

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

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2010

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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

Commission file number: 0-11576

HARRIS & HARRIS GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

New York 13-3119827  
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)  
Incorporation or Organization)

1450 Broadway, New York, New York 10018  
(Address of Principal Executive Offices) (Zip Code)

(212) 582-0900

(Registrant's Telephone Number, Including Area Code)

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at May 10, 2010
Common Stock, \$0.01 par value per share	30,864,899 shares

Harris & Harris Group, Inc.  
Form 10-Q, March 31, 2010

Page Number

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## **PART I. FINANCIAL INFORMATION**

### **Item 1. Consolidated Financial Statements**

The information furnished in the accompanying consolidated financial statements reflects all adjustments that are, in the opinion of management, necessary for a fair statement of the results for the interim period presented.

Harris & Harris Group, Inc.<sup>®</sup> (the "Company," "us," "our" and "we"), is an internally managed venture capital company that has elected to operate as a business development company ("BDC") under the Investment Company Act of 1940 (the "1940 Act"). Certain information and disclosures normally included in the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted as permitted by Regulation S-X and Regulation S-K. The accompanying consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2009, contained in our Annual Report on Form 10-K for the year ended December 31, 2009.

In September 1997, our Board of Directors approved a proposal to seek qualification as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code (the "Code"). At that time, we were taxable under Subchapter C of the Code (a "C Corporation"). We filed for the 1999 tax year to elect treatment as a RIC. In order to qualify as a RIC, we must, in general, (1) annually, derive at least 90 percent of our gross income from dividends, interest, gains from the sale of securities and similar sources; (2) quarterly, meet certain investment diversification requirements; and (3) annually, distribute at least 90 percent of our investment company taxable income as a dividend. In addition to the requirement that we must annually distribute at least 90 percent of our investment company taxable income, we may either distribute or retain our net capital gain from investments, but any net capital gain not distributed will be subject to corporate income tax and the excise tax described below. We will be subject to a four percent excise tax to the extent we fail to distribute at least 98 percent of our annual net ordinary income and 98 percent of our capital gain net income and would be subject to income tax to the extent we fail to distribute 100 percent of our investment company taxable income.

Because of the specialized nature of our investment portfolio, we generally can satisfy the diversification requirements under Subchapter M of the Code if we receive a certification from the Securities and Exchange Commission ("SEC") that we are "principally engaged in the furnishing of capital to other corporations which are principally engaged in the development or exploitation of inventions, technological improvements, new processes, or products not previously generally available."

On June 9, 2009, we received SEC certification for 2008, permitting us to qualify for RIC treatment for 2008 (as we had for the years 1999 through 2007) pursuant to Section 851(e) of the Code. Although the SEC certification for 2008 was issued, there can be no assurance that we will qualify for or receive such certification for subsequent years (to the extent we need additional certification as a result of changes in our portfolio) or that we will actually qualify for Subchapter M treatment in subsequent years. On April 23, 2010, we applied for SEC certification for 2009. We qualified for RIC treatment in 2009 even without certification. In addition, under certain circumstances, even if we qualified for Subchapter M treatment in a given year, we might take action in a subsequent year to ensure that we would be taxed in that subsequent year as a C Corporation, rather than as a RIC. Because Subchapter M does not permit deduction of operating expenses against net capital gain, it is not clear that the Company and its shareholders have paid less in taxes since 1999 than they would have paid had the Company remained a C Corporation.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES**

ASSETS

	March 31, 2010 (Unaudited)	December 31, 2009
Investments, in portfolio securities at value:		
Unaffiliated privately held companies (cost: \$31,002,395 and \$26,977,200, respectively)	\$ 29,752,075	\$ 21,656,436
Unaffiliated publicly traded securities (cost: \$547,304 and \$298,827, respectively)	552,454	226,395
Non-controlled affiliated privately held companies (cost: \$51,546,166 and \$54,864,948, respectively)	45,559,645	50,297,220
Controlled affiliated privately held companies (cost: \$11,032,574 and \$10,248,932, respectively)	<u>7,703,226</u>	<u>5,843,430</u>
Total, investments in privately held and publicly traded securities at value (cost: \$94,128,439 and \$92,389,907, respectively)	\$ 83,567,400	\$ 78,023,481
Investments, in U.S. Treasury obligations at value (cost: \$53,163,696 and \$55,960,024, respectively)	53,160,430	55,947,581
Cash	197,294	1,611,465
Restricted funds	2,000	2,000
Receivable from portfolio company	0	28,247
Interest receivable	6	25,832
Prepaid expenses	338,542	94,129
Receivable from unsettled trade	799,925	0
Other assets	691,853	376,366
<b>Total assets</b>	<u>\$ 138,757,450</u>	<u>\$ 136,109,101</u>

LIABILITIES & NET ASSETS

Post retirement plan liabilities	\$ 1,402,894	\$ 1,369,843
Accounts payable and accrued liabilities	672,902	579,162
Deferred rent	321,372	1,838
<b>Total liabilities</b>	<u>2,397,168</u>	<u>1,950,843</u>
<b>Net assets</b>	<u>\$ 136,360,282</u>	<u>\$ 134,158,258</u>
<b>Net assets are comprised of:</b>		
Preferred stock, \$0.10 par value, 2,000,000 shares authorized; none issued	\$ 0	\$ 0
Common stock, \$0.01 par value, 45,000,000 shares authorized at 03/31/10 and 12/31/09; 32,690,986 issued at 03/31/10 and 32,688,333 issued at 12/31/09	326,911	326,884
Additional paid in capital (Note 8)	206,491,383	205,977,117
Accumulated net operating and realized loss	(56,488,176)	(54,361,343)
Accumulated unrealized depreciation of investments	(10,564,305)	(14,378,869)
Treasury stock, at cost (1,828,740 shares at 03/31/10 and 12/31/09)	<u>(3,405,531)</u>	<u>(3,405,531)</u>
<b>Net assets</b>	<u>\$ 136,360,282</u>	<u>\$ 134,158,258</u>
<b>Shares outstanding</b>	<u>30,862,246</u>	<u>30,859,593</u>
<b>Net asset value per outstanding share</b>	<u>\$ 4.42</u>	<u>\$ 4.35</u>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
<b>Investment income:</b>		
Interest from:		
Fixed-income securities and bridge notes (Note 3)	\$ 73,073	\$ (35,899)
Miscellaneous income	6,000	12,338
<b>Total investment income (loss)</b>	<u>79,073</u>	<u>(23,561)</u>
<b>Expenses:</b>		
Salaries, benefits and stock-based compensation (Note 6)	1,389,277	1,387,340
Administration and operations	282,522	290,435
Professional fees	243,369	215,250
Rent (Note 3)	77,215	78,063
Directors' fees and expenses	95,361	84,509
Depreciation	11,969	12,859
Custody fees	24,000	6,862
Lease termination costs (Note 3)	68,038	0
<b>Total expenses</b>	<u>2,191,751</u>	<u>2,075,318</u>
<b>Net operating loss</b>	<u>(2,112,678)</u>	<u>(2,098,879)</u>
<b>Net realized loss:</b>		
Realized loss from investments:		
Unaffiliated companies	0	(3,288)
Non-controlled affiliated companies	0	0
Controlled affiliated companies	0	0
U.S. Treasury obligations/other	(11,523)	(325)
<b>Realized loss from investments</b>	<u>(11,523)</u>	<u>(3,613)</u>
Income tax expense (Note 7)	2,632	380
<b>Net realized loss</b>	<u>(14,155)</u>	<u>(3,993)</u>
<b>Net decrease in unrealized depreciation on investments:</b>		
Change on investments held	3,814,564	1,151,448
<b>Net decrease in unrealized depreciation on investments</b>	<u>3,814,564</u>	<u>1,151,448</u>
<b>Net increase (decrease) in net assets resulting from operations:</b>		
<b>Total</b>	<u>\$ 1,687,731</u>	<u>\$ (951,424)</u>
<b>Per average basic and diluted outstanding share</b>	<u>\$ 0.05</u>	<u>\$ (0.04)</u>
<b>Average outstanding shares</b>	<u>30,859,888</u>	<u>25,859,573</u>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
<b>Cash flows (used in) provided by operating activities:</b>		
Net increase (decrease) in net assets resulting from operations	\$ 1,687,731	\$ (951,424)
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash used in operating activities:		
Net realized and unrealized (gain) on investments	(3,803,041)	(1,147,835)
Depreciation of fixed assets, amortization of premium or discount on U.S. government securities, and bridge note interest	(41,107)	86,269
Stock-based compensation expense	553,272	635,638
<b>Changes in assets and liabilities:</b>		
Restricted funds	0	(618)
Receivable from portfolio company	28,247	0
Interest receivable	12,589	54,660
Receivable from investments sold	(799,925)	0
Prepaid expenses	(244,413)	137,680
Other assets	(260,892)	3,312
Post retirement plan liabilities	33,051	30,981
Accounts payable and accrued liabilities	93,740	(131,084)
Deferred rent	319,534	(1,576)
Net cash used in operating activities	<u>(2,421,214)</u>	<u>(1,283,997)</u>
<b>Cash flows from investing activities:</b>		
Purchase of U.S. government securities	(2,399,293)	(52,334,768)
Sale of U.S. government securities	5,199,533	53,892,347
Investment in venture capital investments	(1,675,058)	(723,176)
Proceeds from conversion of bridge note	1,356	0
Purchase of fixed assets	(80,516)	(1,313)
Net cash provided by investing activities	<u>1,046,022</u>	<u>833,090</u>
<b>Cash flows from financing activities:</b>		
Proceeds from stock option exercises	9,949	0
Payment of offering costs	(48,928)	0
Net cash used in financing activities	<u>(38,979)</u>	<u>0</u>
<b>Net decrease in cash:</b>		
Cash at beginning of the period	1,611,465	692,309
Cash at end of the period	<u>197,294</u>	<u>241,402</u>
Net decrease in cash	<u>\$ (1,414,171)</u>	<u>\$ (450,907)</u>
<b>Supplemental disclosures of cash flow information:</b>		
Income taxes paid	\$ 2,632	\$ 380

The accompanying notes are an integral part of these consolidated financial statements.

<b>HARRIS &amp; HARRIS GROUP, INC.</b> <b>CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS</b>
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	<b>Three Months Ended March 31, 2010 (Unaudited)</b>	<b>Year Ended December 31, 2009</b>
<b>Changes in net assets from operations:</b>		
Net operating loss	\$ (2,112,678)	\$ (8,761,215)
Net realized loss on investments	(14,155)	(11,105,577)
Net decrease in unrealized depreciation on investments as a result of sales	0	11,090,579
Net decrease in unrealized depreciation on investments held	<u>3,814,564</u>	<u>8,627,748</u>
<b>Net increase (decrease) in net assets resulting from operations</b>	<u>1,687,731</u>	<u>(148,465)</u>
<b>Changes in net assets from capital stock transactions:</b>		
Issuance of common stock upon the exercise of stock options	27	1,125
Issuance of common stock on offering	0	48,875
Additional paid-in capital on common stock issued and options exercised	(39,006)	21,636,090
Stock-based compensation expense	<u>553,272</u>	<u>3,089,520</u>
<b>Net increase in net assets resulting from capital stock transactions</b>	<u>514,293</u>	<u>24,775,610</u>
<b>Net increase in net assets</b>	<u>2,202,024</u>	<u>24,627,145</u>
<b>Net assets:</b>		
Beginning of the period	<u>134,158,258</u>	<u>109,531,113</u>
End of the period	<u>\$ 136,360,282</u>	<u>\$ 134,158,258</u>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010**  
**(Unaudited)**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Unaffiliated Companies (2)(3)(4) – 22.2% of net assets at value</b>			
<b>Private Placement Portfolio (Illiquid) – 21.8% of net assets at value</b>			
BioVex Group, Inc. (5)(6)(7)(8) -- Developing novel biologics for treatment of cancer and infectious disease			
Series E Convertible Preferred Stock	(M)	2,799,552	\$ 1,042,862
Series G Convertible Preferred Stock	(M)	3,738,004	627,985
Warrants at \$0.21 expiring 11/5/16	(I)	285,427	18,838
			<u>1,689,685</u>
Bridgelux, Inc. (5)(6) -- Manufacturing high-power light emitting diodes (LEDs) and arrays			
Series B Convertible Preferred Stock	(M)	1,861,504	2,345,495
Series C Convertible Preferred Stock	(M)	2,130,699	2,684,681
Series D Convertible Preferred Stock	(M)	999,999	1,259,999
Warrants at \$0.7136 expiring 12/31/14	(I)	163,900	135,218
Warrants at \$1.50 expiring 8/26/14	(I)	166,665	101,332
			<u>6,526,725</u>
Cobalt Technologies, Inc. (5)(6)(7)(9) -- Developing processes for making biobutanol through biomass fermentation			
Series C Convertible Preferred Stock	(M)	352,112	375,000
D-Wave Systems, Inc. (5)(6)(7)(10) -- Developing high- performance quantum computing systems			
Series B Convertible Preferred Stock	(M)	1,144,869	938,620
Series C Convertible Preferred Stock	(M)	450,450	369,301
Series D Convertible Preferred Stock	(M)	1,533,395	1,257,153
			<u>2,565,074</u>
Molecular Imprints, Inc. (5)(6) -- Manufacturing nanoimprint lithography capital equipment			
Series B Convertible Preferred Stock	(M)	1,333,333	2,999,999
Series C Convertible Preferred Stock	(M)	1,250,000	2,812,500
Warrants at \$2.00 expiring 12/31/11	(I)	125,000	155,375
			<u>5,967,874</u>

The accompanying notes are an integral part of these consolidated financial statements.



**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010**  
**(Unaudited)**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Unaffiliated Companies (2)(3)(4) – 22.2% of net assets at value (Cont.)</b>			
<b>Private Placement Portfolio (Illiquid) – 21.8% of net assets at value (Cont.)</b>			
Nanosys, Inc. (5)(6) -- Developing inorganic materials and devices based on nanowires and quantum dots			
Series C Convertible Preferred Stock	(M)	803,428	\$ 1,185,056
Series D Convertible Preferred Stock	(M)	1,016,950	1,500,001
			<u>2,685,057</u>
Nantero, Inc. (5)(6)(7) -- Developing a high-density, nonvolatile, random access memory chip, enabled by carbon nanotubes			
Series A Convertible Preferred Stock	(M)	345,070	1,046,908
Series B Convertible Preferred Stock	(M)	207,051	628,172
Series C Convertible Preferred Stock	(M)	188,315	571,329
			<u>2,246,409</u>
NeoPhotonics Corporation (5)(6) -- Developing and manufacturing optical devices and components			
Common Stock	(M)	1,130,440	1,030,961
Series 1 Convertible Preferred Stock	(M)	1,831,256	1,670,105
Series 2 Convertible Preferred Stock	(M)	741,898	676,611
Series 3 Convertible Preferred Stock	(M)	2,750,000	2,508,000
Series X Convertible Preferred Stock	(M)	8,923	1,427,680
			<u>7,313,357</u>
Polatis, Inc. (5)(6)(7) -- Developing MEMS-based optical networking components			
Series A-1 Convertible Preferred Stock	(M)	16,775	0
Series A-2 Convertible Preferred Stock	(M)	71,611	0
Series A-4 Convertible Preferred Stock	(M)	4,774	0
Series A-5 Convertible Preferred Stock	(M)	16,438	0
			<u>0</u>
PolyRemedy, Inc. (5)(6)(7) -- Developing a robotic manufacturing platform for wound treatment patches			
Series B-1 Convertible Preferred Stock	(M)	287,647	23,467
Series B-2 Convertible Preferred Stock	(M)	676,147	30,427
			<u>53,894</u>

The accompanying notes are an integral part of these consolidated financial statements.

<b>HARRIS &amp; HARRIS GROUP, INC.</b> <b>CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010</b> <b>(Unaudited)</b>
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	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Unaffiliated Companies (2)(3)(4) – 22.2% of net assets at value (Cont.)</b>			
<b>Private Placement Portfolio (Illiquid) – 21.8% of net assets at value (Cont.)</b>			
Siluria Technologies, Inc. (5)(6)(7) -- Developing nanomaterials for manufacturing of chemicals			
Series S-2 Convertible Preferred Stock	(M)	612,061	<u>\$ 204,000</u>
TetraVitae Bioscience, Inc. (5)(6)(7)(11) -- Developing methods of producing alternative chemicals and fuels through biomass fermentation			
Series B Convertible Preferred Stock	(M)	118,804	<u>125,000</u>
<b>Total Unaffiliated Private Placement Portfolio (cost: \$31,002,395)</b>			<b><u>\$ 29,752,075</u></b>

The accompanying notes are an integral part of these consolidated financial statements.

