

**Item 1 – Cover Page**



**PART 2A OF FORM ADV: FIRM BROCHURE**

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**March 25, 2019**

**This brochure provides information about the qualifications and business practices of Consequent Capital Management, LLC, a Georgia limited liability company (“Consequent” or the “Firm”).**

**If you have any questions about the contents of this brochure, please contact Kenneth O. Simon, Chief Compliance Officer, at (404) 883-2544 or [ken@consequentcm.com](mailto:ken@consequentcm.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.**

**Additional information about Consequent also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2 – Material Changes**

The current Disclosure Brochure for Consequent Capital Management, LLC contains the following material changes since the last Form ADV annual amendment dated March 23, 2018

- Effective August of 2018, Elcid Choi and Joseph Haggemiller have replaced Samuel Koh on Consequent Capital Management's Board of Managers.
- Item 4: Although not a material change, the firm has revised its regulatory assets under management and assets under advisement.

You may also obtain a copy of this brochure by contacting Kenneth O. Simon, by phone at (404) 883-2544 or [ken@consequentcm.com](mailto:ken@consequentcm.com)

Additional information about Consequent Capital Management is available via the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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#### **Item 4 – Advisory Business**

Consequent Capital Management, LLC (“**Consequent**” or the “**Firm**”) is an Atlanta, Georgia-based limited liability company formed in 2016. Consequent is a wholly-owned subsidiary of Consequent Capital Holdings, LLC. Consequent is an SEC-registered investment adviser.

As of December 31, 2018, Consequent has approximately \$288,933,034 of regulatory assets under management. In addition, Consequent provides consulting services on a non-discretionary basis to defined contribution and defined benefit plans with assets of approximately \$2,171,734,976 assets under advisement.

Consequent’s investment management services include presenting recommendations to the Firm’s clients regarding investment manager and private fund sourcing and selection to support the client investments and divestments per Consequent’s recommendations.

#### **Consulting Services (Non-Discretionary Management)**

Consulting Services are provided to assist defined benefit and contribution retirement plans, trustees and investment committees with managing pension funds, endowments, private foundations, corporations, Taft-Hartley Plans, and trusts. While the Firm does not provide investment management services on a discretionary basis, it does present investment recommendations to a client’s board, trustees and directors. Implementation of those recommendations are at the client’s sole discretion.

Consulting Services provided by Consequent on a non-discretionary basis include, but are not limited to:

- Evaluating current investment policy guidelines;
- Providing trustee education seminars and attending client and board meetings;
- Assisting in the preparation, monitoring, and annual review of investment policies to confirm integration with the client’s investment objectives;
- Assisting in all phases of request for proposal (“**RFP**”) selection;
- Performing due diligence on investment professionals and financial institutions to ensure that vendor business practices meet the client’s policy guidelines on both an initial and ongoing basis;
- Managing trustee responsibilities among the Firm, the client and its investment managers, trustees, and custodian;
- Monitoring and reporting investment performance against the client’s investment objectives and other performance criteria on a quarterly basis; and
- Reviewing the client’s custodian statements, portfolio attributes and performance, and making necessary reconciliations (when needed) with the Firm’s reports on a monthly basis.

On a non-discretionary basis, Consequent may recommend that qualified clients consider allocating a portion of their investment assets to the Affiliated Funds (as defined below). Please

note that a consulting client is under no obligation to consider or make any investment in the Affiliated Funds. Whenever a consulting client invests in the Affiliated Funds, or other discretionary investment strategies, it will pay a management fee to Consequent Capital Investments, LLC (as discussed below) based on the fair market value of assets invested within the funds or other strategies.

### Manager of Managers Services

Manager of Managers Services are offered to provide institutional clients on a discretionary basis with services that include, but are not limited to, setting investment objectives, money management, asset allocation, and performance evaluation. Under this program, the Firm manages each client's portfolio pursuant to specific investment objectives and limitations as set forth in its advisory agreement.

Using an extensive due diligence process, Consequent selects third party managers based on quantitative and qualitative factors that consider a fundamental evaluation of each manager's investment philosophy, processes, team, ownership and track record.

Selected third-party managers are then contracted by the Firm and compensated based on the fair market value of the respective pool of client assets under management. The Firm has discretion to manage client assets directly pursuant to an investment management agreement. Consequent may also direct client investments to other investment strategies that it manages and receive additional management fee compensation based on the fair market value of each client's respective assets invested in other Firm strategies and the Manager of Managers Services on a discretionary basis. The Firm will prepare reports for each client regarding performance of its investment portfolio.

### Outsourced CIO Program Services

Outsourced Chief Investment Officer ("CIO") Program Services are offered to institutional clients. An institutional client's portfolio is managed on a discretionary basis with the client's specific investment objectives serving as the guiding principle for making investments. The Firm has discretion to allocate assets within the portfolio among individual securities, mutual funds, exchange traded funds ("ETFs"), or other investment managers. A client may choose to exercise discretion over any portion of its assets, which for practical and reporting purposes may be segregated from the portfolio.

Outsourced CIO Services provided by the Firm support investment research and investment management activities of the client's staff and management team.

Consequent's experienced investment professionals and resources provide services for clients seeking professional guidance in the areas of investment analysis, manager selection, and due diligence, but also in:

- Investment management;
- Investment policy guidelines and statement development and drafting;
- Investment transparency;

- Manager search, selection and review;
- Tactical asset allocation;
- Performance reporting; Account statements; Open-ended agreement;
- Extension of investment staff;
- Extension of benefits administration staff for benefit planning and benefit payments;
- Annual portfolio review; and
- Program-wide cost reduction.

As part of its due diligence process, the Firm considers a client's specific financial positions, obligations, risk tolerance, investment horizon, liquidity needs, tax considerations, and other pertinent investment objectives. A client should promptly notify the Firm if there are changes to its financial position or investment status. On a discretionary basis, Consequent may direct client investments to other investment strategies that it or its related entities manage, including the Affiliated Funds. In doing so, the Firm may receive additional management fee compensation from Outsourced CIO Program clients based on the fair market value of each client's respective assets invested in other Firm strategies or funds.

