

BP 9/5



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OMB APPROVAL
OMB Number: 3235-0123
Expires: February 28, 2010
Estimated average burden
hours per response..... 12.00



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

SEC FILE NUMBER
8-49443

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 07/01/06 AND ENDING 06/30/07
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: PricewaterhouseCoopers Corporate Advisory
and Restructuring LLC

OFFICIAL USE ONLY
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)
300 Madison Avenue, 25th Floor

New York (City) NY (State) 10017 (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Cipus Pardewala 646-771-6565
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Councilor, Buchanan and Mitchell P.C.
(Name - if individual, state last, first, middle name)

7910 Woodmont Ave., Ste 500, Bethesda MD 20814
(Address) (City) (State) (Zip Code)

CHECK ONE:

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

PROCESSED
SEP 07 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)

PA 9/6

OATH OR AFFIRMATION

I, Cyrus Pardiwala, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of _____, as of June 30, 20 07, 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:

JUDY GALLAGHER
Notary Public, State of New York
No. 01GA8134908
Qualified in Kings County
Term Expires October 11, 2009

C. Pardiwala
Signature

SENIOR MANAGING DIRECTOR
Title

Judy Gallagher
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 Changes in Financial Condition.
- (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 15c3-1 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.

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

REPORT PURSUANT TO RULE 17a-5(d) AND
REPORT OF INDEPENDENT CERTIFIED
PUBLIC ACCOUNTANTS

**PRICEWATERHOUSECOOPERS CORPORATE
ADVISORY AND RESTRUCTURING LLC**

June 30, 2007

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Members of **PricewaterhouseCoopers Corporate Advisory and Restructuring LLC**

We have audited the accompanying statement of financial condition of PricewaterhouseCoopers Corporate Advisory and Restructuring LLC (the "Company") as of June 30, 2007, and the related statements of operations, changes in members' capital, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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 statements referred to above present fairly, in all material respects, the financial position of PricewaterhouseCoopers Corporate Advisory and Restructuring LLC as of June 30, 2007, and the results of its operations and its cash flows the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained on pages 10 and 11 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Councilor, Buchanan + Mitchell, P.C.

Bethesda, Maryland
August 27, 2007

Certified Public Accountants

PricewaterhouseCoopers Corporate Advisory and Restructuring LLC

STATEMENT OF FINANCIAL CONDITION

June 30, 2007

ASSETS

Cash and cash equivalents	\$ 4,298,452
Accounts receivable	1,505,278
Due from affiliate	<u>5,801</u>
	\$ <u>5,809,531</u>

LIABILITIES AND MEMBERS' CAPITAL

Accounts payable and accrued expenses	\$ 2,127,087
Members' capital	<u>3,682,444</u>
	\$ <u>5,809,531</u>

The accompanying notes are an integral part of this statement.

PricewaterhouseCoopers Corporate Advisory and Restructuring LLC

STATEMENT OF OPERATIONS

Year ended June 30, 2007

Revenues	
Fee income and related expenses	\$ 6,854,165
Interest and other	<u>214,058</u>
	<u>7,068,223</u>
Operating expenses	
Employee compensation and benefits	8,234,242
Practice development	957,766
Recruiting	49,152
Other personnel-related expenses	271,806
Technology & Research	427,035
Business Development	232,017
Office and administrative expenses	757,726
Occupancy	125,020
	<u>11,054,764</u>
NET LOSS	<u>\$ (3,986,541)</u>

The accompanying notes are an integral part of this statement.

PricewaterhouseCoopers Corporate Advisory and Restructuring LLC

STATEMENT OF CHANGES IN MEMBERS' CAPITAL

Year ended June 30, 2007

Members' capital, beginning of year	\$ 3,368,985
Members' capital contribution	4,300,000
Net loss	<u>(3,986,541)</u>
Members' capital, end of year	<u>\$ 3,682,444</u>

The accompanying notes are an integral part of this statement.

PricewaterhouseCoopers Corporate Advisory and Restructuring LLC

STATEMENT OF CASH FLOWS

Year ended June 30, 2007

Cash flows from operating activities	
Net loss	\$ (3,986,541)
Adjustments to reconcile net loss to net cash provided by operating activities	
Changes in operating assets and liabilities	
(Increase) decrease in operating assets	
Accounts receivable, less allowance for doubtful accounts	(548,957)
Due from affiliate	503,902
Increase (decrease) in operating liabilities	
Accounts payable and accrued expenses	(954,755)
Net cash used by operating activities	(4,986,351)
Cash flows from financing activities	
Capital contributions	<u>4,300,000</u>
Net Decrease in Cash And Cash Equivalents	(686,351)
Cash and cash equivalents at beginning of year	<u>4,984,803</u>
Cash and cash equivalents at end of year	<u>\$ 4,298,452</u>

The accompanying notes are an integral part of this statement.