<b>HARRIS &amp; HARRIS GROUP, INC.</b> <b>CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010</b> <b>(Unaudited)</b>
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	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Publicly Traded Portfolio – 0.4% of net assets at value</b>			
Orthovita, Inc. (6) -- Developing materials and devices for orthopedic medical implant applications			
Common Stock	(M)	93,100	\$ 396,606
Satcon Technology Corporation (6)(12) – Developing power conversion solutions and providing system design services for utility-scale renewable energy plants			
Common Stock	(M)	64,400	155,848
<b>Total Unaffiliated Publicly Traded Portfolio (cost: \$547,304)</b>			<b>\$ 552,454</b>
<b>Total Investments in Unaffiliated Companies (cost: \$31,549,699)</b>			<b>\$ 30,304,529</b>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010**  
**(Unaudited)**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (2)</b>			
<b>(13) –</b>			
<b>33.4% of net assets at value</b>			
<b>Private Placement Portfolio (Illiquid) – 33.4% of net assets at value</b>			
ABS Materials, Inc. (5)(6)(7)(12) -- Developing nano-structured materials for environmental remediation and the petroleum industry			
Series A Convertible Preferred Stock	(M)	250,000	\$ 250,000
Adesto Technologies Corporation (5)(6)(7) -- Developing low-power, high-performance memory devices			
Series A Convertible Preferred Stock	(M)	6,547,619	2,420,000
Series B Convertible Preferred Stock	(M)	5,952,381	2,200,000
			<u>4,620,000</u>
Cambrios Technologies Corporation (5)(6)(7) -- Developing nanowire-enabled electronic materials for the display industry			
Series B Convertible Preferred Stock	(M)	1,294,025	647,013
Series C Convertible Preferred Stock	(M)	1,300,000	650,000
Series D Convertible Preferred Stock	(M)	515,756	257,878
			<u>1,554,891</u>
Contour Energy Systems, Inc. (5)(6)(7)(14) -- Developing batteries using nanostructured materials			
Series A Convertible Preferred Stock	(M)	2,565,798	2,822,378
Series B Convertible Preferred Stock	(M)	812,500	1,300,000
			<u>4,122,378</u>
Crystal IS, Inc. (5)(6) -- Developing single-crystal aluminum nitride substrates for light-emitting diodes			
Common Stock	(M)	3,994,468	0
Warrants at \$0.78 expiring 05/05/13	(I)	15,231	0
Warrants at \$0.78 expiring 05/12/13	(I)	2,350	0
Warrants at \$0.78 expiring 08/08/13	(I)	4,396	0
			<u>0</u>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010**  
**(Unaudited)**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (2)(13)</b>			
—			
<b>33.4% of net assets at value (Cont.)</b>			
<b>Private Placement Portfolio (Illiquid) – 33.4% of net assets at value (Cont.)</b>			
Ensemble Discovery Corporation (5)(6)(15) -- Developing DNA- Programmed Chemistry™ for the discovery of new classes of therapeutics			
Series B Convertible Preferred Stock	(M)	1,449,275	\$ 2,000,000
Unsecured Convertible Bridge Note (including interest)	(M)	\$ 299,169	331,472
			<u>2,331,472</u>
Enumeral Technologies, Inc. (5)(6)(7) -- Developing therapeutics and diagnostics through functional assaying of single cells			
Unsecured Convertible Bridge Note (including interest)	(M)	\$ 250,000	255,425
Innovalight, Inc. (5)(6)(7) -- Developing solar power products enabled by silicon-based nanomaterials			
Series B Convertible Preferred Stock	(M)	16,666,666	2,969,667
Series C Convertible Preferred Stock	(M)	5,810,577	1,276,457
Series D Convertible Preferred Stock	(M)	4,046,974	721,090
			<u>4,967,214</u>
Kovio, Inc. (5)(6) -- Developing semiconductor products using printed electronics and thin-film technologies			
Series C Convertible Preferred Stock	(M)	2,500,000	640,313
Series D Convertible Preferred Stock	(M)	800,000	204,900
Series E Convertible Preferred Stock	(M)	1,200,000	307,350
Warrants at \$1.25 expiring 12/31/12	( I )	355,880	29,538
			<u>1,182,101</u>
Mersana Therapeutics, Inc. (5)(6)(7) -- Developing treatments for cancer based on novel drug delivery polymers			
Series A Convertible Preferred Stock	(M)	68,451	136,902
Series B Convertible Preferred Stock	(M)	866,500	1,733,000
Unsecured Convertible Bridge Note (including interest)	(M)	\$ 821,975	899,020
Warrants at \$2.00 expiring 10/21/10	( I )	91,625	57,082
			<u>2,826,004</u>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010**  
**(Unaudited)**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (2)(13)</b>			
<b>33.4% of net assets at value (Cont.)</b>			
<b>Private Placement Portfolio (Illiquid) – 33.4% of net assets at value (Cont.)</b>			
Metabolon, Inc. (5)(6) -- Developing service and diagnostic products through the use of a metabolomics, or biochemical, profiling platform			
Series B Convertible Preferred Stock	(M)	371,739	\$ 1,087,870
Series B-1 Convertible Preferred Stock	(M)	148,696	435,149
Series C Convertible Preferred Stock	(M)	1,000,000	1,000,000
Warrants at \$1.15 expiring 3/25/15	(I)	74,348	112,921
			<u>2,635,940</u>
NanoGram Corporation (5)(6) -- Developing solar power products enabled by silicon-based nanomaterials			
Common Stock	(M)	2,988,437	0
			<u>0</u>
Nextreme Thermal Solutions, Inc. (5)(6) -- Developing thin-film thermoelectric devices for cooling and energy conversion			
Series A Convertible Preferred Stock	(M)	17,500	1,312,500
Series B Convertible Preferred Stock	(M)	4,870,244	1,991,443
			<u>3,303,943</u>
Questech Corporation (5)(6) -- Manufacturing and marketing proprietary metal and stone decorative tiles			
Common Stock	(M)	655,454	432,600
Solazyme, Inc. (5)(6)(7) -- Developing algal biodiesel, industrial chemicals and specialty ingredients based on synthetic biology			
Series A Convertible Preferred Stock	(M)	988,204	4,978,157
Series B Convertible Preferred Stock	(M)	495,246	2,494,841
Series C Convertible Preferred Stock	(M)	651,309	3,281,021
			<u>10,754,019</u>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010**  
**(Unaudited)**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (2)(13) – 33.4% of net assets at value (Cont.)</b>			
<b>Private Placement Portfolio (Illiquid) – 33.4% of net assets at value (Cont.)</b>			
Xradia, Inc. (5)(6) -- Designing, manufacturing and selling ultra-high resolution 3D x-ray microscopes and fluorescence imaging systems			
Series D Convertible Preferred Stock	(M)	3,121,099	<u>\$ 6,323,658</u>
<b>Total Non-Controlled Private Placement Portfolio (cost: \$51,546,166)</b>			
			<b><u>\$ 45,559,645</u></b>
<b>Total Investments in Non-Controlled Affiliated Companies (cost: \$51,546,166)</b>			
			<b><u>\$ 45,559,645</u></b>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010**  
**(Unaudited)**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Controlled Affiliated Companies (2)(16) – 5.6% of net assets at value</b>			
<b>Private Placement Portfolio (Illiquid) – 5.6% of net assets at value</b>			
Ancora Pharmaceuticals Inc. (5)(6)(7) -- Developing synthetic carbohydrates for pharmaceutical applications			
Series B Convertible Preferred Stock	(M)	1,663,808	\$ 17,375
Series C Convertible Preferred Stock	(M)	2,066,051	1,239,631
Secured Convertible Bridge Note (including interest)	(M)	\$ 500,000	<u>505,479</u>
			<u>1,762,485</u>
Laser Light Engines, Inc. (5)(6)(7) -- Manufacturing solid-state light sources for digital cinema and large-venue projection displays			
Series A Convertible Preferred Stock	(M)	7,499,062	1,000,000
Secured Convertible Bridge Note (including interest)	(M)	\$ 1,640,000	<u>1,712,278</u>
			<u>2,712,278</u>
SiOnyx, Inc. (5)(6)(7)(17) -- Developing silicon-based optoelectronic products enabled by its proprietary "Black Silicon"			
Series A Convertible Preferred Stock	(M)	233,499	101,765
Series A-1 Convertible Preferred Stock	(M)	2,966,667	1,292,948
Series A-2 Convertible Preferred Stock	(M)	4,207,537	<u>1,833,750</u>
			<u>3,228,463</u>
<b>Total Controlled Private Placement Portfolio (cost: \$11,032,574)</b>			<b><u>\$ 7,703,226</u></b>
<b>Total Investments in Controlled Affiliated Companies (cost: \$11,032,574)</b>			<b><u>\$ 7,703,226</u></b>
<b>Total Private Placement and Publicly Traded Portfolio (cost: \$94,128,439)</b>			<b><u>\$ 83,567,400</u></b>

The accompanying notes are an integral part of these consolidated financial statements.



<b>HARRIS &amp; HARRIS GROUP, INC.</b> <b>CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010</b> <b>(Unaudited)</b>
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	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>U.S. Government Securities (18) – 38.9% of net assets at value</b>			
U.S. Treasury Bill -- due date 04/22/10	(M)	\$ 9,200,000	\$ 9,199,172
U.S. Treasury Bill -- due date 06/17/10	(M)	43,975,000	43,961,258
<b>Total Investments in U.S. Government Securities (cost: \$53,163,696)</b>			<b><u>\$ 53,160,430</u></b>
<b>Total Investments (cost: \$147,292,135)</b>			<b><u>\$ 136,727,830</u></b>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010**  
**(Unaudited)**

Notes to Consolidated Schedule of Investments

- (1) See Footnote to Consolidated Schedule of Investments on page 29 for a description of the Valuation Procedures.
- (2) Investments in unaffiliated companies consist of investments in which we own less than five percent of the voting shares of the portfolio company. Investments in non-controlled affiliated companies consist of investments in which we own five percent or more, but less than 25 percent, of the voting shares of the portfolio company, or where we hold one or more seats on the portfolio company's Board of Directors but do not control the company. Investments in controlled affiliated companies consist of investments in which we own 25 percent or more of the voting shares of the portfolio company or otherwise control the company.
- (3) The aggregate cost for federal income tax purposes of investments in unaffiliated private companies is \$31,002,395. The gross unrealized appreciation based on the tax cost for these securities is \$5,399,816. The gross unrealized depreciation based on the tax cost for these securities is \$6,650,136.
- (4) The aggregate cost for federal income tax purposes of investments in unaffiliated publicly traded companies is \$547,304. The gross unrealized appreciation based on the tax cost for these securities is \$5,797. The gross unrealized depreciation based on the tax cost for these securities is \$647.
- (5) We are subject to legal restrictions on the sale of this investment.
- (6) Represents a non-income producing security. Equity investments that have not paid dividends within the last 12 months are considered to be non-income producing.
- (7) These investments are development-stage companies. A development-stage company is defined as a company that is devoting substantially all of its efforts to establishing a new business, and either it has not yet commenced its planned principal operations, or it has commenced such operations but has not realized significant revenue from them.
- (8) With our purchase of Series E Convertible Preferred Stock of BioVex, we received a warrant to purchase a number of shares of common stock of BioVex as determined by dividing 624,999.99 by the price per share at which the common stock is offered and sold to the public in connection with the initial public offering ("IPO"). The ability to exercise this warrant is therefore contingent on BioVex completing successfully an IPO before the expiration date of the warrant on September 27, 2012. The exercise price of this warrant shall be 110 percent of the IPO price.
- (9) Cobalt Technologies, Inc., also does business as Cobalt Biofuels.

The accompanying notes are an integral part of this consolidated schedule.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF MARCH 31, 2010**  
**(Unaudited)**

- (10) D-Wave Systems, Inc., is located and is doing business primarily in Canada. We invested in D-Wave Systems, Inc., through D-Wave USA, a Delaware company. Our investment is denominated in Canadian dollars and is subject to foreign currency translation. See "Note 3. Summary of Significant Accounting Policies."
- (11) With our purchase of the Series B Convertible Preferred Stock of TetraVitae Bioscience, Inc., we received the right to purchase, at a price of \$2.63038528 per share, a number of shares in the Series C financing equal to the number of shares of Series B Preferred Stock purchased. The ability to exercise this right is contingent on TetraVitae Bioscience completing successfully a subsequent round of financing.
- (12) Initial investment was made during 2010.
- (13) The aggregate cost for federal income tax purposes of investments in non-controlled affiliated companies is \$51,546,166. The gross unrealized appreciation based on the tax cost for these securities is \$10,165,855. The gross unrealized depreciation based on the tax cost for these securities is \$16,152,376.
- (14) On February 28, 2008, Lifco, Inc., merged with CFX Battery, Inc. The surviving entity was CFX Battery, Inc. On February 24, 2010, CFX Battery, Inc., changed its name to Contour Energy Systems, Inc.
- (15) With our investment in a convertible bridge note issued by Ensemble Discovery, we received a warrant to purchase a number of shares of the class of stock sold in the next financing of Ensemble Discovery equal to \$149,539.57 divided by the price per share of the class of stock sold in the next financing of Ensemble Discovery. The ability to exercise this warrant is, therefore, contingent on Ensemble Discovery completing successfully a subsequent round of financing. This warrant shall expire and no longer be exercisable on September 10, 2015. The cost basis of this warrant is \$89.86.
- (16) The aggregate cost for federal income tax purposes of investments in controlled affiliated companies is \$11,032,574. The gross unrealized appreciation based on the tax cost for these securities is \$0. The gross unrealized depreciation based on the tax cost for these securities is \$3,329,348.
- (17) On February 23, 2010, the Company signed a contingent bridge note issued by SiOnyx, Inc., for \$339,760. These funds may be requested by the board of directors of SiOnyx on or before June 30, 2010. The funds were called by SiOnyx on April 22, 2010. We received a warrant to purchase a number of shares of the class of stock sold in the next financing of SiOnyx equal to \$169,880 divided by the price per share of the class of stock sold in the next financing. The ability to exercise this warrant and its expiration are, therefore, contingent on SiOnyx completing successfully a subsequent round of financing.
- (18) The aggregate cost for federal income tax purposes of our U.S. government securities is \$53,163,696. The gross unrealized appreciation on the tax cost for these securities is \$0. The gross unrealized depreciation on the tax cost of these securities is \$3,266.

