

Mill City Ventures III, Ltd  
Form 10-Q  
November 12, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 10-Q**

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2014

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 814-00991

**MILL CITY VENTURES III, LTD.**

(Exact name of registrant as specified in its charter)

Minnesota  
(State or other jurisdiction of incorporation or organization)

90-0316651  
(I.R.S. Employer Identification No.)

328 Barry Avenue South #210, Wayzata, MN 55391

(Address of Principal Executive Offices)

(952) 479-1923

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed from last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 11, 2014, there were 12,161,939 shares of the issuer's common stock, \$0.001 par value, outstanding.

**Table of Contents**

Index

	<b>Page</b>
<b><u>PART I. FINANCIAL INFORMATION</u></b>	
<u>Item 1. Financial Statements</u>	1
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	14
<u>Item 4. Controls and Procedures</u>	22
<b><u>PART II. OTHER INFORMATION</u></b>	
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	22
<u>Item 6. Exhibits</u>	22
<b><u>SIGNATURES</u></b>	23

**PART I – FINANCIAL INFORMATION****Item 1. Financial Statements.**

Mill City Ventures III, Ltd.

## Balance Sheets

	September 30, 2014 (unaudited)	December 31, 2013 (audited)
<b>ASSETS</b>		
Investments, at fair value		
Non-control / Non-affiliate investments (cost of \$4,887,517 and \$3,104,426, respectively)	\$ 7,128,554	\$ 3,342,319
Cash	5,292,240	7,090,379
Prepaid expenses	67,401	54,401
Receivable from sale of investments	33,467	794
Interest and dividends receivable	45,377	3,750
Leasehold improvements, net	33,909	38,157
Property and equipment, net	20,147	18,683
Total Assets	\$ 12,621,095	\$ 10,548,483
<b>LIABILITIES</b>		
Current Liabilities		
Accounts payable	14,908	18,284
Accrued royalty	-	619
Deferred rent	9,435	7,750
Total Current Liabilities	24,343	26,653
Total Liabilities	24,343	26,653
<b>SHAREHOLDERS' EQUITY</b>		
Common Stock, par value \$0.001 per share (250,000,000 common shares authorized; 12,169,422 and 12,169,422 issued and outstanding)	12,162	12,169
Additional paid-in capital	11,868,095	11,875,571
Accumulated deficit	(1,159,665)	(1,159,665)
Accumulated undistributed investment loss	(785,854)	(572,675)
Accumulated undistributed net realized gains on investment transactions	420,977	128,537
Net unrealized appreciation in value of investments	2,241,037	237,893

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Total Shareholders' Equity	12,596,752	10,521,830
Total Liabilities and Shareholders' Equity	\$ 12,621,095	\$ 10,548,483
Net Asset Value Per Common Share	\$ 1.03	\$ 0.86

See accompanying notes to financial statements.

Mill City Ventures III, Ltd.

## Statement of Operations

(unaudited)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	
Investment Income			
Interest income	\$ 59,882	\$ 1,787	
Dividend income	32,483	1,252	
Total Investment Income	92,365	3,039	
Operating Expenses			
Professional fees	29,986	59,201	
Payroll expense	40,473	40,418	
Insurance expense	24,830	33,793	
Occupancy	21,521	9,066	
Directors' fees expense	15,000	5,000	
Depreciation and amortization expense	3,212	-	
Other general and administrative expenses	4,403	2,362	
Total Operating Expenses	139,425	149,840	
Net Investment Loss	(47,060	) (146,801	)
Realized and Unrealized Gain (Loss) on Investments			
Net realized gain on investments	91,537	737	
Net change in unrealized appreciation (depreciation) on investments	1,482,535	(40,252	)
Net Realized and Unrealized Gain (Loss) on Investments	1,574,072	(39,515	)
Net Increase (Decrease) in Net Asset Value Resulting from Operations	\$ 1,527,012	\$ (186,316	)
Net Increase (Decrease) in Net Assets Resulting from Operations per share:			
Basic and diluted	\$ 0.13	\$ (0.02	)
Weighted-average number of common shares outstanding	12,167,064	12,169,422	

See accompanying notes to financial statements.

## Mill City Ventures III, Ltd.

## Statement of Operations

(unaudited)

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Investment Income		
Interest income	\$ 148,384	\$ 10,276
Dividend income	70,760	3,175
Total Investment Income	219,144	13,451
Operating Expenses		
Professional fees	102,368	196,708
Payroll expense	122,392	161,683
Registration statement expense	-	26,805
Insurance expense	82,946	70,148
Occupancy	59,722	18,066
Directors' fees expense	45,000	20,000
Depreciation and amortization expense	9,446	-
Other general and administrative expenses	11,848	8,500
Total Operating Expenses	433,722	501,910
Net Investment Loss	(214,578	) (488,459 )
Realized and Unrealized Gain on Investments		
Net realized gain on investments	292,440	77,913
Net change in unrealized appreciation on investments	2,003,144	200,075
Net realized and Unrealized Gain on Investments	2,295,584	277,988
Net Increase (Decrease) in Net Asset Value Resulting from Operations	\$ 2,081,006	\$ (210,471 )
Net Increase (Decrease) in Net Assets Resulting from Operations per share:		
Basic and diluted	\$ 0.17	\$ (0.02 )
Weighted-average number of common shares outstanding	12,168,627	9,562,700

See accompanying notes to financial statements.

## Mill City Ventures III, Ltd.

## Statements of Cash Flows

(unaudited)

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Cash flows from operating activities:		
Net increase (decrease) in net asset value resulting from operations	\$ 2,081,006	\$ (210,471 )
Adjustments to reconcile net decrease in net assets / net loss resulting from operations to net cash used in operating activities:		
Net change in unrealized appreciation on investments	(2,003,144 )	(200,075 )
Net realized gain on investments	(292,440 )	(77,913 )
Payments for purchases of investments	(2,558,510 )	(1,387,433 )
Sales of investments in securities	1,067,859	184,746
Depreciation and amortization expense	9,446	-
Changes in operating assets and liabilities:		
Prepaid expenses	(13,000 )	(88,913 )
Receivable from sale of investments	(32,673 )	-
Interest and dividends receivable	(41,627 )	-
Accounts payable	(3,376 )	4,754
Interest payable	-	(14,670 )
Accrued royalty	(619 )	-
Deferred rent	1,685	-
Accrued payroll	-	40,369
Net cash used in operating activities	(1,785,393 )	(1,749,606 )
Cash flows from investing activities:		
Purchases of property and equipment	(4,101 )	(12,976 )
Purchases of leasehold improvements	(2,561 )	(22,665 )
Net cash used by investing activities	(6,662 )	(35,641 )
Cash flows from financing activities:		
Proceeds from issuance of common stock	-	10,165,000
Purchase of retired shares of common stock	(6,084 )	-
Payment on notes payable related party	-	(95 )
Net cash provided by financing activities	(6,084 )	10,164,905
Net increase (decrease) in cash	(1,798,139 )	8,379,658



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Cash, beginning of the period	7,090,379	603,621
Cash, end of the period	\$ 5,292,240	\$ 8,983,279
Non-cash financing activities:		
Conversion of subscription payable to common stock	\$ -	\$ 500,000
Non-cash investing activities:		
Accrued purchase of leasehold improvements	\$ -	\$ 18,519

See accompanying notes to financial statements.

Mill City Ventures III, Ltd.

