

13F CON P 8/15/01

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

NON-PUBLIC

Form 13F

Form 13F COVER PAGE



Report for the Calendar Year of Quarter Ended: September 30, 2000

Check here if Amendment [] ; Amendment Number: _____

This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

THIS FORM 13F IS SUBJECT TO A REQUEST FOR CONFIDENTIAL TREATMENT

Institutional Investment Manager Filing this Report:

Name: Milton Arbitrage Partners, LLC
Address: 56 Mason Street
Greenwich, Connecticut 06830

CONFIDENTIAL TREATMENT EXPIRED

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Form 13F File Number: 28-7416

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: James E. Buck, II
Title: Managing Member
Phone: (203) 661-7022

PROCESSED

APR 25 2002

THOMSON
FINANCIAL

Signature, Place, and Date of Signing:

[Signature]

Greenwich, Connecticut
[City, State]

November 10, 2000
[Date]

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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Report Summary:

Number of Other Included Managers:	<u>0</u>
Form 13F Information Table Entry Total:	<u>52</u>
Form 13F Information Table Value Total:	<u>\$ 457,835</u> (thousands)

List of Other Included Managers:

None

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Form 13F INFORMATION TABLE Milton (9/30/00)

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8	
				SHRS OR PRN AMOUNT	SH/ PRN			SOLE	SHARED
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)			INVESTMENT DISCRETION	OTHER MANAGERS		NONE
ACUSON CORP	COMMON STOCK	005113105	2,582	113,500	SH	SOLE		113,500	0
AXA FINL INC	COMMON STOCK	02451102	20,884	410,000	SH	SOLE		410,000	0
BRENTON BKS INC	COMMON STOCK	107211104	1,367	113,300	SH	SOLE		113,300	0
COBALT NETWORKS INC	COMMON STOCK	19074R101	6,262	108,200	SH	SOLE		108,200	0
COLUMBIA ENERGY GROUP	COMMON STOCK	197648108	21,560	302,600	SH	SOLE		302,600	0
CRESCENDO PHARMACEUTICALS CORP	CL A	225637107	226	11,000	SH	SOLE		11,000	0
DAIN RAUSCHER CORP	COMMON STOCK	233856103	3,255	35,000	SH	SOLE		35,000	0
DELHAIZE AMER INC	CL A	246688105	433	25,000	SH	SOLE		25,000	0
DONALDSON LUFKIN & JENRETTE NW	COMMON STOCK	257661108	5,635	63,000	SH	SOLE		63,000	0
DURA PHARMACEUTICALS INC	COMMON STOCK	26632S109	7,015	198,300	SH	SOLE		198,300	0
E TOWN	COMMON STOCK	269242103	13,402	200,400	SH	SOLE		200,400	0
EASTERN ENTERPRISES	COMMON STOCK	27637F100	42,474	665,600	SH	SOLE		665,600	0
FLORIDA PROGRESS CORP	COMMON STOCK	341109106	6,882	130,000	SH	SOLE		130,000	0
FORT JAMES CORP	COMMON STOCK	347471104	3,554	116,300	SH	SOLE		116,300	0
GELTEX PHARMACEUTICALS INC	COMMON STOCK	368538104	13,295	284,000	SH	SOLE		284,000	0
GETTHERE INC	COMMON STOCK	374266104	964	54,500	SH	SOLE		54,500	0
HAVEN BANCORP INC	COMMON STOCK	419352109	8,137	277,000	SH	SOLE		277,000	0
HNC SOFTWARE INC	COMMON STOCK	40425P107	992	12,000	SH	SOLE		12,000	0
JLK DIRECT DISTRIBUTION INC	CL A	46621C105	505	58,500	SH	SOLE		58,500	0
KEYSTONE FINANCIAL INC	COMMON STOCK	493482103	13,450	558,100	SH	SOLE		558,100	0
LG&E ENERGY CORP	COMMON STOCK	501917108	22,271	913,700	SH	SOLE		913,700	0
NABISCO GROUP HLDG CORP	CL A	629526104	19,721	365,200	SH	SOLE		365,200	0
NEWGEN RESULTS CORP	COMMON STOCK	651359101	1,707	113,800	SH	SOLE		113,800	0
NISOURCE INC	COMMON STOCK	65473P105	4,000	164,100	SH	SOLE		164,100	0
OTTAWA FINL CORP	COMMON STOCK	689389104	5,113	179,000	SH	SOLE		179,000	0
PAIN WEBBER GROUP INC	COMMON STOCK	695629105	27,519	402,100	SH	SOLE		402,100	0
PRINTRAK INTL INC	COMMON STOCK	742574106	1,200	100,000	SH	SOLE		100,000	0
SCRIPPS FINANCIAL CORP	COMMON STOCK	811040104	6,240	268,400	SH	SOLE		268,400	0
TELEGLOBE INC	COMMON STOCK	87941V100	11,319	539,000	SH	SOLE		539,000	0
TRITEL INC	CL A	89675X104	1,876	131,100	SH	SOLE		131,100	0

