

Brookwood Advisors, LLC

138 Conant Street
Beverly, MA 01915
(978) 720-7500

Investment Adviser Firm Brochure
(Part 2A of Form ADV)
July 2021

This Brochure provides information about the qualifications and business practices of Brookwood Advisors, LLC. If you have any questions about the contents of this Brochure please contact us at 978 720-7500 or brookwoodadvisorsinfo@brookwoodfinancial.com. 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.

The designation "registered investment adviser" does not imply a certain level of skill or training. Additional information about Brookwood Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Material Changes

This is our initial brochure and therefore there are no material changes to report.

Item 3: Table of Contents

Item 1: Cover Page	cover
Item 2: Material Changes.....	2
Item 3: Table of Contents.....	2
Item 4: Advisory Business.....	3
Item 5: Fees & Compensation	3
Item 6: Performance-Based Fees & Side-By-Side Management	3
Item 7: Types of Clients.....	4
Item 8: Methods of Analysis, Investment Strategies & Risk of Loss.....	4
Item 9: Disciplinary Information.....	18
Item 10: Other Financial Industry Activities & Affiliations	18
Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading	18
Item 12: Brokerage Practices.....	19
Item 13: Review of Accounts.....	19
Item 14: Client Referrals & Other Compensation.....	20
Item 15: Custody	20
Item 16: Investment Discretion.....	20
Item 17: Voting Client Securities (Proxy Voting)	20
Item 18: Financial Information	20

Item 4: Advisory Business

Brookwood Advisors, LLC ("Brookwood," the "Adviser," "we," or "us") is a Delaware limited liability company formed in 2021. It is a wholly-owned subsidiary of Brookwood Financial Partners, LLC, whose principal owner is Thomas Nicholas Trkla. Brookwood Financial Partners, LLC, a private equity real estate investment firm founded in 1993, specializes in acquiring and managing commercial real estate and other real estate-related operating businesses.

Within 120 days, Brookwood expects to provide investment management and advisory services to privately-offered funds (together, the "Funds"). Brookwood does not sponsor or participate in wrap fee programs.

As of July 16, 2021, Brookwood had no regulatory assets under management.

Item 5: Fees & Compensation

Brookwood generally will be entitled to a management fee (on an annualized basis) of a percent of either (i) the aggregate capital commitments by investors to the applicable Fund or (ii) the investors' attributable share of the aggregate capital commitments made by the applicable Fund to its underlying Properties (as defined below). A Fund bears its own expenses, which reduces its returns. More information about a Fund's fees and expenses are found in its confidential private placement memorandum. The Funds generally accrue fees on a quarterly basis. Brookwood expects to deduct fees from a Fund's cash assets.

Some of the officers and employees of Brookwood's affiliates earn compensation for the sale of securities or other investment products. Such fees either will be paid by applicable investors in a Fund in addition to the amount of capital contributed to the underlying investments or by Brookwood.

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

A Brookwood's affiliate will receive performance-based fees or "carried interest" in its capacity as general partner. A performance-based fee or "carried interest" arrangement is a method of compensation whereby a person receives a percentage of the appreciation of the assets in the applicable Fund subject to the satisfaction of an internal rate of return. The payment of performance fees is a common method of compensation in the private fund industry. Brookwood's affiliate only receives a carried interest when specific events occur, such as a Fund's sale of an investment or other instances set forth in a Fund's confidential private placement memorandum.

The affiliate's receipt of performance-based fees or "carried interest" will provide us with an incentive to maximize investment returns by making investments that may be subject

to greater risk than would otherwise be the case if our affiliate were not receiving performance-based compensation. Additionally, we will have an incentive to favor Funds that pay higher performance-based fees by investing in more potentially profitable investments for these Funds or devoting more time and resources to them. We seek to mitigate this conflict through disclosure in this Brochure and in a Fund's confidential private placement memorandum.

Item 7: Types of Clients

Brookwood expects to provide investment advisory services to private funds that invest in gas station and convenience store properties ("Properties").

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

Analysis and Strategies

Brookwood will leverage its in-house due diligence platform and acquisition expertise to assess the location, facility and equipment of each Property from a real estate perspective. In each case, third-party experts will be engaged to assess environmental conditions. For each Property, Brookwood will develop a tailored capital improvement plan that encompasses the improvement, replacement or addition of necessary store equipment, cosmetic upgrades to the facility and signage and a schedule of addressing deferred maintenance.