#### Direct Investment Managed Account Services

Direct Investment Managed Account Services are provided to individuals, trusts, businesses, and pension and profit-sharing plans pursuant to the terms and conditions of the client's advisory agreement on a discretionary basis.

#### Affiliated Fund Advisory Services

Consequent is affiliated with other private investment funds (together, the "**Affiliated Funds**" and each individually, the "**Affiliated Fund**"). Two of the Affiliated Funds are "fund of funds," while the other is a private equity fund.

Consequent Capital Investments, LLC ("**Consequent Capital Investments**"), a related entity of Consequent, provides discretionary services to the Affiliated Funds such as setting overall investment objectives, directing, structuring and managing the underlying investments of each Affiliated Fund's assets, and, correspondingly, providing reports to investors. The owners of Consequent's parent company are also the owners of Consequent Capital Investments. Investment advice is provided directly to the Affiliated Funds by Consequent Capital Investments and not individually to a limited partner or member of the Affiliated Funds. Investors in the Affiliated Funds neither select nor evaluate any Affiliated Fund investments or strategies. The investment strategies used on behalf of the Affiliated Funds are not tailored to the investment criteria of individual Affiliated Fund investors. Any client-specific investment guidelines and restrictions are set forth in the confidential offering documents and governing documents of the Affiliated Funds.

Shares or limited partnership interests in the Affiliated Funds are not registered under the Securities Act of 1933, as amended (the "**Securities Act**"), and correspondingly, are not registered under the Investment Company Act of 1940, as amended (the "**Company Act**"). Interests in the Affiliated Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements, either in private transactions within the United

States or in offshore transactions, and are not offered to the public. Consequent may recommend on a non-discretionary basis that qualified clients consider investing in the Affiliated Funds if the Affiliated Funds are deemed suitable for the client. No client shall be under any obligation to either consider or make an investment in any of the Affiliated Funds.

A detailed description of the investment objective for each Affiliated Fund and discussion regarding terms and conditions for investment that include, but are not limited to, risk factors and fees (including management fees and incentive compensation) is set forth in the respective offering documents for each Affiliated Fund.

### Investment Education Services

Consequent offers investment education services to its non-discretionary advisory clients. The services are designed to educate participants about investment principles. During these presentations, Consequent does not provide any advice or recommendations with respect to participants' selection of investments. As part of these educational services, Consequent may provide asset allocation models specifying different allocation amounts and different asset classes, such as stocks, bonds, real estate or other assets. There is no fee charged to participants for these general educational services.

### Other Services

At a client's request, Consequent may provide additional financial advisory services in connection with special circumstances. Such circumstances include, but are not limited to, litigation, mergers, corporate divestitures and other areas that impact financial assets and investments.

For more information, please see Item 5 – Fees and Compensation, for more information; and Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.

## **Item 5 – Fees and Compensation**

### Consulting Services

Pricing of Consulting Services is based on a fee-only paradigm, and billed monthly or quarterly as determined by the Firm and the client at the inception of the services agreement. Consulting fees are calculated and based on the market value of assets in the client's account on the last day of the previous month or quarter in which such services were provided. A non-discretionary consulting client may elect to pay its advisory fee to Consequent either in advance or in arrears of the corresponding monthly or quarterly period. A client that elects to pay their advisory fee in advance and thereafter terminates its agreement prior to the end of the billing period shall be entitled to a refund of its prepaid advisory fee based on the number of days that the Consulting Services were provided during the respective billing period. The Firm may also entertain negotiated, fixed-fee arrangements with several clients.

Below is a chart showing Consequent's fee schedule for Consulting Services:

| Assets under Management | Advisory Fee <sup>1</sup> |
|-------------------------|---------------------------|
| Up to \$200,000,000     | 0.15% (15 basis points)   |

|  |                         |
|--|-------------------------|
| \$200,000,001 to \$400,000,000   | 0.10% (10 basis points) |
| \$400,000,001 to \$700,000,000   | 0.07% (7 basis points)  |
| Over \$700,000,00  | 0.05% (5 basis points)  |
| The minimum annual fee for Consequent's general consulting services will be \$35,000 per year. |                         |

<sup>1</sup>All fees are negotiable. Such negotiations may be based upon account size, scope and complexity of services, prior relationships and related account holdings. Fees may be higher if the portfolio includes alternative asset investments.

#### Manager of Managers Services

Pricing of Manager of Managers services is based on a fee-only paradigm, and billed monthly or quarterly, or in arrears, as determined by the Firm and the client at the inception of the services agreement. Fees are calculated based on the fair market value of assets in the client's account on the last day of the previous month or quarter that such services are provided.

Below is a chart showing Consequent's fee schedule for Manager of Managers Services:

| Assets under Management        | Advisory Fee <sup>2</sup> |
|--------------------------------|---------------------------|
| Up to \$50,000,000             | 1.20% (120 basis points)  |
| \$50,000,001 to \$100,000,000  | 1.05% (105 basis points)  |
| \$100,000,001 to \$200,000,000 | 0.90% (90 basis points)   |
| \$200,000,001 to \$400,000,000 | 0.75% (75 basis points)   |
| \$400,000,001 to \$700,000,000 | 0.60% (60 basis points)   |
| Over \$700,000,00              | 0.45% (45 basis points)   |

<sup>2</sup>All fees are negotiable. Such negotiations may be based upon account size, scope and complexity of services, prior relationships and related account holdings.

#### Outsourced CIO Program

Pricing of the Outsourced CIO Program is based on a fee-only paradigm, and billed monthly or quarterly, or in arrears, as determined by the Firm and the client at the inception of the services agreement. Consequent's fees are calculated and based on the fair market value of assets in each client's respective account on the last day of the previous month or quarter when such services are provided.