Financial Highlights

	Nine Months Ended September 30, 2014	
Per Share Data		
Net asset value at beginning of the period	\$ 0.86	
Net investment loss	(0.02	)
Net realized and unrealized gains	0.19	
Net asset value at end of period	\$ 1.03	
Ratio / Supplemental Data		
Per share market value of investments at end of period	\$ 0.59	
Shares outstanding at end of period	12,161,939	
Average weighted shares outstanding for period	12,168,627	
Net assets at end of period	\$ 12,596,752	
Average net assets <sup>(1)</sup>	\$ 11,166,666	
Portfolio turnover rate <sup>(2)</sup>	9.56	%
Ratio of operating expenses to average net assets <sup>(2)</sup>	(5.14	)%
Ratio of net investment loss to average net assets <sup>(2)</sup>	(2.56	)%
Ratio of realized gains to average net assets <sup>(2)</sup>	3.52	%

<sup>(1)</sup> Based on the monthly average of net assets as of the beginning and end of each period presented.

<sup>(2)</sup> Ratios are annualized.

See accompanying notes to financial statements.

Mill City Ventures III, Ltd.

Schedule of Investments

As of September 30, 2014

Name of Portfolio Company	Industry	Date of Initial Investment	Investments	Shares	Cost	Fair Value	% of Total Assets
Southern Plains Resources, Inc. *	Oil & Gas	3/14/13	Common Stock	600,000	\$730,000	\$930,000	7.4 %
Tzfat Spirits of Israel, LLC *	Consumer Discretionary	10/14/13	Membership Units	55,000	101,019	-	-
Max 4G *	Information Technology	6/14/13	Preferred Stock	300,000	150,000	150,000	1.2 %
AT&T	Telecommunications	10/25/13	Common Stock	5,000	175,260	176,200	1.4 %
BioLife Solutions, Inc. *	Biotechnology	3/21/14	Common Stock	100,000	430,000	210,000	1.7 %
BioLife Solutions, Inc. *	Biotechnology	3/21/14	Warrants	100,000	-	-	-
Calamos Convertible & High Income Fund	Closed End Fund	11/5/13	Common Stock	10,000	128,357	141,800	1.1 %
CenturyLink, Inc Frontier Communications Corp	Telecommunications	10/28/13	Common Stock	5,000	157,360	204,450	1.6 %
Windstream Holdings, Inc	Telecommunications	11/20/13	Common Stock	10,000	50,305	65,100	0.5 %
Insite Software Solutions, Inc. *	Business Services	11/6/13	Common Stock	10,000	86,706	107,800	0.8 %
Insite Software Solutions, Inc. *	Business Services	12/30/13	Promissory Note	750,000	750,000	750,000	5.9 %
Mix 1 Life *	Business Services	12/30/13	Warrants	108,960	-	-	-
Mix 1 Life *	Consumer Discretionary	2/6/14	Promissory Note	500,000	500,000	500,000	4.0 %
DBR Phase III US Investors, LLC *	Consumer Discretionary	8/7/14	Common Stock	373,971	-	2,270,004	18.0 %
CombiMatrix Corporation *	Leisure & Hospitality	2/7/14	Membership Units	700,000	700,000	700,000	5.6 %
Powershares High Dividend Yield Fund	Medical Diagnostic	5/6/13	Warrants <sup>1</sup>	413,934	-	-	-
Dala Petroleum*	Closed End Fund	5/12/14	Common Stock	10,000	253,510	248,200	2.0 %
Dala Petroleum*	Oil and Gas	6/3/14	Preferred Stock	500	500,000	500,000	4.0 %
Northern Capital Partners I, LP*	Oil and Gas	6/3/14	Warrants	714,286	-	-	-
	Oil and Gas	6/16/14	Membership Units	175,000	175,000	175,000	1.4 %

**TOTAL  
INVESTMENTS**

\$4,887,517 \$7,128,554

<sup>1</sup> Comprised of 81,967 warrants with an exercise price of \$3.77 per share, 81,967 warrants with an exercise price of \$3.55 per share and 250,000 warrants with an exercise price of \$3.12 per share.

\* indicates that the portfolio investment is a “qualifying asset” under Section 55(a) of the Investment Company Act of 1940. Because the Company is a “business development company” under that Act, qualifying assets must represent at least 70% of the Company’s total assets at the time it acquires any non-qualifying assets.

Mill City Ventures III, Ltd.

Notes to Financial Statements

September 30, 2014

## **NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### ***Description of Operations and Basis of Presentation***

Mill City Ventures III, Ltd. (the “Company”) is an investment company that was incorporated in the State of Minnesota on January 10, 2006 under the name WPP Acquisition, Inc. The Company’s name was subsequently changed to Poker Magic, Inc. Our business from January 10, 2006 (inception) through December 12, 2012 consisted primarily of marketing and licensing a new form of poker-based table game to casinos and on-line gaming facilities in the United States.

On December 13, 2012, we filed a Form N-8A with the SEC, notifying the SEC that we intended to convert the Company to an internally managed, non-diversified, closed-end investment company under the Investment Company Act of 1940 (the “1940 Act”). On February 7, 2013, we filed Form N-54A, notifying the SEC of our election to become a business development company (“BDC”). Subsequently, on May 13, 2013, we filed Form N-8F to deregister as a registered investment company based upon our prior filing to become a BDC. On September 25, 2013, the SEC issued an order under Section 8(f) of the Investment Company Act of 1940 declaring that the Company has ceased to be an investment company.

We are regulated as a BDC and plan to be taxed as a regulated investment company, although we currently have not elected this tax status. As a BDC, we primarily focus on investing in or lending to privately held and publicly traded companies and making managerial assistance available to such companies. A BDC may provide shareholders with the ability to retain the liquidity of a publicly traded stock, while sharing in the possible benefits of investing in emerging-growth or expansion-stage companies. Our future revenues will relate to the earnings we receive from the sale of securities, dividends and interest from our portfolio investments. The Company’s objective is to obtain returns from investments in securities and other investment opportunities available to BDCs under the 1940 Act. We intend to invest capital in portfolio companies for purposes of financing acquisitions, recapitalizations, buyouts, organic growth and working capital. Buyouts generally include transactions that involve the acquisition of a controlling interest in an entity, either by management or other investors. Organic growth refers to growth through the internal operations of the company, through investments in marketing initiatives, capital expenditures or other internal growth initiatives, rather than growth by means of an acquisition. We plan to identify potential investments through multiple sources, including private equity sponsors, investment bankers, brokers, owners and operators of businesses and other persons within our professional network. We expect to base our investment decisions on analyses of potential

customers' business operations and asset valuations as well as financing structure, utilizing risk management methods, pricing tools, due diligence methodologies and data management processes designed to help us assess risk, establish appropriate pricing, and maximize our return on investment. Subject to regulations set forth in the 1940 Act and applicable to BDCs, we plan to invest in private companies, small-cap public stocks, notes and other forms of debt, investment contracts, and other investments commonly referred to as securities.

On January 17, 2013, we amended and restated our Articles of Incorporation. The amendment and restatement included a change in our name from "Poker Magic, Inc." to "Mill City Ventures III, Ltd."

### ***Interim Financial Information***

The balance sheet as of December 31, 2013, which has been derived from audited financial statements, and the unaudited interim condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for interim financial information. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted pursuant to such rules and regulations. Operating results for the three and nine months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014 or any other period. The accompanying financial statements and related notes should be read in conjunction with our audited financial statements and notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2013. The financial information furnished in this report is unaudited and reflects all adjustments which are normal recurring adjustments and, which in the opinion of management, are necessary to fairly present the results of the interim periods presented in order to make the financial statements not misleading.

### *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management and our independent board members to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

### *Cash Deposits*

We maintain our cash balances in financial institutions and with regulated financial investment brokers. Cash on deposit in excess of FDIC and similar coverage is subject to the usual banking risk of funds in excess of those limits.

### *Fair Value of Financial Instruments*

The carrying amounts of certain of our financial instruments, including cash, receivable from sale of investments, interest and dividends receivable, prepaid expenses, accounts payable and notes payable approximate fair value due to their relatively short maturities.

