

FORM ADV PART 2A: Firm Brochure

Consector Capital, LP

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This brochure (the “Brochure”) provides information about the qualifications and business practices of Consector Capital, LP (“Consector”). If you have any questions about the contents of this Brochure, please contact Timothy Stewart, Consector’s Chief Compliance Officer (“CCO”), at (212) 235-0347. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Registration as an investment adviser does not imply that Consector or any of its principals or employees possess a particular level of skill or training in the investment advisory business or any other business.

Additional information about Consector also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

There are no material changes to report since our previous Form ADV annual updating amendment filing dated March 30, 2018.

Item 3: Table of Contents

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

Item 4: Advisory Business

Consector Capital, LP (“**Consector**”, “**we**”, “**us**”, or “**the Firm**”) is an investment adviser with its principal place of business in New York, New York. Consector was formed in August 2008 and is owned by William J. Black, Jr. (the “**Principal**”). Consector is a limited partnership organized under the laws of the State of Delaware.

Consector is currently an investment adviser on a discretionary basis to a privately pooled investment vehicle, Consector Partners, LP (the “**Fund**”). Consector Advisors, LLC is the “General Partner” of the Fund. The Principal owns 100% of Consector and 90.1% of the General Partner.

Consector is also a subadviser to a portion of three separate private investment funds managed by an unaffiliated investment manager (the “**Subadvised Funds**”).

In the future, Consector may provide discretionary and/or non-discretionary investment advice to other private investment funds and/or separately managed accounts (collectively with the Fund and the Subadvised Funds, “**Clients**”).

The Fund is managed only in accordance with its own guidelines and is not tailored to any particular private fund investor (each an “**Investor**”). The Firm would, however, tailor advice to any separately managed account. The Fund may invest in a wide variety of securities and financial instruments, domestic and foreign, of all kinds and descriptions, whether publicly traded or privately placed, including, but not limited to, common and preferred stocks, bonds and other debt securities, convertible securities, limited partnership interests, mutual fund shares, options, warrants, commodities, futures, derivatives (including swaps, forward contracts and structured instruments), currencies, monetary instruments, and cash and cash equivalents. The Fund takes both long and short positions in companies in the financial services sector, which includes banks, thrifts, brokers, exchanges, specialty finance, financial technology, and insurance agents.

As of December 31, 2018, Consector managed regulatory assets valued at approximately \$126,668,623, all on a discretionary basis.

Item 5: Fees and Compensation

Consector receives fees for investment management services based on the net assets of the Fund, as disclosed in the Fund’s offering memorandum. Consector generally charges the Fund a quarterly “**Management Fee**” at an annual rate of 1.5% of the net assets of the Fund. The Management Fee may be waived, reduced or calculated differently with respect to certain investors, including Consector’s employees and affiliates.

The General Partner generally receives an annual performance allocation of 20.0%, subject to a high water mark, with respect to the investors in the Fund that is calculated based on all net profits and net losses (including realized and unrealized gains and losses) of the Fund (the “**Performance Allocation**”). The Performance Allocation is charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940 (the “**Advisers Act**”). Rule 205-3 provides an exemption to the Advisers Act’s prohibition against registered investment advisers receiving compensation from a client on the basis of a share of the capital gains or appreciation of the client’s assets under management. The Performance Allocation may be waived, reduced or calculated differently with respect to certain investors, including Consector’s employees and affiliates.

The Subadvised Funds and any separately managed accounts that Consector may manage will be charged fees on a case-by-case basis, which may include management fees and/or performance-based compensation.

Consector does not accept compensation, including sales charges or service fees, from any person for the sale of securities or other investment products.

Expenses

Consector and the General Partner will pay for their own general operating and overhead expenses associated with providing the management and investment management services to the Fund. These expenses include all expenses incurred by Consector and the General Partner in providing for their normal operating overhead, including, but not limited to, the cost of providing relevant support and administrative services (e.g., employee compensation and benefits, rent, office equipment, insurance, utilities, telephone, secretarial, clerical and bookkeeping services, etc.).