The accompanying notes are an integral part of this consolidated schedule.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Unaffiliated Companies (2)(3)(4) – 16.3% of net assets at value</b>			
<b>Private Placement Portfolio (Illiquid) – 16.1% of net assets at value</b>			
BioVex Group, Inc. (5)(6)(7)(8) -- Developing novel biologics for treatment of cancer and infectious disease			
Series E Convertible Preferred Stock	(M)	2,799,552	\$ 1,042,862
Series G Convertible Preferred Stock	(M)	3,738,004	627,985
Warrants at \$0.21 expiring 11/5/16	(I)	285,427	20,836
			<u>1,691,683</u>
Cobalt Technologies, Inc. (5)(6)(7)(9) -- Developing processes for making biobutanol through biomass fermentation			
Series C Convertible Preferred Stock	(M)	352,112	<u>375,000</u>
D-Wave Systems, Inc. (5)(6)(7)(10) -- Developing high- performance quantum computing systems			
Series B Convertible Preferred Stock	(M)	1,144,869	907,612
Series C Convertible Preferred Stock	(M)	450,450	357,101
Series D Convertible Preferred Stock	(M)	1,533,395	1,215,622
			<u>2,480,335</u>
Molecular Imprints, Inc. (5)(6) -- Manufacturing nanoimprint lithography capital equipment			
Series B Convertible Preferred Stock	(M)	1,333,333	2,999,999
Series C Convertible Preferred Stock	(M)	1,250,000	2,812,500
Warrants at \$2.00 expiring 12/31/11	(I)	125,000	163,625
			<u>5,976,124</u>
Nanosys, Inc. (5)(6) -- Developing zero and one-dimensional inorganic nanometer-scale materials and devices			
Series C Convertible Preferred Stock	(M)	803,428	1,185,056
Series D Convertible Preferred Stock	(M)	1,016,950	1,500,001
			<u>2,685,057</u>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Unaffiliated Companies (2)(3)(4) – 16.3% of net assets at value (Cont.)</b>			
<b>Private Placement Portfolio (Illiquid) – 16.1% of net assets at value (Cont.)</b>			
Nantero, Inc. (5)(6)(7) -- Developing a high-density, nonvolatile, random access memory chip, enabled by carbon nanotubes			
Series A Convertible Preferred Stock	(M)	345,070	\$ 1,046,908
Series B Convertible Preferred Stock	(M)	207,051	628,172
Series C Convertible Preferred Stock	(M)	188,315	571,329
			<u>2,246,409</u>
NeoPhotonics Corporation (5)(6)(11) -- Developing and manufacturing optical devices and components			
Common Stock	(M)	1,100,013	739,209
Series 1 Convertible Preferred Stock	(M)	1,831,256	1,230,604
Series 2 Convertible Preferred Stock	(M)	741,898	498,555
Series 3 Convertible Preferred Stock	(M)	2,750,000	1,848,000
Series X Convertible Preferred Stock	(M)	8,923	1,427,680
Warrants at \$0.15 expiring 01/26/10	(I)	16,364	11,291
Warrants at \$0.15 expiring 12/05/10	(I)	14,063	9,703
			<u>5,765,042</u>
Polatis, Inc. (5)(6)(7) -- Developing MEMS-based optical networking components			
Series A-1 Convertible Preferred Stock	(M)	16,775	0
Series A-2 Convertible Preferred Stock	(M)	71,611	0
Series A-4 Convertible Preferred Stock	(M)	4,774	0
Series A-5 Convertible Preferred Stock	(M)	16,438	0
			<u>0</u>
PolyRemedy, Inc. (5)(6)(7) -- Developing a robotic manufacturing platform for wound treatment patches			
Series B-1 Convertible Preferred Stock	(M)	287,647	46,933
Series B-2 Convertible Preferred Stock	(M)	676,147	60,853
			<u>107,786</u>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Unaffiliated Companies (2)(3)(4) – 16.3% of net assets at value (Cont.)</b>			
<b>Private Placement Portfolio (Illiquid) – 16.1% of net assets at value (Cont.)</b>			
Siluria Technologies, Inc. (5)(6)(7) -- Developing next-generation nanomaterials			
Series S-2 Convertible Preferred Stock	(M)	612,061	\$ <u>204,000</u>
TetraVitae Bioscience, Inc. (5)(6)(7)(12) -- Developing methods of producing alternative chemicals and fuels through biomass fermentation			
Series B Convertible Preferred Stock	(M)	118,804	<u>125,000</u>
<b>Total Unaffiliated Private Placement Portfolio (cost: \$26,977,200)</b>			<b>\$ <u>21,656,436</u></b>
<b>Publicly Traded Portfolio (Liquid) – 0.2% of net assets at value</b>			
Orthovita, Inc. (6)(13) -- Developing materials and devices for orthopedic medical implant applications			
Common Stock	(M)	64,500	226,395
<b>Total Unaffiliated Publicly Traded Portfolio (cost: \$298,827)</b>			<b>\$ <u>226,395</u></b>
<b>Total Investments in Unaffiliated Companies (cost: \$27,276,027)</b>			<b>\$ <u>21,882,831</u></b>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (2)</b>			
<b>(14) –</b>			
<b>37.5% of net assets at value</b>			
<b>Private Placement Portfolio (Illiquid) – 37.5% of net assets at value</b>			
Adesto Technologies Corporation (5)(6)(7) -- Developing low-power, high-performance memory devices			
Series A Convertible Preferred Stock	(M)	6,547,619	\$ 2,420,000
Series B Convertible Preferred Stock	(M)	5,952,381	2,200,000
			<u>4,620,000</u>
Bridgelux, Inc. (5)(6) -- Manufacturing high-power light emitting diodes (LEDs) and arrays			
Series B Convertible Preferred Stock	(M)	1,861,504	1,804,914
Series C Convertible Preferred Stock	(M)	2,130,699	2,065,926
Series D Convertible Preferred Stock	(M)	833,333	807,999
Warrants at \$0.7136 expiring 12/31/14	(I)	163,900	98,995
Warrants at \$1.50 expiring 8/26/14	(I)	124,999	55,375
			<u>4,833,209</u>
Cambrios Technologies Corporation (5)(6)(7) -- Developing nanowire-enabled electronic materials for the display industry			
Series B Convertible Preferred Stock	(M)	1,294,025	647,013
Series C Convertible Preferred Stock	(M)	1,300,000	650,000
Series D Convertible Preferred Stock	(M)	515,756	257,878
			<u>1,554,891</u>
CFX Battery, Inc. (5)(6)(7)(15) -- Developing batteries using nanostructured materials			
Series A Convertible Preferred Stock	(M)	2,565,798	2,822,378
Series B Convertible Preferred Stock	(M)	812,500	1,300,000
			<u>4,122,378</u>
Crystal IS, Inc. (5)(6) -- Developing single-crystal aluminum nitride substrates for light-emitting diodes			
Common Stock	(M)	2,585,657	0
Warrants at \$0.78 expiring 05/05/13	(I)	15,231	0
Warrants at \$0.78 expiring 05/12/13	(I)	2,350	0
Warrants at \$0.78 expiring 08/08/13	(I)	4,396	0
			<u>0</u>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (2)</b>			
<b>(14) –</b>			
<b>37.5% of net assets at value (Cont.)</b>			
<b>Private Placement Portfolio (Illiquid) – 37.5% of net assets at value (Cont.)</b>			
Ensemble Discovery Corporation (5)(6)(16) -- Developing DNA- Programmed Chemistry™ for the discovery of new classes of therapeutics and bioassays			
Series B Convertible Preferred Stock	(M)	1,449,275	\$ 1,500,000
Unsecured Convertible Bridge Note (including interest)	(M)	\$ 299,169	325,506
			<u>1,825,506</u>
Enumeral Technologies, Inc. (5)(6)(7)(13) -- Developing high-value opportunities in immunology including therapeutic discovery, immune profiling and personalized medicine			
Unsecured Convertible Bridge Note (including interest)	(M)	\$ 250,000	<u>250,438</u>
Innovalight, Inc. (5)(6)(7) -- Developing solar power products enabled by silicon-based nanomaterials			
Series B Convertible Preferred Stock	(M)	16,666,666	2,969,667
Series C Convertible Preferred Stock	(M)	5,810,577	1,276,457
Series D Convertible Preferred Stock	(M)	4,046,974	721,090
			<u>4,967,214</u>
Kovio, Inc. (5)(6) -- Developing semiconductor products using printed electronics and thin-film technologies			
Series C Convertible Preferred Stock	(M)	2,500,000	609,943
Series D Convertible Preferred Stock	(M)	800,000	195,182
Series E Convertible Preferred Stock	(M)	1,200,000	1,500,000
Warrants at \$1.25 expiring 12/31/12	(I)	355,880	291,466
			<u>2,596,591</u>
Mersana Therapeutics, Inc. (5)(6)(7) -- Developing treatments for cancer based on novel drug delivery polymers			
Series A Convertible Preferred Stock	(M)	68,451	68,451
Series B Convertible Preferred Stock	(M)	866,500	866,500
Unsecured Convertible Bridge Note (including interest)	(M)	\$ 650,000	708,165
Warrants at \$2.00 expiring 10/21/10	(I)	91,625	16,218
			<u>1,659,334</u>

The accompanying notes are an integral part of these consolidated financial statements.



**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (2)(14)</b>			
—			
<b>37.5% of net assets at value (Cont.)</b>			
<b>Private Placement Portfolio (Illiquid) – 37.5% of net assets at value (Cont.)</b>			
Metabolon, Inc. (5)(6) -- Developing service and diagnostic products through the use of a metabolomics, or biochemical, profiling platform			
Series B Convertible Preferred Stock	(M)	371,739	\$ 1,034,061
Series B-1 Convertible Preferred Stock	(M)	148,696	413,625
Series C Convertible Preferred Stock	(M)	1,000,000	1,000,000
Warrants at \$1.15 expiring 3/25/15	(I)	74,348	112,092
			<u>2,559,778</u>
NanoGram Corporation (5)(6) -- Developing solar power products enabled by silicon-based nanomaterials			
Series I Convertible Preferred Stock	(M)	63,210	0
Series II Convertible Preferred Stock	(M)	1,250,904	0
Series III Convertible Preferred Stock	(M)	1,242,144	0
Series IV Convertible Preferred Stock	(M)	432,179	0
			<u>0</u>
Nextreme Thermal Solutions, Inc. (5)(6) -- Developing thin-film thermoelectric devices for cooling and energy conversion			
Series A Convertible Preferred Stock	(M)	17,500	1,750,000
Series B Convertible Preferred Stock	(M)	4,870,244	2,655,257
			<u>4,405,257</u>
Questech Corporation (5)(6) -- Manufacturing and marketing proprietary metal and stone decorative tiles			
Common Stock	(M)	655,454	425,390
Solazyme, Inc. (5)(6)(7) -- Developing algal biodiesel, industrial chemicals and special ingredients based on synthetic biology			
Series A Convertible Preferred Stock	(M)	988,204	4,978,157
Series B Convertible Preferred Stock	(M)	495,246	2,494,841
Series C Convertible Preferred Stock	(M)	651,309	3,281,021
			<u>10,754,019</u>

The accompanying notes are an integral part of these consolidated financial statements.

<b>HARRIS &amp; HARRIS GROUP, INC.</b> <b>CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009</b>
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	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Non-Controlled Affiliated Companies (2)(14) – 37.5% of net assets at value (Cont.)</b>			
<b>Private Placement Portfolio (Illiquid) – 37.5% of net assets at value (Cont.)</b>			
Xradia, Inc. (5)(6) -- Designing, manufacturing and selling ultra- high resolution 3D x-ray microscopes and fluorescence imaging systems			
Series D Convertible Preferred Stock	(M)	3,121,099	\$ <u>5,723,215</u>
<b>Total Non-Controlled Private Placement Portfolio (cost: \$54,864,948)</b>			<b>\$ <u>50,297,220</u></b>
<b>Total Investments in Non-Controlled Affiliated Companies (cost: \$54,864,948)</b>			<b>\$ <u>50,297,220</u></b>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009**

	<u>Method of Valuation (1)</u>	<u>Shares/ Principal</u>	<u>Value</u>
<b>Investments in Controlled Affiliated Companies (2)(17) – 4.40% of net assets at value</b>			
<b>Private Placement Portfolio (Illiquid) – 4.40% of net assets at value</b>			
Ancora Pharmaceuticals Inc. (5)(6)(7) -- Developing synthetic carbohydrates for pharmaceutical applications			
Series B Convertible Preferred Stock	(M)	1,663,808	\$ 17,374
Series C Convertible Preferred Stock	(M)	2,066,051	<u>1,239,632</u>
			<u>1,257,006</u>
Laser Light Engines, Inc. (5)(6)(7) -- Manufacturing solid-state light sources for digital cinema and large-venue projection displays			
Series A Convertible Preferred Stock	(M)	7,499,062	1,000,000
Secured Convertible Bridge Note (including interest)	(M)	\$ 1,390,000	<u>1,434,116</u>
			<u>2,434,116</u>
SiOnyx, Inc. (5)(6)(7) -- Developing silicon-based optoelectronic products enabled by its proprietary "Black Silicon"			
Series A Convertible Preferred Stock	(M)	233,499	67,843
Series A-1 Convertible Preferred Stock	(M)	2,966,667	861,965
Series A-2 Convertible Preferred Stock	(M)	4,207,537	<u>1,222,500</u>
			<u>2,152,308</u>
<b>Total Controlled Private Placement Portfolio (cost: \$10,248,932)</b>			<b>\$ <u>5,843,430</u></b>
<b>Total Investments in Controlled Affiliated Companies (cost: \$10,248,932)</b>			<b>\$ <u>5,843,430</u></b>
<b>Total Private Placement and Publicly Traded Portfolio (cost: \$92,389,907)</b>			<b>\$ <u>78,023,481</u></b>

The accompanying notes are an integral part of these consolidated financial statements.

<b>HARRIS &amp; HARRIS GROUP, INC.</b> <b>CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009</b>
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	<b>Method of Valuation (1)</b>	<b>Shares/ Principal</b>	<b>Value</b>
<b>U.S. Government Securities (18) – 41.7% of net assets at value</b>			
U.S. Treasury Bill -- due date 04/22/10	(M)	\$ 10,000,000	\$ 9,997,600
U.S. Treasury Bill -- due date 06/17/10	(M)	42,175,000	42,139,151
U.S. Treasury Notes -- due date 02/28/10, coupon 2.000%	(M)	3,800,000	3,810,830
<b>Total Investments in U.S. Government Securities (cost: \$55,960,024)</b>			<b>\$ 55,947,581</b>
<b>Total Investments (cost: \$148,349,931)</b>			<b>\$ 133,971,062</b>

The accompanying notes are an integral part of these consolidated financial statements.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009**

Notes to Consolidated Schedule of Investments

- (1) See Footnote to Consolidated Schedule of Investments on page 29 for a description of the Valuation Procedures.
- (2) Investments in unaffiliated companies consist of investments in which we own less than five percent of the voting shares of the portfolio company or less than five percent of the common shares of the publicly traded company. Investments in non-controlled affiliated companies consist of investments in which we own five percent or more, but less than 25 percent, of the voting shares of the portfolio company, or where we hold one or more seats on the portfolio company's Board of Directors but do not control the company. Investments in controlled affiliated companies consist of investments in which we own 25 percent or more of the voting shares of the portfolio company or otherwise control the company.
- (3) The aggregate cost for federal income tax purposes of investments in unaffiliated private companies is \$26,977,200. The gross unrealized appreciation based on the tax cost for these securities is \$2,338,205. The gross unrealized depreciation based on the tax cost for these securities is \$7,658,969.
- (4) The aggregate cost for federal income tax purposes of investments in unaffiliated publicly traded companies is \$298,827. The gross unrealized appreciation based on the tax cost for these securities is \$0. The gross unrealized depreciation based on the tax cost for these securities is \$72,432.
- (5) Legal restrictions on sale of investment.
- (6) Represents a non-income producing security. Equity investments that have not paid dividends within the last 12 months are considered to be non-income producing.
- (7) These investments are development-stage companies. A development-stage company is defined as a company that is devoting substantially all of its efforts to establishing a new business, and either it has not yet commenced its planned principal operations, or it has commenced such operations but has not realized significant revenue from them.
- (8) With our purchase of Series E Convertible Preferred Stock of BioVex, we received a warrant to purchase a number of shares of common stock of BioVex as determined by dividing 624,999.99 by the price per share at which the common stock is offered and sold to the public in connection with the IPO. The ability to exercise this warrant is therefore contingent on BioVex completing successfully an IPO before the expiration date of the warrant on September 27, 2012. The exercise price of this warrant shall be 110 percent of the IPO price.
- (9) Cobalt Technologies, Inc., does business as Cobalt Biofuels.

The accompanying notes are an integral part of this consolidated schedule.

**HARRIS & HARRIS GROUP, INC.**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS AS OF DECEMBER 31, 2009**

- (10) D-Wave Systems, Inc., is located and is doing business primarily in Canada. We invested in D-Wave Systems, Inc., through D-Wave USA, a Delaware company. Our investment is denominated in Canadian dollars and is subject to foreign currency translation. See "Note 3. Summary of Significant Accounting Policies."
- (11) We exercised NeoPhotonics Corporation warrants in January and February 2010.
- (12) With our purchase of the Series B Convertible Preferred Stock of TetraVitae Bioscience, Inc., we received the right to purchase, at a price of \$2.63038528 per share, a number of shares in the Series C financing equal to the number of shares of Series B Preferred Stock purchased. The ability to exercise this right is contingent on TetraVitae Bioscience completing successfully a subsequent round of financing.
- (13) Initial investment was made during 2009.
- (14) The aggregate cost for federal income tax purposes of investments in non-controlled affiliated companies is \$54,864,948. The gross unrealized appreciation based on the tax cost for these securities is \$10,648,525. The gross unrealized depreciation based on the tax cost for these securities is \$15,216,253.
- (15) On February 28, 2008, Lifco, Inc., merged with CFX Battery, Inc. The surviving entity is CFX Battery, Inc.
- (16) With our investment in a convertible bridge note issued by Ensemble Discovery, we received a warrant to purchase a number of shares of the class of stock sold in the next financing of Ensemble Discovery equal to \$149,539.57 divided by the price per share of the class of stock sold in the next financing of Ensemble Discovery. The ability to exercise this warrant is, therefore, contingent on Ensemble Discovery completing successfully a subsequent round of financing. This warrant shall expire and no longer be exercisable on September 10, 2015. The cost basis of this warrant is \$89.86.
- (17) The aggregate cost for federal income tax purposes of investments in controlled affiliated companies is \$10,248,932. The gross unrealized appreciation based on the tax cost for these securities is \$0. The gross unrealized depreciation based on the tax cost for these securities is \$4,405,502.
- (18) The aggregate cost for federal income tax purposes of our U.S. government securities is \$55,960,024. The gross unrealized appreciation on the tax cost for these securities is \$0. The gross unrealized depreciation on the tax cost of these securities is \$12,443.

The accompanying notes are an integral part of this consolidated schedule.

<b>HARRIS &amp; HARRIS GROUP, INC.</b> <b>FOOTNOTE TO CONSOLIDATED SCHEDULE OF INVESTMENTS</b>
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## **VALUATION PROCEDURES**

### **I. Determination of Net Asset Value**

The 1940 Act requires periodic valuation of each investment in the portfolio of the Company to determine its net asset value. Under the 1940 Act, unrestricted securities with readily available market quotations are to be valued at the current market value; all other assets must be valued at "fair value" as determined in good faith by or under the direction of the Board of Directors.

The Board of Directors is responsible for (1) determining overall valuation guidelines and (2) ensuring that the investments of the Company are valued within the prescribed guidelines.

The Valuation Committee, comprised of all of the independent Board members, is responsible for determining the valuation of the Company's assets within the guidelines established by the Board of Directors. The Valuation Committee receives information and recommendations from management.

The values assigned to these investments are based on available information and do not necessarily represent amounts that might ultimately be realized when that investment is sold, as such amounts depend on future circumstances and cannot reasonably be determined until the individual investments are actually liquidated or become readily marketable.

### **II. Approaches to Determining Fair Value**

Accounting principles generally accepted in the United States of America ("GAAP") define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). In effect, GAAP applies fair value terminology to all valuations whereas the 1940 Act applies market value terminology to readily marketable assets and fair value terminology to other assets.

The main approaches to measuring fair value utilized are the market approach and the income approach.

- Market Approach: The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. For example, the market approach often uses market multiples derived from a set of comparables. Multiples might lie in ranges with a different multiple for each comparable. The selection of where within the range each appropriate multiple falls requires judgment considering factors specific to the measurement (qualitative and quantitative).

- Income Approach: The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present value amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts. Those valuation techniques include present value techniques; option-pricing models, such as the Black-Scholes-Merton formula (a closed-form model) and a binomial model (a lattice model), which incorporate present value techniques; and the multi-period excess earnings method, which is used to measure the fair value of certain assets.

GAAP classifies the inputs used to measure fair value by these approaches into the following hierarchy:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2: Quoted prices in active markets for similar assets or liabilities, or quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability.
- Level 3: Unobservable inputs for the asset or liability.

Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement and are not necessarily an indication of risks associated with the investment.

### **III. Investment Categories**

The Company's investments can be classified into five broad categories for valuation purposes:

- Equity-related securities;
- Long-term fixed-income securities;
- Short-term fixed-income securities;
- Investments in intellectual property, patents, research and development in technology or product development; and
- All other securities.

The Company applies the methods for determining fair value discussed above to the valuation of investments in each of these five broad categories as follows:

#### **A. EQUITY-RELATED SECURITIES**

Equity-related securities, including warrants, are fair valued using the market or income approaches. The following factors may be considered when the market approach is used to fair value these types of securities:



- Readily available public market quotations;
- The cost of the Company's investment;
- Transactions in a company's securities or unconditional firm offers by responsible parties as a factor in determining valuation;
- The financial condition and operating results of the company;
- The company's progress towards milestones.
- The long-term potential of the business and technology of the company;
- The values of similar securities issued by companies in similar businesses;
- Multiples to revenue, net income or EBITDA that similar securities issued by companies in similar businesses receive;
- The proportion of the company's securities we own and the nature of any rights to require the company to register restricted securities under applicable securities laws; and
- The rights and preferences of the class of securities we own as compared to other classes of securities the portfolio company has issued.