In the normal course of business, we may utilize derivative financial instruments (principally options) in connection with our trading activities. We record our derivative activities at fair value. Gains and losses from derivative financial instruments are included in net gain (loss) on investments in the statement of operations.

### *Investment Valuation*

Investment transactions are recorded on the trade date. Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment without regard to unrealized gains or losses previously recognized, and include investments charged off during the period, net of recoveries. Unrealized gains or losses primarily reflect the change in investment values, including the reversal of previously recorded unrealized gains or losses when gains or losses are realized.

Investments for which market quotations are readily available are typically valued at such market quotations. In order to validate market quotations, we look at a number of factors to determine if the quotations are representative of fair value, including the source and nature of the quotations. Debt and equity securities that are not publicly traded or whose market prices are not readily available are valued at fair value as determined in good faith by our Board of Directors or the Valuation Committee of the board, based on, among other things, the input of our executive management, audit committee and independent third-party valuation expert that may be engaged by management to assist in the valuation of our portfolio investments, but in all cases consistent with our written valuation policies and procedures.

Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may fluctuate from period to period. Additionally, the fair value of our investments may differ significantly from the values that would have been used had a ready market existed for such investments and may differ materially from the values that we may ultimately realize. Further, such investments are generally less liquid than publicly traded securities. If we were required to liquidate a portfolio investment in a forced or liquidation sale, we could realize significantly less than the value at which we have recorded it.

In addition, changes in the market environment and other events that may occur over the life of the investments may cause the gains or losses ultimately realized on these investments to be different than the unrealized gains or losses reflected in the valuations currently assigned.

Our investment portfolio investments at December 31, 2013 and September 30, 2014 were \$3,342,319 and \$7,128,544, respectively.

#### *Allocation of Net Gains and Losses*

All income, gains, losses, deductions and credits for any investment are allocated to shareholders whose capital was used to purchase such investments. Allocations are made in a manner proportionate to the shares owned.



### ***Income Taxes***

We account for income taxes under the liability method. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

### ***Realized Gains and Losses, Interest and Dividend Income Recognition***

Realized gains or losses on the sale of investments are calculated using the specific investment method.

Interest income is recorded on an accrual basis and includes the accretion of discounts and amortization of premiums. Discounts from and premiums to par value on securities purchased are accreted/amortized into interest income over the life of the respective security using the effective yield method. The amortized cost of investments represents the original cost adjusted for the accretion of discounts and amortization of premiums, if any.

Loans are generally placed on non-accrual status when principal or interest payments are past due 30 days or more or when there is reasonable doubt that principal or interest will be collected in full. Accrued and unpaid interest is generally reversed when a loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment regarding collectability. Non-accrual loans are restored to accrual status when past due principal and interest is paid and, in management's judgment, are likely to remain current. We may make exceptions to this if the loan has sufficient collateral value and is in the process of collection.

Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies or on the ex-dividend date for publicly traded portfolio companies.

### ***Management and Service Fees***

We do not incur expenses related to management and service fees. Our executive management team manages our investments as part of their employment responsibilities.

### *Recent Accounting Pronouncements*

In May 2014, the Financial Accounting Standards Board issued new accounting guidance related to revenue recognition. This new standard will replace all current U.S. GAAP guidance on this topic and eliminate all industry-specific guidance. The new revenue recognition standard provides a unified model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. This guidance will be effective for the Company beginning January 1, 2017 and can be applied either retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. We are currently assessing the impact on the Company's financial statements.

### **NOTE 2—RESULTS PER COMMON SHARE**

Basic net increase in net assets resulting from operations and net loss per common share is computed by dividing net increase in net assets resulting from operations or net loss by the weighted average number of vested common shares outstanding during the period. A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per common share follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2014	2013	2014	2013
Numerator: Net increase (decrease) in net assets resulting from operations / net loss	\$ 1,527,012	\$(186,316 )	2,081,006	\$(210,471 )
Denominator: Weighted-average number of common shares outstanding, basic and diluted	12,167,064	12,169,422	12,168,627	9,562,700
Basic and diluted net increase (decrease) resulting from operations / net loss per common share	\$0.13	(0.02 )	0.17	\$(0.02 )

At September 30, 2014 and 2013, we did not have any options or warrants outstanding or any other dilutive common equivalent shares.

### **NOTE 3—COMMITMENTS AND CONTINGENCIES**

#### *Lease*

On June 6, 2013, we entered into an agreement to lease approximately 1,917 square feet of commercial space and two parking spots, for a period of 62 months. The leased space became available for occupancy on September 23, 2013. The 62-month lease term began October 1, 2013 and runs through November 30, 2018. The total rent expense for the three and nine-month period ended September 30, 2014 was \$21,521 and \$59,722, respectively

The following is a schedule of the required annual minimum lease payments.

Year	Amount
2014	10,863
2015	44,171
2016	46,180
2017	50,311
2018	46,988
TOTAL	\$198,513

### **NOTE 4—SHAREHOLDERS' EQUITY**

#### *Common stock*

On March 6, 2013, we converted a \$500,000 subscription payable to 500,000 shares of common stock at \$1.00 per share.

On March 6, 2013, we raised cash of \$8,850,000 from a private placement of common stock at a per-share price of \$1.00 and issued 8,850,000 shares of common stock.

On March 20, 2013 we raised cash of \$1,315,000 from a private placement of common stock at a per-share price of \$1.00 and issued 1,315,000 shares of common stock.

On August 29, 2014 we purchased and retired 2,973 shares of common stock at a per-share price of \$0.83.

On September 3, 2014, we purchased and retired 4,510 shares of common stock at a per-share price of \$0.80.

At September 30, 2014, a total of 12,161,939 shares of common stock were issued and outstanding.

## **NOTE 5—FAIR VALUE OF INVESTMENTS**

### ***Investment Risks***

Our investments are subject to a variety of risks, including market risk (the potential loss that can be caused by a change in the fair value of the instrument) and credit risk (the risk from counterparties failing to perform pursuant to the terms of their agreements with us).

### ***Fair Value Hierarchy***

The fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels is explained below:

#### ***Level 1***

Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. Valuation adjustments are not applied to Level 1 securities. Because valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.



*Level 2*

Pricing inputs are other than used in Level 1, which include the closing bid price for unlisted marketable securities, which are available in active or inactive markets for identical investments or liabilities, other direct or indirect observable inputs that can be corroborated by market data or the use of models or other valuation methodologies as of the reporting date.

*Level 3*

Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation.

The table below presents the balances of assets measured at fair value on a recurring basis by level within the hierarchy.

	As of September 30, 2014			Total
	Level 1	Level 2	Level 3	
AT&T	\$176,200	\$ -	\$-	\$176,200
Calamos Convertible & High Income Fund	141,800	-	-	141,800
CenturyLink, Inc.	204,450	-	-	204,450
Frontier Communications Corp.	65,100	-	-	65,100
Windstream Holdings, Inc.	107,800	-	-	107,800
BioLife Solutions, Inc.	210,000	-	-	210,000
Powershares High Yield Dividend Fund	248,200	-	-	248,200
Southern Plains Resources, Inc.	-	-	930,000	930,000
Max 4G	-	-	150,000	150,000
Tzfat Spirits of Israel, LLC	-	-	-	-
Insite Software Solutions, Inc.	-	-	750,000	750,000
DBR Phase III US Investors, LLC	-	-	700,000	700,000
Mix 1 Life, Inc. Convertible Note	-	-	500,000	500,000
Mix 1 Life, Inc. Common Stock	2,270,004	-	-	2,270,004
Dala Petroleum (aka Westcott Products Corp)	-	-	500,000	500,000
Northern Capital Partners I, LP	-	-	175,000	175,000
<b>Total</b>	<b>\$3,423,554</b>	<b>\$ -</b>	<b>\$3,705,000</b>	<b>\$7,128,554</b>

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The changes in Level 3 assets and liabilities measured at fair value on a recurring basis are summarized as follows:

	Fair Value
Fair value, December 31, 2013	\$1,931,019
Total realized gain, net	-
Change in unrealized appreciation	(101,019 )
Net realized and unrealized gain	(101,019 )
Purchases of portfolio investments	1,875,000
Sales of investments	-
Transfers out of Level 3	-
Fair value, June 30, 2014	\$3,705,000
Net unrealized gains included in the net increase in net assets resulting from operations relating to assets held at September 30, 2014	\$(101,019 )

*Portfolio Investments*

At September 30, 2014, we had invested in nine long-term portfolio investments, which had an amortized cost of \$3,606,019 and a fair value of \$3,705,000.

