

ITEM 1: COVER PAGE FOR PART 2A OF FORM ADV:

Rainbrook Capital LLC Investment Advisory Firm CRD# 341512

FIRM BROCHURE

June 9, 2026

Rainbrook Capital LLC
425 W. Capitol Ave., Ste 1205
Little Rock, AR 72201
Phone: (501) 838-0183
Email: adam@rainbrookcapital.com
Website: www.rainbrookcapital.com

This brochure provides information about the business practices and qualifications of Rainbrook Capital LLC Any inquiries regarding the contents of this brochure should contact Rainbrook Capital's President & CCO, Mr. Adam W. Raines by phone at (501) 838-0183 or by email at: adam@rainbrookcapital.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. Disciplinary history of the Registrant or its representatives may be obtained by calling the Arkansas Securities Department at (501) 324-9260.

Additional information about Rainbrook Capital LLC is also available on the SEC's website at www.adviserinfo.sec.gov

Registration does not imply a certain level of skill or training.

Item 2: Material Changes

In this item of Rainbrook Capital LLC 's ("RC", "the Firm", "we", "us", or "our") Form ADV 2A, we are required to discuss any material changes since our last annual amendment.

- Rainbrook Capital LLC has a new address and phone number.
425 W. Capitol Ave., Ste 1205
Little Rock, AR 72201
Phone: 501-838-0183

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Item 4: Advisory Business

Information about the Firm

Rainbrook Capital LLC (“RC”, “the Firm”, “we”, “us”, or “our”) is an investment advisor registered with the State of Arkansas. RC was incorporated in the State of Arkansas in 2009. The firm’s office is located in Little Rock, AR. RC’s Principal is Adam W. Raines, President and Chief Compliance Officer (CCO). As of March 27, 2026 the Firm had \$0.00 in assets under management on a discretionary basis.

The firm engages individuals, high net worth individuals, and families with discretionary investment management services tailored to each client’s unique financial profile and situation. We also offer qualified plan consulting services to small businesses. (i.e. 401(k)/Retirement Plan Consulting)

Client portfolios are developed based on a broad understanding of each client’s entire financial picture. RC gains an understanding of each client’s goals, time horizon(s) to goal(s), risk tolerance, liquidity needs, and tax circumstances. Once due diligence is completed, RC recommends, implements, and monitors client specific investment portfolios and financial planning strategies.

RC, its ownership and employees, act as fiduciaries. Therefore, we are always acting in the best interests of our clients. The firm’s services are delivered with honesty, integrity, competence and diligence. We exercise due care and independent professional judgement when engaging in investment research and analysis, and when making recommendations. As a fiduciary, we have an obligation to deal fairly with our clients, including the following responsibilities:

- To provide impartial advice.
- To make appropriate recommendations based on a client’s needs, financial circumstances and investment objectives.
- To exercise a high degree of care and due diligence to ensure information is presented in an accurate manner.
- To have a reasonable basis, information and understanding of the facts in order to provide appropriate recommendations; and
- To disclose any material conflict of interest in writing

Investment Management Services

RC provides our clients with discretionary investment management services. Portfolios may consist of mutual funds, exchange traded funds (ETFs), individual equities, options, bonds, preferred stock, certificates of deposit (CDs), REITS, and commodities. Each client portfolio has a customized mix of the prior mentioned investment types, based on each client’s investor profile and unique situation. Once the appropriate client portfolio has been determined and then implemented, we’ll then review the client’s portfolio at least annually and rebalance based on client circumstances and market conditions.

Financial Planning and Consulting Services

Each RC client relationship focuses on knowing and understanding our client’s financial goals and aspirations and looking at the client’s financial picture holistically.

Qualified Plan Consulting Services

Our firm offers qualified plan consulting services to employee benefit plans and their fiduciaries based upon the needs of the plan and the services requested by the plan sponsor, administrator or named fiduciary. In general, these services include, but are not limited to:

- The creation of an “Investment Policy Statement”
- Discretionary Plan-Level Investment Advice
- Performance Monitoring
- Investment Reports
- Educational Services (meetings & seminars)
- Enrollment Meetings

Topics for educational meetings and seminars may include Diversification, Asset Allocation, Risk Tolerance, Time Horizon and other investment-related subject matter relevant specific to the plan and its participants.