The Fund shall pay or reimburse Consector, the General Partner, and their respective affiliates for (i) all expenses incurred in connection with the ongoing offer and sale of interests, including, but not limited to, printing of its offering documents and exhibits and documentation of performance and the admission of limited partners, (ii) all operating expenses of the Fund, such as tax preparation fees, governmental fees and taxes, Administrator fees, costs of communications with limited partners, and ongoing legal, accounting, auditing, bookkeeping, consulting, insurance and other professional fees and expenses, (iii) all Fund research, trading and investment related costs and expenses (e.g., research reports, due diligence on portfolio companies, brokerage commissions, margin interest, expenses related to short sales, custodial fees, and clearing and settlement charges), and (iv) all fees and other expenses incurred in connection with the investigation, prosecution or defense of any claims, assertion of rights or pursuit of remedies, by or against the Fund, including, without limitation, professional and other advisory and consulting expenses and travel expenses, and whether or not pursuant to bankruptcy or other legal proceedings, or participation in informal committees of creditors or other security holders of an issuer.

The expenses that are charged to the Subadvised Funds and any separately managed accounts that Consector may manage are negotiated on a case-by-case basis.

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

As described in Item 5, the General Partner receives the Performance Allocation, if any, from the Fund. Performance-based fee arrangements may create an incentive for Consector to select investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. However, Consector believes this incentive is mitigated by the personal investment by the Principal in the Fund and the fact that losses will reduce the Fund's performance and, thus, its returns as well.

No other hourly, flat or asset-based fees are charged to the Fund.

The terms of the performance-based compensation that we receive may differ between the various Clients that we advise. This may result in a conflict of interest when we allocate opportunities among these Clients because we will have an incentive to favor an account that pays higher performance-based compensation. To avoid such a conflict of interest we generally follow documented procedures in allocating opportunities among such Clients, which do not take into account the performance-based compensation to which such

accounts are subject. Clients of Consector and Investors in the Fund are urged to review their respective investment management agreements and Fund offering documents, as applicable, as well as this brochure, for complete information on the fees, compensation and expenses applicable to them.

Item 7: Types of Clients

We primarily provide investment advice to Clients who are private investment funds. Investors in such private investment funds consist primarily of institutional investors and high net worth individuals.

The minimum initial investment for the Fund is \$1,000,000, subject to exception at the discretion of the General Partner. Investors who are U.S. persons must be “accredited investors” under Regulation D of the Securities Act of 1933, be able to enter into the Performance Allocation arrangement and be “qualified purchasers” under Section 2(a)(51)(A) of the Investment Company Act of 1940. Consector requires the Fund Investors to make representations concerning their financial sophistication and ability to bear the risk of their entire investment in a Fund. We will determine the minimum investment amount (and any other conditions for opening and maintaining an account) for other clients, including any separately managed accounts, on a case-by-case basis.

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

Investment Strategy

The Firm’s strategy is to focus on the financial services sector and seek superior absolute returns through long-term capital appreciation. Consector intends to use a bottom-up, fundamentally-driven, absolute value approach and concentrate its positions when appropriate to accomplish this objective.

Consector will generally seek, on behalf of the Fund, to acquire publicly traded equity securities in companies well above or well below their intrinsic net worth, preferring to invest in solid companies with discounted values. If Consector invests in lower quality companies, it will correspondingly seek a greater margin of safety.

The financial services sector is composed of a significant number of potential investments. The sector comprises approximately 15% of the S&P 500 and is the largest sector of the Russell 3000 at well over 1,000 publicly traded financial stocks. The sector includes banks, thrifts, brokers, exchanges, specialty finance, financial technology, and insurance agents.

In pursuing the Fund’s long strategy, Consector will seek to identify attractive investments in companies which could be characterized as follows: (i) in a turnaround/distressed situation; (ii) affected by exogenous events; (iii) unknown/underappreciated; (iv) in contemplation of a significant company action; and/or (v) offering private market discounts.