Risks

An investment in a Fund involves a high degree of risk and, therefore, should be undertaken only by investors capable of evaluating the risks of a Fund and bearing the risks it represents. While Brookwood will attempt to moderate these risks, there can be no assurance that a Fund's investment objectives will be achieved, or that an investor will receive a return of its capital and, therefore, an investor should only invest in a Fund if such investor is able to withstand a total loss of its investment. In addition, there will be occasions when a Fund's General Partner and its affiliates may encounter potential conflicts of interest in connection with a Fund. Set forth below are some of the material risk factors that are often associated with the Funds we expect to advise. The following considerations, among others, should be carefully evaluated before making an investment in a Fund. The following is not a complete list of all risks involved in connection with an investment in a Fund and is entire qualified by reference to a Fund's offering documents.

Risks Related to Funds' Business

Dependence on the General Partner and Brookwood

All decisions about the management of a Fund will be made by its General Partner and Brookwood. Investors will have no opportunity to control the day-to-day operation of a

Fund, including, without limitation, making investment, leasing and disposition decisions. In addition, investors may remove the General Partner only under certain circumstances. Accordingly, the success of a Fund will depend substantially on the ability of the General Partner and Brookwood to successfully execute a Fund's investment strategy.

Dependence on Key Management Personnel

The success of a Fund will depend to a significant extent upon the participation of Thomas N. Trkla and the other senior executives of Brookwood. Although the executive team of Brookwood has been together for many years, their continued service with Brookwood is not guaranteed. The loss of the services of any of the key personnel could have a material adverse effect on a Fund's business strategy, financial condition or results of operations because a Fund could have a diminished capacity to obtain properties, to capitalize on their network of relationships in relevant industries, to structure and execute potential investments and to manage and operate properties.

Attractive Properties May Not Be Available and the Competitive Investment Environment

While Brookwood believes, based on current market conditions, that a Fund will be presented with a variety of investment opportunities of the types and in the markets that a Fund is targeting, there can be no assurance that a Fund will identify attractive Properties that meet its investment criteria, that a Fund will be successful in acquiring Properties or that any of the properties will be profitable. Competitors for acquisitions of Properties include other private equity funds, established gas station with convenience store operators and small business owners and family operations. Established operators and, to a lesser extent, private equity funds, may have greater economic and personnel resources than a Fund or better relationships with sellers of the Properties, lenders and others, thereby putting a Fund at a competitive disadvantage. These entities also may be willing to accept a higher level of risk than a Fund can manage prudently. This competition may generally reduce the number of suitable prospective investment opportunities offered to a Fund or increase the prices for investments that a Fund would likely pursue.

Pursuing Acquisition Targets

Brookwood expects to be continuously engaged in discussions with potential sellers and lessors of existing (or parcel(s) of real estate suitable for development) gasoline stations, convenience stores and related businesses. A Fund's growth largely depends on its ability to make accretive acquisitions and/or accretive development projects. A Fund may be unable to execute such accretive transactions for a number of reasons, including the following: (1) inability to identify attractive transaction candidates or negotiate acceptable terms; (2) inability to obtain financing for such transactions on economically acceptable terms; or (3) being outbid by competitors. If any of these events were to occur, a Fund's future growth and ability to achieve the targeted return for a Fund could be adversely

affected. Brookwood can give no assurance that its transaction efforts will be successful or that any such efforts will be completed on terms that are favorable to a Fund.

Even if a Fund consummates acquisitions that it believes will be accretive, they may in fact result in no increase or even a decrease in cash available for distribution to investors. Any acquisition involves potential risks, including:

- performance from the acquired assets and businesses that is below the forecasts used in evaluating the acquisition;
 - mistaken assumptions about price, demand, volumes, revenues and costs, including synergies;
 - a significant increase in a Fund's indebtedness and working capital requirements;
 - an inability to hire, train or retain qualified personnel to manage and operate the businesses and newly acquired assets;
 - the inability to timely and effectively integrate the operations of recently acquired businesses or assets, particularly those in new geographic areas or in new lines of business;
 - mistaken assumptions about the overall costs of equity or debt;
 - the assumption of substantial unknown or unforeseen environmental and other liabilities arising out of the acquired businesses or assets, including liabilities arising from the operation of the acquired businesses or assets prior to a Fund's acquisition, for which a Fund is not indemnified or for which the indemnity is inadequate;
 - limitations on rights to indemnity from the seller;
 - customer loss from the acquired businesses; and
- unforeseen difficulties operating in new and existing product areas or new and existing geographic areas.