Through RC’s Retirement/Pension Plan Consulting Agreement, RC serves as a “fiduciary” of a Plan as defined in Section 3(21) and/or Section 3(38) under ERISA. In providing services to the Plan, RC’s status is that of an investment adviser registered with the State of Arkansas and any other applicable jurisdictions.

Item 5: Fees and Compensation

Investment Advisory Fees

Annual advisory fees are paid quarterly and may, once authorized, be deducted from client accounts. Fees are based on a percentage of the market value of assets under management including cash and equivalents at the time of the appraisal which is based on the closing balance on the last business day of the previous quarter. Quarterly fees are paid in arrears. Unless negotiated otherwise the annual advisory fee is 1.0%. RC reserves the right to customize client fee arrangements on a case-by-case basis.

The Rainbrook Capital investment advisory contract can be terminated by the client within five (5) business days of the signing of the investment advisory contract and the client will not be responsible for advisory fees incurred during that time.

Investment advisory agreements can be terminated by either party within thirty (30) days after written notice. The unearned portion of the prepaid fee will be refunded on a prorated basis.

Investment Advisory Fee Billing

Through RC’s Discretionary Investment Management Agreement, RC clients give written authorization to have their RC advisory fees directly debited from their Charles Schwab account(s). RC’s advisory fees are detailed on each firm’s monthly or quarterly client statement. (See Item 15- Custody Fee Debiting for additional information regarding RC advisory fees and client statements.)

In addition to the RC advisory fee detail on client statements, RC sends clients separate quarterly invoices after each quarter close summarizing and detailing their RC advisory fees at Charles Schwab.

Lower fees for comparable services may be available from other sources.

Complex Financial Planning Analysis and Consulting Fees

RC does not charge additional fees for standard financial planning and/or access to client portals as it is a complimentary service. However, under more complex circumstances, RC will charge an hourly consulting fee of \$300 per hour for research, analysis, and detailed planning recommendations. A budget will be given to the client depending on the complex planning scenario under consideration. RC's hourly consulting services require a separate financial planning and consulting agreement with RC for each situation being addressed.

Lower fees for comparable services may be available from other sources.

Qualified Plan Consulting Fees

The plan sponsor fiduciary engages RC through RC's Retirement/Pension Plan Consulting Agreement. Fees vary and RC's advisory fees can range from .25% to 1.0% of plan assets. This does not include fees charged by other firms affiliated with the qualified plan. (i.e. custodial fees, recordkeeping fees, internal expenses of mutual funds, exchange traded funds (ETFs) or sub-accounts, third party administrator (TPA) fees, or other fees charged by the plan provider.)

Either party to the qualified plan consulting agreement can terminate the agreement upon written notice to the other party in accordance with the terms of the agreement for services. The qualified plan consulting fees will be prorated for the billing period in which the termination notice is given and any unearned fees will be refunded to the client, if applicable.

Other Fees and Expenses

Rainbrook Capital does not charge additional fees other than the fees listed above and/or negotiated.

Rainbrook Capital does not receive or share any additional fees or expenses incurred by advisory clients.

Rainbrook Capital charges negotiated fees for retirement plan (qualified plan) consulting services that differ from the above investment management fee structure.

Rainbrook Capital's clients will incur brokerage and other transaction costs by the custodian. Rainbrook Capital does not receive these fees nor does it share in these fees; see Item 12 for additional information.

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

"Performance based fees" are fees that are based on a share of capital gains or capital appreciation of a client's account. "Side-by-side management" refers to the practice of managing accounts that

are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Rainbrook Capital LLC does not charge performance-based fees, therefore we also do not engage in side-by-side management.

Item 7: Types of Clients

Our firm has the following types of clients:

- Individuals, including high net worth individuals;
- Businesses, Trusts, Families and Estates; and
- Qualified Retirement Plan Sponsors

RC does not have a minimum asset requirement to initiate a financial advisory relationship.