In pursuing the Fund’s short strategy, Consector will seek to identify attractive investments in companies which could be characterized as: (i) being a broken business model; (ii) being cult stocks; (iii) being in a highly cyclical business; and/or (iv) having customer or segment concentration. These investments will typically be briefer in holding period. Consector acknowledges the asymmetry of risk and reward in pursuing a short strategy because the gain cannot exceed 100% and the potential loss is infinite.

While the Fund invests primarily in accordance with the methodology discussed above, Consector maintains broad and flexible investment authority.

Risk of Loss Factors

Investing in securities involves risk of loss that investors should be prepared to bear. The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Fund. Please review the Fund's Confidential Private Placement Memorandum for a more detailed description of the risks of loss before deciding to invest in the Fund.

Dependence on Certain Personnel

The success of the Fund is dependent upon the talents and efforts of highly skilled individuals employed by Consector and its ability to identify and willingness to provide acceptable compensation to attract, retain and motivate talented investment professionals and other employees. There can be no assurance that its investment professionals will continue to be associated with Consector throughout the life of the Fund. The loss of the services of its key personnel could have a material adverse effect on the Fund.

Equities

The Fund may invest its capital in long and short positions in equities, deferred interest obligations and other investments which do not produce current income for the Fund. Equity prices are directly affected by issuer-specific events, as well as general market conditions. In addition, in many countries, investing in equity is subject to heightened regulatory and self-regulatory scrutiny, as compared to investing in debt or other financial instruments.

Leverage

The Fund may utilize leverage as part of its investment strategy. Leverage increases returns to investors if the Fund earns a greater return on leveraged investments than the Fund's cost of such leverage. However, the use of leverage exposes the Fund to additional levels of risk including (i) greater losses from investments than would otherwise have been the case had the Fund not borrowed to make the investments, (ii) margin calls or changes in margin requirements may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Fund's cost of leverage related to such investments. In case of a sudden, precipitous drop in value of the Fund's assets, the Fund might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying the losses incurred by the Fund.

Short Sales

A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Fund of buying those securities to cover the short position. There can be no assurance that the Fund will be able to maintain the ability to borrow securities sold short. In such cases, the Fund can be "bought in" (i.e., forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Short strategies can also be implemented synthetically through various instruments and be used with respect to indices or in the over-the-counter market and with respect to futures and other instruments. In some cases of synthetic short sales, there is no floating supply of an underlying instrument with which to

cover or close out a short position and the Fund may be entirely dependent on the willingness of over-the-counter market makers to quote prices at which the synthetic short position may be unwound. There can be no assurance that such market makers will be willing to make such quotes. Short strategies can also be implemented on a leveraged basis. Lastly, even though the Fund secures a “good borrow” of the security sold short at the time of execution, the lending institution may recall the lent security at any time, thereby forcing the Fund to purchase the security at the then-prevailing market price, which may be higher than the price at which such security was originally sold short by the Fund.

Derivatives

Derivative instruments, or “derivatives,” include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading, including liquidity risk and counterparty risk.

Hedging Transactions

The Fund may utilize securities for risk management purposes in order to: (i) protect against possible changes in the market value of the Fund’s investment portfolio resulting from fluctuations in the markets and changes in interest rates; (ii) protect the Fund’s unrealized gains in the value of its investment portfolio; (iii) facilitate the sale of any securities; (iv) enhance or preserve returns, spreads or gains on any security in the Fund’s portfolio; (v) hedge against a directional trade; (vi) hedge the interest rate, credit or currency exchange rate on any of the Fund’s securities; (vii) protect against any increase in the price of any securities the Fund anticipates purchasing at a later date; or (viii) act for any other reason that Consector deems appropriate. The Fund will not be required to hedge any particular risk in connection with a particular transaction or its portfolio generally. Consector may be unable to anticipate the occurrence of a particular risk and, therefore, may be unable to attempt to hedge against it. While the Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Fund than if it had not engaged in any such hedging transaction. Moreover, the portfolio will always be exposed to certain risks that cannot be hedged.