Due Diligence and Analytic Risks

Before making an investment in any Property, Brookwood and its affiliates will typically conduct due diligence that it deems reasonable and appropriate based on the circumstances applicable to such Property. Generally, there is limited publicly available information about gas stations and convenience stores, and a Fund must therefore rely on due diligence conducted by the Brookwood and its affiliates. Should the pre-acquisition evaluation of a proposed investment fail to detect certain defects or costs, the total investment cost could be significantly higher than expected. When conducting due diligence and making an assessment regarding an investment, Brookwood will rely on the resources available to it, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation may not reveal or highlight all relevant facts that may be necessary or helpful in

evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the Property being successful. There can be no assurance that attempts to provide downside protection with respect to Properties will achieve their desired effect, and potential investors should regard an investment in a Fund as speculative and having a high degree of risk. A Fund will seek to obtain formal representations and warranties from sellers as to the accuracy and completeness of information provided by former owners, employees and representatives of the Properties in the due diligence process, to the extent reasonable, when it makes its investments, but cannot guarantee such accuracy or completeness.

Strategy Risks

A Fund's strategy is subject to numerous risks such as: (i) the successful identification of properties that meet the investment criteria; (ii) due diligence hurdles; (ii) hiring and maintaining the work force; (iii) developing, adaptable operational, financial and human resource systems; (iv) the ability to obtain financing, permits, licenses and costs savings; (v) the ability to draw customers based on capital improvements; (vi) achieving values based on EBITDA on increased multiples after roll-up; and (vii) the ability to achieve a favorable exit plan. Any of these factors could adversely affect a Fund's success at achieving its business plan.

IPO Realization Risks

One of the possible realization events for investors in the Funds is for the Funds to cause a portfolio company to register securities under the Securities Act of 1933, as amended. Registration can be expensive and can take a considerable period of time from the decision to register securities. If adverse market conditions develop during this time, the Funds might obtain a less favorable price than if they had chosen to pursue a more immediate realization event such as the sale of its assets. Additionally, investors' interests in the Funds may not be converted to marketable securities at the time of the initial public offering of the portfolio company's securities and there could be further delay to a realization event during which time market downturns or other adverse events could negatively affect the value of the Funds.

After the securities of the portfolio company are registered, they will be subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act, the listing requirements of the applicable exchange and other applicable securities laws and regulations. The expenses incurred by public companies generally for reporting and corporate governance purposes have been increasing. Brookwood expects these rules and regulations to increase legal and financial compliance costs of a portfolio company and to make some activities more difficult, time-consuming and costly, although we are currently unable to estimate these costs with any degree of certainty. We also expect that owning a public company and being subject to new rules and regulations will make it more expensive for us to obtain director and officer liability insurance, and the Funds may be required to accept reduced coverage or incur

substantially higher costs to obtain coverage. Furthermore, if a portfolio company is unable to satisfy its obligations as a public company, it could be subject to delisting its common stock, fines, sanctions and other regulatory action and potentially civil litigation. These factors may, therefore, strain resources, divert management's attention and negatively affect the Funds' value.

Limited Recourse to Sellers

A Fund's reliance on the due diligence investigation to be conducted by Brookwood and its affiliates will be heightened by the limited recourse against sellers that a Fund expects to have under purchase agreements.

Asset Valuations

Although valuations will be conducted on an annual basis, Brookwood and its affiliates may seek to obtain valuations from reputable third party specialists at its sole discretion. Valuations with respect to the Properties will be determined by a Fund's General Partner and will be final and conclusive to all investors.

Past Performance Not a Predictor of Future Results

Neither the track records of Brookwood nor its principals, nor any of their employees and affiliates will necessarily imply or predict, directly or indirectly, any level of future performance of a Fund. The performance of a Fund is dependent on certain assumptions of future events and is, therefore, inherently uncertain.

Absence of Regulatory Oversight over the Funds

The Funds are not registered as "investment companies" under the Investment Company Act or any comparable regulatory requirements, and do not expect to become so registered in the future. Accordingly, the provisions of such regulations, which, among other things, generally regulate the relationship between the investment company and its asset manager, are not applicable to an investment in a Fund. It is not expected that a Fund, its General Partner or Brookwood will be subject to comparable regulation in any non-U.S. jurisdiction.

Cybersecurity Risk

With the increased use of technologies such as the Internet to conduct business, a Fund is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems, such as point of sales systems used in the gas stations and convenience stores (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access,

such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting the General Partner's and other service providers (including, but not limited to, a Funds' accountants and financial intermediaries) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with a Fund's ability to value its investments, the inability of investors to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. While a Fund's service providers have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, a Fund cannot control the cyber security plans and systems put in place by its service providers or any other third parties whose operations may affect a Fund or its Investors. A Fund and its Investors could be negatively impacted as a result of incidents out of a Fund's control.