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

RC uses a combination of investment analysis methods in the management of our client investment strategies. Below is general information about the analysis and strategies that may be used by RC and the types of risk of loss associated with the investments often held in RC managed accounts.

Methods of Analysis

Fundamental Analysis- Fundamental analysis focuses on the idea that at any given point in time a company's shares have an intrinsic or enterprise value which the market will eventually acknowledge. To determine this value, a corporation's financial performance must be observed and reviewed. Consideration will also be given to the company's position in its industry sector group and in the context of overall economic conditions. Metrics such earnings-per-share (EPS), dividend yield, price-earnings (P/E) ratio, and return on equity (ROE) are used to determine the value of a company's shares. A company's assets, liabilities and expenses are considered. If analysis suggests a company is undervalued, it may indicate a good time to purchase that company's shares. If analysis suggests a company is overvalued, it may be a good time to sell the company's shares. Quality company shares intended as long-term holds may go through periods of being considered undervalued and/or overvalued.

Technical Analysis- Technical analysis uses historical stock price movements and share volumes to recognize reoccurring price movements and investor behavior to predict future price movement. Technical analysis focuses on the price of the company's shares, and not their intrinsic value. Risks associated with technical analysis include not identifying the financial health of a company and heavy reliance on historical pricing and charting information.

Bottom-Up Analysis- Bottom-up analysis focuses on the merits of the individual stock or company shares. Metrics such as pricing power, management competence, competitive advantages, and valuation are considered. Bottom-up analysis does not focus on the state of the underlying

economic or market conditions. Bottom-up analysis is more microeconomic and does not consider the larger economy.

Top-Down Analysis- Top-down analysis considers the broader economic, market, and industry trends before engaging in the recommendation of specific investments. Top-down analysis can be used to overweight or underweight a sector due to positive or negative trends respectively. Top down analysis can also be used in tactical asset allocation weightings.

Investment Strategies

RC uses investment strategies that are appropriate given each client's specific needs and goals and consistent with each client's investment objectives, risk tolerance, time horizon, investment exclusions, and other considerations.

Our firm generally follows the investment principles of Modern Portfolio Theory (MPT). MPT supports the idea that an investor should, within the context of their specific investor profile, own a diversified mix of investments in different asset classes (equities/ bonds/ cash) to achieve the most efficient return over time with lower volatility. RC uses investment diversification through asset allocation (equities/ bonds/ cash) and investment styles (example, US large cap growth equities or US high yield bonds).

In taxable accounts (non-retirement accounts), RC endeavors to keep portfolio turnover low and whenever possible keep tax expenses to a minimum.

Risk of Loss

All investments involve the risk of loss, including but not limited to, loss of principal, a reduction in earnings (including interest, dividends, and other distributions), and loss of future earnings. While RC manages client portfolios in a manner consistent with each client's investor profile and risk tolerances, there are no guarantees that our efforts will be successful. As such, clients should be prepared to bear the following investment risks of loss:

- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, a large cap technology company with "wide moats", long term contracts, leading technology, proven management and large cash reserves is a different investment risk than a newly public small cap growth technology company in a competitive race for technological and market share leadership with limited cash on hand, unproven management and a limited window of time to realize significant business growth.
- **Credit Risk:** the value of fixed income securities may decline and/ or the issuer or guarantor of the security may fail to pay interest or principal when payments are due. Generally lower rated securities have a higher credit risk and therefore a higher default risk, versus higher rated securities.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Inflation Risk:** When any type of inflation is present, a dollar next year will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills

are highly liquid, while real estate properties (i.e. Non-traded REITs and other alternative investments) are not.

- **Market Risk:** The price of a security, bond, mutual fund or ETF may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Concentration Risk:** The risk of loss due to an investor's assets being concentrated in one investment or one type of investment. Diversification spreads risk out among multiple investments and investment classes.
- **Horizon Risk:** The risk that an investor's time horizon may be shorted due to an unexpected event such as loss of employment. This situation may create a need to sell investments the investor was planning to hold for the long term. Sales could need to be at a time when the markets and/or the investments are trading at depressed prices.
- **Longevity Risk:** The risk of an investor outliving their retirement savings. An early retirement creates additional longevity risk. People living longer due to better environmental conditions and better healthcare also creates longevity risk.