Below is a chart showing Consequent's fee schedule for Outsourced CIO Program:

| Assets under Management       | Advisory Fee <sup>3</sup> |
|-------------------------------|---------------------------|
| Up to \$50,000,000            | 1.95% (195 basis points)  |
| \$50,000,001 to \$100,000,000 | 1.85% (185 basis points)  |
| Over \$100,000,00             | 1.75% (175 basis points)  |



<sup>3</sup>*All fees are negotiable. Such negotiations may be based upon account size, scope and complexity of services, prior relationships and related account holdings.*

#### Direct Investment Managed Account Services

Direct Investment Managed Account Services fees are based on the fair market value of assets in the client's respective portfolio. Fees may be deducted from the assets of a client's account upon the Firm's instruction to the account's custodian based on the terms of its advisory agreement with the client.

Each client is generally responsible for all expenses incurred in connection with transactions or positions held on behalf of its managed account pursuant to its investment advisory agreement. Such expenses include, custodial fees, bank service fees, brokerage commissions, clearing and settlement fees, interest and withholding or transfer taxes in connection with trading for the managed account, and Consequent's fees described above. Information regarding calculation of fees are provided in the Firm's advisory agreement.

#### Affiliated Fund Advisory Services

Consequent Capital Investments, a related entity of Consequent, offers its private fund advisory services for a management fee, and may charge a performance fee, as described in more detail under Item 6 – Performance-Based Fees and Side-By-Side Management. Fees for private fund advisory services is charged in advance on a quarterly basis and is calculated during the month following each calendar quarter. Consequent does not directly share in the fees received by Consequent Capital Investments for Affiliated Fund advisory services. Consequent Capital Investments and any of its affiliates, in their sole discretion, reserve the right to waive or reduce management fees for certain investors in Affiliated Funds as described in the respective offering documents. For more information on fees, please review the offering documents of the respective Affiliated Fund.

#### Investment Education Services

Consequent does not charge a fee for investment education services.

#### Other Services

Consequent negotiates fees for other services on a case-by-case basis. See Item 4 – Advisory Business.

#### General Information Regarding Fees for All Discretionary Services

Consequent may recommend that a client invests a portion of its assets in one or more money market funds, mutual funds or exchange-traded funds. In doing so, a client shall pay in addition to the compensation payable to Consequent its proportionate share of any management fees charged by the manager of such money market fund, mutual fund or exchange-traded fund.

A client may provide written authorization to the custodian to remunerate fees for Consequent's services by directly charging its account. In that event, (1/12) one-twelfth or (1/4) one-fourth of the annual fee, as applicable, is billed to the client in the month following the end of the month

or calendar quarter when such services were provided. The client's custodian will provide the client with a statement showing the amount(s) paid directly to Consequent. Each client should review its account statements received from the custodian and verify the accuracy of Consequent's fees.

On the other hand, if a client foregoes authorizing the custodian to pay Consequent by directly charging its account, Consequent sends the client an invoice. Likewise, the client is billed (1/12) one-twelfth or (1/4) one-fourth of the annual fee, as applicable, in the month following the end of the month or calendar quarter when such services were provided.

Should either Consequent or the client terminate the advisory agreement before the end of a billing period, any unpaid fees for services received by the client shall become immediately due and payable. The amount owed by the client is determined by dividing the advisory fee normally due for the whole month or quarter by the total number of days in the month or quarter. This daily fee is then multiplied by the number of calendar days in the month or quarter that the agreement was in effect. This amount equals the amount that Consequent earned for the partial month or quarter and is the client's fee.

In addition to Consequent's fee, a client may be required to pay other charges incurred by its custodian/broker-dealer such as:

- Custodial fees;
- Brokerage commissions;
- Transaction fees;
- SEC fees;
- Internal fees and expenses charged by mutual funds or ETFs; and
- Other fees and taxes on brokerage accounts and securities transactions.

None of these fees are paid to or shared with Consequent. Consequent will explain (telephonically or via written correspondence) the specific costs associated with any recommended investments with each client upon request. Consequent strives to recommend no-load and load-waived mutual funds, where practicable, in an effort to reduce expenses borne by its clients. See also Item 12 – Brokerage Practices.

At all times a client has the option to purchase investment products that Consequent recommends through other brokers or agents that are not affiliated with Consequent.

#### Please Note – Valuation

In the event that Consequent references private investment funds owned by the Firm or a related entity (including the Affiliated Funds) on any supplemental account reports prepared by Consequent or one of its related entities, the value(s) for all such private investment funds shall reflect either the initial purchase and/or the most recent valuation provided to the fund sponsor. If the valuation reflects the initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be significantly more or less than the original purchase price.

## **Item 6 – Performance-Based Fees and Side-by-Side Management**

Consequent does not receive any compensation in the form of performance-based fees.

Consequent Capital Investments may charge a performance fee for its private fund advisory services. Performance-based fees are designed to give a portion of the returns of an investment to the investment adviser as a reward for positive performance. Generally, the fee is based on a percentage of the profits made on the investments. A client that decides to invest in the Affiliated Funds should be aware that performance-based compensation may create an incentive for Consequent Capital Investments to make investments that are riskier or more speculative than would be the case in the absence of such an arrangement. In addition, Consequent Capital Investments may receive increased compensation with regard to unrealized appreciation, as well as realized gains in a client's account and, as a result, the performance-based fee earned could be based on unrealized gains that a client may never realize.

Potential conflicts of interest may arise that include situations where Consequent may have an incentive to favor accounts that are subject to performance-based compensation for Consequent Capital Investments. No client is under any obligation to become an Affiliated Fund investor. Moreover, clients are free and encouraged to seek advice regarding any of the Affiliated Funds from other professionals of their choosing, including legal counsel. Consequent's Chief Compliance Officer, Kenneth O. Simon, will be available to address any questions regarding this conflict of interest.