Item 9: Disciplinary Information

Neither Consector nor any of its management personnel are subject to, or have in the past ten years been subject to, any criminal or civil action in any domestic or foreign court, and neither Consector nor any of its management personnel have been subject to any administrative proceedings before the SEC or any other state, federal or foreign financial regulatory authority.

Item 10: Other Financial Industry Activities and Affiliations

Neither Consector nor any of its employees have any relationships or arrangements that pose material conflicts of interest to its business.

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

In order to address conflicts of interest, Consector adopted a code of ethics (the “Code of Ethics”) pursuant to Rule 204A-1 under the Advisers Act which is applicable to all of its employees. The Code of Ethics generally: (i) sets the standard of ethical and professional business conduct that Consector requires of its employees; (ii) requires its employees to comply with applicable federal securities laws and regulations; and, (iii) sets forth provisions regarding personal securities transactions by employees. Additionally, the Code of Ethics sets forth Consector’s policies and procedures with respect to material nonpublic information and other confidential information, and the fiduciary obligations that Consector and each employee owes to each Client.

The Code of Ethics is circulated at least annually to all employees, and each employee must certify in writing at least annually that he or she has received and followed the Code of Ethics and any amendments thereto.

In order to avoid conflicts of interest and to prevent the potential misuse of material nonpublic information, employees are required to get pre-approval for any personal securities transactions in publicly traded financial services companies. Employees must also obtain pre-approval from the CCO before engaging in any outside business activities, investing in an initial public offering (IPO) or making an investment in a private placement (including investing in another hedge fund).

The Code of Ethics, including the policy regarding Employee Investment Transactions, is available to Clients upon request.

Item 12: Brokerage Practices

As a fiduciary to its Clients, Consector’s Clients’ interests must always be placed first and foremost, and Consector’s trading policies and procedures prohibit unfair trading practices and seek to disclose and to avoid any actual or potential conflicts of interest or to resolve such conflicts in the Client account’s favor. Consector has adopted the following policies and procedures to meet its fiduciary responsibilities and to insure that its trading practices are fair to all Clients and that no Client account is advantaged or disadvantaged over any other.

Best Execution

As an investment adviser, Consector has a duty to obtain “Best Execution” of its Client’s transactions. Elements of Best Execution may include: 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 broker’s risk in positioning a block of securities; the quality, comprehensiveness and frequency of available brokerage and research products and services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying Consector’s other selection criteria.

Trade Allocation

Investment decisions that affect more than one Client account may require us to acquire or dispose of the same security for more than one account at the same time. In such a scenario, our policy will be to equitably allocate, buy and sell executions among Clients when

feasible and appropriate over time.

Trade allocations shall generally be determined on pro rata basis according to the net assets in each Client account, provided that the trade is appropriate and permitted for each account that will participate in that transaction. Allocation methods may be modified when a Client account lacks available capital, or when strict adherence to pro rata allocation is impractical or leads to inefficient or undesirable results. Any such modification will be appropriately documented.

Aggregation of Orders

We may in our discretion 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.

Trade Errors

On occasion, an error with respect to trades made on behalf of Consector’s accounts may occur (a “Trade Error”). Consector endeavors to detect Trade Errors prior to settlement and to correct them in an expeditious manner. When a possible Trade Error is detected, the applicable trader will notify the CCO and they will review the applicable trade to determine if in fact an error did occur, the cause of the error, the effect of the error on the account or accounts involved, and whether or not the error can be corrected prior to settlement.

If a trade is allocated incorrectly (due to a misinterpretation, mistake, or mathematical error by Consector, incorrect guidance by the trader, etc.), Consector will attempt to reallocate the trade using the intended allocation methodology prior to the trade’s settlement date. If a trade has settled, Consector may, subject to applicable law, effect a cross trade between accounts to correct the misallocation such that each account would be in the position it would have been in had the misallocation not occurred. The reason for all reallocations will be appropriately documented by the CCO.

