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

SEC FILE NUMBER
8-41161

FACING PAGE

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 January 1, 2006 AND ENDING December 31, 2006
MMDDYY MMDDYY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: **Millenco, L.L.C.**

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM I.D. NO.

666 Fifth Avenue, 8th Floor

New York

(No. and Street)
New York

10103

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Robert A. Williams

(212) 841-4125

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Ernst & Young LLP

5 Times Square

(Name - of individual, state last, first, middle name)

New York

NY

10036

(Address)

(City)

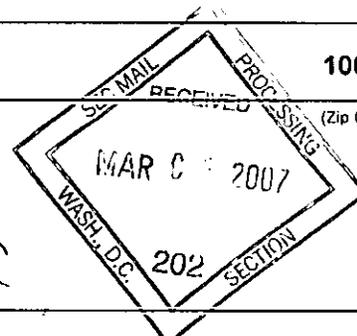
(State)

(Zip Code)

CHECK ONE:

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

PROCESSED
MAR 23 2007
THOMSON FINANCIAL



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*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).

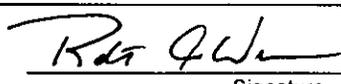
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OATH OR AFFIRMATION

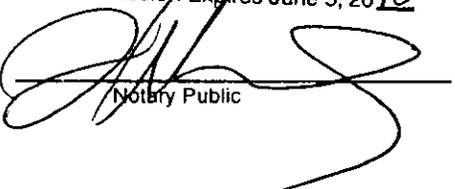
I, Robert A. Williams, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statements and supporting schedules pertaining to the firm of Millenco, L.L.C., as of February 19, 2007, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

HILLARY NAMMACK
Notary Public, State of New York
No. 01NAG147552
Qualified in New York County
Commission Expires June 5, 2010



Signature
Chief Financial Officer

Title



Notary Public

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

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's 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 15c3-1 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.
- (p) Schedule of segregation requirements and funds in segregation – customers' regulated commodity futures account pursuant to Rule 171-5.

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

STATEMENT OF FINANCIAL CONDITION

Millenco, L.L.C.

December 31, 2006

with Report of Independent Registered Public Accounting Firm

Millenco, L.L.C.

Statement of Financial Condition

December 31, 2006

Contents

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Report of Independent Registered Public Accounting Firm

To the Member of Millenco, L.L.C.

We have audited the accompanying statement of financial condition of Millenco, L.L.C. (the "Company") as of December 31, 2006. This statement of financial condition is the responsibility of the Company's management. Our responsibility is to express an opinion on the statement of financial condition based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audit included 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 such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition, assessing the accounting principles used and significant estimates made by management, and evaluating the overall statement of financial condition presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the statement of financial condition, referred to above presents fairly, in all material respects, the financial position of Millenco, L.L.C. at December 31, 2006, in conformity with U.S. generally accepted accounting principles.

February 19, 2007



Millenco, L.L.C.

Statement of Financial Condition

December 31, 2006

(In thousands)

Assets

| | |
|--|----------------------|
| Receivable from clearing organizations | \$ 1,621,697 |
| Securities owned, at market value | 7,079,064 |
| Securities borrowed | 3,772,837 |
| Other assets | 38,259 |
| | <u>\$ 12,511,857</u> |

Liabilities and member's capital

| | |
|---|------------------|
| Securities sold, not yet purchased, at market value | \$ 5,663,313 |
| Securities loaned | 2,353,635 |
| Payable to Millennium Partners, L.P. | 1,526,604 |
| Other liabilities | 30,792 |
| | <u>9,547,344</u> |

| | |
|------------------|----------------------|
| Members' capital | 2,937,513 |
| | <u>\$ 12,511,857</u> |

See accompanying notes.

Millenco, L.L.C.

Notes to Statement of Financial Condition

December 31, 2006

(In thousands)

1. Organization

Millenco, L.L.C. (the "Company"), a Delaware limited liability company, is a registered broker-dealer under the Securities Exchange Act of 1934 and is a member of the American Stock Exchange and NASDAQ. The Company engages in proprietary securities transactions and clears all trades on a fully disclosed basis through its clearing brokers.

On October 6, 2006, the Company changed its name from Millenco, L.P. and converted from a limited partnership to a limited liability company. Millennium Management, LLC ("Management") and Millennium Partners, L.P. ("MLP") were the members of the Company. Effective December 31, 2006, the membership interests were transferred to Integrated Holding Group, L.P. at carrying value. Integrated Holding Group, L.P., a subsidiary of MLP, is the sole member of the Company.

2. Significant Accounting Policies

Transactions in securities are recorded on a trade date basis.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management believes that the estimates utilized in preparing its financial statements are reasonable and prudent. Actual results could differ from those estimates.

Securities owned and securities sold, not yet purchased are recorded at market or fair value. Market value is generally based on quoted market prices. If quoted market prices are not available, fair value is determined based upon other relevant factors including cost, valuation of similar instruments, and the financial condition of the issuer. The resulting change in unrealized profit or loss is reflected in the statement of income within principal transactions.

Interest and dividends are accounted for on an accrual basis. Related receivables and payables are included in other assets and other liabilities on the statement of financial condition.