It is the Firm's policy to allocate investment opportunities among all clients on a fair and equitable basis. Consequent has adopted a trade allocation policy that the Firm believes will meet that objective and mitigate conflicts of interests previously discussed. Furthermore, Consequent has implemented policies and procedures to address trade allocation decisions, order aggregation decisions and brokerage allocation decisions, which are discussed more fully under Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading, and Item 12 – Brokerage Practices. The Firm seeks to ensure fair and equitable treatment of all clients with respect to investment allocation opportunities.

## **Item 7 – Types of Clients**

Consequent provides consulting advisory services primarily to pension and profit-sharing plans, state or municipal government entities, charitable organizations, family offices, endowments, private foundations, corporations, Taft-Hartley Plans, banks, trusts and estates.

Consequent does not have a selection criteria or minimum investment threshold for a client to open or maintain a non-discretionary, consulting account. All potential clients are reviewed on a case-by-case basis.

Manager of Managers, Outsourced CIO Program, and Direct Investment Managed Account clients may include, but are not limited to, pension and profit sharing plans (corporate, state and foreign), sovereign wealth funds, endowments, foundations, banks, trusts, estates, charitable

organizations, and corporate and business entities. There is no minimum account maintenance requirement for such accounts and all potential clients are reviewed on a case-by-case basis.

Consequent Capital Investments provides discretionary management and advisory services to Affiliated Funds directly, subject to the direction and control of the general partner of the Affiliated Fund, and not individually to any limited partner of such Affiliated Fund. Investors in the Affiliated Funds include, but are not limited to, high net worth individuals, pension and profit sharing plans (corporate, state and foreign), sovereign wealth funds, endowments, foundations, banks, pooled investment vehicles (e.g., funds-of-funds), trusts, estates or charitable organizations and corporate or business entities. Each of the Affiliated Fund investors that compensate Consequent Capital Investments based on performance are required to be a “qualified client” under the Investment Advisers Act of 1940, as amended, an “accredited investor” under the Securities Act, or be grandfathered pursuant to SEC rulemaking.

The minimum investment for a limited partner in each Affiliated Fund is provided in the Affiliated Fund’s governing documents; however, Consequent Capital Investments maintains discretion to accept less than the minimum investment threshold. An investor is required to meet certain suitability qualifications, such as being an “accredited investor” within the meaning set forth in Rule 501(a) of Regulation D of the Securities Act and a “qualified purchaser” as defined in Section 2(a)(51)(A) of the Company Act and meet other criteria established by the general partner of the Affiliated Fund. Also, an investor in the Affiliated Funds is required to make certain representations when investing in an Affiliated Fund, including, but not limited to, representations that: (i) it is acquiring the interest for its own account; (ii) it received or had access to information it deems relevant to evaluate the merits and risks of the prospective investment; and (iii) it has the ability to bear the economic risk of an investment in the Affiliated Fund. Details concerning applicable investor suitability criteria are set forth in the respective governing documents and subscription materials, which are furnished to each investor in an Affiliated Fund.

The Affiliated Funds may enter into separate agreements, commonly referred to as “side letters,” or other similar agreements with a particular limited partner in connection with its admission to the Affiliated Fund without the approval of any other limited partner in such Affiliated Fund, which would have the effect of establishing rights under or supplementing the terms of the applicable Affiliated Fund’s partnership agreement with respect to such limited partner in a manner possibly more favorable to such limited partner than those applicable to other limited partners. Such rights or terms in such side letter or other similar agreement may include, without limitation: (i) reporting obligations; (ii) waiver of certain confidentiality obligations; (iii) “most-favored nation” provisions; or (iv) rights or terms requested or necessary in light of particular investment, legal, regulatory or public policy characteristics of a limited partner.

#### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

The Firm’s client investment accounts are subject to the methods of analysis described in the offering documents of the underlying funds in which such clients are invested. For additional information, please refer to a fund’s offering documents.

## Fundamental Analysis

Consequent selects specific investments for client portfolios through the use of fundamental analysis. Fundamental analysis is a method of evaluating a company that has issued a security by attempting to measure the value of its underlying assets. It entails studying overall economic and industry conditions, sector-specific operating environment as well as the financial conditions (such as earnings, expenses, assets, and liabilities) and quality of the company's management. Once a value is reached, it is then compared to the current price of the issuing company's security to determine whether to purchase, sell, or hold the security.

Although Consequent manages client portfolios in a manner consistent with individual risk tolerances, there can be no guarantee regarding the outcome of the investment results. Clients should be prepared to bear the risk of loss of their entire investment.

The Firm's investment strategies may include long-term and short-term purchases and sales, and the use of options and margin. Clients may place reasonable restrictions on the strategies to be employed in their portfolio and the types of investments to be held in their portfolio.

## Risks

Consequent unequivocally makes no guarantee or representation that a client will achieve its investment objectives. Investing in securities and other instruments involves a risk of loss which investors should be fully aware. Consequent's management style is not intended as a complete investment program and may not be suitable for all investors - it is designed for sophisticated investors who fully understand and are capable of bearing the potential risk of loss inherent in their investment.

With respect to investments in the Affiliated Funds, a more detailed description of the risks associated with Consequent Capital Investments' investment strategies, as well as other risks associated with an investment in each Affiliated Fund, is included in that particular Affiliated Fund's offering memorandum. (Please see the offering memorandum of each Affiliated Fund, including "Investment Risk Factors" and "Potential Conflicts of Interest," for specific information regarding the principal risks applicable to each Affiliated Fund.)

Below are certain significant risks associated with Consequent's investment strategies and recommendations:

- General

Consequent's investment strategies are speculative and entail a significant degree of risk, and therefore any investment is intended only for investors capable of evaluating the merits and risks of investment strategies and able to absorb the loss of their entire investment. The Firm makes no guarantees or assurances that it will achieve a client's investment objectives or that significant losses will not be incurred.