Item 9: Disciplinary Information

Rainbrook Capital LLC has not been the subject of any disciplinary action(s) and does not have any legal or disciplinary information to disclose at this time. Any disciplinary information regarding the firm's Investment Advisor Representatives would be disclosed here as well as additional information being disclosed on the RC's IAR's ADV Part 2B.

Criminal or Civil Actions

There are no criminal or civil actions to report.

Administrative Proceedings

There are no administrative proceedings to report.

Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and/or Affiliations

Neither the firm, nor its representatives have an application pending to become a broker dealer.

Neither the firm, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.

RC maintains a Custodial Agreement with Charles Schwab Advisor Services.

In keeping with Rainbrook Capital LLC 's core business, offering independent investment advisory services and financial planning services, RC does not maintain any affiliations with any other firms other than contracted service providers to assist with the administrative service service of RC client accounts.

Item 11: Code of Ethics, Client Transactions and Personal Trading

Code of Ethics

RC has a written Code of Ethics that is available upon request. The firm strives to comply with all applicable laws and regulations governing its practices. We have set forth guidelines for professional standards of conduct for our employees, the goal of which is to protect our client interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with clients. All employees must acknowledge these guidelines annually. Firm employees are required to report any violations of the Firm's Code of Ethics.

RC maintains and enforces written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about clients or their account holdings by Rainbrook Capital or any associated person.

Participation or Interest in Client Transactions

Neither the firm nor any of our associated persons has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this Brochure.

Personal Trading

The Firm's employees may invest in and hold securities that are also held in client accounts. RC employee accounts may participate in block trading in tandem with other client accounts. When not block trading, clients' accounts will be prioritized, over RC employees during trade processing if applicable. The firm aims to mitigate any conflict of interests by not allowing RC employees to front run clients and potentially receive a more favorable price.

Item 12: Brokerage Practices

RC uses Charles Schwab Advisory Services ("Charles Schwab", "Schwab") as our primary custodian for a full range of brokerage account types.

RC selected Charles Schwab as our primary custodian based on Schwab's dominate market share position servicing the independent RIA businesses, history of leadership in the RIA

custody space, leading technology and commitment to technology investment, and superior service at the business and client levels. We believe Schwab delivers highly competitive, if not best-in-class, custody, trade execution, clearance and settlement services.

Brokerage – Other Economic Benefits

RC may have the opportunity to receive RIA industry benefits (“non-cash benefits”) from Charles Schwab Advisor Services, such as customized statements; receipt of duplicate client confirmations and bundled duplicate statements; access to trading desks and service teams exclusively for RIAs; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; the ability to have investment advisory fees directly deducted from client accounts; online access to RIA firm dashboards and applications allowing for order entry and portfolio management, and client and account information and servicing; access to investment products and share classes only available to institutions or at high minimums; reporting, billing and invoicing tools; and specialized research communications. RC uses all such “non-cash benefits” to the benefit of all RC clients and to maintain a high-quality overall client experience.

While RC believes clients are well served with overall best-in-class experiences at Charles Schwab, other custodians or providers may have more attractive metrics in certain areas that could be assessed differently by other RIA firms or other financial professionals.

Item 13: Review of Accounts

RC conducts regular internal on-going reviews of client accounts and individual holdings in the context of each client’s financial goals, and short and long term financial plans.

Client Reviews and Reports

RC provides each client household with a comprehensive year-end portfolio review report containing performance, holdings, and asset allocation information. Annual review meetings (in person, video conference or phone) stem from the delivery of the year-end review report. During annual reviews, updates are made to client financial information and profiles as provided by the client. RC’s financial planning and data aggregation portal is often used to capture and discuss an accurate current view of the client’s entire financial picture (data aggregation of RC managed accounts and accounts held away), to track the progress of education and retirement funding plans, and to manage retirement income plans. One-off client reviews occur regularly, often due to a change in client personal or financial circumstances and can be requested and arranged for at any time.