Risks Related to General Economic Conditions

Real property investments are subject to global, national and local economic conditions and regulatory changes. These factors may affect the results of a Fund's operations and the level and volatility of real estate prices. Such risks include:

- changes in the national and local economic and social climate, including changes to "work from home" preferences during and following the Covid-19 global pandemic;
- changes in the supply of or demand for similar or competing properties in the areas in which a Fund has properties, which could limit the properties' ability to obtain or maintain full occupancy, which demand has markedly declined during the global pandemic;
- changes in population or employment in the regions in which the properties are located;
- fluctuations in inflation and interest rates; and
- changes in government rules and regulations and fiscal policies, including increasing costs for environmental law compliance and tax costs.

Effect of Property Taxes

The Properties will be subject to real and, in certain instances, personal property taxes and assessments. The real and personal property taxes on such properties may increase or decrease as property tax rates change and as such properties are assessed or

reassessed by taxing authorities. If property taxes on the Properties increase, a Funds' cash available for distribution to investors may be materially and adversely affected.

Insurance

The Funds intend (and will be required by lenders) to maintain comprehensive insurance on their investments, including liability and fire and extended coverage, in amounts sufficient to permit the replacement of such assets in the event of a total loss, subject to applicable deductibles. The Funds will seek to obtain coverage of the type and in the amount customarily obtained by owners of similar assets. However, it may not be possible for a Fund to obtain all of the desired coverage or to obtain such coverage at commercially reasonable rates. Moreover, there are certain types of losses, generally of a catastrophic nature (e.g., earthquakes, floods, hurricanes, and acts of war or terrorism) that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations, and other factors may also make it infeasible to use insurance proceeds to replace an asset if it is damaged or destroyed. Under these circumstances, the insurance proceeds received by a Fund might not be adequate to restore the economic position of the Fund as to the affected Property.

Geographic Concentration Risk

A Fund's investments and may continue to be concentrated in a limited number of geographic areas. As a result, a Fund's operating results and ability to make distributions could be impacted by economic changes specifically affecting the real estate markets in those areas. An investment in a concentrated Fund could therefore be subject to greater risk than a more geographically diversified Fund.

RISKS RELATED TO PROPERTIES

Competition in the Industry

The convenience store and retail gasoline industry is highly competitive. A Fund will compete with, among others, convenience store chains, independently owned convenience stores, motor fuel stations, supermarkets, drugstores, discount stores, dollar stores, club stores, mass merchants and local restaurants. Some of a Fund's competitors may have greater financial, marketing and other resources than a Fund and, as a result, may be able to respond better to the industry's fluctuations. Competitive factors include, among others, location, ease of access, gasoline brands, pricing, product and service selections, customer service, store appearance, cleanliness and safety. Any or all of these factors could create heavy competitive pressures and have an adverse effect on a Fund's business, financial condition and results of operations. If a Fund is not able to compete successfully against current and future competitors, these competitive pressures could have a material adverse effect on a Fund's business and results of operations.

Gasoline Prices

Gasoline sales comprise a substantial portion of gas station and convenience stores revenues, and changes in price, demand and supply could have a material impact on a Fund's business, financial condition or results of operations. General economic and political conditions, increases in taxes on gasoline, acts of war or terrorism and instability in oil producing regions could significantly impact wholesale supplies and costs which, in turn, could result in significant changes in the retail price of gasoline and the supply of gasoline. Increases in the retail price of gasoline could impact consumer demand for motor fuel and convenience merchandise. A sudden shortage in the availability of gasoline could adversely affect a Fund's business because most retail stores maintain a three to four day supply of gasoline and most supply contracts do not guarantee an uninterrupted, unlimited supply of motor fuel. Tobacco products also represent a significant portion of gas station and convenience store revenues. Significant or unexpected increases in wholesale costs and excise taxes may not be easily passed onto customers and could have an adverse impact on a Fund's business and results of operations.

Consumer Demand

Consumer demand for conventional gasoline can be altered by technological advancements and regulatory changes. A shift towards alternative motor fuels or non-fuel dependent means of transportation could fundamentally change a Property's customers' shopping habits, resulting in fewer visits to the Properties and thereby causing a reduction in both fuel and merchandise sales. Additionally, future legislation and national, state and local campaigns to discourage smoking could have a substantial impact on operations, as consumers adjust their behaviors in response to such legislation and campaigns. Reduced demand for cigarettes could similarly have a material adverse effect on revenues.

