

Firm Brochure
(Part 2A & 2B of Form ADV)

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This brochure provides information about the qualifications and business practices of Avondale Conquest. If you have any questions about the contents of this brochure, please contact us at: 615-467-3460, or by email at: smarlin@avondalepartnersllc.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 Avondale Conquest is available on the SEC's website at www.adviserinfo.sec.gov

March 2011

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur subsequent to the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 615-467-3460 or by email at: smarlin@avondalepartnersllc.com.

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Advisory Business

Firm Description

Avondale Conquest, LLC was formed in March of 2006 through a joint venture between Avondale Funds, LLC (“Avondale Funds”) and Conquest Capital Management, LLC (“Conquest Capital”). Avondale Funds an asset affiliate of Avondale Partners, LLC (“Avondale Partners”) which is registered with Securities and Exchange Commission (“SEC”), as a broker-dealer. Avondale Conquest is the general partner of Conquest I Fund (“the Fund”) which is managed by Tim Kelly, CFA. Conquest I is a Delaware limited partnership which invests both long and short, in various securities on behalf of the general and limited partners focused on capturing value and managing risks, with a research emphasis on publicly traded small and mid-capitalization domestic securities.

Avondale Conquest’s objective is to double partners’ capital every 6-8 years. Avondale Conquest attempts to do this by diversifying across industries and securities, while including a portfolio of short securities. The goal is a portfolio which demonstrates a lower volatility profile than the market, with an emphasis on stock selections that will generate superior returns over time.

Avondale Conquest invests across the market cap spectrum with particular research focus on small and mid-capitalization securities. The small and mid-cap universe is the segment of the market where a stock’s market value can vary meaningfully from its intrinsic value. Avondale Conquest exerts particular effort in finding companies where there are significant catalysts that could develop within 12-18 months which would meaningfully affect the company’s financial strength, strategy, or business model.

Principal Owners

Tim Kelly is a 50% direct owner of Avondale Conquest. Avondale Group, LLC is the indirect owner of a 50% interest in Avondale Conquest via a direct owner, Avondale Funds, LLC. Limited Partners are our investor base and they are comprised primarily of high net worth investors.

Types of Advisory Services

AVONDALE CONQUEST provides investment management and administrative services directly to the Fund. In that capacity Avondale Conquest holds a limited power of attorney to act on a discretionary basis with the partnership’s funds.

As of March 8th, 2011, Avondale Conquest manages approximately \$40 million in assets for the Fund.

Types of Agreements

The following agreements define the typical partnership's funds.

Asset Management

Avondale Conquest, as the general partner of the Fund, is authorized to invest on behalf of the Fund, in stocks, bonds, notes, debentures and other securities and instruments that are traded in public and private markets. The Fund may also engage in short selling, purchase securities on margin, trade in publicly-traded and over-the-counter options and engage in hedging and other securities investment strategies. The Fund Conquest I, LP is a private offering of limited partner interests.

Termination of Agreement

A Limited Partner may, on at least thirty days' prior written notice to the General Partner, withdraw all or part of the Capital Account of such Limited Partner as of the last day of any Fiscal Quarter that occurs on or after the date immediately preceding the first anniversary of such Limited Partner's admission to the Partnership as provided in Section 9.3 of the Offering Circular Agreement.

Fees and Compensation

Description

The general partner of the Fund, Avondale Conquest receives an annual management fee of 1% of assets under management and a performance allocation equal to 20% of net profits of the Fund. Avondale Conquest complies with Rule 260.234 under the California Corporate Securities Law of 1968 and Rule 205-3 under the Investment Advisers Act of 1940. Avondale Conquest believes that its fees are competitive with those fees charged by other investment advisers for comparable services. Comparable services, however, may be available from other sources for lower fees than those charged by the Avondale Conquest.

Fees are not negotiable.

Fee Billing

The annual management fee is payable in quarterly installments at the beginning of each calendar quarter based on the net market value of the aggregate of the Limited Partners' capital accounts. The performance

allocation is based on the net profits of the Fund (including both realized and unrealized gains and losses), assessed in arrears at the end of each calendar year, provided that such amount will only be applied to the portion of profits in each Limited Partners' capital accounts which exceeds the cumulative losses previously allocated to such Limited Partner.