- Other Funds

Consequent may invest in affiliated and unaffiliated funds (including, but not limited to, U.S. or offshore unit investment trusts, open-end and closed-end mutual funds and hedge funds, private equity funds, venture capital funds, advisory accounts, real estate investment trusts, ETFs or other private alternative or other investment funds) (collectively, “**Other Funds and Managers**”). Other Funds and Managers will charge management and other fees. Thus, if Consequent invests in them, the client will bear the fees and expenses associated with such investments. Consequent will not receive fees from these funds. Further, U.S. mutual funds generally must distribute all gains to investors, including investors who may not have an economic gain from investing in the fund, which can lead to negative tax effects on investors, particularly non-U.S. persons. Consequent may also invest in ETFs, unit investment trusts or other similar vehicles designed to track the performance of a specific index or sector. Other Funds and Managers may have unique risks of loss described in their offering documents.

- Equity Risk

Investments in equity securities generally involve a high degree of risk. Prices are volatile and market movements are difficult to predict. Price movements may result from factors affecting individual companies or industries and price changes may be temporary or last for extended periods. In addition to and taking into consideration the impact of movements in the overall stock market, the value of investments may decline if particular investments within the portfolio do not perform well. Prices of growth securities may be more sensitive to changes in current or expected earnings than prices of other securities. Prices of securities may fall or fail to appreciate regardless of movements in securities markets. Generally, Consequent will seek to avoid exposure to initial public offerings, although such results cannot be guaranteed. These investments may pose significant risks to prospects for significant returns.

- Fixed Income Risks

Investments in fixed income securities represent numerous risks, such as credit risk, interest rate risk, reinvestment and prepayment risk, all of which affect their pricing (i.e., value). These risks represent the potential for a large amount of price volatility. Generally, securities with longer maturities are more sensitive to price changes. The prices of high yield, fixed-income securities often fluctuate more than high-quality debt issues. Prices are especially sensitive to developments affecting the company’s business and to changes in ratings assigned by rating agencies. Prices of fixed-income securities are often closely linked with the company’s stock prices. High yield securities can experience sudden and sharp price swings due to changes in economic conditions, stock market activity, large sales by major investors, and default or other factors. Developments in the credit market may have a substantial impact on portfolio companies in which Consequent invests and will have an effect on the overall success of such investments. In the event of a default, the investment may incur a partial or total loss.

- Potential Concentration

Client portfolios may have highly concentrated positions in issuers engaged in one or a few industries. This increases the risk of loss relative to the market as a whole.

- Small Capitalization Companies

A substantial portion of assets may be invested in smaller and less established companies. Both debt and equity securities of such issuers tend to be more volatile than larger, more established companies. Such volatility could adversely impact client portfolios.

- Large Company Risk

Large capitalization stocks perform differently from other segments of the equity market. Companies issuing these securities may be less flexible in evolving markets and unable to implement change as quickly as smaller capitalization companies.

- Non-U.S. Investments

Consequent may invest client funds in securities (debt, equity, currencies, derivatives, etc.) domiciled outside the United States. Such investments expose the portfolio to a number of risks that may not exist in the domestic market. Such risks include, among other things, trade balances and imbalances and related economic policies, currency exchange rate fluctuations, imposition of exchange control regulation, corporate tax policies, withholding taxes, limitations on the removal of funds or other assets, possible nationalization of assets or industries, political difficulties and political instability in foreign nations.

- Use of Margin and Options

In some instances, Consequent may recommend use of margin accounts and options. Each client should be aware that use of margin and options are higher risk strategies. It is possible to lose the entire amount of one's principal investment and more. In a cash account, a client's risk is limited to the amount of money that it has invested. However, in a margin account, a client's risk includes the amount of money invested plus the amount that has been loaned to the client.

- Short Selling

Short selling involves selling securities that are not owned, and borrowing such securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows an investor to profit from declines in market prices to the extent that such decline exceeds the transaction costs and the costs of borrowing the securities. A short sale creates the risk of a theoretically unlimited loss because the price of the underlying security could theoretically increase without limit, thus increasing the cost to the clients of buying those securities to cover the short position. There can be no assurance that Consequent will be able to maintain the ability to borrow securities sold short. In such cases, the clients 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 are available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can result in the price of the securities to rise further, thereby exacerbating the loss.

- Counterparty Risk

A client is exposed to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract, or because of a credit or liquidity problem - thus causing the client to suffer a loss. Such “counterparty risk” is accentuated where client accounts have concentrated transactions with a single counterparty or small group of counterparties. Having no ascertainable standard to determine a counterparty’s financial capabilities and the absence of a regulated market to facilitate settlement may increase potential for losses.

- Systemic Risk

Systemic risk occurs when a default by one or several large institutions causes a series of defaults by other institutions. Systemic risk may adversely affect financial intermediaries, such as clearinghouses, banks, securities firms and exchanges.

- Conflicts of Interest

Potential conflicts of interest may arise between Consequent and a client. Consequent may advise several clients and manage separately managed accounts with objectives that are similar or overlapping. In addition, Consequent may, in the future, manage or sponsor investment funds or investment vehicles or advise other clients with objectives that may differ from the current Affiliated Funds and separately managed accounts. Other conflicts of interest may arise with respect to: (i) compensation paid to Consequent by its clients; (ii) allocation of time and resources by Consequent among clients, affiliated funds, the separately managed accounts and other investment activities; (iii) allocation of investment opportunities among clients, affiliated funds and separately managed accounts; (iv) valuation of assets; and (v) “side letters” involving the Affiliated Funds and a particular limited partner or investor which would have the effect of establishing rights as previously mentioned under Item 7: Types of Clients.

#### Affiliated Fund Risks:

- No Registration

The Affiliated Funds are not registered under the Company Act, nor does Consequent Capital Investments intend to register their respective limited partnership interests under the Securities Act or any other U.S. federal or state securities laws. The Company Act provides certain protections to investors and imposes certain restrictions on registered investment companies that will not be applicable to the Affiliated Funds. Additionally, offers and sales of interests in the Affiliated Funds have not been and will not be registered under the laws of any jurisdiction outside of the United States. Furthermore, neither the securities commission of any non-United States jurisdiction, nor any other agency has reviewed or passed upon the merits of the offerings.