On March 1, 2013, we entered into a subscription agreement with Great Plains Sand, LLC through a private placement of common stock for the purchase of 1 Class A Membership Unit for \$105,000. On May 24, 2013, Great Plains Sand, LLC sold its company to Fairmount Minerals, Ltd. for a sale price of \$65 million subject to certain adjustments for the final working capital settlement and the retention of a limited amount of the sale consideration to pay certain post-closing expenses. After expenses, we received approximately \$182,176 in cash with the potential of an additional \$18,750 in escrow to be paid within 60 days of closing and a potential earnout of \$18,750 to be paid within one year of closing. On February 25, 2014, \$7,500 was received in satisfaction of post-closing payment rights under the acquisition agreement and on August 7, 2014 \$28,000 was received in final satisfaction of post-closing payment rights under the acquisition agreement.

On March 6, 2013, we entered into a purchase and sale agreement with Mill City Ventures II, LP, wherein we purchased 400,000 shares of Southern Plains Resources, Inc. common stock from Mill City Ventures II, LP for \$420,000. On July 11, 2013, we entered into a subscription agreement with Southern Plains Resources, Inc. through a private placement of common stock to purchase an additional 200,000 shares of common stock at \$1.55 per share for \$310,000. Our cost of the Southern Plains investment at September 30, 2014 was \$730,000 and the fair value was \$930,000.

On May 3, 2013, we entered into a securities purchase agreement with CombiMatrix Corporation (“CombiMatrix”) to purchase Series C Convertible Preferred Stock and warrants in two separate closings. In the May 6, 2013 closing, we purchased 200 shares of Series C preferred stock convertible into common stock at \$2.86 per share and warrants to purchase up to 81,967 common shares at an exercise price of \$3.77 per share. In the June 28, 2013 closing, we purchased 200 shares of Series C preferred stock convertible into common stock at \$2.86 per share and warrants to purchase up to an additional 81,967 common shares with an exercise price of \$3.55 per share.

On August 9, 2013, we converted 100 shares of the CombiMatrix 6% Series C shares to 34,994 shares of CombiMatrix common stock at \$2.86 per share. An additional 207 shares of common stock were issued in lieu of accrued dividend on the converted principal amount. On November 21, 2013, we converted 300 shares of the CombiMatrix 6% series C shares to 104,983 shares of CombiMatrix common stock at \$2.86 per share. An additional 3,710 shares of common stock were issued in lieu of accrued dividend on the converted principal balance. On December 18, 2013, we purchased 515 Series D Convertible preferred shares of CombiMatrix Corporation for \$1,000 per share for a total purchase price of \$515,000 with a warrant to purchase up to 250,000 shares of common stock at \$3.12 per share. Each Series D Convertible share is convertible into common stock at \$2.06 per share. The warrant has an expiration date of December 18, 2018. On December 19, we converted 515 Series D Convertible preferred shares into 250,000 shares of common stock. During the first quarter ended March 31, 2014, we sold 204,850 shares of the common stock for \$615,394, resulting in a realized gain of \$193,403. During the third quarter ended September 30, 2014, we sold the remaining 45,150 shares of the common stock for \$61,252, resulting in a realized loss of \$31,756. At September 30, 2014 the cost and fair value of the warrants was \$0.

On May 29, 2013, we entered into a subscription and investment letter with MAX4G, Inc. to purchase 300,000 shares of MAX4G's Series B Convertible Preferred Stock, \$.001 par value per share, at \$0.50 per share, for a total of \$150,000. At September 30, 2014, the cost and fair value of the MAX4G investment was \$150,000.

On October 14, 2013, we entered into subscription agreement with Tzfat Spirits of Israel, LLC, to purchase 55,000 Class A Membership Units at \$1.8367 per unit for a total of \$101,019. At September 30, 2014 the cost and fair value of the Tzfat investment was \$101,019 and \$0, respectively. The writedown occurred as a result of our review and evaluation of Tzfat's current financial statements.



On December 30, 2013, we entered into a Promissory Note and Warrant Purchase Agreement with Insite Software Solutions, Inc. and in connection therewith purchased a \$750,000 promissory note and received a warrant to purchase up to 108,960 shares of Insite Software common stock at \$0.01 per share. The warrant has a ten-year term expiring December 30, 2023. At September 30, 2014, the cost and fair value of the promissory note was \$750,000 and the warrant was \$0.

On February 6, 2014, we entered into a Promissory Note and Warrant Purchase Agreement with Mix 1 Life, Inc. and in connection therewith purchased a \$500,000 promissory note and received a warrant to purchase up to 1,600,000 shares of Mix 1 Life common stock at \$0.50 per share. The warrant has a five-year term expiring February 6, 2019. On August 7, 2014 we elected to exercise, on a cashless basis, our warrants into 1,121,912 shares of common stock. On September 11, 2014, a 1-for-3 reverse split on those common shares reduced our holdings to 373,971 common shares. At September 30, 2014, the cost and fair value of the promissory note was \$500,000 and the cost and fair value of the common stock was \$0 and \$2,270,004 respectively.

On February 7, 2014, we entered into a Purchase Agreement for \$1,000,000 of limited liability company interests with DBR Phase III US Investors, LLC and in connection therewith funded a first capital call of \$350,000. A second capital call of \$350,000 was funded on May 9, 2014 and the remaining balance is projected to be due within the next 12 months. At September 30, 2014, the cost and fair value of the interests was \$700,000.

On June 3, 2014 we entered into a subscription and warrant purchase agreement with Dala Petroleum Corporation (aka Westcott Products Corporation) to purchase 500 shares of Series A 6% Convertible Preferred Stock, \$0.01 par value per share, at \$1,000 per share, for a total of \$500,000 and received a warrant to purchase up to 714,286 shares of Dala Petroleum common stock at \$1.35 per share. The preferred stock converts into common stock at \$0.70. The warrant has a three-year term, expiring June 3, 2017. At September 30, 2014, the cost and fair value of the preferred stock was \$500,000 and the cost and fair value of the warrant was \$0.

On May 16, 2014 we entered into a Purchase Agreement for \$500,000 of limited partnership interests with Northern Capital Partners I, LP and in connection therewith funded a first capital call of \$50,000 on June 16. A second capital call of \$125,000 was funded on August 26, 2014 and the remaining balance is projected to be due within the next 12 months. At September 30, 2014, the cost and fair value of the interests was \$175,000.

#### **NOTE 6—MINIMUM ASSET COVERAGE**

We have elected to be treated as a BDC. As such, we are required to meet various regulatory tests. Among other things, these tests will require us to invest at least 70% of our total assets in private or small-cap public U.S.-based companies, and to maintain a coverage ratio of total net assets to total senior securities and borrowings (including accrued interest payable) of at least 200%. As of September 30, 2014, we had total net assets of \$12,606,106 and total senior securities and borrowings (including accrued interest payable) of \$0, which asset coverage is in excess of the minimum coverage ratio for a BDC.