Other Fees and Expenses

The Fund pays or reimburses Avondale Conquest for all Fund trading costs and expenses (such as, for example, expenses related to short sales, brokerage commissions, clearing and settlement charges, option premiums, markups, custodial fees and service fees), all interest on Fund borrowings (on margin or otherwise), all costs and expenses associated with negotiating and entering into contracts and arrangements in the ordinary course of the Fund's business, all Fund selling costs and expenses, all costs of communicating with existing and prospective Limited Partners, and all bookkeeping, recordkeeping, legal, accounting, professional, expert and consulting fees and expenses (including the fees and expenses of counsel for Avondale Conquest and the costs and expenses of portfolio recordkeeping software), incurred by or on behalf of the Fund or for its benefit. Avondale Conquest bears all of its own operating, general, administrative and overhead costs and expenses, except that the costs of certain of these services and expenses may be paid by securities brokerage firms to which Avondale Conquest directs the Fund's securities trades.

Performance-Based Fees

Sharing of Capital Gains

Avondale Conquest is allocated from the Fund a performance allocation equal to 20% of net profits of the account (including both realized and unrealized gains and losses), assessed in arrears at the end of each calendar year provided that such amount will only be applied to the portion of profits which exceeds the cumulative losses previously allocated to the Limited Partners.

Types of Clients

Description

Avondale Conquest currently provides investment advice to one privately-placed investment limited partnership, Conquest I Fund.

Account Minimums

The minimum investment in the Fund is \$500,000.00 of assets under management.

Avondale Conquest has the discretion to waive the investment minimum. Investments of less than \$500,000.00 may be accepted. Other exceptions will apply to employees and affiliates of Avondale Conquest and their relatives, or relatives of existing clients.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include fundamental analysis.

Sources of information include Avondale Partner's research support to the Fund. Avondale Partner's research analysts average 14 years of industry experience and are charged with producing the highest quality, independent, value-added, and timely investment analysis. Other sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Investment Strategies

Avondale Conquest may invest in, hold, sell, trade and otherwise deal in securities and other intangible investment instruments consisting principally, but not solely, of stocks, bonds, notes, debentures, and other securities and instruments that are traded in public and private markets.

Other strategies may include long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies).

Risk of Loss

All investment programs have certain risks that are borne by the investor. Clients face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- An investment in the Partnership involves significant risks and is suitable only for those persons who can bear the economic risk of the loss of their investment and who have limited need for liquidity in their investment. There can be no assurance that the Partnership will achieve its investment objective. An investment in the Partnership carries with it the inherent risks associated with the strategy of the Partnership and the execution of that strategy in the capital markets. Each prospective Limited Partner should carefully review the Offering Circular and the agreements before deciding to invest in the Partnership.

Disciplinary Information

Legal and Disciplinary

Avondale Conquest and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Registration

Avondale Conquest is registered with the SEC as an Investment Adviser.

Affiliations

Avondale Conquest has arrangements that may be material to the Limited Partners of the Fund. Avondale Funds, which has a 50% ownership interest in Avondale Conquest, is a wholly owned subsidiary of Avondale Group, LLC ("Group"). Group also owns another subsidiary, Avondale Partners, LLC ("Partners") which is dually registered with the SEC and FINRA as a broker/dealer and investment advisor. Avondale Conquest and Partners are affiliated by this commonality of ownership. On occasion, Avondale Conquest causes trades to be executed on behalf of the Fund, through Partners. As a result, the potential for a conflict of interest may arise. Avondale Conquest has adopted procedures to address this potential conflict. All trading activities of the Fund, including any securities transactions executed through Partners and compliance with such procedures, are supervised by Tim Kelly.

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

Code of Ethics

The employees of Avondale Conquest are subject to a Code of Ethics that is available for review by clients and prospective clients upon request.