When the income approach is used to value warrants, the Company uses the Black-Scholes-Merton formula.

## **B. LONG-TERM FIXED-INCOME SECURITIES**

1. **Readily Marketable: Long-term fixed-income securities** for which market quotations are readily available are valued using the most recent bid quotations when available
2. **Not Readily Marketable: Long-term fixed-income securities** for which market quotations are not readily available are fair valued using the market approach. The factors that may be considered when valuing these types of securities by the market approach include:
  - Credit quality;
  - Interest rate analysis;
  - Quotations from broker-dealers;
  - Prices from independent pricing services that the Board believes are reasonably reliable; and
  - Reasonable price discovery procedures and data from other sources.

### **C. SHORT-TERM FIXED-INCOME SECURITIES**

Short-term fixed-income securities are valued using the market approach in the same manner as long-term fixed-income securities until the remaining maturity is 60 days or less, after which time such securities may be valued at amortized cost if there is no concern over payment at maturity.

### **D. INVESTMENTS IN INTELLECTUAL PROPERTY, PATENTS, RESEARCH AND DEVELOPMENT IN TECHNOLOGY OR PRODUCT DEVELOPMENT**

Such investments are fair valued using the market approach. The Company may consider factors specific to these types of investments when using the market approach including:

- The cost of the Company's investment;
- Investments in the same or substantially similar intellectual property or patents or research and development in technology or product development or offers by responsible third parties;
- The results of research and development;
- Product development and milestone progress;
- Commercial prospects;
- Term of patent;
- Projected markets; and
- Other subjective factors.

### **E. ALL OTHER SECURITIES**

All other securities are reported at fair value as determined in good faith by the Valuation Committee using the approaches for determining valuation as described above.

For all other securities, the reported values shall reflect the Valuation Committee's judgment of fair values as of the valuation date using the outlined basic approaches of valuation discussed in Section III. They do not necessarily represent an amount of money that would be realized if we had to sell such assets in an immediate liquidation. Thus, valuations as of any particular date are not necessarily indicative of amounts that we may ultimately realize as a result of future sales or other dispositions of investments we hold.

<b>NOTES TO CONSOLIDATED FINANCIAL STATEMENTS</b> <b>(Unaudited)</b>
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**NOTE 1. THE COMPANY**

Harris & Harris Group, Inc. (the "Company," "us," "our" and "we"), is a venture capital company operating as a business development company ("BDC") under the Investment Company of 1940 (the "1940 Act") that specializes in making investments in companies commercializing and integrating products enabled by nanotechnology and microsystems. We operate as an internally managed company whereby our officers and employees, under the general supervision of our Board of Directors, conduct our operations.

Harris & Harris Enterprises, Inc.<sup>SM</sup>, is a 100 percent wholly owned subsidiary of the Company. Harris & Harris Enterprises, Inc., is a partner in Harris Partners I, L.P.<sup>SM</sup>, and is taxed under Subchapter C of the Code (a "C Corporation"). Harris Partners I, L.P. is a limited partnership and, from time to time, may be used to hold certain interests in portfolio companies. The partners of Harris Partners I, L.P., are Harris & Harris Enterprises, Inc., (sole general partner) and Harris & Harris Group, Inc. (sole limited partner). Harris & Harris Enterprises, Inc., pays taxes on any non-passive investment income generated by Harris Partners I, L.P. For the period ended March 31, 2010, there was no non-passive investment income generated by Harris Partners I, L.P. The Company consolidates the results of its subsidiaries for financial reporting purposes.

**NOTE 2. INTERIM FINANCIAL STATEMENTS**

Our interim financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and in conformity with accounting principles generally accepted in the United States of America ("GAAP") applicable to interim financial information. Accordingly, they do not include all information and disclosures necessary for a presentation of our financial position, results of operations and cash flows in conformity with GAAP. In the opinion of management, these financial statements reflect all adjustments, consisting of valuation adjustments and normal recurring accruals, necessary for a fair presentation of our financial position, results of operations and cash flows for such periods. The results of operations for any interim period are not necessarily indicative of the results for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

### **NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The following is a summary of significant accounting policies followed in the preparation of the consolidated financial statements:

**Principles of Consolidation.** The consolidated financial statements have been prepared in accordance with GAAP and include the accounts of the Company and its wholly owned subsidiary. All significant inter-company accounts and transactions have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform to the current period presentation.

**Use of Estimates.** The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and contingent assets and liabilities and the reported amounts of revenues and expenses. Actual results could differ from these estimates, and the differences could be material. The most significant estimates relate to the fair valuations of our investments.

**Cash and Cash Equivalents.** Cash and cash equivalents includes demand deposits. Cash and cash equivalents are carried at cost which approximates value.

**Portfolio Investment Valuations.** Investments are stated at "value" as defined in the 1940 Act and in the applicable regulations of the SEC and in accordance with GAAP. Value, as defined in Section 2(a)(41) of the 1940 Act, is (i) the market price for those securities for which a market quotation is readily available and (ii) the fair value as determined in good faith by, or under the direction of, the Board of Directors for all other assets. (See "Valuation Procedures" in the "Footnote to Consolidated Schedule of Investments.") At March 31, 2010, our financial statements include private venture capital investments valued at \$83,014,946. The fair values of our private venture capital investments were determined in good faith by, or under the direction, of the Board of Directors. Upon sale of investments, the values that are ultimately realized may be different from what is presently estimated. The difference could be material.

**Foreign Currency Translation.** The accounting records of the Company are maintained in U.S. dollars. All assets and liabilities denominated in foreign currencies are translated into U.S. dollars based on the rate of exchange of such currencies against U.S. dollars on the date of valuation. For the three months ended March 31, 2010, included in the net decrease in unrealized depreciation on investments was an \$84,739 gain resulting from foreign currency translation.

**Securities Transactions.** Securities transactions are accounted for on the date the transaction for the purchase or sale of the securities is entered into by the Company (i.e., trade date).

**Interest Income Recognition.** Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. When securities are determined to be non-income producing, the Company ceases accruing interest and writes off any previously accrued interest. During the three months ended March 31, 2010, the Company earned \$8,242 in interest on U.S. government securities and interest-bearing accounts. During the three months ended March 31, 2010, the Company recorded, net of write-offs, \$64,831 of bridge note interest.

Realized Gain or Loss and Unrealized Appreciation or Depreciation of Portfolio Investments. Realized gain or loss is recognized when an investment is disposed of and is computed as the difference between the Company's cost basis in the investment at the disposition date and the net proceeds received from such disposition. Realized gains and losses on investment transactions are determined by specific identification. Unrealized appreciation or depreciation is computed as the difference between the fair value of the investment and the cost basis of such investment.

Stock-Based Compensation. The Company has a stock-based employee compensation plan. The Company accounts for the Harris & Harris Group, Inc. 2006 Equity Incentive Plan (the "Stock Plan") by determining the fair value of all share-based payments to employees, including the fair value of grants of employee stock options, and records these amounts as an expense in the Consolidated Statements of Operations over the vesting period with a corresponding increase to our additional paid-in capital. At March 31, 2010, and December 31, 2009, the increase to our operating expenses was offset by the increase to our additional paid-in capital, resulting in no net impact to our net asset value. Additionally, the Company does not record the tax benefits associated with the expensing of stock options, because the Company currently intends to qualify as a RIC under Subchapter M of the Code. The amount of non-cash, stock-based compensation expense recognized in the Consolidated Statements of Operations is based on the fair value of the awards the Company expects to vest, recognized over the vesting period on a straight-line basis for each award, and adjusted for actual options vested and pre-vesting forfeitures. The forfeiture rate is estimated at the time of grant and revised, if necessary, in subsequent periods if the actual forfeiture rate differs from the estimated rate and is accounted for in the current period and prospectively. See "Note 6. Stock-Based Compensation" for further discussion.

Income Taxes. As we intend to qualify as a RIC under Subchapter M of the Internal Revenue Code, the Company does not provide for income taxes. The Company recognizes interest and penalties in income tax expense.

We pay federal, state and local income taxes on behalf of our wholly owned subsidiary, Harris & Harris Enterprises, Inc., which is a C corporation. See "Note 7. Income Taxes."

Restricted Funds. At March 31, 2010, and December 31, 2009, we held \$2,000 in restricted funds as a security deposit for a sublessor.

Property and Equipment. Property and equipment are included in "Other Assets" and are carried at \$394,668 and \$69,528 at March 31, 2010, and December 31, 2009, respectively, representing cost, less accumulated depreciation. Depreciation is provided using the straight-line method over the estimated useful lives of the premises and equipment. We estimate the useful lives to be five to ten years for furniture and fixtures, three years for computer equipment, and ten years for leasehold improvements.

Rent expense. Our lease at 1450 Broadway, New York, New York, commenced on January 21, 2010, with these offices replacing our corporate headquarters previously located at 111 West 57<sup>th</sup> Street in New York City. The lease expires on December 31, 2019. The base rent is \$36 per square foot with a 2.5 percent increase per year over the 10 years of the lease, subject to a full abatement of rent for four months and a rent credit for six months throughout the lease term. Certain leasehold improvements were also paid for on our behalf by the landlord. We apply these rent abatements, credits and escalations on a straight-line basis in the determination of rent expense over the lease term.

Lease Termination Costs. GAAP requires that we maintain a liability for costs associated with vacating our offices at 111 West 57<sup>th</sup> Street, New York, New York, prior to the termination of our lease in April 2010. During the three months ended March 31, 2010, we recognized a loss of \$68,038 related to the termination.

Post Retirement Plan Liabilities. Unrecognized actuarial gains and losses are recognized as net periodic benefit cost pursuant to the Company's historical accounting policy for amortizing such amounts. Actuarial gains and losses that arise that are not recognized as net periodic benefit cost in the same periods will be recognized as a component of net assets.

Concentration of Credit Risk. The Company places its cash and cash equivalents with financial institutions and, at times, cash held in checking accounts may exceed the Federal Deposit Insurance Corporation insured limit.

Recent Accounting Pronouncements. In January 2010, the FASB issued Accounting Standards Update No. 2010-06, Fair Value Measurements and Disclosures (Topic 820) - Improving Disclosures about Fair Value Measurements. This guidance requires reporting entities to make new disclosures about recurring and nonrecurring fair value measurements, including significant transfers into and out of Level 1 and Level 2 fair value measurements and information on purchases, sales, issuances and settlements, on a gross basis, in the reconciliation of Level 3 fair value measurements. This guidance also requires disclosure of fair value measurements by "class" instead of by "major category" as well as any changes in valuation techniques used during the reporting period. For disclosures of Level 1 and Level 2 activity, fair value measurements by "class" and changes in valuation techniques, this guidance is effective for interim and annual reporting periods beginning after December 15, 2009, with disclosures for previous comparative periods prior to adoption not required. The adoption of this portion of this guidance on January 1, 2010, did not have a material impact on the Company's consolidated financial condition or results of operations. For the reconciliation of Level 3 fair value measurements, this guidance is effective for interim and annual reporting periods beginning after December 15, 2010. The adoption of this portion of this guidance is not expected to have a material impact on the Company's consolidated financial condition or results of operations.

#### **NOTE 4. BUSINESS RISKS AND UNCERTAINTIES**

We have invested a substantial portion of our assets in privately held companies, the securities of which are inherently illiquid. We also seek to invest in small publicly traded companies that we believe have exceptional growth potential. Although these companies are publicly traded, their stock may not trade at high volumes and prices can be volatile, which may restrict our ability to sell our positions. These privately held and publicly traded businesses tend to lack management depth, to have limited or no history of operations and to not have attained profitability. Because of the speculative nature of our investments and the lack of a public market for privately held investments, there is greater risk of loss than is the case with traditional investment securities.

Because there is typically no public market for our interests in the small privately held companies in which we invest, the valuation of the equity and bridge note interests in that portion of our portfolio is determined in good faith by our Valuation Committee, comprised of all of the independent members of our Board of Directors, in accordance with our Valuation Procedures and is subject to significant estimates and judgments. In the absence of a readily ascertainable market value, the determined value of our portfolio of equity interests may differ significantly from the values that would be placed on the portfolio if a ready market for the equity interests existed. Any changes in valuation are recorded in our Consolidated Statements of Operations as "Net decrease (increase) in unrealized depreciation on investments." Changes in valuation of any of our investments in privately held companies from one period to another may be volatile.

#### **NOTE 5. INVESTMENTS**

At March 31, 2010, our financial assets were categorized as follows in the fair value hierarchy:

Description	March 31, 2010	Fair Value Measurement at Reporting Date Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Government Securities	\$ 53,160,430	\$ 53,160,430	\$ 0	\$ 0
Private Portfolio Companies:				
Preferred Stock	\$ 77,237,407	\$ 0	\$ 0	\$ 77,237,407
Bridge Notes	\$ 3,703,674	\$ 0	\$ 0	\$ 3,703,674
Common Stock	\$ 1,463,561	\$ 0	\$ 0	\$ 1,463,561
Warrants	\$ 610,304	\$ 0	\$ 0	\$ 610,304
Publicly Traded Portfolio Companies:				
Common Stock	\$ 552,454	\$ 552,454	\$ 0	\$ 0
<b>Total</b>	<b>\$ 136,727,830</b>	<b>\$ 53,712,884</b>	<b>\$ 0</b>	<b>\$ 83,014,946</b>

The following chart shows the components of change in the financial assets categorized as Level 3, for the three months ended March 31, 2010.

	<b>Beginning Balance 1/1/2010</b>	<b>Total Realized Gains (Losses) Included in Changes in Net Assets</b>	<b>Total Unrealized Gains (Losses) Included in Changes in Net Assets</b>	<b>Investments in Private Placements and Interest on Bridge Notes</b>	<b>Disposals</b>	<b>Ending Balance 3/31/2010</b>	<b>Amount of Total Gains for the Period Included in Changes in Net Assets Attributable to the Change in Unrealized Gains or Losses Relating to Assets Still Held at the Reporting Date</b>
Preferred Stock	\$ 73,134,661	\$ 0	\$ 3,642,718	\$ 460,028	\$ 0	\$ 77,237,407	\$ 3,642,718
Bridge Notes	2,718,225	0	0	985,449	0	3,703,674	0
Common Stock	1,164,599	0	290,084	8,878	0	1,463,561	290,084
Warrants	779,601	0	(204,996)	35,699	0	610,304	(204,996)
<b>Total</b>	<b>\$ 77,797,086</b>	<b>\$ 0</b>	<b>\$ 3,727,806</b>	<b>\$ 1,490,054</b>	<b>\$ 0</b>	<b>\$ 83,014,946</b>	<b>\$ 3,727,806</b>

#### **NOTE 6. STOCK-BASED COMPENSATION**

On March 18, 2010, the Compensation Committee of the Board of Directors and the full Board of Directors of the Company approved a grant of individual Non-Qualified Stock Option ("NQSO") awards for certain officers and employees of the Company. The terms and conditions of the stock options granted were set forth in award agreements between the Company and each award recipient entered into on that date. Options to purchase a total of 150,000 shares of stock were granted with vesting periods ranging from March 18, 2011, to March 18, 2013, and with an exercise price of \$4.75, which was the closing price of our shares of common stock as quoted on the Nasdaq Global Market on March 18, 2010. The awards may become fully vested and exercisable prior to the date or dates in the vesting schedule if the Board of Directors accepts an offer for the sale of substantially all of the Company's assets. Upon exercise, the shares would be issued from our previously authorized but unissued shares.

The fair value of the options was determined on the date of grant using the Black-Scholes-Merton model.

The assumptions used in the calculation of fair value of the NQSOs granted on March 18, 2010, using the Black-Scholes-Merton model for the expected term was as follows:



Type of Award	Term	Number of Options Granted	Expected Term in Yrs	Expected Volatility Factor	Expected Dividend Yield	Risk-free Interest Rates	Weighted Average Fair Value Per Share
Non-qualified stock options	5 Years	150,000	3.50	63.1%	0%	1.77%	\$ 2.20
Total		<u>150,000</u>					<u>\$ 2.20</u>

For the three months ended March 31, 2010, the Company recognized \$553,272 of compensation expense in the Consolidated Statements of Operations. As of March 31, 2010, there was approximately \$5,851,589 of unrecognized compensation cost related to unvested stock option awards. This cost is expected to be recognized over a weighted average period of approximately two years.

For the three months ended March 31, 2010, a total of 2,653 options were exercised for total proceeds to the Company of \$9,949.

A summary of the changes in outstanding stock options for the three months ended March 31, 2010, is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (Yrs)	Aggregate Intrinsic Value
Options Outstanding at January 1, 2010	4,184,503	\$ 8.20	\$ 4.79	6.24	\$ 216,333
Granted	150,000	\$ 4.75	\$ 2.20	4.75	
Exercised	(2,653)	\$ 3.75	\$ 1.29		
Forfeited or Expired	<u>0</u>	\$ 0	\$ 0		
Options Outstanding at March 31, 2010	<u>4,331,850</u>	\$ 8.08	\$ 4.70	5.96	\$ 238,750
Options Exercisable at March 31, 2010	<u>2,526,395</u>	\$ 8.85	\$ 5.08	5.42	\$ 195,911
Options Exercisable and Expected to be Exercisable at March 31, 2010	<u>4,291,522</u>	\$ 8.05	\$ 4.68	5.96	\$ 238,750

The aggregate intrinsic value in the table above with respect to options outstanding, exercisable and expected to be exercisable, is calculated as the difference between the Company's closing stock price of \$4.61 on the last trading day of the first quarter of 2010 and the exercise price, multiplied by the number of in-the-money options. This amount represents the total pre-tax intrinsic value that would have been received by the option holders had all options been fully vested and all option holders exercised their awards on March 31, 2010. The intrinsic value on the dates of exercise of 2,653 options exercised in the first quarter of 2010 was \$3,034.