Soft Dollar Policy

The term “soft dollars” refers to commissions accumulated by brokers based on an investment manager’s transactions, on behalf of its clients, which may be used by the investment manager to acquire various products or services. The use of soft dollars to pay for these products and services, including research and brokerage products and services, presents investment managers with potential conflicts of interest and may give incentives for investment managers to use certain brokers without regard to their obligations to their clients.

Consector may use soft dollars generated by its clients’ brokerage transactions to pay for brokerage and research products and services that fall within the safe harbor afforded by Section 28(e) of the Exchange Act (“Section 28(e)"). Section 28(e) provides a “safe harbor” to investment managers who use soft dollars to obtain investment research and brokerage products and services. In order to qualify for the safe harbor, the products or services must provide assistance to the investment manager in the performance of its investment decision-making responsibilities, or must relate to the execution, clearance or settlement of a trade.

Any products and services provided by broker-dealers with soft dollars may be utilized by Consector and its affiliates in connection with the services offered for other clients. The receipt by Consector of information, products or services paid for with soft dollars are in addition to, and not in lieu of, the Management Fee and the Performance Allocation, and such fees and allocations are not reduced as a consequence of the receipt of such products or services purchased with soft dollars.

Item 13: Review of Accounts

Review of Accounts

Consector engages in active management and frequent transactions for the Client investment portfolios and, accordingly, typically reviews its transactions, positions and cash balances on a daily basis.

Consector has also engaged an independent administrator to prepare monthly unaudited reports reviewing the Fund's performance for the month. The Fund issues financial statements, which are audited and are distributed to investors in the Fund on an annual basis.

Reporting

As soon as practicable after the end of each year, but in any event within 120 days, Consector will distribute an audited financial report for the Fund with respect to the previous fiscal year to all Investors.

Item 14: Client Referrals and Other Compensation

Consector has entered into written agreements with third parties that solicit potential Investors on behalf of the Firm. When entering any such agreement, Consector complies with all applicable securities requirements including Rule 206(4)-3 under the Advisers Act. Typically, the solicitor will receive a percentage of the revenue generated from the management of the assets of the referred Investor. Investors are not responsible for any part of the compensation that solicitors receive.

Item 15: Custody

While it is Consector's practice not to accept or maintain physical possession of any of the Fund's assets (the Fund's assets are in the custody of one or more prime brokers and/or banks), Consector is deemed to have custody of their assets under Advisers Act Rule 206(4)-2 because Consector has the authority to access Client funds and to deduct fees and expenses from the Fund's accounts.

To comply with Rule 206(4)-2, Consector utilizes the services of a bank or qualified custodian to hold all assets of the Fund except those assets that are not capable of being held by a custodian. Consector also confirms that the qualified custodian maintains these assets in accounts bearing the Fund's name that contain only assets of the Fund.

While Rule 206(4)-2 generally requires an investment adviser to provide for a qualified custodian to send account statements to all of its Clients whose assets the custodian holds at least quarterly, Consector is not subject to such requirement because the Fund is subject to audit at least annually by an independent auditor that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board.

Item 16: Investment Discretion

We have discretionary authority to manage securities accounts on behalf of our Clients. Prior to assuming full discretion in managing a Client's assets, we enter into an investment management agreement or other agreement that sets forth the scope of the Firm's discretion.

Pursuant to the terms of our investment management agreement, Consector has the authority to determine the type of securities and the amount of securities to be purchased and sold for the Client.

Item 17: Voting Client Securities

To the extent that Consector has been delegated proxy voting authority on behalf of the Clients, Consector adheres to its proxy voting policies and procedures that are designed to ensure that, such proxies are voted in the best interest of the Client on a case-by-case basis. The Investors may not direct voting of proxies. Upon request, Consector will provide Clients with a copy of its proxy voting policies and procedures, as well as relevant proxy voting records.

Item 18: Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. Consector has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients, and has not been the subject of a bankruptcy proceeding.