Consumer Demand for Tobacco Products

Tobacco products represent a significant portion of gas station and convenience store revenues. Significant or unexpected increases in wholesale costs and excise taxes may not be easily passed onto customers. These factors could materially and adversely affect a Fund's sales of cigarettes and overall customer traffic.

Additionally, Congress has given the Food and Drug Administration ("FDA") broad authority to regulate tobacco products, and the FDA has enacted numerous regulations restricting the sale of such products. These governmental actions, as well as national, state and local campaigns to discourage smoking, tax increases on tobacco products and increasing regulations restricting the sale of e-cigarettes and vapor products, have and could result in reduced consumption levels and higher costs which the Company may not be able to pass on to its customers. These factors could materially affect the sales of cigarettes, or other tobacco products and overall customer traffic.

Decrease in Revenue

Certain of a Fund's operating costs and expenses are fixed and do not vary with fuel volumes or convenience store merchandise sales, which combine to make up a Fund's total revenue. Should a Fund experience a reduction in fuel volumes or convenience store merchandise sales, such costs and expenses may not decrease ratably or at all, which could have a material adverse effect on gross profit margins.

Employment

A Property will be competing with other businesses in its markets with respect to attracting and retaining employees. A tight labor market may require implementing wage and benefits packages that were not budgeted and increase labor costs which would adversely affect operations. Changes in labor and health care laws and regulations could also adversely affect labor costs.

Local Market Conditions and Potential Lack of Diversity

The operations of a Fund's Properties will be impacted by the general economic conditions in the markets in which they are located. In the event of an economic downturn in a particular market, operations could be adversely affected. Additionally, weather conditions impact gas station and convenience store operations as the industry is subject to seasonal trends with higher revenues generated in warmer seasons. Negative weather patterns during the peak seasons could negatively impact operations. Additionally, while a Fund is seeking to make acquisitions in several markets, if most of the acquisitions were to be in the same market, local market fluctuations would have an even greater impact on the overall business of a Fund.

Lease Renewals. A Fund leases a percentage of its Properties and will continue to enter into agreements for the purchase of new locations for which a Fund may lease the site from another owner. Some of the lease agreements may be subject to expiration or termination during the term of a Fund. If these lease agreements are not renewed or a Fund is unable to renew them at rates and on terms at least as favorable or the remaining term on the lease is deemed too short by a potential buyer of the location from a Fund, it could have an adverse effect on the resale value of the location.

General Economic Fluctuations

General economic and financial conditions may have a material adverse effect on a Fund's results of operations and financial condition. Volatility in the general market economy can lead to changes in consumer spending, costs of goods, material and labor and interest rates that could reduce profitability and hinder a Fund from achieving its business strategy.

Seasonality

Due to the nature of a Fund's business and its reliance, in part, on consumer travel and spending patterns, the business may experience more demand for gasoline during the late spring and summer months than during the fall and winter. Travel and recreational activities are typically higher in these months in the geographic areas in which a Fund operates, increasing the demand for gasoline that the business sells. Therefore, results of operations in gasoline can be higher in the second and third quarters of the calendar year. A significant change in any of these factors, including a significant decrease in consumer demand (other than typical seasonal variations), could materially affect the Company's overall customer traffic, fuel volumes, convenience store merchandise sales and gross profit.

May Not Achieve Benefit from Capital Improvement Projects

A Fund could have a number of capital improvement projects (including location redevelopment) that may require the expenditure of significant amounts of capital in the aggregate. Many of these projects involve numerous regulatory, environmental, commercial and legal uncertainties beyond a Fund's control. As these projects are undertaken, required approvals, permits and licenses may not be obtained, may be delayed or may be obtained with conditions that materially alter the expected return associated with the underlying projects. Moreover, these projects may be completed behind schedule or in excess of budgeted cost and revenues associated with these projects may not increase immediately upon the expenditures of funds with respect to a particular project and a Fund may pursue and complete projects in anticipation of market demand that dissipates or market growth that never materializes. As a result of these uncertainties, the anticipated benefits associated with a Fund's capital projects may not be achieved.

Information Technology Systems

A Fund depends on information technology ("IT") systems to manage numerous aspects of its businesses and to provide analytical information to management. A Fund's IT systems are an essential component of its businesses and growth strategies, and a serious disruption to its IT systems could significantly limit its ability to manage and operate its businesses effectively. These systems are vulnerable to, among other things, damage and interruption from power loss or natural disasters, computer system and network failures, loss of telecommunication services, physical and electronic loss of data, cyber and other security breaches and computer viruses. While the General Partner and Brookwood believe a Fund has adequate systems and controls in place, they are continuously working to install new, and upgrade existing, information technology systems and provide employee awareness around phishing, malware and other cyber risks in an effort to ensure that the IT systems are protected against cyber risks and security breaches. Funds have a disaster recovery plan in place, but these plans may not entirely prevent delays or other complications that could arise from an IT systems failure.