**NOTE 7. INCOME TAXES**

During the first quarter of 2010, we paid \$2,632 in federal, state and local income taxes. At March 31, 2010, we had \$0 accrued for federal, state and local taxes payable by the Company.

We pay federal, state and local taxes on behalf of our wholly owned subsidiary, Harris & Harris Enterprises, Inc., which is taxed as a C Corporation. For the three months ended March 31, 2010, and 2009, our income tax expense for Harris & Harris Enterprises, Inc., was \$2,527 and \$0, respectively.

**NOTE 8. CAPITAL TRANSACTIONS**

On October 9, 2009, we closed a public follow-on offering of 4,887,500 shares of our common stock at a price of \$4.75 per share to the public. The net proceeds of this offering, after deducting underwriting discounts and offering costs of \$2,000,413, were \$21,215,212.

**NOTE 9. CHANGE IN NET ASSETS PER SHARE**

The following table sets forth the computation of basic and diluted per share net increases (decreases) in net assets resulting from operations for the three months ended March 31, 2010, and March 31, 2009.

	<b>For the Three Months Ended March 31</b>	
	<b>2010</b>	<b>2009</b>
Numerator for increase (decrease) in net assets per share	\$1,687,731	\$(951,424)
Denominator for basic weighted average shares	30,859,888	25,859,573
Basic net increase (decrease) in net assets per share resulting from operations	\$0.05	\$(0.04)
Denominator for diluted weighted average shares	30,899,721	25,859,573
Diluted net increase (decrease) in net assets per share resulting From operations	\$0.05	\$(0.04)

For the three months ended March 31, 2010, the calculation of net increase in net assets resulting from operations per diluted share includes 39,833 stock options from the March 2009 grant because such options were dilutive. All other options granted in the period from June 2006 through March 2010 were anti-dilutive. Stock options may be dilutive in future periods in which there is a net increase in net assets resulting from operations, or in the event that there are significant increases in the average stock price in the stock market or significant decreases in the amount of unrecognized compensation cost.

#### **NOTE 10. CONTINGENCIES**

On April 15, 2010, one of our privately held portfolio companies signed a non-binding term sheet to raise additional funding from a third party, independent financial investor at a price per share higher than that of the previous round. The price per share in this term sheet was not an input used by our Valuation Committee to determine this portfolio company's value at March 31, 2010. The closing date proposed in the term sheet is May 19, 2010. However, there can be no assurance that this transaction will be consummated. In the event that this transaction is completed, it could be a material input to the determination of the value of our shares of this portfolio company at June 30, 2010. A valuation calculated based on this input alone could increase the value of this portfolio company at June 30, 2010, ranging from \$0 to approximately \$8,150,000 or \$0 to approximately \$0.26 per share, from the value at March 31, 2010. In the event that this transaction is completed, the price per share of this financing will be one of many inputs used by our Valuation Committee, which is comprised of all of our independent directors, to set the value of this portfolio company at June 30, 2010.

#### **NOTE 11. SUBSEQUENT EVENTS**

On April 8, 2010, we made a \$600,000 follow-on investment in a privately held tiny technology portfolio company.

On April 15, 2010, NeoPhotonics Corporation filed a registration statement on Form S-1 to register its shares of common stock for an initial public offering ("IPO"). There can be no assurance that this company will successfully complete an IPO, and a variety of factors, including stock market and general business conditions, could lead it to terminate such efforts to complete an IPO.

On April 21, 2010, we made a \$125,000 follow-on investment in ABS Materials, Inc.

On April 23, 2010, we made a \$339,760 follow-on investment in SiOnyx, Inc.

On May 4, 2010, we made a \$250,000 follow-on investment in a privately held tiny technology portfolio company.

**HARRIS & HARRIS GROUP, INC.**  
**FINANCIAL HIGHLIGHTS**  
**(Unaudited)**

	<b>Three Months Ended March 31</b>	
	<b>2010</b>	<b>2009</b>
<b>Per Share Operating Performance</b>		
Net asset value per share, beginning of period	\$ 4.35	\$ 4.24
Net operating loss*	(0.07)	(0.08)
Net realized (loss) on investments*	(0.00)	0.00
Net decrease in unrealized depreciation on investments held*(1)	0.12	0.04
Total from investment operations*	0.05	(0.04)
Net increase as a result of stock-based compensation expense*	0.02	0.02
Net increase as a result of proceeds from exercise of options	0.00	0.00
Total increase from capital stock transactions	0.02	0.02
Net asset value per share, end of period	\$ 4.42	\$ 4.22
Stock price per share, end of period	\$ 4.61	\$ 3.70
Total return based on stock price	0.9%	(6.33)%
<b>Supplemental Data:</b>		
Net assets, end of period	\$ 136,360,282	\$ 109,215,327
Ratio of expenses to average net assets	1.6%	1.9%
Ratio of net operating loss to average net assets	(1.6)%	(1.9)%
Number of shares outstanding, end of period	30,862,246	25,859,573

\* Based on Average Shares Outstanding

(1) Net unrealized gains (losses) includes rounding adjustments to reconcile change in net asset value per share. See Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a description of unrealized losses on investments.

The accompanying notes are an integral part of this schedule.

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

The information contained in this section should be read in conjunction with the Company's unaudited March 31, 2010, Consolidated Financial Statements and the Company's audited 2009 Consolidated Financial Statements and notes thereto.

### **Background and Overview**

We incorporated under the laws of the state of New York in August 1981. In 1983, we completed an initial public offering ("IPO"). In 1984, we divested all of our assets except Otisville BioTech, Inc., and became a financial services company with the investment in Otisville as the initial focus of our business activity.

In 1992, we registered as an investment company under the 1940 Act, commencing operations as a closed-end, non-diversified investment company. In 1995, we elected to become a BDC subject to the provisions of Sections 55 through 65 of the 1940 Act.

We are a venture capital company that specializes in making investments in companies commercializing and integrating products enabled by nanotechnology and microsystems. Nanotechnology is the study of structures measured in nanometers, which are units of measurement in billionths of a meter. Microsystems are measured in micrometers, which are units of measurement in millionths of a meter. We sometimes use "tiny technology" to describe both of these disciplines.

We consider a company to fit our investment thesis if the company employs or intends to employ technology that we consider to be at the microscale or smaller and if the employment of that technology is material to its business plan. We define venture capital investments as the money and resources made available to privately held start-up firms and privately held and publicly traded small businesses with exceptional growth potential. By making these investments, we seek to provide our shareholders with a specific focus on nanotechnology and microsystems through a portfolio of venture capital investments that address a variety of markets and products.

We believe that we are the only publicly traded BDC making venture capital investments exclusively in nanotechnology and microsystems. We believe we provide three core benefits to our shareholders. First, we are an established firm with a track record of investing in venture capital-backed companies. Second, we provide shareholders with access to emerging companies that commercialize and integrate products enabled by nanotechnology and microsystems that are generally privately owned. Third, we provide access to venture capital investments in a vehicle that, unlike private venture capital firms, is both transparent and liquid.

We have discretion in the investment of our capital. Primarily, we invest in illiquid equity securities. Generally, these investments take the form of preferred stock, are subject to restrictions on resale and have no established trading market. Throughout our corporate history, we have made primarily early-stage venture capital investments in a variety of industries. These businesses can range in stage from pre-revenue to generating positive cash flow. These businesses tend to be thinly capitalized, unproven, small companies that lack management depth, have little or no history of operations and are developing unproven technologies.

As of March 31, 2010, \$83,014,946, or 60 percent, of our total assets at fair value consisted of private venture capital investments, net of unrealized depreciation of \$10,566,189. As of December 31, 2009, \$77,797,086, or 57 percent, of our total assets at fair value consisted of private venture capital investments, net of unrealized depreciation of \$14,293,994. As of March 31, 2010, \$552,454, or less than one percent, of our total assets at market value consisted of publicly traded venture capital investments, net of unrealized appreciation of \$5,150.

### **Historical Investments**

Since our investment in Otisville in 1983 through March 31, 2010, we have made a total of 88 venture capital investments, including four private placement investments in securities of publicly traded companies. We have exited 55 of these 88 investments, realizing total gross proceeds of \$143,930,719 on our cumulative invested capital of \$71,854,116.

Historically, as measured from first dollar in to last dollar out, the average and median holding periods for the 55 investments we have exited were 4.0 years and 3.3 years, respectively.

In 1994, we invested in our first nanotechnology company, Nanophase Technologies Corporation. Recognizing the potential of nanotechnology, we continued to monitor developments in the field. From August 2001 through March 31, 2010, all 46 of our initial investments have been in companies commercializing or integrating products enabled by nanotechnology or microsystems. From August 2001 through March 31, 2010, we have invested a total (before any subsequent write-ups, write-downs or dispositions) of \$118,423,820 in these companies. We currently have 33 companies in our portfolio, including one investment made prior to 2001. At March 31, 2010, from first dollar in, the average and median holding periods for these 33 investments were 4.3 years and 3.9 years, respectively.

### **Investment Pace**

The following is a summary of our initial and follow-on investments in nanotechnology from January 1, 2006, to March 31, 2010. We consider a "round led" to be a round where we were the new investor or the leader of a set of investors in an investee company. Typically, but not always, the lead investor negotiates the price and terms of the deal with the investee company.

	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<b>Three Months Ended March 31, 2010</b>
Total Incremental Investments	\$24,408,187	\$20,595,161	\$17,779,462	\$12,334,051	\$1,675,058

#### Investments in Privately Held Companies

No. of New Investments	6	7	4	1	1
No. of Follow-On Investment Rounds	14	20	25	27	7
No. of Rounds Led	7	3	4	5	3
Average Dollar Amount – Initial	\$2,383,424	\$1,086,441	\$683,625	\$250,000	\$250,000
Average Dollar Amount – Follow-On	\$721,974	\$649,504	\$601,799	\$436,490	\$168,083

#### Investments in Publicly Traded Companies

No. of New Investments	0	0	0	1	1
No. of Follow-On Investment Rounds	0	0	0	2	3
Average Dollar Amount – Initial	\$0	\$0	\$0	\$99,624	\$99,957
Average Dollar Amount – Follow-On	\$0	\$0	\$0	\$99,602	\$49,507

We have a robust deal flow in privately held companies operating at various stages of maturity. Technology platforms and interesting intellectual property estates are being formed in specific areas of nanotechnology that may be interesting on their own or combined with our existing nanotechnology companies. With our current portfolio, with our current asset size and with the current state of the venture capital market, we are primarily focused on examining private company opportunities at the earliest stages of maturity and at later stages of maturity. In early-stage private companies, we are looking for opportunities where there is the potential for generating near-term revenue and where we will have the opportunity to own greater than five percent of the company at the time of exit. In late-stage private companies, we are looking for opportunities where the company has a clear path to revenue growth, where there is a near-term exit opportunity and where we believe the current round of financing may be the last round of private financing. We are currently planning to invest between five and seven million dollars over the life of each of our investments in private companies.

For new and follow-on investments, we generally syndicate with other venture capital firms, high-net-worth individuals and corporate investors. We plan to continue this approach, while taking into account that the current economic and venture capital turmoil has decreased the availability of capital to many of our potential co-investors. This situation may reduce the number of potential co-investors available to us when forming syndicates.

We believe recent market dynamics present opportunities to invest in micro-capitalization publicly traded companies. Additionally, in July 2008, the SEC adopted a rule providing that companies with a fully diluted market capitalization below \$250 million would be considered "good" BDC investments. We believe this rule provides new opportunities under our current structure as a BDC. We began investing in such opportunities actively in 2009.

Our approach to investing in publicly traded companies is similar to that of privately held companies, albeit with a shorter investment timeframe of one to three years versus five to seven years for private venture capital investments. The liquidity of these investments and our intention to hold these investments for a shorter period of time potentially enables us to increase the overall liquidity of our venture capital portfolio. We focus on:

- micro-capitalization companies listed on a national securities exchange or on the over-the-counter (OTC) markets;
- companies that we think have exceptional growth potential;
- companies that operate in markets in which we are familiar because our privately held venture-backed companies operate in these markets;
- opportunities where our experience in emerging technology provides insight into competitive advantages;
- companies with products enabled by nanotechnology that have competitive advantages and shorter times to commercial launch than those of similar privately held companies;
- opportunities where there is a disparity in valuation of similar publicly traded and privately held companies;
- companies that have not been widely discovered or followed by the investment community; and
- opportunities where the addition of capital to the investee company enables it to reach a critical milestone, and where the capital is the main factor in decreasing the risk of meeting that milestone.

We may also invest in companies that have known pending events such as regulatory approvals, potential events such as merger and acquisition ("M&A") transactions or transitions from OTC to a national securities exchange that may drive liquidity and stock-price appreciation.

#### **Importance of Availability of Liquid Capital**

Private venture capital funds that we typically co-invest with are structured commonly as limited partnerships with a committed level of capital and finite lifetime. Capital is "called" from limited partners to make investments and pay for expenses of running the firm at various points within the lifetime of the fund. For each initial investment, the fund must reserve additional capital for follow-on investments at later stages of the life of the portfolio companies. These follow-on investments are required because often venture-backed portfolio companies in areas in which we invest operate with negative cash flow for lengthy periods of time. In general, the cumulative total of initial invested capital and reserves cannot exceed the committed level of capital of the fund.

Our strategy for investing capital is similar to this approach in some respects. We make initial investments in portfolio companies and project the amount of capital that may be required should the company mature successfully. These projections, equivalent to the reserves of private venture capital funds, are reviewed weekly by management, are updated frequently and are a component of the data that guide our decisions on whether to make new and follow-on investments. As a publicly traded, internally managed venture capital company, our cash used to make investments and pay expenses is held by us and not called from external sources when needed. Accordingly, it is crucial that we operate the company with a substantial balance of liquid capital for this reason and for four additional reasons.



- 1) We manage the company and our investment pace and criteria such that our projected needs for capital to make new and follow-on investments do not exceed the total of our liquid investments. Although we use best efforts to predict when this capital will be required for use in new and follow-on investments, we cannot predict with certainty the timing for these investments. We would be unable to make new or follow-on investments in our portfolio companies without having substantial liquid resources of capital available to us.
- 2) Venture capital firms traditionally invest beside other venture capital firms in a process called syndication. The size of the fund and the amount of capital reserves available to syndicate partners is often an attribute that potential co-investors consider when deciding on syndicate partners. As we do not have committed capital from limited partners, we believe we must have adequate available liquid capital on our balance sheet to be able to have access to high-quality deal flow and to co-invest with top-tier venture capital firms.
- 3) We rarely commit the total amount of cumulative capital intended for investment in any portfolio company at one point in time. Instead, our investments consist of multiple rounds of financing of a given portfolio company, in which we typically participate if we believe that the merits of such an investment outweigh the risks. We also commonly have preemptive rights to invest additional capital in our portfolio companies. These rights have value, and sometimes are necessary to protect and potentially increase the value of our positions in our portfolio companies as they mature. Commonly, the terms of such financings also include penalties for those investors that do not invest in these subsequent rounds of financing. Without available capital at the time of investment, our ownership in the company would be subject to these penalties that can lead to a partial or complete loss of the capital invested prior to that round of financing.
- 4) We may have the opportunity to increase ownership in late rounds of financing in some of our most mature companies. Many private venture capital funds that invested in these companies are reaching the end of the term associated with their limited partnerships. This issue may limit the available capital to these funds for follow-on investments, and the ability to take advantage of potentially valuable terms given to those who have investable capital. Having permanent, liquid capital available for investment allows us to take advantage of these opportunities as they arise. In the fourth quarter of 2009, we had such an opportunity in NeoPhotonics Corporation, one of our most mature companies.

Our principal objective is to achieve long-term capital appreciation, rather than current income. We cannot rely on current income to provide adequate capital for our venture capital investments and the timing of long-term capital gains is uncertain. We believe, therefore, that the appropriate balance of highly liquid capital is essential to our business.

### **Involvement with Portfolio Companies**

The 1940 Act requires that BDCs offer to "make available significant managerial assistance" to portfolio companies. We are actively involved with our portfolio companies through membership on boards of directors, as observers to the boards of directors and/or through frequent communication with management. As of March 31, 2010, we held at least a board seat or observer rights on 26 of our 31 privately held portfolio companies (84 percent). We do not hold board seats or observer rights on our two publicly traded portfolio companies.

We may hold two or more board seats in early-stage portfolio companies or those in which we have significant ownership. We currently hold two board seats in Ancora Pharmaceuticals, Enumeral Technologies, and Laser Light Engines. We may transition off of the board of directors to an observer role as our portfolio companies raise additional capital from new investors, as they mature or as they are able to attract independent members who have relevant industry experience and contacts. We also typically step off the board of directors upon the completion of an IPO.