- Lack of Liquidity of the Assets of Underlying Funds

Assets of funds in which the Affiliated Funds invest may at any given time include securities and other financial instruments or obligations which are very thinly traded, or



which no market exists, or which are restricted as to their transferability under applicable securities laws. The sale of any such investment may be possible only at substantial discounts. Further, such investment may be extremely difficult to value with any degree of certainty.

- Multiple Fees and Expenses

As described in the offering documents, a limited partner of the Affiliated Funds will pay certain fees (e.g., the management fee to the manager) and expenses (including organizational and operating expenses) of the Affiliated Fund, and will indirectly incur fees, e.g., management fees to the sponsors of underlying funds) and expenses (including organizational and operating expenses) of the underlying funds that the Affiliated Funds invests. This will result in a greater expense and less potential for a return on investment than if such fees were not charged or if such expenses were not incurred. Similarly, a limited partner in an Affiliated Fund may pay carried interest to the general partner in connection with an underlying fund's investments and may pay carried interest to a sponsor of an underlying fund. It is possible that the limited partners will pay a carried interest to the general partner in connection with an investment of an underlying fund even though the sponsor of such underlying fund did not receive a carried interest from such investment.

- No Return for a Period of Years

The Affiliated Funds' investments may not produce a realized return to partners for a period of years, if at all.

- Non-Controlling Investments

The Affiliated Funds will generally hold non-controlling interests in the underlying funds, underlying investments, and targeted investments, and therefore, will have limited ability to protect their positions in such investments except by means of the various applicable limited rights provided to limited partners and investors therein.

- No Transferability or Withdrawal

A limited partner in an Affiliated Fund may not sell, transfer, exchange, assign, pledge, hypothecate or otherwise dispose of their limited partnership interests (or any portion thereof) without the consent of the general partner of the Affiliated Fund. Moreover, a limited partner in an Affiliated Fund may not unilaterally withdraw from an Affiliated Fund.

- Loss of Capital

The Affiliated Funds are intended for long-term investors who can accept the risks associated with investing primarily in illiquid securities, such as the underlying funds. There can be no assurance that an Affiliated Fund will achieve its investment objective. The possibility of partial or total loss of Affiliated Fund capital will exist, and prospective investors should not subscribe unless they can readily bear the consequences of such loss.

- Modification of Terms

As noted above, an Affiliated Fund and Consequent Capital Investments may, from time to time, each in its sole discretion, enter into agreements or side letters concerning a particular investor's investment in the Affiliated Fund, including the terms related to such investment. In addition to the statements made previously, note that the Affiliated Funds and Consequent Capital Investments will generally not be required to disclose the existence or terms of any such agreements to any other investor or to offer the terms of any such agreements to any other investor. Any investor that is a party to such agreement may have rights that are preferential in some respect to other investors. In addition, each Affiliated Fund and, in certain cases, Consequent Capital Investments, will have the discretion to waive or modify the application of certain provisions of such Affiliated Fund's governing documents. These agreements and side letters may be beneficial to certain investors. Please see the applicable Affiliated Fund's offering memorandum for additional information regarding these agreements.

- Legal, Regulatory and Tax Risk

Legal, regulatory and tax developments that may adversely affect a client could occur at any time. Securities and futures markets are subject to comprehensive statutes, regulations and margin requirements enforced by the SEC, the CFTC, other regulators and self-regulatory organizations and exchanges authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions.

There has been an increase in government, as well as self-regulatory, scrutiny of the alternative investment industry in general, and Consequent Capital Investments' activities may be subject to new or additional regulatory constraints in the future.

- Affiliated Fund Structure Risk

There are certain risks associated with the structure and terms of the Affiliated Funds. All business and investment decisions on behalf of the Affiliated Funds will be made by Consequent Capital Investments. The Affiliated Funds' investors will have no authority to make decisions or to exercise business discretion on behalf of the Affiliated Funds. In addition, investors in the Affiliated Funds will not receive information relating to the Affiliated Funds' portfolio investments, measurements of risk or values related thereto. Each Affiliated Fund may pursue any investment strategy set forth in its respective offering memorandum, and as it deems appropriate, modify the investment objectives and strategies and may also formulate new approaches to carrying out the overall investment objectives and strategies set forth in such offering memorandum.

An investment in the Affiliated Funds is suitable for certain sophisticated investors that have no need for immediate liquidity in their investments. Such investment provides limited liquidity because interests in the Affiliated Funds are not freely transferable, and investors are subject to significant limitations on the right to withdraw capital or redeem

shares. Furthermore, a significant withdrawal of capital or redemption of shares from the Affiliated Funds may adversely affect remaining investors.

**THE FOREGOING LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN CONSEQUENT'S AND CONSEQUENT CAPITAL INVESTMENTS' METHODS OF ANALYSIS AND INVESTMENT STRATEGIES USED IN FORMULATING INVESTMENT ADVICE OR MANAGING ASSETS.**

#### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Consequent Capital Management or its management.

Consequent Capital Management does not have any material legal, financial, regulatory or other “disciplinary” item to report regarding Consequent Capital Management or its current management persons.

#### **Item 10 – Other Financial Industry Activities and Affiliations**

Consequent Capital Investments, a related entity of Consequent, provides discretionary services to the Affiliated Funds. See Item 4: Advisory Business – Affiliated Fund Advisory Services, Item 5: Fees and Compensation and Item 6: Performance-Based Fees and Side-by-Side Management for additional information. In addition, Consequent may organize and sponsor funds which will be private investment companies and partnerships. These pooled investment vehicles will be managed by Consequent and be controlled by affiliated general partner entities. Consequent will serve as investment adviser to such funds. As such, Consequent will be responsible for all decisions regarding portfolio transactions of the funds and will have full discretion over the management of the funds’ investment activities.

Consequent will not receive compensation, either directly or indirectly, for recommending other advisers to its clients.