Any failure or interruption in a Fund's IT systems could have a negative impact on its operating results, cause its businesses and competitive position to suffer and damage its reputation.

In the normal course of its businesses, a Fund may obtain personal data, including credit card information. While Brookwood and the General Partner believe a Fund has adequate cyber and other security controls over individually identifiable customer, employee and vendor data provided to the Company and its subsidiaries, a breakdown or a breach in the IT systems that results in the unauthorized release of individually identifiable customer or other sensitive data could nonetheless occur and have a material adverse effect on a Fund's reputation, customer relationships and sales.

Litigation Risks

Retail operations are characterized by a high volume of customer traffic and by transactions involving a wide array of product selections. These operations carry a higher exposure to consumer litigation risk when compared to the operations of companies operating in many other industries. Consequently, a Fund could be a party to individual personal injury, food-related illness, bad fuel, products liability, personal data breaches and other legal actions in the ordinary course of its business. Additionally, a Fund could be a party to industry-wide or class action claims arising from the products it carries or industry-specific business practices. Defense costs and any resulting damage awards or settlement amounts may not be fully covered by a Fund's insurance policies. Such litigation and negative publicity, regardless of whether the allegations are valid, concerning food quality, food safety or other health concerns, employee relations or other matters related to our prepared food operations could also have a negative impact on a Funds' reputation for its quality of its services and products which would reduce demand and profitability.

State Fund or Insurance Reimbursement of Environmental Remediation Costs

Where releases of products, including, without limitation, refined petroleum products, gasoline and diesel have occurred, federal and state laws and regulations require that contamination caused by such releases be assessed and remediated to meet applicable standards. A Fund's obligation to remediate this type of contamination varies, depending upon applicable laws and regulations and the extent of, and the facts relating to, the release. A portion of the remediation costs for certain petroleum products may be recoverable from the reimbursement fund of the applicable state and/or from third party insurance after any deductible has been met, but there are no assurances that such reimbursement funds or insurance proceeds will be available to a Fund.

Dependence on Suppliers

The Funds purchases convenience store merchandise inventory from a small number of suppliers for its directly operated convenience stores. A change of merchandise suppliers,

a disruption in supply or a significant change in a Fund's relationships with its principal merchandise suppliers could have an adverse effect on fuel volumes and convenience store merchandise sales and general profitability.

Erosion of Value of Major Gasoline Brands

As a significant number of a Fund's retail gasoline stations and convenience stores are branded Alon, Cenex, Phillips66, Valero, BP or other major gasoline brands, they may be dependent, in part, upon the continuing favorable reputation of such brands. Erosion of the value of major gasoline brands could have a negative impact on gasoline sales, which could also have a negative impact on convenience store merchandise sales.

Internal Controls

If a Fund fails to maintain an effective system of internal controls, then it may not be able to accurately report its financial results or prevent theft, fraud or other losses resulting from the operation of the Properties. Failure to detect and prevent theft or fraud or other losses resulting from the operation of the Properties could have an adverse effect on a Fund's financial condition, results of operations and cash available for distribution to investors.

RISKS RELATED TO BORROWINGS

Loan Default Risk/Restrictive Covenants

The Funds intend to rely in part on borrowings to fund the costs of investments, capital expenditures and other items. Accordingly, a Fund is subject to the risks that its cash flow will not be sufficient to cover required debt service payments and that a Fund will be unable to meet other covenants or requirements in the loan agreements. If a Fund cannot meet its required debt obligations, the Property or Properties securing such indebtedness could be foreclosed upon by, or otherwise transferred to, the lender, with a consequent loss of income and asset value to a Fund. For tax purposes, a foreclosure of any of a Fund's Properties would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds a Fund's tax basis in the Property, a Fund would recognize taxable income on foreclosure, but a Fund may not receive any cash proceeds. In addition, restrictive covenants in borrowings could impact future acquisitions and a Fund's ability to expand operations.

Credit Agreement Limits on Ability to Pay Distributions

Credit Agreements limit a Fund's ability to pay distributions upon the occurrence of certain events. For example, Credit Agreements limit the ability of a Fund to pay distributions upon the occurrence of the following events, among others:

- failure to pay any principal, interest, fees or other amounts when due;

- failure to perform or otherwise comply with the covenants in the Credit Agreement (including financial covenants and provisions conditioned on compliance with such financial covenants) or in other loan documents to which a Fund is a borrower; and
- a bankruptcy or insolvency event involving any entity in a Fund or the General Partner.

