

* AP
3/7

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

OMB APPROVAL
OMB Number: 3235-0123
Expires: March 31, 2016
Estimated average burden
hours per response... 12.00



15047469

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

SEC FILE NUMBER
8-69090

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 01/01/14 AND ENDING 12/31/2014
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:
MILLCO ADVISORS, LP
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

OFFICIAL USE ONLY
FIRM I.D. NO.

1717 PENNSYLVANIA AVE, NW SUITE 333

(No. and Street)

WASHINGTON

DC

20006

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Jennifer Main (202) 800-2866
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

McGladrey LLP

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

1185 Avenue of Americas

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.

SECURITIES AND EXCHANGE COMMISSION
RECEIVED
MAR 02 2015
REGISTRATIONS BRANCH
02

FOR OFFICIAL USE ONLY

*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)

2/19/15

OATH OR AFFIRMATION

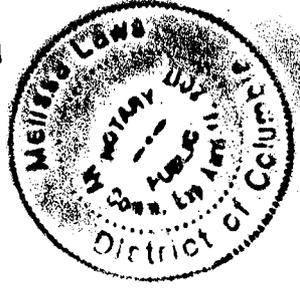
I, Jennifer Main, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of MILLCO ADVISORS, LP, as of December 31, 2014, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Jennifer Main Signature

CFO Title

Notary Public Signature

District of Columbia County of Washington Subscribed and sworn before me on 12-27-14 (Date) Notary Signature



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. (Bound under separate cover) (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).

Millco Advisors, LP

Statement of Financial Condition

December 31, 2014

This report is filed pursuant to Rule 17a-5(d) under the Securities Exchange Act of 1934 as a PUBLIC document.

Contents

Report of Independent Registered Public Accounting Firm	1
Statement of Financial Condition	2
Notes to Statement of Financial Condition	3-4



Report of Independent Registered Public Accounting Firm

To the Partners
Millco Advisors LP
New York, New York

We have audited the accompanying statement of financial condition of Millco Advisors LP (the Partnership) as of December 31, 2014, and the related notes (the financial statement). This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. 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 financial statement, 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 Millco Advisors LP as of December 31, 2014, in conformity with accounting principles generally accepted in the United States.

McGladrey LLP

New York, New York
February 27, 2015

Millco Advisors, LP

**Statement of Financial Condition
December 31, 2014**

ASSETS

Cash	\$ 9,247,241
Accounts receivable, net	<u>2,147,021</u>
Total assets	<u><u>\$ 11,394,262</u></u>

LIABILITIES AND PARTNERS' CAPITAL

Liabilities:

Accounts payable and accrued expenses	\$ 39,023
Due to parent	131,318
Deferred revenue	<u>4,500,000</u>

Total liabilities 4,670,341

Commitments and Contingencies

Partners' capital 6,723,921

Total liabilities and partners' capital **\$ 11,394,262**

See Notes to Statement of Financial Condition

Millco Advisors, LP

Notes to Statement of Financial Condition

Note 1. Organization and Nature of Business

Millco Advisors, LP (the "Partnership") is a limited partnership company established in the state of Delaware on March 22, 2012. Millco Advisors GP, LLC (the "General Partner") and Millstein & Co., L.P. (the "Limited Partner" or "Parent") are the two original partners.

The Partnership is registered as a broker-dealer with the Securities and Exchange Commission (the "SEC") and is a member of Financial Industry Regulatory Authority, Inc. ("FINRA"). The Partnership provides investment banking and advisory services, with a primary focus on corporate restructurings. As part of its advisory services, the Partnership may also act as an investment banker to issuers of unregistered offerings, commonly referred to as private placements.

The Partnership does not carry securities accounts for customers or perform custodial services and, accordingly, claims exemption from the provision of Rule 15c3-3 of the SEC based on paragraph (k)(2)(i) of the rule.

Note 2. Significant Accounting Policies

A summary of the Partnership's significant accounting policies follows:

Basis of Accounting: The financial statements of the Partnership are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Cash: Cash consists of funds in a checking and savings account, held at one financial institution, which may exceed federally insured limits during the year. However, the Partnership does not believe that this results in any significant credit risk.

Accounts Receivable: Accounts receivable are recorded when revenue is recognized and are presented in the balance sheet net of the allowance for doubtful accounts. Accounts receivable are written off when they are determined to be uncollectible. The allowance for doubtful accounts is estimated based on the Partnership's historical experience, the existing economic conditions, and the financial stability of its customers. As of December 31, 2014, the Partnership recorded an allowance for doubtful accounts of \$193,000.

Deferred Revenue: Deferred revenue represents the receipt of transaction or other fees in advance of the date on which the fees are earned. The Partnership subsequently recognizes the deferred revenue as advisory fee revenue when the conditions to earning the fees have been satisfied.

Income Taxes: The Partnership is a disregarded entity for tax purposes. Accordingly, no provision for federal and state income taxes is reflected in the accompanying financial statements. The Parent is treated as a partnership for federal and state income tax purposes whereby the tax attributes of the Partnership pass through to and are reported on the Parent's partners' tax returns. As a result, the Partnership may be required to make distributions to the Parent for tax distributions. The Parent is subject to New York City unincorporated business tax ("UBT"), which is imposed on the taxable income of any active trade or business carried on in New York City.

Note 2. Significant Accounting Policies (Continued)

The Financial Accounting Standards Board (the "FASB") Accounting Standard Codification Topic 740, *Income Taxes*, provides guidance for how uncertain tax positions should be recognized, measured, disclosed and presented in the financial statements. This requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Partnership's tax returns to determine whether the tax positions are more likely than not of being sustained "when challenged" or "when examined" by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax benefit or expense and liability in the current period.

For the year ended December 31, 2014, management has determined that there are no uncertain tax positions. As of December 31, 2014, all tax years remain open for examination by federal, state and local tax authorities.

Use of Estimates: The preparation of financial statements in conformity with GAAP 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 significantly from those estimates.

Note 3. Net Capital Requirements

The Partnership is subject to the SEC Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of minimum net capital equal to the greater of \$5,000 or 6-2/3% of aggregate indebtedness. In addition, the ratio of aggregate indebtedness to net capital may not exceed 15 to 1. As of December 31, 2014, the Partnership's net capital was \$4,576,900 which was \$4,265,544 in excess of its required net capital. The Partnership's ratio of aggregate indebtedness to net capital was 1.02 to 1 as of December 31, 2014. The net capital rule may effectively restrict distributions to the Partners.

Note 4. Related Party Transactions

The Partnership and the Parent have an Administration and Expense Sharing Agreement (the "Expense Sharing Agreement"). Expenses incurred by the Parent that are directly related to the Partnership's activities such as employees, facilities and other expenses are allocated to the Partnership. As of December 31, 2014, the Partnership owed \$131,318 to the Parent in accordance with such Expense Sharing Agreement.

Note 5. Concentration of Credit Risk

The Partnership is subject to concentration of credit risk with respect to its accounts receivable. The Partnership had one client account for approximately 41% of its accounts receivable at December 31, 2014.

Note 6. Subsequent Events

The Partnership has evaluated events and transactions for potential recognition and/or disclosure through the date the financial statements were issued, and has determined there were no subsequent events requiring recognition or disclosure in the financial statements, except for distributions to its Parent in the amounts of \$950,000 and \$500,000 on January 21, 2015 and February 23, 2015, respectively.