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URBAN SHOPPING CTRS INC	COMMON STOCK	917060105	4,133	87,000 SH	SOLE	87,000	0	0
CONFIDENTIAL TREATMENT FOR THE ABOVE SECURITIES IS REQUESTED UNTIL FEBRUARY 15, 2001								

Form 13F INFORMATION TABLE (9/30/00)

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5				COLUMN 6	COLUMN 7	COLUMN 8	
				SHRS OR PRN AMOUNT	SH/ PRN	PUT/ CALL		INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)								NONE
ASSOCIATES FIRST CAP CORP	CL A	046008108	10,374	273,000	SH			SOLE		273,000	0
BANK UTD CORP	CL A	065412108	31,391	619,300	SH			SOLE		619,300	0
BANKFIRST CORP	COMMON STOCK	066442104	1,939	141,000	SH			SOLE		141,000	0
FCNB CORP	COMMON STOCK	302920103	5,893	278,146	SH			SOLE		278,146	0
HERTZ CORP	COMMON STOCK	428040109	4,763	150,000	SH			SOLE		150,000	0
HSB GROUP INC	COMMON STOCK	40428N109	28,453	709,100	SH			SOLE		709,100	0
INFINITY BROADCASTING CP NEW	CL A	45662S102	20,414	618,600	SH			SOLE		618,600	0
INTL PAPER CO	COMMON STOCK	460146103	2,609	90,934	SH			SOLE		90,934	0
JEFFERSON SVGS BANCORP INC	COMMON STOCK	474900107	467	34,300	SH			SOLE		34,300	0
M&T BK CORP	COMMON STOCK	55261F104	1,987	3,896	SH			SOLE		3,896	0
MERCHANTS N Y BANCORP INC	COMMON STOCK	589167105	3,380	164,400	SH			SOLE		164,400	0
MORGAN J P & CO INC	COMMON STOCK	616880100	19,687	120,500	SH			SOLE		120,500	0
OCULAR SCIENCES INC	COMMON STOCK	675744106	1,973	164,400	SH			SOLE		164,400	0
PHOENIX INVT PARTNERS LTD	COMMON STOCK	719085102	9,559	619,200	SH			SOLE		619,200	0
PREMIER NATL BANCORP INC	COMMON STOCK	74053F107	4,224	208,600	SH			SOLE		208,600	0
RIO ALGOM LTD	COMMON STOCK	766889109	1,900	100,000	SH			SOLE		100,000	0
SHAW INDS INC	COMMON STOCK	820286102	10,937	591,200	SH			SOLE		591,200	0
VALLEY NATL BANCORP	COMMON STOCK	919794107	341	12,500	SH			SOLE		12,500	0
CONFIDENTIAL TREATMENT FOR THE ABOVE SECURITIES IS REQUESTED UNTIL MAY 15, 2001											

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Form 13F INFORMATION TABLE Milton (9/30/00)

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