#### **NOTE 7—INCOME TAXES**

We are required to distribute at least 90% of our investment company taxable income and intend to distribute (or retain through a deemed distribution) all of our investment company taxable income and net capital gain to shareholders; therefore, we have made no provision for income taxes. The character of income and gains that we will distribute is determined in accordance with income tax regulations that may differ from GAAP. Book and tax basis differences relating to shareholder dividends and distributions and other permanent book and tax differences are reclassified to paid-in-capital.

#### **NOTE 8—SUBSEQUENT EVENTS**

On October 21, 2014, we funded an additional capital call for DBR Phase III US Investors, LLC and Northern Capital Partners I, LP in the amount of \$300,000 and \$200,000, respectively. The capital call for DBR represents the final call of our aggregate \$1,000,000 commitment. The membership agreement with Northern Capital requires us to contribute up to an additional \$125,000 upon subsequent capital calls.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations .**

*Our Management's Discussion and Analysis of Financial Condition and Results of Operations set forth below should be read in conjunction with our audited financial statements, and notes thereto, contained in our Form 10-K filed with the SEC on March 31, 2014 related to our year ended December 31, 2013.*

**Forward-Looking Statements**

Some of the statements made in this section of our report are forward-looking statements based on the current expectations of the management of our company. These expectations involve substantial risks and uncertainties which could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. Forward-looking statements relate to future events or our future financial performance. We generally identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of terms or other similar words. Important assumptions include our ability to originate new investments, achieve certain margins and levels of profitability, the availability of additional capital, and the ability to maintain certain debt-to-asset ratios. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this report should not be regarded as a representation by us that our plans or objectives will be achieved.

Some of the forward-looking statements contained in this report include statements as to:

- our future operating results;
- our business prospects and the prospects of our portfolio companies;
- the outcome of a pending compliance inspection by the SEC Office of Compliance and Inspections;
- the impact of investments that we expect to make;
- our informal relationships with third parties;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;

- the ability of our portfolio companies to achieve their objectives;
- our expected financings and investments;
- our regulatory structure and tax treatment;
- our ability to operate as a business development company and to be taxed as a regulated investment company;
- the adequacy of our cash resources and working capital; and
- the timing of cash flows, if any, from the operations of our portfolio companies.

The foregoing list is not exhaustive. In light of the foregoing, prospective investors are cautioned that the forward-looking statements included in this filing may ultimately prove to be inaccurate—even materially inaccurate. For a more complete summary of the risks and uncertainties facing our company and its business and relating to our forward-looking statements, please refer to our Annual Report on Form 10-K filed on March 31, 2014 (related to our year ended December 31, 2013) and in particular the section thereof entitled “Risk Factors.” Because of the significant uncertainties inherent in the forward-looking statements pertaining to our company, the inclusion of such information should not be regarded as a representation or warranty by us or any other person that our objectives, plans, expectations or projections that are contained in this filing will be achieved in any specified time frame, if ever. We undertake no obligation to update any forward-looking statement to reflect events or circumstances occurring after the date of this report. The forward-looking statements made in this report relate only to events as of the date on which the statements are made, and are excluded from the safe harbor protection provided by Section 21E of the Securities Exchange Act of 1934.

## General Overview

Mill City Ventures III, Ltd. is a Minnesota corporation that was incorporated in January 2006. Until December 13, 2012, we were a development-stage company that previously focused on promoting and placing our Winner's Pot Poker game online and into casinos and entertainment facilities nationwide, including those located in Native American tribal lands. On December 13, 2012, we filed a Form N-8A with the SEC, notifying the SEC of our intent to register as an internally managed, non-diversified, closed-end investment company under the Investment Company Act of 1940 (the "1940 Act"). On February 7, 2013, we filed Form N-54A, Notification of Election to be Subject to Sections 55 through 65 of the 1940 Act, to be regulated as a business development company ("BDC"). Subsequently, on May 13, 2013, we filed Form N-8F to deregister as a registered investment company based upon our prior filing to become a BDC. On September 25, 2013, the SEC issued an order under Section 8(f) of the Investment Company Act of 1940 declaring that we had ceased to be an investment company. We are regulated as a BDC and we plan to be taxed as a regulated investment company ("RIC") although we have not made an election to be taxed as a RIC at this time.

## Business Model and Strategy

As a BDC, we primarily focus on investing in, lending to and making managerial assistance available to privately held and publicly traded companies. A BDC may provide shareholders with the ability to retain the liquidity of a publicly traded stock, while sharing in the possible benefits of investing in emerging-growth or expansion-stage companies.

Our future revenues will relate to the earnings we receive from our portfolio investments. Our objective is to obtain superior returns from investments in securities and other investment opportunities available to BDC's under the 1940 Act. We intend to invest capital in portfolio companies for purposes of financing acquisitions, recapitalizations, buyouts, organic growth and working capital. Buyouts generally include transactions that involve the acquisition of a controlling interest in an entity, either by management or other investors. Organic growth refers to growth through the internal operations of the company, through investments in marketing initiatives, capital expenditures or other internal growth initiatives, rather than growth by means of an acquisition.

We plan to identify potential investments through multiple sources, including private equity sponsors, investment bankers, brokers, our Board of Directors, owners and operators of businesses and other persons within our professional network. We will base our investment decisions primarily on analyses of potential growth prospects of business operations and asset valuations. Subject to applicable BDC regulations set forth in the 1940 Act, we plan to invest in private companies, small-cap public stocks, notes and other forms of debt, investment contracts, and other investments commonly referred to as securities.

**Highlights for the Nine Months Ended September 30, 2014**

*Investment Transactions*

On February 6, 2014, we entered into a Promissory Note and Warrant Purchase Agreement with Mix 1 Life, Inc. and in connection therewith purchased a \$500,000 promissory note and received a warrant to purchase up to 1,600,000 shares of Mix 1 Life common stock at \$0.50 per share. On August 7, 2014, we elected to exercise by cashless conversion our warrants into 1,121,912 shares of common stock. On September 11, 2014, a 1-for-3 reverse split on those common shares reduced our holdings to 373,971 common shares.

On February 7, 2014, we entered into a Membership Purchase Agreement with DBR Phase III US Investors, LLC, a Delaware limited liability company, for the purchase of \$1,000,000 of membership interests, of which \$350,000 was funded at that date. An additional \$350,000 was funded on May 9, 2014. The balance of \$300,000 may be drawn from time to time for the remainder of DBR Phase III US Investor's construction of two 7-unit beachside condominium buildings containing approximately 42,000 square feet of sellable indoor space in Dorado Beach, Puerto Rico. As of March 6, 2014, there were 11 units under contract with a 10% non-refundable deposit attached to each unit sold.

On March 20, 2014 we entered into a Purchase Agreement with BioLife Solutions, Inc. to purchase 100,000 units for an aggregate purchase price of \$430,000. Each unit consists of one share of common stock and a seven-year warrant to purchase an additional share of stock at \$4.70.

On May 16, 2014, we entered into a Purchase Agreement for \$500,000 of limited partnership interests of Northern Capital I, LP and in connection therewith funded a first capital call of \$50,000 on June 16, 2014. A second capital call of \$125,000 was funded on August 26, 2014 and the remaining balance is projected to be due within the next 12 months.

On June 3, 2014, we entered into a subscription and warrant purchase agreement with Dala Petroleum Corporation (aka Westcott Products Corporation) to purchase 500 shares of Series A 6% Convertible Preferred Stock, \$.001 par value per share, at \$1,000 per share, for a total of \$500,000 convertible into common stock at \$0.70 per share. We also received a warrant to purchase up to 714,286 shares of Dala Petroleum common stock at \$1.35 per share. The warrant has a three-year term, expiring June 3, 2017.

*Material Changes in Assets and Liabilities*

Our prepaid expenses as of September 30, 2014 were \$67,401 compared to \$54,401 for the year ended December 31, 2013. The increase relates to our annual insurance and fidelity bond premiums. These premiums will be amortized ratably over the covered period.