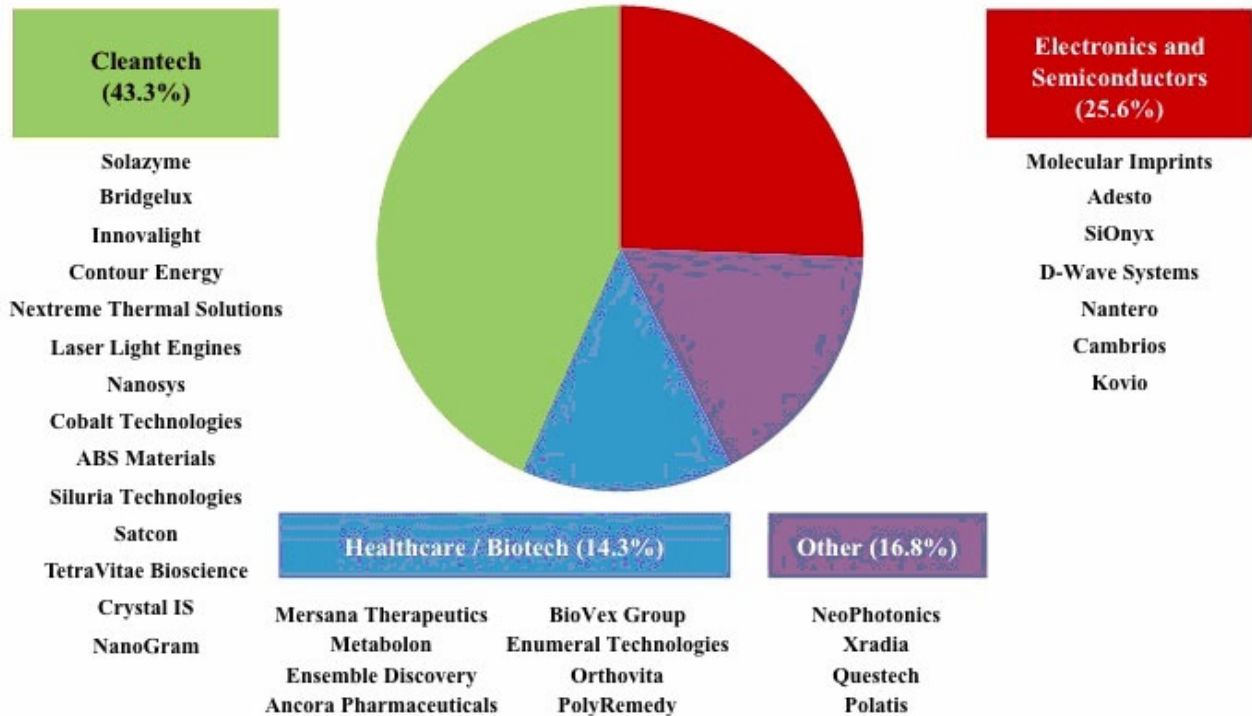
We may be actively involved in the formation and development of business strategies of our earliest stage portfolio companies. This involvement may include hiring management, licensing intellectual property, securing space and raising additional capital. We also provide managerial assistance to late-stage companies looking for potential exit opportunities by leveraging our status as a public company through our relationships with the banking community and our knowledge and experience implementing and complying with Section 404 of the Sarbanes-Oxley Act.

### **Commercialization of Nanotechnology by Our Portfolio Companies**

Our nanotechnology investments have matured around three main industry clusters: cleantech (43.3 percent of our venture capital portfolio as of March 31, 2010); electronics, including semiconductors (25.6 percent of our venture capital portfolio as of March 31, 2010); and healthcare/biotechnology (14.3 percent of our venture capital portfolio as of March 31, 2010). We call these three areas "Nanotech for Cleantech<sup>SM</sup>," "Nanotech for Electronics<sup>SM</sup>," and "Nanotech for Healthcare<sup>SM</sup>," respectively. We have and may continue to make investments outside these industry areas, and we may not maintain these industry clusters or the weightings within these clusters.

# HARRIS & HARRIS GROUP

## PORTFOLIO AS OF MARCH 31, 2010



These three clusters are comprised of multi-billion dollar industries that have grown historically through technological innovation. "Cleantech" is a term used commonly to describe products and processes that solve global problems related to resource constraints. We classify Nanotech for Cleantech<sup>SM</sup> companies as those that seek to improve performance, productivity or efficiency, and to reduce environmental impact, waste, cost, energy consumption or raw materials using nanotechnology-enabled solutions.

We classify Nanotech for Electronics<sup>SM</sup> companies as those that use nanotechnology to address problems in electronics-related industries, including semiconductors.

We classify Nanotech for Healthcare<sup>SM</sup> companies as those that use nanotechnology to address problems in healthcare-related industries, including biotechnology, pharmaceuticals and medical devices.

We believe the development and commercialization of nanotechnology-enabled solutions are the result of the convergence of traditionally separate scientific disciplines such as biology, materials science, chemistry, electronics, information technology, and physics. We believe such nanotechnology-enabled advances in each of these industry clusters, and in general, could not otherwise occur within one discipline alone.

We define market domains as groupings of technology that enable new user, business or economic experiences. There are many billion-dollar market domains within each of the above listed industry clusters. These market domains hold the potential for effecting substantial change in everyday life. Our experience is that technology adoption occurs on two time scales. Existing market domains can allow for rapid adoption as new technologies are continuously added to the existing domain. These new technologies refine and improve the existing experience provided by the market domain. Emerging market domains often require more time for the adoption of technology than existing market domains, as the new market domain is itself being absorbed by society and the economy.

We classify our portfolio companies into either existing market domains or emerging market domains. We expect that the time scale at which these companies mature commercially will be impacted by whether their technology is being adopted into an existing market domain or an emerging market domain. In addition to the characteristics we look for when investing in private companies outlined on page 45, we continue to look for investment opportunities in emerging market domains, as we believe these investments have the potential to create outsized venture capital returns.

## EXISTING MARKET DOMAINS

Existing Market Domains	Enabling Technology	Portfolio Company Currently Targeting Portion of Market
Solar Energy	Silicon Nanoparticle Inks Laser Doping and Texturing of Silicon Utility-Grid-Scale Inverters	Innovalight SiOnyx Satcon
Li-ion Batteries	Unique Materials and Chemistries Nanowires	Contour Energy Nanosys
Lithography Tools and Metrology	Nanoimprint Lithography X-Ray Optics and Sources	Molecular Imprints Xradia
Non-Volatile Memory	Unique Materials and Chemistries Carbon Nanotubes	Adesto Nantero
Image Sensors	Laser-Doping and Texturing of Silicon	SiOnyx
Environmental Remediation	Swellable Nanoglass Materials	ABS Materials
Optical Components	Laser Deposition of Materials	NeoPhotonics
Wound Care	Nanofibers Nanowires	PolyRemedy Nanosys
Cancer Therapeutics	Oncolytic Viruses Polymer-Based Drug Delivery	BioVex Mersana
Therapeutic Discovery	DNA-Templated Chemistry	Ensemble Discovery
Vaccines	Synthesis of Carbohydrates	Ancora Pharmaceuticals
Orthopedic Biomaterials	Biocompatible Nanomaterials	Orthovita
Touch Screens	Nanowires	Cambrios

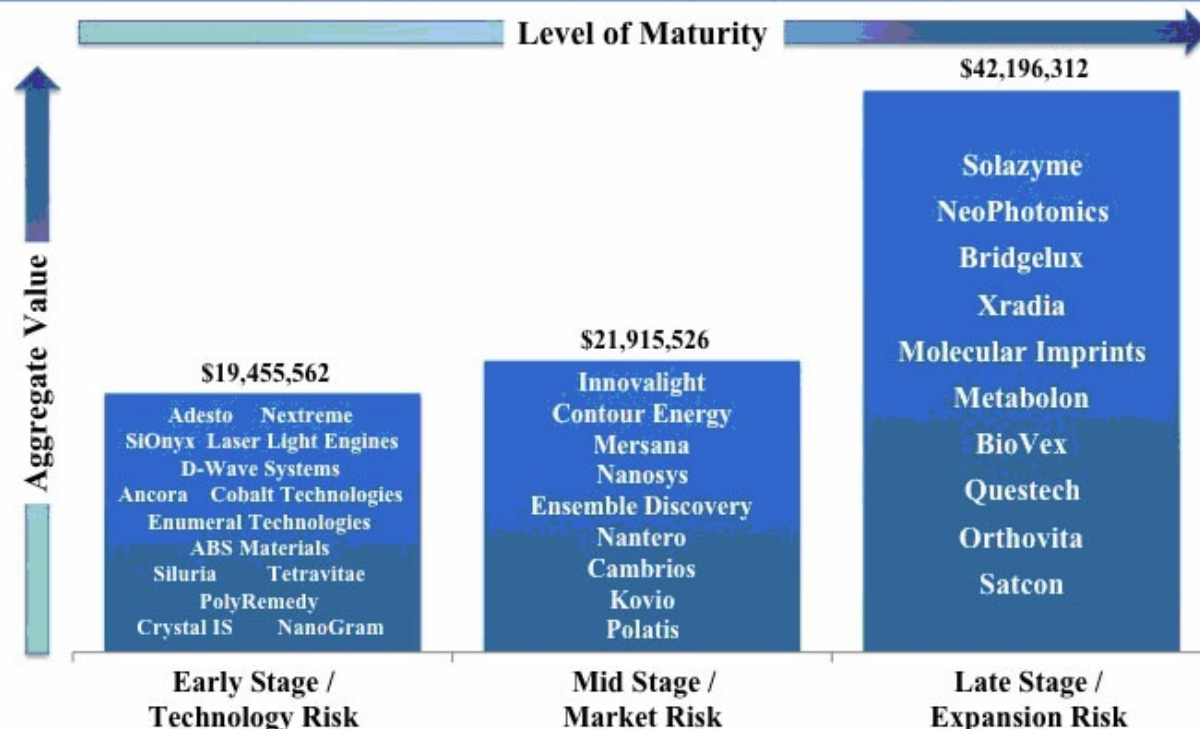
# EMERGING MARKET DOMAINS

Emerging Market Domains	Enabling Technologies	Portfolio Company Currently Targeting Portion of Market
Renewable Fuels & Chemicals	Bacterial Strain Optimization Catalyst Libraries Algae Bacterial Strain Optimization	Cobalt Stluria Solazyme Tetravita
Energy Harvesting	Thin-Film Thermoelectrics	Nexirene
Digital Cinema Light Sources	High-Power Lasers	Laser Light Engines
Disposable Electronics	Printable Electronics	Kovio
High-Performance Quantum Computing	Quantum Mechanics	D-Wave Systems
LED Lighting	LED Chips and Arrays Quantum Dots	Bridgelux Nanosys
Personalized Medicine	Metabolomics Single-Cell Analysis	Metabolon Enumeral

## Maturity of Current Venture Capital Portfolio

Our venture capital portfolio is composed of companies at varying maturities facing different types of risks. We have defined these levels of maturity and sources of risk as: 1) Early Stage / Technology Risk, 2) Mid Stage / Market Risk and 3) Late Stage / Execution Risk. Early-stage companies have a high degree of technical, market and execution risk, which is typical of initial investments by venture capital firms, including us. These companies often require substantial development of their technologies before they begin introducing products to market. Mid-stage companies are those that have overcome most of the technical risk associated with their products and are now focused on addressing the market acceptance for their products. For those companies developing therapeutics or medical devices, the focus is on bringing their products through the first phases of clinical trials. Late-stage companies are those that have determined there is a market for their products, and they are now focused on sales execution and scale. Late-stage healthcare and biotechnology companies are typically either in Phase III Clinical Trials, which are the pivotal trials before a possible FDA approval and commercial launch of a product, or are generating revenue from the commercial sale of one or more products. The chart below shows our assessment of the stage of maturity of our 33 portfolio companies.

# MATURITY OF OUR PORTFOLIO COMPANIES



\* Portfolio companies and values as of March 31, 2010.

We expect some of our portfolio companies to transition between stages of maturity over time. This transition may be forward if the company is maturing and is successfully executing its business plan or may be backward if the company is not successfully executing its business plan or decides to change its business plan substantially from its original plan.

Our two new investments in the first quarter of 2010 included one early-stage company, ABS Materials, Inc., and one late-stage company, Satcon Technology Corporation. From December 31, 2009, to March 31, 2010, we transitioned one company, Nextreme Thermal Solutions, Inc., from being classified as a mid-stage company to an early-stage company.

We currently have 21 privately held companies in our venture capital portfolio that generate revenues ranging from nominal to significant from commercial sales of products and/or services enabled by nanotechnology and microsystems, from commercial partnerships and/or from government grants.

On April 15, 2010, NeoPhotonics Corporation filed a registration statement on Form S-1 to register its shares of common stock for an IPO. There can be no assurance that this company will successfully complete an IPO, and a variety of factors, including stock market and general business conditions, could lead it to terminate such IPO.

## Current Business Environment

The first quarter of 2010 concluded with the public markets having their fourth consecutive positive quarter, with the general economic decline appearing to level off and with the same number of IPOs of venture-backed companies in the quarter as in all of 2009. However, recent events related to sovereign debt issues in Europe have created a return to high volatility in the financial markets. Additionally, if these issues continue to intensify or spread to other countries, they could derail the nascent and tenuous economic recovery. Additionally, even within this improving general economic environment, the availability of capital for venture capital firms and venture-backed companies continues to be limited. This conclusion is supported in part by data from the National Venture Capital Association indicating that venture capital investment in the first quarter of 2010 was down nine percent in investment amount and 18 percent in the number of deals compared to the fourth quarter of 2009.

The first quarter of 2010 included venture-backed exits through M&A similar in pace and amount to that during the fourth quarter of 2009, and it included eight IPOs of venture-backed companies. The median amount of cash paid in an M&A transaction and the number of IPOs, both in terms of number and amount of capital raised, remains historically low. These data support our belief that the increases in the value of publicly traded companies do not necessarily correspond with the ability of investors to exit privately held companies. As such, we expect that it may take significantly more time for the exit market for venture-backed companies to recover from the current economic turmoil than the public stock markets. Additionally, any increase in volatility in the financial markets may impact opportunities for IPOs. We continue to believe the lack of liquidity will negatively affect the amount of capital available to privately held companies from venture capital firms.

Many of our portfolio companies have negative cash flow and, therefore, need additional rounds of financing to continue operations. Historically, this capital typically comes from the existing venture capital syndicate as well as new investors. As a result of the economic downturn and the tight availability of capital for investment by venture capital firms, the existing investors in a syndicate are increasingly required to provide this capital without the participation of new investors. This limited market for capital to invest also affects existing members of syndicates of investors. Some of these co-investors are unable to invest their full pro rata amount of a round of financing, if at all, which results in a fractured syndicate. A fractured syndicate can result in a portfolio company being unable to raise additional capital to fund operations. The portfolio company may be forced to sell before reaching its full potential or be shut down entirely if the remaining investors cannot financially support the company.

Our overall goal remains unchanged, which is to maintain our leadership position in investing in nanotechnology and microsystems and to increase our net asset value. The current environment for venture capital financings favors those firms that have capital to invest regardless of the stage of the investee company. We have historically not used leverage or debt financing when making an investment; thus, we continue to finance our new and follow-on investments from our cash reserves, currently invested in U.S. treasury obligations. We believe the turmoil of the venture capital industry and the current economic climate provide opportunities to invest this capital at historically low valuations in new and existing portfolio companies of varying maturities.

## Valuation of Investments

We value our private venture capital investments each quarter as determined in good faith by our Valuation Committee, a committee of all the independent directors, within guidelines established by our Board of Directors in accordance with the 1940 Act. (See "Footnote to Consolidated Schedule of Investments" contained in "Consolidated Financial Statements.")

The values of privately held, venture capital-backed companies are inherently more difficult to assess at any single point in time because securities of these types of companies are not actively traded. We believe, perhaps even more than in the past, that illiquidity, and the perception of illiquidity, can affect value. We continue to believe that private valuations may be slower to respond to improving economic conditions than publicly traded companies partially because their securities are illiquid.

Difficult venture environments can result in weak companies not receiving financing and being subsequently closed down with a loss to venture investors, and/or strong companies receiving financing but at significantly lower valuations than the preceding financing rounds. The current state of the venture capital market limits the availability of capital for investment by venture capital firms. Increasingly, existing investors in a syndicate are required to provide capital without the participation of new investors. Some of these existing investors are unable to invest their full pro rata amount of a round of financing, if at all, which results in a fractured syndicate. A fractured syndicate can result in a portfolio company being unable to raise additional capital to fund operations regardless of the potential of the intellectual property or the business of the portfolio company. The portfolio company may be forced to sell before reaching its full potential or be shut down entirely if the remaining investors cannot financially support the company. These scenarios may adversely affect value.

Many venture capital firms, including us, are evaluating their investment portfolios carefully to assess future potential capital needs. In the current business climate, this evaluation may result in a decrease in the number of companies we decide to finance going forward or may increase the number of companies we decide to sell before reaching their full potential. If we decide to proceed with a follow-on investment, these rounds of financing may occur at valuations lower than those at which we originally invested. Our ownership in portfolio companies that we decide to stop funding may be subject to punitive actions that reduce or eliminate value. Such actions could result in an unprofitable investment or a complete loss of invested funds. These decisions resulted in punitive actions to our preferred ownership in three of our portfolio companies, which, when combined with additional factors, results in a value of \$0 of our securities of these companies as of March 31, 2010.

### *Non-Performance Risk*

As part of the valuation process, we consider non-performance risk. Non-performance risk is the risk that a portfolio company will be: (a) unable to raise capital, will need to be shut down and will not return our invested capital; or (b) able to raise capital, but at a valuation significantly lower than the implied post-money valuation. Our best estimate of the non-performance risk of our portfolio companies has been quantified and included in the valuation of the companies as of March 31, 2010. In the future, as these companies receive terms for additional financings or are unable to receive additional financing and, therefore, proceed with sales or shutdowns of the business, we expect the contribution of the discount for non-performance risk to vary in importance in determining the values of our securities of these companies. As of March 31, 2010, non-performance risk was a significant factor in determining the values of 12 of our 31 private portfolio companies. These 12 companies accounted for approximately \$26.6 million of the total value of our privately held venture capital portfolio.