#### **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Consequent has adopted a Code of Ethics (“**Code**”) which is designed to reinforce its institutional integrity and set forth procedures and limitations which govern the personal securities transactions of its employees and associates. The Code is developed to promote the highest standards of behavior and ensure compliance with applicable regulations.

The Code includes the Firm’s policies and procedures designed to protect client interests in relation to the following:

- The Firm’s duty of loyalty and trust;

- Guidelines for employees conducting personal securities transactions to ensure that such transactions are done in a manner consistent with the Code;
- Verifying that employees avoid any actual or potential conflict of interest or abuse of their position of trust and responsibility;
- Preventing employees from taking advantage of their position;
- Protecting confidentiality of information concerning identity of the client, their investments, and financial circumstances;
- Practicing independence in the investment decision-making process;
- Gifts and entertainment;
- Political contributions; and
- Insider trading.

A copy of the Code will be provided to a client or any prospective client upon request by contacting Kenneth O. Simon, Consequent's Chief Compliance Officer, at (404) 883-2544 or [ken@consequentcm.com](mailto:ken@consequentcm.com).

Consequent may, from time to time, take a position in a security in which the Firm or one of its related persons, directly or indirectly, has an interest. For instance, it may be expected that the assets of one or more managed accounts will be invested in securities of issuers in which an Affiliated Fund holds positions. In addition, an Affiliated Fund's assets may be invested in securities of issuers that one or more of the managed accounts hold positions. The Firm's employees are permitted to buy or sell the same securities for their personal and family accounts that are bought or sold for client account(s). The personal securities transactions by employees and the positions that Consequent may hold may raise potential conflicts of interest when they trade in a security that is owned by you or considered for purchase or sale for clients. Clients will not be provided with notification of such occurrences.

Notwithstanding the foregoing, Consequent, its employees or a related entity, will have an investment in each Affiliated Fund. In addition, GrayCo Investment Management, LLC, GrayCo Investment Management II, LLC and Southeastern Global, LLC are 100% owned by Consequent Capital Investments. Todd McDonald serves as a manager of both Consequent and Consequent Capital Investments.

Consequent has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- Require employees to act in client's best interest;
- Prohibit favoring one client over another; and
- Provide for the review of transactions to discover and correct any same-day trades that result in an employee receiving a better price than a client.

Employees must follow Consequent's procedures when purchasing or selling the same securities purchased or sold for clients.

## **Item 12 – Brokerage Practices**

### Consulting Services

A custodian is a broker-dealer and other financial institution that holds a client account. A custodian determines the values of assets in a client's portfolio. The custodian that Consequent will use shall also serve as the client's broker-dealer. When determining the appropriateness of a broker-dealer, Consequent will consider a variety of factors, among other things, including but not limited to, the full range and quality of a broker-dealer's services, including execution capability, commission rates, the value of any research, and financial responsibility and their responsiveness.

### Discretionary Services

Consequent may have discretionary authority to select brokers or dealers utilized to effect securities trades for clients of the Firm's Outsourced CIO Program, Manager of Managers Services and Direct Investment Managed Account Services. Consequent's guiding principle is to obtain the best overall execution for each client on each trade. Consequent will consider factors such as, the actual handling of the order, the ability of the broker to settle the trade promptly and accurately, the financial standing of the broker, the ability of the broker to commit capital, its past experience with similar trades and other factors that may be unique to a particular order. Consequent may pay a brokerage commission that is higher than the lower commission that would otherwise be available for any given trade, insofar that it will not engage in the practice of directing brokerage commissions in exchange for client referral from its brokers.

A client may direct Consequent in writing to use a particular broker-dealer to execute some or all of the transactions for its account and is responsible for negotiating the terms and arrangements for the account with that broker-dealer. Consequent may not negotiate commissions, obtain volume discounts, or best execution. Further, differences in commission charges may exist between the commissions charged to clients who direct Consequent to use a particular broker or dealer, and other clients who do not direct Consequent to use a particular broker or dealer.

Consequent may engage in bunched trading, which is the purchase or sale of a security for the accounts of multiple clients in a single transaction. If a bunched trade is executed, each participating client receives a price that represents the average of the prices at which all of the transactions in a given bunch were executed. Executing a bunched trade allows transaction costs to be shared equally and on a pro-rata basis among all of the participating clients. If the order is not completely filled, the securities purchased or sold will be distributed among participating clients on a pro-rata basis or in some other equitable manner.

Bunched trades will be placed when Consequent reasonably believes that the combination of the transactions provides better prices for clients than if individual transactions are placed for clients. Transactions for nondiscretionary client accounts will not be bunched with transactions for discretionary client accounts.

Consequent will not be obligated to include any client account in a bunched trade. Bunched trades will not be effected for any client's account if doing so is prohibited or otherwise

inconsistent with that client's investment advisory agreement. No client will be favored over any other client with respect to bunched trades.

### **Item 13 – Review of Accounts**

On a regular basis, client accounts will be monitored with a formal review conducted at least quarterly, or as agreed upon with individual clients. Reviews will focus on consistency of portfolio investments with each client's stated objectives and risk tolerances. Further, it will consider investment restrictions requested by individual clients, investment time horizons, liquidity needs, tax considerations and other circumstances unique to each client. Client accounts receiving consulting services will be reviewed by a senior investment professional and reported to the Firm's Investment Committee.

Typically, accounts for the Manager of Managers Services, the Outsourced CIO Program and the Direct Investment Managed Accounts will be reviewed at least on a quarterly basis to monitor each portfolio's compliance with its specific guidelines. Clients will receive statements from their custodian at least quarterly either in paper form or electronically. These statements identify their current investment holdings, the cost of each of those investments, and their current market values. Clients will also be sent confirmations following each brokerage account transaction unless receipts of confirmation have been waived by the client. Manager of Managers Services clients and Direct Investment Managed Account will receive quarterly reports that include performance and market commentary. Custom reports may also be created and sent to clients if requested.