PricewaterhouseCoopers Corporate Advisory and Restructuring LLC

NOTES TO FINANCIAL STATEMENTS

June 30, 2007

NOTE A - GENERAL BUSINESS

PricewaterhouseCoopers Corporate Advisory and Restructuring LLC (the "Company") is registered with the Securities and Exchange Commission (the "SEC") as a broker-dealer and is a member of the National Association of Securities Dealers, Inc. ("NASD"). The Company was organized as a limited liability company under the laws of the state of Delaware. As such, its members' liabilities in the Company's obligations and debts shall be limited to the amounts of their capital contributions.

The Company engages in the investment banking business by providing financial advisory services to institutional customers, advising and arranging capital sourcing, mergers and acquisitions. Its activities also include privately placing equity and debt securities on behalf of corporations, partnerships, business trusts, and limited liability companies on a "best efforts" basis with clients located throughout the United States.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

1. Cash and Cash Equivalents

Cash and cash equivalents include cash balances and money market funds.

2. Accounts Receivable

Accounts receivable are reported at their outstanding balances.

Management periodically evaluates the adequacy of the allowance for doubtful accounts by considering the Company's past receivables loss experience, known and inherent risks in the accounts receivable population, adverse situations that may affect a client's ability to pay, and current economic conditions.

The allowance for doubtful accounts is increased by charges to bad debts expense and decreased by charge offs of the accounts receivable balances. Accounts receivable are considered past due based on their payment terms. Accounts receivable are charged off based on management's case-by-case determination that they are uncollectible.

NOTES TO FINANCIAL STATEMENTS

June 30, 2007

NOTE B (continued)

Management believes that all accounts receivable is substantially collectible at June 30, 2007. No material allowances have been provided.

3. Fee Income and Revenue Recognition

Fee income represents amounts recognized in connection with advisory services fees and related expenses. In connection with these activities, the Company receives retainer fees for services to be provided. Revenue from advisory services is recognized when performance is substantially completed. When applicable, advisory services fees received in advance of performance are treated as deferred revenue.

4. Income Taxes

No provision for Federal, state, or city income taxes has been made since the Company is not a taxable entity and the members are individually liable for the taxes on their shares of the Company's income or loss.

5. Use of Estimates

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 in determining 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 C - MEMBERS' CAPITAL

The Company's limited liability agreement calls for the Company's profits and losses to be allocated in proportion to the capital contributions of the members.

NOTES TO FINANCIAL STATEMENTS

June 30, 2007

NOTE D - RELATED PARTY TRANSACTIONS

1. Fee Income

Approximately 67% of the gross revenues earned is a result of subcontracts from PwC. In addition, all revenues are processed by PricewaterhouseCoopers LLP (PwC) on behalf of the Company.

The Company has an agreement with PricewaterhouseCoopers Corporate Finance Inc. ("PwCCF Canada," an affiliate of PwC) to provide U.S.-based broker-dealer services via Registered Representative Consulting Agreements.

The Company earned approximately \$350,000 of revenues from PwCCF Canada for the year ended June 30, 2007.

2. Intercompany Transactions

Net revenues were collected and expenditures processed by PwC on behalf of the Company. Collections are processed by PwC and deposited directly into the Company's accounts.

PwC charges the Company for substantially all office and administrative expenses, and certain other operating expenses. These expenses are allocated to the Company based upon a predetermined formula, which totaled \$535,891 for the year ended June 30, 2007. At June 30, 2007, the amount due from PwC was \$5,801, which represents the net amount of revenues collected and expenditures paid and allocated by PwC. In addition, the Company earned \$4,569,573 of income from the PwC Network for the year ended June 30, 2007.

During the year the Company sold, without recourse, \$1,559,713 in receivables to PwC at a loss of \$110,037.

3. Employee Benefit Plan

PwC maintains a defined contribution plan covering all employees of PwC and certain related entities, including the Company. The Plan provides that employees who have attained age 21 voluntarily contribute from 1% to 100% of their pre-tax compensation to the Plan and/or from 1% to 100% of post-tax compensation to the Plan, with the total amount of contributions not

NOTES TO FINANCIAL STATEMENTS

June 30, 2007

NOTE D (continued)

to exceed 100% of compensation. The Company matches employee contributions in the amount of 25% of the first 6% of compensation contributed to the Plan (200% of the first 6% of compensation for the employee's first September of participation). The Company also makes a profit sharing contribution of 5% (8% for Managing Directors, and 7% for grandfathered Directors) of compensation regardless of the employees' contributions.

After March 2006, the Company stopped making profit sharing contributions and began participation in PwC's cash balance pension plan, with allocations for its employees made in the same amount as the prior profit sharing contributions. Expense totaled \$189,992 for the year ended June 30, 2007

NOTE E - CONCENTRATION OF CREDIT RISK

The Company is subject to credit risk at June 30, 2007, as the majority of all cash and cash equivalents are held at one financial institution.

