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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III

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Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/04 AND ENDING 12/31/04  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: OCEANA PARTNERS LLC.

OFFICIAL USE ONLY  
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
275 SEVENTH AVENUE, SUITE 2000

NEW YORK NY 10001  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
DAVID MACK 212-744-1549  
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
KAUFMANN, GALLUCCI & GRUMER LLP

ONE BATTERY PARK PLAZA NEW YORK NY 10004  
(Address) (City) (State) (Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

PROCESSED

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FOR OFFICIAL USE ONLY THOMSON FINANCIAL

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

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VF3-21-05

OATH OR AFFIRMATION

I, COURTLANDT G. MILLER, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of OCEANA PARTNERS, as of DECEMBER 31, 2004, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

ROSLYN S. HARPER  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 01HA6070734  
QUALIFIED IN KINGS COUNTY  
MY COMMISSION EXPIRES MARCH 11, 2006

*Roslyn S. Harper*  
Notary Public

*[Handwritten Signature]*

Signature

PARTNER

Title

This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Operations.
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- (o) Independent auditor's report on internal control.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**OCEANA PARTNERS, LLC**  
**REPORT ON STATEMENT OF**  
**FINANCIAL CONDITION**  
**AS OF DECEMBER 31, 2004**

OCEANA PARTNERS, LLC

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KAUFMANN,  
GALLUCCI &  
GRUMER LLP

CERTIFIED PUBLIC ACCOUNTANTS

## INDEPENDENT AUDITOR'S REPORT

To the Members of Oceana Partners, LLC:

We have audited the accompanying statement of financial condition of Oceana Partners, LLC (the "Company") as of December 31, 2004 that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America as established by the Auditing Standards Board of the American Institute of Certified Public Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement as well as assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the financial position of Oceana Partners, LLC as of December 31, 2004 in conformity with accounting principles generally accepted in the United States of America.

January 31, 2005

*Kaufmann, Gallucci & Grumer LLP*

**OCEANA PARTNERS, LLC**  
**STATEMENT OF FINANCIAL CONDITION**  
**DECEMBER 31, 2004**

ASSETS

Cash and cash equivalents	\$ 23,112
Securities owned, at market value	30,000
Note receivable	25,000
Other assets	<u>3,340</u>
 TOTAL ASSETS	 \$ <u>81,452</u>

LIABILITIES AND MEMBERS' EQUITY

Liabilities

Accounts payable and accrued expenses	\$ 15,437
Members' equity	<u>66,015</u>
 TOTAL LIABILITIES AND MEMBERS' EQUITY	 \$ <u>81,452</u>

The accompanying notes are an integral part  
of this financial statement.

**OCEANA PARTNERS, LLC**  
**NOTES TO FINANCIAL STATEMENT**  
**DECEMBER 31, 2004**

**NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS**

Oceana Partners, LLC (the "Company"), a limited liability company, was organized under the laws of the State of New York on August 5, 2003. The Company is registered as a broker-dealer in securities with the Securities and Exchange Commission ("SEC"). The Company was approved as a member of the National Association of Securities Dealers, Inc. on May 25, 2004.

The Company's primary business activities include investment banking, advisory and consulting work, and merger and acquisition assignments and private placements, as well as deriving revenue from fees earned by raising money from entities and qualified individuals for placement with money managers and investing by professional managers.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

- (a) The Company records revenue from investment banking and service fees as earned, generally upon the closing of a transaction.
- (b) The Company maintains its cash in a bank account which, at times, may exceed federally insured limits
- (c) The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**NOTE 3 - INCOME TAXES**

The Company is not subject to Federal or state income taxes since the taxes, if any, are the responsibilities of the individual members. The Company is subject to New York City Unincorporated Business Tax.

**NOTE 4 - NOTE RECEIVABLE AND RELATED PARTY TRANSACTION**

One of the members of the Company is also an officer of a developing business enterprise to which the Company has loaned \$25,000. The loan, dated August 24, 2004 bears interest at an annual rate of 7.5% and is payable quarterly. Interest payments are current. The loan is to be repaid on August 23, 2008. Prior to the maturity date, the Company has the right to convert the loan to common stock of the entity at a pre-determined price per share.

**OCEANA PARTNERS, LLC**  
**NOTES TO FINANCIAL STATEMENT**  
**DECEMBER 31, 2004**

**NOTE 4- CONTINUED**

The Company expects to receive full payment or conversion of the note to common stock at full value on or before the date of maturity.

**NOTE 5 - REGULATORY REQUIREMENTS**

As a registered broker-dealer, the Company is subject to the SEC Uniform Net Capital Rule ( SEC rule 15c3-1), which requires the maintenance of minimum net capital, and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 8 to one during its first year of operations and 15 to one thereafter. Net capital and aggregate indebtedness change from day to day. As of December 31, 2004, the Company had a net capital of \$28,839 which was \$23,839 in excess of the required minimum at that date of \$5,000. The Company's aggregate indebtedness to net capital was .53 to 1.