Participation or Interest in Client Transactions

Avondale Conquest, its employees and affiliates may buy or sell securities that are held by the Fund. Employees may not trade their own securities ahead of transactions for the Fund.

Principal Transactions. An Avondale Conquest affiliate, Partners, in the course of its activities as a securities dealer may buy securities for itself from, and sells securities it owns to, the Fund. Partners will comply with the requirements of SEC Rule 206(3) by: (1) disclosing to Avondale Conquest in writing the capacity in which its affiliated broker-dealer, Partners, is acting in such transaction. Partners will include in such disclosure: (1) the cost to Avondale Conquest of the security Partners is proposing to sell (or, if proposing to buy a security, the price at which it is to be resold), (2) the best price at which the transaction could be effected by or for Avondale Conquest elsewhere if such price is more advantageous to Avondale Conquest than the actual purchase or sale, and (3) a report from an unaffiliated investment professional that the transaction is fair to Avondale Conquest, with the cost of such report to be borne by Avondale Conquest.

Interest of Affiliated Broker/Dealer. An Avondale Conquest affiliate, Partners, in the course of its activities as a broker and agent, effects securities transactions **on the Fund's behalf**, for compensation. The Avondale Conquest ensures that such transactions are to be effected on industry competitive terms {and at commissions no higher than those the affiliated broker-dealer charges to persons who are not advisory clients of Avondale Conquest}. Similarly, Avondale Conquest will offer its advisory client best execution for its securities transactions.

Agency Cross Transactions. Avondale Conquest may enter into cross transactions where its affiliated broker/dealer, Partners, acts as agent on behalf of the Fund and another party to the transaction, who may be a brokerage client of the affiliated broker/dealer. Such cross transactions enable the Avondale Conquest to purchase or sell a block of securities for the Fund at a set price and possibly avoid an unfavorable price movement that may be created through entrance into the market with such purchase or sell order. Avondale Conquest and the affiliated broker/dealer may have a potentially conflicting division of responsibilities to both parties to such a cross transaction. Avondale Conquest will only consider entering into a cross transaction to the extent permitted by applicable law, including, if required or appropriate, providing appropriate notice to and obtaining consent from its clients in the manner required by SEC Rule 206(3)-2.

Tim Kelly, Chief Investment Officer of Avondale Conquest, and other officers and employees of Avondale Conquest or of Partners may invest personally in the Fund. Avondale Conquest may purchase or sell securities for the Fund for which Partners, its affiliated broker/dealer, receives a commission. From time to time, Partners may purchase or sell for its own account the same securities Avondale Conquest has purchased for the Fund.

Personal Trading

Personal securities transactions by employees may raise potential conflicts of interest when such persons trade in a security that is owned by, or considered for purchase or sale, by the Fund. Avondale Conquest has adopted policies and procedures designed to detect and prevent such conflicts of interest and, when they do arise, to ensure that it enters into transactions for the Fund in a manner that is consistent with its fiduciary duty and in accordance with applicable law. All transactions in securities are required to be pre-cleared to ensure that there is no conflict of interest or insider trading. Employees are required to report personal securities transactions via a duplicate monthly statement for employees sent directly from the corresponding brokerage firm.

Brokerage Practices

Selecting Brokerage Firms

Avondale Conquest has complete discretion over the selection and amount of securities to be bought or sold without obtaining specific client consent.

Avondale Conquest also has complete discretion over the selection of the broker to be used and the commission rates to be paid with respect to the Fund.

Best Execution

In selecting a broker for any transaction or series of transactions Avondale Conquest may consider a number of factors, including, for example, net price, reputation, financial strength and stability, efficiency of execution and error resolution, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, order of call, offering to Avondale Conquest on-line access to computerized data regarding client accounts, the availability of stocks to borrow for short trades and other matters involved in the receipt of brokerage services generally.

Soft Dollars

Avondale Conquest may also purchase from a broker or allow a broker to pay for certain research services, economic and market information, portfolio strategy advice, industry and company comments, technical data, recommendations, general reports, consultations, performance measurement data, news wire charges, market data services, exchange fees for real-time priced quotations and the like (a "soft dollar" relationship).

