

Mill City Ventures III, Ltd  
Form N-8F  
May 15, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-8F**

**APPLICATION FOR DEREGISTRATION OF CERTAIN  
REGISTERED INVESTMENT COMPANIES**

**MILL CITY VENTURES III, LTD.**

**I. General Identifying Information**

1. Reason fund is applying to deregister:

Merger

Liquidation

Abandonment of Registration

Election of status as a Business Development Company

2. Name of fund: Mill City Ventures III, Ltd.

3. Securities and Exchange Commission File No.: 811-22778

4. Is this an initial Form N-8F or an amendment to a previously filed Form N-8F?

Initial Application       Amendment

5. Address of Principal Executive Office (include No. & Street, City, State, Zip Code):

130 West Lake Street, Suite 300

Wayzata, Minnesota 55391

6. Name, address and telephone number of individual the Commission staff should contact with any questions regarding this form:

Paul D. Chestovich

Maslon Edelman Borman & Brand, LLP

3300 Wells Fargo Center

90 South Seventh Street

Minneapolis, Minnesota 55402

(612) 672-8305

7. Name, address and telephone number of individual or entity responsible for maintenance and preservation of fund records in accordance with rules 31a-1 and 31a-2 under the Act [17 CFR 270.31a-1, .31a-2]:

Mill City Ventures III, Ltd.

130 West Lake Street, Suite 300

Wayzata, Minnesota 55391

(952) 473-3442



Douglas M.  
Polinsky  
Chief Executive  
Officer