In each of the years in the period 2006 through 2009, and for the three months ended March 31, 2010, the Company recorded the following gross write-ups in privately held securities as a percentage of net assets at the beginning of the year ("BOY"), gross write-downs in privately held securities as a percentage of net assets at the beginning of the year, and change in value of private portfolio securities as a percentage of net assets at the beginning of the year.

	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>Three Months Ended March 31, 2010</u>
Net Asset Value, BOY	\$117,987,742	\$113,930,303	\$138,363,344	\$109,531,113	\$134,158,258
Gross Write-Downs During Year	\$(4,211,323)	\$(7,810,794)	\$(39,671,588)	\$(12,845,574)	\$(2,579,946)
Gross Write-Ups During Year	\$279,363	\$11,694,618	\$820,559	\$21,631,864	\$6,307,752
Gross Write-Downs as a Percentage of Net Asset Value, BOY	-3.57%	-6.86%	-28.67%	-11.7%	-1.9%
Gross Write-Ups as a Percentage of Net Asset Value, BOY	0.24%	10.26%	0.59%	19.7%	4.7%
Net Change as a Percentage of Net Asset Value, BOY	-3.33%	3.40%	-28.08%	8.0%	2.8%

From December 31, 2009, to March 31, 2010, the value of our private venture capital portfolio increased by \$5,217,860 from \$77,797,086 to \$83,014,946. The table below indicates some of the inputs used to determine value of our privately held portfolio companies and the portion of the change in value, on a quarter over quarter basis, relevant to those inputs. It should be noted that our Valuation Committee takes into account multiple sources of quantitative and qualitative inputs to ultimately determine the value of our privately held portfolio companies.

	Q4 2009 to Q1 2010	Q3 2009 to Q4 2009	Q2 2009 to Q3 2009	Q1 2009 to Q2 2009
Value of Private Portfolio as of Previous Quarter	\$77,797,086	\$69,876,210	\$63,959,811	\$58,793,688
Value of Private Portfolio as of Current Quarter	\$83,014,946	\$77,797,086	\$69,876,210	\$63,959,811

**Examples of Inputs that Contribute to Changes in Value**

Total New and Follow-On Investments	\$1,426,580	\$4,698,782	\$3,884,893	\$2,728,373
(+) Due to Terms of New Equity Rounds of Financing	\$1,436,628	\$5,229,990	\$4,725,316	\$2,898,224
(-) Due to Terms of New Equity Rounds of Financing	\$0	\$0	\$(1,967,156)	\$(53,846)
(+) Due to (+) in Values of Comparables	\$2,151,404	\$1,938,047	\$2,823,833	\$680,485
(-) Due to (-) in Values of Comparables	\$0	\$(6,313)	\$0	\$(30,050)
(+) Due to (-) in Non-Performance Risk	\$2,511,106	\$500,000	\$0	\$1,049,480
(-) Due to (+) in Non-Performance Risk	\$(2,307,768)	\$(4,795,765)	\$(3,794,138)	\$(2,437,523)
Other Factors <sup>1</sup>	\$(90)	\$356,135	\$243,651 <sup>2</sup>	\$330,980
Total Change in Value of Private Portfolio from Quarter to Quarter	\$5,217,860	\$7,920,876	\$5,916,399	\$5,166,123

<sup>1</sup> Other factors include changes in accrued bridge note interest, currency fluctuations and the value of warrants.

<sup>2</sup> Includes changes in the capital account of Exponential Business Development Company.

The values of publicly traded comparables on March 31, 2010, were significant factors in determining the values of three of our 31 privately held portfolio companies. These three companies accounted for approximately \$14.0 million of the total value of our venture capital portfolio at March 31, 2010. These values could differ materially if calculated on a different date due to changes in values of the publicly traded comparables.

As of March 31, 2010, our top ten investments by value accounted for approximately 68 percent of the value of our venture capital portfolio. As of that date, we believe at least three of these companies will require additional invested capital by the end of 2010.

## TOP TEN INVESTMENTS BY VALUE

Company Name	Value as of March 31, 2010	Cumulative % of Venture Capital Portfolio
Solazyme, Inc.	\$10,754,019	13%
NeoPhotonics Corporation	\$7,313,357	22%
Bridgelux, Inc.	\$6,526,725	29%
Xradia, Inc.	\$6,323,658	37%
Molecular Imprints, Inc.	\$5,967,874	44%
Innovalight, Inc.	\$4,967,214	50%
Adesto Technologies Corporation	\$4,620,000	56%
Contour Energy Systems, Inc.	\$4,122,378	61%
Nextreme Thermal Solutions, Inc.	\$3,303,943	65%
SiOnyx, Inc.	\$3,228,463	68%

**68 Percent of Value of Venture Capital Portfolio**

The increase or decrease in the value of our venture capital investments does not affect the day-to-day operations of the Company, as we have no debt and fund our venture capital investments and daily operating expenses from interest earned and proceeds from the sales of our investments in U.S. government and agency obligations. As of March 31, 2010, we held \$53,160,430 in U.S. government obligations.

### Investment Objective

Our principal objective is to achieve long-term capital appreciation, rather than current income, by making venture capital investments. We seek to reach the point where future growth is financed through reinvestment of our capital gains from these investments. Therefore, a significant portion of our investment portfolio provides little or no income in the form of dividends or interest. We earn interest income from fixed-income securities, including U.S. government and agency securities. The amount of interest income we earn varies with the average balance of our fixed-income portfolio and the average yield on this portfolio. Interest income is secondary to capital gains and losses in our results of operations.

In previous years, we have been able to generate substantial amounts of interest income from our holdings of U.S. treasury securities. As of March 31, 2010, we held two U.S. treasury securities, with maturity dates of less than six months, yielding approximately 0.06 percent. As of March 31, 2010, yields for 3-month, 6-month, and 12-month U.S. treasury securities were 0.16 percent, 0.24 percent and 0.41 percent, respectively. With yields at this level, we expect to generate less interest income than in previous fiscal quarters and years.

## Results of Operations

We present the financial results of our operations utilizing GAAP for investment companies. On this basis, the principal measure of our financial performance during any period is the net increase (decrease) in our net assets resulting from our operating activities, which is the sum of the following three elements:

Net Operating Income (Loss) - the difference between our income from interest, dividends, and fees and our operating expenses.

Net Realized Gain (Loss) on Investments - the difference between the net proceeds of sales of portfolio securities and their stated cost, plus income from interests in limited liability companies.

Net Increase (Decrease) in Unrealized Appreciation or Depreciation on Investments - the net unrealized change in the value of our investment portfolio.

Owing to the structure and objectives of our business, we generally expect to experience net operating losses and seek to generate increases in our net assets from operations through the long term appreciation of our venture capital investments. We have relied, and continue to rely, on proceeds from sales of investments, rather than on investment income, to defray a significant portion of our operating expenses. Because such sales are unpredictable, we attempt to maintain adequate working capital to provide for fiscal periods when there are no such sales.

### ***Three months ended March 31, 2010, as compared to the three months ended March 31, 2009***

In the three months ended March 31, 2010, we had a net increase in net assets resulting from operations of \$1,687,731. In the three months ended March 31, 2009, we had a net decrease in net assets resulting from operations of \$951,424.

#### Investment Income and Expenses:

We had net operating losses of \$2,112,678 and \$2,098,879 for the three months ended March 31, 2010, and March 31, 2009, respectively. The variation in these results is primarily owing to the changes in investment income and operating expenses, including non-cash expense of \$553,272 in 2010 and \$635,638 in 2009 associated with the granting of stock options. During the three months ended March 31, 2010, and 2009, total investment income (loss) was \$79,073 and \$(23,561), respectively. During the three months ended March 31, 2010, and 2009, total operating expenses were \$2,191,751 and \$2,075,318, respectively.

During the three months ended March 31, 2010, as compared with the same period in 2009, investment income increased, reflecting an increase in interest income from bridge notes, as well as an increase in our average holdings of U.S. government securities, offset by a substantial decrease in interest rates. During the three months ended March 31, 2010, our average holdings of such securities were \$54,156,767, as compared with \$52,001,080 during the three months ended March 31, 2009. The average yield on our U.S. government securities decreased from 0.29 percent for the three months ended March 31, 2009, to 0.06 percent for the three months ended March 31, 2010.

Operating expenses, including non-cash, stock-based compensation expense, were \$2,191,751 and \$2,075,318 for the three months ended March 31, 2010, and March 31, 2009, respectively. The increase in operating expenses for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009, was primarily owing to increases in salaries, benefits and stock-based compensation expense, professional fees, directors' fees and expenses and custody fees, offset by a decrease in administration and operations expense and rent expense. Salaries, benefits and stock-based compensation expense increased by \$1,937, or less than one percent, through March 31, 2010, as compared with March 31, 2009, primarily as a result of a decrease in non-cash expense of \$82,366 associated with the Harris & Harris Group, Inc. 2006 Equity Incentive Plan (the "Stock Plan"), offset by an increase in salaries and benefits owing primarily to an accrual for year-end employee bonuses of \$73,500 and to an increase in salary of two of our employees. While the non-cash, stock-based compensation expense for the Stock Plan increased our operating expenses by \$553,272, this increase was offset by a corresponding increase to our additional paid-in capital, resulting in no net impact to our net asset value. The non-cash, stock-based compensation expense and corresponding increase to our additional paid-in capital may increase in future quarters. Professional fees increased by \$28,119, or 13.1 percent, for the three months ended March 31, 2010, as compared with the same period in 2009, primarily as a result of an increase in certain legal and consulting fees, offset by a reduction in certain accounting fees. Directors' fees and expenses increased by \$10,852, or 12.8 percent, through March 31, 2010, as compared with March 31, 2009, primarily as a result of one additional meeting held during the quarter. Custody fees increased by \$17,138, or 249.8 percent, as compared with the same period in 2009, owing to the higher fees charged by our new custodian, the Bank of New York Mellon, who has more expertise in working with investment companies. For the quarter ended March 31, 2010, we had a loss of \$68,038 as a result of abandoning our lease at our former office prior to the end of the lease term which expired in April 2010. Administration and operations expense decreased by \$7,913, or 2.7 percent, through March 31, 2010, as compared with March 31, 2009, primarily as a result of a decrease in our directors' and officers' liability insurance expense and decreases in the expenses related to the annual report and proxy, offset by increases in the cost of non-employee-related insurance, increases in managing directors' travel-related expenses and expenses associated with the relocation of our corporate headquarters in New York City. Rent expense decreased \$848, or 1.1 percent, for the period ended March 31, 2010, as compared with the three months ended March 31, 2009. Our rent expense of \$77,215 for the three months ended March 31, 2010, includes \$31,842 of rent paid in cash and \$45,373 of non-cash rent expense, credits and abatements that we recognize on a straight-line basis over the lease term.

Realized Income and Losses from Investments:

During the three months ended March 31, 2010, and March 31, 2009, we realized net losses on investments of \$11,523 and \$3,613, respectively.

During the three months ended March 31, 2010, we realized net losses of \$11,523, consisting primarily of realized gains on the sale of U.S. government securities, offset by realized losses on the disposal of fixed assets.

During the three months ended March 31, 2009, we realized net losses of \$3,613, consisting primarily of a realized loss in Exponential Business Development Company.

Net Unrealized Appreciation and Depreciation of Portfolio Securities:

During the three months ended March 31, 2010, net unrealized depreciation on total investments decreased by \$3,814,564, or 26.5 percent, from net unrealized depreciation of \$14,378,869 at December 31, 2009, to net unrealized depreciation of \$10,564,305 at March 31, 2010. During the three months ended March 31, 2009, net unrealized depreciation on total investments decreased by \$1,151,448, or 3.38 percent, from net unrealized depreciation of \$34,097,196 at December 31, 2008, to net unrealized depreciation of \$32,945,748 at March 31, 2009.

During the three months ended March 31, 2010, net unrealized depreciation on our venture capital investments decreased by \$3,805,387, from net unrealized depreciation of \$14,366,426 at December 31, 2009, to net unrealized depreciation of \$10,561,039 at March 31, 2010, owing primarily to increases in the valuations of the following investments held:

<u>Investment</u>	<u>Amount of Write-Up</u>
BridgeLux, Inc.	\$ 1,443,475
Ensemble Discovery Corporation	500,000
Mersana Therapeutics, Inc.	975,813
Metabolon, Inc.	76,162
NeoPhotonics Corporation	1,543,752
Orthovita, Inc.	71,784
Questech Corporation	7,210
Satcon Technology Corporation	5,797
SiOnyx, Inc.	1,076,154
Xradia, Inc.	600,447

The write-ups for the three months ended March 31, 2010, were partially offset by decreases in the valuations of the following investments held:

<u>Investment</u>	<u>Amount of Write-Down</u>
BioVex Group, Inc.	\$ 1,999
Kovio, Inc.	1,414,490
Molecular Imprints, Inc.	8,250
Nextreme Thermal Solutions, Inc.	1,101,314
PolyRemedy, Inc.	53,893

We had an increase owing to foreign currency translation of \$84,739 on our investment in D-Wave Systems, Inc.

Unrealized depreciation on our U.S. government securities portfolio decreased from \$12,443 at December 31, 2009, to \$3,266 at March 31, 2010.

During the three months ended March 31, 2009, net unrealized depreciation on our venture capital investments decreased by \$1,182,057, from net unrealized depreciation of \$34,124,848 at December 31, 2008, to net unrealized depreciation of \$32,942,791 at March 31, 2009, owing primarily to increases in the valuations of our investments in BioVex Group, Inc., of \$5,841 and Solazyme, Inc., of \$5,376,988, offset by decreases in the valuations of the following investments held:

<u>Investment</u>	<u>Amount of Write-Down</u>
Ancora Pharmaceuticals, Inc.	\$ 400,000
BridgeLux, Inc.	983
Crystal IS, Inc.	332,238
CSwitch Corporation	20,286
Exponential Business Development Company	366
Kovio, Inc.	5,729
Laser Light Engines, Inc.	500,000
Mersana Therapeutics, Inc.	3,757
Metabolon, Inc.	362,831
Molecular Imprints, Inc.	4,000
Nanosys, Inc.	1,342,530
Neophotonics Corporation	58,651
Questech Corporation	29,189
SiOnyx, Inc.	1,076,155

We also had an increase in unrealized depreciation of \$3,288 owing to a decrease in the capital account of Exponential Business Development Company. We had a decrease owing to foreign currency translation of \$67,345 on our investment in D-Wave Systems, Inc. Unrealized appreciation on our U.S. government securities portfolio decreased from \$27,652 at December 31, 2008, to unrealized depreciation of \$2,957 at March 31, 2009.

#### **Financial Condition**

##### ***March 31, 2010***

At March 31, 2010, our total assets and net assets were \$138,757,450 and \$136,360,282, respectively. At December 31, 2009, they were \$136,109,101 and \$134,158,258, respectively.

At March 31, 2010, net asset value per share ("NAV") was \$4.42, as compared with \$4.35 at December 31, 2009. At March 31, 2010, our shares outstanding increased to 30,862,246 from 30,859,593 at December 31, 2009.

Significant developments in the three months ended March 31, 2010, included an increase in the holdings of our venture capital investments of \$5,543,919 and a decrease in our holdings of U.S. government obligations of \$2,787,151. The increase in the value of our venture capital investments from \$78,023,481 at December 31, 2009, to \$83,567,400 at March 31, 2010, resulted primarily from an increase in the net value of our venture capital investments of \$3,805,387 and by two new and 10 follow-on investments of \$1,675,058. The decrease in the value of our U.S. government obligations from \$55,947,581 at December 31, 2009, to \$53,160,430 at March 31, 2010, is primarily owing to the payment of cash basis operating expenses of \$1,533,742 and to new and follow-on venture capital investments totaling \$1,675,058.

The following table is a summary of additions to our portfolio of venture capital investments made during the three months ended March 31, 2010:

<u>New Investments</u>	<u>Amount of Investment</u>
ABS Materials, Inc.	\$ 250,000
Satcon Technology Corporation	99,957
<u>Follow-On Investments</u>	<u>Amount of Investment</u>
	\$
Ancora Pharmaceuticals Inc.	500,000
BridgeLux, Inc.	250,041
Laser Light Engines, Inc.	250,000
Mersana Therapeutics, Inc.	87,500
Mersana Therapeutics, Inc.	84,475
NeoPhotonics Corporation	2,455
NeoPhotonics Corporation	2,109
Orthovita, Inc.	98,427
Satcon Technology Corporation	22,134
Satcon Technology Corporation	27,960
Total	<u>\$ 1,675,058</u>

The following tables summarize the values of our portfolios of venture capital investments and U.S. government obligations, as compared with their cost, at March 31, 2010, and December 31, 2009:

	<u>March 31, 2010</u>	<u>December 31, 2009</u>
Venture capital investments, at cost	\$ 94,128,439	\$ 92,389,907
Net unrealized depreciation <sup>(1)</sup>	10,561,039	14,366,426
<b>Venture capital investments, at value</b>	<b><u>\$ 83,567,400</u></b>	<b><u>\$ 78,023,481</u></b>

	<u>March 31, 2010</u>	<u>December 31, 2009</u>
U.S. government obligations, at cost	\$ 53,163,696	\$ 55,960,024
Net unrealized depreciation <sup>(1)</sup>	3,266	12,443
<b>U.S. government obligations, at value</b>	<b><u>\$ 53,160,430</u></b>	<b><u>\$ 55,947,581</u></b>

<sup>(1)</sup>At March 31, 2010, and December 31, 2009, the net accumulated unrealized depreciation on investments was \$10,564,305 and \$14,378,869, respectively.



## Liquidity

Our liquidity and capital resources are generated and generally available through our cash holdings, interest earned on our investments on U.S. government securities, cash flows from the sales of U.S. government securities, proceeds from periodic follow-on equity offerings and realized capital gains retained for reinvestment.