Subject to the criteria of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"), Avondale Conquest may pay a brokerage commission in excess of what another broker/dealer might charge for effecting the same transactions in recognition of the value of brokerage, research and other services and soft dollar relationships. In such case, however, Avondale Conquest will determine in good faith that such commission is reasonable in relation to the value of brokerage, research and other services and soft dollar relationships provided by such broker-dealer, viewed in terms of either the specific transaction or Avondale Conquest's responsibilities to the Fund.

Review of Accounts

Periodic Reviews

Timothy Kelly, Chief Investment Officer, will review the Fund's account daily to assess performance as well as the quality of services being delivered by its execution firms, and compliance with Avondale Conquest's policies and procedures.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a investor's own situation.

Regular Reports

Quarterly performance reports are provided to the Limited Partners of the firm.

Client Referrals and Other Compensation

Incoming Referrals

Avondale Conquest may compensate registered representatives of broker/dealers including its affiliated broker/dealer, Avondale Partners, for referral of investors to the Fund. Such compensation generally consists of a percentage of the management fee paid to the Avondale Conquest.

Custody

Account Statements

Avondale Conquest maintains all assets of the fund at third party, qualified custodians. Presently the Fund's assets are held at Goldman Sachs & Co. Such custodians provide account statements directly to Avondale Conquest as the general partner of the Fund.

Investment Discretion

Discretionary Authority for Trading

Avondale Conquest holds discretionary authority to manage securities accounts on behalf of the Fund. Avondale Conquest has the authority to determine, without obtaining specific consent of the Fund's Limited Partners the securities to be bought or sold, and the amount of the securities to be bought or sold.

The Fund approves the custodian to be used and the commission rates paid to the custodian. Avondale Conquest does not receive any portion of the fees or commissions paid by the Fund to the custodian or others through which it may execute transactions.

Voting Client Securities

Proxy Votes

Avondale Conquest votes proxies for any securities which it purchases for the Fund. A copy of Avondale Conquest proxy voting policy is available upon request.

Financial Information

Financial Condition

Avondale Conquest does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

The Fund is audited annually and Limited Partner's account balances are calculated by an independent 3rd party. A balance sheet is not required to be provided because Avondale Conquest does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$600 per client, and six months or more in advance.

Business Continuity Plan

General

Avondale Conquest has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The BCP covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The BCP covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

Avondale Conquest has a plan in place in the event of Tim Kelly's serious injury, disability or death.

Information Security Program

Information Security

Avondale Conquest maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

Avondale Conquest respects Limited Partner's right to privacy. We have always been committed to securing the confidentiality and integrity of your personal information. We are proud of our privacy practices and want our current and prospective customers to understand what information we collect and how we use it.

We gather information about you and your accounts so that we can (i) know who you are and thereby prevent unauthorized access to your information, (ii) design and improve the products and services we offer and (iii) comply with the laws and regulations that govern us.

We may collect the following types of "nonpublic personal information" about you:

- Information about your identity, such as your name, address, social security number, financials, risk, employment, etc.;
- Information about your transaction with us;
- Information we receive from you on applications, such as your beneficiaries or income.

We collect nonpublic personal information about Avondale Conquest clients such as you from the following sources:

- Information we receive from you on applications or other forms;
- Information about your transactions with us, our affiliates, or others.

We do not disclose any nonpublic personal information about your customers or former customers to anyone, except as permitted by law. Moreover, we will not release information about our customers or former customers unless one of the following conditions is met:

- We receive your prior written consent.
- We believe the recipient to be you or your authorized representative.
- We are required by law to release information to the recipient
- We only use information about you and your account to help us better serve your investment needs or to suggest services or educational materials that may be of interest to you.