Portfolios of Affiliated Fund investors will be reviewed by Consequent Capital Investments on an as needed basis to monitor each Affiliated Fund's compliance with its specific risk parameters, investment objectives and guidelines. Asset allocation, cash management, market prospects and individual issue prospects will be considered.

Within 180 days after completion of each fiscal year, Affiliated Fund investors will receive the Affiliated Fund's audited financial statements prepared in accordance with GAAP. The Affiliated Fund will also provide unaudited performance information to investors on a quarterly basis. An Affiliated Fund's third party administrator will also review the Affiliated Fund's accounts on a regular basis to price the portfolio based on independent third party pricing methodologies approved by Consequent Capital Investments.

### **Item 14 – Client Referrals and Other Compensation**

Consequent does not receive economic benefits as a result of certain relationships with unaffiliated broker-dealers. See Item 12 – Brokerage Practices.

### **Item 15 – Custody**

Assets in the Affiliated Funds will be held at a third party brokerage firm or firms meeting the definition of "qualified custodians" under SEC Rule 206(4)-2. Account statements will be provided directly to the general partner of the Affiliated Fund. Individual investors in the

Affiliated Funds will receive reports from Consequent Capital Investments described under Item 13 – Review of Accounts. Neither Consequent nor Consequent Capital Investments will maintain physical custody of the assets of the Affiliated Funds.

Consequent's clients that it deems to have custody of their funds or securities will receive statements from their custodian at least quarterly. Clients are encouraged to carefully review these statements. Clients will need to verify that the transactions in their account are consistent with their investment goals and the objectives. Consequent will also encourage clients to contact their contact at Consequent or the Firm's Chief Compliance Officer should they have any questions or concerns regarding their account or notice any discrepancy between a report provided by their custodian and a report provided by Consequent.

#### **Item 16 – Investment Discretion**

Consequent will offer its advisory services for the Outsourced CIO Program, Manager of Managers Services and Direct Investment Managed Account Services and Consequent Capital Investments will offer its advisory services for its Affiliated Fund Advisory Services on a discretionary basis. In doing so, Consequent and Consequent Capital Investments will not need advance approval from the client to determine the type and amount of securities to be bought and sold for their accounts. With respect to the Firm's advisory services for the Outsourced CIO Program as discussed in Item 12 – Brokerage Practices, Consequent will have the ability to choose the broker-dealer through which transactions will be executed. Discretion will be conducted in a manner consistent with the stated investment objectives for each client's account. Consequent will only exercise discretion provided that it receives written authorization from a client.

Further, for the aforementioned types of accounts discussed above, Consequent will not withdraw funds from the account other than for advisory fees, which may only be done with the client's prior written authorization as discussed in Item 5 – Fees and Compensation. For Consequent's Direct Investment Managed Account Services, the Firm can choose the broker-dealer through which transactions will be executed. In addition, Consequent Capital Investments may withdraw funds from the Affiliated Funds' account in certain circumstances, as described in the Affiliated Funds' partnership agreement and offering materials. For the Manager of Managers Services, except in instances where Consequent purchases ETFs, Consequent will not have the ability to choose the broker-dealers through which transactions will be executed. That decision is made by the underlying manager that Consequent appoints.

#### **Item 17 – Voting Client Securities**

Unless expressly provided for by written agreement, Consequent will not take any action or give advice regarding voting of proxies solicited by, or with respect to, issuers of securities in which their accounts may be invested. The Firm will not take any action or give any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits. Consequent will, however, forward to clients any information received by the Firm regarding proxies and class action legal matters involving any securities held in their accounts.

With regard to Consequent's Outsourced CIO Program and Consequent's Manager of Managers Services, the Firm will have authority to coordinate with the underlying managers the voting of any securities and generally to exercise proxy authority. In addition, for its Direct Investment Managed Account Program, the Firm will have authority to vote proxies on behalf of its client where delegated by its clients in their advisory agreement with the Firm.

Discretionary clients may direct the Firm to vote any proxy in a specific manner that may differ from the Firm's recommendation. In these instances, Consequent would accept the instruction from the client and vote the proxy consistent with said instruction.

Consequent Capital Investments will be responsible for determining how to vote all proxies with respect to the Affiliated Funds. As a "fund of funds" advisor, Consequent Capital Investments will rarely, if ever, be requested to vote the proxies of traditional operating companies. Rather, from time to time, Consequent Capital Investments will likely be requested to vote on behalf of Consequent's clients in their capacities as investors in other investment funds. In cases where Consequent Capital Investments is voting proxies, Consequent Capital Investments will be guided by general fiduciary principles. Consequent Capital Investments' goal is to act prudently, solely in the best interest of the Affiliated Funds and their investors. Consequent Capital Investments will attempt to consider all factors of its vote that could affect the role of the underlying investment in an Affiliated Fund or the value of the underlying investment. Consequent Capital Investments will vote Affiliated Fund proxies in the manner it believes is consistent with its efforts to achieve stated objectives, including maximizing portfolio values.

In the event that a potential conflict of interest arises between Consequent and the issuer of a security with regard to a specific proxy vote, Consequent will reach out to the client to disclose the potential conflict of interest and possibly obtain consent from the client prior to proceeding. Further, if a material conflict of interest arises between Consequent and an Affiliated Fund, Consequent Capital Investments will convene the Investment Committee of the Affiliated Fund to determine resolution of such conflict, which may also involve the Investment Committee retaining an independent third party to determine how to vote the proxy in question.

Clients may obtain a copy of Consequent's written proxy voting policies upon request or information on how Consequent voted a proxy by contacting Kenneth O. Simon, the Firm's Chief Compliance Officer at (404) 883-2544 or [ken@consequentcm.com](mailto:ken@consequentcm.com).

## **Item 18 – Financial Information**

Consequent has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and Consequent has not been the subject of a bankruptcy proceeding.

Consequent does not require or solicit the prepayment of any amount of fees from clients six months or more in advance.