Securities borrowed and loaned result from transactions with other broker-dealers or financial institutions and are recorded at the amount of cash collateral advanced or received. Securities borrowed transactions require the Company to deposit cash with the lender. Securities loaned transactions require the borrower to deposit cash with the Company. The Company monitors the market value of securities borrowed and loaned on a daily basis, with additional collateral obtained or refunded as necessary.

Millenco, L.L.C.

Notes to Statement of Financial Condition (continued)

3. Receivable from Clearing Organizations

Receivable from clearing organizations represent net cash and margin debt balances with the Company's clearing brokers, proceeds from securities sold short, and amounts receivable or payable for securities transactions that have not settled at December 31, 2006. The cash at the clearing brokers related to securities sold short is restricted.

A source of the Company's short-term financing is provided by its clearing brokers from which it can borrow against its proprietary inventory positions, subject to collateral maintenance requirements.

4. Related Party Transactions

Certain affiliates provide trading and accounting services and incur other administrative expenses on the Company's behalf without charge. In addition, MLP advances funds to the Company. These advances totaled \$1,526,604 at December 31, 2006 and are payable upon demand and are non-interest bearing.

5. Securities Owned and Securities Sold, Not Yet Purchased

Securities owned and securities sold, not yet purchased consist of the following at December 31, 2006:

| | <u>Owned</u> | <u>Sold, Not Yet Purchased</u> |
|-----------------|---------------------|------------------------------------|
| Equities | \$ 6,655,012 | \$ 5,623,431 |
| Corporate bonds | 418,002 | 35,676 |
| Options | 6,050 | 4,206 |
| | <u>\$ 7,079,064</u> | <u>\$ 5,663,313</u> |

Securities owned may be pledged to the clearing brokers on terms which permit the clearing brokers to sell or repledge the securities to others subject to certain limitations.

Millenco, L.L.C.

Notes to Statement of Financial Condition (continued)

6. Net Capital Requirement

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule 15c3-1 (the "Rule") which specifies, among other requirements, minimum net capital requirements for registered broker-dealers. The Company has elected to compute its net capital under the alternative method permitted by the Rule which requires, among other things, that the Company maintain minimum net capital, as defined, of \$250. At December 31, 2006, the Company had net capital of \$874,516 which exceeded its requirement by \$874,266.

Certain advances, payments and other equity withdrawals are restricted by the provisions of the Rules of the Securities and Exchange Commission.

Under arrangements with clearing brokers, the Company is required to maintain certain minimum levels of capital and comply with other financial ratio requirements. At December 31, 2006, the Company was in compliance with all such requirements.

7. Income Taxes

No federal, state or local income taxes have been provided at the Company level since the members are individually liable for the taxes on their share of the Company's income.

8. Contingencies

In December 2003, Renaissance Technologies Corporation ("Renaissance") commenced an action in New York Supreme Court against MLP, Management and two MLP traders, seeking injunctive relief and money damages. Renaissance alleges that MLP hired two traders in an attempt to induce them to breach confidentiality obligations owed to Renaissance, their former employer. MLP, the two traders, and Renaissance have all separately filed motions for summary judgment, which have not yet been ruled on. MLP is vigorously defending itself in this matter.

9. Commitments

Securities sold, not yet purchased represent obligations of the Company to deliver securities at a future date. These transactions result in off-balance sheet risk in an amount by which future market values may exceed the amount reflected in the statement of financial condition. The Company may, at its discretion, purchase the securities at prevailing market prices at anytime.

Millenco, L.L.C.

Notes to Statement of Financial Condition (continued)

9. Commitments (continued)

In the normal course of business, the Company enters into transactions in order to reduce its exposure to market risk in connection with its proprietary trading activities. These transactions include futures and the writing of option contracts. These contracts are valued at market. The Company monitors its positions to reduce the risk of potential loss due to changes in market value or failure of counterparties to perform.

As a writer of options, the Company receives a premium at the outset and then bears the risk of unfavorable changes in the price of the financial instrument underlying the option. As a result of writing option contracts, the Company is obligated to purchase or sell at the holder's option, the underlying financial instrument.

Futures contracts are executed on an exchange, and cash settlement is made on a daily basis for market movements. Accordingly, futures contracts generally do not have credit risk. The amounts disclosed below represent the end of year fair value of the Company's derivative financial instruments and are included in receivable from clearing organizations, net on the statement of financial condition.

| | Fair Value at December 31, 2006 | |
|-------------------|------------------------------------|-----------|
| | Asset | Liability |
| Futures contracts | \$ 2,234 | \$ 695 |
| Options purchased | 6,050 | - |
| Options written | - | 4,206 |

The Company had margin requirements for futures contracts of \$24,848 at December 31, 2006, which were satisfied by cash on deposit.

The Company clears its securities transactions through major financial services firms. Trades pending at December 31, 2006 were settled without adverse effect on the Company's financial condition.

Millenco, L.L.C.

Notes to Statement of Financial Condition (continued)

10. Fair Value of Financial Instruments

The fair value of the Company's assets and liabilities which qualify as financial instruments under SFAS No. 107, "Disclosures About Fair Value of Financial Instruments" approximates the carrying amounts presented in the statement of financial condition.

END