We maintain physical, electronic and procedural safeguards to guard your personal account information. To further protect your privacy, our website uses the highest levels of Internet security, including data encryption, user names and passwords, and other tools. We also restrict access to your

personal and financial data to authorized Avondale Conquest associates and affiliates who have a need for these records. We require all nonaffiliated organizations to conform to our privacy standards and are contractually obligated to keep the information provided confidential and used as requested. Furthermore, we will continue to adhere to the privacy policies and practices described in this notice even after your account is closed or becomes inactive.

We will continue to conduct our business in a manner that conforms with our pledge to you, your expectations and all applicable laws.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

Avondale Conquest requires that advisors in its employ have a bachelor's degree and encourages further coursework demonstrating knowledge of financial planning and tax planning. Examples of such additional coursework include but is not limited to: MBA, CFP®, CFA, ChFC, JD, CTFA, EA or CPA. Generally advisors have work experience that demonstrates their aptitude for financial planning and investment management.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Chartered Financial Analyst (CFA): Chartered Financial Analysts are licensed by the CFA Institute to use the CFA mark. CFA certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA Program.
- Have 48 months of acceptable professional work experience in the investment decision-making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA Institute.

Tim Kelly, CFA**Educational Background:**

- Date of birth: 1966
- Southern Methodist University, BBA, 1988
- University of Chicago Graduate School of Business, MBA, 1995

Business Experience:

- 1988 – 1993 Arthur Anderson – Senior Consultant
- 1995 – 2002 Dresdner RCM – Portfolio Manager, Small Caps
- 2002 – present Avondale Conquest (formerly, Conquest Capital Management, LLC) – Chief Investment Officer

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Tim Kelly is supervised by Robert Patrick Shepherd, Sr. Managing Partner. He reviews Tim Kelly's work through frequent office interactions as well as remote interactions. He also reviews Tim Kelly's activities through our client relationship management system.

Robert Patrick Shepherd's contact information:

PHONE 615-467-3515

EMAIL pshepherd@avondalepartnersllc.com

Joel Oertling**Educational Background:**

- Date of birth: 1959
- Louisiana Tech, BS, Accounting, 1981
- Louisiana State University, MS, Finance 1983

Business Experience:

- 1984 – 1992 Deloitte Touche – Audit Manager
- 1992 – 2000 J.C. Bradford & Co. – Controller, Partner
- 2001 – present Avondale Partners, LLC - CFO

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Joel Oertling is supervised by Robert Patrick Shepherd, Sr. Managing Partner. He reviews Joel Oertling's work through frequent office interactions as well as remote interactions. He also reviews Joel Oertling's activities through our client relationship management system.

Robert Patrick Shepherd's contact information:

PHONE 615-467-3515

EMAIL pshepherd@avondalepartnersllc.com

R. Patrick Shepherd

Educational Background:

- Date of birth: 1955
- University of Notre Dame, BBA, Finance 1977
- Depaul Universtiy Law School, JD, 1980

Business Experience:

- 1983 – 2000 J.C. Bradford & Co – General Counsel, General Partner
- 1999 – 2000 Medallion Securities, LLC - Secretary
- 2000 – 2001 Foliofn Investments, Inc. – VP Regulatory Counsel
- 2001 – present Avondale Partners, LLC – Sr. Managing Partner

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

R. Patrick Shepherd is supervised by Avondale Partners, LLC Board of Directors. They review R. Patrick Shepherd's work through frequent office interactions as well as remote interactions.

Sarah Sherck

Educational Background:

- Date of birth: 1969
- University of Chicago, College of Arts, BA in Political Science, 1991

Business Experience:

Compliance Officer roles:

- 2005 – present Avondale Partners, LLC
- 2003 – 2005 PowellJohnson
- 2001 – 2003 Midwest Research
- 1999 – 2001 First Analyst

- 1995 – 1999 J.C. Bradford & Co.
- 1993 – 1995 First Interstate Bank
- 1991 – 1993 Citicorp

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Sarah Sherck is supervised by Robert Patrick Shepherd, Sr. Managing Partner. He reviews Sarah Sherck's work through frequent office interactions as well as remote interactions.

Robert Patrick Shepherd's contact information:

PHONE 615-467-3515

EMAIL pshepherd@avondalepartnersllc.com