Our accounts payable as of September 30, 2014 were \$14,908 compared to \$18,284 for the year ended December 31, 2013. The decrease relates to our lease agreement accrual.

Our interest and dividends receivable at September 30, 2014 were \$45,377 compared to \$3,750 for the year ended December 31, 2013. The increase relates to our investments in Insite Software Solutions, Inc and DBR Phase III US Investors, LLC.

On August 7, 2014 we elected to exercise, on a cashless basis, our warrants of Mix 1 Life, Inc. into 1,121,912 shares of common stock. On September 11, 2014, a 1-for-3 reverse split on those common shares reduced our holdings to 373,971 common shares. At September 30, 2014, the cost and fair value of the warrant and common stock was \$0 and \$2,270,004, respectively.

**Results of Operations for the Nine Months Ended September 30, 2014 Compared to the Nine Months Ended September 30, 2013**

*Operating Expenses*

Item	For the Nine-Month Period Ended September 30, 2014	% of 2014 Net Loss	For the Nine-Month Period Ended September 30, 2013	% of 2013 Net Loss
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Investment Income	\$ 219,144	(102.1 )%	13,451	(2.8 )%
Operating Expenses:				
Professional fees	102,368	47.7 %	196,708	40.3 %
Payroll expense	122,392	57.0 %	161,683	33.1 %
Registration statement expense	-	%	26,805	5.5 %
Occupancy expense	59,722	27.8 %	18,066	3.7 %
Insurance expense	82,946	38.7 %	70,148	14.4 %
Directors' fees expense	45,000	21.0 %	20,000	4.1 %
Depreciation and amortization	9,446	4.4 %	-	%
Other general and administrative	11,848	5.5 %	8,500	1.7 %
Net Investment Loss	\$ (214,578 )	100.0 %	(488,459 )	100.0 %

As the table above demonstrates, we incurred operating expenses of \$433,722 and \$501,910 for the nine-month periods ended September 30, 2014 and 2013, respectively. A discussion and analysis of the material components of our operating expenses appears below.

*Professional fees.* Our professional fees were \$102,368 for the nine-month period ended September 30, 2014, compared to \$196,708 for the nine-month period ended September 30, 2013. The decrease in professional fees is due to non-recurring professional fees incurred during the prior period that related to responding to and participating in comments from an examination by the SEC relating to our conversion to a BDC and developing additional policies and procedures related to or required under the 1940 Act.

*Payroll expense and executive management compensation.* During the nine-month period ended September 30, 2014, we incurred \$122,392 in payroll expense for our executive management compared to \$161,683 incurred during the nine-month period ended September 30, 2013. The decrease was due to the elimination of an accrued bonus for the Chief Executive Officer and Chief Financial Officer that was waived by those officers.

*Insurance expense.* During the nine-month period ended September 30, 2014, we incurred \$82,946 in insurance expense compared to \$70,148 for the nine-month period ended September 30, 2013. Insurance expense relates to our annual director and officer insurance, fidelity bond premiums and business insurance amortized ratably over the covered period.

*Directors' fees expense.* Our directors' fees expense for the nine-month period ended September 30, 2014 was \$45,000 compared to \$20,000 for the nine-month period ended September 30, 2013. We appointed independent members (qualifying as non-interested persons under the 1940 Act) to our Board of Directors and began compensating our directors as part of our transition to a BDC.

*Occupancy expense.* Occupancy expense related to a temporary arrangement to reimburse the Chief Executive Officer and Chief Financial Officer for utilization of their respective office space temporarily beginning April 1, 2013 until



the long-term leased space was completed and available for occupancy. The reimbursement was categorized in Other General and Administrative Expenses. Our occupancy expenses for the nine-month periods ended September 30, 2014 and 2013 were \$59,722 and \$18,066.

## Results of Operations for the Three Months Ended September 30, 2014 Compared to the Three Months Ended September 30, 2013

### Operating Expenses

Item	For the Three- Month Period Ended September 30, 2014	% of 2014 Net Loss		For the Three- Month Period Ended September 30, 2013	% of 2013 Net Loss			
Investment Income	\$ 92,365	(196.3	)%	3,039	(2.0	)%		
Operating Expenses:								
Professional fees	29,986	63.7	%	59,201	40.3	%		
Payroll expense	40,473	86.0	%	40,418	27.5	%		
Occupancy expense	21,521	45.7	%	9,066	6.2	%		
Insurance expense	24,830	52.8	%	33,793	23.0	%		
Directors' fees expense	15,000	31.9	%	5,000	3.4	%		
Depreciation and amortization	3,212	6.8	%	-	-	%		
Other general and administrative	4,403	9.4	%	2,362	1.6	%		
Net Investment Loss	\$ (47,060	)	100.0	%	(146,801	)	100.0	%

As the table above demonstrates, we incurred operating expenses of \$139,425 and \$149,840 for the three-month periods ended September 30, 2014 and 2013, respectively. A discussion and analysis of the material components of our operating expenses appears below.

*Professional fees.* Our professional fees were \$29,986 for the three-month period ended September 30, 2014, compared to \$59,201 for the three-month period ended September 30, 2013. The decrease in professional fees is due to non-recurring professional fees incurred during the prior period that related to responding to and participating in comments from an examination by the SEC of our conversion to a BDC and developing additional policies and procedures related to or required under the 1940 Act.

*Payroll expense and executive management compensation.* During the three-month period ended September 30, 2014, we incurred \$40,473 in payroll expense for our executive management compared to \$40,418 incurred during the three-month period ended September 30, 2013. Executive compensation remained relatively consistent between the two periods.

*Insurance expense.* During the three-month period ended September 30, 2014, we incurred \$24,830 in insurance expense compared to \$33,793 for the three-month period ended September 30, 2013. Insurance expense relates to our annual director and officer insurance, fidelity bond premiums and business insurance amortized ratably over the covered period.

*Directors' fees expense.* Our directors' fees expense for the three-month period ended September 30, 2014 were \$15,000 and for the three-month period ended September 30, 2013 were \$5,000. We appointed independent members (qualifying as non-interested persons under the 1940 Act) to our Board of Directors and began compensating our directors as part of our transition to a BDC.

*Occupancy expense.* Occupancy expense related to a temporary arrangement to reimburse the Chief Executive Officer and Chief Financial Officer for utilization of their respective office space temporarily beginning April 1, 2013 until the long-term leased space was completed and available for occupancy. The reimbursement was categorized in Other General and Administrative expenses. Our occupancy expenses for the three-month periods ended September 30, 2014 and 2013 were \$21,521 and \$9,066.

#### ***Net Investment Loss***

Net investment loss represents the difference between investment income and operating expenses. Our net investment loss for the nine-month period ended September 30, 2014 and 2013 was \$214,578 and \$488,459, respectively. The decrease was primarily the result of better results from investing activities.

***Net Realized Gains, Increase in Net Assets from Net Changes in Unrealized Appreciation***

Net realized gains on investments for the nine-month period ended September 30, 2014 was \$292,440. A net realized gain of \$161,647 was due to our sale of 250,000 shares of CombiMatrix common stock, and a \$35,500 realized gain was due to our receipt of additional post-closing proceeds from the 2013 Great Plains Sands sale transaction.

The net increase in net assets from changes in unrealized appreciation was \$2,003,144. The primary reason for the increase in net assets from the net change in unrealized appreciation was the mark-up in the value of our investment in Mix 1 Life common shares which we acquired through the cashless conversion option of the underlying warrants. This increase was partially offset by the writedown in the value of our investment in Tzfat Spirits of Israel, LLC. We wrote down the Tzfat Spirits investment after our review of the company's financial statements, which showed a negative cash flow and the incurrence of significant debt.