Regular Reports

RC clients receive monthly account statements, transaction confirmations and other correspondence directly from Charles Schwab. Once clients set up online account access with Schwab, electronic delivery of some or all Schwab correspondence can be selected. Schwab online

account access provides clients with detailed account information, and access to useful documents such as statements and annual tax documents.

Item 14: Client Referrals and Other Compensation

Referral Fees

Our firm does not pay for referrals. We have no referral compensation agreements in place and have no plans for such agreements.

Other Compensation for Advisory Services

RC does not receive any formal economic benefits through our custodian relationships. (See Item 12, “Brokerage – Other Economic Benefits”)

Item 15: Custody

Custody- Account Statements

At this time, custody for all RC accounts is maintained at Charles Schwab. Monthly or quarterly account statements, tax documents, and online access is provided through Charles Schwab.

Custody- Fee Debiting

Through RC’s Discretionary Investment Management Agreement, RC clients give written authorization to have their RC advisory fees directly debited from their Charles Schwab account(s). With the exception of the ability to debit client accounts for advisory fees, RC does not and will not have custody of client funds or securities.

Clients can refer to their monthly Charles Schwab statement or online to review their “Transaction Detail - Fees & Charges” for their Activity: “Advisor Fee” and Description: “MGMT FEE TO ADVISOR”.

Through RC’s Retirement/Pension Plan Consulting Agreement, RC plan sponsor clients may opt to give written authorization to have plan level advisory fees debited from plan assets. With the exception of the ability to debit client accounts for advisory fees, RC does not and will not have custody of client funds or securities.

Plan sponsor clients can refer to their plan Sponsor for detailed RC Advisory Fee information.

Item 16: Investment Discretion

Investment Discretion

RC is granted discretionary investment management authority of client accounts at Charles Schwab, through RC’s Discretionary Investment agreement signed by the client at the initiation of each client relationship or account opening.

The authorization permits RC to exercise full discretion as to the nature, type and amount of securities purchased or sold without preapproval by the client. RC's exercise of discretion is limited to the investor profile guidelines set up with the client at the initiation of the relationship or account opening. Clients can request to exclude certain securities from their RC accounts and can request prior notice or discussion of certain transactions.

RC is granted discretionary investment management authority of retirement or pension plan assets through RC's Retirement/Pension Plan Consulting Agreement signed by the plan sponsor fiduciary.

Item 17: Voting Client Securities

Proxy Votes

Proxy voting is an important shareholder right and clients should take reasonable care to ensure their rights are exercised in this area. RC does not and will not accept proxy authority for any client securities. Our clients maintain exclusive responsibility for directing the manner in which proxies solicited by issuers of securities owned by them be voted and in making all elections related to mergers, acquisitions, tender offers, bankruptcy proceedings or other corporate events relating to their investments. Clients receive proxies directly from their custodian (Schwab) or the transfer agent. In the event proxies are sent to RC, we will forward them to our clients.

For more information on Proxy voting please contact Mr. Adam Raines.

Class Action Lawsuits

Our firm is not responsible for determining if securities held by clients are the subject of a class action lawsuit or whether clients are eligible to participate in a class action settlement or litigation nor does RC initiate or participate in litigation to recover damages on a client's behalf as a result of class actions, misconduct, or negligence of any party that is the subject of a class action suit. Any and all inquiries regarding class action suits should be initially directed to the custodian in which the assets are/were held.

Item 18: Financial Information

Financial Condition

Rainbrook Capital does not have any financial conditions that will prohibit it from meeting its contractual obligations to clients.

Item 19: Requirements for State-Registered Advisers

A. Adam W. Raines is the President & CCO of Rainbrook Capital. Adam W. Raines' education and business background can be found on Rainbrook Capital's supplemental ADV Part 2B for Adam W. Raines.

- B. Adam W. Raines's other business activities can be found on ADV Part 2B.
- C. Rainbrook Capital does not accept performance-based fees or other fees based on a share of capital gains on and/or capital appreciation of the assets of its clients.
- D. Rainbrook Capital's President & CCO Mr. Adam W. Raines has not been the subject of a civil and/or criminal action.
- E. Rainbrook Capital and its management persons do not have a relationship and/or arrangement of any kind with any issuers of securities.