless it believes that voting proxies would be in the best interest of its clients. The Portfolio Manager and Vice President, Investments are responsible for determining which proxies should be voted. If voting, the Advisor will vote strictly in accordance with the best interests of the beneficiaries and in light of the purposes for which each individual account was created. The review of long-term and short-term advantages will be weighed when making these decisions.

The Advisor will vote to abstain on social issue proposals, unless the proposal is likely to affect shareholder value.

In non-routine matters, the record will reflect the vote and the reasons for it. Each item to be voted on should be voted separately and individually, not voted in blank. The proxy must be dated, and signed in the Advisor's name and the capacity in which it serves should be on the proxy, plus the voting officer's name and title.

A client may obtain information about how we voted securities in the private investment fund or other account in which the client is invested by contacting us at the address set forth on the cover page of this brochure. A client may also obtain a copy of our Proxy Voting Policies and Procedures upon request.

Item 18 - Financial Information

The Advisor is financially stable. There are no financial conditions that would be reasonably likely to impair our ability to meet contractual commitments to clients.

Item 19 - Requirements for State-Registered Advisers

Not applicable