**Liquidity and Capital Resources**

Summary cash flow data is as follows:

	Nine Months Ended September 30,	
	2014	2013
Cash flows provided (used) by :		
Operating activities	\$ (1,785,393 )	\$ (1,749,606 )
Investing activities	(6,662 )	(35,641 )
Financing activities	(6,084 )	10,164,905
Net increase (decrease) in cash	(1,798,139 )	8,379,658
Cash, beginning of period	7,090,379	603,621
Cash, end of period	\$ 5,292,240	\$ 8,983,279

The cash used in operating activities for the nine-month period ended September 30, 2014 was primarily from our investment transactions.

On March 6, 2013, we closed on a total of \$8,850,000 from a private placement of common stock at a per-share price of \$1.00 and issued 8,850,000 shares of common stock. On March 20, 2013, we closed on the sale of an additional \$1,315,000 of common stock at a per-share price of \$1.00, and issued 1,315,000 shares of common stock.

On August 29, 2014, we purchased and retired 2,973 shares of common stock at a per-share price of \$0.83, and on September 3, 2014 we purchased and retired 4,510 shares of common stock at a per-share price of \$0.80.

As of September 30, 2014, we had a total of approximately \$5.3 million in cash. Presently, we expect that substantially all of our current cash will be invested in portfolio investments within the next 6-18 months, depending largely on the number and quality of investment opportunities we receive. Pending investment of our current cash, we expect to hold that cash in conformity with our disclosures under the caption “Regulation as a BDC – Temporary Investments” below.

### **Regulation as a BDC**

As a BDC, we are regulated by the 1940 Act. A BDC must be organized in the United States for the purpose of investing in or lending to primarily private companies, or certain small-cap public companies, and, with limited exceptions, making managerial assistance available to them. A BDC may use capital provided by public shareholders and from other sources to make long-term, private investments in businesses. A BDC may provide shareholders the ability to retain the liquidity of a publicly traded stock while sharing in the possible benefits, if any, of investing in primarily privately owned or small-cap public companies.

We may not change the nature of our business so as to cease to be, or withdraw our election as, a BDC unless authorized by vote of a majority of the outstanding voting securities, as required by the 1940 Act. A majority of the outstanding voting securities of a company is defined under the 1940 Act as the lesser of: (a) 67% or more of such company’s voting securities present at a meeting if more than 50% of the outstanding voting securities of such company are present or represented by proxy; or (b) more than 50% of the outstanding voting securities of such company. We do not anticipate any substantial change in the nature of our business.

As with other companies regulated by the 1940 Act, a BDC must adhere to certain substantive regulatory requirements. A majority of our directors must be persons who are not “interested persons,” as that term is defined in the 1940 Act. Additionally, we are required to provide and maintain a bond issued by a reputable fidelity insurance company to protect the BDC. Furthermore, as a BDC, we are prohibited from protecting any director or officer against any liability to us or our shareholders arising from willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person’s office.

We are generally not able to sell our common stock at a price below net asset value per share. We may, however, sell our common stock at a price below net asset value per share (i) in connection with a rights offering to our existing shareholders, (ii) with the consent of shareholders holding a majority of our common stock, or (iii) under such other circumstances as the SEC may permit. For example, we may sell our common stock at a price below the then-current net asset value of our common stock if our Board of Directors determines that such sale is in our best interests and the best interests of our shareholders, and our shareholders approve our policy and practice of making such sales. In addition, we may generally issue new shares of our common stock at a price below net asset value in rights offerings to our existing shareholders, in payment of dividends and in certain other limited circumstances. No such offerings have occurred as of the date of this filing.

We will be permitted, under specified conditions, to issue multiple classes of indebtedness and one class of stock senior to our common stock, but only if our “asset coverage,” as defined in the 1940 Act, is at least equal to 200% immediately after each such issuance. In addition, while any senior securities remain outstanding, we must not make any dividend distribution to our shareholders or repurchase securities unless we meet the applicable asset-coverage ratios at the time of the dividend distribution or repurchase. We may also borrow amounts up to 5% of the value of our total assets for temporary or emergency purposes.

We are prohibited under the 1940 Act from knowingly participating in certain transactions with our affiliates without the prior approval of our directors who are not interested persons and, in some cases, prior approval by the SEC. Subject to certain exceptions, as a BDC, we are generally not permitted to invest in any portfolio company in which our affiliates currently have an investment or to make any co-investments with our affiliates without an exemptive order from the SEC.

We will be periodically examined by the SEC for compliance with the 1940 Act, the rules and regulations thereunder, and good governance practices. We will not “concentrate” our investments (i.e., invest 25% or more of our assets in any particular industry, determined at the time of investment). We will be required to provide and maintain a bond issued by a reputable fidelity insurance company to protect us against larceny and embezzlement. Furthermore, as a BDC, we are prohibited from indemnifying any director or officer against any liability to our shareholders arising from willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person’s office. We are required to adopt and implement written policies and procedures reasonably designed to prevent violation of the federal securities laws, review these policies and procedures annually for their adequacy and the effectiveness of their implementation.

### *Qualifying Assets*

Under the 1940 Act, a BDC may not acquire any asset other than “qualifying assets” listed in Section 55(a) of the 1940 Act unless, at the time the acquisition is made, qualifying assets represent at least 70% of the BDC’s total assets. The principal categories of qualifying assets relevant to our business are the following:

(1) Securities of an “eligible portfolio company” purchased from the issuer of such securities or from a person who is, or who was within the prior 13 months of the date of purchase, an affiliate of the issuer or from any other person (subject to limitation by SEC rules), in any case in transactions not involving any public offering. The 1940 Act defines an “eligible portfolio company” as any issuer which:

(a) is organized under the laws of, and has its principal place of business in, the United States;

(b) is not an investment company or a company that would be an investment company but for certain exclusions under the 1940 Act; and

(c) satisfies one of the following:

does not have outstanding any class of securities with respect to which a broker or dealer may extend margin credit (or, if a broker or dealer may in fact extend or maintain margin credit to a customer with respect to such securities, then at the time of purchase of the issuer’s securities (A) the BDC owns at least 50% of the greatest number of outstanding and issuable equity securities of such issuer (i.e., 50% determined on a fully diluted basis) and the greatest amount of debt securities of such issuer), (B) the BDC is one of the 20 largest holders of record of the issuer’s outstanding voting securities);

is controlled by a BDC or a group of companies acting together that includes a BDC, the BDC does in fact (ii) exercise a controlling influence over the management or policies of the issuer, and, as a result of such control, the BDC has an affiliated person serving as a director of the eligible portfolio company;

(iii) is a small and solvent company having total assets of not more than \$4 million and capital and surplus of not less than \$2 million, subject to adjustment by SEC rules; or

by virtue of SEC Rule 2a-46, (A) does not have any class of securities listed on a national securities exchange, or (iv)(B) has a class of securities listed on a national securities exchange but an aggregate market value (as computed under such rule) of outstanding voting and non-voting common equity of less than \$250 million.

(2) Securities of any eligible portfolio company (as defined above) that we control through having a person serving on the board of directors of the issuer.

(3) Securities purchased from an issuer, or from a person who is, or was in the prior 13 months of the date of purchase, an affiliate of the issuer, which issuer is organized under the laws of, and has its principal place of business in, the United States and is not an investment company (or a company that would be an investment company but for certain exclusions under the 1940 Act), and which is in bankruptcy and subject to reorganization (or where the issuance of securities is consummated pursuant to or in consummation of a bankruptcy or reorganization plan or arrangement).

(4) Securities of an eligible portfolio company (as defined above) purchase from any person in a transaction not involving a public offering, if there is no ready market for such securities and if immediately prior to such purchase the BDC owns at least 60% of the outstanding equity securities of such issuer, as determined on a fully diluted basis.