We fund our day-to-day operations using interest earned and proceeds from the sales of our investments in U.S. government securities. The increase or decrease in the valuations of our portfolio companies does not impact our daily liquidity. At March 31, 2010, and December 31, 2009, we had no investments in money market mutual funds. We have no debt outstanding, and, therefore, are not subject to credit agency downgrades.

At March 31, 2010, and December 31, 2009, our total net primary liquidity was \$54,181,225 and \$57,642,233, respectively. Our primary liquidity is comprised of our cash, U.S. government securities, receivables from unsettled trades, receivables from portfolio companies and interest receivables. The decrease in our primary liquidity from December 31, 2009, to March 31, 2010, is primarily owing to the use of funds for investments and payment of net operating expenses.

At March 31, 2010, and December 31, 2009, our secondary liquidity was \$552,454 and \$226,395, respectively. Our secondary liquidity consists of our publicly traded securities. Although these companies are publicly traded, their stock may not trade at high volumes and prices can be volatile, which may restrict our ability to sell our positions at any given time.

Although we cannot predict future market conditions, we continue to believe that our current cash and U.S. government security holdings and our ability to adjust our investment pace will provide us with adequate liquidity to execute our current business strategy.

Except for a rights offering, we are also generally not able to issue and sell our common stock at a price below our net asset value per share, exclusive of any distributing commission or discount, without shareholder approval. As of March 31, 2010, our net asset value was \$4.42 per share and our closing market price was \$4.61 per share. We do not currently have shareholder approval to issue or sell shares below our net asset value per share.

## Capital Resources

On October 9, 2009, we completed the sale of 4,887,500 shares of our common stock at a price of \$4.75 per share to the public for total gross proceeds of \$23,215,625; net proceeds of this offering, after deducting underwriting discounts and offering costs of \$2,000,413, were \$21,215,212. We intend to use, and have been using, the net proceeds of this offering to make new investments in nanotechnology, as well as for follow-on investments in our existing venture capital investments and for working capital. Through March 31, 2010, we have used \$8,950,835 of the net proceeds from this offering for these purposes.

## Critical Accounting Policies

The Company's significant accounting policies are described in Note 3 to the Consolidated Financial Statements and in the Footnote to the Consolidated Schedule of Investments. Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and those that require management's most difficult, complex or subjective judgments. The Company considers the following accounting policies and related estimates to be critical:

### Valuation of Portfolio Investments

The most significant estimate inherent in the preparation of our consolidated financial statements is the valuation of investments and the related amounts of unrealized appreciation and depreciation of investments recorded. As a BDC, we invest in primarily illiquid securities that generally have no established trading market.

Investments are stated at "value" as defined in the 1940 Act and in the applicable regulations of the SEC and GAAP. Value, as defined in Section 2(a)(41) of the 1940 Act, is (i) the market price for those securities for which a market quotation is readily available and (ii) the fair value as determined in good faith by, or under the direction of, the Board of Directors for all other assets. (See "Valuation Procedures" in the "Footnote to Consolidated Schedule of Investments.") As of March 31, 2010, our financial statements include private venture capital investments valued at \$83,014,946, the fair values of which were determined in good faith by, or under the direction of, the Board of Directors. As of March 31, 2010, approximately 60.8 percent of our net assets represent investments in portfolio companies valued at fair value by the Board of Directors.

Determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment, although our valuation policy is intended to provide a consistent basis for determining fair value of the portfolio investments. Factors that may be considered include, but are not limited to, readily available public market quotations; the cost of the Company's investment; transactions in the portfolio company's securities or unconditional firm offers by responsible parties; the financial condition and operating results of the company; the long-term potential of the business and technology of the company; the values of similar securities issued by companies in similar businesses; multiples to revenues, net income or EBITDA that similar securities issued by companies in similar businesses receive; the proportion of the company's securities we own and the nature of any rights to require the company to register restricted securities under the applicable securities laws; the achievement of milestones; and the rights and preferences of the class of securities we own as compared with other classes of securities the portfolio has issued.

The difficult venture capital environment continues to make it extremely difficult for many companies to raise capital. Moreover, the cost of capital has increased substantially. Historically, difficult venture capital environments have resulted in weak companies not receiving financing and being subsequently closed down with a loss of investment to venture investors, and/or strong companies receiving financing but at significantly lower valuations than the preceding venture rounds, leading to very deep dilution for those who do not participate in the new rounds of investment. This economic and financing environment has caused an increase in the non-performance risk for venture capital-backed companies. Our best estimate of the non-performance risk of our portfolio companies has been quantified and included in the valuation of the companies at March 31, 2010.

All investments recorded at fair value are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels related to the amount of subjectivity associated with the inputs to fair valuation of these assets, are as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2: Quoted prices in active markets for similar assets or liabilities, or quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability.
- Level 3: Unobservable inputs for the asset or liability.

At March 31, 2010, all of our private portfolio investments were classified as Level 3 in the hierarchy, indicating a high level of judgment required in their valuation.

The values assigned to our assets are based on available information and do not necessarily represent amounts that might ultimately be realized, as these amounts depend on future circumstances and cannot be reasonably determined until the individual investments are actually liquidated or become readily marketable. Upon sale of investments, the values that are ultimately realized may be different from what is presently estimated. This difference could be material.

#### Stock-Based Compensation

Determining the appropriate fair-value model and calculating the fair value of share-based awards on the date of grant requires judgment. Historically, we have used the Black-Scholes-Merton option pricing model to estimate the fair value of employee stock options. During the quarter ended March 31, 2010, we used the Black-Scholes-Merton option pricing model to estimate the fair value of the five-year NQSOs granted on March 18, 2010.

Management uses the Black-Scholes-Merton option pricing model in instances where we lack historical data necessary for more complex models and when the share award terms can be valued within the model. Other models may yield fair values that are significantly different from those calculated by the Black-Scholes-Merton option pricing model.

Management uses a binomial lattice option pricing model in instances where it is necessary to include a broader array of assumptions. We used the binomial lattice model for the 10-year NQSOs granted on March 18, 2009. These awards included accelerated vesting provisions that are based on market conditions. At the date of the grant, management's analysis concluded that triggering of the market condition acceleration clause is probable.

Option pricing models require the use of subjective input assumptions, including expected volatility, expected life, expected dividend rate, and expected risk-free rate of return. Variations in the expected volatility or expected term assumptions have a significant impact on fair value. As the volatility or expected term assumptions increase, the fair value of the stock option increases. The expected dividend rate and expected risk-free rate of return are not as significant to the calculation of fair value. A higher assumed dividend rate yields a lower fair value, whereas higher assumed interest rates yield higher fair values for stock options.

In the Black-Scholes-Merton model, we use the simplified calculation of expected term as described in the SEC's Staff Accounting Bulletin 107 because of the lack of historical information about option exercise patterns. In the binomial lattice model, we use an expected term that assumes the options will be exercised at two-times the strike price because of the lack of option exercise patterns. Future exercise behavior could be materially different than that which is assumed by the model.

Expected volatility is based on the historical fluctuations in the Company's stock. The Company's stock has historically been volatile, which increases the fair value of the underlying share-based awards.

GAAP requires us to develop an estimate of the number of share-based awards that will be forfeited owing to employee turnover. Quarterly changes in the estimated forfeiture rate can have a significant effect on reported share-based compensation, as the effect of adjusting the rate for all expense amortization after the grant date is recognized in the period the forfeiture estimate is changed. If the actual forfeiture rate proves to be higher than the estimated forfeiture rate, then an adjustment will be made to increase the estimated forfeiture rate, which would result in a decrease to the expense recognized in the financial statements. If the actual forfeiture rate proves to be lower than the estimated forfeiture rate, then an adjustment will be made to decrease the estimated forfeiture rate, which would result in an increase to the expense recognized in the financial statements. Such adjustments would affect our operating expenses and additional paid-in capital, but would have no effect on our net asset value.

#### Pension and Post-Retirement Benefit Plan Assumptions

The Company provides a Retiree Medical Benefit Plan for employees who meet certain eligibility requirements. Several statistical and other factors that attempt to anticipate future events are used in calculating the expense and liability values related to our post-retirement benefit plans. These factors include assumptions we make about the discount rate, the rate of increase in healthcare costs, and mortality, among others.

The discount rate reflects the current rate at which the post-retirement benefit liabilities could be effectively settled considering the timing of expected payments for plan participants. In estimating this rate, we consider the Citigroup Pension Liability Index in the determination of the appropriate discount rate assumptions. The weighted average rate we utilized to measure our post retirement medical benefit obligation as of December 31, 2009, and to calculate our 2010 expense was 5.72 percent. A rate of 6.55 percent was used in determining the 2008 expense and a rate of 5.71 percent was used in calculating the 2008 benefit obligation. We used a discount rate of 5.75 percent to calculate our pension obligation.

#### **Recent Developments — Portfolio Companies**

On April 8, 2010, we made a \$600,000 follow-on investment in a privately held tiny technology portfolio company.

On April 15, 2010, NeoPhotonics Corporation filed a registration statement on Form S-1 to register its shares of common stock for an initial public offering ("IPO"). There can be no assurance that this company will successfully complete an IPO, and a variety of factors, including stock market and general business conditions, could lead it to terminate such efforts to complete an IPO.

On April 15, 2010, one of our privately held portfolio companies signed a non-binding term sheet to raise additional funding from a third party, independent financial investor at a price per share higher than that of the previous round. The price per share in this term sheet was not an input used by our Valuation Committee to determine this portfolio company's value at March 31, 2010. The closing date proposed in the term sheet is May 19, 2010. However, there can be no assurance that this transaction will be consummated. In the event that this transaction is completed, it could be a material input to the determination of the value of our shares of this portfolio company at June 30, 2010. A valuation calculated based on this input alone could increase the value of this portfolio company at June 30, 2010, ranging from \$0 to approximately \$8,150,000 or \$0 to approximately \$0.26 per share, from the value at March 31, 2010. In the event that this transaction is completed, the price per share of this financing will be one of many inputs used by our Valuation Committee, which is comprised of all of our independent directors, to set the value of this portfolio company at June 30, 2010.

On April 21, 2010, we made a \$125,000 follow-on investment in ABS Materials, Inc.

On April 23, 2010, we made a \$339,760 follow-on investment in SiOnyx, Inc.

On May 4, 2010, we made a \$250,000 follow-on investment in a privately held tiny technology portfolio company.

### **Forward-Looking Statements**

The information contained herein may contain "forward-looking statements" based on our current expectations, assumptions and estimates about us and our industry. These forward-looking statements involve risks and uncertainties. Words such as "believe," "anticipate," "estimate," "expect," "intend," "plan," "will," "may," "might," "could," "continue" and other similar expressions identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of several factors more fully described in "Risk Factors" and elsewhere in this Form 10-Q, and in our Form 10-K for the year ended December 31, 2009. The forward-looking statements made in this Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Our business activities contain elements of risk. We consider the principal types of market risk to be valuation risk, interest rate risk and foreign currency risk. Although we are risk-seeking rather than risk-averse in our investments, we consider the management of risk to be essential to our business.

## **Valuation Risk**

Value, as defined in Section 2(a)(41) of the 1940 Act, is (i) the market price for those securities for which market quotations are readily available and (ii) fair value as determined in good faith by, or under the direction of, the Board of Directors for all other assets. (See the "Valuation Procedures" in the "Footnote to Consolidated Schedule of Investments" contained in "Item 1. Consolidated Financial Statements.")

Because there is typically no public market for our interests in the small privately held companies in which we invest, the valuation of the equity interests in that portion of our portfolio is determined in good faith by our Valuation Committee, comprised of the independent members of our Board of Directors, in accordance with our Valuation Procedures. In the absence of a readily ascertainable market value, the determined value of our portfolio of equity interests may differ significantly from the values that would be placed on the portfolio if a ready market for the equity interests existed. Any changes in valuation are recorded in our Consolidated Statements of Operations as "Net decrease (increase) in unrealized depreciation on investments." Changes in valuation of any of our investments in privately held companies from one period to another may be volatile.

Investments in privately held, immature companies are inherently more volatile than investments in more mature businesses. Such immature businesses are inherently fragile and easily affected by both internal and external forces. Our investee companies can lose much or all of their value suddenly in response to an internal or external adverse event. Conversely, these immature businesses can gain suddenly in value in response to an internal or external positive development.

## **Interest Rate Risk**

We generally also invest in both short and long-term U.S. government and agency securities. To the extent that we invest in short and long-term U.S. government and agency securities, changes in interest rates result in changes in the value of these obligations that result in an increase or decrease of our net asset value. The level of interest rate risk exposure at any given point in time depends on the market environment, the expectations of future price and market movements, and the quantity and duration of long-term U.S. government and agency securities held by the Company, and it will vary from period to period. If the average interest rate on U.S. government securities with three-month maturities which correspond to the maturities of the Company's holdings at March 31, 2010, were to increase by 25, 75 and 150 basis points, the average value of these securities held by us at March 31, 2010, would decrease by approximately \$132,901, \$398,703 and \$797,406, respectively, and our net asset value would decrease correspondingly.

In addition, in the future, we may from time to time opt to borrow money to make investments. Our net investment income will be dependent upon the difference between the rate at which we borrow funds and the rate at which we invest such funds. As a result, there can be no assurance that a significant change in market interest rates and the current credit crisis will not have a material adverse effect on our net investment income in the event we choose to borrow funds for investing purposes.

## Foreign Currency Risk

Most of our investments are denominated in U.S. dollars. We currently have one investment denominated in Canadian dollars. We are exposed to foreign currency risk related to potential changes in foreign currency exchange rates. The potential loss in fair value on this investment resulting from a 10 percent adverse change in quoted foreign currency exchange rates is \$320,344 at March 31, 2010.

## Item 4. Controls and Procedures

(a) *Disclosure Controls and Procedures.* As of the end of the period covered by this report, the Company's management, under the supervision and with the participation of our chief executive officer and chief financial officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as required by Rules 13a-15 of the 1934 Act). Disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the 1934 Act is recorded, processed, summarized and reported, within time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the issuer's management, as appropriate, to allow timely decisions regarding required disclosures. As of March 31, 2010, based upon this evaluation of our disclosure controls and procedures, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective.

(b) *Changes in Internal Control Over Financial Reporting.* There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the 1934 Act) during the first quarter of 2010 to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1A. Risk Factors

Investing in our common stock involves significant risks relating to our business and investment objective. You should carefully consider the risks and uncertainties described in our Annual Report on Form 10-K for the year ended December 31, 2009, before you purchase any of our common stock.

The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Unknown additional risks and uncertainties, or ones that we currently consider immaterial, may also impair our business. If any of these risks or uncertainties materialize, our business, financial condition or results of operations could be materially adversely affected. In this event, the trading price of our common stock could decline, and you could lose all or part of your investment. In addition to the risks described in our Annual Report on Form 10-K, you should also consider the following risk:

**The market price of our shares of common stock may be adversely affected by the sale of shares by our management or founding stockholder.**

Sales of our shares of common stock by our officers through 10b5-1 plans or by our founding stockholder could adversely and unpredictably affect the price of those securities. Additionally, the price of our shares of common stock could be affected even by the potential for sales by these persons. We cannot predict the effect that any future sales of our common stock, or the potential for those sales, will have on our share price. Furthermore, due to relatively low trading volume of our stock, should one or more large stockholders seek to sell a significant portion of its stock in a short period of time, the price of our stock may decline.

**Our portfolio companies face risks associated with international sales.**

We anticipate that certain of our portfolio companies could generate revenue from international sales. Risks associated with these potential future sales include:

- Political and economic instability;
- Export controls and other trade restrictions;
- Changes in legal and regulatory requirements;
- U.S. and foreign government policy changes affecting the markets for the technologies;
- Changes in tax laws and tariffs;
- Convertibility and transferability of international currencies; and
- International currency exchange rate fluctuations.



Any of these factors could have a material adverse effect on the business, results of operations and financial condition of our portfolio companies. Currency exchange rate fluctuations may negatively affect the cost of portfolio company products to international customers and therefore reduce their competitive position.

**Item 5. Exhibits**

- 10.1 Harris & Harris Group, Inc. Employee Stock Purchase Plan, incorporated by reference as Exhibit 10.14 to the Company's Annual Report on Form 10-K (File No. 814-00176) filed on March 16, 2010.
- 31.01\* Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.02\* Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32\* Certification of CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted 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 caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Harris & Harris Group, Inc.

/s/ Daniel B.  
Wolfe

By: Daniel B. Wolfe  
Chief Financial Officer

/s/ Patricia N.  
Egan

By: Patricia N. Egan  
Chief Accounting Officer  
and Vice President

Date: May 10, 2010

## EXHIBIT INDEX

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
31.01	Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**Certification of Chief Executive Officer  
Pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a)**

I, Douglas W. Jamison, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Harris & Harris Group, Inc.;
  2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
  4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
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5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Douglas W. Jamison

Name: Douglas W. Jamison

Title: Chief Executive Officer

Date: May 10, 2010

**Certification of Chief Financial Officer  
Pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a)**

I, Daniel B. Wolfe, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Harris & Harris Group, Inc.;
  2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
  4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
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5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.



/s/ Daniel B. Wolfe

Name: Daniel B. Wolfe

Title: Chief Financial Officer

Date: May 10, 2010

**Certification of CEO and CFO Pursuant to  
18 U.S.C. Section 1350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Harris & Harris Group, Inc. (the "Company") for the quarter ended March 31, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Douglas W. Jamison, as Chief Executive Officer of the Company, and Daniel B. Wolfe, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
  - (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.
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/s/ Douglas W. Jamison

Name: Douglas W. Jamison  
Title: Chief Executive Officer  
Date: May 10, 2010

/s/ Daniel B. Wolfe

Name: Daniel B. Wolfe  
Title: Chief Financial Officer  
Date: May 10, 2010