Any subsequent refinancing of a Fund's current debt or any new debt could have similar restrictions.

Cross-Collateralization Risk

A Fund may on occasion secure a credit facility by pledging multiple Properties. A default under the credit facility could result in foreclosure of all of the pledged Properties, even though some of the pledged Properties are performing at or above expectations.

Refinancing Risk

As debt subject to "lump sum" or "balloon" payments matures, a Fund may be required to refinance such debt on terms less favorable than the original or anticipated debt. A refinancing on such terms could require additional equity for such property or increase a Fund's debt service payments, which would decrease the amount of cash a Fund would have available for operations, new investments and distribution payments.

Leverage Risk

Although a Fund's borrowings may enhance returns and increase the number of possible investments a Fund may make, such borrowings also increase the risk of defaulting on loan obligations resulting from various factors, including, without limitation, rising interest rates, downturns in the economy or deterioration in the conditions of the Properties. Defaulting on such loans could result in the loan becoming due and payable and that could adversely affect a Fund's operations.

RISKS RELATED TO LEGAL COMPLIANCE

Compliance with Governmental Rules and Regulations, Generally

Properties will be subject to federal, state, regional, and local laws, regulations, directives, and policies relating to, among other things, trade, imports, currency, energy, labor, and environmental, land use and regulatory matters. Properties may require numerous regulatory approvals, licenses, and permits to commence and continue their operations. The failure of a Fund to obtain required regulatory approvals, licenses and/or permits, and/or credits could adversely affect a Fund. New laws, policies or regulations, or changes in the interpretation or application of existing laws, policies and regulations that modify the present regulatory environment, could also have an adverse effect on a Fund's investments.

Environmental Liability

A Property's business is subject to various federal, state and local environmental laws and regulations, including those relating to underground storage tanks, the release or discharge of regulated materials into the air, water and soil, the generation, storage, handling, use, transportation and disposal of hazardous materials, the exposure of persons to regulated materials, and the health and safety of its employees. Under such laws, a violation of, liability under or compliance with these laws or regulations or any future environmental laws or regulations, could have a material adverse effect on a Fund's business and results of operations.

Additionally, under such environmental laws, a current or previous owner or operator of gas stations may be required (typically regardless of knowledge or responsibility) to investigate and clean-up hazardous or toxic substances or petroleum product releases at a Property and may be held liable to a governmental entity or to third-parties for property damages and for investigation and clean-up costs incurred by such parties in connection with the contamination, which costs may be substantial. The presence of such substances on any Property acquired by a Fund (or the failure to properly remediate the contamination) may adversely affect a Fund's operations and/or its ability to borrow or refinance existing loans or to sell or lease to third parties such Property. Furthermore, changes in environmental laws or in the environmental condition of an investment may create liabilities that did not exist and could not have been foreseen at the time of acquisition of such real estate investment.

Although Brookwood will seek to determine whether prospective real property investments have environmental issues before they are acquired (including the conduct of Phase I and, where appropriate, Phase II environmental assessments) and Brookwood intends to procure environmental insurance, no assurance can be given that: (i) the steps taken by Brookwood will identify all potential environmental liabilities; (ii) new environmental conditions have not developed since such environmental assessments were prepared; (iii) the condition of land or operations in the vicinity of the Properties acquired by a Fund (such as the presence of underground storage tanks) will not affect the environmental condition of such Properties; (iv) future uses of or conditions affecting the Property will not result in imposition of environmental liability under either existing or new environmental laws or regulations; or (v) a Fund will not retain liability for environmental conditions affecting Properties that it may dispose of in the future.

Changes to Labor and Health Care Laws and Regulations

The industry is subject to various other state and federal regulations including, but not limited to, employment laws and regulations, minimum wage requirements, overtime requirements, working condition requirements, citizenship requirements, health care reform and other laws and regulations. While the potential costs of future legislation is inherently unknowable, any appreciable increase in the statutory minimum wage, income or overtime rates would likely result in an increase in a Fund's labor costs and such cost

increase, or the penalties for failing to comply with such statutory minimums or regulations, could have a material adverse effect on a Fund's business and results of operations.

