

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden	
hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Brookline Tracon Investment Fund II, LLC</u>  (Last) (First) (Middle) <u>C/O BROOKLINE INVESTMENTS INC.</u> <u>2501 TWENTIETH PLACE SOUTH, STE 275</u>  (Street) <u>BIRMINGHAM AL 35223</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/29/2015</u>	3. Issuer Name and Ticker or Trading Symbol <u>Tracon Pharmaceuticals, Inc. [ TCON ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	
		5. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	437,210	I	By Brookline Tracon Investment Fund, LLC
Common Stock	49,380	I	By CSA Biotechnology Fund I, LLC
Common Stock	93,460	I	By CSA Biotechnology Fund II, LLC

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	416,059	(2)	D	
Series B Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	241,493	(2)	D	

1. Name and Address of Reporting Person* <u>Brookline Tracon Investment Fund II, LLC</u>  (Last) (First) (Middle) <u>C/O BROOKLINE INVESTMENTS INC.</u> <u>2501 TWENTIETH PLACE SOUTH, STE 275</u>  (Street) <u>BIRMINGHAM AL 35223</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>CSA Biotechnology Fund II, LLC</u>  (Last) (First) (Middle) <u>C/O BROOKLINE INVESTMENTS INC.</u> <u>2501 TWENTIETH PLACE SOUTH, STE 275</u>  (Street) <u>BIRMINGHAM AL 35223</u>

(City)	(State)	(Zip)
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**Explanation of Responses:**

- 1. The shares are convertible at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and have no expiration date.
- 2. The preferred stock is convertible into the number of shares of the Issuer's common stock shown in Column 3 above at a rate of 1 share of common stock for each 3.87 shares of preferred stock

**Remarks:**

/s/ Patricia L. Bitar, Attorney-in-Fact      01/29/2015

Patricia L. Bitar, Attorney-in-Fact      01/29/2015

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

# POWER OF ATTORNEY

Know all, by these presents, that the undersigned hereby constitutes and appoints each of H Casey Logan and Patricia Bitar, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) execute for and on behalf of the undersigned, an officer, director or holder of 10% of more of a registered class of securities of TRACON Pharmaceuticals, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of January, 2015.

Brookline Tracon Investment Fund II, LLC

By: /s/ J. Rainer Twiford, President

CSA Biotechnology Fund II, LLC

By: /s/ J. Rainer Twiford, President