(5) Securities received in exchange for or distributed on or with respect to securities described above, or pursuant to the conversion of warrants or rights relating to such securities.

(6) Cash, cash equivalents, U.S. government securities or high-quality debt securities maturing in one year or less from the time of investment.

(7) Office furniture and equipment, interests in real estate and leasehold improvement and facilities maintained to conduct the business operations of the BDC, deferred organization and operating expenses, and other non-investment assets necessary and appropriate to its operations as a BDC, including notes of indebtedness of directors, officers, employees and general partners held by the BDC as payment for securities of such company issued in connection with an executive compensation plan described in Section 57(j) of the 1940 Act.

In addition to the foregoing description of “qualifying assets,” certain types of follow-on investments in issuers that no longer satisfy the definition of “eligible portfolio company” may nonetheless be “qualifying assets.”



*Significant Managerial Assistance or Control*

A BDC must have been organized and have its principal place of business in the United States and must be operated for the purpose of making investments in the types of securities described above. Nevertheless, to count portfolio securities as qualifying assets for the purpose of the foregoing 70% test, the BDC must either control the issuer of the securities or offer to make available to the issuer of the securities (other than small and solvent companies described above) significant managerial assistance; except that, where the BDC purchases such securities in conjunction with one or more other persons acting together, one of the other persons in the group may make available such managerial assistance. Making available significant managerial assistance means, among other things, any arrangement whereby the BDC, whether through its directors, officers or employees, offers to provide, and, if accepted, does in fact so provide, significant guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company through monitoring of portfolio company operations, selective participation in board and management meetings, consulting with and advising a portfolio company's officers or other organizational or financial guidance.

*Temporary Investments*

Pending investment in other types of qualifying assets, as described above, our investments may consist of cash, cash equivalents, U.S. government securities or high quality debt securities maturing in one year or less from the time of investment, which we refer to, collectively, as temporary investments, so that at least 70% of our assets are qualifying assets. We plan to invest in U.S. treasury bills or in repurchase agreements, provided that such agreements are fully collateralized by cash or securities issued by the U.S. government or its agencies. A repurchase agreement involves the purchase by an investor, such as us, of a specified security and the simultaneous agreement by the seller to repurchase it at an agreed upon future date and at a price which is greater than the purchase price by an amount that reflects an agreed-upon interest rate. There is no percentage restriction on the proportion of our assets that may be invested in such repurchase agreements. However, if more than 25% of our total assets constitute repurchase agreements from a single counterparty, we would not meet the diversification tests imposed on us by the Internal Revenue Code to qualify for tax treatment as a RIC for federal income tax purposes. Thus, we do not intend to enter into repurchase agreements with a single counterparty in excess of this limit. We will monitor the creditworthiness of the counterparties with which we enter into repurchase agreement transactions.

## **Capital Expenditures**

We did not have and do not plan to have any material commitments for capital expenditures in 2013 or 2014. Given our business model and status as a BDC, we do not require material investments in capital resources.

## **Certain Potential Conflicts of Interest**

Our Company maintains a Code of Ethics and certain other policies relating to conflicts of interest and related-party transactions, as well as policies and procedures relating to what applicable BDC regulations generally describe as “affiliate transaction.” Nevertheless, from time to time we may hold investments in portfolio companies in which certain members of our management are also directly or indirectly invested. Our Board of Directors has recently adopted a policy to require our disclosure of these instances in our periodic filings with the SEC. Presently, each of Messrs. Geraci and Polinsky have direct and indirect interests in Southern Plains Resources, Inc. We invested in Southern Plains Resources in each of March and July 2013. In addition, our director Christopher Larson has a direct interest in Mix 1 Life, Inc. and served as that company’s Chief Financial Officer at the time of our investment. We invested in Mix 1 Life in February 2014 and we exercised, on a cashless basis, a warrant for the purchase of Mix 1 Life common stock in September 2014. Subsequent to our investment, Mr. Larson became a director of Mix 1 Life.

## **Critical Accounting Policies**

### Investment Valuation

Investment transactions are recorded on the trade date. Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment without regard to unrealized gains or losses previously recognized, and include investments charged off during the period, net of recoveries. Unrealized gains or losses primarily reflect the change in investment values, including the reversal of previously recorded unrealized gains or losses when gains or losses are realized.

Investments for which market quotations are readily available are typically valued at such market quotations. In order to validate market quotations, we look at a number of factors to determine if the quotations are representative of fair value, including the source and nature of the quotations. Debt and equity securities that are not publicly traded or whose market prices are not readily available are valued at fair value as determined in good faith by our board of directors, based on, among other things, the input of our executive management, audit committee and independent third-party valuation expert that may be engaged by management to assist in the valuation of our portfolio

investments.

### Realized Gains and Losses, Interest and Dividend Income Recognition

Realized gains or losses on the sale of investments are calculated using the specific investment method.

Interest income is recorded on an accrual basis and includes the accretion of discounts and amortization of premiums. Discounts from and premiums to par value on securities purchased are accreted/amortized into interest income over the life of the respective security using the effective yield method. The amortized cost of investments represents the original cost adjusted for the accretion of discounts and amortization of premiums, if any.

Loans are generally placed on non-accrual status when principal or interest payments are past due 30 days or more or when there is reasonable doubt that principal or interest will be collected in full. Accrued and unpaid interest is generally reversed when a loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment regarding collectability. Non-accrual loans are restored to accrual status when past due principal and interest is paid and, in management's judgment, are likely to remain current. We may make exceptions to this if the loan has sufficient collateral value and is in the process of collection.

Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies or on the ex-dividend date for publicly traded portfolio companies.

Further information on our critical accounting policies and use of estimates can be found in our financial statements and notes thereto included in this report and in our Annual Report on Form 10-K filed with the SEC on March 31, 2014. There have been no material changes to our critical accounting policies and estimates from those disclosed in our Annual Report on Form 10-K.

### **Off-Balance Sheet Arrangements**

During the nine months ended September 30, 2014, we did not engage in any off-balance sheet arrangements set forth in Item 303(a)(4) of Regulation S-K.



#### **Item 4. Controls and Procedures.**

##### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in our reports filed pursuant to the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance the objectives of the control system are met.

As of September 30, 2014, our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of our disclosure controls and procedures as such term is defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded our disclosure controls and procedures are effective as of September 30, 2014.

##### **Changes in Internal Controls**

There were no significant changes in our internal controls over financial reporting that occurred during the fiscal quarter covered by this report that materially affected, or were reasonably likely to materially affect such controls.

## **PART II – OTHER INFORMATION**

#### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

We made the following repurchases of equity securities during the quarter ended September 30, 2014:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced	Maximum number of shares that may yet be purchased under the plans
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			plans of programs	or programs
July 2014	-	-	-	
August 2014	2,973	\$ 0.83	2,973	See fn. 1
September 2014	4,510	\$ 0.80	4,510	See fn. 1
Total	7,483	\$ 0.81	7,483	See fn. 1

(1) On May 9, 2014, our Board of Directors authorized us to invest up to \$1.0 million to purchase our own common shares at prices below our net asset value (NAV) per share, subject to market conditions and applicable regulations. The share buyback authorization does not obligate us to acquire any specific number of shares. The authorization has no expiration date. Announcement of the authorization was first made in Item 5, Part II, of our Form 10-Q filed on May 13, 2014.

### **Item 6. Exhibits**

#### Exhibit No. Description

- 31.1 Certification of Chief Executive Officer (filed herewith).
- 31.2 Certification of Chief Financial Officer (filed herewith).
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MILL CITY VENTURES III, LTD.

/s/ Douglas Polinsky  
Douglas Polinsky  
*Chief Executive Officer*

Dated: November 12, 2014

/s/ Joseph A. Geraci, II  
Joseph A. Geraci, II  
*Chief Financial Officer*

Dated: November 12, 2014