NOTE F - NET CAPITAL REQUIREMENT

As a registered broker-dealer under the Securities Exchange Act of 1934 (the "Act") and member of NASD, the Company is subject to the SEC's Uniform Net Capital Rule 15c3-1 under the Act. The Company is required to maintain minimum net capital, as defined, of 6-2/3% of aggregate indebtedness or \$5,000, whichever is greater. Net capital and aggregate indebtedness change from day to day, but, as of June 30, 2007, the Company had net capital of \$3,874,474, which exceeded minimum net capital requirements by \$3,851,940.

SUPPLEMENTARY INFORMATION

PricewaterhouseCoopers Corporate Advisory and Restructuring LLC

**COMPUTATION OF NET CAPITAL PURSUANT TO
RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION**

June 30, 2007

Net capital	
Members' capital	\$ 3,682,444
Deductions and/or charges	
Nonallowable assets	
Accounts receivable, less allowance for doubtful accounts	1,505,278
Due from affiliate	<u>5,801</u>
	2,171,365
Other additions and/or credits	
Discretionary bonus pool	<u>1,789,078</u>
Net capital before haircuts on securities positions	3,960,443
Haircuts on securities	
Other securities	<u>85,969</u>
Net capital	3,874,474
Minimum net capital requirement - the greater of 6-2/3% of aggregate indebtedness of \$338,009 or \$5,000	<u>22,534</u>
Excess net capital	<u>\$ 3,851,940</u>
Ratio of aggregate indebtedness to net capital	<u>.09 to 1</u>
Schedule of aggregate indebtedness	
Accounts payable and accrued expenses	\$ 338,009

No material differences exist between the above computation and the computation included in the Company's corresponding unaudited Form X-17A-5 Part IIA filing, as amended.

PricewaterhouseCoopers Corporate Advisory and Restructuring LLC

STATEMENT REGARDING RULE 15c3-3

June 30, 2007

The Company is exempt from rule 15c3-3 of the Securities and Exchange Commission under paragraph (k)(2)(i) of that rule.

INDEPENDENT AUDITOR'S SUPPLEMENTARY
REPORT ON INTERNAL CONTROL REQUIRED BY
SEC RULE 17a-5

**PRICEWATERHOUSECOOPERS CORPORATE
ADVISORY & RESTRUCTURING LLC**

June 30, 2007



**INDEPENDENT AUDITORS' SUPPLEMENTARY REPORT ON
INTERNAL CONTROL REQUIRED BY SEC RULE 17A-5**

To the Members of
PricewaterhouseCoopers Corporate Advisory and Restructuring LLC

In planning and performing our audit of the financial statements and supplemental schedules of PricewaterhouseCoopers Corporate Advisory and Restructuring LLC (the "Company") for the year ended June 30, 2007, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons and Recordation of differences required by rule 17a-13
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles.

To the Members of
PricewaterhouseCoopers Corporate Advisory and Restructuring LLC

Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A *control deficiency* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A *material weakness* is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at June 30, 2007, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, Inc., and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

Councilor, Buchanan + Mitchell, P.C.

Bethesda, Maryland
August 27, 2007

Certified Public Accountants

**NASD AND SEC ADDRESSES:
REGIONAL AND DISTRICT OFFICES**

Copies	Location
(1)	NASD/Financial Operations 9509 Key West Avenue, 5th Floor Rockville, MD 20850 Attn: Eleanor Sabalbaro
(2)	SEC Headquarters Securities and Exchange Commission Registrations Branch Mail Stop 8031 100 F Street, NE Washington, DC 20549 Email: help@sec.gov
(1)	Northeast Regional Office Mark Schonfield, Regional Director 3 World Financial Center Room 4300 New York, NY 10281 Email: newyork@sec.gov
(1)	Boston District Office Walter G. Ricciardi, District Administrator 33 Arch Street, 23rd Floor Boston, MA 02110-1424 Email: boston@sec.gov
(1)	Philadelphia District Office Arthur S. Gabinet, District Administrator The Mellon Independence Center 701 Market Street Philadelphia, PA 19106-1532 Email: Philadelphia@sec.gov

**NASAA MEMBER REPRESENTATIVE LIST
ALL FIFTY (50) STATES**

ONE COPY EACH

SEE ATTACHED LIST

<input checked="" type="checkbox"/> North American Securities Administrators Association						
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
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-
-

NASAA Member Representatives

NASAA MEMBER REPRESENTATIVE LIST

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 Director
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http://www.nasaa.org/About_NASAA/NASAA_Member_Representatives/mailtsy

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Massachusetts

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First Deputy Secretary of the Commonwealth

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Michigan

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Dept. of Labor & Economic Growth
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Commissioner
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Director, Enforcement Division

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Mississippi

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700 North Street

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James O. Nelson, II
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Douglas M. Ommen
Securities Commissioner

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Montana

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