Americans with Disabilities Act of 1990 (the "ADA") and Code Changes

Under the ADA, all public properties are required to meet certain federal requirements related to access and use by disabled persons. Properties acquired by a Fund may not be in compliance with the ADA. If a Property is not in compliance with the ADA, a Fund will be required to make modifications to such Property to bring it into compliance, or face the possibility of an imposition of fines or an award of damages to private litigants. In addition, changes in governmental rules and regulations or enforcement policies affecting the use and operation of the Properties, including changes to building codes and fire and life-safety codes, may occur. If a Fund was required to make substantial modifications to the Properties to comply with the ADA or other changes in governmental rules and regulations, the expenses associated with such compliance could materially reduce the overall investment return from such Properties. Brookwood will cause to be conducted an ADA assessment of each Property prior to acquisition in order to better understand and quantify any potential capital requirements.

Item 9: Disciplinary Information

Neither Brookwood nor any of its management persons have any legal and/or disciplinary events to disclose.

Item 10: Other Financial Industry Activities & Affiliations

Brookwood is not registered as a broker dealer, a futures commission merchant, a commodity pool operator, or a commodity trading advisor. Some officers and employees of Brookwood are registered representatives of an affiliated broker-dealer.

Brookwood has a material business relationship with the General Partner of each Fund, in that the General Partner on behalf of the Funds has engaged Brookwood to manage the Fund and approves certain of Brookwood's administrative recommendations.

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

We will implement a Code of Ethics (the "Code"), which will be available to existing and prospective investors upon request. Our Code will be based on the principle that all employees of Brookwood have a fiduciary duty to place a Fund's interests ahead of their own or Brookwood's. The Code will apply to all "Access Persons," defined below. Access Persons must avoid activities, interests and relationships that might interfere with making decisions in the best interests of the Funds.

Our Access Persons will be required to submit personal securities transactions and holdings reports for review by our Chief Compliance Officer. We will maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of any material non-public information about the Funds or their holdings by us or any of our employees.

"Access Persons" means all employees, directors and officers of Brookwood who: (i) have access to non-public information regarding the Funds' purchases or sales of securities; or (ii) are involved in making securities recommendations to the Funds.

Investors and prospective investors will be able to obtain a copy of our Code of Ethics by contacting Brookwood at the address or telephone number listed on the first page of this Brochure.

Generally, neither Brookwood, nor any of its related persons recommends securities to Funds, or buys or sells securities for Funds, at or about the same time that Brookwood or a related person buys or sells the same securities for Brookwood's (or the related person's own) account. Notwithstanding the foregoing, Brookwood and/or certain of its related persons may receive shares of a portfolio company in an initial public offering or in connection with its carried interest arrangement with the Funds or otherwise, subject to an initial public offering. In such event, either Brookwood or such related persons may sell securities at or about the same time as the Funds.

Item 12: Brokerage Practices

Where an opportunity is appropriate for more than one Fund, we will make good faith efforts to obtain any permission necessary from the company offering the deal to allocate our investment among our Funds, but will abide by any restrictions set by the company. We will seek to allocate investments *pro rata*, but may vary an allocation based on many factors, including deal size, investment stage of the Fund, and cash available.

We will acquire investments in private transactions not involving brokers or dealers, and thus the concept of "best execution" is not applicable.

Item 13: Review of Accounts

We will monitor each Fund's investments on a continuous basis. We may conduct special reviews based on factors such as a change in the real estate investment environment or tax laws, or newly identified investment areas and opportunities. Investors in Funds that will be advised by Brookwood will be provided reports about the Funds' operations quarterly and audited financial statements annually. Brookwood may also provide more frequent reports on new investment opportunities and the associated due diligence process.

Item 14: Client Referrals & Other Compensation

We do not expect to receive any economic benefit, directly or indirectly, in connection with advice we give to the Funds. Some officers and employees of Brookwood are registered representatives of an affiliated broker-dealer and may receive compensation for client referrals in their role as a registered representative.

Item 15: Custody

The General Partner of a Fund has custody of the Funds' funds or securities. Investors will receive annually audited financial statements.

Item 16: Investment Discretion

We expect to have investment discretion over the Funds' assets, which is limited by any investment restrictions in a Fund's governing documents.

Item 17: Voting Client Securities

At present, the Funds and the underlying assets owned by the Funds do not issue proxies. We make all decisions regarding mergers, acquisitions, tender offers, bankruptcy proceedings or other events related to Funds' assets.

Item 18: Financial Information

Brookwood is not required to attach a balance sheet for our most recent fiscal year because we do not require the prepayment of more than \$1,200 in fees per client, six months or more in advance. We are not aware of any financial condition that would impair our ability to meet our contractual commitments to our clients, and we have not been the subject of a bankruptcy petition in the last ten years.